

## **1.0 INTERPRETATION**

- 1.1** The clause headings in this Agreement shall not be used in the interpretation thereof.
- 1.2** Unless the context clearly indicates a contrary intention –
- 1.2.1** an expression which denotes –
- 1.2.1.1 Any gender shall include the other genders;
- 1.2.1.2 A natural person shall include an artificial person and vice versa;
- 1.2.1.3 The singular shall include the plural and vice versa.
- 1.3** In this Constitution the following expressions shall have the meanings set opposite them below and cognate expressions shall bear corresponding meanings –
- 1.3.1** “chairman” and “chairperson” – the Member Chairing any meeting of the Association or its Executive Committee either by reason of his being the President or having been chosen to act as such chairperson for purposes of a particular meeting.
- 1.3.2** “Town Clerk” – the Officer of the Local government appointed and designated as such in terms of the urban Government Act No. 8 of 1969.
- 1.3.3** “day” and “days” – calendar days.
- 1.3.4** “immediate past President” – a Member of the Executive Committee who has served as the president in a two year period immediately

preceding the election of members of the Executive Committee at any given time.

- 1.3.5** “Local Government” – a municipality or local authority represented by a Council set up in terms of the urban Government Act no. 8 of 1969 for the administration of towns and cities.
- 1.3.6** “Members” – such persons as have been accepted or recognised by the Executive Committee as members in terms of the Constitution, including founding members, student members, trainees and honorary members.
- 1.3.7** “Trainee” – such person as shall be recognised by the Executive Committee to have attained such qualifications as are suitable for a managerial or administrative career in local government, who is engaged with a local government as a trainee.
- 1.3.8** “Voting Members” – such members of the Association who are entitled to vote at all meetings of the Association, being the members other than student members or honorary members.

# **CONSTITUTION OF LOCAL AUTHORITIES MANAGEMENT ASSOCIATION OF SWAZILAND**

## **1.0 NAME**

**1.1** The Name of the Association is the Local Authorities Management Association of Swaziland and shall be entitled to create, select and adopt a logo of its own.

**1.2** The abbreviation name of the Association is LAMAS.

**1.3** The Association shall be entitled to change its name in accordance with the provisions of this Constitution relating to the amendment of any of its provisions.

## **2.0 LEGAL PERSONALITY**

The Association shall be a legal person with the capacity to sue and to be sued in its own name and furthermore to acquire assets in its own name and shall as such be a legal person distinct from its Members.

## **3.0 OBJECTS OF THE ASSOCIATION**

The primary objects of the Association are:

**3.1** To promote the quality of local governance by enhancing the managerial skills of persons in professional managerial posts.

**3.2** To research on and develop the management sciences pertaining to local governance.

- 3.3** To promote and assure the effective teaching and training of managerial skills for local governance to such members of the Association as are tasked with such responsibilities.
- 3.4** To promote the image of local governance.
- 3.5** To undertake continuous evaluation of the requirements of managerial posts in local government.
- 3.6** To establish and maintain an information centre concerning local governance and hold meetings jointly with other Associations and institutions, to promote and achieve the objects of the Association and matters incidental thereto.
- 3.7** To promote the professionalism of its Members.
- 3.8** To initiate and provide advice to legislative Authorities on proposed legislation pertaining to the governance of local government.
- 3.9** To establish and equip a cadre of professionals with skills relevant for the running of local governments which shall serve as a pool of first preference for purposes of appointment into local government positions.
- 3.10** To represent the interests of its Members in any forum where matters are discussed, decisions made, policies framed and / or any action is taken in relation to the operation of local governments.

#### **4.0 POWERS**

The Association shall have the following powers:

- 4.1** sell, dispose of and in any other way deal with all property, whether movable or immovable.

- 4.2 To borrow money and to secure the payment of monies borrowed in any manner including the mortgaging of property.
- 4.3 To lend money to any person or company and to invest money in any other manner.
- 4.4 To open and operate banking accounts of all kinds.
- 4.5 To remunerate any person or persons for services rendered to the Association.
- 4.6 To make donations for the purpose of promoting and financing the objects of the Association.
- 4.7 To employ and by other means engage the services of persons required for such tasks as are necessary for the functioning of the Association.
- 4.8 To try and determine cases in connection with the breach by members of the Association's Code of Ethics.
- 4.9 To do and undertake all acts that in its judgement are essential to further and achieve the primary objects of the Association.

