



# THE BAHRAIN GARDEN CLUB

## CHAPTER ONE

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### General Provisions

#### Article 1

In 1978 a club was established in the state of Bahrain by the name of “The Bahrain Garden Club”. The club was re-registered on 1/7/1991 in accordance with the Law of Social and cultural Societies and Clubs, Associations carrying on Youth and Sports Activities and Private Organizations promulgated by Legislative Decree No. 21 of 1989.

#### Article 2

The Club shall be registered with the Ministry of Labour and Social Affairs according to the provisions of the Ministerial order No.2 of 1990 with respect to Organising a Register for the Registration of Social and Cultural Societies and Clubs subject to the supervision of the Ministry of Labour and Social Affairs. The Club's juristic entity shall be established from date of publishing its registration of the Official Gazette.

#### Article 3

The Club's Headquarters and legal domicile shall be situated in house No. 1166, Road No. 4226, Manama 342, P. O. Box 26256.

#### Article 4

The Club shall be legally represented by its Executive committee Chairperson or the person acting on his/her behalf appointed by a resolution of the Executive Committee.

#### Article 5

The Club shall not engage in politics nor shall it involve itself in speculative activities involving funds. The Club shall observe the public order and morals, undertake in all its activities to safeguard the well-being of the state, form of government or its social system.

#### Article 6

The name of the Club, the address of its headquarters, registration number, scope of its activities and logo, if any, shall appear in all books, records and publications.

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### **Article 7**

The Club shall not be affiliated to, participate in or join a society, association, club or union based outside Bahrain without obtaining the prior permission of the Ministry of Labour and Social Affairs to this effect.

## **CHAPTER TWO**

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Objectives, Ways of Implementation and Scope of Activities

### **Article 8**

The Club aims to promote the following objectives:

- a) The creation and encouragement of interest in gardening and the development thereof as well as the diversification and improvement of horticulture.
- b) Provide guidance to the community for the growing of plants, flowers, trees and vegetables that may be grown in the State of Bahrain.
- c) To work towards beautification of the State of Bahrain in general.

### **Article 9**

The Club aims to promote its objectives by the following methods:

- a) Paying special attention to guidance and instruction of school boys and girls and create interest in them for growing plants, flowers and trees as well as in the art of gardening and flower arrangement.
  - b) Including the undertaking of experimental work in the field of gardening.
  - c) To work towards achieving the objects of the club in the interest of public good and as community service.
  - d) Holding of Annual Show for Flowers, vegetables and plants and granting of prizes to the winners.
  - e) To co-operate with the Ministry of Commerce and Agriculture, Ministry of Education and others for attaining of the above goals.
  - f) To co-operate with clubs who have similar objects in order to develop social activities.
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**Article 10**

The Club shall aim at performing the following activities:

- a) Agricultural activities.
- b) Agricultural education and guidance.
- c) Social activities.

**CHAPTER THREE**

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Membership

**Article 11**

The person who is accepted as a member of the Club shall fulfill the following conditions:

- a) Should not be less than eighteen years of age.
- b) Should be resident of the state of Bahrain.
- c) Shall be reputed for good conduct and behavior and shall not have been convicted for any felony or crime affecting honour or integrity unless has been reinstated.

**Article 12**

Any person wishing to join the Club shall complete the application form for this purpose and submit it to the Committee Secretary and be proposed by at least two members.

The Committee Secretary shall refer the membership application to the Executive Committee at its first meeting after the membership application has been submitted and the Executive Committee shall decide within one month whether to accept or reject the application.

**Article 13**

An applicant shall be given a notice in writing of the Executive Committee's decision within a week from date of adopting the decision.

Applications which have been rejected by the Executive Committee may not be reconsidered except after the lapse of at least three months from the date of adopting the decision.

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**Article 14**

Any member wishing to resign from the Club shall tender his/her resignation to the Secretary indicating the reason for his/her resignation.

