

Draft Co-operative Rules for Camberwell and District Allotment Society

Agreed by the CDAS Committee on 22 March 2023
Presented to the AGM of CDAS on 14 May 2023

These draft rules are subject to the approval of the National Allotment Society and the Financial Conduct Authority. Members are asked to authorise the CDAS committee to make any necessary adjustments to the rules arising from NSALG and FCA comments in order to proceed with implementation of the change of status to a cooperative without unnecessary delay.

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Camberwell & District Allotments Society Limited

THE NATIONAL ALLOTMENTS SOCIETY LIMITED

SPONSORSHIP RULES

1. NAME

1.1 The name of the organisation shall be Camberwell & District Allotments Society Limited hereafter referred to as **the Society**.

2. REGISTRATION

2.1 The Society shall be registered under the Co-operative and Community Benefit Societies Act 2014

3. REGISTERED OFFICE

3.1 The Registered Office of the Society shall be at *Grange Lane Allotment Site, Grange Lane SE21 7LH*. In the event of any change in the situation of the Registered Office, notice shall be sent to the Registrar.

4. USE OF NAME

4.1 The registered name of the Society shall be mentioned in legible characters in all business letters of the Society and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society and in all bills, invoices, receipts and letters of credit of the Society.

Any documentation or publication produced, or statements made under the heading of the Society must be approved by its Management Committee (herein referred to as **the Main Committee**) or under powers delegated by it.

5. OBJECTS / POWERS OF THE SOCIETY

5.1 The objects of the Society are to:

5.1.1 Manage the Society's allotment sites which at present are the sites known as Grange Lane Allotments and Gunsite Allotments which are both in Grange Lane, Dulwich London SE21 and Grove Allotments which is off Dulwich Common London SE22.

5.1.2 Promote allotment gardening as a community resource; encouraging participation and membership.

5.1.3 By various means further the interests of members with regard to the proper cultivation, good management and safe enjoyment of the allotments.

5.2 The powers of the Society are to:

5.2.1 Take measures to protect Members and each of the sites against damage, trespass and theft.

5.2.2 Maintain each of the sites and the facilities and if necessary erect, pull down, repair, alter or otherwise deal with any buildings thereon.

5.2.3 Conduct negotiations in respect of land and to manage lands held by the Society under lease or agreement.

5.2.4 For the Main Committee to delegate management powers for each site to a management committee of that site (herein called a **Section Committee**) to manage that site and for each site and its membership and management to be treated as a section of the Society (herein called a **Section**) and members of a Section are referred to as **Section Members**.

5.2.5 Co-operate with central or local government and any other bodies to achieve the objects.

5.2.6 Do all such other lawful things as may further the Society's objects and, in particular, may borrow or raise funds for any purpose and on behalf of its members.

6. MEMBERSHIP

6.1 Membership shall be open to the following persons and bodies who support the objects of the Society:

6.1.1 Full membership of the Society and a Section shall be open to Plot Holding Members (**Full Members**) who have paid the appropriate annual subscription or fee for the Society and rent for their plot to the Section of which they are a Section Member.

6.1.2 Associate membership of the Society and a Section shall be open to **Associate Members**, who by mutual agreement, share the use of a plot with a Plot Holding Member as a helper and who have paid the Associate Member annual subscription or fee to the Section of which they are a Section Member. A maximum of two associate members are allowed per plot unless a Section permits a different number of associate members on plots in that Section. Associate Member status does not confer an automatic right to take over the plot when the membership of the Plot Holding Full Member ceases for any reason. Associate membership does not confer voting rights at General Meetings or a priority entitlement to full membership or to a plot.

6.1.3 The terms member and membership shall include Full Members and Associate Members unless the context requires otherwise.

6.2 Allocation of Membership

6.2.1 Membership shall be open to such persons as may be admitted by the management committees from time to time as herein provided.

6.2.2 Allocation of membership shall be administered at Section level.

6.2.3 A Section Committee shall admit as a Full Member of the Society and that Section a person to whom the Section Committee may allocate a plot on its site and the arising membership shall be administered and managed by that Section Committee.

6.2.4 A Section Committee may admit as an Associate Member of the Society and that Section a person to share by mutual agreement the use of a plot with a Full Member on its site and the arising membership shall be administered and managed by that Section Committee.

6.2.5 The Section Committee shall have the right to, for good and sufficient reason, reject an application for a plot on its site and membership of any type.