## **5.0 MEMBERSHIP**

Membership of the Association shall consist of the following:

- 5.1 Founding members who shall consist of all Town Clerks present during the formation of the Association.
- 5.2 Student members who shall consist of any person who is registered for a course at an acknowledged educational institution which is, in the opinion of the Executive Committee, suitable for a managerial or administrative career in local government, including any trainee who becomes such after completing such course.

**5.3** Members who shall consist of all such persons who shall have been accepted as such in terms of 6.0.

**5.4** Honorary members who shall consist of such persons upon whom the Executive Committee shall have conferred honorary membership to the Association for reasons of their having rendered exceptional service to the Association or their position in a local government or specific skills and qualifications they possess.

## **6.0 APPLICATION FOR MEMBERSHIP**

**6.1** An application by any person to become a Member of the Association shall be submitted in writing to the President who shall refer it to the Executive Committee.

**6.2** The Executive Committee shall consider all applications for Membership and shall only confer membership to a person if it is satisfied that such person is fit for admission, having regard to qualifications and requirements of the Association in terms of clause 5, and such Rules that the Executive Committee shall have made in this regard.

**6.3** The decision of the Executive Committee to admit or not to admit an applicant to membership shall be final.

## **7.0 MEMBERSHIP FEE AND SUBSCRIPTION**

**7.1** A Member shall be obliged –

**7.1.1** within 30 (thirty) days of his admission, to pay the Membership fee which the Executive Committee may from time to time determine; and

**7.1.2** to pay annual subscription in such amount and at such time as the Executive Committee shall determine from time to time.

## **8.0 TERMINATION OF MBERSHIP**

The Executive Committee may, on a majority vote to two thirds of all the members of the Executive Committee, terminate the membership of a member who in the opinion of the Executive Committee:

- 8.1** no longer satisfies the requirements of Membership;
- 8.2** is guilty of breaching the code of Ethics;
- 8.3** fails to pay Membership fees or subscription after a period of 3 (three) months from the date of the end of a financial year.

## **9.0 EXECUTIVE COMMITTEE**

- 9.1** There shall be an Executive Committee which shall be responsible for the overall conduct of the business of the Association.
- 9.2** The Executive Committee shall consist of the following:
  - 9.2.1** The President;
  - 9.2.2** The Vice President;
  - 9.2.3** The immediate past president
  - 9.2.4** The Treasurer;
  - 9.2.5** The Secretary;
  - 9.2.6** One Member.

- 9.3** Except the immediate past president, all the members of the Executive Committee shall be elected at an Annual General meeting of the Association and shall hold office for a period of 2 years.
- 9.4** The immediate past President shall serve as a Member of the Executive Committee that succeeded the Executive Committee in which he shall have served as President and shall remain as such Member for the duration of the term of office of such Executive Committee.
- 9.5** Without limiting the operation of the other provisions of this Constitution, the Vice President shall act as the President and assume all powers of the President for all purposes and with respect to any matter in the absence of the President.

## **10.0 POWERS OF THE PRESIDENT**

Notwithstanding what is contained in this constitution, the President shall be entitled to assign any member of the Executive Committee to perform specific duties and tasks in connection with the business of the Association.

## **11.0 CHANGE IN COMPOSITION OF THE EXECUTIVE COMMITTEE**

- 11.1** The members of the Association may at an annual or Extraordinary General Meeting by resolution:
- 11.1.1** change the composition of the Executive Committee;
  - 11.1.2** Increase or decrease the number of its Members;
  - 11.1.3** Change the term of office of Members.



