

# **BENGAL ROSE SOCIETY**

7, ESPLANADE EAST,

KOLKATA - 700 069

## **MEMORANDUM OF ASSOCIATION**

&

## **RULES & REGULATIONS**

### **Memorandum of Association :**

#### **Preliminary :**

The name of the Society shall be "Bengal Rose Society" and its office shall be located at 7, Esplanade East, C/O : Esplanade Stores, Kolkata-700069.

#### **Aims and Objects :**

The aims and objects of the Society shall be :

- 1 To promote rose culture in West Bengal and its environs ;
- 2 To guide and instruct members on the technique of cultivating roses, more particularly in the preparation of soil, planting, feeding, pruning and protection of rose plants from pests and diseases and multiplication of plants ;
- 3 To publish literature on rose cultivation and, to build up and maintain a library of books, journals etc. on rose cultivation, floriculture and horticulture ;

- 4 To hold and participate in exhibitions of roses and other flowers and plants either by the Society on its own or in association with other institutions and clubs in India and abroad ;
- 5 To experiment and carry on research on rose cultivation and propagation and for that purpose acquire and maintain trial grounds ;
- 6 To make available rose plants of good quality either local or imported, fertilisers, pesticides and other items connected with rose growing at reasonable prices ;
- 7 To affiliate with other institutions and organisations having similar objects in India or abroad ;
- 8 And generally, to do all things necessary in pursuance of the above mentioned objects.

**NAMES & ADDRESS OF THE OFFICE-BEARERS AND  
COMMITTEE MEMBERS OF THE BENGAL ROSE SOCIETY**

For Yr. 1981-82

Name	Address	Designation
1. Swami Gouriswarananda.	Sri Sri Matri Mandir, Jayrambati, Dt. Bankura.	President
2. Shri Shiba Prasad Bandyopadhyaya.	P.O. & Vill Boral 24-Parganas.	Vice-President.
3. Shri Ajoy Kr. Ghosal.	1, Nritya Gopal Ghoshal Road, Kolkata- 700 057	-do-

Name	Address	Designation
4. Shri Ajit Kr. Dewan.	Kulnpara. P.O. : B. D. Sopan, 24-Parganas.	Secretary
5. Shri Subhas Guha Niyogi.	12, Bhattacharjee Para Road, Kolkata - 700 063	Asst. Secretary
6. Shri Robin Mitra.	77, Vivekananda Road, Kolkata - 700 006	-do-
7. Shri Pranab Kr. Sur.	C/o. Sur Enamal Co. Pvt. Ltd., C.I.T. Road Kolkata - 700 014	Treasurer
8. Dr. Kalyan Chakraborty.	64, Taitala Library Row, Kolkata - 700 014	Committee Members.
9. Dr. Partha Ranjan Dasgupta.	C/o : Sutton & Sons (I) Pvt. Ltd., 13, D. Russel Street, Kolkata - 700 071.	-do-
10. Capt. S. C. Dey.	Kadam Kanan, P.O. : Jhargram, Pin Code : 721507	-do-
11. Shri Jayanta Kr. Ghosal	Madhyamgram, 24-Parganas	-do-
12. Shri Krishnapada Mukherjee.	Vill. : Sikherpur, P.O. : Bagu, 24-Parganas.	-do-
13. Shri Kamal Chakraborty.	P.O. : Khair Bazar Andul Mouri, District Howrah	-do-

14. Shri Somnath Bose. 167, Bijoypur 5th Road, -do-  
Sodepur, 24-Parganas.  
15. Shri Amarendra Nath 1, Duff Street, -do-  
Chakraborty. Kolkata - 700 006.

### Rules and Regulations :

#### Definitions :

##### 1. In these rules and regulations :

- (a) The Society means the "Bengal Rose Society".
- (b) The Committee means the Executive Committee of "Bengal Rose Society".
- (c) Person means any individual and include companies, associations, clubs, institutions, firms and other corporate bodies.
- (d) "A. G. M." and "S. G. M." shall respectively means the Annual General Meeting and the Special General Meeting of the Bengal Rose Society.
- (e) Year means a period of twelve months ending on the 30th June every year.
- (f) Month means English Calendar month.
- (g) Plant means Rose Plant.
- (h) Words importing singular number shall include plural.
- (i) Words importing masculine gender shall include feminine and neuter gender.
- (j) Member means Life Members, Ordinary Members and Associate Members in general if not otherwise specifically or categorically mentioned.

