



Sharing the best in Gardening

NOTICE OF THE ANNUAL GENERAL MEETING 2016

The 212th Annual General Meeting of The Royal Horticultural Society will be held at 2pm on Monday 27 June 2016 in the Hillside Events Centre, RHS Garden Wisley, Woking, Surrey, GU23 6QB



**For an alternative format of this Notice, or for any other matters relating to the AGM, please contact The Secretary:
by calling the AGM helpline on 020 7821 3653 (textphone 18001 020 7821 3653);
by email to agm@rhs.org.uk; or by mail to 80 Vincent Square, London SW1P 2PE**

Agenda

1. PRESIDENT'S REPORT

2. TREASURER'S REPORT

3. DIRECTOR GENERAL'S REPORT

4. ANNUAL GENERAL MEETING 2016

4a. MINUTES To approve the Minutes of the 211th Annual General Meeting held on 25 June 2015. Voting will be by a show of hands at the Meeting.

4b. RESOLUTION to Amend the Society's Bye-laws To confirm the proposed amendments to the Society's current Bye-laws as proposed by Council and subject to any modification that may be approved at the Annual General Meeting. Details of the proposed amendments of the Bye-laws can be found at pages 7-8 and 20-25.

Voting will be by poll at the meeting.

4c. ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS 2015/16

To receive and consider the Annual Report and Consolidated Financial Statements for 2015/16.

4d. ELECTION OF PRESIDENT AND TREASURER To declare elected unopposed Sir Nicholas Bacon as President and Alastair (Sandy) Muirhead as Treasurer for the next year (see pages 10-12)

4e. ELECTION OF ORDINARY MEMBERS TO COUNCIL To declare elected unopposed the following five ordinary members to Council:-

- Mr James Alexander-Sinclair
- Mr Dennis Espley
- Dame Mary Keegan
- Mr Matthew Lindsey-Clark
- Dr Sarah Raven

Details of candidates are given from pages 14 to 17.

4f. APPOINTMENT OF AUDITORS To re-appoint Grant Thornton UK LLP as the Society's Auditors for the next year.

Voting will be by a show of hands at the Meeting.

4g. APPOINTMENT OF VICE PRESIDENTS To receive the names of the Vice Presidents of the Society for the next year.

Further information about the appointment of the Vice Presidents of the Society for the next year can be found at page 19.

4h. CLOSE OF MEETING

5. MEMBERS' QUESTIONS (30 MINUTES)

Refreshments will be provided following the AGM and free tours are being offered throughout the day (please see page 6)

Please note that photographs may be taken of the Meeting for publication in The Garden, the Society's own journals and/or on the RHS website. These photographs may also be released to other media organisations. By attending the Meeting, you consent to being photographed for this purpose.

Attending the Annual General Meeting

The Annual General Meeting (AGM) of the RHS will be held in the Hillside Events Centre at RHS Garden Wisley, Woking, Surrey, GU23 6QB at 2pm on Monday 27 June 2016. The doors will open at 1.30pm.

How to get to the RHS Garden Wisley

By road: RHS Garden Wisley lies between Cobham and Ripley in Surrey, off the main London to Portsmouth road (A3) south of Junction 10 of the M25. Follow the brown tourist flower signs on the A3 and M25 to RHS Garden. Car parking is free.

By rail: Closest stations are West Byfleet (4 miles) or Woking or Cobham (both 7 miles). There are no taxis on standby at West Byfleet.

By bus: 515 Kingston to Guildford via Surbiton and Wisley. For details call National Traveline on 0871 200 22 33.

Cycle racks are available at Wisley.

Access to the Hillside Events Centre: The centre has full access and facilities for people with disabilities. If you require assistance, please speak to any RHS member of staff. A mobility buggy and mobility scooters will be available on the day; if you would like to make use of these, please email wisley@rhs.org.uk

Admission to the AGM: You will need to show your RHS membership card to gain admission to the AGM. If you are attending the AGM as the representative of an affiliated society or other organisation, you will be required to produce evidence that you are authorised to act on its behalf. Guidance on acceptable forms of authority can be obtained from The Secretary.

Security: You will be required to keep any bags or other personal belongings with you throughout the AGM. You may also be asked to agree to your personal items being searched.

