

## CONSTITUTION OF THE CLIVIA SOCIETY

### 1. ESTABLISHMENT

WHEREAS there exists a wide interest in the genus *Clivia*; and

WHEREAS there already exist Clivia Clubs; and

WHEREAS there are a growing number of individuals and bodies in various countries who are interested in the activities of the Clivia Clubs and whose interests are presently handled by individual Clivia Clubs; and

WHEREAS it has become necessary to coordinate the interests and objectives of the Clivia Clubs and of such persons and bodies,

SO BE IT THAT there shall be a society by the name of THE CLIVIA SOCIETY (hereinafter referred to as the Society) on the basis set out herein.

### 2. OBJECTS

The objects of the Society are:

- 2.1 To coordinate the interests, activities and objectives of constituent Clivia Clubs and clivia enthusiasts resident outside South Africa (hereinafter referred to as 'clivia enthusiasts');
- 2.2 To participate in nature conservation activities in relation to the protection and conservation of the genus *Clivia* in its natural habitat, to promote the genus *Clivia* and in that context also to promote the observation of conservation laws and practices;
- 2.3 To promote the cultivation, conservation and improvement of the genus *Clivia* by C
  - 2.3.1 the exchange and mutual dissemination of information amongst constituent Clivia Clubs and clivia enthusiasts;
  - 2.3.2 where possible, the mutual exchange of plants, seed and pollen amongst constituent Clivia Clubs and clivia enthusiasts; and
  - 2.3.3 the mutual distribution of specialized knowledge and expertise amongst constituent Clivia Clubs and clivia enthusiasts;
- 2.4 To promote the progress of and increase in knowledge of the genus *Clivia* and to advance it by enabling research to be done and by the accumulation of data and dissemination thereof amongst constituent Clivia Clubs and clivia enthusiasts;

- 2.5 To promote interest in and knowledge of the genus *Clivia* amongst the general public; and
- 2.6 To do all such things as may be necessary and appropriate for the promotion of the abovementioned objects.

### 3. NATURE OF THE SOCIETY

- 3.1 The Society has full legal personality and as such it is endowed with
  - 3.1.1 the full capacity to act in law in order to perform any and all legal acts for the promotion of and in conformity with its objects, including the capacity to enter into contracts, to make and receive donations and to enter into any legal obligation;
  - 3.1.2 full legal capacity including the capacity to have, acquire and be endowed with rights, duties, assets and liabilities; and
  - 3.1.3 full *locus standi in iudicia* which includes the capacity to institute or oppose any proceedings in any forum.
- 3.2 The Society has an existence independent of changes in membership.
- 3.3 The Society has no profit motive and does not have the object of undertaking any business which has the motive of gain or profit by the Society or its individual members and in order to enunciate this intent:
  - 3.3.1 all income and property of the Society shall be used solely for the promotion of the abovementioned objects;
  - 3.3.2 no part of the income and property of the Society may be paid or directly or indirectly transferred to any member of the Society, with the understanding, however, that nothing contained herein shall prohibit that *bona fide* compensation be paid to any member or official of the Society in respect of any lawful and authorized service or expense which such member or official has performed or incurred for or on behalf of the Society;
  - 3.3.3 any member or official of the Society who holds any asset on behalf of the Society or who has incurred any expenditure on behalf of the Society, shall fully account to the Society in respect thereof; and
  - 3.3.4 no present or past member or officer of the Society may use his/her position with the Society to promote his/her own personal commercial gain to the detriment of other members of the Society, *clivia* enthusiasts, or members of constituent *Clivia* clubs.

### 4. COMPOSITION AND MEMBERSHIP

- 4.1 The Society shall consist of and have as members:
  - 4.1.1 representatives of the constituent *Clivia* Clubs as hereinafter provided;

