

The Ecotourism Society of Seychelles (TESS)

Constitution and By-Laws 2007

CONSTITUTION

ARTICLE I - NAME AND LOCATION

Section 1:

This organisation shall be known as The Ecotourism Society of Seychelles (TESS), a non-profit organisation.

Section 2:

For purposes of this Constitution, By-Laws and any amendments The Ecotourism Society of Seychelles will be referred to as TESS.

Section 3:

TESS shall represent and serve TESS membership residing in the archipelago of the Republic of Seychelles.

ARTICLE II - PURPOSE

Section 1:

The primary purpose of TESS is to further the NATIONAL stated vision *that "Tourism in Seychelles shall continue to be developed to the highest standards for the optimum social and economic benefit of the seychellois people while maintaining a commitment to the protection and conservation of the natural environment and biodiversity.*

Section 2:

In order to accomplish the primary purpose set forth in Section 1, TESS shall engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as are set forth in its Certificate of Incorporation.

Section 3:

TESS is not organised, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of TESS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits, or net income of TESS shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual.

ARTICLE III - DISSOLUTION

Section 1:

Upon the dissolution, or upon abandonment, the assets of TESS remaining after payment of, or provision for, all debts and liabilities of TESS, shall be donated to its successor or, if unwilling or unable to accept said donation, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as TESS, as the Board of Directors of TESS may designate, subject to the order of a Court as provided by law, provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in this Constitution.

BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1:

Any person interested in the purposes and objectives of TESS is eligible for membership.

Section 2:

The TESS membership dues shall be as established in accordance with the policies established by the TESS Board of Directors.

Section 3:

To establish and maintain communication with the membership, TESS will publish a monthly newsletter to be transmitted either by mail or over the Internet.

Section 4:

All members of TESS shall enjoy all the rights and privileges accorded to the members of the organisation.

Section 5:

Each member in good standing of TESS shall have the right to cast one (1) vote at any official TESS meeting on any motion properly brought before such meeting, including the election of officers and directors.

Section 6:

Membership dues shall be payable at the time of application and yearly thereafter.

Section 7:

Should renewal of membership dues not be paid within sixty (60) days after expiration of the membership, the delinquent member shall be dropped from TESS's membership rolls.

ARTICLE II - OPERATIONAL YEAR

Section 1:

TESS shall operate and report on the basis of a calendar year, running from January 1st to December 31st of each year.

Section 2:

The Board of Directors of TESS shall appoint a planning committee not less than sixty (60) days prior to the first meeting of the following year to draft an annual Action Plan, in accordance with TESS guidelines and to present said plan for approval by the subsequently elected board at the first board meeting following election. This plan will hereinafter be referred to as the "Annual Plan".

Section 3:

In accordance with the said guidelines and the specific needs of TESS, the Annual Plan shall contain at least 1) a statement of the TESS mission; 2) specific goals for the following year aimed to fulfill that mission, and 3) a list of specific planned activities for achieving each of these goals.

Section 4:

When approved by the Board of Directors of TESS, the Annual Plan will become the guiding direction for the activities of TESS for the chapter year.

ARTICLE III - MEMBERSHIP MEETINGS

Section 1:

Meetings of members shall be scheduled and held in accordance with the Annual Plan.

Section 2:

An annual meeting of members, designated the "Membership Annual Meeting" shall be scheduled within 30 days of the start of the operational year in one of the Seychelles Islands, as and when determined by the Board of Directors. The purpose of this meeting is to provide face-to-face communication with the membership, to address TESS status and planning, including financial status and election of officers, and to obtain member feedback on these issues.

Section 3:

Notice of any official meeting at which TESS business is to be transacted, shall be given not less than fourteen (14) days nor more than ninety (90) days before the date of the meeting. Such notice is given 1) when deposited in the Seychelles mail, with sufficient postage prepaid, and directed to member's address as it appears in the official membership rolls of TESS, 2) when sent to the members e-mail address, or at such other address as the member has requested in writing to the Secretary of TESS; 3) or through notice in TESS's newsletter or other publication provided such publication is mailed according to the provisions above.

