

World Federation of Rose Societies

ARTICLES OF ASSOCIATION

Adopted May 2015

ARTICLE I

Name and Office

The name of this Company incorporated on 6 June 1997 under the Companies Act 1985 of the United Kingdom as a company limited by guarantee, Registration Number 3382562, and registered as a Charity in the United Kingdom under the number 1063582, shall be the "World Federation of Rose Societies" (herein referred to as the "Federation"). The registered office of the Federation shall be situated in England and Wales and the principal business office shall be the address of the current Executive Director. The Executive Committee is also the Board of Directors. The text of the Articles of Association is in English and the text in any other language is a translation thereof. In the case of conflict between any two texts the English text shall take precedence.

ARTICLE II

Objectives

The Federation's objectives are for the advancement of education for the benefit of the public in Horticulture and in particular in the conservation, cultivation and classification of the Rose (and its cultivars), as detailed in the Memorandum of Association.

ARTICLE III

Membership

Section 1.

The following and no others may be voting Members of the Federation:

- A. A National Rose Society representing its country.
- B. A country or state rose societies or state garden clubs applying jointly where no national rose society exists.

Section 2.

The following may be Associate Members of the Federation:

- A. Horticultural societies and similar
- B. Horticultural organisations.

Section 3. Breeders' Club

A. The following may be Members' of the Breeders' Club: Rose Breeders, introducers, introducer's associations, professional rose growers and amateur rose breeders' associations approved by the Executive Committee.

B. The Breeders' Club shall report to Council only through the Executive Committee.

Section 4.

No body shall be admitted a member of the Federation unless its application for membership is approved by the Council itself or by the Executive Committee and ratified by the Council.

Section 5.

The Council may in its absolute discretion permit any member of the Federation to retire, provided that after such retirement the number of members is not less than two, and the Council may, by a majority of not less than two-thirds, order the removal of the name of any member society from the membership list.

Section 6.

Each Member shall appoint two delegates to act on that Member's behalf. Details of the representatives or any changes to details shall be notified to the Executive Director within fourteen days from the date of appointment or change and in any event prior to any vote of the Council.

**ARTICLE IV
Honorary Offices and Titles**

Section 1.

The honorary title of President Emeritus may be bestowed by the Federation on a proposal of its Executive Committee and with the approval of Council upon any Past President the Federation thus chooses to honour. A limit of not more than two such titles is authorized.

Section 2.

The honorary title of Editor Emeritus may be bestowed by the Federation on a proposal of its Executive Committee and with the approval of Council upon any Past Editor of World Rose News the Federation thus chooses to honour. A limit of not more than two such titles is authorized.

**ARTICLE V
Dues**

Section 1.

Dues shall be established only by Council at a Triennial International Convention.

Section 2.

Annual dues shall be payable January 1 of each year. Members who are delinquent may not vote on issues before the Federation.

**ARTICLE VI
Management**

Section 1.

Council. The Council of the Federation shall consist of the delegates named by the Member countries, but each member country shall have only one vote. The Executive Director and past Presidents of the Federation shall be non-voting members of the Council. The Council shall have ultimate authority to supervise, control and direct the affairs of the Federation.

Section 2.

Meetings of the Council. The Council shall hold a meeting at each Triennial World Rose Convention. Additional meetings of the Council may be requested by two Members or ten per cent of the Members whichever is greater. The Executive Director shall call such a meeting of the Council not later than eight weeks after receipt of such a request. Any Members calling for a meeting of the Council shall give to the Executive Director full particulars of the business to be transacted not less than 30 days before the meeting is to be held. Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

Section 3.

Council Delegates. The management of the Federation shall be vested in the Council. This function shall include, among other things: the granting of prizes and awards; the appointment of such agents, servants and committees as it may find necessary; jurisdiction over the procedures and operations of any committee, or agent, whether appointed or elected; authority to provide and approve changes to articles and rules. Council shall be convened at the triennial International Convention.

Section 4.

Quorum. No business shall be transacted at any meeting unless a quorum is present. Ten delegates entitled to vote upon the business to be transacted, or one third of the total number of such Delegates for the time being, whichever is the greater, shall constitute a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the next day at the same time and place or to such time and place as the Council may determine.

Section 5.

Chairman. The President or in his absence any Vice President shall preside as chairman of the Council, but if neither the President, nor any Vice President be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council shall elect one of their number to be chairman.

Section 6.

Agenda. An agenda for each general meeting of the council shall be circulated by the Executive Director at least 21 days prior to the meeting. Any Member may place matters on the proposed agenda provided a brief describing the proposed issue be distributed to each Member in accord with these articles and rules established by Council.

Section 7.