- 4.1.2 the Chair and the vice Chair of the Society, as hereinafter provided;
- 4.1.3 An additional member. He/she will be the outgoing Chair of the Society, who by virtue of that office shall remain a member of the Society for a period of one year after the expiry of his term of office. On expiry of that year the additional member shall be elected at the Annual General Meeting from amongst the members of the constituent Clivia Clubs or the clivia enthusiasts, including any previous Chair;
- 4.1.4 a representative or representatives of clivia enthusiasts outside the Republic of South Africa as hereinafter provided; and
- 4.1.5 Honorary Life Members
- 4.2 If any member of the Society should resign or cease to be a member of the Society for any other reason, then:
  - 4.2.1 if that member is the Chair, vice Chair or additional member aforesaid the Executive Committee shall first co-opt a new member in his/her stead from amongst the members of the constituent Clivia Clubs or the clivia enthusiasts, whether they be representatives as contemplated in clause 4.1 or not, and, if applicable, the Executive Committee shall appoint a new Chair or vice Chair from amongst their number.
  - 4.2.2 if that member is a representative of a constituent Clivia Club he/she will be replaced by that Club.
  - 4.2.3 if that member is a representative of the clivia enthusiasts he/she shall be replaced by a clivia enthusiast appointed by the Executive Committee.
  - 4.2.4 every such replacement will hold office only until the next following Annual General Meeting.
- 4.3 A constituent Clivia Club shall be a Clivia Club which associates with the Society on the basis of this Constitution and whose Constitution and objects are not inconsistent with this Constitution.
- 4.4 Each constituent Clivia Club shall appoint its representatives at such time and in such manner as it may determine and may appoint alternates and/or proxies to act for such representatives.
- 4.5 Each constituent Clivia Club is entitled to representation as follows:
  - 4.5.1 If it has less than 20 (twenty) members in good standing as determined in terms of 10.6.2, representation through the representatives of the relevant supervising constituent Clivia Club as contemplated in clause 4.10;
  - 4.5.2 If it has 20 (twenty) to 100 members in good standing as determined in terms of 10.6.2: one representative;
  - 4.5.3 If it has 101 to 200 members in good standing as determined in terms of 10.6.2: two representatives; and
  - 4.5.4 If it has 201 and more members in good standing as determined in terms of 10.4.2: three representatives.

- 4.6 Each constituent Clivia Club shall notify the Secretary of the names of its representative or representatives and/or alternate or alternates from time to time.
- 4.7 Until such time as persons or bodies outside the Republic of South Africa are members of a constituent Clivia Club or Clivia Clubs, they may be clivia enthusiasts of the Society.
- 4.8 All Clivia enthusiasts of the Society who are in good standing shall, as a group, be entitled as follows to representation in terms of clause 4.1.4:
- 4.8.1 Every Clivia enthusiast who is in good standing (i.e. whose subscription for the previous financial year has been received by the treasurer or of the Society or who is exempt from paying a subscription) shall be invited by the Secretary by letter or through a Newsletter sent at least three months before the Annual General Meeting of the Society, to nominate in writing one or more persons from among such Clivia enthusiasts in good standing, to be their representatives on the Society.
- 4.8.2 No such nomination shall be considered unless the nominee's written acceptance thereof, is received in writing by the Secretary not less than two months before the Annual General Meeting.
- 4.8.3 Not less than 45 days before the Annual General Meeting the Committee shall appoint what they consider to be an appropriate number of representatives of the Clivia enthusiasts. In doing so they will be guided by, but not confined to, the nominations made by Clivia enthusiasts as aforesaid, and must ensure that representation is spread over geographic groups, as far as reasonably possible.
- 4.8.4 The Secretary shall convey in writing by letter or through a Newsletter to all Clivia enthusiasts the names and full contact and other particulars of their representatives as soon as they are appointed.
- 4.9 The following shall apply to the appointment of Honorary Life Members.
- 4.9.1 Only individuals who have made a very exceptional contribution to the objects of the Society which has a lasting benefit for the Society as a whole, will qualify to be considered for honorary life membership. Contributions which are essentially for the benefit of the individual concerned or of a sector of the Society only, will not qualify.
- 4.9.2 Nominations for Honorary Life Membership will be considered only at the Annual General Meeting of the Society. Such nominations must be made by a constituent Clivia Club or by a representative of the clivia enthusiasts and must be seconded by another constituent Clivia Club. The acceptance of any such nomination must be unanimous by all members of the Society. When approving or disapproving any such nomination the members of the Society who are representatives shall not act on their own initiative but only on the instructions of the constituent Clivia Clubs or clivia enthusiasts whom they represent.
- 4.9.3 Every nomination for Honorary Life Membership shall be fully motivated in writing to be received by the secretary at least three months prior to the date of the Annual General Meeting at which it is to be

considered, and shall be copied by the secretary to every member of the Society and to the secretaries of every constituent Clivia Club of the Society not later than two months before that Annual General Meeting.

