



THE NANGO

CONSTITUTION

1. **GENERAL**

1.1. **Name**

The name of the organization shall be "National Association of Non-Governmental Organizations" (hereafter referred to as "NANGO")

1.2. **National Character**

NANGO is the official voluntary co-ordinating body of all registered organizations concerned with social, economic, political development of the people of Zimbabwe, Social Welfare, institutions and other development oriented institutions and individuals.

NANGO shall maintain its autonomy so as to enable it to act at all times in accordance with the provisions of this constitution. NANGO shall be a body corporate with perpetual succession unaffected by changes in the membership, and shall be capable of owning property, incurring liabilities in its own name and of suing and being sued. It shall be a non-profit making body and, in relation to its property and affairs for the purposes of carrying out its objectives or performing any acts incidental thereto, it shall have all the rights, powers and privileges which it would have possessed had it been a private individual of full legal capacity. The Headquarters of the Association shall be in Harare.

1.3. NANGO is non-party political, non-denominational, non-profit making organization and cannot be used by its member for the promotion of party political, denomination or profit-making purposes. Members who are in breach of this clause will be subject to expulsion from the organization.

1.4. NANGO is a separate legal entity in law

1.5. **The Seal**

NANGO may have a seal, which shall be engraved with the name of NANGO in legible characters. The seal may be affixed to any instrument only by the authority of a resolution of the National Executive Committee or of the NANGO AGM, and in the presence of at least two members of the National Executive Committee, and of the Executive Director or such other persons as the National Executive Committee may appoint for the purpose, and those two members and the Executive Director or any persons as aforesaid shall sign every instrument to which the seal of NANGO is so affixed in their presence.

2.0. **OBJECTIVES**

2.1. General Objectives

- 2.1.1. To promote, co-ordinate and organize, where necessary, the participation and contributions of non-governmental organizations in Zimbabwe in the social, economic and political development of the Zimbabwean people.
- 2.1.2. To promote and support all social, political and economic activities by organizations aiming at the benefit of a substantial or significant part of the Zimbabwean community including a special focus on such other activities that are meant to promote directly or indirectly, the well being of the disadvantaged groups of the community including those with disabilities.
- 2.1.3. To provide such services as may be required by non-governmental organizations and other institutions involved, directly or indirectly, in the promotion of social economic and political development of the Zimbabwe community with a focus on the disadvantaged members of the community.
- 2.1.4. To affiliate to any international, regional or bi-lateral bodies as the National Executive Committee may decide and which affiliation is consistent with and for the purpose of furthering the above objectives.

- 2.1.5. To promote and facilitate the interaction, consultations and exchange of information and experiences among all local NGOs and relevant institutions, including government and to promote the linking up of local organizations with any national, regional, international and bilateral bodies for the purposes of furthering the above objectives.
- 2.1.6. To promote and support, directly or indirectly, the provision of education and economic opportunities for the disadvantaged groups of the community including the disabled.

2.2. Specific Objectives

In furthering the objectives and purposes defined above, NANGO is established for the following ancillary objectives:-

- 2.2.1. To open an office or offices in such centers in the Republic of Zimbabwe as may be necessary.
- 2.2.2. To facilitate any body or bodies financially or otherwise in the furtherance of the above objectives or any of them.
- 2.2.3. To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description (where subject to any special trusts or not) for or towards the above objectives or any of them.
- 2.2.4. To act as Trusts or obligations which are charitable in accordance with the above objectives or any one or more of them.
- 2.2.5. To purchase, take on lease, or in exchange, hire or otherwise acquire in any manner any movable or immovable property.
- 2.2.6. To invest and deal with the moneys of NANGO not immediately required in such manner as may from time to time be determined and to donate or lend monies for the attainment of the above objectives or any of them.
- 2.2.7. To sell, dispose of, manage, develop, let, mortgage or otherwise deal with all or any part of the property, rights and privileges of NANGO.
- 2.2.8. To borrow or raise money in such manner and upon such terms to offer such security, as NANGO shall deem fit.
- 2.2.9. To procure to be written and print, publish, issue and circulate any reports of periodicals, books pamphlets, leaflets, or other documents in furtherance of the above objectives of NANGO.
- 2.2.10. To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, seminars, lectures, classes and other educational facilities to further the above objectives of NANGO or any of them.
- 2.2.11. To transfer or dispose of, with or without valuable consideration, any part of the property or assets of NANGO not required for the purpose for which it is formed to any body having charitable purposes as its only objectives provided that such body is not carrying on business for profit or gain for distribution by way of dividends, bonus or otherwise amongst its members.
- 2.2.12. To apply, promote, and obtain or to join in applying for, promoting or obtaining any Act of Parliament, license or other permission or authority necessary or desirable for the furtherance or realization of any of the objectives or purposes of NANGO, and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or expedient to protect the interest of NANGO.

