

# **CONSTITUTION OF BOTSWANA VETERINARY ASSOCIATION**

## **NAME**

- 1.1 This Association shall be known as the “ Botswana Veterinary Association” hereinafter referred to as the “association”.

## 2.1 **INTERPRETATION**

The following words and expressions shall have the following meanings:-

- a) “association” shall mean Botswana Veterinary Association
- b) “Executive Committee” shall mean the governing body of this association appointed in terms of the constitution referred to as a Committee.
- c) Words signifying the singular number shall include plural or vice-versa unless they appear otherwise from the context.

## **Headquarters of the Association**

- 3.1 Its headquarters shall be at Gaborone, Botswana or such other address as may subsequently be decided upon by the Committee. The association shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

## **MISSION**

- 4.1 We the members of the association resolve at all times:
- a) To honour our profession and its code of ethics
  - b) To maintain and uphold high professional and scientific standards
  - c) To use our professional skill and resources to protect and promote the health and welfare of animals and humans.
  - d) To further the status and image of the veterinarian and foster and enrich veterinary science
  - e) To promote the interests of our association and fellowship amongst its members

## **OBJECTIVES**

- 4.2 The objectives of the association are:
- a) The promotion and advancement of veterinary science.

- b) To support and protect the character, status and interests of the veterinary profession.
- c) To protect and promote the status and privileges of veterinary surgeons.
- d) To provide members with facilities for increasing their knowledge and expertise in all matters relating to veterinary practice.
- e) To encourage the highest standards of veterinary service for the community and to create and maintain public awareness of those standards.

### **MEMBERSHIP QUALIFICATION AND RIGHTS**

- 5.1 Membership is voluntary and open to every veterinarian who supports the objectives of the association.
- 5.2 Only members of the association shall have the right to vote and to hold office in the association.
- 5.3 The Association shall have the following categories of membership:

- i. Honorary Life Membership
- ii. Ordinary Membership
- iii. Temporary Membership
- iv. Associate Membership

- i. Honorary Life Membership shall be granted by a majority vote at the Annual General Meeting to persons who, in the opinion of the meeting, have rendered exceptionally valuable services to the Association. Honorary Life Members shall be exempt from payment of membership fees for their lifetime and shall enjoy the same privileges as ordinary members.
- ii. Ordinary Membership shall be endorsed in a manner as determined by the Executive Committee and shall be accompanied by the subscription fees to be fixed by the Executive Committee. Each ordinary member shall have the right to vote at meetings of the Association.
- iii. Temporary Membership shall be granted to members of other Associations or organisations with similar objectives and interests and has been sponsored by their Associations. Conditions for such temporary membership shall be at the discretion of the Executive Committee, but temporary members shall have no vote at meetings of the Association.
- iv. Associate Memberships may be granted at the discretion of the Executive Committee to any person or organisation subscribing to the objectives of the Association and who is not based or residing in the Republic of Botswana such as Botswana Veterinary students, and Botswana vets working outside. Associate Members shall have no vote at meetings of the Association.

### **APPLICATION FOR MEMBERSHIP**

- 6.1 A person or organisation wishing to join the association shall do so by submitting his/her particulars in written form to the Secretary.
- 6.2 A new member must be proposed and seconded by existing members. His/her name will then be availed for consideration by the general membership within four (4) weeks at the end of which time the Committee will decide on membership, taking in consideration any objection raised.
- 6.3 A copy of the Constitution shall be furnished to every approved member upon payment of the membership fee.

### **JOINING FEES, SUBSCRIPTIONS AND OTHER DUES**

- 7.1 There shall be no entrance fee payable for all members. However, new joining members must pay the annual subscription fee for the full year in advance when membership has been approved.
- 7.2 Annual subscriptions are payable in advance within the first four (4) months of the financial year which starts at 1<sup>st</sup> of January and ends at 30<sup>th</sup> of April of each year. If a member falls into arrears with his/her/its subscription or other dues, the Treasurer shall inform him/ her immediately. If he/she fails to settle his/her/its arrears within two (2) weeks of their becoming due, the Chairperson may order that he/she be denied the privileges of membership until he/she settles his/her/ account. If he/she/it falls into arrear for more than five (5) 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. The member's name shall then forthwith be deleted from the register of members. Nothing contained in this clause however, shall prevent a person or organisation of re-applying for membership, providing that he/she pays to the association any arrear fees or other monies due by him/her and follows the procedure prescribed for admission as a new member.
- 7.3 Any additional fund required for special purposes may only be raised from members with the consent of the general meeting of the members.
- 7.4 The subscription fee payable from members shall be determined annually by the Executive Committee, provided that any increase in excess of 15% in respect of annual subscriptions shall be referred to the Annual General meeting for ratification.
- 7.5 The Association may elect a Patron at an Annual General Meeting for a term as decided at that AGM.

