

BATLA

Botswana Association of Tribal Land Authorities

CONSTITUTION

Land for Prosperity and Harmony for All

BATLA

Botswana Association of Tribal Land Authorities

CONSTITUTION

Land for Prosperity and Harmony for All

TABLE OF CONTENTS

Contents	Pages
i. PREAMBLE	2
1. NAME.....	3
2. ASSOCIATION.....	3
3. INTERPRETATION	3
4. HEADQUARTERS OF THE ASSOCIATION.....	3
5. OBJECTIVES	4
6. MEMBERSHIP.....	4
7. JOINING FEES, SUBSCRIPTIONS AND OTHER DUES	5
8. CONFERENCE	5
9. ELECTIONS	6
10. THE EXECUTIVE COMMITTEE.....	7
11. POWERS OF THE COMMITTEE	7
12. TERMINATION OF A MEMBERSHIP OF THE COMMITTEE	8
13. DUTIES OF OFFICE BEARERS	9
14. ADMINISTRATION	10
15. STRUCTURES.....	11
16. RULES AND REGULATIONS.....	11
17. FUNDS AND PROPERTY	11
18. FINANCES.....	12
19. ANNUAL REPORT	13
20. RIGHTS TO INTELLECTUAL PROPERTY	13
21. PROHIBITIONS.....	13
22. INDEMNITY	13
23. AMENDMENTS TO THE CONSTITUTION	13
24. DISCRETIONAL POWERS	13
25. DISPUTES.....	14
26. NO CONFIDENCE.....	14
27. TERMINATION OF MEMBERSHIP	14
28. DISSOLUTION.....	14
29. ENTRY INTO FORCE	14

CONSTITUTION OF BOTSWANA ASSOCIATION OF TRIBAL LAND AUTHORITIES (BATLA)

i. PREAMBLE

Botswana Association of Tribal Land Authorities (BATLA) was established in 1988 and subsequently registered at the Botswana Registrar of Societies by Land Board Secretaries and Chairpersons after having identified a gap in Land Board Members' welfare and the representation of Land Boards in land issues.

Initially the Association's mandate was largely to improve conditions of service for Land Board Members, mostly through lobbying and dialogue with Government through the then Ministry of Local Government, Lands and Housing. However, in 1996 BATLA made a transition from being a membership association solely for Land Board members and opened up to Land Board staff, individuals, organizations and corporations interested in improving Botswana's land management. This was done after realizing that bringing other role players and stakeholders would enrich the Association's mandate and outlook.

Vision

Land for prosperity and harmony for all

Mission

To proactively and effectively influence Botswana's land management legal and policy framework for modernisation

Values

1. **Integrity:** Ethical, Fair, *Botho*
2. **Commitment:** Consistence, Dependable, Knowledgeable
3. **Accountability:** Responsible, Answerable, Decisive
4. **Team work:** Trust, Pulling together, Collective Responsibility
5. **Transparency:** Openness, Honesty
6. **Consultation:** Engagement, Communication, Feedback

Tagline

Influence: Prosperity: Harmony



1. NAME

- 1.1. The name of the association is **BOTSWANA ASSOCIATION OF TRIBAL LAND AUTHORITIES.**
- 1.2. The shortened (abbreviated) name will be **BATLA.**

2. ASSOCIATION

- 2.1. The Association is an Association not for gain registered under the Societies Act
- 2.2. The Association shall be a non-partisan body corporate with perpetual succession and shall have the power to sue or to be sued in its own name, and service of legal rules, be served upon and received by the Secretary General at the Association Headquarters.

