



THE MATOBO CONSERVATION SOCIETY

CONSTITUTION

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THE MATOBO CONSERVATION SOCIETY

CONSTITUTION

1 NAME

The name of the society shall be “The Matobo Conservation Society”, hereinafter referred to as “the Society”.

2 OBJECTS

The objects of the society are :

- 2.1. to foster and promote all aspects of conservation of the natural resources and historical heritage of the Matobo Hills, within the Umzingwane and Matobo Administrative Districts and including the Matobo National Park, the Rhodes Matopos Estates, the communal lands (Matobo, Gulati, and Khumalo Communal Lands) and the commercial farming areas within the area of the Matobo Hills, hereinafter referred to as “the Hills”.
- 2.2. to seek the co-operation of the Government of Zimbabwe, including relevant Government Ministries and Departments, local authorities and other societies, organizations, associations, groups and other bodies or individuals in any matter concerned directly or indirectly in the Hills in any way to conserve the natural and historical resources of the Hills, especially;
 - a) the indigenous trees, shrubs, flowers, grasses and other flora,
 - b) the wildlife, including mammals, birds, reptiles, fish and other fauna,
 - c) the rivers, dams, wet-lands, and other water resources,
 - d) the soil, minerals and all contained there-in,
 - e) the historical sites, including burial grounds, battle sites, painted caves, religious sites and mountains.
- 2.3. to instil into the inhabitants of the area and all Zimbabweans, tourists, and other persons the vital necessity to conserve the area for benefit of future generations;
- 2.4. to provide conservation education to the inhabitants, especially the children, so as to provide for the sustainable use, and where necessary, reclamation of the environment, and to contribute to a meaningful improvement in their standard of living;
- 2.5. to encourage scientific research into all facets of the Hills, and to ensure that such research is conducted in the most appropriate manner;
- 2.6. to ensure that the Hills receive their rightful international and local recognition and protection;
- 2.7. to promote, initiate and support legislation designed to achieve any of the objects of the society.

3 MEMBERS

- 3.1 Membership will be open to the public.
- 3.2 The Committee may invite any person to become a member.

- 3.3 Each new applicant must be proposed by an existing member, and seconded by a committee member. All applications require approval of the Committee, which shall review all new applications at each meeting. The Committee may set an application fee.
- 3.4 Nominations for “Honorary Members” must be received in writing by the Committee thirty days prior to the annual general meeting. The nomination requires a two-thirds vote in favour from the Committee and approval (being a simple majority in favour) from the members of the Society at the Annual General Meeting.
- 3.5 Nominations for “Patron” (which is not restricted to one person) must be received in writing by the committee thirty days prior to the Annual General Meeting. The nomination requires a two-thirds vote in favour from the committee and a two-thirds vote in favour by the members of the Society at the Annual General Meeting. A patron of the Society must be a member of the Society (either an ordinary or honorary member).
- 3.6 Any member may resign by writing to the committee, and any applicant may withdraw his/her nomination in like manner.

4 MANAGEMENT

- 4.1 There shall be a management committee (referred to within this constitution as “the committee”) which will be solely responsible to manage, control, conduct and administer all the affairs of the Society and generally to formulate and implement the policies and undertakings of the Society.
- 4.2 The committee shall comprise of at least five persons and not more than fifteen persons.
- 4.3 At the Annual General Meeting at least five members will be elected onto the committee.
- 4.4 The committee has the right to co-opt members, and non-members, onto the committee, provided that at no time shall any such person have the right to vote at any meeting.
- 4.5 The committee shall serve until the date of the next Annual General Meeting.
- 4.6 The committee will elect, at the first committee meeting after its election, its own bearers, namely;
 - a) a Chairman
 - b) a Vice-Chairman
 - c) a Secretary
 - d) a Treasurer
 - e) any other position
- 4.7 On retirement of the Chairman for any reason whatsoever the position of Chairman will automatically be filled by the Vice-Chairman.
- 4.8 On retirement of any other office bearer for any reason whatsoever the committee will elect new office bearers as required.
- 4.9 On retirement of more than half of the committee for whatsoever reasons the committee shall be deemed to be dissolved and a new committee shall be elected by the members at a General Meeting. This committee shall serve only until the next Annual General Meeting.

