

**North Harbour Allotment  
Association Limited  
Governance & Rules Handbook  
(2026)**

Adopted Version – 2026

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## 1. Introduction

### 1.1 Purpose of This Document

These Rules govern the day-to-day operation of North Harbour Allotment Association Limited (“the Company”). They supplement the Articles of Association; where conflict exists, the Articles prevail.

### 1.2 Relationship to the Articles

These Rules expand on the Articles. Where ambiguity exists, the interpretation most consistent with the Articles applies.

### 1.3 Company Structure

The Company is a not-for-profit Company Limited by Guarantee under the Companies Act 2006.

### 1.4 Values

Respect, inclusion, sustainability, transparency, and compliance with PCC rules.

## 2. Membership Rules

### 2.1 Who Is a Member?

A member is a person entered into the statutory register after applying and paying the membership fee. Plot holders are not automatically members.

### 2.2 Application for Membership

Membership is voluntary. Portsmouth City Council (hereafter referred to as PCC) allocates plots independently. Plot holders may hold a plot without becoming members.

#### 2.2.1 Membership Benefits

- Public liability insurance covering member activity on the plot
- Participation in meetings
- Voting rights
- Eligibility for committee roles
- Access to clubhouse facilities
- Access to shop items at member prices
- Awareness of council activities

Non-members may purchase shop items with a 20% uplift.

#### 2.2.2 Eligibility

Membership is normally granted unless evidence exists of serious misconduct, safety risk, or active disciplinary exclusion.

#### 2.2.3 When Membership Begins

Membership begins only after payment and entry into the statutory register.

#### 2.2.4 Plot Tenure

Plot tenancy is managed exclusively by PCC and cannot be influenced by membership status.

### 2.2.5 Refund Policy

Membership fees are non-refundable. The fee contributes to insurance, administration, and communal operating costs which cannot be reversed once paid.

### 2.3 Renewal

Annual fee and confirmation of details required.

### 2.4 Non-Payment

Non-payment may result in removal from the membership register (plot tenancy unaffected).

## 3. Governance Structure

### 3.1 Directors

The Company aims to maintain at least two Directors (minimum required by the Articles). If only one Director remains, they may operate for up to three months, as defined in the Articles, after which additional checks or appointments must occur.

### 3.2 Responsibilities of Directors

Directors ensure compliance with law, PCC rules, governance, risk, safety, ethics, and financial oversight. Directors must commit sufficient time to fulfil duties. Deferred agenda items must carry forward until resolved.

### 3.3 Election of Directors

Elections occur annually at the AGM. Directors may stand for re-election. Member nominations trigger an election using Electoral Commission-approved software. Tie-break procedures apply only where not otherwise defined in the Articles.

### 3.4 Officer Roles

Chairperson – Presides over meetings, represents the Company, casting vote in membership votes (as defined in the Articles), may defer contentious agenda items.  
Secretary – PCC liaison, maintains statutory register, notices, agendas, newsletters, website, inspections.

Treasurer – Manages finances, dual-approval banking, budgeting, reporting, and audits.

### 3.5 Director Removal & No-Confidence Mechanism

Any paid-up member may propose removal. Voting rights of the Director concerned are suspended only for decisions relating directly to their removal. Processes follow Articles requirements.

## 4. Committee Rules

### 4.1 Purpose

Provide advisory support for Directors, operational assistance, and member engagement.

### 4.2 Appointment & Removal

Committee members appointed and removed by simple majority of Directors.

#### 4.3 Responsibilities

Attend meetings, support maintenance and events, provide insight, follow conduct expectations.

#### 4.4 Voting

Committee votes are advisory only. Committee members may nominate proxies for committee meetings only.

### 5. Meetings

#### 5.1 Quorum

Board quorum is a simple majority of Directors, as per Articles. Only Officers may act as proxies when nominated by a Director.

#### 5.2 Voting Software

Electoral Commission-approved software may be used for Director confidence votes or voting structure decisions.

#### 5.3 Board Meetings

Held monthly or as required. Directors vote; committee members may attend but not vote.

#### 5.4 AGM

Includes Director elections, committee confirmation, financial report, yearly plan. Voting structure amendments require thresholds defined in the Articles (51% approval).

#### 5.5 Committee Meetings

Monthly unless agreed otherwise.

#### 5.6 Member Meetings

Quarterly meetings for updates and feedback. Unresolved agenda items carry forward.

#### 5.6A Consideration of Member Proposals and Director Duties

Members may propose items for discussion at members' meetings and may vote on items formally presented by the Directors. The Directors will normally implement the wishes of the membership.

However, the Directors have a duty to act in the best interests of the whole membership and in compliance with legal, financial, health & safety obligations, and any rules required by Portsmouth City Council.

