

WILDLIFE PRODUCERS' ASSOCIATION OF ZAMBIA

CONSTITUTION



1. NAME AND CONSTITUTION:

- 1.1. The name of the Association shall be the WILDLIFE PRODUCERS' ASSOCIATION OF ZAMBIA (WPAZ), hereinafter referred to as "the Association".
- 1.2. The Association shall be constituted of all members registered under clause 4 of this Constitution.

2. REGISTERED OFFICES:

- 2.1. The office of the Association shall be at the offices of Herd Book Society, Lusaka Show Grounds; or at another office designated by the Executive Committee.
- 2.2. The Association's postal address is P.O. Box 50416, Ridgeway, Lusaka, Zambia.
- 2.3. The Association's website address is: www.wpazambia.com

3. AIMS AND OBJECTIVES:

The aims and objectives of the Association shall be:

- 3.1. To promote, advance and develop the production of Wildlife in Zambia and to advance and protect the interests of all sections and classes of producers in any way that may seem necessary or desirable to the Association and without in anyway restricting or limiting the general aims and objectives.
- 3.2. To collect and disseminate information relating to the Wildlife Industry.
- 3.3. To co-operate with the Ministry of Tourism Environment and Natural Resources (MTENR), the Zambia Wildlife Authority (ZAWA), the Department of Veterinary and Livestock Services, and with any other public or private institutions, organisations, associations and persons having similar aims and objectives and to take joint action with a view to furthering and advancing common interests.

- 3.4. To initiate, encourage and assist research into any and all issues relating to the prudent and viable production, marketing and sale of Wildlife assets, including the legitimate export and import of Wildlife and Wildlife products.
- 3.5. To liaise with and make representation to the Government or other competent authorities with a view to promoting and developing the Wildlife Industry in Zambia.
- 3.6. To encourage the introduction of, or to oppose, legislation where the interests of Wildlife producers are likely to be affected, with special emphasis being paid to prevention of illegal utilisation or abuse of Wildlife.
- 3.7. To do all such other acts, matters or things as may be deemed incidental, expedient, or conducive to foster the development and welfare of the Wildlife Industry or to the attainment of all or any of the foregoing aims and objects.
- 3.8. To gather and disseminate information designed to further general knowledge, interest and support in the management, production and conservation of Wildlife.
- 3.9. To advance and protect the interests of the Association, including but not limited to the establishment of or participation in any other association, company or body, corporate or incorporate; or by acquiring by purchase, exchange or otherwise any shares, stocks, debentures, debenture stocks, bonds, obligations or securities in any other association, company or body, corporate or incorporate, for any purpose which may be calculated to benefit or be in the interests of, or be conducive to the Association or its members or its constituent elements, and of the Wildlife Industry as a whole.
- 3.10. To maintain the Association's members' relevant statistical records and to compile an electronic database for the Wildlife Industry in Zambia.
- 3.11. To raise, receive and manage finances in the best interest of the Association.

4. MEMBERSHIP:

- 4.1. Full membership shall be open to persons or corporate bodies directly engaged in the business of Wildlife production and management for which they shall pay an annual subscription fee.
- 4.2. In order to be eligible for annual full membership renewal, members shall submit to the Association Secretary evidence of having obtained a valid Certificate of Ownership from ZAWA; and of having made the statutory Annual Returns to ZAWA as relate to Permits to Keep Wild Animals in Captivity, together with copies of relevant payment receipts.
- 4.3. Only full members who have satisfied 4.2 will be permitted to renew their membership and thereafter be eligible to be issued by the Association with annual Game Trading Permit Books. The only exception to this requirement shall be for persons or corporate bodies joining the Association for the first time, in which case they will not have previously filled the statutory Annual Return as outlined in 4.2.
- 4.4. Associate membership shall be open to persons, associations or corporate bodies indirectly engaged or interested in the business of Wildlife production and management for which they shall pay an annual subscription fee.

- 4.5. Honourary membership may be granted to any person considered worthy by the Executive Committee, and whose contribution to the Association shall preclude any requirement to pay annual subscription fees. Honourary members shall not have voting powers.
- 4.6. Subject to ratification by Annual or Special General Meeting, the Executive Committee may fix and vary from time to time the subscription to be paid to the Association by members.
- 4.7. A register of all members of the Association shall be maintained by the Association's Secretariat.
- 4.8. Upon registration, members shall be bound by the provisions of this Constitution.
- 4.9. Membership by a corporate body shall be accepted but persons representing such bodies must be authorised in writing to attend meetings.

5. ELECTION OF CHAIRMAN AND VICE CHAIRMAN:

- 5.1. The Chairman, Vice Chairman and the Treasurer of the Association shall be elected by the Executive Committee from amongst its members at the first meeting of the Executive Committee following the Annual General Meeting of the Association.
- 5.2. The Chairman and Vice Chairman shall retire annually from the office of Chairman and Vice Chairman and shall be eligible for re-election to office, provided that in the event of the Executive Committee wishing the Chairman or Vice Chairman to extend his or their term of office beyond two consecutive years, then a two-thirds majority of members of the Executive Committee present and entitled to vote shall be necessary.