- 4.10 At least two-thirds of the committee members must be present for there to be a quorum.
- 4.11 The Chairman, failing whom, the Vice-Chairman, shall chair the committee meeting, and failing both of these, those members of the committee present at the meeting shall elect a chairman for the meeting.
- 4.12 The person in the Chair at any committee meeting shall have a second or casting vote if there is no majority achieved to pass or quash a motion. All other members shall have only one vote.
- 4.13 The Treasurer shall present at each meeting of the committee, such financial information, accounts and forecasts, as may be required by the committee.
- 4.14 The committee shall have the right to appoint sub-committees from their members for such purposes and for such periods they may deem desirable.
 - 4.14.1 The chairman of the sub-committees must be members of the committee.
 - 4.14.2 The sub-committee may co-opt as many members as it requires. Members of the sub-committees need not be members of the society.
 - 4.14.3 Unless otherwise stated in the formation of the sub-committee, the running of the affairs of the sub-committee shall be on the same basis as that of the committee.
 - 4.14.4 The sub-committees will resign at each Annual General Meeting, but may be re-elected at such meeting.

5 FINANCE

- 5.1 The financial year-end of the society shall be the 30 September each year.
- 5.2 All funds of the society shall be deposited with a commercial bank or building society approved by the committee. All cheques must be signed by two authorised signatories, who shall be appointed by the committee and shall be committee members. There shall be no more than four authorised signatories at any one time.
- 5.3 Members are obliged to pay to the society, within thirty days of the financial year end, any subscription fee or levies raised by the committee, or any other charge that may arise during the course of the year. Failure to meet all obligations within the stipulated period may, upon the decision of the committee, result in the member being disqualified.
- 5.4 The committee shall, at each Annual General Meeting of the society present audited financial accounts for the members. The accounts may be audited by any appropriately qualified person, and in the event that an independent auditor cannot be appointed, the committee shall appoint an auditor from amongst its members who shall report at the Annual General Meeting, disclosing that there was no independent audit, and the reason for such procedure.
- 5.5 The members of the society may call a Special General Meeting at any time should they feel that the committee has raised subscriptions,

levies, fees or other charges unfairly. At such meeting, the decision of the members shall be final.

6 MEETING

6. Annual General Meeting

6.1 The society shall, not later than 30 November in each year, hold an Annual General Meeting to:

- a) consider the Chairman's report
- b) examine the audited accounts
- c) appoint the auditor for the coming year
- d) approve the auditors honorarium
- e) receive reports on the activities of the sub-committees
- f) elect the committee for the coming year
- g) approve policies and projects
- h) discuss any other business of the society.

6.2 Minutes of the previous Annual General Meeting, together with the Agenda for the meeting and audited accounts shall be available for members not less than seven days before the meeting.

6.3 At least ten members, excluding the committee, must be present for there to be a quorum for the meeting.

6.4 Only paid-up members may vote at Annual General Meetings.

6.5 Notice of the Annual General Meeting must be given in the local press, which may include any local electronic newsletters. The notice shall be included in a newsletter to all members at least 30 days in advance of the meeting.

6.6 Should there be no quorum, or should the meeting reach a position where it can no longer proceed, the Chairman of the outgoing committee shall dissolve the meeting to reconvene. Notice as for the Annual General Meeting is required for the reconvened meeting.

6.7 Special General Meetings

6.7.1 Upon receipt of notice signed by twenty members, the committee shall call, within five weeks, a Special General Meeting of the Society.

6.7.2 The members notice shall contain the reasons for the meeting being called, but at the discretion of the committee, other matters may be included on the agenda.

6.7.3 Special General Meetings may be called by the Chairman at any time at his/her discretion.

6.7.4 At least ten members, excluding the committee, must be present for there to be quorum for the meeting.

6.7.5 Only paid-up members may vote at Special General Meeting.

6.7.6 Notice of a special general meeting must be given in the local press at least two weeks, but not more than four weeks, prior to the date of the meeting.

6.8 General Meetings

6.8.1 The committee may call a general meeting of the society at any time.

- 6.8.2 Notice of a general meeting must be given in the local press at least one week prior to the date of the meeting.
- 6.8.3 The business of a general meeting is restricted to that of public presentations and discussion of the projects.

7 COPY-RIGHT

- 7.1 Any badges of office or membership, even though they may be paid for by the member, remain the property of the society and must, therefore, be surrendered to the society if requested.
- 7.2 All rights to any badges, logo's, flags or any other specific symbol related to the society vest solely within the society.
- 7.3 All rights to any written, photographic or other material produced by, or for the society, vest solely within the society.

