

THE BRITISH CACTUS & SUCCULENT SOCIETY

Registered Charity Number 290786

Constitution

(revised February 2021)

1. Name

- 1.1. The name of the Society (hereinafter called 'the Society') is The British Cactus & Succulent Society.

2 Preamble

- 2.1 The Society was founded in 1983 on the amalgamation of the National Cactus and Succulent Society and the Cactus and Succulent Society of Great Britain.
- 2.2 The Society is an unincorporated organisation and is a public benefit entity.
- 2.3 It is registered as a charity in England and Wales and is governed by the laws of England.
- 2.4 The term 'writing' is taken to include letter and electronic mail but not text messaging or social media apps.

3 Objects of the Society

The objects of the Society are:

- 3.1 To advance the education of the public by the study, culture and propagation of cacti and other succulent plants;
- 3.2 To encourage the growing and cultivation of cacti and other succulent plants among members of the public;
- 3.3 To promote the conservation of such plants;
- 3.4 To promote research into such plants in their natural and cultivated habitat;
- 3.5 To gather and disseminate particulars of cacti and succulent cultivation and propagation.

4 In furtherance of these objects, specified in clause 3 above, but not otherwise, the Society shall have the following powers:

- 4.1 To raise funds and to receive contributions from any person or persons, organisation or companies whatsoever, by way of subscription, donation and otherwise; provided that the Society shall not undertake permanent trading activities in raising funds to meet its charitable objectives;
- 4.2 To publish journals, books, manuals, study materials, research projects, scientific papers and other articles, either physically or by electronic means to further a better understanding of the cultivation, care and conservation of such plants;
- 4.3 To disseminate information by holding meetings, lectures, shows, exhibitions and by the exchange of plants and seeds;
- 4.4 To establish supporting branches for the furtherance of the Society's objectives at a local, rather than national, level;
- 4.5 To engage such consultants, agents and advisers as are considered appropriate from time to time
- 4.6 to employ such staff as are considered appropriate and properly qualified for the proper conduct of the Society's activities and to make reasonable remuneration for their position;
- 4.7 To take on lease or tenancy, or in exchange, hire or otherwise acquire for the purposes of the Society any such heritable or real or moveable or personal property or any rights privileges or interest therein which the Society may think suitable or convenient for the purposes of the Society, provided it is within the UK, with power to exercise and enforce all rights or powers conferred by the ownership thereof;
- 4.8 To purchase or otherwise acquire goods and equipment which might be required for the purposes of the Society;

- 4.9 To receive and accept from time-to-time grants, including those from Government or Government-related organisations, legacies, donations, gifts, conveyances and endowments either of money or property, of any description whatsoever, either absolutely or conditionally, or in trust;
- 4.10 To enter into arrangements with or to act in conjunction with other like-minded organisations, in the UK or overseas, in the study and conservation of such plants;
- 4.11 To enter into arrangements with or act in conjunction with schools, colleges, universities and other educational establishments and encourage the students or members of such establishments to develop an appreciation and understanding of cacti and succulents;
- 4.12 To provide grants, as the trustees see fit, to individuals or organisations to further research into projects which will advance understanding of cacti and succulents in respect of, for example, (but not limited to) the growth, habitat, genetic structure, culture, propagation and conservation of such plants;
- 4.13 To amalgamate or affiliate, either wholly or partly, with any person, association, organisation or company carrying on business having objects similar to the objects of the Society, and not formed for the purposes of gain, and shall prohibit the payment of any profits to the Society's members;
- 4.14 To indemnify and reimburse the trustees and any officer, employee or servant of the Society for any expenses or liabilities which they may reasonably incur in the proper performance or exercise of their powers and duties;
- 4.15 To effect, maintain and acquire policies of insurance of whatever description.

