

**THE CONSTITUTION
OF
THE KALAHARI CONSERVATION SOCIETY**

1. NAME OF THE SOCIETY

The name of the Society shall be The Kalahari Conservation Society.

2. CONSTITUTION

The provisions herein contained shall be known as the Constitution of the Society, which provisions may only be amended by a two-thirds majority of those members present and voting at an Annual General or Special General meeting of members, provided that the precise terms of any proposed alteration shall be set out in the notices convening the meeting.

3. LEGAL POSITION OF THE SOCIETY

- a) the Society is a body corporate being an association not for gain for and by members of the Society;
- b) the Society is liable only for its own debts and any assistance granted to any person or body, whether corporate or incorporate, shall not render it liable for the debts of such person or body;
- c) the Society may sue or be sued in its own name;
- d) the Society be capable of owning immovable and movable property in its own name, apart from and separate to its members;
- e) the Society shall exist apart from its members who shall not be responsible for its debts.

4. OBJECTS OF THE SOCIETY

The objects of the Society are:

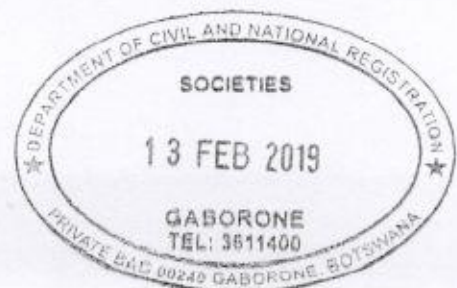
- a) the promotion of the conservation of the natural environment of Botswana, which shall include flora and fauna;



- b) the promotion, sponsorship and the conducting of research into flora and fauna and its management, conservation, population dynamics movement, behaviour and the relationship between species and their habitats;
- c) to make recommendations to any person in any forum in respect of the aforementioned;
- d) to act as a repository for information on all aspects of the aforementioned and disseminate such information by all available and practical means;
- e) to carry out, promote and/or sponsor education in conservation of the natural environment and the value thereof;
- f) to negotiate, cause to be pursued by members, and monitor agreements, legislation, regulations, bye-laws, licensing procedures and other activities which are related to the objects of the Society;
- g) to carry on any trade or business whatsoever which can, in the opinion of the Board ("Board" in this constitution meaning the Board in terms of clause 6 below), be advantageously carried on to raise funds for use in carrying out and implementing the objects of the Society.

The purpose of and objects of the Society shall be pursued through:

- i. the holding of meetings to be addressed by a member or guest upon some subject within the scope of the Society's interest;
- ii. the arrangement of occasional conferences and/or exhibitions;
- iii. the funding of researchers in the fields of environmental conservation, and in particular, in natural resource (flora and fauna) utilization;
- iv. the publications of writings about environmental conservation within Botswana either by the Society or through existing journals and occasional papers series;



- v. the collection and acceptance of subscriptions, donations, bequests, endowments and benefits of any nature from any source whatsoever to be used for the advancement of the Society's objects; and
- vi. any other activities as may be considered necessary or expedient in the furtherance of the interests of the Society and the objects for which it was formed.

5. MEMBERSHIP

- a) The Society may consist of different categories of membership as determined by the Board from time to time;
- b) Membership shall be available to any person (for purposes of this clause "person" shall include bodies corporate such as companies) upon application to the Society, provided that the Board may refuse membership to any person where the Board in its absolute discretion. Any person aggrieved by such a decision of the Board shall upon application to the Chief Executive Officer in writing, be entitled to have the question of his/her membership put to the vote at the Annual General Meeting following the refusal of his/her application;
- c) Where a person is advised by the Society that his/her application for membership of the Society has been received and accepted that person shall on payment of the subscription Fee as determined by the Board, immediately;
 - i. become entitled to the benefits and privileges of membership of the Society;
 - ii. be bound by this Constitution.
- f) The subscription fees shall be determined by the Board provided that any resolution on this matter approved by a General or Special Meeting shall be binding on the Board;
- g) Subscriptions shall be due and payable on 1st January each year. If any member fails to pay his/her subscription within a month of it falling due and payable, the Society shall immediately notify him/her of non-payment and if the sum



is not paid within 14 days of such notification, the member shall cease to be a member of the Society, unless he/she explains his/her default to the pleasure and satisfaction of the Board in its absolute discretion;

- h) Honorary membership of the Society may be granted by the Board to any member who has devoted outstanding service to the Society, or to any person prominent in the national life of Botswana;
- i) The Board is empowered to confer the honorary titles of:
 - a. a Patron;
 - b. Honorary President;on persons who in the Board's view will provide the necessary support to and enhance the stature of the Society in those capacities. The roles and responsibilities of the Patron and Honorary President shall be determined by the Board;
- j) Honorary membership may be extended for any such period as may be decided at the time of election.

