

CONSTITUTION

of the

FRIENDS OF DZIKWA

SOCIETY

The Constitution of the Friends of Dzikwa Society:

1. Name

The name of this Society shall be THE FRIENDS OF DZIKWA SOCIETY (“the Society”).

2. Status

2.1 The Society shall be a *universitas* with legal personality and capacity separate from its members.

2.2 The Society shall be registered as a non-profit private voluntary organisation in accordance with the **Private Voluntary Organisations Act [Chapter 17:05]**

2.3 The Registered Office of the Society shall be at Investment House, No. 109 Rotten Row, Harare, Zimbabwe or such address as the Executive Committee shall from time to time in its absolute discretion think appropriate.

2.4 The area of operation of the Society shall primarily be Dzivarasekwa, Dzivarasekwa Extension, Tynwald South, and Kuwadzana Phase 3, Harare

3. Objectives of the Society

The objectives of the Society shall be:

3.1 to involve individuals, civic groups, corporate and other entities in the Dzikwa Trust Fund's education support activities for the benefit of underprivileged AIDS orphans in Dzivarasekwa;

3.2 To raise awareness of the Dzikwa Trust Fund Education Support Programme in Zimbabwe and in other countries through Zimbabwean members of the Society;

3.3 To initiate, implement and maintain fund raising activities for the Dzikwa Trust Funds operations;

4 Powers of the Society

The Society shall have the following powers:

- 4.1 To acquire, hold, deal with, dispose of any real or personal property and administer any property in trust;
- 4.2 To open and operate bank accounts and borrow money upon such terms and conditions as agreed at a general meeting and give such security for the discharge of liabilities incurred by the Society;.
- 4.3 Institute or defend any legal proceedings in any competent court or tribunal and do so separately from its members;
- 4.4 Do all such other things or acts as may be incidental to or be deemed to be conducive to the attainment or execution of the aforesaid powers or any of them and to generally manage the property of the Society;

5 Membership of the Society

5.1 Requirements

Membership of the Society shall be open to any person, including any corporate entity, who,

5.1.1 is interested and committed to helping the Society achieve its objectives;
and

5.1.2 is willing to abide by this Constitution and the binding rules of the Society;
and

5.2 Types of Membership

There shall be two types of membership of the Society, namely

5.2.1 Full Membership – This shall be open to any person who having applied for membership, is approved as a member by the Membership Sub Committee established in terms of this Constitution; and

5.2.2 Honorary Membership – This shall be awarded by the Executive Committee in conjunction with the Society in a General Meeting to such persons as the Society may in its absolute discretion determine and who

shall signify in writing by letter addressed to the Chairman or Secretary of the Executive Committee their acceptance of their nomination.

5.3 Application for Membership

5.3.1 Application for Membership shall be made to the Secretary of the Executive Committee in writing.

5.3.2 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Executive Committee which shall whether to approve or reject the application.

5.4 Register of members

5.4.1 The Secretary must keep and maintain a register of members containing-

5.4.1.1 the name and address of each member; and

5.4.1.2 the date on which each member's name was entered in the register.

5.4.2 The register is available for inspection free of charge by any member upon request.

5.5 Subscriptions

5.5.1 The annual subscription fees payable by each Member shall be determined from time to time at the Annual General Meeting.

5.5.2 Subscriptions shall be payable to the Treasurer and shall be due on or before the 1st day of April every year or at such time as the Executive Committee sees fit from time to time.

5.5.3 If any Member should despite notice fail to pay his subscription for a period longer than two (2) months from the due date, then in that event voting rights in general meetings will be suspended, save on good cause shown to the Executive Committee, until the fee has been paid.

5.6 Rights and Obligations of Members of the Society

5.6.1 Each Full Member shall be entitled to all benefits and privileges of Membership and shall be deemed to have agreed to be bound by the Constitution and any rules of the Society from time to time made in accordance with this Constitution.

5.6.2 Every Full Member shall have one vote at general meetings.

5.6.3 Honorary Members shall not have any voting rights and not be obliged to pay a subscription fee.

5.7 Discipline, suspension and expulsion of members

5.7.1 The Executive Committee shall appoint a Disciplinary Sub-Committee on an “ad hoc” basis to determine all disciplinary matters of the Society.

5.7.2 The Disciplinary Sub-Committee shall be bound by the rules of natural justice and fairness in determining all matters.

5.7.3 If the Disciplinary Sub-Committee is of the opinion that a Member has refused or neglected to comply with this Constitution or any rules of the Society prevailing from time to time, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society, the Executive Committee may by resolution supported by written reasons-

5.7.3.1 fine that member an amount not exceeding US\$100.00; or

5.7.3.2 suspend that member from membership of the Society for a specified period; or

5.7.3.3 expel that member from the Society.

