

**THE CONSTITUTION  
OF  
THE ASSOCIATION OF  
ZAMBIANS LIVING IN SEYCHELLES  
(ZASEY)**



**REGISTERED ON THE .....TH DAY OF ..... 2020**

**UNDER THE PROVISIONS OF  
SECTION 4 OF THE LAWS OF SEYCHELLES**

**CHAPTER 201  
REGISTRATION OF ASSOCIATIONS ACT**

**DRAWN BY: ZAMBIANS *LIVING IN SEYCHELLES***

# **ARRANGEMENT OF ARTICLES**

|                                                                     |           |
|---------------------------------------------------------------------|-----------|
| <b>INTERPRETATION OF TERMS.....</b>                                 | <b>3</b>  |
| <b>ARTICLE 1: NAME .....</b>                                        | <b>4</b>  |
| <b>ARTICLE 2: LOGO .....</b>                                        | <b>4</b>  |
| <b>ARTICLE 3: DECLARATION .....</b>                                 | <b>4</b>  |
| <b>ARTICLE 4: OBJECTIVES .....</b>                                  | <b>5</b>  |
| <b>ARTICLE 5: MEMBERSHIP .....</b>                                  | <b>5</b>  |
| 5.1 <b>MEMBERSHIP COMPOSITION .....</b>                             | <b>5</b>  |
| 5.2 <b>APPLICATION FOR MEMBERSHIP .....</b>                         | <b>6</b>  |
| 5.3 <b>MEMBERS RIGHTS AND OBLIGATIONS .....</b>                     | <b>6</b>  |
| <b>ARTICLE 6. OFFICE BEARERS /EXECUTIVE COMMITTEE.....</b>          | <b>7</b>  |
| <b>ARTICLE 7. DUTIES OF OFFICE BEARERS/ EXECUTIVE COMMITTEE ...</b> | <b>8</b>  |
| <b>ARTICLE 8. PROCEDURES FOR ALL MEETINGS.....</b>                  | <b>12</b> |
| 8.1 GENERAL MEETINGS .....                                          | 12        |
| 8.1.1 CALLING AND NOTIFYING MEETINGS .....                          | 12        |
| 8.2.1 Business .....                                                | 13        |
| 8.2.2 Quorum.....                                                   | 13        |
| 8.2.3 Presiding .....                                               | 14        |
| 8.2.4 Adjourning a meeting.....                                     | 14        |
| 8.2.5 Taking Decisions .....                                        | 14        |
| 8.2.5 Casting a vote .....                                          | 14        |
| 8.2.6 Variations that apply to an AGM.....                          | 14        |
| 8.2.7 Audited Accounts .....                                        | 15        |
| 8.2.8 Minimum business at an AGM:.....                              | 15        |
| 8.2.9 Variations that apply to Special Urgent Meetings (SUM).....   | 15        |
| 8.3.1 AD HOC Committee .....                                        | 16        |
| 8.3.2 Special Note.....                                             | 16        |
| 8.4.1 PROCEDURES FOR DEBATE AT MEETINGS .....                       | 16        |
| <b>ARTICLE 9.0 TRUSTEES.....</b>                                    | <b>17</b> |
| 9.1 Property .....                                                  | 17        |
| 9.2 Payment of Income. ....                                         | 17        |
| 9.3 Incorporated of Trustees .....                                  | 18        |
| <b>ARTICLE 10 SUB COMMITTEES.....</b>                               | <b>18</b> |
| <b>ARTICLE 11 LOCATION OF THE ASSOCIATION.....</b>                  | <b>18</b> |
| i. Headquarters.....                                                | 18        |

|                                                                     |           |
|---------------------------------------------------------------------|-----------|
| ii. Secretariat Offices .....                                       | 18        |
| <b>ARTICLE 12.0 AUDITOR.....</b>                                    | <b>18</b> |
| <b>ARTICLE 13.0 FUNDS .....</b>                                     | <b>19</b> |
| 13.1 FUNDING.....                                                   | 19        |
| 13.2 ACCOUNTS.....                                                  | 19        |
| <b>ARTICLE 14.0 AMENDMENTS TO THE CONSTITUTION.....</b>             | <b>20</b> |
| <b>ARTICLE 15.0 GENERAL PROVISIONS .....</b>                        | <b>20</b> |
| 15.1 INDEMNITY .....                                                | 20        |
| 15.2 DISSOLUTION .....                                              | 21        |
| <b>ARTICLE 16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS .....</b> | <b>22</b> |
| <b>ARTICLE 17: ELECTIONS .....</b>                                  | <b>22</b> |
| 17.1 ELECTRO SUB-COMMITTEE.....                                     | 22        |
| 17.2 ELIGIBILITY.....                                               | 22        |
| 17.2 TERM OF OFFICE.....                                            | 22        |
| 17.3 TRANSITION OF POWER .....                                      | 23        |
| <b>ARTICLE 17. DISCIPLINARY CODE .....</b>                          | <b>23</b> |

