

Rules to underpin our Articles of Association

These Rules summarise and supplement the provisions of the Articles of Association. In the case of any inconsistency between the two documents, the Articles of Association will prevail.

Rule 1: Members are defined as Life members, members paying annual/monthly subscriptions, and honorary members.

Rule 2: Horticultural or other societies and associations, libraries, clubs, local authorities, public bodies, government departments, companies, firms, partnerships, institutions and similar bodies in any part of the world may if approved by the Board become associated to the Company on payment of a fee of such a sum as may be determined from time to time by the Board and the Board may lay down scales of association fees which differentiate between different bodies. Any such body may subscribe to the Company's publications without formally affiliating to it.

Rule 3: The term 'member' shall include an associated body and a branch or group, the term 'subscription' an association fee and an annual fee, and the term 'membership' association of any body or branch or group.

Rule 4: At the discretion of the Board any group which might comprise individual members of the Company who desire to work together in any area or locality or in any overseas land or in any area or locality of any overseas land to further the aims of the Company may be collectively associated to the Company as a branch or group. The Board may as it thinks fit merge or disband a branch or groups.

Rule 5: Membership of the Heritage Seed Library shall be limited to members of Garden Organic.

Rule 6: One vote per Garden Organic membership, but an associated body and a branch or group will not have voting rights (no associate vote).

Rule 7: In the case of the election of the members of the Board, voting shall be by a system of remote (electronic and/or postal) voting. Voting shall be counted on the candidate with the most votes - 'first past the post' system, i.e. the member with the most votes will be elected.

Rule 8: There will be a Chairperson and up to two Vice Chairperson(s) who shall be duly elected by the Board of Trustees only.

Rule 9: Members of the Board due to retire who wish to continue as trustees must be included in any election/ballot. They are entitled to stand in any election/ballot provided they are proposed and seconded and are appointed in accordance with paragraph 25 of the Articles.

Rule 10: Members of the Board may stand for re-election at the expiring of his/her term, but after the expiry of three terms (maximum nine years) such a person cannot stand for re-election at the next two AGMs.

Rule 11: Honorary Officer Appointments, term of office - At the first Board meeting following the confirmation of the resignation, retirement or other removal from office of the previous incumbents (in the usual course of business the meeting before the Annual General Meeting) the Board shall elect, from amongst their number, a Chairperson, Vice Chairperson(s) and Treasurer who shall be

Chairperson, Vice Chairperson(s) and Treasurer of the Board and of the Company. Honorary Officer elections will rotate on a three year cycle thereafter.

Rule 12: A Board member must be a member of Garden Organic at the time of appointment, but it is not a requirement at the time of selection. A panel of trustees should be selected to meet all potential trustees.

Rule 13: Current staff cannot stand as Trustees. Former employees cannot stand for election at the next two AGMs after they cease employment.

Rule 14: Members have a legal responsibility to act in the best interests of the charity (a fiduciary duty).