

The Automobile Association of

Zimbabwe

CONSTITUTION

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**The Automobile Association of
Zimbabwe
CONSTITUTION**

Title

1. (1) This Constitution may be cited as the Constitution of the Automobile Association of Zimbabwe.
- (2) The name of the Association shall be “The Automobile Association of Zimbabwe” which shall be used in its operations within Zimbabwe.
- (3) Where the Association carries on its operations in any territory outside Zimbabwe the name of the Association in any such territory shall be approved by the Council and shall include the words “Automobile Association”.
- (4) The Association shall be capable of instituting or defending legal proceedings in its own name or in any other name which has been approved in terms of this section.

Date of Commencement

2. This Constitution shall come into force on 16th April, 1976.

Interpretation of Terms

3. (1) In this Constitution unless inconsistent with the context: “affiliated association” means the Automobile Association in the United Kingdom and the Automobile Association of South Africa and such other associations as may from time to time be designated as affiliated associations by the Council;
“annual meeting”, in relation to the Council or an Area, means a meeting called in terms of subsection (2) of section **eleven** or section **sixteen**, as the case may be;
“Area” means one of the parts into which Zimbabwe and any other territory in which the Association carries on its operations is divided in terms of subsection (1) of

section **thirteen**;

“area committee” means a committee elected in terms of section **fifteen**; “area office”, in relation to a member, means the office of the Association at which the member is registered;

“Association” means the Automobile Association of Zimbabwe;

“business member” means a business house which is admitted to membership in terms of section **twenty-three**;

“Council” means the Council of the Association elected in terms of section **eight**;

“councillor” means a member of the Council;

“Executive Committee” means the Executive Committee of the Council elected in terms of subsection (12) of section **eleven**;

“General Manager” means the General Manager of the Association;

“honorary life member” means a person who is appointed as an honorary life member by the Council in terms of section **twenty-two**;

“honorary member” means a person who is appointed an honorary member by the Council in terms of section **twenty-two**;

“life member” means a person who was admitted to life membership in terms of section **twenty-one**;

“member” means a member of the Association; “notice” —

(a) means a written communication directed to a councillor, trustee or other officer or member, as the case may be, at the address shown against his name in the register of members; and

(b) includes publication in a newspaper circulating in the area in question;

“ordinary member” means a person who has been admitted as a member and who has paid the prescribed entrance fee (unless specially exempted) and who pays the annual subscription as determined by the Council and includes the wife of a member who pays a reduced subscription;

“recognised organisation” means a body of persons recognised by the Council

as having the same objects as the Association which carries on its operations outside Zimbabwe;

“regulation or rule” means a regulation or rule made in terms of this Constitution.

- (2) A member shall be deemed to be resident in an Area for the purposes of this Constitution if he is registered as a member at the Area office.
- (3) A member or an applicant for membership who is not resident in Zimbabwe shall be assumed for the purposes of this Constitution to be resident in the Mashonaland Area but shall not be eligible for election to the Council, an Area Committee or other committee.

Objects of Association

4. The objects of the Association shall be to promote and encourage motoring and the interests of motorists and other travellers by land, sea and air.

Area of Operations

5. (1) The Association may carry on its operations within Zimbabwe and within such other territories as the Council may determine.
- (2) The Association may establish a branch of the Association in any territory outside Zimbabwe in which the Association carries an its operations.

Headquarters

6. The headquarters of the Association shall be in Harare

Control and Management

7. (1) The control and management of the Association and of its operations shall, subject to the provisions of sections twelve and thirty-nine, be vested in the Council.
- (2) The financial year of the Association shall be the period of twelve months ended on the 31st December in each year.

Constitution of Council

8. (1) The Council of the Association shall consist of thirteen members.
- (2) The members of the Council shall be elected by an Area Committee at every first

ordinary meeting which shall be held immediately following the annual meeting of that Area.

Representation of Areas shall be on the following basis —

Mashonaland 6

Manicaland 2

Matabeleland 3

Midlands/Victoria 2

- (3) An Area Committee may elect alternate councillors from amongst the members of that Area Committee.
- (4) An Area Committee shall, as soon as may be following its first ordinary meeting and in any event not later than seven days after such meeting, furnish the General Manager with a list of the names of councillors and alternate councillors elected by the Area Committee in terms of this section.
- (5) If an Area Committee fails to furnish a list of the names of councillors in terms of subsection (4) the Council may elect one or more members resident in that Area who are members of that Area Committee as councillors to represent the Area.

Terms of Office of Councillors

9. (1) (a) The term of office of a councillor shall commence on the day on which the annual meeting of the Council is held and shall end on the day immediately preceding the next following annual meeting.
(b) A councillor shall be eligible for re-election on the elapse of the period for which he was elected.
- (2) Upon the death of or vacation of office by a councillor before the elapse of the period for which he was elected in terms of subsection (1) the Area Committee by whom he was elected shall elect one of its members to fill the vacancy until the elapse of the period during which the councillor would but for his death or the vacation of his office, have continued in office.
- (3) If an Area Committee fails to fill a vacancy as required by subsection (2) the Council

may appoint a member resident in the Area who is a member of that Area Committee to fill the vacancy.