- 2.2.13. Subject to the provisions hereinafter contained to employ and pay officers and any other person or body whose services are required or deemed expedient for carrying out any of the objectives of NANGO, and to pay whatever staff benefits are approved by the National Executive Committee, if funds permit.
- 2.2.14. To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents, the National Executive Committee or otherwise, and either alone or in conjunction with others.
- 2.2.15. To do all such other lawful things as are incidental or conjunctive to the attainment of the above objectives or any one or more of them.

2.3. (Throughout Clause 2.2 the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the context words importing the plural include the singular and vice versa).

3.0. **MEMBERSHIP**

3.1. **Ordinary Membership**

Any organization which has objectives, purpose and activities consistent with the objectives of NANGO and which is:-

- a) properly constituted; and
- b) locally based in Zimbabwe; and
- c) operated locally and; and
- d) registered locally under the Private Voluntary Organizations Act (Chapter 17), or as a Trust should be eligible for ordinary membership of NANGO, upon completion of application requirements set down by the National Executive Committee.

3.2. **Associate Membership**

Any organization which has objectives, purposes, and activities, consistent with the objectives of NANGO and which is not Zimbabwean in respect its final governing authority but is a branch or agency of a body constituted internal to Zimbabwe, shall be eligible for associate membership of NANGO upon completion of application requirements set down by the National Executive Committee. An Associate member organization shall appoint one non-voting delegate to the AGM.

3.3. **Honorary Membership**

The National Executive Committee may make provisions for the election of honorary members who shall:

- a) be persons of standing in the community who have given notable service consistent with or in support of the objectives of NANGO.
- b) have no vote; and
- c) not be eligible for election to any post but may be co-opted by the National Executive Committee to special sub-committees of NANGO.

3.4. **Membership Subscription**

All members of NANGO, other than honorary members shall pay an annual membership fee, payable for each financial year, the amount of which shall be determined by the Annual General Meeting.

3.5. **Membership Register**

The National Executive Committee, through the Director, shall maintain a Register on the members of NANGO, and punctually enter therein the following particulars:

- 3.5.1. The names and addresses of the members;
- 3.5.2. The date on which each organization or person became a member and status;
- 3.5.3. The date on which any person or organization ceased to be a member;
- 3.5.4. In the case, of a member other than an individual, the name of such member's authorized delegates.

3.6. **Resignation, Expulsion and Disqualifications**

- 3.6.1. An ordinary member may withdraw its membership in NANGO by writing to the Chairperson of NANGO stating the reason for such withdrawal. The reason may be debated by the National Committee at the AGM or a Special AGM of NANGO.
- 3.6.2. The National Committee may request an Ordinary Member to withdraw NANGO membership, and may terminate membership by vote of two-thirds of the members of the National Committee. The National Committee may take either or both these decisions if it finds, after due investigation, a member unsuitable to be a member of NANGO. Provided that in both cases the member is given an opportunity to present its views to the National Committee, and provided that, in the case of termination, the member shall have the right to appeal to the NANGO National General Meeting. The decision at such a General Meeting shall be final.
- 3.6.3. No member, on ceasing to be a member, shall be entitled to be repaid any subscription to NANGO previously paid, or any part of such subscription.
- 3.6.4. An Honorary Member, or an Officer or Member of the National Committee shall forthwith cease to be a Member of NANGO
 - a) if the office bearer dies;
 - b) if the organization submits a written resignation;
 - c) if the office bearer ceases to be authorized to represent an Ordinary Member or Region, notice of which shall be made in writing to the Chairperson or Director;
 - d) if he/she becomes insolvent or compounds with creditors, or becomes of unsound mind, or is convicted by a competent tribunal of any offence which in the opinion of the National Committee renders him/her unfit to be a member
 - e) if the relevant organization which is an Ordinary Member is dissolved, or goes into liquidation or ceases to carry out its functions in Zimbabwe.
 - f) If he/she ceases to be a permanent resident of Zimbabwe.
 - g) A person shall not be elected as office bearer and no person shall be qualified to hold office at any Regional or National level who:-