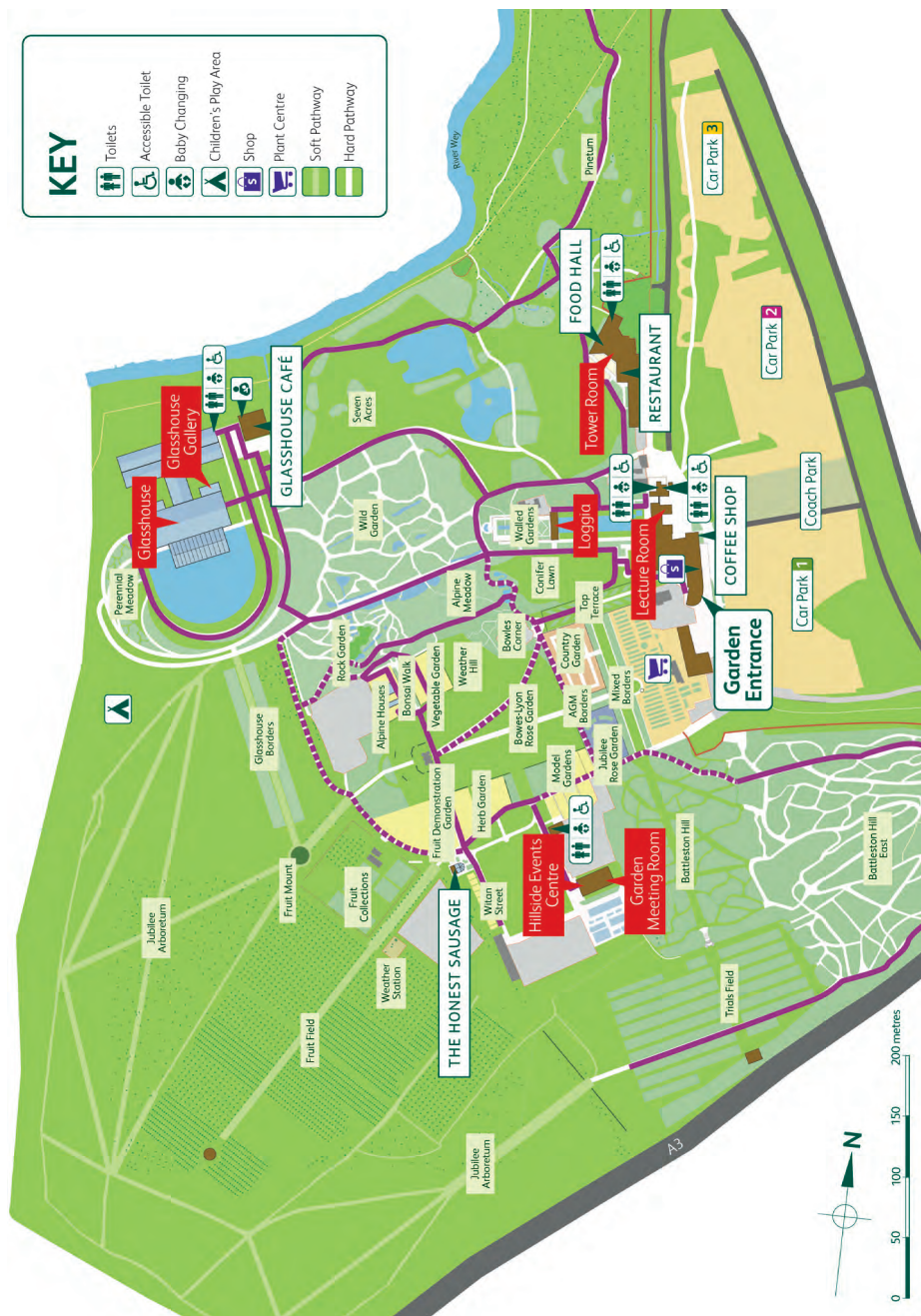
Facilities for those with a hearing

impairment: There will be an induction loop available during the AGM.

Mobile Telephones: Please turn off mobile telephones before entering the AGM.

Medical Care: If you require medical attention, please contact any RHS member of staff who will ensure that you receive assistance.

Smoking: Smoking is not permitted in the Hillside Events Centre or other indoor areas.



RHS Garden Wisley Tours and Events

The RHS will be running the following free guided tours and events for members on the day of the AGM:

The Bowes Lyon Rose Garden & Mixed Borders; a tour of roses and summer flowering perennials.

Time: 11.30 (approximately 30mins)

Meeting Point: Birdbath near the Conifer Lawn

Battleston Hill – Wesley’s fine woodland garden and Mediterranean Terraces

Time: 12.00 (approximately 30mins)

Meeting Point: Bottom of the Battleston Hill Broadwalk

The Rock Garden and Alpine Houses – a world of miniature treasures!

Time: 12.30 (approximately 30mins)

Meeting Point: Alpine House

Exhibition of the Wisley Planning Application and Planned Key Investments

Time: 15.30 (immediately after the end of the AGM)

Meeting Point: Hillside Events Centre

Behind the Scenes Science Tour: Collections and Libraries

Time: 16.00 (approximately 30mins)

Meeting Point: Loggia (by the canal)

The Trials Field; home of the Award of Garden Merit and plant trialling

Time: 16.15 (approximately 30mins)

Meeting Point: Steps to the trials field

Agenda Item 1 – President’s Report

The President will make his statement.

Agenda Item 2 – Treasurer’s Report

The Treasurer will make his statement.

Agenda Item 3 – Director General’s Report

The Director General will make her statement.

Agenda Item 4 – Annual General Meeting

Agenda Item 4a – Minutes

The Chairman (the President unless he is not present) will invite you to approve the Minutes of the 2015 AGM as an accurate record of that meeting by a show of hands at the Meeting.

These minutes are available to download from www.rhs.org.uk/agm and will be available in hard copy at the meeting. If you would like a copy to be mailed or e-mailed to you please contact The Secretary (please see the front cover for contact details).

4b. Council’s Resolution to Amend the Society’s Bye-laws

The resolution that Council is placing before the meeting is:

to bring the statement of the composition of Council in line with the Charter,

to provide that the maximum term of office on Council, including service as President or Treasurer, shall not exceed 17 years,

to provide, in relation to the roles of both President and Treasurer, that following an individual’s service in the role for five terms, two further terms may be served, though only exceptionally (which exceptional further terms are not taken into account for the purposes applying the limit of ten years continuous service),

to clarify that the cap on co-opted terms of office is three years,

to clarify procedural matters relating to Council, including to state that Council exercises its powers in the name of the Society,

to set the minimum requirement for written resolutions at three quarters of the Council members, rather than all members,

to clarify that in the President's absence from a meeting, the Vice-Chairman shall chair the meeting and in the event of an equality of votes at any meeting at which the Chairman is not present, the Chairman of the meeting may use a second or casting vote,

to clarify procedural matters relating to members, including to state that member benefits will end at midnight on the day of termination of membership,

to clarify that the President or Chairman of a members' meeting may allow a person who is not an individual member or appointed proxy to attend,

to confirm that if a quorum is not at first present at a members' meeting, the Chairman can re-convene the meeting not less than half an hour from the original start time,

to refer explicitly to different categories of membership, to specify that notice of a meeting adjourned for more than 21 days shall be advertised in The Journal, not a national newspaper,

to include a definition of Notice of Resolution in relation to notification of a resolution proposed by a member,

to confirm that a majority of those present or represented by proxy must approve any changes to the Bye-laws and to introduce a process for providing members with details of modifications in advance of the meeting,

to clarify the entitlement of Honorary Fellows or those granted Associateship of Honour, and

to resolve drafting inconsistencies, adopt a clearer layout, sub-dividing longer Bye-laws and to include clearer and more precise language and consistent use of defined terms.

