

CONSTITUTION OF THE SMALL & MEDIUM SIZED ENTERPRISES' ASSOCIATION OF ZIMBABWE

1) Name

The name of the Association shall be the Small and Medium sized Enterprises' Association of Zimbabwe (hereinafter referred to as "the Association").

2) Legal status

- a) The Association is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with the capacity to acquire rights and obligations and having perpetual succession.
- b) All actions or suits, proceedings at law or any arbitration shall be brought by or against the Association in the name of the Association and the Committee may authorise any person or persons to act on behalf of the Association and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

3) A non-profit Association

Notwithstanding anything to the contrary herein contained:

- a) The Association is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Association or its individual members.
- b) The income and assets of the Association shall be applied solely for investment and for the promotion of the objects for which it is established.
- c) No part of the income or assets of the Association shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person except as specified in this Constitution.
- d) The Association shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.

4) Rights of members

- a) Membership of the Association in any of the classes of membership does not and shall not give any member of any class a right to any of the moneys, property or assets of the Association but only confers upon such members the privilege of membership subject to such charges and reasonable restrictions as the Committee may from time to time impose and subject to the by-laws in force for the time being.
- b) A member whose application for membership has been accepted shall be bound by the Constitution, Rules and By-laws of the Association, and of any branch or section thereof, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the Constitution, Rules and

By-laws by reason of the fact that he may not have received a copy thereof.

5) Liability of members

The liability of members of any class is limited to the amount of unpaid subscriptions or other moneys owing by them to the Association.

6) Objective

The objective of the Association shall be to advance the interests of SMEs and entrepreneurs involved in the running of SMEs. This objective shall be achieved, inter alia, through the following activities:

- a)** Advocating for the rights of SMEs at all relevant national fora, which shall include but shall not be limited to:
 - i) Government ministries
 - ii) Quasi-government organisations
 - iii) Non-governmental organisations
 - iv) Councils and municipalities
 - v) Any other relevant local and international fora.
- b)** Advancing the cause of SMEs through activities such as:
 - i) Promotion and development of markets
 - ii) Sourcing and channelling of capital and technical assistance to SMEs
 - iii) Education and training for entrepreneurs
 - iv) Developing or encouraging the development of infrastructure (factory shells, incubation units e.t.c) for the promotion of SMEs' activities.
- c)** Interactions with other national associations and groupings in order to ensure SMEs' interactions with their members are mutually beneficial.
- d)** Providing training and services to SMEs to enable them to graduate to being large-scale industries.

7) Powers of the Association

Subject to the provisions of **clause 3** above, the Association shall have all such powers as are necessary for the proper attainment of the objects set out in **clause 6** above and shall, in particular, have the following express powers:

- a)** to facilitate the exchange of ideas and act as a clearing house for ideas, priorities and problems in the field of entrepreneurship development;
- b)** to establish and publish a newsletter for the benefit of its members and/or interested persons;
- c)** by collaboration and otherwise to avoid unnecessary duplication of effort in the field of entrepreneurship development;
- d)** to acquire any movable or immovable property for the Association calculated to benefit the Association and to advance its objects and to maintain, improve and alter any of the Association's property;

- e) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association;
- f) to open bank and building society accounts in the name of the Association and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Association;
- g) to invest and deal with any moneys of the Association not immediately required for the purposes of the Association;
- h) to secure the fulfilment of any contracts or engagements entered into by the Association by the mortgage of all or any part of the property of the Association;
- i) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objects are similar or partly similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association, provided that no subscription be paid to any such other association out of the funds of the Association except bona fide in furtherance of the interests of the Association;
- j) to support, subscribe to or create linkages with any institution or society, local or foreign, which may be for the benefit of the Association, its members or for its employees whether past or present;
- k) to borrow or raise and give security for money by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage of all or any part of the property of the Association;
- l) subject to the provisions of clause 3 above, to make donations, loans, exchanges, leases and any other forms of contract whatsoever including sales and purchase of property of any kind whatsoever.

8) Classes of members

There shall be the following classes of members of the Association, namely:

- a) Registered member;
- b) Subscribed member;
- c) Premium member (small enterprise);
- d) Platinum member (medium size enterprise);
- e) Affiliate member

9) Qualification for membership

The persons eligible for the various classes of membership of the Association shall be as follows:

a) Registered member

Any approved small or medium enterprise operating in Zimbabwe, or a representative thereof shall be eligible for membership as a registered member of the Association subject to such conditions as the Committee may impose upon such person on election. No membership fee is required for this registration.

Registered members shall receive the Association's newsletter, and updates on the Association's activities. They shall not be entitled to vote or attend any of the Association's closed events or meetings. They will not be eligible for any value-added services from the Association apart from those mentioned above.

b) Subscribed member

A Registered member may upgrade to being a Subscribed member upon payment of the basic registration fee, as laid out in the By-laws.

Subscribed members shall receive the association's newsletters and updates, shall be entitled to a vote, and shall be entitled to attend the Association's events and meetings, subject to the payment of any admittance charges that may be levied. They shall be entitled to value-added services such as listing on the Association's website and other benefits as the Association may from time to time decide to avail.

Where relevant, access to membership benefits shall be on a seniority basis, with those who became members on earlier dates being given preferential access to subsequent members.

c) Premium member (small enterprise)

A Subscribed member shall become a Premium member upon payment of the relevant Premium subscription, as laid out in the By-laws. Premium membership shall be open only to enterprises classified as small enterprises (asset base less than US\$100 000, or annual turnover less than US\$500 000).

Premium members shall be entitled to all the benefits applicable to Subscribed members and shall in addition be entitled to the following:

- (1) Premium listings on the Association's website
- (2) Individual advocacy services, where the Premium member's issue is of a nature that affects several other members' operations.
- (3) Preferential access to funding, marketing resources or any other benefits sourced by the Association through its advocacy activities, up to a limit of US\$100 000.

Where relevant, access to membership benefits shall be on a seniority basis, with those who became members on earlier dates being given preferential access to subsequent members.

d) Platinum member (medium size enterprise)

A Subscribed member shall become a Platinum member upon payment of the relevant Platinum subscription, as laid out in the By-laws. Platinum membership shall be open to enterprises that exceed the threshold for small enterprises, but have assets less than US\$1 million.

Platinum members shall be entitled to similar benefits to Premium members, but with no upper limit to the extent of benefit.

Where relevant, access to membership benefits shall be on a seniority basis, with those who became members on earlier dates being given preferential access to subsequent members.

e) Affiliate member

Affiliate members shall be any organisations or corporations who fall outside of the definition of small or medium sized enterprises as defined above. Such organisations shall include former members of the Association who have graduated to being large corporations, but are interested in retaining membership with the Association, as well as large organisations with a

vested interest in SME development, or SME business.

Affiliate members shall not be entitled to any benefits, and shall not have a vote, but shall be entitled to advertise and to display their services on the Association website or other relevant material. They shall also be eligible for appointment to advisory seats on the Committee.

Affiliate members shall be required to pay the relevant fee as regulated in the By-laws of the Association from time to time.

10) Election of members

- a)** Applications for membership shall be in writing upon such form or forms as the Committee may from time to time decide and shall contain such information and particulars, together with such verification thereof, as the Committee may require.
- b)** The Committee shall have the right from time to time to vary, amend or alter the form or forms of application and/or proposal for membership in any class, and may prescribe different forms for different classes of membership.
- c)** Candidates for membership shall be elected by a majority vote of the Committee of the Association or a subcommittee appointed by it. For the purpose of the election of candidates for membership, the quorum of the Committee or of the subcommittee shall be five (5) members.
- d)** In no circumstances shall the Committee, the subcommittee or any member thereof be requested or required to give any reason for any decision in connection with any such application for membership.
- e)** Should any ineligible candidate be inadvertently admitted as a member in any class of membership, the Committee may declare his election void, and it shall give him notice to that effect, and it may in its sole discretion return to such candidate any subscription or entrance fee paid by him and he shall cease to be a member in any such class of membership to which he was inadvertently admitted, and his name shall be erased from the register of members.
- f)** If at any time after the election of a candidate it shall appear that he has been elected under a misrepresentation or mistake as to identity, or owing to incorrect information having been given, the Committee shall have the power to cancel such election. The person whose election is thus cancelled in terms of this clause shall cease to be a member of the Association and his name shall be erased from the register of members and he shall have no claim against the Association for damages, return of entrance fee, deposit or subscription, on any grounds whatsoever, but the Committee shall be entitled to make such ex gratia refund of entrance fee, deposit or subscription as it may consider proper.
- g)** Any candidate whose application for membership has been rejected shall not be entitled to seek election again within [one year] of the date of such rejection. If, however, at any time after the rejection of a candidate, it should appear that such rejection has been made under a misapprehension or mistake as to identity, or owing to incorrect information having been given, the Committee shall have the power to reconsider such application forthwith.
- h)** On the election of a member in any class, the Secretary-General of the Association shall notify such person, and he shall be entitled, on application therefor, to a copy of the Constitution and By-laws of the Association.
- i)** The first ordinary and corporate members of the Association shall be the subscribers to this Constitution whose names and signatures appear below.

11) Resignations

- a)** A member may resign his membership by notice to the Secretary-General of the Association given prior to the date upon which his next subscription becomes due.

12) Entrance fees

The entrance fees for the various classes of membership shall be such sums as the Committee may from time to time determine and such fees shall be paid with the lodging of the application for membership and if not so paid, the application shall be invalid.

13) Subscriptions

The annual subscription for membership in any class shall be such sum as the Committee may from time to time determine.

14) Payment of subscriptions

- a)** All subscriptions shall become due on the first day of January in each year.
- b)** No member who has not paid his subscription within three [3] months after it becomes due shall be allowed to continue as a member while his subscription is unpaid, and any such person shall forthwith cease to be a member of the Association, without notice, and his name shall be erased from the register of members.
- c)** Any benefits due to any member in accordance with this Constitution shall remain suspended until subscriptions are paid in full.

15) Transfer in class, reinstatement and readmission of members

- a)** The Committee may reinstate a defaulting member on payment by such person of all subscriptions in arrear and any amounts owing to the Association, on such conditions as the Committee may deem fit.
- b)** The Committee shall have power to readmit a member, who for any reason has relinquished membership of the Association, on such terms and conditions as the Committee shall determine in each particular case.
- c)** A member of any class of membership may, on making written application to or with the consent and approval of the Committee, transfer from one class of membership to another as from the commencement of any financial year, or at any point within a given year. Such change of membership from one class to another shall be upon such terms and conditions as the Committee in its sole discretion may impose.

16) The committee

- a)** Subject to sub-clause (b) below, the Committee shall consist of:
 - i)** An elected President, Vice President, Secretary-General and Treasurer, who shall be elected by Subscribed, Premium and Platinum members at the Annual General Meeting.
 - ii)** Three (3) elected persons who shall be representatives of the Premium members of the Association;

- iii) Three (3) elected persons who shall be representatives of the Platinum members of the Association;
 - iv) any past presidents or honorary members who shall be ex officio members of the Committee;
 - v) not more than three (3) additional persons whom the Committee may nominate and appoint to the Committee;
 - vi) not more than ten (10) additional members whom the Committee may appoint as representatives of duly constituted branches of the Association, on the recommendation of the executive bodies of those branches.
- b)** Until the first Annual General Meeting of the Association the Committee shall consist of:
- i) Farai Clement Mutambanengwe, [full name], [full name] and [full name] who are deemed elected under sub-clause (a)(i) above;
 - ii) [full name], [full name] and [full name] who are deemed elected under sub-clause (a)(iii) above.

This Committee shall have the powers of co-option under sub-clause (a)(vi) above.

17) Election of Committee

- a)** Each elected member of the Committee shall hold office for the period concluding with the end of the Annual General Meeting of the Association after that in which he was elected and, upon the expiry of such period, such member shall automatically retire from office but shall be eligible for nomination and re-election as a member of the Committee, provided that he retains his qualification.
- b)** Nominations in writing for the office of member of the Committee shall be signed by five ordinary members of the Association (save for the retiring members of the Committee) and delivered to the Secretary-General at least fourteen (14) days before the date fixed for the holding of the Annual General Meeting of the Association at which election shall take place.
- c)** No member, save for a retiring elected member of the Committee, may stand for election as a member thereof unless nominated in terms of sub-clause (b) above.
- d)** At the Annual General Meeting, voting for the election of members of the Committee shall be by way of ballot of those members present or by show of hands as the Chairman may decide.

18) Management of the affairs of the Association

- a)** The management and control of the affairs of the Association shall vest in the Committee which shall have full power and authority to do any act, matter or thing which could or might be done by the Association excepting such matters as are in the rule specially reserved to be dealt with at a general meeting of members. In addition to the general powers and authorities hereby conferred on the Committee, and without in any way limiting such powers and authorities, the Committee shall have the following further special powers:
 - i) to appoint such agents, officers, clerks and servants for permanent, temporary or special services as they think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as they may think fit,

and to suspend or discharge any such persons at their discretion;