Powers of Council

10. For the purposes of promoting the objects of the Association referred to in section **four** and exercising the functions vested in the Council by section **seven**, the Council may —
- (a) provide and maintain all such facilities and services for members and other persons and perform all such other acts as are provided, maintained and performed by organisations having the same objects as the Association;
 - (b) establish and construct offices, workshops and other premises necessary or convenient for the purposes of the operations of the Association, and for those purposes, cause to be bought taken on lease or exchanged, hired or otherwise acquired immovable property and interests in the rights over immovable property and concessions, grants, rights, powers and privileges in respect of immovable property;
 - (c) cause to be bought, taken in exchange, hired or otherwise acquired movable property, Including motor vehicles, machinery, tools and apparatus. necessary or convenient for the purposes of the operations of the Association;
 - (d) maintain, alter and improve any property referred to in paragraph (b) or (c);
 - (e) cause to be sold, exchanged, leased, mortgaged, pledged, disposed at turned to account or otherwise dealt with any property referred to in paragraph (b) or (c) or any part of any such property which is not required for the purposes of the operations of the Association;
 - (f) enter into, renew, cancel or abandon arrangements with any person or any government or authority, local or otherwise, which may seem to the Council to be conducive to the attainment of the objects of the Association and obtain from such a person, government or authority rights, privileges and concessions which the Council may think it desirable to obtain and carry out, exercise and comply with any such

- arrangements, rights, privileges and concessions;
- (g) open and operate banking or building society accounts and draw, make, accept, endorse, discount, extend, execute and issue for the purposes of the operations of the Association promissory notes, bills of exchange, cheque.. securities and other negotiable and transferable instruments;
 - (h) cause moneys to be raised, temporarily or otherwise, for the purposes of the operations of the Association by such means as the Council may think desirable;
 - (i) invest moneys of the Association which are not immediately required for the purposes of the operations of the Association in such manner as the Council may think desirable and vary or realise investments so made;
 - (j) donate, subscribe or guarantee moneys for any purposes which may seem to the Council to be conducive to the attainment of the objects of the Association;
 - (k) engage in road safety research, provide or assist other persons in providing facilities for training, education and research in road safety, investigate problems affecting motorists and other travellers and conduct experimental work in that connection;
 - (l) compile, print publish and distribute, with or Without charge, publications relating, wholly or partly, to the operations of the Association and manors of concern or interest to motorists and other travellers;
 - (m) employ a general manager, a deputy general manager and such other persons and such agents as the Council may think desirable for the purposes of the operations of the Association;
 - (n) pay to persons in the employment of the Association and its agents such remuneration and allowances and grant such leave of absence and other benefits to persons in the employment of the Association as the Council may think desirable;
 - (o) provide benefits for persons in the employment of the Association on their retirement, resignation, discharge or other termination of employment or in the event of their sickness or injury and for their dependants and for that purpose effect policies of insurance, establish pension or provident funds or make such other provision as may

be necessary to secure for persons in the employment of the Association and their dependants any or all of the benefits to which the provision of this paragraph relate;

- (p) make regulations or rules —
 - (i) providing for the matters referred to in paragraphs (m), (n) and (o);
 - (ii) providing for the control and management of Areas, the regulation of branches of the Association and the carrying on of the operations of the Association; and
 - (iii) providing for all matters which, by this Constitution, are required or permitted to be prescribed or which, in the opinion of the Council, are necessary or convenient to be prescribed for carrying out or giving effect to the provisions of this Constitution;
- (q) exercise such powers and functions and perform such duties as are conferred or imposed upon the Council by other provisions of this Constitution and do all such other things as are incidental to the exercise of the functions of the Council and of the powers specified in this section or are conducive, directly or indirectly, to the attainment of the objects of the Association, and in particular to pay for and provide for purposes of retail trade to Members, items and goods required by motorists or travellers, and for this purpose to apply for any trading licences necessary for such purposes.

Meetings and Procedure of Council

- 11. (1) The Council shall, subject to the provisions of this section, hold its meetings and conduct its proceedings in accordance with the provisions of section **seventeen**.
- (2) The Council shall meet in annual meeting every year in May and may moot in ordinary meeting at such times and on such days as the Council may appoint. If, in any particular year, it is not possible or expedient for the Council to meet in May it shall meet in June of that year.

