

Ponders End & District Smallholders Association Ltd

V.A.T Registration: 221-2134-30

Registered No: 7647 R Middlesex

Registered Office: Falcon Fields, Church Road, Enfield, EN3 4NX

Phone: 0208 805 0215

RULEBOOK – 27/08/17

I – NAME, OBJECTS, ETC

1. Name – the name of the society shall be the Ponders End and District Smallholders Association, Limited
2. Registered office – the registered office of the society shall be at Falcon Fields, Church Road, Ponders End, in the London borough of Enfield, Middlesex, EN3 4NY
3. Removal of office – in the event of any change in the situation of the registered office, notice of such change shall be sent within 14 days thereafter to the registrar in manner and form prescribed by the treasury regulation
4. Objects – the objects of the society shall be:-
 1. To carry on the business of creating or promoting the creation of small holdings or allotments, and encouraging their proper cultivation, with power to acquire land from local authorities acting under the provisions of any act for the time being in force relating to small holdings or allotments, or from any other person or body; to adapt any land so acquired for small holdings or allotments, to acquire or erect dwelling houses or other buildings, or to execute any other improvements, and to let the land, houses and buildings to members of the society.
 2. To carry on the business of wholesale and retail dealers in horticultural and agricultural requirements, dairy, farm, and garden produce, eggs and poultry; and any other class of goods the committee may direct; and any other trades, industries or businesses which may seem calculated to conduce to the more profitable working of small holdings or allotments
5. Powers – the society shall have full power to do all things necessary or expedient for the accomplishment of its objects, including the power to deal in any way with land or buildings.

II – SHARES

6. Shares – shares shall be transferable, but not withdrawable. They shall be of the nominal value of £1, of which 5p shall be payable on application, and the remainder in such calls as the committee may direct.
7. Calls – except for the purpose of making good any deficit in the rent or other charges payable by the Society in respect of land held by it, no call shall exceed 15p per share. At least three months must elapse between two consecutive calls, and at least two weeks' notice shall be given of the payment of any call.

III – MEMBERSHIP

8. Members – the society shall consist of the persons by whom the application for registration is signed and such other persons, societies or companies, as the committee may admit.
48. Annual membership fees/annual subscriptions become due each year on 1st January. All such fees/subscriptions are ONLY to be paid:
- In the clubhouse
 - To a member/members of the elected Committee
 - Between the allotted timeframes given (the Committee will notify members of these timeframes in advance)

All fees/subscriptions must be paid on or before 31st March each year; otherwise membership ceases as of midnight on 31st March.

9. (i) Shares to be held by Members – Individual members shall hold not more than one share.
- (ii) Cessation of membership – a member shall cease to be a member in the following eventualities:
- (A) The member's death; or
 - (B) The member's resignation; or
 - (C) The expulsion of the member under rule 10; or
 - (D) Where the member has been required to pay an annual subscription the non-payment thereof for the period for 3 months after it has become due and notice duly given

10. Expulsion of members – a Special General Meeting, may, by a two-thirds majority expel any member upon a charge of conduct detrimental to the society, provided the charge has been communicated to the member at least one calendar month prior to the date of the meeting. On expulsion a member shall forthwith transfer his/her shares to a person nominated or approved by the committee on payment to such member of the value of his/her shares, but not more in any case than the amount paid up on such shares.

46. Persons may not: (a) be admitted to membership or, (b), be admitted, as candidates for membership, to any of the privileges of membership, without an interval of at least two days between their nomination or application for membership and their admission.

47. Persons becoming members without prior nomination or application may not be admitted to the privileges of membership without an interval of at least two days between their becoming members and their admission.

IV – PROFITS

11(a) Division of profits – the payment of five per cent interest on the paid-up share capital shall be the first charge on the net profits arising from the general business of the Society under Rule 4, sub-section (2), including the interest paid to the general account of the Society under Rule 11a, sub-section (3). The balance of such net profits shall be allocated as follows:-

1. At least one half to the Reserve Fund until the said fund equals the share capital, and afterwards such proportion as the Annual Meeting shall decide.
2. Not less than five per cent to the workers employed by the Society at the time division takes place as a bonus proportionate to the wages earned by them respectively during the period to which the division relates.

3. The remainder shall be divided amongst the members as the members shall determine at a General Meeting.

V – SMALL HOLDINGS AND ALLOTMENTS SEPARATE ACCOUNT

11b. Small holdings and Allotments Separate Account – A separate account shall be kept by the Society of all income and expenditure of the Society under Rule 4, sub-section (1). The income shall be applicable as the Committee may determine for the following purposes and for no other purpose whether during the existence of the Society or on dissolution:-

- (1) For payment of the expenses of managing land, houses and buildings acquired or erected under the said Rule including payment of rent, rates, taxes and other like outgoings.
- (2) For payment of expenses of repairs or improvements from time to time made by the Society on such land, houses, and buildings.
- (3) For payment to the general account of the Society of interest at the rate of five per cent per annum or 1% above the Barclay's Bank Plc Base Lending Rate on all capital expenditure by the Society on the acquisition or adaptation of such land, houses and buildings.
- (4) For recouping capital expenditure by the Society on improvement or adaptation of the land, houses and buildings within such period as is reasonable having regard to the probable duration of the improvement or work of adaptation.
- (5) For forming a Special Reserve Fund not exceeding one year's annual value of the land, houses and buildings, and so that such reserve fund shall be available for any purpose authorised by this Rule but for no other purpose.
- (6) For prizes for the encouragement of the proper cultivation of the land; and
- (7) For the benefit of the tenants generally in such manner as the Committee may determine.

Nothing in this rule shall be deemed to prohibit an arrangement between the Society and a tenant for the repayment or rebatement of part of the rent payable by him/her to the Society.

Nothing in this rule shall prejudice or affect any right or remedy of any creditor of the Society.

VI. LOANS AND INVESTMENTS

12. Loans – Deposits shall not be taken either from members or non-members. The Committee may obtain loans on such security and such terms of repayment as they may think fit, provided that the amount shall not exceed twice the then issued capital of the Society, and that the rate of interest shall not exceed five per cent, or (if the Barclays lending Bank base rate is more than four per cent) one per cent above the Barclays Bank Plc base lending rate. Subject to the same condition as to the rate of interest, a General Meeting may authorise the Committee to obtain loans to a further amount, provided that the total amount of the loans shall not exceed five times the issued share capital.
13. Investments – The Committee may invest any funds of the Society in any security authorised by the Section 31 of Industrial & Provident Societies Act 1965.

VII. TRANSFERS

14. Committee's consent to Transfers – No transfer of shares shall be valid unless the Committee's consent has been obtained thereto, and the transfer is made in the form provided in Rule 16. A non-member to whom the shares are transferred with the

Committee's consent shall thereby become a member of the Society, provided he/she holds a sufficient number of shares to qualify for membership in accordance with Rule 9.

15. Share Register – A share register shall be kept in which shall be recorded the name of the person to whom each share was originally allotted and the date of allotment; if the share is transferred, the name of the person to whom it is transferred, and the date of transfer; and of the share if cancelled, date of cancelling.
16. Form of Transfer – Every Transfer of shares shall be in the following form, or as near thereto as practicable:-

This instrument, made the _____ day of _____, between A, of _____, and B, of _____ witnesses, that in consideration of the sum of £_____ paid by the said B to me, I the said A, hereby transfer to the said B, his executors, and assigns, the _____ shares numbered _____ now standing in my name in the books of the above-named society, to hold the said shares upon the same conditions on which I now hold the same; and that I, the said B, hereby accept the said shares, subject to the said conditions. In witness whereof we have hereto set our hands.

_____ Signature of Transferor

_____ Signature of Transferee

17. Fee on Transfers – A fee of £1 shall be paid to the Society on every transfer of shares.

VIII – REPAYMENT OF SHARES

18. Repayment by Request – The Committee may, on the application of a member, in case of distress or removal from the district or for other good reason, repay to him/her a sum not exceeding the amount paid up and cancel the share.

IX – GENERAL MEETINGS

19. Ordinary General Meetings – The Annual General Meetings, at which the accounts shall be submitted and the officers for the ensuing year elected, and other Ordinary General Meetings shall be held at such times as the Committee or a General Meeting shall determine.
20. Special General Meetings – Special General Meetings may be held at such times as the Committee or a General Meeting may determine, and shall be held upon the requisition in writing of at least five members.
21. Notice of General Meetings – At least seven days' notice shall be given of every General Meeting.
22. Voting at General Meetings – At General Meetings each member shall have one vote.
23. Quorum at General Meeting – Unless otherwise determined by a previous General Meeting, a quorum at General Meetings shall consist of five members.
24. Committee of Management – The business of the society shall be conducted by a Committee of Management, which shall be elected at the Annual General Meeting. The General Meeting shall determine the number of members of which the Committee shall consist, the qualifications of Committee members, their order of retirement and eligibility for re-election, and how casual vacancies in the Committee shall be filled. There shall be a minimum of five and a maximum of ten committee members who shall have been members of the Society for not less than two years and who shall retire and can offer themselves for re-election at each Annual General Meeting. To fill the vacancies the Committee shall nominate a sufficient number of members of the Club and a list of the names of those who

retire as well as of those who are proposed to supply their places shall be posted in the clubhouse seven days before such meeting. Any two members may propose any other candidate or candidates by notice in writing to the Secretary seven days at least before the meeting and the Secretary shall forthwith post the same. Every member of the club shall be entitled to vote for as many candidates as there are vacancies to be filled, and no more. The candidates upto the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes there shall be a second election for the vacant position with just the two candidates standing.