3. INTERPRETATION

- 3.1. The following words and expressions shall have the following meanings:-
 - a) "Association" shall mean BOTSWANA ASSOCIATION OF TRIBAL LAND AUTHORITIES (BATLA)
 - b) Words signifying the singular shall include plural or vice-versa unless they appear otherwise from the context.
 - c) "Constitution" means the Constitution as now framed or as from time to time amended in the manner indicated in the Constitution.
 - d) "Conference" means the Biennial Conference of the Association.
 - e) "Delegate" means a member nominated, appointed, or elected to attend the conference.
 - f) "Executive Secretary" means a person appointed to oversee daily operation of the association and the secretary to the Executive Committee.
 - g) "Executive Committee" shall mean the governing body of this Association appointed in terms of the constitution referred to as the Committee. The committee can be referred to as ExCo.
 - h) "Focal Person" means a representative for a Land Authority at decentralised structures.
 - i) "Government" means the Government of the Republic of Botswana.
 - j) "Land" means land as defined by the Tribal Land Act and subject to other related Acts.
 - k) "Land Authority" means any Land Board established under Section 3 of the Tribal Land Act.
 - l) "Member" means an individual subscribing to the constitution of the Association or duly admitted as a member by the Executive Committee or an institution affiliated to the Association.
 - m) "Regions" means a grouping of Land Authorities as part of decentralisation of structures.

4. HEADQUARTERS OF THE ASSOCIATION

- 4.1. The BATLA headquarters shall be designated as secretariat office at Tlokweng or any such other address as may subsequently be decided upon by the Committee.
- 4.2. The Association may carry out its activities in places and premises which may act as temporary secretariat, which have the prior written approval from the relevant authorities, where necessary.



5. OBJECTIVES

5.1. The objectives of the Association are to:

- a) Protect and promote the interests of Tribal Land Authorities and BATLA members by taking such action and advising Government in development and amendment of land legislation and policies.
- b) Undertake empirical studies on land management, environmental policy and development planning in pursuit of sustainable human settlements.
- c) Provide advice and technical inputs into negotiation processes for international agreements aimed at achieving sustainable land management and economic development.
- d) Foster the exchange of information and networking between the Association and governmental institutions, non-governmental organisations, private institutions and individuals with interests in land management at the local, national, regional and international level.
- e) Mobilise funding and other resources needed to deliver the Association's mandate efficiently.

5.2. In furtherance of the above objectives, the Association may;

- a) Mobilise resources to promote welfare of individual members to have financial stability after their tenure as Board Members
- b) Establish autonomous business entities and foundations to expand resource base of the association.
- c) Invest the funds of the Association not immediately required in any one or more of the modes.
- d) Protect a collection of BATLA concepts through Intellectual property protection by registering as patents, trademarks or copyrights.
- e) Advocate and lobby for sustainable land management even for the disadvantaged and vulnerable.

6. MEMBERSHIP

6.1. Qualification and Eligibility

Membership is open to;

- a) Board Members of Land Authorities
- b) Land Authorities employees
- c) Land Authorities
- d) Interested Corporations and Institutions
- e) Members of the civil society
- f) Individuals working or involved in areas related to the objectives of the Association such as real estate, conveyance, physical planning, land management and land law.
- f) Persons above 18 years of age
- g) Any land related stakeholders

6.2. Application for membership

- a) Land Board members shall submit the prescribed membership form at the time of accepting Land Board membership appointment.



- b) Non-Land Board members, Corporations and all other categories mentioned in 6.1 above shall submit the prescribed membership form to the Secretariat for consideration by Executive Committee.
- c) The admission of 6.2. b) above, shall be effected by a decision of the Executive Committee subject to terms and conditions of this constitution.
- d) Every member of the Association shall be subject to the provisions of this constitution, in relation to his/her membership, and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to becoming a member.
- e) Land Board Secretaries of the Land Boards elected into the Executive Committee shall be co-opted into the membership of BATLA by virtue of their facilitative position.
- f) A copy of the Constitution shall be furnished to every member upon payment of the joining fee.

7. **JOINING FEES, SUBSCRIPTIONS AND OTHER DUES**

- 7.1. The Conference on recommendation from the Committee from time to time shall determine the joining fees and subscriptions.
- 7.2. A prescribed joining fee is payable within 5 weeks of admittance to membership, therefore default of payment shall subject membership to be cancelled by order of the ExCo.
- 7.3. All membership joining and subscription fees shall be paid monthly or annually in accordance to the membership category.
- 7.4. The membership fees for Land Board/Authorities members shall be deducted from their Land Board monthly income, alternatively the member can pay annual fee in advance.
- 7.5. If a member falls into arrears with his/her subscriptions or other dues, the Treasurer shall inform him/her immediately. If he/she fails to settle his/her arrears within five (5) weeks of their becoming due, the President may order that he/she be denied the privileges of membership until he/she settles his/her account.
- 7.6. If he/she falls into arrears for more than three months, he/she will automatically cease to be a member and the Committee may take appropriate action against him/her provided that they are satisfied that he/she has received due notice of his/her debts.

