



ZAN

**Civil Society Coordination Platform on Health,
HIV and AIDS and Sexual Reproductive Health
and Rights**

ZAN Constitution: As amended by the members at the Special General
Meeting of May 2018

1. NAME

The name of the organisation shall be “ZAN- Civil Society Coordination Platform on Health, HIV/AIDS and Sexual Reproductive Health and Rights” which shall be a body corporate and shall be capable of suing and being sued in its corporate name.

2. ADDRESS

30 St Patrick’s Road, Hatfield Harare

3. AREA OF OPERATION

The area of operation of ZAN shall be Zimbabwe in every Province and District subject to the need and consent of Government of Zimbabwe and Local Authorities thereof.

3.1 AIM

The aim of ZAN shall be to improve quality of Health, HIV/AIDS, TB and Sexual and Reproductive Health (SRHR), services. Purpose of a network organization of Health, HIV/AIDS, TB and SRHR mobilise partners, create a community of practice, stimulate the sharing of information and ideas, coordinate advocacy and build organisational capacity of members and civil society.

4. OBJECTIVES, NATURE AND POWERS OF THE ORGANISATION

4.1 OBJECTIVES

1. Strengthen organizational development;
2. Mobilize and manage resources for the secretariat and the membership.
3. Strengthen network membership competences in programming and leadership;
4. Enhance networking and coordination of members and civil society;
5. Promote information exchange and communication among network members;
6. Identify and pursue cutting edge advocacy issues through collaboration among the members, secretariat and other stakeholders.
7. Ensure knowledge management.

8. Representative of all Health, HIV/AIDS and TB and SRHR service organizations

4.2 NATURE AND STRUCTURE OF THE ORGANISATION

4.2.1 The whole area of Zimbabwe shall be divided into ten (10) Chapters.

These chapters shall be divided into 3 administrative regions as follows:

Region 1 (Harare, Mash West and Central)

Region 2 (Midlands, Bulawayo, Mat South and North) and

Region 3 (Manicaland, Masvingo and Mash East)

4.2.2 ZAN shall have perpetual succession and shall continue as an entity notwithstanding any changes in the membership of the organisation and shall hold property and assets distinct from its members. No member of ZAN shall have any rights in or to the property or assets of ZAN by reason of their membership of ZAN.

4.2.3 ZAN is a non-profit rights-driven charitable networking organization dedicated to effective and well managed response to the dual epidemics of HIV/AIDS and TB integrated within broad public health interventions; Promoting access to quality integrated Health and SRHR services including management of Communicable and Non-communicable diseases.

4.2.4 The networking organization intends to fundraise and receive donations to meet its objectives.

4.2.5 For the benefit of the public in Zimbabwe and for the benefit of members and to give effect to its objectives, the organization desires to operate and to be administered in accordance with this Constitution.

4.3 THE NATIONAL DIRECTOR

There shall be a Secretariat led by a National Director, under the supervision of the National Governance Board (NGB).

4.3.1 The NATIONAL DIRECTOR (ND) shall be appointed by the NGB and he/she shall be an ex-officio member of the NGB.

4.3.1.1 Shall be accountable for the day to day, administration and operations of ZAN Secretariat.

4.4 POWER OF THE ORGANIZATION

4.4.1 ZAN shall have power to do everything necessary or conducive to the furtherance of its purpose and objectives, including the following powers

4.4.2 To obtain, collect and receive money and goods of any description by way of contributions, legacies, grants, donations and any other lawful means, and to apply the same solely in the furtherance of any of the objectives of ZAN.

4.4.3 To open and operate bank accounts.

4.4.4 To purchase, hire or otherwise acquire for the purpose of ZAN any property or interest therein, and to sell, let or otherwise dispose of or grant rights over any property of ZAN.

4.4.5 To borrow or raise money for the purpose of ZAN upon such terms as to security and otherwise, or without security, as may be deemed fit.

4.4.6 To write and print, publish issue and circulate any reports, periodicals, books, pamphlets, leaflets, or other documents in furtherance of ZAN's objectives.

