



The Association of
**Professional
Landscapers**

The Constitution of the Association of Professional Landscapers

(the "APL")

(a specialist group of the Horticultural Trades Association)

Adopted by the members of the APL at an AGM held on 23rd October 2013.



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1. Statement of Intent

The objectives of the APL are:

- a. To promote excellence in landscape construction to all association members, to the public and to associated trades and related trade associations in the industry;
- b. To encourage, promote and facilitate networking and business improvement within the landscaping community;
- c. To represent and promote the interests of members of the association.

2. Constitution

2.1 The Association of Professional Landscapers is a specialist group of The Horticultural Trades Association (a company registered in England under number 00169606) (the "HTA"). Accordingly care must be taken to ensure that there is no conflict or breach of the articles of association of the HTA as adopted by them from time to time.

2.2 The APL shall comprise:

- a. The Management Committee
- b. Sub-Committees; and
- c. Members

2.3 The general conduct of the APL shall be governed by the APL Management Committee, as directed by the Board of the HTA.

2.4 The management of the APL shall be defined by:

| Document | Purpose | APL Change Authority |
|--------------------------|--|-----------------------------------|
| The APL Constitution | Defines the key principles by which the APL is managed. | HTA Board and ratified at APL AGM |
| APL Operating Rules | Defines specific rules and policies that apply to the APL. | APL Management Committee |
| APL Operating Procedures | Defines the way in which APL works operationally. | HTA APL operations |

3. APL Management Committee

3.1 The APL Management Committee ('Committee') shall comprise 'Officers' and some Officers will be appointed to specific roles on the Committee to aid in the management and leadership of APL, comprising Chairman and Vice Chairman. Others may be specified from time to time as needed. The Committee will include a Secretary who will be the HTA manager responsible for the operation of APL at the time.



3.2 The Committee

3.2.1 The maximum and minimum number of Committee Officers may be determined from time to time by the AGM. Subject to and in default of any such determination:

- a. The maximum number of Committee Officers shall be twelve, inclusive of the Chairman, Vice Chairman and Secretary;
- b. The minimum number of Committee Officers shall be four;

3.2.2 The Committee shall meet four times a year as a minimum.

3.2.3 At least 30 days' notice of any meeting of the Committee shall so far as practicable, be given to every Officer of the Committee, and may be given electronically.

3.2.4 A proxy may attend a Committee meeting where an Officer is not able to attend by prior agreement of the Chairman or Vice Chairman or Secretary.

3.2.5 Any member of the APL who is not an officer or any other person may be invited by an Officer to attend the meetings of the Committee and may speak but will not be entitled to vote.

3.2.6 Four Officers of the Committee shall form a quorum. The quorum shall include the Chair or Vice Chair and the Secretary.

3.2.7 Officers each has one vote and the Chairman has the casting vote.

3.2.8 Officers will be deemed to be participating in the meeting if they can hear and be heard regardless of their location.

3.3 Chairman and Vice Chairman

3.3.1 The appointment of the Chairman and Vice Chairman will be made by the new Committee within at least 30 days following the AGM and will be presented to the HTA Board for ratification by the Board Member representing APL.

3.3.2 The Chairman will stand for a maximum term of three years before having to resign, but may nominate themselves to sit for a further term. Should they resign from the position during this timescale; the Vice Chairman will act as the Interim Chairman until the next AGM.

3.3.3 The Vice Chairman will stand for a maximum term of three years before having to resign, but may nominate themselves to sit for a further term. Should they resign from the position during this timescale; an Interim Vice Chairman but such co-opted Officer shall, without prejudice to their re-appointment, retire from the office at the conclusion of the AGM following their appointment.

3.4 Officers

3.4.1 All Officers must be members of the APL as defined within the APL Operating Rules, with the exception of the Secretary who shall be the HTA manager responsible for the operation of APL.

3.4.2 The responsibilities of the Officers shall be as set out in the APL Operating Rules.

3.4.3 Appointment of Officers will occur at the AGM.

3.4.4 Officers will stand for a maximum term of three years before having to resign, but may nominate themselves to sit for another term. The resigning Chairman and Vice Chairman will continue for a further year regardless of their previous tenure on the committee.

3.4.5 An Officer of the Committee may be a HTA Board member and will continue as an Officer of the Committee for a further term or until their tenure as a HTA Board members ends if sooner.

3.4.6 Any Officer may be removed from the Committee if their conduct brings the APL into disrepute, either through behaviour or standard of workmanship, and any other such other criteria as set out in the APL Operating Rules.

3.4.7 Officers of the Committee can resign by giving notice to the Committee as set out in the APL Operating Rules. Any Officer will be deemed to have left the Committee if they cease to be a member of the APL or any such other criteria as set out in the APL Operating Rules.

3.4.8 The Committee may fill, by co-option, any vacancy which may occur within their number, but such co-opted Officers shall, without prejudice to their re-appointment, retire from the office at the conclusion of the Annual General Meeting following their appointment.

3.5 Sub Committees

3.5.1 Sub committees may be formed by the Committee from time to time.

3.5.2 Sub committees shall comprise an Officer of the Committee and the Secretary and may include others as appropriate and agreed by the Committee.

3.5.3 Sub Committees will provide a report to each Committee meeting for the duration of the Sub Committee which shall include as a minimum:

- a. Date of meeting
- b. Attendees
- c. Purpose and authority
- d. Objective/s
- e. Decisions
- f. Progress and outcomes

4. APL Members

4.1 The APL membership categories shall comprise as:

- a. Registered Landscapers
- b. Probationary Landscapers
- c. Associates
- d. Affiliates
- e. Students
- f. Friends



4.2 Membership of the HTA is a requirement to become a Registered Landscaper or Associate. Lapsing HTA membership by these categories will also lapse APL membership.

4.3 The APL Management Committee may determine other categories of membership from time to time as they become appropriate.

4.4 Registered Landscaper or Associate membership APL membership subscription rates are as defined at HTA AGM. Membership subscription rates for Affiliates, Students and Friends shall be as set out in the APL Operating Rules, and will be ratified at the APL AGM.

4.5 Membership of the APL requires payment of any applicable subscription rates and meeting any applicable conditions/criteria as set out in the APL Operating Rules. The membership application process will be as set out within the APL Operating Rules.

4.6 Members will be deemed to have resigned if they cease to be a member of the APL and/or they cease to meet the criteria/conditions as set out in the APL Operating Rules.

4.7 A member may appeal their membership cessation by stating their case to the Committee as set out in the APL Operating Rules.

5. Annual General Meeting

5.1 An Annual General Meeting ('AGM') shall be held in every year at such time and at such place as the Committee may determine to:

- a. Elect Officers of the Committee;
- b. Deal with any special matters which the Committee desires to bring before Members;
- c. Receive and consider suggestions from any Member for consideration by the Committee.

5.2 Organisation

5.2.1 A notice convening any AGM shall be sent to all members not less than 30 days before the meeting and shall specify the general business of the meeting.

5.2.2 Notification of the AGM and any associated organisational administration may be carried out using electronic systems of communication.

5.2.3 The Chairman of the Committee will chair the AGM.

5.2.4 The administration of the AGM will be as set out in the APL Operating Rules.

5.3 Appointment of Officers

5.3.1 Officers will be nominated by the APL Registered Landscaper members, and their appointment will be ratified at the AGM. The process will be as set out in the APL Operating Rules.

5.3.2 The appointment of Officers and any associated organisational administration may be carried out using electronic systems of communication.



5.4 Questions at an AGM

5.4.1 Any resolution for consideration at any AGM must be received by the Secretary not less than 10 days before the date of the meeting.

5.4.2 No question other than business specifically provided for in the notice of the meeting shall be brought before an AGM by a Member unless demanded by the Chairman.

5.5 Voting

5.5.1 A quorum at the AGM shall be six Registered Landscaper members present at the start of the meeting and entitled to vote. No business other than the appointment of the Chairman is to be transacted at a general meeting unless a quorum is present.

5.5.2 A resolution put to the vote of an AGM must be decided by a show of hands by those present and eligible to vote.

5.5.3 On a show of hands each member shall have one vote.

5.5.4 Objections to the qualification of any person voting at an AGM must be tendered at the meeting and not subsequently. Any such objection must be referred to the Chairman of the meeting whose decision is final.

5.5.5 The Committee may from time to time to invoke proxies, and these will be validly appointed by a notice in writing (a 'Proxy Notice') in accordance with the process as set out in the APL Operating Rules.

6 Complaints

6.1 The Committee shall put in place rules which deal with the procedure to be followed in the event that there is a complaint with regard to the conduct of any Member or Officer of the Committee. These rules shall be as set out in the APL Operating Rules.

7 Disputes

7.1 If any dispute arises between Officers or Members about the validity or propriety of anything done by the Officers or Members under this Constitution and the dispute cannot be resolved by agreement, the dispute will be presented to the Board of the HTA and dealt with within the provisions of The HTA Articles of Association.

8 Conflicts of Interest

8.1 Any Officer who is in any way, whether directly or indirectly, interested in any proposed transaction or arrangement with the APL, or any transaction or arrangement that has been entered into by the APL, shall declare the nature and extent of his interest to the other Officers. The other Officers shall respond to the declared Conflict of Interest as set out in the APL Operating Rules, which may include excluding such Officer from any discussions relating to the conflicted matter.

9 Finance

9.1 The financial year shall mirror that of the HTA.



9.2 A financial statement of expenditure shall be presented to the AGM for the previous financial year.

9.3 Officers shall be entitled to claim reasonable expenses in accordance with the APL Operating Rules and Policies.

10 Notices

10.1 The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or the Committee or of any sub committee thereof.

11 Records and Minutes

11.1 Records shall be taken and minutes kept in such form as the APL may direct at the proceedings of all AGMs and at all meetings of the Committee and of the sub-committees of the APL.

11.2 The minutes of every such meeting shall be confirmed and a record made of the agreement in the subsequent meeting's minutes. When so confirmed and recorded, the minutes shall be conclusive as to all matters therein recorded and circulated to Officers as soon as reasonably practicable but at the latest within a month of the meeting.

11.3 Minutes of all meetings of any Committee or Sub Committee shall be kept by the APL and if desired by the Committee published on the website for the APL.

12 Dissolution

12.1 A motion to dissolve the APL may only be made at an Extraordinary General Meeting. To effect a dissolution, at least 90% of the members actually present and voting at the meeting shall vote in favour of the dissolution. An Extraordinary General Meeting will be convened under the same principles and rules as an AGM. Any assets after liabilities paid will be the property of the HTA.

13 Interpretation

13.1 Any ambiguity or differences of opinion concerning the interpretation of any rule and any matter not otherwise provided for in this Constitution shall be referred to the Committee whose decision shall be final and binding on all parties. Words expressed in any gender shall, where the context so requires, include other gender. Words expressed in the singular shall, where the context so requires or permits, include the plural.