

# CONSTITUTION

## 1. NAME

The name of the association shall be THE GARDEN CLUB OF BERMUDA (the "Club").

## 2. OBJECTS

The objects of the Club shall be to stimulate interest in horticulture, floral design and related subjects and to aid in the conservation of natural resources.

## 3. POWERS

In pursuance of the objects set out in clause 2 (but not otherwise), the Club shall have the following powers:

- a. To hold educational events and exhibitions to stimulate interest in horticulture, floral design and related subjects and the conservation of natural resources;
- b. To assist efforts to conserve natural resources;
- c. To take such steps as may be deemed appropriate for the purpose of raising funds for the Club's activities;
- d. To effect insurance of all kinds;
- e. To invest any funds which are not immediately required for the Club's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- f. To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Club's objects;
- g. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- h. To carry on any other activities and to do anything which may be incidental or conducive to the furtherance of any of the Club's objects and to good management and stewardship of the Club and its assets.

## 4. MEMBERSHIP

Membership of the Club shall consist of Active, Life, Honorary, Honorary Life, Long-standing and Overseas Members. All Dues to be determined from time to time by a vote of the General Membership.

### a. Active

An Active Member shall be a member in good standing who shall agree to participate in at least two scheduled activities in each Garden Club year and shall be entitled to hold office and vote at any meeting of the Club. An Active Member, after fifteen years of membership, may become a Life Member.

### b. Life

An Active Member, after fifteen years of membership, may become a Life Member, upon payment of a sum to be determined from time to time by a vote of the Executive Committee.

### c. Honorary

Honorary membership may be bestowed by a majority vote of the Executive Committee upon any person who has given exemplary service to the Club and upholds its aims and ideals. Honorary membership may also be extended to the spouses of the incumbent Governor, to the incumbent head of the Department of Environment and Natural Resources and the Department of Parks or any other department which shall succeed to the duties of the afore mentioned departments and to any other person whom the Executive Committee may from time to time deem appropriate. An Honorary member shall be entitled to all privileges of the Club without payment of subscription. Such membership shall be for the term specified by the Executive Committee and may be extended or terminated by a majority vote of the Executive Committee.

d. **Honorary Life**

Honorary life membership without payment of subscription may be bestowed on the President upon completion of his/her term of office by a majority vote of the Executive Committee.

e. **Long-standing**

The Officers will periodically grant Long-standing membership status to a member who has been active and contributing to the Club over many years. Annual dues are no longer required for Long-standing members.

f. **Overseas**

Members in good standing who no longer live in Bermuda may retain their membership upon payment of the appropriate subscription paid either in cash in Bermuda or US dollars or by a cheque drawn on a Bermuda bank.

5. **EXECUTIVE COMMITTEE**

The affairs and business of the Club shall be managed by the officers consisting of the President, Vice President, Past President, Secretary, Treasurer and the Chairman of each of the Executive Committees. No elected member of the Executive Committee, with the exception of the Secretary and the Treasurer shall serve in the same office for less than two or more than four consecutive years, unless agreed by a unanimous vote of the Executive Committee.

6. **FUNDS**

All monies received by the club through subscriptions, fundraising events, book sales and other means shall be managed by the Executive Committee as directed by the general membership.

7. **AMENDMENT**

The Constitution may be amended at any General Meeting by a two-thirds vote of those present. Amendments may be proposed by the Executive Committee or by a member in good standing, providing that any amendment proposed by a member must be submitted to the Secretary in writing and accompanied by the names and signatures of at least ten members in good standing affixed to the proposed amendment. Any proposed amendment shall be circulated to members at least fourteen days before the meeting at which any amendment is to be presented.

