

THE CONSTRUCTION INDUSTRY FEDERATION OF ZIMBABWE

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ALPHABETICAL INDEX TO THE CONSTITUTION

THE CONSTRUCTION INDUSTRY FEDERATION OF ZIMBABWE CONSTITUTION

1. TITLE AND DATE OF OPERATION

1.1 This Constitution may be cited as the Constitution of the Construction Industry Federation of Zimbabwe.

1.1.1 This Constitution shall come into effect on the date on which it is registered by the Industrial Registrar in terms of the Act.

PART 1

2. TRANSITIONAL PROVISION

2.1 Notwithstanding the provisions of this Constitution the Management Committee established in terms of the Constitution lodged with the Ministry of Labour on 26th September, 1984, shall remain in force and effect shall administer the Federation until such time as further elections in terms of the Constitution are required.

PART II – DESIGNATIONS & INTERPRETATION OF TERMS

3. NAME OF FEDERATION

3.1 The name of the Federation shall be:-

THE CONSTRUCTION INDUSTRY FEDERATION OF ZIMBABWE (CIFOZ)

hereinafter referred to as The Federation.

4. INTERPRETATION OF TERMS

4.1 Unless inconsistent with the context, all words and expressions used herein which are defined in the Act, shall have the meanings therein defined, and any words importing to the masculine gender shall include females; unless inconsistent with the context:-

“ACT” means the Labour Relations Act, No. 16/85.

“CONSTRUCTION INDUSTRY” means without in any way limiting the ordinary meaning or expression, the activities embracing any aspects of Civil, Building Work and/or as defined in the Certificates of Registration and/or the Constitutions of the constituent Members of the Federation, and/or as defined in the Employment regulations/Agreements for the respective Industries and Members.

“CHIEF EXECUTIVE” means the full time Executive Officer for the time being of The Federation.

“CIFOZ” means the Construction Industry Federation of Zimbabwe.

“DIRECTOR” means the Chief Executive of The Federation.

“EMPLOYER” means a firm which is engaged in the Industry and employs or provides work for any person in the Industry.

“FEDERATION” means the Construction Industry Federation of Zimbabwe.

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“FINANCIAL YEAR” means the period of twelve (12) months ending on the 31st of March.

“FIRM” means a Company, Private or Public, a Partnership or an Individual carrying on business activities serving the needs of the Construction Industry in Zimbabwe.

“FIXED DATE” means the date on which, this Constitution is certified by the Industry Registrar in terms of the Act.

“INDUSTRY” means the Construction Industry.

“MANAGEMENT COMMITTEE” means the Management Committee of The Federation.

“MEMBER” means any Individual, Firm or Association who become a Member of the Federation in any of the classifications referred to in Clause 10 of the Constitution.

“MONTH” means a calendar month.

“REGION” means the area which embraces the district of a particular region as described in the Clause 27.1.

“REGIONAL MEMBER” means the region in which a member has been registered.

“REGISTERED ADDRESS” means the principal and permanent address of the member from which the member carries on a business.

“REGISTERED REGION” means the region which embraces the district within which area the “Registered Address” of the member is located.

“RULES” means Rules made in terms of Clause 41 of the Constitution.

“SECRETARY” means the Secretary for the time being of the Federation and whose duties may be undertaken by the Chief Executive.

“SECONDARY INDUSTRY” includes manufacturing, fabrication, assembly, processing, blending, mixing, packaging, or other upgrading process.

“STAR MEETING” means extraordinary meeting as described in Clause 31.2.

“ZIMBABWE” means the territorial limits of the Republic of Zimbabwe.

5. WORDS IMPORTING SINGULAR

- 5.1 Words importing the singular only, include the plural number and vice versa.

PART III – THE FEDERATION

6. STATUS OF THE FEDERATION

- 6.1 The Federation is an Employers’ Organization in terms of the Act and shall be known as the CONSTRUCTION INDUSTRY FEDERATION OR ZIMBABWE, which shall be a body

Corporate with perpetual succession and shall in that name be capable in law of suing and being sued and of acquiring, holding and alienating property.

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- 6.2 The Federation shall, in relation to its property and affairs and for the purpose of carrying out its objects or performing any acts incidental thereto, have all the rights, powers and privileges which it would have possessed had it been a private individual of full legal capacity, except as limited by law.

7. HEADQUARTERS

- 7.1 The Headquarters of the Federation shall be situated in Harare or such other center as may be decided by Resolution at General meeting.

8. OBJECTS OF THE FEDERATION

The Objects of the Federation are:-

- 8.1 to represent its Members in their individual and collective capacities.
- 8.2 to watch over, promote and protect, the interest of Employers in all branches of the Construction Industry in Zimbabwe and in areas under the jurisdiction of CIFOZ and also the interest of persons allied to the Industry including the Manufacturers and Suppliers of Constructional materials.
- 8.3 to secure for its Members the greatest possible freedom in the conduct of their business.
- 8.4 to develop and maintain friendly relations between Members themselves and those with whom they have business relations.
- 8.5 to protect Members against attack when a question of principle affecting Members is at stake.
- 8.6 to secure mutual support and co-operation in dealing with demands made by or upon any individual, group of individuals or organized body whatsoever.
- 8.7 To safeguard the interests of Members and to obtain from Government Departments, Public Bodies, Professional Societies, Mining Houses, Municipalities, Manufactures' and Merchants Associations, individual Officials or Members thereof and others, fair and equitable treatment for Members in relation to conditions of tendering, Bills of Quantities, Conditions of Contract, Specifications, supply of materials and in any other way.
- 8.8 to apply for a charter or other authority, promote, support or oppose, as may be deemed most expedient, any legislative or other measures affecting the interests of any or all branches of the Construction Trade or Industry.
- 8.9 to borrow, invest or lend moneys and to guarantee the obligation of its Employees as the Management Committee may in its discretion determine.
- 8.10 to inaugurate and maintain a system of finance which shall maintain the whole Organization in a sound and efficient condition.
- 8.11 to promote the formation of Organization for the furtherance of the objects of CIFOZ.
- 8.12 to admit Associations to Membership.
- 8.13 To admit Organizations outside Zimbabwe, having the same objects as CIFOZ, to Membership.

- 8.14 To correlate and co-ordinate the work of Organizations throughout Zimbabwe, including the establishment of like Associations, and to regulate matters of common interest to such Associations and settle disputes between Associations so established.
- 8.15 To enforce recognition of standard conditions and forms of contract among Members and other persons engaged in the Construction Industry.
- 8.16 To promote excellence of work and the interest of Members by:-
 - 8.16.1 distributing among Members information on all matters affecting the Construction and Allied Trades and by printing, publishing, issuing and circulating such newspapers, periodicals, books, circulars and other publications as may seem to be conducive to the attainment of the objects of CIFOZ.
 - 8.16.2 establishment and maintaining a library and collecting models, designs, drawings and other articles of interests in connection with the Construction and Allied Trades.
 - 8.16.3 encouragement and promoting educational facilities for those engaged in the Industry.
 - 8.16.4 fostering and encouraging the training of Personnel for the various branches of the Industry.
- 8.17 to promote the interests of Members individually or collectively in the following manner if deemed advisable:-
 - 8.17.1 to co-operate or amalgamate with any other Organization in furtherance or the objects of CIFOZ.
 - 8.17.2 to affiliate with other organizations pursuing similar objects
 - 8.17.3 to ensure Bills of Quantities for all work wherever possible.
 - 8.17.4 to promote, establish or co-operate with an Insurance Company, or Companies, for the benefit of Members.
 - 8.17.5 to do all such things as are incidental or conducive to attainment of the aforementioned objects or any of them.

