

CONSTITUTION OF THE BOTSWANA NETWORK ON ETHICS, LAW AND HIV/AIDS

(BONELA) PREAMBLE

Whereas, it has been necessary to form an organisation for the purpose of monitoring the ethical, legal and human rights aspects of the HIV/AIDS pandemic in Botswana and also to establish the needs of the vulnerable;

Recognising our diverse areas of operation and target populations, and noting that our goals can be effectively realised through sound organisational and institutional development, better resource sharing, and common approach;

We do hereby constitute ourselves as the **Botswana Network on Ethics, Law and HIV/AIDS (BONELA)**.

MISSION STATEMENT

1.1 NAME

The name of the society shall be **BOTSWANA NETWORK ON ETHICS, LAW AND HIV/AIDS** (hereinafter referred to as the **NETWORK**).

1.2 REGISTERED OFFICE

The registered office of the Network shall be situated in Gaborone , Botswana . The physical and postal address shall be: The Office of the Coordinator

ARTICLE 2

2.1 INTERPRETATIONS

In this Constitution unless it is specifically stipulated or where the context indicates otherwise the following words and expressions shall have the following meanings:

2.1.1 "The network" shall mean Botswana Network on Ethics, Law and HIV/AIDS.

2.1.2 "Executive Committee" shall mean the governing body of the network elected in

terms of this Constitution.

2.1.3 "NGO" shall mean Non-Governmental Organisation. An NGO is a legally formed, autonomous, service driven organization that possess non-profit status, that serve in diverse areas and whose primary motivation is to improve the well being of people through activities and processes that promote social transformation.

2.1.4 "Member" shall mean any non-governmental organisation that has been accepted by the Executive Committee and has paid its annual subscription fees.

2.1.5 "Associate Member" shall mean any organisation that cannot qualify as a full member but wishes to associate itself with the council or any International NGO that has not been incorporated in Botswana but has a local representation whose operations are controlled externally.

2.1.6 "International NGO" shall mean any NGO that has been incorporated in Botswana but has a local representation and its operations are controlled externally.

2.1.7 Words indicating the singular number shall include plural or vice versa and words signifying the masculine and feminine shall be gender neutral unless they appear otherwise from their context.

ARTICLE 3

3.0 STATUS OF THE NETWORK

3.1 Botswana Network on Ethics, Law and HIV/AIDS is a non-profit making Network. It shall be an umbrella body, having continuous succession and the capacity to acquire rights and obligations in its own name. It shall have the power to obtain fixed or movable property, sell it, register a bond or have a bond registered, give or receive security in any way in which it would be necessary, give or receive surety, and take any action needed to achieve its objectives (as described in Article 4).

3.2 In carrying out its duties, functions, and activities as specified in this Constitution, the Network shall not compromise the integrity of individual members and the independent, autonomous nature of NGO members.

ARTICLE 4

4.0 OBJECTIVES

The objectives of the Council shall be:

4.1 To integrate a legal, ethical and human rights dimension into the response to the

HIV/AIDS epidemic.

- 4.2 To strengthen NGOs to participate effectively in the policy fora in Botswana and at an international level;
- 4.3 To assist in promoting and encouraging networking amongst NGOs and individuals with similar goals and/or objectives so as to facilitate joint initiatives at solving problems;
- 4.4 To promote a culture of self-reliance and encourage committed participation from NGO members and the community;
- 4.5 To address the human rights of people affected by HIV/AIDS in order to eradicate the discrimination and marginalisation of such people;
- 4.6 To support public health interests by establishing an environment that enables people to protect themselves and others from infection without the violation of basic human rights.
- 4.7 To lobby against the use of punitive action as a legal instrument to address the epidemic, since this approach has been proven to be ineffective and in fact, detrimental to the struggle against HIV/AIDS;
- 4.8 To advocate for the establishment of a legal framework to reach those in society that are legally and socially marginalized.
- 4.9 To educate the general public on issues of human rights within the context of HIV/AIDS and to create stakeholders nationally to assist in the dissemination of information;
- 4.10 To research the human rights situation of people affected by HIV/AIDS in Botswana and to network with stakeholders in the region in order to establish and maintain a response to ethical and legal challenges.