2. A person desiring to be enrolled as a member of the Society shall submit to the Society a membership application duly proposed and seconded by any two members of the Society and signed by the person together with the entrance fee and the annual subscription as provided hereinafter. The Committee shall consider the application, and if the person is admitted as a member, he shall be advised accordingly.
3. A person being admitted as a member shall be bound by the Rules and Regulations of the Society.
4. The Committee in their absolute discretion may refuse membership to any person, and in such an event the Committee shall not be required to furnish, and the person shall not be entitled to ask for any reason for such refusal of membership. The Committee shall within seven days of such refusal refunds to the person the amount or amounts paid by him along with his application.

#### Membership and Subscription :

5. There shall be following categories of membership with the rates of subscription applicable as indicated against each :

Category	Rate of Subscription
(a) Ordinary	Rs. 20/- per year.
(b) Associate	Rs. 100/- per year.
(c) Life	Rs. 500/- at a time.
(d) Honorary	Rs. Nil

#### Entrance Fee :

6. Ordinary and associate members shall also pay an entrance fee of Rs. 5/- and Rs. 10/- respectively along with the application for membership.



### 7. (a) Ordinary Membership :

Any person who has attained the age of 18 years and pays a subscription of Rs. 20/- every year shall be called Ordinary Member.

### 7. (b) Associated Membership :

Associate Membership shall be open only to companies, associations, clubs, institutions, firms and other corporate bodies, which shall not be eligible to the Ordinary and Life Membership of the Society.

Associate Members shall appoint a nominee to attend and represent them at the meetings of the Society and vote for them at such meetings.

### 7. (c) Life Membership :

Any person who has attained the age of 18 years and contributes Rs. 500/- at a time shall (be called Life member and shall) thereafter be exempted from any further Subscription.

### 8. Honorary Membership :

The Committee in their absolute discretion may, if they so decide, confer the distinction of honorary membership on person or persons who, in the opinion of the Committee have rendered distinguished service to the science of rose culture or made outstanding contribution in the field of floriculture or horticulture in this Country and abroad.

9. All subscriptions shall be payable by a member for the whole year in advance and shall become due on the 15th of June every year. For the purpose of this rule, a

part of the year will be considered as a whole year irrespective of the month in which a person is admitted as a member.

10. Any member who has forfeited his membership may be readmitted as a member of the Society on his paying the entrance fee and subscription as provided here in above.

11. The Committee shall not be required to send reminders to members for payment of subscription.

12. A member on being in arrears of subscription for a period of one year from the due date shall automatically forfeit his membership of the Society, and it shall not be necessary for the Committee to inform such member of the lapse of his membership. A member in arrears of subscription shall not be entitled to the normal rights and benefits of membership.

### 13. Rights and Obligations of Members :

Every member of the Society shall have the following rights :

- (a) Every member shall be entitled to all the benefits, services, amenities and concessions which the Committee may decide to make available to members of the Society ;
- (b) Every member shall have the right to receive all notices, circulars, reports and accounts of the Society ;
- (c) Every member shall be entitled to attend and participate in all meetings of the General Body of the Society ;

- (d) Every member shall have one vote exercisable by him in person in any meeting of the Society which he is entitled to attend. In the case of companies, associations, clubs, institutions, firms and other corporate bodies, registered or unregistered, attendance and voting at meetings shall be by nominees appointed by them in accordance with provisions of Rule 7 (b).

14. Every member of the Society shall be subject to the following obligations :

- (a) Every member shall see to it that he is not in areas of subscription to the Society ;
- (b) Every member shall co-operate with and assist the Society and its office-bearers in the furtherance of its activities and interests ;
- (c) A member shall not act or do things in a way prejudicial to the interests of the Society.

#### **Cessation of Membership :**

15. A member of the Society shall cease to be a member in the following events and circumstances ;
- (a) By death ;
  - (b) By resignation ;
  - (c) By expulsion as provided in Rule 13 below ;
  - (d) A person who shall be declared by the competent Authority as insane and/or lunatic
16. If in the opinion of the Committee, which shall not in any circumstances be called into question, a member is

found to be indulging in activities prejudicial to the interests of the Society, the Committee shall serve upon such member a notice to show cause why he should not be expelled from the Society. The Committee shall consider the explanation offered by the member, if any, and if it is not satisfied with the explanation, it shall have the power to expel him from the Society and the Committee shall not be required to furnish any reason or explanation for such expulsion.