4.4.7 Subject to the provisions hereinafter as contained, to appoint and remunerate its staff, agents or consultants and with power to terminate their appointments.

4.4.8 To assist member organizations by way of grants and donations.

4.4.8.1 To invest and deal with monies of ZAN not immediately required in such manner as may from time to time be determined.

4.4.8.2 To purchase, mortgage, charge, sell, dispose of, manage, develop, improve, take on lease or in exchange, hire or otherwise acquire, dispose of or deal in, any assets, rights or property, both movable and immovable, as may be necessary or convenient for the furtherance of the principal objectives of ZAN.

4.4.8.3 To arrange and provide for or join in arranging and providing for the holding of exhibitions, seminars, conferences, meetings, lectures, classes, calculated directly or indirectly to further the objectives of ZAN.

4.4.8.4 To federate or acquire, affiliate or become affiliated to anybody having objectives similar, wholly or partially, to the principal objects of ZAN, provided that such body is not carrying on business for profit or gain for

distribution by way of dividend, bonus or otherwise amongst its members and to undertake all or any part of assets, liabilities and engagements of any such body.

4.4.8.5 To do all things necessary in order to give effect to the objectives of the organization as set out above.

5. MEMBERSHIP

5.1 Membership Eligibility of ZAN shall be as follows:

5.1.1 ORDINARY MEMBERSHIP

Legally registered Health, HIV and TB and SRHR service Organisations. Ordinary members shall be full members of ZAN and shall have the right to vote, hold office and participate at all ZAN meetings. Such members should meet criterion set by ZAN membership eligibility guidelines and code of ethics.

5.1.2 ASSOCIATE MEMBERS

Shall be companies or institutions supporting TB, HIV/AIDS and Health Programmes and cooperating partners supporting and or collaborating with ZAN membership. Associate Members shall have no voting powers or holding office in ZAN.

5.1.3 HONORARY MEMBERS

Shall be individuals who in the opinion of the NGB have rendered services to ZAN which merit the granting of such membership. An honorary member shall have no voting powers or holding office in ZAN.

5.2 APPLICATION FOR, ASSUMPTION AND TERMINATION OF MEMBERSHIP

5.2.1 All applications for membership of ZAN shall in each case be made in writing to the Chapter Executive Committee (CEC) on an Application Form obtainable from the Chapter Office from where the Applicant originates.

5.2.2 Membership applications to be done and finalized at chapter level using the standard membership selection criteria. Chapters may however refer applications perceived beyond their purview to the NGB.

5.2.3 All members shall pay an annual subscription fee by 30 August of each year as set out in the membership eligibility guidelines. The NGB in consultation with the AGM, shall determine the amounts which shall be payable from time to time by each category of members.

5.3 CESSATION / TERMINATION OF MEMBERSHIP

5.3.1 Membership is by payment of subscription.

5.3.2 The NGB after consulting with the CEC, shall have the power to terminate the membership of any member if in its discretion, continued membership by such member will be detrimental to the principles and objects of ZAN, provided that such member shall have the right of redress before a panel consisting of members of the NGB and the CEC, prior to such termination.

5.3.3 The membership of any member will cease upon receipt by the Secretary of the NGB, of written notice from such member, requesting such cessation

5.3.4 Any member who, without due notice to the CEC, does not attend three (3) consecutive Chapter meetings shall be deemed to have forfeited their membership of ZAN. Attendance by proxy will be recognized.

5.3.5 No refund of any Subscription fee or any portion therefore shall be payable to a member on termination of membership of ZAN

5.3.6 There shall be a Code of Conduct for the secretariat to be administered by the National Director.

5.3.7 There shall be a Code of Ethics for members and those not complying shall have their membership terminated following a disciplinary procedure as provided for in the code.

6. THE NATIONAL GOVERNING BOARD (NGB) AND EXECUTIVE COMMITTEE OF THE NGB

6.1 There shall be a nine (9) member National Governing Board, hereinafter referred to as the NGB, whose ultimate responsibility shall be to provide governance and strategic direction to ZAN.