ARTICLE 5

5.0 METHODS OF OPERATION

The Botswana Network on Ethics, Law and HIV/AIDS shall seek to achieve its objectives by:

- 5.1 Creating a sound and sustainable financial foundation for the network;
- 5.2 Building links with national, regional and international human rights NGOs that

are involved in ethics, Law and HIV/AIDS;

5.3 Identifying ethical dilemmas and human rights violations in Botswana and to heighten public awareness of the need for protection of the human dignity of all people affected by HIV/AIDS;

5.4 Lobbying for the review of discriminatory legislation that relates to HIV/AIDS affected people;

5.5 Actively promoting and publicising the work of its members, organising campaigns, educational programmes, or competitions, issuing press releases, and taking other steps to promote public awareness of the Network, its objectives and activities;

5.6 Lobbying for the inclusion of sex education and reproductive health awareness programmes amongst the communities that are marginalized such as gays, lesbians and bisexuals;

5.7 Procuring information and education materials, disseminate and propagate same for the purposes of encouraging a sustained behavioural change and promote positive living;

5.8 Establishing appropriate fora for discussion by the NGO community and leaders, of prevailing legal and ethical policies and programmes affecting the communities that they serve;

5.9 Establishing appropriate mechanisms for resolving inter-member conflicts;

5.10 Facilitating the development of good working relations amongst NGOs, between NGOs and Government, between NGOs and International Development Agencies, between NGOs and relevant Government ministries, and between local NGOs and international NGOs;

5.11 Doing such other things as may be conducive to the attainment of the aforesaid objectives.

ARTICLE 6

6.0 MEMBERSHIP

6.1 APPLICATION FOR MEMBERSHIP

6.1.1 Full Membership to the Network shall be open by application, to any individual as well as any registered NGO, provided that the same is committed to the objectives and functions of the Network;

6.1.2 Associate membership to the Network shall be open upon application to any registered international NGO, provided that the same is committed to the objectives and functions of the Network;

6.1.3 Every application for admission as a member shall be in writing and signed by the Chief Executive Officer and/or the Chairperson of the Executive Committee. The application shall be in such form as may from time to time be prescribed by the members of the Network;

6.1.4 The right of admission to membership shall be vested in the Executive Committee, and the Executive Committee shall make regulations for these purposes;

6.1.5 The criteria for admission as full member or associate shall be the discretion of the Executive Committee;

6.1.6 The Executive Committee shall have the power to refuse or approve any application for membership; provided that the Executive Committee shall report any such refusal or approval to the next Annual General meeting for ratification.

6.2 RIGHTS AND OBLIGATIONS OF MEMBERSHIP

6.2.1 A full member shall be entitled to one vote at all meetings such member is required to attend. Each member may, however, send at most three observers;

6.2.2 A full member shall be entitled to participate in the formulation of policies and work programmes for the Network;

6.2.3 A full member shall be entitled to nominate candidates for election into the Executive Committee;

6.2.4 A full member shall be able to vote on any issue tabled at the Annual General Meeting;

6.2.5 A full member shall observe and conform to the aims and programme activities of the Network;

6.2.7 A full member shall supply the Network's Secretariat with annual progress reports, including audited financial statements, trial balances, financial regulations, minutes and at least two copies of all publications produced by the Member organisation.

6.2.8 A full member shall take all such actions as shall be recommended by the Network in support of its policy decisions;

6.1.9 A full member shall discuss directives, policies, etc. with their constituencies before participating in decision-making on such issues;

6.2.10 An associate member shall have an observer status and will not be eligible for election into the Executive Committee, can not nominate candidates for election into the Executive Committee and can not vote at the Annual General Meeting;

6.2.11 All members will have access to all council reports pertaining to its activities and functions;

6.2.12 All members shall pay annual subscription fees between the months of -----l and ----- of each year.

6.3 MEMBERSHIP FEE / ANNUAL SUBSCRIPTIONS

6.3.1 Upon admission all shall pay their membership fees which may be determined from time to time by the Executive Committee;

6.3.2 The Executive Committee shall have the power to establish and renew membership and annual subscription fees for ratification by the members at the Annual General meeting.

6.4 TERMINATION OF MEMBERSHIP

6.4.1 The Executive Committee reserves the right to expel any member for non-compliance with the objectives of the network;

6.4.2 A member shall at any time withdraw from the Network upon submission to the Executive Committee of written notice of intention to terminate membership and subsequent approval by the Committee of the notice of termination.