5.8 Termination of Membership

5.8.1 A member of the Society who has paid all moneys due and payable by a member to the Society may resign from the Society by giving one month’s notice in writing to the Secretary of his or her intention to resign.

5.8.2 Membership of the Society shall terminate automatically upon:

- 5.8.2.1 the death of the Member; or
- 5.8.2.2 the expulsion of the Member by the Disciplinary Sub-Committee.

5.8.3 Any Member who for whatsoever reason ceases to be a Member of the Society shall, upon the cessation of his or her membership, not be entitled to any refund of subscription or any other fees or donations paid or made by him or her.

6 Management of the Society by Executive Committee

6.1 Establishment

6.1.1 There shall be an Executive Committee comprising of persons elected and appointed thereto with authority over all matters relating to the daily management and administration of the Society.

6.1.2 As far as possible, membership of the Executive Committee shall provide a balance of skills/professions/standing in society/disciplines and gender representation.

6.2 Composition

6.2.1 The Executive Committee shall comprise eight (8) officers who are Members of the Society as follows:

6.2.1.1 The **Chairperson** who shall be responsible for co-ordinating meetings, chairing meetings, formulating strategies and policies and generally manage all affairs of the Society;

6.2.1.2 **Vice Chairperson** who shall assist the Chairperson in his/her duties;

6.2.1.3 **Secretary** who shall prepare and publish minutes of all meetings of the Society and the Executive Committee, publish notices and keep Members informed at all times of all actions of the Society;

6.2.1.4 **Treasurer** who shall manage the finances of the Society and keep a register of Members and ensure subscriptions are paid; and

6.2.1.5 Four (4) ordinary Committee Members who at any time shall either assist the Chairman, Secretary or Treasurer in any task whatsoever or be called on to carry out specific functions or tasks themselves.

6.2.2 The first Executive Committee shall hold office for two years from the date of election.

6.2.3 Thereafter, each Executive Committee member shall hold office for one (1) year from the date of election by the Annual General Meeting but shall be eligible for re-election up to a maximum of three (3) successive years.

6.3 Election, Disqualification and Removal of Executive Committee members

The election, disqualification and removal from office of Executive Committee members shall be in accordance with the By-Laws.

6.4 Powers and Duties of The Executive Committee

6.4.1 The Management of the Society shall solely vest in a Executive Committee.

6.4.2 The Executive Committee shall have the following powers and duties:-

6.4.2.1 The transaction of all the general business of the Society;

6.4.2.2 The engagement of accountants, auditors, legal practitioners, clerical employees and advisors as the Executive Committee in its absolute discretion shall consider necessary

6.4.2.3 The preparation and submission of annual reports and audited accounts to the Annual General Meeting;

- 6.4.2.4 The investment of funds of the Society;
- 6.4.2.5 The appointment of any sub-Committees in the investigation or transaction of any special or urgent business including a Membership Sub-Committee and an Audit Committee;
- 6.4.2.6 To ensure at all times that the objects of the Society are fulfilled.
- 6.5.2.9 It may, from time to time, make, alter, add to or repeal rules for the conduct of its business. The rules so made shall be binding on all Members. No rule or bye-law so made shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

6.5 Meetings and Proceedings of Executive Committee

The meetings and proceedings of the Executive Committee shall be conducted in accordance with the By-Laws.

7 General Meetings of the Society

7.1 The General and Special Meetings of the Society shall be conducted in accordance with the By –Laws.

7.2 Annual general meetings

7.2.1 The Annual General Meeting of the Society shall be held in every year within the month of April at a date and place to be determined by the Executive Committee.

7.2.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

7.2.3 The ordinary business of the annual general meeting shall be-

- 7.2.3.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 7.2.3.2 to receive from the Executive Committee reports upon the transactions of the Society during the last preceding financial year; and
 - 7.2.3.3 to elect officers of the Society and the ordinary member of the Executive Committee; and
 - 7.2.3.4 to receive and consider the financial statements of the Society.
 - 7.2.3.5 to elect the external Auditors for the ensuing year.
- 7.2.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

8 Financial Management

- 8.1 The funds of the Society shall be derived from annual subscriptions, donations and such other sources as the Executive Committee determines.
- 8.2 The Treasurer of the Society shall-
 - 8.2.1 collect and receive all moneys due and paid to the Society and make all payments authorised by the Society; and
 - 8.2.2 keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society;
 - 8.2.3 submit all books of account for external auditing within three (3) months after the end of each financial year.

