

The Companies Act

(No. 10 of 2017)

Private Company Limited By Guarantee

**Articles of Association
(Constitution)**

For

**Former St. Francis-Malole Students Association
Limited**

(Private Company Limited by Guarantee)

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1- Introduction and Background

1. These are Articles of Association (hereinafter referred to as ‘**the Constitution**’) for Former St. Francis-Malole Students Association Limited.

2. The formation of Former St. Francis-Malole Students Association Limited (hereinafter referred to as ‘**the Association**’) arose from the desire by former students of St. Francis (Malole) Secondary School (hereinafter also referred to as ‘**the School**’) to give back and supplement the School’s efforts in addressing challenges such as maintaining aging infrastructure and consequently high educational standards.

3. The Association shall be non-profit making and, while upholding the rights of individual members to belong to political parties or any other legal entities of their choice, shall be politically neutral.

2- Objectives of the Association

4. The overall objective of the Association shall be to bring together former students of St. Francis (Malole) Secondary School and assist the School in anyway possible.

5. Specific objectives of the Association shall be to: -

- (a) mobilise and render assistance required by the School;
- (b) serve as a goodwill ambassador for the School and sensitise former students, government agencies, the corporate world and other stakeholders, of the plight of the School; and
- (c) provide a platform for inspiring one another and networking among members.

3- Values and Guiding Principles

6. In the pursuit of the above objectives, the Association shall be guided by the following principles and values: -

- (a) openness, transparency and accountability;
- (b) sacrifice, love for one another, selflessness and togetherness;

- (c) political neutrality;
- (d) consensus decision making and being considerate and valuing every member's views and opinions;
- (e) being candid and truthful but courteous and respectful of each other; and
- (f) informality and cost effectiveness.

4- Registered Address and Financial Year

7. The Association's registered office shall be at Plot No. 1145, Junction of Lubambwe & Mwembeshi Road, Northmead, Lusaka.

5- Membership

8. Membership in the Association shall be open to individuals that attended St. Francis (Malole) Secondary School including those that may not have been there for the entire 5 years.

9. Notwithstanding clause 8, corporate bodies and other individuals deemed necessary for the furtherance of the objectives of the Association may be Associate members.

10. The Association may choose a respected and widely recognised individual as its Patron. The Patron shall be a goodwill ambassador for the Association and may represent the Associate and officiate at its functions.

6- Rights of Members

11. Associate Members shall not be entitled to the rights of members under this Constitution.

12. Members shall have the right to: -

- (a) be notified and participate in meetings of the Association;

- (b) propose changes to the Constitution in accordance with the provisions of this Constitution;
- (c) elect or offer themselves to be elected as Executive Committee members;
- (d) participate in choosing signatories to the Association's Bank Account (s); and
- (e) have access to, and be updated on finances and other matters of the Association.

7- Duties of Members

13. Members shall have a duty to promote the objectives of the Association and actively participate in its affairs.

14. Without limiting the generality of clause 13, Members shall –

- (a) endeavour to provide monetary contributions when required;
- (b) attend meetings of the Association;
- (c) volunteer their time when required;
- (d) actively participate in discussions;
- (e) publicise and sensitise other former St. Francis (Malole) Secondary School students about the existence of the Association and its programmes and activities; and
- (f) suggest ideas on how the Association could be of assistance to the School.

8- Executive Committee and Its Powers

15. There shall be elected from among the Members, an Executive Committee (hereinafter also referred to as '**the Committee**') which shall be responsible for -

- (a) the day-to-day management of the affairs of the Association and being its Board of Directors;
- (b) convening Meetings of the Association and implementing decisions of Members at General Meetings or as may be agreed from time to time;
- (c) representing the Association and being its official spokesperson;
- (d) putting in place measures to ensure that contributions and other resources that are mobilised are accounted for and donated to the intended recipient;
- (e) coordinating the affairs of the Association;
- (f) maintaining records of the Association; and
- (g) ensuring that the Association meets its objectives and enforcing compliance with this Constitution and relevant laws.

16. The Executive Committee shall have powers to create Sub-Committees.

9- *Limitations on Powers of Executive Committee*

17. Except with the express approval of the Members, the Committee shall not–

- (a) borrow on behalf of the Association;
- (b) sell or lease any of the Association’s assets; or
- (c) otherwise bind the Association or its Members.

10- *Composition of Executive Committee*

18. The Executive Committee shall comprise the following part-time members: -

- (a) Chairperson who shall provide leadership and direction to the Associating and preside at meetings of the Executive Committee and General Meetings;

- (b) Vice Chairperson who shall deputise the Chairperson and thus perform the duties of the Chairperson in the Chairperson's absence as well as responsibilities that may be assigned by the Chairperson or Association;
- (c) Secretary responsible for –
 - (i) maintaining minutes of meetings and other records of the Association;
 - (ii) mobilisation and liaison with Provincial Coordinators;
 - (iii) publicity, awareness and information dissemination, and
 - (iv) coordinating the activities of the Association.
- (d) Treasurer responsible for –
 - (i) safeguarding financial and other resources of the Association;
 - (ii) preparing and maintaining up-to-date financial records and statements;
 - (iii) providing updates on financial performance, sending out reminders on contributions and generally following up on financial related matters; and
 - (iv) performing the duties of the Secretary in the Secretary's absence.
- (e) Two (2) Committee Members who shall perform any functions assigned by the Chairperson, Executive Committee or the Association; and
- (f) Ten (10) Provincial Coordinators who shall represent the Association in their respective provinces and scout for and mobilise Members.

11- Tenure and Conduct of Business of the Committee

19. The Executive Committee shall be elected for a term of two (2) years.
20. An Executive Member, other than the Chairperson, shall be eligible for re-election to any position within the Executive. However, no individual shall serve in a given position for more than two (2) terms.
21. Executive Committee members shall be elected by the Members at the Annual General Meeting.

12- Terms of Appointment to Executive Committee

22. Executive Committee Members shall serve on voluntary basis and shall not be entitled to any remuneration including sitting allowances. However, a Committee Member may be reimbursed reasonable expenses incurred in attending to the business of the Association.
23. The expenses referred to in paragraph 21 include but are not limited to transport, meals and lodging when outside a Member's place of residence.

13- Meetings of the Executive Committee

24. The Executive Committee shall regulate its own procedure.
25. The quorum for meetings of the Committee shall be three (3) Members other than Provincial Coordinators.
26. The Committee shall meet at least quarterly to transact the business of the Association at such times and places as the Committee may determine.

14- Nature of Assistance

27. The Association shall render assistance to the School in form of monetary contributions, executing projects or donation of items.
28. In exceptional cases, Members may agree to assist a Member in need.

15- Methods of Resource Mobilisation

29. Financial and other resources required shall be mobilised –

- (a) from contributions by Members;
- (b) through fund raising activities; or
- (c) from corporate and non-corporate entities.

16- Signatories to the Account and Management of the Account

30. In furtherance of its objectives, the Association shall open a bank account(s) in which contributions and donations may be made.

31. The Chairperson and treasurer shall be joint signatories to the Account. The Executive Committee shall appoint 2 other signatories from the Executive Committee to sign on either panel.

17- Financial Year and Accountability for Funds

32. The financial year end for the Association shall be 31st December.

33. The following rules shall apply for purposes of fostering accountability of funds and other assets of the Association: -

- (a) No withdraw of funds shall be made except for the purpose of donating to the School or meeting expenses incurred in accordance with this Constitution;
- (b) Members shall be notified of any withdraw or expense within 24 hours of such withdraw or expense;
- (c) Where a project has been identified and Members resolve to make contributions towards such a project, the Executive Committee shall render monthly updates on the status of contributions;
- (d) Individuals depositing funds shall be required to identify themselves;
- (e) The Executive Committee shall render a financial report at the end of each year; and

- (f) Subject to availability of funds, Members may demand an audit of financial statements.

18- Donations

34. The Executive Committee or any member(s) may be designated to deliver contributions or donations to the School.

35. Appropriate measures, such as taking photographs, shall be employed to prove delivery of contributions or donations.

19- General Meeting

36. The Association shall hold an Annual General meeting or Extra Ordinary General Meeting at which Members shall deliberate on the affairs of the Association.

20- Annual General Meeting

37. An Annual General Meeting shall be held at such places as the Members may agree, not later than three months after the end of the financial year.

38. Notices of General Meetings shall be circulated at least twenty-one (21) days before the General Meeting and the Notice shall include items to be discussed at the Meeting.

39. The Executive Committee shall render a report on the affairs of the Association in the preceding year including financial statements.

40. A Member may, with the support of at least two (2) other Members, propose an item to be included on the Agenda.

21- Extra-Ordinary General Meeting

41. A member may, with the support of at least ten (10) other Members, request that a General Meeting be convened.

42. Except where expressly stated in this Constitution, decisions at all meetings of the Association shall be passed by simple majority of the members present or

voting on a matter. Provided that the Chairperson shall have both a deliberative and tie breaking vote.

22- *Supremacy of General Meeting*

43. The General Meeting shall be the supreme decision-making body of the Association.

23- *Method of Holding Meeting*

44. Members may, by resolution, hold any meeting by electronic means.

24- *Communication*

45. The primary modes of communication shall be WhatsApp or other Social Media platforms.

46. Communication platforms established by the Association shall exclusively be for purposes of mobilising resources to help the School, networking, informing members of developments that may be of interest to them as well as health matters.

47. No information that is political in nature, potentially divisive or offensive may be posted on communication platforms.

25- *Confidentiality*

48. Except for information that is of public knowledge, Members shall keep confidential all privileged information that comes to them by virtue of being Members.

26- *Amendment*

49. This Constitution may be amended by at least seventy five percent of the members participating in a vote. A member may, with the support of at least twenty (20) other members, move a motion to amend the Constitution.

27- *Indemnity*

50. A member shall be indemnified by another member or the Association in respect of all direct or indirect loss, damage or injury arising out of any claim

against such Member or the Association alleging unreasonable or unethical behaviour or conduct, dishonesty or misuse of a third party's property or material received by such party from a third party.

NAME	ADDRESS OF SUBSCRIBER	AMOUNT GUARANTEED	SIGNATURE
1. Alex Mwamba Ng'oma	Plot No. 23191, Silverest, Off Great East Road, <u>CHONGWE</u>	K 3, 000
2. Friday Mwamba	Plot 49, Lilayi Road <u>LUSAKA</u>	K 3, 000
3. Chabala Lumbwe	114 Mwambula Street, Jesmondine <u>LUSAKA</u>	K 3, 000
5. Musonda Justin	Flat No. 3, Evelyn Hone College <u>LUSAKA</u>	K 3, 000
6. Mapani Christopher	Plot No. 3934&3935 Meanwood Airport <u>LUSAKA</u>	K 3, 000