

# **THE SCOTTISH ROCK GARDEN CLUB**

## **CONSTITUTION**

### **Name and Objects**

1 The Club shall be called 'The Scottish Rock Garden Club' and exists to foster an interest in mountain and woodland plants and other plants and bulbs suitable for the rock garden, bog garden, wild garden or alpine house, to provide education about and increase and spread knowledge of such plants and to encourage their cultivation and preservation in gardens and in the wild. The Club shall hold meetings and exhibitions, publish journals and information and develop and provide educational information via the world wide web. The Club may carry on such other activities as may promote these objects.

### **Membership**

2.1 There shall be four classes of Membership: (a) Ordinary, for individuals; (b) Family, for multiple members of a family living at the same address; (c) Junior, for individual members less than eighteen years of age at the start of the year for which membership is paid; (d) Corporate, for Libraries, Botanic Gardens and the like.

The membership subscriptions shall be such sums as the Council shall from time to time determine for each class of membership, as a sum payable each year or as a sum covering such terms of years as the Council may fix.

Payment of a membership subscription implies acceptance of the Club's Constitution.

2.2 Ordinary members are entitled to receive the Club's publications, to take part in all Club activities and to vote at General Meetings.

Family members (other than juniors, who may not serve on the Council) have the same entitlements as ordinary members but receive only one paper set of the Club's publications.

Junior members have the same entitlements as ordinary members but may not serve on the Council.

Ordinary members who opt for electronic membership receive all journals and other communications electronically.

Corporate members receive only the Club's publications.

### **Groups**

3 Local Groups exist or may be formed whenever the members in an area wish to associate for meetings or other Club activities including shows. After recognition of a Group by the Council the Group Convener or deputy shall be a member of the Group Conveners' Committee and the Show Secretary or deputy shall be a member of the Show Secretaries' Committee (Article 8.3).

### **Financial and Membership Year**

4 The financial year shall run from 1st July to 30th June.

Annual subscriptions shall EITHER be payable to the Club by a fixed date each year and be valid for a membership year for a year from a fixed date OR Council may allow them to be paid at any time and be valid for twelve months from the date of payment. The Council shall have power to define such fixed dates and to determine the dates and validity of membership, depending on the mode of payment.

Any person whose subscription has not been paid shall not be eligible for any of the benefits of membership of the Club.

### **Management**

5.1 The Club shall be managed by a Council consisting of the President, Secretary, Treasurer, Subscription Secretary, Honorary President, Immediate Past President or President-elect (see Article 5.2), Web Manager, Publicity Manager, Editor, Chairman of the Group Convenors' Committee, Chairman of the Show Secretaries' Committee and up to twelve ordinary members. All Council members are trustees of the Club, which is a registered charity. The ordinary members of the Council shall be elected at the Annual General Meeting as provided in Article 6.1.

Eight members of the Council, of whom at least three shall be elected members, shall form a quorum.

5.2 All Council members shall serve in an honorary capacity.

The President shall be elected one year before taking office, serve for three years, and thereafter remain as a member of Council for two years as Immediate Past President, subject to annual confirmation of appointment. No person shall serve more than one term of office as President.

The Secretary, Treasurer, Subscription Secretary, Web Manager, Publicity Manager, Editor, Chairman of the Group Convenors' Committee and Chairman of the Show Secretaries' Committee shall retire annually, but be eligible for re-election.

Three members shall be elected to the Council annually to serve for three years and on retirement shall not be eligible within one year thereafter for re-election as ordinary members of the Council.

5.3 In the absence of the President the Council shall select from its members one person to act as Chairman or representative of the Council.

5.4 The Treasurer, with the assistance of other office bearers, shall keep proper records of the transactions of the Club to comply with all the relevant legislation and shall prepare Accounts for the financial year in a form agreed by the Council and complying with all relevant Charities legislation and regulations and any other relevant legislation and regulations. The Accounts for the financial year, together with the Report of the Council, shall be approved by the Council before being presented to the members at the Annual General Meeting.

### **Nomination and Election**

6.1 Nominations for President and other Office-Bearers and for ordinary members of Council shall be requested in association with distribution of the Journal. Nominations in writing, seconded by another Club member or members, must be sent to the Secretary no later than thirty days before the Annual General Meeting, the nominator having ascertained that the nominee is willing to serve if elected. Names of nominees shall be made available to Club members at least fourteen days before the Annual General Meeting.

6.2 If nominations to fill any position on Council have not been received by the closing date, nominations may be accepted up to the Annual General Meeting.

6.3 The Council shall have the power to fill any vacancy which may occur among Office-Bearers or on the Council during the year. An Office-Bearer so appointed shall retire at the date of the next Annual General Meeting, but shall be eligible for re-election. A member of the Council so appointed or, failing such appointment, elected at the next Annual General Meeting to fill such vacancy, shall retire on the same date as that on which the member so replaced would have been due to retire.

6.4 The Council shall have the power to co-opt up to two additional members who shall serve until the next Annual General Meeting.