6.4.3 The Annual General Meeting may expel any member from membership by a two-thirds majority of all members present and voting;

6.4.4 A member may cease to be a member upon failure by such member to attend three consecutive Annual General Meetings without any apology or without reasonable ground for such absence having been given to, and accepted by the Executive Committee. The Executive Committee shall inform such members in writing of termination of membership

6.4.5 A member may cease to be a member if such member ceases to operate as an NGO as defined under Article II;

6.4.6 A member may cease to be a member for failure to pay annual subscription fee provided that this article may be waived upon good, sufficient, and valid cause being shown.

6.4.7 An individual member may cease to be a member upon death, becoming insane

or upon conviction on criminal grounds.

ARTICLE 7

7.0 THE EXECUTIVE COMMITTEE

7.1 The Executive Committee shall be composed of the following: Chairperson, Vice Chairperson, Treasurer, Secretary, Vice Secretary, two additional members, and the Executive Secretary. The Network Coordinator shall be an ex-officio member of the Executive Committee.

7.2 The Executive Committee shall be responsible for the control and general administration of all materials and affairs of the Council including the control of finances and property;

7.3 The Executive Committee shall:

7.3.1 Have the right to make decisions on all urgent matters;

7.3.2 Be legal holders of all assets and properties of the Network;

7.3.3 Convene Annual General Meetings between the ---- and the ---- each year and make reports to the members;

7.3.4 Purchase, take on lease or in exchange hire or otherwise acquire any movable and immovable property which may be deemed necessary for any of the purposes of the Network, and to sell, exchange, mortgage, change, turn on account, dispose off, and deal with property and rights of any kind;

7.3.5 Invest the funds of the Network from time to time in such investments or assets or other securities as the Executive Committee may in their entire discretion deem fit, bearing in mind the desirability of investing such funds within the Republic of Botswana;

7.3.6 Have power from time to time to change and vary any investment and to reinvest in any other asset or investment. All or any investment shall be registered only in the name of the Network;

7.3.7 Open bank accounts in the name of the Network, and to operate such accounts by way of deposits and withdrawals as may be necessary for the proper conduct of the financial affairs of the Network all cheques, promissory notes, bills of exchange, and other documents which may be required in connection with any bank accounts opened by the Network or the financial administration of the Network shall be signed on behalf of the Network by such persons as may from time to time be appointed under resolutions of the Executive Committee;

7.3.8 Use, lend, or donate any monies accruing to the Network for the purpose of implementing the objects of the Network;

7.3.9 Employ and/or dismiss staff, consultants, and agents, whether full time, part time, paid or unpaid and decide on the appropriate remuneration;

7.3.10 Institute, conduct, defend, compound, or abandon any legal proceedings by or against the Network or its officers, or otherwise concerning the affairs of the Network; to compound and allow time for payment or satisfaction of any debts due to the Network, and of any claims or demands by or against the Network;

7.3.11 Call upon legal and other technical expertise as and when necessary for advice in specific cases;

7.3.12 Receive and consider applications for membership;

7.3.13 Manage the day-to-day affairs of the Network whilst the Network Coordinator is not in the office;

7.3.14 Appoint or remove, as well as establish, the Conditions of Service (e.g. remuneration, benefits, etc.) for the Secretariat of the Network;

7.3.15 Give advice and guidance to the Secretariat and other structures of the Network;

7.3.16 Initiate consultation for the discussion of issues of topical, national, and sub-regional interest.

7.4 Members of the Executive Committee shall hold office for a period of two (2) years but shall be eligible for re-election to office for an additional period of two (2) years, after which such members shall not be eligible for re-election for a period of two (2) years;

7.4.1 In the event of any vacancy in the Executive Committee the Secretary shall inform all members in writing within a period of fourteen (14) working days;

7.4.2 The Executive Committee shall co-opt a temporary replacement until the next Annual General Meeting;

7.4.3 In the event that someone has been co-opted to sit on the Executive Committee, the Secretary of the Committee shall ask the members for nominations to the position at least fourteen (14) days prior to the Annual General Meeting.

