



## **Guildford in Bloom Association – Constitution**

### **1 Name**

The organisation's name is Guildford in Bloom Association, hereafter referred to as GiB.

### **2 Purposes, Aims and Objectives**

GiB is an independent community based. It is a not-for-profit organisation. The purpose of GiB is to encourage and assist all stakeholders in Guildford to increase their civic pride, improving their environment and wellbeing by enhancing the natural resources of the borough through horticulture.

This involves improving the area for those who live and/or work in the Borough and visitors to the Borough through the implementation of five core objectives:

- to encourage community participation
- to strive for horticultural excellence (public, business and residential areas)
- to increase environmental responsibility and encourage sustainability
- to nurture and support wildlife
- to support endeavours to achieve awards, for example, South & South East in Bloom (SSEiB) and Britain in Bloom competitions (as applicable)

In order to support these objectives, GiB shall adopt the following policies:

- Recognise that horticulture takes many forms from art, science, crop production, social activities, supporting wellbeing, nature conservation and improving and caring for the environment
- Encourage and promote sustainable horticulture; this includes reducing the impact of horticulture on the wider environment for example reducing pesticides and fertiliser use, and peat consumption, wildlife friendly practices.
- GiB will also engage in the following activities:
  - raise funds, receive grants and donations
  - encourage the widest participation possible in all its activities
  - co-operate with organisations and individuals working towards the same purpose, and assist where possible

- develop public awareness and encourage all sectors of the community, through organisation and the promotion of participation in horticulturally based competitions and events
- buy and grow plants and purchase necessary associated horticultural sundries.
- contribute to and encourage sustainable environmental improvements within the Borough.
- participate in public events

### **3 Committee**

The Committee shall be made up of a maximum Committee size of 16 persons. All Committee members have one vote with the Chairman having a second casting vote if necessary to reach a decision.

Three officers – Chairman, Secretary and Treasurer, should be appointed (or reappointed) at the first GiB meeting following the annual awards evening. This meeting is the Annual Meeting (AM). If an officer resigns, the Committee may elect an interim replacement to stand until the next AM. The Committee of GiB will be made up of people willing to give their skills and time for the benefit of Guildford in Bloom core objectives. Participation from across the Borough is encouraged.

### **4 Conduct of Meetings**

All meetings at which proposals are made and adopted must be quorate meetings as defined in this constitution. A quorum shall consist of 4 Committee members. The quorum must be valid at the point a vote is taken. Proposals may not be implemented where no vote is taken. Where there was a previous meeting the minutes of that meeting must be circulated, corrections determined by the meeting, after which the minutes must be put to the meeting as ‘reflecting a true and accurate record of the meeting held on the previous date’, agreed by those present and signed by the Chairman.

Any proposer must be a valid Committee member. As an example and for the avoidance of doubt, a non-Committee member in attendance may not formally propose a motion to the committee even if invited to take part in a committee meeting. All those voting on a proposal must each be valid Committee members of the relevant meeting. Guests of the meeting have no vote.

Where notice is required for a meeting that notice may be sent by email to the last known email address of the members concerned.

Meetings will be chaired by the Chairman. If the Chairman is not available, the meeting will elect a chairman, first from the Committee members present. In the event that the meeting is to discuss the person who is chairing the meeting at that time they will vacate the chair, and a new chairman take their place for the duration of the discussion.

If at a meeting a new volunteer wishes to become part of the Committee, he or she must be proposed and seconded by a current Committee member and a vote taken. Only Committee members may vote. If there is no vacant position on the Committee then voting must take place for all none-Officer positions (9).

#### **4.1 Minutes of meetings**

All meetings must be minuted by the Secretary or if unavailable by the person appointed for this purpose at a meeting, and the minutes must be available to members in advance of the next GiB meeting.

The person minuting the meeting has the power to ask the chair of the meeting to pause the meeting in order to ensure that the minutes are recorded in a proper manner. The chair of the meeting must accede to this request and pause the meeting. If the person minuting the meeting is in any doubt over what to record they may ask the chair of the meeting for clarification. This includes the reading back of contemporaneous notes to ensure their correct understanding. Such clarification may be requested at any time. However, in compiling the minutes, the Secretary may not be instructed by the meeting to record in the minutes anything which is, in the Secretary's opinion, not the facts of the meeting.

## **5 Meetings**

Members should present their apologies to the chairman and/or Secretary in advance of any meeting which they are unable to attend.

### **5.1 Annual Meeting (AM)**

The AM must be held every year, within two calendar months of the Annual Presentation Evening, with at least 14 days notice given to all members informing them what is on the agenda.

All officers, including retiring officers, must endeavour to be present. A quorum of 4 Committee members must be present for the AM to go ahead.

The officers of the Committee shall present the annual report and accounts.

Any Committee member may put themselves forward for election as an officer of the Committee at the AM.