9. POWERS

- 9.1 In furtherance of the foregoing objects and for the better attainment thereof, the following shall be the powers of the Federation:-
 - 9.1.1 to promote and protect the interests of Members and development of any aspect of the Construction Industry in general.
 - 9.1.2 to promote, support or oppose proposed legislation or alterations in existing laws.
 - 9.1.3 to promote improvements in the law and the consolidation, standardization and simplification of laws.

- 9.1.4 to represent the views of Members to, and to co-operate with the Government, Government Departments, Local Authorities, Institutions, Associations or other bodies in regard to any matters directly or indirectly affecting the Construction Industry.
- 9.1.5 to collect, disseminate or make available statistics and other information on any matter concerned with or affecting the Industry.
- 9.1.6 to print, publish or support any magazine, periodical, brochure or publication as may seem consistent with any of the objects of the Federation.
- 9.1.7 to encourage and promote harmonious relationships between Employers, Employees and the Government, in the Industry.
- 9.1.8 to act, when required, as Arbitrators in any matters concerning the Industry.
- 9.1.9 to encourage and promote Membership of The Federation.
- 9.1.10 to communicate, exchange information or become associated with any Organizations, in any country, the aims or which are not inconsistent with the objects of The Federation.
- 9.1.11 to act as Secretaries, Managers or Agents of any Organizations connected with the Industry or trade on such terms and conditions as may be agreed upon.
- 9.1.12 to acquire by purchase, lease, donation, bequest or any other mode of acquisition, any movable or immovable property.
- 9.1.13 to sell, donate, mortgage, exchange, partition, lease or dispose of by any mode of alienation, any movable or immovable property.
- 9.1.14 to accept gifts whether subject to any special conditions or otherwise, which may be calculated directly or indirectly to benefit, or to further the stated objects of The Federation and to administer trusts and other funds provided that the conditions pertaining to such gifts or trusts are not in conflict with the objects of The Federation.
- 9.1.15 to open, and to operate a Banking account or accounts.
- 9.1.16 to borrow or raise money whether secured or unsecured either with Bankers, Members or other persons and to issue debentures mortgaging the whole or any portion or the Assets of The Federation.
- 9.1.17 to insure the Assets of The Federation, and any other Assets for which, for the time being, it may be responsible.
- 9.1.18 to lend or invest the funds of the Federation upon such terms and conditions as may from time to time be determined, subject to the condition that any profit or other income derived from any such investment shall be applied in promoting the objects of The Federation.
- 9.1.19 to establish, maintain and contribute to any pension, medical aid, provident or other fund or scheme or to make such other provision for the benefit of the Federation's Employees or their dependants as The Federation shall from time to time determine.
- 9.1.20 to apply for the establishment of an employment Council or an employment board.

- 9.1.21 to determine, in consultation with other parties in the Industry, as may from time to time be necessary, rates of the wages, working conditions and other matters affecting employees in the Industry, to include, if deemed advisable, an agreement settling the working conditions of employees engaged in the Industry.
- 9.1.22 to institute or defend, or to assist in the institution or defence of, any legal proceedings, the outcome whereof may affect the interests of the Association or its members, or where a matter of principle affecting members is involved.
 - 9.1.22.1 provided only that the interest of the majority of the Association shall take precedence over those of the individual members.
- 9.1.23 to do all such lawful things as are incidental or conducive to the attainment of the objects of The Federation or as may appear to be the interests of Members.

PART IV – MEMBERSHIP

10. CLASSES OF MEMBERS

- 10.1 Membership of The Federation may be granted by the Management Committee to any employer, firm, individual, organization or association who, in the opinion of the said Management Committee, is qualified and suitable for membership.
- 10.2 Unless otherwise provided for in this part, applications for membership and membership classifications shall be dealt with in accordance with the rules.

11. APPLICATION FOR MEMBERSHIP

- 11.1 A Candidate applying for Membership shall complete and sign a form of Application for Membership prescribed by the Management Committee.
- 11.2 All Applications for Membership shall be duly proposed by a Full Member.
- 11.3 The Secretary shall acknowledge receipt of the Application Form and issue an official receipt for the entrance fee and subscription paid in terms of Clauses 16.1.1 and 16.1.2 of the Constitution.
- 11.4 At the next meeting, the Management Committee in meeting shall by votes of the majority present and voting, at its sole discretion, elect or reject the Application.
- 11.5 If the Application is approved by the Management Committee, the Application shall be admitted forthwith to a particular class of Membership as provided for in Clause 10 and rule 9.
 - 11.5.1 The Secretary shall thereupon:-
 - 11.5.1.1 enter the name, details and classification of the new Member in the Register of Members.
 - 11.5.1.2 Advise the new Member, in writing, that:-
 - 11.5.1.3 The Application for Membership has been approved and,
 - 11.5.1.4 Advise a Member in which class he has been registered and,

11.5.1.5 Forward a copy of the Constitution and Rules to the Member.

- 11.6 An Applicant whose application for Membership has been refused or a member who has been expelled shall be given reasons in writing within fourteen (14) days of such refusal or expulsion. The applicant or member, as the case may be, may, within fourteen (14) days appeal to the Management Committee, and may state his case personally, and call witnesses in support of his case before a meeting of the Management Committee.
- 11.7 The Management Committee, upon hearing any appeal in terms of Clause 11.6, may allow or disallow the appeal as it sees fit and its decision shall be binding upon the Appellant.
- 11.8 A former member, who has resigned, or was expelled from The Federation, may apply to Management Committee for re-admission, and the Management Committee may re-admit such former Member to Membership on such terms and conditions not inconsistent with this Constitution, and the decision shall be binding upon the Applicant.
- 11.9 The Secretary shall, within fourteen (14) calendar days of the Management Committee meeting, advise in writing an applicant making application in terms of this section, of the Management Committee's decision.
- 11.10 In the event of an Application being rejected, no further Application in terms of this clause shall be considered within twelve (12) months from date of such rejection of his application for Membership.
- 11.11 When an Application for Membership has been refused, the Applicant shall be refunded any fee or subscription paid by him, in respect of his Application.
- 11.12 There shall be no discrimination against any applicant applying for membership or against any member or category of member on the grounds of race, tribe, place of origin, political opinion, colour, creed or sex.