## **12.0 TERMINATION OF MEMBERSHIP – EXECUTIVE COMMITTEE**

- 12.1** In the event that a Member of the Executive Committee vacates office for any reason, the president may appoint another Member to fill the vacancy until the next General Meeting at which the Members shall vote to either confirm the interim Member or elect another member.
- 12.2** If the President vacates office during his term, the Vice President shall assume the office of President.
- 12.3** If all Members of the Executive Committee vacate office at the same time, the Members shall elect a new Executive Committee, provided that the vacation of office in this regard shall be valid only if it is communicated to the Members by means of an announcement.
- 12.4** A Member of the Executive Committee shall vacate his office when he:
- 12.4.1** ceases to be a Member of the Association;
  - 12.4.2** is suspended for any period as a Member of the Association;
  - 12.4.3** becomes insolvent;
  - 12.4.4** is declared insane;
  - 12.4.5** is found guilty of an offence of which dishonesty is an element;
  - 12.4.6** is sentenced to a prison term or
  - 12.4.7** fails to attend three consecutive meetings of the executive Committee without having given prior written notice thereof to the President or Vice president or having been granted leave by the Executive Committee.

### **13.0 SIGNING OF DOCUMENTS OF THE ASSOCIATION**

**13.1** All documents, including letters, notices, Affidavits and other instruments except for cheques and other negotiable instruments, issued and executed by the Executive Committee for and on behalf of the Association shall be signed by the President, and in his absence, by the Vice President.

**13.2** Cheques and other negotiable instruments shall be signed by the president together with the Treasurer.

### **14.0 MEETING OF EXECUTIVE COMMITTEE**

**14.1** The President or, in his absence, the Vice President, shall act as Chairman of an Executive Committee meeting.

**14.2** If both the president and Vice President are not in attendance at the meeting of the Executive Committee, the Members present shall elect a person from among those present to act as chairman at such meeting.

**14.3** The Executive Committee shall meet as often as may be necessary and shall determine the manner in which meetings of the Executive Committee are convened and the proceedings to be followed at such meetings, provided that:

**14.3.1** there shall be a minimum of 2 (two) meetings in any period of six months;

**14.3.2** the President, at the written request of any three members of the Executive Committee, shall convene a meeting of the Executive Committee.

**14.4** A quorum at all meetings of the Executive Committee shall be constituted by a majority of 50% (fifty percent) plus one of the Members.

- 14.5** Every resolution of the Executive Committee shall be passed by the vote of 50% (fifty percent) plus one of the Members present.
- 14.6** Every Member of the Executive Committee shall have one vote and in the event of a tie the Chairman or such person acting as Chairperson shall have a second casting vote.
- 14.7** Voting at all meetings of the Executive Committee shall be in such manner as the Executive Committee shall decide from time to time.

## **15.0 RULES AND REGULATIONS**

- 15.1** Subject to the provisions of this Constitution the Executive Committee may make Rules and Regulations in respect of:

**15.1.1** the admission fee and annual subscriptions payable by the various categories of Members;

**15.1.2** the requirements and qualifications for Membership;

**15.1.3** the training and evaluation of trainees who wish to qualify as Members;

**15.1.4** the procedures for nomination and election of the president and other members of the Executive Committee;

**15.1.5** the proceedings of the annual General meeting in so far as such procedures are not regulated in this Constitution.

**15.1.6** The disciplining of Members for the breach of the Code of Ethics.

## **16.0 SUBCOMMITTEES**

Whenever the Executive Committee considers it expedient and necessary in the execution of its duties, the Executive Committee may form and establish subcommittees which shall be charged with the execution of specific tasks and the members of which shall be selected and appointed by the president.

## **17.0 CODE OF ETHICS**

**17.1** Pursuant to the objectives of the Association, members shall abide by the Association's Code of Ethics set out in the Appendix.

**17.2** The Code of Ethics shall be reviewed bi-annually by the general Membership of the Association.

## **18.0 ANNUAL GENERAL MEETING**

An Annual General Meeting of the Association shall be held once in every financial year on such date and at such venue as the Executive Committee may from time to time determine.

## **19.0 EXTRAORDINARY GENERAL MEETINGS**

**19.1** The Executive Committee may, in its discretion, convene an Extraordinary General meeting of the Association;

**19.2** An extraordinary General meeting may also be convened by the Executive Committee upon a written request by a minimum of 20% of the Voting Members, all of whom shall sign such request, and set out the purpose of such meeting.