### **SUPREME AUTHORITY AND GENERAL MEETINGS**

- 8.1 The supreme authority of the association is vested in a General Meeting of the members.

- 8.2 An Annual General Meeting shall be held in December of each year.
- 8.3 At other times, an Extraordinary General Meeting shall be called by the Chairperson upon request in writing by not less than 25% of the total of the voting membership and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be considered. The Extraordinary General Meeting shall be convened within 4 weeks from receiving this request to convene the Extraordinary General Meeting. Unless 5 members of the Association are present, the meeting shall be adjourned for 14 days and the meeting thus resumed, notwithstanding the number present, shall have the power to dispose of the business for which the meeting has been convened. A Special General Meeting shall be conducted in the manner prescribed for the Annual General Meeting. The Extraordinary General Meeting shall only transact the business for which it has been convened.
- 8.4 If the Committee does not, within two (2) months after the date of the receipt of the written request, proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving fourteen (14) days notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the association's notice board.
- 8.5 At least four (4) weeks notice shall be given of an Annual General Meeting and at least two (2) weeks notice of an Extraordinary General Meeting. The Secretary shall send notice of meeting to all voting members stating the date, time and place of meeting. The particulars of the agenda shall be availed to the voting membership two (2) weeks in advance of the meeting.
- 8.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.
- 8.7 The following points shall be considered at the Annual General Meeting:
- a) Annual report of the Committee
  - b) The election of the office-bearers for the following term
  - c) To approve minutes of the previous AGM
  - d) To consider and adopt the previous financial year's account of the Association
  - e) To elect Honorary Members
  - f) To deal with such matters which usually constitute a part of functions of the general meeting.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretary three (3) weeks before the meeting is due to be held.

- 8.8 At least twenty (20) % of the total voting membership present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.
- 8.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for sixty (60) minutes and should the number then 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 meeting. In the event the proposed meeting fails to attract the necessary quorum, those present shall be considered a quorum but shall have no power to amend any part of the existing Constitution.

8.10 In the absence of the Chairman, the Vice Chairman shall preside and in the event of both of them being absent, the meeting shall elect an Acting Chairman from amongst the members present.

8.11 All resolutions at such a meeting shall be passed by an ordinary majority vote, except where provision has been made in this Constitution to the contrary.

### **EXECUTIVE COMMITTEE**

9.1 The administration of the association shall be entrusted to a Committee consisting of the following to be elected at an Annual General Meeting:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer
- Two (2) Additional Committee Members
- Commonwealth Veterinary Association Councillor

Unless with the prior approval in writing of the Registrar of Societies, the majority of the members shall be Botswana residents. In addition, the Chairperson, Secretary, Treasurer and their deputies shall be Botswana Citizens or Botswana Residents. Members not residing in Botswana shall not serve as Committee Members.

9.2 Names of above officers shall be proposed and seconded in writing at least 14 days before the date of the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers may be re-elected to the same or related post for an unlimited amount of years except the chairman who may serve not longer than a term of 4 consecutive years. The term of office for the Committee shall be one (1) year, but shall be eligible for re-election.

9.3 Election will be by either by a show of hands or by secret ballot, subject to the agreement of the majority of the voting members present. In the event of a tie, the Chairperson of the meeting shall have a casting vote.

9.4 A Committee meeting shall be held at least once every four (4) months after giving seven (7) day notice to Committee Members. The Chairman may call an Emergency Committee meeting at any time by giving such notice as is reasonable in the circumstances given. At least four (4) members of the Committee must be present for its proceedings to be valid.

