

VETERINARIANS FOR ANIMAL WELFARE ZIMBABWE (VAWZ)

CONSTITUTION

1. NAME OF THE ORGANIZATION

The name of the organization shall be Veterinarians for Animal Welfare Zimbabwe (VAWZ), which shall be a body corporate with perpetual succession and an existence separate from that of its members.

2. HEADQUARTERS AND ADDRESS

- a) The physical address shall be 18 Borrowdale Road, Harare.
- b) The postal address shall be P. Bag BW6235, Borrowdale, Harare.

3. AREA OF OPERATIONS

The organization shall carry out its operations throughout Zimbabwe.

4. AIMS AND OBJECTIVES

The objectives for which the organization is to be established shall be as follows:

4.1 Training and Extension in Animal Welfare:

- a) Organizing and holding training courses / workshops in education establishments, urban and rural administrative structures etc to create greater awareness about Animal Welfare amongst the general population in Zimbabwe.
- b) Training of Division of Veterinary Field Services staff (and other staff of Dept. Of Livestock and Veterinary Services) in welfare issues.
- c) Training individuals to become Inspectors under the Act
- d) Holding impromptu and planned meetings in places where Animal Welfare issues are deemed critical (even on the roadside if necessary); this should include the Veterinary Profession if required
- e) Visiting urban and rural areas to assess the standard of Animal Welfare and reporting on this, and other matters, to the Management Committee.
- f) Advising the Veterinary Profession on animal welfare developments in Zimbabwe and internationally.
- g) Assisting, with advice, etc, on the re-drafting of animal welfare legislation in Zimbabwe.

4.2 Investigation

- a) Following up cases of suspected animal cruelty that come to the notice of Veterinarians and others (Staff of Dept of Veterinary

Services) in the course of their work and taking action on site, if required.

- b) Working with the legal authorities and Dept of Veterinary Field Services staff to facilitate prosecution, where necessary.
- c) Investigating the background issues in Animal Welfare, especially where acts of cruelty are committed, or Animal Welfare is otherwise compromised, for commercial purposes.

4.3 Liaison

- a) Consulting/holding regular meetings with Zimbabwe bodies such as Zimbabwe Veterinary Association, local government organizations, Farmers Unions, Zimbabwe Republic Police, Parks and Wildlife Management Authority, etc, to give briefings and get feedback on Animal Welfare issues.
- b) Working closely with the Principal Director and staff of the Dept of Veterinary Services, this will particularly include Field Services, Public Health, Training and Extension, and the Wildlife Veterinary Unit. This will also involve collaborative projects in the field.
- c) Maintaining a relationship with the Zimbabwe press (including radio and television) to publicize both this organization and Animal Welfare issues.
- d) Consulting with and working with ZNSPCA and local SPCA's on matters of mutual concern, as well as other Zimbabwe-based Animal Welfare Organizations.
- e) Maintaining links with international Organizations which have an interest in Animal Welfare in Zimbabwe.

4.4 Fund-raising

- a) Fundraising for the work of VAWZ, both within Zimbabwe and externally
- b) Fund-raising within Zimbabwe will be carried out by a Fund-raising Sub-committee of VAWZ and will be by means of holding special events, seeking donations and other means, as well as seeking donations of materials for VAWZ' work.
- c) Fund-raising overseas will be carried out by external organizations and approved individuals, such as VAWZ UK, which is a Registered Charity in that country.

4.5 Carrying out Special Projects related to Animal Welfare

This shall include the following:

- a) Livestock transport
- b) Donkey welfare (Beitbridge)
- c) Security dogs
- d) Abattoir procedures

- e) Stray / feral dog and cat programmes, including vaccinations and sterilizations

5 THE VAWZ FUND

The Board of Trustees shall set up the VAWZ Fund as follows:

5.5 Beneficiaries of the VAWZ Fund

The beneficiaries of the VAWZ Fund shall be:

- a) VAWZ, specifically for activities carried out by the VAWZ Employees for the furtherance of animal welfare in Zimbabwe
- b) Other animal welfare organizations in Zimbabwe, possibly to include SPCA Branches, Friend Foundation, Donkey Protection Trust, Tikki Hywood Trust, AWARE Trust, Chipangali Wildlife Orphanage, Victoria Falls Wildlife Trust and any other animal welfare organization that the Board of Trustees considers worthy of consideration as beneficiaries