- ii) to execute in the name of the Association any contracts;
 - iii) to refer any claim or demand by or against the Association to arbitration and to perform, or refuse to perform, the award;
 - iv) to make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association;
 - v) to appoint persons who shall be entitled, on behalf of the Association, to sign bills of exchange, cheques receipts and negotiable instruments;
 - vi) to make, vary and repeal By-laws for the regulation of the affairs of the Association, its officers and servants, or the members of any class of the Association, provided that such are not inconsistent with or contrary to the Constitution herein contained;
 - vii) to delegate to any subcommittee or subcommittees all or any of the authorities conferred on the Committee by these rules (save under clause 29(c) below) and such subcommittee shall have such powers as may be conferred on it at the time of its appointment, or thereafter, by the Committee of the Association and to be subject in all respects to such rules and by-laws or instructions as may from time to time be framed, given or approved by the Committee;
 - viii) to fix the remuneration of the Association's auditor or auditors.
- b)** The Association in general meeting may review, approve or amend any decision of the Committee, but no such decision of the Association shall invalidate any action taken by the Committee in accordance with these rules.

19) Termination of office of Committee members

- a)** Any member of the Committee absenting himself without leave of the Committee for more than three (3) consecutive meetings held over a period of more than thirty (30) days, of which due notice has been given, shall cease to be a member of the Committee.
- b)** Any member of the Committee who ceases to hold the necessary qualifications shall cease to be a member of the Committee.
- c)** In the event of any member of the Committee elected to such office at any Annual General Meeting ceasing to hold the necessary qualifications or ceasing to be a member of the Committee for any reason whatsoever, the Committee shall have the power to fill such vacancy for the remainder of the period of office of such member.

20) Meetings of the Committee

- a)** The elected President of the Association, and in his absence the Vice-President shall automatically become Chairman of any meetings of the Committee. In the absence of both the President and the Vice-President, the Committee shall elect one of the members present to act as Chairman.
- b)** The Committee shall meet at four (4) times in each year. Two (2) weeks' notice at least shall be given of all meetings of the Committee to all members, unless all members of the Committee agree to accept shorter notice.

- c) The quorum for a meeting of the Committee shall be five (5) elected members present at the commencement of and throughout the meeting. Any decision of the Committee shall be by majority vote by show of hands of those present. Each person entitled to be present and to vote shall have one vote and the Chairman of the meeting shall have a casting vote in addition to his deliberative vote. No voting by proxy shall be permitted.
- d) The Secretary-General of the Association shall convene a special meeting of the committee on the instructions of the President and Chairman of the Association or upon the written request of at least two members of the Committee.
- e) The Committee shall cause a register of all members of the the Association, together with their addresses, and proper accounting records, to be kept and it shall further cause minutes to be kept of the appointment of officers and names of members of the Committee present at any meeting, together with minutes of all resolutions and all proceedings taken at any such meeting. All such minutes shall be duly entered into books properly kept and provided for that purpose. Any such minutes, or an extract therefrom, signed by the chairman, shall be received as prima facie evidence of the matters therein stated.
- f) Members of the Committee serve as representatives of their organisations, and not in a personal capacity.
- g) A resolution in writing which is signed by all members of the Committee and inserted in the minute book of the Committee shall be as valid and effective as if passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form, each of which is signed by one or more members of the Committee, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last member of the Committee entitled to sign it.
- h) All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- i) The inadvertent omission to give notice of any meeting of the Committee shall not invalidate the proceedings at any such meeting.
- j) The proceedings of the Committee shall be valid notwithstanding any temporary vacancy in the Committee.

21) Annual General Meetings

- a) The Annual General Meeting of members of the Association shall be held at such time and place as the Committee may determine but as soon as may be after the first day of April in each year.
- b) Notice of the date, time and place for the holding of the Annual General Meeting shall be posted by letter to each of the members of the Association at his registered address as appearing in the register of members, at least four (4) weeks before the date fixed for the holding of such meeting.
- c) The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.
- d) Notice of the terms of any resolution to be proposed at an Annual General Meeting, other than concerning ordinary and general business, shall be lodged with the Secretary-General at least

fourteen (14) days before the date fixed for such meeting.

- e) Notice of any proposed resolution adding to, repealing or amending any of these rules or any part of the Constitution shall be given as provided in clause 28(b) below.