Membership

5 Application

- 5.1 Membership of the Society is open to any person or society, association or corporate body interested in the objects of the Society.
- 5.2 All applications for membership shall be in writing, by electronic mail or through the web site, but not by text messaging or messaging via social media apps. The Board of Trustees reserve the right to accept, or not, any application made.
- 5.3 All applications for membership should be accompanied by a signed Direct Debit form, failing which payment should be made by direct bank transfer or through Paypal or other approved electronic payment method. The Society reserves the right not to accept cheques or cash for payment of subscriptions.
- 5.4 The Board of Trustees reserves the right to determine categories of membership, as they may from time to time define.
- 5.5 Members are allocated one vote.
- 5.6 On joining, members shall be allocated membership of a branch.

6 Subscription

- 6.1 An annual subscription shall be paid at a level as may be set from time to time by the Board of Trustees; such subscriptions or changes thereto, being notified to members accordingly.
- 6.2 Subscriptions shall be for one year, or such period as may be determined by the Board of Trustees
- 6.3 If a subscription is not received by the Society within two calendar months from the start of the subscription period, membership will be deemed to have lapsed, along with any rights and privileges associated with that membership.
- 6.4 Should a member resign from the Society, or no longer be a member for whatever reason, any subscription paid by that member shall not be apportioned and no portion of the said subscription shall be refundable.

7 Termination of membership

A member shall cease to be a member of the Society if:

- 7.1 They resign by giving notice in writing to the Board of Trustees;

- 7.2 They die;
- 7.3 After a period of due notice, as may be determined by the Board of Trustees, the member has not paid or refuses to pay their subscription;
- 7.4 The member is an incorporated body, other organisation or institution and is wound-up or otherwise dissolved;
- 7.5 The member consistently refuses or fails to participate in the Society's activities without good reason or to co-operate with other members of the Society in the performance or attainment of the Society's objectives, or whose conduct is detrimental to the Society and its objectives;
If a resolution is passed by the Board of Trustees that it is in the best interests of the Society that such membership be terminated.
- 7.6 Any member who has had their membership terminated for being in breach of sub-clause 7.5 or who has been removed by resolution of the trustees, as in sub-clause 7.6, has the right to appeal in accordance with the Society's Membership Grievance Policy.

8 Honorary positions

- 8.1 The Board of Trustees may elect members to such honorary positions as may from time to time be determined and for such a period as may from time to time be determined.

Board of Trustees

9 Number of trustees

- 9.1 The number of trustees shall be not less than four or more than fourteen.

10 Appointment and Retirement of Trustees

- 10.1 Trustees are elected by the members for such a term or such a period as may from time to time be determined.
- 10.2 The Chair of the Board of Trustees shall be elected by separate resolution for such a term or such a period as may from time to time be determined.
- 10.3 The Board of Trustees shall have the power, at any time, and from time to time, to co-opt any person to be a trustee, either to fill a casual vacancy or as an addition to the existing trustees, provided that the number of trustees shall not at any time exceed the maximum number fixed in accordance with this constitution and provided that no more than a voting minority of such co-opted trustees are members of the Board of Trustees at any one time. Any trustee so co-opted shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of trustees who are to retire by rotation at such meeting.
- 10.4 Trustees are required to step down from their position as a trustee at the end of their allotted term of office. Trustees may be eligible for re-election for such subsequent periods of office as may from time to time be determined.

11 Disqualification and removal of Trustees

The office of a member of the Board shall be vacated if:

- 11.1 They cease to be a member of the Society;
- 11.2 They give notice in writing to the Chair;
- 11.3 They become incapable for medical reasons of fulfilling the duties of office and such incapacity is expected to continue for a period of more than 6 months;
- 11.4 They are sequestrated or make any arrangement or composition with creditors;
- 11.5 They are disqualified from being a charity trustee pursuant to the relevant section of the Charities Act 2011; or disqualified from being a company director, pursuant to the relevant section of the Companies Act;
- 11.6 They are required by notice in writing by the majority of the Board (other than the member);

- 11.7 They are directly or indirectly involved or interested in any transaction with the Society and fail to declare the nature of their interest in the manner required under the Charities Act 2011.

