

THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
Chiswick Horticultural and Allotments Society

A company limited by guarantee incorporated on 16th May 2005.

Memorandum & Articles of Association amended by Special Resolution on 1 March 2009.

Company No: 5453200

Registered Charity No: 1110134

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**Memorandum of Association
of
Chiswick Horticultural and Allotments Society**

- 1 The company's name is Chiswick Horticultural and Allotments Society ("the Charity").
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects are the promotion and furtherance of the art, science and practice of horticulture ("the Objects").
- 4(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Charity must not undertake any taxable 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 Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - (e) to co-operate with bodies 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 to 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 employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Committee Member only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (k) to:
 - (i) deposit or invest funds; and
 - (ii) arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the Committee Members of a trust are permitted to do by the Committee Member Act 2000;
- (l) to provide indemnity insurance for the Committee Members or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
- (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- (n) to provide advice;
- (o) to enter into contracts to provide services to or on behalf of other bodies;
and

- (p) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in sub-clause (1)(l) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a Committee Member of the Charity 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; and
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee Member or other officer; and
 - (iii) liabilities to the Charity that result from conduct that the Committee Member or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Committee Member's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2) (a) A Committee Member is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Committee Member may benefit from Committee Member indemnity insurance cover purchased at the Charity's expense.

(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 member who is not also a Committee Member receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
and
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Committee Member may:

(a) buy goods or services from the Charity, provided always that this shall not apply to the provision of horticultural supplies and items made available by the Charity for the purchase by its members upon the same terms as these may be purchased by other members of the Charity;

- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;

unless the Committee Member receives the benefit from the Charity in the capacity of a beneficiary of the Charity or the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

6 The liability of the members is limited to a guaranteed contribution of ten pounds upon the winding up of the Charity.

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8(1) Subject to any such resolution of the members of the Charity, the Committee Members of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects;

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) 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) and if no such resolution is passed by the members or the Committee Members the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

**Articles of Association
of
Chiswick Horticultural and Allotments Society**

Interpretation

1 In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Chair of CHAS" means the person elected chair of the Charity;

"the Charity" means the company intended to be regulated by these articles;

"the Charity's Values" means the values listed in Schedule 1 of these Articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Committee Members and the secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Committee Members" means the Committee Members of the Charity. The Committee Members are charity trustees as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members of the Charity

2(1) The subscribers to the articles are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:

(a) apply to the Charity in the form required by the Committee Members; and

(b) are approved by the Committee Members.

(3)(1) The Committee Members 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.

- (2) The Committee Members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (3) The Committee Members must consider any written representations the applicant may make about the decision. The Committee Members' 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 Committee Members must keep a register of names and addresses of the members.

Classes of Membership

- 3(1) The Committee Members may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Committee Members may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

- 4 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 Committee Members 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 Committee Members at which the resolution will be proposed and the reasons why it is to be proposed; or
 - (a) 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.

General meetings of the Charity

- 5(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
 - (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) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The Committee Members may call an extraordinary general meeting at any time.

Notice of general meetings of the Charity

- 7(1) The minimum period of notice required to hold a general meeting of the Charity is twenty-one clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- (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 Committee Members and auditors.
- 8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings of the Charity

- 9(1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 50% of members entitled to vote upon the business to be conducted at the meeting or thirty-five members, whichever is the lower number.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

10(1) 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 members shall determine.

- (2) The members must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with 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.

11(1) General meetings shall be chaired by the Chair of CHAS.

- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee Member nominated by the Committee Members shall chair the meeting.
- (3) If there is only one Committee Member present and willing to act, he or she shall chair the meeting.
- (4) If no Committee Member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12(1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 13(1) A resolution put to the vote of a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Voting by members of the Charity at the AGM etc

- 16(1) Subject to Articles 14 and 16(2), every individual member, every person over 18 years of age included in a 'household membership', and every corporate member shall each have one vote respectively.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Committee Members

- 18(1) A Committee Member must be a natural person aged 18 years or older.
- (2) No one may be appointed a Committee Member if he or she would be disqualified from acting under the provisions of Article 30.
- 19 The number of Committee Members shall be not less than 6 and not more than 16.
- 20 The first Committee Members shall be those persons notified to Companies House as the first Committee Members of the Charity.
- 21 A Committee Member may not appoint an alternate Committee Member or anyone to act on his or her behalf at meetings of the Committee Members.