22) Proceedings at Annual General Meeting

- a) At the Annual General Meeting the Committee shall present an audited balance sheet and income statement drawn as at 31 December of the preceding financial year, together with its report.
- b) The ordinary business to be done at an annual general meeting shall be as follows:
 - i) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting(s) held since the previous Annual General Meeting;
 - ii) to receive and consider the report of the Committee and the financial statements for the preceding financial year with the auditors' report thereon;
 - iii) to elect a President of the Association nominated by the members;
 - iv) to elect a Vice-President, Secretary-General and Treasurer of the Association nominated by the members;
 - v) to elect three (3) persons chosen from the representatives of Premium members;
 - vi) to elect three (3) persons chosen from the representatives of Platinum members;
 - vii) to appoint the Association's legal adviser;
 - viii) to appoint the Association's auditor;
 - ix) to consider and to pass, with or without modification, any resolutions concerning the affairs of the Association of which due and proper notice has been given and any other business concerning the affairs of the Association.

23) Special General Meetings

- a) The Committee may at any time, through the Secretary-General, call a Special General Meeting of members by giving not less than fourteen (14) days' notice to members specifying for what object or objects the meeting is called.
- b) The Secretary-General shall convene a Special General Meeting of members of the Association, upon receiving a requisition in that behalf signed by not less than ten (10) Subscribed, Premium or Platinum members, specifying any resolution or resolutions proposed to be moved or other business to be discussed. The Secretary-General shall post to each member at his registered address a copy of such notice at least fourteen (14) days prior to the holding of the meeting.
- c) The omission to send by post any such notice to any member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

24) Quorum at general meetings

The quorum for a general meeting of members shall be thirty (30) Subscribed, Premium or Platinum members entitled to vote thereat; provided that if no quorum be present within fifteen

(15) minutes after the time fixed for the meeting, it shall, in the case of an Annual General Meeting or a Special General Meeting called by the committee, be postponed to the same day and hour in the following week and at such adjourned meeting, the ordinary members present shall be deemed to be a quorum for the transaction of the business of the meeting.

In the case of a Special General Meeting called by requisition of members, if no quorum is present upon the date fixed, and within fifteen (15) minutes after the time fixed for the meeting, it shall be dissolved.

25) Chairman at general meetings

The chair at all general or Special General Meetings of the members of the Association shall be taken by the President of the Association or, in his absence, by the Vice-President. Should both be absent, the members present shall elect a chairman for that meeting from among the other members of the Committee present, if any, or, failing their presence, a chairman shall be elected, being a person who is entitled to vote at an Annual General Meeting, from among those members present.

26) Adjournment of general meetings

The chairman of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

27) Voting

- a) Only Subscribed, Premium and Platinum members shall be eligible and entitled to vote at an Annual or Special General Meeting of members of the Association and each such member shall have one vote.
- b) In connection with the election of members of the Committee, the voting shall take place as provided in clause 17 above.
- c) Save as otherwise provided in this Constitution, any business, resolution or question submitted to such a meeting for decision shall be decided by majority vote of those present and entitled to vote and, in the first instance, by a show of hands. Corporate members shall be represented by a representative whose identity has been notified to the Secretary-General under clause 32. No proxies shall be permitted.

The Chairman of any such meeting shall have a casting as well as a deliberative vote, provided, however, that a ballot may be demanded by not less than fifteen (15) Subscribed, Premium or Platinum members present at the meeting. Should any such ballot be demanded, it shall be taken in such a manner and at such time and place as the chairman of the meeting may direct.

- d) A declaration by the Chairman of the meeting of the result of a show of hands or a ballot, as the case may be, shall be conclusive.

28) Amendments to Constitution

- a) The Constitution of the Association, or any part thereof, as contained in these rules, shall not be repealed or amended, and no new rules shall be made, save by a resolution adopted by a majority of two-thirds of the Subscribed, Premium and Platinum members of the Association present at an Annual or Special General Meeting of members of the Association, of which due and proper notice has been given.

- b) Fourteen (14) days' notice of the intention to propose and move a resolution for the adoption of a new rule or the repeal or amendment of an existing rule and setting out the terms of such proposed resolution, shall be given to the Secretary-General, who shall forthwith notify the Committee and send a copy of such notice by post to each member of the Association at the address of each member appearing in the register of members.