### **General Meetings**

7.1 The Annual General Meeting shall be held on or between October 15th and November 15th, when the audited or examined accounts shall be submitted and the election of the Members of Council shall take place.

7.2 Forty members shall form a quorum at any General Meeting. In the event of a ballot being required at any General Meeting, two scrutineers shall be appointed by the meeting. Only members present shall be entitled to vote and the Chairman shall have, if necessary, a casting vote.

7.3 A Special General Meeting shall be convened by the Secretary at any time upon the order of the Council or upon a requisition made to him/her in writing by not less than fifty members. Notification of a Special General Meeting by requisition shall be sent to all U.K. members not later than twenty-eight days after the receipt by the Secretary of such requisition. The Special Business for which the Meeting is convened shall be stated in the requisition, and also in the notice calling the meeting, and no other business shall be transacted at such Special General Meeting.

7.4 Not less than fourteen days of notice of any General Meeting shall be given.

### **Powers of Council**

8.1 The Council shall be responsible for authorising the expenditure of the ordinary revenue of the Club in the furtherance of its aims, in whatever manner it thinks best, and may delegate its powers to one or more Council members, Working Groups or Committees.

8.2 After the Annual General Meeting the Council shall from its own number appoint Working Groups or Committees, of such numbers of members as it considers appropriate, to which it may delegate such duties as may be thought desirable. These Groups and Committees shall have power to co-opt additional members who need not be members of Council.

8.3 There shall be two Standing Committees, one consisting of all Group Conveners or their deputies, for the coordination of all Local Group activities, and one consisting of all Show Secretaries or their deputies, for the coordination of the Shows. These two Standing Committees shall each report to one of Council's Working Groups, one of whose members shall be a member of the Standing Committee. Each such Committee shall elect its own Convener.

8.4 All Working Groups and Committees shall keep records of their proceedings and report regularly to the Council.

8.5 Local Group Conveners and Show Secretaries shall be appointed by local Groups and their appointments noted by Council.

8.6 Council shall appoint Club bankers from time to time. Only bank accounts approved by Council may be used for the Club's affairs. No overdraft facilities may be entered into without the approval in writing of a Council Meeting. All investments shall be taken in the name of the nominee company of the Club's bankers or other financial adviser appointed by the Council, who shall hold them at the instructions of the Council.

8.7 Council shall have power to make Regulations consistent with this Constitution for the proper management of the Club's affairs and its own proceedings.

8.8 Council shall have power to nominate an Honorary President, Honorary Vice-Presidents and Honorary Members, who may be elected by an Annual General Meeting for life or until they resign. Only members who have rendered exceptional services to the Club shall be eligible for appointment as Honorary Vice-Presidents. Persons who have made material contributions to rock gardening by the introduction of new plants, by botanical research or by furthering the objectives of the Club in some other way, whether members or not, shall be eligible for appointment as Honorary Members.

8.9 The Council shall have power to dismiss a member from Club membership after receipt of a complaint and an investigation. Any complaint should be made in writing and signed by at least two members. The

matter of the complaint should relate only to the business of the Club or to actions that may bring the Club into disrepute. On receipt of such a complaint, Council may hold an investigation at which the member shall be entitled to be heard. Council may then dismiss the member, provided that the votes cast in favour of dismissal shall be at least double the votes against dismissal.

A person dismissed from membership shall not again be eligible to become a member until his or her reinstatement has been approved by the first Council meeting after his or her application for renewal of membership, when the votes cast in favour of reinstatement shall be at least double the votes against reinstatement.

8.10 Office bearers who are not members of the Council shall be appointed annually prior to the Annual General Meeting, and their names shall be presented to that meeting for approval.

8.11 Ownership of property provided by the Club to members of the Council and other office bearers shall remain with the Club, and shall be returned when members and bearers demit office. Such property shall include software and files, both physical and electronic.

### **Examination of Accounts**

9 At the Annual General Meeting a Chartered Accountant, or other suitably qualified person, shall be appointed as Independent Examiner or Auditor, as may be required by the relevant legislation and regulations, who shall report, at a fee agreed by the Council, on the Accounts for the current financial year as required by the legislation and regulations. In the event of a vacancy during the year, the Council shall have power to make an appointment to run until the next Annual General Meeting.

### **Amendments to the Constitution**

10.1 The Constitution may only be amended if, at a General Meeting, the votes cast in favour of the proposed amendment shall be at least double the votes against the resolution.

10.2 Notice in writing of any resolution to amend the Constitution shall be given to the Secretary by May 15th and the terms of such resolution shall be stated in the agenda of the General Meeting.

10.3 Any proposed amendments to resolutions published in the agenda must be submitted in writing to the Secretary not less than seven days before the General Meeting.

10.4 Amendments in wording but not in substance may be accepted at a General Meeting at the discretion of the Chairman.

### **Dissolution of the Club**

11 If the Club is dissolved, its remaining funds and property shall be transferred to one or more other charities with compatible purposes.

Revised November 2015