



TRANSPARENCY INTERNATIONAL ZIMBABWE

Constitution

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CONSTITUTION

CONSTITUTION OF THE NONPROFIT ORGANISATION KNOWN AS:

'TRANSPARENCY INTERNATIONAL ZIMBABWE (TI Z)'

1. NAME

The name of the Organisation shall be Transparency International - Zimbabwe ("TI Z"), (hereinafter referred to as "the Organisation").

2. HEAD OFFICE AND ADDRESS

The registered Head Office of the Organisation shall be situated at 96 Central Avenue, P.O. Box CY 43. Causeway, Harare, Zimbabwe. Branch offices may be established in other regions of Zimbabwe.

3. AREAS OF OPERATION

The Organisation shall operate across all the geographic provinces of Zimbabwe.

4. SUPREMACY OF CONSTITUTION

This Constitution is the supreme law of the Organisation and any policy, conduct or practice inconsistent with it is invalid to the extent of the inconsistency, and the obligations imposed by the Constitution must be fulfilled.

5. AFFILIATION OF TI Z

TI Z is affiliated to Transparency International, a global non-governmental organisation which is dedicated to increasing accountability in government, private sector and civil society and curtailing both national and international corruption.

6. FOUNDING PRINCIPLES AND VALUES OF TI Z

- a. TI Z is a non-profit, non-partisan and inclusive organisation, and
- b. TI Z shall abide by the global norms and values of Transparency International (TI) which are transparency, accountability, integrity, solidarity, courage, justice and democracy.

- c. In the execution of its mandate, no member or class of members shall be discriminated against in any manner whatsoever on grounds such as race, ethnicity, place of origin, political opinion, sex, gender, disability, status or religion.

7. AIMS AND OBJECTIVES

The aims and objectives for which the Organisation has been established are:

- a. To speak truth to power, confront and fight for the total eradication of corruption in Zimbabwe and monitor the country's commitments regionally and internationally;
- b. To foster transparency, good governance, accountability and integrity in all sectors in Zimbabwe;
- c. To strengthen and broaden Zimbabwe's economic and social development by countering corruption in the public and private sectors in Zimbabwe and beyond;
- d. To lobby, and provide technical assistance to the Government of Zimbabwe to establish and implement effective anti-corruption programmes, laws, policies and institutional structures;
- e. To undertake civic education, build and strengthen citizen movement, foster citizen engagement, and empower communities to participate in anti-corruption activities;
- f. Assist communities in finding protection from, and redress for the adverse effects of corruption, including undertaking public interest litigation; and
- g. To do anything incidental or necessary or conducive to the furtherance of the foregoing aims and objectives.

8. CAPITAL AND INCOME

The Organisation shall operate on a non-profit basis, with the intent and purpose that its capital and income, whencesoever derived, shall be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred, directly or indirectly, (whether by way of salary, dividend, bonus or otherwise howsoever) by way of profit or distribution to any of the members of the Organisation; provided that nothing herein contained shall preclude the payment in good faith to a member or any other person of:

- i. reasonable remuneration for services actually rendered to or on behalf of the Organisation with the exception of Board Members and,

- ii. reimbursement of actual costs, expenses and other commitments incurred on behalf of the Organisation.

9. CORPORATE PERSONALITY AND LEGAL STATUS

- a. The Organisation shall have a corporate personality, identity and existence distinct from its members or office bearers.
- b. The Organisation shall continue to exist notwithstanding changes in the composition of its membership or office bearers.
- c. The Organisation may sue or be sued in its own name.
- d. The Organisation shall be non-partisan and under no circumstances shall any of its activities or programmes be organised or directed by a political party.

10. PROPERTY

- a. The Organisation may own property (corporeal or incorporeal) and shall keep records of all such property.
- b. Members or office bearers of the Organisation have no rights in the property or other assets of the Organisation solely by virtue of their being members or office-bearers.

11. MEMBERSHIP

- a. Membership shall be open to all persons of 18 years and above, who are either full or honorary, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Organisation.
- b. Membership is also open to interested institutions which shall meet the objectives of the organisation.
- c. Initial and periodic membership fees will be determined by the Board from time to time at their sole discretion and reviewed annually at the AGM. Membership shall be paid on an annual basis, and non-fully subscribed members shall cease to be members of the organisation as may be decided by the AGM.
- d. Applications for membership shall be made on the prescribed form and Membership of the Organisation shall be conferred upon such persons as the Board, in its absolute discretion, deems appropriate.
- e. Membership may only be cancelled by a decision of the majority of the Board Members, if in their opinion, such member's conduct is not in the interests of the Organisation or is in conflict with the objectives of the Organisation.