- i) is not a member of NANGO
- ii) is not ordinarily resident in Zimbabwe
- iii) has, in terms of law in force in any country: been adjudged or otherwise declare of insolvent and has not been rehabilitate or discharged or made an assignment to, or arrangement or composition with his creditors which has not been rescinded or set aside, or
- iv) has, been convicted of any offence involving dishonest in any country including Zimbabwe and has not received a free pardon.
- v) Is a holder of an office of a political party at provincial or national level.

3.7. **Termination of Office as Officer/Executive Member**

3.7.4. In addition to Clause 3.6. hereinabove the National Committee may, by a two-thirds majority, remove any officer or member from office on the basis that the person is no longer fit to hold office in that;

- a) he/she has consistently failed to attend 3 consecutive meetings without giving good cause acceptable to the Committee. Secretariat will keep a record of attendance.
- b) he/she conducted him/herself consistently in a manner which has or is highly likely to bring NANGO or the National Committee or the person's office into disrepute;
- c) he/she has engaged intentionally in any action, which is expressly contrary to the established policies or objectives of NANGO. Provided that: the office or member shall have the right of appeal to National General Meeting of NANGO, the decision of which shall be final.

3.7.5. A Special General Meeting of NANGO may, by vote of the majority of those present, remove from office any or all officers or members of the National Executive Committee, and immediately elect persons to replace those removed from office. This decision shall be final.

4. **REGIONAL EXECUTIVE COMMITTEE**

4.1. NANGO members shall elect Regional Executive committees at a Regional level. Such Committees shall have authority over all activities of NANGO in the Region save the National Executive Committee shall have ultimate control and authority over the Regional Committee.

4.2. **Composition**

All sectors shall be represented as much as possible in the Regional Executive Committee. Each Region shall elect a Regional Executive Committee comprising of a minimum of 7 members and not more than 12.

The office bearers are as follows:

Chairperson
 Vice-Chairperson
 Treasurer
 Secretary
 Vice-Secretary

4.3. **Functions**

The Regional Executive Committee shall be accountable to the National Executive Committee

- 4.3.1. To translate the policies of NANGO into activities relevant to the member organizations operating in the Region.
- 4.3.2. To form sub-committees in the interest of the member organizations.
- 4.3.3. To raise funds for Regional programmes.
- 4.3.4. To articulate the interest of the member organizations.
- 4.3.5. To propose potential Regional Activities on which Regional programmes can be based.
- 4.3.6. To liaise with the Government Ministries relevant to NGO activities.
- 4.3.7. To identify networking needs of the Region.
- 4.3.8. To meet every month to consider the monthly programme.

4.4. **Regional Annual General Meeting**

- 4.4.1. The Region shall hold an Annual General Meeting to discuss, among other things, the Regional Annual Report including use of funds, and the proposed programme of activities for the year. The AGM shall be held within three months of the end of a financial year in preparation for the national AGM.
- 4.4.2. Elections for the Regional Executive Committee shall be held once in every three years at a Regional AGM. The Regional Executive Committee shall nominate one representative to the National Executive Committee who shall also attend the National AGM.
- 4.4.3. Voting at Regional Annual General Meeting shall be by secret ballot.
- 4.4.4. Notice of the Regional Annual General Meeting shall be served at least twenty-one (21) days prior to the meeting and it shall be accompanied by the proposed agenda for the business to be conducted.

4.5. **Names of Regions**

There shall be five Regions, namely:-

- a) The Western Region – encompassing Matebeleland North and South
- b) The Midlands Region – being the present Midlands Region
- c) The Southern Region – being the present Masvingo Region
- d) The Northern Region – being the current Mashonaland Regions
- e) The Eastern Region – being the current Manicaland Region

5.0. **GENERAL ASSEMBLY**

5.1. **Composition**

The General Assembly shall be the supreme organ of the Association and shall comprise of an official delegate of ALL member organizations with voting rights. Invitations shall also be open to observers of NANGO members and any interested parties who shall not have voting rights.