6. BOARD

- a) The Society shall have a Board being fully paid up members and shall be constituted as follows:
 - i. Chairperson;
 - ii. Vice Chairperson;
 - iii. Treasurer;
 - iv. Secretary;
 - v. Legal Advisor;
 - vi. Not more than 5 additional members.
- b) At each Annual General Meeting at least one third of the Board shall retire. Those retiring shall be those who



voluntarily retire and do not seek re-election and those who have served longest on the since date of their last election. In the event of the number of voluntarily retiring members (who have served the same length of time) exceeding one third of the additional members of the Board, then the retirement of those Board members who have served the longest shall be determined alphabetically;

- c) The Board members retiring by reason of rotation shall be eligible for re-election;
- d) Nominations for positions in the Board shall be submitted in writing to the Chief Executive Officer at least ten (10) days prior to the date of the meeting.

The nomination shall state:

- i. the name of the member, who shall have paid all subscriptions due and payable to date;
 - ii. the position on the Board for which he is nominated;
 - iii. the curriculum vitae of the nominee which the proposer and seconder believes qualifies the nominee for the position;
- e) The nomination shall be made by a proposer and a seconder, both of whom shall be fully paid up members and contain the written consent of the nominee to accept the position on the Board for which he is nominated;
 - f) The Board shall have power to fill any vacancy, which may occur in the Board itself during its term of office provided that any such appointment made in terms of this section shall be ratified at the next Annual General following the appointment;
 - g) Board meetings shall be convened by the Chairperson, or in his/her absence the Chief Executive, who shall be obliged to convene a meeting upon receipt of a demand in writing from four members of the Board, such meeting to be held within ten days of the receipt of the demand.



There shall be not less than one meeting every three months.

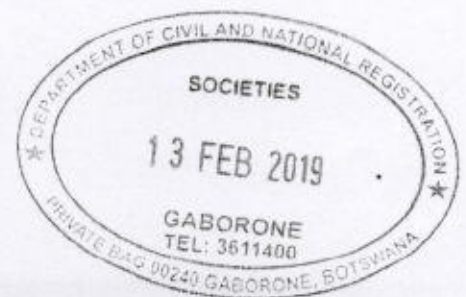
- h) A quorum of the Board shall be fifty percent of the Board. The Board shall prescribe procedures for meetings of the Committee, provided that the Secretary shall take a minute of any meeting or delegate another member of the Board or a member of staff of the Society to do so in his/her stead.
- i) If a Board member is absent for three consecutive meetings or a total of three meetings in a calendar year, that Board member shall be deemed to be in breach of their obligations and liable to be removed from the Board.

7. MANAGEMENT OF THE SOCIETY

- a) All the business of the Society and its affairs shall be managed and controlled by the Board. The Board shall have full power and authority to carry out the objects of the Society, except where such powers are expressly reserved to a Annual General or Special General meeting;
- b) The Board shall appoint a Chief Executive Officer, who shall be responsible for the day to day management and administration of the Society and have such powers and authority as determined by the Board;
- c) In addition, but without prejudice to their general authority, the Board shall have authority;
 - i. to buy, sell, let or hire, exchange, transfer, receive by way of donations or otherwise, movable or immovable property, including debentures, stocks and shares; and to invest the funds of the Society in Government stock, mortgage bonds, or on fixed deposit or otherwise, in Banks, Building Societies or like organizations;
 - ii. to borrow money on the security of immovable property and pass mortgage bonds on the same;



- iii. generally to deal with property and funds of the Society for the purposes and objects of the Society;
 - iv. to institute and defend legal proceedings on behalf of the Society, and for that purpose to sign and execute any necessary powers of attorney;
 - v. to hire employees for the purposes of carrying out the business of the Society; and
 - vi. to appoint an auditor to examine and report upon the accounts of the Society, and to remunerate them accordingly.
- d) All monies due to the Society, by way of subscription or otherwise, shall be paid to the Society, numbered receipts shall be issued therefore and such monies shall be immediately deposited to the bank account in the name of the Society;
- e) The Treasurer shall prepare annually, and circulate to all members at the Annual General Meeting, audited financial statements for the financial year preceding the meeting;
- f) The financial year of the Society shall be a calendar year;
- g) The Board shall, upon the Authority of a Annual or Special General Meeting, register the Constitution of the Society under any appropriate law;
- h) The Board shall have authority to enter into reciprocal arrangements with any other similar entity anywhere in the world provided that such arrangements benefit the Society and/or its members.
- i) Administration – register, books and records
- i. The books to be kept by the Society shall include:-
 - ii. Register of members;
 - iii. Minute Book;
 - iv. Proper Books of Account; and



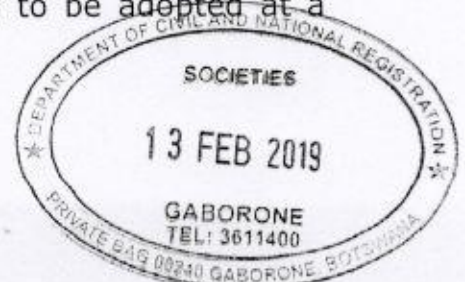
- v. any such other information as may be required by the Board from time to time;
- j) All statistical data and information collected and collated from members of the Society may (subject to the maintenance of confidentiality) be disseminated and distributed to members or other interested parties, as may be deemed necessary by the Board;
- k) The Secretary shall cause minutes of all meetings to be kept and these minutes shall be submitted for confirmation at the next meeting of the particular body and signed by the Chairperson. Such minutes to be circulated as directed by the Chairperson. These minutes shall be recorded in the minute book which shall be kept by the Secretary.
- l) **FINANCE:**
 - i. Proper accounts of the Society shall be kept and shall be open for inspection at any reasonable time upon application to the Secretary, by members of the Executive Council and/or any ordinary member.
 - ii. Within 90 days after the close of each financial year the balance sheet and income and expenditure account shall be prepared and, having been duly audited and certified, shall be submitted to the members at the Annual General Meeting for approval.

8. GENERAL MEETINGS OF THE SOCIETY

- a) An Annual General Meeting of all members shall be held as soon after the end of the Society's financial year as may be convenient, but not later than 15th July each year;
- b) A Special General Meeting of members shall be held on request in writing to the Secretary, which request shall set out in writing the purpose of the meeting, of either:
 - i. Fifty percent of the Board; or
 - ii. One third of fully paid-up members of the Society.



- c) Annual General Meetings shall be convened by the Chairperson, or in his/her absence the Chief Executive Officer, who shall give notice thereof in writing to all members; such notice shall be given in the case of Annual General Meetings four weeks in advance of such meetings and such notices shall set out the agenda;
- d) Any member entitled to attend and vote at an Annual General or Special General Meeting shall be entitled to appoint another member as his /her proxy to attend and vote instead of him or her;
- e) The proxy should be in writing, signed by the appointer or his/her duly authorised representative and delivered at Society's head office 48 hours before the holding of the said meeting;
- f) The quorum of a Annual General or Special General Meeting shall be one-third of the number of fully paid up members;
- g) If a quorum is not present within half an hour from the time appointed for the start of an Annual General or Special Meeting, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for its start, the meeting shall be deemed to have a quorum and shall proceed accordingly;
- h) Notice of any special business to be raised by a member at an Annual General Meeting shall be given to the Chief Executive Officer in writing at least 21 clear days before the date of the meeting;
- i) The Chairperson of the Society, or in his/her absence, the Vice-Chairperson or in his/her absence any member elected by the meeting, shall act as Chairperson of an Annual General or Special General Meeting;
- j) The Chairperson of the Annual General or Special General Meeting shall prescribe the procedure to be adopted at a meeting provided that:



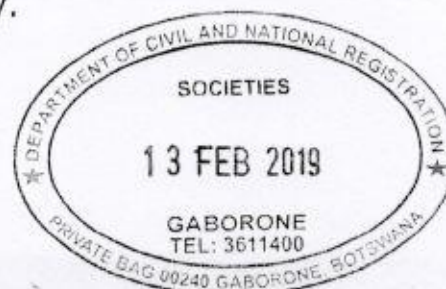
- i. all matters shall be decide by a show of hands, except that decisions shall be by ballot on a motion to that effect by a member duly seconded;
 - ii. subject to the provisions of Sections 2 and 12, all matters shall be decided by a simple majority of those voting;
 - iii. in the case of an equal division, the Chairperson of the meeting shall have a casting vote.
- k) Minutes shall be taken of each meeting and confirmed at the following meeting;
 - l) The Board shall present a report including financial statements, to the Annual General Meeting reviewing the activities of the Society over the previous twelve months;
 - m) Each member present at an Annual General or Special General Meeting of the Society shall have one vote, corporate members voting by duly and properly authorized representative present at the meeting.

9. SUB-COMMITTEES

The Board shall have the power to appoint sub-committees, including but not limited to a management committee, for such purposes and for such times as they deem advisable and give them specific responsibilities.

10. APPOINTMENT OF AUDITOR

- a) The Board shall appoint an Auditor (who can be a juristic or natural person) to audit the annual financial statements of the Society.
- b) The Auditor must be a suitably qualified person and be a member of the Botswana Institute of Chartered Accountants (BICA), and must not be a member of the Board, or an employee of the Society.



- c) If the Society appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.
- d) All the Society's accounts, records and documents shall be opened to the inspection of the Auditor at any time together with any additional information that the Auditor may request for the purpose of the audit.
- e) The Auditor shall be appointed on a fixed term contract of not more than five (5) years. Upon the termination of each contract, the position of Auditor shall be put out to tender. The incumbent Auditor shall not be precluded from tendering for the position for another term. An Auditor's tenure of office shall however, be limited to two consecutive terms.
- f) The Board shall assess the performance of the Auditors on an annual basis.
- g) An Auditor may be paid such honorarium for duties as may be determined by the Board.

11. BRANCHES

- a) Members of the Society may form themselves into branches to promote the objectives of the Society in a specified area, provided that the Board shall have approved the formation of such branch and its area of activity;
- b) The Board shall establish rules and regulations that provide for the establishment, management, governance and governing structures of such branches;
- c) The Board shall have the power to dissolve a branch or Branch Committee, if the Board has in its discretion determined that such action will be in the best interests of the Society and/or the Branch and its members. In the event of a dissolution of a Branch Committee, the Board is empowered to appoint an interim Branch committee that



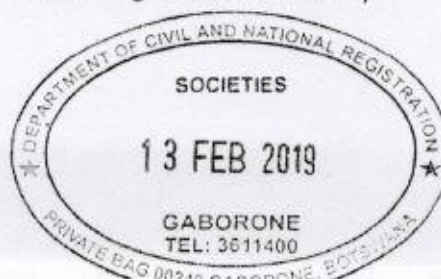
will hold office for such duration as the Board deems necessary.

12. DISSOLUTION OF THE SOCIETY

- a) The Society may be dissolved, or merged with another Society with similar purposes and objects or dissolved and its assets transferred to another entity with similar purposes and objects, in each case only:
 - i. on a resolution passed by two-thirds majority of members present and voting at a duly convened Annual General or Special General Meeting of members; or
 - ii. on an application to the High Court of Botswana by a member on the ground that the Society has become dormant or is unable to fulfill its purposes and objects or that it is in the best interests of the Society.
- b) On merger the assets of the Society shall accrue to the Society which is the product of the merger.
- c) On dissolution the assets of the Society shall be realized by a liquidator appointed by the Annual General or Special General Meeting or the High Court, as the case may be, and the proceeds after application in satisfaction of the claims of all creditors shall be distributed to another organization not for gain pursuing objects similar to the Society agreed upon by the members or failing such agreement then equally among such persons as are members of the Society at the date of the resolution or order of the High Court, as the case may be. Provided that in the event of a resolution or decision of the High Court to dissolve **and** transfer the assets of the Society to another entity of similar purposes and objects, the liquidator shall transfer the proceeds of assets remaining after settlement of all creditors, to the said entity.

13. INDEMNITIES

Every member of the Board or agent or servant or officer of the Society shall be indemnified out of its funds against all cost,



charges and expenses, losses or liabilities incurred by him in the conduct of the Society's business, and such person shall not be liable for any loss incurred upon any ground whatsoever other than by his/her own willful acts or defaults.

June 2018