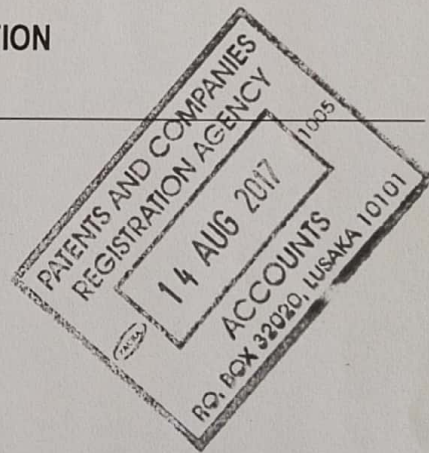


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CENTRE FOR ENVIRONMENT JUSTICE

ARTICLES OF ASSCIATION

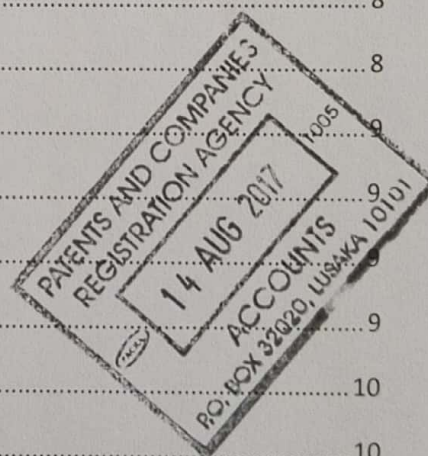
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## Table of Contents

1. Organization Summary .....	5
1.1. Our Role as Civil Society .....	5
1.2. Aim .....	5
1.3. Vision.....	6
1.4. Mission.....	6
1.5. Catchment Area .....	6
2. NAME, EMBLEM, SEAL, MOTTO AND ACRONYM .....	6
3. LEGAL STATUS.....	6
4. AIMS AND OBJECTS.....	7
5. SUBSIDIARY POWERS .....	7
6. PRINCIPAL OFFICE OF THE ORGANIZATION .....	8
7. MEMBERSHIP OF THE ORGANIZATION, CATEGORIES AND RELATED MATTERS.....	8
7.1. Ordinary Member.....	8
7.2. Life Member .....	8
7.3. Honorary member .....	8
7.4. Corporate member.....	9
7.5. Joining and Annual Subscription Fees.....	9
7.6. Rights and Privileges of Members.....	9
7.7. Obligation of Members .....	9
7.8. Voting Eligibility of members.....	10
7.9. Conflicts of Interests .....	10
8. Chapter.....	11
9. CHAPTER ANNUAL GENERAL MEETING, POWERS AND FUNCTIONS.....	11
10. COMPOSITION OF THE CHAPTER ANNUAL GENERAL MEETING .....	12



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11. ATTENDANCE OF STAFF, OBSERVERS AND INVITED GUEST AT CHAPTER AGM .....	12
11.1. Notice Which Arrives Late or Not At All.....	12
11.2. Quorum.....	12
11.3. Actions of Annual General Meeting.....	12
11.4. Equality of Votes.....	13
11.5. Adjourned Meeting.....	13
11.6. Notice of Adjourned Meeting.....	13
12. EXTRAORDINARY /SPECIAL MEETING .....	13
12.1. Summoning of an extraordinary or special general conference .....	13
12.2. Notice of Extraordinary General Meeting.....	13
12.3. Majorities Required .....	13
13. THE NATIONAL BOARD.....	14
13.1. Composition of the National Executive Board.....	14
13.2. POWERS .....	14
13.3. Duties of the National Board .....	15
13.4. Terms of Office.....	15
13.5. Resignations.....	16
13.6. Suspension or Removal.....	16
13.7. The General Conference Shall Reserve The Right To Remove From Office Any Member Or All... 16	
13.8. Vacancies and Removal, Resignation And Or Dissolution Of The National Board.....	16
14. MEETING OF THE NATIONAL BOARD AND OTHER PROVISIONS .....	17
14.1. Meetings .....	17
14.2. Quorum of the National Board .....	17
14.3. Adjourned Meetings .....	18

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15. Action of The National Board.....	18
16. Standing Committees and Other Bodies.....	18
16.1. Establishment.....	18
16.2. Delegation of authority.....	18
16.3. Compositions .....	18
16.4. Rules and Procedures.....	19
16.5. Appointment and term of office.....	19
16.6. Records and Reporting.....	19
16.7. Holding More Than One Office .....	19
16.8. Powers and Duties .....	19
17. National Board Positions.....	20
17.1. The Board Chairperson .....	20
17.2. General Secretary .....	20
17.3. Head of Finance/Treasure.....	20
17.4. Head of Partnership and Resource Development .....	20
18. Board Members Roles.....	21
19. Affiliation to Other Organizations Or Boards.....	21
20. Dissolutions .....	21
21. Interpretation.....	21
22. Amendment and adoption.....	21
23. Repeal and Replacement .....	21
24. Organo-gram .....	22
24.1. Advisory Board.....	23
24.2. Management Structure.....	24

