Constitution for the “Leechwell Garden Association”

1. Name

The association shall be known as the “Leechwell Garden Association” (hereinafter called the “Association").

2. Administration

Subject to the matters set out below, the Association shall be administered and managed in accordance with this constitution by the members of the committee constituted by Clause 7 of this constitution ("the Committee").

3. Objects

The objects of the Association ("the objects") are:

a) to manage, in association with the landowner (currently the South Hams District Council), the public open space in Totnes known as the “Leechwell Garden” for the benefit of the people of Totnes
b) to manage, if and when required, neighbouring public open spaces if this is desired by both the Committee and the landowner, and is not in conflict with the aspirations of other community bodies
c) to promote and organise participation and co-operation in the achievement of that purpose and to that end to bring together representatives of voluntary organisations, statutory authorities and the wider community at large

4. Powers

In the furtherance of the above purposes, but not otherwise, the Association shall have power to:

a) raise funds and invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
b) buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
c) subject to any consents required by law sell, lease or dispose of all or any part of the property of the Association;
d) subject to any consents required by law borrow money and charge all or any part of the property of the Association with repayment of the money so borrowed;
e) employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects;
f) co-operate with other charities, voluntary bodies, statutory authorities and organisations operating in furtherance of the objects or of similar purposes and exchange information and advice with them;
g) support any charitable trusts, associations or institutions formed for all or any of the objects;
h) appoint and constitute such advisory Committees as the Committee think fit;

i) set up a company or companies or other legal entity required to achieve the objects of the Association;

j) do all such other lawful things as are necessary for the achievement of the objects.

5. Membership of the Association

The association is open to all, who may attend any meetings the Association holds, though only committee members may vote at ordinary committee meetings. For data protection reasons the Association does not maintain a list of members, nor is there any fee for attending meetings.

6. Honorary Officers

a) At the Annual General Meeting of the Association those present shall elect from amongst themselves a Chair, a Secretary and a Treasurer as Honorary Officers and up to seven additional committee members.

b) The Honorary Officers shall hold office until the end of the Annual General Meeting of the Association next after their election but shall be eligible for re-election.

c) The Committee may fill any casual vacancy occurring in the offices of Honorary Officers but all such appointments shall be subject to confirmation by the Association at its next meeting.

7. Committee

a) Subject to any conditions imposed from time to time by the Association and as hereinafter mentioned, the policy and general management of the affairs of the Association shall be directed by a Committee whose membership shall comprise the Honorary Officers and at least two but no more than seven other persons.

b) In addition the Committee shall have power to co-opt persons whether or not being members of the Association to serve on the Committee and subject as hereinafter provided for such period as the Committee shall determine **provided that** the number of such co-opted members shall not exceed one-half of the total number of elected members serving on the Committee any one time.

c) Election (as opposed to co-option) to the Committee shall be for one year.

d) The Committee shall meet not less than four times a year.

e) Every member of the Committee shall have one vote

8. Determination of Membership of the Committee

A member of the Committee shall cease to hold office if he or she:

a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

b) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

c) Attendance at LGA Committee Meetings: Members who fail to attend without apologies/adequate reason to be asked to leave the Committee (adequacy at discretion of the Chair).

9. Committee Members not to be personally interested

No member of the Committee shall acquire any interest in property belonging to the Association or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

10. Meetings and proceedings of the Committee

a) The Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Committee upon not less than four days' notice being given to the other members of the Committee of the matters to be discussed.

b) The Chair shall act as Chair at meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.

c) There shall be a quorum when at least three members of the Committee are present at a meeting.

d) Decisions will normally be by consensus but in the event of disagreement, by a majority decision. The Chair of the meeting shall have a second or casting vote.

e) The Committee shall keep minutes, in computer files, of the proceedings at meetings of the Committee and any sub-committee and publish such minutes on the Association's website.

f) The Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

g) The Committee may appoint a Finance Committee and such other Standing Committees as may be deemed necessary and may determine their terms of reference, powers, duration and membership **provided that** all acts and proceedings of any such Standing Committees shall be fully and promptly reported to the Committee.

11. Annual General Meeting

a) There shall be an Annual General Meeting of the Association, which shall be held in December each year.

b) Every Annual General Meeting shall be called by the Committee. The Secretary shall publish notice of the Annual General Meeting on the Association's website at least three weeks before the date of the meeting.

c) Before any other business is transacted at the Annual General Meeting the persons present shall elect a Chair of the meeting, who shall be the Chair of the Association. The meeting will also elect other Honorary Officers. The Chairman shall be the Chair of subsequent Annual General Meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.

d) The Committee shall present for consideration and approval to each Annual General Meeting the annual report and audited or examined accounts of the Association for the preceding year.

e) Nominations for election to the Committee may be accepted from the floor of the AGM. Should nominations exceed vacancies, election shall be by show of hands.

12. Special General Meetings

The Committee may call a Special General Meeting of the Association at any time. If at least ten people request such a meeting stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

13. Receipts and expenditure

a) The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Association. All cheques and other negotiable instruments drawn on the account must be approved by the chairman or the treasurer before payment.

b) The funds belonging to the Association shall be applied only in furthering the objects.

14. Accounts

The Committee shall keep accounting records for the Association; the preparation of annual statements of account for the Association; the independent examination or peer review by an officer of the statements of account of the Association

15. Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

16. Alterations to the Constitution

The Constitution may be altered by a resolution passed by not less than two thirds of those present at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

17. Notices

Notices must be displayed in the garden and published on the LGA website.

8. Interpretation

The Interpretation Act 1978 applies for the interpretation of this Constitution as it applies for the interpretation of an Act of Parliament.

Amended at the LGA AGM on 3rd December 2025