6.3 Any member or associate member may be asked to relinquish their membership of the Society and a Section by resolution of a majority of members of the Section Committee of the appropriate Section of which the Member is a Section Member. In this event the member to whom the expulsion applied would have previously been given at least one verbal request by a spokesperson of the Section Committee and at least one letter (in writing or electronic form) from the Section Committee setting out the issue at hand. Such a member may appeal against the decision of the Section Committee to the Main Committee and such appeal shall be dealt with in accordance with the Rules of the Society.

6.4 A Member shall cease to be a member of the Society (and thereby a Section Member) in the following eventualities:

6.4.1 The death of the Member

6.4.2 The expulsion of the Member under Rules 6.3 and 7.2.

6.4.3 The withdrawal of the Member from the Society by sending notice in writing or in electronic form to the Section Committee of the appropriate section of which the Member is a Section Member.

6.4.4 The non-payment of subscription or fee or rent for a period of 40 days after it becomes due.

6.5 A member may withdraw from the Society by sending notice in writing or in electronic form to the Section Committee of the appropriate Section. Upon withdrawal, all sums paid by the Member on account of subscriptions, fees or rent or shares shall be forfeited, and the Member's share shall be extinguished-

6.6 Proceedings on Death or Bankruptcy of a Member – Upon a claim being made by:

6.6.1 The personal representative of the deceased Member; or

6.6.2 The trustee in bankruptcy of a Member who is bankrupt: or

6.6.3 The person entitled to receive any property in the Society belonging to such a member

the Society shall transfer or pay property to such a person or persons or as they may direct.

6.6.4 6.7 A Member may in accordance with the Act, nominate any individual or individuals to whom his/her property in the Society at the time of his/her death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act,

either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

6.8 The liability of members is limited to the amount of their shareholding.

7. MEMBERSHIP AGREEMENT

7.1 All members shall agree in writing to:

7.1.1 Accept the rules of the Society and to abide by the terms and conditions therein.

7.1.2 Adopt plot and site management practices as set by the Section Committee of the site to which membership relates and agreed by a majority of Section Members at a General Meeting of the relevant Section.

7.2 The Main Committee may expel a member whose conduct is proved to their satisfaction to be detrimental to the interests of his fellow members. Any charge against a member must be communicated in writing or electronic form. An appeal from a decision of the Management Committee under this Rule may be made to a Special General Meeting of the Society on the requisition in writing of 50 members.

8. SHARES

8.1 Every full member ie plot holding member admitted under Rule 6.1.1 shall hold one non-withdrawable share, which is not transferable. The share shall have the nominal value of £1 payable in full by a plot holding member on joining the Society.

8.2 Joint plot holding members shall hold one share each.

8.3 One share shall be the maximum shareholding of any member.

8.4 Shareholder records shall be retained in electronic form.

9. VOTING RIGHTS

9.1 Each full member i.e. all plot holding members, shall be entitled to one vote at Society general meetings and at general meetings of the Section for the site containing the full member's plot.

9.2 Joint members members shall be entitled to one vote each.

10. MANAGEMENT STRUCTURE AND ORGANISATION

10.1 The Governance of the Society shall be vested in the Annual General Meeting whilst day to day management of the affairs and property of the Society is delegated to the Main Committee. Each site of allotment plots held by the Society shall be managed as a separate Section with its own Section Committee as herein provided.

10.2 At the Annual General Meeting (AGM) of the Society full members of the Society shall elect a Chair, Secretary and Treasurer ("the Officers") of the Main Committee for the Society. The Main Committee shall comprise of not fewer than six members and not more than ~~nine~~ twelve being the Officers and including two Section Committee representatives nominated by each Section Committee. The Officers shall retire at the following AGM but shall be eligible for re-election.

10.3 Prior to each AGM all full members shall be given the opportunity to stand as a candidate as Chair, Secretary and Treasurer of the Main Committee (the three roles together called 'the Officers'). In the event of there being more than one candidate for a particular role the outcome shall be determined by a ballot of the full members present at the AGM.

10.4 The Main Committee shall be able to co-opt any additional members from the Section Committees to fill vacancies or additional roles, during the year provided there are equal numbers of representatives from each Section Committee.

10.5 Tenure of any post as a Main Committee Member shall be voluntary, unpaid and open only to full Members of the Society. Arrangements will be put in place by the Main Committee for the reimbursement of appropriate and legitimate out of pocket expenses.