Every Committee member has one vote at the AM. The Chairman does NOT have a casting vote at an AM. Members shall elect a Chairman, Secretary and Treasurer:

- The retiring chairman will preside over the election and will be replaced by the incoming Chairman immediately after the election. The retiring Secretary will minute the election and be replaced by the incoming Secretary immediately after the election. If at the Annual meeting a new volunteer wishes to become part of the Committee, he or she must be proposed and seconded by a current Committee member and a vote taken. Only Committee members may vote. If there is no vacant position on the Committee then voting must take place for all 16 positions.

5.2 Committee Decisions may be made either at formal meetings or by circulation of emails. Decisions taken by email will be ratified at the next formal GiB meeting.

### **5.3 Extraordinary or Special General Meetings**

The Chairman may call an extraordinary or special general meeting to resolve a serious problem, decide on an urgent or important issue, or if a change to the constitution is proposed. 14 days notice must be given to all Committee members prior to an extraordinary or special general meeting. A Committee member who is not the Chairman may call such a meeting backed by 6 signatures of other members, which signatures may include the Chairman acting as an ordinary member.

An Extraordinary or Special General Meeting is needed for the following changes:

- Changing the Constitution
- To allow the members to decide on important issues.
- Excluding members including officers
- Winding up Special Proposals made at Extraordinary or Special General Meetings will be passed by a majority of not less than 75% of the members who, being entitled to do so, vote on the resolution.

Committee members may be removed by Special Proposal at an Extraordinary or Special General meeting, if passed by a majority of not less than 75% of the members who, being entitled to do so, vote on the resolution. The organisation may exclude a Committee member from an Extraordinary or Special General Meeting whose conduct is judged to bring the organisation GiB into disrepute by Special Proposal at an Extraordinary or Special General meeting if passed by a majority of not less than the members who, being entitled to do so, vote on the resolution. At such a meeting the member in question must be allowed to make his or her case before the vote if they so desire.

The constitution can only be amended by Special Proposal at an Extraordinary or Special General Meeting, if passed by a majority of not less than 75% of committee members of the members who, being entitled to do so, vote on the resolution.

The group may be wound up by Special Proposal at an Extraordinary or Special General Meeting, if passed by a majority of not less than 75% of committee members of the members who, being entitled to do so, vote on the resolution. Any money or property remaining after payment of debts must be given to a group with similar (charitable) purposes.

## **6 Finance**

Guildford in Bloom handles funds donated by sponsors. It is constituted as a 'not-for-profit' organisation and may not make a profit, though it may hold reserves. It may also not make a loss. Any orders placed for any goods and services, except as stated below, must be with the approval of a quorate Committee meeting.

Funds must be held in the group's bank account/s. All cheques must be signed by 2 of 3 nominated Committee members. Online payments must be authorised by 2 of the same 3 nominated Committee members. A float of £200 of petty cash may be held by one and only one nominated Committee member at any time. All disbursements from petty cash must be documented with a petty cash slip and a cash book record kept.

Income and expenditure of all kinds must be accounted for. Funds cannot be used to pay Committee members except to refund legitimate expenses approved in advance, against a claim form and with a correct receipt.

Funds and property must only be used for the purposes of the group. It has no power to make donations to other organisations, including charitable donations.

At least once a year an Honorary qualified accountant appointed by the Committee shall examine the group's Accounts and ascertain the correctness of the income and expenditure accounts and of the balance sheet.

No Committee member shall commit Guildford in Bloom to any expenditure exceeding the sum of £25 without prior approval from a quorate Committee meeting.

No Committee member nor Committee meeting shall commit GiB to spend more at any one time than it holds in its bank accounts, having considered all other committed expenditure.

All funds must be fully accounted for. Any income from events must be counted by two Committee members in the presence of each other, a tally sheet created and signed by both of them together and correct paying in books kept.

Special floats for events will be authorised at a Committee meeting and withdrawn from the bank to be held against signature of one and only one nominated Committee member for the purposes of that event. The balance of the float together with income from the event will be paid in to the bank after verification by two Committee members, verifying the sum in the presence of each other, a tally sheet created and signed by both of them together and correct paying in books kept.

## **7 Compliance with the law**

Guildford in Bloom must at all times comply with the law. Its members and officers may not break the law in the pursuit of Guildford in Bloom's objectives, neither cause nor incite others, whether members or not, to break the law.

- While as a non-profit organisation, Guildford in Bloom has determined that it is exempt from notification under the Data Protection Act 1998 it must comply with that act at all times.
- Guildford in Bloom must comply with the Privacy and Electronic Communication Regulations (EC Directive) 2003. Communication with members Guildford in Bloom may use electronic communication in order to make any reasonable communication with its membership. This may be used instead of paper communication.

## **9 Adoption of this constitution**

This constitution was adopted at an EGM on 18 May 2021, attended by the people whose names appear below:

Paul Spooner  
Diana Roberts  
Mike Beckwith  
Deric Quaile  
Ailsa Vincent  
Lysandra McCulloch