

CONSTITUTION
BOTSWANA INSURANCE BROKERS ASSOCIATION

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1. INTERPRETATION

1.1 In this Constitution: -

1.1.1 **"Association"** means the Botswana Insurance Brokers Association.

1.1.2 **"attendee"**, in relation to a general meeting of the Association, means: (a) a Member of the Association, (b) a proxy of a Member of the Association, (c) an authorised person representing a Member in terms of Article 12 of the Constitution.

1.1.3 **"Code of Conduct"** means the code of conduct issued as a directive by the Association in terms of which the Member has to abide and comply with.

1.1.4 **"Constitution"** means this constitution of the Association as amended from time to time.

1.1.5 **"Council"** means the Council for the time being of the Association which has been.

1.1.6 **"electronic communications technology"**, in relation to a general meeting of the Association, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees as a whole with a reasonable opportunity to participate in the meeting using such technology from a remote location.

1.1.7 **"electronic platform"**, in relation to a general meeting of an Association, means an electronic system for the delivery of audio-visual or audio communication, including websites, access software and access telephone details or any other electronic technology that delivers such communication;

1.1.8 **"Financial Year End"** means the 31st December/30th April

1.1.9 **"Office"** means the Office of the Association.

1.1.10 **"Insurance Industry Act"** means the Insurance Act 2015 and any statutory modifications thereof and all Regulations promulgated in terms of such Act as amended from time to time.

1.1.11 **"Insurance Broker"** has the meaning assigned in terms of the Insurance Act inclusive of being licensed as one in terms of the Insurance Act and includes any person who, for gain and as a regular feature of his business and acting with freedom of choice as to insurer, renders services towards effecting, maintaining, or servicing any policy underwritten or to be underwritten by a registered insurer or a recognised underwriter, does not include:

1.1.11.1 an insurer or any director, manager or employee of an insurer,

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1.1.11.2 any person acting as full-time representative or as an agent of one or more Insurers,

1.1.11.3 an underwriting manager of an Insurer.

1.1.12 "**Long Term Business**" means Long Term insurance Business as defined in the Insurance Act.

1.1.13 "**Register**" means the register of Members.

1.1.14 "Regulator" means the [Non-Bank Financial Institutions Regulatory Authority established in terms of the Non-Bank Financial Institutions Regulatory Authority Act, 2023](#)

1.1.15 "**Societies Act**" means the Societies Act, 2022 as amended from time to time.

1.1.16 "**Short Term Business**" means Short Term Insurance Business as defined in the Insurance Act.

1.1.17 "**Member**" means any Insurance Broker who has paid his subscription, who is registered as a Member of the Association and who undertakes to abide by the provisions of this Constitution and the Code of Conduct.

1.1.18 "**Person**" includes any partnership or company or other body corporate.

1.2 Where the context permits, words signifying the singular number shall include the plural and vice versa, and words signifying the masculine shall include the feminine.

1.3 Words importing one gender include the other genders.

1.4 Expressions contained in this Constitution bear the same meaning as in the Societies Act at the date on which this Constitution becomes binding on the Association.

1.5 A reference to an article means a clause of this Constitution.

1.6 Except to the extent modified by this Constitution, the Societies Act applies to the Association.

2. NAME AND CORPORATE STATUS

2.1 The name of the Association is the Botswana Insurance Brokers Association ("BIBA") and it shall be a corporate body having perpetual succession, an existence independent from its Members, capable of suing and being sued in its own name and no Member shall have rights to its assets.

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2.2 BIBA is registered as an association in terms of the Societies Act.