## INTERPRETATION OF TERMS

| S/N | WORD                             | MEANING                                                                                                                                                                                                                                                                 |
|-----|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1   | <b><i>Absolute majority</i></b>  | The number of votes required to achieve a majority if everyone who could be present was actually present, whether they are there or not.                                                                                                                                |
| 2   | <b><i>Annual Dues</i></b>        | The yearly cost to members, in addition to their one-time initial membership fee.                                                                                                                                                                                       |
| 3   | <b><i>Associate member 1</i></b> | A Zambian citizen resident or dual citizen among Zambia and Seychelles resident in Seychelles who has not yet a full member.                                                                                                                                            |
| 4   | <b><i>Associate member 2</i></b> | A non-Zambian member above 18 of years resident in Seychelles                                                                                                                                                                                                           |
| 5   | <b><i>Casting Vote</i></b>       | The extra (or second) vote given to the Chair of a meeting in some rules when the vote is tied. A wise chairperson will always exercise the casting vote to preserve the status quo.                                                                                    |
| 6   | <b><i>Citizen</i></b>            | Shall have the same meaning as defined in the constitution of Zambia Cap 1 part iv                                                                                                                                                                                      |
| 7   | <b><i>Chairperson</i></b>        | The person who chairs subcommittee.                                                                                                                                                                                                                                     |
| 8   | <b><i>Embassy</i></b>            | The Head Quarters of this association situated in Kenya at the Zambian Embassy lead by High Commissioner to Seychelles.                                                                                                                                                 |
| 9   | <b><i>Constitution</i></b>       | This constitution of AZASEY                                                                                                                                                                                                                                             |
| 10  | <b><i>Ex officio</i></b>         | The high commissioner or their representative                                                                                                                                                                                                                           |
| 11  | <b><i>GOP</i></b>                | Gainful Occupation Permit issued by the Republic of Seychelles                                                                                                                                                                                                          |
| 12  | <b><i>Full Member</i></b>        | means a person other than associate member 2 whose application for Membership of AZASEY has been accepted and has fully payed all annual fees and membership fee and have full voting rights                                                                            |
| 13  | <b><i>Membership</i></b>         | means the rights and obligations of a Member arising out of this constitution                                                                                                                                                                                           |
| 14  | <b><i>Membership fee</i></b>     | A one-time initial fee paid as part of application for membership                                                                                                                                                                                                       |
| 15  | <b><i>mutatis mutandis</i></b>   | To be read with the necessary changes                                                                                                                                                                                                                                   |
| 16  | <b><i>Nominate</i></b>           | Propose for election.                                                                                                                                                                                                                                                   |
| 17  | <b><i>Other Business</i></b>     | A term often used for “General Business” or business for which notice has not been received.                                                                                                                                                                            |
| 18  | <b><i>Point of Order</i></b>     | Drawing a meeting’s attention to a breach or irregularity in the proceedings.                                                                                                                                                                                           |
| 19  | <b><i>President</i></b>          | The overall leader of the executive committee of this committee                                                                                                                                                                                                         |
| 20  | <b><i>Proxy</i></b>              | Acting by a deputy or other representative.                                                                                                                                                                                                                             |
| 21  | <b><i>Quorum</i></b>             | The quorum of a meeting is the minimum number of people which is required for the meeting to transact business.                                                                                                                                                         |
| 22  | <b><i>Regular election</i></b>   | Means the election held every two years at which members of the Association are elected.                                                                                                                                                                                |
| 23  | <b><i>Resolution</i></b>         | A term used to refer to a decision. A motion once carried becomes a resolution. The term, however, is often used in informal meetings or committee meetings where a decision is made without taking a formal vote.                                                      |
| 24  | <b><i>Returning Officer</i></b>  | The person during the course of a ballot or poll, charged with the responsibility to announce the voting method, ensure eligibility of persons voting, collect votes, count or supervise counting of votes, and advise the result to the chair or make an announcement. |
| 25  | <b><i>Secretary General</i></b>  | The highest officer in the secretariat office                                                                                                                                                                                                                           |
| 26  | <b><i>Sine Die</i></b>           | Latin meaning “without a day being named” and is used when not detailing time and date and time of an adjournment.                                                                                                                                                      |
| 27  | <b><i>Standing orders</i></b>    | The set of rules which detail how the meetings will run and often also how the organisation will administer itself.                                                                                                                                                     |
| 28  | <b><i>Status Quo</i></b>         | Means “previous position” or “nothing changed”. Often used in a tied vote so the status quo is maintained. In other words, the previous position remains unchanged.                                                                                                     |
| 29  | <b><i>Sub Judice</i></b>         | A matter that is still under judicial consideration and is not yet decided.                                                                                                                                                                                             |
| 30  | <b><i>Virtual Meeting</i></b>    | Online hosted meeting on any electronic platform allowed by the executive committee.                                                                                                                                                                                    |