25. Quorum at Committee Meetings – Unless otherwise determined by a General Meeting, a quorum at Committee Meeting shall consist of three members.
26. Committee of Management of Club House – The business and management of the Club House shall be conducted by a Committee of Management subject to the provisions relating to election and otherwise as are contained in the previous sub-paragraph 24 hereof. A duly elected Committee of Management of the Club House shall have power to introduce and enforce any bye-laws relating to the Club House provided that such bye-laws are displayed in a prominent position in the Club House. The Committee of Management of the Club House will have full control over the purchase and supply of alcohol.
27. Special Meetings of the Committee – A Special Meeting of the Committee shall be held on the requisition in writing of at least three Committee members.
28. Committee members becoming Surety – Should any member of the Committee, with the consent of the Committee, become surety for any debt or liability incurred on behalf of the Society, he/she shall not be removed from office without his/her consent until such liability has ceased.

X – OFFICERS

29. Chairperson – The Chairperson shall be elected by the Annual General Meeting and shall hold office for one year, but shall be eligible for re-election.
31. Other Officers – The Committee shall appoint and may remove a Secretary and such other officers as they may deem necessary and shall determine their respective duties and remuneration. A treasurer or book-keeper will work with the Committee and the Secretary to keep the financial records of the Association up-to-date, and to support the production of annual accounts.
32. Security of Officers – Every officer having charge of any of the moneys of the Society shall, before entering on his/her duties, give such security as the Committee shall deem sufficient.

XI – THE SEAL

33. Use of the Seal – The Seal of the Society shall be a steel engraven one, and shall not be affixed to any document without the express authorisation of the Committee, and the affixing of the seal shall be attested by the signatures of two committee members and the secretary.
34. Custody of the Seal – The Seal shall be kept in the custody of the Secretary, or such other officer as the Committee shall direct.

XII – USE OF NAME

35. Use of Name – The registered name of the Society shall, wherever possible, be painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in letters easily legible, and shall be engraven in legible characters on its seal, and shall be mentioned in legible characters in all notices,

advertisements, and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods, purporting to be signed by or on behalf of the Society, and in all bills of parcels, invoices, receipts, and letters of credit of the Society.

XIII – ANNUAL RETURNS AND BALANCE SHEET

37(a) Every year not later than the date provided for in the 1965 Act the secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the 1965 Act to be included in the return together with:-

- i. a copy of each balance sheet made during that period.

The Society shall supply free of charge to every member on his/her application a copy of the last annual return of the society for the time being together with a copy of (the) balance sheet contained in the return.

The Society shall keep a copy of the last balance sheet for the time being at the premises of the registered office.

XIV – PROCEEDINGS ON DEATH OF A MEMBER

38. Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Association belonging to the deceased or bankrupt member the Association shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct.

XV – NOMINATIONS

39(a) A member may in accordance with the Act nominate any person or persons to whom any of his/her property in the Association at the time of his/her death shall be transferred but such nomination shall only be valid to the extent of the amount for the time being provided in the Act.

(b) On receiving satisfactory proof of death of a member who has made a nomination the Committee shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder

40. Inspection of Books – Any ten members of the Society each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application, may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an actuary or accountant to inspect the books of the Society and to report thereon pursuant to Section 47 of the Industrial and Provident Societies Act, 1965.

41. Inspection of Affairs – It shall be the right of one-tenth of the whole number of members, or if the number of members shall at any time exceed 1000, it shall be the right of 100 members, by an application in writing to the Chief Registrar, signed by them in the forms respectively prescribed by the Treasury Regulations:-

- (a) To apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon.
- (b) To apply for the calling of a special meeting of the Society.

XVI – ARBITRATION

42. Arbitration – In case any dispute arises between the Society of any of its officers and any member or persons claiming on account of a member or under the rules, or, in case of any complaint against member, application may be made to the Committee for redress, and should the Committee not bring the parties to agreement, the matter in dispute shall be submitted to the arbitration of three persons, one appointed by each of the parties concerned, and the third by the Governors of the Federation of Agricultural Co-operatives. The award of the Arbitrators shall be final, and the costs of such arbitration shall be borne by the disputing parties in such proportion as the arbitrators may determine. In this rule the word “members” includes any person aggrieved who has for not more than two months ceased to be a member.

XVII – DISSOLUTION OF THE SOCIETY

43. Dissolution of the Society – The Society may at any time be dissolved by the consent of three-fourths of the members, present or by proxy, testified by the Treasury Regulations, or by winding up in manner provided by the Industrial And Provident Societies Acts.

XVIII – COPIES OF RULES

44. Copies of Rules – It shall be the duty of the Committee of Management to provide the secretary with a sufficient number of copies of the rules, to enable him/her to deliver to any member on demand a copy of such rules on payment of a sum not exceeding ten pence and of the secretary to deliver such copies accordingly.

45. Mode of amending Rules – The rules may be amended by resolution of a three-fourths majority of the members present or by proxy at a Special General Meeting.