Powers of Committee Members

- 22(1) The Committee Members shall manage the business of the Charity in accordance with the Charity's Values and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Committee Members.
- (3) Any meeting of Committee Members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee Members.

Retirement of Committee Members

- 23(1) At the first and all subsequent annual general meeting all the Committee Members must retire from office unless by the close of the meeting the members have failed to elect sufficient Committee Members to hold a quorate meeting of the Committee Members.
- (2) If a Committee Member is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Committee Members

- 24 At each AGM the Charity shall by ordinary resolution appoint the Committee Members for the proceeding year.
- 25 Nominations of Committee Members, duly recorded and bearing the nominee's consent, shall be delivered to the Secretary at least 7 days before the meeting.
- 26 The Charity may by ordinary resolution appoint a person who is willing to act to be a Committee Member;
- 27 No person other than a Committee Member retiring at an AGM may be appointed a Committee Member at any general meeting unless:
 - (1) he or she is recommended for appointment by the Committee Members; or

(2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a 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 Committee Member;
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28 The Committee Members may appoint a person who is willing to act to be a Committee Member.

29 The appointment of a Committee Member, whether by the Charity in general meeting or by the other Committee Members, must not cause the number of Committee Members to exceed any number fixed as the maximum number of Committee Members.

Disqualification and removal of Committee Members

30 A Committee Member shall cease to hold office if he or she:

- (1) ceases to be a Committee Member by virtue of any provision in the Act or is prohibited by law from being a Committee Member;
- (2) is disqualified from acting as a Committee Member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the Charity;

- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Committee Member by notice to the Charity (but only if at least six Committee Members will remain in office when the notice of resignation is to take effect);
- (6) is removed by resolution passed by the members present and voting at a general meeting after the meeting has invited the views of the Committee Member concerned and considered the matter in the light of any such views; or
- (7) is absent without the permission of the Committee Members from all their meetings held within a period of six consecutive months and the Committee Members resolve that his or her office be vacated.

Committee Members' remuneration

- 31 The Committee Members must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Committee Members

- 32(1) The Committee Members may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Committee Member may call a meeting of the Committee Members.
 - (3) The secretary must call a meeting of the Committee Members if requested to do so by a Committee Member.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

Quorum for Committee Meetings

- 33(1) No decision may be made by a meeting of the Committee Members unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be at fifty per cent (50%) of the total number of Committee Members or such number as may be decided from time to time by the Committee Members.
- (3) A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member is not entitled to vote.
- 34 If the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.

Chair of meetings of the Committee Members

- 35(1) The Chair of CHAS shall chair Committee Members' meetings.
- (2) If the Chair of CHAS is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Committee Members shall have no functions or powers except those conferred by these articles or delegated to him or her by the Committee Members.

Resolutions of Committee Members – not made at Committee meetings

- 36(1) A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of Committee Members or of a committee of Committee Members and to vote upon the resolution shall be as valid and effectual as if it

had been passed at a meeting of the Committee Members or (as the case may be) a committee of Committee Members duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.

Delegation

- 37(1) The Committee Members may delegate any of their powers or functions to either an individual Committee Member or a sub-committee of Committee Members but the terms of any delegation must be recorded in the minute book.

- (2) The Committee Members may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

- (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Committee Members.

- (3) The Committee Members may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Committee Members.

38 A Committee Member must absent himself or herself from any discussions of the Committee Members 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).

Validity of Committee Decisions – Saving Provisions

39(1) Subject to paragraph 39(2), all acts done by a meeting of Committee Members, or of a committee of Committee Members, shall be valid notwithstanding the participation in any vote of a Committee Member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (d) the vote of that Committee Member; and
- (e) that Committee Member being counted in the quorum;

the decision has been made by a majority of the Committee Members at a quorate meeting.

(2) Paragraph 39(1) does not permit a Committee Member to keep any benefit that may be conferred upon him or her by a resolution of the Committee Members or of a committee of Committee Members if, but for paragraph 39(1), the resolution would have been void, or if the Committee Member has not complied with article 38.