12 Powers of Trustees

- 12.1 The business of the Society shall be managed by the Board of Trustees who should have skills germane to the governance of the Society.
- 12.2 The Trustees shall have the power to appoint advisors or consultants to the Board to provide advice on specific matters. Such appointments shall be time-limited to the length of the project and such appointees will not have a vote at any meeting.
- 12.3 The Trustees shall have the power to take decisions for the good governance or day-to-day management of the charity in all matters where submission to a General Meeting would cause unreasonable delay.
- 12.4 Trustees do not have the power to borrow money or overdraw bank accounts or otherwise bind the Society in any transactions, financial or otherwise, which would, or could, be potentially damaging to the Society.
- 12.5 Trustees do not have the power to lend Society funds to any individual, society, association, organisation or company for any purpose whatsoever.
- 12.6 A trustee may call a meeting of the Board of Trustees by giving notice of the meeting to each trustee; such notice must indicate its proposed date, time, place and subject matter. In calling such a meeting there is no presumption that a majority of trustees will be able to participate in it.

Management of the Society

13 Composition of the Board of Trustees

- 13.1 The Society shall be governed by the Board of Trustees and managed by officers of the Society, who may also be trustees.
- 13.2 The trustee elected as Chair by the members shall assume the chair at all meetings of the Board of Trustees and any other Society meeting as deemed appropriate.
- 13.3 The Board of Trustees shall appoint from their midst individuals willing to act as vice-Chair, secretary and treasurer.
- 13.4 The Board of Trustees shall decide, from time to time, the officers and functions necessary to manage the affairs of the Society and may, at its discretion, appoint persons who are not trustees to fulfil necessary functions; such appointments to be reviewed annually.
- 13.5 The Board of Trustees may, at their discretion, invite Officers of the Society to attend board meetings and present reports and answer questions on their area of responsibility. Such invitees are not entitled to vote on any resolutions proposed by the Trustees.

Proceedings of Trustees

14 Meetings

- 14.1 Meetings of the Board of Trustees shall be held at such intervals and place as the Trustees may determine.
- 14.2 Any trustee, or any person regarded as being on the Board of Trustees, may participate in a meeting of the board either in person, by means of a conference telephone call or by electronic means whereby all persons participating in a meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the meeting is assembled, or, if there is no such group, where the chair of the meeting is.
- 14.3 The quorum necessary for the transaction of business of the Board of Trustees may be fixed by the trustees, but in any case shall be not less than three of the then current trustees.
- 14.4 The Board of Trustees will make decisions based on either a unanimous decision or by a simple majority of those present. In the event of a vote being taken and an equal number of votes cast

for and against each resolution, the Chair, for the absence of doubt will have a second or casting vote.

- 14.5 A trustee shall be obliged to declare an interest in a proposed or existing transaction or arrangement with the Society; or in respect of any situation which may constitute a conflict of direct or indirect interest with the Society; or in respect of the duty of a trustee to another person or organisation. In respect of any such 'transactional' or 'situational' conflict(s) a trustee is not entitled to participate in the decision-making process and the vote of an interested trustee in such matters shall not be counted.
- 14.6 No trustee shall vote on either their conditions of service whether as a trustee or an officer of the Society or the emoluments attaching thereto.
- 14.7 A trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 14.8 The trustees may, at their discretion, invite any individual or representative of an association, organisation or corporation (whether a member of the Society or not) to attend all or any part of any meeting of the trustees as observers. Such 'observers' shall, at the invitation of the trustees, be entitled to speak at such meetings but under no circumstances shall have any voting rights or be entitled to be counted in the quorum of any such meetings.
- 14.9 Under normal circumstances, all decisions will be taken by trustees in properly constituted meetings of the Board of Trustees, such meetings may be held in person or by electronic means. There may be occasion, however, when decisions require to be taken outwith a normal trustees' meeting. Under these circumstances, trustees may make a majority decision where:
 - 14.9.1 A trustee has become aware of a matter on which trustees need to take a decision and,
 - 14.9.2 That trustee has made all the other trustees aware of the matter and the need for a decision and,
 - 14.9.3 The trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other and,
 - 14.9.4 That a majority of trustees indicate their agreement by any means to a particular decision on that matter.