5.2. **Sessions**

A National Annual General Meeting of the General Assembly of NANGO shall be called each year within six (6) calendar months of the financial year-end of NANGO.

5.3. **Functions**

The National Annual General Meeting (AGM of General Assembly) shall exercise the following powers:

- 5.3.1. to establish the general policy of NANGO
- 5.3.2. to approve the Income and Expenditure Accounts and the Balance Sheet for the preceding year and the Auditors Report
- 5.3.3. to approve the reports of the Chairperson, and Treasurer and any reports submitted by or with the approval of the National Executive Committee
- 5.3.4. to appoint Auditors for the current year
- 5.3.5. to approve a plan and budget on the proposed activities for the next year
- 5.3.6. to fix annual subscriptions for members which may be proposed by the National Executive Committee.
- 5.3.7. to elect when appropriate the Association's Chairperson, the Vice-Chairperson, Treasurer, Secretary and Vice-Secretary for periods hereinafter provided for.
- 5.3.8. to consider proposed amendments to the Constitution of the Association.
- 5.3.9. to conduct such other business as may be necessary.

5.4. **Procedures and Quorum**

- 5.4.1 At least twenty-one (21) calendar days notice of the AGM shall be accompanied by a proposed agenda of the business to be conducted, a copy of NANGO's audited financial accounts for the preceding year and NANGO's Annual Report.
- 5.4.2 The Regional Executive Committee shall notify the Executive Director in writing at least seven (7) days prior to the AGM of the name of the delegate representing the region.
- 5.4.3 In the event of the inability of any Regional delegate to attend, the Regional Executive Committee may be represented by properly authorized alternate delegate within 24 hours of the AGM.
- 5.4.4 Each Regional Executive Committee shall notify the General Assembly the names of its incoming member of the National Executive Committee, being one representatives chosen in terms of clause 4.4.2. hereof
- 5.4.5 Each delegate shall have one vote and the Chairperson of the AGM shall in addition have a casting vote
- 5.4.6 Voting at the AGM shall be by secret ballot. There shall be no provision for proxy, postal or absentee voting

- 5.4.7. The AGM shall be chaired by the National Chairperson or in his/her absence, by the Vice-Chairperson or any National Executive Committee member delegated
- 5.4.8. A quorum for the AGM shall be half of the membership. Should there be no quorum within half an hour, the Chairperson shall adjourn the meeting for a period of seven days, to be reconvened at the venue and same time. Then all present shall constitute a quorum.

5.5. **Special General Meetings**

- 5.5.1. The National Executive Committee may call a Special General Meeting of NANGO to consider any matter which the National Executive Committee so decides.
- 5.5.2. A Special General Meeting of NANGO shall be called within one (1) calendar month after receipt by the Chairperson or the Director of a written request for such meeting signed by at least one-quarter of the members or delegates to NANGO. The request shall state the business to be considered at the meeting.
- 5.5.3. The calling and conduct of a Special General Meeting shall follow the provision of Clauses 5.4.2., 5.4.3 and 5.4.5. up to 5.4.8.
- 5.5.4. Should a Member or Delegate wish to appeal against a decision of the National Executive Committee affecting such member or organization, such member or organization shall submit a written request to the Chairperson or Director for a Special General Meeting of NANGO to be held in order to discuss such appeal, and such meeting to be convened within twenty eight (28) days.

6.0. **NATIONAL EXECUTIVE COMMITTEE**

6.1. **Composition**

- 6.1.1. The National Executive Committee shall comprise of a total of fifteen members. Five of these members shall be regional representatives with each region represented by one person. The remaining members shall be representatives of officially recognized sectoral umbrella bodies.

The National Executive Committee has the power to co-opt ‘experts’ as it deems appropriate and these shall not have voting rights.

- 6.1.2. The National Executive Committee shall have the following office bearers:

The Chairperson
 The Vice-Chairperson
 The Treasurer
 The Secretary
 The Vice-Secretary

6.2. **Functions**

Subject to the provisions of these rules and within the framework of the decisions and general directives of the AGM, the National Executive Committee shall have all powers necessary for carrying out the aims of NANGO. In particular, but without limiting the generality of its power, it shall be empowered: -

- 6.2.1. To facilitate the development of, and to implement policies as determined by the General Assembly
- 6.2.2. To appoint and set the terms and conditions of service of an Executive Director who shall be responsible for the effective management of NANGO.

