



# Constitution of the Exotic Fern Group

Version 2: Last reviewed and adopted by the Committee on 7 November 2024.

The current version of this Constitution is available at <https://exoticferngroup.org/mission>.

## 1. Name

The name of the unincorporated association (“the Group”) is:

Exotic Fern Group

## 2. National location of the principal office

18 Wadworth Holme, Middleton, Milton Keynes MK10 9JR

## 3. Administration

Subject to the matters set out below, the Group and its property shall be administered and managed in accordance with this constitution by the Committee members, constituted by clause 9 of this constitution.

## 4. Objects

The objects of the Group are:

To advance the education of the public worldwide in the study of exotic ferns and to promote the conservation of such plants.

In promotion of these objects, the mission of the Group is to:

- (1) Create a safe, open and worldwide community for people passionate about tropical, subtropical and indoor ferns.
- (2) Develop resources to help people explore this passion, with an ethos of sharing expertise.
- (3) Research horticultural practice and improve techniques for growing and propagating ferns.
- (4) Support exotic fern stocks in public glasshouses and the hobby, promoting an ethical approach to acquiring new accessions.
- (5) Record and document accession lists; collect and share horticultural practice and knowledge.
- (6) Expand the species of ferns in cultivation, encouraging public glasshouses and hobbyists to curate specialised collections.

## 5. Powers

The Committee of the Group has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Committee of the Group has power to:

- (1) raise funds and to invite and to receive contributions provided that in raising funds the Committee shall conform to any relevant requirements of the law;
- (2) approve a Committee member to buy, take on lease or in exchange, hire or otherwise acquire any property on behalf of the group, and to maintain and equip it for use;
- (3) approve a Committee member to sell, lease or dispose of all or any part of the property that Committee member is maintaining on behalf of the Group, subject to any consents required by law;
- (4) co-operate with other associations, charities, voluntary bodies, statutory authorities and other legal entities engaged in furtherance of the objects and to exchange information and advice with them;

- (5) support any charitable trusts, associations or institutions formed for all or any of the objects;
- (6) open and manage a banking account, deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Group to be held in the name of a nominee.

## 6. Application of income and property

- (1) The income and property of the Group must be applied solely towards the promotion of the objects.
  - (a) A Committee member is entitled to be reimbursed from the property of the Group, or may pay out of such property, reasonable expenses properly incurred by themselves when acting on behalf of the Group.
- (2) None of the income or property of the Group may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Group.
- (3) Nothing in this clause shall prevent a Committee member or connected person from receiving any benefit or payment which is authorised by Clause 6.

## 7. Benefits and payments to Committee members and connected persons

### (1) General provisions

No Committee member or connected person may:

- (a) buy or receive any goods or services from the Group on terms preferential to those applicable to members of the public, notwithstanding offers made to members;
- (b) sell goods, services, or any interest in land to the Group;
- (c) be employed by, or receive any remuneration from, the Group;
- (d) receive any other financial benefit from the Group;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### (2) Scope and powers permitting Committee members’ or connected persons’ benefits

- (a) A Committee member or connected person may receive a benefit from the Group as a beneficiary of the Group provided that a majority of the Committee members do not benefit in this way.
- (b) A Committee member or connected person may enter into a contract for the supply of services and/or goods to the Group where it is agreed by all Committee members.
- (c) A Committee member or connected person may receive interest on money lent to the Group at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A Committee member or connected person may receive rent for premises let by the Committee member or connected person to the Group. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A Committee member or connected person may take part in the normal trading and fundraising activities of the Group on the same terms as members of the public.

### (3) In sub-clause (2) of this clause:

- (a) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

## 8. Conflicts of interest and conflicts of loyalty

A Committee member must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Group or in any transaction or arrangement entered into by the Group which has not previously been declared; and
- (2) absent themselves from any discussions of the Committee member in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the Group and any personal interest (including but not limited to any financial interest).