6.1.1 The National Governing Board, (NGB) shall be presided over by an elected chairperson from among the ten chapters at an Elective General Meeting. The roles of the NGB shall be:

6.1.2 To work with the independent specialists to be co-opted into the NGB to carry out specific tasks for the proper and effective Governance of ZAN;

6.1.3 Determining the strategic goals, the ways and means to achieve them and the individuals to be charged with managing operations and ensuring that there is harmonization of strategic and financial planning over longer term for ZAN;

6.1.4 To make, subject to this Constitution, by-laws regulating membership;

6.1.5 To enforce Code of Ethics and to discipline ZAN members;

6.1.6 To advise on membership matters and protect the interests of all stakeholders, such as membership, partners and Secretariat;

6.1.7 To approve new ZAN members and terminate membership on any justifiable grounds;

6.1.8 To call for the Annual General Meeting (AGM) in terms of this Constitution and to call for Special Meetings of the ZAN membership when it considers that circumstances so require;

6.1.9 Monitoring and supervising the general performance of ZAN in accordance with a defined conflict of interest policy; and

6.1.10 Receiving, reviewing and approving budgets, project proposals, financial and program reports submitted.

6.1.11 Approving ZAN member organizations recommended by the CEC for funding according to country and ZAN strategies and priorities.

6.1.12 Structure and Membership of the NGB

6.1.2 The nine (9) member NGB shall be constituted as follows:

6.1.2.1 Top three elected at the AGM from among the 10 chapter chairperson. The three elected members are the:

- a) Chairperson
- b) Secretary
- c) Treasurer

(There is need to ensure gender balance) plus

6.1.2.2 Three independent specialists from the following areas, shall be selected by the NGB and endorsed at the AGM:

- a) Legal;
- b) Public Health or Epidemiology
- c) Administration, Human Resources, Finance, Risk Management or Audit

6.1.2.3 Three representatives from Key/Special Needs Populations (these may include but not limited to Persons with Disability, Persons Living HIV and LGBTI) or and cross-cutting thematic sector (these may include but not limited to Youth, Women and Children) representatives to be determined by the NGB and endorsed by the next NEAGM.

6.1.2.4 The NGB shall elect a vice chair at its first meeting from any of the representatives in section 6.1.2.3 provided they have not been elected according to section 6.1.2.1

6.1.2.5 Terms of office for NGB members shall be limited to only 2 consecutive three year terms.

6.1.2.6 The Director shall be an ex-officio member of the NGB.

6.1.3. ACCOUNTABILITY AND ROLES OF THE NGB

The NGB shall be accountable to members

6.1.3.1 The National Governing Board (NGB) shall be responsible to the membership of ZAN through the Secretariat for the proper and effective operation of ZAN, and shall keep the membership informed of its activities through the CECs and the AGM.

NGB shall be responsible for overseeing the nomination of the independent specialists and representatives of the Key/Special Needs Populations as outlined in section 6.1.2 of this constitution. The nominees to be endorsed by members at the NEAGM.

6.1.3.2. The NGB shall employ the Directorate to run the day to day activities of ZAN and shall be responsible for performance appraisal and evaluation of the National Director.

6.1.3.3 The secretariat shall be answerable to the NGB through the National Director.

6.1.3.4 In line with this Constitution, the NGB shall control of all estates, lands, buildings and fixed and immovable property and improvements thereto acquired or constructed by ZAN

6.1.3.5 Formulating policy, provide strategic guidance and oversight for the organization and monitoring its activities

6.1.3.6 The NGB shall determine policies procedures and operational systems to be pursued by ZAN

6.1.3.7 The NGB shall ensure the implementation of and compliance to such policies, procedures and operational systems; and

6.1.3.8 The NGB shall provide for and determine the general allocation of resources and be the custodian of all assets of ZAN.