The detailed proposed amendments of the Bye-laws can be found at pages 20-25.

The existing RHS Charter and Bye-laws are available at www.rhs.org.uk/charter-bye-laws

Voting will be by poll at the Meeting.

Any member may propose an addition, alteration or omission to the amendments recommended by Council and, provided this is received in writing by The Secretary at 80 Vincent Square, London SW1P 2PE at least seven clear days before the AGM (by midnight on 19 June 2016), such proposal will be considered at the Meeting. Council has agreed that the method of voting on any modification proposed by a member will also be by poll at the Meeting.

Any amendments to the Bye-laws agreed by the Meeting, with or without modification, will take immediate effect.

Agenda Item 4c – Annual Report and Consolidated Financial Statements 2015/16

The Annual Report is presented to the Meeting by the President and explains what the Society has achieved over the past year and its plans for 2016/17.

The Annual Report and Consolidated Financial Statements for 2015/16 will be available to download from www.rhs.org.uk/agm from the end of May and will be available in hard copy at the meeting. If you would like a copy to be mailed or e-mailed to you please contact The Secretary (please see the front cover for contact details).

During discussion of this item, you are very welcome to provide feedback and ask questions. However, it is helpful if you let us know your questions in advance of the Meeting so that we can ensure that we have the information available to give you a full answer. You can provide advance notice of your question to The Secretary (please see the front cover for contact details).

Agenda Item 4d – Election of President and Treasurer

PRESIDENT

The President of the Society is elected annually by the membership and provides leadership and direction to the Society's Council Members, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the RHS. The President also acts as Chairman of Council and the Horticulture Board and is a trustee of the Society.

The only candidate validly nominated for election as President this year was Sir Nicholas Hickman Ponsonby Bacon. As there were no other candidates, Sir Nicholas Bacon will be declared elected unopposed as President of the RHS.

Sir Nicholas Bacon



Proposed by: Giles Coode-Adams

Seconded by: George Anderson

Supported by: James Alexander-Sinclair, Professor Mick Crawley, Susan Grollet, Elizabeth Hoare, Richard Hobbs, Jon Wheatley.

My career has been a combination of experience gained in the small corporate sector of land based and property interests alongside experience in the not for profit sector. The motivation of volunteers, working with the various Charities which I have chaired, is a vital aspect of a Chairman's role, whether it is fundraising, the implementation of a strategy or the appraisal of the Chief Executive, my experience has covered all these aspects.

The RHS is a remarkable institution, well known but insufficiently well appreciated for the enormous amount of work it does for the benefit of Horticulture. It is so important for its future in a world where, for example, pathogens are an ever present threat to our native flora, for the RHS to be a strong outward facing organisation capable of being the leading authoritative voice for all gardeners. My business knowledge will enable me to continue to ensure that the delivery of the charitable aims of The Society is efficient and effective, backed up by a thriving business which provides the financial resource for this to happen.

I have no horticultural qualification other than a passion for growing plants and an appreciation that gardening is a 'good thing' for so many aspects of behavioural and medical conditions. The education of children is something that happens at my own garden, open 120 days a year for the general public. It would be a privilege to continue to serve the RHS, I have the time, commitment and experience to do so.

TREASURER

The Treasurer of the Society is elected annually by the membership and is responsible for advising the President and Council on the Society's financial and business affairs including those of the trading subsidiaries. The Treasurer also acts as Chairman of the Society's Commercial Board and Pensions and Remuneration Committee, and is a trustee of the Society.

The only candidate validly nominated for election as Treasurer this year was Alastair (Sandy) William Muirhead. As there were no other candidates, Sandy Muirhead will be declared elected unopposed as Treasurer of the Society.

Alastair Muirhead (known as Sandy)



Proposed by: Mark Porter

Seconded by: Sir Anthony May

Supported by: George Anderson, Fiona Duffort, Ewen Gilmour, Dame Mary Keegan, Philip Rego, Katherine Thomas

I have been a member of the RHS's Council since 2007, of its Audit & Risk Committee since 2009 and of its Investments Committee since 2004. I have also been a member of the Commercial Board and its predecessor bodies since 2002 and now chair this board as Treasurer. As Treasurer, I also chair the Pensions & Remuneration Committee. I was also a member of the Herbaceous Plant Committee from 1997 to 2011 and participated in the judging of herbaceous plant exhibits at shows.

As such, I have developed a wide and deep experience and understanding of the RHS's core horticultural purpose as well as its commercial and financial structures, management team and challenges and opportunities. In so doing, I have been able to draw on my 37 years of practical experience as an accountant, corporate financier and private equity investor; my role for the last 18 years with Phoenix has involved my sitting on the boards of numerous companies and assisting in the development of their commercial strategies, governance and control structures and financial reporting regimes. This is of great relevance to the RHS as it grows, further professionalises and addresses today's competitive challenges.

I would highlight two aspects of my contribution to the RHS which are of particular relevance to the role of Treasurer.

Firstly, when I chaired the Audit and Risk Committee from 2009 to 2013, I brought a number of strong new independent members onto the committee, I have overseen the "insourcing" and considerable strengthening of the internal audit function, and the introduction of a comprehensive risk management framework for the Society. This has enabled a far greater level of management control of systems and risks within the Society.

