Birmingham District Allotments

Co-operative

RULES

Under **sponsorship of the**

National Society of Allotment and Leisure Gardeners Ltd

O'Dell House,

Hunters Road, Corby,

Northamptonshire NN17 5JE

List of Rules

1. Name and definitions
2. Registration
3. Registered Office
4. Use of Name
5. Objects
6. Membership
7. Membership Agreement
8. Shares
9. Voting Rights
10. Management Structure and Organisation
11. Meetings
12. Membership Subscriptions
13. Financial Affairs
14. Copies of Rules
15. Amendment and Application of Rules
16. Indemnity
17. Dissolution

BIRMINGHAM DISTRICT ALLOTMENTS CO-OPERATIVE RULES

1. NAME AND DEFINITIONS

1.1 The name of the organisation shall be Birmingham District Allotments Cooperative Limited. Hereafter referred to as BDAC or the Society.

1.2 DEFINITIONS

The Council	Birmingham City Council (BCC)
The Allotment Associations	The Allotment Associations on Council managed sites which represent shareholders' interests.
The Member(s)	The Tenants who hold a valid Tenancy Agreement with BCC and are shareholding members of the Society
Affiliate Members	Allotment Associations currently managing sites under an agreement with BCC.
Shareholder	An individual Member who holds a tenancy agreement with BCC
Tenants	The plotholders who rent plots through a formal tenancy agreement with BCC on a Council-managed site.
The Committee or Management Committee	Otherwise known as the Executive Committee: the Committee and Officers of the BDAC who are responsible for managing its affairs
The Rules	The ratified constitution of the BDAC i.e. this document
General Meeting, Annual General Meeting, Special General Meeting	a Meeting open to Members and Affiliate Members
Association Committee Member	Member of an Allotment Association Committee
BDAC Officer	Officer on the Executive Committee of the BDAC
Committee Members	Members of the Executive Committee of the BDAC
The Secretary	Officer on the Executive Committee of the BDAC
The Chair	Officer on the Executive Committee of the BDAC
The Treasurer	Officer on the Executive Committee of the BDAC
The Act	the Co-operative and Community Benefit Societies Act 2014
The Registrar	the Registrar of the Financial Conduct Authority

2. REGISTRATION

2.1 The Society shall be registered under the Co-operative and Community Benefit Societies Act 2014

3. REGISTERED OFFICE

3.1 The Registered Office of the Society shall be at 146 Nechells Park Road, Birmingham B7 5PH

In the event of any change in the situation of the Registered Office, notice shall be sent to the Registrar.

4. USE OF NAME

4.1 The registered name of the Society shall be mentioned in legible characters in all business letters of the Society and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society and in all bills, invoices, receipts and letters of credit of the Society.

Any documentation or publication produced or statements made under the heading of the Society must be approved by its Management Committee or under powers delegated by it.

5. OBJECTS / POWERS OF THE SOCIETY

5.1 The Objects of the Society are to:

5.1.1 Present the views of those Allotments Associations and allotment tenants that it represents without hindrance on relevant allotment issues and to regularly advise the Council on matters that may arise

5.1.2 Facilitate and provide advice to Allotment Associations on the execution of their management responsibilities required under their agreement with Birmingham City Council

5.1.3 Coordinate representatives to provide support and guidance to Allotment Associations to enable them to undertake the functions and responsibilities required

5.1.4 Work with BCC officers to provide guidance and training in allotment management and committee procedures to the relevant officers of Allotment Associations through workshops, seminars or site visits

5.1.5 Provide Associations with advice on funding and assist Associations to gain grants for site improvements

5.1.6 Work with tenants on those sites not currently represented by Associations to form their own Association or to be administered by an existing Association.

5.1.7 By various means further the interests of Members and Affiliate Members with regard to the proper cultivation, good management and safe enjoyment of the allotments.

5.2 The Powers of the Society are to:

5.2.1 Take measures with BCC to protect Tenants, Associations and the sites against damage, trespass and theft.

5.2.2 To assess applications from Associations for major repairs and to make recommendations to the Council

6. MEMBERSHIP

6.1 Membership shall be obligatory for the following:

6.1.1 Individual Tenants on BCC managed Allotment Sites

6.1.2 Allotment Associations under Management Agreement with Birmingham City Council

6.2 Allocation of Membership

6.2.1 Membership shall be open to such groups as may be admitted by the Management Committee from time to time.

6.2.2 The Management Committee shall have the right to, for good and sufficient reason, reject an application for membership.

