

CONSTITUTION OF KAMANAKAO ASSOCIATION

Article 1: NAME

- i. The name of the organization shall be Kamanakao Association hereinafter referred to as "the Association".
- ii. The Association shall be a non-political, non-profit making and voluntary organization concerned with the promotion and maintenance of the Shiyeyi language and culture.
- iii. The main Headquarters of the Association shall be at Gaborone. Branch offices shall be established by the Executive Committee in such locality as and when the need arises. A minimum of ten people shall form a branch.
- iv. The Association shall be vested with legal personality and perpetual succession and shall have the powers to sue and be sued in its own name.

Article 2: INTERPRETATION OF TERMS

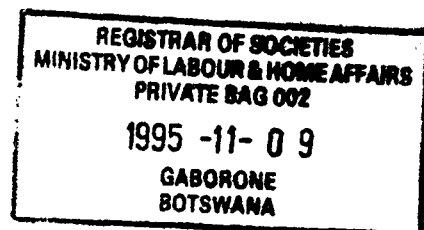
The following words and expressions shall have the following meaning:

- i. "Association " shall mean Kamanakao Association
- ii. "Executive Committee" shall mean the governing body of the Association appointed in terms of this constitution and also referred to as the "Committee"
- iii. "General Assembly" shall mean the gathering of the members of the Association which shall be called for the Annual General Meeting or Special General Meeting
- iv. Words signifying the singular number shall include plural or vice versa and words signifying the masculine shall include the feminine unless they appear specifically otherwise from the context.

Article 3: OBJECTS

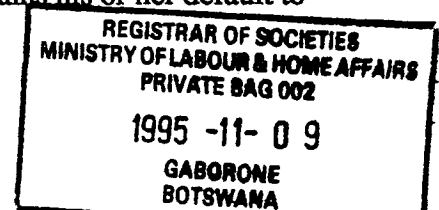
The objects of the Association are as follows:

1. To develop and maintain the Shiyeyi language and culture
2. To carry out and disseminate research on Shiyeyi language, culture, traditions, customs, life-styles, norms, believes and other related issues.
3. To cultivate an appreciation of and knowledge about the Shiyeyi culture
4. To promote the storage, retrieval, dissemination and development of the Shiyeyi literary and cultural materials
5. To collaborate with other bodies interested in the promotion and maintenance of language and culture.



Article 4: MEMBERSHIP

- i. There shall be constituted the following categories of membership:
 - a. Institutional : Any institution with an interest in the revival and maintenance of language and culture can be a full member of the association
 - b. Individuals:
 - i. "Full membership" of the Association shall be open to all persons who are interested in the promotion of the aims and objectives of the association, and who shall pay the registration and annual subscription fees.
 - ii. "Honorary Membership" shall be conferred by the Association, at the recommendation of the Executive Committee, on persons who have made notable contributions in the promotion of language and culture. Honorary members shall not hold office in the Association, nor pay annual subscription fees
- ii. Only full members shall be entitled to vote at any meeting of the Association
- iii. Membership and subscription fees are to be determined at the Annual General Meetings (AGM) from time to time as necessary.
- iv. A person or institution desiring to join the Association shall submit an application in writing to the Secretary.
- v. An application for membership shall be considered and decided upon by the Executive Committee. The Committee shall report the membership to the AGM for endorsement.
- vi. A purported admission to membership may be cancelled by the Executive Committee if the procedure for admission has not been followed or if a material misrepresentation or mistake in regard to the member has, in the opinion of the Executive Committee, been made.
- vii. Upon acceptance of an application for membership, notice shall thereof be given in writing to the applicant, who shall immediately:-
 - a. become entitled to the benefits and privileges of the Association
 - b. become liable for all payments, fees and subscriptions due for the year in which he or she is accepted as a member
 - c. be bound by this constitution and by-laws made hereunder and by subsequent amendments to the constitution or by-laws, and shall be presumed to be aware of all the provisions of the constitution and by-laws.
- viii. Subscription shall become due and payable during the first week of June each year, and all other payments or fees on such date as the General Meeting or the Executive Committee may decide. If any member fails to pay any sum due, the Secretary shall immediately notify him or her of such non-payment and if the sum is not paid within three months of such notification, the member shall cease to be a member of the Association, unless he or she explains his or her default to the satisfaction of the Executive Committee.