9.5 Any member of the Committee absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

- 9.6 The duty of the Committee is to organize and supervise the daily activities of the Society. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the general Meetings.
- 9.7 The Committee has power to authorize the expenditure without a limit from the association's funds for the association's purposes.
- 9.8 At the first meeting of the Executive Committee, the members of the Executive Committee shall appoint from their ranks, or from the remainder of the Association, Chairmen for any sub-committees they may deem fit to create.
- 9.9 Minutes of all sub-committee meetings shall be forwarded within twenty one (21) days of date of meeting to the Executive Committee for recording and appropriate action. Sub-committees have no decision-making authority and can only recommend to the Executive Committee and execute Executive Committee decisions.
- 9.10 In the absence of the Chairman, the vice-Chairman shall preside, and in the absence of both, the members present shall elect an acting chairman from amongst their numbers.
- 9.11 Any member may resign from the Association by giving one (1) month's written notice, provided that it will not take effect until all monies owing to the Association by such member have been paid and such member has discharged all his/her/its obligations in respect of his/her/its membership
- 9.12 The Executive Committee may by resolution to that effect passed by a majority of the voting members of the association, expel any member who:
- 9.12.1 By acts of commission or omission, has brought actual or potential dishonour upon the Association, or who has been guilty of conduct to the actual or potential prejudice of the objects of the Association, or has been in contravention of any law or any measure of the authorities relating to the veterinary profession and or its practice.
- 9.12.2 No proceedings for expulsion shall be initiated against any member unless he/she/ has been given notice of such action by registered post at least thirty (30) days before the date of a meeting of the Executive Committee at which such expulsion is to be dealt with, and calling upon the member to be present, either personally or through his duly authorised representative, if the member wishes to do so.
- 9.12.3 Any member who has been expelled shall be notified by the Secretary in writing within seven (7) days after the date upon which the resolution affecting his expulsion was passed.

### **DUTIES OF OFFICE BEARERS**

- 10.1 The **Chairperson** shall chair all General and Committee meetings. He/She shall also represent the association in its dealings with outside persons
- 10.2 The **Vice-Chairperson** shall assist the Chairperson and deputise for him/her in his/her absence
- 10.3 The **Secretary** shall keep all records, except financial, of the association and shall be responsible for their correctness. He/she will keep minutes of all General and Committee meetings. He/she shall maintain an up-to-date Register of members at all times.

- 10.4 The **Treasurer** shall keep all funds, collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/she will keep no money in the form of cash and all money will be deposited into a bank to be named by the Committee. Cheques for withdrawals from the bank account shall be signed by the Treasurer, and either the Chairperson or the Secretary. The Treasurer will open and operate an account with a registered financial institution
- 10.5 **Commonwealth Veterinary Councillor** shall liaise with CVA and any other professional body that the BVA may be the member of.
- 10.6 **Additional Members** shall assist in the general administration of the Society and perform duties assigned by the Committee from time to time.
- 10.7 The Executive Committee may:
- 10.7.1 Appoint from its Association's members, such other sub-committees as it may deem necessary to assist it in achieving the objects of the Association.
- 10.7.2 Delegate to any committee so appointed such of its powers and functions as it may deem expedient.
- 10.7.3 Employ such staff as it may deem necessary to assist in the work of the Association, at such rates of remuneration as it may determine.
- 10.7.4 Co-opt any non-member or member with expertise in related fields to attend an Executive Committee meeting and assist in relevant matters. Co-opted members of the Executive Committee meeting will have no voting rights.

### **AUDIT AND FINANCIAL YEARS**

- 11.1 The Committee shall prepare an audited statement of accounts to be presented at the annual General Meeting.
- 11.2 The Committee:
- a) Will be required to audit each year's accounts and present a report to the Annual General Meeting.
  - b) May be required by the Chairperson to audit the association's accounts for any period within their tenure of office at any date and make a report to the Committee.
- 11.3 The financial year shall be from 1<sup>st</sup> of January to 31<sup>th</sup> of December.

### **TRUSTEES**

- 12.1 If the association at any time acquires any immovable property or funds for the association, such property or funds shall be vested in trustees subject to a declaration of trust.
- 12.2 The trustees of the association shall:
- a) Not be more than five (5) and not less than three (3) in number.
  - b) Be elected by a General Meeting of members.

