

CONSTITUTION



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ARTICLE 1 -INTERPRETATION

In this Constitution, unless the context otherwise requires: -

- 1.1 “**the Act**” means the Companies Act of 2008 and the regulations published thereunder as may be amended from time to time.;
- 1.2 “**Organization**” means UNITED ESWATINI DIASPORA, a non-profit organization constituted in terms hereof;
- 1.3 “**Board**” means the Board of Directors appointed to manage the affairs of the Organization;
- 1.4 “**Board Charter**” means the document containing the codes of conduct and terms of reference for the Board;
- 1.5 “**the Constitution**” means this subsisting and duly adopted constitution of the Organization;
- 1.6 “**Executive Director (ED)**” means the individual who is appointed by the Organization;
- 1.8 “**Laws**” means the laws of the Kingdom of Eswatini.
- 1.9 “**Member**” means the different categories of membership duly established under this Constitution
- 1.10 “**Management**” means the team tasked with the day to day management of Organization duly hired/appointed in terms of this Constitution.
- 1.11 Words in the singular number shall include the plural and vice versa;
- 1.12 Words importing the masculine gender shall include the feminine;
- 1.13 Words importing persons shall include created entities (corporate or not);
- 1.14 Where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;

1.15 Expressions defined in this Constitution shall bear the same meanings in schedules or annexure to this Constitution, which do not in them, contain their own definitions;

1.16 When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

ARTICLE 2 - THE ORGANIZATION

2.1 Name

The official name of the Organization is **UNITED ESWATINI DIASPORA.**

2.2. Legal Status

2.2.1 The Organization shall be an Organization of a public character established not for gain, with corporate personality and perpetual succession.

2.2.2 No member shall have any right to the assets of the Organization and the liability of the members shall be limited to the amount of their unpaid subscription, if any.

2.2.3 The Organization may sue and be sued in its own name.

2.3 Location

2.3.1 The Headquarters of the Organization shall be in Mbabane, in the Kingdom of Eswatini or such other place or places as the Annual General Meeting may from time to time determine.

2.4 Non-Discriminatory

2.4.1 The Organization shall not, save where permitted by law, discriminate on grounds of race, creed, ethnic origin, political belief, gender, disability, sexual orientation or age in:

2.4.1.1 admitting members;

2.4.1.2 providing information and/or services;

2.4.1.4 recruiting staff; and

2.4.1.4 any other aspect of the Organization's work.

2.5 Not Controlled by Commercial Interests

2.5.1 The Organization is not and shall not be controlled by commercial interests.

2.6 Non-government (Not for Profit) Organization

2.6.1 The Organization shall be operated as a not-for-profit entity.

2.6.2 All members and all bodies are prohibited from deriving personal material gains or profiting in any way from their membership of the Organization, both during its existence and after its dissolution.

2.6.3 All the Organization income, commodities and property shall be applied solely towards its objects as set out in Article 3 of this constitution.

2.6.4 Save where provided otherwise, no portion of the Organization income, commodities or property shall be paid or transferred, either directly or indirectly, as loans, dividends, bonus or profit to any member of the Organization, member of the National Executive Committee, Honorary Officer or employee.

2.6.5 No member or staff member, shall use his/her position with the Organization to further the manufacture, distribution, promotion or sale of any materials, products or services in which the volunteer or staff member, his or her spouse or relatives has either direct or indirect financial interest. Relatives in this instance refer to brothers, sisters, sons, daughters, grandsons, granddaughters, and in-laws.

ARTICLE 3 - AIMS AND OBJECTIVES OF THE ORGANIZATION

3.1 The aims and Objectives of the Organization are among other things:

3.1.1 Advocate and support the establishment to advance freedom, dignity, and development of Emaswati.

3.1.2 Mobilize society and the international community to act against gross violation of human rights in Eswatini and appeal for support for democratic transformation in Eswatini.

3.1.3 Coordinate humanitarian and welfare support for crisis affected people of Eswatini

3.2 To provide institutional capacity development for civil society organizations.

3.2.1 To liaise with the in country civil society coordinating mechanisms and organizations to support civil society organizations to develop strong policies and systems that will make them effective, efficient, and sustainable.

3.2.2 To support civil society organizations develop individual profiles that would attract funding from local and international development partners.