12. REGISTER OF MEMBERS

- 12.1 The Secretary shall keep or cause to be kept a Register in which the following will be recorded, in respect of every Member:-
- 12.1.1 The name of the Member.
- 12.1.2 The address of the Member.
- 12.1.3 The Postal Address of the Member.
- 12.1.4 The class of Membership.
- 12.1.5 The amount paid by the Member as entrance fee.
- 12.1.6 The amounts paid as annual subscription and the periods to which such payments relate.
- 12.1.7 The amounts paid as a Levy in terms of Clause 16.5.

14. REPRESENTATION OF MEMBERS

14.1 Every member shall appoint a nominee to represent that member in all dealings with The Federation. In addition, when a region has been registered,

14.1.1 Every member may appoint a regional nominee to represent the member in the member's region.

14.1.2 If a nominee and a regional nominee are both present at any regional general meeting, only one person shall be entitled to vote.

14.1.3 The nominee or a regional nominee may be one and the same person.

14.2 If at any time a nominee or regional nominee appointed by a member has, the opinion of the management committee, infringed the provisions of this constitution or rules or conducted himself in a manner likely to bring discredit upon The Federation, the said Management Committee may require such member to cancel the appointment or the said nominee or regional nominee and appoint another nominee or regional nominee in his place.

14.3 Any nominee or regional nominee whose appointment has been cancelled, as provided in Clause 14.2., shall forthwith vacate his seat on any board, committee or sub-committee, to which he may have been elected or appointed as such nominee or regional nominee.

14.3.1 Provided that any such nominee may be required by the management committee to retain his seat on such board, committee or sub-committee for such period as may be necessary to complete any unfinished business being undertaken by or for such board, committee or sub-committee.

14.4 A nominee or regional nominee appointed by a member in terms of this section:-

14.4.1 If the member is a company, shall be director or the secretary or senior member of that company.

14.5 Every member shall appoint one person as alternative to the nominee appointed in terms of this section to represent that member when the nominee is unable to do so. The provision of this section shall apply Mutatis Mutandis to alternates appointed in terms of this section.

15. RIGHTS, DUTIES AND OBLIGATIONS OF MEMBERS

15.1 Every member, on being admitted to Membership of the Federation, shall be deemed to have agreed to be bound by the provisions of this Constitution and the Rules, including any amendments made to the said constitution, and the said Rules, and in particular:

15.1.1 Every Member shall pay to the Federation the Annual Subscription payable by him in terms of Clause 16.

15.1.1.1 A Member shall advise the Secretary if he changes his address or nominee appointed in terms of Clause 14.1.

15.1.1.2 The Secretary will note such changes in the Register of Members, and advise the Management Committee accordingly.

- 15.1.2 Every Member excluding Dormant Members shall have the right through its nominee/s to attend, and to speak and vote at any General meeting of The Federation and, subject to the provisions of this Constitution and Rules, to nominate Candidates for election to the Management Committee, the Committees and Sub-Committees of The Federation.
- 15.1.3 Every Member shall have the right to submit proposal for consideration by the Management Committee, or a General meeting or The Federation.
- 15.1.4 A Member shall have been suspended in terms of Clause 18, shall cease to be entitled to any of the rights or benefits of Membership, during the period of his suspension.
- 15.1.5 A member shall upon request, disclose, on the form provided, such information as The Federation may reasonably require for the purpose of fixing the annual subscriptions payable in accordance with Clause 15.1.1. of this Clause. Such information shall remain confidential to The Federation.
- 15.1.6 A Member shall, in the event of any dispute arising as to the amount of the annual subscription payable by any Member, accept the ruling of The Federation, who shall have the right of investigation and whose decision shall be final.
- 15.1.7 Every Regional Member shall have the right, through his Nominee or Regional Nominee to attend and to speak and vote at any Regional General meeting of his duly constituted Region and subject to the provisions of the Constitution and the Rules, to stand for election for his particular standing committee for the region.
- 15.1.8 Every Regional Member registered in a particular Region shall have the right to submit proposals for consideration to his Regional Standing Committee or Regional General Meeting.
- 15.1.9 A Member shall conduct this business in a just and honorable manner and shall, in his dealings with Clients, with Members of the Professions, other Contractors and Sub-Contractors, Suppliers and Employees, maintain at all times the high standard of business integrity required by the Association.
- 15.1.10 A Member is required to possess the necessary technical qualifications, knowledge and practical experience, or to employ in a position or responsibility a person or persons having such qualifications, knowledge and experience, to ensure all work is of good quality and is carried out in a workmanlike and economical manner.
- 15.1.11 A Member is expected to satisfy the construction requirements of his Clients by observing the spirit, as well as complying with the letter of his Contractual obligations and to handle all business transactions with fairness and honor.
- 15.1.12 A Member is expected to organize his business administration effectively, to maintain adequate financial resources for the proper discharge of all his contractual obligations, to assist wherever possible with the training of the future skilled manpower needs of the Construction Industry and, where applicable to comply with all Wage Regulating Measures negotiated and entered into between the Association and other parties.

15.1.13 A Member is expected to try to persuade all qualified and suitable firms and individuals to join and strengthen The Federation.

16. ENTRANCE FEE; ANNUAL SUBSCRIPTIONS AND LEVIES

16.1 All Applications for Membership of The Federation shall be accompanied by:-

16.1.1 Payment of an entrance fee according to scale set out in the Rules and,

16.1.2 Payment of an Annual Subscription according to the scale set out in the Rules.

16.2 On the 1st of April each year, every Member shall pay The Federation an annual Subscription as has been determined and agreed to in terms of the Rules

16.3 Where a Member is admitted to Membership, during the second, third or fourth quarter of the Financial Year, the annual subscription payable by that Member in respect of that year shall be proportionately reduced in accordance with the Rules.

16.4 The Management Committee may grant to any class of Members, exemption in whole or part from the payment of any subscription if, in the opinion of the said Committee there are special circumstances which justify the granting of such exemption.

16.5 LEVY

16.5.1 Subject to ratification at Congress or in General meeting, or by Ballot, of all Members entitled to vote, the Management Committee may impose a levy, from time to time, in addition to the annual subscription. The Levy payable by each Member shall be in proportion to the annual subscription payable for the various classes of Members.

17. TERMINATION OR MEMBERSHIP

17.1 A Member may resign his Membership by giving written notice by Registered mail to that effect to the Management Committee through the Secretary.

17.2 If such notice is not received by the Secretary within three (3) months of the start of the financial year, such Member shall be liable for the ensuing year's subscription.

17.3 All subscription and levies outstanding shall, notwithstanding anything to the contrary contained in the Constitution, become due and payable on the date of such resignation.

17.4 Any such resignations shall be without prejudice to the right of The Federation to recover from such Member, in any competent Court, all subscriptions, levies and other moneys outstanding.

17.5 A Member may be expelled from the Federation in accordance with the provisions of Clause 18.

17.6 Where Membership has been terminated as described in this Clause:-

17.6.1 The former Member shall not be entitled to be refunded the whole or any part of any subscription paid by him and;

17.6.2 The Federation may take such legal steps as may be considered necessary or desirable to recover any monies due by such former Member of The Federation.

