



**ZIMBABWE BEEF**  
**PRODUCERS' SOCIETY**

**CONSTITUTION OF THE  
ZIMBABWE BEEF PRODUCERS' SOCIETY**

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1. NAME OF SOCIETY

The name of the Society shall be the **ZIMBABWE BEEF PRODUCERS' SOCIETY** hereinafter referred to as "**ZBPS**" which is a body corporate with perpetual succession having an existence, apart from its members and which is capable of suing and being sued, and of holding property apart from its members, and of performing all such acts as bodies corporate may perform by law.

2. STATUS

**ZBPS** will represent all persons and entities involved with beef.

3. STRUCTURE

**ZBPS** will have a **COUNCIL** with a minimum of 9 and a maximum of 11 councillors elected initially for a period of one, two or three years. In each cycle of three years, two Councillors will retire at the end of the first year, and three Councillors at the end of each of the following two years. They will be eligible for re-election. Ideally, each province will be represented by a Councillor and his Alternate. **COUNCIL** will consider and deliberate on all matters affecting beef producers.

4. REGISTERED OFFICE

The Society shall operate from a registered office. This office shall be housed at the Zimbabwe Herd Book until such a time as the Society elects to relocate it.

5. AIMS AND OBJECTS

The objectives of the Society which may be fulfilled in any proper manner which this organisation considers to be desirable, necessary or expedient, shall be to protect, promote and further the interests of those persons with an interest in the beef industry in Zimbabwe and to further the promotion and development of a sound, healthy and economically viable cattle industry, and in so doing:

- 5.1. To promote, develop and advance in any way the environmentally sustainable production of beef in Zimbabwe and to further the interests of all beef producers locally; and regionally where possible.
- 5.2. To collect and disseminate information on the production of beef.
- 5.3. To co-operate and work jointly with any other Association, Farmers' Union or Group with similar objectives to further common interests.
- 5.4. To initiate, encourage and assist production and marketing research in order to promote the efficiency and viability of beef producers.
- 5.5. To deal with Government or any other authority on any matter of concern affecting beef producers.

5.6. To participate in any other activity or enterprise that will advance the viability, productivity or general welfare of the beef industry.

5.7. When circumstances dictate, to litigate on behalf of members, and to enter or defend any action brought by or against the **ZBPS**.

## 6. POWERS REGARDING IMMOVABLE PROPERTY

**ZBPS** shall have the power to acquire, let, sell and mortgage immovable property.

## 7. MEMBERSHIP

7.1. Full membership of **ZBPS** shall be open

- a) to any person who, or entity that, produces beef for sale or sells beef in Zimbabwe and has agreed to pay a levy at the point of sale.
- b) A group of up to 20 small scale farmers (A1) or communal farmers who must appoint a single contact person as their representative.
- c) The application will appear on a single membership form and represent a single membership fee.
- d) The names of all people represented therein shall be annotated with details on the space provided at the back of the form.
- e) People so represented will carry one vote for elections

7.2. The Society may appoint honorary members and honorary life members. Neither shall be eligible to vote.

7.3. The Secretary shall maintain a register of all current members.

7.4. All members shall be bound by the provisions of the Constitution.

## 8. MEETINGS

8.1. The Annual General Meeting of **ZBPS** shall be held no more than three months after the end of the financial year-end.

Resolutions for consideration by the Annual General Meeting shall be submitted by Councillors or their Alternates to the Secretary no later than thirty days prior to the date set for the Annual General Meeting.

Resolutions at Annual General Meetings put to the vote, other than those elsewhere specifically provided for, shall be passed by a simple majority of votes. Resolutions passed shall be binding on **ZBPS**. When required, the Chairperson shall have a second or casting vote.

- 8.2. Full and Associate members shall be eligible to attend the Annual General Meeting or any Special General Meeting.
- 8.3. All members of the Society shall be permitted to attend and speak at the general meetings of the Society.
- 8.4. Meetings of the COUNCIL shall be held not less than FOUR times each year.
- a) The venues of these meetings will vary and rotate throughout beef producing areas in the country.
  - b) They will be preceded by open beef producers' meetings at those venues.
  - c) Where possible, the society will make Online attendance available for meetings.
- 8.5. The Chairperson of **ZBPS** and in his absence the Vice Chairperson shall chair all meetings of COUNCIL, Annual General Meetings, and any Special General Meetings at which they are present. Should the Chairperson and Vice Chairperson both be absent then COUNCIL members present shall elect a Chairperson from their own numbers.
- 8.6. Special General Meetings may be called by the Chairperson, or by a majority of Councillors, or by a minimum of ten percent of members, stating the business to be transacted at such meeting.
- 8.7. The business and affairs of the Society shall be conducted in such an orderly and equitable manner as the Chairperson may from time to time determine but proper minutes shall be kept of all meetings of the society.

## 9. NOTICES

Notice of Special General and Annual General Meetings of **ZBPS** shall be fourteen days.

