

CONSTITUTION

As adopted by Special Resolution passed at the Annual General Meeting on 30th November, 2000 and amended on 27th November 2003, 24th November 2005, 15th November 2007 and 20th November 2008

of

The Garden Media Guild

1. TITLE

The Title of the Society (herein after referred to as “the Guild”) shall be “**The Garden Media Guild**”. It shall be a non profit distributing body.

2. LOCATION

The offices of the Guild will be situate in England. The address of the offices for the time being of the Guild will be published in the Guild Newsletter, Yearbook, website and on all letterheads issued by the Guild.

3. OBJECTIVES

The Guild is established for the following objects:

- a) To promote high quality garden writing, photography and broadcasting.
- b) To support and further the skills and interests of members.
- c) To provide advice that will help members operate efficiently and profitably.
- d) To encourage communication between members and a forum through which members can exchange views and information.
- e) To improve and maintain liaison between members and the horticultural industry.
- f) To co-operate with other Societies with similar objectives, where appropriate.
- g) To further these objectives by the organisation of meetings, visits, an annual awards ceremony and other appropriate events.

4. MEMBERSHIP

4.1 Membership Categories

There are six categories of membership:

- a) “*Full Member*”
- b) “*Associate Member*”
- c) “*Retired Member*”
- d) “*Honorary Member*”
- e) “*Overseas Member*”
- f) “*Probationary Member*”

4.2 Rules for Membership Election

- a) The Executive Committee shall review all applications for membership and decide each individual case on its merits, with reference to examples of work supplied. If there is uncertainty as to whether an application for membership is eligible, the Executive Committee may ask for further information from the applicant or his or her referee
- b) *Full Membership*:
This category of membership is open to anyone who derives a significant part of his or her income from communicating information on the subject of gardening in any publicly accessible medium.
- c) *Associate Membership*:
This is offered to those whose professional remit includes public relations or publishing of garden material. Associate Members are not allowed a vote at general meetings.

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- d) *Retired Membership:*
This may, at the discretion of the Guild’s Executive Committee, be offered to retired members, who were fully paid up at the time of retirement.
 - e) *Honorary Member:*
The Executive Committee may elect any person, whether or not coming within the terms of paragraphs b), c), or d) to be an Honorary Member of the Guild. Lifetime achievers who are given the Guild’s Lifetime Achievement award are offered Honorary Membership.
 - f) *Overseas Member:*
Any Full, Associate, Honorary or Retired Member who is resident overseas. The category of “Overseas Member” is to enable an additional rate to be charged to cover overseas postage.
 - g) *Probationary Member*
This may, at the discretion of the Committee, be offered to new starters in the profession, who have shown meritorious work, but who remain unpublished. Provided the Guild will not offer this category to more than 10% of the total Guild membership and that a Probationary Member may not remain in this category for more than 3 years. The subscription rate for a Probationary Member will be set at 75% that of a Full Member.

4.3 Applications for Membership

- a) An application for Membership must be made on one of the Guild’s Membership Application Forms, which can be downloaded from the website.
- b) Examples of work must be attached.
- c) On election by the Executive Committee and payment of the first subscription, the applicant shall be admitted to the relevant category of membership and shall be deemed to have agreed to abide by this Constitution and any Bye-Laws currently in place.
- d) The decision of the Executive Committee as to admittance for membership shall be final.

4.4 Dismissal

- a) The Executive Committee may call upon any individual to resign from the Guild if it believes there is good cause. If the member does not so resign within 21 days after being so called upon, the Executive Committee may by resolution terminate his / her membership.
- b) Before a decision is reached, the affected member shall be given an opportunity for stating his / her case to the Executive Committee.

4.5 Public Action

No individual member, group of members or affiliated body shall take any public action, or make any public statements in the name of the Guild without proper prior consultation and agreement with at least two members of the Executive Committee, one of whom must be the Chairman.

5. CONDUCT OF THE GUILD’S AFFAIRS

5.1 Officers of the Guild

- a) Officers of the Guild shall comprise a Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary, Newsletter Editor and the President or Patrons and Vice-Presidents, if appointed.
- b) All Officers shall be elected at the Annual General Meeting.
- c) All Officers of the Guild shall be eligible for re-election, subject to the restraint defined in Clause 5.5 of this Constitution.
- d) The Officers may in General Meeting appoint other Officers.
- e) The members may, in General Meeting, appoint a President or Patron, who may be an existing officer of the Guild.
- f) The role of Vice-Chairman is to chair committee meetings in the absence of the Chairman. There is no assumption that the Vice-Chairman will eventually succeed to the position of Chairman Elect. Any member of the Guild’s Committee can adopt the role of Vice-Chairman.

5.2 Executive Committee

- a) The affairs of the Guild shall be conducted by an Executive Committee consisting of the Officers of the Guild and other members.
- b) The Executive Committee shall have the power to co-opt other members to serve as full committee members until the next Annual General Meeting.