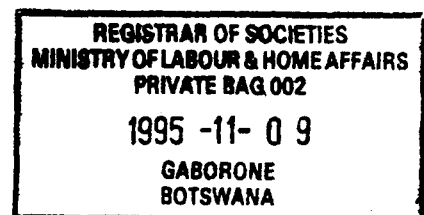


Article 5: TERMINATION OF MEMBERSHIP

- i. Any member intending to resign from the Association shall in writing notify the Secretary of such intention before the 31st May that year, and shall otherwise be liable for his or her subscription for the ensuing year.
- ii. A member may be expelled or suspended by the General Assembly upon recommendation of the Executive Committee.
- iii. A member whose membership has been cancelled, or who has been expelled or suspended, or who has resigned:-
 - a. shall remain liable for such payments, fees and subscriptions still due and unpaid by him.
 - b. shall not be entitled to recover any sums for reason of the termination or suspension of his or her membership prior to the end of the current year.

Article 6: EXECUTIVE COMMITTEE

- i. The executive body of the Association shall be the Executive Committee which shall consist of eight members as follows:-
 - Chairperson
 - Vice-Chairperson
 - Secretary
 - Vice-Secretary
 - Treasurer
 - Two additional members
 - The Coordinator who shall be an ex-officio member with no voting powers
- ii. The Executive Committee shall have the powers to:
 - a. co-opt for a period or for the remainder of a year, members of the Association to vacancies on the Executive Committee caused by the death, resignation, suspension or expulsion, job transfer or absenteeism due to study outside Botswana of any of its members.
 - b. prescribe procedure for meetings of the Committee save that:
 - i. the Chairperson shall have a casting vote in the event of an equal division; and
 - ii. four members shall constitute a quorum.
 - c. make by-laws, rules and regulations consistent with provisions of this constitution. Such by-laws, rules and regulations shall be submitted to a general or special meeting of the Association for ratification and/or modification;
 - d. consider and decide on applications for membership
 - e. appoint sub-committees for special purposes

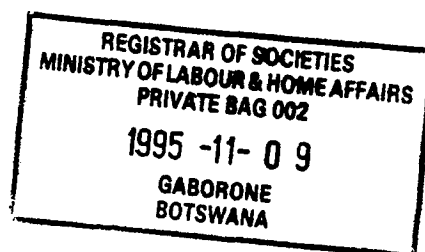


- f. administer the funds of the Association through the office of the Treasurer including: accepting donations and grants on behalf of the Association; cause to open bank and investment accounts; establishing regulations on fees payable by members; keeping proper annual estimates on projected expenditure; and keeping audited accounts.
- g. approve the publishing of materials and reports of the Association.
- h. arrange and assume responsibility for conferences and meetings of the Association
- i. serve as liaison and co-operate with other professional bodies having similar aims and interests.
- j. appoint the coordinator and through him/her any other staff.
- k. oversee the work of the coordinator and through her/him any other staff employed.
- l. appoint a duly qualified honorary auditor for the Association, subject to approval by the General Assembly.
- m. represent the association in legal matters or appoint an appropriate legal representative

iii. Special Powers

The Executive Committee shall have the powers to:

- a. buy, sell, acquire and dispose of all kinds of property on behalf of the Association
- b. enter into any kind of transaction with any person or organization for the interests of the Association
- c. publish any matter in pursuance of the objectives of the Association
- d. provide legal aid in the name and on behalf of the Association in any legal proceedings in any matter concerned with the administration of the association
- e. In the event of any prosecution or other legal proceedings being instituted against any office bearer, servant or agent of the Association in respect of anything done or omitted to be done by him or her, which in the opinion of the Executive Committee was the proper and reasonable discharge of his or her function as such, that person shall be defended at the expense of the Association from all penalties, damages, costs, and other expenses which he or she may incur in the consequence of the prosecution or other legal proceedings and the Association funds and property may be applied for these purposes.



Article 7: MEETINGS OF THE EXECUTIVE COMMITTEE

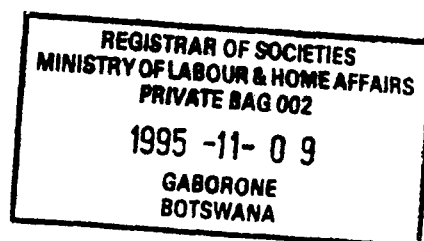
The Executive Committee shall meet five times a year to handle the administrative matters of the Association. The meetings shall be called by the Chairperson through the Secretary as may be necessary. In the event of an urgent need, the Committee shall hold a special meeting to be agreed upon by at least 4 members of the Committee. The agenda of the meeting will be determined by the Executive Committee from time to time

Article 8: ANNUAL GENERAL MEETING

- i. An Annual General Meeting of members shall be held as soon as possible after the end of the Association's financial year as may be convenient, but not later than 31st August of each year. The following procedures shall be adhered to:
 - a. Notification of any further matters to be placed on the agenda shall reach the Secretary in writing not less than two weeks before the date of the meeting.
 - b. The business of the Annual General Meetings shall be conducted in the following order:
 - i. Minutes of the previous Meeting
 - ii. Matters arising therefrom
 - iii. Chairperson's Annual Report
 - iv. Financial Report
 - v. Any other essential reports from the Executive Committee or standing committees.
 - c. Election of the Executive Committee as the case may be
 - d. Any other business as the Executive Committee (with the approval of the Chairperson) may deem fit.
 - e. Approve the appointment of an honorary auditor for the Association
- ii. General Meetings shall be convened by the Chairperson, who shall (through the Secretary) give notice thereof in writing to all members; such notice shall be given not less than a month before the date of such meetings and such notice shall set-out the agenda, time and venue of the meeting.