7.4.4 The nominations will be announced at the Annual General Meeting, at which time a bye-election shall be conducted by the Electoral Officer. The results of the bye-election will be announced immediately after the counting has been done at the same Annual General Meeting;

7.4.5 In the event that an office bearer ceases to be a member of the Council, The Executive Committee shall reserve the right to seize all property belonging to the Council in the possession of the departing officer;

7.4.6 In the event that an office bearer ceases to a member of the Network, the

Executive Committee may appoint any other member to hold that position until the next elections provided that the time of appointment is more than three months away from the next Annual General Meeting.

ARTICLE 8

8.0 DUTIES OF OFFICE BEARERS

8.1 Chairperson

8.1.1 The Chairperson shall be the chief representative of the Network and shall preside at all meetings of the Executive Committee and all general meetings of the Network;

8.1.2 The Chairperson shall chair and be responsible for the proper conduct of all meetings referred to in 8.1.1 above;

8.1.3 The Chairperson shall provide the policy and organisational leadership of the Network in collaboration with the Network Coordinator;

8.1.4 The Chairperson shall have the right to attend the meetings of the Network sectoral or specialised committees.

8.1.5 The Chairperson shall chair the Disciplinary Committee or any other forum established for the purpose of effecting disciplinary action;

8.1.6 The Chairperson shall coordinate the recruitment of the Network Coordinator and all other consultants as may be deemed necessary by the Executive Committee.

8.1.7 The Chairperson shall coordinate the strategic planning and programme development and implementation.

8.2 Vice-Chairperson

8.2.1 The Vice-Chairperson shall attend to all the duties of the Chairperson in the absence of the latter;

8.2.2 Shall attend to all such duties as shall be prescribed or delegated to him/her by the Chairperson.

8.3 Secretary

8.3.1 The Secretary shall keep proper records of all the Network's activities;

8.3.2 Shall attend all Executive Committee Meetings and General Meetings of the Network Council and record the minutes, compile such minutes and send them to the members in time;

8.3.3 Shall inform by way of sending out notices of meetings and the agenda to all members;

8.3.3 Shall be responsible for the preparation of the Annual General Returns and other documents required by the Registrar of Societies by the prescribed date;

8.3.4 Shall keep and maintain a membership register containing names, addresses and dates on which members joined the Network;

8.4 Vice-Secretary

8.4.1 Shall attend to all the duties of the Secretary in the absence of the latter;

8.4.2 Shall attend to such duties as shall be prescribed or delegated to him/her by the Secretary.

8.5 Treasurer

8.5.1 Shall be responsible for the implementation, monitoring and evaluation of proper accounting procedures for the Network;

8.5.2 Shall keep all the Network's funds in a bank approved by the members;

8.5.3 Shall prepare Annual Financial Statements to the attention of the Executive Committee and the Annual General Meeting;

8.5.4 Shall disburse funds as directed by the Executive Committee.

8.5.5 Ensure proper inventory and management thereof of the Network's assets;

8.5.6 Chair the Finance Sub-committee.

8.6 Additional Members

8.6.1 Two additional members shall deputise and assist other members as decided upon by the Executive Committee.

8.7 Executive Secretary

8.7.1 The Network Coordinator shall be a full-time employee of the Network, and shall be responsible for the proper administration of the affairs of the Network in accordance with and under the direction of the Executive Committee.

8.7.2 The signature of the Network Coordinator shall be compulsory in all the Network's cheques provided that it shall be countersigned by the Treasurer. In the absence of the Treasurer, the Chairperson shall countersign. The Network Coordinator

shall have an alternate who shall sign the Network's cheques in the absence of the Network Coordinator. Such person shall be from the office of the Network Coordinator and/or a member of the Executive Committee and shall be approved by the Executive Committee.

8.7.3 The Network Coordinator shall have the power to employ and/or dismiss all other professional and support staff under her with the approval of the Executive Committee;

8.7.4 The Coordinator shall be responsible for supervising all staff;

8.7.5 The Network Coordinator shall undertake all other functions that may be designated by the Executive Committee from time to time;

8.7.6 The Network Coordinator may resign the office by giving one (1) month's notice in writing to the Executive Committee, or otherwise by giving a month's salary in lieu of notice.

ARTICLE 9

9.0 ELECTION OF OFFICE BEARERS

9.1 All members of the Network shall be eligible for election and appointment as office bearers;

9.2 The election and appointment of office bearers shall be in line with the democratic spirit of the Constitution of the Republic of Botswana ;

9.3 All elections will take place during the Annual General Meetings, and all appointments will take place during meetings of the Executive Committee.

9.4 Electoral Procedures

9.4.1 The Network Coordinator shall act as the Electoral Officer, and shall supervise the elections of the incoming Executive Committee. The Network Coordinator can appoint a person of high standing to supervise the elections on his/her behalf, in which case the appointee shall be the Electoral Officer;

9.4.2 The Network Coordinator or appointee, in his/her capacity as the Electoral Officer, shall be responsible for the general conduct of the elections of the Executive Committee and shall oversee the nominations of candidates, verify eligibility, voting process, and the announcement of results to the Annual General Meeting participants;

9.4.3 The Electoral Officer shall also be responsible for reporting on conduct of elections to the Annual General Meeting;

9.4.4 Three (3) members of the outgoing Executive Committee may be retained for

reasons of continuity;

9.4.5 Candidates for elections may only be nominated by fully paid-up member organisations;

9.4.6 Nomination letter must be received by the Electoral Officer two weeks before the Annual General Meeting;

9.4.7 An organisation is only entitled to two (2) nominations per election, but only one person per organisation can be elected as a member of the Executive Committee for any term of the Committee;

9.4.8 Candidates standing for the Executive Committee shall be given three (3) minutes to present their manifesto during the course of the Annual General Meeting;

9.4.9 Voting shall be done by secret ballot and each organisation will be entitled to one ballot;

9.4.10 Counting of the votes shall be done by the Electoral Officer in the presence of all candidates;

9.4.11 The Electoral Officer shall announce the results of the elections to the Annual General Meeting on the same day of voting.

ARTICLE 10

10.0 TERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office provided:

10.1 The office-bearer's organisation ceases its membership of the Network;

10.2 The office-bearer's organisation ceases to exist or ceases to be an NGO;

10.3 The office-bearer fails to attend three (3) consecutive meetings of the Executive Committee without a valid reason;

10.4 The office-bearer is guilty of any misconduct as decided upon by the rest of the members and/or any duly constituted structure of the Network.

ARTICLE 11

11.0 CO-OPTION

11.1 Notwithstanding the provisions of Articles 6.4 through 6.4.3, the Executive Committee may on certain instances be empowered to appoint members to serve on the Executive Committee in the event a member of the Executive Committee ceases to be a member prior to next elections. Such co-option shall only be made if the seat will remain

vacant for a period of more than three months prior to the next Annual General Meeting;

11.2 In the event the member who ceases to be a member of the Committee has an assistant, then such assistant shall take over his/her duties pending the next elections;

11.3 In the event the member who ceases to be a member has no assistant, then the Executive Committee shall co-opt someone to take over.

ARTICLE 12

12.0 EXECUTIVE COMMITTEE MEETINGS

12.1 The Executive Committee shall meet at least once every three months at such time and place it may consider appropriate to discuss matters pertaining to its duties;

12.2 Notwithstanding 12.1 above, the Executive Committee may convene an Extraordinary meeting when so ever required by the Network Coordinator or two or more of its members;

12.3 Voting at all meetings of the Executive Committee shall be by way of simple majority. In the event of an equality of votes, the Chairperson or any other person presiding shall have right to a casting vote;

12.4 A quorum of the Executive Committee shall be 5 members of the Committee.

ARTICLE 13

13.0 ANNUAL GENERAL MEETINGS

13.1 The Annual General Meeting of the Network shall:

13.1.1 Be held between the -----and the ----- every year, at such a time and place as may be determined by the Executive Committee;

13.1.2 Consist of representatives delegated by individual members as well as Full and Associate member organisations. All Full member organisations, subject to the full discharge of their financial obligations, shall be entitled to at least one representative with a vote;

13.1.3 Be the highest decision-making organ of the Network.

13.2 Notice of the date, time and place of the Annual General Meeting shall be dispatched to all members at least thirty (30) working days prior to the date of such meeting. Every notice of the time and place at which the Annual General Meeting is to be

held shall be accompanied by a copy of the agenda and audited financial statement for the preceding year ending on the -----.