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## 1. organization Summary

**Centre for Environment Justice (CEJ)**, started as a Volunteer Youth Group in 2010 with its focus on climate change awareness and sensitization through Theatre for Community Action (TCA-Drama) and was officially registered as a non-governmental organization on **8<sup>th</sup> July, 2011** with a name called **Youth Image Solutions (YIS)**. However, on **3<sup>rd</sup> August, 2012**, the management team decided to change the name to **CENTRE FOR ENVIRONMENT JUSTICE** and on **11<sup>th</sup> December, 2012**, PACRA approved the name as a Limited by Guarantee non-governmental organization.

The mandate believes that safe environment is a basic fundamental human right and that individual youths, women, men and the general Zambian population have the right to access quality and accurate information on environment, extractive industries and climate change to enable them adapt and mitigate; and respond to disasters effectively in affected at community, districts and national level. **Centre for Environment Justice (CEJ)** believes that greatest challenge of this generation is addressing the ever challenging of environmental degradation and extractive industries that has alot impact, effect and threat on human life.

It is undoubtedly, young people constitute the larger majority of the population in Zambia. Hence, there is need for honest guidance to the young people in promoting community development through environmental projects. The world has dynamically changed in terms of development strategies meant to improve the livelihood of the people especially in poor communities. There must be an investment that ensures the young people to be empowered with knowledge to ensure they play a role that will demand government to meet their commitments towards the MDGs 7 on Environment.

It is our main aim that CEJ become a widely recognized NGO on its advocacy work in the community, District, national and international level. This will lead the state to improve public policy and keep environmental protection, climate justice and extractive industries issues in the hearts and minds of decision-makers, donors, volunteers and citizens.

### ***1.1. Our Role as Civil Society***

To be a driving force behind greater achievements through the active mobilization of public support through information collection and dissemination, policy development and consultation, policy implementation, assessments and monitoring; and lobby and advocacy.

### ***1.2. Aim***

To help young people thrive in fighting for environmental justice while contributing to sustainable development in its aspects.

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### **1.3. Vision**

Be a leading Centre for Environment Justice and actions for sustainable development at community, district and national level.

### **1.4. Mission**

To empower, enhance and strengthen environmental challenged communities, youth, children, women and men by involving them in promoting environmental justice and sustainable management of natural resources.

### **1.5. Catchment Area**

**Centre for Environment Justice (CEJ)** is situated in Kafue District 45 minutes drive from Lusaka District. CEJ current catchment areas are Lusaka Province: Kafue, Chilanga, Chirundu and Chongwe; with keen interest to scale up to Southern Province: Mazabuka, Mamba, Monze and Choma.

## **2. NAME, EMBLEM, SEAL, MOTTO AND ACRONYM**

- 2.1. The name of the Organization shall be **CENTRE FOR ENVIRONMENT JUSTICE**. Hereinafter referred to as the "organization" OR SUCH OTHER NAME AS THE Annual General Meeting may by resolution decide from time to time.
- 2.2. The organization shall have an official emblem and/or logotype, and an official seal in such form as shall be decided by the Annual General Meeting, on the recommendation of Board.
- 2.3. The Organization shall adopt motto and acronym as the Annual General Meeting, on the recommendation of the Board, may decide.
- 2.4. The organization shall be operated as a charitable (Not-for-Profit) organization and therefore is and shall not be controlled by commercial interests and that all its income, commodities, property and assets shall be used solely towards the promotion of its objects during the existence of the organization
- 2.5. Subject to the relevant statutes of Zambia, the organization shall not discriminate on grounds of race, creed, ethnic origin, political belief, gender, disability or age in;
  - 2.5.1. *Admitting members*
  - 2.5.2. *Providing information and services*
  - 2.5.3. *Recruiting staff or*
  - 2.5.4. *In any other aspect of the organization's worker*

## **3. LEGAL STATUS**

The organization shall be registered under PACRA AS A COMPANY LIMITED BY GUARANTEE, as a society operating as a not for profit, non-political and Non-Governmental Organization.

