

Flower Clubs of Mercia and North Wales

nafasmnw.org.uk
Charity Number 518603

CONSTITUTION OF MERCIA AND NORTH WALES AREA OF NAFAS

1. TITLE

The title shall be:
Flower Clubs of Mercia and North Wales (M&NW)

2. AIMS

The aims of M&NW shall be to enhance the lives of everyone through flowers.

3. OUR VALUES

Ensure a friendly welcome for all, that embraces equality and diversity.
To be educational, recreational, non-political and non-denominational.
Ensure open and positive behaviours at all times in delivering our aims.
Make full use of the knowledge, energy and commitment of the members of the Clubs and Societies in our area.
Seek positive environmental sustainability in all our activities.

4. FUNCTIONS

In pursuit of the above aims, but not further or otherwise, M&NW shall:

- a) Establish a culture where collaboration and sharing best practice is the norm.
- b) Give advice and guidance to its affiliated clubs on matters connected with the flower arranging movement.
- c) Hold Area exhibitions and competitions.
- d) Hold presentations, workshops and/or courses of instruction in the practice of flower arranging and related subjects.
- e) Train and qualify and promote judges, demonstrators, teachers and speakers in the art of flower arranging and related subjects to the recognised NAFAS standard.
- f) Distribute selected flower arranging and related publications.
- g) Encourage the educational, cultural and charitable aspects of the flower arranging movement.
- h) Act as a link between affiliated Societies and NAFAS (such as the RHS).
- i) Raise funds by way of affiliation fees, events, sales of goods or otherwise provided that M&NW shall not undertake any substantial permanent trading activities of more than 25% in raising funds for its charitable aims.
- j) All such other lawful things as will further the aims of M&NW.

5. AFFILIATION

M&NW shall be affiliated to the National Association of Flower Arranging Societies (NAFAS). Affiliation fees are due from all individuals who are registered as members of an affiliated club and who attend club meetings, regardless of how many times per year they attend.

6. MEMBERSHIP

Membership to M&NW is by way of affiliation and shall be open to all Societies, Clubs and Groups within Shropshire, North & Mid Wales and parts of Cheshire, Staffordshire and West Midlands whose main object is to study and practice flower arranging, and who agree to accept the rules of M&NW. They collectively will be known as Flower Clubs.

The Area Management Team reserve the right to refuse affiliation, if a club or member is deemed to not be upholding the principles and values of NAFAS, or the Rules of the Association.

7. TRUSTEES

To comply with the Charity Commission's recommendation Trustees will be nominated and appointed. These will be named at the Annual General Meeting and will comprise.

- a) Area Chairperson
- b) Area Vice-Chairperson
- c) Area Secretary
- d) Area Treasurer
- e) Nominated member of an affiliated club of M&NW, approved by the Management Team. If more than one nomination is received and approved, Area Council will vote to select one of the approved nominations.

All Trustees must be current members of an M&NW affiliated club. The first four roles above are inseparable from the role of Trustee. It is not permitted to resign as a Trustee and remain in one of the four named posts.

The Trustees shall meet as necessary during the year.

No member of the Trustee body shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the charity) or receive other than the reimbursement of any reasonable and proper out of pocket expenses incurred in their duties, or be interested (otherwise than as Trustee of the Charity) in any contract entered into by Trustees.

8. AREA OFFICERS

The Area Officers are:

- a) Judges' Representative
- b) Demonstrators' Representative
- c) Education Representative
- d) Speakers' Representative

CO-OPTED OFFICERS

- a) Media Officer
- b) Ticket Officer
- c) Safeguarding Officer
- d) Shows and Events Officer
- e) Trading Officer
- f) Flower Arranger Officer

The Area Officers are elected annually by Council. The Co-Opted Officers do NOT have voting rights.

9. AREA MANAGEMENT TEAM

The Trustees and Area Officers together make up the Area Management Team. The Area President, Area Vice-President and Area Associates of Honour may also take part in Area Management Team meetings and contribute to debates but do not have any voting rights. Members may be co-opted at the discretion of the Area Management Team. The Area Management Team meetings to take place at least four times a year and to be usually chaired by the Area Chairperson.

The Area Management Team shall budget for and recommend ways to raise funds for the Charity.

10. JUDGES, DEMONSTRATORS, EDUCATION & SPEAKERS SUB-COMMITTEE (JDE&S)

The Committee members are:

- a) Area Vice-Chairperson
- b) Judges' Representative
- c) Demonstrators' Representative
- d) Education Representative
- e) Speakers' Representative

Area Vice-Chairperson normally to chair the meeting. The Area Chairperson, Area Secretary and Area Treasurer may attend ex-officio.

Members may be co-opted at the discretion of the Committee Chairperson and Committee members.

Any committee member may call for a meeting of the JDE&S Committee to discuss confidential and other matters in respect of any or all judges, demonstrators, teachers and speakers.

The Committee Chairperson will only report outline details of any confidential meeting to the Management Team.

11. AREA SUB-COMMITTEES

The Area Management Team may appoint sub-committees under a named Chairperson as required to address specific tasks.