Any Committee member absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

## 9. Committee

### (1) Functions and duties of Committee members

The Committee members shall manage the affairs of the Group and may for that purpose exercise all the powers of the Group. It is the duty of each Committee member:

- (a) to exercise their powers and to perform their functions in their capacity as a Committee member of the Group in the way they decide in good faith would be most likely to further the purposes of the Group; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that they have or hold themselves out as having; and,
  - (ii) if they act as a Committee member of the Group in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### (2) Eligibility for Committee membership

- (a) Every Committee member must be a natural person.
- (b) No individual may be appointed as a Committee member of the Group:
  - (i) if they are under the age of 18 years; or
  - (ii) if they would automatically cease to hold office under the provisions of clause [12(1 (e))].
- (c) No one is entitled to act as a Committee member whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the Committee decide, their acceptance of the office of Committee member.

### (3) Number of Committee members

- (a) There must be at least three Committee members. If the number falls below this minimum, the remaining Committee members may act only to call a meeting of the Committee members, or appoint a new Committee member.
- (b) There is no maximum number of Committee members that may be appointed to the Group.

### (4) First Committee members

The first Committee members are as follows:

Peter Ronald Blake  
Nicholas Lodge  
Matthew Thomas Reeve  
David Austin Keens

## 10. Appointment of Committee members

- (1) Apart from the first Committee members, every Committee member must be appointed for a term of three years by a resolution passed at a properly convened meeting of the Committee.
- (2) In selecting individuals for appointment as Committee members, the Committee must have regard to the skills, knowledge and experience needed for the effective administration of the Group.

## 11. Information for new Committee members

The Committee will make available to each new Committee member, on or before their first appointment:

- (1) a copy of the current version of this constitution;
- (2) a copy of the Group's latest Committee Meeting Minutes and statement of accounts; and
- (3) the current UK Government guidance on 'Safeguarding and protecting people for charities and trustees'.

## 12. Retirement and removal of Committee members

- (1) A Committee member ceases to hold office if they:
  - (a) retire by notifying the Group in writing (but only if enough Committee members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee members resolve that their office be vacated;
  - (c) dies;
  - (d) in the written opinion, given to the Group, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee member and may remain so for more than three months; or
  - (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) Any person retiring as a Committee member is eligible for reappointment.

## 13. Taking of decisions by the Committee

Any decision may be taken either:

- (1) at a meeting of the Committee members; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the Committee members, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Committee members have signified their agreement. Such a resolution shall be effective provided that
  - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Committee members; and
  - (b) the majority of all of the Committee members have signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Committee members have previously resolved, and delivered to the Group at its principal office or such other place as the Committee may resolve within 28 days of the circulation date.

#### 14. Delegation by Committee members

- (1) The Committee members may delegate any of their powers or functions to a working group or groups, and, if they do, they shall determine the terms and conditions on which the delegation is made. The Committee members may at any time alter those terms and conditions, or revoke the delegation.

#### 15. Meetings of the Committee

##### (1) Calling meetings

- (a) Any Committee member may call a meeting of the Committee.
- (b) Subject to that, the Committee members shall decide how their meetings are to be called, and what notice is required.

##### (2) Chairing of meetings

The Committee members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Committee members present may appoint one of their number to chair that meeting.

##### (3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Committee members, or the number nearest to one third of the total number of Committee members, whichever is greater, or such larger number as the Committee members may decide from time to time. A Committee member shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

##### (4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Committee members in which each participant may communicate with all the other participants.
- (b) Any Committee member participating at a meeting by suitable electronic means agreed by the Committee members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

#### 16. Voting Membership of the Group

- (1) The only members of the group with voting rights shall be its Committee members. Committee membership of the Group cannot be transferred to anyone else.

#### 17. Non-Voting Membership of the Group

- (1) The Committee may create ordinary, associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

#### 18. Decisions which must be made by the members of the Group

- (1) No decisions must be made by resolution of all members of the Group.

#### 19. General meetings of members

- (1) Calling of general meetings of members

The Committee members may designate any of their meetings as a general meeting of the members of the Group. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the Group as specified in clause 18 (Decisions which must be made by the members of the Group).

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the Group is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the Group.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to Committee members to be taken as references to all members.

