

# North Harbour Allotment Association Limited

## ARTICLES OF INCORPORATION

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# North Harbour Allotment Association Limited

## Articles of Association

### Company Details and Adoption

These Articles apply to **North Harbour Allotment Association Limited**, a Company Limited by Guarantee, operating on a **not-for-profit** basis. These articles of association are further explained and applied in the company's "Bylaws document" including membership rules and policies, a copy of this document is displayed on the club premises, website and a copy can be requested by any member. For the sake of clarification these articles override all other documents.

### Non-Profit Distribution Clause

The income and property of the Company shall be applied solely towards the promotion of its objects as set out in these Articles. No portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to the members of the Company.

Nothing in this clause shall prevent the Company from:

- (a) Paying reasonable and proper remuneration to any member, officer, or employee of the Company for services rendered to the Company;
- (b) Reimbursing expenses properly incurred on behalf of the Company;
- (c) Transferring assets upon winding up to another organisation with similar non-profit or charitable objectives, as determined by the members at the time of dissolution.

In the event of winding up or dissolution of the Company, any assets remaining after the satisfaction of all debts and liabilities shall not be distributed among the members but shall be transferred to a body with similar objects and a non-profit distribution clause.

### Interpretation

- "**Company**" refers to North Harbour Allotment Association Limited.
- "**Articles**" means these Articles of Association.
- "**Directors**" and "**Officers**" include the Chairperson, Secretary, Treasurer.
- "**Board**" all current directors of the company
- "**Members**" refers to individuals listed in the members register as members of the Company.
- "**Committee**" refers to a subset of members appointed by the directors to assist the directors in the smooth running of the company.
- "**AGM**" an annual mandatory meeting of all members

## Company Objects

### Objects

1. **Promote, Manage, and Improve Allotment Operations:** The company aims to promote, manage, and improve allotment operations and facilities for the benefit of its members and the local community. This includes ensuring that the allotment site is well-maintained, accessible, and equipped with necessary amenities .
2. **Foster Sustainability and Community Engagement:** The company seeks to foster sustainability, community engagement, and education around land cultivation. This involves organizing workshops, community events, and educational programs to promote sustainable gardening practices and community involvement .
3. **Interface with Governing Authorities:** The company acts as an interface to the allotment governing authority (Portsmouth Council) and North Harbour member plot holders, ensuring compliance with current legislation and usage rules as defined by the authority. The company will also advocate on behalf of its members to address any issues or concerns with the governing authorities .
4. **Ensure Accountability of Governing Authorities:** The company ensures accountability of the governing authority (Portsmouth City Council) to carry out its agreed duties and responsibilities in line with written agreements, published guidelines, and current legislation. This includes monitoring compliance with the Allotments Act 1908, Small Holdings and Allotments Act 1908, and Allotments Act 1922 (and amendments thereafter), and taking necessary actions to address any breaches .
5. **Promote Environmental Stewardship:** The company is committed to promoting environmental stewardship by encouraging sustainable practices, reducing waste, and protecting local biodiversity. This includes initiatives such as composting, water conservation, and planting native species.
6. **Support Member Well-being:** The company aims to support the well-being of its members by providing a safe and inclusive environment for gardening and community activities., whilst promoting a culture of respect and cooperation among members.

## Voting Rights

Each member of the Company shall have one vote, regardless of the amount of their guarantee or any other status. Voting rights shall be exercised at general meetings in accordance with the procedures set out in these Articles.

No member shall have more than one vote, and votes shall not be weighted or apportioned based on any criteria other than membership status.

A member is any

## Directors and Officers

### Role of Directors:

- **Leadership and Governance:** Directors are responsible for providing strategic leadership and governance to the company. They ensure that the company's activities align with its objectives and comply with relevant laws and regulations.

