

**CONSTITUTION
OF
BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY**

ARTICLE 1

1. NAME

- 1.1 The name of the Society shall be BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY
- 1.2 The Headquarters of this Society shall be Unit 23, KGALE COURT, GABORONE INTERNATIONAL FINANCE PARK (GIFP), GABORONE

ARTICLE 2

INTERPRETATION:

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

- 2.1 **Society:** shall mean Botswana Teachers Union Members Burial Society as established by the Societies Act.
- 2.2 **Executive Committee;** shall mean the governing body of this Society appointed in terms of the constitution referred to as a Committee.
- 2.3 **Members:** shall mean the members of the Society in terms of Society Constitution;
- 2.4 **BTU;** shall mean Botswana Teachers Union;
- 2.5 **Financial Year** shall mean the period of twelve (12) months from 1st October of one calendar year to 30th September of the following year;
- 2.6 **Committee members** shall mean the committee members as appointed and elected into to office in terms of this Constitution;
- 2.7 **Fund** shall mean all subscriptions and / or donations and all the income and accruals arising therefrom and all investments from time to time representing the same and including any accretions thereto and



BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

accumulations of income thereof and which are and should be held by the Committee on behalf of the Society in terms;

- 2.8 Words signifying the singular number shall include plural or vice-versa unless they appear otherwise from the context.

ARTICLE 3

OBJECTS:

- 3.1 To provide financial assistance/support for burial and matters incidental thereto of members and their families
3.2 To provide socio-economic, social and moral assistance to members and their families during bereavement
3.3 To provide such assistance as such may be specified by the Executive Committee from time to time in accordance with the objects of the Society and member resolutions
3.4 To raise/invest funds to meet the above objects for the above purpose.

ARTICLE 4

MEMBERSHIP:

- 4.1 The membership of the Society shall be open to any subscribing members of Botswana Teachers Union who opt into the Society membership through observance of all administrative requirements for purposes of admission into the Society membership;
4.2 Each Member shall be entitled to one vote on any matter during meetings of the Society;
4.3 A Member shall be an individual having rights, duties and responsibilities of a voluntary association member;
4.4 No individual shall be forced to be a Member otherwise than through voluntary submission to the rules, regulations and authority of the Society.

4.5 Membership shall be terminated by the occurrence of any of the following:-

- 4.5.1 Death of a Member;
4.5.2 Resignation by a Member;
4.5.3 Expulsion of Member; and
4.5.4 Failure by a member to pay subscriptions for in terms of the administrative requirements of the burial society.





BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

- 4.5.5 A member giving three (3) months written notice of his/her resignation and shall not refunded contributions to the society.

ARTICLE 5

MANAGEMENT OF SOCIETY:

- 5.1 The Executive Committee shall consist of the Chairperson, Deputy-Chairperson, Secretary, Deputy Secretary, Treasurer and Six (6) additional members being;
- 5.2 The Executive Committee shall be elected at General Meeting for a period of three (3) years.
- 5.3 The Executive Committee's shall:-
- 5.3.1 be an independent body with fiduciary obligations to run the affairs of the Society in the principal interest of the members
- 5.3.2 at all times remain objective to ensure that they execute their duties without fear or favour of the members in terms of this Constitution.
- 5.3.3 Be vested with the general administration and management of the Society in the Executive Committee, and the powers of the Executives Committee shall include:
- 5.3.3.1 To purchase, hire, exchange, accept donations and otherwise acquire, sell, let, exchange, mortgage, pledge, donate or otherwise dispose of or, improve, maintain, develop, turn to accounts or otherwise deal with movable and immovable property of all kinds or rights or interests therein or thereon or any other assets of any kind.
- 5.3.3.2 To accept any gifts off, or otherwise acquire and hold, any funds or property whatsoever, whether movable or immovable, and whether or not subject to any special trust for one or more of the objects of this Society;
- 5.3.3.3 To Invest the funds of the Society from time to time in such investment or assets or other securities as the Executive Committee may in their entire discretion deem fit.
- 5.3.3.4 To open bank accounts in the name of the Society, and to operate such account by way of deposits and withdrawals as may be necessary for the proper conduct of the financial affairs of the Society: all cheques, promissory notes, bills of exchange, and other documents which may be required in connection with any bank account opened by the Society, or for the financial administration of the Society shall be signed on behalf of the Society by such persons as may from time to time be appointed under resolution of the Society.
- 5.3.3.5 To use, lend, or donate ay money accruing to the Society for the purposes of implementing the objects of the Society;
- 5.3.3.6 To employ and dismiss the consultants, or agents, whether full time, part time, paid or unpaid, set remuneration structure and establish conditions of service;
- 5.3.3.7 To delegate upon executive personnel from time to time, for the time being, such of the powers and authorities vested in the Executive Committee as they deem fit, and may delegate such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may deem expedient; and they delegate such powers and authorities either collateral or to the

BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

exclusion of, and in substitution for, all or any of the Executive Committee, and may from time to time revoke or vary all or any such powers and authorities;

5.3.3.8 To establish sub-committees whose rights, duties and obligations shall be determined by the Executive Committee;

5.3.3.8.1 Delegate control of such of their finances and other resources that they in their discretion shall deem suitable or use by such sub-committees in pursuit of the objects of the Society;

5.3.3.9 To convene General Meetings;

5.3.3.10 To discipline and expel members who have conducted themselves in a manner deemed contrary to the interest of the Society based on the recommendation of the disciplinary committee.

5.3.3.11 To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society; to compound and allow time for payment or satisfaction of any debts due to the Society and of any claims or demands by or against the Society;

5.3.3.12 Do all things desirable for the attainment and furtherance of its objects and for the benefit of the Society and those associated with it and generally to do all such other things as may be incidental, ancillary or conducive to the attainment of any of the above objects.

5.3.3.13 The Executive Committee shall cause to be kept such property and financial records as shall enable them to fully account for their Society, and satisfy, if applicable all municipal and state requirements.

5.3.3.14 The Executive Committee shall be obliged to protect the interests of the Society to the best of their abilities. They shall at all times disclose any interest, be it pecuniary, financial, direct or indirect, which they may have in any company or entity which may contract or otherwise deal with the Society. Provided such disclosure is adequate, is made in writing, and provided that the committee members do not have any objections in view of the disclosure, a Committee shall not be disqualified hereafter for possession of such interest or in respect of profit there from, provided that such Executive Committee shall be obliged to recuse himself from voting on decision pertaining to the matter in which an interest has been disclosed.

5.4 DUTIES OF COMMITTEE MEMBERS:

5.4.1 Chairperson:

- i) The Chairperson shall preside over all Executive committee meetings and General meetings.
- ii) It shall be the duty of the Chairperson to ensure that reports for the Annual General Meetings are made ready and available for the meetings.
- iii) He/she shall be a signatory.
- iv) The Chairperson's normal procedure shall be to put the decisions of the Committee to the General Meeting where the matter will be decided or taken up by majority of votes.

b) In the case of tie of votes, the Chairperson shall have a casting vote.



BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

5.4.2 Deputy Chairperson

- i) The Vice Chairperson shall carry out all the above-mentioned duties in the absence of the Chairperson and assist him/her in execution of his/her duties.
- ii) To assist in identifying and facilitating the development and training needs of the committee collectively and its individual members
- iii) To coordinate sub-committee to ensure that such their programs are completed effectively and efficiently by those in-charge with specific tasks in accordance with relevant schemes of delegation

5.4.3 Secretary

- i) He/she shall be responsible for the Society's records, i.e. sending out notices of meetings to the individuals by post or publication for both Committee and General Meetings.
- ii) He/she shall be the addressee Society
- iii) Present the Society's annual report

5.5.4 Deputy Secretary

- i) In the absence of the Secretary, the Vice Secretary shall carry out the Secretary's duties and shall assist the Secretary.
- ii) Shall be responsible for minute recording
- iii) Assist in information dissemination to members

5.5.5 Treasurer

- i) The treasurer shall keep all records of the Society's accounts. The Treasurer shall see to it that all funds are kept in the bank in the name of the Society.
- ii) S/he shall be a signatory
- iii) It is the duty of the Treasurer to see that Annual Financial Reports are prepared for the Annual General Meeting.