6. THE EXECUTIVE COMMITTEE:

- 6.1. The Executive Committee shall consist of no less than five members elected at the Annual General Meeting of the Association, and may co-opt other persons to serve on the Committee and to form Sub Committees.
- 6.2. Co-opted members shall not have voting powers.
- 6.3. Members of the Executive Committee, including the Chairman and Vice Chairman, shall serve for a 2 year term, after which time they shall automatically retire, but may be eligible for re-election.
- 6.4. The Executive Committee shall meet at least 6 (six) times in each financial year at such times and places as the Chairman may decide.
- 6.5. Meetings shall be convened by written/email notices sent to members.
- 6.6. The quorum for a meeting shall be three of the elected members, but in the absence of a quorum, the Chairman may decide to proceed with the meeting, its deliberations and any decisions taken therein being subject to approval by the Executive Committee by email, and being subject to later ratification by the Executive Committee and the following meeting.
- 6.7. The Chairman shall have a casting vote as well as a deliberative vote.
- 6.8. In the absence of the Chairman or Vice Chairman from a meeting elected members may elect a Chairman for that meeting.

7. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE:

Without prejudice to the generality of its powers of full management and control of the affairs of the Association, the Executive Committee shall have power:

- 7.1. To carry out all or any of the aims and objectives of the Association and to utilise any of the funds of the Association for that purpose; subject to compliance within the limits set by an annual budget, presented and approved at the Annual General Meeting of the Association.
- 7.2. To invest the monies of the Association upon such terms and in such manner as deemed expedient; and which investment has been approved by 2/3rds of the Executive Committee.
- 7.3. To borrow money for the purpose of the Association, not exceeding 25% of the Association's assets, upon security or without security; and which borrowing has been approved by 2/3rds of the Executive Committee.
- 7.4. To purchase, exchange, hire, or otherwise acquire or accept any movable or immovable property, and any rights and privileges necessary or convenient for carrying out the objects of the Association.
- 7.5. To construct, alter, maintain and repair buildings required for the purpose of the Association.
- 7.6. To manage, sell, mortgage, lease, donate, dispose of and turn to account or otherwise deal with the whole or any part of the property and rights of the Association.
- 7.7. To frame rules of a technical and administrative nature, approved by 2/3rds of the Executive Committee, without reference to the Annual General Meeting, provided that all such rules of amendments are subject to confirmation by the next Annual General Meeting of the Association and provided further that any acts, matters, or things done thereunder prior to the next AGM, shall, notwithstanding the non-approval thereof by AGM, be binding on the Executive Committee and the Association.
- 7.8. To determine whether any matter shall be decided by a Special General Meeting or a postal/electronic ballot.
- 7.9. To enter into such contracts, agreements and memorandums-of-understanding and do such acts as it thinks expedient for the purposes of the Association. Written contracts, agreements or memorandums-of-understanding shall be signed by the Chairman or Vice Chairman of the Association and the Secretary or any person acting in his/her stead.
- 7.10. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association.
- 7.11. To grant honoraria and reasonable expenses to office-bearers of the Association; which expenditure has been approved by 2/3rds of the Executive Committee.
- 7.12. To defray expenses subject to the provisions of Clause 16 of this Constitution.
- 7.13. To administer and utilise the funds of the Association in terms of this Constitution and to do all other acts, matters or things permitted or required of the Association under the Constitution.

- 7.14. Generally to exercise any power or duty expressly or by reasonable implication given to it under the Constitution.

8. ANNUAL GENERAL MEETINGS AND SPECIAL ANNUAL GENERAL MEETINGS:

- 8.1. An Annual General Meeting of the Association shall be held at such time and place as may be decided by the Executive Committee.
- 8.2. The Annual General Meeting shall be convened by the Executive Committee within 90 days of the financial year end i.e. no later than July of each year; and written/email notice of such meeting shall be sent to all members of the Association together with an agenda not less than 30 days before the meeting.
- 8.3. Resolutions for the consideration of the Annual General Meeting shall be submitted to the Office of the Association and those received later than 21 days prior to the date of the Annual General Meeting shall not be eligible for inclusion, except by the permission of a 2/3rds majority of the votes cast by those present and entitled to vote at the Annual General Meeting.
- 8.4. At the Annual General Meeting, the Chairman, on behalf of the Executive Committee, shall make a report on the affairs of the Association and shall also present the Income and Expenditure Account and Balance Sheet for the previous financial year (verified by a 3rd party accountant) and the Budget for the coming year, and debate shall be permitted.