10.6 The Officers and other members of the Main Committee shall keep accurate records of their dealings on behalf of the Society, which shall be available for inspection by Members.

10.7 Unless otherwise stated in these Rules a quorum for the Main Committee shall consist of five committee members including two Officers.

10.8 The Main Committee shall have the right to fill vacancies amongst the Officers and to co-opt such Full members as required for this purpose. The members so appointed as Officers shall hold office until the next Annual General Meeting.

10.9 Provisions concerning the governance and management of the Sections are set out in 11 below. The governance of the Sections is under the control of the Society and the management of the Sections is under the control of the Main Committee.

11. MANAGEMENT STRUCTURE AND ORGANISATION OF EACH OF THE ALLOTMENT SITES

11.1 Each allotment site shall be managed as a separate Section of the Society and the governance and day to day management of each Section shall be delegated to the Section Committees of that Section for that site which shall comprise a Chair, a Secretary and a Treasurer ("Section Officers") and other Full Section members to roles such as are considered appropriate at that time.

11.2 The Full Section members of a Section are free to adopt procedures for the governance of that Section provided that they accord with the objects of the Society and the provisions of Rule 13.6. and such procedures allow for annual general meetings of Section members and for the formation of a Section Committee either by:

11.2.1 the election by Full Section members from amongst themselves of a Chair, a Secretary and a Treasurer and other Full Section members to roles such as are considered appropriate at that time, or

11.2.2 the election by Full Section members from amongst themselves to roles such as are considered appropriate at that time and for the elected Section Committee to appoint Section Officers from amongst the Section Committee members.

11.3 Each Section Committee may set out rules for the day-to-day management of the Section's site subject to confirmation of the rules and any changes to them by the Full Section Members at a General Meeting.

11.4 Subject to and in default of the provisions of 11.2:

11.4.1 The Section Committees shall each comprise not fewer than five Full Section members and not more than twelve being the Section Officers and other duly elected Full Section members.

11.4.2 Section Officers and Section Committee members elected to serve under 11.2 shall serve until the next Section AGM or, if the members of a Section so decide for that Section, for a longer period not going beyond the third Section AGM after being elected. Section Committee members including Section Officers shall be eligible to stand for re-election.

11.4.3 The Full Section members of a Section are free to provide that:

11.4.3.1 Prior to each section AGM all Full Section members shall be given the opportunity to stand as a candidate for a Section Committee role and in the event of there being more than one candidate for a particular role the outcome shall be determined by a ballot of the Full Section members present at the Section AGM.

11.4.3.2 Prior notice be given to that Section's Full Members of applications for election to the roles of a Section Officer or membership of the Section Committee and to decide the period of such prior notice.

11.4.3.3 The Section Committee shall be able to co-opt any additional Full Section members to fill vacancies or additional roles, during the year.

11.4.4 A quorum for each Section Committee shall be five Section Committee members including two Officers unless determined otherwise by the a Section Committee and ratified at general meeting of that Section.

11.4.5 A Section Committee shall have the right to fill vacancies amongst the Section Officers and other positions on the Section Committee of that Section and to co-opt such Full members as required for this purpose. The members so appointed as Officers or Section Committee members shall hold office until the next Annual General Meeting.

11.5 Tenure of any post as a Section Committee Member shall be voluntary, unpaid and open only to Full Section Members and Full Members of the Society. Arrangements will be put in place by the Section Committee for the reimbursement of appropriate and legitimate out of pocket expenses.

11.6 The Section Officers and elected members of the Section Committee shall keep accurate records of their dealings on behalf of the Section and the Society, which shall be available for inspection by Members and the Main Committee.

11.7 In the absence of any decision to the contrary by a Section Committee or at a Section general meeting on matters in which it is competent to act, these Rules shall apply to each Section to the extent applicable.

12. DISPUTES AND APPEALS

12.1 Any unresolved dispute between a Section member and the Section Committee shall be subject to an appeal to the Main Committee of the Society. Any such appeal shall be made within 4 weeks of the decision being appealed against. The Main Committee shall meet within 21 days of being notified of the dispute to resolve the same.

12.2 At any meeting of the Main Committee considering an unresolved dispute under 12.1 members of the Section Committee involved in the dispute shall have no vote, and the quorum at such a meeting shall be not less than three members having the right to vote. Notwithstanding Rule 7.3, the decision of the Main Committee shall be final and binding.

12.3 Disputes between members shall initially be dealt with by the relevant Section Committee with a right of appeal to the Main Committee if no resolution can be reached at Section level.

