
THE HINDOO SOCIETY
HARARE
ZIMBABWE

CONSTITUTION

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August 2017

**CONSTITUTION
OF
THE HINDOO SOCIETY
(Harare, Zimbabwe)**

PART I - NAME AND OBJECTS

1. The name of the Society shall be "the Hindoo Society".
2. The objects of the Society shall be:-
 - (a) to promote, advance, protect and manage the affairs and interests of the Society and the following institutions in Harare:-
 - (1) the Hindoo Gujarati School;
 - (2) the Hindoo Temples;
 - (3) the Bharat Library;
 - (4) the Hindoo Cemetery;
 - (5) the Hindoo Community Centre;
 - (6) the Hindoo Religious and Cultural Institute;
 - (7) the Westridge Schools;and all or any other institutions the formation of which the Society may consider advisable, including, without prejudice to the generality of the foregoing, any institution providing secular or non-secular education or instruction;
 - (b) to promote and support such religious and cultural activities as the Society may deem appropriate;
 - (c) to acquire, alienate, hire, lease, establish, erect, provide and maintain land, buildings, equipment, furniture, facilities and any other property or amenity for the use and enjoyment of the Society and its members;
 - (d) to make loans, grants, and donations to such persons, bodies or institutions as the Society may deem worthy of charitable provision;
 - (e) to raise funds in whatever manner the Society may deem fit in order to carry out any of the aforesaid objects; and
 - (f) to do such other things as the Society may deem conducive to the attainment of any of the aforesaid objects.
3. The Society shall consist of a Board of Trustees, an Executive Committee, sub-committees and members.

PART II - TRUSTEES

4. There shall be a Board of Trustees, consisting of five Trustees, who shall be members of the Society, elected to the Board by a General Meeting:
Provided that:
 - (i) no Trustee shall be a current member of the Executive Committee; and
 - (ii) every Trustee shall have been a member of the Society for not less than five years and shall have previously served on the Executive Committee for not less than two full terms.
5. (1) Each Trustee elected to the Board shall hold office for five years unless he sooner resigns his office as Trustee or ceases to be a member of the Society or becomes unable to act through absence or mental or bodily infirmity or is removed from office by a resolution of 75% of the members present and voting at a General Meeting.
(2) Every Trustee shall be eligible for re-election to the Board at the expiry of his period of office or at any

time thereafter.

(3) Any vacancy on the Board of Trustees shall, as soon as practicable, be filled by election at a General Meeting, and the successor Trustee so elected shall hold office for the remainder of the period of office of his predecessor.

6. All the property and funds of the Society shall vest in the Board of Trustees, who shall hold such property and funds in trust for and on behalf of the Society as a corporate body.

7. (1) The Board of Trustees, acting solely on the advice and direction of the Executive Committee and for and on behalf of the Society, shall have the power:-

- (a) to buy, sell, let or hire, exchange, transfer, receive by way of donation or otherwise, movable and immovable property, whether corporeal or incorporeal;
- (b) to invest the funds of the Society in securities or mortgage bonds or on fixed deposit or otherwise, in banks, building societies or like organisations;
- (c) to borrow money or raise funds, on security or otherwise, in order to carry out any of the objects of the Society;
- (d) to institute and defend legal proceedings for and on behalf of the Society and, for that purpose, to sign and execute any necessary powers of attorney;
- (e) generally, to deal with the property and funds of the Society in order to carry out any of the objects of the Society.

(2) Where the Board of Trustees disagrees with any advice or direction given by the Executive Committee in terms of paragraph (1), the Board shall be entitled to demand that an extraordinary meeting of the Executive Committee or a Special General Meeting of the Society be convened forthwith to resolve the matter.

PART III - EXECUTIVE COMMITTEE

8. (1) There shall be an Executive Committee of members of the Society who shall be responsible for the management and control of the affairs of the Society.

(2) The Executive Committee shall consist of thirteen members and shall include a President, Vice-President, Honorary Secretary, two Honorary Assistant Secretaries, Honorary Treasurer, two Honorary Assistant Treasurers and five Executive Members:

Provided that no member of the Executive Committee shall be a current member of the Board of Trustees.

9. (1) The office-bearers and members of the Executive Committee shall be elected at an Annual General Meeting.

(2) The voting process of election to the Executive Committee shall be conducted by ballot.

(3) No member may be elected to the Executive Committee unless he is present at the Annual General Meeting at which he is to be elected or has indicated in writing his willingness to stand for election to the Executive Committee.

(4) Every member of the Executive Committee shall:

- (a) have been a member of the Society for not less than three years, and
- (b) shall be either a permanent resident or a citizen of Zimbabwe.

10. (1) Every office-bearer and member of the Executive Committee shall hold office for a period of two years until the second Annual General Meeting following his election unless he sooner resigns his office or ceases to be a member of the Society or becomes unable to act through absence or bodily or mental infirmity or is removed from office by a resolution of 75% of the members present and voting at a General Meeting.

(2) The Executive Committee shall have the power to appoint a member of the Society to fill any vacancy on the Committee, and the member so appointed shall hold office for the remainder of the period of office of his predecessor.

11. (1) The Executive Committee shall meet at least once in every month to transact the business of the Society.

(2) In addition to the ordinary meetings referred to in paragraph (1), an extraordinary meeting of the Executive Committee may be convened at any time in order to consider or transact any special business.

(3) An ordinary or extraordinary meeting of the Executive Committee shall be convened by the Honorary Secretary, acting on the instructions of the President or on a written request from not less than five members of the Committee.

(4) Seven members of the Executive Committee, three of whom shall be office-bearers representing the Presidency, the Secretariat and the Treasury respectively, shall constitute a quorum.

(5) The decisions of the Executive Committee shall be taken by a majority of the members present and, in the event of an equal division, the President shall have a casting vote in addition to his deliberative vote.

(6) The Honorary Secretary or an Honorary Assistant Secretary shall take and keep minutes of the proceedings of every meeting of the Executive Committee.

(7) Any member of the Executive Committee who, without leave or good cause, fails to attend three consecutive meetings shall, *ipso facto*, cease to be a member of the Executive Committee.

(8) Except as otherwise provided in this Part, the Executive Committee may regulate its meetings and proceedings as it thinks fit.

12. (1) Save as otherwise provided in this Constitution, the Executive Committee shall have full power and authority to manage, control and regulate the affairs of the Society.

(2) Without derogation from the generality of the powers conferred under paragraph (1), but subject to the provisions of paragraph (3), the Executive Committee shall have the power :-

(a) to make, alter and repeal by-laws regulating the affairs of the Society : Provided that -

(i) a by-law shall not be inconsistent with this Constitution;

(ii) a by-law shall not come into force or effect until fourteen days after a written notice setting out the terms of the by-law has been transmitted to each member of the Society; and

(iii) a by-law shall lapse and cease to have any force or effect if it is set aside by a resolution of a General Meeting;

(b) to make, alter and repeal rules and regulations providing for the administration and governance of the institutions referred to in paragraph (a) of Article 2;

(c) to grant to non-members of the Society, at its absolute discretion and on such terms as it may deem fit, the right to use or enter the Society's property, grounds, premises, amenities or facilities;

(d) to impose upon members or non-members such charges as it may deem fit for the use of or entry upon the Society's property, grounds, premises, amenities, or facilities;

(e) to set aside, on such terms as it may deem fit, any defined portion of the Society's property, grounds, premises, amenities or facilities for a limited period for special use by a member or group of members;

(f) to make such donations, grants or loans as it may deem desirable;

(g) to delegate any of its powers or functions, other than the power to make, alter or repeal by-laws, to one or more sub-committees and to withdraw any such delegation of powers or functions;

(h) (i) to co-opt not more than three members of the Society to the Executive Committee, with or without the right to vote, as it may deem fit;

(ii) to co-opt as many members of the Society as may be necessary, to any sub-committee, with or without the right to vote, as it may deem fit;

(i) to employ, on specified conditions of employment, such persons as it may deem fit to perform such functions as it may deem necessary to regulate the affairs of the Society;

(j) generally, to do all such things not inconsistent with this Constitution as may be necessary for or incidental or conducive to carrying out the provisions of this Constitution or attaining or advancing the objects and interests of the Society.

(3) Notwithstanding anything contained in this Constitution, the Executive Committee may not, without the prior affirmative resolution of 75% of the members present and voting at two separate General Meetings, the second of which shall be held within six months of the first, sell or mortgage the immovable property of the Society.

PART IV - SUBCOMMITTEES

13. (1) There shall be such sub-committees of the Executive Committee as may be appointed by the Committee for such special purposes as the Committee may think fit.

(2) A sub-committee shall have such powers, functions and duties as the Executive Committee may confer or impose upon it and shall at all times be subject to the direction and control of the Committee.

14. A sub-committee shall consist of a Chairman, who shall be a member of the Executive Committee, and such other members of the Society as the Committee may appoint to the sub-committee.

15. Every sub-committee shall perform such secretarial and financial responsibilities as may be appropriate to its functions and shall provide monthly reports of its activities to the Executive Committee at such times and in relation to such matters as the Executive Committee may direct.

16. Except as otherwise directed by the Executive Committee, the provisions of Article 11 shall apply, *mutatis mutandis* and except as otherwise provided in the rules and regulations governing the functions of a sub-committee, to the proceedings of every sub-committee.

PART V - MEMBERSHIP OF THE SOCIETY

17. (1) For the purposes of membership of the Society, "*Hindoo*" means a person who by reason of his birth is a member of and practices the Hindoo faith.

(2) Membership of the Society and admission thereto shall be open to any Hindoo who has attained the age of eighteen years.

18. (1) An applicant for membership of the Society shall apply for membership in the form prescribed.

(2) An application form shall:-

(a) contain all the information prescribed;

(b) be signed by a proposer and a seconder both of whom shall be current members of the Society of not less than two years standing and who shall from their personal knowledge vouch for the suitability of the applicant for membership; and

(c) be accompanied by the prescribed entrance fee, which shall be determined and fixed by the Executive Committee.

(3) The Executive Committee shall decide and determine every application for membership and, where it refuses the application, shall not be obliged to furnish any reason for such refusal.

(4) In the case of an applicant whose application has previously been rejected or who has in the past been expelled from the Society, the Executive Committee may, in its discretion, grant the application subject to such conditions as it may deem appropriate.

(5) An applicant whose application has been rejected shall not, unless the Executive Committee determines otherwise, be eligible to reapply for membership during the period of twelve months following his rejection.

(6) The decision of the Executive Committee with respect to every application, admitting to or refusing membership, shall be notified in writing to the applicant.

19. (1) Any member of the Society who:-

(a) commits a wilful breach of any provision of this Constitution or the by-laws;

(b) conducts himself improperly, dishonestly, or objectionably, so as to bring the Society into disrepute;

(c) fails to make payment of or to account for any sum due to the Society;

(d) makes improper use of or fails to account for any property or funds of the Society; or

(e) wilfully or negligently damages any property of the Society;

shall be guilty of an act of misconduct.

(2) Whenever a member is alleged, either by notice in writing to the Honorary Secretary or at any meeting of the Executive Committee, to have committed an act of misconduct, the Executive Committee shall give written notice to the member of the allegation against him and shall afford him an opportunity to be heard in person in reply thereto. The Committee shall thereafter determine whether or not the member is guilty of misconduct as alleged.

(3) Where a member is found guilty of an act of misconduct, the Executive Committee may impose upon him any one or more of the following penalties:-

(a) to be reprimanded;

(b) to be fined;

(c) to pay compensation or make restitution in respect of any damage sustained by the Society or its property or funds;

(d) to be suspended from membership for such period as the Committee may think fit;

(e) to be called upon to resign within a specified period and, upon non-compliance with such request, to be expelled from membership of the Society;

(f) to be expelled from membership of the Society.

20. (1) The membership of a member of the Society shall terminate:-

- (a) upon his death;
- (b) upon one month's written notice of his intention to resign from membership;
- (c) upon his expulsion from membership, in terms of paragraph (3) of Article 19.

(2) A member whose membership of the Society is terminated as provided in paragraph (1):-

- (a) shall remain liable for any sums due to the Society and unpaid by him;
- (b) shall not be entitled to recover any fee already paid by him; and
- (c) shall forfeit all rights to and claims upon the Society and its property and funds.

21. (1) The rights, benefits and privileges of a member and the tenure of his membership shall at all times be subject to the provisions of this Constitution.

(2) Every member shall:-

- (a) be entitled to the rights, benefits and privileges of membership of the Society;
- (b) be liable for all fees, subscriptions and other sums due by him to the Society;
- (c) be bound by the provisions of this Constitution and any by-laws and rules and regulations made hereunder and by subsequent amendments thereto; and
- (d) be presumed to be aware of all the provisions of this Constitution and the by-laws and rules and regulations of the Society.

22. (1) The liability of every member shall be limited to any sum or other debt he may owe to the Society.

(2) Every Trustee, Executive Committee or sub-committee member, office-bearer, servant or agent of the Society shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the Society's business or affairs or in the discharge of his duties, and no such person shall be liable for any loss on account of any defect of title in any property acquired by the Society or on account of the insufficiency of any security in or upon which any moneys of the Society may be invested or for any loss upon any ground whatsoever other than his own wilful or negligent acts or defaults:

Provided that this paragraph and the indemnity provided hereunder shall not apply to such person and the Society shall not be liable for any act or default of such person unless he has been duly authorised by the Society to act for the Society as aforesaid.

(3) No member shall, except for professional services rendered at the request of the Executive Committee or in terms of any agreement entered into with the Society :-

- (a) receive or derive any profit, gain or reward, direct or indirect and in any manner whatsoever, from the funds or transactions of the Society; or
- (b) use the Society or its premises or grounds, directly or indirectly and in any manner whatsoever, for business purposes.

(4) Save as is provided in Article 39, no member shall have any right, title, interest or claim to or in the property or funds of the Society.

PART VI - GENERAL MEETINGS

23. (1) The Annual General Meeting of Society members shall be held not later than the 15th of April in each year.

(2) Every Annual General Meeting shall consider and deal with the following matters:-

- (a) the minutes of the previous General Meeting and of any Special General Meeting held thereafter;
- (b) the President's report;
- (c) the Honorary Treasurer's report together with the Financial Statements prepared in accordance with generally accepted accounting principles and a report from the Auditors registered with the Public Auditors and Accountants Board of Zimbabwe for the preceding financial year;
- (d) the election of the members and the office-bearers of the Executive Committee;
- (e) the appointment of the Auditor;
- (f) a review of all the by-laws currently in force;
- (g) subject to the provisions of Articles 2 and 38, any other matter relating to the affairs of the Society.

24. (1) The Bi-Annual General Meeting of Society members shall be held not later than the 15th of October in

each year.

- (2) Every Bi-Annual General Meeting shall consider and deal with the following matters:-
- (a) the minutes of the previous General Meeting and of any Special General Meeting held thereafter;
 - (b) the President's bi-annual report;
 - (c) the Honorary Treasurer's unaudited Financial Statement of Accounts for the preceding six months;
 - (d) subject to the provisions of Articles 2 and 38, any other matter relating to the affairs of the Society.

25. (1) A Special General Meeting of Society members shall be held:-

- (a) if the Executive Committee at any time so decides; or
- (b) upon the written request, which request shall be made to the Honorary Secretary setting out the purpose of the meeting, of not less than 25% of the enrolled members of the Society.

(2) No business other than that specified in the notice of the meeting shall be transacted at a Special General Meeting.

26. (1) General Meetings shall be convened by the Honorary Secretary who shall give written notice thereof, together with an agenda, to every member of the Society.

- (2) The period of the notice referred to in paragraph (1) shall be not less than:-
- (a) twenty-one days in the case of an Annual or Bi-Annual General Meeting;
 - (b) seven days in the case of a Special General Meeting.

(3) The accidental omission to give notice of any General Meeting to any person or persons entitled to be present thereat shall not invalidate the proceedings at that meeting.

27. (1) The quorum of a General Meeting shall be 25% of the enrolled members of the Society:

Provided that, if no quorum is present at the stipulated time of commencement, the meeting shall be adjourned for 15 minutes, and at the meeting so adjourned the members present shall constitute a quorum.

(2) The President or, in his absence, the Vice-President or, in the absence of both, any other member of the Executive Committee elected by the Executive Committee shall preside at a General Meeting.

(3) The Honorary Secretary or an Assistant Honorary Secretary shall take and keep minutes of the proceedings of every General Meeting.

- (4) A General Meeting may be adjourned to such time as the members present at the meeting may decide: Provided that:-
- (i) no business shall be transacted at such adjourned meeting other than unfinished business from the original meeting; and
 - (ii) no notices of such adjourned meeting shall be necessary.

(5) Subject to the provisions of Articles 28 and 29 and this Article, the chairman of a General Meeting shall prescribe the procedure to be adopted at the meeting.

28. (1) Subject to the provisions of paragraph (2), every member of the Society shall be entitled to attend and vote at a General Meeting.

(2) Any member who is in arrears with any sum or debt owed to the Society shall not be entitled to vote at a General Meeting.

29. (1) Except as otherwise provided in this Constitution, all decisions and resolutions of a General Meeting shall be made:-

- (a) in the case of a motion or resolution presented or proposed by the Executive Committee, by a simple majority of members present and voting at the meeting;
- (b) in the case of a motion or resolution presented or proposed by any member or members, by a majority of two-thirds of the members present and voting at the meeting;

and shall be made by a show of hands, except where a vote by ballot is demanded by not less than five members present at the meeting.

(2) For the purposes of paragraph (1):-

- (a) votes cast as abstentions shall not be taken into account;
- (b) in the event of an equal division of votes, the chairman of the meeting shall have a casting vote in addition to his deliberative vote.

30. Every member of the Society shall cause his address, and any change thereof, to be recorded with the Honorary Secretary.

31. (1) Notices to any individual member shall be delivered by ordinary post or electronic communication to that member's address as noted in the Society's records.

(2) All communications to the Society shall be addressed in writing to the Honorary Secretary.

32. The financial year of the Society shall run from the 1st of January to the 31st of December in each year.

33. The Honorary Treasurer shall:-

(a) keep and maintain such records as are necessary for the preparation of financial statements in accordance with generally accepted accounting principles;

(b) provide monthly income and expenditure statements and quarterly forecasts to the Executive Committee; and

(c) prepare an annual Financial Statement of Accounts setting out the Society's financial position in respect of each financial year.

(d) present a proposed budget of recurrent and capital expenditure, for the six months following each General Meeting. In the event that any figure in the presented budget is likely to be exceeded by more than 25% before the next General Meeting, the Committee shall seek the approval of the Trustees.

34. The financial statements of the Society shall as soon as may be practicable after the end of each financial year be audited by a firm of auditors who shall be appointed at each Annual General Meeting and shall be registered with the Public Auditors and Accountants Board of Zimbabwe.

35. The Honorary Secretary shall keep and maintain:-

(a) a Register of Members containing the names and addresses of all current members of the Society; and

(b) such other records as are required under this Constitution or as may be necessary for the purposes of the Society.

36. Any member of the Society may make a request to inspect any books of account and other records and documents of the Society, and the Executive Committee may, at its discretion, grant such request.

PART VIII - AMALGAMATION AND DISSOLUTION

37. (1) The Society may be dissolved or merged with another society or association with similar purposes and objects by the resolution of not less than 75% of the members present and voting at a duly constituted General Meeting of members at which not less than 90% of the enrolled members shall be present.

(2) Upon the merger of the Society with any other society or association, the assets of the Society shall devolve upon and accrue to the newly constituted society or association.

(3) Upon the dissolution of the Society, the assets of the Society shall be realised by a liquidator appointed by the Board of Trustees, and the proceeds so realised shall be donated to such persons or bodies as may be worthy of charitable provision as may be determined by the resolution made in terms of paragraph (1).

PART IX - AMENDMENT OF THIS CONSTITUTION

38. The provisions of this Constitution may be added to, altered or repealed by the resolution of not less than 75% of the members present and voting at a duly constituted General Meeting of members:

Provided that:-

(i) the precise terms of any proposed amendment shall be set out in the notices convening the meeting; and

(ii) the objects of the Society as set out in Article 2 may be amended only by the resolution of all the members present and voting at the meeting.

PART X - INTERPRETATION AND SAVINGS

39. (1) Any by-laws or rules and regulations which were made, approved or adopted in terms of or under any previous Constitution of the Society and which have not been set aside or repealed thereunder shall, notwithstanding the replacement of such Constitution and the coming into operation of this Constitution, remain in full force and effect as if they were made, approved or adopted in terms of or under this Constitution.

(2) Anything done, executed or performed in terms of or under any previous Constitution of the Society and which has not been set aside or rescinded thereunder shall, notwithstanding the replacement of such Constitution and the coming into operation of this Constitution, remain in full force and effect as if it was done, executed or performed in terms of or under this Constitution.

(3) The provisions of paragraphs (1) and (2) shall apply, without derogation from the generality thereof, to:-
(a) the Articles of Administration of the Hindoo Gujarati School;
(b) the Articles of Government of the Westridge Primary School;
(c) the Articles of Government of the Westridge High School; and
(d) the Articles of Administration or Government of any other institution the formation of which the Society may consider advisable.

40. In the event of any *casus omissus* in this Constitution or any doubt or dispute as to the interpretation of the provisions herein contained, the decision of the Executive Committee shall, unless it is set aside by the resolution of a General Meeting, be binding upon the members.

[APPROVED AND ADOPTED BY A SPECIAL GENERAL MEETING OF THE SOCIETY HELD ON THE 20TH OF JANUARY, 1994, and as amended on 15 March 1997, 14 August 2005 and 06 August 2017]