6.1.3.9 For the efficient, effective and smooth running of ZAN the NGB shall appoint committees and sub-committee to assist the National Director in his/her responsibilities and duties

6.2 MEETINGS OF THE NGB

6.2.1 Quorum for the NGB shall be 2/3

6.2.2 Meetings of the NGB will be convened by the secretary quarterly when the chairperson considers it necessary and in the interest of the organization that such meeting should be held, or; any two (2) elected members of the NGB make a written request to the Secretary to convene such a meeting, provided that if the Secretary should fail or refuse to comply with such notice within fourteen (14) days after receipt thereof, such members may themselves give notice of such meeting and take all necessary actions;

6.2.3 Notwithstanding anything to the contrary herein contained, it is a provision hereof that the NGB will meet at least three times in twelve months.

These board meetings can take place in the form of physical convening meetings or virtually platforms on-line as may be deemed appropriate and convenient by 2/3 of the NGB members.

6.2.4 The NGB shall cause minutes of all proceedings of and all resolutions and decisions taken at all its meetings and the meetings of its Committees and sub-Committees and these shall be entered in files kept for that purpose.

6.3 NOTICE OF NGB MEETING

6.3.1 Save for what is set out herein, all regular meetings of the NGB will be convened upon the giving of at least seven (7) days written notice of such meeting. Such notice shall be accompanied by an Agenda setting out the business to be transacted at such meeting and the resolutions which will be called for. It is a provision hereof that at any meeting of the NGB, failure on the part of the secretary to give sufficient notice of such meeting may be condoned and ratified by the NGB. In this case, the meeting will be deemed to have been properly convened, in terms of the provisions hereof.

6.3.2 At any properly convened meeting of the NGB, the quorum shall be 2/3.

6.3.3 At any meeting of the NGB, all resolutions will be decided by a simple majority of votes, provided that, in the event of it being necessary to avoid an equality of votes, the vote of the Chairperson shall be equal to two (2) votes of any other voting/elected member.

6.3.4 If within one hour of the time fixed for any meeting of the NGB a quorum is not present, the meeting shall stand adjourned to a date, time and venue to be fixed by the Chairperson, which day shall not be less than fourteen (14) days, thereafter, and at such adjourned meeting the members present shall form a quorum. The Secretary of the NGB shall in writing, advise the members of the NGB of the date, time and venue of the adjourned meeting, within seven (7) days.

6.4 ROLE OF OFFICE BEARERS

Office bearers shall be elected by the AGM, and the following shall be their roles;

6.4.1 The role of the chairperson shall include:

- a) Chairing the meetings of the NGB to ensure orderly conduct of the agenda and time allocated to each item, directing discussions and summing up decisions and actions;
- b) Leading the NGB in strategic planning, financial accountability, and fundraising, evaluation of the director and evaluation of programme performance;
- c) Arranging annual appraisal of the NGB performance and its individual members;
- d) Acting as the link between the NGB and director without limiting the principles of collective responsibility and NGB discussions. Ideally the chairperson should meet with

the director prior to the NGB meeting so as to be fully informed and give appropriate advice;

e) Providing leadership to NGB members who set policy and whom the director is accountable to; and

f) Serving as ex officio member of sub committees and attends their meetings as much as possible.

6.4.2 VICE CHAIRPERSON

a) To be elected at the first meeting of the NGB from among its members other than the Chairperson, Secretary and Treasurer.

b) Shall carry out the duties of the chairperson in his/her absence; and

c) Shall chair the disciplinary committee.

6.4.3 THE ROLE OF THE TREASURER

Shall include:

a) Providing financial oversight for ZAN and give advice to the NGB on the finances and financial control and operation of ZAN;

b) Reporting to the NGB and the Annual General Meeting on financial matters and standing of ZAN;

c) Receiving annual financial reports from the management team;

d) Ensuring that proper books of accounts are kept by the directorate;

e) Within three months after the end of each financial year of ZAN cause the accounts to be audited by such auditors as appointed by the AGM;

f) Prepare a financial report for the AGM; and

g) Shall be a signatory to the ZAN accounts.