- 6.2.3. To appoint a Management Committee, comprising mainly of non-office bearers who are professional managers, which it shall empower to act on financial, personnel and other matters and in particular, in regard to matters of unavoidable urgency occurring between National Executive Committee meetings. The Management Committee shall work closely with the Executive Director in the running of NANGO.

The Treasurer shall be a member of the Management Committee. The Management Committee shall formally report to National Executive Committee

- 6.2.3. To approve the annual budget for the forthcoming year.
- 6.2.4 The National Executive Committee may invite representatives of appropriate Government Ministries or NGO sectors to attend its meetings as observers.
- 6.2.5. The National Executive Committee shall appoint sub-committees of NANGO as it shall from time to time determine as required to advance the business of NANGO.
- 6.2.6. In establishing a sub-committee, the National Executive Committee shall set out its terms of reference, its duration of operation, its membership and other relevant matters. Whenever possible the membership of NANGO committees shall include person from Ordinary Members with an interest in the subject for which the Committee is established. The status, terms of reference and membership of all committees shall be reviewed annually by the National Executive Committee.
- 6.2.7. The National Executive Committee shall have authority to make and if necessary to amend Regulations as may be necessary for the implementation of this Constitution and for carrying out the objects NANGO.
- 6.2.8. To co-opt a legal advisor, with no vote.

6.3. **Sessions**

The National Executive Committee shall meet at least six times a year, and it shall meet within fourteen (14) days of a written request for a meeting, presented to the Director, from one third or more members of the National Executive Committee. Extraordinary meetings shall be called for by the Chairperson to conduct the business of NANGO.

6.4. **Tenure of Office**

All members shall hold office for a period of three years from the date of election and shall be eligible for re-election, not more than two terms.

6.5. **Procedures**

- 6.5.1 The National Executive Committee shall be presided over by the Chairperson of the Association or his/her Vice-Chairperson in his/her absence.
- 6.5.2. One third of the members of the National Executive Committee present in person plus the Chairperson or Vice-Chairperson shall constitute a quorum.
- 6.5.3 Decisions of the National Executive Committee shall be by simple majority of those present, unless otherwise provided in this Constitution. There shall be no provision for proxy, postal or absentee votes. In the event of an equality of votes the Chairperson shall be entitled to a casting vote.

7.0. 7.0. **OFFICE AND EMPLOYEES OF NANGO**

7.1. **Patron**

The National Executive Committee may invite any distinguished citizen of Zimbabwe to be a Patron.

7.2. **Officers**

NANGO shall have the following Office Bearers, elected by and from the incoming National Committee Members at the AGM, with duties as described.

7.2.1 **Chairperson**

A Chairperson of NANGO, who shall preside at the Annual General Meeting, Special General Meetings, and meetings of the National Executive Committee, shall be ex-officio member of all committees of NANGO.

7.2.2. **Vice-Chairperson**

A Vice-Chairperson, who shall assist the Chairperson in his/her duties, who shall preside at meetings in the absence of the Chairperson and who may be delegated to represent the Chairperson. In the event of the resignation, death or removal of the Chairperson, the Vice-Chairperson shall act as Chairperson until the next AGM.

7.2.3. **Treasurer**

The Treasurer, who shall be a person with experience in financial management, shall be a member of a financial committee thereof in order to give her/his advice on financial matters. He/she shall receive, on behalf of NANGO, all funds, paid to NANGO for whatever purposes. He/she shall be accountable for these funds to the National Executive Committee.

7.1.4. **Secretary**

A Secretary who shall be responsible for taking minutes at meetings and such other secretarial matters as the National Executive Committee may from time to time prescribe.

7.1.5. All Office Bearers shall be citizens of Zimbabwe

7.3. **Executive Director**

An Executive Director shall be appointed by the National Executive Committee on such terms as may be mutually agreed. The Executive Director shall be responsible for implementing the policies and directives laid down by the AGM and the National Executive Committee. He/she shall be in attendance at all meetings of these bodies unless the meeting shall otherwise direct, but shall not be a voting member.

He/She shall be responsible for the recruitment and appointment of the rest of NANGO staff in terms of NANGO staffing policy.

8.0. **FINANCIAL PROVISIONS**

8.1. **Accounts and Financial Year**

8.1.1 NANGO shall maintain such accounts in the name of NANGO at such Bank and/or other financial institutions as the National Executive Committee shall decide, including a current account for the ordinary business affairs of NANGO. All payments from NANGO accounts shall be authorized and signed by at least two persons from a list of signatories, which shall be decided from time to time by the National Committee, provided that the signatories shall include the Chairperson, the Treasurer and the Director, and any National Executive Committee members.

- 8.1.2. The National Executive Committee shall cause financial records to be kept in the standard books of account as are necessary to exhibit and explain the transactions and financial position of NANGO and to give true and fair views of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of accounts with respect to:
- i) all sums of money received and expended by NANGO and the matters in respect of which such receipt and expenditure takes place.
 - ii) all sales and purchases of goods if any by NANGO with a statement of the Annual Stock taking if any.
 - iii) the assets and liabilities of NANGO.
- 8.1.3. The books of accounts shall be kept at the Registered Office of NANGO, or at such other place or places as the National Executive Committee may think fit, and shall always be open to the inspection of members of NANGO at any convenient time, subject to any reasonable restriction which NANGO in General Meeting may from time to time impose.
- 8.1.4. The National Executive Committee shall from time to time, in accordance with the law, cause to be prepared and to be laid before NANGO in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any), and reports as are referred to in this Constitution.
- 8.1.5. A printed copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before NANGO in General Meeting and the National Executive Committee's and Auditors' reports shall, at least twenty one (21) days previous to the meeting, be delivered or sent by post to every member of NANGO of whose address NANGO is aware, and to NANGO's Auditors.
- 8.1.6. NANGO's financial year shall be the same as that of the Government of Zimbabwe.

8.2. **Budgets**

The Director shall draw up annual budget in consultation with the Treasurer. It shall be submitted to the National Executive Committee for approval. The Director shall be responsible for the administration of the budget, and shall seek the advice from the Treasurer in this respect.

8.3. **Auditing**

At the close of each financial year, the accounts of the said year:-

- 8.3.1. shall be made subject of a report made by Treasurer
- 8.3.2. shall be audited and reported on by a company of chartered accountants.

8.4. **Exemption Certificate**

The organization shall apply to the Commissioner of Taxes and upon such application being granted, shall hold a tax exemption certificate and enjoy all such benefits as accrued from the said certificate.

9 **Dissolution of NANGO**

- 9.1. NANGO may be dissolved by a resolution of an Annual or Special General Meeting.
- 9.2. A resolution to dissolve NANGO shall be passed by a vote of two-thirds of the total paid up Ordinary Members of NANGO.

- 9.3. Any proposed resolution to dissolve NANGO shall be submitted in writing to the Director at least twenty-eight (28) days before the proposed meeting.
- 9.4. The proposed resolution must include a clear proposal for the distribution of any assets held by or in the name of NANGO.
- 9.5. In the event of the dissolution of NANGO, no resolution may be passed instructing the distribution of NANGO's assets to or among the members of delegates of NANGO. Such assets may, however, with the approval of the Ministry responsible for Social Welfare and/Community Development be distributed to other institutions(s) having objectives similar to some or all of the objectives NANGO.
- 9.6. The assets of NANGO shall not be distributed, nor shall NANGO be dissolved prior to the payment of all its outstanding accounts and fulfillment of its proper and legal obligations to its employees.

10. **AMENDMENTS TO THE CONSTITUTION**

Amendments to this Constitution may be made at an Annual or Special General Meeting of NANGO, by a two-thirds vote of the paid up Ordinary Members and Regional Delegates present and voting.

Notice to amend the Constitution shall be received by the Director at least twenty eight (28) days before the meeting at which the resolution shall be brought forward and the notice of the motion relating to such proposed amendments circulated to all members and each Regional Committee.

11. **INDEMNITY**

No member shall be liable in his/her personal capacity for the acts, neglect or default of any other member or officer of the organization, or for any other loss, damage or misfortune whatsoever that shall happen in the execution of the duties of his/her office or in relation thereto unless the same occurs through his/her own willful act or default.

Approved by the General Assembly

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20 October 2001