Voting. Subject to these Articles, every Member shall have one vote, but Associate Members and Breeders' Club Members shall have no vote. No Member shall be entitled to vote at a Council Meeting unless all moneys then payable by it to the Federation have been paid. For the purpose of voting upon any resolution, no person may act as a delegate for more than two Members'. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive. A vote must be made by a Delegate of the Member in person with the exception of the triennial election of any officer, or other important business as may be decided by the EC, by post, facsimile transmission or other electronic means provided such vote is received by the Executive Director not less than seven days before the election to which it relates. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by the chairman; or by at least two Members having the right to vote at the meeting. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

Section 8.

Minutes. The Executive Director shall keep minutes in books kept for that purpose; (a) of all appointments of officers made by the Council and (b) of all proceedings at meetings of the Council, the Executive Committee, and other committees.

Section 9.

Executive Committee. The Executive Committee shall be composed of the President, Immediate Past President, Regional Vice Presidents, the Treasurer, Executive Director and all Past Presidents. The Executive Director and all Past Presidents shall be non-voting members of the Executive Committee. The President shall act as Chairman of each meeting unless absent, when the meeting shall select a chairman for that meeting. The Executive Committee shall have the authority of the Council between international conventions and may exercise such authority in the management of the business of the Federation. All decisions of the Executive Committee shall be determined by the committee either assembled in person or by telephone, or by correspondence, written or electronic via electronic ballot of all voting members provided a majority cast ballots. The Executive Committee may not take any action to increase the indebtedness of the Federation beyond the limit previously established by Council or approve any expenditure. The constitution quorum, and terms of reference of

all council committees shall be established by the Executive Committee and published in an appropriate document. The Executive Committee may not take any action which would represent a departure from the stated goals of the Federation without prior approval of the Council. No business shall be transacted at any meeting unless a quorum is present. Nine officers shall constitute a quorum. In the event of an equality of votes, the President shall have a second casting vote.

Section 10.

Regional Vice Presidents. Geographical regions shall only be established by the Council. Changes in the Regional boundaries may be approved by Council from time to time when recommended by the Executive Committee. Each Region shall elect the allotted number of Vice Presidents to serve a three-year term.

Section 11.

Committees. The Committees of the Council may meet by means of telephonic, electronic or other communication facilities and any Member of a committee participating in such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word 'meeting' shall be construed accordingly. The reports of the Committees of the Council shall be circulated to all Members. No member of a Committee of the Council may vote at a Council meeting unless he is the appropriate representative/delegate of a Member.

**ARTICLE VII
Duties of Officers**

Section 1.

President. The President shall preside at all meetings of the Federation and the Executive Committee, and may call special meetings of the Executive Committee; shall keep informed of the work of the Federation and make such reports to the Council as the President deems appropriate or as the Council may request. The President, subject to the approval of the Executive Committee, shall appoint such standing, special, or other committees or subcommittees as the President may deem necessary or proper. The President, subject to the approval of the Executive Committee may also appoint ad hoc committees or task forces as deemed necessary or proper. In case of a vacancy in the office of the President, the Immediate Past President shall automatically fill the vacancy. The President shall be an ex-officio member of all committees.

Section 2.

Regional Vice Presidents. The Regional Vice Presidents shall represent, supervise and coordinate the work of the Federation within their assigned geographical boundaries; provide articles of interest for publication in the Federation's newsletter; perform such other duties as may be assigned by the President.

Section 3.

Treasurer. The Treasurer shall be elected by the Council. The Treasurer shall be responsible for the payment into and out of the Federation's bank accounts of monies received and expended on behalf of the Federation. The Treasurer shall present all member societies with statements of accounts as and when reasonably required and the annual return of accounts in accordance with the Companies Acts. The Treasurer will present a budget to the Council at each Triennial Convention for each coming term. The budget may only be varied during the term with the two-thirds approval of the Executive Committee. The Treasurer shall account for all funds of the Federation and shall pay accounts as approved by the President and the Executive Committee. All checks and orders for the payment of monies shall be signed by any two of the following: President, the Immediate Past President, a Vice President, Treasurer and Executive Director.

Section 4.

Executive Director. The Executive Director shall act as Secretary of the Federation, the Council, the Executive and other Council Committees; shall keep a true record of the proceedings and all votes cast at each meeting of the Federation, the Council and the Executive Committee; shall notify each Member of the Council and the Executive Committee of all meetings of the Council and the Executive Committee; shall keep a record of all members of the Federation and their last-known address; shall account to the Treasurer at reasonable times for all monies received from the membership or otherwise; and shall perform such other duties as may be established by the Council and Executive Committee. The Executive Director shall, under the direction of the President (a) on a day-to-day basis manage the Federation's business; (b) be responsible for promoting the work of the Federation; (c) receive and record membership; (d) keep regular records, (e) communicate when required to Member countries with summaries of any meetings, (f) conduct the general business activities and projects of the Federation and carry out the policies and recommendations of the Council and the Executive Committee. The Executive Director shall keep the Executive Committee advised of any significant administrative and policy matters which may arise.

