

GEOLOGICAL SOCIETY OF ZAMBIA CONSTITUTION

1. THE SOCIETY

- 1.1. The Society shall be called the GEOLOGICAL SOCIETY OF ZAMBIA (hereafter referred to as the Society)

2. LEGAL STATUS

- 2.1. The SOCIETY is and shall continue to be a distinct and separate legal entity and body Corporate, with the power to acquire, to hold and to alienate property of every description whatsoever and with the capacity to acquire lights and obligations and having perpetual succession, notwithstanding membership or staffing changes.
- 2.2. All actions or suits, proceedings at law or any arbitration shall be brought by or against the SOCIETY in the name of the SOCIETY and the Executive Committee may authorise any person to act on behalf of the SOCIETY and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.
- 2.3. The assets and liabilities of the SOCIETY will be held separately from those of its Members.

3. OBJECTIVES OF THE SOCIETY

- 3.1. The objectives of the Society shall be:
 - a) To promote all aspects of geological knowledge within Zambia.
 - b) To foster bonds with similar professional bodies elsewhere in the world.
 - c) To publish information relating to geoscience or geoscientists in Zambia,
 - d) To establish, promote, and maintain recognized standards of competence, and practice amongst persons engaged in work in the fields of geological science,
 - e) To encourage and support the education and training of those who wish to practice as geoscientists or in fields involving an understanding of or experience in work related to geological processes, and
 - f) To promote co-operation amongst geoscientists in Zambia.
 - g) To collaborate with any institution on matters relating to earth sciences, exploration, and mining in order to offer geosciences services.

- h) To Protect interests of geoscientists and ensure engagement opportunities for local professionals are promoted

4. USE OF INCOME AND PROPERTY

- 4.1. The Society's income and property is to be applied solely towards the promotion of the Society's objectives as set out in this Constitution. No part of the Society's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members However, this clause does not prevent:
 - a) the payment in good faith of remuneration to any employee of the Institute or to any Corporate Member or other person in return for any services rendered to the Society,
 - b) the payment for any service rendered to the Society in a professional or technical capacity

where:

- (i) the provision of that service has the prior approval of the Executive Committee, and
- (ii) the amount payable is approved by a resolution of the Executive Committee and is on reasonable commercial terms.

5. MEMBERSHIP

- 5.1. The Society shall consist of Professional, Corporate, Student and Associate members.
- 5.2. An application for membership must be in a form approved by the executive committee.
- 5.3. The Executive Secretary must notify the applicant of his or her election in writing, issue a request for payment of the first annual subscription, and enter the name and details of the applicant in the Register upon receipt of payment of the first annual subscription.
- 5.4. Professional Membership shall be open to all persons qualified in the geological and related sciences (minimum of a Bachelor of Science degree) and to such other graduates and practicing geologists as the committee may consider eligible for membership.
- 5.5. An Honorary Member shall be a person whom the Society desires to honour for outstanding services to geological science and shall be elected only at an Annual General Meeting or Extraordinary General Meeting.

- 5.6. Student Membership shall be available only to persons undergoing full-time education in the geological or related sciences.
- 5.7. Associate Membership shall be open in related fields as the committee may consider eligible for membership.
- 5.8. Voting rights and Executive Committee membership shall be confined to paid-up members.
- 5.9. By membership, a member consents to participating in all activities that the Society may from time to time require such participation, provided ample notification is provided.
- 5.10. The Executive committee may by resolution of at least three-quarters of the Directors expel a Member of the Society from the Society if the Member:
 - (i) willfully refuses or neglects to comply with the provisions of this Constitution, or
 - (ii) in the Executive committee's opinion ceases to have an active interest in the Society, or to be committed to the Society's objectives and the Society's Code of Conduct, or
 - (iii) is found by the Executive committee to have made statements or conducted himself or herself in such a way as to discredit or bring into disrepute either himself or herself, the Society, or any member of the Society.
- 5.11. Before resolving to expel a Member, the Executive committee must give the Member:
 - (i) at least one week's notice of the Executive committee meeting at which the Resolution for expulsion is to be put and of the intended resolution for expulsion, and an opportunity of attending the meeting and of giving at it orally or in writing any explanation or defense which the Member may desire to offer.