29) Misconduct of members

- a) A member of the Association shall be guilty of misconduct should he, in the opinion of the Committee:
 - i) commit any breach of this Constitution or the Rules or By-laws of the Association; or
 - ii) be guilty of any improper conduct; or
 - iii) fail to make payment of any money due to the Association after due notice; or
 - iv) be guilty of conduct in any way offensive to members of any class or to the Committee; or
 - v) introduce into the Association or any meeting of the Association any person whose presence therein shall be prejudicial to the interests and reputation of the Association or objectionable to the members as a whole; or
 - vi) be guilty of behaving in a manner unbecoming a member of the Association or prejudicial to the interests and reputation of the Association, whether within the Association's premises or outside them, or without cause or justification behave in a manner which is offensive or unbecoming towards any other member, or guest, or the staff employed by the Association.
- b) The hearing and investigation of any complaint as to the conduct of a member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the Committee, provided, however, that the member whose conduct is the subject of complaint and investigation shall be informed of the nature of the complaint, or the Committee shall take any reasonable steps to bring to his notice the nature thereof, by posting a registered letter to his registered or residential address or otherwise, and provided that such member shall be afforded an opportunity of replying to any such complaint, whether in writing or in such other manner as the Committee may determine.
- c) The powers and duties of the Committee as set out in this rule shall not be delegated to any other subcommittee or body.
- d) The Committee, after investigation, shall have the power in regard to a member who, in its opinion, has been guilty of misconduct as described in sub-clause(a) above:
 - i) to expel such member, who shall be ineligible for re-election; or
 - ii) to deprive such member of any or all of the rights, benefits and privileges of his membership during such time or period as the Committee in its absolute discretion may deem fit; or
 - iii) to call upon such member in writing, through the Secretary-General, to resign and, if he fails to tender his resignation within seven (7) days of the date of such request, to expel such member, who shall then be ineligible for re-election; or
 - iv) to reprimand and/or censure such member, or

- v) to caution such member; or
- vi) to impose such condition upon such member as to the use of the facilities of the Association as the Committee may in its sole discretion determine.
- e) The decision of the Committee under this rule shall be notified to such member by posting a registered letter to such member at his registered or residential address.

30) Right of appeal

- a) Any member who is expelled or called upon to resign or otherwise dealt with by the Committee in terms of clause 29 above shall have the right, within twenty one (21) days after the date of posting to him by the Secretary-General to his registered or residential address a notice under clause 29(e) above, to lodge an appeal in writing against the decision of the committee, to a Special General Meeting of members which shall be convened forthwith by the Secretary-General upon receipt of the notice of appeal and upon such member depositing with the Secretary-General a sum of money sufficient, in the opinion of the Committee, to cover the expenses which may be incurred in the convening and holding of such a meeting.

Such deposit shall be returned to such member in the event of his appeal proving successful but, if such an appeal fails either wholly or in part, the expenses which may be incurred in the convening and holding of such meeting shall be borne by such member and any refund of the deposit or part thereof shall be in the sole discretion of the Committee.

- b) The notice of an appeal shall not have the effect of suspending the operation of such decision pending the hearing of the appeal.

31) Interpretation

- a) Save where the context otherwise requires, singular words shall be deemed to import the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.
- b) In case of bona fide doubt or dispute as to the meaning and interpretation of any of the rules and by-laws of the Association or in connection with any other matter whatsoever, the Committee for the time being which rules thereon shall be the arbiter and its decision shall be binding upon the members of all classes of the Association, subject to any resolution of a general meeting of the Association thereon.

32) Register of members

All members shall communicate their addresses from time to time to the Secretary-General, who shall keep a register of the names of members and of their addresses. A corporate member shall notify the Secretary-General from time to time the name or names of persons who are authorised to represent that corporate member at meetings of the Association.

33) General

- a) A copy of the Rules and By-laws and of any repeal or amendment thereto or new rule effected from time to time shall be available for the inspection of the members upon application to the Secretary-General. Every person, upon becoming a member of the Association, shall receive on request a copy of the rules of the Association as embodied in this Constitution, or as amended from time to time, together with such By-laws as may be in force.
- b) A special notice or account to a member shall be properly delivered by posting it to the member's registered address as appearing in the register of members. In the event of any

member failing to register his address, or in the event of letters posted to the registered address being returned, such notice shall be considered as having been properly given by placing the same on the notice-board of the Association.

34) Indemnity

Every member, officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own gross negligence, dishonesty or breach of trust.

35) Winding-up

The Association may be dissolved by a resolution passed at a Special General Meeting called for that purpose, provided that such resolution is passed by a majority of two-thirds of the members present and entitled to vote at such meeting and, further, that such resolution is confirmed at a Special General Meeting held not less than four (4) weeks thereafter by a majority vote of members entitled to be present and vote thereon. In the event of such resolution being passed at the second Special General Meeting, that meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the association after winding-up and after the payment of all the debts and obligations of the Association, provided that any surplus assets shall be given or transferred to some other association or institution, with objects similar to those of the Association, exempt from tax under the laws relating to income tax and donations tax.