Chair of CHAS

40(1) The members shall, by ordinary resolution, at the annual general meeting of the Charity elect as Chair of CHAS for the proceeding year a person who has been nominated by the Committee Members. If more than one nomination has been put forward by a Committee Member and seconded by another, a vote will be held. If the office of Chair of CHAS shall for any reason be or become vacant at any time, then the Committee may appoint a Chair of CHAS to hold office until

- the next annual general meeting. The Chair of CHAS shall be a member of the Committee and entitled to vote at Committee meetings.
- (2) At each annual general meeting the incumbent Chair of CHAS will retire from the post, but will not be precluded from standing for election again.
 - (3) The person appointed Chair of CHAS shall have no functions or powers except those conferred by:
 - (a) these articles; or
 - (b) rules or by-laws made under article 52; or
 - (c) delegated to him or her by the Committee Members.

The President

- 41(1) The members may by ordinary resolution, at the annual general meeting of the Charity, or at a special meeting convened for the purpose:
 - (a) elect as President of the Society a person who has been nominated by the Committee Members as a candidate for that post; and
 - (b) specify the period for which the person is to hold that office.
- (2) The President:
 - (a) shall be entitled to attend and speak at Committee meetings;
 - (b) shall not be entitled to vote at such meetings; and
 - (c) shall have such other duties as may be agreed between him and the Committee Members.
- (3) A President shall continue to hold office until:
 - (a) the expiration of the period specified under paragraph 41(1)(b);

- (b) he resigns by notice to the Society;
- (c) he is removed by the members by ordinary resolution; or
- (d) another President is elected under paragraph 41(1).

(4) If the office of President of the Society shall for any reason be or become vacant at any time, then the Committee may appoint a President to hold office until the next annual general meeting.

The Honorary Vice-Presidents

42(1) The members may by ordinary resolution, at the annual general meeting of the Charity or at a special meeting convened for the purpose:

- (a) elect as Honorary Vice Presidents of the Society up to four persons who have been nominated by the Committee Members for such honorary posts; and
- (b) specify the period for which the person is to hold that office.

(2) The Honorary Vice President:

- (a) shall be entitled to attend and speak at meetings of the Committee as if he were a Committee Member;
- (b) shall not be entitled to vote at such meetings; and
- (c) shall have such other duties as may be agreed between him and the Committee Members.

(3) A Honorary Vice President shall continue to hold office until:

- (a) the expiration of the period specified under paragraph 42(1)(b);
- (b) he resigns by notice to the Society; or
- (b) he is removed by the members by ordinary resolution.

Seal

- 43 If the Charity has a seal it must only be used by the authority of the Committee Members or of a sub-committee of Committee Members authorised by the Committee Members. The Committee Members may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Committee Member and by the secretary or by a second Committee Member.

Minutes

- 44 The Committee Members must keep minutes of all:
- (1) appointments of officers made by the Committee Members;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Committee Members and sub-committees of Committee Members including:
 - the names of the Committee Members present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

- 45(1) The Committee Members must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and

adhere to the recommendations of applicable Statements of Recommended Practice.

- (2) The Committee Members must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities

- 46(1) The Committee Members must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

- (2) The Committee Members must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

- 47 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; and
- (2) may be given using electronic communications.

- 48(1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

- (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 49 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 50(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) 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.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

- 51 The Charity shall indemnify every Committee Member or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Committee Member or in which the Committee Member is acquitted or in connection with any application in which relief is granted to the Committee Member by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 52(1) The Committee Members may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (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 conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) 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;
 - (d) the procedure at general meetings and meetings of the Committee Members in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Committee Members 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, the memorandum or the articles.

SCHEDULE 1

The values of Chiswick Horticultural and Allotments Society

The work of the Charity shall be guided by the following values:

- (a) a determination to grow and enjoy first class flowers, fruit and vegetables;
- (b) a conviction that gardeners should care for nature and the environment;
- (c) a desire to share knowledge and nurture horticultural skills;
- (d) a commitment to reduce barriers and make gardening more accessible;
- (e) a belief that gardening and floral art are therapeutic and can improve the quality of life;
- (f) an understanding that a shared interest in gardening can help foster a friendly community spirit.

Name address and Occupation of subscribers	Signature of Subscribers	Date	Signature of Witness and Witness name address and occupation