- **Decision-Making:** Directors are tasked with making key decisions that affect the company's operations and future direction. They must act in the best interests of the company and its members.
- **Financial Oversight:** Directors oversee the financial management of the company, ensuring transparency, accountability, and compliance with financial regulations. They are responsible for approving budgets, financial reports, and major expenditures.
- **Risk Management:** Directors identify and manage risks to the company, implementing policies and procedures to mitigate potential issues.
- **Stakeholder Engagement:** Directors engage with stakeholders, including members, employees, and external partners, to ensure their views and interests are considered in decision-making processes.
- **Performance Monitoring:** Directors monitor the performance of the company and its officers, ensuring that goals are met and standards are maintained. They conduct regular reviews and evaluations to drive continuous improvement.
- **Ethical Standards:** Directors uphold high ethical standards and act with integrity. They are expected to declare any conflicts of interest and refrain from actions that could bring the company into disrepute.

## POWERS

The Directors may undertake lawful activities to advance these objectives, including but not limited to:

- **Acquiring, leasing, or holding property**
- **Fundraising**
- **Employing staff or volunteers**
- **Entering into contracts**
- **Applying for grants or partnerships**
- **Set conditions and cost of association Membership**

## Insurance and Risk Management:

- **Adequate Insurance Coverage:** The company shall ensure that appropriate insurance coverage is acquired and maintained to protect against potential risks and liabilities. This includes, but is not limited to, public liability insurance, property insurance, directors and officers liability insurance, and any other insurance deemed necessary to safeguard the company's assets, operations, and members' activities.
- **Regular Review and Assessment:** The Board of Directors shall conduct annual reviews and assessments of the company's insurance policies to ensure that coverage remains adequate and relevant to the company's evolving needs and activities. Any identified gaps or deficiencies in coverage shall be promptly addressed.
- **Risk Management Policies:** The company shall implement and maintain robust risk management policies and procedures to identify, assess, and mitigate potential risks. These policies shall be reviewed and updated regularly to ensure their effectiveness and alignment with best practices.
- **Member Awareness and Compliance:** All members shall be made aware of the company's insurance coverage and risk management policies. Members are expected to comply with these policies and report any incidents or potential risks to the Board of Directors promptly.

## Role and Composition

- Officers serve as statutory Directors: **Chairperson, Secretary, Treasurer.**
- A Minimum of two Directors are required to run the Company; ideally three.
- If only one Director remains they can continue to operate for up to 3 months (see winding up article) to continue with one director after this 3 month period will require a special resolution to introduce additional checks and balances on accountability, proposed and voted on by the members.
- Additional Directors may be appointed with the full agreement of the existing Directors
- Additional Directors automatically have Voting rights and serve on the “Board of Directors”
- Additional Officers can be appointed by the Board with or without Director status.

## Election and Re-election

- Occurs annually at the AGM.
- Officers may stand for re-election if unopposed they are automatically re-elected
- All members are asked to nominate alternative candidates
- Opposing nominations from members triggers an election vote
- Voting shall be conducted using Electoral Commission–approved software.
- Changes must be reported to Companies House.

## Resignation or Removal

- Officers stepping down also cease to be Directors.
- Interim appointments or elections may be held as required.
- For removal of a serving Director (see article Removal of a Director)

## Voting and Decision-Making

- At least two Officers (Directors) must agree to any operational decision.
- Expenditure previously agreed at an AGM or members meeting can be enacted
- Expenditure of any amount to replenish existing stock items can be agreed by any 2 Directors
- Expenditure up to £100 can be agreed by any 2 or more directors.
- Expenditure above £100 but below £500 must be agreed by all directors
- Expenditure above £500 must be brought to Committee and Members for voting.
- Absent Officers may nominate another Officer to vote by email to the Secretary.
- If there are only 2 serving directors they may nominate a committee proxy.

## Conflicts of Interest

- Directors must declare any relevant interest in proceedings.
- The interested director must not vote or count towards quorum on the issue
- Directors must not act in any way that brings the Company into disrepute.

