



## **CONSTITUTION OF THE ZIMBABWE BUILDING CONTRACTORS ASSOCIATION AS AMENDED BY AMENDMENT 5 OF 2021**

**Constitution amended at the 2020 AGM held virtually via Zoom**

**Constitution amended at the 2019 AGM held at Cresta Sango, Harare**

**Constitution amended at the 2015 AGM held in Kadoma**

**Constitution amendments of 2015 reviewed by Honey and Blankenberg**

**Constitution approved by the National Executive Committee**

**Constitution amendments and review by Kadare Legal Practice 2021**

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AMENDMENT 4 OF 2020**

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# **ZIMBABWE BUILDING CONTRACTORS ASSOCIATION (Z.B.C.A) CONSTITUTION**

## **PREAMBLE**

**WHEREAS** every indigenous black entrepreneur in general, and the indigenous black contractor specifically was subject to discrimination on the grounds of race, denied social and political privileges and was excluded from the ambit of preferential conditions and treatment afforded their white counterparts through the vehicle of the Master Builders Association and other political and socio-political organisations before the advent of independence in 1980.

**AND WHEREAS** it has become of paramount political, social and economic importance that affirmative action is embarked upon to reverse the disadvantages inherited at independence by the indigenous black contractors and to improve their lot and bring them to the same level as their white counterparts in the Master Builders Association.

**AND FURTHER WHEREAS**, the Declaration of Rights as embodied in the Constitution of Zimbabwe provides that every citizen regardless of his race, tribe, place of origin, political opinions, colour, creed and/or sex, shall be afforded the basic human rights embodied therein, in particular, the freedoms of assembly and association as outlined in section 21 thereof which provides that:-

“Except with his consent or by way of parental discipline, no persons shall be hindered in the enjoyment of his freedom of assembly and association, that is to say, his rights to assemble freely and associate with other persons and in particular to form or belong to other associations for the protection of his interests.

“Save were such hindrance is imposed to protect the rights and freedom of other persons, in this case, the rights of the hitherto unprotected and exploited indigenous black contractors, “and that something done is shown to be reasonably justifiable in a democratic society”.

**AND ALSO FURTHER WHEREAS** Zimbabwe is a democratic society that has seen it reasonably justifiable to redress the pre-1980 evils of social, racial and economic discrimination, through affirmative action as it is understood and interpreted within the United Nations, the indigenous black contractors have found it necessary in the given social economic and political context to form an affirmative action group within the construction business to specifically redress the disadvantages inherited at independence peculiar to that construction business and to cater for and advance the peculiar interests of indigenous black contractors who before 1980 were discriminated against due to race and /or excluded from the Master Builders Association and the benefits conferred on members of the Master Builders Association; which affirmative action group shall be governed by the provisions of this Constitution.

## 1. NAME:

The name of the Association shall be the **Zimbabwe Building Contractors Association** (hereinafter referred to as **Z.B.C.A**)

## 2. INTERPRETATION

- 2.1 Zimbabwe Building Contractors Association (Z.B.C.A) shall mean, the affirmative action group formed by indigenous building contractors, builders and other related trades to redress the pre-1980 discrimination in the built environment.
- 2.2 Indigenous Contractor shall mean any previously disadvantaged black contractor.
- 2.3 Full Member shall mean any employer, firm, individual, organisation or association admitted to membership in terms of rule 10.10.3 of the Constitution.
- 2.4 Associate Member shall mean any employer, firm, individual, organisation or association that provides services and materials to full Members.
- 2.5 Probationary member shall mean a new member admitted in terms of clause 10.10.3 of this Constitution and whose membership is less than twelve (12) months.
- 2.6 Chief Executive shall mean the full-time Executive Officer of the Z.B.C.A.
- 2.7 Z.B.C.A shall mean the Zimbabwe Building Contractors Association.
- 2.8 Financial year shall mean the period of twelve months beginning on the 1<sup>st</sup> of January and ending on the 31<sup>st</sup> of December of each successive year.
- 2.9 Firm shall mean a company, private or public institution, partnership or an individual carrying on business activities serving the needs of the Construction Industry
- 2.10 National Executive Committee shall mean the National Executive Committee of Z.B.C.A.
- 2.11 Month shall mean a calendar month.
- 2.12 Region shall mean a province of Zimbabwe or provinces of Zimbabwe recognised as one entity designated by the National Executive Committee as constituting an administrative area for purposes of decentralizing Association activities and operations.
- 2.13 Registered Address of Member shall mean the *domicilium citandi et executandi* chosen by any Member as it appears in the membership register of Z.B.C.A.
- 2.14 Registered Address of the Association shall mean the *domicilium citandi et executandi* of the Association as it appears in the registration register of the Ministry of Labour, Public Service and Social Welfare.
- 2.15 Employer shall mean a firm that is engaged in the Built Environment which employs or provides work for any person /firm in the Built Environment.
- 2.16 This constitution may be cited as the rules of the Z.B.C.A.
- 2.17 Unless inconsistent with their context, all words and expressions defined and used herein, referring to the masculine gender shall include the feminine gender.
- 2.18 Construction Industry shall mean all activities embracing any aspects of Civil Engineering, and building work as defined in the Certificate of Registration of a member or as defined in the Employment regulations for this industry.

### **3. AIMS AND OBJECTIVES**

- 3.1 To foster, promote and protect the interests of the Indigenous Contractors in Zimbabwe and in so doing act as a focal point in the development of strategies in the Construction Industry.
- 3.2 To approach Government and seek preferential treatment to reverse the pre-1980 disadvantages suffered by the indigenous contractor and to provide the Government with ways and means to ensure that the affirmative action sought by the indigenous contractors is achieved.

### **4 LEGAL STATUS**

- 4.1 Z.B.C.A shall be a non-profit making body corporate or *universitas*. It shall have perpetual succession in changes in membership. It shall be capable of owning property and incurring liabilities in its name apart from its members suing and being sued in a Court of Law in Zimbabwe.
- 4.2 The Chief Executive shall represent Z.B.C.A in legal proceedings.

### **5 LOCATION**

- 5.1 Z.B.C.A shall establish its national office in Harare and such other centres as may be decided by resolution at General Meetings to supervise its operations.
- 5.2 The Z.B.C.A shall establish local branch committees in other centres of Zimbabwe in terms of this Constitution.

### **6. POWERS OF THE Z.B.C.A**

- 6.1 To establish a standard of workmanship that is consistent with the requirements of good, sound and properly built construction and civil engineering projects wherever these projects may be.
- 6.2 To design, devise and formulate a system of building and civil engineering apprenticeship that is in accordance with the basic requirements, principles and policy of the national Government on matters relating to apprenticeship and to promote and engage the standard of training and education in the Construction Industry.
- 6.3 To promote and protect the interests of its members and those of indigenous contractors in general.
- 6.4 To enter into negotiations with employers for the attainment of better contract prices for work to be undertaken and to oversee that the agreed national minimum contract prices are adhered to and maintained by members to avoid undercutting and underpricing of contracts by employers and to observe the national minimum wage for employees in the industry.