The Secretary shall refer the resignation application to the Executive Committee within a month after receiving it to discuss the reason of the member's withdrawal and the idea of dissuading him/her before the resignation is decided on. If the resigning member rejects the Executive Committee's opinion dissuading him/her from resigning, the resignation shall be deemed to have been accepted.

The resigning member shall undertake to pay all the subscriptions due from him/her together with any other financial obligations due to Club.

**Article 15**

The Executive Committee may pass a resolution dismissing any member from the Club after hearing his/her statement in the following cases:

- a) Violating the Club's Constitution or internal regulations.
- b) Violating the resolutions and recommendations of the General Assembly or the Executive Committee.
- c) If member embezzles the Club's funds or forges its seals, documents or correspondence.
- d) If member defames or causes libel to the name of the Club, any of its members or its Executive Committee.
- e) If member fails to pay his/her subscription fees within a reasonable excuse inspite of serving a notice upon him/her to make payment.
- f) Passing a criminal judgement affecting his/her integrity, honour or morals unless he/she has been reinstated or until the prescribed sentence has elapsed.

The dismissal decision shall only be enforced with the approval of a two third majority of the Executive Committee members and the member shall be given notice of the Executive Committee's decision of dismissal within two weeks from the date of adopting it.

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**Article 16**

A member against whom a dismissal decision has been adopted may appeal against such decision before the General Assembly at its first ordinary or extraordinary meeting and the General Assembly's decision shall be final.

The Executive Committee Secretary shall notify the member in writing of the decision within two weeks from the date of adopting it.

**Article 17**

Membership shall be deemed forfeited in any of the following events:

- a) Death.
- b) Resignation from Club.
- c) Forfeiture of any of the membership conditions set forth in Article 11 hereof.
- d) Dismissal.

**Article 18**

A Club member shall do the following:

- a) Declare his/her acceptance of and compliance with the Club's constitution, internal regulations and resolutions of the General assembly and Executive Committee.
- b) Pay the membership and subscription fees according to the Club's financial regulations.
- c) Implement the objectives through participation in the Club's programmes and activities.

**Article 19**

A club member has the right to the following:

- a) Attend the General Assembly's meeting, discussion and vote over the agenda's subjects.
  - b) Receive the Club's membership card showing his/her name, profession, address. Age. Date of joining, membership number, central population register number and any other particulars.
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- c) Obtain a copy of the constitution.
- d) To benefit from the facilities provided by the Club for its members on the professional or social levels.
- e) To obtain the Club's circulars or publications.
- f) To have access to the Club's records, documents and correspondence at the times sanctioned by the Executive Committee. The examining shall be at the Club's Headquarters and in the presence of the person in charge.

## CHAPTER FOUR

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### General Assembly

#### **Article 20**

The General Assembly shall be considered as the supreme authority of the Club, define the Club's policy, see to its implementation and its resolutions shall apply to all its bodies, committees and members.

#### **Article 21**

The General Assembly shall consist of all the active members who paid their dues according to the Club's constitution and have been members for at least one month.

#### **Article 22**

The General Assembly shall convene its ordinary meeting once every year within three months from the expiry of the financial year at the Club's Headquarters. The Executive Committee may summon the General Assembly to convene in another place after obtaining approval from Ministry of Labour and Social Affairs.

The Executive Committee shall indicate in the Summons for such a meeting the date and place of convening the General Assembly meeting, the proposal agenda and shall notify the members at least two weeks before the date of the meeting. The General Assembly may discuss matters not on the agenda with the approval of the majority of the General Assembly members.

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### **Article 23**

The ordinary meeting of the General Assembly shall only be considered valid if the absolute majority of the active members are present. If the quorum is not obtained, the meeting shall be postponed to a second meeting to be held within 8 – 15 days from the first meeting, provided that the number of those present is not less than one third (1/3) of the General Assembly.

If the quorum is not obtained, the meeting shall be postponed to another meeting to be held within a minimum of 1 hour and maximum of 15 days, and shall be considered valid if 10% of the members are present.

If quorum is obtained at the beginning of the meeting, the resolutions shall not be affected by the withdrawal of less than one half of the active members present.

### **Article 24**

The General Assembly shall call an extraordinary meeting in the following cases:

1. At the written request of the Executive Committee.
2. At the written request of at least one third of the members of the General Assembly, who have the right to attend.
3. At the request of the Ministry of Labour and Social Affairs.

The summonses for the meeting shall indicate the purpose of the meeting and the subjects listed on the General Assembly's agenda.

Such meeting shall be validly convened if the procedures set forth in the constitution for other General Assembly meeting as regards the time and place of convening it and the required quorum, are complied with.

### **Article 25**

The Ministry of Labour and Social Affairs shall be notified at all the General Assembly meetings at least 15 days prior to each meeting. Copy of the summons, agenda and documents attached to it. The Ministry may commission who ever is appropriate to attend the meeting.

The Ministry shall be furnished with a copy of the minutes of the General Assembly meeting within 15 days from the date of such meeting. The said minutes shall contain the resolutions adopted at the meeting.

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**Article 26**

The resolutions of the General Assembly meeting shall be passed by the majority of the votes of members present. However, for resolutions to be valid they shall be passed by a two third majority of the votes of the General Assembly members with respect to dismissing a member, an amendment of the Club's Constitution, deciding to dissolve the Club or removing the Executive Committee members from office and with regard to the merge of the Club with another, its division or setting up branches thereof.

**Article 27**

Members of the General Assembly may give a written proxy to another member to attend the general Assembly on their behalf.

A member may appoint no more than one member to act on his/her proxy. The proxy shall not include voting or dismissal of one or all the members of the Executive Committee.

**Article 28**

A Club member may not take part in the discussions of the General Assembly meeting or shall cast vote in respect of a matter referred thereto if he/she has a personal interest in the matter subject to the discussion or the resolution.

**Article 29**

The ordinary meeting of the General Assembly shall have the power to review the following:

- a) Discussion and approval of the reports and proposals of the Executive Committee and committees and expressing views about them if necessary.
  - b) Reviewing and approval of the annual balance sheet.
  - c) Reviewing and approval of the final accounts.
  - d) Reviewing the reports of the Executive Committee for the activities of the year just ended.
  - e) Appointment of an auditor and fixing his/her remuneration at the recommendation of the Executive committee according to the provision of the Article 48 of this Constitution.
  - f) Election of the members of the Executive Committee.
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- g) Any other business which the Executive Committee deems fit to be included in the agenda.

### **Article 30**

The extraordinary General Assembly shall have the power to review the following:

- a) Amendment of the Club's Constitution.
- b) Merging the Club with another Club carrying on the same objectives, division thereof or setting up branches thereof.
- c) Dismissal of some or all the Executive Committee members.
- d) Voluntary dissolution of the Club.
- e) Any other matters which are specified by the party calling for the convention of the extraordinary General Assembly meeting. Any item not included in the agenda must not be addressed.

## **CHAPTER FIVE**

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### **Executive Committee**

### **Article 31**

The Executive Committee is the highest executive authority in the Club. It shall execute the policy drawn up by the General Assembly and the resolutions and recommendations adopted by it for the realization of the legitimate objects of the Club.

The Executive Committee shall run the affairs of the Club. For this purpose, it shall be empowered to do any act other than those provided for in the Club's Constitution that they shall only be done after securing the consent of the General Assembly meeting.

The Executive Committee shall carry out the following:

- a) Draw up the framework for the Club's overall policy.
  - b) Decide over the plans and programmes for accomplishing the Club's aims.
  - c) Lay down the Club's regulations in accordance with its Constitution.
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- d) Preview the incoming committee reports and the Club member's suggestions and to take proper action concerning them.
- e) Prepare the Club's annual balance sheet and the final account.
- f) Prepare the Club's activity report.
- g) Form the necessary committees the implement the Club's aims and to encourage members to join the different committees.
- h) Prepare and distribute circulars, booklets and the necessary studies for realizing the Club's aims.

### **Article32**

The Executive Committee member shall consist of 12 members to be elected by the General Assembly from its members for a renewable term or terms of one year by a secret ballot.

### **Article33**

The Executive Committee member shall fulfill the following:

- a) Shall enjoy his/her civil rights
- b) Should not be an Executive Committee member of a Club proven to be responsible of committing violations which led to its dissolution before the lapse of five years of the date of resolution for the dissolution thereof.

### **Article34**

It shall not be permitted to combine between the membership of this Club's Executive Committee and another club carrying on similar activities except by a special permission from the Ministry of Labour and Social Affairs.

It shall not be permitted to combine between the membership of the Executive Committee and working as a salaried employee in the Club.

### **Article35**

Members of the Executive Committee shall elect, by a secret ballot, from among them a Chairperson, Deputy Chairperson, Treasurer, Secretary and Assistant Secretary at the Committee's first meeting and shall carry out the following functions:

**CHAIRPERSON:** shall represent the Club towards all third parties, chair the meetings of the Executive Committee and the General Assembly, jointly sign the minutes with the Secretary, and shall jointly with the treasurer sign the cheques,



payment vouchers and financial documents, sign decisions for the dismissal of members, supervise all the Club's activities and shall decide on urgent matters which may not be delayed, provided that these matters are referred to the Executive Committee for approval at its next meeting.

**DEPUTY CHAIRPERSON:** shall have all the Chairperson's powers during his/her absence, and the Executive Committee has the right to delegate to him/her some permanent financial, administrative or technical powers.

**SECRETARY:** shall prepare the agendas for the meetings of the Executive Committee and the General Assembly and shall sign the minutes jointly with the chairperson. Also supervise, keep and carry out the Club's clerical duties, prepare correspondence, files, records, books, documents and contracts.

**TREASURER:** shall manage the Club's funds, maintain financial records, revenues and expenditure, deposit the funds in a licensed bank, make payments as per vouchers jointly signed with the Chairperson, take receipt of the subscription fees and register them in the records. Keep the financial documents involving financial obligations for or against the Club, ensuring the reconciliation of the revenues and expenditure according to the provisions of the financial regulations. Shall also prepare a monthly report to the Executive Committee regarding the financial position on the basis of its revenues and expenditure and keep a certain amount as petty cash according to the regulations of the Club.

### **Article 36**

The Executive Committee may form sub-committees from amongst its members or others, and shall specify the number of members for each sub-committee, its functions and specializations so as to refer the results of their studies and research work to the Executive Committee to decide.

### **Article 37**

The Executive Committee shall regularly meet at least 9 times per year and its meetings shall be considered valid if the majority of its members are present and the Secretary shall prepare the agendas for all the Executive Committee meetings and present them to the Chairperson to decide what deems fit. The Secretary shall serve the summonses upon the members at least one week before meeting.

The resolutions of the Executive Committee shall be valid if they are passed by the majority of the members present and in case of a tie, the Chairperson shall have a casting vote.

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**Article 38**

The executive Committee shall convene an extraordinary meeting at the summons of the Chairperson or upon the request of at least one third of the Committee members for deliberation over specific issues and such meeting may not discuss any other matter not included in the agenda. The Ministry of Labour and Social Affairs may request the meeting of The Executive Committee if this is deemed necessary.

**Article 39**

If a member of the Executive Committee is absent from the committee's meetings three times successively or six intermittent meetings without an acceptable excuse, such member shall be considered resigned from the Executive Committee.

If office on the Executive Committee becomes vacant due to the death, resignation or removal of any member, the alternate member who wins the majority of votes shall fill the vacant office for the remaining term.

