

## **RHODODENDRON, CAMELLIA AND MAGNOLIA GROUP**

### **Rules for the governance of the Group under the authority of Clause 26 of the Charitable Incorporated Organisation Constitution**

**(Revision 2. January 2017)**

**In the Charitable Incorporated Organisation Constitution, the objects of the Rhododendron, Camellia and Magnolia Group are:**

To advance the education of the public in the plant genera rhododendron, camellia and magnolia and in the conservation and protection thereof by, but not by way of limitation:

- a) ensuring continuity in the care of collections of the genera in public gardens by supporting professional gardeners and taxonomists through travel sponsorship and other appropriate means
- b) operating a website
- c) organising shows
- d) producing literature
- e) acting as an advisor by providing assistance in identification, conservation and reproduction of unusual or rare species or cultivars.

**RHODODENDRON CAMELLIA AND MAGNOLIA GROUP**

**A Charitable Incorporated Organisation number 1161254**

## **Rules for the governance of the Group under the authority of Clause 26 of the Charitable Incorporated Organisation Constitution**

**GENERAL.** The Constitution of the group is set by the Charity Commissioners through their standard forms for a Charitable Incorporated Organisation, which the Group is, under registered number 1161254. The governance of the Group is administered through Rules that are required under clause 26 of the Constitution. This document sets out the Rules of the Group.

### **1. MEMBERSHIP**

- 1.1. Membership of the Group is open to any person or corporate body interested in furthering the objectives of the Group and who has paid the annual subscription agreed from time to time by the Management Committee and due on 1st November each year. The subscription of a member joining after 31st March will cover the remainder of the current year and the whole of the following year
- 1.2. Applications for membership of the Group shall be in such form as the Management Committee prescribes, and the Committee's decision shall be notified to the applicant within 21 days. If an application is refused, the applicant must be given the reason within 21 days of the decision with the right to appeal.
- 1.3. The name and address of every member shall be entered in a register of members of the Group.
- 1.4. The membership of an individual member of the Group shall be terminated if payment of any membership subscription has not been received within 120 days of the due date.
- 1.5. The Management Committee may, by unanimous vote and for good reason, terminate the membership of any person. The final decision regarding termination will be made 21 days after notification. During this time, the person has the right to appeal in writing or by electronic means. Any personal representation can be supported by a friend.
- 1.5. As a benefit of Membership of the Group, members are entitled to
  - a) receive the Yearbook and Bulletins
  - b) attend, and bring guests (paid for by the member) to, garden visits, talks and Group organised functions
  - c) vote at all Annual General and Special General Meetings of the Group
  - d) purchase seed from the annual seed list

### **2. HONORARY OFFICERS**

- 2.1 At the Annual General Meeting of the Group the members shall elect from amongst themselves honorary officers ("the Officers") as set out in 2.5 who shall hold office from the conclusion of that Meeting until the end of the next Annual General Meeting.
- 2.2 Those Officers who are Officers at the date when these rules are adopted shall remain Officers until the Annual General Meeting in 2016.

