THE CONSTITUTION OF PLANT HERITAGE GUERNSEY

Adopted on the 20 MARCH 2023

1. NAME

The charity's name is Plant Heritage Guernsey.

2. DEFINITION OF TERMS

In this document:

- Plant Heritage Guernsey is referred to as 'PHG'
- PHG is an affiliated body of Plant Heritage UK (Registered Charity no. 2222953) which shall be referred to as 'Plant Heritage'.
- The Purpose and Mission of PHG (its 'Objects') are set out below.
- PHG shall be managed by a committee of members called the Management Committee and referred to in this document as 'the Committee'.
- Members of the Committee shall be referred to as 'Committee Members'.
- Members of PHG shall be referred to as 'members'.
- The Bailiwick of Guernsey shall be referred to as 'the Bailiwick'.
- The Annual General Meeting shall be referred to as 'the AGM'.
- A 'virtual meeting' is a meeting of members of PHG or a meeting of the Committee where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need to be physically present at the same location. A member or a Committee Member attending a meeting by such means shall be deemed to be attending virtually.
- A 'hybrid meeting' is a meeting of members or Committee Members at which some participants are attending the meeting in person and others are attending virtually.

3. THE OBJECTS OF PHG ARE:

As an affiliated body, to act in accordance with and promote the aims and objects of Plant Heritage within the Bailiwick, and particularly:

- to preserve and conserve old, rare and endangered species, varieties and cultivars of garden plants and their environments which have characteristics worthy of preservation;
- to promote and encourage interest, research, study, cultivation and propagation of such plants and their environments, particularly where these garden plants have a connection to the Bailiwick;

- to provide information, records and registration of plants growing and cultivated in the Bailiwick and also of gardens established there;
- to encourage the cultivation in gardens of rare or endangered plants and to increase the variety of garden plants available to gardens through supporting and undertaking propagation activities and plant sales;
- to educate the public in the importance of Plant Heritage's work, as well as in horticultural knowledge and skills, especially in the field of plant and garden conservation;
- to work in partnership with organisations that can support PHG's Objects;
- to raise funds to support this work.

4. LEGAL STATUS

PHG is an unincorporated association. It is registered as a charity under The Charities and Non Profit Organisations (Registration) (Guernsey) Law 2008 with registration number CH125.

5. MANAGEMENT COMMITTEE

(1) The Committee is appointed at the AGM of PHG to manage the affairs of PHG as further detailed below.

(2) There should be a minimum of three and a maximum of fifteen Committee Members.

(3) Committee Members shall be elected by members at each AGM to serve for a one-year term. They will retire at each AGM and may stand for re-election.

(4) Between AGMs, the Committee may appoint up to 5 additional Committee Members. They will stand down at the next AGM and be eligible for re-election.

(5) A majority of Committee Members must be resident in Guernsey or Alderney.

(6) The minimum three Committee Members are the Chair, the Treasurer and the Secretary.

(7) The Treasurer, the Chair and the Secretary must be unconnected.

(8) Committee Members must be people of integrity and probity who have suitable and appropriate skills and experience.

6. CARRYING OUT THE OBJECTS

In order to carry out PHG's Objects, the Committee Members have the power to:

(1) raise funds, receive grants and donations;

(2) apply funds to carry out the work of PHG, including the rental of premises and the acquisition or rental of plant and equipment;

(3) accumulate sufficient reserves to protect PHG against long term risks;

(4) invest funds in shares, stocks or securities;

(5) co-operate with and support other charities with similar objects;

(6) do anything which is lawful and necessary to achieve the Objects.

7. MEMBERSHIP

(1) PHG shall have a membership. Classes of membership and voting rights at General Meetings are set out below.

(2) Membership is open to individuals and to organisations.

(3) There shall be a minimum of three members.

(4) Fees for membership shall be determined by the Committee.

(5) The Committee may only refuse an application for membership if they consider it to be in the best interests of PHG. The Committee must inform the applicant in writing of the reasons for refusal. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant and shall be final.

(6) Membership lasts for one year to 31 December each year and may be renewed annually.

(7) Subscriptions shall be due on 15th January each year or, in the case of new members, on the date of joining.