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18. DISCIPLINE AND PENALTIES

18.1. If any Member fails within fourteen (14) days of demand, in writing, by the Chief Executive, to pay any subscription or levy which is three months or more in arrear or infringes any of the provisions of this Constitution or acts in a manner which is detrimental to the interest of The Federation the Management Committee may:-

18.1.1 Expel that Member from The Federation; or

18.1.2 Suspend that Member from The Federation either for a specified period or indefinitely; or

18.1.3 Place that Member back on probation for a period not exceeding one year; or

18.1.4 Impose upon that Member a fine not exceeding the amount of that Member's current annual subscription for a first infringement and not exceeding double the amount of such Member's current annual subscription for a second or any subsequent infringement; or

18.1.5 Impose any one or more of the penalties described in this Clause 18.1.

18.2 No Member shall be expelled, suspended or fined in terms of Clause 18.1., unless the Member has been afforded an opportunity to state its case personally and to call Witnesses in support of its case, at a meeting of the Management Committee, of which he has received not less than fourteen (14) days notice, in writing.

18.3 The written notice referred to in Clause 18.2., shall contain such particulars of the alleged infringement as may be reasonably sufficient to inform the Member charged herewith of the nature of the charge. The said notice shall be sent to the Member charged, by registered post and shall be deemed to have been received by him seven days after posting.

18.4 Where in terms of this Clause 18., the Management Committee decided to expel, suspend or fine a Member, that Member may, on giving notice in writing, by registered mail, to the Secretary, within ten (10) days of being advised of the Management Committee's decision, appeal to the next ensuing General meeting of The Federation and may state his case personally and call Witnesses in support of his case before such meeting. The meeting of The Federation may thereupon confirm, vary or reverse the decision of the Management Committee.

18.4.1 Any Member who has not appealed after expiry of the (10) days referred to in Clause 18.4., or whose expulsion has been confirmed by General meeting shall cease to be a Member and shall forthwith forfeit all rights and benefits of Membership.

18.5 Where a Member is expelled in terms of this Clause he shall be given full reasons, in writing, for his expulsion.

PART V – OFFICE BEARERS AND OFFICIALS

19. THE FEDERATION

19.1 Non Residents of Zimbabwe shall not hold office in The Federation.

- 19.1.1 Subject to the provisions of Clause 19.1., a nominee of a Member of The Federation may be elected to any office of The Federation.

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19.2 THE PRESIDENT

- 19.2.1 The President of The Federation shall be elected and hold office in accordance with the Constitution and the Rules.
- 19.2.2 The President shall preside at all meetings of the Management Committee and all General meetings of The Federation, at which he is present.
- 19.2.3 Notwithstanding such other provisions as contained in this Constitution, or the Rules, the President of The Federation shall ex officio be a Member of any Committee which may be established in terms of this Constitution, and the Rules, and may if he so wishes, preside over any meeting or Committee meeting.
- 19.2.4 The President shall enforce observance of this Constitution and the Rules and shall generally exercise supervision over the affairs of The Federation.

19.3 THE SENIOR VICE PRESIDENT

- 19.3.1 The Senior Vice President shall be elected and hold office in accordance with this Constitution and the Rules.
- 19.3.2 The powers and duties of the President shall, in his absence, be assumed by the Senior Vice President.

19.4 THE JUNIOR VICE PRESIDENT

- 19.4.1 The Junior Vice President shall be elected and hold office in accordance with this Constitution and the Rules.
- 19.4.2 The powers and duties of the Senior Vice President shall, in his absence, be assumed by the Junior Vice President.

19.5 THE IMMEDIATE PAST PRESIDENT

- 19.5.1 On the termination of his period of office, the President shall adopt the title of Immediate Past President and shall, subject to the provisions of this Constitution and the Rules, retain that title until the expiration of the period of office of the President who has succeeded him.

19.6 ACTING PRESIDENT

- 19.6.1 If at any time the President is unable to exercise his powers and perform his duties and there is no Vice President who is able to assume powers and duties, the Management Committee shall appoint an Acting President who shall assume those powers and duties.
- 19.6.2 An acting President appointed in terms of Clause 19.6.1 shall cease to exercise the powers and perform the duties of the President, as soon as the President or a Vice President is able to assume those powers.

- 19.7 Subject to the provisions of Clause 19.2.2., the President shall not hold office on any Standing Committee. If elected to the office of President, he shall resign such office.

19.8 THE CHIEF EXECUTIVE

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- 19.8.1 The Management Committee shall, in accordance with Clause 22.1.11., appoint a Chief Executive to The Federation on such terms and conditions as it may seem fit.

- 19.8.2 Notwithstanding anything contained in the terms and conditions referred to in Clause 19.8.1., a Chief Executive appointed in terms of this Clause who, in the opinion of the Management Committee is guilty on neglect of duty, negligence of misconduct, may be summarily suspended pending an application for his dismissal being made by the Committee.

- 19.8.3 The Chief Executive shall be responsible to the Management Committee for proper performance of all such duties as may be imposed upon him by this Constitution, and the Rules, or which may be allocated to him by the said Committee.

20. STANDING COMMITTEES

20.1 THE CHAIRMAN

- 20.1.1 The Chairman of a Standing Committee shall be appointed and hold office in accordance with this Constitution.

- 20.1.2 Subject to the provision of Clause 19.2.3., the Chairman shall preside at all meetings of the Standing Committee at which he is present.

- 20.1.3 The Chairman shall enforce observation of this Constitution and the Rules, in terms of the Powers delegated to the particular Standing Committee, by the Management Committee.

20.2 THE VICE CHAIRMAN

- 20.2.1 The Vice Chairman of a particular Standing Committee shall be elected and hold office in accordance with this Constitution.

- 20.2.2 The powers and duties of the Chairman shall, in his absence, be assumed by the Vice Chairman.

20.3 THE ACTING CHAIRMAN

- 20.3.1 If at any time a Chairman of a particular Standing Committee is unable to exercise his powers and perform his duties, and the Vice Chairman is unable to assume the powers and duties of the Chairman, the particular Standing Committee shall appoint an Acting Chairman who shall assume those powers and duties.

- 20.3.2 The Acting Chairman appointed in terms of Clause 20.3.1., shall cease to exercise the powers and perform the duties of the Chairman as soon as the Chairman or Vice Chairman is able to assume those powers.

PART VI – THE MANAGEMENT COMMITTEE

21. THE MANAGEMENT COMMITTEE

- 21.1 Subject to the overall direction and control of Members exercised through their delegates in Congress of General Meeting, the management of the affairs of The Federation shall be vested in a Management Committee, whose Members shall be elected annually in accordance with this

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Constitution, and the Rules, which shall manage and conduct the affairs of the Federation in furtherance of its stated objects and in so doing may perform any act or thing that The Federation or Congress or General Meeting could do or perform.