Article 9: SPECIAL GENERAL MEETING

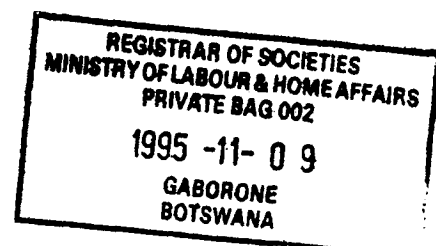
- i. A special General Meeting of members may be held at anytime as deemed fit by the Executive Committee to reach a decision which could otherwise not wait for the Annual General Meeting. The purpose of the meeting shall be clearly stated. Such a meeting shall be called upon written request to the Chairperson by:
 - a. at least half of the voting members or;
 - b. the Executive Committee and/or;
 - c. in the absence of a quorum of the Executive Committee by the Chairperson.



- ii. A Special General Meeting shall have the powers to raise, discuss and decide only such specific matters as have been set-out for consideration in the notice of such meetings
- iii. The accidental omission to give notice of any meeting to any person or persons entitled to be present shall not invalidate the proceedings of the meeting.
- iv. Should the Executive Committee fail to call a meeting requested by the general membership, any member of the Association shall be appointed to call and chair such a meeting.

Article 10: DUTIES OF OFFICE BEARERS

- i. The Chairperson shall:
 - a. call and chair all meetings of the Executive Committee and the Annual General Meeting;
 - b. represent the Association at official functions;
 - c. together with the Treasurer , sign all cheques for disbursing Association funds;
 - d. direct membership dues to the Treasurer of the Association
- ii. The Vice-Chairperson shall:
 - a. chair all meetings in the absence of the Chairperson;
 - b. carry out duties assigned by the Chairperson
 - c. perform all the functions of the Chairperson in the absence of the latter
- iii. The Secretary Shall
 - a. produce announcements of meetings for approval of the Executive Committee;
 - b. circulate announcement of meetings to all members of the Association;
 - c. take minutes of and circulate the proceedings of the meetings of the Executive Committee, the Annual General Meeting and the Special General meetings;
 - d. refer membership requests and the receipts of dues to the Treasurer;
 - e. deal with all the correspondence of the Association
- iv. The Vice Secretary shall
 - a. perform the duties of the Secretary in the absence of the latter
 - b. in liaison with the office of the Chairperson and Coordinator be responsible for the production of the Association's newsletter



v. The Treasurer shall:

- a. cause to open bank accounts in the name of Kamanakao Association as shall be necessary
- b. deposit all monies received by the Association into its bank account/s within a week of receipt.
- c. be a signatory to all cheques of the Association.
- d. keep all financial records at the office of the Association
- e. provide all necessary documents to the auditor in preparation of the Association's audited statements of accounts
- f. present to the Executive Committee the audited accounts within three months of the end of the financial year.
- g. present the audited accounts to the Annual General Meeting
- h. be accountable to the Executive Committee on all financial matters of the Association.

vi. The Coordinator shall:

- a. be answerable to the Executive Committee
- b. play a major role in coordinating the activities of the Association by working closely with the Executive Committee, attending all meetings of the Executive Committee as well as the Annual General Meetings and following up on action required.
- c. receive all correspondence of the Association
- d. be a signatory of cheques of the Association
- e. serve as an ex-officio member of the Executive Committee with no voting powers
- f. act as a representative of the Association at such public meetings to which the Association is invited.
- g. take a major role in promoting the Association throughout the country and outside Botswana.
- h. act as liaison with other institutions both Government and Non-Governmental that are involved in activities and pursuing interests similar to those of the Association
- i. supervise employees of the Association

Article 11: ELECTION OF OFFICE BEARERS

- i. The Executive Committee shall be elected at an Annual General Meeting of the Association and shall hold office for two years.
- ii. Election of the Committee shall be by secret ballot unless otherwise agreed upon by three quarters of voting members present.

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Article 12: COOPTION

In accordance with article 6.ii a, the Executive Committee may also coopt up to three additional members at a time to either fill up vacancies or perform special duties as defined by the Committee

Article 13: THE QUORUM

- i. The quorum for the Annual General Meeting and for the Special General Meeting, shall be at least half of the registered voting members. If, after the first attempt to conduct the Annual General Meeting, there is still no quorum, those members present and eligible to vote at such meetings constitute the quorum.
- ii. Members shall be notified of the adjourned meeting by either letter or advertisement in the local papers or radio broadcast. The agenda of the adjourned meeting shall stand.

Article 14: THE SUB-COMMITTEE

- i. In accordance with article 6.ii e, the Executive Committee may appoint a sub-committee for specific purposes, save that
 - a. the chairpersons of such sub-committees shall be members of the Executive Committee
 - b. the members of such sub-committees shall be members of the Association
 - c. the Executive Committee shall not delegate to any sub-committee the power to make, alter or repeal by-laws.

Article 15: ADJOURNMENT

The Chairperson may adjourn the meeting following some or all of the following conditions prevailing:

- a. no quorum
- b. three quarters of members present resolve that it is to the interest of the Association that the meeting be adjourned
- c. failure to exhaust the business of the day, this could be due to limited time, darkness, rain and any other condition beyond control.

Article 16: VOTE OF NO CONFIDENCE

- i. The General Assembly may move a vote of no confidence on the Executive Committee and such a resolution will dissolve the Executive Committee with immediate effect and a new Committee will be elected and any penalties and measures to be taken against the Committee to be communicated by the new Chairperson within fourteen days from the date of the meeting of the General Assembly.

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- ii. The General Assembly may also move a vote of no confidence on an individual within the Committee including the Coordinator and dismiss the individual with immediate effect as specified by the General Assembly and any penalties and measures to be taken against the individual will be communicated to him or her in writing by the Chairperson within fourteen days from the date of the meeting of the General Assembly.

Article 17: DISCIPLINE

A member may be suspended, or expelled, by the Executive committee, for breach of any provision of this Constitution for which charges shall be put to the member who shall be given the opportunity to defend himself or herself, or offer an explanation. Any member aggrieved by the decision of the Committee shall have the right to appeal against such decision to the Annual General Meeting or Special General Meeting, whose decision by a majority of membership present and voting shall be final.

Article 18: SETTLEMENT OF DISPUTES AND APPEALS

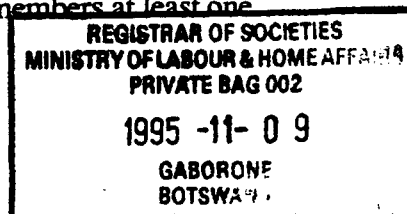
Any dispute and/or appeal, which may arise at any time shall be settled by a majority of voting members present at the Annual General Meeting or a Special General Meeting, and such decision shall be final.

Article 19: FINANCE

- i. Financial year shall commence on the 1st of June and end on 31st May
- ii. The Association's accounts in respect of each financial year shall be audited by auditors appointed by the Executive Committee in accordance with article 6 ii (l) and article 8 i (e) and auditors' report shall be prepared in respect thereof.
- iii. The audited accounts shall be presented annually to the Annual General Meeting.
- iv. Withdrawal from the bank account/s shall be signed by two of the following officers: Treasurer, Coordinator, Chairperson and Vice-Chairperson of whom the treasurer shall always be one of the two.
- v. Sums up to a limit to be set annually by the Annual General Meeting, shall be authorized for use by the Chairperson's office for activities and needs of the Association in relation to his or her annual report.
- vi. Every officer and members of the Association shall be entitled at all reasonable times to inspect all the books of accounts and other documents of the Association, which the Chairperson, Vice Chairperson, Coordinator and the Treasurer shall accordingly be obliged to produce.

Article 20: DISSOLUTION, DISPOSAL OF ASSETS AND LIABILITIES

- i. The Association shall be dissolved by a three-quarters majority of the members present and voting at a duly constituted General Meeting of the Association specially called to consider such dissolution. Full notice of the proposed dissolution shall be given to all members at least one month before the date of such meeting.



- ii. On dissolution, the assets and liabilities of the Association shall be disposed, after all debts have been paid, to a charitable institution agreed upon by the majority of the members present and voting at the meeting. Such an institution shall be one interested in the promotion and maintenance of language and culture

Article 21: AMENDMENT OF THE CONSTITUTION

- i. The Constitution of the Association shall be amended by a two-thirds majority of the members present and voting at a General Meeting of the Association or at a Special General Meeting summoned for this purpose. Full notice of proposed amendments shall be provided by the Chairperson to all members at least one month before the date of the meeting which is to consider the amendments.
- ii. Such amendments shall only be implemented upon approval by the Registrar of Societies.

Article 22: GENERAL BODY OR ASSEMBLY

In the event that the Executive Committee cannot solve a problem concerning the Association, the General Assembly is given powers to resolve that problem as long as it is a decision of the majority of the members and does not in anyway contravene the provisions of any law in Botswana.