6. RIGHTS OF MEMBERSHIP

- 6.1. Being a member of the SOCIETY shall not give any Member a right to any of the money, property or assets of the SOCIETY but shall only confer upon Members the privilege of Membership subject to such charges and reasonable restrictions as the executive committee may from time to time determine.
- 6.2. A Member whose application for Membership has been accepted shall be bound by the Constitution, By-Laws, code of ethics and rules of the SOCIETY and of any branch, which are then in force, or which subsequently may be

altered or amended and in force at any future time. No person shall be absolved from the effect and application of the Constitution and rules by reason of the fact that she / he may not have received a copy thereof.

7. THE EXECUTIVE COMMITTEE

- 7.1. The management of the affairs of the Society shall be vested in the Executive Committee which is accountable to the A.G.M
- 7.2. The Executive Committee shall consist of:
 - (i) President
 - (ii) Vice President
 - (iii) Executive Secretary
 - (iv) Treasurer
 - (v) Publicity Secretary
 - (vi) Three Members
- 7.3. All members of the Executive Committee shall be elected at the Annual General Meeting every two years by members present and by proxy. Virtual meeting and voting can be held as determined by the current Executive.
- 7.4. Should the President, Executive Secretary, Publicity Secretary or Treasurer be unable to complete his / her term of office due to illness, death, or any other cause beyond their control, an interim office holder will be selected from the committee by the committee members through simple majority to guide the activities of the association until the annual general meeting.
- 7.5. All members seeking election to the Executive Committee must indicate their interest by filling out a nomination form and be seconded by a different Ordinary Member who are eligible to vote. All nomination must be on the forms prescribed which shall be received by the Executive Secretary at least one week before the date of Annual General Meeting. The President shall call for floor nominations when no nominations are received in time.
- 7.6. Members wishing to stand for election onto the Executive Committee but who are unable to attend the election must communicate before the meeting in writing to the outgoing chairman, their willingness to accept the post if elected.
- 7.7. Only paid-up members are eligible to propose, second or vote.

- 7.8. The Executive Committee shall be empowered to co-opt additional committee to supplement the efforts of the committee as the need arises.
- 7.9. The Executive Committee shall meet as often as the business of the Society requires but not less than twice a year.
- 7.10. The Executive Committee shall submit to the Annual General Meeting an annual report of the activities of the Society and a financial statement duly audited.
- 7.11. The Executive Committee reserves the right to refuse membership or terminate membership at its own discretion.
- 7.12. Defect in Appointment

If it is discovered that:

- a) there was a defect in the appointment of a person as a Director or member of the Executive committee, or
 - b) a person appointed to one of those positions was disqualified, all acts of the Executive committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.
- 7.13. Any member of the Executive Committee who is absent from three consecutive Executive Committee meetings without any reasonable cause or apologies shall be deemed to have resigned

8. MEMBER DISCIPLINE AND SUSPENSIONS

- 8.1. The Executive Committee shall appoint a Disciplinary Committee, comprised of five members of good standing from the general membership of the Society with a two-year term of office. The Disciplinary Committee shall deal with all aspects of discipline regarding the society. The disciplinary committee shall at all times quote the Geological Society of Zambia code of ethics. All penalties and or disciplinary actions shall be based on the code of conduct.
- 8.2. All members are required to abide by the constitutional provisions and Society's code of ethics and conduct. The Executive committee may by resolution of at least three-quarters of its membership or composition suspends or penalizes a Member from the Society if he or she breaches the constitutional provisions and society's code of ethics and conduct.
- 8.3. Before resolving to expel a Member, the Executive committee must give the Member:

- 8.4. At least two week's notice of the Executive committee meeting at which the resolution for expulsion is to be put and of the intended resolution for expulsion, and an opportunity of attending the meeting and of giving oral or written explanation or defence which the Member may desire to offer.

9. LIABILITIES OF MEMBERSHIP

- 9.1. The liability of Members and office bearers is limited to the amount of unpaid Membership fees and each Member undertakes to contribute to the assets of the SOCIETY in the event of it being wound up while she/he is a Member or within 1 (one) year afterwards for payment of the liabilities of the SOCIETY, contracted before she/he ceases to be a Member, and the costs, charges and expenses of winding up, such amount as may be required, but not exceeding K500.00. A suspended member can apply for re-admission after they have cleared outstanding membership fees.

10. OTHER COMMITTEES

- 10.1. The executive committee may delegate any of its powers to committees consisting of such persons as it thinks fit and may revoke such delegation.
- 10.2. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of the executive committee so far as the same are applicable and are not superseded by any rule made by the Executive committee under this clause.

11. MEETINGS

- 11.1. Meetings shall consist of Annual General Meetings, Extraordinary General Meetings and Ordinary Meetings
- 11.2. An executive committee meeting may be held by the committee members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 11.3. Written notification of all Annual General Meeting and Extraordinary General Meeting shall be made to each member at least three weeks in advance of the date of the meeting.
- 11.4. A quorum for all Annual General Meeting and Extraordinary General Meetings shall consist of not less than forty (40) paid-up members, at least four of whom shall be members of the incumbent Executive Committee.
- 11.5. At an Annual General Meeting a new Executive Committee shall be elected and the constitution and by-laws may be amended in accordance with the stipulated procedure.
- 11.6. An Extraordinary General Meeting may be called by the President or not less than ten (10) paid-up members by written request.

- 11.7. Any amendments to the constitution must be proposed by at least five voting members and notice thereof must be circulated to all members at least three weeks prior to the meeting at which these are to be discussed.
- 11.8. Amendments to the constitution and by-laws require a two-thirds majority of votes cast.
- 11.9. All business at meetings, other than that specified in rule 5.8, shall be decided by a majority vote which will be by a show of hands or secret ballot as decided by the meeting. The President shall have a casting vote if necessary.
- 11.10. Whenever possible, all ordinary meetings of the Society will be held once monthly, and all interested persons are welcome to attend such meetings.

12. MINUTES

- 12.1. The executive committee must cause minutes to be made of:
 - (i) the names of members present at all general meetings, executive committee meetings and meetings of other committees,
 - (ii) all proceedings
 - (iii) all appointments of officers,
 - (iv) all resolutions made.

13. PUBLICATIONS

- 13.1. The Society shall publish matters as is deemed necessary to advance its objectives.

14. BY-LAWS

- 14.1. The By-Laws of the Society may be changed at any Annual General Meeting or Extraordinary General Meeting of the Society by a two-thirds majority of voting members present.
- 14.2. The quorum shall be as specified in Section 5.3.
 - a) Applicants for membership must personally complete a standard application form. Applications must be accompanied by the appropriate subscription.
 - b) The applicant will be informed of the Executive Committee's decision regarding his or her application by the Executive Secretary within seven days of the application.

- c) The executive Secretary of the Executive Committee shall keep a full register of current membership.
- d) An applicant for the membership may enjoy the rights of a non-voting member between the time of his or her application and acceptance for membership.
- e) In the cases of membership application being rejected the subscription shall be returned in full to the applicant.
- f) Subscription for membership will be due on application and annually by the 1st January for each year thereafter. The annual subscriptions are as set out in the Appendix.
- g) The Executive Committee reserves the right to change the rates of subscription.
- h) The Committee shall be empowered to suspend any member in arrears with subscription.
- i) Whenever possible all Ordinary meetings of the Society will be held once every month.
- j) Members of the Society should notify the Executive Secretary of any change of contact information.
- k) General correspondence must be addressed to the Executive Secretary, secretary@geozambia.org
- l) Annual subscriptions must be sent to the Treasurer, Geological Society of Zambia. treasurer@geozambia.org

15. FINANCIAL REPORT

- 15.1. The Financial Year of the Society shall run from 1st January to 31st December and the Annual General Meeting shall take place not later than the 31st March of the following year: the date to be decided by the Executive Committee.
- 15.2. The Treasurer must prepare a financial report of the Society's activities for the Registrar of Societies,
- 15.3. A copy of the financial report must be sent to all persons entitled to it.
- 15.4. The Society shall appoint an Auditor to audit its finances.

16. APPENDIX

16.1. Membership Type and Annual Subscription List: -

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| (i) | Professional member | ZMW 500.00 |
| (ii) | Student member | ZMW 100.00 |
| (iii) | Associate members | ZMW 500.00 |
| (iv) | Corporate Members | ZMW 3000.00 |