13.2.1 Any failure beyond the Chairperson's reasonable control to give the notice as prescribed by paragraph 15.2 of Article 15 shall in no way invalidate the business conducted at the Annual General Meeting.

13.3 The business of the Annual General Meeting shall be:

13.3.1 Roll call of members to ascertain whose delegates are present and which of them shall vote for their organisation;

13.3.2 To read and confirm the minutes of the previous Annual General Meeting, and of any Special or Extraordinary General Meetings held during the cause of the year;

13.3.3 To receive and approve the report of the Chairperson for the year;

13.3.4 To receive and approve a statement by the Treasurer of the financial position of the Network including audited financial statements and an audited balance sheet and appoint auditors for the ensuing year;

13.3.5 To elect office bearers and other members of the Executive Committee for the ensuing year;

13.3.6 To consider and vote upon any alterations and/or additions to the constitution of the Network of which due notice has been given;

13.3.7 To decide on any appeals for membership application and representation formulae;

13.3.8 To transact such other business as normally forms part of an Annual General Meeting.

13.4 The procedures and/or rules for the conduct of an Annual General Meeting shall be as follows:

13.4.1 the Chairperson of the Executive Committee or any other member of the Committee appointed by him shall chair The Annual General Meeting;

13.4.2 The quorum of an Annual General Meeting shall be two thirds (2/3) of the total membership entitled to vote;

13.4.3 Organisations and individuals with Full membership status represented at the Network shall be entitled to one (1) vote each;

13.4.4 Votes for election of the Executive Committee shall be by secret ballot;

13.4.5 All votes otherwise shall be by a show of hands or secret ballot as the meeting

shall determine.

ARTICLE 14

14.0 EXTRAORDINARY GENERAL MEETING

14.1 An Extraordinary or Special General Meeting may be called by the Executive Committee whenever the Committee deems it necessary to discuss urgent issues with members, or at the request of one-fifth (1/5) of the total representatives in the Annual General Meeting;

14.2 Notice of the time, date and place and business of such an Extraordinary General Meeting shall be dispatched to all members at least fifteen (15) working days prior to the date of such a meeting and shall specify in writing the matters to be dealt with;

14.3 An Extraordinary or Special General Meeting shall be competent only to deal with the particular business of which due notice has been given;

14.4 The procedure and/or rules for the conduct of an Extraordinary or Special General Meeting shall be the same as in Article 15.5 above.

ARTICLE 15

15.0 SUB COMMITTEES

15.1 The Executive Committee shall appoint various sub-committees either from amongst their members exclusively, or including non-members and shall be entitled to:

15.1.1 Determine what the duties, rights, obligations of such sub-committees shall be;

15.1.2 Delegate to such committees those of its powers it deems necessary;

15.1.3 Delegate control of such of their finances and other resources that they in their discretion shall deem suitable for the use by such sub-committees in pursuit of the objects of the Network.

15.2 The Executive Committee shall co-opt any expert to sit in any relevant sub committee and this co-option shall be subject to approval by the AGM.

15.3 Sub-committees shall be responsible for the following:

15.3.1 Drawing up their rules, procedures, terms of reference, action plans, proposals, etc. which shall be ratified by the Executive Committee;

15.3.2 Reporting regularly on their activities to the Executive Committee and the Annual General Meeting;

15.3.3 Having the right to propose themes to the Executive Committee for discussion at the meetings of the Network's organs

15.3.4 Seeking to cooperate with each other where practical and desirable.

ARTICLE 16

16.0 THE SECRETARIAT

16.1 The Executive Secretary

The Executive Secretary shall:

16.1.1 Be the Chief Executive Officer of the Network, accountable to the Executive Committee and as such, responsible for the leadership and effective management of the Secretariat;

16.1.2 Be responsible for the recruitment of other programme and administrative staff of the Secretariat subject to the approval of the Executive Committee;

16.1.3 Be responsible for the implementation of the policies of the Network and any necessary initiatives to present to the Executive regarding relevant issues affecting its membership;

16.1.4 Attend and advise the meeting of the Network's organs without voting right;

16.1.5 Prepare documents for the meetings of the Network's organs;

16.1.6 Report to the Executive Committee on the use of finances, implementation of the work programme, and changes in staff disposition;

16.1.7 Maintain close working relations with the Network's Sub-committees and provide support as mutually agreed;

16.1.8 Maintain relations with the Network's present and potential members and submit reports on membership issues to the Executive Committee.

