



United Kingdom  
Botswana Society

## Constitution

Adopted by the ANNUAL GENERAL MEETING held on 25<sup>th</sup> April 1985 and amended by the ANNUAL GENERAL MEETINGS held on the 18<sup>th</sup> May 1989, 14<sup>th</sup> May 1997 and 11<sup>th</sup> March 1998.

1. **Name:** The name of the Society shall be the United Kingdom Botswana Society.
2. **Objects:** The Objects of the Society shall be to encourage and strengthen ties between Britain and Botswana and to foster friendship and a better understanding between the peoples of the two countries.
3. **Membership:** Membership of the Society may be accorded at the discretion of the Committee to individuals (Ordinary Members, Student Members or Honorary Members) or to corporations, firms and societies (Corporate Members).
4. **Membership Rights:** (1) Only Ordinary Members and Corporate Members shall be entitled to vote at General Meetings or to propose candidates for election as Officers or the elected Members of the Committee. (2) A Corporate Members shall exercise its rights of membership through an individual acting as its representative. Any such representative shall, if so required by an officer of the society, produce evidence of his authority so to act.
5. **Subscriptions (1):** All Members other than Honorary Members shall pay an annual subscription to the Society. In the case of Ordinary Membership and Corporate Members the subscription shall be due on the 1<sup>st</sup> January and in the case of student members on the 1<sup>st</sup> September. (2) The different rates of subscription to be paid by different categories of Member shall be determined in advance by the Annual General Meeting or the Committee and shall remain in force until changed. Provided that the Committee shall not determine a rate which differs from the rate previously payable by more than 10% or £1, whichever is the greater, and a rate determined by the Committee shall not apply to payments which become due after the next ensuing Annual General Meetings unless ratified by that Meeting. (3) Subject to the discretion of the Committee, any Member whose subscription is more than six months in arrears shall forfeit all rights conferred by this Constitution.
6. **Annual General Meeting and Extraordinary General Meetings:** (1) An Annual General Meeting shall be held before the end of May in each year. The Annual General Meeting shall: (a) consider the Annual Report and Accounts of the Society for the previous year; (b) elect the Officers of the Society, the elected Members of the Committee and the Auditors to hold office until the next Annual General Meeting; (c) conduct any other business of which due notice shall be given (2) All other General Meetings shall be Extraordinary General Meetings. The Committee may at any time convene an Extraordinary General Meeting and shall do so forthwith upon the requisition in writing of any twenty Members stating the purpose for which the meeting is required. (3) At least twenty – one days notice of all General Meetings, specify the main business to be transacted thereat, shall be given to every Member. Any notice posted to Member at his last notified address shall be deemed for the purposes of this paragraph to have been given on the second day following the day of which it was posted. (4) Any Member who wishes to propose a resolution at General Meetings shall give fourteen days' notice thereof in writing to the Secretary. (5) A quorum at a General Meeting shall be ten

Members present in person or in the case of Corporate Members through duly authorised representative (6) Unless otherwise decided by the General Meeting, the Chairman or in his absence, the Vice Chairman of the Society shall preside, or in their absence, the meeting shall elect some other person to preside. (7) In the event of an equality of votes for an against any motion before the meeting, the person presiding shall have a second casting vote. (8) Any ballot for the election of an Officer or elected Member of the Committee shall be taken in such manner as the person presiding shall direct with the consent of a simple majority of the Members present at the meeting. (9) The Committee may allow Ordinary Members to be represented or to vote by proxy at any General Meeting.

7. **Officers:** The Officers of the Society, who shall be honorary, shall be the Chairman, the Vice – Chairman, the Secretary, the Treasurer and the Editor of the Newsletter. (2) The Officers shall be elected at the Annual General Meeting but if a vacancy arises among the Officers at any other time, the Committee may appoint an Ordinary Member of the Society to fill the vacancy until the next Annual General Meeting.
8. **Patrons:** On the proposal of the Committee, the Annual General Meeting may invite one or more persons to be Patrons of the Society.
9. **Committee:** (1) The management of the Society and the organisation shall be the responsibility of the Committee which shall consist of: (a) the Officers; (b) not more than 9 other Members elected by the Annual General Meeting; (c) a representative of the Botswana Students Union nominated by its executive Committee to serve until the commencement of the next ensuing Annual General Meeting; *Provided* that if at any time there is no such a representative willing to serve on the Committee, the Committee may co-opt a Moptswana student to serve in that representative's place; (d) up to three additional Members co-opted by the Committee to serve until the commencement of the next ensuing Annual General Meeting. (2) Candidates for election as Officers or the other elected Members of the Committee must be Ordinary Members of the Society and shall be nominated with their consent. (3) A quorum at any meeting of the Committee shall be six Members thereof. Subject thereto, the Committee may act notwithstanding any vacancy in its membership. (4) The Committee may delegate any of its functions to sub-committees consisting of any Member or Members of the Committee any any such sub-Committee may co-opt other persons (whether Members of the Society or not) to help in its work.
10. **Liaison with the Botswana High Commission:** His Excellency the High Commissioner for Botswana in the United Kingdom shall be entitled to receive notices of all meetings of the Committee and to attend or appoint a liaison office to attend such meetings on his behalf.
11. **Financial year:** The financial year of the Society shall run from the 1<sup>st</sup> January to the 31<sup>st</sup> December.
12. **Funds and Property:** (1) The funds and property of the Society shall be under the control of the Committee. The Committee shall be empowered to authorise the opening of bank accounts, to determine from time to time the manner in which such accounts shall be operated upon, and to name the authorised signatories thereto. (2) If the Society shall be dissolved and there shall remain after satisfaction of all debts and liabilities any surplus assets, the same shall not be distributed among the Members of the Society but shall be donated to distributed among such organisations as may be determined by the Members as having purposes comparable with those of the society.
13. **Accounts and Audit:** (1) True and sufficient accounts of the funds of the society shall be kept by or under the supervision of the Treasurer. (2) Auditors of the accounts of the society shall be appointed at each Annual General Meeting or, that failing, by the Committee. (3) At each Annual General Meeting the audited accounts of the Society in respect of the previous year shall be presented by the Treasurer or by some person acting on his behalf.

- 14. Recording and Disclosure of Members' Names and Addresses:** (1) Subject to paragraph (3) of this clause the Society may hold the names and addresses of its members on computer records. (2) Subject to paragraph (3) of this clause, the names and addresses of members of the Society may be: (a) published in the newsletter, (b) included in any list of members supplied to other members of the Society, (c) disclosed for any other purposes of the Society determined by a General Meeting. (3) If any member notified the Secretary in writing that his or her name and address should not be held on a computer record under paragraph (1) of this clause, or that his or her address should not be disclosed under paragraph (2) of this clause or any particular subparagraph thereof, this clause shall have effect subject to that interdiction.
- 15. Dissolution:** No resolution for the dissolution of the Society shall be valid unless it shall have been carried at a General Meeting of the Society by a resolution approved by three quarters of the Members present and entitled to vote at the meeting. On the passing of such resolution as aforesaid the Committee shall proceed to realise and distribute the assets of the Society in accordance with this Constitution and thereafter shall declare the Society dissolved.
- 16. Amendment of the Constitution:** (1) Subject to the provisions of paragraph (2) of this clause, this Constitution may be amended by a resolution approved at a General Meeting by not less than three quarters of those Members present and voting at such General Meeting. (2) Any proposal to amend this Constitution shall be submitted in writing to the Chairman and the Chairman shall lay the proposal before the first General Meeting to be held after the expiration of six weeks following his receipt of the proposal. Details of the proposed change shall be included in or with the notice of the meeting circulated under clause 6 (3).