

POTTON FLOWER AND VEGETABLE SHOW

CONSTITUTION

1. Name:

The name of the organisation is Potton Flower and Vegetable Show ('the Organisation')

2. Administration:

Subject to the matters set out below the Organisation shall be administered and managed in accordance with this Constitution by members of the Management Committee, constituted by clause 7 of this Constitution ('the Management Committee')

3. Object:

The object of the Organisation ('the objects') are:

To arrange Potton Flower and Vegetable Show and any other related activities on behalf of the people of Potton and the surrounding area.

4. Powers:

In furtherance of the objects the Management Committee may exercise the following powers:

- a) power to raise funds and to invite and receive grants, donations and other contributions
- b) power to buy or lease and to maintain any equipment or materials necessary for the achievement of the objects.
- c) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and equip it for use
- d) power to sell, lease or dispose of all or any part of the property of the Organisation
- e) power to employ such paid workers (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects.
- f) power to publish the Schedule and any other materials in printed, recorded or electronic format and to hold intellectual property rights in any such material.
- g) power to co-operate with other organisations in furtherance of any of the objects or of similar purposes.
- h) power to provide indemnity insurance cover for the members of the Management Committee (or any of them) out of the funds of the Organisation: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Management Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed in reckless disregard of whether it was a breach of duty or breach of trust or not.
- i) power to do all such other lawful things as are necessary for the achievement of the objects.

5. Membership:

- a) Ordinary Membership of the Organisation shall be open to individuals who are interested in furthering the Organisation's objects.
- b) Prospective members should apply to any Committee member who shall inform the Management Committee no later than the next meeting of the Organisation.
- c) The Management Committee may by unanimous vote and for good reason terminate the membership of any member of the Organisation: Provided that the Ordinary Member concerned shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

6. Honorary Officers:

At the Annual General Meeting the members shall elect from among themselves the following Honorary Officers, who shall hold office from the conclusion of that meeting:

- . the Chair
- . the Minutes Secretary
- . The Correspondence Secretary
- . The Treasurer
- . The Press Secretary

7. Management Committee:

The Management Committee shall consist of:

- a) The Honorary Officers specified in the preceding clause:
- b) Other Ordinary Members as agree to serve the interests of the Organisation

The Honorary Officers shall retire from office together at the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed

A member of the Management Committee shall cease to hold office if he/she:

- a) has become incapable by reason of mental disorder, illness or injury of managing his or her own affairs
- b) is absent without permission of the Management Committee from all its meetings held within a period of six months and the Management Committee resolves that he/she shall cease or hold office
- c) notifies the Management Committee of his/her resignation: Provided that at least three members of the Management Committee will remain in office when the notice of resignation is to take effect.

8. Meetings and Proceedings of Management Committee:

- a) The Management Committee shall hold meetings as necessary throughout the year. A special meeting may be called by the chair at the request of any two members of the Management Committee.
- b) There shall be a quorum when six persons are present at the meeting.
- c) When a vote is taken the matter shall be decided by a majority of those present and voting. In the case of equality of votes the chair shall have a second or casting vote.
- d) The Minutes Secretary shall keep minutes of the proceedings of the Management Committee
- e) In the absence of the Chair or Secretary the first business of the meeting shall be to ensure that a substitute is appointed for the duration of the meeting.

9. Receipts and expenditure:

- a) The funds of the Organisation including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Organisation at such bank as the Management Committee shall from time to time decide. Funds belonging to the Organisation shall be applied only in furthering its objects.
- b) All cheques, and any other instruction to a financial institution for withdrawal of funds, shall be signed by two signatories. Signatories shall be appointed by the Management Committee.
- c) Where funds are received by donation, grant, gift, bequest or otherwise for specifically designed purposes, where requested by the donor, such funds shall be held as restricted funds and shall only be used for the purposes defined by the donor. They shall be reported in the accounts as restricted funds. If such moneys cannot be spent in accordance with the conditions of their donation, any unspent balance shall be returned to the donors or to their trustees, or otherwise used only as the donors or trustees permit. In the absence of such requirement or permission, after reasonable notice to the donor(s) or trustee(s), the Management Committee shall apply such funds to purposes as near as possible to those for which the funds were granted.

