

**BY-LAWS
OF
THE ORCHID SOCIETY OF MAURITIUS**



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Name of Society: THE ORCHID SOCIETY OF MAURITIUS

Registration NO. 1772

Article 1 - Denomination, Duration and Seal

The name of the Society shall be The Orchid Society of Mauritius and is hereinafter referred to as the Society.

The duration shall be unlimited.

The Society shall have a seal bearing its name.

Article 2 - Seat

The Seat of the Association shall be at the Head Office of l'Action Familiale, Bon Air, Moka. The postal address of the Society shall be P.O.Box 10, Quatre Bornes; or at any such place as may be subsequently selected by the Managing Committee. Any change of address shall be notified to the Registrar of Associations within one week thereof.

Article 3 - Objects

The objects of the Society shall be the following:-

- (a) To promote, advance, develop and foster the culture, propagation, hybridization, growing of orchids of all genera and kindred and the improvement of the quality and standard thereof, and the advancement of knowledge appertaining to orchidology and in all its branches.
- (b) To arrange and conduct competitions and public or private exhibitions of orchids and kindred and to set from time to time standard according to which they shall be judged and accepted for exhibition and to grant appropriate prizes, awards and certificates in connection therewith.
- (c) To print and publish any newspaper, pamphlet, newsletter, books, journals, magazines or leaflets that the society may think desirable for the promotion and furtherance of any of its objects.
- (d) To raise money in such manner as the Society shall think fit for the purpose of furthering all or any of the objects and aims of the Society.
- (e) To send a delegate or delegates to such conference or conferences and /or exhibition or exhibitions that the committee considers to be in the interest of the Society and at which the committee considers the Society should be represented.

Article 4 – Membership (amended 2013)

Membership is open to orchid hobbyists of the age of 18 and also to an appointed representative of a commercial entity involved in orchid growing and/or orchid supplies.

The Commercial entities shall inform the Secretary of the name and address of their respective representative not later than the 31st January each year.

The Managing Committee is empowered to nominate honorary members, up to a maximum of 10 at all times.

Honorary members shall be exempted from payment of Annual fees and shall have the right to vote.

Individual hobbyists' members shall on admission pay an entrance fee of seven hundred and fifty rupees (Rs 750) and a yearly subscription fee of five hundred rupees (Rs 500).

Commercial entities involved in commercial orchid growing and/or orchid supplies, shall satisfy conditions set by the Managing committee and on admission pay an entrance fee of fifteen hundred rupees (Rs 1,500), and a yearly subscription fee of one thousand rupees (Rs 1,000).

The fees may be amended as and when necessary by the Managing Committee and shall be ratified by a majority of members present at the Annual General Assembly.

Application for membership shall be made in writing and addressed to the Secretary on an appropriate form obtainable from the Secretary.

Article 5 - Managing Committee (amended 3rd July 1984)

The Society shall be managed by a Committee composed of 10 members of age, 8 of whom shall be elected annually at the Annual Meeting and the other two shall be experienced co-opted members.

The members shall choose from among themselves a President, a Vice-President, a Secretary, an Assistant-Secretary, a Treasurer and an Assistant-Treasurer.

They shall hold office for one year and may be re-eligible.

The Managing Committee shall meet once every two months and whenever the President may think it fit. Four members present shall form a quorum.

Notice of any committee meeting shall be given in writing to members at least seven days before the date fixed for the meeting.

Vacancies in the Committee up to a maximum of three in any year, shall be filled by members designated by the Committee. Any vacancy in excess of three shall be filled in by election at a Special General Meeting convened for the purpose.

Any committee member or the whole Committee may be removed and replaced by a majority vote given at a Special General Meeting. At a written and motivated request of three members of the Committee, the President shall cause a meeting to be convened within a week from the date of the request.

The absence of a member from three consecutive meetings, without any valid reasons, shall give the right to the Managing Committee to replace him by another one.

Article 6 - Mode and Right of Voting

Voting at General Meetings shall be by show of hands, or by ballot if such a request is made by at least two-thirds of the members present at the meeting.

Each member shall be entitled to one vote provided he is not in arrears with his contributions, for more than three months.

At General Meetings convened for the taking of special resolution in accordance with Section 30 of the Registration of Associations Act 35/78, no member shall vote as proxy for more than twenty members.

Article 7 - General Meetings (amended 15th July 1986)

The Annual General Meeting shall be held not later than 2 months after the accounting date.

Special General Meetings shall be called whenever the Managing Committee so decides or whenever there is a written and motivated request made by not less than 10% of the members entitled to vote. In the latter case the President shall cause a meeting to be convened within ten days as specified by the Registration of Association Act 35/78.

Subject to the provisions of Act 35/78, 20% of the members entitled to vote shall constitute a quorum for any General Meeting. In case there is no quorum, the Annual General Meeting shall be postponed for a fortnight and at that subsequent meeting whatever be the number of members present, the business of the day shall be proceeded with.

Notice to any General Meeting including the agenda shall be given in writing by the Secretary to members at least 14 days before the date fixed for the meeting. The quorum for any Special General Meeting shall be the same as that of General Meetings. In case there is no quorum, the Special General Meeting shall be absolutely dissolved.

Article 8 - Termination of Membership

The Managing Committee may terminate the membership of any member in cases of misconduct. In every case the defaulting member shall be convened before the Managing Committee and he shall have the right to be heard by the Managing Committee so as to lay his defence. He shall be entitled to call witnesses to depone on his behalf if he so wishes or to send his defence in writing, provided that if a member is summoned for disciplinary reasons to appear before the Managing Committee and fails to do so, the Committee may take a decision on the matter.

Any decision taken by the Committee shall be notified to the said member by registered letter. The member shall have the right to an appeal against any decision taken by the committee by sending his appeal to the Secretary of the Association by registered letter. Any appeal shall be sent to the Secretary not later than 15 days after the date of receipt of the notification of the decision of the Committee by the member concerned. No appeal shall be considered after this delay has expired. The President shall

cause a Committee Meeting of five founder members to take decision. Within one month of receipt of the notice of appeal. The decision of the Committee shall be final.

Any member whose subscription is in arrears for more than three months without sufficient cause being shown within one month after receipt of a letter from the Secretary or the Treasurer shall be crossed out from the Register of Members by a decision of the Committee. A member who resigns or who is expelled forfeits all his rights to any property of the Association and to any sum which he might have contributed to the Association.

Articled 9 - Powers of the committee

The Managing Committee in empowered:-

- (a) To purchase or acquire in any way, plant machinery, buildings, shares, debentures and every other kind of description of movable or immovable property.
- (b) To manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with its undertaking or all or any part of its property and assets.
- (c) To borrow money.
- (d) To secure the payment of monies borrowed in any manner including the mortgaging and pledging of property.
- (e) To invest money in any manner.
- (f) To open and operate banking accounts.
- (g) To amalgamate with any other Association or body corporate having the same or similar objects to the Society.
- (h) To take part in the management, supervision and control of the business or operations of any other legal persons having the same or similar objects as the Society.
- (i) To remunerate any person or persons in cash for services rendered in the attainment of the Society's objects.
- (j) To accept donation and benefits of whatsoever nature and to make donations to organizations having the same or similar objects to that of the Society.

Article 10 - Duties of the President

The President shall preside over all Meetings of the Association. In his absence he shall be replaced by the Vice-President, when both are absent, the meeting shall be presided over by a member chosen from among the Committee members present.

The President and the Treasurer shall sign all checks, deeds, and other documents. The presiding member shall have an original vote, and in the event of equality of votes, a casting vote.

The Vice President shall exercise the same powers and rights, assume the same responsibilities, as those of the President.

At the Annual General Meeting, the President shall submit a report on the working of the Association for the period ending 31st December preceding, together with a statement of accounts drawn up and signed by the Treasurer and certified by the Auditors.

Article 11 - Duties of the Secretary

The Secretary shall convene all meetings of the association and draw up the minutes of proceedings of these meetings:-

The minutes shall after confirmation at the ensuing meetings be signed by the presiding member and the Secretary.

The Secretary shall keep a Register of Members in which shall be recorded:-

- (a) The names and surnames of each member
- (b) His address
- (c) The date of his admission
- (d) His date of birth
- (e) The subscriptions paid by members and such other particulars as the committee of management may require.

He shall have the custody of the records of the association.

In case of absence he shall be replaced by the Assistant-Secretary who shall exercise the same powers and rights, assume the same responsibilities as those of the Secretary.