- (3) Not less than 30 days notice shall be given of an annual meeting of the Council.
- (4) Representatives of the news media, if invited to do so by the Chairman of the Council, may attend an annual meeting of the Council during the pleasure of the Council.
- (5) Only councillors or alternate councillors may speak or vote at an annual meeting of the Council
- (6) In addition to the annual meeting the Council may meet every year in ordinary meetings as necessary.
- (7) Not less than 7 days' notice shall be given of an ordinary meeting of the Council.
- (8) Save as is provided in subsection (5) of section **thirteen** members shall not be entitled to attend an ordinary meeting of the Council.
- (9) The General Manager shall convene an ordinary meeting of the Council on the requisition of the Chairman of the Council or on the requisition of not less than four councillors.
- (10) The quorum at an annual or ordinary meeting of the Council shall be a majority of the total number of councillors.
- (11) The General Manager shall convene the annual meeting of the Council
- (12) At the meeting referred to in subsection (11) the Council —
 - (a) shall elect the Chairman, Vice-Chairman, President and Vice Presidents of the Association, and
 - (b) shall, subject to the provisions of subsection (3) of section **seventeen**, elect from amongst its members, an Executive Committee.
- (13) The Council may at any meeting —
 - (a) elect as an alternate member of the Executive Committee a councillor or alternate councillor who shall hold office at the discretion of the Council; and
 - (b) elect a councillor to fill a vacancy which may have occurred by reason of the death of or vacation of office by a member of the Executive Committee.

Executive Committee

12. (1) An Executive Committee which is elected in terms of subsection (12) of section **eleven** shall consist of such number of members as the Council may determine. Each Area shall be represented on the Executive Committee by not less than one member which member may include the Chairman and the Vice-Chairman.
- (2) The Council may —
 - (a) confer and impose upon the Executive Committee such of the powers, functions and duties of the Council as the Council may think desirable; and
 - (b) cancel or vary at any time any delegation of powers, functions and duties made in terms of paragraph (a).
- (3) The Council shall not exercise any power or function or perform any duty which has been delegated to the Executive Committee whilst that power, function or duty is so delegated.
- (4) Unless all the members of the Executive Committee otherwise agree not less than two days' notice shall be given of a meeting of the Executive Committee. For the purpose of this subsection "notice" includes verbal notice.
- (5) The quorum at a meeting of the Executive Committee shall be such number of the Executive Committee as the Council may determine.
- (6) It shall be the duty of the Executive Committee to report to the Council at its next meeting any executive action which the Executive Committee may have taken in pursuance of the exercise of any power or function or the performance of any duty delegated to the Executive Committee in terms of subsection (2).
- (7) The Executive Committee shall, subject to the provisions of this section, hold its meetings and conduct its proceedings in accordance with the provisions of section **seventeen**.
- (8) The General Manager shall convene a meeting of the Executive Committee on the requisition of the Chairman or on the requisition of a majority of the members of the Executive Committee.
- (9) Save as is otherwise provided in subsection (5) of Section 13 only such persons who

have been duly elected or appointed as members. of the Executive Committee or who are authorised so to do in terms of the Constitution may be present at a meeting of that committee.

Areas and Area Committees

13. (1) The Council may from time to time—
 - (a) divide Zimbabwe and any other territory in which the Association carries on its operations into Areas; and
 - (b) alter the boundaries of any Area by increasing, reducing or otherwise varying the size of the Area or by creating another Area or by merging one Area with another.
- (2) In each Area there shall be a committee of four or such greater number of members, not exceeding eight members, resident in the Area which shall, subject to the provisions of this section and of the regulations and rules, exercise such duties within the Area as are assigned to it by this section or are delegated to it by the Council. Subject to the provisions of this subsection the number of members comprising an Area Committee shall be decided by the Area Committee concerned.
- (3) On the establishment of an Area the Council shall —
 - (a) give a name to the Area; and
 - (b) appoint an interim Area Committee which shall hold office until immediately before elections to the Area Committee are held at the first annual meeting of the Area.
- (4) An Area Committee may —
 - (a) decide such questions as are within its competence and make known matters of motoring policy of special interest or concern to motorists in the Area; and
 - (b) make representations regarding questions and matters referred to in paragraph (a) to the appropriate authorities exercising local jurisdiction within the Area; and

- (c) make representations to the Council or Executive Committee regarding anything which, in the opinion of the Area Committee, is necessary for or conducive to the attainment of the objects of the Association.
- (5) Representations referred to in paragraph (c) of subsection (4) may be made to the Council or Executive Committee by a member of an Area Committee appointed by the Area Committee for the purpose who —
- (a) may attend any meeting of the Council or Executive Committee held for the purpose of considering the representations;
 - (b) may speak only to the matter with respect to which the representations are made; and
 - (c) shall not vote at any meeting referred to in paragraph (a) unless he is a councillor.
- (6) An Area Committee shall not have power to —
- (a) incur any financial obligation in the name of the Association; or
 - (b) bind or pledge the credit of the Association in any way; or
 - (c) change the name of the Area; without the approval of the Council.
- (7) An Area Committee shall, as soon as may be after the conclusion of any meeting, submit to the Executive Committee a copy of the minutes of that meeting of the Area Committee or of any sub-Committee thereof.