8. **CONFERENCE**

8.1. **Proceedings**

- 8.1.1. The supreme authority of the Association is vested in the Biennial Conference.
- 8.1.2. The Association shall hold its conference biennially at such time and place as may be fixed by the Executive Committee after taking into account available resources.
- 8.1.3. The following points shall be considered at the Biennial Conference
 - a) Annual report of the Executive Committee.
 - b) The previous financial year's accounts.
 - c) Election of office bearers in the Executive Committee for the subsequent term.
- 8.1.4. Any member of the Association wishing to submit any matter for discussion at the biennial conference shall submit details thereof to the Executive Secretary for inclusion on the agenda so as to reach the Secretary General not later than 30 days before the date of the conference.



- 8.1.5. That in the event the Executive Committee fails to convene a conference without reasonable cause, two thirds of members of the Association may convene such a conference except that in doing so, they shall give Executive Committee 90 days prior notice of their intention.
- 8.1.6. The resolutions passed at the conference shall be binding on the Association.
- 8.1.7. At least 50% of delegates registered and present at a Biennial Conference or Extraordinary Conference shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 8.1.8. In the event of there being no quorum at the commencement of a Biennial Conference or Extraordinary Conference, the meeting shall be adjourned for one hour. Should the number present be insufficient to form a quorum, the meeting shall be adjourned. At adjournment of the meeting, those present will decide on the date of the next meeting within 21 days. In the event that the proposed meeting fails to attract the necessary quorum, those present shall constitute a quorum but shall have no power to amend any part of the existing Constitution.

8.2. Delegates

- 8.2.1. The number and composition of delegates will be determined by the ExCo taking into consideration the availability of resources.
- 8.2.2. Notwithstanding the number and composition of delegates determined by the ExCo, the undermentioned number of delegates to attend the conference who shall be:
- All members of the Executive Committee (Board Secretaries shall not vote)
 - 2 members from each Main Land Board (excluding the ExCo member)
 - 1 member from each Subordinate Land Board
 - 12 Focal Persons
 - 3 representatives of the non-Land Board members category

9. ELECTIONS

9.1. Dissolution

- 9.1.1. The Committee shall stand dissolved before the commencement of elections but not before the appointment of the returning officer whose responsibilities shall be to conduct the elections and swearing of the new committee

9.2. Voting

- 9.2.1. Delegates shall elect the Land Boards in to the Executive Committee who shall hold office until the next elections.
- 9.2.2. Voting shall be based on 1 vote per Land Board plus 1 vote from each of the 3 representatives of non-Land Board members.
- 9.2.3. Voting shall be done by show of hands through the head of delegation of each Land Board and the 3 representatives of non-Land Board members.
- 9.2.4. All Land Boards and non-Land Board representatives will be given an agreed time to caucus before casting their collective vote.



- 9.2.5. The Land Board elected President means the Chairperson of that Land Board assumes the Presidency while the Land Board Secretary (Chief Executive Officer) of the Land Board where the President or Chairperson is a member shall automatically be co-opted as the Secretary General.
- 9.2.6. The provision of (9.2.5) above shall apply mutatis mutandis to the election of the Vice President, Treasurer and Additional members.
- 9.2.7. All office-bearers may be re-elected to the same or related post.
- 9.2.8. Two additional members shall be elected at Conference and the third additional membership shall be co-opted by the Executive Committee
- 9.2.9. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favour of one of themselves.