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## **4. AIMS AND OBJECTS**

The organization believing that knowledge of environment, extractive industries and climate change and access to broad ranges of services is a fundamental human right and that a balanced between the population of Zambia and its natural resources and productivity is a necessary condition of human happiness, prosperity and peace, has the following objectives:

- 4.1. To advocate for the basic human rights for youths and women to make timely and informed decision regarding environment, extractive industries and climate change and responding to disasters effectively.
- 4.2. To strive to advance the environment, extractive industries and climate change movement among the youths, women and men by addressing, through information, advocacy and services, their unmet need and demand for youth participation.
- 4.3. To ensure that services offered by the organization are provided in a non-coercive manner, without the use of incentives or disincentives of any kind.
- 4.5. To enhance the efforts of volunteers and staff to operate an accountable, result based organization with effective governance and management systems.
- 4.6. To co-operate to the fullest degree possible with the government, international and local non-governmental organizations, multi and bilateral agencies and other institutions in the execution of the environment, extractive industries and climate change.

## **5. SUBSIDIARY POWERS**

To undertake such other enabling activities as may be deemed necessary to assist or enhance the realization of the aims and objects of the Organization and in furtherance of these aims and objects the Organization may;

- 5.1. Accept donations, gifts, grants, allowances and other benefits and undertake or perform any services or conditions attached to their acceptance.
- 5.2. Make appeals, advertise and conduct such other lawful activities as may be appropriate to raise funds for the organization or to make known its existence, purposes or work;
- 5.3. Carry out any charitable work, which may be lawfully undertaken by the organization to further its objectives.
- 5.4. Employ such persons as may be required for the purposes of carrying out programmes of the organization

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- 5.5. Do any other lawful things, which may be necessary to enable the organization, achieve its objectives.

## **6. PRINCIPAL OFFICE OF THE ORGANIZATION**

The Principal Office (Main Office) of the Organization shall be at LUSAKA in the Republic of Zambia or any other place in Zambia, as may be decided by the AGM meeting on the recommendation of the board.

## **7. MEMBERSHIP OF THE ORGANIZATION, CATEGORIES AND RELATED MATTERS**

### **7.1. *Ordinary Member***

Any person may apply to the Organization where he/she normally resides or works for admission as an ordinary member of the Organization. Upon admission and payment of the current stipulated joining fee for this category of membership, a membership card shall be issued to the new member and his/her name and address added to the register of ordinary shall be eligible to vote.

### **7.2. *Life Member***

Any person who is already an ordinary member wishing to change his or her category of membership of the association from ordinary to life member , may indicate his/her wish to the chapter coordinator , who shall submit the member's indication together with the stipulated life membership fee to the branch executive committee. Unless the chapter coordinator and his team executive committee show good cause to the contrary, the ordinary member in question shall be placed on the roll of life members of the Organization kept by the chapter coordinator, and the person concerned shall be issued with a life membership card and shall have the right to participate at all levels of decision.

### **7.3. *Honorary member***

The Organization may, by a majority decision of the Annual General Meeting, upon the recommendation of the National Board or any Chapter executive committee, confer honorary membership on any member of the public or organization, who in the opinion of the Annual General Meeting has distinguished himself or herself in promoting of programmes in climate change (Adaption and Mitigation) and Disaster Risk Reduction in Zambia. Recipients of the honorary membership of the Organization shall not be required to pay any fee connected with the receipt of this honor and will not be eligible to vote.



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#### **7.4. Corporate member**

Institution, companies, firm or organization providing or pursuing similar objectives of those of the organization may apply for corporate membership of the organization by submitting an application directly to the general secretary of the organization or to the chapter coordinator of the nearest organizations chapter. Upon payment of the stipulated joining fee for corporate membership, a Corporate Membership Card shall be issued.

Each Corporate Member shall give notice in writing to the General Secretary from time to time, of the name and address of the person who has been designated to represent it at meetings and shall have the right to vote but will not hold any office.

#### **7.5. Joining and Annual Subscription Fees**

Ordinary, Life and Corporate Members of the Organization shall pay such joining and where appropriate, annual subscription fees, as may be determined by the Annual General Meeting on the recommendation of the National Board from time to time.

#### **7.6. Rights and Privileges of Members**

The members of the organization, subject to the provisions of this Constitution, shall enjoy the following rights and privileges:

- 7.6.1. To elect or to be elected or appointed to decision making bodies of the Organization without any restrictions;
- 7.6.2. To participate freely at meetings of the Organization and to seek clarification on any issue (s) affecting the life of the Organization;
- 7.6.3. To defend themselves before and appropriate disciplinary organ of the Organization on charges leveled against them and to have the right to appeal to a higher organ if they are not satisfied with a decision or judgment given; and
- 7.6.4. Life Members may in addition to the rights and privileges stipulated in this Constitution and selected advertising materials, as may be decided by the Board from time to time.

#### **7.7. Obligation of Members**

It shall be the obligation of a member of the Organization:

- 7.7.1. To be fully committed to the achievement of the objectives and goals of the Organization and to defend the constitution of the Organization.
- 7.7.2. To work with other members of the Organization in promoting and implementing the objectives of the Organization.

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- 7.7.3. To contribute through constructive analysis and criticism at meetings of the Organization, ideas and proposals aimed at removing weaknesses and shortcomings in the management organization of the Organization in a friendly spirit;
  - 7.7.4. To educate and respond effectively to attacks, misinformation and misleading information appearing in the media
  - 7.7.5. To carry out the decision of the various organs of the organization, and such decision and directives as may lawfully be communicated by the leadership of the organization to the member; and
  - 7.7.6. To observe in letter and spirit the standards and principles relating to conflict of interest.

### ***7.8. Voting Eligibility of members***

- 7.8.1. Every member of the organization shall have one vote only even those exercising by proxy provided always that where applicable members are fully paid in accordance with the Constitution.
- 7.8.2. The following shall not have the right to vote:
  - a) Employees of the Organization
  - b) Members who are overdue with their subscription over three months;
  - c) Persons who are not members but co-opted to serve on organization committees and other bodies at national or chapter levels
  - d) Members not in good standing with the organization
- 7.8.3. The following members shall not vote on matters relating to goods, services, and materials used by or supplied to the organization
  - a) Those who commercially manufacturer, promote, sell or distribute any goods, services or materials used in the provision of climate change (adaption and mitigation) and Disaster Risk Reduction information and services;
  - b) Those who are employed directly or indirectly in the commercial manufacture, promotion, sale, supply or distribution of any goods, services or materials used in the provision of climate change (adaption and mitigation) and Disaster Risk Reduction information and services;
  - c) Those who have any financial or commercial interest in supplying the organization with goods, services or materials;
  - d) Those who have any financial or commercial interest in buying goods, services or materials from the organization

### ***7.9. Conflicts of Interests***

- 7.9.1. No individual volunteer or staff member shall use his or her position with the Organization to further the manufacture, distribution, promotion, or sale of any

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materials, products or services in which that person, his or her spouse or relatives has either a direct or indirect financial interest.

- 7.9.2. No member shall accept any gift or payment from a provider, or potential provider, of goods or services to the organization.
- 7.9.3. A member elected to the Board shall state any interest that he or she has which could give rise to a conflict when exercising his or her duties as a member of that body. Those interests that are regarded as relevant and material in this connection shall be spelt out in the regulations along with the procedures for recording such interests. This declaration shall be updated annually.

## **8. Chapter**

- 8.1. A Chapter of the Organization may be established within the geographical area of a District upon satisfaction of the following conditions:  
The organization must be implementing a project in that area and the target population in most situations shall constitute the chapter.
  - 8.1.1. As much as possible, the boundaries of the proposed new branch fall within the geographical boundaries of establishment Local Government Districts. This means that, a single district can have more than one project though each project will have different coordinators and project implementing committees for maximum achievement of set objectives and vision realization for a particular project.
  - 8.2.1. When the strategic plan is approved by the Board, a Committee shall be setup to undertake formation activities and preparations for a chapter Executive Committee to be elected as per guideline for the project in question. A project coordinator is employed based on project life span and terms of reference and social needs of a particular chapter.

## **9. CHAPTER ANNUAL GENERAL MEETING, POWERS AND FUNCTIONS**

- 9.1. Powers and functions chapter Annual General Meeting
  - 9.1.1. To elect office bearers to the Chapter Executive Committee;
  - 9.1.2. To receive and act upon the annual reports from the Chapter Executive Committee on the implementation of the Organization's programmes and projects in the Chapter.
- 9.2. To receive, debate and approve the branch treasure audited accounts financial statement and report giving details of income from the chapter fundraising ventures, state of financial position regarding the financial standing of the Chapter.

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- 9.3. Perform such other functions as the national board may assign the chapter to do from time to time.
  - 9.4. To elect delegates to the Annual General Meeting

## **10. COMPOSITION OF THE CHAPTER ANNUAL GENERAL MEETING**

The composition of the chapter annual general meeting shall be as follows

- 10.1. Members of the chapter executive committee
- 10.2. Chapter patron of where applicable
- 10.3. All registered and paid chapter members

## **11. ATTENDANCE OF STAFF, OBSERVERS AND INVITED GUEST AT CHAPTER AGM**

- A. The chapter executive committee may invite members of the national board, the chief executive officer of the Organization and or senior management staff, to attend annual general meeting and respect them, if need be , to speak at the meeting.
- B. Invited members of the national board, and staff shall not have a right to vote at chapter annual general meetings.

### ***11.1. Notice Which Arrives Late or Not At All.***

A meeting of the general meeting and the decision taken at it, shall be valid even if due to circumstances beyond control of the association notice of the meeting reaches a member late or never arrives.

