

ARTICLES OF ASSOCIATION OF THE COLWALL ORCHARD GROUP

1 Name

The association shall be known as "the Colwall Orchard Group"(hereinafter referred to as "the Group").

2 Membership

Anyone may become a member of the Group upon payment of such subscriptions as are determined by the Group in General Meeting from time to time. Payment of a subscription constitutes the payor's agreement to abide by these Articles and any other rules or bye laws so made by the Group all as amended from time to time (hereinafter collectively referred to as "the Rules").

3 Object of the Group

The Object of the Group is to sustain, promote and celebrate traditional orchards in the parish of Colwall to the benefit of the whole community by:

- Promoting the conservation, restoration and enhancement of traditional orchards
- Educating and engaging the general public in sustaining orchards for future generations
- Celebrating orchards and encouraging and facilitating wider use of orchards and local sustainable orchard produce

4 Management Committee

4.1 The affairs of the Group shall be managed and administered by a Management Committee ("the Committee ") of up to six members of the Group. The Committee shall include the Chair, a Secretary and a Treasurer, though other officers may be elected, if considered appropriate by a General Meeting.

4.2 Tenure of any post on the Committee and of all other offices voted for at a General Meeting, whether permanent or temporary, shall be voluntary, unpaid and open only to Members of the Group.

4.3 These Officers, having been duly proposed and seconded with their agreement and elected by majority vote at an Annual General Meeting of the Group, with a quorum of 6 members of the Group present, shall hold office until the conclusion of the next Annual General Meeting.

4.4 Officers shall be eligible for re-election each year.

4.5 In exceptional circumstances, following the tabling of a specific agenda item to the effect, an Officer may be dismissed by a majority vote at a General Meeting, with a quorum of six members present.

4.6 The Committee shall meet to discuss issues relating to objectives of the group no less twice a year

4.7 Three member of the Committee shall form a quorum for committee meetings

4.8 Every question shall be decided by a majority of votes cast and if the votes are even the Chair will have the casting vote in addition to his vote as a member.

4.9 The Chair, Secretary, Treasurer and other elected members of the Committee shall keep accurate records of their dealings on behalf of the Group which shall be available for inspection by Members.

5 Powers

5.1 The Management Committee shall manage the affairs of the Group in accordance with the Rules and for that purpose shall have all such powers as are necessary to enable them so to do including without prejudice to the generality of the foregoing:

5.2 Power to raise funds and receive contributions;

5.3 Power to buy, take on lease or in exchange any property and to maintain and equip it for use;

5.4 Power to sell, lease or otherwise dispose of all or any other part of the Group's property, subject to complying with any restrictions placed on disposals;

5.5 Power to borrow money and to mortgage all or any part of the Group's property, as security for repayment of the money borrowed;

5.6 Power to co operate with other organisations, charities, voluntary bodies and statutory authorities and to enter into any partnership or arrangement with any such body as has objects conducive to the fulfilment of the Objects of the Group

5.7 Power to enter into any legal agreement for the purposes of the Objects of the Group

6 Group meetings

6.1 Members of the Group shall be eligible to vote at General Meetings.

6.2 At least seven days advance notification of the date and agenda of any General Meeting shall be circulated to the Members.

6.3 Items for the agenda of the next General Meeting, proposed by the Committee or any Members, shall be communicated to the Secretary a sufficient time in advance to allow preparation for the meeting.

6.4 An Annual General Meeting shall be held at such time as the Committee or a General Meeting shall decide, but within 15 months of the previous AGM.

6.5 The business of the Annual General Meeting will include reports from the Chair, the Secretary and the Treasurer.

6.6 Special General Meetings may be called if considered desirable by a minimum of 6 Members. The Secretary shall advertise the date and agenda at least 14 days in advance.

7) Finance

7.1 The Committee shall open and maintain a bank account in the name of the Group and all monies received from any source on behalf of the Group shall be paid into that account.

7.2 Records and accounts of all transactions shall be kept by the Treasurer and shall be available for inspection by Members.

7.3 A summary of the accounts for the preceding year shall be presented at the Annual General Meeting.

7.4 Cheques shall be signed by any two of the elected officers.

7.5 All profits arising from the general business of the Group and all contributions received shall be used for the accomplishment of the objects of the Group.

8 Trustees not to have a personal interest

8.1 No member of the Management Committee may acquire or hold any interest in property of the Group (except in order to hold it as trustee for the members of the Group).

8.2 Any member of the Management Committee who possesses specialist skills or knowledge may charge and be paid reasonable charges for business done by him or her or his or her firm when instructed to act on behalf of the Group.

9 Power of Amendment

9.1 Amendment to this constitution may be made at General Meetings, Special General Meetings or Annual General Meetings, subject to 14 days notice of the intended changes to be considered at the meeting. Amendments may only be adopted by majority vote in a quorate meeting.

10 Power of dissolution

10.1 If the Management Committee decide that it is necessary or advisable to dissolve the Group, they shall call a meeting of Members of which not less than 14 days notice (stating the terms of the resolution to be proposed) shall be given to all Members. If the proposal is confirmed by two thirds of

those present and voting, the Management Committee shall have power to realise any assets held by or on behalf of the organisation.

10.2 Any assets remaining after the satisfaction of any proper debts or liabilities shall be given or transferred to some other institution having similar aims as the Members may determine, or if that cannot be done, shall be applied for some charitable purpose.