- f. A member may resign by giving thirty (30) days written notice to the Organisation but shall be liable to pay any subscription/s due but not paid.
- g. The Board Members shall not be under any obligation to assign reasons for their decisions in relation to the admission or cancellation of membership.

12. VESTING OF POWERS

- i. The powers of the Organisation shall be exercised by the Board, which shall comprise not less than 7 (seven) nor more than 9 (nine) persons with fair gender representation.
- ii. Board Members of TI Z shall be drawn from various professions, based on their expertise and interest to contribute to the mandate of the organisation.
- iii. Board members shall be elected and/or appointed at each Annual General Meeting of the Organisation, from amongst its members.
- iv. Any fully paid-up member of the Organisation shall be eligible for appointment to the Board.
- v. If so desired, the decision as to who shall fill the position of Chairperson, Vice-Chairperson, Treasurer and any other office bearer, if elected, may be left to the incoming Board to be taken at the first meeting after the Annual General Meeting, which shall be convened no later than 21 days after the elective Annual General Meeting.
- vi. The Board shall be responsible for the efficient management of the Organisation in accordance with policies determined by the Board and this Constitution.
- vii. The Board shall have the right to form sub-committees and to determine the extent of their powers and the manner in which the Board will oversee the actions of such sub-committees.

13. THE BOARD COMPOSITION

- i. The Board shall be constituted by the following members,
 - a. Chairperson
 - b. Vice chairperson
 - c. Treasurer
 - d. At least four committee members
- ii. Office bearers (Chairperson, Vice Chairperson and Treasurer) on the Board shall not be holding high level position in government, parastatal, independent commissions as constituted by Chapter 12 and 13 of the

- Constitution of Zimbabwe and/or be an office bearer in any political party or a cult/pressure groups and may not espouse any of their political party views, manifesto or propaganda to or through the organisation and its members, or any other structures.
- iii. At most two (2) other persons from the membership or outside the membership of the Organisation may be co-opted into the Board by the elected Board members for their special or rare skill or uncommon attributes.
 - iv. Whenever a vacancy arises or is to arise on the Board of an elected Board member, the Board shall cause a nomination process at least 30 calendar days ahead of the Elective AGM or EGM. Members of the Organisation will be invited to submit nominations to an independent election management authority nominated by the Board for the specific election concerned.
 - v. An individual nominated to represent a member organisation on the Board shall be either the Director or a member of management of the member organisation.
 - vi. An individual nominated to represent a member organisation on the Board shall not be an immediate past member of the secretariat¹ at least for a period of not less than two (2) consecutive years.
 - vii. In the event that an elected Board member ceases to be part of a TI Z member organisation under whose name they were voted in, the concerned member organisation shall inform the Board of such development within seven (7) calendar days and shall as soon as practicable nominate a replacement on the Board from that organisation, subject to approval from the Board. Where the Board does not approve, the member organisation shall be required to nominate another representative. The nomination by a member organization shall satisfy conditions specified in Section 13 (iv) of this constitution.

13.1. The Roles of the Board

- a. The Board shall determine policies, procedures and operational systems to be pursued by and within the Organisation.

¹ The Secretariat comprises the employees working for the organisation under the leadership of the Executive Director

- b. The Board shall ensure that such policies are being pursued and transmitted through the secretariat.
- c. The Board shall approve the annual plans and budgets of the organisation.
- d. The Board shall employ and carry out performance appraisals for the Executive Director who will in turn employ other staff to run the day-to-day activities of the Organisation and shall act as the Secretary of the Board.
- e. The Board shall be responsible for safeguarding the finances and property of TI Z, including keeping a proper set of books of accounts and ensuring an annual audit of the financial statements.
- f. The Board shall appoint such ad hoc committees as may be necessary to carry out specific tasks and to regulate and control the activities of these committees.
- g. The Board shall do all such acts as may be conducive or incidental to the attainment of the aims and objectives of TI Z.

13.2. Board Meetings

The Board shall meet at least quarterly during the year. Where need arises, *ad hoc* meetings shall be held.

13.3. Tenure of Office of Board Members

- a. The term of office for the Board members including the Office Bearers shall be three (3) years. Members of the Board and the office bearers shall be eligible for re-election, provided that no person shall hold office for more than two (2) consecutive terms.
- b. If the office of the Board Chairperson becomes vacant, the Vice-Chairperson shall act as the Chairperson until the next AGM/EGM.
- c. If the post of the Treasurer becomes vacant for any reason, the Board shall nominate a Board member or a qualified individual from the membership of TI Z to act as Treasurer until a substantive Treasurer is appointed.

13.4. Committees of the Board

The Board shall delegate its powers to three (3) specific committees namely the Finance, Risk and Audit Committee, Human Resources Committee and the Membership and Programmes Committee. The Board shall also have the power to create any Ad hoc Committee if required by the exigencies of any peculiar situation.

13.4.1. Finance, Risk and Audit Committee

- a. The Board shall delegate its power of financial and administrative oversight to a sub-Committee, which shall be referred to as the Finance, Risk and Audit Committee and shall comprise of the Treasurer and at least two other Board members elected by the Board.
- b. The Finance, Risk and Audit Committee shall be presided over by the Treasurer and shall meet at least four (4) times in a year.
- c. The Finance, Risk and Audit Committee shall, on behalf of the Board, supervise the day-to-day financial and administration affairs of TI Z through the Executive Director and shall report its work to the Board for review and direction.
- d. The quorum of the meetings for the Finance, Risk and Audit Committee shall be a simple majority of its total membership, and decision-making shall be a simple majority of those in attendance.

13.4.2. Human Resources Committee

- a. The Board shall delegate its power of human resources oversight to a sub-Committee, which shall be referred to as the Human Resources Committee and shall comprise of at least three (3) Board members.
- b. The Human Resources Committee shall be presided over by a Chairperson elected by the members of the Committee from among themselves at their first meeting after election of a new Board and shall meet at least four (4) times in a year.
- c. The Human Resources Committee shall, on behalf of the Board, supervise the day-to-day human resources and staffing affairs of the TI Z through the Executive Director and shall report its work to the Board for review and direction.
- d. The quorum of the meetings for the Human Resources Committee shall be a simple majority of its total membership, and decision-making shall be a simple majority of those in attendance.

13.4.3. Membership and Programmes Committee

- a. The Board shall delegate its power of programming and membership coordination oversight to a sub-Committee, which shall be referred to as the Membership and Programmes Committee, and shall comprise the Vice- Chairperson, and at least two (2) other Board members elected by the Board.
- b. The Membership and Programmes Committee shall be presided over by the Vice-Chairperson and shall meet at least four (4) times in a year.
- c. The Membership and Programmes Committee shall, on behalf of the Board,

supervise the day-to-day programming and membership coordination affairs of TI Z through the Executive Director and shall report its work to the Board for review and direction.

- d. The quorum of the meetings for the Membership and Programmes Committee shall be a simple majority of its total membership, and decision-making shall be a simple majority of those in attendance.

13.5. Meetings and Decisions of the Board

- a. The quorum for meetings of the Board shall be a simple majority of its total membership.
- b. Decisions of the Board shall be by a simple majority of those present and voting, provided that in the event of an equality of votes, the Chairperson or Vice-Chairperson, if presiding over the meeting, shall have a casting vote in addition to a deliberative vote.
- c. The Executive Director shall not be entitled to vote but shall be required to attend all meetings of the Board, recording the minutes and proceedings, providing reports, and advising the Board on any aspects of the work of TI Z.
- d. The Board shall meet at least four (4) times in the ordinary sessions in each calendar year provided that it may meet in a special session if a request for such a special session is made in writing by not less than one-half of the total membership of the Board.
- e. Every meeting of the Board shall be convened in writing by the Chairperson and the notice thereof shall be given not less than seven (7) calendar days before the date of the meeting. The notice shall specify the date, time, place and business of the meeting.
- f. Save for Board Committee meetings for which he or she is not Chairperson, the Chairperson shall preside at all meetings he or she is present and in his or her absence, the Vice-Chairperson shall preside. In the event of both the Chairperson and Vice-Chairperson being unable to attend, the Board shall elect an Acting Chairperson from among the Board members present who shall preside over the meeting. The Executive Director shall preside over the election of the Acting Chairperson.

13.6. Vote of no Confidence, Disqualification and Dissolution of the Board, the Board Committees and Office Bearers.

- a. The Board may be dissolved immediately by a vote of no confidence if that

- vote is passed by no less than three-quarters (3/4) of the TI Z Membership.
- b. If the Board dissolves itself outside an AGM or EGM, the Executive Director shall convene an EGM in his or her capacity as Secretary of the Board to select an interim Board to serve until the next Elective AGM.
 - c. In the case of the dissolution of the Board, an interim Board shall be co-opted by members at an Extra-Ordinary General Meeting and the said Interim Board shall subsist until the next Elective AGM when a substantive Board shall be elected.
 - d. In the case of the dissolution of a Committee of the Board, an interim Finance, Risk and Audit Committee or Human Resources Committee or Membership and Programmes Committee, whichever is applicable, shall be co-opted by the Board at an extraordinary Board Meeting and the respective interim Committee shall subsist until the next Board meeting when a substantive Committee as may be applicable shall be elected.
 - e. Office bearers in the Board may be dismissed from office on account of abuse of office by a majority vote of the Board or a majority vote of the AGM.

14. VOTING

Voting at Annual General Meetings, General Meetings, Ordinary and Extra-Ordinary Meetings of TI Z shall be:

- a. In the case of the election of Office Bearers in terms of the Constitution, by secret ballot of the persons present and entitled to vote;
- b. Voting on resolutions shall be by show of hands or at the discretion of the Chairperson, by ballot of the persons present and entitled to vote.
- c. Proposed resolutions/motions to be voted on must be sent to the secretariat at least 14 days before the AGM for circulation to membership at least 5 days before AGM. No proposed resolutions/motions shall be permitted on the day.
- d. Each member or his or her proxy shall be entitled to vote once only except that the Chairperson shall have in addition to his deliberative vote, a casting vote in cases of equality of voting.
- e. Except as may be otherwise herein provided, any question put to the vote at a General Meeting shall be decided by a majority vote of those personally present and entitled to vote. Proxies shall not vote on such matters.

14.1. Voting by Proxy

All members of TI Z, eligible to participate at a General Meeting, Annual General Meeting, or Extraordinary General Meeting of TI Z, shall be entitled to so participate or vote by proxy if the member is unable to attend the relevant meeting.

- a. Proxy Forms must be sent out to the members together with the notice calling for the meeting.
- b. Proxy forms must be submitted to TI Z at least five (5) days before the relevant meeting.
- c. At any meeting where proxy forms would have been issued ahead of the meeting, proxy holders shall have no right to debate on behalf of the members for whom they hold the proxy except on proposed resolutions that would have been circulated to members beforehand. The proxy holder shall only proffer the opinion of preference issued by the giver of the proxy in writing and signed by the proxy giver, or to vote in the manner directed by the proxy-giver.
- d. Where however the proxy-holder is a TI Z member s/he may, in addition to presenting the opinions and preferences of the proxy-giver in writing and signed by the such proxy giver, that member may also debate issues and present her/ his own personal opinion and preference making the distinction thereto clear.

15. THE ANNUAL GENERAL MEETING

- a. The Board shall within three months after the financial year convene an Annual General Meeting (AGM) at such a place as determined by the Board.
- b. The secretary of the Board shall give at least twenty-one (21) days written notice of the AGM to all members of the AGM.
- c. The quorum at any AGM shall be one third (1/3) of paid-up members present.
- d. The business of the AGM shall include but not limited to,
 - i. Review of reports submitted to the AGM,
 - ii. Approval of audited financial statements,
 - iii. Appointments of auditors, determination of any benefits and/or allowances, conduct of elections of Board members and any other matters related to the AGM.
- e. To be considered in an AGM, all proposed agenda items shall have been circulated to members of the AGM where they are to be tabled.

16. RESOLUTIONS

- a. At all Annual General Meetings, a Resolution put to the vote of a meeting shall be decided by a poll. A poll shall be taken in such manner as the Chairperson of the meeting may direct, and the result of the poll shall be deemed to be the Resolution of the meeting.
- b. Each Member present at such meeting shall be entitled to one (1) vote. In the event of an equality of votes the Chairperson shall be entitled to a second or casting vote.

17. QUORUM

- a. A quorum shall be constituted by one-third (1/3) of the total **fully paid-up** membership of TI Z who are entitled to vote at a General Meeting in terms of this Constitution, who are personally present at any such a meeting.
- b. Where the membership proposes the dissolution of the organisation or a vote of no confidence on the Board, a 3/4 majority shall be required.

18. INDEMNITY AND LIABILITY

- a. Subject to the provisions of any relevant statute, every member of the Board shall be indemnified by the Organisation in respect of all acts done by her/him in good faith on its behalf, and it shall be justifiable for the members of the Board out of the funds of the Organisation to pay all costs and expenses which any such person may have incurred or become liable for by reason of any act or deed done by her/ him in her/his capacity as a member of the Board in the discharge of her/his duties on behalf of the Organisation.
- b. No member of the Board or any office bearer of the organisation shall be liable for his or her acts committed or to have caused to be committed or for any omissions in the course of his/her duty, EXCEPT for anything done or caused to be done or shall have omitted to have done for which he or she may have been found guilty in court of criminal offence.

19. MINUTES

Minutes of all proceedings of the Board and of all Annual General Meetings of the Organisation shall be kept and maintained.

20. ACCESS TO RECORDS

The books of accounts and all documents relating thereto and a list of members of the Organisation shall be available for inspection at the office by any member of the

Organisation on giving not less than seven (7) days notice in writing to the Organisation, provided that the books of account and all documents relating thereto and list of members shall always be open for inspection by members of the Board during business hours.

21. FINANCIAL YEAR

The financial year of the Organisation shall begin on the first day of January and end on the last day of December of every year or at such other time as the Board may from time to time determine.

22. DISCIPLINARY COMMITTEE

- a. In the event that a paid-up member of the organisation has conducted themselves in a manner that shall be in conflict with the interest or objectives of the organisation or ways likely to place the organisation in disrepute, such a member shall be deemed to have committed an act of misconduct.
- b. Where an act of misconduct shall be deemed to have been committed:
 - i. The Chairperson shall appoint a disciplinary committee, and where the Chairperson is involved, the Vice Chairperson shall be responsible for appointing members into the disciplinary Committee.
 - ii. A disciplinary committee of 3 Board members including the Vice Chairperson or Chairperson and selected four general members from the paid-up members of the Organisation.
 - iii. The disciplinary committee shall be chaired by the Vice Chairperson or Chairperson.
 - iv. The disciplinary committee shall have the mandate to investigate, hear the matter and take appropriate action in line with the code of conduct.
 - v. The above said member shall have a right to appeal in terms of the provisions of the code of conduct.
 - vi. Disciplinary action shall be in terms of the provision of code of conduct adopted by the AGM.

23. FUNDING AND BOOKS OF ACCOUNTS

- a. The Board shall cause proper books of accounts to be kept by the Organisation.
- b. The Treasurer shall within three months after the end of each financial year of the Organisation cause the accounts to be audited by registered auditors as appointed

by the AGM, which audited accounts shall be submitted and be tabled at the subsequent Annual General Meeting.

- c. The Organisation shall have bank accounts at such commercial banks, as the Board shall from time to time determine.
- d. Bank signatories shall include the Executive Director, and either Treasurer or the Chairperson as counter signatories.
- e. The financial year of the organisation shall be from the 1st of January to the 31st of December of each year.

24. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

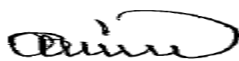
- a. The terms of this Constitution and/or the name of the Organisation may be amended and the Organisation itself may be dissolved by decision passed by two thirds of paid-up members present at a duly convened Annual General Meeting or Special General Meeting.
- b. If upon the winding-up or dissolution of the Organisation there remains after satisfaction of all debts and commitments, any property, capital or accrued income whatsoever of the Organisation, this shall not be paid or distributed amongst members of the Organisation, but shall be transferred by donation or otherwise to a similar institution, society or body in the Republic of Zimbabwe, having objects similar to those of the Organisation and as may be considered appropriate by the Board.
- c. After the organisation has settled its liabilities the Registrar of Private Voluntary Organisations' shall be advised of such dissolution through a liquidation report.

25. DECLARATION

We, the Chairperson and Secretary of TIZ, on this 3rd day of October 2023, hereby sign this constitution for and on behalf of our members:



Isheanesu Chirisa
Chairperson



Tafadzwa Chikumbu
Secretary