



Anglia in Bloom

Constitution

The Constitution was adopted on the 20 March 2009

Part 2 – 7. Membership (1) (3) (4) (5) & 11. Quorum 4 (c) & 12. Chair (1) (2) (3) (4) & 14. Votes (1) & 16. Officers and Trustees (1) (2) (7) (8) & 17. The Appointment of Trustees (4) & 18. Powers of Trustees (d) (k) (n) & 19. Disqualification and Removal of Trustees (4) & 21. Delegation (1) (2) (3) (4) (5) were amended and approved at the AGM on 8 May 2018.

The **Quorum 11 (2)** and the **Proceedings of Trustees 20 (7)** were updated and adopted at the meeting on 6th September 2011.

The **objects 3 (1) and (3)** were updated and adopted at the AGM on 9th November 2009.

PART 1

1. Adoption of the Constitution

The association and its property will be governed by the law of England and Wales and will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name

The association's name is Anglia in Bloom, (and in this document it is called the Charity).

3. The Objects

The Charity's objects (the Objects) are;

(1) "to promote the conservation and enhancement of the physical and natural environment for the public benefit, primarily by informing people about its relevance and importance within their communities"

(2) "to advance the education of the public in the conservation, protection and improvement of the physical and natural environment"

(3) "to promote horticulture and floriculture for the benefit of the public generally and especially those who live in, work in, or visit the catchment area by providing and encouraging the provision of displays of flowers, shrubs, trees and landscapes in places visible to the public.

The catchment area for the association shall include the six geographical counties of Bedfordshire, Cambridgeshire, Essex, Hertfordshire, Norfolk and Suffolk"

4. Application of the Income and Property

(1) *The income and property of the Charity shall be applied solely towards the promotion of the Objects.*

(2) *A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.*

(3) *None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity.*

This does not prevent:

(a) *a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;*

(b) *a Trustee from:*

(i) buying goods or services from the Charity upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;

(c) *the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:*

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

(iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) *No Trustee may be paid or receive any other benefit for being a Trustee.*

(5) *A Trustee may:*

(a) sell goods, services or any interest in land to the Charity;

(b) be employed by or receive any remuneration from the Charity;

(c) receive any other financial benefit from the Charity,

if:

(d) he or she is not prevented from so doing by sub-clause (4) of this clause; and

(e) the benefit is permitted by sub-clause (3) of this clause; or

(f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) *If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:*

(i) declare his or her interest in the proposal;

(ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;

(iii) not be counted in determining whether the meeting is quorate;

(iv) not vote on the proposal.

(b) *In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance*

the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

(1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

(2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

(3) The Trustees must apply any remaining property or money

(a) directly for the Objects;

(b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;

(c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

(6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

6. Amendments

(1) The Charity may amend any provision contained in Part 1 of this Constitution provided that

(a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

(b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;

(c) no amendment may be made to clause 4 without the prior written consent of the Commission;

- (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

- (1) The Trustee Officers of the Charity shall be The President, Chairman, Vice Chairman – Judging, Vice Chairman – Events & Seminars, Vice Chairman – Business Strategy, Communications & Marketing, Secretary and Treasurer.
- (2) The trustees shall invite by election any other general member and/or organisations as the Trustees shall decide.
- (3) Membership is open to individuals over eighteen or organisations who are approved by the Trustees and all applications must be made in writing and addressed to the Chairman.
- (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Chairman of the Trustees must keep a register of names and addresses of all the Trustee Officers and Trustee Members.

8. Termination of Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

9. Meetings

(1) The Charity must hold an annual general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) The Trustees may call a special general meeting at any time.

(4) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

10. Notice

(1) The minimum period of notice required to hold any special general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A special general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Trustees.

11. Quorum

(1) No business shall be transacted at any Trustees executive meeting unless a quorum is present.

(2) A quorum is six members entitled to vote upon the business to be conducted at the meeting;

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.

or

(c) If no quorum is present at the meeting within fifteen minutes of the time specified for the start of the meeting the members present can agree to go ahead with the meeting and then the minutes of that meeting should be circulated and if agreed fully by all Trustee members they are then adopted.

(5) If the meeting is to be re-convened, then the Trustees at the meeting must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

of the committee shall be the Trustees of the Charity and in this constitution are together called "the Trustees".

(2)

(a) The Charity shall have the following Trustee Officers:

- The President – Brian Thornton
- The Chairman – Bob Ollier
- Vice Chairman – Judging – George Dawson
- Vice Chairman – Events & Seminars - VACANT
- Vice Chairman – Business Strategy, Communications & Marketing – David White
- **Secretary – Julia Smith**
- **Treasurer – Margaret Spencer**

(b) The Charity shall have the following Trustee Members

- Trustee Member – Ellen Mary
- Trustee Member – Nigel Bloxham
- Trustee Member – Phillip Feller
- Trustee Member – Chris Duram
- Trustee Member – Vacant
- Trustee Member – Vacant
- Trustee Member – Vacant

(c) The Charity shall have the following Non-Voting Honorary Ambassadors

- Honorary Ambassador – Terry Bane
- Honorary Ambassador – Eileen Ward
- Honorary Ambassador – Margery Ward
- Honorary Ambassador – **Vacant HERE**

(3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Trustees shall be not less than seven but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.

(6) The Trustees (including Officers) shall be those persons elected as Trustees Officers and Trustee Members at the meeting at which this constitution is adopted and or amended at an AGM.

(7) A Trustee Member may not appoint anyone to act on his or her behalf at meetings of the Trustees.

(8) All Honorary Ambassadors appointed by the Trustees Officers, will be excluded from the role of Trustee Members and not be entitled to vote.

17. The Appointment of Trustees

(1) The Charity at a general meeting shall elect the Trustee Officers and the other Trustee Members.

(2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.

(3) Each of the Trustees shall retire with effect from the conclusion of the third annual general meeting after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given 14 days' notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

(b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

18. Powers of Trustees

(1) The Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(d) to borrow any money without prior approval of the Trustee Officers; to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed without prior approval of the Trustee Officers. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;

(k) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000 or any subsequent amendments to the said Act.

(l) to organise and promote a scheme to reward communities, organisations and individuals for achievements in improving their environments by awarding trophies, medal certificates and other acknowledgements of merit.

(m) to do all such other lawful things as are necessary for the achievement of the Objects;

(n) to give any funding to an entrant or any other business or organisation, without the prior approval of the Trustee Officers.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees;

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

29. Rules

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the expenses to be paid to members (including Trustees) acting in their capacity as Judges for Anglia In Bloom;
 - (c) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (d) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (e) the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
 - (f) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (g) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signatures:

President.....Date.....

Chairman.....Date.....

Secretary.....Date.....