### ***11.2. Quorum***

The presence in person of one half plus of the memberships of the annual general meeting members shall continue a quorum for the transaction of business at any annual general meeting.

### ***11.3. Actions of Annual General Meeting***

An action of the annual general meeting shall be legalized by the vote of the majority of the members present and entitled to vote at a meeting provided always that a quorum of 50% plus one is present at the time of the vote and the action is not one on which a different vote is required by law or by this constitution.

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#### **11.4. Equality of Votes**

Each member shall have one vote only even those exercising by proxy but in the event of the number of vote cast being equal, the chairperson shall be entitled to a second casting vote.

#### **11.5. Adjourned Meeting**

With the consent of the annual general meeting by a simple majority, the chairperson may. Whether or not a quorum is present, Adjourned a meeting to another time and place and the matters may be discussed upon at any adjourned meeting, are matter, which were not finished at the meeting from which the adjournment took place.

#### **11.6. Notice of Adjourned Meeting.**

Members who were not present at the time of adjournment shall be given written notice of adjourned meeting at least 7 days before the researched meeting.

### **12. EXTRAORDINARY /SPECIAL MEETING**

#### **12.1. Summoning of an extraordinary or special general conference**

A special or extra –ordinary general meeting of the organization may be called:

- a) At the request of not less than third of all registered chapters of the organization notifying the general secretary of the need for a special general meeting
- b) If a situation has arisen this, in the opinion of the national board can not wait for the meeting of the next annual general meeting.

#### **12.2. Notice of Extraordinary General Meeting**

No valid of a special /extraordinary general conference shall take place unless (fourteen) 14 days notice has been issued to all members of the organization entitled to receive notice for the holding of a general meeting.

The notice of any extraordinary /special meeting shall always state the purpose of the meeting and those constitute the only item to be resolved by the extraordinary /special general meeting.

#### **12.3. Majorities Required**

Any proposal put to an extraordinary meeting will be considered to have been passed only if carried by a majority , of not less than half plus one, of the members present and entitled to vote: and provide that always the notice of the meeting shall be stated its purpose.

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## **13. THE NATIONAL BOARD**

There shall be the national board to be elected by the annual general meeting for a period of three years. Members of the national board shall be elected from duly nominated in accordance with the procedures set out by regulation, at a designed meeting of the annual general meeting by the vote of a majority of the general meeting members present and entitled to vote.

### ***13.1. Composition of the National Executive Board***

The national board shall comprise at least 50% females and consisting of the following office bearers:

- a) National chairperson , elected by the annual general meeting
- b) General secretary , elected by the annual general meeting
- c) National treasurer , elected by the annual general meeting
- d) Technical Advisor and three representatives of relevant professional, business and or technical bodies appointed by the elected members of the national board.

### ***13.2. POWERS***

The national board shall possess and exercises such powers of the annual general meeting as it may delegate, subject to such restrictions as from time to time may be decided by the annual general meeting.

**13.2.1.** The national board shall be answerable to the annual general meeting on the implementation of the policies and policy directives determined by the annual general meeting on the management of the organization as well as specific resolutions and decisions.

**13.2.2.** The national board shall oversee the smooth organization, management and administration of the organization by the management of the organization, and shall to this effect formulate, review, analyze and refine organization policies in between annual general meeting and make appropriate policy changes or modifications to existing policies.

**13.2.3.** The national board shall hear appeals from volunteers appearing against decisions made by chapter executive committees in respect of the discipline of volunteers.

**13.2.4.** The national board may decide by way of a resolution to delegate some of its powers and functions to an ad-hoc committee or any named office holder (s) provided always that any decisions so made should be ratified by national board at its next meeting.

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### **13.3. Duties of the National Board**

The National Board Shall:

- a) Ensure follow up action on the annual general meeting decisions.
- b) Be available to the chief executive officer for consultation
- c) Take action on such other matter as it may decide necessary between annual general meeting
- d) Review and report to the annual general meeting on the implementation of approved policies , plans and work programme budgets
- e) Suspend a member for conduct which could be harmful to the organization
- f) To appoint, asses, appraise and dismiss the chief executive officer of the organization or as the national board may decide from time to time.
- g) To determine the establishment of registers of the organization, job profiles and qualification, the general conditions of service for staff, including a disciplinary code and appeal structure for staff and volunteers of the organization, as well as the operational guidelines for recruitment of staff.
- h) To initiate mew policies or the review of existing policies for the consideration by the annual general meeting
- i) To approve fundraising projects initiated at all levels.
- j) To receive, approve and adopt reports and work of any ad-hoc committee of the national board.
- k) To receive the audited accounts and financial statement of the organization and the management letter duly signed and certified by the organization's approved external auditors for each financial year, and give appropriate policy directives and instructions on the qualification made by the external auditors and the management and control of finances and accounts by the national treasurer and management of the organization.
- l) To recommend the appointment of the organization's external auditors.
- m) To appoint , if need be, ad-hoc and other –term study groups to deal with such issues as may be determined from time to time by the annual general meeting.
- n) To review condition of service of staff on the establishment of the organization , approve training needs and deal with any matters pertaining to management and personnel development , performance and efficiency of staff
- o) Perform such other functions by the annual general meeting.

### **13.4. Terms of Office**

**13.4.1.** National board members shall be elected for a three year term and shall continue in office until the close of their next election of members of the national board or until a successor is elected and confirmed in office, or unless the member dies, resigns or is removed before the three year term is completed.

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**13.4.2.** National board members may succeed themselves in office up to a maximum of two consecutive three terms and may only offer themselves for re-election after three years.

**13.5.3.** It shall not be permitted for member to evade the lapse period by serving one year short of the maximum number of consecutive terms and then to stand for another post.

### ***13.5. Resignations***

A member of the national board may resign at any time giving written notice to the annual general meeting through the general secretary. The resignation shall take effect when received, unless the member states otherwise may and shall be effective whether or not it is accepted.

### ***13.6. Suspension or Removal***

**13.6.1.** The annual general meeting may suspend or remove a member of the national board / if the member is disqualified from serving on the national board for conduct that could be harmful to the organization provided that:

- a) The motion to suspend or remove is carried by a vote of at least two thirds majority of the annual general meeting members present and entitled to vote: and the member is notified of the proposed action and is given an opportunity to participate at the annual general meeting before the proposal is put to the vote.
- b) That such a member shall have been given reasons for his or her removal; from the committee and that such member shall be given an opportunity to answer charges or defend themselves concerning the reason(s) for removal.

### ***13.7. The General Conference Shall Reserve The Right To Remove From Office Any Member Or All***

The members of the national board provided that before a vote is taken to remove any member or all members of the national board, notice of a motion to remove the member or all members has been circulated at 14 days before the date of the AGM.

### ***13.8. Vacancies and Removal, Resignation And Or Dissolution Of The National Board***

**13.8.1.** If a vacancy occurs in the national board the unsuccessful candidate with the next highest number of votes in the last elections shall fill it. National board members elected in this way may hold office up to the next meeting of the annual general meeting at which elections take place.



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- 13.8.2. In the event of this not being possible, the annual general meeting shall elect a replacement at its next meeting.
- 13.8.3. In the event of the removal of the entire national board by the annual general meeting, the annual general meeting shall either elect a new national board or appoint an interim national board consisting of not more than seven members to operate and function as national board until the election of a new national board at the next ensuring annual general meeting or extraordinary general meeting
- 13.8.4. In the event that the whole national board resigns or dissolved, the patron of the organization shall immediately call for an extraordinary general meeting at which either a new national board shall be elected or an interim national board put in place until ensuring annual general meeting which shall be expected to elect a new national board or decide the continuation of the interim national board in office until such appropriate time when a new national board is elected.
- 13.8.4. Provisions for the resignation, filling of vacancies and removal of members of chapter executive committees shall follow the same procedures as outlined under this article.

## **14. MEETING OF THE NATIONAL BOARD AND OTHER PROVISIONS**

### ***14.1. Meetings***

- 14.1.1. The national board shall meet at least three times a year. Other meetings may be held from time to time if the national board or the chairperson so decides.
- 14.1.2. Due notice of the time, date, place and purpose of every meeting shall be given by the general secretary provide that the notice of meeting shall not be less than seven (7) days.
- 14.1.3. The chairperson shall chair all the meetings of the national board. The chairperson may appoint another member of the national board to take the chair at any meeting from which the chairperson is absent and no appointment has been made, the members of the national board present at the meeting shall elect from among their number a person to chair the meeting.
- 14.1.4. The chief executive office of the organization, directors /heads and such other members of staff as may be requested by the national board or the chief executive officer shall sit in attendance at meetings of the national board.

### ***14.2. Quorum of the National Board***

The quorum for meetings of the national board shall be half plus one 50% +1 of the membership of the national board.

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### ***14.3. Adjourned Meetings***

- 14.3.1. A majority of the national board members present, whether or not a quorum is present may adjourn the meeting to another time and place.
- 14.3.2. If a quorum is not present half an hour after the time the meeting is due to start the meeting shall be postponed to a later date.
- 14.3.3. The only matter that may be discussed or decided upon at the next meeting shall be the matters, which were not finished at the meeting from which the adjournment took place.