12. AREA COUNCIL

The Area Council is the governing body of M&NW.

Area Council is comprised of Trustees, Area Officers and Club delegates.

Trustees and Area Officers with voting rights may each vote, however they cannot represent their Club as well as their office.

Each Club will select one member to attend Area Council as their voting delegate. All affiliated Club members are entitled to attend Council Meetings and contribute to debates.

Area Council meetings are arranged by the Area Management Team, usually chaired by the Area Chairperson and will take place at least 3 times a year.

13. MEETING QUORA

The quorum of Trustees is no fewer than three Trustees.

The quorum for the Area Management Team is no fewer than six of the Area Officers.

The quorum for the JDE&S sub-committee is no fewer than three members.

The quorum for the Area Council, Annual General Meeting or Extraordinary General Meeting is no less than one third of Area Council who have voting rights, that is Trustees, Area Officers and Clubs' voting delegates.

The Chairperson presiding over any meeting shall have a casting vote for that meeting.

No business shall be transacted at a meeting unless a quorum is present. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

14. ANNUAL GENERAL MEETING (AGM)

The AGM to be organised and Chaired by the Area President.

The AGM shall be held in November each year.

All affiliated Club members are entitled to attend. Voting is limited to those with voting rights as defined under the M&NW Council (11).

15. EXTRAORDINARY GENERAL MEETING (EGM)

Any EGM is chaired by the Area President.

An EGM may be summoned by

- a) The Area Chairperson
- b) The President or
- c) No fewer than one third of Area Clubs submitting a request in writing to the Area Secretary.

This request shall be met by a meeting called within twenty eight days of receipt of the request.

16. ELECTION OF OFFICERS

Nominations for Vice-President and Area Officers are sent to the Management Team by end of August prior to the AGM. Once approved, those nominations are presented to Area Council, normally the AGM. If there is more than one nomination for a post, Area Council will vote to select one of the nominees to fulfil that post.

The Vice-Chairperson assumes the role of Chairperson when the current Area Chairperson's term of office ends.

The term of office for the Area Chairperson is normally three years, unless the Area Management Team approve for recommendation to the Area Council to change the term of office for an acceptable reason. The term of office for the Vice-Chairperson shall be three years, unless the Area Management Team approve for recommendation to the Area Council to change the term for an acceptable reason.

Normally the President shall not be eligible for re-election at the expiry of their two-year term of office, when the Vice-President assumes the role. Unless it is agreed by Council to extend in exceptional circumstances.

17. FINANCE

Current and Investment Accounts will be opened in the name of Mercia and North Wales Area of NAFAS at such Banks and Building Societies as the Area Management Team may authorise. The financial year shall be from 1st October to 30th September. The signatories for the bank accounts will be Area Chairperson, Area Vice-Chairperson, Area Secretary and Area Treasurer.

Affiliation fees from Clubs are due on 1st October each year based on the registered membership of 30th September of that year. The fee per member is to be decided at the AGM on recommendation of the Area Management Team.

M&NW accounts must be examined by an independent person with financial expertise who shall be appointed at each AGM in accordance with current Charity Legislation.

18. DISPOSAL OF ASSETS

Should M&NW fail or cease to function according to the rules of this Constitution, its affairs shall be wound up and any monies or other assets in its possession transferred to such other charitable institutions having aims similar to the aims of M&NW as the Council may determine.

19. ALTERATIONS OF RULES

Area Management Team will consider changes to the constitution for discussion at Council. Alterations and amendments to the Constitution must be agreed by vote at the AGM or an EGM.

The Area Management Team may propose amendments, additions or rescindments to these Rules other than Rule 17 (Disposal of Assets). Any changes shall be ratified at a General Meeting of M&NW and then by a majority of not less than two-thirds of those attending and voting at the meeting. Notice of any proposed alterations shall be distributed by the Area Secretary when convening the meeting. No alteration shall be made which would cause M&NW to cease to be a Charity.

20. INTERPRETATION OF RULES AND OMISSIONS

The Area Council shall have the power to give a ruling should there be any ambiguity or difference of opinion concerning these rules.

21. AREA ASSOCIATES OF HONOUR

Associates of Honour are those members who have provided an outstanding contribution to the Area over a long period of time. Nominations for this Honour and the reasons why will be considered and awarded by the Area Management Team. There will be no more than fifteen Associates of Honour at any one time. The award is normally presented at the AGM by the President.

22. MEETINGS

Meetings may be either physical (where participants are all present in the same room) or virtual (where participants use their internet connected device to meet in a virtual room) or a combination of both.

Minutes will record all the names of participants without distinction between physical or virtual attendance.

23. REPRESENTATION AT NAFAS

The Area Chairperson normally shall attend the NAFAS Advisory Council (NAC) and other meetings as necessary and report back to Area Council and the Management Team. Judges, Demonstrators, Speakers and Education representatives shall attend their relevant National meetings and report back to Area Council and Management Team.

If the Area Chairperson is unable to attend the NAC the Area Vice Chairperson normally attends, or an approved member of the Management Team.

Date of adoption of Constitution and any amendments: 24 November 2025