Article 12 - Duties of the Treasurer

The Treasurer shall have the custody of all the account books of the Association. He shall receive all sums of money due or accruing to the Association and deliver receipts, therefore. He shall, within the least possible delay, pay into one of the local banks, chosen by the Managing Committee, all monies received by him. He shall be allowed to keep in his possession a sum of money not exceeding hundred rupees, as petty cash, and shall lay every month before the Committee a statement showing the financial transactions of the Association for the previous month. He shall submit at the monthly meeting, a list of members who have failed to pay their monthly subscription fees for three months. He shall prepare the statement of accounts. He shall effect all payments exceeding one hundred rupees by

checks. He shall produce his books for examination whenever required by the President or by the Auditors. He shall in conjunction with the President sign all checks, deeds and other documents of the Association.

The Treasurer shall keep a record of revenue in the form prescribed in G.N. 50/1979 and a book showing its receipts and payments. The Treasurer shall once a year not later than one month after the accounting date prepare and submit to the committee a statement of the receipts and expenditure of the Association in respect of the accounting period and of the assets and liabilities of the Association existing on the accounting date.

In case of absence, he shall be replaced by the Assistant Treasurer who shall exercise the same powers and rights, assume the same responsibilities as those of the Treasurer.

Article 13 - Duties of the auditors (can be any two members of our Society)

1. Two auditors shall be appointed at the Annual General Meeting. They may be removed and replaced by a decision of a General Meeting.
2. The Committee shall upon written request by the auditors submit the accounts of the association for audit.
3. The Auditors shall make a thorough examination of all books and documents in the custody of the Treasurer at least once quarterly and shall forthwith report to the President any error mission detected in the accounts of the association.
4. They shall also verify and certify all statements of accounts previous to their presentation to the Annual General Meeting.
5. They shall take stock of all the belongings of the Association at least once yearly.

Article 14 - Keeping and Inspection of Books

All books of the Association shall be kept in English or French and shall be open to inspection by any person having an interest in the funds of the Association.

Article 14 bis – Security Bond (added 2013)

1. The President, the Vice-President, the Treasurer and the Assistant Treasurer shall each become bound with two sureties in the sum of One thousand rupees (Rs1, 000) jointly and severally for the performance of their duties.
2. The surety bonds shall be filed in the Office of the Registrar of Associations without undue delay before the assumption of office of the Managing Committee members mentioned at Paragraph 1 above.

Article 15 - By the Association

The Association shall not, sue and shall be sued, implead or be implead and shall do all other acts under its corporate name and through its secretary.

Whenever the Association shall be sued or impleaded, and whenever it shall be necessary to serve notice, summons or by other legal process, judicial or extra-judicial upon the Association, service upon the Secretary shall be good and sufficient upon the Association.

Article 16 - Miscellaneous

The Accounting year of the Association shall be from the 1st January to 31st December except for the first year.

In these rules, words importing the masculine include the feminine unless otherwise required by the context.

Any member who resigns or who is expelled shall have no claims to a refund of the contribution made by him to the Association in any way.

The Association member may be affiliated to any other Association, or form part of any Affiliation of Association, provided that in so doing such affiliation shall not be detrimental to the objects of the Association.

Disposal of property

No property worth more than Rs 3,000, and belonging to the Association shall be disposed of, pledged, mortgaged or charged unless the transaction has been approved by Special Resolution.

Article 17 Amendments, Amalgamation and Winding up

No Amendments or alterations to these rules shall be effected except by Special Resolution taken in accordance with Section 30 of the Registration of Associations Act 35/ 1978 and approved by the Registrar.

The decision to dissolve the Association or to amalgamate with another association should be taken at a General Meeting and in conformity with law.

Article 18 - Disputes

Any dispute between the Association and any of its member or any persons claim by or through a

Member shall be settled by a Special Committee of five founder members approved by the Managing Committee.

Article 19 - Signing of checks, deeds and other documents

All checks, deeds and other documents shall be signed jointly in by the President and Treasurer.

In case of the absence or incapacity of the President or Treasurer, these documents shall be signed by the Vice President or Assistant Treasurer respectively.

Article 20 - Winding up of Association

In compliance with the Act, the Association shall, on its formation, designate a registered Association to which in the event of the Association being wound up, its remaining property shall be transferred.

(All funds and properties belonging to the Orchid Society of Mauritius be transferred to the Royal Society of Arts and Sciences in case of a winding up of the Society).

7th November 2013