

THE BY – LAWS  
Of  
The FRIENDS OF DZIKWA SOCIETY  
(in terms of Section 6.4 of the Constitution passed by the Executive Committee of  
the Society on.....2010)

**1. Application for Membership**

- 1.1 Application for Membership shall be made to the Secretary of the Executive Committee in writing.
- 1.2 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.
- 1.3 An applicant who satisfies the Executive Committee of his qualification to Full Membership of the Society shall be admitted as a Full Member of the Society upon payment of his first Membership subscription and when his or her name is entered in the register of Members.
- 1.4 The Executive Committee shall have the power to refuse membership to an applicant, where it is considered such membership would be detrimental to the aims, purposes or activities of the Society.
- 1.5 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected stating the reasons for the rejection.
- 1.6 A right, privilege, or obligation of a person by reason of membership of the Society-
  - 1.6.1 is not capable of being transferred or transmitted to another person;  
and
  - 1.6.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

**2. Discipline, suspension and expulsion of members**

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

- 2.2 The Disciplinary Sub-Committee shall comprise of five (5) Members, three (3) of whom shall be Members of the Executive Committee and two (2) shall be ordinary Members of the Society co-opted for that purpose.
- 2.3 A member of the Executive Committee who is not a member of the Disciplinary Sub-Committee shall frame the charges of the alleged misconduct against any Member and forward these to the Disciplinary Sub-Committee.
- 2.4 The Disciplinary Sub-Committee will be seized with:
- 2.4.1.1 giving a Member reasonable notice of the charge,
  - 2.4.1.2 conducting a hearing into the matter at which the Member or Member will be permitted to defend themselves against the charge and
  - 2.4.1.3 thereafter to take disciplinary action if merited.
- 2.5 The Disciplinary Sub-Committee shall be bound by the rules of natural justice and fairness in determining all matters.
- 2.6 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-
- 2.6.1.1 fine that member an amount not exceeding US\$100.00; or
  - 2.6.1.2 suspend that member from membership of the Society for a specified period; or
  - 2.6.1.3 expel that member from the Society.

### **3. Election of Executive Committee members**

- 3.1 Any Member can be a member of the Executive Committee as long as they are duly nominated and elected in accordance with this Constitution.

- 3.2 Nominations of candidates for election of officers and ordinary members of the Executive Committee must be-
  - 3.2.1 made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 3.2.2 delivered to the Secretary of the Society not less than seven (7) days before the date fixed for the holding of the annual general meeting.
- 3.3 A candidate may only be nominated for one office, or as an ordinary member of the Executive Committee, prior to the annual general meeting.
- 3.4 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 3.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 3.6 If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.
- 3.7 A list of every candidate will be published on a Public Notice Board at the Dzikwa Activity Centre and a notice thereof distributed to the Members in accordance with the provisions hereof relating to the giving of notice least seven (7) days before the date of the election of officers to the Executive Committee.
- 3.8 The ballot for the election of officers and ordinary members of the Executive Committee must be conducted at the annual general meeting in such manner as the Executive Committee may in its absolute discretion direct.

3.9 If any person other than a current Member of the Society wishes to be considered as a candidate for election to be an officer of the Executive Committee he/she shall obtain in writing, at least seven (7) days before the general meeting at which the election of the Executive Committee shall occur, signatures of at least ten (10) current Members indicating that they endorse his/her nomination and thereafter comply with the Constitution and or rules in respect of the election of the Executive Committee.

3.10 Each Member of the Executive Committee shall be elected and appointed by a majority vote of Members of the Society at the Annual General Meeting by secret ballot.

#### **4. Disqualification and Removal of Executive Committee members**

4.1 A member of the Executive Committee shall cease to hold office if he or she:

4.1.1 is disqualified from acting as a trustee by virtue of any statute, Act, Regulation or By-Law prevailing from time to time;

4.1.2 ceases to be a member of the Society;

4.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

4.1.4 resigns as a member of the Executive Committee by notice to the Secretary (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect); or

4.1.5 is absent without the permission of the Executive Committee from 3 consecutive meetings and the Executive Committee resolves that his or her office be vacated.

4.1.6 if not less than three quarters of the Membership of the Executive Committee decide to remove the office holder from office prior to the date on which tenure of office would otherwise have expired by effluxion of time.

4.2 In the event of a casual vacancy in the office of chairperson, vice chairperson, secretary or treasurer, the Executive Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

4.3 In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the Executive Committee may appoint a member of the Society to fill the vacancy and the member appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

4.4 Any office bearer may hold himself/herself up for re-election or re-appointment to office for three (3) subsequent years only.

