

CONSTITUTION AND RULES OF CONSERVATION LOWER ZAMBEZI

NAME

1. (a) the name of the society is Conservation Lower Zambezi (Hereinafter referred to as “the Society”)
- (b) The headquarters of the Society shall be at Lusaka in the Republic of Zambia or such other places as the Board of the Society may from time to time determine.

OBJECTIVE

2. The primary objective of the Society is to assist in the preservation and protection of wildlife and its habitat, as an asset and resource of the country and people of Zambia.
3. In order to achieve its stated objective the Society, without limitation, may undertake any or all of the following:
 - (a) Promote, foster and maintain interest in the protection of wildlife;
 - (b) Cause the Society to be incorporated (if considered expedient) or to cause the Trustees of the Society to be registered as a body corporate with perpetual succession;
 - (c) Elect a Board to determine and implement the policies and procedures of the Society in furtherance of the Society’s objectives herein;
 - (d) Elect an Executive Committee to manage the day to day operations of the Society, in furtherance of the Society’s objectives herein, said Executive Committee to be supervised by the Board;
 - (e) Provide a channel for the distribution, expression and consideration of information and opinion relating either directly or remotely to wildlife preservation;
 - (f) Support the Zambian Government and/or any of its departments, including but not limited to the Zambia Wildlife Authority, in any policy, action, decision or endeavor which is deemed supportive of the Society’s objectives;
 - (g) Where appropriate, make recommendations to the Zambian Government and/or any of its departments, including but not limited to the Zambia

Wildlife Authority, in regards to the support or implementation of any policy, action, decision or endeavor which is deemed supportive of the Society's objectives;

- (h) Support the Government of Zambia in all efforts to safeguard the security and permanence of wildlife habitat in Zambia, both within and without protected wildlife areas designated now or in the future as a National Park, with special emphasis to be placed on the support and protection of the Lower Zambezi National Park, and to promote their reasonable and proper development and maintenance as national assets for the benefit of all people both present and future;
- (i) Promote and support the improvement of any existing National Parks and other wildlife protection areas, and sponsor the enlargement of existing and the establishment of new National Parks and wildlife protection areas;
- (j) Make recommendations as to new laws, regulations or rules or recommend the modification of any existing laws, regulations and rules which, in the opinion of the Society, will achieve at a minimum, the better and further protection of wildlife and its habitat, as well as reduce cruelty to or unnecessary destruction of wild animals;
- (k) Take any lawful steps to achieve the proper and effective enforcement of legislation designed to protect wildlife and its habitat;
- (l) Encourage the recognition of the importance of safeguarding wildlife and its habitat for its cultural, scientific, and economic value, placing emphasis on its acknowledged status as a national resource of the country and people of Zambia, and the strategic role it takes in attracting foreign currency and investment to the country in the form of tourism and tourism related activities;
- (m) Arrange, acquire, use, make, publish or prepare films, photographs, press articles, publications, exhibitions, lectures, functions or entertainments designed to promote interest in the protection of wildlife and its habitat, and to raise funds for the furtherance of the Society's objectives;
- (n) Affiliate, co-operate or join with any bodies, corporate or un-incorporated associations, societies or organizations, wherever situated, whose objects and activities are similar or related to the objectives of the Society;
- (o) Receive, hold, disburse, expend, invest or otherwise dispose of money and other property, whether subscribed, donated, bequeathed, assigned to the Society or acquired in any other way by the Society, for the best achievement of its objective;

- (p) Purchase, take, lease, license, exchange, hire (with or without the option of purchase) or acquire otherwise any lands (leasehold or freehold), buildings, offices, or any other estate or interest, easement, privileges and rights in and to any such lands, buildings and offices and to apply for and acquire otherwise furniture, fittings, stationary and moveable property and goods of a kind necessary or convenient for the business of the Society and to pay for the same in cash or otherwise as may be deemed convenient or desirable in achieving the objective of the Society;
- (q) Promote and establish branches of the Society for the benefit of members in Zambia and to control, open, or close, support or take over the activities of such Branches as may be felt in the best interests of the Society;
- (r) Borrow money by mortgage or otherwise in furtherance of the objective of the Society;
- (s) To do anything else which is necessary, incidental or conducive to the achievement of the Society's objective;

APPLICATION OF FUNDS

- 4. For the purpose of any application which may be made by the Society to the minister of Finances under Section 13 (2) (s) of the Income Tax Act 1998, it is hereby declared that:
 - (a) No part of the funds of the Society shall be remitted beyond the border of Zambia except in payment for supplies or services the value of which accrues to the persons ordinarily resident in Zambia;
 - (b) No part of the funds of the Society shall be made over, either voluntarily or compulsorily to any other institution which has not been approved by the Minister of Finance of Zambia under Section 13 (2) (s) of the Income Tax Act 1954 (as amended)
 - (c) In the event of the winding up of the Society, no funds shall be transferred to any other Society or organization whatsoever without the prior consent of the Minister having been obtained;
 - (d) No amendments shall be made to Rule 4 of this Constitution without prior approval from the Minister of Finance of Zambia having been obtained.

DISSOLUTION

5. (a) The Society may be dissolved upon a Resolution passed at a meeting of the Board at which three quarters of the members vote in favor thereof, provided however that sufficient members of the Board are present to constitute a proper quorum;
- (b) If upon the dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be distributed among the members of the Society, but shall be given or transferred to some institution or institutions, in equal shares or, otherwise having objects similar to the object of the Society, which shall prohibit distributions of its or their income and property among its or their members. Such institutions or institution shall be determined by the members of the Board at or before the time of dissolution and, if so far as effect cannot be given to this provision, then to some other charitable institution.

LIMITATION AND LIABILITIES

6. In the event of the society being dissolved in accordance with the procedure outlined in Article 5 and the legal liabilities of the Society exceeding the assets as realized, the liability of individual members shall be limited to any proportion of subscriptions or membership fees which shall be due and unpaid as at the date of the Resolution duly passed.

BOARD OF THE SOCIETY: POWERS, DUTIES, AND OBLIGATIONS

7. The Board of the Society, elected by the Society members, shall consist of the members of the Executive Committee, along with any other members of the Society so elected to said Board; The Board shall consist of not less than nine nor more than twelve committee members including the Executive Committee Members
 - (a) The Board, operating by and through the Executive Committee shall have complete oversight authority for the management and conduct of the affairs of the Society in accordance with these provisions;
 - (b) The Board shall also have primary responsibility for the design and implementation of all policy decisions of the Society, including but not limited to any amendments or revisions of the Constitution of the Society;
 - (c) The election of the Board shall occur at the Annual General Meeting of the Society at which time the Executive Committee shall also be elected;

- (d) The Board shall meet at least once in every three consecutive months and shall cause minutes of all its proceedings of every General meeting to be entered in books provided for that purpose. The Chairman or failing him the Vice Chairman, shall preside at all meetings, but if neither is present within fifteen minutes of the time appointed, for holding the meeting, the members present may choose one of their members to be the Chairman of the meeting.
- (e) The quorum for the Board shall be 51% of current Board Members thereof;
- (f) Members of the Board will serve for a one year period;
- (g) All elected members of the Board shall retire at each Annual General Meeting but shall be eligible for re-election thereat;
- (h) The Board shall appoint three members of the Society as Trustees who will hold office until (i) they cease to be members of the Society or (ii) they are removed from office by Resolution passed at an Ordinary meeting of the Executive Committee, or (iii) they resign as such Trustees or (iv) they or one or more of them die, cease to act, or in the opinion of the Executive Committee are unfit to act. The property of the society shall be vested in the Trustees and shall be considered as being held by them for and on behalf of the Society; Such Trustees shall be the Trustees of the Society for all the purposes of the Land (Perpetual Succession) Ordinance (Cap 86 of the Laws of Zambia) under the title of “Conservation Lower Zambezi Society Registered Trustees” and except as otherwise stated by these Rules, the Trustees shall have and exercise all the powers and discretions conferred upon them by the said Ordinance as if the same were expressly set out herein.
- (i) The Board may from time to time make by-laws and repeal, alter or amend the same, governing the conduct and affairs of the Society. Such by-laws when made, repealed, altered or amended shall have effect from such date as shall be determined by the Board and shall by virtue of Resolutions by the Board properly passed at a meeting of the Board as provided in this Constitution be binding upon the Society.
- (j) The Constitution of the Society or any part thereof may only be altered, amended, cancelled or added to by a Resolution passed by a two-thirds majority of those present either in person or by proxy and voting at any General Meeting of the Board of which sixty days notice of the intention to alter, amend, cancel or add to the Constitution has been given in writing to the Chairman of the Society. The Executive Committee shall then cause such proposal to be included in the agenda of the next meeting;

- (k) The Board, whenever it thinks fit, may call an Extra Ordinary General meeting. Delegates may attend in person or by proxy. Extra Ordinary General meetings shall also be called by the Executive Committee on a request in writing addressed to the Chairman of the Society and signed by not less than three members of the Executive Committee on the date of requisition, stating to the Board the objects for which they require such Extraordinary General Meeting to be held;

EXECUTIVE COMMITTEE: POWERS, DUTIES, AND OBLIGATIONS

- 8. There shall be an Executive Committee of the Society which shall do all acts, deeds and things as may in its discretion be expedient and/or necessary to facilitate the day to day operations of the Society;
 - (a) The Executive Committee shall consist of a Chairman, Vice Chairman, Treasurer and Secretary, each of whom shall be elected by members of the Society from amongst members of the Board; additionally there shall be one Operations Manager who is a paid employee or volunteer of the organization employed or selected by the Board.
 - (b) The election of the Executive Committee shall occur at the Annual General Meeting of the Society at which time the Board shall also be elected; The first meeting of persons who have applied for membership shall be deemed to be the First Executive Committee meeting of the Society;
 - (c) An Annual General Meeting of the Society shall be held at such place the Executive Committee may from time to time determine on some day in each calendar year to be determined by the Executive Committee.
 - (d) The Secretary shall, at least fourteen days before the General Meeting, send to every member a notice of such meeting stating the place where and the time when it will be held and the business that will be brought before it by the Executive Committee. The non-receipt of notice or notices shall not invalidate the proceedings at any meeting.
 - (e) The Secretary shall convene a General Meeting whenever so required by the Executive Committee or upon a requisition in writing signed by not less than five members stating the business which they desire to have transacted thereat.
 - (f) All members of the Executive Committee will serve for a one year period;
 - (g) All elected members of the Executive Committee shall retire at each Annual General Meeting but shall be eligible for re-election thereat;

- (h) Any Executive Committee member who absents himself for three consecutive meetings without a valid excuse shall automatically cease to be an Executive Committee member.
- (i) Any casual vacancy occurring during the year in the offices of Chairman, Vice Chairman, Treasurer, Operations Manager or Secretary shall be filled by the Executive Committee;
- (j) The Executive Committee shall meet at least four times in each calendar year and at least once in every three consecutive months to administer and facilitate the running of the general affairs of the Society; the Executive Committee shall cause minutes of all its proceedings of every General meeting to be entered in books provided for that purpose. The Chairman or failing him the Vice Chairman, shall preside at all meetings, but if neither is present within fifteen minutes of the time appointed, for holding the meeting, the members present may choose one of their members to be the Chairman of the meeting.
- (k) The Executive Committee may at its discretion Appoint any person as Honorary Vice Chairman upon such terms and for such period as the Executive Committee may determine;
- (l) A quorum at meetings of the Executive Committee shall be three; If within half-an hour from the time appointed for the meeting a quorum is not present, the meeting if called upon the requisition of members, of the Executive committee shall be dissolved. In any other case, it shall stand adjourned to the same day of the next week at the same place and time and if at the adjourned meeting a quorum is not present within half-an- hour from the time appointed for the meeting, members present shall form a quorum;
- (m) The Executive Committee may co-opt not more than two Society members as may be deemed desirable during the term of its office. All such co-options will be ratified at the next following Executive Committee meeting which ratification does not imply that persons so co-opted are entitled ipso facto to the members of the Executive Committee in the following year;
- (n) The Executive Committee has the power to appoint such ad hoc or standing sub-committees as are deemed advisable for the better conduct of the Society's affairs;
- (o) The Executive Committee and any sub-committees shall have the powers to co-opt any persons as may be desirable and in the event of any persons co-opted being appointed Chairman of the Committee in question, such person shall (if he is not so at the time of co-option) ipso facto be a member of the Executive Committee without the right to vote, unless he is also present in his

capacity as an elected Executive Committee member. Such sub-committees shall at all times be responsible to the Executive Committee;

- (p) The Executive Committee may appoint any person as an employee of the Society, and may suspend or remove any such employee and may define the duties, remuneration and terms of employment of any such employee.
- (q) The Executive Committee shall appoint one or more Auditors for the Society. The first Auditors shall be appointed by the Executive Committee to hold office until the next Annual General Meeting of the Branch and thereafter the Auditors shall be elected by the members at the Annual General Meeting; but if the members shall fail to elect any auditors, or if a casual vacancy shall occur, the Committee shall appoint Auditors to hold office until the next Annual General Meeting. A retiring auditor shall be eligible for re-election or re-appointment. The Auditors shall have a right of access at all times to the books, accounts, vouchers and securities of the Society and shall be entitled to require from all members of the Executive Committee such information and explanations as they think necessary.
- (r) The books of account shall be kept by the Treasurer and shall always be open for inspection by the Committee either jointly or individually.
- (s) Once at least in every year, the Executive Committee shall lay before the Society at the Annual General Meeting for the approval of members a balance sheet and a statement of receipts and expenditure up until the 31st December last past, duly audited by the Auditors thereon. A copy of such balance sheet and statement shall be sent to the Treasurer of the Executive Committee no later than the last day of February in the following year.
- (t) The Executive Committee may open or close banking accounts in the name of the Society when necessary and decide in what manner such banking accounts shall be operated, appoint accountants and advocates and such other services as it may deem necessary; The Executive Committee shall cause proper accounts of the Society's affairs to be prepared and maintained and submit annually to the Annual General Meeting of the Society a Balance Sheet and an Income and Expenditure Account duly audited by the Society's Auditors;
- (u) No member of the Executive Committee or other officers of the Society shall be liable for the acts or omission of any other such member or officer or by reason of his having joined in any receipt of money not received by him personally or for any loss of accounts or records or elective title to any property acquired by the Society or on account of the insufficiency of any security in or upon which any monies of the Society shall be invested or for any loss incurred through the act of default of any banker, broker or other agent or upon any ground whatsoever other than his own willful act or default;

- (v) The Chairman and Treasurer of the Society shall be empowered to commence, carry or defend any legal proceedings in their own names or for or on behalf of the Society or its members, and to instruct solicitors for that purpose;
- (w) Business at an Annual General Meeting shall include consideration of a report by the Executive Committee and of the Society's Accounts, the appointment of a Chairman, On Vice Chairman, Trustees, Treasurer and Auditors, and any Motion of which notice has been given to the Chairman at least fourteen days prior to the date of the meeting and any other business which the meeting may, by a two-thirds majority resolve to allow. All nominations for Chairman, Vice chairman, must be in writing, proposed and seconded by full members of the Society, endorsed by the person so proposed and seconded to the effect that such persons, if elected, is willing to serve. Such nominations duly completed must be forwarded to the Chairman at fourteen days prior to the date of the meeting. No nominations for these posts will be accepted at the meeting;
- (x) Fourteen days notice specifying the place, date and time of an Executive Committee meeting and in the case of special business the general nature of that business shall be given by the chairman to all members, provided that the non-receipt of any notice by a member shall not invalidate proceedings at any Executive Committee meeting;
 - i. The Chairman, or in his absence, the Vice Chairman or in his absence, any member of the Executive Committee elected by the meeting shall preside as Chairman at every Executive Committee meeting of the Society;
 - ii. The Chairman may, with consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished from the meeting which was adjourned;
 - iii. Any one member of the Executive Committee may demand a secret ballot and on such demand a ballot must be organized, otherwise, voting shall be by a show of hands, provided that, if the delegates present so agree, delegates who, by reason of the distance from the place of meeting do not attend thereat may vote on any matters referred to in the notice of the meeting by letter, which must be received by the Chairman of the Society not later than the time fixed for the commencement of the meeting;

- iv. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- v. An instrument appointing a proxy may be in any form, which the Executive Committee may determine or prescribe, or the Chairman of the meeting in question may approve;

SOCIETY: MEMBERSHIP

9. Membership of the Society shall be open to all persons who have the interests of the Society at heart and wish to help in its work; The Society shall consist of not less than TEN members and a schedule of all members of the Society shall be maintained by the Secretary; Membership of the Society shall be governed as follows:
- (a) Confined to those persons who applied for membership prior to the First Executive Committee Meeting of the Society now past;
 - (b) Confined to those persons who shall thereafter become members in accordance with the provisions herein;
 - (c) Any person or corporate body or institution wishing to become a member of the Society other than in an honorary capacity shall complete and submit to the Secretary an application in a form approved by the Executive Committee and upon payment to the Society of the subscription payable shall become a member of the Society; all memberships to be ratified by the Board at the next appropriate Board meeting.
 - (d) Classes of membership and subscriptions to the Society shall be decided from time to time as the Board may determine and a schedule of the same be maintained by the Secretary. Entrance fees and subscriptions for membership of the Society shall be fixed annually at the annual general meeting of the Society in the following categories:
 - i. Life membership – open to all Ordinary members
 - ii. Ordinary membership – upon application but not available to any individual or entity with commercial tourism interests in the Lower Zambezi unless applicant is affiliated with a paid up Corporate Member.
 - iii. Honorary membership (life or temporary) – to an individual or entity as unanimously nominated and approved by the Board of the Society.

- iv. Family membership - Husband, Wife & Children
 - v. Junior membership – 17 years and below
 - vi. Corporate “Gold” member – individuals or entities conducting commercial safari activities and/or based within the LZNP and Chiawa GMA east of MalilaNsolo; and others who are willing and able
 - vii. Corporate “Silver” member – individuals or entities conducting commercial safari activities and/or based within Chiawa GMA west of MalilaNsolo; and others who are willing and able
 - viii. Corporate Friend membership - any private or corporate entity or individual that has does not conduct commercial tourism activities in the Lower Zambezi area.
 - ix. Student membership – any student currently enrolled in any education facility
 - x. Nominee Membership - goodwill membership unanimously decided by the Board
 - xi. Benevolent or Charitable Society – membership of any charity or association sharing objectives of the Society.
- (e) The Board may appoint any person who rendered conspicuous service to the Society and including past Chairpersons of the Society an Honorary Life Member who shall not be required to pay any subscriptions to the Society;
- (f) The Board may admit any person as an Honorary member or an Honorary ex-officio member to the society upon such terms and for such period as the Executive Committee may determine; The present ruling traditional leader of the people of the Chiawa GMA, the Chairman of the Chiawa Community Resource Board and the Area Warden of the ZAWA Lower Zambezi Area Management Unit may in the discretion of the Board, be granted Honorary membership with voting rights in the Society.
- (g) All Ordinary membership subscriptions shall be payable in advance on the first day of January annually. No member shall be entitled to any privileges of membership, whose subscriptions are more than thirty days in arrears. A written demand shall be sent by post or email to each member whose subscription has not yet been paid by the end of 30 days after invoice, the privileges of membership shall be suspended until such

subscriptions have been paid. All Corporate memberships payable twice-yearly within thirty days of invoice.

- (h) The subscriptions by a junior member shall be applicable to those applicants who are under the age of eighteen years. A junior member shall cease to be a member of the Society at the end of the calendar year during which he attains the age of eighteen and he may then by making application in that behalf become an Ordinary member on payment of a full subscription.
- (i) All members may attend any or all of the General Meetings of the Society but Junior members shall not have power to vote and shall be accorded only such privileges as the Executive Committee may in its discretion determine.
- (j) If in the written opinion presenting a bona fide case of any two members of the Society a member has acted in a manner which is inconsistent with general principles of conservation or in a manner that makes the continuance of his membership of the Society undesirable, the Executive committee may direct the said member to appear before the Executive Committee within a specified period and explain his actions in question or give reasons why he should not be called upon to resign or not be recommended to the Board for expulsion from the Society. The Executive Committee may then in its discretion continue or terminate the said member's membership.
- (k) All notices that may be required pursuant to this Constitution shall be made to all members resident in Zambia by depositing in the mail a prepaid letter addressed to the members' last known address in Zambia. At the members option, in lieu of receiving notices by post they may be sent by email to an address provided in writing by said Member. All members residing outside of Zambia shall receive notices by electronic mail as provided herein and notice by mail shall not be required. Any notice sent through the post shall be deemed to be served on the tenth day after it is put into the post. Any notice sent via email shall be deemed to be served as of the date and time of electronic transmission. Notwithstanding the above, for all Members resident in Zambia any and all notices published in the Society's magazine or in any daily newspaper in the Republic of Zambia shall, for the purposes of the Article and Article 24 hereof, be deemed to be notice duly served, and deemed effective as of the date of such publication.
- (l) The Board shall, through ratification of the Executive Committee's recommendation, accept the applicant as a member in the appropriate class upon payment of the required entrance fee and subscription. In the event of the Committee refusing to accept an applicant as a member, the

committee shall, at the request of such applicant, refer the application to the General Meeting, whose decision thereon shall be final.

- (m) Any member whose subscription is in arrears for thirty days shall cease to be a member of the Society, but the Executive Committee may at any time re-admit him or her to membership on receiving a satisfactory explanation and upon payment of all arrears of subscription then due.
- (n) Every member applying to join and every nominee member accepting nomination as a member of the Society impliedly undertakes to comply with the Constitution and any by-laws made there under and any refusal or neglect to do so shall render such member liable to expulsion by a Resolution of the Executive Committee provided that at least twenty one days before the meeting of the Executive Committee at which the matter is to be considered he or she shall have had notice thereof, and of the intended recommendation for expulsion and that he or she shall have an opportunity of giving orally or in writing any explanation or defense he or she may think fit. A notice under this Rule shall be held to have been duly given if sent by prepaid post or email to the last known address of the member.
- (o) The privileges of membership are:
 - i. To attend and take part in all activities of the Society;
 - ii. To stand, if nominated, for election to the Board of the Society;
 - iii. In the case of Life and paid up Ordinary members and the nominees of paid up Corporate members, to attend, speak and vote at meetings of the Society, except that only one nominee of each Corporate member may have a vote provided the Chairman of the meeting has been informed prior to the commencement of the meeting which nominee has been appointed by the Corporate member as the one to vote on his behalf; and provided that a member may only vote after thirty days of paid up membership to the Society.
 - iv. Junior and nominee members may attend and with the Chairman's permission speak at meetings, but may not vote;
 - v. To receive copies of annual reports and Society publications except that only one copy of such documents will be dispatched to Corporate Members for their nominees.
 - vi. And any other privileges as the Board of the Society may from time to time deem appropriate, a schedule of which shall be maintained by the Secretary and made available to the members of the Society.