5.3 Election of Officers and Executive Committee Members

- a) All Officers and Executive Committee members shall hold office until the end of the Annual General Meeting next, after the completion of their respective terms of office.
- b) If any vacancy occurs the remaining Officers shall appoint a member to fill the vacancy until the next Annual General Meeting, when the members may vote to confirm that member in office.
- c) Officers completing a term of office, shall be eligible for re-election, subject to the limitation defined in clause 5.5 of this Constitution.
- d) An Officer can only be removed from office by a majority vote at a General Meeting of the Guild.

5.4 Paid Officers

The Executive Committee may appoint full or part-time paid officers to conduct aspects of the Guild's business, as it considers necessary.

5.5 Terms of Office

- a) The Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary may hold office for up to three years.
- b) The President or Patron and Vice-Presidents may hold office for up to five years.
- c) Ordinary Executive Committee members may hold office for up to three years.

5.6 Executive Committee Meetings

- a) Executive Committee meetings shall be held in accordance with a committee programme for the year, which shall be issued to all Executive Committee members as soon as possible after the first meeting of the year.
- b) The Executive Committee shall be chaired by the Chairman or failing that, the Vice Chairman. If neither is available, the committee members present will elect one of their number to chair that meeting.

5.7 Vice Presidents

The Guild may elect at any Annual or Extraordinary General Meeting up to three Vice Presidents, who may individually serve for a maximum term of 5 years. In other respects the rules relating to Vice Presidents shall be the same as those for other members of the Executive Committee.

5.8 Election of Executive Committee Chairman

- a) In the final year of a Chairman's term of office, committee shall propose a member of committee to the position of Chairman Elect.
- b) At the AGM or EGM following nomination, the Chairman Elect will be confirmed in position by ballot in the manner defined in section 8.3 of this Constitution.
- c) The Chairman Elect is not an Officer of the Guild, as defined in section 5.1 a) of this Constitution, until confirmed in office as Chairman.
- d) If the Membership in General Meeting fail to confirm the Chairman Elect by ballot, then the Executive Committee may nominate another candidate for consideration at a subsequent AGM or EGM.

6. SUB-COMMITTEES AND OTHER GROUPINGS

6.1 Sub-Committees

Sub-Committees of the Executive Committee may be established to conduct particular aspects of the Guild's business.

6.2 Special Interest Groups

- a) Special Interest Groups (SIGs) of the Guild may be established, with the approval of the Executive Committee, to further specialist interests within the Guild.
- b) The activities of such groups may include:
 - Holding Meetings
 - Arranging Visits
 - Exhibitions
 - Preparation and Circulation of Publications
 - Organisation of Courses of Instruction
- c) All members of a SIG must be Members of the Guild.
- d) The committee of each SIG shall include at least one member of the Executive Committee of the Guild, who will provide information concerning the activities of the SIG to the Newsletter Editor.
- e) Special Interest Groups may raise subscriptions from their specific Guild members to fund their activities. The rate of such additional subscriptions and the method by which they are to be collected will be co-ordinated by the SIG in conjunctions with the Guild's Honorary Treasurer.

6.3 Conduct of Sub-Committee and SIG Meetings

The business of Sub-Committees and Special Interest Groups shall be conducted according to the Constitution of the Guild and any Bye Laws that have been introduced.

7. FINANCIAL YEAR

The Guild's Financial Year shall end on 30th June.

8. ANNUAL GENERAL MEETING

8.1 Conduct of Annual General Meeting

- a) The Guild's Annual General Meeting shall be held within six calendar months following the end of the Financial Year.
- b) The purposes of the Annual General Meeting shall be to:
 - receive and, subject to consideration, approve a report of the Guild's work during the preceding year;
 - elect Officers and Executive Committee members for the forthcoming year;
 - receive and, subject to consideration approve a Financial Statement from the Honorary Treasurer;
 - set membership subscriptions for the following year;
 - approve a suitably qualified person to audit the Accounts;
 - consider any motion that has been notified to the Honorary Secretary of the Guild at least 28 days prior to the date of the Annual General Meeting and subsequently distributed to all members;
 - note any other matters for consideration by the Executive Committee.
- c) Motions may be proposed by any Full Member of the Guild and must be seconded by at least one other Full Member of the Guild.

8.2 Chairman of Annual General Meeting

- a) The President or Patron of the Guild, any Vice-President, or in their absence the Chairman of the Executive Committee, or in the absence of these the Vice Chairman, shall preside at the Meeting.
- b) In the event that none of these are available, a Member of the Executive Committee, elected from those present may preside.
- c) In the event that no member of the Executive Committee is available to preside the Annual General Meeting shall be postponed.

