

The Federation of British Bonsai Societies Ltd.

By-Laws and Articles of Association

1.0 Title.

The organisation shall be known as the Federation of British Bonsai Societies Ltd., hereinafter referred to as the Federation.

2.0 Aims and Objectives.

a. The aim of the Federation is to support, promote and create the environment for the expansion of the art, craft and science of Bonsai.

2.1 Achieving the Aim.

a. The Federation achieves this aim through the following opportunities:

b. Conferences: Support and promote the open forums for Representatives of Voluntary Organisations, Government Departments, Statutory Authorities and individuals, to discuss and develop practices and procedures that support the art, craft and science of Bonsai.

c. Exhibitions: Support and or provided exhibitions at which the art, craft and science are presented to Members and the Public.

d. Papers: Support and/or carry out research, surveys and/or investigations that advance the art, craft and science of Bonsai and publish the useful results thereof.

e. Training: Support and or provide lectures, classes, seminars and/or training courses that enhance the understanding of the art, craft or science of Bonsai.

f. Meetings: Support and or provide the means for individuals to meet and develop their understanding of the art, craft or science of Bonsai.

g. Support: Undertake, execute, manage or assist any charitable trusts and or organisations with similar objectives to the Federation.

h. Publish: Via the web-site and or Newsletters and circulate gratuitously or otherwise Bonsai related information.

i. Fund raising: Invite and receive contributions from any person, persons and or organisations whatsoever by way of subscription and otherwise to support the art, craft and science of Bonsai.

2.2 Objectives.

The Federation achieves its objectives by:

a. Supporting Members in collecting and maintaining information relating to the development of Bonsai in the United Kingdom.

b. Sustaining a programme of activity within the United Kingdom that encourages the development of bonsai.

c. Encouraging the free exchange of views in a constructive forum for the betterment of bonsai in the United Kingdom. Establish international relationships with other Bonsai Organisations, e.g. The European Bonsai Association and the World Bonsai Friendship Federation.

3. A Company Limited by Guarantee.

3.1 Declaration.

In accordance with the requirements of the current legislation relative to Companies Limited by Guarantee, it is declared that the Federation of British Bonsai Societies Ltd. is a Company Limited by Guarantee. The Company was registered as such on the 21st February 1990, Company number: 2472361.

3.2 Company Memorandum and Articles of Association of the Federation.

These By-Laws are issued under the Company Memorandum and Articles of Association and forms the By-Laws of the Federation.

3.3 Directors and Trustees.

a. Persons elected to the Committee shall be its Directors and Trustees.

3.4 Guarantee.

- a. The members' liability in the Federation is limited by Guarantee.
- b. The Members liability commences from the date of joining the Federation and expires one year after membership is terminated or expires.
- c. The guarantee requires such members to contribute the sum of Five Pounds Sterling to the assets of the Federation in the event of the Federation being wound up for the:
- * Payment of debts and liabilities.
 - * Costs, charges and expenses in winding up the Company.
 - * Adjustments to the rights of contributories among themselves.

4.0 Finance.

4.1 Principal.

- a. All monies raised by or on behalf of the Federation shall be applied to further the aims and objectives of the Federation and for no other purpose,
- b. The Committee shall monitor and maintain the finances of the Federation in accordance with the highest standards of probity and governance of accounts for a Member based organisation.
- c. Principally the accounts of the Federation shall be managed by the Treasurer – duly elected by the members.
- d. The Treasurer shall report to the Committee on the current status of the Federation finances and monitor income and expenditure.
- e. The Treasurer is authorised to spend up to the figure of £300.00 on any one occasion, all expenditure to be approved by Committee.
- f. There shall be a minimum of three authorised signatories, any two of whom shall sign all cheques.

4.2 Subscription and Capitation.

- a. Subscription shall be the fee agreed by the Committee for membership of the Federation for a Society, an Individual and a Commercial Member.
- b. An individual may join the Federation as an Individual Member upon payment of the subscription and capitation fee agreed by the Committee.
- c. The Committee shall publish at each AGM the proposed subscription and capitation for the following year for ratification by members.

4.3 Operation.

- a. The Treasurer shall maintain full accounts of all the funds and assets of the Federation.
- b. The Treasurer shall monitor income and expenditure against the requirements of the Federation and report to the Committee accordingly.
- c. The Treasurer shall open accounts as agreed by the Committee in the name of the Federation.

- d. The Treasurer with the agreement of the Committee may invest monies of the Federation not immediately required for the said objects in or upon such investment, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may be for the time being imposed or required by law.
- e. The minimum requirement for signatories shall be the Treasurer and one of two other Officers.