13. MEETINGS

13.1 The Society shall in each year hold an Annual General Meeting at such time and place, as the Main Committee shall determine. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.

13.2 The Main Committee may also convene further General Meetings as deemed necessary.

13.3 Full Members will be given at least 21 days' notice of the Annual General Meeting and other General Meetings of the Society and the Full Section members of a Section will be given at least 21 days' notice of the Annual General Meeting and other General Meetings of that Section.

13.4 Special General Meetings of the Society may be called by either, a quorum of the Main Committee, or by written request from a member which states the reason for the meeting and is signed by at least 10%-of the membership. Such request to be delivered to the Secretary. The business of the Special General Meeting will be restricted to items on the original request with no amendments being accepted. Details will be notified to members, along with notice of the meeting, at least 21 days prior to the meeting date.

13.5 No business shall be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting of the Society shall be 20 of the shareholding members including two Officers being present. The quorum at any General Meeting of a Section shall be 10% of the shareholding members at each site including two of the Section Officers being present.

13.6 Each Section shall hold an Annual General Meeting. The rules for Section AGMs shall mirror the Society rules set out in Rules 13.1 to 13.3. The quorum at each Section AGM shall be 10% of the shareholding members at each site including two of the Section Officers being present. The rules for Special General Meetings of a Section shall mirror the Society rules set out in Rules 13.4 save that persons signing a written request for Special General Meeting shall be Section Members.

13.7 Unless otherwise under these Rules, members of the Main Committee and Section Committees will be given at least 14 days' notice of meetings of the committee of which they are members unless two-thirds of the members of that committee agree a shorter notice period.

14. MEMBERSHIP FEES AND SUBSCRIPTIONS AND OTHER PAYMENTS

14.1 At the General Meeting / Annual General Meeting of the Society held nearest to and prior to the financial year end in each year the Main Committee shall seek approval for any changes to the following payments due to the Society in the following financial year and the due date for those payments:

14.1.1 Annual Membership Fees or Subscriptions for Full Members but not rent for plots in a Section; and

14.1.2 The annual levy payable by each Section (currently 10% of the annual rent payable under the lease for that Section's site).

14.2 Each Section shall pay to the Society:

14.2.1 the rent due for the Site occupied by that Section, and

14.2.2 an annual levy based on the rent in 14.2.2 (currently 10% of the annual rent of payable for the Site occupied by that Section).

14.3 Each Section shall remit to the Main Committee:

14.3.1 the annual subscriptions or fees from Full Members of its Section,

14.3.2 the annual levy and

14.3.3 the annual rent and any other charges payable under the lease for its site.

14.4 At the General Meeting / Annual General Meeting of each Section held nearest to the beginning of the plot rental year of that Section in each year the Section Committee of that Section shall seek approval for any changes to the following payments due from Section members and the due date for those payments:

14.4.1 annual Membership Fees or Subscriptions for Associate Members of that Section (currently £3);

14.4.2 the annual rent due from Full Members of that Section for the plots held by them.

14.5 Annual membership fees and subscriptions and plot rental are due to be paid no later than 40 days after the due date for payment. Failure to pay on time can lead to termination of membership under Rule 6.4.4.

15. FINANCIAL AFFAIRS

15.1 The Society is a non-profit making organisation and all surplus funds arising from the business of the Society shall be used for the furtherance of the objects of the Society.

15.1.1 The Society shall have the power to borrow money from its Members and others to further its objects, providing the amount outstanding at any one time does not exceed £30,000.

15.1.2 The Society shall have the power to mortgage or charge any of its property including assets and undertakings of the Society, present and future and issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or persons having dealings with the Society.

15.1.3 The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Bank of England base rate at the commencement of the loan, whichever is the greater.

15.1.4 The Society may receive from any person grants or donations or loans free of interest in order to further its objects but shall not receive money on deposit.

15.2 The shares held by full members shall not carry any interest and shall not confer any right to dividend.

15.3 The Secretary shall register every issue or cancellation of shares by making an appropriate entry in the register of full members relating thereto.

15.4 Upon withdrawal from membership all sums paid by the Member on account of shares shall be forfeited and the Member's share shall be extinguished.

15.5 The Main Committee may open Bank or Building Society Accounts in the name of the Society in which shall be lodged all monies received on behalf of the Society. These accounts shall be used to administer and record funds received and disbursed on behalf of the Society. Any funds available for term investment may be invested to earn interest with a Bank or Building Society on the recommendation of the Main Committee and on approval by a majority of full members at a General Meeting.