Section 4:

Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 5:

The total number of members present at any official meeting of TESS where TESS business is to be conducted shall constitute a quorum. The members may be present in person or by proxy and decision will be taken by majority of votes.

ARTICLE IV - ELECTED OFFICERS AND DIRECTORS

Section 1:

The elected Officers of TESS shall be a Chairman, Vice-Chairman, Secretary, and Treasurer.

Section 2:

In addition to the elected Officers there shall be five elected Directors; 1) Conservation; 2) Culture; 3) Community Benefits; 4) Promotions and Marketing, 5) International Corporation

Section 3:

The term of office for all Officers and Directors is one (1) year beginning at the Membership Annual Meeting at the start of the operational year and ending at the next year's Membership Annual Meeting.

Section 4:

The Officers and Directors shall be elected for their respective terms by a plurality of the voting members of TESS under the guidelines contained in ARTICLE VI - ELECTIONS.

Section 5:

The Chairman shall direct and administer the affairs of TESS as its executive head and shall supervise all phases of its activities subject to the instructions by the Board of Directors. It shall be the duty of the Chairman to stay apprised of the on-going activities of the various activities through regular contact with the Directors. The Chairman shall also be an ex-officio member of all committees of TESS. The Chairman or a delegate appointed by the Chairman shall preside at all Board of Director meetings and official membership meetings.

Section 6:

The Vice-Chairman shall assist the Chairman in directing and administering the affairs of TESS. At the discretion of the Board of Directors the Vice-Chairman may assume the Chairman's responsibility of staying apprised of the on-going activities of the various committees through regular contact with the Directors. In the absence of the Chairman the Vice-Chairman shall assume the responsibilities of the Chairman subject to the instructions by the Board of Directors.

Section 7:

The Secretary shall keep a record of all proceedings of TESS and of the Board of Directors, shall preserve the seal of TESS (if any) and affix it to all documents requiring said seal, and shall attest to the same.

Section 8:

The Treasurer shall have custody of TESS's funds. The Treasurer shall disburse such funds as may be directed by the Board of Directors, prepare financial reports for presentation to the Board of Directors at its regular meetings or as requested, prepare an annual financial report on the fiduciary condition of TESS, and submit the annual financial report to the membership at the Membership Annual meeting. The treasurer shall maintain all financial records of TESS, and after receiving input from the Board of Directors prepare the proposed budget for the coming year.

Section 9:

All cheques and drafts of TESS will be signed by the Treasurer or the Chairman or other authorised signatories, as approved by the Board of Directors. At least two signatures are required on the TESS's account.

Section 10:

The Directors shall be responsible for maintaining regular contact with the various committee chairs assigned to them by the Board of Directors and staying apprised of the on-going activities of each committee. The Directors shall act as liaisons between the Board of Directors and the committees assigned to them. Each Director shall be responsible for reporting to the Chairman or Vice-Chairman as directed by the Board of Directors the status of the committees assigned them. The Directors shall be prepared to update the Board of Directors on any committees status should the chair of that committee be absent from any Board Meeting.

Section 11:

An Officer of TESS may not be a Director during their term of office. A Director of TESS may not be an Officer during their term of office. Nothing precludes either an Officer or Director of TESS from being a committee chair or committee member.

Auditing / Auditor

Mr. Ramani shall be the Auditor for TESS accounts
Ramani and Company, PO Box 847, Victoria

Inspection of Books of Funds

The inspection of books and funds of TESS may be done by any member of TESS, at any time within the operational year of TESS

ARTICLE V - BOARD OF DIRECTORS

Section 1:

The control and conduct of the business of TESS shall be vested in its Board of Directors. The Board of Directors shall include the duly elected Officers and Directors of TESS.