- 8.3 The Financial Year of the Society runs from 1st January to 31st December.
- 8.4 The Society shall operate one or more bank accounts in local currency and/or in foreign currency terms under the name “Friends of Dzikwa Society”.
- 8.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one (1) duly authorised member of the Executive Committee.
- 8.6 At least **eighty percent (80%)** of the revenue of the Society shall be applied in a transparent and equitable manner for the benefit of the orphans under the care of the Dzikwa Trust and its “Education Support Programme” activities in Dzivarasekwa;
- 8.7 The Society shall not use more than **twenty percent (20 %)** of its revenues for its operating and administrative expenses including current assets.
- 8.8 No Society dues or subscriptions or any funds held by the Society shall be used for electioneering by Members with a view to being elected to the Executive Committee or for any other purpose.
- 8.9 All salaries or allowances, if any, to officers and clerical staff will be approved of at the Annual General Meeting by three quarters ($\frac{3}{4}$) of Members and shall not be increased thereafter without authority from at least two thirds of the Members in general meeting.
- 8.10 **Audit Committee**
- 8.10.1 At the first Annual General Meeting, an audit committee will be established consisting of three (3) members which will exclude the Secretary and the Treasurer. One member of the audit committee will be a member of the Executive Committee, one ordinary member of the

Society and one person nominated by the Board of Trustees of the Dzikwa Trust Fund.

8.10.2 The audit committee will be regarded as a sub-committee established by the Executive Committee who will oversee all aspects of its daily affairs and its constitution and dissolution;

8.11 **Borrowing Powers**

8.11.1 If at any time the Society in the Annual General meeting or a Special General Meeting convened for the purpose shall pass a resolution authorising the Executive Committee to borrow money, the Executive Committee shall be empowered to borrow for the purposes of the Society such amounts of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in the resolution.

8.11.2 In no circumstances whatsoever shall any Member of the Executive Committee or the Society be able to pledge the credit of the Society nor enter any contractual arrangement with any other person or body or corporate entity without the written approval of the Executive Committee.

8.12 **Custody and inspection of books and records**

8.12.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Society.

8.12.2 All accounts, books, securities and any other relevant documents of the Society must be available for inspection free of charge by any member upon request.

8.12.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Society upon written request giving reasons for the request.

8.13 External Auditors

The Society shall appoint a reputable firm of auditors to audit the books of the Society annually provided that no firm of external auditors shall act as such for period exceeding five (5) years

9 Dispute Resolution

9.1 The Executive Committee shall set out the dispute resolution procedure in By-Laws or Rules to govern disputes between:

9.1.1 a member and another member; or

9.1.2 a member and the Society

9.2 Any other dispute or difference which may arise as to the meaning or interpretation of the Constitution or as to the powers of the officers or the Executive Committee or the validity of any election or proceedings of the Executive Committee shall be determined by the Executive Committee in conjunction with three (3) ordinary Members of the Society selected by a general meeting and two (2) legal practitioners of no less than ten (10) years experience whose decision shall be final and binding on all the Members of the Society.

10 Dissolution

10.1 Any resolution to dissolve the Society must be proposed at a Special General Meeting called for the express purpose of dissolving the Society.

10.2 If,

10.2.1 at least fifty percent (50 %) of all Members of the Society entitled to vote at a general meeting called for that purpose so decide; or

10.2.2 The number of members of the Society falls to below ten (10) members, The Society shall be dissolved.

10.3 In the event of dissolution, after discharging all debts and other liabilities legally incurred, any excess funds shall be distributed to the **DZIKWA TRUST FUND**.

11 Amendment of Constitution

11.1 No amendment to this Constitution shall be made except by a resolution carried by a majority of at least two thirds of the members present and voting at a general meeting of the Society, notice of which shall have contained particulars of the proposed amendment

11.2 No alteration, amendment or addition to this Constitution shall be made which would cause the Society to cease to be a Charity at law;

12 Transitional Provisions

For the avoidance of any doubt, the payment of the subscription by a Member for the year immediately preceding the year in which this Constitution comes into effect shall automatically confer upon that Member the privileges and benefits of Membership until the date when the first subscription hereunder falls due.

13 Applicable Law and Interpretation

13.1 This Constitution is to be interpreted and applied in a transparent, accountable and equitable manner and in accordance with the Law of Zimbabwe.

13.2 In the interpretation of these Rules the singular shall include the plural and where appropriate the masculine shall include the feminine.

13.3 Where there is reference in the Constitution to the expiry of any given period of time the period shall be calculated on a calendar basis and excluded all weekends and Public Holidays.

13.4 Where any act is required to be done from a stipulated time, the period commences immediately after that date.

THUS ADOPTED and SIGNED on this the _____ day of _____ 2010 at HARARE,
ZIMBABWE

1. _____
CHAIRMAN OF THE EXECUTIVE COMMITTEE
Name:

2. _____
SECRETARY OF THE EXECUTIVE COMMITTEE
Name: