

THE CONSTITUTION OF THE TYGERBERG ORCHID GROUP

Non-profit organisation No. 030-660-NPO

1. Name

- 1.1 The organisation hereby constituted will be called TYGERBERG ORCHID GROUP
- 1.2 Its shortened name will be TOG (hereinafter referred to as the Group).
- 1.3 Body corporate: The Group shall:
 - Exist in its own right, separately from its members and office bearers.
 - The Group shall continue to exist and strive after its aims and objectives notwithstanding changes in the composition of its membership or office-bearers.
 - Be able to own property and other possessions.
 - Be able to sue and be sued in its own name.

2. Aims and objectives

- The aims and objectives of the Group are set out in the following paragraphs, conditional to the acceptance that the Group's aims and objectives are not bound or limited.
- 2.1 The Group aims to promote the interest and participation in hybridisation, propagation and culture of all orchid genera, thereby elevating their standard and quality.
 - 2.2 To promote those ideals set out in para 2.1, especially in the Tygerberg area of the Western Cape, by recruiting a membership of interested people and institutions.
 - 2.3 To impart knowledge concerning orchids to the membership by means of regular instructive meetings, newsletters and the establishment of a library.
 - 2.4 To arrange shows, competitions and exhibitions of orchids and, where necessary, to ensure that adequate judging is arranged, and awards are granted.
 - 2.5 To become affiliated to other associations and bodies with similar aims and objectives.
 - 2.5.1. To promote the conservation of local wild Orchid species by any means necessary, including assessment of their status, study, the dissemination of information, the taking of practical measures and discussion with other bodies.
 - 2.6 To ensure the satisfactory management of the financial affairs of the group, by:
 - 2.6.1 The levying and collection, on a regular basis, of membership and associate fees.
 - 2.6.2 The supplementation of funds through the arrangement of collection drives.
 - 2.6.3 The investment of available funds at the best possible return.
 - 2.7 To delegate a member to congresses, meetings, shows, etc, where this is in the interest of the Group.
 - 2.8 To do all such other things as are incidental or conducive to the attainment of the above objectives.

3. Income and property

- 3.1 The Group will keep a record of everything it owns.
- 3.2 Members or office-bearers have no rights in the property or other assets of the Group solely by virtue of their being members or office-bearers. The income and property of the Group shall be applied solely towards the promotion of the objectives of the Group and no portions thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to persons who at any time are or have been members of the Group, provided always that funds may be paid over to members as reasonable compensation for services rendered, or to recompense for costs incurred by members in service of the Group.
- 3.3 Members or office bearers of the Group do not have rights over things that belong to the Group.
- 3.4 Members or office-bearers do not become liable for any of the obligations and liabilities of the Group solely by virtue of their status as members or office-bearers of the Group.

4. Membership

- 4.1 Membership of the Group is subject to the submission to the Committee and approval of an application form, signed by the applicant, proposer and seconder, accompanied by the necessary fees as determined by the committee.
- 4.2 The application fees, annual subscriptions and other levies are determined for the various categories of membership including single membership, family, scholar, student (Full time) and commercial-membership.

- 4.3 All subscriptions become due and payable on a date determined by the committee. Failure to pay subscriptions timeously, exposes a member to immediate suspension.
- 4.4 An ordinary member may, on recommendation of the committee and by a two thirds majority, at an Annual general meeting, be elected as an honorary life-member. Such a member is then entitled to membership of the Group for life, without further payment of subscriptions.

5. The Committee

- 5.1 The committee of the society will be elected annually by members in good standing at the Annual General Meeting.
- 5.2 The committee will comprise:
 - 5.2.1 President
 - 5.2.2 Vice-President
 - 5.2.3 Secretary
 - 5.2.4 Treasurer
 - 5.2.5 Librarian
 - 5.2.6 Four or more Additional Members
- 5.3 The committee has the right to co-opt:
 - 5.3.1 To fill a vacant committee position. The co-opted member will serve out the balance of the term of office of his position.
 - 5.3.2 When a person is required to fulfill a specific function not covered above, eg Show Manager, Newsletter Editor, etc
- 5.4 A committee Member shall cease to function as such if any of the following conditions apply:
 - 5.4.1 He ceases to be a member in good standing of the Group.
 - 5.4.2 His written resignation is received by the Secretary.
 - 5.4.3 He is absent from three consecutive committee meetings without a written, valid excuse.

6 Secretary

The secretary shall perform such duties as are prescribed by the committee from time to time to the best of his/her ability. These duties include:

- 6.1 Conducting the correspondence of the Group.
- 6.2 Keeping full and correct minutes of all Committee and Group meetings.
- 6.3 Keeping a complete membership register of the Group.
- 6.4 The care and custody of all documents and papers necessary for the good management of the Group.