- 21.2 The Management Committee shall consist of not less than 12 (twelve) nor more than 16 (sixteen) members:-

- 21.2.1 The President
 - 21.2.2 The Senior Vice President
 - 21.2.3 The Junior Vice President
 - 21.2.4 The Immediate Past President
 - 21.2.5 The Chairman of every Regional Committee, established in terms of Clause 28, to a maximum of four (4).
 - 21.2.6 Subject to the Management Committee not being less than twelve (12) nor more than sixteen (16) members, additional elected members, provided these be even in number, who shall be elected and hold office in accordance with this constitution and the rules.
- 21.3 The President, Senior Vice-President and Junior Vice-President shall not be Chairman of any of the Standing Committee established in terms of Clause 26. They may however be ex officio members of any Standing Committee so established.
- 21.4 Sixty per cent (60%) (rounded up) of the duly elected Members of the Management Committee personally present shall constitute a Quorum of the Management Committee. If within fifteen minutes from the time appointed for the meeting, a Quorum is not present the meeting shall stand adjourned for seven (7) calendar days. If such day shall be a Public Holiday, the meeting shall stand adjourned to the first business day thereafter and those Members of the Management Committee present, shall constitute a Quorum.
- 21.5 The Management Committee shall meet at such times as may be determined by the said Committee, but in any case not less frequently than once in every three months.
- 21.6 The Secretary shall keep minutes of every meeting of the Management Committee.
- 21.6.1 At every meeting of the Management Committee, the minutes of the previous meeting of the said Committee shall, unless previously circulated and taken as read, be read by the Secretary and shall be signed by the Member presiding after confirmation by the meeting.

22. POWERS OF THE MANAGEMENT COMMITTEE

- 22.1 Without in any way limiting the powers conferred upon the Management Committee by Clause 21.1, hereof, the Management Committee is hereby specifically empowered:-
- 22.1.1 to consider and determine all matters appertaining to Membership of The Federation, in accordance with Clauses 11., and 18., hereof:

22.1.2 to determine from time to time the subscriptions, levies and other charges to be paid by each class of Member and the method of basis upon which such subscriptions, levies or charges shall be calculated.

22.1.3 to incur expenditure and to authorize payment in respect of same.

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22.1.4 To lend or invest the funds of The Federation or to borrow money, for the benefit of The Federation and the furtherance of its stated objects, upon such terms and conditions as may be deemed fit.

22.1.5 To acquire, either by purchases, lease or otherwise, any movable or immovable property on behalf of The Federation, and to sell, let or mortgage, or otherwise deal with, or dispose of, any movable or immovable property belonging to The Federation, provided that no immovable property, in excess of \$10 000, shall be acquired, sold, mortgaged, let or leased for a period longer than five years, except under the authority of a Resolution taken at Congress or General Meeting of The Federation.

22.1.6 To ensure The Federation's property or interests against any risk.

22.1.7 To execute any trusts.

22.1.8 To institute, defend, abandon or compromise any actions or other legal proceedings, by and against The Federation, its Employees or Officials or with permission by a Member for and on behalf of that Member.

22.1.9 To act as arbitrators or to submit any dispute to arbitration.

22.1.10 With the exception of Standing Committees, the appointment of which is provided for under Clause 26 hereof, to establish any other Special or Ad Hoc Committee or Sub-Committee or Sub-Committees, the Members of which need not necessarily be Members of another Committee; to determine the composition, functions, powers and method of operation of such Committees or Sub-Committee subject to the limitations set out in Clause 23 hereof, to dissolve or annul any such Committee or Sub-Committee.

22.1.11 To appoint, remove and determine the duties, salaries and remuneration of staff; to engage consultants or other person from time to time on such conditions and remuneration as may be deemed appropriate.

22.1.12 Consistent with this Constitution and the Rules, to regulate the serving of notice of, and the form of procedure at all meetings.

22.1.13 To make, enforce, amend or revoke such Bye-Laws as may be deemed fit, consistent with this Constitution and the Rules.

22.1.14 To have custody of the funds and other property of The Federation and to apply such funds to any purpose in connection with the furtherance or promotion of the objects of The Federation.

22.1.15 To interpret the meaning and purport of the Constitution and the Rules and any By-Laws, on which the decision of the Management Committee shall be final and binding on Members, and Employees of The Federation.

22.1.16 To do, subject to this Constitution and the Rules, all other things conducive to the interests and good management of The Federation or for the promotion of its objects.

22.1.17 To elect, at its last meeting prior to each Congress or Annual General Meeting and subject to the conditions of Rule Four (4), the President and Senior Vice President for the ensuing year and to determine the time at which they will assume office.

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22.1.18 To elect, at its first meeting after each Congress or Annual General Meeting and subject to the conditions of Rule four (4), the Junior Vice President for the ensuing year.

22.1.19 To confirm, in compliance with the provisions of Clause 28.2 hereof, the appointment of Regional Committee Chairmen for the ensuing year.

22.1.20 In the event of any omission in this Constitution and its Rules and/or on any item on which this Constitution is silent, the Management Committee shall decide, act and/or rule as they think proper.

23. DELEGATION OF POWERS BY THE MANAGEMENT COMMITTEE.

23.1 Notwithstanding the provisions of Clause 21.1 and subject to Clause 22 hereof, the Management Committee is hereby empowered to delegate to Standing or other Special or Ad Hoc Committees or Sub-Committees the authority to pass Resolutions, for the implementation of such decisions as those Committee or Sub-Committees may make.

23.2 The Management Committee may, at its discretion, also empower any Standing or other Committee or Sub-Committee:

23.2.1 to pass Resolutions for the implementation of such decisions as each such, Committee or Sub-Committee may make, or to investigate and make recommendations upon any matters conducive to the interests and good management of The Federation or in furtherance or its stated objects which must be ratified by the Management Committee.

23.2.2 to implement, or to act upon, any resolutions which the Management Committee itself has passed, provided that such Resolutions are in accordance with any or all of the powers vested in it by this Constitution and the Rules

23.3 MEETING OF THE MANAGEMENT COMMITTEE

23.3.1 The President or in his absence, one of the two Vice Presidents, or in the absence of all three of them, the Immediate Past President of The Federation shall preside at all meetings of the Management Committee. In the absence of all these Office Bearers, the meeting shall elect a Chairman, from amongst the Management Committee present, who shall preside at that particular Committee present, who shall preside at that particular meeting.

23.3.2 The Management Committee shall meet as often as may deemed necessary on such date, and at such time and place as such Committee may decide, provided that;

23.3.2.1 Not more than two (2) months shall elapse between consecutive meetings.

23.3.2.2 All such meetings shall be convened by notice to Members of the Management Committee, served in the manner prescribed in Clause 29.1., hereof, at least seven days prior to each meeting.

23.3.2.3 Notwithstanding the foregoing, the President may, at his discretion, convene meetings of the Management Committee upon such notice as he may deem fit. Further, five or more Members of the Management Committee may call upon the President to convene a meeting of the Management Committee by giving a notice in

writing to The Federation stating the nature of the business to be submitted to such meeting.