- 2.3 An Officer may stand for re-election but may not hold the same office for more than ten consecutive years. Save for the exception of the position of Hon Chairman of the Plant Committee, and that noted at 8.3, no individual may hold more than one office at a time. In special circumstances where no volunteers are forthcoming, an Officer may be co-opted by the Management Committee for up to 5 further years.
- 2.4 If an Officer should die or resign before the end of their period of office, the Committee may fill the resulting vacancy by appointment until the date of the next Annual General Meeting or the following Annual General Meeting where the vacancy arises less than two months before the date of the Annual General Meeting.
- 2.5 The Officers are:
- a) **Chairman** who shall take the chair at all meetings of the Group and of the Management Committee
  - b) Up to two **Vice Chairman** who shall exercise the powers of the Chairman in the absence of the Chairman, and shall be appointed from within the Management Committee
  - c) **Hon Treasurer** who shall be responsible to the Group for the management of the Group's financial affairs in accordance with the requirements of Clause 6 1- 4 hereto
  - d) **Hon Secretary** who shall be responsible to the Chairman for the Group's general administration
  - e) **Hon Membership Secretary** who shall be responsible to the Chairman for the maintenance of the membership records
  - f) **Hon Yearbook Editor** who shall be responsible to the Chairman for the production of an annual yearbook
  - g) **Hon Bulletin Editor** who shall be responsible for the production of a Bulletin at such intervals as deemed by the Group Committee
  - h) **Hon Events Organiser** who shall be responsible for the organisation and administration of such events and other activities as may be agreed by the Group Committee and shall be responsible to the Hon Treasurer for maintaining financial records of all such activities for inclusion in the Group's annual accounts
  - i) **Hon Webmaster** who shall be responsible to the Chairman for the design and maintenance of the Group's website
  - j) **Hon Chairman of the Plant Committee** who shall take the chair of the Plant Committee, and be responsible for plant matters of our 3 genera.
  - k) **Hon Conservation Officer** who shall be responsible for setting out a Conservation Plan for our genera
  - l) Other named Officers as approved by the Management Committee

### **3. GROUP COMMITTEES**

- 3.1 The Group shall have two committees:
- the **Management Committee**, responsible for the day to day running of the Group
- the **Plant Committee**, responsible to the management committee for horticultural matters of relevance to the Group
- 3.2 The Management Committee shall consist of not fewer than ten and not more than twenty-five members being
- a) The honorary officers specified in Clause 2 hereto and
  - b) The Regional Branch Chairmen including the Scottish Representative who will be eligible to attend committee meetings as voting members
  - c) The Trustees of the Charity
- 3.3 If an ordinary Committee member should die or resign before the end of their elected term the Committee may fill the 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 date of the Annual General Meeting.
- 3.4 The Management Committee shall appoint such persons as it wishes to serve on the Plant Committee provided that not less than one member of the Committee shall be a Trustee
- 3.5 Elections to the Management Committee shall be organised on behalf of the Group by its Hon Secretary. Nominations for election to the Management Committee must be made by members of the Group in writing and must be in the hands of the Hon Secretary of the Group at least 56 days before the Group Annual General Meeting. Should nominations exceed vacancies the election shall be conducted by ballot in accordance with the Rules to be established by the Management Committee
- 3.6 The Management Committee shall have the power from time to time to co-opt further Committee members as considered necessary for the efficient conduct of the Management Committee's affairs
- 3.7 Nobody may be elected or appointed as a member of the Management Committee who is under 18 years of age

### **4. MEETINGS AND PROCEDURES OF THE MANAGEMENT COMMITTEE AND THE PLANT COMMITTEE**

- 4.1 The Management Committee shall hold at least two ordinary meetings each year on such dates as the Management Committee may agree

- 4.2 Meetings may be called at any time by the Chairman or by any two members of the Management Committee upon not less than fourteen days' notice being given to the other members of the Management Committee of the matters to be discussed.
- 4.3 There shall be a quorum for a meeting of the Management Committee when six members are present at a meeting.
- 4.4 Any member of the Management Committee who fails to attend four consecutive meetings without good cause may be asked to resign
- 4.5 The Chairman or in his absence a Vice-Chairman shall preside at meetings of the Management Committee. If both the Chairman and the Vice-Chairman are absent from any meeting, or are unwilling to act, the members of the Management Committee present shall appoint one of their number to preside before any other business is transacted
- 4.6 Every matter shall be determined by a simple majority of votes of the members of the Management Committee present and voting on the question
- 4.7 Every member of the Management 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
- 4.8 The Management Committee shall keep minutes of its proceedings and the proceedings of any sub-committee
- 4.9 The Management Committee may propose alterations to the Rules consistent with the Constitution to govern the conduct of its business, the summoning and conduct of its meetings and the custody of documents. All proposed alterations to the Rules must be submitted to the Trustees for approval.
- 4.10 The Management Committee may hold regular electronic meetings using, for instance, Skype. The Agenda for the meeting will be circulated to all Management Committee members, Regional Branch Chairmen including the Scottish Representative seven days before the meeting. Regional Branch Chairmen including the Scottish Representative may contribute to electronic meetings, and should notify the Secretary prior to the meeting so that arrangements will be made for their inclusion. Minutes of these meetings will be circulated to all Trustees, Management Committee members, Regional Branch Chairmen, Scottish Representative and Plant Committee members.
- 4.11 There shall be a quorum for an electronic (Skype) meeting when five officers are present, including a minimum of two Trustees.
- 4.12 The Plant Committee may hold such meetings as it deems to be necessary in order to consider matters relevant to it, including nominating plants for award. A minimum of three Plant Committee members should be present in order to be quorate. If it is not possible to achieve a quorum, due to the location of the meeting, local group members with relevant knowledge may be co-opted to serve on the day. Such meetings should be minuted and the minutes should be circulated to the Management Committee members. The Plant Committee will monitor the Group reference collections held at Wisley, Ramster, Abbotsbury and Harcourt. The Plant Committee will initiate propagation programmes in conjunction with the Conservation Officer and will