3. **OBJECTS**

The objects for which the Association is established are to: -

- 3.1 provide a recognised central organisation for all Botswana Insurance Brokers and generally to do all such things as from time to time may be considered calculated to safeguard the interests of the community and improve the efficiency and promote the professional and ethical conduct of Insurance Brokers, with a view of ensuring for the community the existence of a class of Insurance brokers who can be relied upon as being trustworthy and duly qualified to perform their duties.
- 3.2 provide for the further education of, and to promote best conduct, standards and expertise among, Insurance Brokers.
- 3.3 set up and maintain a Register.
- 3.4 collect and disseminate amongst the Members information in regard to all matters relating to Insurance or to the practice, duties and obligations of Insurance Brokers, by affording facilities for the reading of papers and by the delivery of lectures, the circulation a Journal or other publications, the formation and maintenance of a library, or otherwise.
- 3.5 provide advice, guidance and support – including compliance support, business development support, public relations and communications support, and other Member supports – to individual brokers and to insurance and financial brokers generally;
- 3.6 enter into any discussions or negotiations with the Non-Bank Financial Institutions Regulatory Authority in terms of the Insurance Act, companies, firms or any other persons in regard to all matters relating to Insurance or Insurance Brokers, and to amalgamate, affiliate, subscribe to, or co-operate with any such bodies of persons on all matters of common interest which may be considered calculated to be for the benefit of Insurance Brokers, or such Brokers and the general public.
- 3.7 watch over legislation affecting Insurance Brokers, and to promote, or support and assist in any legitimate manner the carrying into effect of any legislation having as its object the common good of Members and the general insuring public.
- 3.8 afford means of arbitration on, or for settling, disputes or questions between Members, or between Members and third parties.
- 3.9 doing all such other things as are incidental or conducive to the attainment of the above objects.

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4. **POWERS**

The Association shall have all powers to do such things incidental or conducive to the attainment of the objects of the Association and, without derogating from the generality of the foregoing, shall have the undermentioned specific powers on the understanding that all its activities will be directed to the furtherance of its principle objects.

- 4.1 To receive donations, subscriptions, aid and subsidies.
- 4.2 To delegate any of its powers to a body of persons or committees.
- 4.3 To acquire movable and immovable property in any way including purchase, sale, lease, hire and exchange.
- 4.4 To borrow any amount of money and to secure the repayment of such money in such manner as the Association may think fit, including mortgage or pledge.
- 4.5 To erect, maintain, demolish, reconstruct or alter any buildings, constructions or other amenities.
- 4.6 To invest its funds in any manner it deems fit, open and operate banking and savings accounts in its own name.
- 4.7 To employ, remunerate and discharge professional advisors and agents.
- 4.8 To institute, defend, settle, compromise or discontinue any proceedings in the name of, or against the Association.
- 4.9 To insure the assets of the Association.
- 4.10 To employ, discharge, pay and arrange the conditions of employment, (including the establishment of a pension and other staff schemes) of a Director and other staff to attend to the day to day running of the Association.
- 4.11 To acquire all or any part of the property, assets or liabilities of any association, society or corporation whose objects are in general similar to the objects of the Association.
- 4.12 To apply, petition for, or promote any Act of Parliament or other authority with a view to the attainment of the objects of the Association.
- 4.13 To take any action by process of Law or otherwise which the Council may deem advisable in the interests of Members generally and to pay expenses attaching thereto.

4.14 Notwithstanding the above, the Association:-

- 4.14.1 may not engage in any activities with the aim of making a profit.
- 4.14.2 may not participate in any of the professional or business activities of its Members.
- 4.14.3 may not provide aid to its Members.
- 4.14.4 may not provide any facilities required by its Members in carrying on of their business or profession.

5. PAYMENT TO MEMBERS

- 5.1 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of profit, to Members.
- 5.2 Provided that nothing herein shall prevent any payment in good faith by the Association to any Member, officer or servant of the Association consequent upon them entering into any normal business transaction with the Association.