### **15. Action of The National Board**

- 15.1. Decisions at meetings of the national board shall be made by a majority of those present and entitled to vote, and shall normally be indicated by a show of hands, unless a secret ballot is requested.
- 15.2. Should there be an equal number of votes: the chairperson shall have right to a second casting vote.
- 15.3. Any national board action may be taken without a meeting if all the members adopt a resolution in writing authorizing such action.
- 15.4. Any such resolution (s) and the written consents shall be filed with the minutes of the national board.

### **16. Standing Committees and Other Bodies**

#### ***16.1. Establishment***

The annual general meeting may from time to time establish standing or other committee or bodies as the activities of the organization may require.

#### ***16.2. Delegation of authority***

The annual general meeting may authorized may delegate such authority as it decides is appropriate committees and other bodies.

#### ***16.3. Compositions***

Any standing committees authorized by the annual general meeting to carry out any of the powers of annual general meeting shall consist of at one least one member of the national board. Membership by order of the annual general meeting shall be as prescribed by the annual general meeting.

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#### **16.4. Rules and Procedures**

Unless otherwise provided by this constitution ,or the annual general meeting in the regulations or the terms of reference of a body , each standing committee and other shall decide on its own rules and procedure and elect it own chairperson.

#### **16.5. Appointment and term of office.**

Unless otherwise provided by the annual general meeting or this constitution members of standing committees and other duly appointed bodies.

- a) Shall be appointed by the annual general meeting
- b) Shall serve until the appointed body has completed its designated tasks, or there appointment and confirmation in office of any successors

#### **16.6. Records and Reporting**

Each standing committee and duly appointed body shall keep records of its proceedings and report on its proceedings to the annual general meeting. The annual general meeting shall decide the manner and timing of such reporting.

#### **16.7. Holding More Than One Office**

No person shall more than one executive office at the time.

#### **16.8. Powers and Duties**

- a) The principal functions of office holders elected to the national board shall be spelled out in detail in by-laws made by the annual general meeting on the recommendation of the national board and as the annual general meeting may authorize from time to time by the binding all members of the national board.
- b) Where specific functions are assigned to named office holders in this constitution, the exercise of such functions shall be subject to the general policy guidance given by the national board and each office holder shall observe the principal of collective responsibility binding all members of the national board.
- c) Subject to the above provisions of this article, the major constitutional functions of the national chairperson, general secretary and national treasurer shall be:

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## **17. National Board Positions**

### ***17.1. The Board Chairperson***

- a) Shall be the guardian of the organization's corporate image and principal spokesperson of the organization on its policies subject to the national board's approval.
- b) Shall chair all meetings of the annual general meeting, special general meeting of the national board and other meetings of a national character.
- c) Shall be answerable to the annual general meeting on behalf of the national board.

### ***17.2. General Secretary***

The duties of the general secretary shall be determined by regulations and shall include:

- a) Ensuring that agenda are prepared , in consultation with national chairperson and chief executive officer of the organization, and that notices of meetings, agenda, and supporting papers and supporting papers are sent out in good time to the appropriate persons.
- b) Being the organization's principal signatory to the contract of employment and conditions of service between the organization and the chief executive officer and
- c) Chairing meetings of the annual general meeting preparatory and organizing committee:
- d) Coordinating the work of chapter secretaries of the organization and ensure that they are conversant with organization's constitution and general management and administrative principals
- e) To certify and advise the national board on the current status of the organization's principal register of volunteers of the organization periodically and at the end of each financial year.
- f) To be secretary to meetings of the annual general meeting and national board and shall be supported by such other staff as the chief executive officer may decide
- g) Shall perform such other task and functions as the annual general meeting or national board assign from time to time.

### ***17.3. Head of Finance/Treasure***

The duties of the Head of Finance/treasurer shall be determined by regulation and shall include all chapters. Duties shall include checks and balances of the organization funds and ensure accounts transparency.

### ***17.4. Head of Partnership and Resource Development***

The duties of the Head of Partnership and Resource Development shall be to help the secretariat to fundraise resources for the organization.

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## **18. Board Members Roles**

The board Members shall be Technical advisors to the secretariat and do any duty assigned to them by the Board Chairperson.

## **19. Affiliation to Other Organizations Or Boards**

**19:1.** The organization may by a majority decision of the general meeting affiliate itself to any other local, regional or international organization pursuing the same or similar objectives to those of the organization or

**19:2.** By invitations through the executive director and on approval of the board.

## **20. Dissolutions**

**20:1.** The organization may be dissolved only by the resolution of the special general meeting called with a clear statement of the dissolution on the agenda at least twenty one (21) days before that meeting and passed by two-thirds of the delegates present.

**20:2.** In the event of the dissolution of the organization, any assets remaining after settle of debts and liabilities shall pass to an organization(s) with substantially similar objectives as the organization`s or the Zambian law governing distribution of assets on dissolution provides.

