

THE RHS FRUIT GROUP

CONSTITUTION

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Constitution for The RHS Fruit Group

1. NAME

1.1 The name of the Group is The RHS Fruit Group ('the Group').

2. ADMINISTRATION

2.1 The Group shall be administered and managed by the Committee in accordance with this constitution.

3. OBJECTIVE OF THE GROUP

3.1 The objective of the Group is to encourage and improve the study and cultivation of edible fruits generally grown in the UK.

4. MEMBERSHIP

4.1 Membership of the Group is open to any person interested in furthering the objectives of the Group and who has paid the annual subscription agreed from time to time by the Group Committee, and is a member of the RHS.

4.2 Applications for membership of the Group shall be in such form as the Group Committee prescribes.

4.3 The name, address and e-mail contact (where available) of every member shall be entered in a register of members of the Group.

4.4 Membership of the Group does not constitute membership of the RHS but all members of the Group will be members of the RHS.

4.5 The membership of an individual member of the Group may be terminated if payment of any membership subscription has not been received within 90 days of the due date.

4.6 The Group Committee may by vote and for good reason terminate the membership of any person provided that the person concerned shall have the right to be heard by the Group Committee accompanied by a friend or representative before a final decision is made.

4.7 The Group Committee may, as a mark of distinction, appoint Honorary Membership of the Group to any person who has given outstanding service. This award will be made only exceptionally and will be by unanimous vote by all members of the Group Committee present. Honorary Members shall be entitled to vote or take any part in the administration or management of the affairs of the Group, including being eligible to stand for election as Group Committee members and as honorary officers.

- 4.8 The Group Committee may, from time to time, conclude an Associate Agreement with appropriate outside organisations. Any such Agreement must not infringe the Constitution and working practices of The RHS Fruit Group. It must be written, fully agreed in detail and signed by both parties. A report on any or all such Agreements will be made by the Group Committee to each Annual General Meeting of the Group.

5. HONORARY OFFICERS

- 5.1 Immediately after the conclusion of the first Annual General Meeting held under this new constitution, and similarly after the conclusion of each subsequent Annual General Meeting if there are honorary officer vacancies, the committee members will formally elect by secret ballot from amongst their number, honorary officers as set out in 5.4, who shall hold office for three years. All honorary officers on retirement, if continuing on the committee, are eligible for re-election subject to a maximum unbroken service as an honorary officer of nine years.
- 5.2 Those Officers who are Officers at the date when this constitution is adopted shall remain Officers until the conclusion of the first Annual General Meeting held under this new constitution.
- 5.3 If an honorary officer should die or resign before the end of their period of office, the Committee may fill the resulting vacancy by appointment but the person so appointed shall retire at the date of the next Annual General Meeting (or the next following Annual General Meeting where the vacancy arises less than two months before the Officer was scheduled to retire).
- 5.4 The committee will decide the number of Officers, their titles and their responsibilities.

6. GROUP COMMITTEE

- 6.1 The Group Committee shall consist of not less than 10 persons nor more than 16 persons, including honorary officers and also including one representative selected by and from each Group Branch.
- 6.2 At every Annual General Meeting held under this new constitution, any vacancies on the committee will be filled by election by those present and voting at the AGM. All members are eligible to stand for election to the committee.
- 6.3 Committee members shall hold office from the conclusion of the Annual General Meeting at which they were elected until they have completed five years' service (See Notes for Guidance). Members retiring from the committee are eligible for re-election, subject to a maximum unbroken service on the committee of ten years.
- 6.4 The first committee members under the new constitution shall be elected at the first Annual General Meeting held under this new constitution. All committee members who are in office when this new constitution is adopted shall remain in office until the conclusion of the first Annual General Meeting held under this new constitution.

- 6.5 If a committee member should die or resign before the end of their elected term, the Committee may fill the resulting vacancy by appointment but the person so appointed shall retire at the date of the next Annual General Meeting (or the next following Annual General Meeting where the vacancy arises less than two months before the committee member was scheduled to retire).
- 6.6 Elections to the Group Committee shall be organised on behalf of the Group by its Administrator. Nominations, proposed and seconded, for election to the Group Committee must be made by members of the Group in writing and must be in the hands of the Administrator at least 42 days before the Group Annual General Meeting. Should nominations exceed vacancies the election shall be conducted by a secret ballot, of those present and voting, held at the Annual General Meeting. In the event of a tie, the matter will be resolved by the drawing of lots.
- 6.7 Nobody may be elected or appointed as a member of the Group Committee who is under 18 years of age. The committee may from time to time co-opt one or more Group members to serve as non-voting members of the committee, subject to a maximum unbroken service as a co-opted member of two years.
- 6.8 The Group Committee elected at the first Annual General Meeting under the new constitution will, at its first meeting after election, either confirm the process of rotation of committee membership described in the annexed 'Notes for Guidance' or will initiate the design and subsequent implementation of an alternative process for this purpose. Paragraphs 7.8 and 16.1 will apply to any alternative process proposed by the Group Committee.

7. MEETINGS AND PROCEEDINGS OF THE GROUP COMMITTEE

- 7.1 The Group Committee shall hold at least three ordinary meetings each year on such dates as the Group Committee may agree.
- 7.2 Additional meetings may be called at any time by the Chairman or by any two members of the Group Committee upon not less than 21 days' notice being given to the other members of the Group Committee of the matters to be discussed.
- 7.3 There shall be a quorum when six members of the Group Committee or one-third of their number whichever is the greater are present at a meeting.
- 7.4 The Chairman of the Group shall preside at meetings of the Group Committee. If the Chairman of the Group is absent from any meeting the Vice Chairman will preside at the meeting. In the absence of both the Chairman and Vice Chairman, the members of the meeting shall elect a chairman from those present to conduct the business of the meeting.
- 7.5 Every matter shall be determined by a simple majority of votes of the members of the Group Committee present and voting on the question.
- 7.6 Every member of the Group Committee shall have one vote but in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. (See Notes for Guidance).

- 7.7 The Group Committee shall keep minutes of its proceedings and the proceedings of any sub-committee.
- 7.8 The Group Committee may make or alter rules consistent with this constitution to govern the conduct of its business, the summoning and conduct of its meetings and the custody of documents.
- 7.9 Any member of the Group Committee who fails to attend four consecutive meetings without good cause shall be asked to resign.

8. GROUP COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 8.1 No member of the Group Committee shall acquire any interest in property belonging to the Group or receive payment (other than the reimbursement of expenses) or be interested (otherwise than as a member of the Group Committee) in any contract or other agreement entered into by the Group Committee.

9. FINANCE AND ASSETS

- 9.1 Any monies or other assets received or held by the Group including all subscriptions, donations, contributions, bequests and other income shall be paid into a bank account. The account shall be operated and managed on a day-to-day basis by the Group Committee.
- 9.2 Any monies or assets held for use by the Group shall be applied only in furthering the objectives of the Group.
- 9.3 The financial year of the Group shall end on 31st December each year.
- 9.4 The Group Committee shall keep proper accounting records for the Group and shall prepare annual statements of account.
- 9.5 Intellectual Property generated after the date of the Partnership Agreement between the Group and the Royal Horticultural Society shall at all times remain the sole and exclusive property of the creator and first owner. Where the creator and first owner is the Group, it will grant a non-exclusive royalty-free right and licence to the Royal Horticultural Society to use any Intellectual Property featuring the Logo and/or the terms 'Royal Horticultural Society' and/or 'RHS'.

10. GROUP ACTIVITIES

- 10.1 The Group may organise such functions and issue such publications as are commensurate with carrying out the objectives set out at 3 above.

11. ANNUAL GENERAL MEETING

- 11.1 There shall be an Annual General Meeting of the members of the Group which

shall be held in the month of March in each year or as soon as practicable thereafter.

- 11.2 Every Annual General Meeting shall be called by the Group Committee. The Administrator of the Group shall give at least 21 days' notice of the Annual General Meeting to all the members of the Group.
- 11.3 The Group Committee shall present to each Annual General Meeting the report and accounts of the Group for the preceding year.
- 11.4 The Notice of the Annual General Meeting shall also include the following business as appropriate:
 - a. electing committee members to replace those who have retired by rotation or for other reasons
 - b. considering any motions submitted by members of the Group to the Administrator of the Group at least 28 calendar days prior to the date of the Annual General Meeting and which have been circulated with the Notice of the Meeting
 - c. any other business proposed by the Group Committee

12. SPECIAL GENERAL MEETINGS

- 12.1 The Group Committee may call a Special General Meeting of the members of the Group at any time. If at least ten percent of the membership of the Group request such a meeting in writing stating the business to be considered, the Administrator of the Group shall call such a meeting within 21 days of receipt of the request. At least 14 days' notice of the meeting must be given to members of the Group. The Notice for the Meeting must state the business to be discussed.

13. PROCEDURE AT GENERAL MEETINGS OF THE MEMBERS

- 13.1 The Administrator of the Group or another person appointed by the Group Committee shall keep a full record of proceedings at every General Meeting of the Group.
- 13.2 There shall be a quorum when at least thirty members of the Group are present at any General Meeting.
- 13.3 Every member of the Group present shall have one vote at General Meetings but no member shall be entitled to vote if any subscription payable is unpaid. Voting other than for the election of members of the Group Committee will usually be conducted by show of hands.
- 13.4 The Chairman of the Group Committee shall preside at every General Meeting. If the Chairman of the Group is absent from any meeting the Vice Chairman will preside at the meeting. In the absence of both the Chairman and the Vice Chairman, the members present will elect from amongst the committee members present a chairman to conduct the business of the meeting.