10. THE EXECUTIVE COMMITTEE

- 10.1. The Management and Administration of the Association shall be entrusted to an Executive Committee
- 10.2. The following office bearers shall be elected at a Biennial Conference and Board Secretaries of the elected shall become designated counterparts:

OFFICE BEARERS (BOARD CHAIRPERSON)	COUNTERPARTS (BOARD SECRETARY)
President	Secretary General
Vice President	Deputy Secretary General
Treasurer	Treasurer General
Additional Member 1	Counterpart 1
Additional Member 2	Counterpart 2
Additional Member 3 (Co-opted)	Counterpart 3

- 10.3. Unless with the prior approval in writing of the ExCo informed by the resolution, the President, the Secretary General, the Treasurer and their deputies shall be Botswana Citizens or Botswana Residents.
- 10.4. Committee meetings shall be held at least quarterly after giving 14 days' notice to Committee Members. The President may call a Committee Meeting at any time by giving 7 days' notice. At least 50% of the elected Committee Members must be present for its proceedings to be valid.
- 10.5. Any member of the Committee absenting himself from 3 meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor from a different Land Board may be co-opted by the Committee to serve until the next Biennial Conference. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 10.6. The duty of the Committee is to organise and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the Biennial Conference without prior reference to it and shall always remain subordinate to the Biennial Conference.
- ## 11. POWERS OF THE COMMITTEE
- 11.1. The Committee shall be responsible for the formulation of policies and principles which guide the design of the activities of the Association. It shall also be responsible for the periodic review and approval of the Association's budget and audit of accounts.



- 11.2. A meeting of the Committee at which a quorum of not less than half of the committee members present is present shall be competent to exercise all authority, powers and discretion which are vested in the Committee generally by this Constitution.
- 11.3. The Committee shall:
- a) admit new members of the Association who are not Land Board members and staff.
 - b) appoint the Executive Secretary
- 11.4. The Committee may from time to time, and at any time delegate any of its powers, authority and discretion to sub committees, consisting of any such member or members of the Executive Committee as it thinks fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such sub- committee shall be governed by the regulations governing the meetings and the proceedings of the Executive Committee so far as applicable, and so far as they are not superseded by any regulations made by the Executive Committee.
- 11.5. Take all such steps as it may deem necessary to carry out the decisions and policies of the Association.
- 11.6. Appoint such officer as it may deem necessary in addition to the Executive Secretary, employ such legal or professional or other assistants from time to time as may be considered or expedient and negotiate remuneration for such officer and services.
- 11.7. Review rules, regulations and subject to the provisions of this constitution, the functions and procedure of this committee or any sub-committee thereof and the functions of its members and officers.
- 11.8. Consider contribution to any charity organisation and or towards disaster relief effort provided the contribution exceeding P10 000-00 shall be approved by the conference.
- 11.9. Appoint not less than four signatories including the Treasurer to execute day to day financial transactions of the Association and any two of the signatories may sign.
- 11.10. The Executive Committee shall have power to appoint an independent auditor.
- 11.11. Co-ordination and monitoring of the management of financial affairs and execution of the programmes of the Association.
- 11.12. Preparation of agenda to the Biennial conference
- 11.13. Employment of personnel including, confirmation, promotion and dismissal of employees.
- 12. TERMINATION OF A MEMBERSHIP OF THE COMMITTEE**
- 12.1. Unless and until otherwise determined by the Conference the number of the members of the committee shall not be more than that number stated in Article 10.2 of the constitution.
- 12.2. A member of the committee shall cease to be such member:
- a) if a notice in writing to the association he resigns his office; or
 - b) if he ceases to be a member of the association; or
 - c) if he becomes of unsound mind or
 - d) if a receiving order is made against him; or
 - e) if he ceases to hold office under any provision of the Act; or
 - f) if he shall have absented himself from three consecutive meetings of the Association without permission of the committee



- 12.3. The committee shall exercise such power to nominate or elect within three months (3) from the date of termination of such membership another member to replace the member who has so resigned.

13. DUTIES OF OFFICE BEARERS

13.1. The President

- a) Presides over all Executive Committee meetings and Conferences.
- b) Shall be the spokesperson of the Association and Administrative Figurehead.
- c) He/she shall also represent the Association in its dealings with outside persons.
- d) Shall be the custodian of the decisions taken by the Conference and Executive Committee.
- e) Enforces observance of this constitution by the members, delegates and office bearers.
- f) Represent BATLA at all major ceremonial occasions.
- g) Signs minutes of the meetings.
- h) Shall delegate such other functions as are necessary to the Vice President or any other member.
- i) Strives diligently to bring about the realization of the objectives of the association.
- j) Performs such other duties as may be associated with this office.
- k) Performs such other functions as may be delegated by the ExCo from time to time.