8. **DISSOLUTION**

Subject to any contrary provision contained in any donation made to the Club, if upon the winding up or dissolution of the Club there remains, after satisfaction of its debts and liabilities any property whatsoever, it shall be given or transferred to another charity in Bermuda. Such charity must either be a registered charity in good standing or an exempt charity which has objects similar to those of the Club and which contains in its organizational documents a prohibition on the distribution of its income and property among its members. This registered or exempt charity is to be chosen by the members of the Club at or before the time of dissolution at a general meeting by a two-thirds vote of those present. If and so far as effect cannot be given to the aforesaid provision, then any property shall be given or transferred towards some charitable purpose in Bermuda. In no circumstances shall the income and property of the Club be distributed among its members on dissolution.

9. **OFFICERS AND COMMITTEES**

9.1 **OFFICERS**

a. **PRESIDENT**

The President shall officiate at General and Executive Meetings, shall be an ex-officio member of all committees and shall prepare the Annual Report.

b. **VICE PRESIDENT**

The Vice President shall, in the absence of the President, carry out presidential duties and, in the event that the office of the President becomes vacant, the Vice President shall become the President. The Vice President shall be a member of the Nominations Committee.

The Vice President shall perform such duties as may be designated by the President.

**c. PAST PRESIDENT**

The Past President shall, in the absence of the President and Vice President, preside at any meetings.

**d. SECRETARY**

The Secretary shall keep a record of all proceedings and shall be the custodian of all records and papers pertaining to the Club. The Secretary shall also deal with correspondence and perform such other duties as shall be authorized by the President.

**e. TREASURER**

The Treasurer shall receive and acknowledge subscriptions and other monies due to the Club and shall be responsible for the disbursement of funds as directed by the Executive Committee. Disbursements for general operations may be paid without specific authorization, so long as the expenditures are within parameters set by the Executive Committee. The Treasurer shall present a report at each meeting and an annual unaudited financial statement.

**f. COMPLIANCE**

The President shall appoint a Compliance person who shall be responsible for receiving reports from Club members, employees and volunteers in relation to suspicions of money-laundering and/or terrorist financing offences and if necessary, making a report to the relevant authorities in Bermuda. The Compliance person shall receive adequate anti-money laundering and anti-terrorist financing training and shall be responsible for training any relevant Club officers and for maintaining an anti-money laundering and anti-terrorist financing policy and the associated internal processes and procedures. The Compliance person must be an independent member of the Club.

**g. INDEPENDENCE OF OFFICERS**

A majority of the officers of the Club must be "independent". Independent officers derive no private benefit from the operation of the Club, such as:

- i. They do not receive nor is it agreed that they should receive any non-charitable benefit from the Club;
- ii. They have not received nor is it agreed that they should receive any loan from the Club;
- iii. They have no interest in any material contract or proposed material contract with the Club;
- iv. They have no material relationship to and/or interest in any person that is a party to a material contract or proposed material contract with the Club.

**h. FINANCIAL TRANSACTIONS**

All financial transactions of the Club must be approved by at least two independent officers. The Officers shall impose on the Club such controls over financial transactions as are prescribed by the Charities Act 2014 and the associated regulations as amended from time to time.

**i. DISCLOSURE**

All officers of the Club, including the Compliance person shall be required to disclose any convictions for fraud, money laundering and/or terrorist financing offences in any jurisdiction.

**9.2 COMMITTEES**

**a. EXECUTIVE COMMITTEE**

The Executive Committee shall be in accordance with Clause 5 of the Constitution and shall have power to make appointments to fill any temporary vacancies on the Executive Committee which may arise from time to time.

**b. EXECUTIVE COMMITTEES**

There shall be the following Executive Committees:

Conservation and Education  
Floral Art Division  
Horticultural Division

Membership  
Communications  
Photography Division

**c. STANDING COMMITTEES**

There shall be the following Standing Committees:

Garden Tours  
Shop  
Library  
Directory  
Skills Development Program  
Government House Children's Garden  
Fruit & Vegetable Bench

House  
Judges' Committee  
Scholarships  
Smith Garden  
Ag. Show  
Flower & Foliage Bench  
Plant Sharing Bench

The chairman of any Standing Committee shall report to the President and the Secretary and shall only make such reports as necessary. Any reports must be submitted in a timely manner before the next meeting of the Executive Committee.

