

FRIENDS OF THE BOTANICAL GARDENS SHEFFIELD (FOBS) CONSTITUTION (revised 6 November 2017)

1 NAME

The name of the society shall be Friends of the Botanical Gardens Sheffield. (FOBS)

2 OBJECTIVES

To advance the horticultural education of the public and to provide an opportunity to enjoy all aspects of gardening at the Sheffield Botanical Gardens.

In furtherance of the above objects the society shall:

1. Organise meetings for horticultural lectures and courses, demonstrations and discussions
2. Organise visits to other gardens and nurseries
3. Set up interest groups, on request, to further the study of particular types of plants
4. Develop a horticultural reference library for use by members and to publish advisory leaflets etc
5. Organise working groups, undertake trials, assessments and cataloguing of plant material established in the Sheffield Botanical Gardens
6. Collaborate with other organisations having similar objectives to its own and support the Sheffield Botanical Gardens Trust (SBGT)
7. To undertake minor works in the Sheffield Botanical Gardens
8. In furtherance of the objectives the Executive Committee's powers are limited by the provisos that the society may not:
 - a. borrow money
 - b. commit itself to expenditure for which it does not already possess funds
9. To do all such other lawful things as are necessary for the attainment of the said objectives.

3 MEMBERSHIP

Membership of FOBS shall be open to any person over the age of 18 years interested in furthering the objectives and who has paid the annual subscription. Every member shall have one vote. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee

1. Honorary Members, shall be individuals distinguished for their services to FOBS and who shall be nominated by the Executive Committee and elected by FOBS in annual general meeting and shall continue at the Executive Committee's discretion.
2. Full members being individuals who are over 18 years of age and who have paid their subscription
3. The Marnock Award recognises FOBS members of over 15 years standing who have provided outstanding service to both the Botanical Gardens and to FOBS. There shall be no more than 10 holders of the award at one time. The recipients shall be chosen by the Executive Committee and the award presented at the AGM. Holders of the award shall automatically also become honorary members.

4 SUBSCRIPTIONS

The membership subscription shall be such sum or sums as shall from time to time be fixed by the Executive Committee and agreed at the Annual General Meeting or by such special meeting as shall be called for the purpose. A member whose subscription is 13 months in arrears shall be removed from membership unless the Society's Executive Committee shall decide otherwise.

Non-members shall be able to attend meetings subject to the payment of a sum agreed by the Executive Committee but shall not be entitled to vote.

5 HONORARY OFFICERS

The officers shall be:

- President
- Chairman
- Deputy Chairman
- Treasurer
- Secretary
- Membership Secretary

who shall be elected at the annual general meeting in each year for the ensuing year, and who shall hold office from the conclusion of that meeting. The Chairman and Deputy Chairman shall stand for election for a maximum of 3(three) consecutive years, after which they shall not be eligible to stand again for 1 (one) year.

6 MANAGEMENT

- a. FOBS shall elect an Executive Committee who shall be responsible for the management of FOBS and for the formulation of its general and financial policy
- b. The Executive Committee shall consist of the officers of FOBS, listed above, and of six members elected to the Executive Committee at the annual general meeting each year for the ensuing year, that two of this number, other than the officers, shall retire each year in rotation and shall not be eligible for re-election for a period of one year
- c. Nominations for election to the Executive Committee must be made by members of FOBS in writing and must be in the hands of the Secretary of the Executive Committee at least 14 (fourteen) days before the Annual General Meeting. Should nominations exceed the vacancies, elections shall be held by a show of hands at the AGM
- d. The Chairman, or the Deputy Chairman, or in the absence of both, a member of the Executive Committee chosen by those present, shall preside at the meeting of the Executive Committee.
- e. The Executive Committee shall have power to co-opt to one third of their number, to a maximum of four, but co-option shall last for the year of co-option only. Co-opted members shall be entitled to vote at meetings of the Executive Committee. Co-opted members shall be eligible for election.
- f. The Executive Committee shall meet at least once a year and as otherwise required at the discretion of the Chairman and the Secretary. Five members present at an Executive Committee meeting shall constitute a quorum.
- g. The Executive Committee shall have power to set up such committees and working groups as may be deemed desirable. Such committees and working groups shall report fully and promptly back to the Executive Committee and should consist of at least a majority of Executive Committee members.
- h. No person shall be entitled to act as a member of the Executive Committee whether on the first or on any subsequent entry into office, until after signing in the minute book of the Executive Committee a Declaration of Acceptance and of willingness to act in the interests of FOBS.

7 MEETINGS

- a. The Executive Committee shall call an Annual General Meeting of the Society which shall normally be held during November each year, at not less than two weeks' notice, when a report and financial statement shall be presented and the election of the honorary officers and members of the Executive Committee shall take place. All members of FOBS shall be entitled to attend and vote at General Meetings.
- b. An extra-ordinary general meeting of FOBS may be called at two weeks' notice and can be so called only by order of the Executive Committee or on written request to the Secretary, signed by at least 25 paid-up members.
- c. The quorum at a General Meeting of FOBS shall be 25 members present in person and entitled to vote.

8 FINANCE

- a. The financial year of the society shall run from 1 September with subscriptions falling due on that date. New members joining in July and August shall receive 14 months membership.
No reduction to the value of the subscription will be allowed on late payment. The funds belonging to FOBS shall only be applied in furthering the objectives. All monies received shall be paid into FOBS's banking account and withdrawals shall be by cheque or order signed by not less than two persons being the Treasurer and any one of the Officers, nominated by the Executive Committee for that purpose.
- b. The Treasurer shall report the financial position of FOBS to each meeting of the Executive Committee and shall present audited accounts as at 31 August each year to the annual general meeting.
- c. Two honorary auditors, who shall not be members of the Executive Committee, shall be appointed yearly at the annual general meeting.

9 CHARITABLE TRUST

- a. A charitable trust established by FOBS and known as the Sheffield Botanical Gardens Trust (SBGT) has been created for the purpose of assisting the Botanical Gardens in their objectives.
- b. The assets of the SBGT shall be vested in the trustees, two of whom shall be appointed by the Executive Committee of FOBS, one of the two shall be a serving member of the Executive Committee, and shall be supported by grants made from the general fund of FOBS as the society's Executive Committee may from time to time decide and by voluntary contributions and gifts from private individuals or organisations.
- c. The trustees shall acquire, retain or dispose of the assets of the SBGT in such a manner and upon such terms as they may direct provided that such terms fall within the terms of the SBGT.

10 CONSTITUTION

Amendment to this constitution shall receive the assent of two-thirds of the members present and voting at an annual general meeting or an extraordinary general meeting. A resolution for the amendment of the constitution must be received by the Secretary of FOBS at least 21 days before the meeting at which the resolution is to be brought forward and that the meeting is quorate. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the amendment proposed.

11 DISSOLUTION

FOBS may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an extraordinary general meeting convened for the purpose of which 21 days notice shall have been given (to the members) Such resolution may give instructions for the disposal of any assets held by or in the name of FOBS, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of FOBS but shall be given or transferred to such other charitable institutions or institutions having objects similar to some or all of the objects of FOBS as the society may determine and if and insofar as effect cannot be given to this provision then to some other charitable purpose.

12 NOTICES

Any notice may be served by the Secretary on any member, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within ten days of posting.

(Accepted at the AGM November 9th 2009 and amended 6 November 2017)