(8) New members joining during the year pay a full year's subscription in their first year, except that if a member joins after 1st November the annual subscription shall cover the period up to the end of the following year.

(9) Members are not entitled to participate in the activities of PHG until their subscriptions are paid.

(10) Any member neglecting to pay their subscription for a period of six calendar months from 1st January shall be deemed to have resigned from PHG.

(11) Membership is not transferable to anyone else.

(12) Classes of membership are:

- Ordinary membership: ordinary members shall be entitled to one vote.
- Household membership: two individuals residing at the same address; each shall be entitled to one vote.
- Student membership: available to those under the age of 25 and in full time education; student members will have no voting rights. A student member may hold a position on the Committee to represent the interests of student members but is not eligible to vote on Committee matters.
- Honorary membership: by invitation at the discretion of the Committee; an honorary member shall be entitled to one vote.
- Corporate membership: available to organisations approved by the Committee; a corporate member shall have one vote to be exercised by a person nominated in writing by that member.

(13) Membership is terminated if:

- The member dies or, if it is an organisation, ceases to exist;
- The member resigns by written notice to PHG unless, after the resignation, there would be fewer than three members;
- The member is removed from membership by a resolution of the Committee that it is in the best interests of PHG that the membership is terminated. A resolution to remove a member from membership may only be passed if:

  a) the member has been given at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed.

  b) the member or, at the option of the member, the member's representative (who need not be a member of PHG) has been allowed to make representations to the meeting.

(14) The Committee may at its discretion invite a distinguished or other suitable person to become an honorary member and act as Patron of PHG.

8. GENERAL MEETINGS

(1) The Committee must call a General Meeting of members:

- annually (the AGM), the requirements for which are set out below;
- if the Committee considers it is necessary to change the Constitution;
- if the Committee receives a written request from ten or more members; or
- to wind up PHG.

(2) The Committee may also itself call a General Meeting to consult the membership on any matter of importance.

(3) All voting members must be given fourteen days' notice of any General Meeting, stating the time and place of the meeting and including an agenda for the meeting. A proxy form approved by the Committee shall accompany each such notice. The accidental failure to give notice of meeting to a member, or the non-receipt of notice by any member, shall not invalidate the proceedings or any resolutions duly passed at such meeting.

(4) Any voting member may, by notice given in writing to the Secretary on such proxy form and received prior to the meeting, appoint either the chair of that meeting or another voting member to act as their proxy for that meeting. Any member so represented shall be deemed to form part of the quorum for that meeting.

(5) At the sole discretion of the Committee, at any General Meeting members may attend virtually and such meetings may be virtual or hybrid meetings.

(6) Any member or their proxy attending virtually shall have the same rights to participate in the meeting and vote as if attending in person.

(7) All decisions require a two thirds majority of those present and voting at the meeting.

(8) No business shall be transacted at any General Meeting unless a quorum is present. A quorum is twenty members entitled to vote upon the business to be conducted at the meeting.

If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine. The Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the time and place of the meeting. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time, provided that at least three unconnected members are present, shall constitute the quorum for that meeting.

(9) Voting rights are as set out above. In the event of a tied vote, the Chair of the Committee shall have a casting vote.

(10) Members in General Meeting may vote to dismiss a Committee Member for any reason before the Committee Member's term of office expires.

(11) Changes to the Constitution can be made at AGMs or General Meetings. No change can be made that would make PHG no longer a charity.

9. ANNUAL GENERAL MEETING

(1) The AGM must be held once in each calendar year, with 14 days' notice being given to all members, including an agenda for the meeting.

(2) Not more than fifteen months may elapse between successive AGMs.

(3) The Committee shall present the annual report and accounts of PHG at the AGM. The members may elect to have these independently verified.

(4) Any member who has been nominated by a member and seconded by another member may stand for election at the AGM as a Committee Member.

(5) Nominations for election must be received by the Secretary at least seven days before the AGM.

10. DUTIES OF THE MANAGEMENT COMMITTEE

(1) Committee Members must act according to the provisions of this Constitution, in good faith at all times, and acknowledge their general duty of care.