## **5. Meetings and Proceedings of Executive Committee**

### **5.1 Meetings**

5.1.1 Meetings of the Executive Committee shall be called by the Chairman or Secretary at least six (6) times each year.

5.1.2 Additional meetings may be requested by any Member of the Executive Committee but shall only be called by the Chairman or failing him any four (4) Members of the Executive Committee.

5.1.3 Meetings shall be held at such times and places as the Chairman or Secretary of the Executive Committee shall appoint.

5.1.4 For the purpose of this clause, the expression 'meeting' includes, except where inconsistent with any legal obligation:

5.1.4.1 a physical meeting;

5.1.4.2 a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and

5.1.4.3 telephone conferencing.

## **5.2 Notice**

5.2.1 All Members of the Executive Committee shall be given notice of meetings by at least seven ( 7 ) days notice in writing.

5.2.2 In circumstances of urgency, if a majority (50%) of the Members of the Executive Committee agree, twenty-four ( 24 ) hours oral notice may be substituted for the minimum period of seven ( 7 ) days notice in writing.

## **5.3 Quorum**

The quorum for meetings of the Executive Committee shall be four (4) Members of the Executive Committee including at least two (2) Officeholders who are entitled to attend and vote at the meeting.

## **5.4 Voting**

5.4.1 Every Member of the Executive Committee shall have one (1) vote on every question.

5.4.2 In the case of equality, and without prejudice to the generality of his inability to vote as aforesaid, the Chairman of the Executive Committee or other Member presiding at the meeting shall have a casting vote.

## **5.5 Minutes**

The Secretary shall keep minutes of the proceedings of each meeting, which shall be read and confirmed at the next meeting.

## **5.6 Omissions**

5.6.1 In the event of any situation arising which is not governed by the Constitution, the Executive Committee shall have full power and authority to resolve what course of action to be taken.

5.6.2 The accidental omission to give notice of any meeting to any Member entitled to receive such notice shall not invalidate the proceedings of that meeting.

## **6. General Meetings of the Society**

### **6.1 Annual general meetings**

6.1.1 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.

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

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

6.1.3.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

6.1.3.2 to receive from the Executive Committee reports upon the transactions of the Society during the last preceding financial year; and

6.1.3.3 to elect officers of the Society and the ordinary member of the Executive Committee; and

6.1.3.4 to receive and consider the financial statements of the Society.

6.1.3.5 to elect the external Auditors for the ensuing year.

6.1.4 The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

## **6.2 Special General Meetings**

6.2.1 In addition to the annual general meeting, any other general meeting may be held in the same year.

6.2.2 All general meetings other than the annual general meeting are special general meetings.

6.2.3 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Society.

6.2.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Executive Committee must convene a special general meeting before the expiration of that period.

6.2.5 The Executive Committee must, on the request in writing of members ("Members Requisition") representing not less than **fifty per cent (50%)** of the total number of members, convene a special general meeting of the Society.

6.2.6 The request for a special general meeting must-

6.2.6.1 state the objects of the meeting; and

6.2.6.2 be signed by the members requesting the meeting; and

6.2.6.3 be sent to the address of the Secretary.

6.2.7 If the Executive Committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

6.2.8 If a special general meeting is convened by Members Requisition in accordance with this rule, it must be convened by the Executive Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Society to the persons incurring the expenses.

### 6.3 **Special business**

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

### 6.4 **Notice of general meetings**

6.4.1 The Secretary of the Society, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Society, must cause to be given to each member of the Society, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

6.4.2 Notice of any general meeting or any notice required to be given to any member may be -

6.4.2.1 Sent by prepaid post to the address appearing in the register of members; or

6.4.2.2 if the member requests, sent by facsimile transmission or electronic transmission; or

6.4.2.3 published by publication in any newspaper circulating Harare; or

6.4.2.4 published by notice posted on the notice board at the Dzikwa Activity Centre.

6.4.2.5 Subject to any Clause of the Constitution or any rule promulgated by the Executive Committee from time to time which provides to the contrary, a notice shall be deemed to have been given to any Member of the Society:

6.4.2.5.1 by the sending of an electronic notice via “e-mail” to the member, which notice will have been deemed to have been sent on confirmation from the Society’s “e-mail server” that the message has been delivered.

6.4.2.5.2 At the expiration of two (2) working days after the envelope containing it was posted or the notice was published in any newspaper circulating in Harare.