#### **Executive Committee :**

17. The Executive Committee will consist of 15 members. The members of the first Executive Committee shall be those who sign the memorandum of the Association to be registered with the Registrar of Societies. All these members will retire at the first Annual General Meeting of the Society to be held after the registration of the Society.

18. The election of the members of the Executive Committee will be held at the Annual General meeting of the Society. At the first meeting of the Executive Committee to be held after its election, the members of the Committee shall, from among themselves, elect the office-bearers- President, 2 Vice-Presidents, Secretary, 2 Assistant Secretaries and Treasurer.

#### **Election :**

19. All the members of the Executive Committee will retire at the Annual General Meeting. However, they shall be eligible for re-election. All the elections of the Society will

be by raising hands or by secret ballot as may be determined by the members present in the meeting.

20. The Executive Committee shall have the power to fill in any casual vacancy on the Committee by co-option, but the strength of the Committee shall in no case exceed 15.

21. The Executive Committee shall have the power to appoint subcommittee either from amongst themselves or from other members of the Society.

#### **Meeting of the Executive Committee :**

22. The Executive Committee shall meet atleast once every two months.

#### **Patron In-Chief and Patrons :**

23. The Executive Committee shall decide upon the names for Patron-in-Chief and Patrons.

#### **Powers and Duties of the Executive Committee :**

24. The Executive Committee shall have General Power of Supervision and conduct over all the affairs of the Society and in particular shall discharge the following duties.

- (a) to summon the Annual General meeting of the Society;
- (b) to appoint sub-committee with such power and duties as may be considered necessary or expedient ;
- (c) to accept donation, gift, subscription ;
- (d) to purchase movable, immovable assets in the interest of the Society ;

- (e) to sell, lease, mortgage, rent, hire and deal with all or any part of the property of the Society as deemed necessary or expedient for the purpose of the Society ;

- (f) to keep proper accounts of the society and to open bank account in the name of the Society in one or more Nationalised Banks.

- (g) to nominate by a majority of votes a member in place of a member who may cease to be a member due to death or for any other reasons.

- (h) to operate bank account or accounts, the same will be operated by the Secretary jointly either with the President or the Vice-President or the Treasurer of the Society.

#### **Safe Custody of Funds :**

25. (a) The Executive Committee of the Society shall be responsible for the safe custody of the funds and assets of the Society.

- (b) The funds of the Society shall be kept in any Nationalised bank and be invested in any securities specified in the Indian Trust Act. 1882, if they think fit.

#### **Duties of Office Bearers :**

##### **26.(A) President :**

- (a) He shall preside over all meetings of the Society ;
- (b) to operate Bank A/C. with the Secretary or Treasurer jointly in case of Secretary's absence.



**26.(B) Vice-President :**

- (a) One of the Vice-President shall preside over all meetings of the Society in absence of the President.
- (b) to operate Bank A/C. jointly with the Secretary or Treasurer in case of Secretary's absence and when the President is not available.

**26.(C) Secretary :**

- (a) he shall convene all meetings of the Society ;
- (b) maintain minute books of all meetings ;
- (c) issue general circulars and notice ;
- (d) receive all applications for membership of the Society which shall be placed before the Executive Committee ;
- (e) sign on behalf of the Society all receipts for all sums received as subscription etc. ;
- (f) sign and give pay order on all bills for payment ;
- (g) transact all other business subject to the approval of the Executive Committee.

**26.(D) Treasurer :**

- (a) He shall collect and receive all sorts of subscriptions, donations and deposit of money and grant receipts thereof ;
- (b) maintain and keep cash book and such other accounts as are necessary, and
- (c) operate bank account jointly with Secretary or President in absence of Secretary.

**27. Suits and Legal Proceedings :**

All suits and legal proceedings by or against the Society shall be in the name of the Secretary or by such person as shall be appointed by the Committee for the purpose.

**28. Annual General Meeting :**

The Annual General Meeting of the members of the Society shall be held within six months of the date of expiry of the financial year of the Society. Not less than fifteen clear days' notice of the meeting shall be given to every member. The meeting INTER ALIA shall transact following business :

- (a) adopt the Report of the Committee and the Audited Statement of Accounts of the Society for the previous year.
  - (b) appoint an Auditor until the date of the next Annual General Meeting and fix his honorarium, if any.
  - (c) Elect 15 members of the executive Committee.
29. The President, or in the absence, one of the Vice-Presidents shall preside at the Annual General Meeting. In the absence of the President and the Vice-Presidents, the members present at the meeting shall elect one from amongst themselves to preside at the meeting and conduct its business.
30. No business other than that mentioned in the notice of the meeting to the members shall be transacted at the Annual General Meeting.
31. In the event of a tie, the Chairman of the Meeting shall have a casting vote.