Meetings and Proceedings of Area Committees

14. (1) An Area Committee shall, subject to the provisions of this section and section eight, hold its meetings and conduct its proceedings in accordance with the provisions of section **seventeen**.
- (2) Not less than seven days' notice shall be given of a meeting of an Area Committee.
- (3) Members shall not be entitled to attend a meeting of an Area Committee.
- (4) The Area Manager shall convene a meeting of the Area Committee on the requisition of the Chairman of the Area Committee or on the requisition of not less than three members of the Area Committee.

- (5) The quorum at a meeting of an Area Committee shall be half of the total number of members of the Area Committee.

**Election and terms of Office of Members
of Area Committees**

15. (1) At the first annual meeting of an Area established after the date of commencement of this Constitution the members present shall elect all the members of the Area Committee and at subsequent annual meetings a sufficient number to fill the vacancies occasioned by the retirement of members of the Area Committee in terms of subsection (5).
- (2) Nominations for elections to an Area Committee which shall be proposed and seconded in writing and accompanied by the consent in writing of the person nominated shall be lodged with the Area Manager not less than seven days before the annual meeting of the Area.
- (3) If the number of persons nominated for election to an Area Committee is less than the number of vacancies the Area Committee may, subject to the provisions of subsection (8), appoint a person to hold office as a member of that Area Committee.
- (4) If the number of persons nominated for election to an Area Committee is the same as or is a lesser number than the number of vacancies to be filled the persons nominated shall be declared at the annual meeting of that area at which elections would otherwise have been held to be and shall, without election, become members of the Area Committee.
- (5) A member of an Area Committee shall hold office from the time of his election until the opening of the third annual meeting next following his election or appointment:
Provided that of the members first elected or appointed to an Area Committee established after the date of commencement of this Constitution —
 - (a) one-third or the number nearest one-third, who shall be determined by lot shall retire

on the opening of the first annual meeting next following their election or appointment; and

- (b) one-third or the number nearest one-third, who shall be determined by lot shall retire on the opening of the second annual meeting next following their election or appointment.
- (6) A member of an Area Committee who retires shall be eligible for re-election or re-appointment.
- (7) Upon the death of a member of an Area Committee or vacation of office by a member of an Area Committee otherwise than by reason of his retirement the Area Committee may appoint a person to fill the vacancy until the elapse of the period during which the member would but for his death or vacation of office, have continued in office.
- (8) No person shall be qualified to be elected or appointed to an Area Committee unless he is a member resident in the Area.
- (9) A member of an Area Committee who fails to attend three consecutive meetings of that Committee without having previously obtained leave of absence shall forthwith cease to be a member of that Committee.

Annual Meetings of Areas

- 16. (1) An Area Committee shall call an annual meeting of the members resident in the Area on such day during the month of April as the Council or the Executive Committee acting on behalf of the Council may determine after consultation with the Area Committee.
- (2) Members resident in an Area shall be entitled to attend and representatives of the news media, if invited to do so by the Chairman of the Area Committee, may attend an annual meeting of that Area during the pleasure of the Area Committee.
- (3) Members attending an annual meeting of an Area as provided in subsection (1) may speak to a question proposed from the Chair or to the speech of the President or the

Chairman, as the case may be, but only members of that Area Committee may vote on any question proposed from the Chair.

- (4) Not less than fourteen days' notice shall be given of an annual meeting of an Area.
- (5) The quorum at an annual meeting shall be six members resident in the Area.
- (6) A resolution passed at an annual meeting shall be placed before the Council or the Executive Committee, as the case may be. for its consideration at its meeting next following the passing of the resolution.
- (7) Not less than seven days before an annual meeting the Council shall make available for inspection at the Area office by or furnish to members resident in the Area an audited balance sheet and statements for the period of twelve months ending on 31st December immediately preceding the date of the meeting showing the assets and liabilities and revenue and expenditure of the Association in that period.

Procedure Generally:

Election of Presiding Officers and Alternates

17. (1) Subject to the provisions of this Constitution and of the regulations and rules of the Council, the Executive Committee, an Area Committee, a committee or sub-committee shall meet together for the despatch of business and adjourn, close and otherwise regulate its meetings as it thinks fit.
- (2) At its first meeting after its election or appointment as the case may be, an Area Committee, committee or sub-committee shall, before it proceeds to the despatch of any other business, elect a Chairman and Vice-Chairman to preside at its meetings as in this section is provided.
- (3) The Chairman and Vice-Chairman of the Executive Committee shall be the same persons as are Chairman and Vice-Chairman respectively of the Council.
- (4) At its first meeting after the death of or vacation of office by a Chairman or Vice-Chairman the Council, an Area Committee, committee or subcommittee shall elect a person to be its Chairman or Vice-Chairmen, as the case may be.
- (5) If the Chairman of the Council, Executive Committee, an Area Committee, committee

or sub-committee is prevented by illness, absence or other cause from exercising his functions, the Vice-Chairman shall exercise the powers and fulfil the duties of the Chairman.