6.4.4 THE ROLE OF THE SECRETARY

Shall include:

a) Convening meetings of the NGB as and when required;

- b) Ensuring that all executive committee members receive all NGB papers and the necessary information in good time before each executive committee meeting;
- c) Attending the meetings, keeping records and circulating minutes of meetings;
- d) Keeping a register of all names and addresses of all members of the NGB; and e) Communicating with the registrar of PVOs and other authorities as required by law.

6.4.5 VICE SECRETARY

- a) To be elected at the first meeting of the NGB from among its members other than the Chairperson, Secretary and Treasurer.
- B) Shall carry out the duties of the secretary in his/her absence.

6.4.6 ORDINARY COMMITTEE MEMBERS

Shall carry out any duties for and on behalf of the executive committee as delegated by the chairperson and shall be assigned to any subcommittee for the furtherance of the NGB's mandate.

6.4.7 REPLACEMENT OF OFFICE BEARERS.

The NGB may at any time appoint a person to fill a vacancy on the NGB if, in their opinion it is necessary to do so by election or elevation. Such appointment will have effect until the date of the following Annual General Meeting, when the person so appointed will be deemed to have retired, but shall be eligible for re-election.

6.6 ROLES OF THE INDEPENDENT SPECIALISTS AND KEY/SPECIAL NEEDS POPULATIONS AND OR THEMATIC SECTOR GROUPS

6.6.1 INDEPENDENT SPECIALISTS

To hedge against possible conflict of interest, there shall be sub-committees, chaired by the appointed independent specialists for effective functioning of ZAN.

6.6.1.1 These shall ensure technical expertise and guidance to both the NGB and Secretariat as prescribed in their Terms of Reference.

6.6.2 KEY/SPECIAL NEEDS POPULATIONS AND OR THEMATIC SECTOR GROUPS

These shall ensure technical expertise and guidance to both the NGB and Secretariat as prescribed in their Terms of Reference.

6.6.3 Sub-Committees

These will be guided by Terms of Reference that will include conflict of interest and expertise.

6.7 CHAPTER EXECUTIVE COMMITTEE

Structure of the CEC

6.7.1 The CEC in each Chapter shall comprise of seven (7) persons elected, from amongst its members to hold office as such, at its Chapter Annual General Meeting. These shall be the Chairperson, Vice Chairperson, Secretary, Vice Secretary, Treasurer, Two Committee members and the local ZAN secretariat representative as an ex-officio member.

6.7.2 DUTIES OF THE CHAPTER EXECUTIVE COMMITTEE

The Chapter Executive Committee, (CEC) is responsible for membership issues in the Chapter, including:

- a) Recruitment, assessment and re-assessment of members and reporting there onto the NGB;
- b) Networking among members and with other Chapters;
- c) Planning, implementation and monitoring and evaluation of Chapter activities;
- d) Reviewing reports from individual projects
- e) Assisting groups in coming up with project proposals;
- f) Identifying and recommending chapter members for funding according to country and ZAN strategies and priorities.
- g) Controlling of and accounting for the funds of the Chapter;
- h) Reporting to NGB on Chapter matters; and
- i) Enforcing the Code of Ethics among Chapter members

6.8 ELECTION TO CEC

6.8.1 Eligibility to hold CEC positions shall be in line with criteria prescribed by the membership eligibility guidelines, reviewed by the NGB from time to time.

The chairperson and vice chairperson of the CEC must be seconded by his/her organization, with right to vote, hold office and participate at all ZAN meetings. This may be the Director, a deputy director or senior staff manager or someone occupying a senior leadership/management position in the organization and is eligible to act as a Director or the equivalence.

6.8.2 Each elected member of the CEC shall hold office for three (3) years with effect from the date of election until the next elective General Meeting. At such meeting each member will be deemed to have retired from office, but shall be eligible for re-election, but no elected member shall hold office for more than two (2) consecutive terms. Members may be eligible for election after a three year break.