The term of office of the new member shall complete that of his/her predecessor to the end of the term.

If the member whose office is to be filled has won the office unopposed, the committee may continue in being to the end of its term without appointing a successor for him/her, provided that the number of members who vacate their office for the aforesaid reasons should not exceed one third of the committee members or the matter should be referred to the General Assembly to elect a successor for the member or members whose offices have been vacated.

**Article 40**

The Executive Committee shall be dissolved if third of its members resign en masse or if the remaining members are less than half the members.

In these two cases the General Assembly shall be summoned for an extraordinary meeting to elect a new Executive Committee to complete the term of its predecessors.

The Ministry of Labour and Social Affairs shall take the necessary measures to summon the General Assembly within a month from the date of dissolution.

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**Article 41**

The Executive Committee shall keep at the Club's headquarters the following records and books:

- a) Members register in which the name of each member, surname, nationality, occupation, date of birth, date of joining and CPR number is recorded.
- b) Minutes of meetings of the Executive Committee which have to be signed by the chairperson, secretary and all the members present.
- c) A minute book of the General Assembly meetings.
- d) A record for revenues and expenditure.
- e) A bank account book
- f) A standing advance account book
- g) A Membership fees register.
- h) A record for all properties, movable assets or any other items held in custody of the Club, a summarized description of each price paid for and the day bought, location, person in charge with title and address. Also to be recorded every change or alteration which may occur thereof.

The Executive Committee, if necessary, shall add additional information to the current information in the aforesaid manner.

The Executive Committee may maintain other records and books which are required for proper pursuit of its business.

Each page in the records or books should be numbered and stamped by the Club's seal before use. All records, books and files should be updated.

**Article 42**

The executive Committee may appoint a director from amongst its members or from non-members and shall delegate thereto the power to handle any of the Executive Committee's affairs. The appointment of a director may take place against the payment of a remuneration to be decided by the Executive Committee. In this case, the director shall be deemed to have resigned from Executive Committee should he/she be a member thereof?

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## CHAPTER SIX

### Club's Finance

#### **Article 43**

The Club's revenues shall consist of:

- a) Joining fees paid by the members after registration or re-registration.
- b) Annual membership fees
- c) Donations and contributions approved by the Ministry of Labour and Social Affairs.
- d) Revenues from fairs and charity bazaars held by the Club or in which it takes part. Prior approval from the authorities concerned is a must.
- e) Earnings and interest arising from the investment of its funds according to the
- f) Laws and regulations in force.

#### **Article 44**

The club shall not receive money from a foreign person nor from a foreign organization and should not remit any the above mentioned to persons or organizations abroad without a permission from the Ministry of Labour and Social Affairs except for the sums which are remitted for the price of books, circulars, technical and scientific literature.

#### **Article 45**

The Club's financial year shall commence from 1<sup>st</sup> June and shall end on 31<sup>st</sup> May in every year.

#### **Article 46**

The Chairperson and members of the Executive Committee shall be held responsible, each in their respective capacity, for the Club's funds and for any act which may contravene the provisions of the Club's Constitution and internal regulations.

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**Article 47**

The Executive Committee shall draw up financial regulations governing the ways and means whereby funds are spent or deposited. It shall also determine the membership and subscription fees and the amount which the Treasurer shall maintain as a permanent advance for spending in emergencies and such other matters.

Such financial regulations shall not become effective unless they are approved by the General Assembly.

**Article 48**

The Executive Committee shall refer the Club's annual accounts to the General Assembly after they are approved by all the members after review and endorsement.

If the expenditure or revenues exceed BD 10,000 the Executive Committee should present the final account to a licensed firm of chartered accountants along with the supporting documents to check and provide their report to be presented at least one month before the annual meeting of the General Assembly. The Executive Committee shall present the next year's budget proposal to the General Assembly to decide upon.