15 Minutes

The trustees shall cause minutes to be made in books provided for the purpose; or in loose-leaf format and for purposes of archive on electronic media:

- 15.1 Of all resolutions and proceedings at all meetings of the Society, and of the Board of Trustees, and of committees and sub-committees of the Board of Trustees.
- 15.2 When minutes are recorded in loose-leaf format, the Secretary shall ensure that pages are numbered sequentially, each page is initialled, the minute signed in full on the last page and pages are fastened together to constitute a record of the meeting and filed in a suitable manner. Such minutes will constitute part of the Society's books.
- 15.3 Minutes stored electronically shall be held in such a manner that, once the original has been signed, precludes any amendment. Electronic copies of minutes will not constitute the prime document and are to be held for archival purposes only.
- 15.4 Minute books shall be held retained in perpetuity.

16 Committees

- 16.1 All committees and sub-committees are appointed by the Board of Trustees, as they think fit; and the Board of Trustees may appoint to such committees or sub-committees such members as they see fit. Such committees or sub-committees shall have the power to co-opt persons who are not members of the Society. Every committee so formed shall, in the exercise of any powers delegated to it, conform to any regulations that may be imposed on it by the Board of Trustees. Every committee shall be responsible to the Board of Trustees and shall report their acts and proceedings to the Board of Trustees on a timescale as agreed by the Board.
 - 16.1.1 The Chair of the Board of Trustees shall be a member *ex officio* of all committees.

- 16.1.2 The Board of Trustees may appoint a chair to any committee or sub-committee. If no such Chair is appointed, or if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chair of the meeting.
- 16.1.3 A committee or sub-committee may meet and adjourn as it thinks proper. Any matters requiring a decision to be made shall be determined on a simple majority of those present and where there is an equality of votes the Chair, for avoidance of doubt, shall have a second , or casting , vote.

Finances

17 Income and remuneration

- 17.1 The income and property of the Society, from wherever it may be derived, shall be applied solely towards the promotion of the stated objects of the Society as set forth in this constitution and no portion shall be paid or transferred directly or indirectly by any way howsoever by way of profit to the members of the Society.
- 17.2 Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Trustee, officer, employee or servant of the Society or to any member of the Society in return for services actually rendered to the Society, in accordance with the Charities Act 2011.

18 Accounts

- 18.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time by resolution determine.
- 18.2 The Board of Trustees shall appoint a treasurer, or trustee responsible for finance, who may receive and grant discharges for all donations and bequests to the Society and shall maintain accounts for all such donations and bequests and report these accounts to the Board of Trustees at such intervals as may be determined by the Board of Trustees.
- 18.3 The Board of Trustees may, at its discretion, appoint a trustee or trustees to manage any Trust Funds in the name of the Society.
- 18.4 The Trustees shall cause true accounts to be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, of all membership subscriptions, sales and purchases of goods by the Society and the assets and liabilities of the Society. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
- 18.5 The books of account shall at all times be open to inspection of the trustees.
- 18.6 The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society shall be open to the inspection of members of the Society not being trustees and no member (not being a trustee) shall have the right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Board of Trustees or by the Society in General Meeting.
- 18.7 The Board of Trustees shall maintain a set of financial control procedures
- 18.8 A summary of the Society's Accounts and Trustees' Report shall not less than fourteen days before the date of the General Meeting be sent to every member of the Society. This summary shall make it clear that if a member so desires, a copy of the Annual Report and Financial Statement (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the independent examiner's or auditor's report and the Trustees' Report, will be made available to them before any such General Meeting of the

Society; notwithstanding that this Clause shall not require a copy of the documents to be sent to any person of whose address the Society is not aware. For the purposes of this Clause, sending includes using electronic communications and publishing on the Society's web site.