3.2.3 To undertake all necessary activities to achieve the principal objects of the Organization.

3.3 The Organization shall function as the leading non-governmental organization in the strengthening of human rights and democracy related matters and:

3.3.1 have as its main goal the advancement of the institutional capacity of civil society organizations to transition to fully coordinated efforts;

3.3.2 ensure that services are provided in a non-coercive manner and that provision of services is not linked to conflict of interests of any kind;

3.3.3 initiate and/or facilitate programs of training for staff and volunteers in order to ensure effective and efficient implementation of the aims and objects of the Organization;

3.3.4 operate as the leading non-governmental organization for purposes of the objectives herein and to co-operate to the fullest possible extent with stakeholders, non-governmental and international agencies in the execution of its mandate;

3.3.5 further the aims and objects of the “NGO” and the implementation of its policies and principles;

3.4 To take any appropriate measures to further the above objects.

ARTICLE 4 - POWERS OF THE ORGANIZATION

Without prejudice to the generality of the provisions of this Constitution and in addition to any other powers conferred on it by this Constitution, the Organization shall have power to: -

4.1 accept, receive and retain legacies, devices, gifts, grants, annuities, allowances and other benefits and, consistently with the objects set out in Article 3 of this Constitution, undertake and perform any services or conditions attached to the acceptance, receipt or retention thereof;

4.2 borrow, raise or secure the payment of money for any purpose and in any manner approved by the Organization;

4.3 make appeals, advertise and conduct such other lawful activities as may be appropriate to raise funds for the Organization or make known its existence, purposes or work;

4.4 insure with any reputable company against loss, damage, risk and liability that it may incur;

4.5 acquire or dispose of any movable or immovable property;

4.6 employ such persons as may be required for the purpose of the Organization;

4.7 appoint and pay any person or persons (whether incorporated or not):

4.7.1 to accept and hold in trust for the Association any property belonging to the Organization or any property in which it is interested;

4.7.2 to take such measures as may be required in relation to any trust;

4.7.3 to act on behalf of the Organization

4.8 advocate for reform of existing legislation and policies or the promulgation and formulation of new legislation and policies pertaining to the Organization's aims and objects;

4.9 do all other lawful things, including entering into agreement and partnerships and joint ventures which may be necessary to enable the Organization to achieve its objects;

4.10 have a written medium-term strategic plan derived through a consultative process that involves the Board, Management and Staff as well as other relevant stakeholders like members' representatives.

ARTICLE 5- PROHIBITIONS OF MEMBERS AND STAFF

5.1 Prohibition of Furthering Own Interests

5.1.1 No member or employee shall use their position with the Organization to further the manufacture, distribution, promotion, or sale of any materials, products or services in which that person has either a direct or indirect financial interest.

5.1.2 All members of the Organization shall:

5.1.2.1 subscribe to the policies of the organization

5.1.2.2 have a responsibility to further the aims and objects of the Organization;

5.1.3 The appointment of spouses and relatives (grandparents and care givers, brothers and sisters, sons and daughters, grandchildren and in-laws) of honorary officers and members of the Board and senior staff to any positions in board sub-committees within the organization or consultancies is prohibited

5.2 Prohibition of Receipt of Gifts/Gratuities

5.2.1 No member or employee shall accept any gift or gratuity from the following:

5.2.1.1 a provider of goods or services to the Organization;

5.2.1.2 a potential provider of goods or services to the Organization;

5.2.1.3 any pharmaceutical firm or other supplier to the Organization.

5.3 Prohibition of Gifts in Cash and Kind

5.3.1 No member shall receive any remuneration, in cash or in kind, for services rendered to the Organization.

5.3.2 No member shall be granted a loan from the funds of the Organization.

5.4 Nothing in the immediately preceding provision shall preclude reimbursement of out-of-pocket expenses incurred by a member in connection with the business of the

Organization or the payment of per diem allowances.

5.5 Notwithstanding anything to the contrary in Clause 5 above, a member may be awarded a paid contract or consultancy provided that he/she has not in any manner participated in the decision to award the contract or consultancy and provided further that he/she suspends his or her membership during the period of the contract or consultancy.

5.6 Conflict of Interest Declaration shall be signed annually by the Board members including the management team of the Organization.

ARTICLE 6 - MEMBERSHIP

6.1 Eligibility, Rights and Duties

6.1.1 Any person or institution is eligible for membership provided that an application form is submitted by which the person signing shall, on his or her behalf or on behalf of the organization which they represent:

6.1.1.1. agree to subscribe to the objects, policies and activities of the Organization;

6.1.1.2. agree, whenever possible, to further the aims and objects of the Organization;

6.1.1.3. agree to the constitution and regulations as they currently stand and as amended from time to time;

6.1.1.4. if in a fee-paying category, agree to pay their subscription as and when required;

6.1.1.5. declare any interests they may have which could possibly give rise to a conflict of interest;

6.1.1.6. agree to comply with any procedural requirements prescribed by any regulations;

6.1.2 Members shall have other rights, duties and privileges as the AGM may decide from time to time as prescribed by any regulations, unless otherwise stated in this constitution.