23.4 VOTING AT MANAGEMENT COMMITTEE

23.4.1 A vote of the Management Committee shall be taken on a show of hands, or at the discretion of the Chairman by Ballot, provided that:

23.4.1.1 when such a vote is taken each Member personally present shall have one vote except that the Chairman, besides his deliberative vote, shall have a casting vote in cases of equality of voting.

23.4.1.2 no Member of the Management Committee shall be entitled to more than one vote irrespective of his attendance at any meeting of the Council in any other capacity, which would otherwise carry with it the right to vote at such meeting.

23.5 ATTENDANCE AND CO-OPTION

23.5.1 The President shall have the power to invite any person to attend and speak, at any meeting of the Management Committee; but no such person may be co-opted to the Management Committee.

23.5.2 The President shall have the power to co-opt any member onto the Management Committee provided that co-opted Members shall not be entitled to vote at any meeting of that committee.

23.6 ALTERNATES

23.6.1 No Member of the Management Committee shall be entitled to appoint an Alternate to attend meetings of the Management Committee and act in his place.

23.6.2 The Management Committee shall have the power to fill any vacancy amongst the Chairmen of the Standing Committees, occurring during the year; provided that:-

23.6.2.1 the person appointed to fill the vacancy shall be a person eligible for election to such office.

23.6.2.2 the period of such appointment shall not extend beyond the date of the next Congress or Annual General meeting.

PART VII – EXECUTIVE COMMITTEE OF THE MANAGEMENT COMMITTEE

24. EXECUTIVE COMMITTEE OF THE MANAGEMENT COMMITTEE

24.1 To conduct the affairs of the Federation between meetings of the Management Committee, and to deal with matters of an urgent nature, the Management Committee may establish an Executive Committee of the Management Committee.

24.2 The Executive Committee shall consist of:-

- 24.2.1 The President
- 24.2.2 The Senior Vice President.
- 24.2.3 The Junior Vice President
- 24.2.4 The Immediate Past President
- 24.3 The Executive Committee shall enjoy such powers as are delegated to it by the Management Committee.
- 24.4 Where the Executive Committee deems that urgent action or a decision is required, the decision of the Committee shall be by consensus.
- 24.5 The Quorum for any meeting of the Executive Committee shall be 3 (three).
- 24.6 The Executive Committee shall meet at such time as may be deemed necessary by the President, or by the said Committee.
- 24.7 The President will make a report to the next Management Committee meeting of any decisions made, or meetings held by the Executive Committee, since the previous Management Committee meeting.

25. THE SECRETARY

- 25.1 The Secretary of The Federation shall be the Chief Executive in terms of Clause 19.8
 - 25.1.1 The Chief Executive may appoint an Administrative Secretary to The Federation on such terms and conditions as may be determined by the Management Committee.
 - 25.1.2 Notwithstanding anything contained in the terms and conditions referred to in Clause 25.1.1., an Administration Secretary appointed in terms of that Clause, who in the opinion of the Management Committee and /or the Chief Executive, is guilty of neglect of duty, negligence or misconduct, may be summarily suspended pending an application for his dismissal by the said Committee or Chief Executive.
 - 25.1.3 The Administration Secretary shall be responsible to the Chief Executive for proper performance of all such duties as may be delegated by the Chief Executive.
 - 25.1.4 The Chief Executive may, with the approval of the Management Committee, appoint a Committee Secretary on such terms and conditions, as may be agreed to by the Management Committee, and the provisions of this Clause 25., relating to the appointment, dismissal and responsibilities of the Secretary shall apply mutatis mutandis to a Committee Secretary.
 - 25.1.5 The Chief Executive may, with the approval of a Standing Committee for a region, appoint a regional secretary on such terms and conditions as may be agreed to by the Management Committee, and the provisions of this Clause 25, relating to the appointment, dismissal, duties and responsibilities of the secretary shall apply mutatis mutandis to a regional secretary.

26. PART VIII – STANDING COMMITTEES

26.1 Any number of Standing Committees (including Regional Committees) not exceeding twelve (12) in all may be established by the Management Committee, which shall determine the title and purpose of such a Committee/s.

26.2 Subject to the provisions of Clause 23 hereof, all Standing Committees (including Regional Committees) shall derive their terms of reference, if any, powers and functions, from the Management Committee, who shall determine those matters upon which Standing Committees may pass Resolutions for the implementation of such decision as each Standing Committee may make, or upon which Standing Committee shall make recommendations, which may be implemented only after they have been approved by the Management Committee.

26.3 A Standing Committee other than a Regional Committee shall consist of:-

26.3.1 A CHAIRMAN

26.3.1.1 who shall be appointed from amongst its members by the Management Committee at its first regular meeting after the Annual General Meeting, when it shall also determine the title and purpose of the Standing Committee he shall chair.

26.3.2 A VICE CHAIRMAN

26.3.2.1 who shall be elected from and by the Members of the Committee, appointed in terms of this Section, and who shall be empowered to act on behalf of the Chairman in his absence provided that no Vice-Chairman shall be empowered to attend any meeting of the Management Committee.

26.3.3 ORDINARY MEMBERS

26.3.3.1 being not less than three (3) in number and being appointed by the Management Committee at its first meeting following the Annual General Meeting of The Federation.

26.4 STANDING COMMITTEE CHAIRMAN

26.4.1 The Chairman of a Standing Committee shall be appointed in terms of Clause 26.3.1 of this Constitution.

26.5 CHAIRMAN PRESIDING AT MEETINGS OF STANDING COMMITTEES

26.5.1 The Chairman, or, in his absence, the Vice Chairman, shall preside at all meetings of the Committee. In their absence, the meeting shall elect a Chairman, from amongst the Committee Members present, who shall preside at that particular meeting only; but who shall not as a result be entitled to attend any meeting of the Management Committee, other than by invitation in accordance with Clause 23.5, hereof.

26.6 MEETINGS

26.6.1 Meetings of a Standing Committee shall be convened by the Chairman, at such place and time, and on such date as he may decide.

26.7 QUORUM

26.7.1 Three (3) Members of the Standing Committee personally present shall constitute a Quorum at any meeting of that Committee; if within half an hour of the time appointed for the meeting, a Quorum is not present, the meeting shall be dissolved.

26.8 VOTING

26.8.1 A vote of a Standing Committee or any Committee or Sub-Committee of the Federation shall be taken on a show of hands, provided that each Member, who is personally present at a meeting of the Committee shall be entitled to one vote only, except that the Chairman, besides his deliberative vote, shall have a casting vote in cases of equality of voting.

26.9 ATTENDANCE AND CO-OPTION

26.9.1 The Chairman of a Standing Committee shall have power:

26.9.1.1 to co-opt any member onto the Committee, provided that co-opted Members shall not be entitled to vote at any meeting of that Committee;

26.9.1.2 to invite any other person to attend and speak at any meeting of the Committee; but the person so invited shall not be entitled to vote at the meeting.