Secondly, as a member of the Investments Committee, I played a pivotal role, with the previous chairman, in the fundamental realignment of the RHS's investment strategy to its current "real return/inflation plus" approach, and in the selection and evolution of suitable fund managers to execute that strategy, and as Chairman of the Committee from 2011 to 2014, I extended that

approach to the RHS's endowment fund and also oversaw the development of the investment strategy to enable the funding of the strategic investment programme.

The Treasurer has a key role to play in supporting the President, the Director General and the Leadership Team in undertaking the Strategic Investment Programme. The successful execution of this set of projects, which is now well underway, is critically important to the future of the Society, whilst the scale and complexity of this undertaking continues to demand considerable commitment and attention to detail.

I am excited by the opportunity to offer myself for re-election in the role of Treasurer. I enjoy a strong working relationship with the Leadership Team and my fellow Council members, and relish the prospect of being able to continue to make a contribution to the development of the RHS.

Agenda Item 4e – Election of ordinary members to Council

The Council of the RHS is responsible for the strategic direction of the Society and ensures that it acts in accordance with the objectives set out in the RHS Charter. Council comprises the President, Treasurer, 15 ordinary members and up to two co-opted members. Those who serve on Council are also the trustees of the Society.

Every year, as part of the democratic running of the Society, at least three ordinary members of Council retire and the resulting vacancies are filled by election at the AGM.

At this year's AGM, five ordinary Council members are retiring: James Alexander-Sinclair, George Anderson, Dennis Espley, David Haselgrove and David Morrison. Their places will be filled by election for a term of five years. James Alexander-Sinclair and Dennis Espley are eligible to stand for re-election. George Anderson and David Morrison are not eligible to stand for re-election as they have each served ten years. David Haselgrove has decided to stand down for personal reasons.

Therefore, there are this year five validly nominated candidates for the five vacancies. Accordingly, James Alexander-Sinclair, Dame Mary Keegan, Dennis Espley, Matthew Lindsey-Clark and Dr Sarah Raven will be declared elected unopposed as members of Council.

Candidates being elected to Council

The following candidates are validly nominated for this year's election and will be declared elected unopposed:

James Alexander-Sinclair



Proposed by: Alan Titchmarsh

Seconded by: Cleve West

Supported by: Adam Frost, Dan Pearson, Ann-Marie Powell, Joe Swift, Jo Thompson, Matthew Wilson

I have very much enjoyed the last five years on Council where I have endeavoured to be as useful as possible.

I have judged at all the major shows, served on the Gardens Committee, Herbaceous Committee and Horticulture Board. I am also on the Shows Advisory Group, helped with the judging review, digital strategy and various other groups.

I would very much like to carry on doing much the same thing for the next five years, focusing on transparency, Show Garden judging, Britain in Bloom and the Urban Garden.

All in all, I look forward to a busy few years.

Dame Mary Keegan



Proposed by: David Haselgrove

Seconded by: Anthony May

Supported by: Paula Diggle, Marion King, Linda Muirhead, Philip Rego, Marilyn Sivewright, John Ward

A Chartered Accountant, my career was spent providing a range of accounting, governance and financial risk management advice across private and public sectors. Now retired from full-time work, I am a keen amateur gardener, have been a member of the RHS for 20 years and have, for the last seven years, served as a member of its Audit and Risk Committee

Dennis Espley



Proposed by: Robert Hillier

Seconded by: Lesley Thomson

Supported by: Jekka McVicar, Caroline Notcutt, Carol Paris, Colin Squire, Christine Walkden, Bernard Williams

I have been fortunate to have enjoyed working in gardening and horticulture for over forty years, during a period it has expanded and grown in popularity. My role until recently as MD of a garden centre group with sales of over £45m a year and 650 staff enables me to understand many of the issues in running a complex organisation like the RHS and the importance of being efficient and profitable.

On a day to day basis I was involved with retailing, customer satisfaction, accounts, buying, repairs, HR & training, catering, marketing, health & safety and concessions.

Along with this I work on long term planning including acquisitions and capital investment, along with building, rebuilding, extending and refurbishing garden centres.

Horticulture and gardening bring great pleasure to gardeners whether casual, dedicated or professional. As the UK's leading garden charity, the RHS has a pivotal role in the promotion of gardening and educating and inspiring people at all levels and ages in its benefits and practice.

I have been involved with the RHS for 8 years, initially on Nominations, Appointments and Governance Committee followed by Council, with terms on Commercial Board, Pensions & Remuneration Committee, Tender Ornamental Plant Committee, and as a Pension Scheme Trustee and member of 5th Garden Outreach steering groups.

During this period the charity has changed for the better with the Executive more able to progress projects and the day to day running of the organisation. Charitable purpose has now come to the fore and given the organisation fresh impetus and focus. This is raising the RHS profile with the gardening public while promoting gardening for its health and wellbeing benefits.

The current Strategic Investment Programme is ambitious but achievable and should unite members, staff and volunteers in this exciting future.

I believe the 5th Garden is particularly important as it reinforces the RHS ambition to be seen as a national charity, and particularly pleasing as it was one of my targets for the RHS at my first interview for Council five years ago.

Having retired from full time employment in April 2016, will free me up to give more time to the RHS as required.

Matthew Lindsey-Clarke



Proposed by: Lesley Hegarty

Seconded by: Carolyn Townsend

Supported by: Edward Banks, Rosamund Bernays, Richard Clark, Gay Hoare, Mary Hopkins, Sue Lawson

The enjoyment of plants, gardening and gardens are amongst my greatest pleasures and I have gained over many years a real passion for the RHS and the role it plays in the development of horticulture in our country. I have been a member of the RHS since 1995, a Founder Fellow since 2011 and a member of the Commercial Board since 2014. I see the Society's broad educational ambit as vital, along with the development and protection of gardens as public spaces for recreation, relaxation and reflection.