- 6.5 To print, publish or support any magazine, periodicals, brochures or publications in furtherance of the aims and objectives of the Association.
- 6.6 To liaise with Government departments, agencies, national and international organisations involved in the construction industry, structural and civil engineering, Architects Association of Zimbabwe and any other agencies involved in the Construction and related Industries.
- 6.7 To collect, canvas for and accept donations, subscriptions, pledges, legacies and bequests, endorsements or any other benefits from any source whatsoever.
- 6.8 To acquire by purchase, lease, gift, bequest or any other way any property whether real or personal and movable or immovable.
- 6.9 To open and operate Bank, Building Society and Post Office and mobile accounts whether they be current or savings accounts.
- 6.10 To employ any professional consultants, counsel, body or firm for the purpose of professional advice or assistance.
- 6.11 To make and amend, to repeal, or alter or vary the rules regulating the affairs of the Association.
- 6.12 To promote the interests of Members individually or collectively in the following manner if deemed advisable:-
  - 6.12.1 To co-operate or amalgamate with any other organisations in furtherance of the objectives of the Z.B.C.A;
  - 6.12.2 To affiliate with other organisations pursuing similar affirmative action objectives for Indigenous Contractors;
  - 6.12.3 To secure Bills of Quantities for all work wherever possible;
  - 6.12.4 To promote, establish and co-operate with any insurance company for the benefit of Members; and
  - 6.12.5 To promote affirmative action that reverses the disadvantages of the pre-independence era suffered by Indigenous Contractors.

7. **PROPERTY**

- 7.1 All the income and property of the Z.B.C.A however obtained shall be applied solely towards the promotion of the objects of the Z.B.C.A and in particular objects outlined in this Constitution. No such income or property shall be transferred directly or indirectly to any Member of the Association but notwithstanding the provisions of this paragraph the Z.B.C.A may pay or remunerate any employee or servant of the Z. B.C.A. in return for any services rendered to Z.B.C.A for the work carried out on behalf of the Z.B.C.A in any capacity. All property of the Z.B.C.A for, both movable and immovable property shall be registered in the name of Z.B.C.A. No immovable property of the



Z.B.C.A shall be alienated without the approval through a majority vote of the National Executive Committee. A Certificate signed by the President as to the terms of the vote resolution approving or authorising such alienation shall be competent to authorise any member of the National Executive Committee to sign all documents necessary to effect such alienation. This paragraph shall also apply to the registration of mortgage bonds and or the acquisition or alienation of any real rights and to any act which may require registration at the Deeds Registry, in terms of the Deeds Registries Act.

**8. FINANCES AND ACCOUNTS OF THE Z.B.C.A**

- 8.1** The Association may raise funds by obtaining grants from other bodies or by fundraising schemes. All money raised by or on behalf of the Association shall be applied to further its objectives.
- 8.2** All funds shall be kept in a bank account that shall be opened in the name of the Association.
- 8.3** The Chief Executive Officer, the Chairperson of the Finance and Administration Committee, President, Senior Vice President (as an alternate) and Junior Vice President (as an alternate) shall be signatories on the account. All transactions shall require two of these signatories.
- 8.4** The Z.B.C.A. Secretariat shall keep proper accounts in accordance with recognised standard accounting principles in good order and up to date in respect of all monies received and expensed.
- 8.5** All expenditure shall be agreed upon and controlled by the finance and administration committee. A petty cash system shall be in place allowing some expenditure that may be authorised by the CEO without reference to the committee.
- 8.6** There shall be a Finance and Administration Committee comprising a chairperson and four other members appointed by the National Executive Committee.
- 8.7** The chairperson of the Finance and Administration Committee shall be appointed by the NEC from a list of the NEC members and shall be co-opted into the Management Committee.
- 8.8** No officer shall sign a blank voucher. All vouchers shall be filled in before signatures are added.
- 8.9** An audited financial statement shall be presented by the chairperson of the Finance and Administration Committee at every Annual General Meeting. The statement shall be certified true and correct by a qualified independent auditor appointed to **do this task by the National Executive Committee.**
- 8.10** All correspondence of the Association, including the bank statement, shall be addressed to the Chief Executive Officer who shall act as the Secretary of the Association.

## **9. AMENDMENTS TO THE CONSTITUTION**

- 9.1** Any amendment to this Constitution can only be effected through a resolution passed by 2/3 majority vote of those Members present and entitled to vote at an Annual General Meeting or a Special General Meeting.
- 9.2** For a Special General Meeting, all members shall be given fourteen days' notice of the meeting and the proposed changes
- 9.3** For an AGM, proposed changes must be submitted to the Chief Executive Officer in writing not less than 28 days before the AGM. The Chief Executive Officer must notify members of any proposed changes 21 days prior to the AGM.

## **10. MEMBERSHIP**

- 10.1** Membership of the Association may be granted by the National Executive Committee to any employer, firm, individual, organisation or association who in the opinion of the said National Executive Committee is qualified and suitable for membership.
- 10.2** An applicant applying for membership shall complete a form of Application for Membership presented by the National Executive Committee.
- 10.3** The Secretariat shall acknowledge receipt of the application form and issue an official receipt upon payment of a non-refundable subscription fee.
- 10.4** The National Executive Committee at its next meeting shall vote to accept or reject the application. A simple majority vote is required for the acceptance of membership.
- 10.5** Once a membership application is accepted, the applicant is given written notice of the same. A notice of acceptance of an application is to be put on the association's notice board. As soon as this is done the applicant shall, subject to clauses 10.3 and 10.11, immediately;
- 10.5.1** Become entitled to the benefits and privileges of the Association,
- 10.5.2** Become liable for application fees and subscription due on the first day of January of every year, and prorated if joining during the course of the year, and shall immediately be bound by subsequent amendments and presumed to be aware of all provisions of the Constitution and by-laws.

**10.6** An Applicant whose application for membership has been declined shall be advised accordingly in writing. The National Executive Committee is not obliged to give reasons for rejecting a membership application.

**10.7** A Member who has been expelled in accordance with clause 12, shall be given reasons in writing within fourteen (14) days of such expulsion. The Member may within fourteen (14) days of such decision by giving notice in writing to the Secretariat, appeal to the National Executive Committee, and may state his/her case personally, call witnesses in support of his/her case before a meeting of the National Executive Committee.

**10.8** **ESTABLISHMENT OF ZBCA MEMBERSHIP**

**10.8.1** The National Executive Committee shall, at its discretion, place an applicant into a particular category and/ or class.

**10.8.2** Applications shall be made on the prescribed form as required in terms of clause 10.2 of the Constitution and the admission shall be at the sole discretion of the National Executive Committee.

**10.09** **MEMBERSHIP OF THE ZBCA**

**10.09.1** The Secretariat shall acknowledge receipt of the application form. The entrance fee shall be paid on submission of the application form and subscriptions shall be paid by the applicant, on a prorated basis, only after the application has been approved by the National Executive Committee, whereupon an official receipt shall be issued by the Secretary.

**10.09.2** At its next meeting, the National Executive Committee shall by majority vote, accept or reject the candidate's application for membership.

**10.09.3** If the application is approved by the National Executive Committee, the applicant shall forthwith be admitted as a Member on probation for a period of 12 (twelve) months, from the date of such approval.

**10.10.4.** The Secretary shall thereupon:-

**10.10.4.1** Enter the name and details of the new Member in the Register as a probationary Member;

**10.10.4.2.** Advise the new Member in writing that;

**10.10.4.2.1** Their application for membership has been approved as a member on probation, and

**10.10.4.2.2** That the terms of probation will be 12 (twelve) months from the date of confirmation by the National Executive Committee, and

**10.10.5.** Forward a copy of the Constitution to him/her.

**10.10.6.** Advise the Member to approach the Parent Ministry for categorisation.

**10.10.7.** Advise him/her that during the probationary period s/he shall not hold office on any committee or subcommittee of the Association.

**10.11** Subject to this Constitution a Member on probation shall enjoy full rights and be subject to all obligations of membership.

**10.12** During the probationary period, as provided for in clause 10.10.3, the Member shall submit full written details, on the prescribed form, of all contracts entered into by the Member.

**10.12.1** This form shall be submitted by the Member to the Secretary within 14 (fourteen) days of signing the contract and this shall be used to monitor the Member's progress during the probationary period.

**10.13.** After expiry of the Probationary period, as provided for in this Constitution the National Executive Committee shall, at its next meeting, receive a report from the Secretary on the Member, who has been on probation.

**10.13.1** Such report, including the probationary Member's original application, shall be considered by the National Executive Committee.

**10.13.2** The said Committee shall in a meeting and by voting, by means of a simple majority accept or reject the confirmation of full membership of the applicant.

**10.14.** If the applicant's membership application is confirmed by the National Executive Committee, the probationary Member shall be admitted as a full Member forthwith.

**10.14.1** The Secretary shall thereupon:-

**10.14.1.1** Enter the change of the member's status in the Register; and

**10.14.1.2** Advise the member in writing that his membership application has been accepted.

**10.15.** If the National Executive Committee refuses to confer full membership on a probationary Member:-

**10.15.1.** The Secretary shall advise the applicant in writing within 14 (fourteen) working days of the meeting, stating the reasons for such refusal.

- 10.15.2.** The applicant shall have the right within 60 (sixty) days from the date of the meeting to ask for a reconsideration of the application by the National Executive Committee.
- 10.15.3.** At the meeting of the National Executive Committee at which the application is to be reconsidered, the applicant shall be entitled to state his/her case personally and may at the same meeting call such witnesses in support of his/her case.
- 10.15.4.** After a presentation of his/her case the applicant and his/her witnesses, if any, shall withdraw from the meeting.
- 10.15.5.** The previous decision of the National Executive Committee shall be deemed to be rescinded, and the said Committee shall by voting accept or reject the membership application.
- 10.15.6.** If the application is approved, the applicant shall be duly admitted Member, and the Secretariat shall advise him/her accordingly.
- 10.15.7.** In the event of an applicant being rejected for a second time, no further application for membership of such candidate shall be considered within 12 (twelve) months after rejection of reconsideration of membership.

**10.16**      **NOTIFICATION TO ZBCA OF CHANGE OF EFFECTIVE CONTROL OF COMPANY OR FIRM RUN BY A MEMBER**

- 10.16.1.** It shall be the duty of every Member and probationary Member to notify the National Executive Committee, in writing of any change in the effective control of such Member company within 30 (thirty) days of such change becoming effective.
- 10.16.2.** A change in the effective control of a company shall be deemed to have taken place if there is a change in the ownership of the shares of that company carrying more than 50% (fifty per cent) of the total voting rights attaching to all the issued shares of that company or if the persons who were directors of the company at the time when the company became a Member of the Association, cease to constitute a majority of the directors of the company.
- 10.16.3.** A change in the effective control of a partnership shall be deemed to have taken place when the persons who were partners at the time when the partnership became a Member of the Association, cease to constitute a majority of the partners.
- 10.16.4.** If the National Executive Committee in its sole and absolute discretion decides that the control of any Member has changed and warrants a new application for membership being made, the National Executive Committee shall have the right, without assigning any reason therefore, to terminate the membership of such a Member by giving the member 14 (fourteen) days' notice in writing. A Member, whose membership has been terminated in terms of this clause, shall be eligible to re-apply for membership within 12 (twelve) months.

## **10.17**            **MEMBERSHIP FEES AND ANNUAL SUBSCRIPTIONS**

- 10.17.1.**        The National Executive Committee in its absolute discretion shall determine the subscription fee payable by an applicant for membership, whether such application shall be full, associate or probationary.
- 10.17.2**        The National Executive Committee shall, prior to the 1<sup>st</sup> of December of each year and at its sole discretion establish the total funds required for the running of ZBCA in the ensuing financial year, or
- 10.17.3**        Shall prior to the 31<sup>st</sup> of December of each year, taking into account     the provisions of clause 10.17.1.1 herein, fix the annual subscription payable by each Member, by agreement with members at a General Meeting for the ensuing Financial Year, being 1<sup>st</sup> January to 31<sup>st</sup> December.
- 10.17.4**        The Association shall be prohibited from using dues, entrance fees or annual subscriptions for electioneering for the Association or for political purposes.

## **11. TERMINATION OF MEMBERSHIP**

- 11.1.**     In the case of termination as set out in clauses 12.1; 13.1 and 14.1 below no refund of the fees paid to Z.B.C.A will be made to the Member concerned.

## **12. TERMINATION OF MEMBERSHIP BY RESIGNATION**

- 12.1.**     Any member may resign from the Association. The resignation must be submitted in writing.

## **13. TERMINATION OF MEMBERSHIP BY FAILURE TO PAY SUBSCRIPTION**

- 13.1.**     The Association can automatically terminate any member's membership if subscription fees are six months in arrears from the written date of notification.

## **14. EXPULSION**

- 14.1.**     Any Member can be expelled following a decision by the National Executive Committee. Such a decision requires two thirds (2/3) majority of those present and entitled to vote. The Member concerned shall have the right to appeal and such an appeal shall be heard by a Special General Meeting (SGM). The Meeting to expel a Member must be set out as an item for voting in the agenda of the Meeting and the National Executive Committee must clearly outline the reason for the expulsion to the Member. A Member may be expelled if it is decided by the National Executive Committee that:-

**14.1.1**     The Member's activities bring Z.B.C.A. into disrepute; and

**14.1.2**     The Member's activities breach this Constitution's provisions.

- 14.2.**     The expulsion of a Member must be preceded by a written warning signed by the President following a decision reached at the National Executive Committee meeting,

if the Member does not rectify the situation or refrain from the activities complained within four (4) weeks of the written notice, the National Executive Committee may convene a meeting to expel the Member.

**15     LIQUIDATION OR DEATH**

**15.1**   Membership shall cease automatically in cases where the Member is liquidated or put into judicial management in the case of a company or if any individual becomes insolvent or dies. Upon successful judicial management, the Member may immediately apply for renewal of membership.

**16.     DISCIPLINE AND PENALTIES**

**16.1**   If any Member fails within fourteen (14) days of demand in writing by the Chief Executive to pay any subscription or levy which is six (6) months in arrears or contravenes any of the provisions of this Constitution, engage in bad workmanship with clients or acts in a manner which is detrimental to the interests of the Association, the National Executive Committee may:-

**16.1.1**   Expel that Member from the association, or

**16.1.2**   Suspend that Member from the Association either for a specific period, or

**16.1.3**   Place that Member back on probation for a period not exceeding one (1) year, or

**16.1.4**   Impose upon that Member a fine not exceeding the amount of that Member's current annual subscription for a first contravention and a fine not exceeding double the amount of such Member's current annual subscription for a second or any subsequent infringement.

**16.2.**   When a Member is expelled in terms of this clause, he/she shall be given reasons in writing for the expulsion.

**16.3**   A member expelled in terms of this clause shall have a right to appeal such an expulsion to the Expulsion Review Committee, which is an Ad-Hoc Committee of the National Executive Committee, within a period of fourteen (14) days.

**16.4**   In order to appeal the expulsion decision, a Member must write an appeal letter addressed to the Chief Executive Officer of the Association within fourteen (14) days of the Member receiving the notice of expulsion.

**16.5**   The Secretariat must convene a meeting of the Management Committee whose agenda is to receive the notice of expulsion, expulsion report and expulsion appeal as well as to appoint an Expulsion Review Committee to preside over the appeal process within fourteen (14) days after receipt of the appeal.

**16.6** An expelled Member, who has appealed, shall be required to appear before a meeting of the Expulsion Review Committee held to deal with the matter. The Member shall be given at least fourteen (14) days' notice in writing (normally via email), or by registered letter to his/her last known address, of the time and place of the meeting by the Chief Executive Officer. This notice must include the reason for the proposed expulsion or the nature of the alleged misconduct. At such a meeting, at which such Member may appear in person or by a representative authorised in writing, such a Member shall be given an opportunity of denying or explaining the conduct complained of. Should such a Member fail to appear in person or by a representative authorised in writing, the Committee may deal with the matter in his/her absence. The decision of the Committee, which shall be final and binding, shall be notified to the Member in writing as above within fourteen (14) days of the meeting.

## **17. OFFICERS OF THE ASSOCIATION**

### **17.1 THE PRESIDENT**

**17.1.1** The President of the Association shall be elected and hold office in accordance with this Constitution.

**17.1.2** The President shall preside at all meetings of the National Executive Committee and all General Meetings of the Association at which he is present.

**17.1.3** Notwithstanding such other provisions as contained in this Constitution, the President of the Association shall ex-officio be a member of any committee which may be established in terms of this Constitution.

**17.1.4** The President shall enforce the observance of this Constitution and the rules, and shall generally exercise supervision over the affairs of the Association.

### **17.2 THE SENIOR VICE PRESIDENT**

**17.2.1** The Senior Vice President shall be elected and hold office in accordance with this Constitution.

**17.2.2** The powers and duties of the President shall, in his absence, be assumed by the Senior Vice President.

### **17.3 THE JUNIOR VICE PRESIDENT**

**17.3.1** The Junior Vice President shall be elected and hold office in accordance with this constitution.

**17.3.2** The powers and duties of the Senior Vice President shall, in his/her absence, be assumed by the Junior Vice President.



#### **17.4 THE IMMEDIATE PAST PRESIDENT AND PRESIDENTS**

**17.4.1** On termination of his period of office, the President shall adopt the title of Immediate Past President and shall subject to the provisions of this Constitution and Rules retain that title until the expiration of the period of the President who has succeeded him.

**17.4.2** The past Presidents of the Association shall on a voluntary basis constitute an alumni group which shall act as advisors and/or repository of historical information to the sitting President and the Association as a whole.

#### **17.5 THE CHIEF EXECUTIVE**

**17.5.1** The National Executive Committee shall, in accordance with the Constitution appoint the Chief Executive to the Association on such terms and conditions as it deems fit.

**17.5.2** Notwithstanding anything contained in this Constitution, the Chief Executive appointed in terms of this Constitution may, if in the opinion of the National Executive Committee, he is guilty of neglect of duty, negligence or misconduct, be summarily suspended pending an application for his/her dismissal being made by the Committee to the Annual General Meeting of Members.

**17.5.3** The Chief Executive shall be responsible to the National Executive Committee, through the President of the Association, for the proper performance of all such duties as may be imposed upon him by the Constitution.

#### **18. NATIONAL EXECUTIVE COMMITTEE**

**18.1** Subject to the overall direction and control of members exercised through their delegates in an Annual General Meeting, the management of the affairs of the Association shall be vested upon the National Executive Committee.

**18.1.1** Members of the National Executive Committee shall be elected thereto at the Annual General Meeting, by simple majority, in accordance with the provisions of this Constitution and shall manage and conduct the affairs of the Association in furtherance of its stated objectives and in so doing, may perform any act or thing that the Association in Congress or General Meeting could do or perform.

**18.2** The National Executive Committee shall consist of not less than (12) twelve and not more than (16) sixteen members, including the following:

**18.2.1** The President;

**18.2.2** The Senior Vice President;

**18.2.3** The Junior Vice President;

**18.2.4** The Immediate Past President;

**18.2.5** The Chairperson of every Regional Committee; and

**18.2.6** The Chairperson of the Standing Committee.

**19. POWERS OF THE NATIONAL EXECUTIVE COMMITTEE**

**19.1** Without in any way limiting the powers conferred upon the National Executive Committee, the National Executive Committee is hereby specifically empowered to do the following:-

**19.1.1** To consider and determine all matters pertaining to membership of the Association in accordance with clause 10.2;

**19.1.2** To determine from time to time the subscriptions, levies and other charges to be paid by each class of Members and the method or basis upon which such subscriptions, levies or charges shall be calculated;

**19.1.3** To make, enforce, amend or revoke such rules as may be deemed inconsistent with this Constitution;

**19.1.4** To promote and encourage the establishment or existence of Branch and Provincial centres throughout Zimbabwe and to prepare Rules of procedure under which they will operate;

**19.1.5** To interpret the meaning and purpose of this Constitution and operate within the ambit of the Constitution;

**19.1.6** To appoint Committees, to determine their composition, functions, powers, methods of operation, to dissolve or annul any such Committees;

**19.1.7** To delegate to any Committee the authority to make recommendations to the National Executive Committee from time to time and the authority to pass resolutions for Implementation of such decision as the National Executive Committee may delegate;

**19.1.8** To appoint persons to represent the Association on boards, commissions and other bodies and at conferences, wherever convened;

**19.1.9** To institute, defend or abandon any action or other legal proceedings by and against the Association's employees or officials, or if so requested by a member to assist that Member to resolve any legal problems the Member might have; and

**19.1.10** To act as arbitrators or submit any dispute for arbitration, in cases involving Members who have approached the Z.B.C.A for help.

- 19.1.11** To lend or invest the funds of the Association or to borrow money, for the benefit of the Association and the furtherance of its stated objects, upon such terms and conditions as may be deemed fit.
- 19.1.12** To acquire, either by purchases, lease or otherwise, any movable or immovable property on behalf of the Association, and to sell, let or mortgage, or otherwise deal with, or dispose of any movable or immovable property belonging to The Association.
- 19.1.13** To insure the Association's property or interests against any risk
- 19.1.14** To appoint, remove and determine the duties, salaries and remuneration of staff; to engage consultants or other persons from time to time on such conditions and remuneration as may be deemed appropriate.
- 19.1.15** To elect at its last meeting prior to each Annual General Meeting the President and Senior Vice President for the ensuing year and to determine the time at which they will assume office.
- 19.1.16** To elect, at its first meeting after each Annual General Meeting the Junior Vice President for the ensuing year and to appoint Regional Committee Chairpersons for the ensuing year.

## **20. MEETINGS OF NATIONAL EXECUTIVE COMMITTEE**

- 20.1** Sixty per cent (60%) of the duly elected members of the National Executive Committee personally present shall constitute a Quorum of the National Executive Committee. If within fifteen minutes from the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned for seven (7) calendar days. If the return day shall be a public holiday, the meeting shall stand adjourned to the first business day thereafter and those members of the National Executive Committee present shall constitute a Quorum.
- 20.2** While the President shall chair meetings of the National Executive Committee, he/she shall at his discretion delegate the chairing to the Senior Vice President or in his/her absence to the Junior Vice President as part of the grooming of future leaders.
- 20.3** A member shall be deemed to have been absent from a meeting if he/she arrives thirty (30) minutes after the commencement of any board or committee meeting without prior notice to the Chief Executive Officer or Chairperson.
- 20.4** Members can be voted off if they have not attended three (3) consecutive meetings without good reason and have not submitted their apologies.
- 20.5** Although dual membership is a constitutional right, a dual member shall declare his/her membership of both the building contractors associations and shall not sit in the policy making organs of the two building and construction associations at the same time.

- 20.6** Committee members must declare any interest they may have in the topic under discussion and the committee shall decide if they need to forfeit their right to vote on the matter. This regulation shall apply to all sub-committees of the Association.

**21. THE MANAGEMENT COMMITTEE OF THE NATIONAL EXECUTIVE COMMITTEE**

- 21.1** To conduct the affairs of the Z.B.C.A between meetings of the National Executive Committee and to deal with matters of an urgent nature, the National Executive Committee may establish a Management Committee of the National Executive Committee whose powers shall include the following:
- 21.2** To assist any of the Standing Committees on matters of general concern to the Association as a whole.
- 21.3** To act as Z.B.C.A's link in the communication network by liaising with other organs of the Z.B.C.A.
- 21.4** To act as a source of information that might be useful for any organ of the Z.B.C.A. including the Standing Committee
- 21.5** To serve as a reference point and contact address for correspondences for the National Standing Committee.
- 21.6** To monitor the activities of the Standing Committees.
- 21.7** To monitor the success of the Z.B.C.A Programs.
- 21.8** To embark on a membership drive for the Z.B.C.A.
- 21.9** To put into place development strategies to ensure the institutional stability and viability of the Z.B.C.A.
- 21.10** To liaise with donors, Non-Governmental Organisations (NGOs) and other relevant organisations to procure resources for Z.B.C.A. membership-related activities.

**22. COMPOSITION OF THE MANAGEMENT COMMITTEE**

- 22.1** The Management Committee shall consist of:-
- 22.1.1** The President;
- 22.1.2** The Senior Vice President;
- 22.1.3** The Junior Vice President;
- 22.1.4** The Immediate Past President; and
- 22.1.5** The Chairperson of the Finance and Administration Committee

- 22.2** The Management Committee shall enjoy such powers as are delegated to it by the National Executive Committee.
- 22.3** Where the Management Committee deems that urgent action or an urgent decision in respect of any outstanding pressing business is required forthwith, the decision of the Committee shall be by three quarters (3/4) majority of the members of that committee.
- 22.4** The Management Committee shall meet at such time as may be deemed necessary by the President.
- 22.5** The President will make a report to the next National Executive Committee of any decisions made, or meetings held by the Management Committee.
- 22.6** The quorum for any meeting of the Management Committee shall be three (3) Members present including the Chairperson of the Finance and Administration Committee.

**23. STANDING COMMITTEES**

- 23.1** Any member of the Standing Committees shall be appointed by the National Executive Committee.
- 23.2** All Standing Committees shall derive their terms of reference, power and functions from the National Executive Committee which shall determine the rules upon which Standing Committees may pass resolutions for implementation.
- 23.3** The National Executive Committee shall be the custodian of all recommendations made by the Standing Committees and shall discuss such decisions at its next meeting.
- 23.4** The recommendations by Standing Committees shall be placed on the agenda of the next National Executive Committee meeting for determination or adoption.

**24. COMPOSITION OF STANDING COMMITTEE**

- 24.1** There shall be a Chairperson of the Standing Committee who shall be appointed from the members of the National Executive Committee by the National Executive Committee through the President.
- 24.2** The other office bearers will from time to time be appointed by the National Executive Committee on its discretion to assist the Chairperson in running the Standing Committee affairs.
- 24.3** Standing Committees are required to submit reports to the National Executive Committee on any business transacted.
- 24.4** Notwithstanding anything contained herein or implied to the contrary, the President, the two Vice Presidents and the Chief Executive of the Secretariat shall be ex-officio

members of every standing or sub-committee and shall upon attendance at any said Committee or Subcommittee be entitled to exercise the same rights as any member of a Standing Committee or Subcommittee.

**24.5 Constitutional Provision for National Standing Committees**

**24.5.1** Any member of Standing Committees may be appointed by resolution of Members at an Annual General Meeting.

**24.5.2** All Standing Committees shall derive their terms of reference of any powers and functions from the National Executive Committee, which shall determine those matters upon which Standing Committees shall make recommendations which may be implemented only after they have been approved by the National Executive Committee.

**24.6 Standing Committee Meetings**

**24.6.1** Committee Meetings shall be convened by the Chairperson of the Committee and notice of the meeting shall be issued by the Secretariat.

**24.6.2** There must be a meeting of the Standing Committee prior to any National Executive Committee Meeting.

**24.6.3** Any meeting will require a quorum of 60% of the Members of the Standing Committee to be in attendance.

**24.7 Co-opted members**

**24.7.1** The Chairperson of the Standing Committee can co-opt any person on to the committee provided that the co-opted members shall not be entitled to vote at any meetings at that Committee.

**24.8 Vacancies**

**24.8.1** The filling of a vacancy in any Committee is at the discretion of the National Executive Committee.

**24.9 Resignation**

**24.9.1** The Chairperson of any standing committee may resign only by submitting a letter of resignation to the National Executive Committee through the President.

**24.10 Dismissal**

**24.10.1** The Chairperson of a Standing Committee may be relieved of his/her responsibility by the National Executive Committee on account of failure to perform prescribed duties or after committing any offence which is in breach

of this Constitution or is found guilty of any other form of misconduct as prescribed by the National Executive Committee.

**24.11. Ad-Hoc Committees**

**24.11.1** The Standing Committee can establish any number of Ad-Hoc Committees to undertake work on its behalf. The life of each Ad-Hoc Committee shall not exceed 3 months and shall be renewable by a majority vote of the Standing Committee members.

**24.11.2** The Standing Committee is required to formally constitute an AdHoc Committee by a majority resolution and subsequently can terminate the work of the Committee in like manner.

**24.12. Terms of Reference**

**24.12.1** The Standing Committee shall be required to formally agree on the terms of reference of each Ad-Hoc Committee before the latter starts its work.

**24.13. Removal of Member from Standing Committee**

**24.13.1** The Chairperson of a Committee may terminate a Member's representation on a Committee following the majority resolution of the Committee for any of the following reasons.

**24.13.1.1** Non-attendance of meetings without prior apology for at least two consecutive meetings.

**24.13.1.2** Misconduct as defined in this Constitution.

**24.13.1.3** Breach of confidentiality.

**24.14 Standing Committee Reporting Requirements**

**24.14.1 Formal Meetings**

**24.14.1.1** Each Standing Committee shall be required to hold not less than four (4) formal meetings a year.

**24.14.1.2** Notice of the meeting shall be issued in writing to each Committee member complete with minutes and agenda at least seven (7) days prior to the meeting.

**24.14.1.3** Such notice shall be issued and signed by the Committee Chairperson through the Secretariat.

**24.15 Report to the National Executive Committee Meeting by Standing Committees**

**24.15.1** The Standing Committee Chairperson shall table before the National Executive Committee a written report covering activities on each of the terms of reference stated above.

**24.15.2** A minimum of four (4) reports shall be tabled per annum.

**24.16 Report to the Annual General Meeting by Standing Committees**

**24.16.1** The Chairperson of each Standing Committee shall submit a final report of the Committee activities before the Annual General Meeting.

**24.17 Conduct of Standing Committee Meetings and Minutes of Meetings**

**24.17.1** Minutes shall be recorded for all meetings. The Committee must appoint a secretary to take minutes. Typing can be done at the ZBCA Offices.

**24.17.2** All meetings shall be conducted in a business-like manner through the Chairperson and in observance of all protocols.

**24.17.3** Members should be discouraged from deviating from the set agenda at a given meeting.

**24.17.4** The Chairperson can remove anyone from the meeting who does not abide by the above.

**24.17.5** A quorum of 50% of Standing Committee members is required for the adoption/ratification of any resolutions.

**25. The Role of the Secretariat with Particular Reference to Standing Committees**

**25.1.** By its nature the Secretariat represents the administrative organ of the Association. It also represents the research/information centre of the Association.

**25.2.** Whilst the Secretariat will endeavour to assist Committees with their work as far as possible, it is not the function of the Secretariat to unilaterally conduct research on specific matters referred to the Standing Committee. The Secretariat is not responsible to any Standing Committee and should not be liable for the inability of any Standing Committee to meet its set goals. The Secretariat serves to assist the National Standing Committees and in like manner the activities of the other organs of the Association. Owing to the specialised nature of the duties of the Standing Committees, it will be an aberration, for any Committee to overly rely on the Secretariat.



- 25.2.1** The Relationship between the Standing Committees and Secretariat should be intermittent, and not protracted. It should be one of mutual co-existence rather than dependence.
- 25.2.2** These complementary roles are performed by the Secretariat in the following manner:
  - 25.2.2.1** By assisting any of the Standing Committees on matters of general concern to the Association as a whole;
  - 25.2.2.2** By acting as a link in the communication network or by liaising with other organs of the Association;
  - 25.2.2.3** By acting as a source of information that might be useful in the proceedings at the Standing Committee;
  - 25.2.2.4** By serving as a reference point and contact address of correspondences for the Standing Committees;
  - 25.2.2.5** By monitoring the activities of Standing Committees;
  - 25.2.2.6** By monitoring the success of Association programs;
  - 25.2.2.7** By recruiting Association Members;
  - 25.2.2.8** By developing strategies to ensure institutional stability and viability of the Association; and
  - 25.2.2.9** By liaising with donors, NGOs and other relevant organizations to procure resources for Association membership-related activities.

**26. Terms of Reference for Standing Committee**

**26.1 Standing Committee on Tenders**

**26.2 Terms of Reference**

- 26.2.1** The terms of reference for the Tenders Committee are:
- 26.2.2** To reaffirm the rights of Indigenous Contractors to equal opportunity in the building industry;
- 26.2.3** To monitor the affirmative action programs recently approved by the Government;
- 26.2.4** To develop strategies to ensure that Members take full advantage of the affirmative action;
- 26.2.5** To monitor all Government and parastatals tenders;

- 26.2.6** To ensure that Members are continuously informed on all matters pertaining to affirmative action;
- 26.2.7** To ensure that Members are continuously informed on all matters pertaining to Government and parastatal tenders and the Affirmative Action Programme;
- 26.2.8** To constantly inform Indigenous Contractors on new projects available and terms of tendering and bidding for contracts;
- 26.2.9** To develop strategies to ensure that Members have opportunities to participate in major contracts and projects;
- 26.2.10** To assist and advise Members wishing to participate in major contracts as project managers;
- 26.2.11** To convene a panel to understudy and make recommendations for the resolution of any complaints of unfairness in the allocation of contracts to Member(s); and
- 26.2.12** To influence large contractors to offer subcontracts to indigenous firms in relevant projects/contracts.

### **26.3 Reports**

- 26.3.1** The Tenders Committee shall be required to submit reports to the National Executive Committee concerning activities on each of the terms of reference contained herein.

## **27. Membership Committee**

### **27.1 Terms of Reference of Membership Committee**

- 27.1.1** To encourage non-members to become members.
- 27.1.2** To see that codes of conduct are adhered to and reporting any cases of misconduct to the National Executive Committee.
- 27.1.3** To suggest suitable disciplinary measures which are for the approval of the National Executive Committee.
- 27.1.4** To verify issues of qualification or disqualification of Members to certain rights or privileges, subject to the consent/approval of the National Executive Committee.
- 27.1.5** To ensure that protocols underlying certain membership activities are in place and are respected.

**27.1.6** Vetting of new members and recommending selected ones to the National Executive Committee for approval.

**27.1.7** Develop a code of conduct for Members.

**27.2** **Reports by Membership Committee**

**27.2.1** The Committee shall be required to submit reports to the National Executive Committee concerning activities on each of the terms of reference contained herein.

**28.** **Finance and Administration Committee**

**28.1 Terms of Reference of Finance and Administration Committee**

**28.1.1** To ensure that Members with tenders have a constant supply of building materials during times of shortages.

**28.1.2**

To initiate alternative means of securing building materials in times of shortages.

**28.1.3** To liaise with the Government, and/or major building material suppliers, with the approval of the National Executive Committee, on all issues concerning the availability of building materials.

**28.1.4** To ensure that Building Materials are distributed fairly within the industry.

**28.1.5** To advise the National Executive Committee on all matters of financial strategy, financial policy and any financial risks associated with new proposals, ventures and operations.

**28.1.6** To develop the Association's annual budgets and submit them to the National Executive Committee for approval.

**28.1.7** To prepare cash flow forecasts for the Association to determine liquidity levels in line with key Association activities.

**28.1.8** To advise the National Executive Committee on measures to diversify the Association's income base and to carry out fundraising activities.

- 28.1.9** To evaluate and approve proposals for investments by the Association and make recommendations to the National Executive Committee.
- 28.1.10** To ensure that the Association's books are audited annually and that audited financial statements are presented annually to the Annual General Meeting.
- 28.1.11** To act as a Remuneration Committee of the National Executive Committee and to implement the Association's performance management system.

## **28.2 Reports by Finance and Administration Committee**

- 28.2.1** The Finance and Administration Committee shall be required to submit reports to the National Executive Committee on their activities herein contained within their terms of reference.
- 28.2.2** In addition, the Chairperson of the Committee shall be required to submit a report on the proceedings of his/her Committee at the Annual General Meeting.

## **29. Women's Desk**

### **29.1 Terms of Reference of Women's desk**

- 29.1.1** To establish a round table of women in construction under the ZBCA banner;
- 29.1.2** To hold regular events for women contractors;
- 29.1.3** To recruit women contractors to become members of the association;
- 29.1.4** To reaffirm the rights of women to equal opportunity in the building industry;
- 29.1.5** To monitor the affirmative action programs recently approved by the Government and inform women;
- 29.1.6** To develop strategies to ensure that women take full advantage of the affirmative action;
- 29.1.7** To constantly inform women on new projects available and terms of tendering and bidding for contracts;
- 29.1.8** To develop strategies to ensure that women have opportunities to participate in major contracts and projects;
- 29.1.9** To assist and advise women wishing to participate in major contracts as project managers;
- 29.1.10** To influence large contractors to offer subcontracts to women-led firms in relevant projects/contracts.

**30. Young Contractors' Desk**

**30.1 Terms of Reference**

- 30.1.1** To establish a round table of youth in construction under the ZBCA banner;
- 30.1.2** To hold regular events for youth contractors;
- 30.1.3** To recruit youth contractors to become members of the association;
- 30.1.4** To reaffirm the rights of youth to equal opportunity in the construction industry;
- 30.1.5** To monitor the affirmative action programs recently approved by the Government and inform the youth;
- 30.1.6** To develop strategies to ensure that the youth take full advantage of the affirmative action and opportunities to participate in major contracts and projects;
- 30.1.7** To constantly inform the youth on new projects available and terms of tendering and bidding for contracts;
- 30.1.8** To assist and advise the youth wishing to participate in major contracts as project managers;
- 30.1.9** Lobby the Ministry of Primary and Secondary Education for the incorporation of building as a curriculum subject;
- 30.1.10** To influence large contractors to offer subcontracts to youth-led firms in relevant projects/contracts.

**31 REGIONAL REPRESENTATIVES**

- 31.1** There shall be three (3) Regional Representative Committees as follows:
  - 31.1.1** Central Region (*Midlands, Masvingo, Manicaland*);
  - 31.1.2** Northern Region (*Harare, Mashonaland West, East and Central*);and
  - 31.1.3** Southern Region (*Bulawayo, Matabeleland North and South*);

**31.2.** Regional Committees shall hold Regional Annual General Meetings (RAGM) a month before the National Annual General Meeting (NAGM) to nominate and elect their respective committees.

**31.3.** Each Regional Committee shall consist of an elected Chairperson, Deputy Chairperson, General Secretary, and Secretaries for Finance & Administration, Tenders and Membership plus such office bearers as is deemed necessary.

**31.4** The Regional Committee General Secretaries shall submit the names of the elected members of the Regional Committee to the NEC through the office of the CEO.

**31.5** The Regional Representative Committee shall have not less than seven (7) elected Committee members and the National Executive Committee may co-opt onto the Committee the leader of any other business association considered by the National Executive Committee to be a suitable person to be part of the Regional Representative Committee.

**31.6** The National Executive Committee shall provide seed finance for regional committees. Regional Committees shall engage in fundraising activities to raise additional funds for their respective administrations.

**31.7** The Regional Executive Committee may authorise the formation of a branch in a particular city, town or growth-point if it considers that there are enough Members to warrant this. Finance for a Branch Committee shall be provided by the Regional Committee.

**31.8 Terms of Reference**

**31.8.1** To encourage non-members in the respective regions to become Members.

**31.8.2** To represent Association interests at the regional level.

**31.8.3** To ensure that Regional Members are continuously informed on matters pertaining to the advancement of Indigenous Contractors.

**31.8.4** To act as an information centre for Regional Members.

**32. STATUS**

**32.1** All Members of Regional Committees or Branches of Regional Committees, shall, for administration, representational and voting purposes be classified within their respective region.

**33. NOMINATIONS, ELECTION AND REMOVAL OF ASSOCIATION OFFICE BEARERS AND OFFICIALS**

- 33.1** Only full members, i.e. members in good standing (Contractors and associate) of the Z.B.C.A or their respective Proxies shall be considered for nomination.
- 33.2** The National Executive Committee shall sit as a nomination court at its last meeting before the Annual General Meeting to nominate bearers of the offices of the President, Senior Vice President, and the junior Vice-President. The National Executive Committee shall at such a meeting receive the nominated members of the Regional Chairpersons (Central, Northern and Southern Regions) after the regions have sat as nomination courts to elect their regional committees.
- 33.3** The nominated members shall be submitted in writing to the Chief Executive in not less than seven (7) days before the Annual General Meeting and shall be signed by the Member proposing the nomination and by the Member seconding the proposal. The Member nominated shall state whether or not he accepts the nomination.
- 33.4** Other ordinary members of the NEC shall be nominated and elected from the floor at the AGM
- 33.5** The chairperson of the Standing Committees shall be appointed by the NEC from members of the NEC.
- 33.6** **THE PRESIDENT**
- 33.6.1** The President shall be elected annually by the National Executive Committee at its final regular meeting preceding the Annual General Meeting of the Association and the result of such elections shall be announced at the Annual General Meeting of the Association.
- 33.6.2** The Senior Vice President shall be nominated to the office of the President upon the end of the tenure of the current President.
- 33.6.3.** The President shall hold office for a maximum of two (2) terms of one year each subject to the provisions of clause 32.2.1 of this constitution.
- 33.7** **THE SENIOR VICE –PRESIDENT**
- 33.7.1** The Senior Vice President shall be elected annually by the National Executive Committee at its final regular meeting preceding the Annual General Meeting of the Association and the result of such elections shall be announced at the Annual General Meeting of the Association.
- 33.7.2** The Junior Vice President shall be nominated to the office of the Senior Vice President upon the ascendance of the Senior Vice President to the office of the President.

**33.7.3** He/she shall hold office for a period of one year up to the conclusion of the next Congress or Annual General Meeting and shall be eligible for re-election.

**33.8** **THE JUNIOR VICE-PRESIDENT**

**33.8.1** The Junior Vice President shall be nominated in terms of clause 33.2.

**33.8.2** He/she shall hold office for a period of one year up to the Annual General Meeting of the Association and shall be eligible for re-election.

**33.9** **REMOVAL OF MEMBER FROM NATIONAL EXECUTIVE COMMITTEE**

**33.9.1** The Chairperson of the Standing Committee and Chairpersons of regional committees may remove a National Executive Member from office, for the following reasons.

**33.9.1.1** Non-attendance of meetings without prior apology for at least two consecutive meetings.

**33.9.1.2** Misconduct as defined in this Constitution.

**33.9.1.3** Breach of confidentiality.

**33.10** **ELECTED MEMBERS (CHAIRPERSON OF STANDING AND REGIONAL REPRESENTATIVE COMMITTEES)**

**33.10.1** The additional members shall be elected by a majority vote from among Members present at the Annual General Meeting of the Association.

**33.10.2** The elected members shall hold office up to the Annual General Meeting of the Association and shall be eligible for re-election, thereafter.

**33.10.3** The elected members shall hold office for a period of one year up to the next Annual General Meeting and shall be eligible for re-election.

**34.** **ANNUAL GENERAL MEETING (AGM)**

**34.1.** A General Meeting shall be held once every calendar year but not more than seven (7) months after the end of the preceding financial year.

**34.2** All motions to be dealt with at a General Meeting shall be reduced to writing and shall be delivered to the Secretary not less than fourteen (14) days before the date of the meeting.

**34.3** The National Executive Committee shall, at the next meeting following an Extra-ordinary General Meeting, fine a member who has failed to attend an Extra-ordinary General Meeting a sum as determined by the National Executive Committee from



time to time, unless prior to such Extra-Ordinary General Meeting the Member concerned submits a written notice, to the Secretariat, explaining his absence and the National Executive Committee accepts such explanation as reasonable.

**35. SPECIAL GENERAL MEETINGS**

**35.1** National Executive Committee may call other meetings which shall be called Special General Meetings with not less than thirty-six (36) days' notice in writing for such meetings. A Special General Meeting can be convened by signed petitions of not less than 20% of the Members.

**36. NOTICE OF GENERAL MEETING**

**36.1** A written Notice of a General Meeting shall be sent to all Members and shall be published in the National Press and Mass Media once a week for two weeks, 4 weeks before the date of the meeting. Non-receipt of such notice by any Member shall not invalidate the decisions adopted at any such meeting. Service of the notice shall be deemed to be effected by the Association by addressing the notice to the address provided by the Member in his application for membership.

**37. QUORUM**

**37.1** The quorum of the General Meeting shall be one-quarter  $\frac{1}{4}$  of the total membership of the Association. No business shall be transacted if a quorum is not reached within one hour of the meeting whereupon the meeting shall stand adjourned to the same time the next day. If the quorum is not reached within one hour of the meeting on the return day, the meeting shall once again stand adjourned to the same time on the next day, and the Members then present on the third day shall form a quorum.

**38. REPRESENTATION AT ANNUAL GENERAL MEETING**

**38.1** A paid-up Member shall be entitled to attend the Annual General Meeting.

**39. VOTING**

**39.1** Voting shall be by a show of hands or at the discretion of the President by secret ballot.

**39.2** Except for the President, who has a casting vote, no person present shall have the right to exercise more than one vote irrespective of his additional capacity which would otherwise carry the right to vote at the meeting.

**40. CHAIRING OF ANNUAL GENERAL MEETING**

- 40.1 General Meetings shall be chaired by the President or in his absence by the Senior Vice President. In the absence of both the President and Senior Vice President, the Junior Vice President shall chair the meeting. In the absence of the Presidium, the meeting shall appoint a Chairperson from amongst the delegates to preside at that particular meeting.

#### **41. BUSINESS OF A CONGRESS OR ANNUAL GENERAL MEETING**

The Business of a Congress or an Annual General Meeting shall include:

- 41.1 The announcement in compliance with the provisions of clause 33.6.1, hereof, of the President-Elect for the ensuing year.
- 41.2 The announcement in compliance with the provisions of clause 33.7.1, hereof, of the Senior Vice President-elect for the ensuing year.
- 41.3 The announcement in compliance with the provisions of clause 33.8.1, hereof, of the Junior Vice President-elect for the ensuing year.
- 41.4 The announcement in compliance with the provisions of clause 33.2 hereof, of the Chairpersons elect of the Regional Standing Committees for the ensuing year.
- 41.5 The election of the remaining members of the National Executive Committee as required in terms of clause 33.10.1.
- 41.6 The consideration of the Annual Report of the National Executive Committee.
- 41.7 The approval and adoption of the income and expenditure accounts and the balance sheet of the Association for the proceeding financial year.
- 41.8 The appointment of auditors for the ensuing year.
- 41.9 The appointment of lawyers for the ensuing year.
- 41.10 The consideration of such other business, relevant to the affairs of the Association, of which due notice, in accordance with clause 34.2, hereof, has been given.
- 41.11 In terms of Congress only, consideration of those motions for debate, submitted by members and which have been approved by the National Executive Committee.

#### **42 DISSOLUTION**

- 42.1 The Association may be dissolved or merged with another association or organisation with similar purposes and objectives by a special resolution passed by two-thirds (2/3) majority of members present at a duly constituted General Meeting.
- 42.2 In a merger, the assets of the Z.B.C.A. shall accrue to the Association with which the merger is affected.
- 42.3 On dissolution, the assets of the Association shall be realised by a liquidator appointed by the General Meeting or a Court as the case may be, and the proceeds shall be

distributed proportionally among such persons or Members at the date of the resolution or the order of a Court as the case may be.

**43. VALIDITY**

43.1 This Constitution, despite the date of its drafting, and all subsequent amendments shall be deemed to have come into operation from the 18<sup>th</sup> of September, 1991.

**44. COMMUNICATION WITH THE GENERAL PUBLIC**

44.1 The President, Senior Vice President, Junior Vice President and the Chief Executive Officer shall be the only persons authorised to speak on behalf of the Association to the general public. Chairpersons of Committees or Regions that seek to engage the general public should seek that authority through the Chief Executive Officer by providing the heads of the issues they would want to talk about.