6. MEMBERS

- 6.1 Such persons as the Council may admit for membership and who, thereafter are bound by this Constitution.
- 6.2 When applying for membership, applicants shall indicate under which of the following classifications they conduct business, and shall be registered as Member in respect of either of both classifications as apply, namely Long Term Business or Short Term Business as defined in the Insurance Act as amended.
- 6.3 In order to be admitted to membership a Member shall:
 - 6.3.1 be a natural or legal person that meets the criteria for membership and for any particular class of membership as are described in this Constitution and shall meet such other criteria that the Council shall determine from time to time;
 - 6.3.2 apply in the prescribed form and by such means as the Council may from time to time determine and, in so doing, agree to comply with such conditions and terms for membership (or for such class of Membership) as the Council may reasonably require;
 - 6.3.3 be accepted by the Council, exercising its sole discretion, for registration as a particular class of Members. The Council shall have the power at its discretion to decide conclusively the class to which any applicants or

Members for the time being belong. The Council will not be obliged to give reasons for refusing to accept any person as a Member or as a particular class of Member of the Council or for deciding to which class of Member a particular person will belong.

6.4 The rights and privileges of a Member shall be personal to that Member and shall not be transferable. The Council may from time to time issue such directions, conditions and terms to individual Members, to groups of Members and/or to the membership at large as it may deem necessary for the orderly and proper administration of the Association and of the membership and in order to properly assess, supervise and ensure compliance with this Constitution, with the Societies Act and with any rules of the Association for the time being in place. Members shall fully comply and cooperate with any such directions, conditions and terms in a timely manner and to the satisfaction of the Council.

6.5 Any Member may be suspended from the privileges of membership (including the right to receive notice of and/or to attend and/or to vote at meetings) pending full investigation by the Council or may be declared to have forfeited their membership and their name shall be removed from the Register : -

- 6.5.1 for any reason their subscription is not paid within article 7.3;
- 6.5.2 in the opinion of the Council they fail at any time to observe any of the obligations set out in this Constitution or Code of Conduct;
- 6.5.3 in the opinion of the of the Council their admission was obtained by improper means;
- 6.5.4 cease to comply with other conditions of membership as required from time to time by the Council;
- 6.5.5 fail to maintain all regulatory authorisations and registrations which are necessary for the conduct of their business in terms of the Insurance Act;
- 6.5.6 becomes insolvent or make any arrangement or composition with his/her creditors;
- 6.5.7 be prohibited from carrying on business in terms of any other law.

6.6 A Member may resign his membership at any time by giving notice in writing to the Council, but a Member who is indebted to the Association for any amount by way of subscription or otherwise, shall remain liable to pay the same to the Association, notwithstanding that he shall by any means have ceased to be a Member of the Association.

6.7 The Council, in considering whether any Member should be suspended from the privileges of membership or be declared to have forfeited his membership, shall not be bound by the ordinary rules of evidence but shall act according to equity

and good conscience taking into account the professional reputation of the Association and may accept such evidence as the Council in its uncontrolled discretion may think fit.

- 6.8 Following completion of any investigation in respect of a Member by the Council action may be taken by the Council to issue a reprimand and/or to suspend or terminate the membership and/or to cause the publication of the finding and determination and to make such note in the Register as the Council shall deem appropriate. Whenever any person shall cease to be a Member his name shall be removed from the Register.
- 6.9 A Member whose name has been removed from the Register may apply at any time for reinstatement and such Member may be reinstated upon such terms and conditions as the Council may deem fit but the Council shall not be compelled to reinstate such Member and may refuse to assign any reason therefore and may in its sole discretion refuse to entertain a further application for reinstatement.
- 6.10 The liability of Members for the debts of the Association is limited to the amount of subscriptions, levies and the like which may be due and unpaid from time to time.

7. SUBSCRIPTIONS

- 7.1 Each Member shall pay by way of entrance fee and/or annual subscription such sum as may be determined from time to time by the Council. Such annual subscription shall be in the form of a basic amount plus an additional amount based upon the number of employees engaged in the business.
- 7.2 The Council shall from time to time determine the times, and manner, of payment of fees and subscriptions.
- 7.3 If any Member shall fail to pay any subscriptions within 21 (twenty one) days after being requested so to do, he shall not be entitled to vote or to any part of the privileges of membership so long as such subscription is in arrears.