16.2 Other Staff Members

16.2.1 the Network Coordinator subject to approval by the Executive Committee shall appoint other members of the Secretariat staff.

ARTICLE 17

17.0 STANDING RULES AND PROCEDURES

17.1 Quorum

17.1.1 The quorum shall be two-thirds of the members of the Network if it is an Annual General Meeting, and two-thirds of the members of the Executive Committee if it is the Executive Committee's Meeting, and half of the members for any other meeting.

17.2 Adjournment

17.2.1 The Executive Committee, in conjunction with the members of the Network present, shall adjourn any meeting if the members present do not form a quorum, or if the meeting has proceeded beyond the expected time and the proposed agenda has not been exhausted;

17.2.2 In the event any meeting has been adjourned, a date shall be set in the same meeting for the next meeting and fourteen (14) working days notice shall be given to all the members.

17.3 Vote of No Confidence

17.3.1 A vote of no confidence may be passed against any office bearer or any member of the Executive Committee where a majority of the members of the Network are aggrieved or are at variance with such office bearer or member of the Executive Committee's conduct;

17.3.2 In the event a vote of no confidence has been passed against an office bearer or a member of the Executive Committee, such person shall vacate the chair in favour of his/her deputy or some other person nominated by the meeting. Where there is no deputy, the nomination shall only be made if the vote is passed more than three months prior to the next Annual General Meeting;

17.3.3 A vote of no confidence shall be passed by a simple majority of all the members of the Network.

17.4 Discipline

17.4.1 There shall be a Disciplinary Committee whose duties shall be:

17.4.2 To abide by the rules and or guidelines as formulated in the Policy and Procedures Manual

17.4.3 To hear all disciplinary matters and pass ruling or sentences as the Committee shall deem it fit;

17.4.4 To suspend a member from the Network if the circumstances of a particular case warrant for such a move;

17.4.5 To expel a member from the Network (with the approval of the Executive Committee) if the circumstances of a particular case warrant for such a move;

17.4.6 All the decisions of the Disciplinary Committee shall be appealable to the Executive Committee;

17.4.7 Any member who is not satisfied with the ruling of the Disciplinary Committee should lodge its appeal within a period of fifteen (15) working days from the date such ruling was made;

17.4.8 All appeals shall be in writing and shall state all the grounds of appeal;

17.4.9 The procedure for appeals from the Executive Committee to the AGM shall be the same as the procedure in articles 17.2 through 17.4 above.

17.4.10 The decisions of the AGM shall be final.

17.5 Settlement of Disputes and Appeals

17.5.1 All disputes shall be settled by the relevant sub-committees where such disputes touch on the issues that a particular sub-committee is dealing with;

17.5.2 In the event there is no sub-committee to deal with a particular dispute, such dispute shall be settled by the Executive Committee;

17.5.3 All the rulings of different sub-committees shall be appealable to the Executive Committee provided that:

17.5.4 The appeals shall be in writing and shall state the grounds of appeal;

17.5.5 Any member who is not satisfied with the ruling of a sub-committee shall lodge its appeal with the Executive Committee within a period of fifteen (15) working days from the date such ruling was made;

17.5.6 The Secretary of the Executive Committee shall notify the aggrieved member (appellant) of the date of hearing of the appeal at least seven (7) working days prior to the date of hearing.

17.5.7 All the decisions of the Executive Committee shall be appeal able to the Annual General Meeting (AGM) provided that all the appeals shall be in writing and shall state the grounds of appeal, and further that the appeal shall be lodged with the AGM through the Secretary of the Network fifteen (15) days from the date of the ruling.

17.5.8 The Executive Secretary shall notify all the interested parties of the date of hearing seven (7) working days prior to such date of hearing.

ARTICLE 18

18.0 DISSOLUTION OF THE NETWORK, DISPOSAL OF ASSETS AND LIABILITIES

18.1 The Network shall dispose off its assets as shall be determined by the members, provided that any funds or assets standing to the credit of the Network shall be paid and distributed amongst such organisations which are not-for-profit making organisations and further that the objects of such organisations shall be to enhance in some manner the general welfare and development of the inhabitants of Botswana.