8.3 Voting at Annual General Meeting

- a) Only Full members of the Guild are allowed a vote at any General Meeting.
- b) All votes taken at an Annual General Meeting shall be by a show of hands unless the Chairman of the meeting directs that a secret ballot be taken.
- c) The counting of votes by show of hands shall be by two Tellers, who shall be elected at the meeting and shall be responsible for counting the votes.
- d) If a ballot is held, two Scrutineers shall be elected, to be responsible for counting the votes by poll at the meeting.
- e) Tellers and Scrutineers shall be entitled to vote at the meeting if they are Full Members of the Guild, but may not propose or second motions. Tellers and Scrutineers need not necessarily be members of the Guild.
- f) If a ballot is anticipated, and at the discretion of the Executive Committee, a form of proxy will be issued with the Annual General Meeting papers. Members may use this proxy form to direct the Scrutineers or the Chairman of the meeting to incorporate their vote on a specific issue in a particular way.
- g) A simple majority shall determine the resolution of ordinary matters upon which voting is conducted, but, to be adopted, any amendment to the Constitution must be supported by a vote of not less than three quarters (3/4) of the members voting.
- h) On a resolution supported by a minimum of six members present, a postal vote will be taken, to solicit the opinions of all Full Members.

9 QUORUM

- a) The Quorum for an Executive Committee meeting shall be four.
- b) The Quorum for a General Meeting shall be 10.

10 EXTRAORDINARY GENERAL MEETINGS

- a) The Executive Committee has the power to convene an Extraordinary General Meeting and must do so within 28 days of receiving a written request signed by at least 30 members.
- b) Notice in writing must be sent to all Guild Members not less than 14 days prior to such a meeting setting out the date, time and purpose of the meeting.
- c) No business other than that set out in the Notice shall be conducted at the Extraordinary General Meeting.
- d) In the event that no member of the Executive Committee is available to preside at an Extraordinary General Meeting, the motion shall fail.
- e) The Conduct of Extraordinary General Meetings shall in other respects be the same as that for Annual General Meetings.

11 SUBSCRIPTION

- a) The Annual Subscription payable by Members shall be determined annually by the Executive Committee subject to ratification at the Annual General Meeting.
- b) Annual Subscriptions are payable in advance, shall be due on the first of July each year and shall be paid within two calendar months, after which membership shall be deemed to have lapsed.
- c) No member shall be entitled to vote at any meeting of the Guild unless his or her subscription for the year in which the meeting is held has been paid in full.
- d) No member shall be entitled to receive the Guild's mailings, publications etc unless his or her subscription for the current year has been fully paid.

12 THE GUILD'S FUNDS

- a) All subscriptions and monies will be passed to the Honorary Treasurer.
- b) All sums received by the Honorary Treasurer will be paid into the Guild's Bank Account.
- c) Cheques under £250 drawn on the Guild's Bank Account may be signed either by the Honorary Treasurer, by his or her nominee or by the Secretary of the Institute of Horticulture.
- d) Cheques over £250 must be approved by two members of the Guild's Executive Committee, one of whom must be the Honorary Treasurer or his / her nominee and the other an approved signatory.
- e) The funds of the Guild shall be used solely for furthering the objects of the Guild and only in ways sanctioned by the Executive Committee.

13 APPOINTMENT OF AUDITOR

- a) A suitably qualified person shall be elected at every Annual General Meeting to serve as Auditor until the next Annual General Meeting.
- b) An elected auditor shall be eligible for re-election.
- c) No member of the Executive Committee shall be eligible to act as Auditor.

14 ALTERATION OF CONSTITUTION

- a) This Constitution may be amended at an Annual General or Extraordinary General Meeting.
- b) The Honorary Secretary will keep a record of proposed amendments required to the Constitution and any Bye-Laws that have been approved. If these are routine in nature, they will be put before the next Annual General Meeting. An Extraordinary General Meeting will only be called for this purpose by the Executive Committee, if the change is considered to be urgent.

15 WINDING UP THE GUILD

- a) A decision to wind up the Guild shall only be taken at an Annual or Extraordinary General Meeting.
- b) All members shall have a vote in person, or by postal ballot on the Resolution to wind up the Guild.
- c) Any Resolution to wind up the Guild must be passed by a 2/3 (two thirds) majority of those members present and voting by proxy.
- d) In the event that a Resolution to wind up the Guild is passed, the meeting shall then go on to appoint a winding-up committee of not less than 3 and not more than 7 individuals to oversee the disposal of the Guild's assets. The meeting must give a clear indication to that committee of the use to which any remaining funds should be put.
- e) The committee appointed to oversee the disposal of the Guild's assets shall abide as closely as possible to the wishes expressed at the meeting which appointed it.

16 OTHER MATTERS

Any matter for which provision is not made in this Constitution, or any associated Bye Laws shall be dealt with by the Executive Committee at its discretion and shall be reported to the next Annual General Meeting for endorsement or further direction.

17 DEFINITIONS

"Gardening" includes all aspects of public and private gardens, amenity horticulture and the horticultural trade.

"Officers" Where a President is appointed, the term "Officers" shall mean the President or Patron and other Officers in the Guild Executive Committee.

"President" – a non executive position that may be offered to a senior member of the Guild appointed by the AGM.

"Patron" – a senior member of the horticultural community, not necessarily a member of the Guild, who may be appointed as Patron if they are able to offer particular services to our membership, and to raise the national profile of the Guild and the industry. There is no limit to the number of Patrons who may be appointed.