6.4.2.5.3 After such notice has been placed on the notice board at the Dzikwa Activity Centre.

6.4.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

6.4.4 A member intending to bring any business before a meeting shall notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

6.4.4.1 Such notice must be received by the Secretary of the Executive Committee not less than fourteen (14) days from the date on which the Annual General Meeting is to take place.

6.4.4.2 Without prejudice to the particularity of the foregoing the Executive Committee shall have an absolute discretion to extend time for the acceptance of any notice if it so wishes.

6.4.5 The accidental omission to give notice of any meeting to any Member or Members entitled to receive notice shall not invalidate the proceedings of that meeting.

## **6.5 Quorum at general meetings**

6.5.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.

6.5.2 **Ten (10)** members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

6.5.3 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-

6.5.3.1 in the case of a meeting convened upon the request of members- the meeting must be dissolved; and

6.5.3.2 in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

6.5.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present [being not less than **ten (10)**] shall be a quorum.

## **6.6 Presiding at general meetings**

6.6.1 The Chairperson of the Executive Committee, or in the Chairperson's absence, the Vice-Chairperson, shall reside as Chairperson at each general meeting of the Society.

6.6.2 If the Chairperson and the Vice-Chairperson are absent from a general meeting, or are unable to preside, the Executive Committee members present must select one of their number to preside as Chairperson.

## **6.7 Adjournment of meetings**

6.7.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

6.7.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

6.7.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Clause 6.4.

6.7.4 Except as provided in Clause 6.5, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **6.8 Voting at general meetings**

6.8.1 Upon any question arising at a general meeting of the Society, a member has one vote only.

6.8.2 All votes must be given personally or by proxy.

6.8.3 In the case of an equality of voting on a question, the Chairperson of the meeting shall not be entitled to exercise a second or casting vote.

6.8.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Society have been paid.

6.8.5 Unless some other manner of voting is prescribed by relevant statute or statutory provision or alternatively by special direction of the Chairperson of the meeting in the exercise of his absolute discretion, voting at general meetings on every resolution put to the vote shall be conducted by show of hands.

## **6.9 Poll at general meetings**

6.9.1 If at a meeting a poll on any question is demanded by not less than three (3) members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

6.9.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## **6.10 Manner of determining whether resolution carried**

6.10.1 If a question arising at a general meeting of the Society is determined on a show of hands –

6.10.1.1 a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

6.10.1.2 an entry to that effect in the minute book of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **6.11 Proxies**

6.11.1 Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

6.11.2 The notice appointing the proxy must be in the following form

*“The Friends of Dzikwa Society”.*

*I,.....of....., being a fully paid-up full Member of the above-named Society appoint..... as my proxy to vote in my name and on my behalf at the .....general meeting to be held on the .....day of .....date the..... day of.....*

*.....*

*Signature”*

6.11.3 Where voting by proxy is allowed a Proxy shall be appointed in writing or by e-mail under the name of the appointer.

6.11.4 No proxy shall be given other than to a fully paid-up Full Member of the Society who is entitled in his own right to vote at the said meeting.

6.11.5 No proxy vote will be accepted by the Chairman of the meeting unless the appointment of the proxy complies strictly with there provisions.

**6.12 Rights of Address**

Unless the Chairman of the meeting shall otherwise direct, only fully paid-up full Members and Honorary Members shall be entitled to speak at a general meeting of the Society.

**6.13 Minutes**

The Secretary of the Executive Committee shall record in a minute book the proceedings of general meetings.

**7. Dispute Resolution**

- 7.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- 7.1.1 a member and another member; or
  - 7.1.2 a member and the Society
- 7.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 7.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 7.4 The mediator must be-
- 7.4.1 a person chosen by agreement between the parties; or
  - 7.4.2 in the absence of agreement –
    - (i) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of the Society; or
    - (ii) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Commercial Arbitration Centre in Harare.
- 7.5 A member of the Society can be a mediator.
- 7.6 The mediator cannot be a member who is a party to the dispute.
- 7.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7.8 The mediator, in conducting the mediation, must-

- 7.8.1 give the parties to the mediation process every opportunity to be heard; and
  - 7.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 7.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 7.9 The mediator must not determine the dispute.
- 7.10 If the mediation process does not result in the dispute being resolved, the parties shall be bound to refer the matter for arbitration to the Commercial Arbitration Centre in Harare.
- 7.11 The independent Arbitrator appointed by the Commercial Arbitration Centre shall determine the matter in accordance with the Arbitration Act and his or her decision shall be final.
- 7.12 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.

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: