

ALL PREVIOUS RULES RESCINDED
REGISTER No. 11959 R Hampshire

REGISTERED RULES
OF THE
BOURNEMOUTH EAST ALLOTMENT
SOCIETY LIMITED

AFFILIATED TO THE
NATIONAL ALLOTMENT SOCIETY
(Registered as The National Society of Allotment
And Leisure Gardeners Ltd)
ODELL HOUSE
HUNTERS ROAD
CORBY
NORTHANTS
NN17 1JE

AS ADOPTED DECEMBER 2003
AND AMENDED DECEMBER 2012 AND DECEMBER 2018

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REGISTERED RULES OF THE BOURNEMOUTH EAST ALLOTMENT SOCIETY LIMITED

NAME, OBJECTS AND POWERS

1 **Name:** The name of the Society shall be:

THE BOURNEMOUTH EAST ALLOTMENT SOCIETY LIMITED

2 **Registered Office:** The Registered Office of the Society shall be at

Lingdale Road, Southbourne, Bournemouth, BH6 5LA

3 **Removal of Office:** In the event of any change in the situation of the registered office, the Secretary shall send to the Registrar notice of such change within 14 days thereof in the form prescribed by the Treasury Regulations.

4 **Objects:** The objects of the Society shall be to carry on the industries, trades or business of creating and promoting the creation of small holdings and allotments and encouraging their proper cultivation.

5 **Powers:** The Society shall have full power to do all things necessary and expedient for the accomplishment of its objects, including the power to purchase, hold, sell, mortgage, rent, lease or sub-lease lands of any tenure and to erect, pull down, repair, alter or otherwise deal with any buildings thereon and without prejudice to the generality of the foregoing shall in particular have power to acquire land from local authorities acting under the provisions of any Act for the time being in force relating to small holdings or allotments, or from any other person or body to adapt any land so acquired for smallholdings or allotments, to acquire or erect dwelling houses or other buildings, to execute any other improvement, and to let such land, houses, and buildings to members of the Society.

The Society shall not in their corporate capacity take part in any Parliamentary, County Council Municipal or other local Government elections.

USE OF NAME

6 **Use of Name:** The Registered name of the Society shall be kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in letters easily legible and shall be engraved in legible characters on its seal, and shall be mentioned in all business letters of the Society, notices, advertisements, and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods, purporting to be signed by or on behalf of the Society, and in all bills, invoices, receipts and letters of credit of the Society.

MEMBERSHIP

7 **Members:**

- a) The Society shall consist of such persons as the Committee may admit or has admitted to membership.
- b) The Committee of management may admit associate members interested in the activities of the Society.

8 **Shares:**

- a) Every member shall hold one share only which shall be forfeited on cessation of membership from whatever cause.
- b) Associate members shall NOT hold shares nor have any voting rights.

9 **Subscriptions:** Members may be required to pay an annual subscription of such sum as may be determined by the Committee.

10 **Cessation of Membership:** A member shall cease to be a member in the following eventualities:

- a) The member's death.
- b) The member's resignation.
- c) The expulsion of a member under Rule 11.
- d) Where the member has been required to pay an annual subscription, the non-payment thereof for a period of 40 days after it has become due.
- e) On termination of the member's tenancy agreement.

- 11 Expulsion of Members:** A Special General Meeting may, by a vote of two-thirds of the members present and entitled to vote, expel any member for conduct detrimental to the Society, provided that a notice specifying the conduct for which it is intended to expel him is sent to him at his address entered in the register of members at least one calendar month prior to the date of the meeting.

REGISTER OF MEMBERS

- 12 Register of Members:** The Society shall keep at its registered office a register of members in which the Secretary shall enter the following particulars:
- names and addresses of the members
 - the date at which each person was entered in the register as a member and the date at which any person ceased to be a member
 - the names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.

Every member at the time of his becoming a member shall notify the Secretary in writing of his address and subsequently any change therein.

- 13 Duplicate Register of Members:** The Society shall also keep at its registered office a duplicate register of members in which the Secretary shall enter all the particulars in the original register of members, other than those mentioned in paragraph b) and c) of Rule 12, and which shall be available for inspection as provided for in Rule 47.

SHARES

- 14 Shares**
- Shares shall neither be transferable nor withdrawable. They shall be of the value of 10p which shall be payable on application for the share. Shares to the value of 1 shilling (5p) in existence prior to registration of this complete amendment of rules shall be cancelled and a share of the value of 10p shall be issued in lieu of each such shares, the paid amount paid up in excess of 10p being forfeited in the funds of the Society.
 - No share shall carry any interest or confer any right to dividend.
- 15 Cancellation of Shares.** Upon cancellation of any shares in accordance with the Rules the Secretary shall make an appropriate entry relating thereto in the register of members.

BORROWING POWERS

- 16 Loans:** Deposits shall not be taken either from members or non-members. The Committee may obtain loans on such security and such terms of repayment as they may think fit, provided that the amount shall not exceed twice the then issued share capital of the Society, and that the rate of interest shall not exceed five per cent, or (if the current Bank Base Rate is more than four per cent) one per cent above the current Bank Base Rate, except loans from the Society's banker or on a mortgage. Subject to the same condition as to the rate of interest, a General Meeting may authorise the Committee to obtain loans to a further amount, provided that the total amount of the loans shall not exceed twenty times the issued share capital.

INVESTMENT

- 17 Investments:** The Committee may invest any funds of the Society in or upon any of the securities referred to in Part 2, Section 27 of the Co-operative and Community Benefit Societies Act 2014, but not otherwise.

GENERAL MEETINGS

- 18 Ordinary General Meetings:** The Annual General Meetings and other Ordinary General Meetings shall be held at such times as the Committee or a General Meeting shall determine.
- 19 Special General Meetings:** A Special General Meeting shall be held whenever the Committee of Management thinks expedient or whenever a written requisition for such a meeting signed by twelve members is delivered to the Secretary. Should the Secretary fail to convene a Special General Meeting within four calendar weeks (excluding Public Holidays) after delivery to him/her of such requisition, the members signing the requisition may convene such meeting by giving such notice as is mentioned in Rule 20.
- 20 Notice of General Meetings:** At least fourteen calendar days' (excluding Public Holidays) notice in writing of every General Meeting, stating the business to be transacted at such meeting, shall be sent to every member at

his address entered in the register of members and no other business than that stated in the notice shall be transacted at such meeting.

- 20.1 A meeting of the Members may be called either in paper format or by suitable electronic means agreed by the Members and, once sent, will be deemed to have been delivered.
- 21 **Voting at General Meetings:** Every member present at a General Meeting and not otherwise disqualified shall have one vote and where the votes cast in any matter are equal the then presiding officer shall have a casting vote in addition to his vote as a member.
- 22 **Presiding Officer at General Meetings:** At all General Meetings the Chairman elected by the meeting shall preside.
- 23 **Quorum at General Meetings:** Unless otherwise determined by a previous General Meeting, a quorum at General Meetings shall consist of five members.
- 24 **Discussions at Meetings:** No political or sectarian issue shall be raised or resolutions of that character proposed, either at any Committee or General Meeting of the Society.

OFFICERS AND COMMITTEE OF MANAGEMENT

- 25 **Who are Officers:** The Society shall have the following officers: a Chairperson, a Secretary, a Treasurer, Committee members may be appointed to other job roles that the Committee of Management deem to be necessary for the conduct of the Society's business.
- 26 **Committee of Management:** The Committee of Management shall consist of the Officers and up to twelve Committee Members. Until the first Annual General Meeting the signatories to the application for registry of the Society shall constitute the Committee of Management.
- 27 **Election of Committee Members:** Committee Members shall be elected from amongst full members of the Society by a vote of the majority of members present and entitled to vote at an Annual General Meeting, and the Society in General Meeting may from time to time determine the period for which Committee Members shall remain in office, the order in which they shall retire, and whether on retirement they shall be eligible for re-election. If any officer shall die, resign, be removed, or become unfit to act, the Committee may fill the vacancy until the next Annual General Meeting, unless the vacancy has already been filled at a Special General Meeting.
- 28 **Chairperson:** The Chairperson shall be elected and may be removed by the Committee and shall hold office until the first Committee Meeting following the Annual General meeting.
- 29 **Secretary and Treasurer:** The Secretary and the Treasurer shall be elected and may be removed by the Committee, which shall determine their remuneration and, in so far as not otherwise determined by these rules, their duties.
- 30 **Other Officers:** The Committee shall appoint and may remove such other officers and employees as they may deem necessary, and determine their respective duties and remuneration.
- 31 **Qualifications for Office:** The Society in general meeting may determine the qualifications necessary for the holding of the office of Chairman, Officers or Committee Members and no dealer in, or agent for the sale of agricultural requirements, nor any person dealing as a trader in, or agent for agricultural produce, shall be eligible to hold any office whatsoever in the Society.
- 32 **Eligibility for Office:** Persons appointed as officers must have served on the Committee for a period of not less than one year.
- 33 **Removal from office:** Any officer or member of the Committee may, subject to Rule 34, be removed at any time by a resolution of the majority of the members present at any General Meeting called for that purpose, which may proceed to fill the vacancy.
- 34 **Committee Member becoming Surety:** Should any member of the Committee with the consent of the Committee, become surety for any debt or liability incurred on behalf of the Society, he shall not be removed from office without his consent until such liability has ceased.
- 35 **Security by Officers:** Every Officer and employee having charge of any of the moneys of the Society shall, before entering on his duties, give such security as the Committee shall deem sufficient.
- 36 **Powers of the Committee of Management:** The Committee of Management shall have full power to superintend and conduct the business of the Society according to the rules thereof and, except as is otherwise provided in

these rules, exercise on behalf of the Society for the purpose of accomplishing its objects the powers conferred upon the Society by these rules, or otherwise.

MEETINGS OF COMMITTEE OF MANAGEMENT

- 37 Quorum at Committee Meetings:** Unless otherwise determined by a General Meeting, a quorum at Committee Meetings shall consist of five members.
- 38 Regular Committee Meetings:** Regular meetings of the Committee shall be held at intervals not longer than those prescribed by resolution of a General Meeting.
- 39 Special Meetings of the Committee:** A Special Meeting of the Committee shall be held on the requisition in writing of at least five Committee Members.
- 40 Conduct of Committee Meetings:** At all meetings of the Committee every question shall be decided by a majority of votes and if the votes are equal the presiding officer shall have a casting vote in addition to his vote as a member. The Chairman, or if he be not present a Chairman elected at the Committee meeting, shall preside.
- 40.1 Electronic voting for Committee Meetings will be used only when it is not convenient to wait for the next scheduled meeting. This should be arranged by the Secretary. Voting must be by a majority. Committee Members will be notified of the proposal, any extra information required and the closing date for responses. Alternative arrangements will be made for those without access to a computer.**

SMALL HOLDINGS AND ALLOTMENTS SEPARATE ACCOUNT

- 41 Small Holdings and Allotments Separate Account:** A separate account shall be kept by the Society of all income and expenditure of the Society under Rule 41 (Clause (a)). The income shall be applicable as may be determined by the Committee of Management for the following purposes and for no other purpose whether during the existence of the Society or on dissolution.
- a) For payment of expenses of managing land, houses and buildings acquired or erected under the said Rule, including payment of rent, rates, taxes and other like outgoings
 - b) For payment of expenses of repairs or improvements from time to time made by the Society on such land, houses and buildings
 - c) For prizes for the encouragement of the proper cultivation of the land, and
 - d) For the benefit of the tenants generally, in such manner as the Committee may determine

Nothing in this rule shall be deemed to prohibit an arrangement between the Society and a tenant for the repayment or rebatement of part of the rent payable by him to the Society.

Nothing in this rule shall prejudice or affect any right or remedy of any creditor of the Society.