## 10. QUORA

- 10.1. A quorum for COUNCIL Meetings shall be half the number of members elected to the COUNCIL.
- 10.2. A quorum for an Annual General Meeting or any Special General Meeting shall be at least one small scale and one large scale producer from each province.
- 10.3. Should a quorum not be present at any meeting the Chairperson shall close that meeting and shall give notice to all concerned of a day and venue when the meeting shall again take place. Should there be no quorum present at the subsequent meeting, then those members present shall constitute a quorum.

## 11. PROCEDURE AT MEETINGS

The procedure at meetings shall be according to the agenda as set by COUNCIL.

## 12. VOTING

- 12.1. At COUNCIL meetings, elected members shall have one vote, and the Chairperson shall have a deliberative vote as well as a casting vote.
- 12.2. Voting at any Special General Meeting or Annual General Meeting shall be restricted to Full members.
- 12.3. Any resolution or motion put before a Special or Annual General Meeting will, unless otherwise provided for, be passed by a majority vote of those present and voting at the Meeting.
- 12.4. Voting by proxy shall be in writing or by email originating from the registered email address of the registered member.
- 12.5. Any resolution not appearing on the agenda may, at the discretion of the Chairperson, be held over to a subsequent meeting.
- 12.6. Any General Meeting may be adjourned by the vote of two thirds of those members present and voting.
- 12.7. Voting shall be by a show of hands or, at the discretion of the Chairperson, by ballot.
- 12.8. No business properly and constitutionally transacted at any Meeting shall be invalidated by reason only of the non-receipt by any member of the notice required by the Constitution to be given to such member.
- 12.9. Any matter or policy the COUNCIL considers affecting the broad spectrum of ZBPS members shall be put to a Referendum of all members.
- 12.10. A Referendum may at any time be called by the Chairperson and shall be called when demanded by a majority number of the members of the COUNCIL, or when demanded by a minimum of ten percent of producers stating the matter or policy to be decided by such Referendum.

## 13. ELECTION OF OFFICERS

At the Annual General Meeting the Councillors and Alternates shall be elected to serve on Council by Full members. Nominations for these positions, proposed, seconded and accepted by the nominee, are to be delivered to the Secretary at least twenty-one days prior to the Annual General Meeting. Nominations shall be invited annually by the Secretary placing a notice in three consecutive issues of a newsletter, including a suitable nomination form, between one and two months prior to the Annual General Meeting. The Secretary shall publish the names of any candidates nominated in subsequent newsletters.

Full members will elect the Chairperson and Vice Chairperson at the Annual General Meeting. Should no Secretary/Treasurer be employed by **ZBPS**, then these offices shall be filled by elections at a COUNCIL Meeting.

The agenda of the Annual General Meeting shall also include the appointment of Auditors.

#### 14. TERMS OF OFFICE: CHAIRPERSON

The term of office of any person holding the position of Chairperson shall be limited to two consecutive years and may NOT be extended.

Should the position of Chairperson fall vacant for any reason, then the Vice Chairperson shall assume the office of Chairperson until the following Annual General Meeting.

The elected Chairperson or in his / her absence the Vice chairperson, shall preside at all meetings and if both the Chairperson and vice Chairperson are absent the persons present shall elect a chairperson from amongst the representatives present and that person shall preside at that particular meeting.

#### 15. RECORDS

15.1. **ZBPS** shall cause true records to be kept of all proceedings of each meeting of **ZBPS**. Such minutes shall be confirmed at the following meeting by the signature of the Chairperson subject to any amendments called for at that subsequent meeting.

15.2. All records, papers and correspondence shall be available for inspection by any member during normal office hours.

15.3. **ZBPS** shall also keep and maintain an up-to-date certified copy of the Constitution of the body as amended from time to time

#### 16. FINANCE

16.1. The funds of **ZBPS** shall consist of monies receivable and shall be banked or invested in the name of **ZBPS**.

The Council shall decide from time to time how and where these funds are to be banked or invested, and such accounts shall be operated by any TWO of the following signatories:

- a) Chairperson
- b) Vice Chairperson
- c) Two other nominated members.

16.2. **ZBPS** shall maintain proper books of account showing all details of Revenue and Expenditure. The financial year shall end on 31 December each year.

16.3. The accounts of **ZBPS** shall, funds permitting, be audited as decided by the Council and confirmed by the Annual General Meeting.

16.4. The determination of whether funds permit shall be by vote of simple majority of the Council following Finance Committee/Treasurer appraisal.

16.5. There shall be a report on the accounts at every ordinary meeting and the annual audited accounts shall be tabled at the Annual General Meeting.