- (6) If at a meeting of the Council, Executive Committee, an Area Committee, committee or sub-committee the Chairman and Vice-Chairman are absent the members present may elect one of their number to preside as chairman at the meeting.
- (7) An alternate councillor or alternate member of the Executive Committee shall —
 - (a) act as a councillor or member of the Executive Committee only when the person for whom he is required to act is unable to exercise his functions by reason of illness, absence or other cause;
 - (b) exercise the functions and powers and perform the duties of the person to whom he is alternate;

Provided that an alternate to the Chairman or Vice-Chairman shall not exercise the functions and powers or perform the duties of the Chairman or Vice-Chairman, as the case may be, unless he is elected to act in that capacity in terms of subsection (6)

- (8) Subject to the provisions of this Constitution, all acts, matters or things authorised or required to be done by the Council, Executive Committee, an Area Committee, committee or sub-committee may be decided by a majority vote at a meeting at which a quorum is present.
- (9) At all meetings of the Council, Executive Committee, an Area Committee, committee or sub-committee each councillor or member present shall have one vote on any question before it and, in the event of an equality of votes, the question shall be negatived.
- (10) No decision or act of the Council, Executive Committee, an Area Committee, committee or sub-committee or act done under its authority shall be invalid by reason only of the fact that -
 - (a) the Council, Executive Committee, Area Committee, committee or sub-

committee consisted of fewer persons than the number fixed in terms of this Constitution; or

- (b) a disqualified person acted as a councillor or member at the time the decision was taken or the act was done or authorised; if the decision was taken or the act was done or authorised by a majority vote of the persons who at the time were entitled to act as councillors or members, as the case may be.
- (11) Votes at all meetings of the Council, Executive Committee, an Area Committee, committee or sub-committee shall be taken, subject to the provisions of subsection (3) of section **twenty-nine**, subsection (2) of section **thirty**, subsection (5) of section **thirty-five** subsection (4) of section **thirty-six** and subsection (5) of section **forty-one**, by a show of hands unless a ballot is demanded by not less than one-fourth of the councillors or members present.
 - (12) Subject to the provisions of section **forty**, councillors and members shall vote at all meetings in person.
 - (13) Save as is otherwise provided in this Constitution not less than seven days' notice shall be given of any meeting.
 - (14) If a quorum is not present within fifteen minutes of the time appointed for a meeting the meeting shall stand adjourned and the Chairman shall convene a meeting for a later time in the day or for a time on a future day.
 - (15) Unless the Chairman or other person presiding otherwise decides, no matter shall be discussed which did not appear on the agenda for that meeting.

Committees, Sub-Committees and co-opted persons

- 18. (1) The Council, the Executive Committee or an Area Committee may —
 - (a) such purposes as the Council the Executive Committee or Arm Committee, as the case may be, may think desirable;
 - (b) delegate to a committee or sub-committee such authority as may be required

for carrying out the purposes for which it was appointed;

- (c) co-opt persons for service on the Council, Executive Committee or Area Committee, as the case may be, or for any other purpose connected with the attainment of the objects of the Association. Provided that any person so co-opted shall not be entitled to vote on any matter nor shall such person form part of the required quorum at any meeting held by the Council, the Executive Committee or an Area Committee.
- (2) A Committee or sub-committee may co-opt persons to serve on the committee or sub-committee with the approval of the body by which it was appointed.

Classes of Members

- 19. The Association shall consist of members of the following classes —
 - (a) ordinary members;
 - (b) life members;
 - (c) honorary life members;
 - (d) honorary members;
 - (e) business members;
 - (f) senior members;
 - (g) such other class or classes of members as the Council may think desirable.

Qualifications for Membership

- 20. (1) The Council shall, subject to the provisions of this Constitution, prescribe the qualifications for and the conditions of each of the different classes of membership referred to in section am **nineteen**, the methods of admittance, appointment or election thereto and the fees and subscriptions, if any, payable in that connection.

- (2) In pursuance of the provisions of subsection (1) the Council may delegate to an Area Committee or such agents of the Association or persons in the employment of the Association as the Council may think desirable the power to admit a person as a member of any of the classes referred to in paragraphs (a) and (e).
- (3) The Council may set aside a decision of an Area Committee, agent or person in the employment of the Association referred to in subsection (2) which is made in the exercise of the power delegated by the Council in terms of that subsection.
- (4) The Council, an Area Committee, agent or person in the employment of the Association referred to in subsection (2) may refuse membership to any person without assigning any reason for the refusal.

Life Members

21. (1) Life members shall be those members who were admitted as life members before the 1st December 1957 on payment of a fee.
- (2) A life member shall have the same rights and privileges as an ordinary member.

Honorary Members

22. (1) The Council may appoint honorary life members who shall have the same rights and privileges as an ordinary member.
- (2) The Council may appoint honorary members on such terms and conditions and for such periods as it may fix.