(2) Committee Members must hold at least three Committee meetings each year.

(3) All Committee Members are expected make reasonable efforts to attend all Committee meetings, if practicable.

(4) At the discretion of the Chair, Committee meetings may be virtual or hybrid. Any Committee Member attending virtually shall have the same rights to participate in the meeting and vote as if attending in person.

(5) Committee Members may act by majority decision with a casting vote by the Chair in the event of a tied vote.

(6) At least three unconnected Committee Members must be present at a meeting to be able to take decisions.

(7) If any Committee Member has a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.

(8) A Committee Member may resign his position at any time by notice to the Secretary. The Committee may at any time by a majority vote of all Committee Members agree to dismiss a Committee Member. The Committee may fill any such casual vacancies at its discretion to serve until the next AGM.

(9) Minutes shall be kept for every meeting of the Committee.

(10) The Committee may elect one of their number to act as Vice-Chair at any time.

(11) The Committee must ensure that accounts are kept for PHG. The most recent annual report and accounts must be made available to members at the AGM, and thereafter, on written request, to members or the general public.

(12) Committee Members have a duty to ensure that the financial position of PHG is satisfactory and prudent.

(13) The Committee must keep a register of names and contact details of the members which may include telephone number, postal address and email address.

(14) Committee Members may not receive any money or property from PHG, except to refund reasonable out of pocket expenses.

(15) The Committee may make reasonable additional rules to help run PHG. These rules must not conflict with this Constitution or the law. In particular, the Committee may appoint sub-Committees on such terms as it thinks fit to deal with specific matters. Such sub-Committees must report to the Committee and, in the absence of express authority in writing, shall have advisory powers only.

(16) The Committee shall review its own performance annually, ahead of the Annual General Meeting, to ensure that PHG has fulfilled its obligations under the Constitution, and to discharge any legal obligations to which it is subject.

(17) The Committee shall review the activities of PHG every three years, to ensure that PHG continues to achieve its Objects effectively.

11. DUTIES OF THE CHAIR

The Chair:

(1) shall chair the meetings of the Committee and any General Meetings;

(2) shall act as the figurehead for PHG, representing it at functions and meetings, and in communication with the Media;

(3) shall also take the lead to ensure that Committee decisions are implemented; and

(4) shall also take urgent action when there is no time to call a Committee Meeting, such action to be ratified at the next Committee Meeting.

In the absence of the Chair, the Vice-Chair or in his or her absence the Treasurer or Secretary may deputise for the Chair.

12. DUTIES OF THE TREASURER

The Treasurer:

(1) shall be primarily responsible for stewardship of PHG's finances;

(2) shall keep PHG's books of account;

(3) shall advise the Committee Members about financial matters, and, in particular, their financial responsibilities; and

(4) shall ensure that:

- money belonging to PHG is held as far as practicable in one or more bank accounts in the name of PHG.
- all payments to third parties are authorised by two unconnected Committee Members.
- appropriate checks on the provenance of donations and the bona-fides of beneficiaries are undertaken where required by law.
- the Committee are presented with appropriate financial reports at Committee meetings.
- appropriate accounting disciplines are undertaken, e.g. reconciliation of bank accounts.
- The annual report and accounts are produced, and independently verified, if required by the members in General Meeting, for presentation to the AGM.

13. DUTIES OF THE SECRETARY

The Secretary:

(1) shall deal with any correspondence;

(2) shall organise and minute proceedings at General Meetings of members, which minutes shall include the names of those appointed as Committee Members and the outcome of any votes taken at the meeting;

(3) shall circulate these minutes to members, once agreed by the Committee; and

(4) shall organise and minute meetings of the Committee; and

(5) shall ensure that PHG maintains its registration as a Guernsey charity and remains in good standing with the Registrar of Non Profit Organisations.

14. DISSOLUTION OF PHG

If, at General Meeting, the members determine to wind up PHG, any money or property remaining after payment of debts must be given to a charity in the Bailiwick with similar objects to PHG.

15. INTERPRETATION

If any dispute arises as to the interpretation of this Constitution, the matter shall be referred to the Committee, whose decision shall be final and binding on all parties