## ARTICLE 1: NAME

The name of the Association shall be The Association of Zambians Association Living in Seychelles in the spirit of '*One Zambia One Nation*' hereinafter in this Constitution referred to as "AZASEY Association.

## ARTICLE 2: LOGO

The logo of the association shall be used as part of the official headed paper or any other artefacts associated with the association.



The themes;-

- i. Flags, the flag of Zambia shall represent the national values and interest of the Zambians in Seychelles. The flag of Seychelles shall identify the national values and interests of The Seychelles. The two flags cross posture represent a cooperative value in dignified manner.
- ii. Colour themes in the circular portions, white; represents purity, sophistication and efficiency in the execution of duties among nationals. Other themes in the lettering stand for the values in ethos both nationals.

## ARTICLE 3: DECLARATION

We declare and acknowledge that any law that has not being addressed shall be read mutatis mutandis covered by the supreme law of the constitution of the republic of Seychelles Cap 42.

## **ARTICLE 4: OBJECTIVES**

The Association shall be a non-political and non-profit making body whose Objectives are as follows:

- i. To promote harmony, understanding and goodwill among the members.
- ii. To create a forum for interaction and networking for members
- iii. To keep members informed of developments in Zambia and Internationally that may affect them
- iv. To assist Zambians born and growing in Seychelles to keep in tune with Zambian cultural and social norms
- v. To maintain and market the Zambian identity and heritage
- vi. To assist as much as possible, members in difficulties and hardships.
- vii. To preserve the dignity of members and respect for the Association.
- viii. To raise funds to fulfil its objectives and aspirations.
- ix. To do or undertake anything that is ancillary to the above objectives that might be considered practical and reasonable within its area of responsibility.

## **ARTICLE 5: MEMBERSHIP**

### **5.1 MEMBERSHIP COMPOSITION**

The membership of the Association shall be open to the following categories of persons:

- (i) Zambian nationals residing in Seychelles and their spouses;
- (ii) Zambian students studying in Seychelles;
- (iii) Any other adult person or persons including non-Zambians residing in Seychelles, eighteen (18) years of age or more

wishing to be associated with the aspirations and activities of the Association (Associate Member 2).

- (iv) The Zambian High Commissioner in the mean time being in Kenya shall be the Patron of the Association.

## **5.2 APPLICATION FOR MEMBERSHIP**

- a. Any Zambian living in Seychelles shall be an Associate Member 1 of this Association.
- b. One shall become a full member upon paying a prescribed membership fee.
- c. A member shall contribute an annual subscription fee as shall be determined by the Annual General Meeting from time to time.
- d. Membership shall cease;
  - (i) Upon resignation from this Association;
  - (ii) Non-payment of membership fee
  - (iii) Non-contribution of Annual subscription fee
  - (iv) Expulsion for any cause as the Executive Committee with the approval of the Annual General Meeting shall so consider.