ACCOUNTS AND AUDIT

42 Annual Accounts

- (1) The Committee of Management shall once at least in every year arrange for the preparation of the accounts of the Society, together with the annual return in the required format up to a date falling within the period from 1st September and 31st January following. The Committee shall lay before the Annual General Meeting the prepared accounts.
- (2) Members shall vote annually, as allowed by the Co-operative and Community Benefit Societies Act 2014, Part 7, Section 83 at the Annual General Meeting, to have, when necessary in law, or where the membership require, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such prevail.
- (3) If a full audit or a report is required, a person who is a qualified auditor under section 83 of the Co-operative and Community Benefit Societies Act 2014, shall be appointed.
- (4) The qualified or lay auditors, if so appointed, shall not be officers or servants of the Society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Society.
- (5) Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.

- (6) If the membership votes for unaudited accounts, the Society's Income/Expenditure Ledger shall be scrutinised by the Secretary and Committee Members only and signed, as a true record, by the Secretary and two Committee Members or such other number as may be required by legislation. An Income/Expenditure report will be prepared to present to the Society's members at each Annual General Meeting.

43 Appointment and Removal of Auditor, and Audit

- (1) Appointment and Removal of Auditor. An audit, where necessary in law, or where the membership requires, will be carried out by a registered auditor or two or more lay auditors where the conditions for appointing lay auditors prevail.
- (2) Save as provided in paragraph (3) of this rule every appointment of an auditor shall be made by resolution of a General Meeting of the Society.
- (3) The first appointment of an auditor or auditors shall be made within three months of the registration of the Society and shall be made by the Committee if no General Meeting of the Society is held within that time. The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society. Any auditor appointed by the Committee who is not a qualified auditor shall hold the appointment until the conclusion of the first or next Annual General meeting as the case may be.
- (4) A qualified auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a General Meeting or by the Committee) shall be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless -
- a resolution in accordance with paragraph (6) of this rule has been passed at a General Meeting of the Society appointing somebody instead of him or providing expressly that he shall not be re-appointed, or
 - he has given to the Secretary notice in writing of his unwillingness to be re-appointed or
 - he is ineligible for appointment as auditor of the Society for the current year of account or
 - he has ceased to act as auditor of the Society by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this rule if notice of an intended resolution to appoint another person in this place has been given in accordance with paragraph (6) of this rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

- 5) A resolution at a General Meeting of the Society (i) appointing another person as auditor in place of a retiring qualified auditor or (ii) providing expressly that a retiring auditor shall not be re-appointed, shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is moved. When notice of the intention to move any such resolution has been given to the Society the Society shall give notice of the resolution to the members and to the retiring auditor in accordance with section 6 of the Friendly and Industrial and Provident Societies Act 1968, and shall give notice to the members in accordance with that section of any representations made or intended to be made by the retiring auditor.
- 6) None of the following persons shall be appointed as auditor of the Society:
- an officer or servant of the Society
 - a person who is a partner of or in the employment of or who employs an officer or servant of the Society.
- 7) Audit: The Auditors of the Society shall make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which they are appointed in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968.

ANNUAL RETURNS AND BALANCE SHEET

- 44 Submission of Returns:** Every year within the time allowed by legislation the Secretary shall send to the Registrar the annual return in the form prescribed by the chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with:
- a copy of the report of the Auditor, where required, on the Society's accounts for the period included in the return and
 - a copy of each balance sheet made during that period and of any report of the auditor on that balance sheet.
- 45 Copies of Annual Returns:** The Secretary shall be supplied with copies of the last annual return together with the report of the Auditor where required on the accounts and balance sheet contained in the return, and shall supply such a copy gratuitously to every member or person having an interest in the funds of the Society, on demand.

46 Balance sheet:

- a) The Secretary shall not publish any balance sheet which has not previously been audited by the Society's Auditor, or scrutinised in accordance with Rule 42, and any copy of the balance sheet published by the Society shall incorporate the report made thereon by the Auditor, if required.
- b) A copy of each balance sheet made during the period included in an annual return shall be sent by the Secretary to the Registrar, together with the said annual return and each copy shall incorporate the report made thereon by the Society's Auditor, if required.
- c) The Committee shall lay before the annual meeting the accounts and annual return, audited if required, with the report made thereon by the Society's Auditor.
- d) The Society shall keep a copy of the last balance sheet for the time being together with any report made thereon by the Society's Auditor, as required, always hung up in a conspicuous place at its Registered Office.