**d. PRESIDENTIAL COMMITTEES**

The President may create such committees as may from time to time be required and may appoint a chairman of such committees. The chairman of any presidential committee may be invited to any meeting of the Club.

**e. REPRESENTATIVES**

Representatives may be appointed for the following organisations:

- Bermuda National Trust
- Keep Bermuda Beautiful

and a representative may be appointed for any other organization as may be determined to be beneficial.

**10. MEMBERSHIP**

**a. NEW MEMBERS**

The Executive Committee shall review all applications for membership. The prospective member shall have attended at least one meeting of the Club and must submit a completed application form signed by a proposer who is a member of the Club in good standing. The application shall be considered by the Executive Committee at their next meeting, and, if approved, the new member will be welcomed at the next monthly meeting of the Club. The initiation fee and annual fee shall be payable on admission. If the new member joins in the second half of the financial year, only one half of the annual fee shall be payable in addition to the initiation fee. A member in good standing may propose more than one new member a year. Any member proposing a new member will be required to mentor that new member and encourage them to become actively involved in the operations of the Club.

**b. SUBSCRIPTIONS**

All membership dues and initiation fees are to be determined by a majority vote of the general membership, due notice to the membership having been given at the previous General Meeting, or in writing at least 14 days in advance of the vote.

c. **DELINQUENT MEMBERS**

Any member whose subscription is in arrears or an Active member who fails to participate in the activities of the Club without valid reason shall automatically be removed from the membership list, after notification in writing from the Executive Committee.

d. **RESIGNATIONS**

A member in good standing who sends a written resignation to the Membership Chairman may at any later time be re-admitted to the membership but shall pay the initiation fee at such time.

11. **MEETINGS**

a. **GENERAL**

There shall be not less than six meetings of the membership in each year.

b. **ANNUAL GENERAL**

The Annual General Meeting shall be held in May of each year for the purpose of receiving the Annual Report from the President and on alternate years electing the Officers and approving any Presidential Committee appointments.

c. **SPECIAL GENERAL**

Special General Meetings may be called by the President or by written request to the Secretary of any three members of the Executive Committee. Notice shall be given at least ten days before any such meeting and discussion at the meeting shall be confined to the subjects as specified in the notice of meeting.

d. **EXECUTIVE**

There shall be at least one Executive Meeting prior to each General Meeting. Additional meetings may be called at the discretion of the President. The Standing Committee, Presidential Committee appointees and Representatives for the Bermuda National Trust and Keep Bermuda Beautiful may attend Executive Meetings and may vote.

e. **QUORUM**

- i At any General Meeting 10% of the membership shall constitute a quorum for the transaction of business.
- ii At any meeting of the Executive, Standing or Presidential committees, a majority of the committee shall constitute a quorum for the transaction of business.

f. **CO-CHAIRMEN**

Executive, Standing and Presidential Committees may have a co-chairman or a deputy chairman. When the chairman is absent, any co-chairman or deputy chairman shall act as sole chairman of the meeting and be the proxy for the absent chairman.

12. **ELECTION OF OFFICERS AND STANDING COMMITTEE CHAIRMEN**

Elected officers of the Club shall be the President, Vice President, Secretary, Treasurer and the chairmen of the Executive Committees and the Standing Committees. Any member in good standing may stand for election. The nominations for Officers shall be made by the Nominations Chairman at the April General Meeting of an election year or by notice in writing to the Secretary or by members of the general membership at the Annual General Meeting of an election year. Any written notice of nominations shall be given 14 days before the Annual General Meeting of an election year.

If only one candidate is proposed for an office, that candidate shall be deemed to be elected. If there is more than one candidate, the election shall be by show of hands at the Annual General Meeting.

Revised May 2019

Currently Under Review