ARTICLE VIII

Triennial Election - Terms of Office

Section 1.

The Triennial Election by the voting Delegates of the Federation to fill the elective offices of the Federation shall be held at the Council Meeting during the Triennial International Convention. Except to the extent permitted by the memorandum, no member of the Executive Committee shall take or hold any interest in property belonging to the Federation or receive remuneration or be interested otherwise than as a member of the Executive Committee in any other contract to which the Federation is a party.

Section 2.

The President. The President shall be elected at the Council and shall hold office for one period between successive Triennial International Conventions. The President shall not be eligible for re-election as President for two terms after the expiration of his tenure of office. The President shall be installed during the Closing Ceremonies of the World Rose Convention and shall preside over the Executive Committee at the conclusion of the Council Meeting.

Section 3.

The Treasurer. The Treasurer shall be elected by Council and shall hold office for one period between successive International Conventions. The Treasurer shall be eligible for re-election as Treasurer at the next two consecutive International Conventions so long as the tenure of his office has not exceeded nine consecutive years.

Section 4.

Executive Director. The Executive Director shall be appointed by the Executive Committee. The Executive Committee shall have authority to negotiate the employment agreement with the Executive Director, including proposed compensation and his or her duties, not inconsistent with duties specifically provided for in these articles.

Section 5.

Regional Vice Presidents. The Vice Presidents shall be elected by the Council and shall hold office for one period between successive Triennial International Conventions. They shall be eligible for re-election as Vice Presidents at the next two consecutive International Conventions so long as the tenure of their office has not exceeded nine consecutive years. The Vice-presidents to be elected should represent the following geographical areas which may be varied from time to time at the Council's discretion: Europe (three Vice Presidents), North America (two Vice Presidents), South America (one Vice President), Africa (one Vice President), Central Asia (one Vice President), Far East (one Vice President), Australasia (two Vice Presidents).

ARTICLE IX
Nominations and Elections

Section 1.
Nominations for President, Vice Presidents and Treasurer, may only be made by a Member, with the approval of the nominee. Any person nominated for the position of President, must have previously served as a Office Bearer described in Article VIII or as a Chairman of a Standing Committee. Such nominations will be forwarded to the Executive Director at least 3 months prior to the Triennial International Convention, who will then forward such nominations to each Member at least 45 days before the Triennial International Convention.

Section 2.
The officers shall be elected by the Council at the Triennial International Convention.

Section 3.
Election shall be by poll for each office, unless only one candidate is nominated, in which case the election shall be viva voce. A majority vote shall elect. In the event of a tie, the President shall have the deciding vote.

Section 4.
For the avoidance of doubt any serving officer may continue to serve until his replacement is elected and the Executive Committee shall have power to co-opt not more than three members to the Executive Committee.

ARTICLE X
Disqualification and Removal of Members of the Executive Committee

A member of the Executive Committee shall cease to hold office if he ceases to be a member of the Executive Committee by virtue of any provision in the Act or is disqualified from acting as a member by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; resigns his office by notice to the Federation (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect); or is absent without permission of the Executive Committee from 3 consecutive meetings of which he had received notice and at which his attendance was required and the Executive Committee resolve that his office be vacated.

ARTICLE XI
Annual Report and Return

The Federation shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to preparation of an annual report and its transmission to the Commissioners.

ARTICLE XII
Annual Report and Accounts

The Federation shall comply with its obligations under the Companies Act 1985 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and accounts and their transmission to the Companies House.

ARTICLE XIII
Indemnity

Subject to the provisions of the Act every Member and any member of the Executive Committee or other officer or auditor of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Federation.

ARTICLE XIV
Rules

Section 1.
The Council or the Executive Committee with the approval of the Council may from time to time make such standing rules as they deem necessary or expedient or convenient for the proper conduct and management of the Federation and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate: the admission and classification of members of the Federation (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members; the conduct of members of the Federation in relation to one another, and to the Federation's servants; the procedure at all general meetings (including extraordinary general meetings) of the Council and committees of the Council in so far as such procedure is not regulated by the Articles; the workings of the Executive Committee generally, all such matters as are commonly the subject matter of company rules.

Section 2.
The Rules of the Federation may only be added to, amended or rescinded after thirty days notice has been given to all Members and either at a meeting of the Council and then only with the consent of not less than two-thirds of the members represented and voting at such a meeting or when it is not practicable for a meeting of the Council to be held by a postal, electronic or fax vote of the Members and then only with the consent of not less than two-thirds of the Members from whom votes are received. In either case each Member shall

have one vote.

ARTICLE XV
**Amendments to Memorandum and Articles
of Association**

The Memorandum and Articles of Association of the Federation may only be amended, added to or rescinded by special resolution at a general meeting of which at least thirty days notice has been given.