17. MEMBERSHIP FEES AND/OR LEVIES & SUBSRIPTIONS

17.1. In order to fund the administrative costs of the **ZBPS**, Full members agree to pay a Levy to **ZBPS**, as determined at the Inaugural General Meeting.

a) The rates of Levy may only be varied by a two-thirds majority of members voting at a subsequent Annual or Special General Meeting.

b) The Society shall initially charge a membership fee of Twenty (20) United States Dollars per ordinary member as laid out in Section 7 of this constitution.

i. This Membership Fee may be varied by a resolution of the council voting with a two thirds majority.

c) Should the total of Membership fees and/or Levies and or membership fees unexpended at any year end exceed three times the current annual expenditure on administration costs, then this situation shall be brought to the notice of the Annual General Meeting with a view to having that meeting decrease the rates of Levy or Membership fee.

17.2. Associate members of the **ZBPS** shall pay Associate membership fees, annually in advance, as may be determined from time to time by a two-thirds majority of voting members present at an Annual General Meeting or a Special General Meeting of **ZBPS**.

17.3. The income from Membership fees and/or Levies shall be accounted for in a separate account, apart from any other income of the **ZBPS**.

17.4. No Revenue received from Membership fees and/or Levies paid by Members may be utilized for any purpose whatsoever other than the costs of collection of these Membership fees and/or Levies, and the vouched administrative costs of running the **ZBPS** which shall include the reasonable traveling costs of those elected to the COUNCIL.

17.5. Providing a two thirds majority of Members at a Special or Annual General Meeting approve that Levy Income should also be applied to a separate particular purpose, then the amount to be expended during the following financial year shall be determined and approved by the Meeting. This authority shall expire once the full utilization of the amount set has been reached, or at the end of the financial year. Any further expenditure for this purpose will need approval at the following Annual or Special General Meeting.

17.6. Any member who refuses to pay the Membership fees and/or Levies due by him under this Constitution, or is found to have underpaid the amount of the Membership fees

and/or Levies due by him, may be disciplined by the COUNCIL. Such disciplinary action may include the expulsion of the member from the **ZBPS**.

17.7. Should the Minister who has been assigned the administration of the Farmers Licensing and Levy Act [Chapter 18:10] declare the **ZBPS** in terms of that Act to be a producers Society and levying authority he shall be entitled at all reasonable times to call for the production of, have access to and ask for any books, documents, records or information relating to the Membership fees and/or Levies received by the **ZBPS**, in order to ascertain that the provisions of the Act and this Constitution are being complied with.

17.8. Notwithstanding anything to the contrary in the Act, the Membership fees and/or Levies envisaged in this Constitution are made by the Producers on a voluntary basis in return for value received from **ZBPS** in the furtherance of the Beef Industry.

18. LIMITATIONS OF POWERS AND DUTIES OF COUNCIL

18.1. The appointment of any staff to **ZBPS** shall be authorized at the Inaugural General Meeting or thereafter at any Annual or Special General Meeting.

18.2. Minutes of meetings will be E-mailed to members who have provided the Secretary with their E-mail addresses.

18.3. COUNCIL may not encumber the assets of **ZBPS** to secure borrowings of **ZBPS** without the agreement of two-thirds of the members voting at an Annual or Special General Meeting.

18.4. With the concurrence of two thirds of the members voting at an Annual or Special General Meeting, or when a vote is requested by E-mail, COUNCIL may purchase and sell, or otherwise deal with the movable or immovable property of **ZBPS**.

18.5. COUNCIL may on sufficient grounds discharge employees of **ZBPS**.

19. INDEMNITY

No member of **ZBPS** shall be liable for the acts or omissions of any other member of **ZBPS** for any reason whatsoever other than his own wrongful and unlawful acts, omissions or negligence.

20. AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended, altered or added to by any Special or Annual General Meeting of **ZBPS** provided:

20.1. That the notice convening the meeting states the full details of the proposed amendments; and

20.2. That such an amendment is approved by a two-thirds majority of members present and voting at such a meeting.

21. DISSOLUTION

21.1. A resolution in favour of dissolution of **ZBPS** may be passed by a majority of members present and voting at a Special General Meeting called specifically for this purpose. Such a resolution shall specify how any cash and assets surplus after all the debts and liabilities of **ZBPS** have been settled shall be dealt with.

21.2. Upon dissolution, should the cash resources of **ZBPS** be insufficient to settle their debts and liabilities, then the assets of **ZBPS** shall be sold. The cash so realized shall then be used to settle all their debts and liabilities. Any cash and assets remaining shall be disposed of in accordance with the resolution made by the Special General Meeting that authorized the dissolution.

21.3. Should the cash and assets of **ZBPS** be insufficient to settle their debts and liabilities, then the act of dissolution shall be delayed until such time as sufficient funds have been received from any sources of income so as to settle in full their debts and liabilities.

22. INTERPRETATION

22.1. Words signifying the singular shall include the plural and vice versa, and words signifying the masculine shall include the feminine and vice versa.

**ZBPS** shall be the final arbiter as to the meaning of any provision of this Constitution.

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