6.3 Extraordinarily, any Member may be asked to relinquish their membership of the Society by resolution of a majority of Members voting at a General Meeting. In this event the Member to whom the expulsion applied would have previously been given at least one verbal request by a spokesperson of the Management Committee and at least one letter from the Management Committee setting out the issue at hand and its referral to a General Meeting if not satisfactorily resolved within a reasonable and set time period.

6.4 A Member shall cease to be a member in the following eventualities:

6.4.1 The enforced or voluntary winding up of the Association Member or bankruptcy of the individual Member

6.4.2 The expulsion of the Member under Rule 6.3

6.5 Proceedings on Death or Bankruptcy – Upon a claim being made:

6.5.1 The personal representative of the deceased Member; or

6.5.2 The trustee in bankruptcy of a Member who is bankrupt: or

6.5.3 The Office Holder to any property in the Society belonging to such a member. The Society shall transfer or pay property to which the office Holder has become entitled as the Office Holder may direct them.

6.5.4 A Member may in accordance with the Act, nominate any individual or Individuals to whom his/her property in the society at the time of his/her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

7. MEMBERSHIP AGREEMENT

All Members and Affiliate Members shall agree in writing, to;

7.1 Accept the rules of the Society and to abide by the terms and conditions therein.

7.2 Adopt plot and site management practices and policies as set by the Management Committee and agreed by a majority of Members at a General Meeting.

8. SHARES

8.1 Every Individual Tenant Member admitted under Rule 6.1 shall hold one non-withdrawable share, which is not transferable. The share shall have the nominal value of £1.00 payable in full on joining the Society.

9. VOTING RIGHTS

9.1 Each Individual Tenant Shareholding Member shall be entitled to one vote at Society meetings. Proxy voting is not allowed. Votes can be cast in person, on-line or by post on official BDAC paperwork.

10. MANAGEMENT STRUCTURE AND ORGANISATION

10.1 The Governance of the Society shall be vested in the Annual General Meeting whilst day to day management of the affairs and property of the Society is delegated to the Management Committee. Hereafter referred to as the Committee.

10.2 At the Annual General Meeting members shall elect a Chair, Secretary and Treasurer for the Society and in addition, other members will be elected at the AGM, to fulfil other Committee roles such as are considered appropriate at that time. The Management Committee shall comprise of not fewer than ten members and not more than fifteen, which number will include the three Officers.

10.3 Prior to each AGM all Members shall be given the opportunity to stand as a candidate for a committee role. In the event of there being more than one candidate for a particular role the

outcome shall be determined by a ballot of the Members present at the AGM. Committee Members shall be eligible to stand for re-election each year.

10.4 The Committee shall be able to co-opt any additional members to fill vacancies or additional roles, during the year.

10.5 Tenure of any post as a Committee Member shall be voluntary, unpaid and open only to Members of the Society. Arrangements will be put in place by the Committee for the re-imbursement of appropriate and legitimate out-of-pocket expenses.

10.6 The Chair, Secretary, Treasurer and other elected members of the Committee shall keep accurate records of their dealings on behalf of the Society, which shall be available for inspection by Members.

10.7 A quorum for the Committee shall consist of 7 Committee Members including two of Chair, Secretary or Treasurer.

11 MEETINGS

11.1 The Society shall in each year hold an Annual General Meeting at such time and place, as the Committee shall determine. The AGM will be held within 2 months of the financial year end i.e. 31st March. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

11.2 The Committee may also convene further General Meetings as deemed necessary.

11.3 Members will be given at least 28 days notice of the Annual General Meeting and other General Meetings.

11.4 Special General Meetings may be called by either a quorum of the Committee, or by written request from a Member or Affiliate Member which states the reason for the meeting and is signed by at least 50 members. Such request to be delivered to the Secretary. The business of the Special General Meeting will be restricted to items on the original request with no amendments being accepted. Details will be notified to Members and Affiliate Members, along with notice of the meeting, at least 28 days prior to the meeting date.

11.5 No business shall be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting shall be 30 Members including two of Chair, Secretary and Treasurer being present.