4.9.4 Honorary Life Members shall be entitled to notice of Annual General Meetings of the Society, and to attend and speak, but not vote at, every such meeting.

4.9.5 Notwithstanding anything to the contrary herein contained the confirmation of Nick Primich, and Yoshikazu Nakamura and the nomination of Bill Morris, Wessel Lötter and Fred Gibello, as Honorary Life Members of the Society at the meeting of the Society on 6 September 2002 are hereby unanimously accepted and approved.

4.10 A Clivia Club which may wish to become a constituent Clivia Club after the constituting meeting referred to in clause 11.2, shall first accept this Constitution and shall thereafter apply in writing to the Society to become a constituent Clivia Club. Such application shall include a copy of the constitution of that Clivia Club as well as a report on the history, activities and infrastructure of that Clivia Club. The Society may admit such a Clivia Club as a constituent Clivia Club if:

4.10.1 it is satisfied that the Constitution and objects of such Clivia Club are not in conflict with this Constitution; and

4.10.2 it is otherwise desirable to admit such Clivia Club as a constituent Clivia Club.

Such a Clivia Club may be conditionally admitted on the basis that it has to associate with and conduct its affairs under supervision of a constituent Clivia Club until such time as the Society is satisfied that that Club is viable and is capable of handling its own affairs in terms of its constitution and capable of complying with its obligations in terms of this Constitution. Only when the Society is so satisfied, shall such a Club be fully admitted as a constituent Clivia Club entitled, if applicable, to representative members of this Society.

4.11 The Society shall be entitled to terminate the membership of a constituent Club at any time if 75% of the members of the Society resolve that that Club is no longer viable and capable of handling its own affairs in terms of its constitution and of complying with its obligations in terms of this Constitution

## 5. OFFICIALS

The Society shall have a Chair and vice Chair who shall be *ex officio* members of the Society, as well as a Secretary and Treasurer, all of whom shall be elected in the manner hereinafter provided for, provided that if the Secretary and/or Treasurer are employed personnel of the Society, then there shall be elected in the stead of the Secretary so employed, one official, and in the stead of the Treasurer so employed, another official, as the case may be.

## 6. MEETINGS OF THE SOCIETY

6.1 The headquarters of the Society shall be in such a place as the Society for the time being shall decide.

- 6.2 Meetings shall, subject to the provisions of the Constitution, be at such times and places and in such a format as the Executive Committee shall decide.
- 6.3 A quorum for a meeting shall be a majority of the number of the members of the Society for the time being.
- 6.4 Save where otherwise provided in this Constitution, resolutions of the Society shall be taken by a simple majority of votes of the members of the Society. The Chair shall have a casting as well as a deliberative vote.
- 6.5 General meetings, but not the Annual General Meeting, may be held by conference telephone, ordinary post or by electronic transmission (e-mail or facsimile). A resolution taken at such a meeting (i.e. a meeting which is not convened in terms of clause 13.4) shall be binding on the Society either if it is approved in writing by every member of the Society or if the majority of the members of the Society approve it in writing and no other member of the Society disapproves of it within fourteen days of receipt of the proposed resolution.

## 7. EXECUTIVE COMMITTEE

- 7.1 There shall be an Executive Committee of the Society which shall consist of:
- 7.1.1 the Chair, the vice Chair, the additional member appointed or elected in terms of clause 4.1.3 above;
- 7.1.2 the Secretary or an additional office bearer elected by the members of the Society from the representatives of the constituent Clivia Clubs and the clivia enthusiasts, if the Secretary is an appointed employee; and
- 7.1.3 the Treasurer or an additional office bearer elected by the members of the Society from the representatives of the constituent Clivia Clubs and the clivia enthusiasts, if the Treasurer is an appointed employee.
- 7.1.4 If the Secretary or Treasurer should cease to hold office for any reason, the Executive Committee shall be entitled to replace him/her from amongst the members of the constituent Clivia Clubs or the clivia enthusiasts, or by employing another person in his/her stead.
- 7.2 The Executive Committee shall meet at such time and place and manner as the Chair shall decide provided that any three members may request a meeting of the Executive Committee at any time. Such a meeting may also be held by means of telephone conference or electronically.
- 7.3 A quorum of a meeting of the Executive Committee shall be two-thirds of its members.
- 7.4 Subject to the authority of the Society, the Executive Committee shall be entitled to exercise all the powers and functions of the Society.
- 7.5 The term of office of the Executive Committee shall be from the date of the Annual General Meeting at which they are appointed until the date of the next Annual General Meeting. No member shall serve on the executive committee for a period longer than four consecutive years, without the unanimous approval of every member of the society.