6.8.3 A co-opted person shall be appointed by the CEC and shall hold office, with no voting rights, for one year until the next General Meeting. At such meeting each co-opted member will be deemed to have retired from office, but may be eligible for reappointment by the incoming CEC, provided that no appointed member shall hold office for more than two (2) consecutive terms. Members may be eligible for appointment after a break.

6.8.4 The CEC may at any time appoint a person by election or elevation to fill a vacancy on the CEC if, in their opinion, it is necessary to do so. Such appointment will have effect until the date of the following General Meeting, when the person so appointed will be deemed to have retired, but shall be eligible for re-election.

6.9 MEETINGS OF THE CEC

Meetings of the CEC will be convened by the Secretary when;-

6.9.1 The Chairperson considers it necessary and in the interests of the organization that such meeting should be held, or ;

6.9.2 Two thirds of elected members of the CEC make a written request to the Secretary to convene such a meeting, provided that if the Secretary should fail or refuse

to comply with such notice within seven (7) days after receipt thereof, such members may themselves give notice of such meeting and take all necessary actions in their power to convene such meeting.

6.9.3 Notwithstanding anything to the contrary herein contained, it is a provision hereof that the CEC will meet at least three times per year including the convening of a General Meeting once each year.

6.9.4 The CEC shall cause minutes of all proceedings of and all resolutions and decisions taken at all its meetings and the meetings of its Committees (if any) and the same shall be entered in books kept for that purpose. All CECs shall forward a copy of their minutes to the NGB.

6.10 NOTICE OF MEETINGS

Save for what is set out herein, all meetings of the CEC will be convened upon the giving of at least seven (7) days written notice of such meeting. Such notice shall be accompanied by an Agenda setting out the business to be transacted at such meeting and the resolutions which will be called for. It is a provision hereof that at any meeting of the CEC, the failure on the part of the Secretary to give sufficient notice of such meeting, may be condoned and ratified by the CEC at such meeting. In this case, the meeting will be deemed to have been properly convened, in terms of the provisions hereof.

6.11 QUORUM

At any meeting of the CEC, 50% elected members shall constitute a quorum, provided that due notice of such meeting has been given and the meeting is properly convened.

At any meeting of the CEC, all resolutions will be decided by a simple majority of votes, provided that, in the event of it being necessary to avoid an equality of votes, the vote of the Chairperson shall be equal to two (2) votes of any other voting/elected member.

6.12 VACATION OF OFFICE

6.12.1 Any person will cease to be a member of the CEC and his/her office shall become vacant if;-

- a) He/She is no longer employed by the organization he/she was working for at the time of the election
- b) He/she or the organization he/she represents, resigns from office by giving written notice of his/her intention to do so, to the Secretary of the CEC, or;
- c) He/she is absent, without adequate explanation to the CEC, from three consecutive meetings of the CEC of which due notice has been given.
- d) He/she dies.
- e) If he/she shall be convicted of any criminal offence, where his/her continuing in office will, in the opinion of the CEC, be prejudicial to the interests of ZAN.
- f) Where in the opinion of the CEC the continuing in office of any person will be prejudicial to the interests of ZAN.

6.13 CONFLICT OF INTEREST

There shall be a conflict of interest policy as prescribed by this constitution.

6.13.1 Members of the NGB, Sub-Committees and the Chapter

Executive Committees (CECs) must take care to ensure that they identify, avoid and manage any situation of apparent or actual conflict of interest, in accordance with the conflict of interest policy.

6.13.2 Even when a NGB or CEC member believes his or her actions would not be influenced, the member must take steps to guard against even the appearance of a conflict. In resolving conflicts, members must subordinate their personal interests to those of ZAN.

6.13.3 No member shall acquire any property belonging to the network or receive remuneration in relation to any personal contract entered into with the organisation.