4.4 Accounting Policy.

a. The financial statements of the Federation shall be compiled in accordance with the relevant requirements of the current Companies Act and accepted UK accounting practices insofar as they apply to the Federation.

4.5 Annual Accounts Presentation.

- a. The Committee shall propose the appointment of one or more auditors.
- b. The auditor(s) shall review the Federation accounts as presented by the Treasurer and prepare a Statement of Accounts independent of the Committee for presentation at the A.G.M.

4.6 Title in Property and other assets

- a. All property and other assets shall be held in the name of the Federation
- b. The Federation shall hold all real or personal property that may be acquired by or on behalf of the Federation.

4.7 Remuneration.

a. The Federation shall pay reasonable out-of-pocket expenses of Officers and other individuals incurred in undertaking authorised business of the Federation.

5.0 Structure.

- a. The Federation shall comprise of Four grades of Membership.
 - 1. Member Societies/Clubs
 - 2. Commercial Members
 - 3. Individual Members.
 - 4. Honorary Life Members

6.0 Membership.

a. Membership of the Federation is shall be open to any society, club, organisation, trader, artist or individual who is interested in furthering the work of the Federation.

6.1 The Committee to Determine application for membership.

The Committee shall have the right:

- a. To approve or reject application for membership and for good and sufficient reason to terminate the membership of any individual or organisation.
- b. To award Honorary Life membership, without voting rights, to members elected to the Federation "Role of Honour".
- c. The Committee may also appoint Life Members without payment of subscription or capitation fee.

6.2 Voting rights,

- a. Each Member Society or Club shall be entitled to one vote.
- b. Each Commercial member shall be entitled to one vote
- c. Individual members shall not be entitled to vote.
- d. Life members/Honorary Members shall not be entitled to vote.

7. Executive Committee.

7.1 Purpose.

- a. The affairs of the Federation shall be managed by a Committee in accordance with the principles, policy and general management detailed in this Constitution.
- b. The Committee shall endeavour to govern the Federation to the highest practical standards which promote the art, craft and science of Bonsai in the United Kingdom.

7.2 Composition.

- a. The Committee shall comprise of members duly elected at the Annual General Meeting.
- b. The Committee shall comprise of up to 9 members.
- c. Officers of the Committee shall be elected by vote by the membership at the A.G.M.
 1. Chairman,
 2. General Secretary.
 3. Treasurer.
- d. The Officers shall be ex officio members of any other committee or subsidiary of the Federation
- e. The Committee shall determine the roles and responsibilities of each officer and committee member and shall appoint a Vice-Chairman from among the elected members.

7.3 Casual Vacancy.

- a. The committee may fill any casual vacancy in the committee and any person appointed to fill such vacancy shall hold office until the conclusion of the next Annual General Meeting of the Federation.

8.0 Elections.

- 8.1** Each member holding an appropriate vote shall be entitled to one vote in the event of an election.

8.2 Conflict of Interests.

Members nominated for committee understand and adopt the principle aims and objectives of the Federation.

8.3 Nominations and agreement to stand.

- a. Nominations for committee must be made in writing or by electronic mail and be in the hands of the Secretary at least 42 days prior to the AGM.
- b. Any member standing for election to the committee shall be nominated by a member, to propose and another to second the nomination.
- c. Any newly nominated candidate shall declare that they agree to stand prior to the ballot and shall present, personally, their bonsai related C.V. to the A.G.M.

8.4 Election of Committee and Officers.

- a. Should nominations exceed vacancies election shall be by ballot.

8.5 Co-option.

- a. The Committee may co-opt members to perform a specific task. They shall serve until the conclusion of the next AGM following co-option.
- b. The number of co-opted members shall not exceed one third of the total membership of the committee at the time of co-option.
- c. Co-opted members to committee shall be an element in the body quorate and as such be counted in any quorum but not be entitled to vote.

8.6 Eligibility.

- a. Voting in all ballots/elections shall be decided by a simple majority of those entitled to vote,
- b. The Committee may from time to time make arrangements for proxy voting.
- c. Members shall not exercise more than one vote unless they have been properly appointed to represent two or more interests.
- d. In order to be nominated, an individual must be a member of a Member Society, Commercial member or Individual member. A nominated member must be fully paid up at the time of receipt of the nomination by the Federation Secretary or Returning Officer.

8.7 Rotation.

- a. The offices of the Chairman and General Secretary must not retire in the same year but shall hold office for a period of three years i.e. to the conclusion of the Annual General Meeting following their election.
- b. The committee members of the Federation shall hold office for a period of one year, i.e. to the conclusion of the Annual General Meeting of the Federation following their election.
- c. All committee members shall retire at the next Annual General Meeting and an election shall be held for these vacancies at each Annual General Meeting. The retiring committee members shall be eligible for re-election.