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8. GENERAL MEETINGS

- 8.1 The Association shall within 6 months after its Financial Year End, hold a General Meeting as its Annual General Meeting. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
- 8.2 All General Meetings other than Annual General meetings shall be called Extraordinary General Meetings.
- 8.3 An Extraordinary General Meeting may be convened by:-
 - 8.3.1 the Council, or, in default; or

8.3.2 by Members totalling not less than 10% of membership.

9. NOTICE OF GENERAL MEETINGS

9.1 An Annual General Meeting and an Extraordinary General Meeting shall be called by twenty-one (21) calendar days' notice in writing to Members. Such notice shall specify the place, the day and the hour of the meeting.

9.2 A notice of a General Meeting may be served or given to a Member by delivering it to the Member, by leaving it at the registered address of the Member or by sending it by post in a prepaid letter to the registered address of the Member. The use of electronic means is also permitted to serve or give notices of a General Meeting to a Member. For the avoidance of doubt, the "registered address" of a Member is the address of the Member as entered in the Register.

9.3 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a Member, then for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

9.4 The notice shall specify:

- (a) the place, the date and the time of the meeting;
- (b) in the case of a meeting proposed to be held wholly or partly by the use of electronic communications technology:
 - (i) the electronic platform to be used for the meeting;
 - (ii) details for access to the electronic platform;
 - (iii) the time and manner by which an attendee must confirm his or her intention to attend the meeting;
 - (iv) any requirements or restrictions which the Association has put in place in order to identify attendees who intend to attend the meeting;
 - (v) the procedure for attendees to communicate questions and comments during the meeting;
 - (vi) the procedure to be adopted for voting on resolution proposed to be passed at the meeting.
- (c) the general nature of that business to be transacted at the meeting.

9.5 Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Constitution, be deemed to have been duly called if it is so agreed by a majority of 75% (seventy five per centum) of the Members present subject to a minimum of twenty Members.

9.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1 The Association need not hold a General Meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this Constitution.

10.2 The Association need not hold a General Meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this Constitution.

10.3 The Association may provide for participation in a General Meeting by providing or facilitating, for that purpose, the use of electronic communications technology, including a mechanism for casting votes by a Member , whether before or during the meeting.

10.4 The mechanism referred to in the preceding article 10.3 shall not require the Member to be physically present at the General Meeting or require the Member to appoint a proxy who is to be physically present at the meeting.

10.5 The use of electronic communications technology pursuant to article 10.3 may be made subject only to such requirements or restrictions put in place by the Association as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.

10.6 The Association shall inform attendees, before the General Meeting concerned, of any requirements or restrictions which it has put in place pursuant to article 10.7

10.7 Where the Association provides for the use of electronic communications technology for participation in a General Meeting by an attendee, it shall ensure, as far as practicable, that:

(a) such technology:

(i) provides for the security of any electronic communications by the attendee,
(ii) minimises the risk of data corruption and unauthorised access, and
(iii) provides certainty as to the source of the electronic communications,

(b) in the case of any failure or disruption of such technology, that failure or

disruption is remedied as soon as practicable, and

(c) such technology enables the attendee to:

- (i) hear what is said by the chairperson of the meeting and any person introduced by the Chairperson, and
- (ii) speak and submit questions and comments during the meeting to the Chairperson to the extent that the attendee is entitled to do so under the constitution of the Association.

10.8 Any temporary failure or disruption of electronic communications technology shall not invalidate the General Meeting or any proceedings relating to the meeting.

10.9 The business transacted at an Annual General Meeting shall include consideration of the report of the Council, election of the Council members, the income and expenditure account and balance sheet, and the appointment and fixing of the remuneration of the Auditors.

10.10 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; a quorum shall consist of not less than 10% (ten per centum), present in person or by proxy, of the total number of Members. Each Member and proxy who participates in a General Meeting by the use of electronic communications technology in accordance with article 10.1 to 10.8 herein shall be counted in the quorum of the meeting.