## **5.3 MEMBERS RIGHTS AND OBLIGATIONS**

*Members shall:*

- a. Have access to information.
- b. Subscribe to the objectives set out in this constitution.
- c. Support the activities of the Association;
- d. Make such financial contributions at the beginning of each
- e. Financial year as may be determined in accordance with the Constitution;

- f. Abide by the provisions of this Constitution.
- g. Not be entitled to any refund of subscription, contributions or any donations whatsoever.
- h. Will participate in the affairs of the association.
- i. Access benefits provided by the association.
- j. Have right to cease membership
- k. Have right belong to other associations

## **ARTICLE 6. OFFICE BEARERS /EXECUTIVE COMMITTEE**

The management of The Association's affairs and business shall be vested in an Executive Committee whose members shall be the following:

- i. The President
- ii. The Vice President
- iii. The Secretary General
- iv. The Vice Secretary General
- v. The Treasurer General
- vi. Three (3) Committee Member
- vii. Students representative elected by the Students
- viii. Association (who shall be a student)
- ix. An Ex Officio member appointed by the High
- x. Commissioner, who shall have no voting rights.
- xi. The President may in consultation with the other Executive
- xii. Committee co-opt other members into the Executive Committee.

## ARTICLE 7. DUTIES OF OFFICE BEARERS/ EXECUTIVE COMMITTEE

### 7.1 EXECUTIVE COMMITTEE DUTIES

#### i. PRESIDENT

*The duties of the president to be as follows:*

- a) To provide leadership to AZASEY aimed at turning it into a sustainable national entity.
- b) Presides at all meetings i.e. Executive and General Meetings of the Association.
- c) The president supports and sustains the work of the AZASEY, and provides governance leadership and strategic fundraising support.
- d) Keep a good relationship of AZASEY with the other Associations of Zambians in diaspora
- e) Maintain a close link with Zambian missions abroad
- f) Maintain close linkages with Zambia's top leadership through the supervising mission in Nairobi, Kenya.
- g) To ensure the Management Committee functions properly.
- h) The president will be responsible for making sure that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner.
- i) The President must make the most of all his/her committee members, building and leading the team. This also involves regularly reviewing the Committee's performance and identifying and managing the process for renewal of the Committee through recruitment of new members.
- j) To ensure the organisation is managed effectively. The President must co-ordinate the Committee to ensure that appropriate policies and procedures are in place for the effective management of the organisation.
- k) Work with the Executive Committee to ensure the necessary skills are represented on the Management Committee and that a succession plan is in place to help find new Committee members when required.
- l) Over-see development of relevant policies, strategic and business plans in order to achieve the goals of the Association.
- m) Shall have signing privileges in AZASEY financial accounts in panel A

ii. **VICE PRESIDENT**

- a) The Vice President is second in command of the Association. In the absence or incapacity of the President, the Vice President shall automatically assume authority, duties and responsibilities of the President and shall have such other authority as may be delegated by the President.
- b) The vice president shall support the president in executing the duties of that office and provide leadership to AZASEY in the absence of the president.
- c) The Vice President shall have signatory privileges to the AZASEY financial accounts in panel B.
- d) The Vice President shall be the chair person for the disciplinary committee

iii. **SECRETARY GENERAL**

*The duties of the Secretary General (SG) to be as follows:*

- a) Shall Be The Chief Secretary To Be Deputized By The Vice General Sectary
- b) To certify and keep the original, or a copy, of the Association Constitution as amended or otherwise altered to date.
- c) To keep a book or file (hard copy or soft copy) of minutes of all meetings, proceedings, and actions of the Executive Committee, of the General Association. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, executive or special, and, if special, who authorized; the notice given; and the names of the persons present at the meetings.
- d) Shall also see to it that all notices are duly given in accordance with the provisions of the constitution or as required by law shall organite meetings as directed by the president.
- e) Shall be the custodian of the records and of the seal of the Association, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Association under its seal is authorized by law or the constitution, and by the Association.
- f) Shall exhibit at all reasonable times to any executive member or member of the Association, on request therefore, the contents of the Association

Constitution and the minutes of the proceedings of the Executive Committee Meetings and the AGM.

- g) Shall in general, perform all duties incident to the office of Secretary General and such other duties as may be required by law, or by this constitution, or which may be assigned to him or her from time to time by the Executive Committee or by the Association President.
- h) Shall be in charge of all correspondence to and outside the Association under the supervision of the Association President.
- i) Shall be the manager of all the Association's Social Platforms.
- j) Shall cause to be created the Association's website which shall be managed by the secretariat.
- k) Shall be the Association's spokesperson and Public relations officer
- l) Organize the council and other meetings
- m) Shall also be a signatory to the Association accounts.
- n) Implement Decisions In Compliance With The Presidents Directions
- o) Shall delegate to the deputy general secretary his/her.
- p) Attend all council, executive committee, adhoc committee or standing committee, social and distress committee.
- q) The Vice Secretary General shall have signatory privileges to the AZASEY financial accounts in panel A.