5.6 Workings of the VAWZ Fund

The VAWZ Board of Directors reserves the right, from time to time, to:

- a) Give, donate or otherwise settle on the VAWZ Fund such monies, securities, investments, properties, whether moveable or immovable, and such other assets of any description as it may deem fit

5.7 Disbursement of the income from the VAWZ Fund

- a) The income derived by the VAWZ Fund, together with the capital amount thereof, so far as the Board of Directors may deem necessary or appropriate shall, after deduction of all proper expenses, be used in such amounts and at such intervals at the sole and absolute discretion of the Board who may accumulate the income not disbursed
- b) The Board of Directors shall have the powers, set out below, in dealing with the income of the VAWZ Fund which it may exercise from time to time in its sole discretion.

6. BOARD OF DIRECTORS

Recognizing that VAWZ was set up in 2010 by a Notarial Deed of Donation and Trust, the Board of Trustees thus constituted shall be reconstituted as the Board of Directors of VAWZ.

6.1 Membership of the Board of Directors

- a) There shall be a Board of Directors of not more than seven members
- b) One member shall be the Settlor of the VAWZ Trust, until his resignation or death
- c) Other members shall be the presently serving Trustees of VAWZ, until their resignations or deaths
- d) One member shall be the Legal Advisor to VAWZ

- e) At least two members shall be prominent Members of the Veterinary Profession in Zimbabwe who hold positions of high esteem
- f) At least one member (other than the Legal Advisor) shall be a non-Veterinarian and member of the Zimbabwe public held in high esteem and whom the other Directors believe will actively work towards the interests of VAWZ
- g) The Chairman of the Board of Directors shall be elected by the Members of the Board
- h) New Members shall be invited to join the Board following a decision by a majority of the serving Board Members
- i) A Board member may be removed from office or asked to resign following a decision by the majority of Members if that Member
 - be found to be of unsound mind
 - have his/her estate sequestrated
 - fail to attend 3 consecutive Board meetings
- j) A Board Member may resign or retire from office at any time upon giving two (2) months written notice to the Board

6.2 Powers and Responsibilities of the Board of Directors

The Board of Directors shall:

- a) Have oversight of the Terms of Reference of VAWZ and the implementation of the same
- b) Establish the VAWZ Fund, the overall purpose of which will be to work towards financial security of VAWZ. The VAWZ Fund shall be separate from, but contribute to, the VAWZ Management Current Account
- c) To accept, hold and deal with Donations to the VAWZ Fund upon such conditions not inconsistent with the VAWZ Constitution as the Board see fit
- d) To employ and pay out from the VAWZ Fund such professional or other assistance as the Board deems advisable
- e) To pay all costs and expenses, office charges and fees in connection with administration and carrying out the business of the Board
- f) To sign and execute all documents and do such thing as may be necessary for the administration of the VAWZ Fund and to enable any transaction to be registered or be effected in Deeds or other Registry
- g) To exercise all the voting powers attached to any Company shares, debentures or other securities at any time forming part of the VAWZ Fund
- h) Cause the Management Committee to keep accurate accounts of income and expenditure of the VAWZ Management Current Account and require such accounts to be properly audited annually which audited accounts shall be scrutinized by the Board

- i) Receive and scrutinize the Minutes of meetings of the Management Committee, as well as additional reports that may emanate and, where deemed necessary, direct comments on these to the Management Committee
- j) Where necessary, act as the final arbiter on disputes within VAWZ, including suspension and expulsion of members and other disciplinary matters
- k) Approve and endorse any proposed changes to this Constitution
- l) Generally do all such acts, matters and things as may be considered to be incidental, necessary or conducive to achieving any, or all of the objectives of VAWZ

The powers of the Trustees shall be interpreted as widely as possible and no decision of the Board shall be questioned or attacked in any Court of Law or in arbitration unless it is alleged that the Board have acted *male fide* or failed to exercise ordinary good judgement or care.