7. THE ANNUAL GENERAL MEETING

7.1 The Annual General Meeting (AGM) of ZAN will be convened by the NGB prior to December of every year; at which the following business, inter alia, will be transacted:

1. The adoption of the Minutes of the preceding General Meeting and any subsequent Special General Meeting held during the course of the preceding year;

2. To receive and consider the report of the Chairman of the NGB;
3. To receive and consider the report of the Treasurer of the NGB;
4. To receive and consider the financial statements of ZAN for the preceding year;

7.1.1 The National Elective General Meeting of ZAN will be convened by the NGB prior to December of every third year; at which the following business, inter alia, will be transacted:

1. To confirm members of the NGB;
2. To elect the Chairperson, the Secretary and the Treasurer and such other officers, if any, of the NGB; and
3. To transact any other business for which proper notice has been given. Any member shall have the right to make written request to the Secretary, not less than fourteen (14) days before such meeting, to place any item, reasonably in the interests of the organization, on the Agenda for consideration at such meeting.

7.2 NOTICE OF AGM

7.2.1 Every general meeting shall be convened by way of not less than thirty (30) days written notice, given by the Secretary, specifying the date, time and place at which such meeting will be held. Such written notice will be accompanied by an Agenda, setting out the matters for consideration at such meeting, provided that

7.2.2 The notice referred to in 13.2.1. above shall be deemed to have been properly given to each member, if notice has been via the official communication channels which may include but not limited to social media, chapter chair, ZAN website, individual e-mail box or national and popular newspapers

7.3 PROCEDURE AT GENERAL MEETINGS

7.3.1 At all general meetings of ZAN, the Chairperson of the NGB shall preside and, in his/her absence, the Vice-chairperson or, failing him/her, the Secretary.

7.3.2 Save as is provided for herein, all matters for consideration and resolution at any general meeting shall be decided upon by a simple majority of votes. Each member shall be entitled to one vote, save that, where necessary in order to avoid equality of votes,

the vote of the person holding office as Chairperson, shall be equal to two votes of any other members.

7.3.3 Ordinary, Associate and Honorary members may attend an Annual General Meeting and participate in debate, but Associate and Honorary members shall have no voting rights.

7.3.4 50% of the members shall constitute a quorum at any General Meeting, including all the Elective General Meetings and Special General Meetings, provided that where no quorum is present, such meeting shall adjourn for twenty one (21) days, to the same place and time, where after, those members attending shall constitute a quorum, notwithstanding their number.

7.3.5 Decisions at any meeting shall be by majority vote of those members present, and, in the event of an equality of votes, the person presiding at the meeting shall have a casting vote as well as a deliberative vote.

7.4 SPECIAL GENERAL MEETINGS OF MEMBERS

7.4.1 The NGB may, at any time, request the Secretary to convene a Special General Meeting of the members of the organization. Such request shall be in written form and shall give full particularity of the matters to be placed before such General Meeting for consideration.

7.4.2 The NGB shall convene a Special General Meeting within forty (40) days of receipt by the Secretary of a written notice requesting this, endorsed by fifty per cent (50%) of chapter chairpersons.

7.4.3 Such notice shall contain full particularity of the matters to be placed before such Special General Meeting for consideration.

8. DISCIPLINARY COMMITTEE

8.1 All disciplinary provisions of ZAN (members and staff) shall be in terms of the Code of Ethics and Code of Conduct respectively.

8.2 In the event that a member of ZAN shall have conducted themselves that shall be in conflict with the interest or objectives of the Network or ways likely to place ZAN in disrepute, such a member shall be deemed to have committed an act of misconduct.

8.3 Where an act of misconduct shall be deemed to have been committed as in 8.2 above

8.3.1 A disciplinary committee elected by the AGM and chaired by the Vice Chairperson shall be mandated to investigate, hear the matter and recommend an appropriate course of action to the NGB Committee of ZAN. The above said member shall have the right to appeal to the NGB of ZAN.

8.3.2 Disciplinary action shall be in terms of the provisions of the Codes of Conduct and Ethics adopted by the AGM.

9. FUNDING AND ACCOUNTS

9.1 Funding

Included in the assets of ZAN shall be all such funds:-

As are collected by, or donated to, or which shall in any manner accrue to ZAN.