#### **iv. VICE SECRETARY GENERAL**

The Vice Secretary General shall support the secretary general in executing the duties of that office and carryout and perform duties of SG in the absence of the SG.

#### **v. TREASURER GENERAL**

The Treasurer General shall perform the following duties;

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- b) Send or cause to be given to the Executive Committee and General Members such financial statements and reports as are required to be given

by law, by this constitution, or by the General Assembly of AZASEY. The books of account shall be open to inspection by any member of AZASEY at all reasonable times.

- c) Have charge and custody of, and be responsible for, all funds and securities of AZASEY;
  - (i) Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of AZASEY with such depositories as the Executive may designate,
  - (ii) Disburse, or cause to be disbursed, the Associations funds as the
  - (iii) Executive may order.
- d) Shall supervise all sub committees on finances.
- e) Render to the President and Executive Members, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of AZASEY.
- f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- g) Bill or cause to be billed all AZASEY members for payment of membership fee among other annual dues, and be responsible for notifying the Executive Committee of all members who have not timely paid their dues.
- h) In general, perform all duties incident to the office of Treasurer General and such other duties as may be required by law or by this constitution, or which may be assigned to him or her from time to time by AZASEY Executive or the Association President.
- i) If required by AZASEY Executive, the Association Treasurer General shall give the AZASEY Executive a bond in the amount and with the surety or sureties specified by AZASEY Executive for faithful performance of the duties of the office and for restoration to the AZASEY of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer General on his or her death, resignation, retirement, or removal from office.
- j) Provide, or cause to be provided, to the public, all Internal Revenue Service filings and certified audits required to be disclosed and made generally

available to the public in the form or forms required by the Internal Revenue Service or by statute.

- k) Additionally, the Treasurer General shall be a signatory to AZASEY accounts in panel B.

**vi. COMMITTEE MEMBERS**

- a. Executive committee members are executive members shall be called upon to lead special programmes and projects on as needed basis and may be delegated to any position by the chair
- b. Two committee members shall have signatory privileges to the AZASEY financial accounts, one in panel A and the other in panel B.

**vii. THE STUDENTS' REPRESENTATIVE;**

- a. Shall keep the Committee informed of all matters relating to Zambian students in Seychelles.

**viii. THE EX-OFFICIAL MEMBER**

- a. Shall represent the Zambian High Commission in Seychelles and shall offer necessary advice on issues concerning Zambian Government policy.

**ARTICLE 8. PROCEDURES FOR ALL MEETINGS**

**8.1 GENERAL MEETINGS**

**8.1.1 CALLING AND NOTIFYING MEETINGS**

- a) All general meetings shall be called by the secretariat and notified to all members.
- b) The Secretary General shall ensure that *ALL* members are notified of a general meeting by email or post on any social media platform, of the place, date and time of the meeting, the business to be considered by the meeting, and the type of general meeting being called.
- c) The Secretary General shall indicate in the notice papers if a special resolution is to be considered.
- i. A special resolution is required to change the rules or objects of the association, to appeal a resolution of the committee to expel or suspend a member, to disallow a by-law, or change the name of the

association, amalgamate with another association or wind-up the association.

- ii. A special resolution must gain support from three quarters of the eligible members who attend and vote at the meeting for the proposal to be accepted.
  - iii. A special resolution accepted at a general meeting must be notified to the AZASEY members and the registrar within 1 month for it to become effective.
- d) 14 days' notice of a meeting must be given to members unless a special resolution is to be considered.
- e) If a general meeting contains a special resolution it must be notified to members 21 days before the date set for the meeting.

#### **8.2.1 Business**

- a) Only business advised to members in the notice convening a general meeting shall be discussed at that meeting.
- b) No new motions shall be introduced from the floor on the day of the meeting or any Sub Judice.

