

# Constitution of The Saxifrage Society

**1. Name:** The name of the body is 'The Saxifrage Society'.

**2. Main Object:** The main aim for which the body is established is to encourage the cultivation of Saxifrages in gardens and the enjoyment of them in the wild.

**3. Subsidiary Object(s):** In furtherance exclusively of the foregoing main object, the body shall have the following subsidiary objects:

- a) Promote activities such as lectures, plant displays and practice workshops
- b) Give advice on such issues as cultivation, identification and nomenclature.
- c) Publish a magazine, usually once a year, which will contain material on Saxifrages and their cultivation.
- d) Maintain reference material relating to Saxifrages.

**4. Powers.** To the extent that the same are essential or ancillary to the promotion of the main object of the body as heretofore set out the body may exercise the following powers:

- a) To raise funds by recruiting members, and the charging of a subscription fee.
- b) To raise funds by plant sales and selling refreshments at meetings.
- c) To raise funds by selling literature.
- d) To raise funds by running conferences and field trips.

## 5. Rules

### 5.1. Membership:

- a) Membership shall be open to individuals and organisations.
- b) Members shall be expected to support the aims of the Society and abide by the Rules and Constitution. Membership may be withheld or withdrawn from any member or potential member who, in the view of the Management Committee, would not or does not comply with the Rules and Constitution.
- c) Members may be 'Individual', 'Corporate', 'Joint', or 'Honorary'. Individual membership will be granted to individuals upon payment of an annual subscription. Corporate membership shall be granted to organisations such as nurseries and botanic gardens upon payment of the annual subscription. Joint membership will be granted to members of a single household upon payment of the annual subscription. Honorary membership may be granted by members at the Annual General Meeting on the advice of the Management Committee and such members shall be entitled to full benefits of membership but the payment of an annual subscription is voluntary.
- d) Irrespective of the type of membership held, a membership entitles the named member to only one copy of Society publications, letters or circulars and the entitlement of only one vote at the Annual General Meeting.

## 5.2. General Meeting of Members:

- a) General Meetings of members of the Society ('Meetings') will be held from time to time to discuss matters relating to the activities of the Society. Meetings will be called following a decision of the Management Committee and by the Secretary giving no less than 28 days notice to members enclosing an Agenda of the subjects to be discussed.
- b) The presence of not less than 10 members or 5% of the membership entitled to vote, whichever is the lesser, shall be considered a quorum for a meeting.
- c) Members wishing to place a matter before a meeting not already covered in the Agenda may do so by writing to the Secretary not less than 14 days before the meeting.
- d) The Chairman or Vice Chairman of the Society (or in their absence, a member elected from the floor of the meeting) shall preside as Chairman of the meeting. All decisions shall be taken by a vote of members which shall be decided by a simple majority in the case of ordinary business or by a majority of two thirds in the case of a change to the Rules or Constitution. The Chairman of the meeting shall only have a casting vote.
- e) Members not attending the meeting may pass their vote to another member by writing to the Secretary advising of their proxy decision. Such advice is to arrive with the Secretary before the appointed time of the meeting. Such proxy arrangements may be withdrawn at any time by the member advising the Secretary in writing.
- f) The Management Committee shall arrange an Annual General Meeting ('AGM'). In addition to normal business this meeting will:
  - Decide any changes to the Society's Rules & Constitution.
  - Appoint Officers and Management Committee members.
  - Set the annual membership subscription fee.
  - Receive and discuss the annual accounts
  - Set a time and place for the next AGM.
- g) Extraordinary General Meetings (EGM's) may be called by any member by writing to the Secretary and having the request co-signed by nine other members who support the proposal. In such cases the Secretary shall give notice of the meeting within 60 days of the receipt of the request which is adjudged valid by the Management Committee. The business for which such a meeting is convened shall be stated in the requisition and in the notice and, notwithstanding Rule 5.2c) above, no other business may be transacted during that meeting.

## 5.3. Officers and Management committee

- a) The Officers of the Society shall be :  
Chairperson, Vice-Chairperson, Treasurer, Editor, Secretary, Membership Secretary, Librarian/Web Site supervisor.

- b) Nominations for the appointment of Officers may be made to the Secretary by any member up to 14 days prior to the AGM. All Officers must be members of the Society throughout their term of office. Nominations must be seconded by another member and the nominee must have indicated a willingness to serve.
- c) Officers shall be elected at the AGM, and hold office for no more than three years before re-election.
- d) Vacant Officer posts shall be filled, for the balance of the original term, by election at the next AGM. The Management Committee shall appoint a replacement, or assign the responsibilities attached to the vacancy until an election can take place.
- e) A 'Management Committee' shall consist of the Officers and up to six members who are not currently Officers and be responsible for the management of the Society's activities between AGMs.
- f) Members joining the Management Committee shall be elected at the AGM and serve for a period of three years before re-election. Nominations for appointment as Management Committee member may be made to the Secretary by any member up to 14 days prior to the AGM. All Officers must be members of the Society throughout their term of office. Nominations must be seconded by another member and the nominee must have indicated a willingness to serve.
- g) Other committees shall be established by the Management Committee as required.

#### 5.4. Subscriptions and Fees

- a) The rates of the annual membership subscriptions shall be decided by the members at the AGM based upon advice from the Management Committee. The Management Committee shall decide on acceptable payment methods.
- b) Annual subscriptions are payable from 1<sup>st</sup> October for the following year. Members accepted into membership after 1<sup>st</sup> October in any year shall not be required to pay further amounts during the following year and shall be entitled to material published during that period on the same basis as existing members.
- c) Members who have not paid outstanding fees by the day of any AGM or EGM shall not be entitled to vote at the meeting. Members who do not pay their outstanding fees by 1<sup>st</sup> April following the due date shall be considered to have lapsed their membership.

#### 5.5. Finance

- a) Accounts in the name of the Society shall be managed by the Management Committee & to hold all monies received.
- b) Financial transactions shall be monitored by the Treasurer. Where required additional authorisation for transactions will be provided by the Chairman, Secretary or nominated Assistant Treasurer.
- c) The Chairman, Secretary and Treasurer shall act as Trustees of the Society's funds.

- d) A balance sheet (and profit and loss sheet) shall be produce annually by the Treasurer to show the Society's financial position. These shall be independently examined under arrangements approved by the Management Committee. They shall be presented to the members at the AGM where they will be considered and approved.

#### 5.6 Honorary President and Vice President

- a) The Management Committee shall have the duty to nominate an Honorary President and one or more Vice Presidents. Such nominees shall be eligible for appointment only if they have rendered exceptional service to the Society or to the Saxifrage family.
- b) The Honorary Presidents and Vice Presidents shall be elected at the AGM in accordance with the normal rules of the meeting. Each will be elected for a period of six years.

### **6. Income and Property**

The income and property of the body shall be applied solely towards the promotion of its main object as set forth in this Constitution. No portion of the body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the body. No Officer shall be appointed to any office of the body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the body.

However, nothing shall prevent any payment in good faith by the body of:

- a) reasonable and proper remuneration to any member of the body (not being an Officer) for any services rendered to the body;
- b) interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the body to the body;
- c) reasonable and proper rent for premises demised and let by any member of the body (including any Officer) to the body;
- d) reasonable and proper out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the body;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which an Officer may be a member holding not more than one hundredth part of the issued capital of such Company.

### **7. Winding-up**

If upon the winding up or dissolution of the body there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the body under or by virtue of Clause 6 hereof. Members of the body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

**8. Keeping of Accounts**

Annual independently examined accounts shall be kept and made available to the Revenue Commissioners on request.