

CONSTITUTION

1. NAME

The association shall be known as Midmar Allotments Association (referred to as "the Association") and shall be legally identified as having unincorporated status.

2. OBJECTS

The Association's objects are: -

- (1) to represent and promote the interests of ploholders and cultivators¹ at Midmar Allotment Site, Midmar Drive, Edinburgh;
- (2) to promote a greater understanding of allotment gardening among the local community and beyond;
- (3) to protect and promote the biodiversity, landscape value and amenity of Midmar Allotment Site and the Blackford Hill / Hermitage of Braid designated Area of Great Landscape Value, of which it is part;
- (4) to foster good relations with residential neighbours, and local statutory & non-statutory bodies;
- (5) to practice good governance and follow participatory & non-discriminatory principles;
- (6) to adhere to the Data Protection Act (1998) and all other acts and regulations relevant to unincorporated associations

3. POWERS

To further the above objects, the Association may: -

- (1) employ and pay any person or persons to supervise, organise and carry on the work of the Association;
- (2) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Association;
- (3) bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
- (4) take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the Association;
- (5) promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results;
- (6) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses for members of the Association, the local community or the general public;
- (7) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects, whether in this country or overseas;

¹ Plotholder & cultivator are defined in clause 4(2)

- (8) cause to be prepared and printed (or otherwise reproduced) and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
- (9) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and construct, maintain and alter any buildings considered appropriate for the work of the Association;
- (10) make regulations for the management of any property, which may be so acquired;
- (11) sell, let, dispose of or turn to account all or any of the property or assets of the Association;
- (12) raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate;
- (13) raise funds and invite and receive appropriate contributions from any person or persons by way of subscription or otherwise.
- (14) invest the funds of the Association not immediately required for the objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law and
- (15) do all such other lawful things as are incidental or conducive to the attainment of the objects.

4. MEMBERSHIP

- (1) Only full members of the Association shall be entitled at general meetings to vote on any motion; to nominate or second candidates for the management committee or honorary office; to serve on the management committee; or to hold honorary office.
- (2) There shall be three types of full membership: -
 - (i) Plotholder - the member is named on the missive of let issued by City of Edinburgh Council and has paid the Site Association Fee with current year plot rental to the Council;
 - (ii) Cultivator - the member is not named on the missive of let, but works with the plotholder; there shall be no more than two Cultivator memberships for each individual Plotholder membership, although this may be varied by the management committee in exceptional circumstances;
 - (iii) Friend of Midmar - the member wishes to support the objects of the association, but is ineligible for Plotholder or Cultivator membership; Friend of Midmar membership shall be open to both individuals and organisations; the total number of Friend of Midmar memberships available shall not exceed one third of the total membership of the association.
- (3) Full membership of the Association shall be open to: -
 - (i) individuals of sixteen years and over who are interested in furthering the work of the Association and;
 - ii) (subject to clause 4(4)) national, international and local voluntary or other non-profit distributing organisations, whether incorporated or unincorporated, which are interested in furthering the work of the Association.

- (4) In the case of an unincorporated organisation eligible for membership under clauses 4(2) and 4(3), the party admitted to membership shall be the individual nominated from time to time by that organisation; such an organisation may withdraw the nomination of its representative at any time by written notice to the Association to that effect, and on receipt of such a notice by the Association, the individual concerned will automatically cease to be a member.
- (5) An organisation admitted to membership under clauses 4(2) and 4(3) which is an incorporated body may appoint any individual it thinks fit to act as its representative at a general meeting of the Association; the individual so authorised shall be entitled to exercise the same powers on behalf of the incorporated body as it could have exercised had it been an individual member.
- (6) Honorary members may be appointed by the management committee at its discretion but these members shall enjoy none of the entitlements of full membership stated in clause 4(1).
- (7) Plottolders are automatically members of the Association by virtue of the Site Association Fee, collected with annual rental by City of Edinburgh Council and remitted to the Association. An individual or incorporated body applying for Cultivator or Friend of Midmar membership shall submit an application form, signed by or on behalf of the applicant and (in the case of an individual nominated by an unincorporated body) signed on behalf of the nominating body. The management committee shall have the right, for good and sufficient reasons, to refuse to admit an applicant to membership. Such reasons must be communicated in writing to the applicant. If the decision of the management committee is to admit the individual or body to membership, the appropriate entry will be made in the register of members immediately following the management committee meeting at which that decision was made and the applicant will then become a member of the Association.
- (8) The management committee shall set and review the annual fees for Cultivator and Friend of Midmar memberships, both individual and organisational, subject to amendment at the next annual general meeting.
- (9) The management committee shall have the right for good and sufficient reason (for example, antisocial behaviour) to terminate the Cultivator or Friend of Midmar membership of any individual or organisation provided that the individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the management committee before a final decision is made
- (10) The management committee shall have the right for good and sufficient reason (for example, antisocial behaviour or persistent non-cultivation) to write to the City of Edinburgh Council to request termination of the let of any Plottolder member provided that the member concerned shall have the right to be heard by the management committee before communicating with the Council.

5. HONORARY OFFICERS

- (1) At the annual general meeting, the Association shall elect a chair, a vice-chair, a secretary and a treasurer and such other honorary officers as the Association shall from time to time decide.

- (2) The chair and the other honorary officers of the Association shall hold office until the conclusion of the next annual general meeting of the Association after their election, but shall be eligible for re-election, provided that no honorary officer shall hold a specific office for more than 3 consecutive years. On the expiry of such period, 1 further year must elapse before any former honorary officer shall be eligible for re-election to the post from which he or she has demitted office.
- (3) The chair and other honorary officers shall be ex officio members of the management committee and of any other committee.
- (4) The Association shall appoint two honorary auditors. They shall not be existing management committee members, nor shall they serve on the management committee during their appointment as auditors.

6. MANAGEMENT COMMITTEE

- (1) With the exception of those powers which are specifically stated in this constitution to be exercisable by the members, the policy and management of the affairs of the Association shall be directed by a management committee which shall meet not less than four times a year and shall consist of not less than eight or more than twelve members.
- (2) The members of the management committee shall (subject to clause 6(4)) be elected at the annual general meeting of the Association in accordance with clause 7.
- (3) Election to the management committee shall be for 3 years. One third of the membership (with the exception of ex officio members elected and appointed in accordance with clauses 5(2) and 5(3)) shall retire annually, the members to retire being those who have been longest in office since they were last elected/re-elected. On the expiration of their period in office further 1 year must elapse before any person shall be eligible for re-election.
- (4) The management committee may co-opt further members to a maximum committee size, including chair, vice-chair, secretary and treasurer, of twelve. Co-opted members shall serve until the conclusion of the next annual general meeting provided that the number of co-opted members shall not exceed one-third of the total membership of the management committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the committee.
- (5) Any casual vacancy on the management committee (including a vacancy in any honorary office) may be filled by the committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting of the Association and shall be eligible for election at that meeting.
- (6) Any failure to elect or any defect in the election, appointment, co-option or qualification of any member shall not invalidate the proceedings of the management committee.
- (7) The management committee shall appoint and fix the remuneration of such staff as may in their opinion be appropriate. Paid staff shall not be members of the management committee.

- (8) The management committee may appoint such special or standing committees or sub-committees, as may be considered appropriate, and shall determine their respective terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub committees shall be reported back to the management committee as soon as possible.

7 GENERAL MEETINGS

- (1) The first annual general meeting of the Association under this 2003 Constitution shall be held not later than the first day of 1st June 2004, and once in each calendar year thereafter. An annual general meeting of the Association shall be held at such time and at such place as the management committee shall determine. At least twenty-one clear days' notice of the meeting shall be given in writing by the secretary to each member. At each annual general meeting the business shall include the consideration of the annual report on the work of the Association, the approval of the audited accounts, the election of honorary officers, the election of other members to serve on the management committee, the appointment of two auditors, motions submitted by the management committee or by members and the transaction of such other matters as may from time to time be appropriate.
- (2) The chair of the management committee may at any time at his/her discretion call a special general meeting of the Association. The secretary shall call a special general meeting of the Association within twenty-one days of receiving a written request so to do signed by not less than twenty full members whether individual or representative, giving reasons for the request.

8. NOMINATIONS OF HONORARY OFFICERS AND MANAGEMENT COMMITTEE MEMBERS

Only full members of the Association shall be eligible to serve as honorary officers or members of the management committee. Any nomination for honorary officers or members of the management committee must be made in writing by a full member of the Association, seconded by a further full member and be in the hands of the secretary at least 7 days before the annual general meeting. (Alternatively, the management committee may opt to invite all nominations, duly seconded, at the annual general meeting.) A member may not nominate or second himself/herself. Should nominations exceed vacancies election shall be by a show of hands. Only full members of the Association shall be eligible to vote.

9. RULES OF PROCEDURE AT ALL MEETINGS

- (1) **QUORUM** The quorum at a general meeting of the Association shall be one fifth of the total actual membership of the Association for the time being. The quorum at a meeting of the management committee or of any committee appointed under clause 6(8) shall be one half of the actual membership of the said committee for the time being. The quorum for general meetings of the Association, meetings of the management committee or of committees appointed under clause 6(8) shall only be varied by a change to this constitution.
- (2) **VOTING** Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of the votes cast. In the case of an equality of votes, the person taking the chair at the meeting shall have a second or casting vote.

- (3) **MINUTES** The management committee shall ensure that minutes are kept of all general meetings and of all meetings of the management committee and committees and sub committees of the kind referred to in clause 6 (8) containing in each case, a note of those present, those attending and the chair and a record of all proceedings, resolutions and decisions.
- (4) **STANDING ORDERS** The management committee shall have power to adopt standing orders for the Association and its committees. Such standing orders, which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately but may be amended by the Association in general meeting. The Association in general meeting may issue policy directions in relation to the content of standing orders for the Association and its committees, and the management committee shall in that event be bound to follow such directions in formulating such standing orders.
- (5) **SITE GUIDELINES** The management committee shall have power to draw up and publish site guidelines for the benefit of the membership of the Association. The guidelines shall, in particular, indicate the standards of practice and behaviour to be expected from members and the actions which the management committee shall be entitled to take in response to any infringement. The guidelines are deemed to be the Bye Laws of the Association. The Association in general meeting may issue policy directions in relation to the content of the guidelines, and the management committee shall in that event be bound to follow such directions in formulating such guidelines.

10. FINANCE

- (1) All funds raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose; the preceding provision shall not, however, prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association and fees to professional and technical advisers or the repayment to members of the management committee or of any committee or sub-committee appointed under clause 6 (8) of reasonable out-of-pocket expenses.
- (2) The honorary treasurer shall keep proper accounting records and shall prepare proper accounts annually and at such other intervals as the management committee may direct.
- (3) The auditors shall audit the accounts at least once a year.
- (4) If both auditors appointed at the annual general meeting cease to hold that appointment during the period between annual general meetings, the management committee shall have power to appoint replacement auditors, to hold office until the annual general meeting which next follows.
- (5) An audited statement of the accounts for the last financial year shall be submitted by the management committee to the annual general meeting.
- (6) A bank account shall be opened in the name of the Association with such banks and/or building societies, as the management committee shall from time to time decide. The management committee shall authorise in writing four members of the management committee (one of whom shall be the treasurer) to sign cheques on behalf of the Association. All cheques over £25 must be signed by not less than two of the four authorised signatories. All intended expenditure over £25 must have the prior approval of the four authorised signatories and all that over £100 must have the prior approval of a meeting of the management committee.

11. PROPERTY

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Association shall be vested in the names of the chair, vice chair, the secretary and the treasurer for the time being ex officio or in the names of trustees of a trust established for that purpose.

12. ALTERATIONS TO THE CONSTITUTION

A resolution to alter this constitution shall not be valid unless:

- (i) two thirds of the votes cast in relation to the resolution at a general meeting of the Association (whether annual or special) are in favour and
- (ii) notice (setting out the terms of the proposed alteration) shall have been given to the members not less than twenty-one clear days before the meeting at which the alteration was proposed.

13. DISSOLUTION

If the management committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a special general meeting of the Association, of which meeting not less than twenty-one days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given. If such decision is confirmed by a two-thirds majority of the votes cast in relation to the resolution at such meeting, then -

- (1) the management committee shall use such of the assets of the Association as they may consider appropriate to settle the debts and liabilities of the Association, involving, as necessary, the sale of non-monetary assets for the best price reasonably obtainable;
- (2) should dissolution occur because allotment or community gardening ceases at Midmar Allotment Site, then any assets remaining after satisfaction of debts and liabilities shall be given or transferred to such other organisation or organisations having objects similar to the objects of the Association, as the management committee may determine.
- (3) should dissolution occur for any other reason, then such other organisation or organisations, having objects similar to the objects of the Association, as the management committee may determine, shall be invited to set up a trust to receive any assets of the Association remaining after satisfaction of debts and liabilities;
 - i) if, before the third anniversary of the date of dissolution, a new, properly constituted body, with Objects including at least 2(1) (or similar), is set up at Midmar Allotment Site, then the trust shall be dissolved and the assets shall be transferred to the said new organisation;
 - ii) if, before the third anniversary of the date of dissolution, no such body is set up, then the trustees are at liberty to use or dispose of the assets they see fit.

End

Adopted at A.G.M., 07/05/03