6.3 Meetings of the Board of Directors

- a) All meetings shall be called no less than 28 days notice in writing, stating the business to be transacted at the meeting unless the committee in question may authorize a lesser period of notice where the urgency of the business so justifies
- b) Meetings shall be held at least two times in a calendar year
- c) The quorum shall be one-half of Board Members
- d) No business shall be transacted at any meeting in the absence of a quorum.
- e) Decisions at any meeting shall be by a simple majority vote of those members present and, in the event of an equality of votes, the Chairperson, or person presiding at the meeting, shall have a casting vote as well as a deliberate vote
- f) Accurate minutes shall be kept of all Board of Directors meetings

6.4 Security

No Member shall be required to furnish security in respect of his/her appointment

7. MEMBERSHIP OF VAWZ

7.1 Categories of Membership

There shall be two categories of membership, as follows:

- 7.1.1 Registered Veterinary Surgeons (referred to as Veterinary Members)
 - a) This membership will be open to all registered Veterinary Surgeons in Zimbabwe and Zimbabwean Veterinarians working in other countries

7.1.2 Members of the public who are not Veterinarians (referred to as General Members)

- a) This membership will be open to any adult member of the Zimbabwe public who wishes to promote the interests of animal welfare and VAWZ within Zimbabwe

7.2 Subscriptions

- a) Each member shall pay a non-refundable joining fee and an annual subscription fee
- b) Such fees shall be reviewed and determined from time to time at the Annual General Meeting.

7.3 Responsibilities and Rights of Members

7.3.1 Veterinary Members are expected to:

- a) Attend Annual General, and other meetings of VAWZ members and exercise their voting rights (see later)
- b) Serve on the Management Committee when voted on by the full membership
- c) Contribute veterinary professional expertise to VAWZ' work, either when they see fit, or on request of the Board of Directors or Management Committee
- d) Otherwise act in a positive manner to further the interests of VAWZ

i. General Members are expected to:

- a) Attend Annual General meetings, and other meetings of VAWZ members, and exercise their voting rights (see later)
- b) Serve on the Management Committee when voted on at an Annual General Meeting, or co-opted on by a decision of the Board of Directors or Management Committee
- c) Contribute actively to VAWZ' work
- d) Otherwise act in a positive manner to further the interests of VAWZ

7.4 Termination of Membership

A Veterinary or General Member shall cease to be a Member

- a) On death.
- b) On conviction in a court of law for committing a criminal offence
- c) If one becomes of unsound mind
- d) On voluntary resignation
- e) On suspension and expulsion by a decision of the Management Committee for gross indiscipline or committing an act contrary to the intended to be contrary to the Objectives of VAWZ

8. THE MANAGEMENT COMMITTEE OF VAWZ

The Management Committee of VAWZ shall be constituted, as follows:

8.1 Membership of the Management Committee

- a) The Management Committee shall have a maximum of nine (9) elected members who shall be elected at the Annual General Meeting
- b) The term of office of Members shall be three (3) years of which two (2) shall resign after one year and two more resign after two years in office in order to achieve continuity of Committee Members
- c) All outgoing members of the previous executive committee shall be eligible for re-election if their names are proposed and seconded for re-election.
- d) The executive committee shall be comprised of a Chairperson, Vice Chairperson, Secretary, Vice-Secretary, Treasurer and at least three other Committee members
- e) The office-bearers of the Committee shall be appointed by a decision of the Management Committee
- f) The Management Committee may co-opt a maximum of two (2) other (non-elected) members, who have particular expertise, and / or to carry out special tasks, as deemed appropriate
- g) Such co-opted Members will have full voting rights
- h) A Management Committee member may be removed from office, or asked to resign, following a decision by the majority of Members if that Member
 - be found to be of unsound mind
 - have his/her estate sequestrated
 - fail to attend 3 consecutive Management Committee meetings
- i) A Management Committee Member may resign or retire from office at any time upon giving two (2) months written notice to the Board

8.2 Powers and Responsibilities of the Management Committee

The Management Committee shall generally be responsible for overseeing the day-to-day functioning of VAWZ employees and specifically the Animal Welfare Manager and Chief Inspector (if these are not the same person). In so doing the Management Committee shall:

- a) Take overall direction for implementing the VAWZ Objectives from the Board of
- b) Provide the Board of Directors the Minutes of all Meetings and other reports pertaining to the work of VAWZ, over which the Committee has oversight
- c) Hold regular meetings, as well as an Annual General meeting of Members, as required by this Constitution
- d) To provide financial statements annually to the Board of Directors, as well as details of any other financial transactions as required by the Board