13.2. The Vice President

- a) Assists the President and deputise for him/her in his/her absence.
- b) Shall be the internal spokesperson of the Association and Administrative Figurehead
- c) S/he shall also represent the Association in its dealings with membership drive
- d) S/he shall spearhead strategic planning and implementation

13.3. The Treasurer

The Treasurer shall have the custody of the funds of the Association and shall perform the following functions;

- a) Update books of accounts from time to time.
- b) Prepare and present consolidated financial reports to the biennial conference of the Association.
- c) He shall maintain a list of subscribers for control and budgeting purposes of the Association.

13.4. The Additional Committee Members

Additional members shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time.

13.4.1. Additional member 1: Publicity

- a) Oversees all Public Relations and Communications of the Association
- b) Shall disseminate all the relevant information to internal and external stakeholders
- c) Shall assist the Secretary General in the organisation and running of conferences and other events.

13.4.2. Additional member 2: Projects/Programmes

- a) Identify and facilitate viable projects to be undertaken by the Association.
- b) Fundraise with the consent of the Executive Committee.
- c) Shall assist the Treasurer in ensuring the success of fund raising activities.



13.5. The Executive Secretary

The Executive Secretary shall be an ex-officio of the committee and shall

- a) Provide secretariat services at all Executive Committee meetings, Biennial Conference and Extra Ordinary Conference
- b) Shall keep all records of the Association and shall be responsible for their correctness.
- c) Shall keep minutes of the Association and of the Executive Committee.
- d) Preparation of the agenda for the conferences of the Association and meetings of the Executive Committee.
- e) Shall maintain an up to date Register of Members at all times, etc.
- f) Conduct correspondence for the Association and execute other functions as may be required to carry out the objectives of the Association.
- g) Institute programmes and projects and to pursue specific areas of research, training, technical advice and information dissemination.
- h) Co-ordinate the establishment of programmes for the purpose of generating income, planning investments, raising funds to be used in implementing the aims and objectives of the Association.
- i) Publishing and press facilities as well as other information dissemination activities.
- j) Support Services such as data bases, libraries, documentation units and administration.
- k) Submit proposals to the Executive Committee the organisational structure for the BATLA administration and make recommendations to the Executive Committee for the appointment of staff to fill vacancies on the approved structure, within the constraints or limitation of the approved budget.
- l) Develop and submit to the Executive Committee for approval, a budget in respect of the operational and administration activities of BATLA and shall be responsible for implementing that budget, carrying out the policies of the National Executive Committee.
- m) Receive on behalf of the Association any legal processes.
- n) Submit to the Executive Committee for approval a strategic plan mapping up the Association's goals and objectives for the planned period.
- o) Be the liaison person between the Registrar of Societies and the Association, responsible for preparation and submission of all notices and other documents and supplying such information as may be required under the Societies Act.

13.6. The Secretary General, Deputy Secretary General, Treasurer General and Additional EXCO members (Counterparts BS)

- a) Shall provide overall practical advice to the Committee, facilitate the smooth operation of the secretariat and supervise Executive Secretary.

14. ADMINISTRATION

14.1. The Association shall be administered by an Executive Secretary appointed by the Executive Committee. The Executive Secretary shall be:

- a) Head of Administration of the Association.



- b) A person qualified and recognized as such in an area of policy research and analysis, natural resources management sustainable development; Administration and Land Management.
 - c) Shall be responsible to the Committee for the management and operation of the Association, ensuring that its programmes and objectives are properly executed.
- 14.2. S/he shall have the power to recommend to the committee, for promotion, dismissal, or otherwise reward or discipline the staff of the Association in accordance with the law, rules of natural justice and personnel management regulations of the Association.