#### **8.2.2 Quorum**

- a) A quorum of at least 50%+1 of fully paid up members shall be required for any AZASEY called meeting to proceed.
- b) A person must be a fully paid up and registered AZASEY member to be able to vote at a general meeting.
- c) Members shall be required to register their attendance at the beginning of any AZASEY meeting to enable the requirements of the rules to be met. A registration sheet shall be provided as an Attachment.
- d) Members shall be obligated to present their current AZASEY membership card as proof of eligibility to vote when attending any AZASEY elective meeting.
- e) Where a member is unable to produce a membership card, their membership shall be verified against the Register of Members kept by the secretariat.
- f) If a quorum is not registered after 30 minutes from the advertised start time of the meeting, the meeting shall automatically be adjourned to a week later at the same time and place.

- g) At the adjourned meeting, if a quorum of 50%+1 is not present 30 minutes after the advertised start time, a quorum of 30% then shall apply.

### **8.2.3 Presiding**

- a) The President, or in his/her absence a Vice-President shall preside over a general meeting.
- b) If none of these officers is available the Executive members present at the meeting shall appoint someone to conduct the meeting.

### **8.2.4 Adjourning a meeting**

- a) A general meeting with a quorum may be adjourned with the agreement of the meeting.
- b) When a meeting is adjourned for 14 days or more the Secretary General shall be required to notify all members of the details for the adjourned meeting as if it were a new meeting.

### **8.2.5 Taking Decisions**

- a) After questions and debate, business at a general meeting shall be decided by:
  - i. A show of hands; or
  - ii. By poll immediately following the show of hands vote, or when called for by the presiding officer or by three members present; or
  - iii. By secret ballot when agreed by the meeting; or for elections at an annual general meeting (AGM), or when determining an appeal by a member who has been expelled or suspended.

### **8.2.5 Casting a vote**

- a) Each member present at a meeting shall have one vote only on each item of business.
- b) No proxy votes shall be accepted.
- c) The presiding officer may cast an additional vote in the case of a tied outcome.

In addition to the general rules that apply to all general meetings there are some additional rules that apply to specific meetings as follows:

### **8.2.6 Variations that apply to an AGM**

- a) An AGM shall be held annually
- b) An AGM shall be held in August of each year.

- c) The Secretary General shall call for nominations for all positions for the committee including office bearers and remind members that nominations must be endorsed by two members, signed by the nominee and received 7 days before the AGM.
- d) Nominations shall be submitted using the standard format Attachment as shall be prescribed later in this constitution. Nominations shall be advised on the AZASEY website and describe the basis for the candidacy of each nominee as put forward by the candidate.
- e) Written information on all candidates shall be made available in hard copy at the AGM.

#### **8.2.7 Audited Accounts**

The Treasurer General shall, for the immediately past financial year:

- a) Prepare and present an audited statement of accounts.
- b) Table a copy of the auditor's report.

#### **8.2.8 Minimum business at an AGM:**

- a) The members present shall confirm the minutes of the last AGM and any general meeting held since the last AGM.
- b) Receive committee reports on activities for the previous 12 months.
- c) The AGM shall table a report for the previous financial year signed by two committee members noting committee members' names (and any changes since); significant activities of the association and any notable changes from the previous year; and the net profit and loss for the association;
- d) The AGM shall elect committee members and office bearers. Resolution of contested committee member or office bearer positions shall be determined by secret ballot.
- e) The AGM shall receive and consider the audited statement of accounts and the auditor's report; and
- f) The AGM shall appoint an auditor.
- g) The auditor shall not be a member of the Association, shall not have been involved in preparing the accounts and shall either be an auditor registered as per Seychelles constitution or Zambian Constitution

#### **8.2.9 Variations that apply to Special Urgent Meetings (SUM)**

- a) A Special Urgent Meeting (SUM) is one where the committee has received a request for a general meeting from at least 50% members who have

signed the request, stated the purpose/s of the meeting and lodged the request and any associated documents with the office of the Secretary General.

- b) A Special Urgent Meeting (SUM) shall be called within one month of the receipt of the request.

### **8.3.1 AD HOC Committee**

Variations that apply to the holding of an AD HOC Committee meeting

- a) The ad hoc committee may call for a meeting whenever it thinks fit to do so.
- b) Where such a meeting has been called and approved by the office of the Secretariat in consultation with the President, the standard procedures as enshrined above shall apply.