6.1.3 Members shall retain these rights, duties and privileges so long as they remain in good standing.

6.1.4 Members shall continue to be members until they die or resign or do not pay their subscription, or until they are removed or suspended, unless the Board rules otherwise.

6.2 Application Procedures

6.2.1 A person wishing to become a member must complete the prescribed form and submit it to the Executive Director of the Organization for consideration and approval.

6.2.2 When recorded in the Register, the member shall enjoy all the rights and shall be subject to all obligations of membership.

6.2.3 Each member by virtue of her application is deemed to have agreed to be bound by this Constitution.

6.2.4 The Board may invite any person to become a member, whereupon such person shall enjoy the rights and obligations of membership.

6.3 Classes of Membership

Membership of the Organization shall consist of: -

6.3.1 Ordinary members

6.3.1.1 Ordinary membership shall be open to any person who has attained the of 18 years or above or any other age determined by the Board and is resident in the Kingdom of Eswatini provided he/she is willing to subscribe to the objects and policies of the Organization and satisfies any other qualifications or criteria for membership which may from time to time be prescribed by the Board.

6.3.1.2 These members are required to pay subscriptions and have right to vote.

6.3.2. Honorary Life Members

6.3.2.1 Honorary Life Membership shall be conferred on any person who, in the opinion of the AGM, has rendered exceptional service in the promotion of the aims and objects for which the Organization is established.

6.3.2.2 Honorary Life Members shall be exempted from the payment of dues and shall not have the right to vote.

6.3.3. Institutional Members

6.3.3.1 Institutional Membership shall be at the invitation of the Organization and shall be open to any non-governmental institution located in the Kingdom of Eswatini provided it is willing to subscribe to the aims and policies of the Organization and satisfies such other qualifications as the Board may from time to time determine.

6.3.3.2 An institutional member shall be represented at meetings of the Organization by a delegate duly appointed for the purpose. Such a delegate shall not be eligible to run for election to any office.

6.3.3.3 Institutional members shall not pay subscription fees and shall not have the right to vote.

6.3.4 Life Members

6.3.4.1 Life Membership shall be open to any person who, in lieu of annual subscriptions, makes such lump sum payment as shall from time to time be prescribed by the AGM.

6.3.4.2 Life members have a right to vote.

6.3.5 Corporate Members

6.3.5.1 As used in this constitution, the term “corporate” shall include corporation, institution, organization, association, group or partnership.

6.3.5.2 Each corporate member shall give notice in writing to the Executive Director from time to time, of the name and address of the person who has been designated to represent it at meetings.

6.3.5.3 Corporate members shall pay specified subscription fees and shall not have a right to vote.

6.3.6 UNITED ESWATINI DIASPORA MEMBERS

6.3.6.1 The UNITED ESWATINI DIASPORA membership shall be open to all people across all age groups who are in good standing.

6.3.6.2 UNITED ESWATINI DIASPORA members shall pay specified subscription fees and shall have a right to vote.

6.4 Voting Eligibility of Members

6.4.1 Unless otherwise provided in this Constitution or any by-laws made thereunder, every member of the Organization shall have one vote provided always that:

6.4.1.1 membership has been held for at least 3 months;

6.4.1.2 where applicable, that all subscriptions have been paid at the time of voting.

6.4.2 The Individual and institutional members stated below shall not have the right to vote and these are those who:

6.4.2.1. commercially manufacture, promote, sell, supply, or distribute any products, services or materials used, in the building of Eswatini Social Capital and Economic Empowerment

6.4.2.2 have any financial or commercial interest in supplying the Organization with goods, services, or materials;

6.4.2.3 have any financial or commercial interest in buying goods, services, or materials from the Organization;

6.4.2.4. are salaried agents or employees of the Organization;

6.4.2.5. are more than three (3) months overdue with their subscription.

6.4.3 The following members shall not be permitted to discuss or vote on matters relating to products, goods, services, materials used in the assistance of the elderly and child headed families and/or supplied to the Organization:

6.4.3.1 those who commercially manufacture, promote, sell, supply, or distribute any products, services or materials used in the building of UNITED ESWATINI DIASPORA.

6.4.3.2 those who are employed directly or indirectly in the commercial manufacture, promotion, sale, supply or distribution of any products, services or materials used in the building of UNITED ESWATINI DIASPORA.

6.4.3.3 those that have any financial or commercial interest in buying and or supplying the Organization with goods, services or materials;

6.5 Statement and Registration of Interests

6.5.1 A member elected to the Board Committee or a duly appointed subsidiary body, shall state any interests that he or she has which could give rise to a conflict when exercising his or her duties as a member of that body.

6.5.2 The interests who are regarded as relevant and material in this connection are:

6.5.2.1. directorships, including non-executive directorships held in private companies;

6.5.2.2 ownership or part ownership of private companies, businesses, or consultancies, likely or possibly seeking to do business with the Organization;

6.5.2.3 a majority or controlling shareholding in organizations likely or possibly seeking to do business with the Organization;

6.5.2.4 a position of authority in a charity or voluntary body in the fields of health, social care, or reproductive and sexual health;

6.5.2.5 any connection with a voluntary or other body contracting for the Organization's services;

6.5.2.6 ownership or part ownership of land or property likely or possibly to be used by the Organization.

6.5.3 A register shall be kept in which these interests shall be recorded. The register shall

be updated at least annually to take account of interests, which have been acquired or given up by members in the intervening period.

6.6 Eligibility for Election to the Board Committee and to any Committees

Only paid-up members who are in good standing (i.e. have done nothing to discredit themselves as a member of the Organization) have a right to vote and shall be eligible to serve on the Board Committee and on other Committees.

6.7 Subscriptions

The Board shall decide what entrance fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members determined by the Board from time to time and shall submit this decision to the Annual General Meeting for approval.

6.8 Register of Members

6.8.1 The Organization shall keep a register of all its members.

6.8.2 Among other things, the following shall be recorded and kept updated for each membership category:

6.8.2.1. the name of the member and street address (and, if appropriate, the Post Office Box numbers, telephone and e-mail address);

6.8.2.2 the date membership started;

6.8.2.3 the subscription renewal date, where applicable;

6.8.2.4. amount of subscription paid and for what year; and

6.8.2.5. the date subscription was paid.

6.8.2.6. the profile of all categories of membership

6.9 Resignation

6.9.1 A member may resign at any time by giving notice in writing. The resignation shall take effect when the Organization has received it, unless the member states otherwise.

6.9.2 The resignation shall take effect whether or not the Organization accepts it.

6.9.3 The person resigning must:

6.9.3.1 pay the subscription for the year in which they resign; and

6.9.3.2 clear any other financial or other liabilities he/she may have incurred;

6.9.3.3 immediately surrender to the Executive Director any property of the Organization in his/her possession or custody.

6.10 Loss of Membership

Members who fail to pay their annual subscription within three months of the renewal date, or such other time as may be stated in the regulations, shall lose their membership and the rights that go with it.

6.11 Renewal of Membership

Members, who have resigned or have lost their membership through non-payment of their subscription, may re-apply for membership by completing the application form, which shall be submitted to the Board in accordance with Articles 6.

6.12 Suspension and Expulsion

The Board may suspend for a period of time or expel any member for conduct which could be in any way harmful to the Organization, always provided that:

6.12.1 the motion to suspend/expel is carried by a vote of at least a two-thirds majority of the members present and entitled to vote; and

6.12.2 the member is notified of the proposed action and is given an opportunity to participate at the meeting of the Board before the proposal is put to the vote.

6.13 Termination of Membership

Termination of membership shall be effected as a result of:

6.13.1 failure to pay the prescribed subscriptions;

6.13.2 written resignation;

6.13.3 death;

6.13.4. failure to subscribe to the objects and policies of the Organization;

6.13.5 conviction for any indictable criminal offence;

6.13.6 expulsion in accordance with the provisions of this Constitution;

6.13.7 failure to attend three consecutive meetings of any organ of the Organization without apology, provided he/she has duly received notice thereof.

6.13.8 Became of unsound mind

6.13.9 Are directly or indirectly interested in any contract with the Organization and fail to declare the nature of their interest as required by this constitution or bye laws

ARTICLE 7 - STRUCTURE OF THE ORGANIZATION MANAGEMENT

7.1 THE ORGANIZATION

The Organization shall consist of the following:

7.1.1 The Board and its sub-committees;

7.1.2. The Annual General Meeting

7.1.3 The Management;

7.1.4. Any other committee or sub-committee that may be constituted by the Board or

Annual General Meeting from time to time.

7.2. THE BOARD

7.2.1. The Board shall consist of a minimum of nine (9) members;

7.2.2 The members of the Board shall be elected by the Members of the Organization who are of good standing and are eligible to vote.

7.2.3 The Board shall appoint a Chairperson of the Board from the Board members so elected as members of the Board.

7.2.4. The Executive Director is an ex officio member of the Board without a vote and appointed by the Board members not necessarily from amongst their number. Where an existing Board member is appointed to one of these roles, a replacement member must be sought.

7.2.5 The Board may co-opt individuals whether members of the Organization or not who, by virtue of their expertise, experience and interest in the objects of the Organization and may be appointed by the Chairperson to serve in Board sub committees

7.2.6. The term of office of a Board member shall be three years.

7.2.7. A Board member may not serve more than two consecutive terms on the Board.

7.2.8. No board member shall be paid remuneration for her services. The members, may, however be reimbursed for their travelling and other expenses incurred by them in the execution of their duties when such occur out of the region in which they reside.

7.3. POWERS AND DUTIES OF THE BOARD

7.3.1. The Chairperson

7.3.1.1. Convenes and chairs the meetings of the Board and the Annual General Meeting;

7.3.1.2. Enforces compliance with the provisions of the Constitution of the Organization and the Board Charter;

7.3.1.3. Signs the minutes of meetings after confirmation;

7.3.1.4. Generally, exercises supervision over the affairs of Organization;

7.3.1.5. Prepares a comprehensive annual report on the activities of the Organization. Such report shall represent all her activities which took place during his/her tenure in office;

7.3.1.6. Generally, performs such other duties as by usage and custom pertain to his/her office.

7.3.2. The Vice - Chairperson

7.3.2.1. The Board members shall appoint the Vice Chairperson from one of their number.

7.3.2.2. The Vice -Chairperson shall assume the role of acting Chairperson in the absence or incapacitation of the Chairperson or by assignment of the Chairperson or the Board.

7.3.2.3. The Vice Chairperson shall support the Chairperson in the execution of his/her duties.

7.3.3. The Board

7.3.3.1. The Board shall, subject to the provisions of this constitution:

7.3.1.1 appoint the Executive Director in accordance with the provisions of this Constitution.

7.3.1.2 appoint the Ex Officio Board members

7.3.1.3 shall act in good faith and discharge its fiduciary duties with the utmost skill and care.

7.3.1.4 formulate policy and give strategic direction to the Organization.

7.3.1.5 transact such other business as it may deem necessary or appropriate.

7.3.1.6 collect funds by any lawful fund-raising methods for carrying out the aims for which the Organization is established.

7.3.1.7 ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the Annual General Meeting.

7.3.1.8 amend the constitution and ensure that all amendments made to the Constitution are duly adopted.

7.3.1.9 generally do all things it may deem necessary to ensure that the Organization achieves the objects and is run ethically and effectively and in the public interest as per the Board Charter.

7.4. INTERESTS OF BOARD MEMBERS TO BE DECLARED

7.4.1 No Board member shall be disqualified by virtue of her office from contracting with the Organization, whether as a vendor or otherwise.

7.4.2 The Board member shall declare full details of her interest to the Board or Management prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

7.5. BOARD MEETINGS

7.5.1. The Board shall meet at least four (4) times each year.

7.5.2. The Board shall, at one of the four meetings, convene a special meeting which shall be regarded as the Annual Meeting of the Board.

7.5.3. The Chairperson, in consultation with the Management, may convene additional meetings of the Board if she deems it necessary to do so.

7.5.4. The quorum at any meeting shall be sixty (50 plus 1%) percent.

7.5.5. The Executive Director shall supply a copy of the board pack and agenda to each member at least one week prior to a meeting.

7.5.6. A meeting may be adjourned and postponed to a date to be determined by the members present, if within one and a half hours after the time appointed for a meeting a

quorum in terms of this Constitution is not present.

7.5.7. If there's no quorum, the meeting must reconvene within 21 days of the original date. If there is still no quorum, the meeting proceeds and decisions made there shall be binding.

7.5.8. Voting shall be by simple majority and on show of hands. The Chairperson of the Board shall have a casting vote in the case of an equality of votes on an issue.

7.6 TERMINATION OF BOARD MEMBERSHIP

7.6.1. Membership of Board shall terminate as follows:

7.6.1.1. on expiry of the member's term of office or on termination of her membership, or

7.6.1.2. by written resignation delivered to the Board, or

7.6.1.3. if any member has not come to three successive meetings and has not apologized or given a good excuse, accepted by the Board, unless the Board condones the absence: In the case of the Operations Committee representative, the Board shall inform the Operations Committee, and ask it to appoint a substitute.

7.6.1.4. if a member is guilty of any serious, misconduct or deliberate negligence in the discharge of her duties in accordance with any provisions of this Constitution.

7.6.1.5. if a member has behaved in a manner that, in the discretion of the Board, has placed the Organization's standing into disrepute.

7.6.2. The Chairperson, Vice Chairperson or any other Board member may be removed from office for the above, or for any other reasons by the decision of two-thirds (2/3) vote of Board personally present at a meeting. The notice of the meeting must state that such a proposal is on the agenda, and the officer or member must be allowed to address the Board at a meeting if she so wishes.

7.6.3 Where the composition of the Board falls under six board members in total a Special meeting may be called to replace the vacant positions in the Board.

7.8. BOARD EXECUTIVE COMMITTEE AND OTHER SUB-COMMITTEES

7.8.1. The Chairperson, Vice Chairperson, ED and two Board Members, shall constitute a Board Executive Committee to deal with urgent matters which arise between the Board Meetings, and day to day business, including staff matters, disciplinary hearings and grievance procedures and obtaining professional help for any purpose. The committee shall decide on its own procedures.

7.8.2. The appointment of the Executive Committee referred to in the preceding clause shall be effected by the Board.

7.8.3. The Board may appoint and delegate functions to standing and other committees as and when it deems necessary.

7.8.4. A copy of all minutes of all sub-committees shall be sent to the Chairperson

7.9. THE EXECUTIVE DIRECTOR (ED)

7.9.1. The Board shall appoint and be entitled to delegate its powers to the Chief Executive Director (ED).

7.9.2. The ED shall be appointed on a performance contract for a period of three (3) years, which contract may be renewed at the discretion of the Board.

7.9.3. Subject to the discretion and control of the Board, the ED shall in terms of her contract of employment, have the power and functions to perform the following:

7.9.3.1. appoint, in consultation with the Chairperson of the Board, members of the Management

7.9.3.2 to manage the affairs of the Organization towards its primary objectives;

7.9.2.3. plan, coordinate, and control the daily operation of the Organization through the Association's managers;

7.9.3.4. establish current and long-term goals, objectives, plans and policies subject to the

approval of the Board;

7.9.3.5. meet with Organization's other executives to ensure that operations are being executed in accordance with Organization's policies;

7.9.3.6. oversee the adequacy and soundness of Organization's financial structure;

7.9.3.7. review operating results of the Organization compare them to established objectives and take steps to ensure that appropriate measures are taken to correct unsatisfactory results.

7.9.3.8. plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures, the acquisition of new projects, with approval of the Board;

7.9.3.9. establish and maintain an effective system of communications throughout the Organization.

7.9.3.10. represent the Organization with major sponsors, members, the financial community, and the public in consultation with the Chairperson.

7.9.3.11 the Executive Director shall manage the Organization's day-to-day activities within the framework of policies laid down by the Board. He/she shall serve subject to such terms and conditions as may be determined by the Board

7.9.3.12 shall hire and dismiss Senior Officers and other employees as per the laid down procedures. The engaged employees, shall hold office and have such authority to perform their duties as indicated in their contracts of employment and job descriptions

7.9.3.13. perform all other duties as the Board may direct from time to time.

7.9.4 The Executive Director in the capacity as statutory Secretary to all volunteer bodies shall ensure that:

7.9.4.1 Record of Attendance

A record shall be kept of all persons attending all Organization meeting/activities, each person attending shall have his/her name recorded in capital letters, followed by his/her signature.

7.9.4.2 Record of all Meetings

7.9.4.2.1 Minutes shall be made of the proceedings of all Meetings of Members, of the Board and of all committees and sub-committees.

7.9.4.2.2 The meeting shall, if necessary, make and agree on any amendments, and then approve the minutes which shall be signed by the Chairperson and Secretary of the meeting as being a true record of the previous meeting.

7.9.4.3 Record of all Meetings of Members

Minutes of all general, Extraordinary and Adjourned Meetings of Members shall be made and filed as detailed in the sub-articles immediately above, in addition to which: -

7.9.4.3.1 All members shall have the right to inspect the minutes of all Meetings of Members;

7.9.4.3.2 Copies of the minutes shall be sent to all members.

7.9.4.4 Location of Minutes

The original of all approved and signed minutes shall be kept in a file by the Executive Director.

7.10. MEMBERS' GENERAL MEETINGS

7.10.1. An Annual General Meeting of the members of Organization shall be held not later than March each year,

7.10.2 The financial year shall be from 1st April to 31st March each year.

7.10.2. The agenda of the Annual General Meeting shall include:

7.10.1.1. minutes of the previous meeting - to be approved and signed

7.10.1.2. the Chairperson's report (including constitutional changes, if any, to be read out by the Chairperson and discussed)

7.10.1.3. the Financials report - including the audited Annual Financial Statements

7.10.1.4. the Auditor's name and address to be read out

7.10.1.5. names of the Board members to be read out

7.10.1.6. resolutions regarding general policy to be discussed

7.10.1.7. any other business allowed by the Chairperson.

7.10.2 Written notice of the Annual General Meeting shall be sent to members at least twenty one (21) days before the date of the meeting together with the agenda of the meeting provided that the non-receipt of a notice by a member shall not invalidate the proceedings at a meeting.

7.10.3 Resolutions to be moved at an Annual General Meeting of the Organization shall be proposed and seconded by two (2) members in good standing and shall reach the Board by no later than January 31st. Such resolutions shall be fully motivated to enable them to be circulated to all members before the meeting.

7.10.4 A simple majority shall carry any motion at an annual general meeting of the Organization except that resolutions for the alteration of the Constitution or the dissolution of the Organization shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.

7.10.5 An extraordinary general meeting of members of the Organization may be called by the Board to consider matters of urgency or of particular importance to the Organization. **Ten (10)** days' notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.

7.10.6 The Chairperson shall chair all meetings of the Association. In the absence of the Chairperson or Vice Chairperson or on their request, the meeting shall appoint a chairperson for that meeting.

7.10.7 The quorum for all members' meetings shall be **50 plus 1%** of the members in good standing present in person or proxy.

7.10.8 If within **thirty (30)** minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the **twenty first**

(21st) working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least **seven (7) days** before the date of the meeting. At the adjourned meeting, the members present shall constitute a quorum.

7.10.9 . The Board may convene other Members' General Meetings.

7.11. QUORUM, NOTICE AND VOTING

Unless otherwise provided in this Constitution:

7.11.1. A person entitled to attend and vote at a members' meeting may appoint a proxy. The proxy shall be given in a form with sufficient information as approved by the chairperson.

7.11.2 Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the register, by post or by phone, fax or other electronic means.

7.11.3 Decisions shall be taken by the vote of the majority of those persons present in person or by proxy and entitled to vote at the meeting.

7.11.4 Voting shall be by show of hands or by written ballot if so decided by the meeting concerned.

7.11.5 . The chairperson at any meeting shall have only one vote.

7.11.6 A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic, by invitation of the Chairperson.

7.11.7 Only paid up members may vote at members' meetings, unless the chairperson at that meeting condones non-payment for the purpose of voting.

ARTICLE 8 - POWERS OF THE ORGANIZATION

8. The Organization shall have all the powers necessary, in the opinion of the Board, to attain its objectives which powers shall be vested in the Board, and without limiting its general powers, may:

8.1. acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;

8.2. buy, sell, lend, exchange, insure, borrow, lease, and let assets;

8.3. employ, pay and indemnify administrative or educational staff, agents, and advisers of every description;

8.4. delegate any of its powers to such committee or person as it may deem fit;

8.5. engage in legal proceedings of every description and sue or be sued in its own name;

8.6. open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the Board;

8.7. indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of the Organization or who serves or has served, at the request of the Board as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.

8.8. do anything else necessary for the above and the furtherance of its objectives.

ARTICLE 9 - LIMITATION OF POWERS

Notwithstanding the above, the specific and implied powers of the Organization shall be limited as follows:

9.1. The activities of Organization will be wholly or mainly directed to the furtherance of

its sole or principal object;

9.2. The Organization shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;

9.3. Funds available for investment shall be invested only in:

9.3.1 one or more financial institutions as defined in the laws of the Kingdom of Eswatini.

9.3.2. securities listed on a licensed stock exchange as defined in the applicable laws of the Kingdom of Eswatini.;

9.3.4 a legally registered entity designed to house the Organization's investment portfolio;

9.3.5 business enterprises designed to provide a sustainable fund for the Organization

9.4. The Organization shall not make loans to any person.

ARTICLE 10 -NOTICES

10.1 A notice by the Organization to any member shall be regarded as validly given if it is either delivered personally to the member or mailed or sent by fax, or email to her registered address.

10.2. Members shall be responsible for notifying the Organization of any changes in their address.

ARTILCLE 11 -AMENDMENT OF THE CONSTITUTION

11.1. This Constitution may be revised or amended by two thirds (2/3) of the members of Board present at a Board meeting convened for the purpose.

11.2. The proposed amendment shall be included in the agenda. Notice of the proposed

amendment shall be given to each Board member twenty-one (21) days prior to the Board meeting at which the amendment shall be considered, unless every voting member waives notice.