Where the Directors consider that a proposal cannot lawfully or responsibly be implemented, or where attendance at the meeting is insufficient to represent the wider membership, the Directors may decline to put the matter to a vote. The reason for this decision will be explained at the meeting and recorded in the minutes.

Where a proposal is lawful and potentially workable but would materially affect the wider membership, the Directors may choose to consult all members before making a final decision. If, after consultation, the membership supports the proposal, the Directors will adopt it.

Separately, where a proposal may be viable but requires further assessment — for example regarding financial implications, safety considerations, risk, or practicality — the Directors may defer the item for analysis. Any deferred item will be recorded in the minutes and carried forward on future agendas until the Directors have completed their assessment. The outcome will be reported at the next members' meeting or communicated to all members directly.

#### 5.7 Emergency Meetings)

Called by any Director for urgent issues. All Directors or Officer-proxies must attend.

Members may request an Emergency General Meeting where one or more Directors are accused of serious misconduct that could reasonably impair their ability to perform their duties. Any such request must be submitted in writing to the Secretary with supporting evidence. The Directors will review the request and, where appropriate, convene an Emergency Meeting in accordance with the Articles.

#### 5.8 Notices

Sent by email, website, social media, and noticeboard.

#### 5.9 Proxies

Only Directors may nominate another Officer as proxy for Board meetings. Committee proxies apply only within committee meetings.

## 6. Finance & Audit

### 6.1 Banking

Dual-approval banking required. Mandates updated when Directors change.

### 6.2 Spending Controls

Up to £100 – any two Directors

£100–£500 – all Directors

Above £500 – committee consultation (advisory) and member approval

Stock replenishment – any two Directors

### 6.3 Reporting

Quarterly financial updates and AGM report required.

### 6.4 Audit

External or independent audits arranged as needed.

## 7. Data Protection & Retention Policy

### 7.1 Data Protection & Retention Policy

North Harbour Allotments Association Ltd is a not-for-profit company limited by guarantee. The Association collects and processes personal data solely for the purposes of

administering membership, managing allotment plots, and communicating with members. We are registered with the GDPR.

#### 7.2 Lawful basis for processing

Personal data is processed on the basis of legitimate interests and legal obligations, including the requirement to maintain an accurate register of members as a company limited by guarantee.

#### 7.3 Types of data held

The Association may hold names, addresses, email addresses, telephone numbers, plot numbers, and limited administrative records relating to membership.

#### 7.4 Data access and security

Personal data is stored securely using cloud-based systems. Access is restricted to Association officers and committee members and is limited to legitimate administrative or emergency purposes only.

The Association does not store bank or card payment details.

#### 7.5 Data sharing

Personal data is not shared with third parties except where required for the proper management of the allotments or to meet legal obligations.

#### 7.6 Data retention

Personal data is retained only while an individual is a current member of the Association.

When a member resigns or does not renew their membership, their details are removed from the membership register and their personal data is deleted, except where limited retention is required for legal or accounting purposes.

#### 7.7 Review

This policy is reviewed periodically to ensure continued compliance with data protection legislation and good governance practice.

## **8. Conduct & Behaviour**

### 8.1 Members

Members must behave respectfully, comply with PCC tenancy rules, follow safety instructions, and observe these Rules.

### 8.2 Directors & Committee

Must act with integrity, declare conflicts, maintain Company reputation, and follow Articles and Rules.

## **9. Complaints & Discipline**

### **9.1 Complaints**

Informal resolution encouraged. Formal complaints acknowledged within 7 days and answered within 28 days.

### **9.2 Grounds**

Misconduct, harassment, rule breaches, illegal activity, safety issues, disruptive behaviour, non-payment.

### **9.3 Disciplinary Measures**

Warnings, temporary suspension, or membership termination. Decisions must be documented.

### **9.4 Appeals**

Appeals reviewed within 14 days; decision final.

## **10. Whistleblowing**

Members may report wrongdoing anonymously or openly. Accused Directors are excluded from related decisions. Evidence is required for action. Anonymity protected unless law requires disclosure.

## **11. Collective Director Misconduct Contingency**

### **11.1 Trigger Event**

If all Directors are accused of misconduct impairing ability to perform duties, an EGM is convened.

### **11.2 Purpose**

Receive statements and vote on whether each Director is cleared or at fault.

### **11.3 If One or More Directors Are Cleared**

Cleared Directors resume authority and oversee elections.

### **11.4 If All Directors Are Found at Fault**

All positions declared vacant, BUT at least one Director must legally remain to appoint replacements in accordance with Articles and Company Law.

### **11.5 Failure to Elect**

If replacements cannot be elected, the Company may enter orderly cessation.

### **11.6. Applicability**

New Directors assume office bound by Articles and Rules immediately.

## **12. Amendments to These Rules**

Directors may amend these Rules by majority decision where not contradicting the Articles. Voting structure amendments require 51% approval as defined in the Articles. Changes communicated promptly to members.