### **8.3.2 Special Note**

- a) All meetings called or caused to be called to discuss any business which such business shall be the direct or indirect reference to AZASEY shall only proceed to do so with permit of the Secretariat through the President of the association.
- b) Upon receipt and approval of any such meeting to be held, the Secretariat shall publish or cause to be published notice of such a meeting on all ZASEY communication platforms.
- c) A committee that holds such a meeting shall submit a written report in hard and soft copy to the office of the Secretary as the Association's Communications Manager.
- d) Any AD HOC committee that proceeds to hold a meeting without following the prescribed procedures above shall be in breach of constitution and its responsible officer shall be suspended or caused to be suspended from their duty by the ZASEY Executive Committee.

### **8.4.1 PROCEDURES FOR DEBATE AT MEETINGS**

- a) All motions must be advised in the notice papers before the general meeting. No additional substantive motions shall be raised from the floor of a general meeting.
- b) At the meeting each motion shall be moved and seconded.
- c) The member moving the motion shall have the first right to speak to the motion.
- d) The seconder shall then be invited to speak to the motion.

- e) Any member can move, before the debate commences, for a specified period of time to be allocated for questions on the motion handed through the president to the appropriate person for response.
- f) The period of question time may be extended by a motion to do so.
- g) The president shall indicate the end of questions and calls for commencement of debate on the motion.
- h) Debate then shall occur alternating between a call for ‘speaker against the motion’ (cons) and ‘speaker for the motion’ (pros).
- i) When the debate is exhausted, the president shall announce that the motion would be put to a vote and calls the mover “in reply” to make a final statement.
- j) The President shall then ask the Secretary General to read the final motion (including any amendments passed during the debate).
- k) The vote shall then be put by calling for a show of hands, or other method determined by the meeting.
- l) A person may move an amendment to the motion being considered (a change to words or insertion of new ideas) at any time during the debate. An amendment is debated and voted on as it occurs using the above format and then the debate returns to the main motion.

## **ARTICLE 9.0 TRUSTEES**

### **9.1 Property**

All land and buildings and other immovable property and all investments and securities which shall be acquired by the Association shall be vested in the names of not less than five trustees from amongst its members who shall be appointed at an annual general meeting for a period of two years. On retirement such trustees shall be eligible for re-appointment. A general meeting shall have the power to remove any of the trustees, and all vacancies occurring by removal, withdrawal or death, shall be filled at the same or next annual general meeting.

### **9.2 Payment of Income.**

The trustees shall pay all income received from property vested in the trustees to the treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize the expenditure of such moneys as it thinks fit.

### **9.3 Incorporated of Trustees.**

It shall not be necessary for the Trustees to be incorporated under the provisions of Properties Act of Seychelles Chapter 102A as all property held by the Trustees shall be held for the beneficial purposes of the members and shall not at any time confer personally in the Trustees.

### **ARTICLE 10 SUB COMMITTEES.**

- i. There shall be subcommittees assigned to run special programmes as proposed by the association.

### **ARTICLE 11 LOCATION OF THE ASSOCIATION**

#### **i. Headquarters**

The Headquarters of the Association shall be at the Zambian High

Commission. The High Commission is presently located in Nairobi Kenya at the Land Reference Number 209/5450 Nyerere Road, P O Box 48741 Nairobi. The Association may open such other branches as may be desirable at such other locations from time to time.

#### **ii. Secretariat Offices**

The secretariat offices shall be at Mahe in Seychelles.

### **ARTICLE 12.0 AUDITOR**

- a. An honorary auditor shall be appointed for the following year during the Annual General Meeting.
- b. All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time.
- c. The treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to the date of the financial year end.
- d. The auditor shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the Association's Constitution or report to the association in what respect they are found to be incorrect, un-vouched or not in accordance with the Association's Constitution.
- e. A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at least twenty-one (21) days at the same time as the notice convening the annual general meeting is sent out.

- f. An honorary auditor may be paid such honorarium for him/her duties as may be resolved by the Annual General Meeting appointing him.
- g. No auditor shall be an office bearer or member of the committee of the Association.

## **ARTICLE 13.0 FUNDS**

### **13.1 FUNDING**

The Association funds shall be derived from subscriptions and donations from its members, donations from other benefactors, collected levies and such other sources and activities as the Annual General Meeting and Executive Committee may from time to time deem fit.

### **13.2 ACCOUNTS**

- a. The financial year of the Association shall be the calendar year unless otherwise determined by the Annual General Meeting.
- b. The financial accounts shall have two panel of signatories; panel A and B. Where a cheque may be cleared by two officers from either panel in descending order.