9. SPECIAL GENERAL MEETINGS:

- 9.1. A Special General Meeting may be convened either by the Executive Committee, upon such notice as it may determine, or by delivery to the Office of the Association of a requisition signed by not less than 20 full members of the Association, stating clearly the reason for such a requisition and shall be held within a period of 45 days after receipt of such requisition. No other business shall be transacted at a Special General Meeting called by requisition.
- 9.2. One half of the members of the Association shall form a quorum, but if no quorum is achieved within 45 minutes of the appointed time, the Chairman may at his discretion proceed with the meeting and its proceedings shall be valid as though there had been a quorum.
- 9.3. The Chairman, or in his absence the Vice Chairman, shall preside at all Annual General Meetings or Special General Meetings, or in the absence of both, members may elect a chairman for the meeting only.
- 9.4. All paid-up members of the Association shall be entitled to attend and vote at Annual General Meetings or Special General Meetings.
- 9.5. A decision taken at an Annual General Meeting or Special General Meeting shall be implemented by the Executive Committee. Contractual obligations made in good faith by the Executive Committee shall be ratified.
- 9.6. Non-members may be invited to attend meetings, but may not speak unless invited to do so, and may not vote.
- 9.7. All issues shall be decided by majority vote unless a consensus is reached without one. The Chairman shall have a deliberative and a casting vote.

10. FINANCE AND ACCOUNTS:

- 10.1. The financial year-end of the Association shall be April 30th of each year.
- 10.2. The funds of the Association shall include membership subscriptions, GTP book sales and any other revenue derived from its activities.
- 10.3. Any other funds accruing to the Association shall be utilised in the fulfilment and conduct of the affairs, aims and objects of the Association.
- 10.4. Subject to ratification by Annual or Special General Meeting, the Executive Committee may fix and vary from time to time the subscription to be paid to the Association by members.
- 10.5. The funds of the Association shall be controlled by the Treasurer on behalf of the Executive Committee. The Association's bank accounts shall require 4 signatories who shall be members of the Executive Committee and all cheques or requisitions shall require 2 of the 4 signatures.

11. RECORDS:

- 11.1. The Executive Committee shall cause minutes to be kept in a Minute Book or File of all proceedings at meetings of the Association, and meetings of the Executive Committee. Such minutes shall be confirmed at the next succeeding meeting of the Association or Executive Committee.
- 11.2. Minutes, after being confirmed, shall be signed by the Chairman of the meeting confirming the minutes; thereafter such minutes shall be accepted as a true and correct record unless there is a manifest error therein.
- 11.3. All records of the Association shall be maintained and filed at the Office of the Association.

12. TERMINATION OF MEMBERSHIP OF ANY COMMITTEE UNDER THIS CONSTITUTION:

- 12.1. Membership of the committee of the Association shall terminate in the following circumstances:
 - 12.1.1. Upon the death of such member;
 - 12.1.2. Upon the resignation of such a member delivered in writing to the Secretariat;
 - 12.1.3. Upon the physical or mental incapacity of such a member, as determined by a registered medical practitioner;
 - 12.1.4. Upon such member ceasing to be a member of the Association for any reason whatsoever;
 - 12.1.5. Upon the conviction of a criminal offence which in the opinion of the Executive Committee renders such member unfit to continue as a member of the Association;
 - 12.1.6. Upon removal from any member by a two thirds majority passed by the Association's General Meeting.

13. NOTICES AND OTHER MATTERS RELATING TO MEETINGS:

Unless otherwise specifically provided herein:

- 13.1. The manner in which notice shall be given and the length of such notices to persons who have a right to attend a meeting shall be determined by the Executive Committee from time to time, provided that the accidental omission to give, or the non-receipt of, notice of any meeting to any person entitled to be present thereat or any errors in any appointment or attendance of any person shall not invalidate the proceedings of that meeting.
- 13.2. Meetings shall be convened by the Secretary of the relevant committee or by such person as the Executive Committee may nominate.
- 13.3. The Chairman of a meeting may, with the consent of the meeting, adjourn such meeting from place to place and from time to time but no new business shall, without due notice, be transacted at any adjourned meeting.
- 13.4. There shall be no voting by proxy.

14. AMENDMENTS TO THE CONSTITUTION:

- 14.1. The Constitution may be amended from time to time at a Special or Annual General Meeting provided written notice of any proposed amendment is posted or emailed to the address of each member at least 21 days prior to the date of the meeting, subject to Clause 14.2 hereof. A majority of two thirds of the votes cast by members present in person and entitled to vote shall be necessary to amend the Constitution.
- 14.2. It shall be a special provision of this Constitution that:
 - 14.2.1 Any change in the status of this Association or,
 - 14.2.2 Any change in the Constitution or in the structure and operation of the Association which has the effect, directly or indirectly of leading to the formation of a co-operative, company or a partnership, shall require for approval a 2/3rds majority of votes cast in a postal/electronic referendum of all members.

15. INDEMNITY:

No member or officer of the Association shall be liable for the acts or omissions of any other member of the Association or officer, or by reason of his having joined in any receipt of money not received by him personally, or for any loss of accounts or defect of title to any property acquired by the Association or on account of the insufficiency of any security in or upon which any monies of the Association shall be invested, or for any loss incurred through the act or default of any banker, broker or other agent, or upon any ground whatsoever other than his own wrongful or unlawful or negligent acts or defaults.

16. WINDING UP OR DISSOLUTION:

- 16.1. The Association may be dissolved at any time by a resolution passed by a three-fourths majority of the votes cast by those members present in person and entitled to vote at a Special General Meeting called specifically for the purpose of considering the subject and matters incidental thereto.