

## **THE HEATHER SOCIETY**

Charity registered in England and Wales no. 261407

### **RULES**

#### **1. Name of the Society**

The name of the Society shall be The Heather Society.

#### **2. Objects of the Society.**

The Society is instituted to assist the advancement of horticulture and in particular the improvement of and research into the growing of Heaths and Heathers and allied plants.

#### **3. Membership**

a. The Society shall consist of Members and Honorary Members.

b. Membership shall be open internationally to persons, societies and institutions interested in horticulture or botany.

c. A Member who has given distinguished service to the Society over many years may, on recommendation of the Council, be elected President at an Annual General Meeting. The term of the President is not limited.

#### **4. Officers**

The Officers of the Society shall be the Chairman, Treasurer and Secretary.

#### **5. Election of Officers**

The Chairman, Treasurer and Secretary shall be elected at a General Meeting of the Society and shall hold office until the end of the next Annual General Meeting when they shall retire but be eligible for re-election.

#### **6. Conduct of the Society's Affairs**

a. The management of the Society shall be the responsibility of a Council consisting of the Officers and not less than two elected Councillors.

b. Councillors shall be elected for a term of three years, and on retirement shall be eligible for re-election.

c. Nominations for election to the Council, with Proposer, Seconder and a statement of willingness to serve, must be submitted to the Secretary, to arrive at least 21 days before the date of the Annual General Meeting.

d. The Council shall have the power to co-opt individual members to fill vacancies; a co-opted Councillor shall retire at the next Annual General Meeting and shall then be eligible for election.

#### **7. Responsibilities of the Council**

a. The Council shall control the Society's administration and finances, determine what activities shall be undertaken, form local groups and appoint committees as may be necessary, to conduct the affairs of the Society.

b. Council shall meet at least once a year to approve the annual report and may also meet at other times and places convenient to its members.

c. The President may attend Council meetings but may not vote.

#### **8. Chairman**

a. The duty of the Chairman shall be to preside at meetings of the Society and of the Council.

b. In the event of an equality of votes at a meeting of the Society or of the Council, the Chairman shall have a second or casting vote.

c. A Deputy Chairman shall be elected by Council from among duly elected Councillors at the first meeting following the Annual General Meeting. In the absence of the Chairman, the Deputy Chairman shall preside at meetings of the Society or of the Council and shall for the time being have all the authority, power and privilege of the Chairman.

#### **9. Secretary**

The Secretary shall be responsible for the organisation of Council meetings and General Meetings of the Society, for keeping minutes recording the business transacted at Council meetings and at General Meetings of the Society, and such minutes shall be signed, after adoption, by the Chairman of the appropriate meeting next following.

#### **10. Treasurer**

a. The Treasurer shall be responsible to the Council for all matters relating to the financial affairs of the Society.

b. At a convenient date toward the time of the Annual General Meeting the Treasurer shall prepare a statement of the Society's financial affairs, which will be subject to an appropriate form of independent financial assessment in line with the Charity Commission's guidance. The Treasurer shall furnish all facilities necessary for such an assessment.

#### **11. General Meetings**

a. The Annual General Meeting shall be held before the end of September each year at such place and such time as the Council shall determine.

b. Notice of the Annual General Meeting shall be sent to all Members not less than 21 days before the date of such a meeting, together with the Annual Report and the accounts for the preceding year.

c. Council may, whenever it thinks fit, or within 90 days upon requisition signed by 20 members of the Society convene a Special General Meeting, giving 21 days' notice, stating the exact nature of the business to be transacted.

## 12. Quorum

- a. The quorum for a Council Meeting shall be 3.
- b. The quorum for a General Meeting shall be 8.

## 13. Method of Voting

- a. Voting shall be by a show of hands unless the Chairman shall direct that a ballot shall be taken.
- b. No Member shall be entitled to vote at any meeting of the Society until his subscription for the current year has been paid.

## 14. Subscription

The annual subscription and privileges of Members shall be determined by Council. Such subscriptions shall become payable on the anniversary of joining, or on a date determined by Council.

## 15. The Society's Funds

- a. The Treasurer shall be responsible for all the Society's funds and for keeping the accounts thereof.
- b. All funds received on the Society's behalf shall be paid into the Society's banking account.
- c. Transactions on the Society's accounts shall be authorised by two members of Council one of whom shall be an Officer.
- d. The Council may authorise the Treasurer to sign cheques for day-to-day expenses up to such a limit as it may decide.
- e. In no circumstances shall any of the assets of the Society at any time be given or paid to any Member except:
  - by way of reimbursement of expenses,
  - as proper remuneration for services rendered to the Society as permitted under the law governing charities such as this Society, or
  - with the prior written consent of the Commission.

## 16. Independent Financial Examiner

An independent financial examiner, in accord with the Charity Commission's guidance for charities such as this Society, shall be appointed at every Annual General Meeting and shall be eligible for re-appointment.

## 17. Resignation or death of Officers

If the Chairman, Secretary or Treasurer die or resign before the expiration of a term of office, the Council may fill the vacancy, but the person so appointed shall retire at the following Annual General Meeting and shall be eligible for re-election.

## 18. Election of Honorary Members

Persons who have achieved notable advances within the Society's objects, may be elected by the Council as Honorary Members and shall not be required to pay an annual subscription. The number of Honorary Member shall not exceed 8 at any time.

## 19. Election of Vice-Presidents

- a. Individuals who make, or have made, very significant contributions to the work of The Heather Society or its affiliated societies may, on the recommendation of Council, be elected Vice-Presidents at an Annual General Meeting of the Society.
- b. The number of Vice-Presidents shall not exceed six at any time.
- c. The privileges of Vice-Presidents shall be as determined by Council.

## 20. Rules

- a. These Rules may be amended only at a General Meeting of the Society and only if notice of the proposed deletion, or addition, has been sent to all members not less than 21 days before the meeting, provided always that no alteration will be made that will cause the Society to cease to be a Charity in Law.
- b. A copy of the Rules shall be sent to every Member.

## 21. Dissolution

The Society can only be dissolved at a General Meeting by a majority vote of members present. In the event of the Society being wound up, after payment of all debts and liabilities, the assets of the Society shall pass to a Charity with similar objects, or to be used for similar charitable purposes.

## 22. Prohibition on the use of the Society's name

The name of the Society shall not be used by any Member for any purpose of individual trade or profit.

NOTE: The word "Commission" within the above text means the "Charity Commission".

The above Rules were approved at the  
Annual General Meeting, on 14 September 2019  
at R.H.S. Garden Harlow Carr, North Yorkshire.

The rules were adopted at the Annual General Meeting of the Society  
held on 29 April 1970, and were subsequently revised in 1979, 2002, 2007, 2010, 2015, 2016, 2017 and 2019