Copies of the final account, the balance sheet, auditors and the Executive Committee's reports should be included in the summons to members who have the right to attend the General Assembly meeting. The aforesaid documents should be displayed in a prominent place in the Club's premises fifteen days before the General Assembly meeting and should stay there until they are approved.

**Article 49**

The Club's cash funds shall be deposited in the official name of the Club with a licensed bank. The Ministry of Labour and Social Affairs shall be notified of such and shall be notified if the bank is changed within one week from the date of such a change.

**Article 50**

The Club's funds shall not be spent unless sanctioned by the Executive Committee and for the Club's purpose according to the provisions of the financial regulations and the Constitution.

In emergency, payment may be made by an order of the Chairperson and without a prior approval from the Executive Committee, provided that the matter shall be referred thereto at its next meeting accompanied by reasons for and documents supporting the expenditure.

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### **Article 51**

The Club's funds, whether in cash or in kind, including membership fees and subscriptions, donations and contributions and others, are considered the sole property of the Club. A club member, or any other person whose membership is forfeited for any reason, his/her heirs has no claim thereto.

### **Article 52**

The General Assembly shall elect the auditors from those nominated by the Executive Committee, taking into consideration the provision of Article 48 of this Constitution and General Assembly shall determine their fees.

## **CHAPTER SEVEN**

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Club's Merger, Division, Setting up Branches Thereof or Dissolution

### **Article 53**

The General Assembly may decide to merge with a club or other clubs seeking to accomplish similar objects and it may divide the Club and set up branches in accordance with the provisions of Article 30 of this Constitution.

The General Assembly's decision to merge or divide or set up branches shall not be enforced unless recorded in the register maintained for this purpose with the Ministry of Labour and Social Affairs and published in the official gazette.

### **Article 54**

A Club may be dissolved voluntarily in accordance with the provisions of Article 26 and 30 of this Constitution if it appears to be incapable of accomplishing the objects for which it has been established or if the number of the Club members fails to reach a percentage which is impossible to continue its activities or for any other reasons.

The resolution of the General Assembly for the voluntary dissolution of the Club shall not be enforced unless recorded in the register maintained for this purpose at the Ministry of Labour and Social Affairs and published in the official Gazette.

### **Article 55**

Members of a Club which has been dissolved as well as the persons in charge of administering it and its employees shall be prohibited from continuing its activities or disposing of its properties upon learning of the dissolution thereof.

In addition, no person shall participate in the activities of the Club after the publication of the dissolution decision in the official Gazette.

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**Article 56**

It the Club has been dissolved the concerned Administrative Authority shall appoint a liquidator therefore and shall determine the period and remuneration for carrying out the duties.

The officers in charge of the Club's administration shall take steps for holding over to the liquidator all the documents and records of the Club at request. They, bank in which the club's funds are deposited, and the debtors shall be barred from handing any of the Club's affairs or its rights except by written order from the liquidator.

**Article 57**

Upon the completion of the liquidation, the liquidator shall distribute the assets remaining to any of the social organizations existing in Bahrain as decided by the Ministry of Labour and Social Affairs.

**CHAPTER EIGHT**

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Final Provisions

**Article 58**

The resolution of the General Assembly amending the Club's Constitution shall not be considered valid unless recorded in the register kept for the purpose at the Ministry of Labour and Social Affairs and be published in the official Gazette.

**Article 59**

The Club shall appoint employees or workers on a permanent basis, pay their salaries or remuneration according to the decision of the executive Committee and subject to the guidelines laid down by the final regulations and according to Labour Law for the Private Sector promulgated by Legislative Decree No. 23 of 1976, as amended.

**Article 60**

The Club agrees to amend this constitution subject to any future legislation or amendments to effective legislation which are relevant to the social and cultural societies and clubs governed by the Ministry of Labour and Social Affairs.

**Article 61**

In case of any confusion or obscurity in the interpretation of any of this Constitution, the Executive Committee shall refer the matter to the Ministry of Labour and Social Affairs for interpretation and clarification.