- 18.9 Once at least in every year the Accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Independent Examiners, or qualified Auditors as prescribed by statute.
- 18.10 Any Independent Examiner or Auditor shall be appointed each year and their duties regulated in accordance with the Charities Act 2011. The Independent Examiner or Auditor shall be completely independent of the Society, its trustees and officers.
- 18.11 The Board of Trustees is responsible for ensuring that the Trustees' Report and Financial Statement, duly examined or audited and signed, is lodged with the Statutory authorities within the permitted timescale. The Board may, at its discretion, delegate the treasurer, or other trustee as it sees fit, to be responsible for lodging the accounts.

General Meetings

19 General Meetings

- 19.1 While the Society is not legally required to hold an Annual General Meeting, the Board of Trustees reserve the right to determine whether the Society shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. If it so decides, it shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Trustees shall determine.
- 19.2 The Board of Trustees may, whenever it thinks fit, or on the requisition of at least thirty members of the Society, convene an Extraordinary General Meeting. If at any time there are not sufficient trustees capable of acting to form a quorum, any trustee or any two members of the Society may convene an extraordinary general meeting in a manner as nearly as possible as that which meetings may be convened by the Board of Trustees.
- 19.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 19.4 At the discretion of the Board of Trustees General Meetings may be held by means of a conference telephone call or by electronic means whereby all persons participating in a meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such a meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the meeting is assembled, or, if there is no such group, where the chair of the meeting is.

20 Notice of General Meetings

- 20.1 Any General Meeting shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify that date, place and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under this constitution, entitled to receive such notice from the Society.
Provided that a meeting of the Society shall, notwithstanding that it is called by a shorter notice than that specified in this Clause, be deemed to have been duly called if it is agreed by 90% of the members entitled to attend and vote thereat.
- 20.2 References in this Clause to notice in writing shall include the use of electronic mail but shall not, for the avoidance of doubt, include making the notice available by text messaging, social media app or in a website.

21 Proceedings at General Meetings

- 21.1 All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting, with the exception of the consideration of the Society's accounts, the reports of the Trustees and Independent Examiner or Auditor, the election of trustees in place of those retiring and the appointment of, and fixing of the remuneration of the Accounts Examiner, shall also be deemed special.
- 21.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, the quorum of members shall be not less than thirty of the members entitled to attend and vote at that meeting present in person or by proxy.
- 21.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such a day and such a time and place as the Board of Trustees may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- 21.4 The Chair of the General Meeting ('the Chair') may, with the consent of any meeting at which a quorum is present (and shall if directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21.5 The Chair of the Board of Trustees shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose any other member of the Board of Trustees, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Society who shall be present to preside.
- 21.6 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands), demanded:
- 21.6.1 By the Chair; or
- 21.6.2 By at least two members present in person or by proxy; or
- 21.6.3 By any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting.
- 21.7 Except as provided in Clause 21.9, if a poll is duly demanded it shall be taken in such a manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting, for the avoidance of doubt, at which the show of hands takes place or at which the poll is demanded shall be entitled to a second, or casting, vote.
- 21.9 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 21.10 Where a general meeting has been called and properly constituted within an electronic environment, no electronic votes may be held as the origin of such votes cannot be independently verified. Any matters raised in such a general meeting which require a decision to be made and which would require a vote to determine a resolution, will be subject to a postal ballot of members at a date to be determined by the Board of Trustees.

