

FRIENDS OF THE BOTANICAL GARDENS SHEFFIELD

CONSTITUTION

(11 November 2019)

1. NAME

The name of the society shall be the Friends of the Botanical Gardens Sheffield (**informally referred to as FOBS**).

2. OBJECTIVES

- To support the maintenance, improvement and promotion of Sheffield Botanical Gardens
- To advance the horticultural education of the people of Sheffield and surrounding areas.

In furtherance of the above objectives, activities of the society will include:

1. Undertaking work in the gardens in collaboration with the gardeners
2. Organising horticultural lectures, demonstrations and discussions
3. Raising funds to support the gardens
4. Promoting the gardens online and in print, and by organising tours and giving talks about the gardens
5. Organising visits to other gardens and nurseries
6. Collaborating with other agencies including Sheffield City Council, the Sheffield Botanical Gardens Trust and local universities
7. To do such other things as are necessary for the attainment of the above objectives

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

3. MEMBERSHIP

Membership of **the Friends** shall be open to any person 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. Full members **shall be** individuals who are over 18 years of age and who have paid their subscription.
2. Honorary Members shall be individuals distinguished for their services to **the Friends** and who shall be nominated by the Executive Committee and elected by **the Friends** in annual general meetings and shall continue at the Executive Committee's discretion.
3. The Marnock Award recognises **Friends** of over 15 years standing who have provided outstanding service to both the Botanical Gardens and to **the Friends**. 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 as shall from time to time be fixed by the Executive Committee and agreed at the AGM or by such special meeting as shall be called for the purpose. A member whose subscription is **six** months in arrears shall be removed from membership unless the Society's Executive Committee shall decide otherwise.

Non-members shall be able to attend lectures subject to the payment of a sum agreed by the Executive Committee.

5. HONORARY OFFICERS

The officers shall be:

- President
- Chair
- Deputy Chair
- 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 three consecutive years, after which they shall not be eligible to stand again for one year.

6. MANAGEMENT

- a. **The Friends** shall elect an Executive Committee who shall be responsible for management and for the formulation of its general and financial policy.
- b. The Executive Committee shall consist of the officers of the Friends, listed above, and of six members elected to the Executive Committee at the annual general meeting each year for the ensuing year. **Of the six members elected to the Executive Committee, each shall stand for 3 years, and shall retire thereafter for a period of a year. At the discretion of the Executive, a retiring member may be co-opted for one further year.**
- c. Nominations for election to the Executive Committee must be made by members of **the Friends** in writing and must be in the hands of the Secretary of the Executive Committee at least 14 (fourteen) days before the AGM. 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 up 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 **three times** a year and as otherwise required at the discretion of the Chairman and the Secretary. **A minimum of half the members of the Executive Committee 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 a **Declaration of Acceptance and of Willingness to act in the interests of the Friends.**
- i. **The Executive Committee shall have the discretion to remove one of its own officers or members from serving on the Executive Committee, if they fail to attend two meetings or otherwise become unfit to be part of the Committee, with the decision to remove being supported by at least two-thirds of the remaining Committee, and after at least two weeks' notice being served on the relevant officer or member.**

7. MEETINGS

- a. The Executive Committee shall call an AGM of **the Friends** 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 **the Friends** shall be entitled to attend and vote at General Meetings.
- b. An extra-ordinary general meeting of **the Friends** 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 an AGM 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 **between May and August** shall receive **membership through to the August of the following year.** No reduction to the value of the subscription will be allowed on late payment. **The Membership Secretary will update the Executive at each meeting on membership numbers.**
- b. The funds belonging to **the Friends** shall only be applied in furthering the society's objectives. All monies received shall be paid into **the Friends** banking account and withdrawals shall be by cheque or order signed by not less than two persons being the Treasurer and any one **authorised member of the Executive**, nominated by the Executive Committee for that purpose.
- c. The Treasurer shall present a **written** report of the financial position of **the Friends** to each Executive Committee and shall present audited accounts as at 31 August each year, to the AGM.
- d. 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 **the Friends** 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 **the Friends**: 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 the **Friends** 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 **the Friends** 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

The Friends of the Botanical Gardens, Sheffield 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 **the Friends**, 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 **the Friends** but shall be given or transferred to such other charitable institutions or institutions having objects similar to some or all of the objects of **the Friends** 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 9 November 2009 and amended **6 November 2017 and 11 November 2019**)