- c) Not effect any sale or mortgage of property without the approval of the General Meeting of members.

12.3 The office of the trustees shall be vacated:

- a) If the trustees dies or becomes a lunatic or unsound of mind.
- b) If he/she is, absent from the Republic of Botswana for a period of more than four (4) years.
- c) If he/she is guilty of misconduct of such kind as to render it undesirable that he/she continues as a trustee.
- d) If he/she submits notice of resignation from his/her trusteeship.

12.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given by publishing in the association's premises at least four (4) weeks before the General Meeting at which the proposal is to be discussed. The results of such General Meeting shall then be notified to the Registrar of Societies.

12.5 The address of each immobile property, name of each trustee and any subsequent change shall be notified to the Registrar of Societies.

### **PROHIBITIONS**

13.1 The funds of the association shall not be used to pay personal fines of members who have been convicted in court of law.

13.2 The association shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

13.3 The association shall not raise funds from the public for whatever purposes without the prior approval in writing from the relevant authorities.

13.4 It is recorded that members or office –bearers have no rights to the property or other assets of the Association solely by the virtue of their being members or office-bearers.

13.5 The Association's income and property are not distributable to its members or office-bearers, except as reasonable compensation for services rendered.

### **AMENDMENTS TO CONSTITUTION**

14.1 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two thirds (2/3) of the voting members present at the General Meeting, and they shall not come in force without the written approval of the Registrar of Societies.

## **DISCRETIONAL POWERS**

- 15.1 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 General Meeting of members.
- 15.2 In the event of a deadlock at any meeting, the Chairman shall have a casting vote.

## **DISPUTES**

- 16.1 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.

## **NO CONFIDENCE**

- 17.1 There shall be a vote of no confidence in the event of the majority of the members are aggrieved or at variance with the Executive Committee or a member. In that regards, the Executive Committee or the members shall vacate the office in favour of his/her deputy or some or other person nominated by the general membership.
- 17.2 Where the out voted members is a Committee member, the following steps shall be taken: -
- g) The above member will be expected to hand-in all the properties of the association to the Executive Committee.
  - h) The association will therefore at its meeting elect a new member to fill his/her vacancy.

## **DISSOLUTION**

- 18.1 The general meeting shall decide on the dissolution of the association's assets. A majority of 75% of the total membership is required to give consent for dissolution of the association. Upon dissolution, the certificate of registration should be returned to the office of the Registrar of Societies for cancellation.
- 18.2 In the event of the association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the association shall be fully discharged, and the remaining funds shall be donated to an approved charity or charities registered in Botswana.
- 18.3 A certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.
- 18.4 A Resolution calling for the dissolution of the Association shall be passed by a two thirds majority of the members present and constituting a quorum.

## **LEGAL POSITION**

- The Association shall be a non-profit organisation
- The Association shall not be liable for the debts of its members
- The Association may sue and be sued in the name of its Chairman in term in any Court of Law in the Republic of Botswana and all processes of law and notices shall be regarded as sufficiently served on the Association if served on the Chairman of the Association personally. However, the Chairman of the Association shall not be personally liable for any loss suffered.
- The Association recognised the authority of the Laws of the Republic of Botswana and all International Laws which has been ratified by the Government of Botswana pertaining to the conservation and management of rhinos

### **POWERS OF THE ASSOCIATION**

Subject to the terms of this constitution, the Association shall have the power to acquire, either by purchase, lease or otherwise, or to possess, hold or occupy property, whether movable or immovable, to alienate, let, mortgage, pledge or otherwise encumber such property; to borrow or lend money; to invest any funds of the Association, or to recall or change such investments from time to time; and generally to perform all such acts as a body corporate by law may perform, and which the Association may deem necessary for its attainment of its objects or in the interest of the Association.

### **GENERAL BODY**

The general body is empowered to approach the Executive Committee if necessary and ask for a general meeting where they are entitled to put their deliberations about their dissatisfaction about the office-bearer/an ordinary member or any other matter affecting the association. The majority's decision shall be binding, they may discipline or expel anyone from the association if they so wish, provided that does not in any way contravene the provision of any law in Botswana.

**-END-**