5.6 SCHEDULE OF EXECUTIVE MEETING

5.6.1 The Executive Committee shall meet at least four (4) times a year.

5.6.2 The Secretary shall on a 7 calendar days' written notice convene the meeting of the Executive Committee, which notice shall disclose the date and location of the meeting.

5.6.3 The Chairperson, or in his absence the Deputy Chairperson, shall preside over all Board meetings provided that in the event neither is not present the Executive



Committee members shall elect one of their members as Chairperson of that meeting. The Deputy Chairperson shall be appointed by the Executive Committee on a rotational basis.

- 5.6.4 A simple majority of the Committee members present at any meeting shall constitute a quorum and the whole proceedings of any meeting properly constituted shall be valid.
- 5.6.5 Each Committee, including co-opted members, shall have one vote. No proxy or postal votes shall be accepted. All issues put to the meeting by the Chairperson shall be decided by a simple majority, and in the event of any equality of votes the Chairperson shall be entitled to a casting vote.
- 5.6.6 Minutes of a meeting shall be recorded by the Secretary and circulated to the members of the Executive Committee before the next meeting. Copies of reports to be presented at each meeting of the Executive Committee shall be circulated to all Executive Committee members, 3 days before the date of the meeting.

ARTICLE 6

RESIGNATION AND DISQUALIFICATIONS OF COMMITTEE MEMBERS

- 6.1 A Committee member may resign by serving the Executive Committee with a thirty (30) days' written notice of their intention to resign.
- 6.2 A Committee member shall be disqualified from her/his position as Committee member automatically terminated: -
 - 6.2.1 Upon the death of the Committee member.
 - 6.2.2 Upon declaration by a committee of competent jurisdiction that the Committee member is insane or of unsound mind or judgment.
 - 6.2.3 Upon being convicted of a criminal offence or misdemeanor punishable by imprisonment without the option of a fine.
 - 6.2.4 Upon becoming a full-time paid employee of the Society/Management Company or Botswana Teachers Union.
 - 6.2.5 Upon failure to attend all Society meetings for a period of three (3) consecutive Society meetings without reasonable grounds of such absence having been given to the Society and having been accepted by the same.
 - 6.2.6 Upon a finding by a simple majority at a duly convened meeting that there is a serious impropriety, in the conduct of the Committee member (s) which conduct would include but not limited to failure of disclosure of interest, mismanagement of Society assets or



BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

conduct detrimental to the interest or purposes of the Society or engagement of Committee in any trade or pursuit, which in the opinion of the Beneficiaries, is calculated to bring the Society, its interests or purposes into disrepute.

- 6.2.7 A Committee member who is not in good standing shall not be entitled to vote at any meeting. A member shall be deemed not to be in good standing if they fail to make subscriptions payment as per the administrative requirements of the burial society and further that member being subjected to disciplinary inquiry.

ARTICLE 7

ANNUAL GENERAL MEETINGS

7.1 The Annual General Meetings shall be held within Five (5) months of the end of the financial year.

7.2 An Annual General Meeting shall be convened:

- i) To consider the annual report of the Society's Chairperson.
- ii) To discuss the Annual report reviewing the Society's Progress.
- iii) To consider the financial report of the Society.

7.3 Written agenda shall be sent out to all members via two (2) newspapers advert at least 30 days before the date of the meeting, stating time and venue of the meeting.

7.4 The Quorum in all meetings shall be fifty percent (50%) of the total membership.

7.5 ADJOURNMENT

7.5.1 If within 30 minutes of the time for the commencement of a duly convened meeting of members a quorum is not present/met, that meeting shall stand adjourned for 30 minutes and in the event the quorum is still not met, the meeting shall be taken to have satisfied the quorum requirements and the meeting shall proceed and all resolutions made shall be of full force.

ARTICLE 8

SPECIAL GENERAL MEETING

8.1 A Special General meeting may be called by the Chairperson of the Executive Committee whenever he may deem it fit, or shall call one within thirty (30) days of receipt of notice by not less than six (6) members of the Society



- 8.2 Should the Committee and Chairperson fail to call the meeting, any member of the Society who is fully registered, could be delegated by the members to call the meeting.
- 8.3 If the Chairperson and the Secretary are unable to attend, the members may choose a Chairperson and the Secretary amongst themselves.

ARTICLE 9

FINANCIAL MANAGEMENT

- 9.1 The Executive Committee shall cause proper books of accounts to be kept in accordance with accepted accounting procedures.
- 9.2 The books of accounts shall be kept at the Head office of the Society, through the management Company.
- 9.3 The financial year of the Society shall run from the 1st October to the 30th September of the following year, and a balance sheet shall be drawn annually to the latter date.
- 9.4 The Society financials shall be audited annually at the end of the financial year prior to the annual general meeting.
- 9.5 Financial records shall be presented to the Members at the Annual General Meeting.
- 9.6 The Executive Committee shall authorize officials of the management company to be signatories in the Society accounts.

ARTICLE 10

ELECTION OF OFFICE BEARERS

10.1 REQUIREMENTS FOR ELECTIONS OF THE EXECUTIVE COMMITTEE AND ELIGIBILITY TO ELECTION TO THE EXECUTIVE COMMITTEE

- 10.1.1 All Members of the Society, aged twenty-five (25) years and above, having been of good and regular of five (5) years of BTU immediately preceding the election, but additionally meeting all BTU membership requirements, and having expressed interest to stand for election into the Executive Committee shall be eligible for candidacy to elections for Executive Committee.
- 10.1.2 All Members who wish to contest for elections into the Executive Committee, but holding a position in BTU as at the time of expression of interest by the Member to contest for election shall be eligible for elections, notwithstanding that such Member holds a BTU office, provided that as soon as reasonably practicable following election to the Committee, such Member resigns from BTU office and tenders proof of such resignation supported by acceptance thereof to the first meeting of the Committee following the elections.
- 10.1.3 The Committee shall hold office for a period of three (3) years provided that a member of the Committee shall not serve for a tenure in excess of three (3) consecutive terms, at the



expiration of which the member shall not be eligible for election to the Committee for a period of five (5) years immediately succeeding the expiry of his term.

- 10.1.4 Any person having been convicted of an offence an element of which is dishonesty shall not be eligible to be voted to serve in the Executive Committee.
- 10.1.5 Any person determined to be in a position of conflict of interest in the operations of the Society business or its partner(s) shall not be eligible for appointment to the Committee.
- 10.1.6 No Member shall be elected to the Committee by proxy, and no Member shall be allowed to participate in the elections through a proxy.

10.2 CONDUCT OF ELECTIONS

- 10.2.1 All Members who wish to participate in candidacy for election to the Committee shall express their interest through submission of their names not less than twenty-one working days prior to the date of elections.
- 10.2.2 The elections shall be by secret ballot and shall be conducted by a reputable independent election officer identified by an elections committee appointed by the Executive Committee.
- 10.2.3 Any candidate aggrieved by the outcome of the elections shall lodge their protest against such results within 7 working days of the elections, and such grievances shall be resolved by the election officer within fourteen (14) working days of receipt of such protest.
- 10.2.4 In the event of a tie in elections to office, a re-count shall be undertaken following which a re-run shall be called in the event the tie result is still returned.
- 10.2.5 All elected members of the Executive Committee shall commence duty as Committee members on the thirty-first (31st) working day of their election to Executive Committee membership, whereupon the outgoing Executive Committee shall execute handing over of their roles to the incoming Board members.

ARTICLE 11

11.1 CO-OPTION

The Executive Committee may, from time to time and for such period as it shall, in each case determine, co-opt any person whose advice or assistance it requires, but no such person shall vote on any question before a meeting of the Executive Committee nor shall such a person count the purpose of constituting a quorum of the Executive Committee.

ARTICLE 12

NO CONFIDENCE

There shall be a vote of no confidence in the event that two thirds (2/3) the members are aggrieved or are at variance with the Executive Committee or a member. In that regard the Executive Committee or the member shall vacate the office in favour of his/her deputy or some other person



BOTSWANA TEACHERS UNION MEMBERS BURIAL SOCIETY

nominated by the general members. Where the out voted member is a Committee member, the following steps shall be taken: -

- i) The above member shall be expected to hand-in all the properties of the Society to the Executive Committee.
- ii) The Committee shall therefore at its meeting co-opt new member to fill his/her vacancy.

ARTICLE 13

LIMITATION OF LIABILITY

13.1 No Committee member shall be liable for the acts, receipt, neglect or default of any other Committee member, officer, Member or agent of the Society, or for joining in any receipt or other act of conformity or for loss or expense happening to the Society though the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Society or for the insufficiency of security in or upon which any monies of the Society shall be invested or for loss or damage arising from the insolvency or from the tortuous act of any person in whom any monies, securities or effects shall be deposited or for the loss or damage occasioned by or error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatsoever which might happen in the execution of the duties of his office or in relation thereto unless same occurred through his own fraud, dishonesty or criminal negligence.

13.2 No Committee member shall be obliged to give security to any person whatsoever for the due administration by them of the Society Assets.

ARTICLE 14

COLLECTIVE ACTION WITHOUT MEETING

14.1 Any action that may be taken by the Executive Committee in terms of this Constitution may be taken by round robin without a need for convening of a formal meeting if at least a simple majority of the voting Executive Committee shall individually and collectively consent in writing of such action, provided that all Executive Committee have been informed in writing of the proposed action. Such written consent or consents shall have the same force and effect as if the action had been agreed to at a properly convened meeting.



ARTICLE 15

LEGAL STATUS AND LEGAL PROCEEDINGS

15.1 The Society shall have a legal persona status with full rights and powers to sue and be sued in its own name.

15.2 All legal proceedings by or against the Society shall be instituted in the name of the Society.

ARTICLE 16

AMMENDMENT

16.1 The Executive Committee may where they deem it desirable for this Constitution to be amended table a motion for the amendment of the Constitution at a meeting where such amendment was duly noticed, provided that:

16.1.1 Details of the proposed amendment have been circulated in writing to all Members at least seven (7) working days prior to the meeting;

16.1.2 A simple majority of the Members present at a duly convened Annual General Meeting or Special General Meeting approve any amendment or revision;

16.1.3 The amendment is consistent with the original objects of the Society set out in this Constitution.

16.2 Any member of the Society in good standing, may submit a motion for amendment of the Constitution which motion should be agreed to by a simple majority during an Annual General Meeting.

16.3 No alteration or addition/deletion to this Constitution shall be made except at a general meeting and they shall not come into force without the prior sanction of the Registrar of Societies.

ARTICLE 17

SETTLEMENT OF DISPUTES AND APPEALS

17.1 There shall be an ad-hoc Disputes and Appeals Committee which comprises of Five (5) members comprised by three (3) members selected from general members, two (2) independent.

17.2 The Committee shall handle appeals from the implementation of disciplinary measures.

17.3 The decisions of the Appeals Committee shall be Final.



ARTICLE 18

DISSOLUTION, DISPOSAL OF ASSETS AND LIABILITIES

18.1 The general meeting shall decide on the dissolution of the society. A majority of 75% of the total membership convened at a Special General Meeting convened for the purpose of dissolution is required to give consent to dissolution of the society. Upon dissolution, the certificate of registration should be returned to the office of Registrar of Societies for cancellation.

18.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds shall be donated to a non-profit making organisation as directed by the sitting.

- END -