8.8 Returning officer.

- a. The role of the Returning Officer shall rest with the Secretary should no specific Returning Officer be appointed.
- b. The Committee may appoint a Returning Officer for the supervision of any ballot or election.

8.9 Form of Ballot.

- a. The Returning Officer shall declare the form of ballot to be used in any election/ballot.

8.10 Validity and Proxy Votes.

- a. Not with-standing the declaration of the Returning Officer, all votes cast in any ballot/election must be by a nominated representative, a fully paid up member of the Federation. Membership must be valid at least 21 days before the election .
- b. The Returning Officer shall declare the requirements for Proxy Votes that shall be used in any ballot/election.
- c. No Committee member may carry any proxy vote.

9.0 Meetings.

9.1 Meeting Notice.

- a. Notice of meetings may be served on any member by sending it by e-mail or letter to such Member at his/her last known address in the U.K. Any letter sent shall be deemed to have been received within ten days of posting or by electronic mail to the last known e-mail address.
- b. All meetings shall be advised to the meeting participants and other relevant parties at least 21 days prior to the aforesaid meeting unless unanimously agreed otherwise.
- c. In extenuating circumstances an Emergency proposal may be accepted within the 21 days of the notification of an Annual General or Extraordinary General Meeting.

9.2 Meeting Procedures.

- a. All meetings shall be chaired by the Chairman or their deputy.
- b. All meetings shall be minuted and these minutes shall be circulated to the meeting participants and other relevant parties for ratification.
- c. Once ratified minutes shall be posted to the meeting participants and other relevant parties.
- d. All notices for a meeting shall be accompanied by an agenda which shall be sent to the meeting participants and other relevant parties.
- e. In cases of an equality of votes the Chairman of the meeting shall have a second and casting vote.

9.3 Annual General Meeting.

- a. An Annual General Meeting shall be held once in each year and shall be held at such time (within three months after the end of the previous financial year) and at a place the committee shall determine.
- b. At such an Annual General Meeting, the business shall include the election of the Committee; the consideration of an annual report of work done by or under the auspices of the committee; the audited accounts; and of such other matters as may from time to time be necessary.

9.4 Extraordinary General Meeting.

- a. Extraordinary General Meetings shall be called to resolve specific issues.
- b. The Committee may at any time at their discretion, call an Extraordinary General Meeting.
- c. The Secretary shall within 21 days of receiving a written request so to do, signed by not less than one fifth of the current member societies, giving reasons for the request, call an Extraordinary General Meeting.

9.5 Committee Meetings.

- a. The Committee shall meet at least three times in each year to review the business of the Federation.

9.6 Quorum for Meetings.

- a. The quorum at a meeting of the Committee shall not be less than a majority of the voting members of the Committee.

10.0 Subsidiaries.

- a. The Committee may create such subsidiaries as they deem necessary and shall determine their terms of reference, powers, duration and composition.
- b. Subsidiaries shall be operated for the benefit of the Federation.
- c. The subsidiary shall be constituted to operate within the proper controls imposed by the Federation. Any subsidiary may be empowered to operate as an autonomous identity by the Federation Committee in the management of its affairs within any legal requirements pertaining to such subsidiary.

11.0 Affiliation.

- a. The Committee may affiliate with any body corporate that they deem to be consistent with the Federations aims and objectives.

12.0 Dissolution.

- a. The Committee by a simple majority may decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Federation.
- b. The Committee shall call an Extraordinary Meeting of all members of the Federation who are entitled to vote.
- c. If such a decision be confirmed by a simple majority of two thirds of those present, and voting at the Extraordinary General Meeting, the Committee shall have power to dispose of any assets held on behalf of the Federation.
- d. The power of dissolution shall include the authority to determine the appropriate mechanisms for winding up and resolving the Federation liabilities.

13.0 Constitutional Change.

13.1. Notice to vary.

- a. The Committee shall give at least 21 days' notice of an intent to vary the By-Laws.
- b. Notice of intent to vary shall include the voting method and the appointment of a Returning Officer.

13.2 Majority to vary.

- a. Any alteration to the By-Laws shall require a two thirds majority of the voting members at an Annual General Meeting or Extraordinary General Meeting, to include proxy votes.

14.0 Interpretation and Law.

- a. For the interpretation of these By-Laws, The Interpretation Act and any subsequent Act or amendments shall apply as it applies to the Interpretation of an Act of Parliament
- b. These By-Laws shall be governed by, and construed in accordance with the Laws of the United Kingdom.

These By-Laws and Articles of Association rescind all previous documents.

Signed: Chairman

Date: 12th March 2017

Signed: General Secretary

Date: 12th March 2017