15. STRUCTURES

- 15.1. In addition to the Executive, Secretariat and Administration the Association will have Focal Person Structures comprising of representatives each of the 12 Land Boards.
- 15.2. The Focal Persons structure will be under the headship of the Vice President.
- 15.3. The term of office for Focal Persons shall run parallel to that of the Executive Committee.
- 15.4. The respective Land Boards will elect their Focal Persons within 30 days after the Biennial Conference.
- 15.5. A Focal person shall not be an elected member of the ExCo.
- 15.6. Land Boards with Sub Land Boards will further elect representatives (Sub-Liaisons) from each sub to serve as a liaison between the Focal Person and the members of the Sub Land Boards.
- 15.7. Focal persons are elected collectively by the members of the entire Land Board (Main and Sub).
- 15.8. The Sub- Liaisons will be elected by the respective Sub Land Boards and will report to the Focal Person.
- 15.9. **Duties:**
 - a) Liaison between the Executive and general membership/Mouthpiece for respective Land Boards
 - b) Identification and Facilitation of projects and programmes of the Association to be endorsed by the Executive
- 15.10. There shall be three regions consisting of North, Mid Land and South constituted as:
 - North: Tawana, Chobe and Ghanzi
 - Mid: Ngwato, Tati,
 - South: Kweneng, Tlokweng, Rolong, Ngwaketse, Kgalagadi and Maletse

16. RULES AND REGULATIONS

- 16.1. The Association may make such rules, regulations and bye laws as are necessary to ensure the implementation of this Constitution. Such rules shall conform to the general purpose and procedures set out in this Constitution.
- 16.2. The Committee shall set rules and regulations for the conduct of its business and that of the Association and shall approve financial regulations, staff regulations and rules for the management of the Association.

17. FUNDS AND PROPERTY

- 17.1. The sources of the funds of the Association shall include the following;
 - a) payments, donations or bequest which are made by members which are separate and distinct from those related to their membership;
 - b) grants, subventions, contracts, donations, and legacies accepted by the Executive Committee on behalf of the Association;
 - c) revenue from capital investments
 - d) income from sale of goods and services



- e) interest derived from any moneys secured as funds or endorsement.
- 17.2. All property, money and funds shall be received, kept in the custody and paid, in the case of property and money, by the Executive Committee. The Executive Committee shall deposit or cause such funds to be deposited in the name of the Association in such bank or banks as the executive Committee shall determine.
- 17.3. The Association may not incur expenditure in excess of funds at its disposal or borrow funds without the approval of the members.
- 17.4. The Executive Secretary may keep or cause to be kept such sums of money as the Executive Committee may authorise for petty disbursements in cash.
- 17.5. The funds and property of the Association shall;
- a) be applied solely towards the promotion of the objectives of the Association as set forth in this constitution.
 - b) not be paid or transferred, directly or indirectly by way of dividend, gift, division, bonus, or otherwise howsoever by way of profit, to the members of the Association or members of the Executive Committee.
- 17.6. The Association shall establish rules governing the acquisition, collection, keeping and expenditure of funds and property.

18. FINANCES

18.1. Accounts

- 18.1.1. The EXCO shall cause proper books of accounts to be kept with respect to all;
- a) sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - b) sales and purchases of goods and services by the Association
 - c) assets and liabilities of the Association
- 18.1.2. The books of accounts shall be kept in the office, or such other place as the Executive Committee shall think fit and shall at all times be open to inspection by the Executive Committee.
- 18.1.3. At the Biennial Conference the Treasurer shall present to the Conference an audited statement of accounts made up to a date not more than six months before the Conference.
- 18.1.4. The Auditors' Report shall be presented to the Conference and shall be open to inspection by any member of the Association.

18.2. Financial Year and Audit

- 18.2.2. The financial year shall run from 1 July to 30 June
- 18.2.3. The Committee:
- a) will be required to audit each year's accounts and present a report to the Biennial Conference
 - b) may be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 18.2.4. At least once in a year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified Auditor or Auditors.
- 18.2.5. Auditors shall be appointed by the Executive Committee and their duties regulated in accordance with the provisions of the law.



18.3. Inspection of Accounts and List of Members

18.3.2. The books of accounts and all documents relating thereto and list of members of the Association shall be available for inspection at the registered office of the Association by any member of the Association or his representative by giving seven days' notice to the Association.

19. ANNUAL REPORT

19.1. The Association shall publish for distribution an Annual Report of its programme activities and its financial statement to the members.

