

SOROPTIMIST INTERNATIONAL OF ZIMBABWE

BYE-LAWS

PREAMBLE

Soroptimist International of Zimbabwe has been established as a National Association in terms of the Constitution of the Federation of Soroptimist Clubs, known as Soroptimist International of Great Britain and Ireland (SIGBI). SIGBI in turn is bound by the Constitution of Soroptimist International.

Soroptimist International of Zimbabwe is therefore constituted by the relevant clauses of the SIGBI Constitution which shall apply, mutatis mutandis, to this National Association, subject to the Bye-Laws set out hereunder:-

SECTION 1 - NAME & OBJECTS

- 1.1. The name of the organisation shall be Soroptimist International of Zimbabwe (hereinafter called the Association).
- 1.2. The Association shall have separate legal personality with perpetual succession, and shall acquire assets and liabilities independent of its members, whose liability shall be limited to the amount of their unpaid subscriptions. The Association may sue or be sue in its own name.
- 1.3. The Association shall have power to do anything which maybe necessary to achieve its objects in terms of the Constitution and Bye-Laws including power to open and operate accounts with financial institutions, to enter into contracts for the employment of staff, agents and advisers of any description.
- 1.4. The purpose of the Association shall be:-
 - a) to promote the objects of Soroptimist International
 - b) to unite the Soroptimist Clubs in Zimbabwe
 - c) to promote the formation of new Clubs in Zimbabwe
 - d) to act as a forum of appeal for Clubs within the country
 - e) to provide a link with governmental and other national or provincial bodies
 - f) generally to promote the programme action activities of Clubs within the area of jurisdiction.

SECTION 2 - MEMBERSHIP

- 2.1. The membership of the Association shall be all established Clubs within Zimbabwe.

SECTION 3 - GOVERNING BODY

- 3.1. The affairs of the Association shall vest in a Executive Council which shall be the governing body of the Association.
- 3.2. The Officers of the Executive Council shall be:-
 - a) President
 - b) President Elect
 - c) Vice President
 - d) Immediate Past President
 - e) Programme Action Officer who shall perform the functions of a Programme Action Committee co-opting necessary expertise as and when required
 - f) Extension and Membership Officer
 - g) Honorary Treasurer
 - h) Honorary Secretary
- 3.3. Officers of the Executive Council (a) - (d) shall hold office for two consecutive years.

- 3.4. At the Annual General Meeting, the Club shall elect not more than two members to serve on the Executive Council as representatives of the Club. Members so elected shall serve for no more than four consecutive years. Such representative(s) shall take office at the first meeting of the Council after the start of the Federation year. Each Club shall have one vote. (15.2 Con)
- 3.5. The Honorary Secretary shall be appointed by the Officers following their election. She shall hold office initially, renewable annually but she shall serve for no more than six consecutive years. (25.6 Con)

SECTION 4 - ELECTION OF EXECUTIVE

- 4.1. Each Club shall elect two voting delegates to the Biennial Conference in addition to their representatives on the Executive.
- 4.2. Voting powers on the Executive Council shall be vested only in the elected representatives of the Clubs or their alternates.
- 4.3. Voting powers at the Biennial Conference shall be vested only in the elected representatives on the Executive Council and voting delegates from each Club.
- 4.4. In the event of an equality of votes on the Executive Council or at the Biennial Conference, the President shall, in addition to her deliberative vote, have a casting vote.
- 4.5. If an officer is unable, for any reason to continue to perform her functions, the Executive Council shall appoint someone to serve the remaining period of office of that officer. In the event of a casual vacancy among the Officers of the Executive Council shall have the power to fill the vacancy and the member so appointed shall hold office until the first Executive Council Meeting after the start of the Federation Year. (25.7 Con)

SECTION 5 - DUTIES OF OFFICERS

- 5.1. The President shall preside at all meetings of the Association and the Executive Council, shall sign all cards of membership and shall perform such other duties as pertain to her office. Upon approval of a petition for the formation of a new Club the President shall apply to the Federation for approval of the petition and for a certificate of membership, forwarding a list of proposed members of the new Club. She shall present her report at the Biennial Conference.
- 5.2. In the event of the President being unable to act the President Elect shall carry out her duties.
- 5.3. The Programme Action Officer Committee Chairman shall co-ordinate the activities within the National Association; provide a channel of communication to Clubs and Federation; provide a link with Government and non governmental organisations on programme related matters.
- 5.4. The Honorary Secretary shall issue notices summoning an Executive Council meeting together with an Agenda, keep all Minutes and records, conduct all correspondence and countersign all certificates of membership. She shall communicate all business concerning the Federation to the Association and to the Clubs concerned as directed by the executive. The Secretary shall issue notices summoning a Executive Council meeting with Agenda, and also notices of the Biennial Conference together with Agenda, within the time limits laid down in these bye-laws.
- 5.5. The Honorary Treasurer shall receive and acknowledge all monies paid to the Association Treasurer, pay all accounts authorised by the Executive Council. All cheques shall be signed by two of the three signatories authorised to do so by the Executive Council. She shall submit a yearly Balance sheet to be presented at the last meeting of the Executive Council in each year and shall present the audited Biennial accounts to the Biennial Conference.
- 5.6. The Extension and Membership Officer, after consultation with the Executive Council, shall endeavour to initiate the formation of new Clubs within the country; she shall guide and advise the officers of newly formed Clubs on the Constitution and procedural matters. She shall present her report to the Biennial Conference and to every meeting of the Association.

- 5.7. The Executive Council may from time to time appoint members of the Association to represent the Association at outside meetings and may form ad hoc committees for such purpose or purposes as the Executive Council may direct. Such representatives and committee members need not be members of the Executive Council. Representatives to other organisations shall present their reports to the Biennial Conference.
- 5.8. The representatives appointed by the Association to the Federation Executive Council and Programme Action Committee will report to the Association all business relating to the Federation.

SECTION 6 - MEETINGS AND BUSINESS

- 6.1. The Association shall hold a Biennial Conference within three months of each new biennial period, dating from 1st September in alternate years.
- 6.2. The Biennial Conference may be attended by all Club members.
- 6.3. The notice convening the Biennial Conference together with the agenda, shall be issued two months before the date of the Conference.
- 6.4. At Biennial Conference only the Club representatives on the Executive Council and the voting delegates shall have the power to vote.
- 6.5. The Executive Council may meet for the despatch of business, adjourn and in any manner regulate the affairs of the Association and the Executive at least once a year during its term of office.
- 6.6. All notices summoning a Executive Council meeting shall be issued together with the agenda 30 days before the date of that meeting.
- 6.7. All propositions and resolutions for a Executive Council meeting must be sent to the Secretary in writing at least 15 days before the date of that meeting.
- 6.8. Upon written request of not less than 50% of the members of Executive Council a Special meeting shall be called.
- 6.9. An Emergency meeting may be called by the President at not less than 7 days notice. The notice convening such meeting shall state the nature of the business to be transacted and no other business shall be taken.
- 6.10. Fifty percent of both Officers and Club representatives shall form a quorum at a meeting of the Executive Council.
- 6.11. The conduct of business by the Executive Council shall also comply with the terms of the SIGBI Constitution.
- 6.12. The Headquarters of the Association shall be determined from time to time by the Biennial Conference taking into consideration the locale of the President.

SECTION 7 - FUNCTIONS OF ASSOCIATION

7. Within Zimbabwe the Association shall:-
- Adopt and prescribe Bye-Laws for the Clubs in Zimbabwe as agreed with the Federation Executive Council
 - Arrange for the organisation of every new Club, such to be approved by the Federation Executive Council.
 - Issue to all Clubs the Constitution and Bye-Laws.
 - Obtain from Federation and issue to all Clubs, certificates of membership of Soroptimist International.
 - Have control and management of all matters of policy affecting the Clubs within Zimbabwe.

SECTION 8 - NEW CLUB

- 8.1. Soroptimist Clubs may be formed by Petition in writing to the Association signed by not less than eighteen professional and business women of a city, town or district where no Soroptimist Club already exists. The Petitioners must be proposed members who have not retired from their business or profession.
- 8.2. All proposals to form a new Club in a new district must be submitted to the Extension Officer for acceptance by the Executive Council before any definite steps can be taken.
- 8.3. When membership has been approved by the Association and the Federation Executive Council and the membership fees and other dues (if any) have been paid, a certificate of membership of Soroptimist International shall be issued to the Club.

SECTION 9 - FEES

- 9.1. The entrance fees payable by a newly formed Club to the National Association shall be such sum as may be determined from time to time by the Biennial Conference provided that it is approved by a two-thirds majority of those present and voting.
- 9.2. By 15th May in each year each Club shall render to the National Association Treasurer a return of the names, addresses, classes of membership and categories of all members, together with such capitation fees for each class of member as may be determined from time to time by the Biennial Conference, provided that they are approved by a two-thirds majority of those present and voting. Such returns should also be made to Federation Office by 31st May annually together with capitation fees specified.
- 9.3. Disbursements shall be ratified by the Executive Council.

SECTION 10 - AMENDMENTS TO BYE-LAWS

- 10.1. Amendments to these Bye-Laws may be made at the Biennial Conference.
- 10.2. Notice of proposed amendments shall be sent in writing to the Association Secretary in advance of the Conference and shall be circulated with the Agenda.
- 10.3. Proposed amendments may be adopted if they are carried by a two-thirds majority of those present and voting.
- 10.4. Amendments shall be valid and may come into effect after ratification by Federation Executive Council.

SECTION 11 - EMBLEM

The emblem of the Association shall be the seal, insignia and identification card of Soroptimist International.

SECTION 12 - EFFECTIVE DATE

These Bye-Laws came into effect on 24th September 1994, subject to ratification by Federation Executive Council.