9.2 Accounts

9.2.1 Annual Financial Accounts

- a. The Executive Committee shall cause proper books of accounts to be kept.
- b. The financial year of ZAN shall be from 1st January to 31 December of each calendar year.
- c. The NGB shall ensure that proper principles and practices of accounting are at all times properly observed and, in particular, that proper Books of Accounts are maintained and accurate records of receipts and disbursements of all funds are kept at all times.
- d. As soon as is reasonably possible after the end of each financial year, but in any event, not more than three (3) months thereafter, the NGB will ensure the preparation of complete and proper Annual Financial Accounts, in accordance with the requirement of law from time to time.

Such accounts as are referred to in Clause 10.2.1.c above shall be prepared and audited and signed by an Auditor, appointed by the organization for these purposes from time to time. The NGB shall do everything in its power reasonably necessary in order to assist in the completion of such audit.

9.3 Bank Accounts

- a. The NGB shall cause the secretariat to open and operate Bank and/or Building Society accounts in the name of ZAN as is reasonably necessary in order to give effect to the provisions hereof. All funds at any time in the possession of the organization of whatever nature shall be fully and properly accounted for in one other such Bank/Building society accounts and;
- b. All withdrawals, of any nature, shall be made by written instruction to such Bank/Building Society, in a manner acceptable under normal banking principles, including cheques, bills and/or promissory notes, and shall:
- c. Be signed and given under the hand of the ND and the Treasurer of the NGB or, in his/her absence, the Secretary,

A second panel of signatories shall comprise the ND and the appointed finance specialist or in his/her absence anyone appointed from the Executive committee.

9.4 Chapter Accounts

The NGB shall ensure that proper principles and practices of accounting are at all times properly observed and, in particular, that proper Chapter Books of Accounts are maintained and accurate records of receipts and disbursements of all funds are kept at all times.

10. AMMENDMENTS TO THE CONSTITUTION

10.1 Amendments to the Constitution may be made at an Annual or Special General Meeting of ZAN by two thirds (2/3) vote of full voting members present and voting.

10.2 A resolution to amend this Constitution shall be lodged in writing with the Chairperson and the Secretary of the NGB at least Forty (40) days before the meeting at which the resolution shall be brought forward. Such resolution shall clearly state the details of the proposed amendments and the addition or alteration sought to the

Constitution.

10.3 The Chairperson through the Secretary of the NGB shall within fourteen (14) days of receipt of the proposed resolution circulate the proposed resolution to all members of ZAN through the NGB, and the CEC for their consideration.

10.4 The Registrar of the Private Voluntary Organizations shall be notified of the amendments to the constitution.

11. DISSOLUTION

11.1 ZAN may be dissolved by a resolution of the members at an Annual or Special General Meeting.

11.2 A resolution to dissolve the ZAN shall be passed by two thirds (2/3) vote of the full voting members of ZAN present and voting at the Meeting

11.3 Any proposed resolution to dissolve ZAN shall be submitted in writing to the Chairperson and to the Secretary of the NGB by members through Chapters, at least forty (40) days before the proposed meeting.

11.4 The Chairperson through the Secretary of the NGB shall within fourteen (14) days of receipt of proposed resolution circulate the same to all the members of ZAN.

11.5 The proposed resolution must include clear proposals in respect of the distribution of all the assets of ZAN after payment of all its liabilities.

11.6 After settling liabilities the registrar of Private Voluntary Organizations shall be advised of such dissolution.

11.7 Distribution of Assets

11.7.1 In the event of the dissolution of the organization, no resolution may be passed instructing the distribution of ZAN's funds and assets to or among the members of ZAN. Such funds and assets may, with the approval of the General Meeting, be distributed to other non-profit charitable organizations of public character in Zimbabwe having objectives similar to some or all of objectives of ZAN.

11.7.2 The funds and assets of ZAN shall not be distributed, nor shall ZAN be dissolved prior to the payment of all its outstanding accounts and liabilities and fulfilment of its proper and legal obligations to its employees and creditors.