

**CONSTITUTION**  
**OF THE**  
**Zimbabwe Plant Breeders Association**

**1. NAME, STATUS AND OFFICE**

- 1.1 The name of the Association established shall be 'Zimbabwe Plant Breeders Association' abbreviated as 'ZPBA' (hereinafter referred to as the Association)
- 1.2 The Association shall be a professional body, non-profit and shall be a juristic person with perpetual succession, capable of:
- 1.2.1 existing in its own right separate from its members
  - 1.2.2 continuing to exist even when it's membership changes and when there are different office bearers
  - 1.2.3 suing and being sued in its own name
  - 1.2.4 being able to own property and other assets
  - 1.2.5 acquiring rights, including obligations and entering into legal and binding transactions
- 1.3 The office of the Association will be that of the Secretariat for the time being, whose office shall be the domicile of the Association, provided that the office can be changed from time to time by the Executive Committee at its discretion.

**2. OBJECTIVES**

The objectives of the Association shall be

- 2.1 To promote scientific plant breeding, and related research, through purposeful scientific discussion and communication.
- 2.2 To hold regular meetings, symposia, scientific and popular seminars, workshops and congresses, to give effect to the above, using presentations, discussions and demonstrations.
- 2.3 To influence plant breeding training and education and contribute to continuing professional development of its membership through courses, mentorship opportunities e.t.c.
- 2.4 To strive for high standards of professional ethics among members.
- 2.5 To engage with government, international agencies, the public and other stakeholders on behalf of the membership of the Association.
- 2.6 To promote interaction among the professionals with the view to advance the science and business of plant breeding.

**3. POWERS**

In order to promote the objectives of ZPBA, the Association will, with the approval of the Executive Committee, be empowered to:

- 3.1. To establish or out-source Secretariat services who will be responsible for the day to day running of the affairs of the Association
- 3.2. Register, sell, hire or let, or deal with in any other way, any movable or immovable property in the name of the Association.
- 3.3. To invest and to otherwise manage all monies and assets received by ZPBA, whether from membership fees, entrance fees, subscriptions, donations or in any other form.
- 3.4. Operate and close any accounts, whether bank accounts, deposit accounts, savings accounts, investment accounts or other accounts.

- 3.5. Organize and effect an annual audit of the association's accounts by professional auditors annually.
- 3.6. Register or deal with in some other manner to the advantage of the Association, any trade mark or heraldic registration or copyright or other protection in respect of any emblem, names, words, marks, publications and other things used, developed or designed by the Association.
- 3.7. Take on such power and authority that it needs to be able to achieve the objectives of the Association in terms of this constitution.
- 3.8. Each member of the Executive Committee shall not be liable for any of the obligations and liabilities of the ZPBA solely by virtue of their status as office bearers of ZPBA. No member of the Executive Committee shall incur any personal liability in respect of any loss or damage incurred through an act, authorised or allowed by her/him, in good faith for the benefit of the Association, although in excess of her/his legal powers.
- 3.9. The Association's funds shall be deposited into an account/s at a registered bank or other financial institution and all financial transactions shall be conducted by means of such account/s.
- 3.10. All powers granted in terms of this clause 3 shall only be exercised in a manner that is consistent with this constitution.

#### **4. MEMBERSHIP**

- 4.1 Membership shall be open to Zimbabwean professionals actively involved with or interested in any activity involving scientific plant breeding and plant breeding related fields but subject to the approval of the Executive Committee and will include the following categories:
  - 4.1.1 Honorary life members. This may, at the discretion of the full Executive Committee, be awarded to a member of the Association for his/her outstanding service to ZPBA and/or exceptional achievements as a plant breeder or plant breeding related professional. These are not annual awards and will only be awarded when a suitable candidate is identified. Proposal of a nominee for an award must be accompanied by his/her CV and a motivation signed by not less than two Association members; Recipients of these awards are exempted from membership fees and are non-voting.
  - 4.1.2 Ordinary members. These are Professionals who are actively involved with or are interested in any activity involving scientific plant breeding and plant breeding related field. Ordinary members shall pay full annual membership fees as determined by the Executive committee
  - 4.1.3 Graduate Student members. Student membership will be open to all bona fide students studying at tertiary educational facilities acceptable to and at the discretion of the full Executive Committee. The Executive Committee may request proof. Student membership is limited to five (5) years and shall be terminated upon completion of studies. Student members shall pay at most half the annual membership fee.
  - 4.1.4 Retired members. Retired membership will be open to all bona fide retired plant breeders or plant breeding related professionals at the discretion of the full Executive Committee. Retired members shall pay at most half the annual membership fee.

4.1.5 **Corporate members:** Corporate membership shall be open to Zimbabwean corporate and institutions actively involved with or are interested in any activity involving scientific plant breeding and plant breeding related field. Each corporate member shall be entitled to one representative. Corporate members shall pay at least double the annual membership fees

4.1.6 **Fellow members:** One can apply to register as a fellow of the Association following accreditation based on qualifying exams or interview and outputs be they number of varieties released, student supervised, publications etc.

4.2 Paid up Association members are entitled to

4.2.1 Voting rights- they can vote on Association matters as well as being eligible to nominate, be nominated and elected for any Association position, committee or sub-committee

4.2.2 attend Association meetings and organised events

4.2.3 being informed on on-going activities and relevant news via various Associations platforms

4.3 Application for membership must:

4.3.1 be made by sending a signed completed written application form (as issued by the Association either electronically or in hard copy) to the Secretary of the Association; and

4.3.2 within a month of membership application being accepted, the member must sign the Code of Ethics and return it to the Secretary of the Association as well as pay the relevant fees including the annual membership fees.

4.3.3 any objections to the acceptance of the candidate, must be approved by a majority decision of the Executive Committee of the Association.

4.4 Membership Fees

4.4.1 The annual membership fees shall be determined by the Executive Committee from time to time. Any decision to increase the fees should be submitted to and adopted at the Ordinary General meeting before it takes into effect

4.4.2 Annual Membership fees due at the beginning of every year

4.5 Membership will be terminated

4.5.1 If following an investigation and disciplinary hearing a member has been found guilty of conduct prejudicial to the interests of the Association. This final decision rests with the Executive Committee, and such decision shall be made by simple majority voting;

4.5.2 automatically, if annual membership fees have not been paid for one calendar year;

4.5.3 by submitting a written resignation to the Secretary.

## **5 ORGANISATION (Office bearers, Executive Committee, Sub-committees)**

5.1 The elected office bearers shall include the President, the Vice President, the Secretary and the Treasurer who shall serve a one two-year term in any one position.

5.1.1 The President (OR Vice President in the absence or at the request of the President) shall preside at all meetings of the Association, be the chairperson of the Executive committee and call for Association meetings and shall in general offer leadership of the Association

5.1.2 The Secretary shall have safe custody of up-to-date records of the Association members, compile and keep records of all meetings, keep various reports and documents of the Association and be responsible for communication with members

5.1.3 The Treasurer shall be responsible for all financial resources of the Association and for its fundraising activities

- 5.1.4 The Office bearers members will be elected at the Ordinary General Meeting for one (1) term and will serve and continue in office until the next Ordinary General Meeting. An eligible member will be regarded nominated if proposed by at least 4 members of the Association eligible to nominate and the nominee should signify acceptance to be nominated with a signature. The nomination shall be circulated at least 21 days prior to elections. Elections shall take place at the Ordinary General Meeting, which will take place every two years, at the Biennial congress.
- 5.1.5 A person shall not serve for longer than two consecutive terms as a specific office bearer i.e. as president, vice president, secretary or treasurer
- 5.1.6 In the event of vacancies arising on Executive Committee during any term, such vacancies may be filled by the co-option of further Executive Committee members appointed by the Executive Committee. The Secretary shall inform all ZPBA members as soon as possible of any such a change in the Executive Committee.
- 5.2 The Executive Committee shall consist of not less than five (5) members and not more than eight (8) including the elected office bearers and the immediate past president. The inclusion of the immediate past President is to ensure that institutional memory and continuity are retained within the Executive Committee. It will be in the interest of the Association that the make-up of the Executive Committee be reflective of its broad membership.
- 5.2.1 The governance of the Association and the direction of its activities shall be vested in the Executive Committee
- 5.2.2 The interpretation of the constitution and its by-laws rests with the Executive committee.
- 5.2.3 The Executive Committee shall have at least two (2) meetings per year with a quorum of 50% of its members
- 5.3 Sub-committees. If deemed appropriate the Executive Committee may establish one or more sub-committees that must consist of not less than three (3) people for any purpose consistent with the terms of this constitution. Any sub-committee established in terms of this clause shall have written terms of reference and must regularly report back to the Executive Committee on its activities.
- 5.4 Compensation. The members of the Executive Committee shall serve without compensation. The members or office bearers of the Association do not have rights to any of the assets of the Association. The Association will not give or lend any of its funds or property to its members or office bearers.

