**CONSTITUTION**

**OF**

**ANIMAL LEARNING CENTRE**

**ANIMAL LEARNING CENTRE CONSTITUTION**

**ARTICLE 1 NAME**

* 1. The name of the Institution shall be **“Animal Learning Centre”** herein referred to as “The Institution”
  2. The Institution shall be a body corporate, with perpetual succession, having an existence separate from its members and capable of suing and being sued and holding property apart from its members.

**ARTICLE 2 OBJECTS OF THE INSTITUTION**

2.1 The objects of the institution shall be to provide a school for the education of individuals interested in animal education. The purpose is to provide such tuition and facilities in academic, agricultural, sporting and general education pursuits as is considered best suited for the needs of such individuals, having regard to the national education policies in Zimbabwe.

**ARTICLE 3** **TRUSTEES**

3.1 There shall be three Trustees in whom shall vest the property, movable and immovable, of the Institution.

3.2 The Trustees shall be elected at a general meeting.

3.3 The office of a Trustee shall become vacant if

a. he/she dies or resigns from office, or

b. he/she ceases to be ordinarily resident within Zimbabwe; or

c. he/she is removed from office by a resolution passed by the affirmative votes of not less than two-thirds of the voting powers of members of the institution present at a general meeting convened for the purpose of considering his/her fitness to remain a Trustees; or

d. he/she becomes insolvent or makes an arrangement or composition with his/her creditors generally; or

e. he/she has for more than six months been absent from meeting of the Trustees without the leave of the other two Trustees.

3.4 Whenever there is a vacancy in the office of Trustee, the remaining Trustees shall, within sixty (60) days of the vacancy arising by unanimous decision appoint a Trustee to hold office for a period not to exceed the date of the next Annual General Meeting, at which meeting a Trustee shall be elected in accordance with clause 3.2

**ARTICLE 4** **POWERS OF TRUSTEES**

4.1 The Trustees shall have power to do all or any of the following on behalf of the Institution:

1. to acquire, establish and construct buildings and other premises necessary or convenient for the carrying out of the objects of the Institution and, for that purpose, to buy, take on lease or in exchange, hire or otherwise acquire immovable property and interests therein and rights over the same and concessions, grants, rights, powers and privileges in respect thereof;
2. to provide accommodation for pupils and teachers at the Institution;
3. to construct or to buy, take in exchange, hire or otherwise acquire movable property necessary or convenient for the carrying out of the objects of the Institution or the exercise of the powers of the Trustees or of the Board;
4. to maintain, alter or improve the property of the Institution;
5. to sell, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any property of the Institution;
6. to invest moneys of the Institution and to vary or realize any such investment;
7. to borrow or raise money on loan, with or without security;
8. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, securities and other negotiable and transferable instruments;
9. to ensure against losses, damages, risks and liabilities which the Institution may incur;
10. to make contracts and to enter into suretyships or give guarantees and to modify or rescind such contracts, suretyships or guarantees;
11. to grant such scholarships or bursaries as they consider to be in the interest of the pupils attending the Institution;
12. to make subscriptions or donations to charitable, or benevolent funds or organizations;
13. to fix the fees that shall be payable for tuition, boarding or any other facilities provided at the Institution and to remit all or part of such fees in deserving cases;
14. generally, to do all such things as are incidental or conducive to the carrying out of the objects of the Institution, whether similar to any power specified in paragraphs (a) to (m) or not, or are incidental to the powers specified in this section or which are calculated, directly or indirectly, to protect or enhance the value of or to develop the Institution or the property of the Institution.

**ARTICLE 5** **MEETINGS OF TRUSTEES**

5.1 Meetings of the Trustees shall be held whenever the Trustees so decide and the procedure at any such meeting shall be as determined by them.

5.2 A quorum at any meeting of the Trustees shall be two.

5.3 All matters considered at a meeting of the Trustees shall be decided by a majority of votes of the Trustees.

5.4 Minutes of the proceedings of every meeting of the Trustees shall be kept by a person appointed by the Trustees for that purpose, and a fair copy of the minutes shall be retained in a book or books provided for that purpose and signed by one of the Trustees at a subsequent meeting.

**ARTICLE 6** **THE SECRETARY AND TREASURER**

6.1 The Trustees shall appoint, as it sees fit, a Secretary and a Treasurer on such terms and conditions as it considers fit and shall fill any vacancy in such appointment. The duties of the Secretary and Treasurer shall be as fixed by the Trustees from time to time.

**ARTICLE 7 VALIDITY OF DECISIONS AND ACTS OF TRUSTEES**

7.1 No decision or act of the Trustees, or act done under the authority thereof, shall be invalid by reason only of the fact that: -

1. the Trustees, did not consist of the number of persons for which provision is made in this Constitution; or
2. a person disqualified in terms of this Constitution sat or acted as a Trustee, at the time the decision was taken or the act was done or authorized.

**ARTICLE 8 PRINCIPAL**

8.1 The Principal shall carry out his/her duties and responsibilities with minimum intervention from the Trustees, and in doing so will

1. ensure that the Institution admission criteria are observed, viz. no individual shall be refused admission on the basis of race, colour or religious affiliation.
2. The principal shall draw up a disciplinary code for pupils of the Institution, and the Trustees shall ensure that such a code is in place.
3. The principal shall be responsible for the employment of all staff members, and be responsible for operating of the Institution in an effective and proper manner.

**ARTICLE 9 PRINCIPAL**

9.1 APPLICATION FOR MEMBERSHIP

1. An application for membership of the Institution shall be in writing upon the form prescribed and shall be made by any individual affiliated to the institution, together with payment of the prescribed fee as may be laid down from time to time by the Trustees.
2. Upon receipt of the prescribed application and prescribed payment, the Trustees shall cause the name of the Applicant to be entered into a book kept for such purpose, whereupon such Applicant shall be considered to be a member of the Institution.
3. Where the Applicant is a body corporate and not an individual, the Application shall clearly specify the object of such Application
4. Any contribution received in terms of this clause shall be considered an out and out and unsolicited gift, and shall not be refundable to any contributor, except an exceptional cause shown and approved and agreed by the trustees.
5. A member shall not cede or transfer his rights as a member without the consent and approval of the Trustees being first had and obtained. In the event of the Trustees consenting to the cession or transfer of membership, it shall be upon such terms and conditions as may be imposed by the Trustees which terms and conditions shall not confer any greater rights upon the Transferee than those held by the Transferor.

9.2 Board of Members

1. At least 3 and not later than 7 members shall be elected and constitute the board of members.
2. The board of members shall be responsible for the management of all activities relating to the members.

Termination of Membership

1. The Board of members, may expel or require any Member to resign from the Institution on the grounds that such Member has, in its opinion, acted in such a manner as to bring the Institution into disrepute or has acted contrary to the interests of the Institution.
2. A member shall cease to be a Member of the Institution on the happening of one or more of the following events: -
3. the expiry of a period of twenty years from the date upon which such Member's membership commenced,
4. the death of a member
5. the resignation or expulsion of the Member in terms of this Constitution
6. on the happening of any other event set out in this Constitution, requiring such person to cease being a member.

**ARTICLE 10 FINANCE**

10.1 The funds of the Institution shall, immediately upon receipt, be banked in the name of the Institution.

10.2 All cheques on or withdrawals or transfers from an account of the Institution shall be signed by at least two persons authorized by the Trustees, as the case may be.

10.3 The Trustees shall cause true accounts to be kept of all moneys received, invested and expended by the Institution and the matters in respect of which such receipts, investments and expenditure take place and of the assets, credits and liabilities of the Institution.

10.4 The financial year of the Institution shall terminate on the 31st December of every year.

10.5 A balance sheet and income and expenditure account in respect of each financial year of the Institution shall be prepared by the Treasurer and audited by the auditors of the Institution.

**ARTICLE 11 ANNUAL GENERAL MEETING**

11.1 Once in each calendar year, before 30th June thereof, there shall be held a general meeting of members of the Institution.

11.2 The place, date and time of the annual general meeting shall be fixed by the Board.

11.3 The business to be conducted at an annual general meeting shall consist of: -

1. the confirmation of the minutes of the previous general meeting;
2. the Chairman's annual report;
3. the financial report and presentation of accounts;
4. the election of the board of members
5. the appointment of auditors
6. any other business of which due notice has been given.
7. with the consent of the meeting, any other business.

11.4 Notice of the place, date and time of the annual general meeting shall be sent to the last known address of each member at least twenty-one days prior to the meeting and such notice shall include an agenda for the meeting. The omission to send such notice to a member shall not, per se, affect validity of the meeting.

11.5 Notice of any resolution to be proposed by a member or of any special business to be discussed at the annual general meeting shall be lodged with the Secretary at least twenty-one days before the date fixed for such meeting.

**ARTICLE 12 SPECIAL GENERAL MEETINGS**

12.1 A special general meeting of members shall be held when convened or requisitioned, as the case may be, by: -

1. the Chairman; or
2. a majority of the board members; or
3. the Secretary in response to a requisition for such meeting signed by not less than two Trustees.

12.2 Every requisition for a special general meeting shall specify the objects of the meeting and shall be deposited with the Secretary. Should the Secretary fail or neglect, for seven days after such deposit to convene a special general meeting to be held within twenty­ one days of such deposit, the members who made such requisition may, at any time within two months after such deposit, themselves convene a special general meeting for the purpose of considering the business specified in such requisition.

12.3 Notice of every special general meeting shall be sent to every member by the Secretary or other convenors of such meeting at least twenty-one days prior to the day fixed for the holding of the meeting and shall state the place, date and time of the meeting and the business for which it is called. The Board may, however, in the case of urgency, or special emergency, as to which it shall be the sole judge, convene a special general meeting at shorter notice than that specified above.

12.4 No business shall be transacted at a special general meeting other than the business for which such meeting has been specially called.

**ARTICLE 13 PROVISIONS COMMON TO ALL GENERAL MEETINGS**

13.1 The quorum for all general meetings shall be at least 60% of the total number of members.

13.2 If, on any day appointed for the holding of any general meeting, there is no quorum within fifteen minutes of the time appointed for the meeting, no business shall be dealt with or transacted and the meeting shall stand adjourned, and shall be held seven days later at the same place and time of day. At such adjourned meeting those members present shall form a quorum and the meeting shall proceed to business

Provided, however, that: -

1. if such meeting is a special general meeting convened by requisitionists and there is no quorum present at the adjourned meeting, no business shall be dealt with or transacted thereat and the meeting shall be considered dissolved; and
2. if any day to which general meeting is adjourned is a public holiday, the meeting shall be held on the first succeeding day thereafter not being a public holiday, Saturday or Sunday.

13.3 Any general meeting at which such a quorum is present may be adjourned to such time and place as may be decided at the meeting.

13.4 No business shall be transacted at an adjourned general meeting other than the business which was competent to be considered and was not considered, or was uncompleted, at the meeting which was adjourned.

13.5 At any such meeting a member shall have one. All questions discussed at general meetings shall be decided by a majority of votes cast by members present in person. In the event of an equality of votes, the Chairman shall have a second or casting vote in addition to his deliberate vote.

13.6 At all general meetings, the Chairman of the Board, or if he is not present, the Vice­ Chairman of the Board shall preside and in the absence of both the Chairman and Vice­ Chairman, then one of the Trustees, shall preside over the meeting.

**ARTICLE 14 NDEMNITY**

14.1 The Trustees and the Board shall be and they are hereby indemnified from and against all losses, charges, costs, damages, and all and every other expense and liability which they may incur in the exercise or performance, or purported exercise or performance, or the omission to exercise or perform, any power or duty conferred or imposed on them or on the Board, or a committee, by or in terms of this Constitution unless the act or omission to act in question was in bad faith or grossly negligent. In addition, none of the Trustees or Board shall be held answerable or deemed to be in any way responsible for any act or default of the one or the other of them, or for any deficiency of title or security whatsoever taken from the Board.

**ARTICLE 15 LEGAL PROCEEDINGS**

15.1 In any legal Proceedings, the Institution shall be represented by the trustees for the time being who shall have power to institute and defend any legal proceedings on behalf of the Institution. The trustees may abandon, compromise or settle any action by or against the Institution.

**ARTICLE 16 DISSOLUTION OF THE INSTITUTION**

16.1 If at any special general meeting at which there is present in person not less than one­ quarter of the members of the Institution, a resolution for the dissolution of the Institution has been passed by the affirmative votes of not less than two-thirds of the voting power of the members present thereat, the Board shall send a notice to every member advising him/her of such resolution.

16.2 Each member shall be entitled to vote in favour of or against the resolution and shall have such number of votes as he would be entitled to at a general meeting.

16.3 The notice in terms of subsection (1) hereof, shall inform the member of the number of votes he is entitled to cast and shall specify a date, being not less than fourteen days from the date on which the notice is sent, within which his votes must be returned to the Board.

16.4 If, after the date specified in the notice in terms of subsection (3), more than fifty per centum of the votes received by the Board are in favour of the resolution, the Trustees shall proceed to wind up the Institution.

**ARTICLE 17 AMENDMENT OF THIS CONSTITUTION**

17.1 Any of the provisions of this Constitution, may be added to, replaced and substituted, or amended by resolution at any general meeting, if such resolution or a substantially similar resolution appeared on the agenda relating to the meeting, and the resolution has been passed by the affirmative votes of not less than two-thirds of the voting power of members present at such meetings.