The table below shows the Panel categories.

| <b>Panel</b> | <b>Line 1</b>  | <b>Line 2</b>     | <b>Line 3</b>    |
|--------------|----------------|-------------------|------------------|
| <b>A</b>     | President      | Secretary General | Committee Member |
| <b>B</b>     | Vice President | Treasurer General | Committee Member |

- c. The Association Treasurer shall submit for approval to the Annual General Meeting, the accounts of the previous year.
- d. The Association accounts shall be kept in Seychelles Rupee or in such other currency as the Annual General Meeting may determine.
- e. The funds of the Association shall only be used with the approval of the committee for matters deemed necessary or desirable in furtherance of the objects of the society.
- f. All moneys and funds of the Association shall be received by and paid to the treasurer and shall be deposited by him/her in the name of

the Association in any bank or banks approved by members.

- g. No payment shall be made out of the bank accounts of the Association without a resolution of the executive committee authorising such payment and all cheques on such bank accounts shall be signed by the treasurer and two other office bearers of the Association who shall be appointed by the executive committee.
- h. A sum to be determined by the Executive Committee shall be kept by the treasurer for petty disbursement expenses of the society. All petty cash expenditure of the Association shall be for purposes of furtherance of the objects of the Association.
- i. The Executive Committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in his/her place. Such suspension shall be reported to the next general meeting and steps taken.

## **ARTICLE 14.0 AMENDMENTS TO THE CONSTITUTION**

- a. The Executive Committee may resolve to amend, add or repeal any of the provisions of this Constitution and shall submit in writing the proposed amendments to the Annual General Meeting for approval.
- b. A motion for the amendment, addition or repeal of any provision of the Constitution by a member may be presented in writing to the Executive Committee and signed by ten or more members.
- c. A resolution to amend this Constitution must be passed at the Annual General Meeting by a two-thirds majority of eligible voters. It can not however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

## **ARTICLE 15.0 GENERAL PROVISIONS**

### **15.1 INDEMNITY**

Every member of the Executive Committee, or of any other Association's committee, shall be indemnified by the Association against all costs, expenses and losses for which he/she may become liable by reason of any

act or thing done by him/her in the proper discharge of his/her office or duty if and when resources are available.

## **15.2 DISSOLUTION**

- a. The Association shall not be dissolved except by a resolution passed at an Annual General Meeting, and by a two-thirds majority of eligible votes cast.
- h. Not less than twenty-eight (28) days notice of the Annual General Meeting shall be given and such notice should provide the terms of the resolution to dissolve the Association that is proposed.
- i. If no quorum is obtained at the Annual General Meeting, the proposal to dissolve the Association shall be submitted to a further Annual General Meeting, notice of which shall be given to all the Association members at least twenty-eight (28) days before the date of meeting.
- j. Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar of Societies, obtained upon application to him/her made in writing and signed by three of the office bearers.
- k. Notwithstanding the foregoing matters, such dissolution must be in the interest of the Zambian Community, current and future.
- l. Where the dissolution of the Association has been approved by the Registrar of Societies no further action shall be taken by the Executive committee or any other office bearer of the Association. All assets of the Association shall then be liquidated. After the payment of all debts of the society, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

## **ARTICLE 16. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto and a list of members of the association shall be available for inspection at the registered office of the association by any officer or member of the association on giving not less than seven days notice in writing to the Executive committee.

## **ARTICLE 17: ELECTIONS**

Elections shall be held in a transparent and democratic manner. The executive committee through the council shall fix the date, place or virtual platform for holding such an election and officers be announced at the last council meeting of the term of office. Election monitors may be co-opted to this election.

### **17.1 ELECTRO SUB-COMMITTEE**

A council meeting called in the last quarter of the final year of term of office shall nominate this sub-committee to preside over the elections.

### **17.2 ELIGIBILITY**

A full member shall be eligible to contest in any position only if;

- i. There is no other close family member contesting.
- ii. No criminal record.
- iii. Valid GOP for not less than six months or with clear commitment of renewal.
- iv. Fully paid the prescribed nomination fee.
- v. Indicate intentions to contest within a prescribed period by the electro committee.
- vi. The elective officers as stated in Article 6 of this constitution shall hold office.

### **17.2 TERM OF OFFICE**

- a. One term of office shall be 24 months.
- b. The whole executive committee or a member of the executive committee may be re-elected for two consecutive terms and may bounce back after a break of one term having served two consecutive terms.