## Responsibilities of Officers

### Chairperson

- Presides over meetings
- Represents the Association externally

- Has a casting vote in membership votes
- Ensures compliance with relevant laws and policies
- May defer contentious agenda items

## Treasurer

- Manages finances, budgeting, and compliance
- Works closely with the Secretary on member financial matters
- Ensures financial transparency and record-keeping
- Ensures compliance with relevant laws and policies
- May defer contentious agenda items

## Secretary

- Acts as the prime interface between the company and governing authorities
- Manages correspondence, record-keeping, and membership database
- Maintains the website and oversees communications
- Issues meeting notices, agendas, and newsletters
- Ensures compliance with relevant laws and policies
- May defer contentious agenda items

## Committee

The Committee (a nominated subset of members) acts as an advisory body to the Directors, supporting implementation of decisions and ensuring operational continuity.

### *Responsibilities*

- Support Directors with association activities
- Attend Committee meetings and provide operational insight
- Offer feedback on plans and help maintain member engagement
- Volunteer time for events, maintenance, and communication

### *Appointment and Removal*

- Nominated by a simple majority of serving Directors
- Can be removed by a simple majority of serving Directors, communicated in writing
- The Number of committee members may vary

### *Participation*

- Expected to attend committee meetings
- May nominate a proxy via email if unable to attend
- Committee members have no statutory powers or voting rights at Board level

## Members

- Members to agree to membership rules when applying for membership
- All current “paid up” association members shall be deemed members of the CLG.
- The Directors may create rules for application, renewal, or termination of membership.

- The subscribers to the memorandum shall be the first members of the company. Membership thereafter shall be governed by the register of members maintained in accordance with the Companies Act 2006.”
- A register of members will be maintained by the Secretary

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## Liability of Members

- Each member guarantees to contribute **£1** in the event of winding up. The Company intends to hold the equivalent amount per member as a **contingency fund**.

## Meetings and Decision-Making

### Notification

A schedule of meetings (for calendar year) is displayed in the club premises, the club noticeboard. E-Mail reminders are issued at least 7 days in advance of the meeting. Any unscheduled meeting e.g emergency meetings” must be communicated to members within a reasonable period with consideration to ongoing events and priorities.

### Quorum

- Quorum is defined as a simple majority of serving directors present

### Board Meetings

- Meetings with all serving directors or designated proxies as required or as requested by serving directors
- Board meetings may include committee members or subject experts
- The Board members may seek informal votes on company issues, however the adoption of items into company policy is solely based on the vote of the board members (Directors)

### Annual General Meeting (AGM)

- Must be Held annually, typically December
- Covers Officer elections, Committee confirmation, and annual reports

### Committee Meetings

- Occur monthly (unless agreed with committee members) with Directors present
- Focus on operational issues, project planning, and feedback

### Member Meetings

- Held quarterly
- Used to present updates, seek feedback, and outline plans

## Emergency Meetings

- An emergency meeting can be called by any serving director to address unforeseen issues which have occurred or been brought to their attention that requires immediate action to ensure business continuity.
- These should only be called where the issue at hand cannot wait until the next appropriate scheduled meeting.
- Emergency meetings Require all Directors (or their proxies) to be present

## Meeting Notices

- Shared in advance via email, website, social media, and posted on the club noticeboard
- Members may request agenda items; final discretion lies with the Directors
- Deferred agenda items will appear on the next suitable meeting agenda

## Finance and Audit

- Treasurer maintains and reports on finances
- Financial records must be up to date and compliant
- Audits may be arranged when appropriate
- Bank accounts are jointly managed by Officers with dual approval needed for all transactions

## Amendments to these Articles

- Changes (except voting structures) may be made if all serving Directors agree
- If any Director disagrees, proposed changes must be referred to Members for voting.
- Any changes must be legal, in response to legislation changes and must pursue the objects of these articles.
  - **Voting structure changes** require: At least **51% approval** from voting Members
- All amendments must be filed with Companies House

## Winding Up

- If the Company is dissolved, its assets must be transferred to a similar body with charitable or community-benefit objectives.
- No assets may be distributed to members.