15.6 At the conclusion of each financial year the Treasurer of the Society shall complete accounts and a balance sheet for the Society for presentation and approval at the Annual General Meeting of the Society. After approval the revenue accounts and balance sheet must be signed by the secretary and two committee members of the Society acting on behalf of the Main Committee.

15.7 Within the time allowed by legislation the Secretary will send to the Financial Conduct Authority an Annual Return of the Society's affairs (in the form prescribed by them) accompanied by the signed copy of the accounts and balance sheet, referred to in Rule 15.6.

15.8 Auditing of Society accounts and balance sheet:

15.8.1 The full members shall vote annually, at each annual general meeting, as allowed by Section 84 of the Co-operative and Community Benefit Societies Act 2014. At the Annual General Meeting to have, when necessary, in law or where the membership requires:

- An audit carried out by a qualified auditor
- An audit carried out by two or more lay auditors
- A report by a qualified auditor
- Or unaudited accounts, where the conditions for such exist

15.8.2 If a full audit or a report is required, a person who is a qualified auditor under section 91 of the Co-operative Community Benefit Societies Act 2014 shall be appointed. The qualified OR lay auditors, if so appointed, shall not be officers or servants of the Society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Society. Lay auditors shall be chosen by the Main Committee from the general membership and/or others.

15.8.3 If the full members vote for unaudited accounts, the society's income and expenditure ledger shall be scrutinised by the secretary and the Main Committee members only and signed, as a true record, by the Secretary and two Committee members or any other number as may be required by legislation. An income and expenditure report will be prepared to present to the Society's members at each Annual General Meeting.

15.9 Each Section Committee may open Bank or Building Society Accounts in the name of the Section in which shall be lodged all monies received on behalf of the Section. These accounts shall be used to administer and record funds received and disbursed on behalf of the Sections and shall remain the assets of the ~~main~~ Society.

15.10 At the conclusion of each financial year the section Treasurers shall complete accounts and a balance sheet for presentation and approval at the section AGM. The Section accounts and balance sheet shall be presented to the Main Committee Officers for inspection and approval.

15.11 Subject to the inspection and approval of the accounts of each Section under Rule 15.10, the provisions of Rules 15.7 and 15.8 shall apply to such accounts which will be treated as part of the accounts of the Society.

16. NOTICES AND COPIES OF RULES

16.1 Notices under these Rules or under any delegated powers may be given by electronic means.

16.2 It shall be the duty of the Main Committee to supply free of charge to all members a copy of current rules which may be delivered by email or by delivery of a hard copy or by access to an online copy. Where a member has already been provided with a copy there may be a charge of up to £5 for a second copy (under s18 of the 2014 Act).

16.3 It shall be the duty of the Section Committee to supply free of charge to all Section members a copy of the rules for the day-to-day management of the Section's site which may be delivered by email or by delivery of a hard copy or by access to an online copy. Where a member has already been provided with a copy there may be a charge of up to £5 for a second copy.

17. AMENDMENT AND APPLICATION OF RULES

17.1 Changes to the rules of the Society (ie. new rules made, rules amended or rescinded) may only be made at a General Meeting and when a majority of voting members who are present at the meeting approve the change.

17.2 No new rule or amendment of a rule is valid until registered with the Financial Conduct Authority in accordance with the 2014 Act.

17.3 The Society shall be run in accordance with its registered rules.

18. INDEMNITY AND INSURANCE

18.1 Every member of the Committee and the Section Committees shall be indemnified by the Society against all losses and liabilities incurred by him in relation to the execution of his Office providing that nothing in this clause shall entitle him to any indemnity against liability arising through a criminal act or fraud or similar actions on his part.

18.2 The Main Committee may decide to purchase and maintain insurance at the expense of the Society for the benefit of any member or former member of the Main Committee and/or any of the Section Committees in respect of loss or liability which has been or may be incurred by such a member in connection with their duties or powers in relation to the Society or any Section.

19. DISSOLUTION

19.1 The Society may at any time be dissolved by the consent of three-fourths of the full members testified by their signatures to an instrument of dissolution in the form prescribed in the 2014 Act.

19.2 If on winding up or dissolution of the Society, any of its assets remain to be disposed of after its liabilities are satisfied, none of these assets shall be distributed among the Full Members but should be passed to an organisation with similar objects.