**19.3** If the Executive Committee fails to convene a meeting within 30 days of the submission of a request referred to in 19.2 the Members who submitted the request may convene such meeting to be held on a date not later than 90 days after submission of such request, and at which meeting the Members present shall select persons who shall serve as Chairman and Secretary for purposes of such meeting.

## **20.0 NOTICE OF ANNUAL GENERAL MEETINGS AND EXTRAORDINARY MEETINGS**

A written notice shall be hand delivered or sent by ordinary mail by the Secretary to every member of the Association at least 30 days before the scheduled date for an annual or Extraordinary General Meeting of the Association, provided that in such cases where the president sees the need therefore, announcements may additionally be made through electronic and printed media.

## **21.0 PROCEEDINGS AT MEETINGS**

**21.1** At an annual General Meeting the following shall be tabled:

**21.1.1** the accounts and annual financial statements;

**21.1.2** the report of the Treasurer;

**21.1.3** the report of the Executive Committee;

**21.1.4** the appointment of an Auditor

**21.1.5** all matters arising from previous meetings or as are raised by the Members.

## **22.0 QUORUM**

**22.1** A quorum at any meeting of Members of the Association shall be 50% plus 1 of the total number of Voting Members;

**22.2** In the event that a quorum is not formed after 30 minutes from the time the meeting was scheduled to commence –

**22.2.1** the meeting shall be cancelled if it is one that was convened at the request of some Members in terms of 19.2

**22.2.2** the meeting shall be adjourned to a time half an hour later on the same day or at the same hour of the following day, if it is any other meeting than one convened at the request of some Members; and

**22.2.3** if at the meeting adjourned in terms of 22.2.2 a quorum is not formed after 30 minutes from the time scheduled for its commencement, the meeting shall be cancelled.

## **23.0 CHAIRPERSON**

**23.1** The president is the Chairperson of the meeting of the Association and in his absence; the Vice President shall act as Chairperson of such a meeting.

**23.2** In the absence of both the President and Vice President the members present in such meeting shall select one of them to act as such Chairperson.

## **24.0 ADJOURNMENT**

**24.1** Where the business of any meeting of the Association is not concluded by the end of the day, the Chairperson shall adjourn the meeting to another time, date and place that the Executive Committee shall appoint.

**24.2** At the meeting that had been adjourned in accordance with 24.1 no business other than that not finalised shall be discussed.

**24.3** When a meeting is adjourned for a period longer than ten (10) days, notice of such adjourned meeting shall be given in the same manner as if the meeting was convened afresh.

## **25.0 ATTENDANCE OF MEETINGS.**

**25.1** Any Member of the Association may attend the meetings of the Association, save that only the Voting Members shall be entitled to vote and receive a copy of the minutes of such meeting.

**25.2** Any person who is not a Member of the Association may, with the consent of the Chairperson, attend a meeting of the Association and participate in the discussions but shall not be entitled to vote.

## **26.0 MOTIONS**

**26.1** Any motion raised in a meeting of the Association shall be written and signed by a Voting member as well as seconded by at least one other Voting Member.

**26.2** A Member who wishes to submit a motion as contemplated in 26.1 shall give written notice of the contents and purpose of such motion to the President:

**26.2.1** in the case of motions involving the Constitution or procedure, 30 days before the meeting; and

**26.2.2** in the case of all other motions, on the day of the meeting.

**26.3** The president shall, as soon as possible after receipt of a motion, give written notice to every Member of the Association of such motion.

## **27.0 VOTING**

- 27.1** When a matter is brought to the vote at any meeting of the Association, every Voting member present shall have one vote and in the event of a tie, the Chairman of the meeting shall have a second and casting vote.
- 27.2** Every resolution at the meeting of the Association shall be passed by a majority of 50% (fifty percent) plus 1 of the votes of the Voting Members present.
- 27.3** Subject to any other provisions in this section, voting shall take place by a show of hands.
- 27.4** When voting takes place, the Chairperson of the meeting shall designate a member or Members to act as scrutinizer and a result of such voting shall be announced immediately.
- 27.5** A vote recorded by a Member shall be valid unless the Chairperson, mero motu or in consequence of an object by a Member present at such meeting declares such vote void.
- 27.6** At the request of at least 25% of the Voting Members present at any General Meeting, the Chairman shall rule that the voting be by secret ballot, provided that no secret ballot may take place on the election of a Chairman.
- 27.7** The Executive Committee shall designate two members of the Association, who are not members of the Executive Committee, to receive and count the ballot papers, determine the result of the vote and communicate such result to the Executive Committee.