## 8. RESOLUTIONS OF THE SOCIETY

8.1 Resolutions of the Society not required to be taken at the Annual General Meeting may be validly taken in any one of the following ways:

8.1.1 by resolution of the Society in General Meeting;

8.1.2 by approval as provided in clause 6.5.

8.2 It shall be within the discretion of the Chair to determine the manner in which any matter requiring the attention or a resolution of the Society shall be dealt with and he/she shall report to the Executive Committee in that regard as soon as is practicable thereafter. In particular and without derogating from the foregoing, he/she shall be entitled:

8.2.1 to refer such matter for comment or report to any committee or subcommittee of the Society, or to any constituent Clivia Club or member thereof or clivia enthusiast;

8.2.2 to circulate such matter, with or without comment or recommendation, to the constituent Clivia Clubs and/or clivia enthusiasts for their information or consideration; or

8.2.3 to place such matter on the agenda of a meeting of the Society or of the Executive Committee.

## 9. POWERS AND DUTIES OF THE SOCIETY

9.1 The Society shall have no jurisdiction over any constituent Clivia Club or its members or over clivia enthusiasts except to the extent provided for in this clause.

9.2 The Society shall:

9.2.1 hear and decide appeals by members of constituent Clivia Clubs from decisions of those Clivia Clubs in any disciplinary proceedings in respect of such members; and

9.2.2 hear and decide any matter in respect of which provision is made for the Society's jurisdiction in the constitution of any constituent Clivia Club or when a hearing or decision is requested by a majority vote of the members of any constituent Clivia Club.

9.3 The appeals provided for in clause 9.2 shall be heard by a committee consisting of at least three members, appointed by the Executive Committee and which may include themselves.

The committee thus appointed determines a procedure to be followed in any such appeal which shall be procedurally fair, and makes it known to the parties.

Every constituent Clivia Club shall give effect to any rulings made by the said committee.

- 9.4 The Society may, together with any ruling given in any appeal, or on its own initiative, or whenever requested by a constituent Clivia Club to do so, recommend disciplinary rules for adoption by all constituent Clivia Clubs or a constituent Clivia Club.
- 9.5 The Society may:
- 9.5.1 express its opinion concerning matters which pertain to its objects in such quarters as it deems from time to time to be desirable;
  - 9.5.2 make or join in making representations to any authorities, persons or bodies on matters relating to its objects and the interests of constituent Clivia Clubs, their members or clivia enthusiasts;
  - 9.5.3 refer to any constituent Clivia Club or clivia enthusiasts, any matter concerning the interests or conduct of any member of such Clivia Club or Clubs or clivia enthusiasts; and
  - 9.5.4 appoint such employees as it may consider necessary from time to time.
- 9.6 The Society shall appoint:
- 9.6.1 a publications committee responsible for publishing newsletters;
  - 9.6.2 a publications committee responsible for publishing a yearbook every year;
  - 9.6.3 a symposium committee to organize an international symposium at least every fourth year;
  - 9.6.4 a committee for the registration of the genus *Clivia*;
  - 9.6.5 a public relations committee responsible for publicising clivia and related activities such as meetings, shows and symposia; and
  - 9.6.6 A committee to advise on standards of judging at shows, different classes of adjudication, standards for judges, ways in which independent judges are appointed and in which to maintain a panel of judges and also for such other matters as may require guidance for judging and shows.
  - 9.6.7 such other committees or subcommittees as it may consider necessary from time to time, and the Society shall have the power to delegate to any constituent Clivia Club, the power to appoint a committee or subcommittee with such powers and functions as the Society may determine.
- 9.7 Whenever the Executive Committee requests a committee to do so, such committee shall report to the Executive Committee on any of its activities.
- 9.8 The Society may decide how seed or plant material received by the Society from whatsoever source from time to time is to be disseminated and at what price.

