

NATIONAL WRITERS ASSOCIATION OF ZAMBIA CONSTITUTION

Constitution of the National Writers Association of Zambia

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PART I
PRELIMINARY

- Title
1. This Constitution shall be cited as the National Writers Association of Zambia Constitution.
- Interpretation
2. In this Constitution, unless the context otherwise requires -
- “Association” means National Writers Association of Zambia;
- “Committee” means the NATIONAL WRITERS ASSOCIATION OF ZAMBIA Executive Committee established in Clause 5;
- “Chairperson” means the Chairperson of the Committee, elected under clauses 5 and 24;
- “ordinary resolution” means a resolution passed by more than half of the votes cast by the members present at a meeting duly convened and held;
- “Secretary” means the Secretary of the Committee elected under clauses 5 and 24; and

“Association” means the NATIONAL WRITERS ASSOCIATION OF ZAMBIA established under Clause 3;

Name and
Registered Office

2. The name of the Association shall be the Zambia National Association of Writers and its registered office shall be at xxxxxx District in the xxxxx Province of the Republic of Zambia.

Objectives of
Association

4. The objectives of the Association are to-
- (a) promote the development of literature in the country both in the official and local languages by empowering members with relevant knowledge, skills, networking opportunities, marketing platforms and linkages;
 - (b) provide advocacy for writers on all matters affecting the profession – provide a voice to advance their interests;
 - (c) provide an interface between writers and relevant bodies such as government, government agencies, local and international cooperating partners; and
 - (d) foster and maintain professional integration and cooperation among members in order to promote a strong writing community for the realisation of mutually beneficial interactional goals.

- (e) identify, nurture, develop and promote young writing talent by working with schools and youth organisations

PART II

EXECUTIVE COMMITTEE OF ASSOCIATION

Establishment of
Committee

5. (1) There is hereby established the National Writers Association of Zambia Executive Committee which shall consist of the following members:

- (a) Chairperson;
- (b) Vice Chairperson
- (c) Secretary;
- (d) Vice-Secretary;
- (e) Treasurer;
- (f) Vice-Treasurer
- (g) 2 Committee Members;
- (h) 10 Provincial Representatives drawn from all the provinces of Zambia; and
- (i) The immediate past Chairperson of the Committee, who shall be an ex-officio member.

Duties of
Committee
members

(2) The Committee members referred to in items (a) to (g) shall be elected by secret ballot at a general meeting of the Association.

(3) Provincial Representatives shall be elected from their respective provinces by the members in those areas.

6. (1) The duties of the Committee members shall be as follows:

(a) The Chairperson shall be responsible for-

(i) directing, controlling and monitoring all activities of the Committee and Association, and ensure the attainment of the Association's objectives as outlined in Clause 4; and

(ii) presiding over meetings of the Committee and Association.

(b) The Vice-Chairperson shall deputise the Chairperson in all responsibilities outlined in (a) above, and shall act as Chairperson in the absence of the incumbent or by delegated authority of the same

(c) The Secretary shall be responsible for-

(i) taking and maintaining minutes of the Committee and Association meetings;

(ii) dealing with all matters of correspondence for the Committee and Association; and

(iii) keeping all records of the Association

(d) The Vice-Secretary shall deputise the Secretary, performing duties of that office in the absence of

the Secretary, or when delegated to do so, as applicable, as well as any other duties required to fulfil functions of The Secretariat

- (e) The Treasurer shall be responsible for-
 - (i) collecting and being the custodian of Association funds;
 - (ii) maintaining proper records of receipts and expenses;
 - (iii) preparing monthly accounts and annual financial reports, including the balance sheet, receipt and expenditure Account; and
 - (iv) keeping an up-to date record of all National Writers Association of Zambia assets

- (f) The Vice-Treasurer shall deputise the Treasurer, performing duties of that office in the absence of the Treasurer, or when delegated to do so, as applicable, as well as any other duties required to fulfil functions of The Treasury

- (g) A Provincial Representative shall be responsible for-
 - (i) coordinating all activities of the Association at provincial level; and
 - (ii) presiding over provincial meetings;

- (h) Committee members shall provide an advisory role across portfolios and be called upon from time to time to discharge specific roles in sub-committees or projects set up by The Committee; and

(i) The immediate past Chairperson shall be responsible for providing advice and information on activities of the Association when that immediate past Chairperson was Chairperson.

(2) The Spokesperson of the Association shall be the Chairperson, and in the absence of the Chairperson, The Vice Chairperson, or in the absence of both, the Secretary or such other committee member as The Committee shall appoint in the event of all three being unavailable.

Tenure of office
and vacancy

7. (1) A Committee member shall hold office for a period of three years and may be re-elected for a further term of three years.

(2) The office of a Committee member shall become vacant-

(a) upon the death of the member;

(b) upon expiry of three months after notice of intention to resign has been given by the member;

(c) if the member is absent, without reasonable excuse, from three consecutive meetings of the Committee, of which that member has had notice;

(d) if the member is removed by a two-thirds majority vote of the Committee on grounds of indiscipline or incompetence;

(e) if the member misappropriates, mismanages or embezzles funds of the Association;

(f) if the member develops a mental disability which makes the member unable to exercise the functions of office; or

(g) if the member ceases to be a member of the Association in accordance with clause Nineteen.

(3) The Committee shall, where the office of a Committee member becomes vacant before the expiry of the term of office of the member, appoint another person from the Association in place of the member who vacates office, and such person shall hold office for the remainder of the term.

(4) Subject to the other provisions of this Constitution, a Committee member shall, on the expiration of the period for which the member is elected, continue to hold office until another member is elected to succeed that member.

Proceedings of
Committee

8. (1) Subject to the other provisions of this Constitution, the Committee may regulate its own procedure.

(2) The Committee shall meet for the transaction of business, at least once in every month at such places and at such times as the Chairperson may determine, or virtually.

(3) Upon giving notice of not less than three days, a meeting of the Committee may be called by the Chairperson and shall be called if not less than one-third of the members so request in writing:

Provided that if the urgency of any particular matter does not permit the giving of such notice, a

special meeting may be called upon giving a shorter notice.

(4) The quorum at any meeting of the Committee shall be half of the members of the Committee.

(5) Where the Chairperson is absent, the members shall elect a member amongst themselves to be Chairperson for purposes of that particular meeting.

(5) A decision of the Committee on any question shall be by a majority of the members present and voting at the meeting and, in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to that person's deliberative vote.

(6) The Committee may invite any person, whose presence is in its opinion desirable, to attend and to participate in the deliberation of a meeting of the Committee but such person shall have not vote.

(7) The validity of any proceedings, act or decision of the Committee shall not be affected by any vacancy in the membership of the Committee or by any defect in the election of any member or by reason that any person not entitled to do so took part in the proceedings.

(8) The Committee shall cause to be kept minutes of the proceedings of every meeting of the Committee and every meeting of any Sub-committee established by the Committee.

Sub-Committees

9. (1) The Committee may, for the purpose of

fulfilling the Association's objectives, establish sub-committees and delegate to any such sub-committee such functions as it considers fit.

(2) The Committee may appoint as members of a sub-committee established under sub-clause (1), persons who are or are not members of the Committee and such persons shall hold office for such period as the Committee may determine.

(3) Notwithstanding the generality of sub-clause (1), the Finance sub-committee shall be a standing sub-committee of the Committee.

(4) Every Sub-committee established under this Constitution shall be subject to the general or specific direction of the Committee.

Disclosure of interest

10. (1) If a member is present at a meeting of the Committee or any Sub-committee at which any matter is the subject of consideration and in which matter the member or the member's spouse is directly or indirectly interested in a private capacity, the member shall, as soon as practical after the commencement of the meeting, disclose that interest and shall not take part in any consideration or discussion of, or vote on, any question relating to that matter.

(2) A disclosure of interest made under sub-clause (1) shall be recorded in the minutes of the meeting at which it is made.

PART III
MEMBERSHIP

Members of
Association

11. (1) A member of the Association shall be every person that applies for membership and is duly granted the said membership upon payment of prescribed annual subscription.

(2) The Committee may appoint a person who does not meet the qualifications in sub-clause (1) to be a member of the Association if the Committee is satisfied that the person is willing and capable of making significant contributions to the achievement of the Association's objectives.

12. (1) Subject to the provisions of this Constitution, a member of the Association is entitled to participate in the affairs of the Association by way of-

- (a) attending, speaking and voting in general and extraordinary meetings of the Association;
- (b) standing for elections in the Committee; and
- (c) speaking on, or calling the attention of the Committee on, any issue affecting the zone where the member resides or the Complex generally.

Rights of
members

(2) Despite sub-clause (1) (b), a person who is appointed as a member of the Association under sub-clause (3) of Clause Eleven is disqualified to stand for elections to the Executive Committee.

13. (1) The Committee shall establish and maintain a Register of members of the Association in which shall be entered particulars of members and such other matters affecting membership to the Association as the Committee shall consider necessary.

(2) The Register may be established in non-electronic or electronic form or partly in electronic form.

Register of members

14. (1) Every member shall pay such subscription as shall be agreed at a general meeting of the Association.

(2) The Treasurer shall, on receipt of the moneys in sub-clause (1), issue a receipt to such paid up member.

(3) The moneys collected from the members' contributions shall be deposited in a bank account agreed upon by the Committee and shall be used towards operations and general welfare of the Association.

Members' contributions

(4) The signatories to the bank account shall be the Chairperson and Treasurer (Panel 1); Secretary and Committee Member (Panel 2). Any two may authorise payments provided they are not from the same panel.

15.(1) The Committee shall set out, and the Association shall adopt, a Code of Ethics for members of the Association which shall bind all Association members.

Discipline

(2) Members shall, except in relation to criminal offences, endeavour to resolve all disputes or differences arising between or amongst them through the Committee before involving outside stakeholders.

(3) A member who has reason to believe that another member has contravened the Code of Ethics, acted in a manner prejudicial to the well-being of the Association or acted against any directives

of the Committee may lodge a complaint in writing to the Committee.

(4) A disciplinary action may be initiated by the Committee where it has reasonable grounds to believe that a member of the Association has contravened the Code of Ethics, acted in a manner prejudicial to the well-being of the Association or acted

against any directives of the Committee.

(5) The Committee shall settle all cases of misconduct before it in accordance with the Code of Ethics.

16. (1) Members shall attend meetings of the Association when convened.

(2) Subject to the provisions of this constitution, the chairperson may, where in the opinion of the chairperson it is impracticable to physically hold a meeting, direct that the meeting be held via electronic means.

Types of Meetings

(3) A general meeting of the Association may be called by the Chairperson whenever there is a matter which, in the opinion of the Committee, requires broad consultation or consensus.

(4) An extraordinary general meeting shall be convened if not less than 50% of members make a requisition in writing for the meeting to be held.

(5) The requisition made under sub-clause (4) shall-

(a) state the nature of the business to be transacted at the meeting; and

(b) be signed by all the members making the requisition.

Quorum

(6) The quorum for transacting business at a general meeting or extraordinary general meeting shall be 50% of members.

(7) If the quorum is not met within 30 minutes of convening a meeting, such meeting shall be postponed to the same day and time the following week, and at such postponed meeting whatever number in attendance shall form a quorum.

(8) Provincial Representatives may, with the consent of The Secretary, convene provincial meetings, from time to time, within their provinces to address specific issues affecting those zones.

17. (1) Subject to the provisions of this Constitution, a notice of a meeting shall be given not less than-

(a) Fourteen days, in the case of a general meeting or extraordinary general meeting; or

(b) seven days, in the case of a provincial meeting;

Length of Notice
for convening
meeting

And not more than fifty days before the meeting is held.

(2) A notice with a shorter period than that required in Sub-clause (1) may be given if it is so agreed by the majority of the members of the Association or province, as the case may be.

Resolutions

18. (1) Decisions at all meetings of the Association shall, subject to clause Twenty-five and Twenty-six, be by ordinary resolution.

(2) All members shall be bound by resolutions passed at duly convened meetings of the Association.

Cessation of membership

19. A person shall cease to be a member upon-

(a) the death of that member;

(b) expiry of membership subscription

(c) revocation of the appointment where the member was appointed under Sub-clause (3) of Clause Eleven.

PART IV TRUSTEES

Nomination of Trustees

20. (1) There shall be three (3) Trustees of NWAZ.

(2) Candidates for nominations as Trustees shall be Zambian citizens of good standing in society who subscribe to the aims and objectives of NWAZ and whose training and experience will add value to its programmes and work.

(3) Candidates to fill a vacancy for the position of Trustee shall be nominated by a bona fide member. Names and curriculum vitae (CV) of candidates will be forwarded to the Secretariat at least sixty (60) days before the Annual

General Meeting (AGM) at which elections to fill a vacancy for the position of Trustee are to be held.

The Secretariat will then circulate in advance the name(s) and CV(s) of all nominated candidates to members attending the AGM.

(4) The meeting will vote on the acceptance or non-acceptance of a candidate as a Trustee.

Where there are more than one candidate for a position of Trustee, the candidate receiving the highest number of votes shall be declared the winner.

Tenure of office
and vacancy

21(1) A trustee shall hold office for three (3) years.

(2) A person shall cease to hold office of Trustee if:

(a) He or she resigns.

(b) He or she dies.

(c) He or she is incapacitated.

(d) He or she is convicted of a felony.

(e) He or she is declared bankrupt by a court of competent jurisdiction.

(f) He or she is declared unfit to hold office of Trustee by a two-third ($\frac{2}{3}$) majority vote of members attending a duly convened AGM provided that the person in question shall have had an opportunity upon notice of at least thirty (30) days to show cause to the AGM why trusteeship should not be terminated as provided in this section.

(6) Trustees will meet at such times as they will determine themselves, but at least twice in a year. At such meeting, they will choose their own chairperson and prescribe their own rules to govern the conduct of the meeting.

Funding of
Association

PART V
FINANCIAL PROVISIONS

Financial year

22. (1) The Association shall be funded by such monies
As shall be paid to the Association from member
contributions or raised through fundraising ventures.
(2) The Association may accept moneys by way of grants
or donations from any source in or outside Zambia.

Accounts and
audits

23. The financial year of the Association shall be the
period of twelve months ending on 31st December in each
year.

Annual Report

- 24.(1) The Association shall cause proper accounts to be
kept of its assets and liabilities and of its income
and expenditure for each financial year.
(2) The accounts of the Association for each financial
year shall be audited by one or more persons who
publicly carry on the profession of accountants in
Zambia, and who shall be appointed auditors by the
Committee.
(3) The auditor's fees shall be paid by the Association

25(1) As soon as practical, but not later than one
hundred and eighty days after the end of the financial year,
the Committee shall submit to the Association a report
concerning its activities during the financial year.

(2) The report referred to in sub-clause (1), shall include information on the financial affairs of the Association and there shall be appended to the report—

(a) audited financial statements; and

(b) such other information as the Association may require.

Elections

PART VI

MISCELLANEOUS PROVISIONS

26. (1) All elections shall be by secret ballot and shall be conducted by an ad hoc Elections Sub-committee.

(2) All members, including Committee members, shall be entitled, in writing, to propose and second another member as candidate for an election to the Committee.

Provided that where the elections are with respect to the position of Provincial Representative, only those members within a particular province may nominate a candidate.

(3) Notwithstanding Sub-clause (3), a member nominated for election shall only be eligible to contest that election if the member accepts the nomination in writing.

(4) The nomination and Acceptance forms shall be in the manner and form set out by the Committee and shall be

Dissolution

advertised, physically on notice boards or electronically, fourteen days before an election.

(5) Voting shall be strictly on the basis of one member one vote.

Amendment of
Constitution

27. The Association may be dissolved upon the recommendation of the Committee provided the recommendation is supported by a Special Resolution of all registered members of the Association entitled to vote.

28. No amendment to this Constitution shall be valid unless any proposed amendment is-

- (a) in writing and circulated to all members by the Secretary not less than fourteen days before consideration;
- (b) tabled and voted on at a meeting of the Association; and
- (c) supported by not less than Seventy-Five percent of members present at the meeting where it is being considered.

Only a bona-fide member of the Association is eligible to submit a constitution amendment proposal.