## **6 MEETINGS (Congress, Ordinary and Special General Meetings)**

- 6.1 A Congress shall be held at two (2) year intervals.
- 6.1.1 Registration fees for the Congress and fees for the social function (in both cases hereafter referred to as "congress fees") shall be payable over and above membership fees. Congress fees will be determined periodically by the Congress Organising Committee, and the Congress Organising Committee will inform members thereof in writing. Crop- and/or discipline oriented symposia and/or workshops may also be offered according to need.
- 6.1.2 Non-members wishing to attend the Congress must apply in writing to the Organising Committee and will be required to pay an additional amount, which shall be determined by the Congress Organising Committee, over and above the standard Congress registration fees paid by members.
- 6.2 The Ordinary General Meeting at which the new Executive Committee is chosen shall be held as part of the Congress.
- 6.2.1 The Secretary shall place any motions on the agenda of the next Ordinary General Meeting.
- 6.2.2 The President shall take the chair during the Congress, or in his/her absence, the Vice President.
- 6.2.3 The Treasurer will present a thorough financial report on the financial affairs, assets and liabilities of the Association including the most recently available audited annual financial statements to the Ordinary General Meeting. The audited financial statements of the Association must be available for perusal by members no later than three months after the end of each financial year on the website of the Association. The financial year of the Association is the calendar year, from 1 January to 31 December of the same year
- 6.3 Special General Meetings of the Association may be held during the course of the term (i.e. in between Congresses) if ten percent (10%) or thirty (30) of the paid-up members, whichever is the smaller, so request in writing.
- 6.4 At the Ordinary General Meeting and Special General Meetings ten percent (10%) or a total of thirty (30) members, whichever is the smaller, will constitute a quorum. A quorum is necessary and sufficient for the adoption of resolutions at the Ordinary General Meeting.
- 6.5 Voting shall take place by show of hands unless any member requests a secret ballot in which case the Chairperson shall order a poll by secret ballot. Each member of ZPBA shall have one vote. Provided that the president or other person chairing the meeting shall in addition have a casting vote in the event of equality of votes.
- 7 AMENDMENTS TO THE CONSTITUTION AND ITS BY-LAWS**
- 7.1 Any member of the Association can propose an amendment to the constitution and/or its by-laws
- 7.2 This constitution of the Association may only be altered by motion for amendment approved by a majority of not less than two thirds (2/3) of all members present and entitled to vote at the Ordinary General Meeting.
- 7.3 Provided that such a motion for amendment may be passed by an e-mail poll of members in good standing (duly paid up) if an issue arises that requires an amendment to the constitution in the period of more than six (6) months before the next Congress, and hence the next Ordinary General Meeting.
- 7.4 The Secretary shall place any motion of amendment to the constitution on the agenda of the next Ordinary General Meeting and inform all members not less than ten (10) days beforehand.

## **8 DISSOLUTION OF THE ASSOCIATION**

**8.1** The Association shall be dissolved if two thirds (2/3) of the members in good standing (duly paid up) so decide by resolution at an Ordinary general Meeting or on a similar basis to that provided for in the circumstances contemplated in clause 8.2 above.

**8.2** The event of dissolution of the Association its remaining assets, after satisfying any liabilities, shall be given or made over to another non profit entity, company, association, society or organisation with similar objectives to the Association.

It is hereby confirmed that this Constitution was adopted by the membership of ZPBA on this .....(Insert day) day of .....(Insert month) of this year .....(insert year).

President ZPBA .....  
*Print name* ..... *Sign* ..... *Date* .....

Treasurer ZPBA .....  
*Print name* ..... *Sign* ..... *Date* .....

Secretary ZPBA .....  
*Print name* ..... *Sign* ..... *Date* .....