9.9 The Society may from time to time pass bye-laws and regulations governing its procedure; and

9.10 The Society may generally take such steps as it deems necessary to promote its objects.

## 10. FINANCE

10.1 The Executive Committee is responsible for the financial affairs of the Society and shall handle such affairs in the manner provided for herein.

10.2 The finances of the Society shall be handled in accordance with the objects of the Society and shall not be handled with a profit motive by the Society or its individual members and consequently all income shall be used for attaining the objects of the Society in full compliance with the provisions of clauses 2 and 3 hereof.

10.3 The Treasurer shall prepare a budget proposal (which shall include a provision for unforeseen contingencies) to be tabled by him and approved by the Society at an Annual or a General Meeting by 30 June of every year for the following financial year.

10.4 The finances required by the Society to carry out its functions shall be provided by:

10.4.1 per capita contributions paid by the constituent Clivia Clubs;

10.4.2 membership fees payable by clivia enthusiasts; and

10.4.3 such other income as may be generated by any activities of the Society or received from any lawful source.

10.5 The membership fees contemplated in clause 10.4.2 shall be determined with due regard to the costs of their membership to the Society.

10.6 The per capita contributions by constituent Clivia Clubs as contemplated in clause 10.4.1, shall be determined for any given financial year after the sources of income contemplated in clauses 10.4.2 and 10.4.3 have been assessed and then on the basis of providing for any further income necessary to meet the Society's expenses, on the following basis:

10.6.1 The Treasurer/ Secretary of every constituent Clivia Club shall keep a list of all members of that club in good standing as detailed in 10.6.2 and transmit the particulars of such membership to the Treasurer and the Secretary of the Society by the end of December of every year. The Treasurer and Secretary shall check the number of members of constituent Clivia Clubs for which membership fees have been paid to the Society as at 31 December of the year preceding the Annual General Meeting. Within one month the Treasurer shall confer with the Treasurer of every constituent Clivia Club to verify the number of members in good standing of each such club as at 31 December as above and as determined in terms of clauses 10.6.2. and 10.6.3.

- 10.6.2 Members in good standing of the constituent Clivia Clubs shall be those members of a club who have paid their subscriptions for the financial year in question (including members who qualify for reduced subscriptions, such as junior members, or members who are exempt from subscriptions such as Honorary Life Members) and whose particulars have been transmitted to the Secretary and Treasurer of the Society in terms of 10.6.1 and in respect of whom contributions have been made in terms of 10.7.
- 10.6.3 The total of such members in good standing of all the constituent Clivia Clubs as at 31 December of the previous year together with the total of all clivia enthusiasts in good standing as at 31 December of the previous year shall form the basis upon which the budget prepared by the Treasurer in terms of clause 10.3 will determine the per capita contributions to be made by constituent Clivia Clubs and the membership fees to be paid by clivia enthusiasts in terms of clause 10.4: provided that both for the purpose of calculating and paying the contributions to be made and for the purpose of establishing the numbers of members referred to in clause 4.4, a husband and wife who jointly pay one subscription for membership of the same constituent Clivia Club shall be counted as one member.
- 10.7 Every constituent Clivia Club shall pay to the Society such contributions to be made in respect of each of its members as aforesaid, as soon as possible after the beginning of every financial year but not later than 15 March of each year and by the end of every month thereafter in respect of renewed or new memberships. For the avoidance of doubt subscriptions paid in advance to constituent Clivia Clubs will be accounted for to the Treasurer only in the year for which they have been paid.
- 10.8 Approval by the General Meeting of the budget proposal shall serve as an authorization to the Executive Committee to incur such expenses as are provided for in the budget resolution, on condition that the necessary funds are indeed available. The budget resolution shall not be an authorization to incur any debt or ongoing obligation on behalf of the Society for which cash funds are not available; and debts or ongoing obligations for which cash funds are not available shall only be incurred if specifically authorized by a special resolution taken by the Society.
- 10.9 In incurring such expenses as are provided for by the budget resolution, the Executive Committee shall only act after advice of the Treasurer, who, in such advice, shall take into account the healthy control of the finances of the Society.
- 10.10 Expenses not provided for in the resolution approving a budget shall only be incurred if specifically authorized by a resolution taken by the Society provided that the Executive Committee may faithfully incur in its discretion but in the best interests of the Society essential expenditure on unforeseen items up to the amount of the provision therefor in the budget.
- 10.11 Only the Treasurer and/or other officer duly authorized by the Executive Committee may receive income of the Society and such income shall as soon as possible after receipt thereof be deposited by the Treasurer in a bank account opened for that purpose in the name of the Society with a bank as mentioned in section 1 of the Banking Act 94 of 1990 or any amendment or substitution thereof.