8 AMENDMENTS

- 8.1 This constitution may be repealed altered or augmented by the Society at the Annual General Meeting, or at a Special General Meeting called for such purpose, by a two-thirds majority of members present and voting upon due notice of the proposed amendments(s) having been given.
- 8.2 Only paid-up members may vote.
- 8.3 The Zimbabwe Revenue Authority shall be advised of, and approve, any changes to the constitution before being effected

9 DISSOLUTION

- 9.1 The Society shall continue in existence until such time as the members by a two-thirds majority of those present and voting at a Special General Meeting called for such purpose, resolve that the Society be dissolved, due notice of the proposed dissolution having been given.
- 9.2 If, upon dissolution of the Society, there remains after settlement of all debts and liabilities, any property whatsoever, this shall be given or transferred to such other institution or institutions as may be determined by the members of the Society at or before the time of dissolution or, failing such determination, the Government Department of Authority responsible for the conservation of the Hills.
- 9.3 The Zimbabwe Revenue Authority shall be advised of, and approve, the manner of distribution of any remaining assets upon dissolution of the Society.

10 APPENDIX

A Chairman

- A-1 The Chairman shall be elected at the Annual General Meeting, unless a proposal is made and supported by a simple majority to defer election of a chairman to the newly elected committee.
- A-2 The Chairman may serve no more than five consecutive years in office, but may be elected chairman again in subsequent years.

- A-3 The past chairman is not prevented from being re-elected to the committee in the year(s) following his / her chairmanship

B Committee Members

- B-1 Office Bearers shall be elected at the Annual General Meeting, unless a proposal is made and supported by a simple majority to defer election of office bearers to the newly elected committee.
- B-2 Nominations for Committee members, proposed and seconded by members of the Society, must be received in writing by the Secretary not less than 14 days prior to the Annual general Meeting.
- B-3 Committee members absent from three consecutive scheduled committee meetings shall be deemed to have resigned from the committee, unless given leave of absence by the Chairman, or committee.
- B-4 Committee members given leave of absence will not count towards a quorum.

C Committee Meetings

- C-1 Co-opted members of the committee do not form part of the quorum required for the holding of committee meetings
- C-2 A quorum for meetings shall be a simple majority, though a two-thirds quorum is required for meetings dealing with the following;
- a elect office bearers
 - b co-opt members onto the committee
 - c calling of Special General Meetings
 - d investment decisions
 - e matters involving trust funds (other than general expenditure made in terms of trust)

D Subscriptions

- D-1 Subscriptions shall fall due on 1 October of each financial year, and members not paid up as at the Annual General Meeting shall not be allowed to vote.
- D-2 The members at the Annual General Meeting shall set the subscriptions, or alternatively allow the Committee to subsequently review, the subscriptions for the following year.
- D-3 New members paying application fees and subscriptions during the last quarter of the financial year shall not be required to pay subscriptions in the following year.

E Amendments

- E-1 Para 6.1: The society shall, not later than 30 November in each year, hold an Annual General Meeting to:
- E-2 Para 6.5; Notice of the Annual General Meeting shall be given in the local press, which may include any local electronic newsletters. The notice shall be included in a newsletter to all members at least 30 days in advance of the meeting.
- E-3 Para 5.4 The committee shall, at each Annual General Meeting of the society present audited financial accounts for the members. The accounts may be audited by any appropriately qualified person, and in

the event that an independent auditor cannot be appointed, the committee shall appoint an auditor from amongst its members who shall report at the Annual General Meeting, disclosing that there was no independent audit, and the reason for such procedure.

E-4 Para A-2; The Chairman may serve no more than five consecutive years in office, but may be elected chairman again in subsequent years.

E-5 Para D-1 Subscriptions shall fall due on ~~31 July~~ 1 October of each financial year, and members not paid up as at the Annual General Meeting shall not be allowed to vote.

Para D-2 The members at the Annual General Meeting shall set the subscriptions, ~~for the following year, due on 31 July of~~ or alternatively allow the Committee to subsequently review, the subscriptions for the following year

AUGUST 1993	APPROVED BY THE INTERIM COMMITTEE OF THE SOCIETY
SEPTEMBER 1993	APPROVED BY THE MEMBERS OF THE SOCIETY
OCTOBER 1995	FIRST AMENDMENT (Paragraph 10, A-D) APPROVED BY THE MEMBERS OF THE SOCIETY
NOVEMBER 2003	SECOND AMENDMENT (Paragraphs 8.3 and 9.3) APPROVED BY THE MEMBERS OF THE SOCIETY
NOVEMBER 2006	THIRD AMENDMENT (Paragraphs 6.1, 6.5, 5.4 and 10,A-2 – summarised in 10,E) APPROVED BY THE MEMBERS OF THE SOCIETY
NOVEMBER 2010	FOURTH AMENDMENT (Paragraphs D1 & D2 summarised in 10,E) APPROVED BY THE MEMBERS OF THE SOCIETY

Chairman

Secretary

Date