



**THE CONSTITUTION OF
PARTICIPATORY ECOLOGICAL
LAND USE MANAGEMENT
ASSOCIATION (PELUM)
IN SWAZILAND**

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PREAMBLE:

Whereas a number of organizations in Swaziland are desirous to promote regional co-operation in sharing and combining experiences, skills and knowledge and facilitation of action learning, participation, information sharing and advocacy and lobbying;

Considering its comparative advantage and affirming the aims, values and principles of the Association;

Recalling the promotion of participatory ecological land use management and the true spirit of regionalism;

Considering that it is proper that a Country Board be appointed to administer all funds and assets of the Association;

Mindful of the laws of Swaziland, it is desirable to register PELUM Swaziland;

NOW THEREFORE THESE PRESENT WITNESSETH THAT

1. ESTABLISHMENT

There shall be established an Association to be known as the ASSOCIATION FOR PARTICIPATORY ECOLOGICAL LAND USE MANAGEMENT (PELUM) IN SWAZILAND, hereinafter referred to as the "Association".

2. INTERPRETATION

The Country Board has binding and final interpretation over this constitution.

3. DEFINITIONS

In this Constitution, unless inconsistent with the content:

- 3.1 **"Association"** shall mean the ASSOCIATION FOR PARTICIPATORY ECOLOGICAL LAND USE MANAGEMENT (PELUM) IN SWAZILAND.
- 3.2 **"Country Board"** shall collectively mean the Board as described in Clause 13.
- 3.3 **"Country Board members"** of the Association shall collectively mean the individuals of the Association recognized by the Board and ultimately the Annual General Meeting (AGM) as stated in Clause 6.
- 3.4 **"Members"** shall mean the participating organisations and individuals of the Association recognized by the PELUM SD Board and ultimately the Annual General Meeting.
- 3.5 **"Full members"** shall mean those national and international non-governmental organizations which support and/engage in training in the field of PELUM: Full members have voting powers.
- 3.6 **"CSOs"** shall mean non-governmental organizations and international organizations that form the Civil Society Organizations
- 3.7 **"Corporate members"** shall mean those international non-governmental organisations, networks, governments, parastatals and any other entity that do not qualify as a Full, Individual or Sponsor, yet meet the criteria for membership set out in Clause 6; Corporate members do not have voting power in the Annual General meeting.
- 3.8 **"Sponsor Members"** shall mean individuals or organisations funding the Association who/which wish to become a Sponsor Member; Sponsor Members have no voting power in the Annual General Meeting.
- 3.9 **"Associate Members"** shall mean member organizations that do not meet the full requirements of being a member.
- 3.10 **"Management staff or personnel"** shall collectively mean those individuals working for the Association in some management capacity as defined in their job descriptions.
- 3.11 **"Regional Desk"** is the executive arm of the Regional Board
- 3.12 **"Country Working Group"** is all the Members within a participating country of the Association hereinafter called "CWG"
- 3.13 **"Country membership"** comprises of national organizations who are members to the participating country of Association
- 3.14 **"Country Desk"** is the executive arm of Country Working Group
- 3.15 **"The Constitution"** shall be the supreme policy document of the Association.
- 3.16 **"Financial Year"** shall mean the period of twelve months from 1st January to 31st December.

4. OBJECTIVES

The objectives of the Association shall be as follows:

- 4.1 To improve the livelihoods of marginalized communities in Swaziland through poverty alleviation programmes which promote food security and local participation through the integration of local knowledge systems and sustainable development
- 4.2 To develop and institutionalise campaign, advocacy and lobbying programmes and activities for policies that are responsive to smallholder farmers.
- 4.3 To participate in the development of alternative agricultural and rural development models.
- 4.4 To promote the sharing of both information and successful farmer experiences and innovation for wider practice through documentation and dissemination of appropriate information in the area of participatory ecological land use management.
- 4.5 To assist members in the development of training tool kits and manuals on skills development, monitoring and evaluation and documentation procedures in participatory ecological land use management
- 4.6 To ensure the strengthening of PELUM Swaziland member organizations and facilitation of any other useful links between members.
- 4.7 To promote the development of skills and training in the resolution of disputes and conflicts in land-use management.
- 4.8 To contribute to empowerment of smallholder farmers (men and women) to have access and control over a wider range of appropriate seed and planting materials.
- 4.9 To implement any other resolutions decided on by the AGM.

5. VALUES AND PRINCIPLES

PELUM supports economic, social and cultural development of rural communities in Swaziland through the following:

- 5.1 The Association is committed to development that focuses on people and that through community participation the rural communities become aware of their needs and the importance of participating in decision making processes;
- 5.2 Empowering the rural communities to achieve food security and human dignity;
- 5.3 Respecting, protecting and advancing indigenous knowledge systems;
- 5.4 Advocating against oppressive and exploitative policies and practices especially those that impact on smallholder farmers;
- 5.5 Engendering development aimed at achieving gender and intergenerational equity and equality;
- 5.6 The Association endeavors to be accountable to members and communities it works with and to be transparent in its activities at all times;
- 5.7 The Association recognises the value and spirit of regionalism and is mindful of its comparative advantage.
- 5.8 *The Association is guided by the principle of equal opportunity for all and recognises the centrality to its work of the importance of eliminating all inequalities emanating from gender, racial, physical and ethnic biases.*

6. MEMBERSHIP

The founding Members of the Association shall be those Members who were present at the inception of the Association

6.1 Country Membership

- 6.1.1 Full membership of the Association shall be open to NGOs
- 6.1.2 All PELUM Swaziland member NGOs' constitutions shall be presented to the Board for approval. The Board shall set up a subcommittee of the Board to take responsibility of constitutional issues and to make recommendations to the Board.

6.2 Country Membership

- 6.2.1 The PELUM SD shall be made up of at least four (4) full members. Where membership drops to less than four, the PELUM SD ceases to be such, and member organizations shall automatically become members to the Regional Board.
- 6.2.2 Full membership to PELUM SD shall be open to all national and international CSO which support and/or engage in community development in the field of participatory ecological land use management. Other organizations may be eligible for Associate, Corporate, Sponsor and individual membership. In addition, policies shall be made to regulate the operations of all PELUM members within Swaziland.
- 6.2.3 The prospective member organization must have a proven commitment, at least one (1) year experience practicing on-the-ground work related to PELUM. In addition, it must be training and grassroots oriented with emphasis in the agro-environmental field, and display a strong and demonstrable commitment to participatory approaches.
- 6.2.4 For full membership the final policy making body of the prospective CSOs must be locally based in Swaziland as defined by the Board.
- 6.2.5 Every application for membership shall be forwarded to the PELUM SD Board in writing signed by the applicant. The application shall be in such form as may from time to time be prescribed by the PELUM SD Board. The written application is selected / rejected by the PELUM SD Board based on criteria and terms of this Constitution. If endorsed, the application is then sent to the Regional Board. In the event that there is no PELUM SD Board, the written application is sent directly to the Regional Board for processing.

6.3 Membership in general

- 6.3.1 The right of admission to membership shall be vested in the PELUM SD Board. If the application is rejected by the Board, it must give reasons for refusal.
- 6.3.2 Membership for prospective member organizations, if there is no PELUM SD Board may attend as Board members at the discretion and invitation of the PELUM Regional Board.
- 6.3.3 The Country Board shall have the power to nominate persons as honorary members or patrons to the Association. The PELUM SD Board shall define what constitutes an Honorary Member and a Patron. The names of such members shall be reported at the next AGM for endorsement. Such members shall be exempted from paying subscriptions and have no right to vote.
- 6.3.4 The Regional Board shall from time to time determine the criteria for membership in these categories
- 6.3.5 Sponsor or Corporate members shall have no vote but shall be able to participate provided they have paid up subscription fees.

- 6.3.6 The AGM may expel any organization or person from membership. The decision of the AGM shall be on the basis of a two-thirds majority vote by such members attending and entitled to vote.
- 6.3.7 NGOs as members of the PELUM Swaziland will pay a subscription fee by 1st October of each year, a fee to be decided by the AGM.

7. OBLIGATIONS AND RIGHTS OF MEMBERS

7.1 National Membership

- 7.1.1 Members shall pay their subscriptions as stipulated in Clause 9.
- 7.1.2 Members shall share and meet all reasonable requests by the PELUM Association pertaining to achieving the objectives, mission statement set forth in the Preamble and adherence to the spirit and word of the Constitution.
- 7.1.3 The PELUM SD Board shall consult its members on all matters pertaining to the members and furnish to the AGM proof of such consultations.

7.2 Forfeiture of Membership

- 7.2.1 A member who, in the opinion of the Annual General Meeting members, ceases to share the spirit and word of the Constitution shall forfeit its membership, as provided for in clause 7.1.2
- 7.2.2 A member who resigns from the Association shall forfeit its membership. Provided further that the Association shall not accept claims for the refund of subscriptions.

8. OBLIGATIONS AND RIGHTS OF ORGANIZATION MEMBERS

8.1 Country Membership

- 8.1.1 Member organisations shall initiate and ensure that PELUM SD functions effectively as outlined in Clause 10.
- 8.1.2 The PELUM SD shall consult member organisations on all matters pertaining to the Association and furnish to the Board with proof of such consultations.
- 8.1.3 The PELUM Secretariat to the AGM shall discuss with the member organizations of PELUM SD the agenda of the Annual General Meeting (AGM) and furnish the AGM and the Board proof of such discussion and its results.

8.2 Forfeiture of Membership

An organization or individual member who fails or neglects to pay its annual subscription shall forfeit its membership.

An organization member that ceases in the opinion of Board to share the spirit and word of the Constitution shall forfeit its membership. The Association shall not accept any claims for refund of membership.

An organization which ceases to be a local organisation shall forfeit its membership as a Full Member of PELUM SD

- 8.3 **PELUM SD shall become a member to the Regional PELUM Association.**
8.3.1. As a member, PELUM SD shall also send updated lists of fully paid-up members to the Regional PELUM Secretariat every year.

8.3.2. Membership fees shall be determined by the PELUM SD Board from time to time.”

9 **SUBSCRIPTIONS**

- 9.1 Every Member of the Association except an Honorary Member or Patron shall pay an annual subscription of such an amount, as the Association, at an AGM may from time to time determine membership fee. In the event the PELUM SD Board does not exist the fee goes to the Regional Board and the Regional Board holds the fees in trust to forward them to the PELUM SD Board when it comes into existence. PELUM SD shall pay ten percent (10%) or any percentage that the AGM can determine from time to time to the Regional Board.
- 9.2 Every member organization shall pay their subscriptions to the Country Board. The subscription shall be determined by the AGM from time to time.
- 9.3 Subject to clause 6.3.3, all annual subscriptions shall be received in advance on or before the first day of October.
- 9.4 Payment in kind by the member organization shall be at the discretion of the PELUM SD Board.

10 **ORGANIZATIONAL REPRESENTATION & COUNTRY REPRESENTATION**

- 10.1 Each Organization which is established as an NGO with a clear Constitution, which accords with the spirit and word of this Constitution. After the founding AGM of the Association only those member NGOs with approved Constitutions will be eligible unless co-opted for representation to become PELUM members at any AGMs. All NGOs draft constitutions and any subsequent amendments will be communicated to the PELUM SD Board via the PELUM secretariat within sixty (60) days before AGM. All NGOs constitutions must be approved by PELUM SD Board.
- 10.2 All NGOs shall use their Constitutions to register the Association in their respective countries.
- 10.3 PELUM SD will have one representative on the Regional Board. This representative shall be elected by the PELUM SD Board at a meeting held at least sixty (60) days or not more than one hundred and fifty (150) days before the TGM.
- 10.4 The chosen Country Representative and up to four (4) additional attendees to the TGM or special Meeting will be elected by secret ballot. Three (3) must be full member organizations which should be paid for by the regional desk.
- 10.5 The names of Attendees to the AGM or Special General Meeting will be communicated to the Regional Board from the Chairperson of PELUM SD at least thirty (30) days before either a Annual or Special General Meeting.
- 10.6 Copies of all meeting minutes will be forwarded to the Regional Board via the Regional Desk.

11 **ANNUAL GENERAL MEETINGS OF MEMBERS**

- 11.1 The AGM of the Association shall be held once every year at such a time, (not longer than eight months after the appropriate year-end of the audit has been concluded), and place as may be determined by the Board and approved by organisational policy.

- 11.2 Every after three years there shall be elections of members to serve in the PELUM SD Board. Only full Members who have paid their subscriptions must be elected into the Board, except for the co-opted members.
- 11.3 Notice of the date, time and place of the AGM shall be dispatched to all members and at least thirty (30) days before the date of such a meeting.

The Business of the AGM

- 11.4 The business of the AGM and of any Special General Meeting held during the interim.
- 11.4.1 To read and confirm the minutes of the Previous AGM and of any Special General Meeting held during the interim.
- 11.4.2 To receive and adopt the report of the Chairperson of the PELUM SD Board and Secretariat for the intervening period.
- 11.4.3 To review and adopt a statement of the financial position of the Association, including audited financial statements and audited balance sheets for the interim period and the treasurer of the Board will present this.
- 11.4.4 To consider and vote upon any alteration or addition to the Constitution of which due notice has been given as stated in Clause 22.
- 11.4.5 The AGM shall discuss and approve the Association's strategic plan and direction for the next three years.
- 11.4.6 To transact such other business as presented by the Board.
- 11.4.7 To receive and discuss issues and recommendations brought forward by Member organizations.
- 11.4.8 To elect Office bearers for the Board as outlined in Clause 13.4

Rules of conduct of the AGM

- 11.4.9 The rules of conduct of the AGM shall be as follows:
- 11.4.10 The AGM shall be chaired by the Chairperson of the PELUM SD Board; or in the Chairperson's absence, another Board member (Secretary General and Co-opted excluded) elected for that meeting by Board Members.
- 11.4.11 The Board may choose a mutually agreed independent person to preside over the elections at the AGM.
- 11.4.12 All voting at the AGM shall be by secret ballots after individuals have been dually nominated and seconded.
- 11.4.13 At least two or more names shall be proposed, unless otherwise decided by the membership at an AGM before voting takes place.
For the three posts on the Executive (Chairperson, Vice Chairperson and Treasurer), voting shall be by secret ballot.
- 11.13.2. Three nominations per post shall be received and seconded by eligible candidates attending the AGM.
- 11.13.3. The nominations shall be valid upon the consent of the nominated persons.
- 11.13.4. All nominators shall be required to make not more than five-minute presentation, explaining the suitability of their nominee,
- 11.13.5. Only full members can be nominated.
- 11.13.6. All votes shall be counted openly in the presence of all delegates and announced immediately.
- 11.4.14 All individuals successfully elected shall be announced immediately and shall be deemed to have assumed office immediately.

- 11.4.15 The quorum for the AGM shall be fifty per centum (50%) of fully paid member delegates.
- 11.4.16 Should the requisite number of Members to comprise a quorum not be present; the Meeting in question shall stand adjourned until a date to be agreed upon at that Meeting. At the re-convened AGM, the Members present, shall constitute a quorum.
- 11.4.17 Should any AGM stand adjourned, by virtue of Clause 11.4.16, the adjourned Meeting shall be held not more than one hundred and seventy-five (175) days after the date of the original AGM. Notice of the time, date, and place of such an adjourned Meeting shall be dispatched to all Members not more than thirty (30) days after the date of the original AGM and not less than thirty (30) days in advance of the date on which the meeting is to be resumed.

12 SPECIAL GENERAL MEETINGS

- 12.1 A Special General Meeting (SGM) may be called by the Country Board whenever it may deem fit, but it must call one within sixty (60) days of the receipt of a request in writing signed by one half or more of the Board or, two-thirds or more of Full Members.
- 12.2 Notice of the time, date, place and business of such a SGM shall be dispatched to all Members at least thirty (30) days before the Meeting.
- 12.3 An SGM shall be competent to transact business as presented by the Board.
- 12.4 The Rules for the conduct of SGMs shall be the same as in Clause 11.4.17.

13 COMPOSITION OF THE BOARD

- 13.1 **The Board shall consist of**
 - 13.1.1 Elected members from participating organizations elected by the membership.
 - 13.1.2 One ex-officio member being the Secretary General; who automatically becomes the Secretary of the Country Board, shall be allowed to participate but have no vote, nor eligibility for any Office-bearer post.
 - 13.1.3 Up to three Members co-opted by the Board who shall be eligible to vote but may not serve as Office bearers.

Election of Executive committee members of the Board

- 13.2 From eligible Board members, a Chairperson, a Vice Chairperson and a Treasurer shall be elected as outlined in Clause 13.1.1 at the AGM by Members from amongst Board Members who will hold office until the next AGM.
- 13.3 Election shall be by voting using secret ballots unless otherwise agreed to by the membership at an AGM.
- 13.4 Elected Board Members shall normally hold office for one three year term unless having resigned or been disqualified by Board members as outlined in Clause 13, or, expelled by two-thirds or more of Members of AGM or SGM by virtue of a vote of no-confidence. All elected Members shall be eligible for re-election. No person shall be eligible for election, re-election or co-option if (s)he has served for two consecutive three year terms as a Board member unless there has been a period of one three year term since (s)he was last a Board member.
- 13.5 Any vacancy on the Board shall accordingly be filled by the Association. For the election of Office-bearers within the regional board, successive rounds of voting shall

take place, with the least successful candidates being eliminated in each round until such time as one candidate obtains not less than fifty-one percent (51%) of the vote. Office-bearers shall hold office for three (3) years. No person shall hold more than one office simultaneously.

13.5.1 The Board in its last meeting before the AGM shall appoint an independent person to oversee and preside over the voting process at the AGM.

14 RESIGNATION, DISQUALIFICATION AND VACANCIES ON THE COUNTRY BOARD

- 14.1 Board Members may resign by giving thirty (30) days notice in writing of their intention to do so. All effects from the Association must be returned to the Association through the Country Secretariat. A proper hand over must be executed prior to effective date of resignation, or otherwise as deemed appropriate by the Board.
- 14.2 Membership to the Board shall be automatically terminated:
- 14.2.1 Upon death of the Board Member;
 - 14.2.2 By declaration of an authority of competent jurisdiction that the Member is insane or of unsound mind or judgment;
 - 14.2.3 Upon declaration of a court of competent jurisdiction that (s)he is insolvent;
 - 14.2.4 Upon being convicted of a criminal offence or misdemeanor involving dishonesty, violence, or a crime which in the opinion of the Board may affect adversely the reputation of the Association, provided that, such a disqualification not apply to persons whom the Board may consider to have been convicted of a political offence in a just cause such as liberation.
 - 14.2.5 Upon failure to attend two consecutive Board meetings without apology or without reasonable grounds for such absence having been given to, and accepted by, the Country Board;
 - 14.2.6 Upon a finding by at least two-thirds of the National Board present at a duly convened meeting that there has been gross impropriety in the conduct of the Board Member which conduct would include, but not be limited to, a failure of disclosure of interest, mismanagement of Association assets, conduct detrimental to the general purposes and interests of the Association, or the engagement by the Country Board Member in any trade or pursuit which, in the opinion of the Board, is of such a nature as to bring the name of the Association into disrepute.
 - 14.2.7 Any Board Member whose organisation fails to pay the subscription payments as in Clause 9.1 shall forthwith cease being a member of the Board.
- 14.3 No employee of the Association may be a Board Member, the sole exceptions being the Secretary-General who shall be the Secretary to the Board.
- 14.4 No Board Member shall be entitled to vote at any meeting unless any monies payable by him/her to the Association have been paid.
- 14.5 In the event of a vacancy occurring on the PELUM Swaziland Secretariat, the relevant member organizations will second an officer. In the event of a vacancy being that of an Office-bearer on the Board, the Board Members shall elect a new Office-bearer among themselves, who will hold office until the next AGM.
- 14.6 A member organization that fails to pay membership fees will have no access to the benefits of membership.

15 RESPONSIBILITIES OF PELUM SD BOARD MEMBERS

- 15.1 The PELUM SD Board shall manage the Association. The Board may appoint the Secretary General to provide for the sound management of the Secretariat and shall ensure that such officers report regularly to the Board on the operational and financial activities of the Association.
- 15.2 Board Members shall attend meetings of the Board and endeavor to keep informed on the activities of the Association.
- 15.3 Board Members shall protect the interests of the Association to the best of their abilities. They shall at all times disclose any interest whether it be financial, direct, or indirect, which they may have in any company or juristic persona which may deal with the Association, or with any company or other juristic persona owned, operated, or controlled by the Association. Provided that such disclosure is in full, and provided the Board approve of same, a Board Member shall not be disqualified thereafter for possession of such interest or in respect of profit there from, provided that where a Board Member has an interest in any matter, (s) he shall not be entitled to vote on any decision concerning such matter.
- 15.4 Board Members shall receive, consider, and review financial and operating reports of the Association.
- 15.5 Board Members shall ensure that adequate books and records of the financial and operational activities of the Association are maintained.
- 15.6 Board Members shall ensure all cheques, promissory notes, bills of exchange, and other documents which may be required in connection with any bank accounts opened by the Association, or for the financial administration of the Association, are signed by a minimum of two (2) out of a maximum of four (4) empowered signatories on behalf of the Association by such persons as may from time to time be appointed under resolutions of the Board.
- 15.7 Board Members shall cause to be made in books provided for the purpose, or kept on file, minutes recording:
 - 15.7.1 A register of Board Members giving the name, record of subscriptions, address of member and the date of admission to membership;
 - 15.7.2 The names of Board Members present at each meeting of the Board, or of any sub-committee of the Board;
 - 15.7.3 All resolutions and proceedings of all meetings of the Board and any sub-committee of the Board.
- 15.8 Board Members shall cause to be circulated to all Members of the Board copies of minutes and resolutions or recommendations of the Board.
- 15.9 Board Members shall on occasion give direct support to management.
- 15.10 The Board Members shall ensure that the objectives of this Constitution are achieved and shall conduct themselves in such manner as shall be outlined in a mutually agreed code of conduct.

16. POWERS OF THE PELUM SD BOARD

- 16.1 The country Board shall have the power to:
 - 16.1.1 Select, appoint or dismiss the Secretary General
 - 16.1.2 Approve, modify or reject operational plans, budgets and proposals submitted by staff, and to direct staff on all matters of policy;
 - 16.1.3 Initiate and draft amendments of this Constitution for the Approval of the AGM.
 - 16.1.4 Entrust or confer upon executive personnel from time to time, such powers and authorities vested in them as they may deem fit, and may confer such powers or authorities for such

time and to be exercised for such aims and purposes and upon such terms and conditions and with such restrictions as they may think expedient: and they may confer such powers and authorities either collaterally or to the exclusion and substitution for, all or any of the powers of the Board and may from time to time revoke or vary all or any such powers and authorities.

- 16.2 The Board shall also have power to appoint sub-committees either from amongst their Members exclusively, or including non-members, and shall be entitled to:
 - 16.2.1 Determine what the duties, rights, and obligations of such committees shall be;
 - 16.2.2 Delegate to such committees those powers it deems necessary;
 - 16.2.3 Delegate control of such of their finances and other resources that they in their discretion shall deem suitable for use by such sub-committees in pursuit of the aims of the Association.
- 16.3 The Board shall also have power to convene General Meetings.
- 16.4. The Board may recommend the expulsion of a member of the Board who has behaved in a manner deemed contrary to the interests of the Association. Appeals lie with the PELUM SD Board and the AGM is the final institution on appeals. Suspend Members until a Special General Meeting or Annual General Meeting, at which the membership of the Association shall uphold or reject the decision by simple majority.
- 16.5 Represent the membership at various fora.
- 16.6 Act as a lobby group to achieve the objectives of the Association.
- 16.7 Act as arbitrator in management disputes after mediation has failed.
- 16.8 Institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its staff, or otherwise concerning the affairs of the Association; to compound and allow time for payment or satisfaction of any debts due to the Association, and of any claims or demands by or against the Association.
- 16.9 Solicit and/or generate funds to ensure the financial sustainability of the Association.
- 16.10 Organise campaigns, educational programmes or competitions, issue press releases, and take other steps to promote public awareness of the Association, its aims, and activities.
- 16.11 Purchase, take on lease or in exchange, hire, or otherwise acquire any movable and immovable property which may be deemed necessary or convenient for any of the purposes of the Association, and to sell, exchange, mortgage, change, turn on account, dispose of, and deal with property and rights of all kinds:
- 16.12 Accept on behalf of the Association any gift, or otherwise acquire and hold, any funds or property whatsoever whether movable or immovable, and whether or not subject to any special trust for one or more of the aims of the Association;
- 16.13 Invest the funds of the Association from time to time in such investments or assets or other securities bearing in mind the desirability of investing such funds within Member organisations; and the desirability adhering to the principles of ethical investment.
- 16.14 Change and vary from time to time any investments and to reinvest in any other asset or investment;
- 16.15 Open bank accounts in the name of the Association, 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 Association;
- 16.16 Borrow by way of overdraft or loan, and utilize the Association assets as security for such loans.
- 16.17 Perform any acts, make any such payments, and enter into any other such arrangements as may be required to benefit the aims of the Association.

17. ROLES OF THE SECRETARIAT IN SWAZILAND

- 17.1 The Secretariat shall be headed by the PELUM SD Secretariat Coordinator to oversee the implementation of such programs and policies as shall be adopted by the members and the Board of PELUM SD.
- 17.2 The roles of the Secretariat are to execute the functions of the National Board as follows:
 - 17.2.1 To co-ordinate day-to-day activities of the Association;
 - 17.2.2 To support and maintain appropriate standards in providing services and advocacy for/to Member institutions.
 - 17.2.3 To raise funds for activities of both the Association and member organizations.
 - 17.1.5 To keep the Board informed. It shall be proactive in sending information to individual member organizations;
 - 17.1.6 To organise Board meetings and AGMs in conjunction with the Board.
 - 17.1.7 To timeously pursue and effectively respond to members' needs.
 - 17.1.8 To promote and uphold the good name of the Association.

18 FINANCIAL MANAGEMENT

- 18.1.1 The Board shall cause proper books of accounts to be kept in accordance with acceptable accounting procedures.
- 18.1.2 The Books of accounts shall be kept at the Secretariat Office of PELUM Swaziland, or at such place or places as the Board deem fit, and shall always be open to inspection by any Board Member and by any other person or persons delegated from time to time by the Country Board.
- 18.3 The Financial Year of the PELUM Swaziland shall end on 31st December and a balance sheet shall be drawn annually on that date.
- 18.4 The National Desk accounts will be audited annually by recognised auditors appointed by the PELUM Swaziland Board. The annually audited accounts and an accompanying narrative report shall be received by all the Board Members no later than April 30th.
- 18.5 PELUM Swaziland will send a final copy of accounts to the Regional Board.
- 18.6 The income and assets of the Association, whence-so-ever derived, shall be applied solely towards the promotion of the aims of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of payment, bonus, dividend, or otherwise howsoever to the National Members of the Association or the Board provided that nothing herein shall prevent the payment of the reasonable and proper remuneration to the Secretary General in return for services rendered in good faith to the Association nor prevent the payment of reasonable expenses incurred by any staff, Member, or Board Member incurred on, behalf of the Association.
- 18.7 The Board Members will not under any circumstances be contracted as consultants to the Association.
- 18.8 Membership of the Association does not and shall not give any Member any right, title, interest, claim, or demand on or to any of the monies, property, or assets, of the Association.
- 18.9 The liability of National members shall be limited to the amount of their annual subscriptions and the liability of country members shall be limited to the amount of the subscription fee as well.
- 18.10 Every Board member shall be indemnified by the Association against, and it shall be the duty of the National Board out of any funds of the Association to pay, all costs, losses, and expenses which any Board member may incur or become liable to by reason of any

contract entered into or, or deed done by him/her in any way in the discharge in good faith of his/her duties as a National Board member of the Association. Every Board member shall be covered by an insurance policy during the execution of his/her duties as PELUM Swaziland Board member.

19 LIMITATION OF LIABILITY

- 19.1 All PELUM SD Board members, country and regional desk, as well as members of staff of the Association shall not be liable for the debts, liabilities or obligations of the Association.

20 RULES OF PROCEDURE FOR THE BOARD

- 20.1 The Chairperson, or in his/her absence the Vice-Chairperson, shall preside as Chairperson of every meeting of the Board or, if neither is present, the Members of the Board shall choose one of their member, the Secretary General, the Co-ordinator and the Co-opted, to act as Chairperson for that meeting.
- 20.2 The Chairperson must ensure that at least four Board meetings occur per year.
- 20.3 A quorum shall constitute half of all Board Members plus one at the beginning of a meeting of the PELUM Swaziland Board; and the whole proceedings of any meeting so properly constituted shall be valid.
- 20.4 Decision-making, where possible, shall be by discussion and resolution rather than by vote. Should, in the judgement of the Chairperson consensus proves elusive, the Chairperson may direct that a decision be put to a vote.
- 20.5 Each Member of the Board including the, days Co-opted Members, shall have one vote, with the exception of the Secretary General. The Secretary General as an ex-officio Member may participate in discussion but cannot vote. No proxy or postal votes will be accepted. All issues put to the meeting by the Chairperson will be decided by a simple majority in show of hands raised or ballot, at the discretion of the Chairperson, unless a ballot is demanded by not less than one-third of those present and entitled to vote. In the event of an equality of votes, the Chairperson shall be entitled to a second casting vote.
- 20.6 The Chairperson shall be responsible for ensuring that all Board Members receive a written invitation to all meetings, to be despatched by registered post, courier, telex, telegram or through the electronic mail at least fourteen (14) days before the meeting, except that emergency meetings called at seven days notice may be permissible with the prior approval of not less than a simple majority of the Board.

21 COLLECTIVE ACTION WITHOUT MEETING

- 21.1 Any action that may be taken by the Board in terms of the Constitution of the PELUM Swaziland may be taken without formal meeting if at least half plus one of the Board Members shall individually or collectively consent in writing to such an action, providing that all Board Members have been informed in writing or through electronic mail (with appropriate safeguards as determined by the Board) of the proposed action. Such written or electronically indicated consent or consents shall have the same force and effect as if the action had been agreed on at a properly convened meeting of the Board. Electronic methods shall include emails, teleconferencing and any other electronic methods as may be deemed appropriate by the Board.
- 21.2 Any action in terms of this constitution excluding amendment of this Constitution or dissolution of the Association, or Special General Meeting may be taken without formal meeting if at least

eighty (80%) of Board Members shall individually or collectively consent in writing or through secure or electronic mail to the proposed action. Such written or electronic consent or consents shall have the same force and effects as if it had been agreed on at a properly convened Special General Meeting.

22. AMENDMENT OF SWAZILAND PELUM CONSTITUTION

22.1 Proposed amendments must be received forty-five (45) days before the Annual General Meeting by the Board. The Board may consolidate such amendments.

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

21.2.1 Details of the proposed amendment or revision are circulated in writing to all members not less than forty-five (45) days prior to the date of the meeting in question;

2 1.2.2 A two-thirds majority of a quorum of members present at a duly convened Annual General meeting or Special General Meeting approve any amendment or revision;

2 1.2.3 An approval of such an amendment is granted by the Government department(s) of the country responsible for registration and tax exemption in Swaziland.

23 DISSOLUTION OF ASSOCIATION

23.1 In the event that the members decide to dissolve the Association, and provided that they are satisfied that it is just and equitable that the activities of the Association shall cease, any funds or assets standing to the credit of the Association shall be paid and distributed amongst such organizations as the Board at their discretion deem suitable, provided that the aims of these organizations shall be to enhance in some manner the furtherance of PELUM in Swaziland, and further provided that the recipient or recipients are approved by the authority(ies) referred to in Clause 23.2.2.

23.2. Before any decision to dissolve the Association can be made:

23.2.1 At least ninety (90) days written notice must be given to all members;

23.2.2 At least a two-thirds majority of quorum of members must agree on such dissolution at a duly convened Annual General Meeting or Special General Meeting.

24. CONFLICT RESOLUTION

24.1 In the event of a conflict between any two or more Parties concerning the interpretation or application of this Constitution, the Parties will follow the basic principles of conflict resolution in terms of negotiation, conciliation and mediation.

25. **Signatories:** the following are the founding member organizations of PELUM Swaziland

SIGNATORIES	ORGANISATION	Signatures	Date
1. Mr Enock M Dlamini	ACAT	.....	.....
2. Mr Msutfu Fakudze	Conserve Swaziland	.....	.....
3. Mrs Ntombifuthi Shabangu	Green Living Movement	.....	.....
4. Spencer Ngwenyama	Caritas	.....	.....
5. Danger Nhlabatsi	Red Cross	.....	.....