20. RIGHTS TO INTELLECTUAL PROPERTY

- 20.1. The Association may freely publish any results of its activities in the fulfilment of its aims and objectives.
- 20.2. All rights, including title, copyright, patent rights, and other intellectual property rights in any work or invention developed by the Association shall be vested in the Association and governed by the Laws of Botswana or of any country where the Association shall have legal domicile.
- 20.3. The association shall use its intellectual property right, and any financial or other benefits associated therewith, in furtherance of the purposes for which the Association was established.

21. PROHIBITIONS

- 21.1. The funds of the Association shall not be used to pay personal fines of members who have been convicted in court of law.
- 21.2. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, Committee or members unless with the prior approval of the relevant authorities.
- 21.3. The Association shall not raise funds from the public for whatever purposes without the prior approval in writing from the relevant authorities.

22. INDEMNITY

- 22.1. The Executive Secretary and every Agent, Auditor, Secretary or other staff for the time being of the Association shall be indemnified out of the assets of the Association against any liabilities incurred by it or him in defending any proceedings whether civil or criminal arising from the work of the Association.
- 22.2. The Association shall not be liable for the Act neglect, default, fraud, or misconduct of any agent, officer, servant or other person employed by them or otherwise engaged or occupied in connection with his/her office notwithstanding that it may not have been strictly necessary or expedient for any reason to be so employed, engaged or occupied or by reasons of any mistake or omission made in good faith or by reason of any other matter or thing except wilful fraud or wrong-doing on the part of the Association.

23. AMENDMENTS TO THE CONSTITUTION

- 23.1. No alteration or addition/deletion to this Constitution shall be made except at a Biennial Conference or Extraordinary meeting and with the consent of 50% of the delegates or voting members present, and they shall not come into force without the written approval of the Registrar of Societies.

24. DISCRETIONAL POWERS

- 24.1. In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this Constitution, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a Biennial Conference.



25. DISPUTES

25.1. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. The decision of the Extraordinary General Meeting shall be deemed final.

26. NO CONFIDENCE

26.1. There shall be a vote of no confidence in the event the majority of the members are aggrieved or are at variance Executive Committee or a member. Two thirds of members shall be eligible to move for a vote of no confidence. In that regard, the Executive Committee or the member shall vacate the office in favour of his/her deputy or some other person nominated by the general membership.

26.2. Where the out voted member is a Committee member, the following steps shall be taken:-

- a) The above member will be expected to hand-in all the properties of the Association to the Executive Committee.
- b) The Association will therefore at its meeting elect a new member to fill his/her vacancy.

27. TERMINATION OF MEMBERSHIP

27.1. Members of the Association may at any time by notice in writing to the Association resign his membership and the name of a member so resigning shall forthwith be removed from the Register and he shall thereupon cease to be a member of the Association.

27.2. Membership may also be terminated on the following grounds;

- a) Failure to pay membership and subscription fees
- b) If a Member becomes of unsound mind; or
- c) If a receiving, order is made against a Member.
- d) If a Member contravenes any provision of this constitution

28. DISSOLUTION

28.1. The Association will only be dissolved with the written consent of the members of the Association.

28.2. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further meeting which shall be held 60 days later. If there is no quorum at this second meeting then there should be a petition signed by two thirds of members.

28.3. If upon the dissolution of the Association and after the satisfaction of all the Association's debts and liabilities, there remains 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 having objectives similar to the aims and objectives of the Association.

28.4. The institution or institutions referred to in paragraph (28.3) are those which prohibit the distribution of their income and property among its or their members and have dissolution articles similar to those of this Constitution.

28.5. Such institution or institutions shall be determined by the members of the Executive Committee at or before the time of dissolution, and in default thereof by a judge of the High Court of Botswana.

28.6. Provided that if and so far as effect cannot be given to the aforesaid provisions such property shall be donated to some charitable object in Botswana

29. ENTRY INTO FORCE

29.1. This constitution shall come into force upon its due registration with the Registrar of Societies

29.2. Upon entry into force of this constitution, the Association shall assume the status, rights, powers and privileges of a national organisation as provided mutatis mutandis under the laws of Botswana and as negotiated with the government.