- 10.12 No moneys of the Society shall be expended without first having been deposited in such bank account or bank accounts.
- 10.13 The Executive Committee is hereby authorized and directed to open such bank account or bank accounts and signing powers are hereby conferred on the following basis:
- 10.13.1 All cheques or instruments necessary for the withdrawal of money from the said bank accounts shall be co-signed by the Treasurer and one other member of the Executive Committee; or in the absence of the Treasurer, by two members of the Executive Committee;
- 10.13.2 An authorization shall be delivered by the Executive Committee to the relevant bank setting out the names of the members of the Executive Committee and their abovementioned powers; and
- 10.13.3 No withdrawal from any bank account and no signing of any cheque may be effected by such authorized members of the Executive Committee, other than in accordance with a resolution of the Executive Committee or the Society.
- 10.14 The financial affairs of the Society shall be recorded by the Treasurer in accordance with generally accepted accounting practice to the satisfaction of the Society's auditor.
- 10.15 The financial year of the Society is from 1 January to 31 December of the same year.
- 10.16 The Annual General Meeting appoints an auditor, who shall not be a member of the Executive Committee, to audit the books of the Society and to report on the financial statements. The audited financial statements shall be submitted by the Treasurer to the Annual General Meeting after they have become available.
- 10.17 No expenses allegedly incurred for and on behalf of the Society without prior authorization by the Executive Committee, shall be compensated to anyone except and until the Society has authorized such compensation.

## **11. CONSTITUTING MEETING AND FIRST ANNUAL GENERAL MEETING**

- 11.1 After this Constitution has been accepted by existing Clivia Clubs whose constitutions are not inconsistent with this Constitution each such Clivia Club shall appoint representatives as contemplated in clause 4.4 hereof.
- 11.2 Such representatives shall thereupon call a constituting meeting where the Society shall be constituted.
- 11.3 At such meeting the representatives of the constituent Clivia Clubs shall elect:
- 11.3.1 a Chair and vice Chair from amongst members of the constituent Clivia Clubs whether they be representatives of the constituent Clivia Clubs as contemplated in clause 4.1.1, or not, and on election the Chair and vice Chair shall become members of the Society as contemplated in clause 4.1.2;

- 11.3.2 a Treasurer, or if the Treasurer is an appointed employee, an additional office bearer from amongst the representatives contemplated in clause 4.1.1; and
- 11.3.3 a Secretary, or if the Secretary is an appointed employee, an additional office bearer from amongst members of the constituent Clivia Clubs, whether such person is a representative as contemplated in clause 4.1.1 or not.
- 11.4 The Chair, vice Chair, Treasurer, (or if the Treasurer is an appointed employee, the additional office bearer), and Secretary, (or if the Secretary is an appointed employee, the additional office bearer), so elected, shall thereupon constitute the first Executive Committee of the Society.
- 11.5 As soon as is practicable after such meeting, the Executive Committee shall take the necessary steps to have a list of potential clivia enthusiasts compiled and to bring this Constitution to the attention of each such potential clivia enthusiast whether by electronic means or otherwise, and upon acceptance of the Constitution by each such potential clivia enthusiast, he or she shall become an clivia enthusiast.
- 11.6 Membership fees for clivia enthusiasts during the period prior to the first Annual General Meeting shall be an amount determined by the Executive Committee without reference to clause 10.5 above.
- 11.7 Prior to the first Annual General Meeting the Executive Committee shall have a list of clivia enthusiasts as at that stage compiled and shall thereupon take the steps contemplated in clause 4.7 to have representatives for such clivia enthusiasts elected, who will become members of the Society as contemplated in clause 4.1.4 upon such election. Should no such representatives be elected after the said steps have been taken, or should the requisite number of representatives not so be elected, the Executive Committee shall appoint a representative or representatives or additional representatives up to the requisite number, for clivia enthusiasts as contemplated by clause 4.7, which representative or representatives shall thereupon become members of the Society as contemplated by clause 4.1.4.