The Society plays an important role in promoting an approach to gardening that is both at one with our landscape, heritage and traditions and in harmony with its natural environment.

I have been a corporate finance adviser for over 30 years, which has given me exposure to a wide range of businesses and challenging commercial situations. I have worked with the same team since

the mid-90s, helping to build the business we founded from a handful of partners to one of the largest independent advisory firms in Europe with over 250 employees.

I have greatly enjoyed my time on the Commercial Board, through which I have gained much insight into the affairs of the Society. The current Strategic Investment Programme will dominate much of the Council's work over coming years and I believe that my business experience will enable me to contribute usefully to the financial and risk management of the various projects.

Dr Sarah Raven



Proposed by: Jekka McVicar

Seconded by: Tom Stuart-Smith

Supported by: Jonathan Buckley, Louise Farman, Ian Lamb, Sue Longley, Mary Pollock, Faith Raven

There are three ways I could contribute to the RHS Council.

The first is my commercial experience of creating and growing a home-shopping business in the garden sphere. We are now a digital business with close to 100,000 – 0 to 12 month shoppers on our database.

I also have long and wide experience – through this business and teaching about what, how and when UK shoppers like to buy, and of retail, from a shop at Perch Hill.

I also have long experience of garden writing and illustrated books, many of which have sold large numbers of copies (Garden Cookbook – 75,000; The Cutting Garden – over 100,000)

Members of Council continuing in office after the AGM

The following ordinary members of Council will continue in office after the AGM:

Chris Blundell	Lorna Parker
Professor Mick Crawley	Mark Porter
Mark Fane	Dr David Rae
Professor Peter Gregory	Lady Tollemache
Neil Lucas	Jon Wheatley

Agenda Item 4f – Appointment of Auditors

The Society is required to arrange for its accounts to be audited by a firm of chartered accountants and the Bye-laws provide for an auditor to be appointed annually at the AGM.

Council recommends that Grant Thornton UK LLP be re-appointed for 2016/17.

The Chairman will invite you to vote on this recommendation by a show of hands at the Meeting.

Agenda Item 4g – Appointment of Vice Presidents

The office of Vice President of the Society is honorary and appointment recognises either past contribution to the Society's activities or the ability to contribute in the future to the achievement of the Society's aims and objectives. Vice Presidents are expected to act as ambassadors for the Society.

Council has re-appointed the following to the office of Vice President for 2016/17:

Mr Michael Balston	Dr Henry Oakeley VMH
Mr Lawrence Banks CBE VMH DL	Mrs Jane Pepper
Mr Chris Brickell CBE VMH	Mr John Ravenscroft VMH
Count Andre de Kerchove de Denterghem	Mr John Sales VMH
Vicomte Philippe de Spoelberch	Dowager Marchioness of Salisbury VMH
Mr Raymond Evison OBE VMH F.I.HORT	Mr Martin Sloccock VMH
Mrs Carolyn Hardy OBE VMH	Dr Kiat Tan
The Rt Hon the Lord Heseltine CH PC	Mr Alan Titchmarsh MBE VMH DL
Mr Robert Hillier OBE VMH	Professor Harold Tukey
Professor Brian J Huntley	Mr Richard Webb VMH
Mr Roy Lancaster CBE VMH F.I.HORT	

In addition, Council has appointed the following to the office of Vice President for 2016/17:

Jekka McVicar

Agenda Item 4h – Close of Meeting

The President will formally draw the AGM to a close.

Agenda Item 5 – Members' Questions

There will be an allotted time of 30 minutes for members to ask questions. Questions should be submitted in advance to The Secretary (please see the front cover for contact details).

Council's proposed amendments to the Bye-laws

Bye-law 1.1 – delete “the RHS” and add “the Society” and after the words “as amended on 1 July 2008” add “and 2 July 2014”.

Bye-law 2.9 – delete the words “whose application for membership” and add “whose application to renew membership”.

Bye-law 2.10 (d) – delete “Council is of the view” and add “Council decides”.

Bye-law 2.11 – delete “e” and add “be”.

Bye-law 2.12 – delete the existing wording and add the following:

“2.12 – A member shall cease to be entitled to any remaining benefits and rights of membership at midnight on the day their membership terminates. A member shall remain liable for any arrears of subscription or other sums due from them and shall not be entitled to the return of any subscription or other fees already paid”.

Bye-law 2.13 – delete the existing wording and add the following:

“2.13 – Individuals who are granted the Society’s Honorary Fellowship or individuals who were granted the Society’s Associateship of Honour without the need to pay a subscription shall be granted membership for so long as they hold the title. Any individuals granted the Society’s Associateship of Honour on the basis that they are not exempted from paying a subscription shall be required to pay a subscription on the same terms as other members.

2.14 – Individuals who are granted the Society’s Honorary Fellowship or individuals who were granted the Society’s Associateship of Honour without the need to pay a subscription shall be entitled to the same benefits and rights and subject to the same obligations of membership as any other member of the Society and Bye-laws 2.10 and 2.12 shall apply to their membership subject to any necessary change.”

Bye-law 4.1 – delete the existing wording and add the following, re-numbering all references to existing.

Bye-laws 4.2 – 4.6 as Bye-laws 4.3 - 4.7 (which re-numbering is adopted below, save where reference is made to the numbering of an existing Bye-law).

“4.1 – The governance of the Society shall be vested in Council. The members of Council are the charity trustees of the Society.

4.2 – Council shall consist of no fewer than 12 members and no more than 19 members, comprising:

- the President;
- the Treasurer;
- up to 15 ordinary members of Council; and
- up to two co-opted members of Council.”

Bye-law 4.4 – after the words “but not limited to power” add “in the name of the Society”.

Bye-law 4.4 (l) – replace the words “committee to which Council delegates decision-making powers” with “decision-making committee”.