## 20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the Committee members, shall be valid notwithstanding the participation in any vote of a Committee member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- (d) for whom there is a technical defect in their appointment as a Committee member of which the Committee members were unaware at the time;

if, without the vote of that Committee member and that Committee member being counted in the quorum, the decision has been made by a majority of the Committee members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Committee member to keep any benefit that may be conferred upon themselves by a resolution of the Committee members if, but for sub-clause (1), the resolution would have been void, or if the Committee member has not complied with clause 8 (Conflicts of interest).

## 21. Execution of documents

(1) The Group shall execute documents by signature, including electronic signing.

(2) A document is validly executed by signature if it is:

- (a) signed by at least two of the Committee members; excepting
- (b) banking actions, agreements and documents (including cheques) that may be signed by a single authorised signatory from the group of authorised signatories appointed by a decision or resolution of the Committee.

## 22. Use of electronic communications

(1) To the Group

- (a) Any member of the Group may communicate electronically with the Group to an address specified by the Group for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Committee.

## (2) By the Group

- (a) Any member of the Group, by providing the Group with their email address or similar, is taken to have agreed to receive communications from the Group in electronic form at that address, unless the member has indicated to the Group their unwillingness to receive such communications in that form.
- (b) The Committee may, subject to compliance with any legal requirements, by means of publication on its website:
  - (i) provide the members with the notice referred to in clause 19(2) (Notice of general meetings);
  - (ii) give Committee members notice of their meetings in accordance with clause 15(1) (Calling meetings); and
- (c) The Committee members must:
  - (i) take reasonable steps to ensure that Committee members are promptly notified of the publication of any such notice or proposal;
  - (ii) send any such notice or proposal in hard copy form to any Committee members who has not consented to receive communications in electronic form;
  - (iii) provide within 21 days to any Committee member on request a hard copy of any document or information sent to the Committee member otherwise than in hard copy form.

## 23. Keeping of Registers

- (1) The Group will keep, and provision access to, a register of its Committee members.

## 24. Minutes

The Committee must keep minutes of all:

- (1) proceedings at general meetings of the Group;
- (2) meetings of the Committee and working groups including:
  - the names of the members present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- (3) decisions made by the Committee members otherwise than in meetings.

## 25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Committee members must keep accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns.

## 26. Rules

- (1) All members of the Group will be expected to abide by the Group's published Code of Conduct; breaches of the Code of Conduct may result in temporary or permanent exclusion from membership of the Group.
- (2) The Committee may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Group, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the Group on request.

## 27. Disputes

- (1) If a dispute arises between members of the Group about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## 28. Amendment of constitution

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all Committee members of the Group; or
  - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the Group called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of the Group's objects, of any provision of the Group's constitution directing the application of property on its dissolution or any provision of the Group's constitution where the alteration would provide authorisation for any benefit to be obtained by Committee members or Ordinary members of the Group or persons connected with them, requires the prior written consent all Committee members.

## 29. Voluntary winding up or dissolution

- (1) The Group may be dissolved by resolution of its Committee members. Any decision by the Committee members to wind up or dissolve the Group can only be made:
  - (a) at a general meeting of the members of the Group called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all Committee members of the Group.
- (2) Subject to the payment of all the Group's debts:
  - (a) Any resolution for the winding up of the Group, or for the dissolution of the Group without winding up, may contain a provision directing how any remaining assets of the Group shall be applied.
  - (b) If the resolution does not contain such a provision, the Committee members must decide how any remaining assets of the Group shall be applied.
  - (c) In either case, the remaining assets must be applied for objects the same as or similar to those of the Group.

## 30. Interpretation

In this constitution:

- (1) "connected person" means:
  - (a) a child, parent, grandchild, grandparent, brother or sister of the Committee member;
  - (b) the spouse or civil partner of the Committee member or of any person falling within sub-clause (a) above;
  - (c) a person carrying on business in partnership with the Committee member or with any person falling within sub-clause (a) or (b) above;
  - (d) an institution which is controlled:
    - (i) by the Committee member or any connected person falling within sub-clause (a), (b), or (c) above; or



- (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the Committee member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
- (2) “Committee member” means a member of the Committee of the Group.
- (3) “Ordinary member” means a member of the Group who is not a member of the Committee.

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