## 12. ANNUAL GENERAL MEETING

- 12.1 The Executive Committee shall report to the Annual General Meeting in respect of its business during the preceding year, which report shall include a separate report by the Treasurer and that report shall:
- 12.1.1 include the annual audited financial statements of the Society; and
- 12.1.2 deal with such financial affairs as may require the attention of the Society.
- 12.2 The Annual General Meeting elects:
- 12.2.1 the Chair and vice Chair from amongst members of the constituent Clivia Clubs or clivia enthusiasts, whether they be representatives as contemplated in clause 4.1, or not;

- 12.2.2 a Treasurer, or if the Treasurer is an appointed employee, an additional office bearer from amongst representatives as contemplated in clause 4.1; and
- 12.2.3 a Secretary, or if the Secretary is an appointed employee, an additional office bearer from amongst members of the Clivia Clubs or clivia enthusiasts whether such person be a representative as contemplated in clause 4.1 or not.
- 12.2.4 an additional member in accordance with clause 4.1.3
- 12.3 The election takes place by ordinary majority of votes and by secret ballot after nomination of candidates in writing with the written consent of the candidates to be received by the Secretary timeously for inclusion in the notice of the meeting, unless the meeting resolves unanimously to accept any nomination on short notice.
- 12.4 The Annual General Meeting shall appoint an election committee prior to the election, which counts the votes and which publishes the result of the election by informing the Annual General Meeting of the result.
- 12.5 The date of the Annual General Meeting shall be decided upon by the Executive Committee which shall be not more than six months after the end of the financial year.
- 12.6 At least 75 (seventy five) days prior to the Annual General Meeting the Secretary shall post a written notice to every member of the Society and to the secretary of every constituent Clivia Club which shall contain the following:
  - 12.6.1 advising of the proposed place, date and time of the meeting;
  - 12.6.2.1 the number of representatives to which each constituent Clivia Club and clivia enthusiasts is entitled;
  - 12.6.2.2 a request to forward the names and contact details of representatives and alternates for such representatives;
  - 12.6.2.3 an invitation to put duly motivated matters on the agenda for the meeting;
  - 12.6.2.4 a call for nominations of members of the Clivia Society and recommendations of members for sub-committees; and
  - 12.6.2.5 the date by which the information referred to in clauses 12.6.2 to 12.6.5 should reach the Secretary.
- 12.7 The Annual General Meeting shall be convened by the Secretary by posting a written notice to that effect to each member of the Society at least 30 (thirty) days prior to the date of the meeting, which notice shall contain the following information:
  - 12.7.1 the place, date and time of the meeting;

- 12.7.2 the agenda for the meeting;
  - 12.7.3 an invitation to put further matters on the agenda for the attention of the Annual General Meeting;
  - 12.7.4 an invitation to inspect all supporting documents in respect of the agenda, including the Treasurer's report and the financial statements at the office of the Secretary of the Society and the offices of the secretaries of every constituent Clivia Club;
  - 12.7.5 the names of the candidates nominated for election as office bearers of the Society;
  - 12.7.6 the names of the representatives of constituent Clivia Clubs and the names of the representatives of clivia enthusiasts; and
  - 12.7.7. the names of persons recommended to serve on sub-committees of the Society.
- 12.8 Additional duly motivated items may be placed on the agenda by giving notice in writing thereof to the Secretary which notice has to be received by the Secretary and every member of the Society and the secretary of every constituent Clivia Club of the Society at least 21 (twenty one) days prior to the meeting, unless the Annual General Meeting decides otherwise in respect of a specific item for the agenda.
- 12.9 The number of members of constituent Clivia Clubs in good standing at the end of the previous financial year and of the clivia enthusiasts in good standing in terms of clause 4.8 shall determine the representation entitlement of the constituent Clivia Clubs and clivia enthusiasts in terms of clause 4.5.

### 13. GENERAL MEETINGS

- 13.1 General meetings are called by the Executive Committee as often as circumstances may require.
  - 13.2 A General Meeting disposes of such affairs as may be necessary to dispose of in between Annual General Meetings.
  - 13.3 The General Meeting may require the Executive Committee to report to it on its activities, management, execution of resolutions of the Society, transactions or any other matter which the Executive Committee has dealt with or had to deal with.
- 13.4.1.1.1 General meetings shall be convened in the following manner:
- 13.4.1 A General Meeting is convened by the secretary by posting a written notice to that effect to every member of the Society at least 14 (fourteen) days prior to the date of the meeting.
  - 13.4.2 The period of 14 (fourteen) days may be shortened to 7 (seven) days if, in the opinion of the Chairperson, such urgent attention is required in the best interest of the Society to the business to be dealt with at that meeting.

- 13.4.3 The notice of a General Meeting other than meetings held in terms of clause 6.5 shall contain the following:
- 13.4.3.1 the place, date, and time of the meeting
  - 13.4.3.2.1.1 the agenda for the meeting as well as all supporting documentation
  - 13.4.3.2.1.2 an invitation to put further matters on the agenda for the attention of the General Meeting. Written notice of such further matters shall reach the secretary and all members of the Society at least 5 (five) days before the date of the meeting.

#### 14. **MINUTES**

- 14.1 The Secretary shall keep minutes of all resolutions of the Society, whether these resolutions be taken by the Executive Committee or by a General Meeting of the Society.
- 14.2 Such minutes shall be copied to the representatives and secretaries of constituent Clivia Clubs

#### 15. **REGISTER**

- 15.1 The Secretary shall keep an up to date list containing the names and contact details of all Society members and is responsible for attendance registers at all meetings.
- 15.2 The Secretary/Treasurer of every constituent Clivia Club shall keep complete and up-to-date membership records of such Club and shall furnish the Secretary and/or Treasurer of the Society promptly with such particulars as may be relevant to the affairs of the Society, whenever requested to do so.
- 15.3 The Secretary shall keep a complete up to date list (including contact details) of all clivia enthusiasts who have paid their membership fees for a particular year.
- 15.4 In order to determine the number of representatives for clivia enthusiasts contemplated in clause 4.8, the Secretary shall publish a list of all clivia enthusiasts in good standing as at 31 December of the year preceding the Annual General Meeting.
- 15.5 The Treasurer and Secretary shall determine the number of members of Constituent Clivia Clubs for which membership fees have been paid to the Society as on 31 December of the year preceding the Annual General Meeting. Within 14 (fourteen) days the Treasurer shall verify these numbers with the secretaries/treasurers of constituent Clivia Clubs. These numbers determine the number of representatives contemplated in clause 4.5.
- 15.6 In May and November of each year the secretary shall compile a consolidated register (with contact details) of all clivia enthusiasts as well as the members of constituent Clivia Clubs and copy that register to the secretary of every constituent Clivia Club and to every representative of the clivia enthusiasts.

## 16. RECORDS

Records, such as minutes, publications published and photographic material shall be kept in a safe place for future reference and research.

## 17. DISSOLUTION

- 17.1 The Society may be dissolved only by resolution of a two-thirds majority of members entitled to vote and present at an Annual General Meeting or other General Meeting convened for that purpose after at least 2 (two) months' written notice by the Chair to members of the Society.
- 17.2 Subject to the provisions of this Constitution, members shall on dissolution of the Society only be liable for outstanding membership fees and for any assets of the Society which may be in their possession.
- 17.3 Should, on dissolution of the Society and after all debts of the Society have been paid, there remain any assets, such assets shall be transferred to one or more organizations with the same or similar objectives as the Society, identified by a two-thirds majority of members entitled to vote, present at the dissolution meeting.

## 18. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by resolution of a two-thirds majority of members present at a General Meeting of the Society, provided that written notice of any amendment proposal shall have reached the Secretary not less than 60 (sixty) days prior to the relevant meeting of members and that the Secretary shall thereafter have despatched the amendment proposal together with the agenda for the relevant meeting, as provided in 13.4 except that the secretary shall give at least 45 (forty five) days notice of a General Meeting at which any such amendment is to be considered.

## 19. DESPATCH BY ELECTRONIC TRANSMISSION OR FACSIMILE

Any provision of this Constitution which requires written notice or which requires that any document must be posted, shall be deemed to have been complied with if the relevant notice or document has been successfully electronically transmitted by E-mail or by facsimile transmission.