22 Votes of members

- 22.1 On a show of hands, every member present in person or by representative or by proxy shall have one vote. On a poll, every member present in person or by representative or by proxy shall have one vote.
- 22.2 A resolution put to a General Meeting of the Society to alter the constitution of the Society shall require the approval of a simple majority of the members of the Society in attendance at the meeting, either in person or by proxy.
- 22.3 No member shall be entitled to vote at any General Meeting unless all membership subscriptions presently payable by them to the Society have been paid.
- 22.4 On a poll votes may be given either personally or by proxy.
- 22.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorised in writing. A proxy need not be a member of the Society.
- 22.6 An appointment under a proxy notice may be revoked by delivering to the Society a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given; such revocation to be in the hands of the Secretary prior to the start of the meeting or adjourned meeting to which it relates.
- 22.7 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notifiably certified copy of the power of attorney shall be deposited with the Secretary of the Society, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, and in default the instrument of proxy shall not be treated as valid.
- 22.8 An instrument appointing a proxy shall be in the following form or form as near as thereto as circumstances admit:

“The British Cactus and Succulent Society

I, *insert name* the undersigned of *insert address* being a member of the BCSS hereby appoint *insert name of proxy* of *insert address of proxy* or, failing them the Chair as my proxy to vote and speak for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Society to be held at *insert place of meeting*, on the *insert numerical date* day of *insert month and year*, and at any adjournment thereof.

Signed:

date:

This form is to be used in favour/against the resolution(s). Unless otherwise instructed, the proxy will vote as they think fit.

The proxy will vote on the undermentioned resolution(s) as indicated:

Resolution 1 *[text]* FOR AGAINST

Resolution 2 *[text]* FOR AGAINST

- 22.9 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 22.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Secretary of the Society before the commencement of the meeting or adjourned meeting at which the proxy is used.

23 Branches and Zones

- 23.1 Branches are regarded as independent parts of the structure of the Society, created to support members in a specific geographical area and allow them to expand their knowledge and enjoyment of understanding and growing these plants. Branches are expected to promote the objects of the Society and adhere to the following principles:
- 23.2 Branches should have their own constitution and be managed by a branch committee, members of which should be members of the Society.
- 23.3 On joining the Society, members will be allocated to a branch within their locality, although members would be free to join any branch or attend any meetings which any branch might hold.
- 23.4 Branches will be allocated to a Zone by the Society and should nominate a representative to attend any such meetings the zone may wish to hold.
- 23.5 Zones should appoint a committee comprising representatives from its constituent branches to manage the affairs of the Zone.
- 23.6 Branches and Zones should maintain proper accounts and records of receipts and expenditure; should not incur any commitments exceeding their financial resources and arrange to have such accounts independently examined on an annual basis.
- 23.7 On the dissolution of a branch or zone any funds or other assets should be transferred to the Society.

24 Amendments to the Constitution

- 24.1 Notice to propose any amendment to the Constitution must be given in writing, with a draft of the proposed change, and signed by a proposer and seconder, both of whom must be paid-up members of the Society at the time the proposal comes to be voted on. Such proposals should be submitted to the Secretary of the Society.
 - 24.1.1 Where a person ceases to be a member, for whatever reason, and the proposal has not reached the stage of a vote, the proposal will be deemed to have failed and not voted on.
- 24.2 Proposed amendments will be circulated to members for consideration and voted on at the next Annual General Meeting or, at the discretion of the Board, at an Extraordinary General Meeting called for that purpose.
 - 24.2.1 Amendments to the proposal or counter-proposals (in line with clause 24.1 above) may be lodged for discussion along with, or in place of, the original proposal.
 - 24.2.2 Where attendance at a meeting is not possible or practicable, a postal ballot will be held.
- 24.3 Amendments will be deemed to have been passed if a simple majority vote in their favour. In the event that a vote is tied, the proposal to amend the constitution will be deemed to have failed and the status quo will remain. For the avoidance of doubt, the Chair of the meeting will not have a casting vote.

25 Winding-up

- 25.1 If upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given, paid or transferred to some other charitable body or fund having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 17.1 hereof, or in default thereof to some other charitable purpose.

Approved by the Board of Trustees on

Signed:
(Print name):

Position:

Adopted in General Meeting at

on

Signed:
(Print name):

Position: