



Established 2007

CONSTITUTION

Name

This Constitution establishes the Marketers Association of Zimbabwe, herein after called the "Association" and generally referred to as "MAZ".

1 PREAMBLE

The members of the Association to this Constitution,

Recognizing the need to establish a marketers association emerging as a result of various observed challenges *inter alia* the concern that marketing as a profession is not being given the recognition it deserves in the Zimbabwe and as such some businesses are collapsing either because the marketing function is non-existent or is being managed by wrong people, who do not hold proper marketing qualifications and skills;

Further concerned about identified gross fragmentation amongst marketing professionals themselves due to lack of networking facilities to meet and exchange ideas, the establishment of this Association will enable the development of marketing norms and values necessary to create, maintain and protect an acceptable image of the marketing profession in Zimbabwe by bringing together marketing professionals in various sectors of the Zimbabwean economy to achieve this objective;

Noting that, at this juncture the economy requires the development and implementation of marketing strategies, the establishment of this Association will provide an interactive platform, which will in turn benefit the entire industry, government and Zimbabweans in general;

Bearing in mind that, the image of the profession has been tarnished, especially by infiltrators emerging from other professions claiming undeserved marketing positions, this consequently results in failure to produce the expected results hence the marketing function is regarded as a spender of acquired resources instead of a major contributor as it should be;

Firmly convinced that the establishment of the Association will promote the marketing profession and uplift its status particularly emphasizing its importance across the board and ensure continuous career development to its members for the benefit of organizations they represent the members subscribing to this Constitution hereby establish the **Marketers Associations of Zimbabwe** and agree to be bound corporately and individually by the provisions of this Constitution as detailed below.

3. Definitions

Association shall mean the Marketers Association of Zimbabwe

A.G.M. shall mean Annual General Meeting

Board means the body of the management members tasked with the mandate of running the affairs of the Association.

M.A.Z. shall mean Marketers Association of Zimbabwe

Member: shall mean an individual natural person or body corporate which qualifies to be a member of M.A.Z. under this constitution.

President or Vice President shall be used interchangeably with the terms 'Chairperson' or 'Vice President' respectively.

Tertiary Institution means a college, polytechnic, university

4. Gender Issues

Any word making reference to one gender shall also construe to refer to the other gender.

5. Objectives

5.1 The objectives of the Association shall include but not limited to:

- 5.1.1 Promoting the inculcation and practice of internationally accepted marketing norms and values by all members of MAZ
- 5.1.2 Provide a platform for marketing professionals to exchange ideas that enhance the attainment of individual and organizational goals of MAZ members.
- 5.1.3 Associate and collaborate with other marketing organizations and/or institutions both locally and internationally in order to broaden the information base for the benefit of our members, organizations and the nation at large
- 5.1.4 Work with relevant authorities in the promotion and provision of quality goods and services by stakeholders to achieve the ultimate goal of customer satisfaction.
- 5.1.5 Facilitate the acquisition and dissemination of information on marketing and the establishment of a well-informed economic perspective about the profession.
- 5.1.6 Make recommendations for the improvement of the law and practice of marketing in Zimbabwe.
- 5.1.7 Collect information on any subject, which may be related to or included in the objectives and activities of the Association, and to disseminate the same, and advertise generally by or through any medium whatsoever, including displays, workshops, public meetings and exhibitions.

5.8 For the furtherance and attainment of the aforesaid objectives, the Association shall:

- 5.8.1 Promote and stimulate interest in marketing as a professional career by advocacy or holding or sponsoring the holding of competitions, exhibitions, displays and/or the publication of literature of any description in relation to marketing.
 - 5.8.2 Sell, distribute and deal in literature, apparatus, supplies and materials of all kinds relating to the objectives of the Association.
 - 5.8.3 Advocate for promulgation, repeal or amendment of any legislation which may promote or hinder the objects and activities of the Association and its members.
 - 5.8.4 Embark on any enterprise or adopt any lawful means of collecting or raising funds in order to carry out the objects of the Association, whether by holding competitions, exhibitions, selling goods or articles, providing any facilities or services or obtaining grants, subsidies, requests and seeking donations.
 - 5.8.5 Generally utilize the funds of the Association for furthering the objectives of the Association.
 - 5.8.6 Take over, purchase, lease or otherwise acquire, hold, develop, improve, manage, let, sell, transfer, exchange, mortgage, pledge, grant servitudes, licenses, or other rights over, or otherwise dispose of, or change or encumber any property or interests therein, whether movable, and to accept (with or without conditions, donations, gifts, bequests of any such property of interest, including subscriptions and donations in cash and investments), and to erect and construct, maintain, enlarge, alter, demolish or remove any thing or other erections or works of any immovable property in pursuance of either authorised or lawful purpose.
 - 5.8.7 Invest and/or reinvest any monies of the Association, in such a manner as the Association may, from time to time, deem expedient.
 - 5.8.8 borrow money for any purpose of the Association on such terms as seem expedient and, if necessary, to secure the same by mortgage, pledge, charge debentures, debenture stock, other security charged or any of the property of the Association, to enter into any guarantee surety-ship or undertaking the debts and engagements or others subject to the approval of the Board.
 - 5.8.8 Open and operate accounts from any appropriate financial institutions, and to withdraw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments or transferable instruments and securities.
 - 5.8.9 Institute and defend proceedings in any court of law, and to otherwise oppose any proceedings or applications which may seem calculated directly or indirectly to endanger or prejudice the interests or objects of the Association.
 - 5.8.10 Enter into any contract of employment or service with any person and to remunerate any person, firm or company rendering services to the Association either by cash payment or otherwise as may be thought expedient.
 - 5.8.11 Do such other lawful acts and things as may be incidental or conducive to the objects aforesaid.
- 5.9 The interpretation of this objects clause shall not be restricted by reference to any of the Association's objects or by the name of the Association, and in the event of any ambiguities this clause shall be Construed in such a way as to widen and not restrict the powers of the Association.

6. Membership

6.1 Student Membership

6.1.1 Student membership shall be open to:

6.1.1.1 Anyone who is studying marketing with a recognized and registered institution and is presently unemployed.

6.2 Full Membership

6.2.1 Full membership shall be open to:

6.2.1.1 Any person who has attained a qualification from a recognized tertiary institution or examination body majoring in Marketing or any other business related qualification.

6.2.1.2 Any person who without such qualifications as outlined above can prove to the Board with no reasonable doubt that they have been holding a senior position for a period of at least two (2) years.

6.3 Honorary Membership

Honorary membership may be conferred on any person who, in the opinion of the Board, has rendered outstanding service to the cause of the Association or to marketing as a profession within Zimbabwe.

6.4 Corporate Membership

Corporate Membership shall be opened to any organization, corporation, enterprise or company that is registered and operates within the laws of Zimbabwe.

6.5 Membership Rules

6.5.1 Application for membership shall be made on a prescribed form and submitted to the Executive Secretary.

6.5.2 Membership shall become effective and operational on approval by the Executive Secretary and on payment of the first subscription and shall remain as long as the member concerned is up to date with his or her membership subscriptions.

6.5.3 Upon admission, the Association shall provide a membership certificate/card bearing the member's name, membership category and number and such other further particulars, as may be necessary to afford easy identification of the member.

6.5.4 Acceptance of membership by any person signifies acceptance of all the rules and regulations of the Association and the constitution, a copy of which shall be issued to the member.

6.6 Cessation of Membership

6.6.1 Suspension / Expulsion

- 6.6.1.1 Notwithstanding clause 6.3.1 and 6.5.1, above the Membership Ethics and Standards Committee may suspend or expel any member from the Association who is guilty of conduct putting the image of the Association and the marketing profession into disrepute.
- 6.6.1.2 Appeals against either decisions or sanctions or both of the Membership Ethics and Standards Committee may be made to the Board whose decision shall be final and not appealable.

6.6.2 Termination of Membership

- 6.6.2.1 Any member may withdraw membership from the Association on one calendar month's notice in writing clearly stating the reasons for resignation to the Executive Secretary and a copy to the President of the Board, in which event the member withdrawing shall cease to be entitled to any benefits or privileges of the Association.
- 6.6.2.2 A member who has either resigned from being a member of the Association or is expelled following a disciplinary hearing shall not be entitled to claim refund of membership subscription fees which he or she may have paid.
- 6.6.2.3 Membership lapses when subscriptions are at least three calendar months in arrears.
- 6.6.2.4 Renewal of membership shall be made a month before the time of expiry of membership.

7 Subscriptions

Determination

- 7.1 Subscription fees for membership shall be determined from time to time by the Board of the Association.
- 7.2 All subscription fees, whether by stop order, cheques or cash, shall be forwarded to the Executive Secretary in full, and the Executive Secretary shall ensure that such subscriptions are deposited into the Association's account on the next business day from the date of receipt.
- 7.3 Corporate membership subscriptions shall only be limited to benefit only three (3) of its officers where such benefits are capable of being enjoyed by individual natural persons.

8 Place of Business

- 8.1.1 The business of the Association shall normally be conducted at 226 Samora Machel Ave, Eastlea, HARARE or any other place which shall, from time to time, be determined by the Board.
- 8.1.2 The postal address of the Association shall be the same as the address provided in Clause 8.1.1 above.

8.2 Association's Annual General Meeting

The Annual General Meeting shall be the supreme governing body of the Association, made up of delegates from the Association's Advisory Board, Board members and all other paid up members of the Association.

8.3 Time and venue of Annual General Meeting

- 8.3.1 The Annual General Meeting shall be held during the ninth (9th) month of the year after every two years.
- 8.3.2 The Board shall decide the time and venue for the Annual General Meeting.
- 8.3.3 Members shall be entitled to receive at least three (3) weeks' notice of the Association's intention to hold an Annual General Meeting.

8.4 Extra-ordinary General Meeting

An extra-ordinary general meeting may be convened by the Board at a time and place which they deem expedient provided that the meeting may only be convened upon request by at least two-thirds (2/3) of the members of the Board or two-thirds of the members of the Advisory Board or three quarters (3/4) of the paid up members of the Association and it shall be on twenty one (21) days' notice to all members.

8.5 Business of Association's Annual General Meeting

Annual General Meeting shall be empowered to:

- 8.5.1 Review past work and plan for the future.
- 8.5.2 Receive and approve reports, including financial statements, from the Board.
- 8.5.3 Consider all matters on the Annual General Meeting agenda.
- 8.5.4 Elect members of the Board during an election year.
- 8.5.7 Censure or expel any one or all members of the Board from the Board for unsatisfactory performance or any proved misconduct.

8.5.8 Deal with any other matter consistent with the Association's aims and objectives.

8.5.9 Repeal, or amend any provision of this constitution on recommendation of the Board.

8.5.10 Deliberate and make decisions or resolutions on motions, , issues, problems, and recommendations submitted by the Board, which have been previously circulated to delegates through the Executive Secretary.

8.6 Election and Constitution of the Board

8.6.1 The Board shall be elected at an Annual General Meeting of the Association and shall be constituted as follows:

8.6.1.1 The President, Vice President, Treasurer, six (6) Board members and 2 ex-officio members being Executive Secretary and Legal Advisor.

8.6.1.2 The Board shall be the chief deliberate and executive body in between Annual General Meetings and shall be answerable to the Annual General Meeting for all its activities, including all accounting for the disbursement of Association monies.

8.6.1.3 The Board shall meet at least once every quarter of the year to transact the business of the Association.

8.6.1.4 Emergency meetings may be convened by the Executive Secretary upon the instruction of the President when necessary or at the written request of half the members of the Board.

8.6.1.5 The traveling and subsistence expenses of members of the Board, incurred in executing Association business, or attending authorized meetings, shall be borne by the Association on per diem rates to be approved by the Board from time to time.

8.6.1.6 Proper minutes of Board' meetings shall be recorded and kept by the Executive Secretary who shall be the secretary of the Board.

8.6.1.7 The quorum for meetings of the Board shall be two-thirds (2/3) of its total membership.

8.6.1.8 The Board shall interpret the constitution and enforce its rules and regulations, standing orders and code of ethics of the Association, and clarify such interpretation to Association members.

8.6.1.9 Board members shall serve for two years after which two thirds of the older members of the Board shall retire by rotation on a first in, first out basis but retaining the right to present themselves individually for re-election serve for the founder who shall be a life board member even after relinquishing the executive post.

8.6.1.10 Vacancies occurring through deaths, resignations, and permanent incapacity or otherwise on the Board of Trustees shall be filled as follows:

8.6.1.10.11 any vacancy arising during the term of office in respect of President, Vice President and Treasurer shall be filled by the Board from its own members until the next national Annual General Meeting.

8.6.1.12 the person elected to fill a vacancy shall serve for the remainder of the term of office for the member whom he/she has replaced.

8.6.1.13 The Board shall be the stewards of all the property belonging to the Association and shall deal with it in such manner as the Board or the Annual General Meeting may direct.

8.7 Functions of the Board

The Board shall:

8.7.1 Direct, supervise and account to the Annual General Meeting in respect of all the affairs of the Association.

8.7.2 Approve the Association's annual budget.

8.7.3 Advise and/or supervise the administrative machinery of the Association.

8.7.4 Appoint Ad hoc committees as the need arises to assist in the discharge of its function provided that they shall not abdicate their responsibilities and duty of accountability to such Committee:

8.7.5 Negotiate and lobby the government of Zimbabwe on issues of national importance which relate to and may affect the marketing profession.

8.7.6 Prepare the agenda for the Annual General Meeting Annual General Meeting, including all resolutions and motions for amendments of the constitution and regulations and forward copies to delegates at least one week before the start of the Annual General Meeting.

8.7.8 Enforce resolutions, decisions and programs of the Association as determined by Annual General Meeting.

8.7.9 Ensure suitable and qualified people are employed to run the day to day business of the Association.

8.8 Duties of the President

8.8.1 The President shall provide leadership to the Board and the official spokesperson of the Association.

8.8.2 Chair all the meetings of the Board and in his or her absence the Vice President shall take the chair. In situations where both the Chairperson and his or her Vice are absent the members present shall nominate one of themselves to chair their meetings.

8.8.3 He/She shall be responsible for the proper conduct of business at such meetings.

8.8.4 He/ She shall have a deliberative and casting vote, and shall sign the minutes of each meeting at the time they are approved and adopted.

8.8.5 He/ She shall make official statements on issues of national importance on behalf of the Association, and may delegate this function where it is deemed necessary.

8.9 Duties of the Vice President

- 8.9.1 The Vice President shall supervise and coordinate specific functions of the Association as assigned by the Board.
- 8.9.2 The Vice President shall, in the absence of the President, perform the duties and functions of the President in accordance with the provisions of this Constitution.

8.10 Duties of the Executive Secretary

The Executive Secretary shall;

- 8.10.1 Be the head of the executive management team of the Association responsible for the day to day running of the affairs of the Association and is appointed by the Board.
- 8.10.2 Be an ex-officio member of the Board.
- 8.10.3 be responsible for arranging, co-coordinating the meetings of the Board in consultation with the President
- 8.10.4 Is responsible for recording and keeping minutes of the Board and all the meetings of the Association.
- 8.10.5 Appoint full-time staff of the Association on the basis of an organizational structure approved by the Board
- 8.10.6 Together with anyone of the following, the President, and Treasurer shall approve and sign for all payment requirements associated with the day today activities of the Association.
- 8.10.7 Represent the Association at any forum to which the Association is invited subject to authorization by the President and availability of funds.

8.11 Duties of the Treasurer

The Treasurer shall;

- 8.11.1 Ensure that the Association's bank accounts are properly maintained and this includes selection of the Association's bankers, authorizing of payments including the signing of cheques and ensuring that excess funds are invested wisely and in the best interest of the Association
- 8.11.2 Provide financial transaction oversight to the Association's financial affairs and this includes ensuring that all expenditure is kept within the approved budgets.
- 8.11.3 Overseeing the preparation of annual budgets and presenting them to the Board for approval.

8.11.4 Overseeing the development and observation of the organization's financial policies

8.11.5 Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board

8.11.6 Make available for checking or inspection the financial books in his/her custody to the Board or authorized Association officials and auditors.

8.11.7 Prepare and present income and expenditure reports based on audited financial statements at the Annual General Meeting.

8.11.8 Serve as the chairperson of the Finance Committee of the Board of the Association.

8.12 Advisory Council/ Board of Trustees

8.12.1 There shall be an Advisory Council of MAZ comprising not more than ten (10) founding members of MAZ

8.12.2 The Advisory Board may co-opt any individual or individuals to serve on the council based on his or her experience as a marketer or other relevant discipline should their number fall below the maximum of ten (10)

8.12.3 The existing members of the Board at the Association's first Annual General Meeting shall automatically constitute the Advisory Council of MAZ including one other founding member

8.12.4 Nothing contained in this constitution shall prevent any founding member who is a member of the Advisory Council from being elected as a member of the Board.

8.12.5 Once nominated to the Advisory Council a member shall hold such office for life unless one or more of the following events occur, if the member is:

8.12.5.1 Incapacitation due to illness or mental health challenges

8.12.5.2 Declared insolvent

8.12.5.3 unable to manage his or her own affairs and a curator is appointed to do so.

8.12.5.4 is disqualified from holding a position of trust or office of a director of a company in accordance with the Standards set out in terms of section 173 of the Companies Act, Chapter 24:03 as may be amended from time to time.

8.12.5.5 found guilty of misconduct, breach of trust and or putting the name of MAZ into disrepute by a special committee set up by the other members of the Advisory Council.

8.13 Role of the Advisory Council

The Advisory Council shall be responsible for:

8.13.1 Guarding the vision and mission including the reputation and integrity of MAZ.

8.13.2 Overseeing the work of the Board

8.13.3 Providing counsel and guidance to the Board on matters pertaining to governance of MAZ.

8.13.4 Take over the responsibilities of the Board until the election of new members of the Board in the event of any one or more of the following happening;

- (a) the expiry of the term of office of the Board and there is a delay in the calling of an election;
- (b) dismissal or suspension of the Board by the Annual General Meeting pending an investigation into any alleged misconduct;
- (c) The number of members of the Board has fallen below the minimum required for the Board to constitute a quorum due to a number of reasons which include but not limited to;
 - (i) resignations
 - (ii) death
 - (iii) illness or insanity
 - (iv) criminal conviction of matters involving elements of dishonesty
 - (v) removal of any member from a position of trust by any competent court
 - (vi) disqualification of any member from holding the office of a director of a company as provided in terms of section 173 of the Companies Act, Chapter 24:03.

8.13.5 Establish and administer a trust fund on behalf of MAZ which shall be used to bail MAZ as and when there is need in accordance with a criteria and rules to be developed by the Advisory Council. Twenty (20%) percent of MAZ's declared annual profit shall be paid into the trust account.

8.14 Power of the Advisory Council

8.14.1 The Advisory Council may suspend and order an investigation into the conduct of the affairs of the Board where there are reasonable grounds to suspect that the Board have committed an act of misconduct, or is conducting itself in a manner that puts the name and reputation of MAZ into disrepute.

8.14.2 Upon completion of the investigation into the conduct of the affairs of the Board as contemplated by Clause 8.14.1 above, the Advisory Council may conduct a hearing after which it may either dismiss or uphold the allegations and pass appropriate sanctions which may include expulsion or dismissal of any or all members of the Board.

8.14.3 Where the Board is dismissed in accordance with clause 8.14.2 above, the Advisory Council shall be obliged to call for an extra-ordinary general meeting of the members for purposes of electing new members of the Board who shall hold office for the unexpired portion of the term of the expelled Board within three (3) months of the decision to expel the full Board being made unless the next annual general meeting falls within period of three (3) months from the date of expulsion at which new members of the Board may be elected.

8.14.4 Where the Advisory Council decides to investigate into the affairs of the Board and there is a member or members who is both a member of the Advisory Council and the Board, such member shall be suspended from holding both offices until such time he or she has been cleared of the alleged misconduct or wrong and in the event that he or she is found guilty and expelled as a member of the Board, the member shall automatically be disqualified from continuing to hold office as a member of the Advisory Council.

8.15 Disciplinary Mechanism

8.15.1 The Advisory Council may suspend or dismiss or replace any officer, officers or member(s) of the Board of the Association for negligence of duty, dishonesty, and incompetence or failure to obey its decisions, or for other reasons which may be important and in the interest of the MAZ subject to the approval of Annual General Meeting.

8.15.2 In the event of such suspension, the Advisory Council shall have power to appoint one of its members to act in such post pending its decision on whether or not such an officer should be removed altogether or reinstated after the case has been reviewed.

8.15.3 In the event of failing to reach the consensus, the Advisory Council shall put the matter to vote and the President of the Advisory Council shall have a casting vote in the event of a deadlock.

8.15.4 The Executive Secretary shall be accountable to the Board and his/her contract of employment shall be interpreted and governed in accordance with the provisions of the Labour Act, Chapter 28:01 as may be amended from time to time.

8.16 Electoral Procedures and Provisions

8.16.1 Save for the Executive Secretary and Legal Advisor, who shall both be ex-officio members of the Board, all individuals who shall constitute the Board shall be elected at Annual General Meeting.

8.16.2 One third of the members of the Board shall retire by rotation at each election year but may avail themselves for re-election.

8.16.3 The President of the MAZ shall be elected at the Association's Annual General Meeting during an election year and shall serve in that capacity for a period of two (2) years unless he or she is elected for a second term in accordance with the provisions of this Constitution.

8.16.3.1 The President shall meet the following criteria noted below:

8.16.3.1a the person should be a full member of the association by the time of going to the AGM

8.16.3.1b must possess a minimum of 8 years at senior marketing managerial (Head of department / Director) or above with traceable references.

8.16.3.1c must be mature and possess leadership qualities to represent all professionals locally and abroad

8.16.3.1d must possess a marketing qualification at a minimum of a degree level

8.16.3.1e must be an excellent communicator and leader to steer the profession as a role model for the professionals

8.16.3.1f must provide a recommendation letter of support from the employer and if retired, include at least 3 written references.

8.16.3.1g has no previous criminal record whether found guilty or not

8.16.4 The Vice President of the Association shall be elected by members of the Board from amongst themselves at the first meeting of the new Board and shall serve in that capacity for a period of two years or a portion of the remainder of the term of the Board in the event of the incumbent Vice President;

a) Incapacitation by illness

b) Resigning

c) Conviction of an offence involving elements of dishonesty by a competent court

d) Removal from office as a result of a disciplinary action conducted by the Advisory Council in accordance with the provisions of this Constitution.

- 8.16.5 The President shall serve as the Chairperson and of the Board of the Association respectively.
- 8.16.6 No member shall serve on the Board in any capacity for more than two consecutive terms.
- 8.16.7 Any member of the Association not in arrears with their subscriptions shall be eligible for election as a member of the Board of the Association.
- 8.16.8 The Executive Secretary and the Legal Advisor shall be the returning officers.
- 8.16.9 Any individual member of the Association may be nominated for election as a member of the Board provided they are active and fully paid up individual members of the Association.
- 8.16.10 The election of officers at all levels shall be by secret ballot.
- 8.16.11 Members of the Association are eligible to vote provided they are fully paid up members and in the case of Corporate Members the individual representative must be in possession of duly signed written proxies clearly indicating that they have the mandate to represent and vote on behalf of the corporate member concerned.

8.17 Finance

8.17.1 Income of the Association

The revenue of the Association shall include

8.17.2 Monthly or annual subscriptions of members deposited into National Accounts of the Association.

8.17.3 Special charges or levies of the Association for services rendered.

8.17.4 But not limited to Income from awards, events, sponsors and workshops.

8.17.5 Different sources including, but not limited to:

8.17.5.1 Proceeds of its properties, such as rents.

8.17.5.2 Proceeds from sales that may, from time to time, be organized by the Association.

8.17.5.3 Interest on money invested by the Association.

8.17.5.4 Donations made to the Association.

8.17.5.5 Grants from public funds such as from government ministries, embassies and other donors.

8.18 Finance and Administration

8.18.1 The Board shall be responsible for all policy formulations on the administration of all funds of the Association with the assistance of the finance committee of the Board.

8.18.2 The Executive Secretary in consultation with the Treasurer shall choose a bank to open and maintain an account in the name of the Association and shall ensure that all money belonging to the Association received by him/her is paid into the said bank, within five (5) days of receipt of such money.

8.18.3 All cheques for withdrawal of Association's money shall be signed by the Executive Secretary and anyone (1) of the following the President, or Treasurer.

8.18.4 The Executive Secretary, in collaboration with the Treasurer shall keep the finance books of the Association up to date.

8.18.5 The Board shall cause the accounts of the Association to be audited annually.

8.18.6 The Board shall appoint auditors of the Association and report to the Annual General Meeting.

8.18.7 The Treasurer's financial year shall be from 1 January to 31 December of each year.

8.18.8 All income at all levels shall be used only for activities that fall within the objects of the Association.

8.18.9 Receipts shall be used in respect of any money obtained from or given to any person for whatever purpose.

8.18.10 The Board shall have the power to borrow and to lend money to finance projects and programs.

8.18.11 Such decision shall require a two-thirds majority of Board members present and voting.

9 Publication and Confidential Matters

9.1 The Board may declare any matter to be confidential and in such cases, nothing or any part of such matter shall be published to any person without prior consent of Board.

9.2 No publishing of any sort in the name of the Association shall be made without written consent of the Board of Trustees.

9.3 The Association shall have the right to sue any individual or party that may publish any information on the Association against the provisions of this section.

10 Constitutional Interpretation

10.1 Problems that arise in the interpretation and application of this Constitution because there is no specific clause that covers such problems shall be decided by the Advisory Council in accordance with the objectives and the spirit of this Constitution.

10.2 The final body of appeal on any matter concerning the interpretation and application of this Constitution shall be the Annual General Meeting of the Association.

11 Constitutional Changes

- 11.1 This Constitution and the code of ethics herein contained may be repealed, altered, amended, or modified in any way by the Annual General Meeting of the Association by means of a three-quarter (3/4) majority of the voting members present at the Annual General Meeting.
- 11.2 Notice of such proposed repeal, alteration, amendment or modification shall be in the hands of the co-Executive Secretary not less than two months before opening of the Annual General Meeting at which such matter will be considered.

12 Dissolution

- 12.1 The Association may be dissolved and wound up by a resolution supported by three quarters (3/4) majority of the members present at an Annual General Meeting or extra ordinary meeting specially called for this purpose.
- 12.2 The resolution shall contain provisions of the disposal of the Association's assets in such a manner as the Advisory Council at that time direct, after all debts and liabilities have been honored or settled in full.
- 12.3 The Advisory Council shall appoint two trustees to oversee the winding up of the business of the dissolved Association.

End