26.10 VACANCIES

26.10.1 The Management Committee shall, at its discretion, have the power to fill any vacancy, which may occur during the year amongst the Members of a Standing Committee, provided that the exercising of such power shall not be inconsistent with Clauses 23.6.2., and 26.3.1., hereof.

27. REGIONS

27.1 For administrative purposes, The Federation may be divided into such regions as may be prescribed in the rules.

28. STANDING COMMITTEES FOR REGIONS

28.1 Every standing committee established for regions shall enjoy all such powers as are delegated to it by the Management Committee in terms of Clause 26.2

28.2 It shall incorporate a Chairman elected by the Regional Committee/Regional AGM at its meeting directly prior to the last Management Committee Meeting before the Annual General Meeting, at which Management Committee Meeting such election shall be confirmed and at which Annual General Meeting such election shall be announced.

28.3 Each such committee shall have a minimum of three (3) members and shall also include a Vice-Chairman with powers and limitations similar to those specified for Standing Committee Vice-Chairmen in Clause 26.3.2, according to whose provisions he will also be elected.

PART IX – CONGRESS AND GENERAL MEETINGS

29. CONGRESS AND GENERAL MEETINGS

29.1 NOTICE

29.1.1 Notice specifying the place, the day and hour of every Congress and General meeting, and the general nature of the business to be transacted at that meeting shall be given in writing in the manner hereinafter prescribed, or in such other manner prescribed by the Management Committee to such persons and Members entitled to receive such notice;

29.1.2 Non receipt of notice by any person or Member shall not invalidate the proceedings of any Meeting;

29.1.3 Notice may be given to any person or Member either personally, or by sending it through the post to him to the address supplied by him to The Federation, for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to have been effected on the date of posting, by properly addressing, pre-paying, and posting a letter containing the Notice.

29.1.4 Notice shall be exclusive of the day on which it is served, or deemed to have been served, and of the day for which it is given.

29.2 CONGRESS OR ANNUAL GENERAL MEETING

29.2.1 In addition to the Constitution and the Rules hereinafter provided for the holding and conduct of, and the procedure at, a Congress or Annual General Meeting, one or other shall;

29.2.1.1 Be held once in every calendar year, but not more than six (6) months after the end of the preceding Financial Year, on such date and at such time and place as may be determined by the Management Committee;

29.2.1.2 Be convened by proper notice given to all Members, in accordance with Clause 29.1.1 hereof, at least thirty (30) days prior to the holding of such Congress or Annual General Meeting.

29.2.2 Further at a Congress or Annual General Meeting;

29.2.2.1 only Nominees appointed in terms of Clause 14., hereof; shall be entitled to speak and vote;

29.2.2.2 the President shall have the power to invite, at his discretion, any visitors, guests or other persons to attend, but the person so invited may speak only at the invitation of the Chairman.

30. BUSINESS OF A CONGRESS OR ANNUAL GENERAL MEETING

30.1 The business of a Congress or an Annual General Meeting shall include:-

30.1.1 the announcement in compliance with the provisions of Clause 22.1.17., hereof, of the President elect for the ensuing year;

- 30.1.2 the announcement in compliance with the provisions of Clause 22.1.17., hereof, of the Senior Vice President elect for the ensuing year;
- 30.1.3 the announcement, in compliance with the provisions of Clause 28.2. hereof, of the Chairmen elect of Regional Standing Committees for the ensuing year;
- 30.1.4 the election of the remaining members of the Management Committee as required in terms of Clause 21.2.6;
- 30.1.5 the consideration of the Annual Report of the Management Committee which may include Reports of Standing Committees;
- 30.1.6 the approval and adoption of the income and expenditure account and the balance sheet of The Federation for the preceding Financial Year;
- 30.1.7 the appointment of Auditors for the ensuing year, as provided for in Clause 37. of the Constitution;
- 30.1.8 the consideration of such other business, relevant to the affairs of The Federation, of which due notice, in accordance with Clause 29.1.1, hereof, has been given;
- 30.1.9 in respect of Congress only, those motions for debate, which have been submitted by Members and which have been approved by the Management Committee.

31. GENERAL MEETING AND MEETINGS

- 31.1 General meetings of the Regions and Regional Committees, and Standing Committees, and such other Committees and sub-Committees of the Federation shall be held in accordance with the rules.
- 31.2 Star meetings

All full members of The Federation shall attend those General meetings designated by the Management Committee as Star General meetings.

 - 31.2.1 Any Member not attending a Star General Meeting in Person or by proxy shall be dealt with in accordance with the rules.
- 31.3 A General meeting of The Federation may be called at any time, subject to a minimum notice of fourteen (14) days, at the instance of the Management Committee, or upon requisition from not less than:-
 - 31.3.1 6 members of the Management Committee, or;
 - 31.3.2 25 members of The Federation.
- 31.4 The provisions of Clause 29.2.1.of the Constitution shall apply to all General Meetings.

32. REPRESENTATION

- 32.1 Delegates to Congress or General meetings shall be appointed and entitled to vote in accordance with Clause 14, of the Constitution.

33. VOTING

- 33.1 Every decision of the Management Committee, a Standing Committee, or any other Committee and Sub-Committee of the Federation shall be by Resolution passed by a majority of the votes of the elected Members present and voting at a meeting of the said Management Committee, Regional Committee, or any such Committee or Sub-Committee, as the case may be. Voting shall be by a show of hands unless the President or other person presiding considers that any question should be determined by ballot, when a ballot shall be held in accordance with the Rules.
- 33.2 Subject to the provisions of Clause 43, every decision of a General Meeting shall be by Resolution passed by majority of the votes of the Members present, or by proxy, and voting at such meeting. Voting shall be by a show of hands.
- 33.2.1 Provided that after the determination of a vote by a show of hands and if a ballot is demanded by not less than ten (10) Members present, or by proxy, and entitled to vote, a ballot shall be held in accordance with the Rules.
- 33.3 Any Member wishing to vote at a General meeting by proxy, shall give notice in a prescribed proxy form, to the Secretary identifying the Member who will act as his and lodge such proxy form with the Secretary prior to the commencement of the meeting.
- 33.3.1 Provided that the Chairman may for any good and sufficient reason, waive the necessity for such notice.
- 33.4 The Management Committee, or Standing Committee, may conduct a postal ballot on any question where, in the opinion of the said Management Committee, or Standing Committee, it is appropriate that such question should be so determined and shall conduct a postal ballot on any question relating to the declaration of, or participating in lockout or in the continuation of a lockout. A postal ballot in terms of this Clause shall be conducted in accordance with the Rules.
- 33.5 Where any matter is to be determined by vote, every member entitled to vote shall have one vote:
- 33.5.1 Provided that the President, Vice President or other Member presiding at meeting of the Management Committee, shall have a deliberative vote; but not a casting vote while so presiding.
- 33.6 No business of which due notice, in accordance with Clause 29.1.1. hereof has not been given shall be transacted at Congress or a General meeting except that, with the approval of the majority of those persons present and entitled to vote at such Congress or General meeting, decisions on any matters of substance, or urgency may be taken.

34. QUORUM

- 34.1 Ten persons, entitled to vote at Congress or General meeting, in terms of Clause 33.3., hereof, who are personally present at any such meeting, shall constitute a Quorum.

- 34.2 If within half an hour from the time appointed for the meeting, a Quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved.
- 34.2.1 In any other case it shall stand adjourned to such other day and at any such other time, and place, as the President may determine, and if at the adjourned meeting, a Quorum is not present, within half an hour of the time appointed for the meeting, the Members present shall constitute a Quorum.

35. CHAIRMAN

- 35.1 The President, or in his absence, one of the two Vice Presidents, or in the absence of all three of them, the Immediate Past President of The Federation shall preside at all Congress and General meetings, provided that:
- 35.1.1 In the absence of all these Office Bearers, the meeting shall elect a Chairman from amongst the Delegates present, who shall preside at that particular meeting:
- 35.1.2 Any Office Bearers, or Delegate, appointed or elected Chairman of any meeting in terms of this Constitution, at his discretion, temporarily vacate the Chair for any period or periods, during the meeting, but in so doing he shall nominate such other Office Bearer or Delegate, as he may decide upon, to preside in his stead:
- 35.1.2.1 Provided that such an Office Bearer or Delegate shall, notwithstanding any other provision relating to the rights of a Chairman, when any vote is taken have no casting vote.

PART X – GENERAL

36. BANKING ACCOUNT

- 36.1 The Management Committee shall open Banking and /or Building Society Accounts in the name of The Federation, to be operated by a panel of signatories, the signatures of any two of whom shall be required to affect any withdrawals, payment to a third party, or any other transactions connected with the account, except the issue of receipt for monies received on behalf of The Federation, and the banking or such monies.
- 36.2 All monies received by a Member of the Management Committee, or other Office Bearer, or Official of The Federation, on behalf of The Federation, shall be paid as soon as possible into the accounts referred to in Clause 36.1.

37. BOOKS OF ACCOUNT

- 37.1 The Chief Executive shall keep, or cause to be kept, proper books of accounts in respect of The Federation's funds.
- 37.2 The Chief Executive shall prepare or cause to be prepared a Revenue and Expenditure account and Balance Sheet annually, showing the state of the funds as at the 31st of March each year. The Accounts shall be audited, (within three months to the end of the financial year), by some impartial and suitably qualified persons, appointed by the Annual General Meeting of The Federation.
- 37.3 The audited Accounts and Balance Sheet shall be published to all Members of The Federation.

- 37.4 All accounts, supporting vouchers and similar documents and records shall be kept for a period of seven (7) years after the close of the Financial Year to which they refer.
- 37.5 The Chief Executive shall be charged with receiving membership and other fees and shall issue every payer with a receipt from a duplicate receipt book showing the amount and the nature of the fees received.

38. APPLICATION OF INCOME AND PROPERTY

- 38.1 The income and property of The Federation, whence so ever derived shall be applied solely towards the objects of The Federation as set forth in this Constitution and these Rules, and no portion thereof shall be paid or transferred, directly or indirectly by way of Dividends, Bonus, or otherwise, howsoever, by way of profit to any Member of The Federation. Nothing herein contained shall prevent the payment in good faith of salary or remuneration for the services actually rendered by any Officer or Servant of The Federation, or by any person, whose services The Federation has availed them of, or who may be retained to assist The Federation in any capacity whatsoever. However, no Member of The Federation shall be appointed to any Office for which payment shall be made by The Federation, and no remuneration shall be given to any Member without the approval of the Management Committee.

39. INDEMNITY

- 39.1 All acts done or authorized by the Management Committee, or any Committee or Sub-Committee of The Federation shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of the said Management Committee, Committee or Sub-Committee, as the case may be, or of any person acting as a Member thereof or that any such person was disqualified, be as valid as if the said Management Committee, Committee or Sub-Committee/s, as the case may be, had been properly appointed and every such person was qualified to be a Member thereof.
- 39.2 Every Member of the Management Committee or any Committees or Sub-Committees of The Federation, and every Office Bearer, Official and Servant of The Federation, shall be indemnified against all costs, losses, expenses, damages and other consequences of any act bona fide, undertaken, which such Member, Office Bearer, Official or Servant may incur or become liable for in any way in execution of his Office, unless the same shall be incurred or occasioned by his own negligence, default or dishonesty.
- 39.3 No Member, Office Bearer, Official or Servant of The Federation shall be answerable or liable for any act or default of any other Member, Office Bearer, Official or Servant or for any costs, losses, expenses or damage incurred as a result of such act or default, except when the same shall have happened as a result of his negligence, default or dishonesty.

40. DISSOLUTION OF THE FEDERATION

- 40.1 The decision to wind up, or dissolve The Federation, shall be made only by a Resolution to that effect passed by a two thirds majority of those personally present and entitled to vote, at a General Meeting of The Federation, convened specifically for that purpose, of which not less than thirty (30) days notice shall have been given in accordance with Clause 29.1., setting out the terms of the proposed Resolution and the reasons therefore.
- 40.2 Every Member of The Federation, other than an Honorary Member, shall contribute to the Assets of the Federation, in the event of the same being wound up, or dissolve, during the time he is a Member, or within one year of the termination of his Membership, for the payment of debts and

liabilities of The Federation contracted before the time at which his Membership terminated, and the cost, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount not exceeding TWENTY DOLLARS (\$20,00), as shall be required by Resolution of The Federation in Congress or in General meeting.

- 40.3 If upon winding up or dissolution of The Federation, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among Members of The Federation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of The Federation, to be determined by the Members of The Federation at or before the time of winding up or dissolution and, in default thereof, by the Master of the High Court.

41. RULES

- 41.1 The Management Committee may make Rules for the better administration of The Federation, and may amend or repeal any Rule so made, at its own discretion, and any Rule so made and any amendment thereto, or repeal thereof, shall be effective unless and such time as a Resolution revoking such Rule or such amendment or repeal, as the case may be, has been passed by a majority vote of the Members present and entitled to vote at a General Meeting of The Federation.

42. AMENDMENT TO CONSTITUTION

- 42.1 No amendment to, or repeal of, this Constitution shall be made unless and until such time as a Resolution supporting such amendment or repeal, as the case maybe, has been passed at a General meeting of the Federation by the affirmative vote of not less than two thirds of the Members present and entitled to vote at such meetings.
- 42.2 Notwithstanding the provisions of Clause 41.1., where, in terms of the Act, the Industrial Registrar requires an amendment to any provision of this Constitution, the Management Committee may authorize such amendment and the provision, as so amended , shall have full force and effect until it is further amended, or repealed, in terms of this Constitution.

THE CONSTITUTION INDUSTRY FEDERATION OF ZIMBABWE

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