## **21. Interpretation**

The AGM shall have and exercise the final power to interpret the provisions of this constitution and its interpretation shall be final and binding on the members and on the members and organs of the organization.

## **22. Amendment and adoption**

**20.1.** This constitution, notwithstanding anything to the contrary herein contained, only be amended by two-thirds decision of voting members at the AGM or special general meeting, and the text of the proposed amendment (s) to the constitution shall be circulated to all delegates at least twenty (21) days before holding of the AGM or special general meeting at which it is discussed.

## **23. Repeal and Replacement**

The contents of this constitution can be or shall be repealed or replaced in future and all subsequent amendments made thereto.

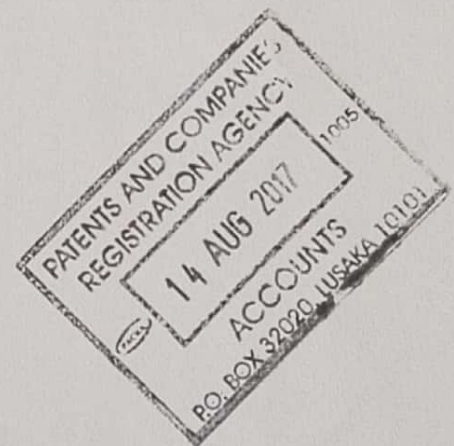
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#### 24. DIRECTORS

Name	TITLE	NRC
Maggie Mwape	Director	113996/91/1
Boniface Mumba	Director	127193/18/1
Rodney Katongo	Director	831406/11/1

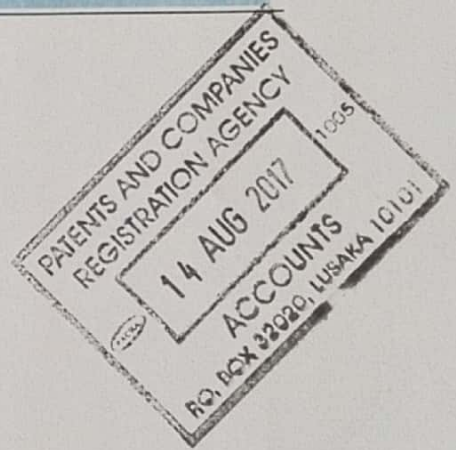
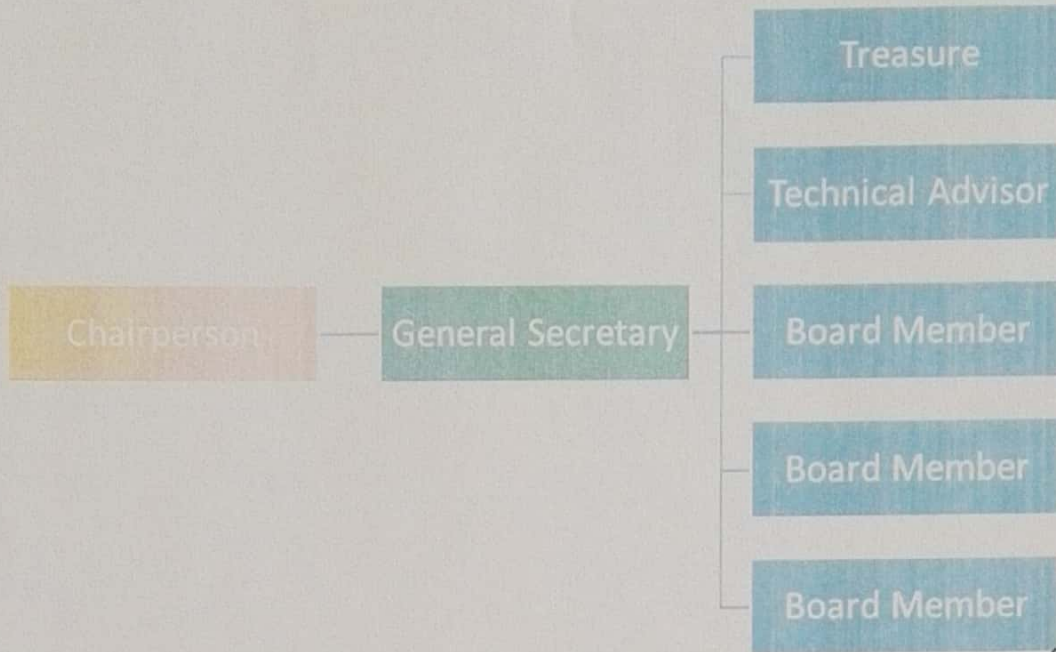
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## 24. Organo-gram



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**24.1. Advisory Board**





## 24.2. Management Structure