12 MEMBERSHIP SUBSCRIPTIONS

12.1 Annual membership fees will be set at the AGM on an annual basis.

12.2 The introduction or variation in an Annual Membership Fee will only be sanctioned by an AGM if supported by two thirds of Members voting at the meeting

13 FINANCIAL AFFAIRS

13.1 The Society is a non-profit making organisation and all surplus funds arising from the business of the Society shall be used for the furtherance of the objects of the Society.

13.1.1 The Society shall have the power to borrow money from its Members and others to further its objects, providing the amount outstanding at any one time does not exceed £30,000.

13.1.2 The Society shall have the power to mortgage or charge any of its property including assets and undertakings of the Society, and issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or persons having dealings with the Society.

13.1.3 The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Bank of England base rate at the commencement of the loan, whichever is the greater.

13.1.4 The Society may receive from any person donations or loans free of interest in order to further its objects but shall not receive money on deposit.

13.2 The shares held by Members shall not carry any interest and shall not confer any right to dividend.

13.3 The Secretary shall register every issue or cancellation of shares by making an appropriate entry in the register of Members relating thereto.

13.4 Upon withdrawal from membership all sums paid by the Member on account of shares shall be forfeited and the Member's share shall be extinguished.

13.5 The Committee may open Bank, Investment and/or Building Society Accounts in the name of the Society in which shall be lodged all monies received on behalf of the Society. These accounts shall be used to administer and record funds received and disbursed on behalf of the Society. Any funds available for term investment may be invested to earn interest with a Bank or Building Society on the recommendation of the Committee.

13.6 At the conclusion of each financial year i.e. the 31st March, the Treasurer shall complete accounts and a balance sheet for presentation and approval at the Annual General Meeting in accordance with FCA regs. After approval the accounts and balance sheet must be signed by the Secretary and two Committee Members of the Society acting on behalf of the Society's committee.

13.7 Within the time allowed by legislation the Secretary will send to the Financial Conduct Authority an Annual Return of the Society's affairs (in the form prescribed by them) accompanied by the signed copy of the accounts and balance sheet, referred to in rule **13.6**

13.8 Auditing of Society accounts and balance sheet:

13.8.1 The Members shall vote annually, at each Annual General Meeting, as allowed by Section 84 of the Co-operative and Community Benefit Societies Act 2014. At the Annual General Meeting to have, when necessary in law or where the membership requires:

13.8.1.1 An audit carried out by a qualified auditor

13.8.1.2 An audit carried out by two or more lay auditors

13.8.1.3 A report by a qualified auditor

13.8.1.4 Or unaudited accounts, where the conditions for such exist

13.8.2 If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative Community Benefit Societies Act 2014 shall be appointed. The qualified OR lay auditors, if so appointed, shall not be officers or servants of the Society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Society. Lay auditors shall be chosen by the Management Committee from the general membership and/or others.

13.8.3 If the membership vote for unaudited accounts, the Society's income Expenditure ledger shall be scrutinised by the Secretary and the Committee Members only and signed, as a true record, by the Secretary and two Committee Members or any other number as may be required by legislation.

An income/expenditure report will be prepared to present to the Society's Members at each Annual General Meeting.

14 COPIES OF RULES

14.1 It shall be the duty of the Committee to supply free of charge to all Members a copy of current rules which may be delivered by email or by delivery of a hard copy. Where a Member has already been provided with a copy there may be a charge of up to £5 for a second copy (under S18 of the 2014 Act).

15 AMENDMENT AND APPLICATION OF RULES

15.1 Changes to the rules of the Society (ie. new rules made, rules amended or rescinded) may only be made at a General Meeting and when a majority of voting Members who are present at the meeting approve the change.

15.2 No new rule or amendment of rule is valid until registered with the Financial Conduct Authority in accordance with the 2014 Act.

15.3 The Society shall be run in accordance with its registered rules

16 INDEMNITY

16.1 Every member of the Committee shall be indemnified by the Society against all losses and liabilities incurred by him in relation to the execution of his office providing that nothing in this clause shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.

17 DISSOLUTION

17.1 The Society may at any time be dissolved by the consent of two thirds of the Members testified by their signatures to an instrument of dissolution in the form prescribed in the 2014 Act.

17.2 If on winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, none of these assets shall be distributed among the Members but should be passed to a similar organisation.

Signature of Secretary ……

Full Name Block Capitals ……

Signature of members

1……

Full name Block Capitals ……..

2……

Full name Block Capitals……..

3 ……

Full name Block Capitals…….