10.11 If, within five minutes from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Chairperson may determine, and if at the adjourned meeting a quorum is not present within five minutes from the time appointed for the meeting, the Members present shall be a quorum.

10.12 The Chairperson, or in his absence one of the Vice-Chairmen, of the Council shall be the Chairperson at every General Meeting of the Association, or if neither the Chairperson nor the Vice-Chairperson shall be present within five minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Council member s present shall elect one of their number to be Chairperson of the meeting.

10.13 If, at any meeting no Council member is willing to act as Chairperson, or if no Council member is present within five minutes from the time appointed for holding the meeting, the Members present shall choose the Chairperson of the meeting through a majority of votes.

10.14 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to

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time, from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.15 At any General Meeting a resolution put to the vote at the meeting shall be decided on by a show of hands unless a poll is demanded by the Chairperson or by any Member present in person or by proxy, before or on the declaration of the result of the show of hands. The poll shall be taken in such manner as the Chairperson directs.

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10.16 Where a General Meeting is conducted by way of electronic communications technology in accordance with article 10.1 to 10.8, the chairperson of the meeting may conduct a vote to decide on a resolution by a show of hands of every Member who is participating in the meeting by way of such technology where the chairperson is of the opinion that he or she can identify the Members entitled to vote and verify the content of voting instructions relating to the resolution.

10.17 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

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10.18 Chairperson, Vice Chairperson or any Council Member may not engage or write to the Regulator on behalf of the Association without prior consultation and express approval by majority Council member.

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11. VOTES OF MEMBERS AT GENERAL MEETINGS AND COUNCIL ELECTIONS

11.1 No Member shall be entitled to vote at any General Meeting unless all monies presently payable to the Association have been paid.

11.2 Every Member shall have one vote for each 25 (twenty five) persons (or part thereof) employed in his business, but where a Member is registered under both long term and short term classifications he shall, in respect of all matters affecting a specific classification only, have one vote for each 25 (twenty five) persons (or part thereof) engaged in the business of the classification.

11.3 Every Member shall have equal voting rights in all matters affecting Long-Term and Short-Term business.

11.4 For purposes of Council Elections and General Meetings, each Member shall be considered a Member only in the Region where his Head Office is located.

11.5 Votes may be cast either personally or by proxy, whether on a show of hands or on a poll.

11.6 An instrument appointing a proxy shall be in writing under the hand of the appointer or of his representative duly authorised in writing. A proxy must be an individual employed by a Member.

11.7 The instrument appointing a proxy shall be delivered at the office of the Association not less than twenty four hours before the time for holding the meeting, or adjourned meeting, at which the individual named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

12. MEMBERS ACTING BY REPRESENTATIVES AT GENERAL MEETINGS

12.1 Any Member shall by resolution of its Directors or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Association, and the individual so authorised shall be entitled to exercise the same powers on behalf of the Member which he represents, as that Member could exercise in his own right.

12.2 Any such resolution shall be delivered at the office of the Association less than 24 hours before the time for holding a meeting.

13. THE COUNCIL

13.1 The Council shall consist of not less than six and not more than ten persons comprising: -

13.1.1 A long term and short-term executive committee consisting of equal numbers of persons of each classification, elected at the Annual General Meeting in accordance with Article 11; and

13.2 Only employees of Members who are in good standing with the Association in accordance with Article 7 and meet the criteria imposed in terms of the Societies Act, may serve on the Council.

14. POWERS AND DUTIES OF THE COUNCIL

14.1 The business of the Association shall be managed by the Council, who may exercise all powers of the Association and may delegate their powers to Committees consisting of such individual or individuals as they think fit.

14.2 The Council may authorize the formation of Regional Committees to be elected by the Members in the Regions.

14.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.