Bye-law 4.4 (n) – delete.

Bye-law 4.6 – replace the words “committee taking decisions on behalf of Council” with “decision-making committee” and the words “the quorum for the committee” with “the quorum for such a committee”.

Bye-law 4.7 – replace the words “any decision-taking committee” with “any decision-making committee” and transfer the second and third sentences to form new Bye-law 4.8, re-numbering the existing Bye-laws 4.7 – 4.10 as Bye-laws 4.9 – 4.12 (which re-numbering is adopted below save where reference is made to the number of an existing Bye-law).

Bye-law 4.9 – delete the third sentence and add: “The quorum for all meetings of Council shall be six or one third of the serving members of Council, whichever is the greater”.

Bye-law 4.10 – delete the first sentence and add: “Except where required by law, meetings of Council and any decision-making committees may be conducted wholly or in part by electronic means, including by video conference, internet video facility or telephone conference”.

Bye-laws 4.11, 6.1 and 12.12 – add a full stop at the end of the existing wording.

Bye-law 4.12 – transfer the second sentence to new Bye-law 4.13, preceded by: “The Chairman shall chair meetings of Council and, in his absence, the Vice-Chair shall do so.”, and re-number existing Bye-laws 4.11 to 4.14 as Bye-laws 4.14 - 4.17 (which re-numbering is adopted below).

Bye-law 4.14 – after the words “the Chairman of Council” add “(or the Chair of the meeting, if different)”.

Bye-law 4.15 – delete the existing wording and add:

“4.15 – A resolution in writing by at least three-quarters of the members of Council or a decision-making committee shall be treated as if it had been agreed at a meeting of Council or the committee concerned”.

Bye-law 4.16 – delete “committees to which decision-making powers are delegated” and add “decision-making committees”.

Bye-law 5.1 – delete “Annual General Meeting (AGM)” and add “AGM” and delete the second sentence and add “No individual may serve as President or Treasurer for more than five elected terms of office unless the members agree (exceptionally) to elect the same individual for up to a maximum of two further terms.”

Bye-law 5.2 – delete the first sentence and first word of the second sentence:

“5.2(a) – delete “be and individual” and add “be an individual” and after the words “date of nomination” add “(being the date that the nomination paper is delivered under 5.2(e)).”

Bye-laws 5.2 (c), 6.3(d), 6.10 (b) and 8.2 – delete “section 72 of the Charities Act 1993” and add “section 178 of the Charities Act 2011”

Bye-law 5.2 (f) and following – add new Bye-law 5.2 (f) and further wording as follows:

“(f) be able to complete their proposed term of office without breaching Bye-law 6.11.

Subject to this, the election of the President and Treasurer shall be conducted in accordance with Regulations made under Bye-law 20.1.”

Bye-law 5.4 – delete the words “a contested election” and add “an election” and delete the words “declared elected” and add “deemed elected”.

Bye-law 5.6 – delete the second sentence and add “Such a member must satisfy the requirements of Bye-laws 5.2 (a), (b), (c) and (f).”

Bye-law 5.7 – delete “A newly elected” and add “An elected”.

Bye-law 6.3 – delete the first sentence and the first two words of the second sentence and add “Those”.

Bye-law 6.3 (a) – after the words “the date of nomination” add “(being the date that the nomination paper is delivered under 6.3 (f))”.

Bye-law 6.3 (c) – after the words “one further term of up to five years maximum.” add “For the purposes of this Bye-law, any exceptional further terms of a President or Treasurer under Bye-law 5.1 shall not be taken into account.”

Bye-law 6.3(g) and following – add new Bye-law 6.3(g) and further wording as follows:

“(g) be able to complete their proposed term of office without breaching Bye-law 6.11.

Subject to this, the election of ordinary members of Council shall be conducted in accordance with Regulations made under Bye-law 20.1.”

Bye-law 6.5 – delete “a contested election” and add “an election”.

Bye-law 6.7 – delete “Council shall appoint” and add “Council may appoint”.

Bye-law 6.8 – delete the existing wording and add the following:

“6.8 A member of the Society appointed to Council under Bye-law 6.7 must satisfy the requirements of Bye-laws 6.3 (a), (b), (d) and (g)”.

Bye-law 6.11 – add new Bye-law 6.11 as follows:

“6.11 A person may serve as a member of Council in a particular capacity and subsequently in a different capacity. However, notwithstanding any other provision in these Bye-laws, no person may serve on the Council for more than a total of 17 years”.

Bye-law 8.1 – after the words “three terms of office” add “in total”.

Bye-law 8.2 – after the words “not have already served on Council for 10 years in any capacity” add “(save that any exceptional further terms of a President or Treasurer under Bye-law 5.1 shall not be taken into account)”.

Bye-law 9.1 – delete “of the RHS” and delete “tem” and add “term”.

Bye-law 9.3 – delete “Vice Presidents” and add “Vice President(s)”.

Bye-law 10 – delete “Annual General Meeting” and add “AGM”.

Bye-law 11.1 – delete “of members” and after the words “may comprise” delete “of”.

Bye-law 12.1 – after the word “Chairman” add “of the meeting”.

Bye-law 12.3 – delete “(see Bye-law 12.20)” and add “(which shall be not less than half an hour from the start time of the adjourned meeting) but otherwise in accordance with Bye-law 12.20”.

Bye-law 12.7 – delete “and standing”.

Bye-law 12.7 (c) – after the existing wording add “(which shall be in accordance with Bye-law 12.11)”.

Bye-law 12.8 – delete “chairman” and add “Chairman”.

Bye-law 12.10 – delete “meaning effect” and add “meaning and effect.”

Bye-laws 12.11, 12.14 (a) (iii), 14.1, 16.2 and 21.1 – delete “of the Society”.