18.2 All the Network's assets shall be disposed off when the Network shall be dissolved provided that:

18.2.1 Any fifty-one percent (51%) of the members of the Network may propose the dissolution of the Network. Such a proposal shall state the reasons for the dissolution;

18.2.2 A proposal for the dissolution of the Network can only be tabled before an Extraordinary General Meeting convened specially for that purpose in accordance with Article 16 of this Constitution;

18.2.3 A written notice of a proposal to dissolve the Network must be given to all members at least thirty (30) working days prior to the Extraordinary General Meeting being called for purposes of tabling the dissolution;

18.2.4 A dissolution shall only be passed by a two-thirds (2/3) majority of all the members of the Network with full membership status;

18.2.5 All the members present shall vote to a dissolution by secret ballot notwithstanding the provisions of Article 15.4.5;

18.2.6 Any member with full membership status who will not be present at the Network Meeting shall be given the opportunity to vote by mail. Such votes shall be submitted sealed to the Secretary prior to the Network Meeting and shall remain sealed. The Electoral Officer shall only open the votes at the time of the vote tabulation during the Network Meeting.

18.3 All the liabilities of the Network shall be settled as and when they arise;

18.4 In the event the Network stands dissolved, all the outstanding liabilities shall be settled first prior to the Network deciding on how it should deal with the remaining assets.

ARTICLE 19

19.0 FINANCES

19.1 Organisational Income

The income of the Network shall be derived from:

19.1.1 Membership fees of its affiliate organisations and individual members;

19.1.2 Annual subscription fees of its affiliate organisations and individual members;

19.1.3 Sales of publications and promotional items;

19.1.4 Government subventions;

19.1.5 Donations and other sources as agreed upon by the Annual General Meeting on the recommendation of the Executive Committee;

19.1.6 All monies received by the Network shall be paid into the Network's bank account within five (5) working days;

19.1.7 The Network's accounts in respect of each financial year shall be audited by auditors nominated by the Executive Committee (through tender) and approved by the Annual General Meeting, and an auditor's report shall be prepared in respect thereof.

19.1.8 For the purposes of this Constitution, the financial year of the Network shall be the period of 12 months ending on ----- of every year.

19.2 SUBSCRIPTION FEES

19.2.1 Members shall pay an annual subscription fee in accordance with criteria established by the Executive Committee;

19.2.2 Annual subscription shall be due and payable between the month of ----- and ----- every year; failure to do so will result in the withholding of members participation rights in activities of the Network be determined by the Executive Committee;

19.2.3 Members whom because of exceptional circumstances have difficulty in paying the subscription may apply to the Executive Committee in writing for leniency. Such request must reach the Executive Committee within the first quarter of the year

ARTICLE 20

20.0 THE CONSTITUTION

20.1 INTERPRETATION OF THE CONSTITUTION

20.1.1 The responsibility of the interpretation of the terms of the Constitution or any matters arising in connection therewith shall be vested in the Executive Committee; decision on such a matter shall be passed by two-thirds (2/3) majority of members present and voting and shall be final and binding.

20.1.2 When the Annual General Meeting is in session, it will assume the responsibility of interpreting the Constitution, when such need arises.

20.2 AMENDMENT OF THE CONSTITUTION

20.2.1 Any member of the Network may propose an amendment to the Constitution.

20.2.2 The provisions of this Constitution may be amended, or added to, in a manner not inconsistent with any of the other provisions of this Constitution provided that:

20.2.3 All the details of the proposed amendment shall be sent to the Secretary of the Executive Committee who shall in turn circulate the proposal to all the members in writing at least thirty (30) working days prior to the date of a meeting to be called for the above purpose;

20.2.4 All amendments to the Constitution shall receive the assent of not less than two-thirds (2/3) majority of the members of the Network present and voting;

20.2.5 All the amendments shall only be valid if approved by the Registrar of Societies.

ARTICLE 21

21.0 THE GENERAL BODY

21.1 In the event the Executive Committee cannot solve any problem laid before it, the General Body (i.e. the members) shall have powers at an Annual General Meeting or a Special or Extraordinary General Meeting to resolve a particular problem provided the decision will be made by a simple majority of all the members present and voting, and such decision should not in any way contravene any of the provisions of any law in the Republic of Botswana.