

# CONSTITUTION OF MIDWAY BONSAI SOCIETY (MBS).

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## **1. NAME**

1.1. The name shall be “Midway Bonsai Society” or MBS in short.

## **2. LANGUAGE MEDIUM**

2.1. The language medium will be English and Afrikaans.

## **3. LEGAL ENTITY**

3.1. MBS shall have its own legal status, separately from its members. It shall be able to own fixed and tangible assets as well as intangible assets. It may carry out legal process in its own name. It will be a separate legal entity apart from its members.

## **4. AFFILIATION**

4.1. MBS shall affiliate to an effective official African Bonsai Representative Body and/or similar World Body.

## **5. LOCATION**

5.1. The location of MBS shall be at such place or location as agreed by the majority of members.

## **6. AIMS AND OBJECTIVES**

6.1. To further the knowledge and techniques in the art of Bonsai and associated arts.

6.2. To achieving and maintaining a world standard in the techniques of growing bonsai and associated arts.

6.3. By holding regular monthly meetings at the location per point 5 in order to discuss and share the techniques and art of growing Bonsai trees and associated arts.

6.4. By holding a workgroup at the meetings where all members are expected to bring materials to work on by themselves or collectively as a group.

6.5. To establish a greater public awareness of bonsai, and associated arts.

6.6. To provide access to information about bonsai and associated arts.

6.7. To supplement the above by inviting external experts and guests to give advice and demonstrations to the members at meetings and conventions held periodically.

6.8. To stage exhibitions.

## **7. REMUNERATION**

7.1. MBS is founded not for gain.

7.2. No office bearers or members of the management are remunerated for services rendered.

7.3. A member may be reimbursed for reasonable expenditure related to MBS matters. Any such expenditure must be approved by the committee.

7.4. No member shall be entitled, by virtue of being a member or office bearer, to property, which belongs to MBS except as reasonable compensation for services rendered.

## **8. MEMBERSHIP**

8.1. Every member on acceptance of membership, will be provided with a copy of the constitution and will thereafter be considered to be completely informed of the content thereof.

8.2. Membership can be attained by any person, who is interested in bonsai and who has been accepted, in the prescribed manner. Membership will be restricted to members whose membership fees are fully paid up.

8.3. MBS membership will be restricted to 75 members.

8.4. Honorary Membership.

8.4.1. The committee can, of its own accord or on recommendation of a member, confer honorary membership of MBS on an individual who has, over a period of more than two years and in an exemplary

- fashion, supported MBS and the furtherance of one or more of its goals.
- 8.4.2. Honorary membership is to be conferred formally during a special occasion decided on by the committee, and during which the chairman will award an honorary certificate of membership to the recipient.
- 8.4.3. An honorary member will be exempted from payment of membership fees.
- 8.5. Fees
- 8.5.1. Membership fees, which will be subject to review on an annual basis, shall become due on 1st September of each year. The fees for the ensuing year shall be decided by the committee prior to the Annual General Meeting, based on a budget and advised to the committee members prior to the meeting.
- 8.5.2. The fee structure will be determined by the committee.
- 8.6. Termination of membership will be accepted only in writing and no membership fees will be repayable under any conditions.

## **9. COMMITTEE**

- 9.1. The affairs of MBS shall be managed by the committee, which is elected annually at the annual general meeting, and serves until next annual general meeting. This will also apply in respect of the committee elected at the inaugural meeting.
- 9.2. The Management of the affairs of MBS shall vest in the
- 9.2.1. Chairman,
- 9.2.2. Vice-Chairman,
- 9.2.3. Treasurer and
- 9.2.4. Secretary
- 9.2.5. Plus, a maximum of four (4) such other office bearers as shall be appointed from time to time as deemed necessary. All the office bearers shall serve in an honorary capacity and shall not be held personally liable for losses suffered by any person as a result of any act or omission while the office bearer is performing the duties for and on behalf of MBS.
- 9.3. The Committee may take on the power and authority that it believes it needs to be able to achieve the objectives of MBS.
- 9.4. The Chairman shall hold office for no longer than two consecutive years.
- 9.5. The Vice-Chairman will assume position as Chairman, after the term of the Chairman is completed, unless the Vice-Chairman declines the position.
- 9.6. Half of the longest standing Committee members shall retire annually. These members can be re-elected onto the committee.
- 9.7. For the purpose of a committee meeting, 3 (Three) eligible members shall form a quorum.
- 9.8. The Committee shall have the authority to change or amend the policies and procedures where they may consider it necessary in order to manage the affairs of MBS. All changes shall be decided by a two-thirds vote of those present at the meeting. In the case of a deadlock, the Chairman shall have the casting vote.

## **10. MEETINGS AND PROCEDURES**

- 10.1. Attendance of members and guests will be taken at each monthly meeting, by the Secretary.
- 10.2. The Annual General Meeting of the MBS shall be held each year after the close of the financial year.

- 10.3. A quorum for an Annual General Meeting shall be 20% of eligible members.
- 10.4. Three members of the Committee, or ten members of MBS can call a special meeting if they so decide. Notice of the special meeting shall be circulated to all other members not less than 21 (twenty one) days before the SGM is due to take place and the notice must advise details of the agenda items to be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Committee member or to change the Constitution, then the notice period shall be not less than 30 (thirty) days before the meeting is due to take place.
- 10.5. Minutes will be kept during meetings, and distributed as soon as possible afterwards to the members of the committee. The minutes are approved at the next meeting.
- 10.6. If the chairman does not attend a meeting, then the Vice Chairman will take over the responsibilities of the Chairman, or if both are not available, members of the committee who are present shall choose a chairman from amongst those present prior to the commencement of the meeting, for the duration of the meeting.
- 10.7. The treasurer will submit a statement of income and expenditure for the approval of expenditure and information about the financial state of MBS at the monthly committee meetings.

## **11. POWERS AND TASKS OF THE COMMITTEE**

- 11.1. The primary task of the committee is to manage the affairs of MBS in such a manner that the AIMS AND OBJECTIVES of MBS are achieved.
- 11.2. The Committee shall have the right to terminate a membership of MBS, without recourse if...
  - 11.2.1. any member fails to attend three consecutive meetings without an apology.
  - 11.2.2. any member is deemed to have damaged the public image of MBS, failed to pay any outstanding fees after written demand has been made, has disregarded the authority of the Committee or if, a complaint is made to the committee in writing as to the conduct of any member of MBS and, if substantiated, would justify the removal of the member from the list of membership. The committee shall first give the member a reasonable opportunity of placing before them such explanations, as the member may desire to make. After considering such explanations, the committee may, at their discretion, find that it is in the best interests of MBS to direct, that such person shall cease to be a member of MBS.
  - 11.2.3. No appeal against loss of membership will be entertained.
- 11.3. The committee will have the power, and task, to arrange inter alia, functions, meetings, exhibitions and demonstrations that are in accordance with the aims and objectives of MBS.
- 11.4. If the committee so decides, it may set up one or more subcommittees to handle such matters of MBS as deemed necessary. Any subcommittee formed shall act under the direction of the Committee and shall report back to the Committee on its activities on a regular basis.

## **12. COMPLAINTS**

- 12.1. Any complaints or objections by a member will be lodged in writing to the secretary, or Chairman.
- 12.2. The decision of the committee is final.

## **13. LIABILITY OF MBS**

- 13.1. MBS, its committee, or any member will not be liable to other members, participants, spectators or their dependants for any damage or expenses that may

arise out of death, bodily injuries, or damage to or loss of property that may occur during events or meetings.

- 13.2. MBS will indemnify any committee member out of its own funds in defending any action brought upon that member where the member has acted in the interests of MBS.

#### **14. FINANCIAL REPORTING**

- 14.1. The Treasurer shall present a Financial Report and budget of MBS's affairs at each Annual General Meeting.
- 14.2. The Treasurer shall also present a financial report at each Committee meeting.
- 14.3. The financial year-end of MBS shall be the last day of July each year.
- 14.4. All bank accounts shall be operated at a commercial Bank with authority for payments veering in any two of the registered signatories, one being the treasurer, the other a nominated member by the committee.
- 14.5. All funds received by MBS shall be used solely for the stated objectives of MBS.

#### **15. AMENDMENTS TO THE CONSTITUTION**

- 15.1. The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the eligible members present at the annual general meeting or special general meeting called. Eligible members must vote at such meeting to change the constitution.
- 15.2. Two thirds of the eligible members shall be present at a decision to form the quorum before a decision to change the constitution is taken. The members may vote upon such a motion if the details of the changes are set out in the notice referred to above.
- 15.3. A written notice must be circulated not less than 30 (thirty) days before the meeting at which the changes to the constitution are going to be processed. The notice must give details of the proposed changes that will be discussed at the meeting.

#### **16. DISSOLUTION**

- 16.1. Dissolution of MBS may only be pronounced during a special or annual general meeting.
- 16.2. MBS may only be dissolved by resolution passed at a Special General Meeting at which two thirds of the members present are in favour of such a resolution.
- 16.3. Prior notice of no less than 28 (twenty eight) days shall be given of the Special General Meeting. The notice shall stipulate that the meeting is convened specifically for the purpose of dissolving MBS and call for a clear directive for the distribution of the remaining funds.
- 16.4. Should MBS be dissolved, the remaining funds shall be apportioned in accordance with the Income Tax Act which requires that MBS will upon its dissolution, be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some other organization with objectives similar to those of MBS.

APPROVED AND SIGNED ON BEHALF OF THE MANAGEMENT COMMITTEE AT

MIDRAND ON 15 SEPTEMBER 2007

CHAIRPERSON  (JONATHAN CASU )

TREASURER  (JONATHAN ESPAROLI )