

**REPUBLIC OF BOTSWANA
COMPANIES ACT (CAP 42:01)
AS AMENDED**

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

PEDDY'S WIDOWS FORUM
(as amended by Special Resolution
Dated...08th September 2020.....)

BP

1 NAME

The name of the Company is PEDDY'S WIDOWS FORUM.

2 DEFINITIONS AND INTERPRETATION

2.1 The headings contained in this Constitution are intended for reference purposes only and shall not be taken into account in the interpretation thereof.

2.2 In the interpretation of this Constitution the words contained in the first column below shall bear the meanings set out opposite each of them in the second column thereof, unless the contents or context otherwise requires.

2.3 In this Constitution, unless inconsistent with or otherwise indicated by the context ~

2.3.1 "**the Act**" means the Companies Act Chapter 42:01 including any amendment, consolidation or re-enactment thereof;

2.3.2 "**the Board**" means the Board of directors for the time being of the Company or, as the case may be, the members of the Board assembled at a Board meeting at which a *quorum* is present;

2.3.3 "**Botswana**" means the Republic of Botswana;

2.3.4 "**the Company**" means PEDDY'S WIDOWS FORUM;

2.3.5 "**the Constitution**" means this Constitution as amended from time to time by special resolution;

2.3.6 "**general meeting**" means any general meeting of the members of the Company including any annual general meeting and any adjourned meeting;

2.3.7 "**member**" means a person registered as a member of the Company in the Register of Members;

2.3.8 "**the office**" means the registered office of the Company;

2.3.9 "**the register**" means the register of members of the Company;

2.3.10 "**the secretary**" means the secretary of the Company for the time being;

- 2.3.11 "**sign**" includes the reproduction of a signature by printing, typewriting or lithography, or any kind of stamp or any other mechanical process, and "signature" has a corresponding meaning;
- 2.3.12 "**in writing**" means written or reproduced by any substitute for writing or partly written and partly so reproduced and including printing, typewriting or lithography or any other mechanical process, or partly one and partly another;
- 2.3.13 "**written notice**" means any notice given in writing, which shall include any notice given or received by electronic means.
- 2.3.14 Any words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meaning in this Constitution.
- 2.3.15 Unless the context otherwise requires ~
- 2.3.15.1 words importing the singular number shall include the plural and *vice versa*;
 - 2.3.15.2 words importing any one gender shall include the other genders; and
 - 2.3.15.3 words importing natural persons shall include juristic persons and corporate bodies.

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3 PURPOSE

The company was established by Babui Pednah Mogomotsi for the purpose of strengthening the care of widows/widowers and their families in Botswana. It is also formed for the purpose of promoting charity.

VISION

The Vision of Peddy's Widows Forum is 'A world that has Just Laws, policies and programs for widows, widowers and their families'

MISSION

The mission of Peddy's Widows Forum is 'To promote for a world that has just laws, policies and programs for the widows, widowers and their families through care and support, economic empowerment, research and advocacy'

4 OBJECTIVES

4.1 The Company shall have, the capacity to pursue and achieve unlimited objectives insofar as they are ancillary to the achievement of the purpose and business of the Company set out in clause 3 which includes the coordination and implementation of:

4.1.1 **Care and Support:** by providing counseling services to those that need it through our trained staff. With the assistance of development partners and other stakeholders the company also provides support and assistance to cover rent, school fees, and food for those that have need of it.

4.1.2 **Economic Empowerment:** working with our development partners and relevant stakeholders to support those who are able and have interest in doing business by assisting them to start up and provide them with finance, business knowledge and skills to maintain those businesses.

4.1.3 **Advocacy and Research:** The Company will perform research on existing cultural and civil laws that render widows vulnerable. Perform policy analysis, law reviews and make recommendations on improving the lives of widow/widowers and giving them a dignified life. The company will drive advocacy campaigns with support from strategic partners to

mainstream the information to the rightful recipients so that law makers and policy makers make well informed decisions.

- 4.1.4 **Education:** With the help of development partners, strategic partners and relevant stakeholders, the company will drive the mandate of educating the public about the rights of widows and widowers, human rights laws, awareness of Masters Office, pension laws, District Commissioner, marital rights and perform community outreach and mobilization.

5 POWERS

- 5.1 None of the clauses contained in clause 4 or the objectives specified above or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objectives mentioned above.
- 5.2 The Company shall have, both within and outside Botswana full capacity to carry on or undertake any business or activity, do any act which it may by law do, or enter into any transaction, and for these purposes it shall have full rights, powers, and privileges notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects contained in clause 4.

6 MEMBERS

- 6.1 The Company shall have only one founding member and be open to new members as it progresses.
- 6.2 Any person or organisation shall be deemed to be a member upon written notice being received by the Members of his nomination as a member.
- 6.3 A member shall *ipso facto* cease to be a member of the Company if;
- 6.3.1 His/her estate is finally sequestrated;
- 6.3.2 He/she is placed under curatorship by notice in writing to the Company he resigns as a member;
- 6.4 The Company shall maintain at its registered office, a register of members of the Company as provided in Section 83(3) of the Act.

- 6.5 The Register of members shall include an up to date record of all members and from time to time, each acceptance of membership and termination of membership.
- 6.6 The Register of member shall be open to inspection, as provided in Section 83(8) of the Act.

7 GUARANTEE

The liability of member is limited.

8 DIRECTORS

- 8.1 Directors shall be appointed by the sole member or his/her proxy.
- 8.2 Directors shall be appointed for tenure of up to a maximum of four years renewable upon mutual agreement for another maximum period of four years.
- 8.3 The minimum number of Directors shall be one and the maximum shall be twelve, one of whom shall be resident in Botswana.
- 8.4 The Board shall be responsible for the management of the affairs of the Company and shall exercise all power of the Company as contained in the Constitution.
- 8.5 The sole member shall appoint the chairperson of the Board and the Board shall, in consultation with the sole member appoint a Chief Executive Officer who shall manage the day to day affairs of the Company with the assistance of technical and other staff. The Chief Executive Officer shall have the right to attend all Board meetings and shall participate in such deliberations but shall not have the right to vote. In addition, the Board shall appoint a Deputy Chief Executive Officer, who shall act as Chief Executive Officer, in the absence of the Chief Executive Officer.
- 8.6 The remuneration of the Directors shall be determined by the sole member. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or in connection with the business of the Company.
- 8.7 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and incorporating the Company, and may

exercise all such powers of the Company as are not by the Act, or by this Constitution, required to be exercised by the Company in General Meeting, subject to this Constitution, the provisions of the Act, and to such regulations, not inconsistent with this Constitution or provisions, as may be prescribed by the company in General Meeting, but no regulation prescribed by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation has not been made.

8.8 The Board on behalf of the Company is entitled to:

8.8.1 purchase or acquire in any way land, shares, debentures and every other kind or description of movable and immovable property and to acquire permits or insurance policies thereon;

8.8.2 to take out, maintain, relinquish and cede any such policies or insurance;

8.8.3 manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to, account or in any way otherwise deal with its undertaking or all or any part of its property and assets;

8.8.4 to deal with the property and funds of the Company for meeting its objectives and purposes and to enter into all such contracts and to do all such other acts and things as may be necessary or expedient from time to time;

8.8.5 apply for, purchase or by any other means, acquire, protect prolong and renew any patents, patent rights, licenses, trademarks, concessions or other rights and to deal with and alienate them as provided in clause 14.2.4 above;

8.8.6 borrow money;

8.8.7 secure the payment of moneys borrowed in any manner including the mortgaging and pledging of property and, without detracting from the generality thereof.

8.8.8 open banking accounts with commercial banks and to deposit, draw or overdraw from such accounts where such facilities are available and necessary for the proper conduct of the financial affairs of the Company;

- 8.8.9 all such cheques, promissory notes, bills of exchange and other instruments or documents which may be required in conduct and administration of the financial affairs of the Company shall be signed by such persons as the Board may by resolution from time to time appoint;
- 8.8.10 make, draw, issue, execute, accept, endorse and discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;
- 8.8.11 enter into indemnities, guarantees and surety ships and to secure payment hereunder in any way;
- 8.8.12 form and have an interest in any similar company or companies for the purpose of acquiring the undertaking or all or any of the assets or liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company, and to transfer to any such company or companies the undertaking or all or any of the assets or liabilities of the Company;
- 8.8.13 amalgamate with other similar companies;
- 8.8.14 take part in the management, supervision and control of the business or operations of any other similar company and to enter into partnerships;
- 8.8.15 to appoint, hire and dismiss employees, agents or contractors and to set their conditions of service and remuneration either through its properly constituted meeting or through the executive officers of the association;
- 8.8.16 remunerate any person or persons for services rendered in its formation or in the development and/or administration of its business;
- 8.8.17 make donations, except to its members or Directors;
- 8.8.18 undertake and execute any trust;
- 8.8.19 act as principals, and employ agents, contractors or trustees and to delegate its functions in respect of any of the affairs of the Company which fall under its jurisdiction to any organisation or person as may be stated in the resolution of the Board from time to time;
- 8.8.20 pay gratuities and pensions and establish pension schemes;

8.8.21 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or any of its agents or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any such debts due to the Company and of any claim or demand by or against it;

8.8.22 to open branches internationally.

9 DISQUALIFICATION OF DIRECTORS

- 9.1 The office of director shall be vacated if the director;
- 9.1.1 Ceases to be a director or becomes prohibited from being a director by virtue of any provision of the Act; or
 - 9.1.2 Resigns his/her office by notice in writing to the Company and the registrar; or
 - 9.1.3 Is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare his/her interest and the nature thereof in the manner required by the Act; or
 - 9.1.4 Is removed from office by an ordinary resolution of the Company;
 - 9.1.5 Absents himself/herself from three consecutive Board meetings without satisfactory explanation being given prior to the meeting;
 - 9.1.6 His / her appointment is revoked by a quorum of the members.
- 9.2 A Director shall not vote in respect of any contract in which he/she is interested or any matter arising there from, and if he does so vote his vote shall not be counted.
- 9.3 The Board may in consultation with a quorum of the members, and by ordinary resolution, or by special resolution given in accordance with Section 106 of the Act, recommend that a Director be removed from the Board before the expiration of his/her period of office notwithstanding anything in this Constitution or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between the Director and the Company.
- 9.4 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below in number fixed by or pursuant to the Constitution of the Company as the necessary quorum of Directors, the continuing Directors may act on the recommendation of a quorum of the members for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 9.5 The Board may, in consultation with a quorum of the members and by ordinary resolution, recommend that another person be appointed in the place of the

Director removed from office under Clause 14.1. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place, he is appointed was last elected as Director.

10 PROCEEDINGS OF DIRECTORS

- 10.1 The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority votes. In the case of an equality of votes the chairperson shall have a second casting vote. A Director may and the Secretary on the requisition of a Director shall, in consultation with the chairperson, at any time request a meeting of the Directors. A quorum of the members may, where circumstances demand, request that there be a meeting of Directors.
- 10.2 The quorum of the Board shall be half of the total number of Directors who are eligible to attend and vote thereat subject to a minimum of four Directors.
- 10.3 If at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting.
- 10.4 The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 10.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 10.6 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

- 10.7 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

11 SECRETARY

- 11.1 The Secretary of the Board shall be appointed by the Directors for such term, and at such remuneration, if any, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 11.2 A provision of the Act or this Constitution authorizing a thing to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as, or in place of, the Secretary.

12 THE SEAL

- 12.1 The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

13 ACCOUNTS

- 13.1 The Directors shall cause proper books of account to be kept with respect to
- 13.1.1 all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - 13.1.2 all sales and purchases of goods by the Company; and
 - 13.1.3 all the assets and liabilities of the Company.
 - 13.1.4 Proper books shall not be deemed to be kept if such books of account do not give a true and fair view of the state of the Company's affairs, and to plain its transactions.
- 13.2 The books of account shall be kept at the registered office of the Company, or, subject to Section 190(1) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors
- 13.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors by the Company in a general meeting.
- 13.4 The Directors shall from time to time in accordance with Sections 189, 190, and Sections 205 to 211 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections, for the object of being submitted to the member or members.
- 13.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in a general meeting together with a copy of the Auditor's report, shall not be filed less than 21 days before the date of the meeting.



14 AUDIT

- 14.1 The duly appointed auditors of the Company shall subject to the provisions of the Act, hold office until another appointment or other appointments to the office shall be made at an annual General Meeting of the Company, and the provisions of the Act shall apply to and be complied with in connection with any appointment proposed to be made, made or not made of an auditor or auditors of the Company.
- 14.2 The appointment, powers, rights, remunerations and duties of the auditors shall be regulated by the provisions of the Act.

15 NOTICES

- 15.1 A notice may be given by the Company to any member either personally or by sending it by post to him/her or to his/her registered address, or to the Company for the giving of notice to him/her. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 15.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to
- 15.2.1 every member except those members who have not supplied to the Company an address for the giving of notices to them;
- 15.2.2 every person being a legal personal representative or a trustee in insolvency of a member where the member but for his death or insolvency would be entitled to receive notices of general meeting; and
- 15.2.3 the auditor for the time being of the Company.

16 INDEMNITY

- 16.1 Every director, and officer of the Company, and any person employed by the Company as auditor, shall be indemnified out of the funds of the Company against all liability incurred by him as such director, officer or auditor, in defending

any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in respect of any proceedings which are abandoned or in connection with any application under the Act in which relief is granted to him by the Court.

- 16.2 No director, officer or employee of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for loss or expense happening to the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall] be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own negligence, default, breach of duty or breach of trust.

17 AMENDMENT

The Constitution of the Company may be amended pursuant to the provisions of the Act.

18 WINDING AND REMOVAL FROM THE REGISTER

- 18.1 Upon winding up, deregistration or dissolution, the assets of the Company remaining after the satisfaction of all its liabilities shall be given or transferred to some other Company or institution having objects similar to the Company's main object, to be determined by the members of the Company at or before the time of its dissolution.
- 18.2 In the event that the Company has ceased to carry on its aims and objectives, has discharged in full its liabilities to all known creditors and has distributed its surplus assets in accordance with this constitution and any law the Board of directors, in the prescribed form, request the Registrar of companies to remove the company from the register.

19 GENERAL

- 19.1 The Company shall exist in its own right, separately from its members. It will continue to exist even when its membership changes and there are different Directors and/ or office bearers It will be able to own its own property and other possessions, and it will be able to sue and be sued in its own name.

- 19.2 Members and/ or Directors have no rights in the property or other assets of the Company solely by virtue of their being members and / or Directors.
- 19.3 Subject to the provisions of the Act, the members may, by special resolution, amend, alter or delete any provision of this Constitution.
- 19.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such a manner as the Directors shall from time to time by resolution determine.
- 19.5 The Directors may from time to time and at any time by Power of Attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 19.6 The Directors shall cause minutes to be made in books provided for the purpose:
- 19.6.1 of all appointments of officers made by the Directors;
- 19.6.2 of the names of Directors present at each meeting of the Directors and of any committee of Directors;
- 19.6.3 of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

ADOPTED THIS 17TH DAY OF SEPTEMBER 2020

A handwritten signature in blue ink, appearing to read 'Babui Pednah Mogomotsi', is written over a horizontal dotted line.

MEMBER

BABUI PEDNAH MOGOMOTSI