14.4 The Council shall appoint a membership committee which will have power to approve or reject applications for and renewals of membership or associate membership. Such applications for or renewals of membership or associate membership shall be made in writing in such form as the Council may from time to time prescribe.

14.5 The Council shall formulate a Code of Conduct.

14.6 The Council shall appoint a disciplinary committee composed of not more than 5 individuals who represent Members.

14.7 The Committee shall be empowered to adjudicate on all matters concerning the conduct of Members, including the interpretation and enforcement of the Code of Conduct and after affording the offending Member an opportunity to explain his conduct, shall have the power to: -

- 14.7.1 Reprimand the Member. Deleted:
- 14.7.2 Impose a fine upon the Member of not more than P50 000. Deleted:
- 14.7.3 Suspend the Member from membership for not longer than 3 years. Deleted:
- 14.7.4 Expel a Member provided that the Chairperson and the appropriate Vice-Chairperson of the Association are in agreement with the action and their decision shall be final. Formatted: Font: (Default) Arial
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- 14.7.5 If an individual Office Bearer has a material interest in the disciplinary action, the Management Committee of Council may at their discretion appoint a substitute. Deleted: .
- 14.7.6 For the purpose of this Article, the words '**appropriate Vice-Chairperson**' shall mean the Vice-President representing either short term or long term business according to the nature of the offence. Formatted: Font: Arial
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- 14.8 The Council shall cause Minutes to be made in books provided for that purpose: -

 - 14.8.1 Of the names of the Members present at each meeting of the Council and of any Committee of the Council. Deleted: <#>The Council shall have the power to designate certain individuals as Fellows, Associates or Associate Members of the Association, and to grant diplomas in accordance with rules as laid down from time to time.¶<#>¶
 - 14.8.2 Of all resolutions and proceedings at all meetings of the Association, and of the Council, and of Committee of the Council.

14.9 The Council shall cause proper books of accounts to be kept to give a true and fair view of the state of the affairs of the Association.

14.10 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the last financial year

together with a proper balance sheet, and a report of the Council on the activities of the Association for that period.

14.11 The income and expenditure account and balance sheet be accompanied by a proper report of the Auditors and copies of such account, balance sheet and report shall be sent to all Members not less than twenty one (21) clear days before the date of the meeting.

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15 APPOINTMENT AND REMOVAL OF COUNCIL MEMBERS

15.1 The office of a Member of the Council shall be vacated if the Council Member :-

15.1.1 becomes insolvent or makes any arrangement or composition with his creditors generally, or

15.1.2 in the opinion of the Council, fails to discharge his duties as a Council Member , or

15.1.3 resigns his office by notice in writing to the Association, or

15.1.4 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest.

15.2 Council has the power to co-opt individuals to fill vacancies on the Council, but the individual co-opted to fill such vacancy shall represent the same classification as the vacancy, and shall retire at the next Annual General Meeting.

15.3 At every Annual General Meeting the number nearest to one third of the Members shall retire.

15.4 The Members of the Council to retire every year shall be those who have been longest in office since they assumed office, but as between individuals who became Council Members on the same day, those to retire shall be those who received the least number of votes at election.

15.5 A retiring Member shall be eligible for re-election without nomination.

15.6 Nominations by Members for the election at an Annual General Meeting of individuals to fill vacancies in the Council shall be delivered in writing at the Office not less than twenty-one (21) days before the time for holding the meeting.

15.7 Each Council Member shall have the power to nominate any individual approved by a majority of the other Council Members to act as Alternate Council Member in his place.

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16. PROCEEDINGS OF THE COUNCIL

16.1 Question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

16.2 The quorum necessary for the transaction of the business of the Council shall be any four Council Members representing each of the long term and short term classifications.

16.3 The Council after an Annual General Meeting shall elect from among their Members a Chairperson and Vice Chairperson. The Chairperson or in his absence, the Vice-Chairperson shall preside at all meetings of the Council. Whenever a vacancy occurs in the office of Chairperson, the Vice- Chairperson shall be appointed Chairperson. Any vacancy in the office of the Vice-Chairperson shall be filled by election by the Council at its next meeting.