7 Treasurer

- 7.1 The treasurer shall receive all monies payable to the Group, and shall make payments upon the authority of the Committee.
- 7.2 He/She shall keep an accurate account of all monetary transactions and present statements to the Committee when requested.
- 7.3 All monies of the Group will be lodged in an approved bank account with the exception of a petty cash float approved by the Committee.
- 7.4 All sums expended by the treasurer without prior authority of the Committee shall be reported at the next Committee meeting for ratification and recording.
- 7.5 The treasurer shall prepare financial books and statements for audit by a competent auditor prior to the Annual General Meeting of the Group.
- 7.6 The financial year of the Group ends on **31 December**, annually.
- 7.7 The Group's accounting records and reports must be ready and handed to the Director of Nonprofit Organisations within six months after the financial year end.
- 7.8 If the Group has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Or the Group can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The Group can go to different banks to seek advice on the best way to look after its funds.

8. Powers of the organisation

The Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.

- 8.1 The Committee has the power and authority to raise funds or to invite and receive contributions.
- 8.2 The Committee does, however, have the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 8.3 The Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 8.4 The Group will decide on the powers and functions of office bearers.
- 8.5 The responsibilities of the Committee shall include:
 - 8.5.1 Ensuring that the financial affairs of the Group are at all times in good order and that all dealings are above suspicion.
 - 8.5.2 Determining from time to time who shall have signing rights for the issue of Group cheques.
 - 8.5.3 Determining from time to time the conditions under which members may use the library and informing the membership thereof.
 - 8.5.4 Where necessary, to appoint temporary honorary judges, honorary show managers and other persons required at shows and other specific events.
- 8.6 Committee members are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the Committee Member is performing functions for or on behalf of the Group.

9. Committee Meetings

- 9.1 The Committee meets on a regular basis to discuss all relevant business of the Group, to make decisions thereupon and to ensure that such decisions are carried out.
- 9.2 At Committee meetings, a quorum shall be one more than half of the members of the serving Committee.
- 9.3 The President, and in his absence, the Vice-President, will chair the Committee meeting. In the absence of both of these officials, those Committee members present shall elect one amongst them to act as chairperson for that specific meeting.
- 9.4 When necessary, the Committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or a deciding vote.
- 9.5 Minutes of all meetings must be kept safely and always be on hand for members to consult
- 9.6 Minutes will be taken at every meeting to record the Committee's decisions. The minutes of each meeting will be given to Committee members at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Committee, and shall thereafter be signed by the chairperson.
- 9.7 The organisation has the right to form sub-committees. The decisions that sub-committees take must be given to the Committee. The Committee must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee's meeting. By agreeing to decisions the Committee ratifies them.
- 9.8 All members of the organisation have to abide by decisions that are taken by the Committee.

10. General Meetings

- 10.1 Annual General Meetings of the Group will be held each year in April. At least seven (7) days notice shall be given in writing to each member in good standing, by post. An Agenda of the meeting must accompany this notice. Business to be handled at such a meeting includes:
 - Agree to the items to be discussed on the agenda.
 - Write down who is there and who has sent apologies because they cannot attend.
 - Read and confirm the previous meeting's minutes with matters arising.
 - President's report.
 - Financial report.
 - Library report.
 - Other business placed on the Agenda by the Committee. Changes to the constitution that members may want to make. Notice of such changes must be received by the

- secretary at least 14 days before the Annual General Meeting.
 - Election of a new Committee.
 - General.
 - Close the meeting.
- 10.2 Special General Meetings of the Group are held when the Committee so deems fit or when members, representing at least ten percent (10%) of the voting rights, requisition the Committee to do so, in writing. The Secretary is then required to send out notices as covered in paragraph 9.1. Only business set out in the accompanying Agenda may be discussed at such a meeting.
- 10.3 A Quorum for General Meetings will comprise those members present.
- 10.4 Each paid-up member of the Group present at the meeting, holds one vote to be used as the member sees fit. One vote is held by each individual over the age of 18 years in a family membership.
- 10.5 Voting by proxy shall not be allowed.
- 10.6 Voting will be by show of hands, except when persons are involved. In such a case, polling forms will be used.
- 10.7 In the case of an equality of votes, even in the case of election of the Committee, the President shall be entitled to a casting vote.

11. Amendment of the Constitution

No part of this Constitution may be changed, except by a two-thirds (2/3rds) majority voted in favour thereof by the paid-up members present at an Annual General Meeting or Special General Meeting specially convened for that purpose. In all cases, the proposed changes must be clearly defined in the Agenda accompanying the notice given for such a meeting. No other changes to the Constitution may be considered at such a meeting. No amendments may be made which would have the effect of making the organisation cease to exist.

12. Dissolution/Winding-up

- 12.1 The Group may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
- 12.2 If upon the winding up or dissolution of the Group there remains, after the satisfaction of all its debts and liabilities any residue whatsoever, (in the form of movable or immovable assets), the same shall not be given to or the proceeds thereof paid to or distributed among the members of the Group, but shall be given or transferred to some other South African Non Profit Organisation, having objectives similar to the objectives of the Group. The organisation's general meeting can decide what organisation this should be.

This constitution was approved and accepted by members of the Tygerberg Orchid Group at the Annual General Meeting held at Bellville on on 13th April 2004.

President *Greig Russell* Secretary *Henny Cloete (Mrs.)*

(This English version has been freely translated by Greig Russell, and in the case of a dispute, the Afrikaans version will be binding.)

© 2004 Tygerberg Orchid Group