32. In the event of a quorum not being present as provided herein-below, within half an hour of the scheduled time, it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum be not present, those members who are present shall be a quorum and they may transact the business for which the meeting was called.

#### **Special General Meeting :**

33. A Special General Meeting of the Society may be called :
- (a) Upon requisition of the 15 members or one-third of the total members of the Society, whichever is less, the requisitioning members shall give atleast 15 days' notice of their intention to call such a meeting to the President or the Secretary.
  - (b) By the Committee on its own initiative to transact any urgent or special business.
34. No business other than that mentioned in the notice of the meeting to the members shall be transacted at the Special General Meeting.
35. In the event of a Special General Meeting being convened upon the requisition of members as aforesaid, and the necessary quorum as mentioned in Rule 37 below not being present within half an hour after the time fixed for the meeting, the meeting shall stand dissolved.

#### **Voting :**

36. The business of the Society at its meeting shall be transacted by VIVA VOCE VOTE, except the elections.

#### **Quorum :**

37. The quorum for the meeting of the Executive Committee shall be one-third or six whichever is less, and for the A. G. M. and S. G. M. it shall be one-fifth of the total numbers or fifteen whichever is less.

#### **Amendment of Memorandum and Rules and Regulations :**

38. The Memorandum of Association and Rules and Regulations may be amended at any A. G. M. or S. G. M. by a threefourths vote of all members present, provided that notice of such proposed amendment or amendments have been sent to each member atleast fifteen clear days before such meetings. No amendments or additions to these Rules and Regulations can be made which is not in harmony with the Memorandum of Association of the Society.

#### **Official Year of the Society :**

39. The official year of the Society shall commence on the 1st day of January every year and shall close on the 31st December of the same year.

#### **Change of Registered Office :**

40. If necessary, the Society's Registered Office can be changed with the approval of the Registrar of Societies.

#### **Register of Members :**

41. There shall be kept a Register, in accordance with Sec 6 of West Bengal Societies Registration Act, 1961, wherein details of members as prescribed by the Executive Committee shall be kept at the Registered Office.



## Books of Accounts and Inspection :

42. The Books of Accounts and other Statutory Books shall be kept at the registered office and shall be open to inspection of the members of the Executive Committee during usual office hours, and the same shall be open to inspection of the members at such time and place as the Executive Committee directs on a written request made by any member.

## Emergency :

43. The President and the Secretary shall have the right jointly to take such steps as they may think fit to safeguard the interests and working of the Society when they find that the above provisions can not be resorted to. They shall, however, have such decisions taken by them ratified at the subsequent meeting of the Executive Committee.

## DISSOLUTION :

44. In the event of the dissolution of the Society becoming necessary, the decision to dissolve the Society shall be arrived at by three-fourth of the members of the Society present at the A. G. M. or S. G. M. and all necessary steps for the disposal and settlement of the property of the Society, its claims and liabilities shall be taken in accordance with the Provisions of the Societies Registration Act. 1961.

We, the undersigned members of the Executive Committee of the Society, do hereby certify that the above is a true copy of the Rules and Regulations of the Society.

## Amendment No. 1

### Rules & Regulation

#### Definitions

Rule 1. (e) year means a period of twelve months ending on the "30th June every year" be amended to "31st March every year".

#### Official year of the Society

Rule 30. The official year of the Society shall commence on the 1st day of April every year and shall close on the 31st March of next year.

## Amendment No. 2

Amendments of the Rules & Regulation of the Society as adopted at the Xlth Annual General Meeting of the Society held on 21.5.95, and ratified at the Xlth Annual General Meeting of the Society held on 26th May, 1996.

A. Rule 5. — Membership Subscription modified as follows :

- (a) Ordinary Member (henceforth to be Called Annual Member)—Rs. 100.00 per year.
- (b) Associate/Corporate/Institutional Member—Rs. 5000.00 at a time.
- (c) Life Member—Rs. 1000.00 at a time.

In the case of a candidate for Life Membership, whose enlistment might be beneficial to the cause of the Society, the Secretary with the permission of the President, accept the membership at a concessional rate.