16.4 A Council Member shall not vote in respect of any contract in which he is interested or any matter arising therefrom unless such Council Member has made a full disclosure to the Council of his interest and if he does so vote, his vote shall not be counted.

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17. SECRETARY OF THE COUNCIL

17.1 The Association shall appoint a Secretary or Secretaries who shall be resident in Botswana to perform the duties of a Secretary under the Societies Act. No person shall be appointed as a Secretary unless he holds the requisite qualifications prescribed under the Societies Act and is not disqualified inter alia, by reason of being an unrehabilitated or undischarged insolvent or a sole director or auditor of the Association.

17.2 The Secretary appointed by the Council shall remain as such until removed by the Council. The remuneration of the Secretary shall be decided by the Council.

17.3 The duties and role of the Secretary shall, inter alia, include:

17.3.1 being accountable to the Council as whole, and, through the Chairperson, being responsible for the proper administration of all meetings of the Council and its committees;

17.3.2 through the Chairperson, the responsibility of ensuring that the business of the General and Extraordinary General Meetings are conducted in compliance with all statutory requirements and in accordance with this Constitution;

17.3.3 being responsible for preparation and delivery of all the returns required to be filed with the Registrar of Societies and the administration and attending to all statutory matters (including maintenance of the relevant records) pertaining to effecting the change of name of the Association, alteration of the Constitution,

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notices of change of Council, secretary and registered address and registration of the financial statements where required by the Societies Act;

17.3.4 issuing notices of Council and general meetings and responding to all enquiries in relation to notices of meetings;

17.3.5 attending meetings of the Council and general meetings of Members and keeping minutes of those meetings, and together with the Chairperson, signing the minutes as true and correct records of what transpired at such meetings;

17.3.6 being responsible to the Council for maintaining the Register;

17.3.7 together with the Council, ensuring that the Association keeps accounting records in accordance with the Societies Act and the Constitution and that the financial statements are prepared and presented at the annual general meeting; and

17.3.8 being responsible to the Council for maintaining an adequate system of record keeping in relation to the correspondence, the affairs and the activities of the Association.

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18. ALTERATIONS IN THE CONSTITUTION

This Constitution may be altered, amended, or added to by a resolution duly adopted at a meeting of the Association in terms of Article 10 hereof and subject to the approval of the Registrar of Societies in terms of Societies Act.

19. AUDIT

Auditors shall be appointed and their duties regulated in accordance with the Societies Act. The Auditor shall be appointed by the Council members in an annual general meeting and shall serve for a period of no longer than three years. After three years a new auditor shall be appointed to audit the Association.

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20. NOTICES

All notices may be given by the Association to any Member either personally or by sending it by post to him at his last known registered address.

21. INDEMNITY

No Member of the Council or other officer or employee of the Association shall be liable for any act or omission of any other Member of the Council or other officer or employee of the Association; or for joining in any receipt or other act or for any loss or expense suffered by the Association in consequence of any absence of, or any defect in, any title to any property acquired for, or on behalf of the Association, or for any absence of, or defect in, any security upon which any of the monies of the Association shall be invested;

or for any loss or damage arising from the insolvency or delictual act of any individual with whom any monies, securities or assets shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on the part of such Member of the Council or other officer or employee; or for any other loss, damage or misfortune whatever which shall happen in or in relation to, the execution of his office or employment unless the same be attributable to his own negligence, default, breach of duty or breach of trust.

22. **WINDING UP**

- 22.1 The Association may be wound up by convening an Extraordinary General Meeting and passing the relevant resolution and in accordance with the Societies Act.
- 22.2 If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, not formed or carrying on business for profit having objects similar to the objects of the Association, and who are themselves exempt from tax, to be determined by the Members of the Council at or before the time of dissolution. If and so far as effect cannot be given to the aforesaid provision, then to an educational organisation.