- e) Appoint a Fund-raising Sub-committee, as well as, where deemed necessary, other Sub-Committees to carry out specific functions, and oversee the activities of these Sub-Committees
- f) Through the Fund-raising Sub-committee, or not: obtain, collect and receive money and goods of any kind by way of contributions, legacies, grants, donations and any other lawful means in furtherance of its objectives.
- g) To open bank accounts, purchase, hire or otherwise acquire any moveable assets and dispose of such assets.
- h) To employ, appoint and remunerate its staff, agents and consultants and have the power to terminate their appointments.
- i) Oversee the work of VAWZ employees in fulfilling the objectives of VAWZ
- j) To write, print, publish and circulate any reports, periodicals, books, pamphlets and leaflets for the furtherance of the organisation's objectives.
- k) To arrange and provide for or join in arranging and providing for the holding of exhibitions, seminars, conferences, meetings, lectures and any other forum calculated directly or indirectly to further VAWZ.
- l) To do all such lawful things as are necessary or incidental to the attainment of the objectives of the organization as listed in Section 4.

8.3 Functions of the Office-bearers of the Management Committee

8.3.1 Chairperson

The Chairperson of the Management Committee shall:

- a) Convene and chair meetings of the VAWZ Management Committee.
- b) Provide leadership and promote a good public image of the organization.
- c) Be a signatory for the organisation's bank account.

8.3.2 Secretary

The Secretary of the Management Committee shall:

- a) Provide Shall record and keep minutes of all meetings
- b) Ensure effective and efficient communication with all stakeholders.
- c) Keep and update the membership register and other records.
- d) Be a signatory of the organization's bank account.

8.3.3 Vice-Secretary

The Vice-Secretary of the Management Committee shall:

- a) Stand in as Secretary in the absence of the secretary.
- b) Carry out all official duties delegated to him or her by the secretary.

8.3.4. Treasurer

The Vice-Secretary of the Management Committee shall:

- a) Keep and update all financial records of the organization.
- b) Ensure that the annual audited financial statements are produced and sent to the Board of Directors and other relevant authorities.
- c) Be responsible for overseeing fundraising activities.
- d) Be a signatory of the organization's bank account.

8.3.5. Other Committee Members

There shall be a maximum of five other committee members who shall be elected at the Annual General Meeting, whose duties are as follows:

- a) Chair sub-committees to be established by the executive committee in order to pursue the organization's objectives.
- b) Stand in some executive positions when the incumbents are away.
- c) Carry out other duties delegated to them by other members of the executive committee.

8.4 Management Committee Meetings

- a) All meetings shall be called no less than 14 days notice in writing, stating the business to be transacted at the meeting unless the committee in question may authorize a lesser period of notice where the urgency of the business so justifies
- b) Meetings shall be held at least two times in a calendar year
- c) The quorum shall be one-half of members
- d) No business shall be transacted at any meeting in the absence of a quorum.
- e) Decisions at any meeting shall be by a simple majority vote of those members present and, in the event of an equality of votes, the Chairperson, or person presiding at the meeting, shall have a casting vote as well as a deliberate vote
- f) Accurate minutes shall be kept of all Management Committee meetings and these minutes shall be made available to the Board of Directors

9. PERSONAL LIABILITY

Any Member of the Board of Directors, Member of the Management Committee or Member of any Management Sub-committee is hereby indemnified out of the assets of VAWZ for any loss suffered by them as a result of the exercise or discharge of their powers or duties in pursuance of the objectives of VAWZ, or for any act or omission relating thereto, unless it is conclusively proved that such loss is a direct result of his dishonesty or gross negligence.

10. ANNUAL GENERAL MEETINGS

After the end of its financial year and in any case not later than two months thereafter, an Annual General Meeting (AGM) shall be convened by the Chairman of the Management Committee under the following conditions:

- a) At least 28 days notice shall be given to members by the Secretary prior to the holding of the AGM and all paid-up members shall be entitled to attend; prospective members may also attend, but may not have voting rights unless they pay a joining fee and annual subscription prior to the commencement of the meeting
- b) Any member who wishes to propose any binding motion at the AGM shall submit such motion to the chairperson of the Executive Committee at least 14 days before the AGM and shall copy such motion to the chairperson of the Board of Directors
- c) The quorum for the meeting shall be one third of paid-up members
- d) All decisions shall be by a simple majority of paid-up members at the meeting; in the case of a tied vote, the Chairperson may have a casting vote; voting may be by a show of hands unless otherwise requested by a majority of members in which case it shall be by secret ballot
- e) The formal business of the AGM shall be as follows:
 - to approve the Minutes of the previous AGM
 - to receive and consider the Chairperson's annual report
 - to receive and consider the annual report of the Chairperson of the Board of Directors
 - to receive and scrutinize the audited annual financial statements of the organization (VAWZ Management Current Account) for the preceding year
 - to elect members of the VAWZ Management Committee
 - any other business for which notice has been given shall be transacted.
- f) The AGM shall be held at such places as the members shall nominate, failure thereof it shall be at the Head Office of the organization.

11. ADDITIONAL MEETINGS OF VAWZ COMMITTEES

- a) Sub-committees of the Management Committee should meet regularly, and not less than four (4) times per annum, to review progress of specific projects being undertaken.
- b) An Extra-Ordinary General meeting shall be convened through the Chairperson of the Board of Directors, or the Chairperson of the Management Committee, which may be at the written request of at least ten (10) paid-up members of VAWZ, to urgently address any extra-ordinary and unique pressing issues that may arise during the course of the year before the Annual General Meeting.

12. FUNDING AND ACCOUNTS

This shall refer to both the VAWZ Fund and the VAWZ Management Current Account. Notwithstanding details above referring to finances under Sections 5., 6.2, 8.4 and 9.e)

- a) Proper books of Accounts and financial records shall be safely kept, relating to the affairs of the organisation.
- b) The organisation shall have a twelve month financial year running from February to January of the following year.
- c) An audited financial report shall be produced at the end of every financial year and shall be forwarded to responsible authorities and the registering ministry.
- d) The organisation shall engage an external auditor to audit the books of Accounts for the organisation at the end of every financial year.
- e) The organisation shall engage in fundraising activities, seek donations from local and international donors, receive government grants and depends on the goodwill of its members on cash and kind in order to further the objectives for which it shall be registered.

13. DISCIPLINE

Members of VAWZ and its Committees shall be expected to adhere to the Objectives of the organization, such that:

- a) A code of conduct shall be in place to guide the conduct of all members and any action that puts the organization into disrepute is greatly sanctioned.
- b) All disciplinary cases shall be settled through arbitration.
- c) Members who are considered to have acted outside the interests of VAWZ, or brought the organization into disrepute, shall firstly be served with verbal warnings followed by written warnings on a second misconduct through the disciplinary Sub-committee
- d) Suspensions and expulsions of miscreant members shall be through the discretion of the Management Committee

- e) Such a suspended or expelled member may appeal to the Board of Directors, whose shall first discuss the matter with the Management Committee and, following this, reach a final decision on the matter

14. AMENDMENT OF THE CONSTITUTION

The Constitution of VAWZ may be amended under the following conditions:

- a) Any proposals to amend the constitution shall be notified in writing 21 days before the Annual / Extra-ordinary General Meeting where such amendments are to be made. These proposals shall be circulated to all members at least 14 days before the meeting
- b) No amendments to this constitution shall be effected unless it is adopted by a two third majority of members present at an Annual General Meeting.
- c) Such proposed changes to the Constitution shall be approved by the Board of Directors
- d) Should the Board of Directors fail to approve such amendments they shall be referred back to the Management Committee for further discussion and amendment

15. DISSOLUTION OF THE ORGANIZATION

If the VAWZ Trust fails to carry out the objectives of its registration the organization may be dissolved under the following conditions:

- f) Such dissolution may only be agreed at an Annual / Extra-ordinary General Meeting
- g) The organization shall be dissolved by a resolution approved by two thirds of all paid up members present at the Annual General Meeting
- h) All assets of the organization shall be disposed of in accordance with the decision of the Board of Directors to give such assets to another Private Voluntary Organization which the Board may recognise as being of social benefit and having a similar purpose to the dissolving organisation.