Unless the Council otherwise directs, an honorary member shall flat have the right to vote or be elected to the Council or any committee or subcommittee.

- (3) In its absolute discretion the Council may, without giving any reasons, expel an honorary life member or an honorary member.

Business Members

23. The Council may admit as a business member a business house which operates two or more private vehicles which are driven by the staff and are registered in the name of that business house. Members of the staff of a business house which has been granted business membership shall not have the right to vote or be elected to the Council or any committee or sub-

committee.

Senior Members (Council 29.6.93)

23a. The Council may admit certain elderly and long-standing members as Senior members of the Association at a reduced fee subject to the following qualifying conditions:

- (1) age 65 years;
- (2) 10 years continuous membership of the Automobile Association of Zimbabwe;
- (3) Membership fee to be 50% of the Ordinary membership subscription;
- (4) full membership and voting rights to be available;
- (5) only available on application; and,
- (6) not available for Spouse members.

Application for Membership

24. (1) A person who wishes to apply for membership of the Association shall apply to the Area office of the Area in which he is resident or to an agent of the Association or person in the employment of the Association who has been authorised to admit persons as members in terms of subsection (2) of section twenty.

(2) A person whose application for membership is accepted shall:

- (a) be registered as a member at the Area office of the Area in which he is resident; and
- (b) pay his first subscription and entrance fee, if any, as soon as he is notified of the acceptance of his application.

(3) A member shall, subject to the provisions of section twenty-six, pay subsequent subscriptions for each year which fall due on the first day following the month in which such member was admitted as a member and shall be payable in such manner as the Council may from time to time provide.

(4) A member shall, unless the Council otherwise determines, pay all subscriptions and fees due by him at an Area office or to an agent of the Association.

(5) A member who changes his residence from one Area to another shall, if, he applies to the Area office in the Area in which he becomes resident, be registered as a member

of that Area.

- (6) The rights or privileges of membership shall not be available to a member who is in default in the payment of his subscriptions or in the payment of any other monies due by him to the Association.
- (7) The Council may —
 - (a) exempt from payment of an entrance fee a member in good standing of a recognised organisation who applies to become a member within twelve months after changing his domicile: and
 - (b) alter the amount of the subscription payable by any particular member or class of member.

Resignation of Members

- 25. A member may resign his membership at any time.

Suspension of Membership

- 26. (1) On the application of a member who proposes to absent himself for a period of more than twelve months from Zimbabwe and any other territory in which the Association carries on its operations the General Manager or the appropriate Area Manager may suspend the membership of the member for the period of his proposed absence.
- (2) The rights and privileges of membership shall not be available to a member whose membership has been suspended during the period of the suspension of his membership.
- (3) An amount which bears the same proportion to the amount of the subscription paid by a member whose membership has been suspended as the period of his absence during the twelve months in respect of which the subscription was paid bears to twelve months shall be deducted from the subscription next payable by the member after his return.

Deprivation of Membership

- 27. The Council may deprive a member of his membership if, after the member has been given not less than one month's notice that his subscription is due, the member fails to pay his

subscription within the period fixed in the notice.

Transfer of Membership

28. If application is made to an Area office membership may be transferred from a spouse who dies to the surviving spouse:

Provided that application for transfer of membership shall be made before —

- (i) the last day of the period of six months beginning on the date of the death of the deceased spouse; or
- (ii) the day on which the subscription of the deceased spouse was next due to be paid; whichever is the later day.

Disciplinary Proceedings against Members

- (1) If, after affording him an opportunity of being heard at a meeting of the Council of which he has been given not less than ten days' notice, the Council resolves that a member —

- (a) has contravened a provision of this Constitution or of the regulations or ruin;
or
- (b) is guilty of conduct unbecoming to a member or prejudicial to the interests or reputation of the Association;

the Council may, subject to the provisions of this section, require the member to resign his membership.

- (2) A notice referred to in subsection (1) shall set forth the causes of the proposed resolution and its terms.
- (3) The Council shall not require a member to resign his membership in terms of subsection (1) unless the Council so resolves by a majority of not less than two-thirds of the total membership of the Council voting by ballot.

Expulsion of Members

30. (1) If, within fourteen days after he has been given notice of a resolution of the Council requiring him to resign his membership, a member has not resigned his membership, the Council may, subject to the provisions of subsection (2), expel the member from

the Association.

- (2) The Council shall not expel a member in terms of subsection (1) unless the Council so resolves by a majority of not less than two-thirds of the total membership of the Council voting by ballot.

Council not required to disclose reasons

31. The Council shall not be required to give reasons for any decision made in terms of section **twenty-nine, thirty** or subsection (5) of section **thirty -five**.

Cancellation of Registration of Membership

32. (1) On the resignation, deprivation of membership or expulsion of a member his name shall be removed from the register.
- (2) The resignation, deprivation of membership or expulsion of a member shall not prejudice the right of the Association to recover any arrears subscription or other moneys due by him to the Association.