Bye-law 12.20 – delete the existing wording in the second sentence after the words “placement of an advertisement in” and add “the Journal”.

Bye-law 13.1 – after the words “written notice” delete “to” and add “(Notice of Resolution) of”, delete “Notice” in the second and third sentences and add “Notice of Resolution” and delete “a statement” and add “a signed statement”.

Bye-law 13.5 – after the word “AGM” add “;”

Bye-law 13.7 – delete the wording “except as provided by Bye-law 22.3 (Alteration of Bye-laws)” at the end of Bye-law 13.7 and add the wording at the beginning of Bye-law 13.7.

Bye-law 13.8 – delete “the trustees” and add “Council”

Bye-law 16.1 – delete “the RHS” and add “the Society”.

Bye-law 17.4 (c) – delete “contract what” and add “contract with”

Bye-law 17.6 – delete “decision-making Committee” and add “decision-making committee”.

Bye-law 20.1 (b) – after the existing wording add “and different categories of membership”.

Bye-law 20.1 (c) – delete “complains” and add “complaints”.

Bye-law 20.1 (d) – delete “sue” and add “use”

Bye-law 20.1 (m) – add new Bye-law 20.1 (m) as follows:

“(m) – other matters described throughout these Bye-laws including Bye-laws 2.7, 2.11, 3, 5.2, 6.3 and 12.14”.

Bye-law 22.1 – delete “Special Meeting” and add “Special General Meeting”.

Bye-law 22.2 – delete and add the following:

“22.2 Notification of Council’s proposed changes to the Bye-laws must be provided to all members at least 49 clear days prior to a proposed AGM or Special General Meeting where it is intended such changes will be considered (“Initial Change Notice”). The Initial Change Notice must contain the deadline by which any member may propose amendments to the proposed changes, which shall be at least 14 days from when the Initial Change Notice is issued.”

Bye-law 22.3 – delete and add the following:

“22.3 Any member wishing to make an amendment to the changes to the Bye-laws proposed by Council must submit details of the amendment in writing to The Secretary at the RHS Office by the deadline specified in the Initial Change Notice and any amendments received after the deadline shall not be considered.”

Bye-law 22.4 – delete and add the following:

“22.4 Notification of Council’s proposed changes, together with details of any suggested member amendments, must be provided to all members with the notice of the AGM or Special General Meeting, stating that the proposed changes and amendments will be considered at the meeting.”

Bye-law 22.5 – delete and add the following:

“22.5 – A majority of those present (in person or by proxy) and voting at the AGM or Special General Meeting must approve all changes to the Bye-laws”.

Bye-law 23 – add a definition of “**General Meeting**” as “A meeting of the members, being either an AGM or a Special General Meeting” and in the following definitions:

Address	– delete “ Address ” and add “ address ”.
Casual vacancy	– delete “ Casual Vacancy ” and add “ casual vacancy ”
Charter	– delete “the RHS” and add “the Society”
Clear days	– delete “ Clear days ” and its definition and add the following: “ clear days Calendar days and, where referring to clear days prior to a meeting, excluding the day of the meeting and the day that a Notice is deemed to be received by a member or the Society”
Decision-making committee	– delete “ Decision-making ” and add “ decision-making ”
Electronic Communication	– delete “ Electronic Communication ” and add “ electronic communication ”
Executive Director	– delete “ Director ” and add “ Director(s) ” throughout and delete the second sentence.
Financial Statements	– delete “ Financial Statements ” and add “ financial statements ”.
Member	– delete “ Member ” and its definition add the following: “ member Any individual, corporate body, association or organisation who or which is a member of the Society in accordance with these Bye-laws (and referring to any categories of membership as may be established by Council in Regulations) and members shall mean the members collectively”.
Member of Council	– delete “ Member ” and add “ member ”, delete “RHS” and after the words Bye-laws 17.1 and 17.2 add “only”.
Member organisation	– delete “ Member ” and add “ member ”.
Member Resolution	– delete “ Member Resolution ” and add “ member resolution ”.
Members	– delete the definition
Ordinary member of Council	– delete “ Ordinary ” and add “ ordinary ” and delete “of the RHS”.
Person, firm or company connected with a member of Council	delete “ Person ” and add “ person ”, add quotation marks to “ connected with ” and, in the list following reference to a firm or company, delete “A” and “An” throughout and add “a” and “an” respectively.
Postal ballot	– delete “ Postal ballot ” and its definition.
RHS	– delete “ RHS ” and its definition.

How to vote on the Council resolution to amend the Society's By-laws and any modifications proposed at the Meeting

Council has agreed that voting on its resolution be by poll at the Meeting. Voting on any modifications to the proposed amendments will also be by poll at the Meeting.

To vote on Council's resolution, and any modifications that may be proposed at the Meeting, you must be over 18 and a fully paid member of the Society or represent a member organisation such as an affiliated society. You may vote in person or appoint a proxy to vote on your behalf.

Voting in person

If you will be attending the Meeting, please complete Box A (only) of the appointment of proxy form at pages 29-30 and bring it with you to show that you have not already appointed a proxy to vote on your behalf. On arrival, you should hand the form to the representative of Electoral Reform Services, who will provide you with a voting paper for Council's resolution together with a voting paper for any modifications that have been proposed. Please be prepared to show your membership card.

The representative of a member organisation attending the Meeting will be required to provide documentary evidence to the representative of Electoral Reform Services that they are the representative of that organisation (e.g. a letter on the organisation's letterhead signed by the Chairman or Secretary confirming that the individual attending the Meeting may vote on behalf of that organisation). Please be prepared to provide the organisation's membership number.