## Voluntary Dissolution

- The Company may be voluntarily wound up by:
  - A **special resolution** of the members; or
  - If **fewer than two directors remain**, and no successors are appointed within three months, the remaining director may initiate winding up after notifying the membership.
- Prior to dissolution, directors must notify members, resolve liabilities, and transfer assets per “Winding Up”

## Removal of a serving Director

A proposal to remove a serving Director can be initiated by any “Paid up Member” for one or more of the following reasons:

**Insolvency:** If a director is declared insolvent or bankrupt, they may be disqualified from acting as a director.(see automatic disqualification)

- **Insolvency:** Being declared insolvent or bankrupt . (See automatic disqualification)
- **Breach of Fiduciary Duties:** Acting in a manner not in the best interests of the company .
- **Misconduct or Fraud:** Engaging in misconduct, fraud, or other criminal activities .
- **Conflict of Interest:** Failing to disclose or manage conflicts of interest appropriately .
- **Breach of Statutory Duties:** Violating statutory duties outlined in the Companies Act 2006 .
- **Incapacity or Ill Health:** Experiencing a decline in health that affects their ability to fulfil their role
- **Persistent Breach of Company Policies:** Continuously breaching company policies and procedures
- **Non-Performance or Negligence:** Chronic non-performance or negligence in carrying out directorial duties

## Process for consideration of Removal

### 1. Initiation of Proposal:

- Any "Paid up Member" can initiate a proposal for the removal of a Director based on the grounds listed above .

### 2. Documentation and Evidence:

- The proposer must present documented evidence supporting the proposal to the Board of Directors .
- The Board will review the evidence and seek clarification from both the proposer and the Director in question .

### 3. Consultation and Legal Advice:

- The Board may consult legal advice regarding the evidence presented .

### 4. Fair Consideration:

- Both sides of the proposal (the proposer and the Director) should be given an opportunity to present their case .

### 5. Involvement of Committee and Membership:

- If the Board deems it necessary, the matter can be referred to the Committee for further review and recommendations.
- In cases of significant concern or where the Board is divided, the wider membership may be involved through a special meeting or vote .

### 6. Voting Rights:

- During the voting process, the Director proposed for removal should have their voting rights suspended to ensure fairness.

### 7. Decision and Communication:

- The final decision should be communicated in writing to all parties involved.
- In the event of removal this must be reflected to Companies House .

- If necessary, a replacement process will be initiated by the remaining Directors. If the removal of a Director drops the Directors to less than two, the “roles and composition” section of these articles comes into effect.

## Automatic Disqualification of Directors

*In the event that a Director is declared insolvent or bankrupt, or if Companies House has formally disqualified an individual from serving as a Director, the individual in question shall be automatically disqualified from their directorial position. In such cases, no vote or further deliberation by the Board or membership is required. The disqualification shall take effect immediately upon the conclusion of the insolvency hearing or the formal notification from Companies House.*

## Whistleblowing

### Definition

Whistleblowing occurs when a member discloses wrongdoing by directors, committee members or any other member likely to bring the company into disrepute.

including:

- Criminal offences, Legal non-compliance, Miscarriages of justice, Health or safety violations, Environmental harm, Concealing such activities

### Conditions for Disclosure

The member must reasonably believe:

- They are acting in the Company’s interest
- The issue concerns wrongdoing (not personal grievances)
- They must present verbal or and supporting evidence to proceed

### Disclosure Management

- Members may report wrong doings to any Director (anonymously or otherwise)
- If the claim concerns an existing Director that director is excluded from any voting privileges that may occur in the investigation of the wrong doing.
- Furthermore if the claim is concerning an existing Director the remaining directors can preserve anonymity of the whistle blower from the director accused of wrong doing.
- Directors will investigate and may involve external parties
- The reporting member will be informed of progress and intended actions following any review.
- Anonymity will be maintained unless legal requirements override

## Sign-Off and Adoption

These Articles were adopted by special resolution on **08/07/2025** by the undersigned Directors of North Harbour Allotment Association Limited.

**Signature****Date**

Rachel Kewell - Chairperson

Doreen Geddes - Treasurer

Mark Allen - Secretary