B. Rule 6 — Entrance fee deleted.

C. Rule 7 — Ordinary Membership—the word 'Ordinary'—replaced by word 'Annual'.

D. Rule 18 — The Executive Committee—The following paragraph incorporated

"However for the sake of proper & smooth functioning of the Society, the Executive Members elected at the Annual General Meeting, may increase or decrease the number of 'office bearers' and create additional posts of office bearers from amongst the elected members".

E. Rule 24 — 'Powers & Duties of the Executive Committee'. Additional clause b (i) is incorporated under the above Rule in the following manner

24 b (i)—"To form chapters with not less than 10 number of members in any particular Area/City/Institution and draw up Rules and Regulation for proper functioning and management of such chapter & chapters".

F. Rule 26 — Duties of office bearers—stand amended in the following manner.

26 A —*President*—He shall (a) preside over all meetings of the Society, (b) take all disciplinary action in consultation with the Executive Committee, (c) advise the Secretary in any matter requiring urgent attention (d) Call emergency meeting.

26 B —*Vice-President*—He shall (a) in the absence of the President perform all the duties of the President, (b) He shall take up any other assignment as directed by the President and the Executive Committee.

26 C —*Secretary*—He shall (a) Take all action towards achievement of the activities of the Society, (b) Convene all meetings of the Society, (c) Maintain minute Book of all meetings, (d) Issue general Circular & Notices, (e) Receive all application for membership and maintain membership Register, (f) Sign and give pay order on all bills for payment, (g) Get the account of the Society, audited by a chartered accountant, (h) Ensure compliance of all statutory requirement, (i) Transact all other business at the direction of the Executive Committee, (f) Ensure financial control jointly with the Treasurer.

26 D —*Treasurer*—(a) He shall collect and receive all sorts of payment, sign and issue receipt on behalf of the Society, (b) Carry out all transaction with bank, (c) Maintain Cash Book & Ledger and all other accounts registered, (d) Yearly account and balance sheet etc. ready for audit purpose, (e) Make all payment by cheque or cash, (f) Raise invoice and follow up payment, (g) Prepare budget in consultation with the Secretary for consideration by the Executive Committee.

26E — Other office bearers & Executive Members. The Executive Committee elected at this AGM, shall have the authority to assign responsibilities to various office bearers as well as general members of the Executive Committee and it will be their duty to render their best for the smooth functioning of the Society activities.

### Amendment No. 3

Amendments of the Rules & Regulation of the Society as adopted at the XIII Annual General Meeting held at Lions 'Children Corner, Deshapriya Park Kolkata on the 18th day of May, 1997.

Rule-23-"Patron-in-chief and Patron". The present Rule read as follows :—

"The Executive committee shall decide upon the names of Patron-in-chief and Patron".

It was proposed and amended to read in the following manner :

"The Executive Committees shall decide upon the names of the Patron-in-chief and Patrons.

Further the Patrons will be required to make a contribution of Rs 10,000/- to become a Patron for Life time".

### Amendment No. 4

Amendment at the XV Annual General Meeting held on 25th April 1999.

Rule 5 (a) "Increase in the Annual Membership fee to Rs. 150/- with effect from 1st June, 1999"

It was proposed and amended to read in the following manner :

"The Executive Committees shall decide upon the names of the Patron-in-chief and Patrons.

Further the Patrons will be required to make a contribution of Rs 10,000/- to become a Patron for Life time".

### Amendment No. 4

Amendment at the XV Annual General Meeting held on 25th April 1999.

Rule 5 (a) "Increase in the Annual Membership fee to Rs. 150/- with effect from 1st June, 1999"

### Amendment No. 5

Adopted at Special General Meeting of the Society, held on 5<sup>th</sup> November 2005.

I. Amendment of the Preliminary clause of the Memorandum of Association of the Society:

"The name of the Society shall be 'Bengal Rose Society' and its office shall be located c/o. Smt. Shelley Ghosh, at Edcons Court, 3<sup>rd</sup> floor, 7/1B, Hazra Road, Kolkata 700026."

II. Amendment of Rule 5 of the Rules and Regulations of the Society :

"Category"	Rate of subscription
a) Annual Member	Rs. 500/- per year
b) Corporate/ Institutional	Rs. 7500/- at a time
c) Life Member	Rs. 5000/- at a time

In the case of a candidate for Life Membership whose enlistment might be beneficial to the cause of the Society, the Secretary in consultation with the President may accept the membership at a concessional rate."