11.3. A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of Organization. If any member objects she must inform the Board in writing, giving her reasons and suggested alternative, not later than seven (7) days before the meeting. If ten percent (10%) of members object in writing, the decision will be delayed to a general meeting. This provision shall not apply to formal amendments made by the Board to clarify or improve procedure, or to meet the requirements of the Eswatini Revenue Authority during the first year of operation of the Organization.

11.4. The amendment shall be reported to members at the following AGM and a copy of the amendments and the constitution shall be available for inspection. Copies of the amended constitution shall be available for members on payment of the specified fee, if any.

11.5. A special General Meeting of Members may be convened to review and amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than seventy-five percent (75%) of the members voting in person or proxy and by not less than forty (40) persons or by five percent (5%) of the membership, which ever be the greater.

11.6. Amendments to the Constitution shall be made available on the Organization's website where possible for access to the general membership.

ARTICLE 12 -INDEMNITY

12.1 The Organization shall be deemed to indemnify and hold each Board member and each office-bearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against her, whether individually and/ or jointly and severally, arising out of or in connection with the administration of the Organization, save and except where the claims and/or actions are caused by the personal willful bad faith or fraud of such office bearer.

ARTICLE 13 -DISPUTE RESOLUTION

13.1. In the event of any dispute arising out of the interpretation and application of this Constitution, the management of the Organization or such other incidental matters, the structure declaring the dispute shall notify the other in writing in a manner provided for under this constitution.

13.2. The notice of the dispute must in the minimum contain the following:

13.2.1. issues in dispute

13.2.2. the nature of the dispute - whether it is procedural or substantive

13.2.3. the period during which such issues pertained

13.2.4. whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Organization.

13.3. On receipt of the notice by the structure declaring a dispute, both structures must endeavour in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods.

13.4. If both structures do not agree within seven (7) days of receipt of the notice as to:

13.4.1. the dispute resolution method and procedure to be adopted;

13.4.2. the timetable for all steps in those procedures;

13.4.3. the selection and compensation of independent person/s required to conduct the alternative dispute resolution;

Then arbitrator will be appointed at the request of any Party to the dispute by the Chairperson for the time being of the Law Society of Eswatini.

13.4.4 The decision of the arbitrator will be final and binding on the Parties to the dispute and may be made an order of any court to whose jurisdiction the Parties are subject at the instance of any of the Parties to the dispute.

13.4.5 The Arbitrator shall be entitled to adopt any rules he may deem fit for the proceedings.

ARTICLE 14 -DISSOLUTION

14.1. Provided that two thirds (2/3) of the members present in person or by proxy and entitled to vote so agree at a general meeting of members duly called for that purpose:

14.1.1. The Organization may be dissolved, or

14.1.2 The Organization may resolve to amalgamate and merge with one or more similar

Organization (s) with aims which are substantially similar to those of the Organization, in such manner as the members present at the meeting deem fit, in order to establish a new organization which will generally benefit the elderly and child headed families.

14.2 On passing a resolution to amalgamate and merge:

14.2.1 an interim committee with the power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure. The election of a new board shall not be necessary;

14.2.2. the interim committee shall have power to exercise all the powers of Board and power to do all things necessary to effect such amalgamation, including the amalgamation of branches, and to determine the date upon which assets and liabilities of the Organization shall be vested in such new organization and when the Organization shall cease to exist. The interim committee shall have power to register all assets of the Organization in the name of the new organization, and to substitute the new organization as debtor in regard to any one or more debts and contingent liabilities and obligations of the Organization.

14.2.3. a new board shall be elected to replace the interim committee not later than the first subsequent annual general meeting of the Organization resulting from the merger (referred to as the “new organization”) as the case may be.

14.2.4. any surplus assets after the liabilities have been met shall vest in the new organization.

14.3. On dissolution and winding up:

14.3.1. an interim committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies.

14.3.2. all assets shall be sold and liabilities discharged.

14.3.3. any surplus after the liabilities have been met shall be donated to an organization with similar aims to those of the Organization which is itself exempt from the payment of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of the Organization is decided.

ARTICLE 15 - SUPREMACY OF THE CONSTITUTION

15.1 This Constitution shall supersede any other document that regulates the conduct of members, their relationship or purports to confer authority to UNITED ESWATINI DIASPORA or any structure falling under or formed by UNITED ESWATINI DIASPORA.

15.2 This Constitution shall bind the Board and all other structures established by UNITED ESWATINI DIASPORA whether under this Constitution or any document purporting to confer such authority.

**APPROVED BY THE BOARD AT MBABANE ON THIS THE _____ DAY
OF _____ 20_____**

CHAIRPERSON

SECRETARY