disseminate information from scientific papers regarding rhododendrons, camellias and magnolias.

## **5. BENEFITS AND PAYMENTS TO MEMBERS OF THE GROUP'S COMMITTEES**

- 5.1 Members of the Group's Committees are deemed to be " connected persons " within the terms of Clause 6 of the Group's Constitution all the provisions of which shall apply

## **6. FINANCE AND ASSETS**

- 6.1 Any monies or other assets received or held by the Group including all subscriptions donations contributions bequests and other income shall become, and remain, the property of the Group and be paid into the Group bank account.
- 6.2 Any monies or assets held by the Group shall be applied only in furthering the objectives of the Group.
- 6.3 The financial year of the Group shall end on 31 October each year.
- 6.4 The Management Committee shall keep proper accounting records for the Group and in accordance with instructions issued from time to time by the Management Committee. The accounts must be independently examined each year prior to timely submission to the Charity Commission and Annual General Meeting.
- 6.5 The Independent Examiner for the following year will be appointed at the Annual General Meeting
- 6.6 Any intellectual property rights created or derived by the Management Committee and the Plant Committee (including any individual member of the Group while acting on behalf of or for the Group) shall become the property of the Group.

## **7. GROUP ACTIVITIES**

- 7.1 The Group shall agree a future work programme each year.
- 7.2 The Group may organise such functions and issue such publications as are commensurate with carrying out the objectives set out in Clause 3 of the Constitution and may operate an Internet Website.

## **8. REGIONAL BRANCHES**

- 8.1 The Management Committee may establish regional branches of the Group. The affairs of the branch shall be administered and managed by the branch in accordance with clause 4.9 hereto.
- 8.2 The Management Committee has the right of control of branch affairs if deemed necessary
- 8.3 By way of exception to what is said at 2.3 the Chairman of a Regional Branch established under the provisions of clause 8.1 may also be an Officer but is entitled to only one vote at meetings.

## **9. NOTICES**

- 9.1 Any notice required to be served on any member of the Group shall be in writing and shall be served by the Secretary of the Group on any member either
- a) personally, or
  - b) by sending it through the post by a prepaid letter addressed to such member at his or her last known postal address in the United Kingdom, or
  - c) by sending it via electronic means to an e-mail address specified for that purpose by the member
- 9.2 Any notice so sent by post shall be deemed to have been received within 48 hours after the envelope containing it was posted. Any notice sent by electronic means shall be deemed to have been received on the same day on which it was sent

## **10. HONORARY MEMBERS**

- 10.1 The Management Committee may, as a mark of distinction, appoint to Honorary Membership of the Group 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 Management Committee present. Honorary Life members shall not be entitled to vote.

**Approved by the Trustees** on 13 December 2016

David Millais  
Philip Evans  
Graham Mills  
Alastair Stevenson