10. Accounts:

- a) The Treasurer shall present to each ordinary meeting of the Management Committee an up-to-date statement of the accounts.
- b) The Treasurer shall prepare annual statements of accounts which, after examination by an independent person appointed by the Management Committee, shall be presented to the Annual General Meeting.

11. Indemnity:

No member of the Management Committee shall be liable:

- a) for any loss to the property of the Organisation by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- b) for the negligence or fraud of any agent employed by her/him or by any other member of the Management Committee in good faith (provided reasonable supervision shall have been exercised)

and no member of the Management Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Management Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member whom it is sought to make liable.

12. General Meetings:

- a) There shall be an Annual General Meeting of the Organisation which shall be held in the month of November each year or as soon as is practicable thereafter. Every Annual General Meeting shall be called by the Management Committee. The secretary shall give at least 21 days notice of the Annual General Meeting to all the members of the Organisation who shall be entitled to attend and vote at the meeting
- b) The business of each Annual General Meeting shall be:
 - i) To receive the Annual Report of the Management Committee
 - ii) To receive the and examine the accounts of the Organisation for that financial year.
 - iii) To elect Honorary Officers specified in Clause 6 of this Constitution
 - iv) To consider and vote on any proposals to alter this Constitution in accordance with clause 13 of this Constitution.
 - v) To consider any other business of which due notice has been given
- c) The Management Committee may call a Special General Meeting at any time. If at least ten members of the Organisation request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting without delay. At least 21 days notice must be given and the notice must state the business to be discussed.

13. Procedure at general meetings.

All general meetings shall be chaired by the Chair appointed at the preceding Annual General Meeting or, in his/her absence, by a person appointed at the beginning of the meeting. The Secretary or some other person specially appointed by the meeting shall keep a full record of proceedings at every general meeting. There shall be a quorum when six persons are present.

14. Alterations to the Constitution:

This Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. Where the alteration involves a change to Clause 3 (the Objects), Clause 15 (Dissolution) or to this clause, at least 21 days prior notice must be given to all members.

15. Equal Opportunities:

Potton Flower and vegetable Show is committed to the promotion of equality of opportunity. All volunteers, members and anyone who may work for the Organisation will be treated equally, irrespective of:

- Gender
- Marital or civil partnership status
- Having or not having dependants
- Religious belief or political opinion
- Race (including colour, nationality, ethnic or national origins)
- Disability
- Sexual orientation
- Age

The Organisation is opposed to all forms of unlawful and unfair discrimination. All members, volunteers and others who may work with us will be treated fairly and will not be discriminated against on any of the above grounds.

Our equal opportunities policy will help all those who volunteer, are members or may work for us to develop their full potential and the talents and resources of everyone will be utilised fully to maximise the efficiency of the Organisation.

The Organisation is committed to:

- Promoting equality of opportunity for all persons
- Promoting a good and harmonious working environment in which all persons are treated with respect.
- Preventing occurrences of unlawful direct discrimination, indirect discrimination, harassment, and victimisation
- Fulfilling all our legal obligation under the equality legislation and associated codes of practice
- Complying with our own equal opportunities policy and associated policies

Anyone who believes that they have suffered any form of discrimination, harassment or victimisation are entitled to raise the matter through the Chairman of the Organisation.

All complaints of discrimination will be dealt with seriously, promptly, and confidentially.

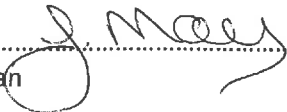
16. Dissolution:

If the Management Committee decides that it is necessary or advisable to dissolve the Organisation it shall call a General Meeting of all the members of the Organisation, of which not less than 21 days' notice shall be given. If the proposal is confirmed by a two thirds majority of those present and voting, the Management Committee shall have the power to transfer any assets remaining (after the satisfaction of any proper debts and liabilities) to such other organisation or organisations (having objects similar to the Organisation) as the General Meeting or the Management Committee (in the absence of direction from the General Meeting) may determine.

17. Disposal of assets:

In the event of winding-up of the Organisation, the division of profits or assets among group members is prohibited. Any assets remaining after the payment of debts and liabilities will be transferred to a charitable / not for profit institution or institutions with similar community-focused objectives. No remaining assets will be distributed to members.

Signed
Chairman



Dated 30 Nov 2018