Badge of Association

- 33 (1) The Association shall have a badge of a design approved by the Council.
- (2) The Council may from time to time alter the design of the badge of the Association.
- (3) The Council may Authorise the issue to members for display by members on their motor vehicles of a replica of the badge of the Association without charge or on payment of such fee as the Council may determine having regard to the cost of manufacture of the replica.

Patrons

34. (1) The Council may elect a Patron who shall, subject to the provisions of this section —
 - (a) hold office for such period as the Council may, at the time of election. determine; and
 - (b) be eligible for re-election on the elapse, of the period for which he was elected.

- (2) The Council may remove a Patron from office before the elapse of the period for which he was elected if it so resolves by a majority of more than two-Thirds of the total membership of the Council voting by ballot at a meeting of which not less than ten days notice has been given.
- (3) A Patron who is not a member shall, subject to the provisions of subsection (4), have the same rights and privileges as an ordinary member.
- (4) A Patron shall not be eligible for election either to the Council or to an Area Committee but may attend meetings of the Council or an Area committee at the invitation of the Chairman concerned.

Trustees

- 35. (1) The Council shall appoint not less than two trustees —
 - (a) in whom the immovable property of the Association shall be vested; and
 - (b) by whom such property shall be held in trust on behalf of the Association;
 Provided that the Council may, if it thinks it desirable, appoint a separate trustee or trustees in whom shall be vested and by whom shall be held any movable or immovable property of the Association which is situated outside Zimbabwe.
- (2) A trustee shall, subject to the provisions of this Constitution —
 - (a) hold office for such period as the Council may determine; and
 - (b) be eligible for re-appointment on the elapse of any period for which he is appointed.
- (3) The Council shall not appoint a person as a trustee and no person shall be qualified to hold office as a trustee who —
 - (a) is not a member; or
 - (b) has —
 - (i) been adjudged or otherwise declared insolvent or bankrupt and has not been rehabilitated or discharged; or
 - (ii) made an assignment to or an arrangement with his creditors which has not been rescinded or set aside.

- (4) A trustee shall vacate his office and his office shall become vacant —
 - (a) one month after the date he gives notice in writing to the Council of his intention to resign his office or after the elapse of such shorter period as he and the Council may agree; or
 - (b) if he becomes disqualified in terms of subsection (3) to hold office as a trustee; or
 - (c) if he is required in terms of subsection (5) to vacate his office.
- (5) The Council shall require a trustee to vacate his office if, after affording him
- (6) an opportunity of being heard, the Council so resolves by a majority of not less than two-thirds of the total membership of the Council voting by ballot at a meeting of which not less than ten days' notice, setting forth the causes of the proposed resolution and its terms, has been given to the trustee.
- (7) The trustees shall hold, sell, exchange, lease, mortgage or pledge, dispose of, turn to account or otherwise deal or act with respect to any property vested in and held by them in terms of this section in accordance with such directions as may be given to them by the Council and not otherwise.
- (8) The trustees shall have power to institute and defend legal proceedings on behalf of the Association when so authorised by the Council and for that purpose may sign and execute powers of attorney.

President and Vice-Presidents

- 36. (1) At its annual meeting in each year the Council shall elect a President who shall hold office until the day immediately preceding the next following annual meeting of the Council. The person so elected shall be eligible for re-election on the elapse of the period for which he was elected.
- (2) The President shall not be eligible for election either to the Council or to an Area Committee but may attend meetings of the Council or an Area Committee. The President shall be entitled to receive all such documents and papers as are distributed to members of the Council or to members of the Area Committee in whose Area he is

resident.

- (3) At its annual meeting in each year the Council may elect such number of Vice-Presidents as it may think fit, who shall hold office until the day Immediately preceding the next following annual meeting of the Council.
- (4) The Council may remove the President or a Vice-President from office before the elapse of the period for which he was elected if it so resolves by a majority of not less than two-thirds of the total membership of the Council voting by ballot.
- (5) An Area Committee may, at its first ordinary meeting in each year, submit to the Council nominations for the offices of President and Vice-President.

Indemnity for Councillors and Others

- 37 (1) A councillor, trustee or other office-bearer, member or person in the employment of the Association shall be indemnified out of the' funds of the Association against —
- (a) any costs, charges, expenses, losses and liabilities which —
 - (i) are incurred by him in that capacity; and
 - (ii) are not occasioned by his personal and wilful default or dishonesty; and
 - (b) any costs, charges, expenses, losses and liabilities which —
 - (i) are incurred by a fellow councillor, trustee, office-bearer, member or person in the employment of the Association; and
 - (ii) are not occasioned by the personal and wilful default or dishonesty of that fellow councillor, trustee, office-bearer, member or person to which he was privy.
- (2) The liability of members in respect of the obligations of the Association shall be limited to the total amount of the funds of the Association and the payment by each member of ten cents and of any subscription in arrears or other money which may be due by him to the Association.