INSPECTION OF BOOKS

- 47 Inspection of Books:** Any member or person having an interest in the funds of the Society shall be allowed to inspect the books containing the names of the members, including all the particulars in the duplicate register of members, at all reasonable hours at the Registered Office of the Society, or at any place where the same are kept subject to such regulations as to the time and manner of such inspection as may be made from time to time by the General Meetings of the Society.

PROFITS

- 48 Profits:** All profits arising from the general business of the Society and all contributions received shall be used for the accomplishment of the objects of the Society.

NOMINATIONS AND PROCEEDINGS ON DEATH OR BANKRUPTCY

- 49** Upon a claim being made by the personal representative of a deceased member or the trustee of a bankrupt member to any property in the Society belonging to the deceased or bankrupt member the Committee shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

A member may in accordance with the Industrial and Provident Societies Act 1965 nominate any person or persons to whom (subject to the provisions of the Act as to amount and the persons to whom a valid nomination may be made) any of his property in the Society at the time of his death shall be transferred. On receiving satisfactory proof of death of a member who has made a nomination the Committee shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

THE SEAL

- 50 Use of the Seal:** The Seal of the Society shall not be affixed to any document without the signature of the Secretary and one other Officer of the Society.
- 51 Custody of the Seal:** The Seal of the Society shall be kept in the custody of the Secretary or such other officer as the Committee shall direct.

MEMBERSHIP WITH THE NATIONAL SOCIETY OF ALLOTMENT AND LEISURE GARDENERS LTD

- 52** The adoption of these Rules shall constitute an agreement to apply for one fully paid 10p share in the National Society of Allotment and Leisure Gardeners Ltd and an agreement to pay such annual contributions as may be prescribed by the Rules of the said Society.

STATUTORY APPLICATIONS TO THE REGISTRAR

- 53 Inspection of Books:** Any ten members of the Society each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an actuary or accountant to inspect the books of the Society and to report thereon, pursuant to Part 8, Section 104 of the Co-operative and Community Benefit Societies Act 2014.

54 Inspection of Affairs: It shall be the right of one tenth of the whole number of members, or if the number of members shall at any time exceed 1000 it shall be the right of 100 members, by an application in writing to the Chief Registrar, signed by them in the forms respectively provided by the Treasury Regulations:

- a) to apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon, or
- b) to apply for the calling of a Special Meeting of the Society.

ARBITRATION

55 Arbitration: In case any dispute arises between the Society or any of its offices and any member or persons claiming on account of a member or under the Rules or in case of any complaint against any member, application may be made to the Committee for redress, and should the Committee not bring the parties to agreement, the matter in dispute may be submitted to arbitration One arbitrator shall be appointed by each of the parties concerned, and one by the Management Committee of the National Society of Allotment and Leisure Gardeners Ltd. The award of the arbitrators shall be final, and the costs of such arbitration shall be borne by the disputing parties in such proportion as the arbitrators may determine. In this rule the word "member" includes any person aggrieved who has for not more than six month ceased to be a member.

DISSOLUTION OF THE SOCIETY

56 Dissolution: The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution in the form provided by the Treasury Regulations, or by winding-up in the manner provided by the Industrial and Provident Societies Acts.

COPIES OF RULES

57 Copies of Rules: A copy of the Rules of the Society shall be delivered by the Secretary to every person on demand on payment of a sum not exceeding £1 and the Committee of Management shall provide the Secretary with sufficient copies of the said Rules for this purpose.

AMENDMENT OF RULES

58 Mode of Amending Rules: The Rules may be amended by resolution of a three-fourths majority at a Special General Meeting. No amendment of rules is valid until registered.

STATUTORY BODIES

59 Any reference to the Chief Registrar, Central Office, Assistant Registrar (Scotland) or the Registry of Friendly Societies includes reference to the statutory successor carrying on the relevant function of any of them.

BYE-LAWS

60 Bye-Laws: The Committee may from time to time make bye-laws relating to the tenancy of allotment gardens, provided that no such bye-laws shall be inconsistent with these rules.