Voting by proxy

If you are unable to attend the Meeting, you may appoint a proxy to vote on your behalf by completing and returning the form of appointment at pages 29-30. You may appoint:

- a.** the President of the Society or Chairman of the Meeting where different; or
- b.** another individual member of the Society; or
- c.** if you are a member organisation, an alternative appointed representative.

Proxies must be appointed using the form at pages 29-30. You may instruct your proxy how they should cast your vote or authorise them to vote at their discretion. The appointment of a proxy may not be revoked once notice has been delivered to The Secretary.

If you have appointed another individual member of the Society or, if you are a member organisation, an alternative representative to vote as your proxy, they should make themselves known on arrival to the representative of Electoral Reform Services. Your proxy should be prepared to show their membership card. The alternative representative of a member organisation will be required to provide documentary evidence to the representative of Electoral Reform Services that they are the representative of that organisation. They should be prepared to provide the organisation's membership number.

The representative of Electoral Reform Services will provide your proxy with a voting paper for Council's resolution together with a voting paper for any modifications that have been proposed. Where you have authorised your proxy to vote according to your instructions, Electoral Reform Services will provide a pre-completed voting paper(s).

How to complete the appointment of proxy form:

1. To appoint the President, or Chairman of the meeting where different, to vote as your proxy – complete Boxes A and B

OR

To appoint another individual member of the Society or representative of a membership organisation as your proxy – complete Boxes A and C. In the case of a membership organisation, the form should be signed by the Chairman or Secretary (or equivalent) of the organisation.

AND

2. If you wish to instruct your proxy how to cast your vote – also complete Box D

THEN

3. Once you have completed your form to appoint a proxy, please detach it from this booklet and return it in your own envelope to **FREEPOST ELECTORAL REFORM SERVICES**, not later than noon on Friday 24 June 2016. (No stamp required in the UK.)

Do not return this form if you intend to vote in person at the Meeting. Instead, complete Box A only and bring it with you.

Note: If the appointment of proxy form is signed by someone on behalf of an individual member, a Power of Attorney or letter of authority must be received by The Secretary, Royal Horticultural Society, 80 Vincent Square, London SW1P 2PE, not later than noon on Friday 24 June 2016.

How voting will be conducted at the Meeting

If there are no modifications proposed at the Meeting – the Chairman will invite those present to vote either for or against Council's resolution or to abstain by completing the voting paper provided by Electoral Reform Services and returning it as instructed at the Meeting. The Chairman and other members of the Society will also be given the opportunity to cast any proxy votes they have been given. The Chairman will announce the result of the ballot as soon as practicable after the voting papers have been counted and the result ascertained.

In the event that there are modifications proposed to the amendments recommended by Council – the Chairman will invite those present to vote either for or against each modification or to abstain by completing the voting paper provided by Electoral Reform Services and returning it as instructed at the Meeting. The Chairman and other members of the Society will also be given the opportunity to cast any proxy votes they have been given. The Chairman will announce the result of the ballot as soon as practicable after the voting papers have been counted and the result ascertained.

Once all modifications have been voted upon, the Chairman will then invite those present to vote for or against Council's resolution (as amended by any modification that may be approved at the Meeting) or to abstain by completing the voting paper provided by Electoral Reform Services and returning it as instructed at the Meeting. The Chairman will announce the result of the ballot as soon as practicable after the voting papers have been counted and the result ascertained.

Form to appoint a proxy to vote on the amendment of the RHS Bye-laws

Box A. Your membership details

Name (capitals) _____ Membership No

--	--	--	--	--	--	--	--

Address (capitals) _____

If completing on behalf of a member organisation, name of organisation _____

Box B. I want the President, or Chairman of the Meeting where different, to vote on my behalf

I appoint the President of the Society, or Chairman of the Meeting where different, to vote as my proxy at his/her discretion on Council's resolution to amend the Bye-laws, unless I have instructed otherwise by completing Box D below.

Signature

Do not complete this box if you wish to appoint another Member of the Society as your proxy.

Box C. I want someone else to attend and vote for me or my organisation

I appoint (name in capitals) _____

of (address in capitals) _____

to vote as my proxy at their discretion on Council's resolution to amend the Bye-laws, unless I have instructed otherwise by completing Box D below.

Signature

Do not insert your own name and address in this box.

Do not complete this box if you wish to appoint the Chairman of the Meeting as your proxy.

see Box D overleaf

This form must be returned to **FREEPOST ELECTORAL REFORM SERVICES** not later than noon on Friday 24 June 2016. (No stamp required in the UK.)

Box D. I want to tell my proxy how they should cast my vote

Only complete this box if you wish to instruct your proxy how to vote on Council's resolution and/or at any ballot on modifications proposed by members.

Place an "X" in the box that reflects your choice (e.g. ☒)

	FOR	AGAINST	ABSTAIN
I wish my proxy to vote on Council's resolution to amend the Bye-laws as follows:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN
I wish my proxy to vote on any modifications to Council's resolution to amend the Bye-laws as may be proposed by members as follows:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If your intentions are unclear in this box, your proxy will be assumed to be able to vote at their discretion.

This form must be returned to **FREEPOST ELECTORAL REFORM SERVICES** not later than noon on Friday 24 June 2016. (No stamp required in the UK.)

RHS FLOWER SHOW TATTON PARK

20-24 July



Royal
Horticultural
Society

Sharing the best in Gardening

You simply have to be there

Members' Day 20 July • Ladies' Day 22 July
NEW Family Saturday 23 July

rhs.org.uk/tatton

RHS Registered Charity No: 222879/SC038262

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RHS HAMPTON COURT PALACE FLOWER SHOW

5-10 July



Royal
Horticultural
Society

Sharing the best in Gardening

You simply have to be there

Preview Evening 4 July • Members' Days 5 & 6 July
NEW Family Saturday 9 July

rhs.org.uk/hamptoncourt

RHS Registered Charity No: 222879/SC038262

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