Application of Association's Assets

- 38 (1) The Income and property of the Association shall be applied solely towards the promotion of the objects of the Association.
- (2) No part of the income or property of the Association shall, subject to the provisions of section **forty** be paid or transferred, directly, or Indirectly. by way of dividend, bonus or otherwise by way of profit to the members.

General Manager and Deputy General Manager (Finance)

39. (1) The Council shall appoint, on such terms and conditions as it may deem fit, a General Manager and a Deputy General Manager (Finance).
- The General Manager shall, subject to the control of the Council, be vested with the day to day management of the operations of the Association.
- (2) The General Manager shall —
- (a) cause to be kept and shall be responsible for the books of account and all other records of the Association; and
 - (b) exercise such other functions and perform such other duties as are assigned to him from time to time by the Council.'

(3) The Deputy General Manager (Finance) shall act in the place of the General Manager when the General Manager is absent.

(4) The General Manager and Deputy General Manager (Finance) may attend and speak but shall not vote at any meeting of the Council, Executive Committee, an Area Committee, committee or sub-committee.

(5) The General Manager and the Deputy General Manager (Finance) shall attend any such meeting as is referred to in this section when required to do so by the Chairman of the 'Council, Executive Committee, an Area Committee, committee or sub-committee.

Dissolution or Merger of Association

40. (1) The Association may be dissolved or merged with some other association having the same or similar objects in pursuance of —
- (a) a resolution passed by a majority of not less than four-fifths of the members voting by ballot in person or by proxy at a meeting of which not less than thirty days' notice has been given; or
 - (b) an order of court made upon the application of a member on the grounds that the Association has become dormant or is unable to attain its objects.
- (2) A meeting referred to in subsection (1) shall be called if the Council **SO** recommends or on the requisition of not less than one half of the members.
- (3) A quorum at a meeting referred to in subsection (1) shall be not less than two-thirds of the total membership of the Association present in person or by proxy.
- (4) The Chairman of the Council shall preside at a meeting referred to in subsection (1).
- (5) It upon, dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Association but shall become or remain vested in the Trustees who shall give or transfer the same to some other institution or institutions having objects similar to the objects of the Association, to be determined by the members of the Association at the meeting at which the resolution to dissolve is passed.
- (6) Upon the merger of the Association with some other association the assets of the Association shall accrue to the association with which the Association is merged.

Amendment and Interpretation of Constitution

41. (1) This Constitution and the regulations and rules made under the authority of this Constitution shall be binding on members who shall be deemed to have- made themselves conversant with their provisions.
- (2) A member shall be entitled on request to a copy of this Constitution together with all amendments.
- (3) In the event of a dispute as to the meaning of any provision of this Constitution, the regulations or rules the decision of the Council shall be final and binding.
- (4) The Council may amend any provision of this Constitution or repeal this Constitution and introduce a new constitution.
- (5) No resolution to amend any provision Of this Constitution or to repeal this Constitution and introduce a new constitution shall be of force or effect unless the resolution has been passed by a majority of not less than two-thirds of the total membership of the Council voting by ballot at a meeting of which not less than ten days' notice setting forth the terms of the proposed resolution has been given.
- (6) Any amendment to this Constitution and any new constitution introduced in terms of subsection (4) shall come into force thirty days after the meeting of the Council at which the amendment was made or the new constitution introduced or after such longer period as may be fixed by the Council.
- (7) No amendment to this Constitution or new constitution shall be considered by the Council unless notice of it has been given to the General Manager not less than thirty days before the amendment or new constitution is to be considered by the Council.
- (8) If the Council so resolves by a majority of not less than 75% of the total membership of the Council voting by ballot any or all of the provisions of this Constitution or any or all of the provisions of any regulation or rule made under the authority of this Constitution may be suspended for a specific purpose or period of time which shall be stated in such resolution.

Repeal and Savings

42. (1) The Constitution of the Association in force immediately before the 16th April, 1976 is repealed.
- (2) Notwithstanding the repeal of the Constitution referred to in subsection (1) the Association established by that Constitution shall continue to subsist under the same title and shall be treated as having been established under this Constitution.
- (3) Notwithstanding the repeal of the Constitution referred to in subsection (1) an application made, Council, Executive Committee, an Area Committee, committee or sub-committee elected or appointed, contract of service entered into, regulation or rule made, document issued, record kept or other thing done in terms of that Constitution which immediately before the 16th April, 1976 was subsisting or was of force and effect or capable of acquiring force and effect shall continue to subsist or to be of force and effect or, as the case may be, acquire force and effect and shall be treated as having been made, elected, appointed, entered into, issued, kept or done under the corresponding provisions of this Constitution.

Passing of Resolutions by two-thirds majority

43. Any reference in this Constitution to the passing of a resolution of the Council by a majority of not less than two-thirds of the total membership of the Council shall be interpreted to mean that the number of votes in favour of the resolution shall be not be less than two-thirds of the number next above the number of members of the Council which is an integral multiple of three.