

Rules to underpin our Memorandum & Articles of Association

Rule 1: Members are defined as Life members, members paying annual/monthly subscriptions, and honorary members.

Rule 2: Horticultural or other societies and associations, libraries, clubs, local authorities, public bodies, government departments, companies, firms, partnerships, institutions and similar bodies in any part of the world may if approved by the Board become associated to the Company on payment of a fee of such a sum as may be determined from time to time by the Board and the Board may lay down scales of association fees which differentiate between different bodies. Any such body may subscribe to the Company's publications without formally affiliating to it.

Rule 3: The term 'member' shall include an associated body and a branch or group, the term 'subscription' an association fee and an annual fee, and the term 'membership' association of any body or branch or group.

Rule 4: At the discretion of Board any group which might comprise individual members of the Company who desire to work together in any area or locality or in any overseas land or in any area or locality of any overseas land to further the aims of the Company may be collectively associated to the Company as a branch or group. Board may as it thinks fit merge or disband a branch or groups.

Rule 5: Membership of the Heritage Seed Library shall be limited to members of Garden Organic.

Rule 6: One vote per Garden Organic membership, but an associated body and a branch or group will not have voting rights (no associate vote).

Rule 7: In the case of the election of the members of the Council, voting shall be by a system of remote (electronic and/or postal) voting. Every member of the Company entitled to attend and vote at the Annual General Meeting shall receive a ballot paper from the Secretary of the Company not later than twenty eight clear days before the day appointed for the Annual General Meeting. Voting shall be counted on the candidate with the most votes - 'first past the post'

Rule 8: The number of the elected members of the Board shall not, unless the Company in General Meeting otherwise determines, be less than 5 nor exceed fifteen, including the Chairperson and the Vice Chairperson(s). There will be a Chairperson and up to two Vice Chairperson(s) who shall be duly elected by the Board of Trustees only.

Rule 9: "Members of the Board shall hold office for 5 years save to the extent that the said term of office is shortened by retirement by rotation pursuant to the following provisions of this Rule.

a) As from the second Annual General Meeting one fifth of the Board shall retire by rotation from office.

b) Subject to the provisions of the Act the members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or reappointment.

c) As between persons who became or were last reappointed as Members of the Board on the same date those to retire shall (unless they otherwise agree among themselves) be determined by lot.

d) Members of the Board due to retire by rotation who wish to continue as trustees must be included in any election/ballot.

e) Members of the Board due to retire by rotation before the expiry of their 5 year term of office and wishing to continue in office are entitled to stand in any election/ballot provided they are proposed and seconded in accordance with paragraph 25 of the Memorandum and Articles.

Rule 10: Members of the Board may stand for re-election at the expiring of his/her term, but after the expiry of two terms (maximum 10 years) such a person cannot stand for re-election at the next two AGMs.

Rule 11: Honorary Officer Appointments, term of office - At the first Board meeting following the confirmation of the resignation, retirement or other removal from office of the previous incumbents (in the usual course of business the meeting before the Annual General Meeting) the Board shall elect, from amongst their number, a Chairperson, Vice Chairperson(s) and Treasurer who shall be Chairperson, Vice Chairperson(s) and Treasurer of the Board and of the Company. Such Chairperson, Vice Chairperson(s) and Treasurer shall remain in office as members of the Board and as Chairperson, Vice Chairperson(s) and Treasurer for a period of 3 years only unless there is no nomination for that post, in which case the Chairperson, Vice Chairperson(s) and Treasurer may serve for one further three year term. Honorary officers can only serve a maximum of two terms. Honorary Officer elections will be staggered

(Chair 2016, Vice-Chair 2017, Treasurer, 2018) and elections will rotate on a three year cycle thereafter. The Chair, Vice-Chairperson(s) and Treasurer shall be exempt from the retirement by rotation, whilst holding those positions.

Rule 12: The office of a member of Board (including Honorary Officers) shall be vacated if not less than two thirds of all the Members of Board for the time being resolve with reasonable cause that their office be vacated.

Rule 13: A Board member must be a member of Garden Organic at the time of appointment, but it is not a requirement at the time of selection. A panel of trustees should be selected to meet all potential trustees.

Rule 14: The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced to less than the number prescribed by or in accordance with these Articles as the necessary quorum of the Council, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Rule 15: Current staff cannot stand as Trustees. Former employees cannot stand for election at the next two AGMs after they cease employment.