## **28.0 MINUTES**

- 28.1** The president shall ensure that minutes of any meeting of the Association are kept and any such minutes, after being adopted by a majority of the Members present at a subsequent meeting and signed by the Chairperson of such



meeting shall be regarded as an accurate record of the proceedings of such meetings unless the contrary is shown.

**28.2** The recording of the minutes of all meetings as well as the filing and safekeeping thereof shall be the responsibility of the Secretary.

## **29.0 ACCOUNTS, BOOKS AND RECORDS OF THE ASSOCIATION**

**29.1** The Executive Committee shall cause accurate accounting records and financial statements of the Association's revenue and expenditure and assets and liabilities to be kept and audited.

**29.2** The accounting records and financial statements referred to in 29.1, register of Members, records, books and documents of the Association shall be kept at the registered office of the Association or any such other place as the Executive Committee may determine and shall during normal office hours be open for inspection to any Member of the Association.

**29.3** For purposes of the making and auditing of the accounting records and financial statements referred to in 29.1 the Treasurer shall be the accounting officer of the Association.

## **30.0 ANNUAL FINANCIAL STATEMENTS**

**30.1** The Executive Committee shall cause financial statements reflecting the Association's revenue and expenditure and balance sheet for every financial year to be drawn up and approved at an Annual General Meeting.

**30.2** The financial statements shall be made available to every member of the Association at least 14 days before the date of an Annual General Meeting.

**30.3** For the purpose of 30.1 "financial year" shall mean the period from 1 July to 30 June of a calendar year.

### **31.0 OFFICIAL LOGO**

The official logo of the Association shall be placed on such documents only as authorised by the Executive Committee

### **32.0 DISSOLUTION**

**32.1** The Association shall not be dissolved except by a resolution passed by a majority of two thirds of the Voting Members present at an Extraordinary General Meeting called for such purpose. No such resolution shall be of force or effect unless 6 weeks' notice thereof has been given to each Member.

**32.2** If a resolution for the winding-up of the Association has been passed or if for any reason the Association is unable to continue to function the following shall apply:

**32.2.1** The last-serving President of the Association or, if he is not available, the available members of the last-serving Executive Committee shall forthwith convey the resolution of the dissolution of the Association to the members of the Association and shall appoint a liquidator to carry out the winding-up. The liquidator shall not be a Member of the Association and shall be paid such fees as may be agreed upon between him and the said members of the Association's last-serving Executive Committee.

**32.2.2** The liquidator so appointed shall call upon the last-serving Members of the Executive Committee to deliver to him the Association's books of account showing the Association's assets and liabilities together with a list of its Members.

**32.2.3** The liquidator shall take the necessary steps to wind up the Association and out of monies realised from the sale of assets and banking accounts

pay up all the debts of the Association including the costs of such winding up, in terms of the law.

**32.2.4** Any amount of an annual subscription that will be due and payable by any Member at the time of the dissolution of the Association shall be treated as a debt payable to the Association.

**32.2.5** After the payment of all debts the remaining funds, if any shall be given to some other institution or institutions having objects similar to that of the Association to be determined by the members at the last Extraordinary General Meeting.

### **33.0 AMENDMENT**

This Constitution shall not be repealed or amended except by a resolution passed by not less than two thirds of the members having cast their votes in accordance with the provisions of 27.

### **34.0 TRANSITIONAL ARRANGEMENTS**

The business of the Associations hall, pending the first General Meeting and the election of an Executive Committee, be vested in the founding Members who will constitute an Interim Executive Committee with all the powers and duties of an Executive Committee set up in terms of this Constitution.

### **35.0 INTERPRETATION**

The Executive Committee shall be responsible for the interpretation of any provision of this Constitution.