Section 2:

There shall be no limitation on the number of terms a member of the Board of Directors may serve.

Section 3:

Should a Board position become vacant prior to the end of the elected term of office the Board may proceed to elect, by majority vote of the board, a person to fill the vacancy and serve out the term until the next annual election.

Section 4:

Regular meetings of the Board of Directors shall be in accordance with the Annual Plan.

Section 5:

Special meetings of the Board of Directors shall be called by the Chairman of TESS to address ANY urgent concerns needing attention of the Board of Directors. Notice of a special meeting may be given in person, by telephone, or by e-mail not less than three (3) days prior to the date of the meeting.

Section 6:

A majority of the Board of Directors or their delegated proxies shall constitute a quorum at any meeting of the Board.

Section 7:

The Chairman or, in his absence, the Vice-Chairman shall act as Chair at any meeting of the Board. In the absence of both the Chairman and Vice-Chairman the Board shall designate any other member of the Board to act as Chair for that meeting.

ARTICLE VI - ELECTIONS

Section 1:

The Board of Directors shall annually appoint, not later than mid-year (June 30th), an Elections Committee, to consist of no fewer than three (3) members.

Section 2:

The Elections Committee shall make their identity known to TESS's membership and shall announce through publication in the first newsletter following their appointment that they are accepting nominations for elected Officers and Directors for the following year and that the period for acceptance closes at the end of the third quarter of the chapter year (September 30th).

Section 3:

The Elections Committee shall accept nominations from any member through mail directed to TESS's Post Office Box address, by e-mail directed to either TESS or an Elections Committee member, in person at any membership event or any other method approved of by the Elections Committee.

Section 4:

Upon close of nominations, the Elections Committee shall prepare an Election Ballot for use by the members to cast their votes for the Officers and Directors running for the following year's Board of Directors. Each ballot shall allow for write-in candidates for each office and must allow for marking with member's identification to aid in maintaining the integrity of the election. Members not receiving the newsletter may request and will receive individual ballots, but no member may submit more than one ballot per membership.

Section 5:

The Election Ballot shall be published to all members in TESS newsletter in the first issue following the close of nominations. Members shall direct their completed ballot to the Election committee at TESS's Post Office Box address. Completed ballots must be postmarked no later than 30 days prior to the end of the chapter year. The election committee will collect and count the ballots prior to the newsletter deadline for the first newsletter of the following chapter year, so that results may be published to the membership therein. Newly elected Officers and Directors will be installed at the annual meeting.

ARTICLE VII - COMMITTEES

Section 1:

The Chairman, with the approval of the Board, shall appoint chairs of Standing Committees to oversee the activities identified in the Annual Plan. The Committee Chairs may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, or until a successor is appointed.

Section 2:

The Chairman, with the approval of the Board, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3:

Each committee will be assigned to report to one of the Directors. Standing Committees may include but are not restricted to: Conservation, Education, Finance/Fund-Raising, Membership, Program, Publications, Hospitality, Community Activities, Partnering, and Publicity.

Section 4:

The TESS's directorate and committee structure shall be reviewed by the Board of Directors on a yearly basis and a description of that structure shall be incorporated into and approved with the TESS's Annual Plan.

ARTICLE VIII - AMENDMENTS

This Constitution and By-Laws may be amended by a majority vote of members present in person or by proxy at any meeting of members duly called pursuant to the provisions of ARTICLE III, Section 2, above. The exact wording of any proposed amendments must be made available to any member upon request.

ARTICLE IX - CONSTRUCTION

Section 1:

This Constitution and By-Laws shall be construed under the laws of the Republic of Seychelles.

Section 2:

The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, wherever applicable.

ARTICLE XI - ADOPTION

The Constitution and By-Laws contained herein above were adopted by the Ecotourism Society of Seychelles (TESS) through the rules and regulations concerning such procedure contained herein on2007