

Zanzibar Stone Town Heritage Society

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CONSTITUTION

Prepared by

Zanzibar Stone Town Consultative Group

For official registration in accordance with the powers conferred under
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**Zanzibar Stone Town Heritage Society
Constitution**

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PART I - PRELIMINARY

Name

1. The name of the Organization shall be the Zanzibar Stone Town Heritage Society (hereinafter called the Organization). This is translated in kiswahili as *Jumuiya ya Hifadhi ya Mji Mkongwe* or *JUHIMKO* in short.

Interpretation

2. In this constitution,

"Council" means the Council of the Organization;

"Society" used interchangeably with "organization" meaning the Zanzibar Stone Town Heritage society;

"Organization" used interchangeably with the "society" meaning the Zanzibar Stone Town Heritage Society;

"Conservation Centre" means the Zanzibar Stone Town Conservation Centre situated in Old Customs House at Forodhani, Zanzibar;

"Secretary" also known as the "honorary secretary" means the council's secretary responsible for convening councils meetings', distribution of minutes and facilitation of related functions;

"Chief Executive Officer" means a senior officer of the society appointed by the council to facilitate functional commitments and daily activities of the society;

"General Meeting" is an ordinary meeting of the council convened once after every two months;

"Annually General Meeting" means the annual members' meeting called during the end of year on the recommendations of the council;

"Special General Meeting" means the extra-ordinary meeting of the council convened at a particular time for a particular subject,

"Stone Town" means that part of Zanzibar Town under the jurisdiction of the Zanzibar Stone Town Conservation and Development Authority.

Headquarters Office

3. The headquarters of the Organization shall be named the Zanzibar Stone Town Conservation Centre and shall be situated in the Stone Town at the Old Custom House, Forodhani, Zanzibar. The society shall work very closely with the Zanzibar Stone Town Conservation Centre.

PART II – OBJECTIVES

Mission Statement

4. The Organization's mission is to promote the conservation of Zanzibar Stone Town's heritage and the environmental and cultural welfare of its inhabitants.

Objectives

5. The Objectives of the Society shall be specifically:
 - 1) To create and raise general awareness of the Zanzibar stone Town's heritage and its conservation matters
 - 2) To provide technical and other support for the maintenance and sustainable improvement of the built environment

- 3) To cooperate and build partnerships between the Stone Town Conservation and Development Authority, Wakf Commission, municipal authorities and other interested public, private and community stakeholders
- 4) To lobby and influence the policies and decisions of the government and private sector relating to the Stone Town
- 5) To create activities that enhance the diversity of Stone Town culture
- 6) To collect and disseminate information on the Stone Town and to otherwise support relevant research
- 7) To promote and coordinate training and education services for enhancing socio-economic and cultural activities of the Stone Town's inhabitants
- 9) To network with other organizations and interested individuals in Zanzibar and elsewhere.

6. Patron

On the recommendation of the Council the Annual General Meeting may elect a Patron of the Organization provided that

- (a) there shall be only one Patron at any one time
- (b) the Patron shall be an eminent individual or the chief executive of the institution committed to heritage conservation and capable of making a significant contribution to the Organization's work

PART III - MEMBERSHIP

7. Membership

The membership of the Organization shall comprise members, active members and honorary members.

(a) Members shall be approved by the Council from among persons or institutions associated with Zanzibar Stone Town in one or more of the following ways:

- i) residence
 - ii) owning property
 - iii) holding a valid business licence
 - iv) professional involvement in Stone Town conservation
 - v) lawful employment
- (b) Active members shall be members who either

(i) founded the Organization, or

(ii) are approved to such status by Council by virtue of their demonstrated commitment to the ideals of the Organization for a period of at least five years

(c) Individual or institutions that support the philosophy of the Organisation and from time to time make substantial contributions, may be admitted to honorary membership by the Council.

Subscriptions

8. Every member, excluding the honorary members, of the Organization shall pay the Organization such annual subscription as may be prescribed from time to time by the Council.

PART IV - COUNCIL

Composition of Council

9. (1) There shall be a Council to manage the affairs of the Organization which will comprise the chairperson, vice-chairperson, honorary secretary, treasurer and five other members all of whom shall be members of the Organization:

Provided that at least

- a) three members of the Council shall be women
- b) two members of the Council shall be Active Members

(2) The chairperson, vice chairperson, treasurer and five other members mentioned in subsection (1) shall be elected by secret ballot by members of the organization during the ordinary general meeting

(3) The honorary secretary shall be appointed by the Council

(4) No member of the Organization shall be eligible for election as chairperson or vice chairperson unless he is at the time of election or has at any time previously been a faithful member of the Council.

(5) The Chairperson, vice chairperson and the other members of the Council shall take office immediately after the ordinary general meeting and shall hold office as such until the ordinary general meeting held in the following year and shall then retire unless re-elected.

(6) Provided that, in the event of death, resignation, removal or disqualification of the chairperson the vice-chairperson or any other member of the Council during such member's term in office the vacancy so created may be filled by the Organization's Council through specific election of the extra-ordinary meeting.

Responsibilities of Council

10. The Council may exercise all the powers of the Organization conferred to it by Annual General Meeting, and in particular-
- (a) take part in fundraising activities in a bid to obtain funds for the Organization;
 - (b) establish a secretariat and provide guidance to such secretariat;
 - (c) appoint a chief executive officer and such officers or servants as are necessary for the proper discharge of the Organization's objectives upon such terms and conditions as the Council may determine;
 - (d) control supervise and administer the assets of the organization in such manner and for such purposes as best promote the purpose for which the Organization is established, and
 - (e) In collaboration with the board of trustees, receive any grants, gifts, donations or endowments and make legitimate disbursements there-from.

Responsibilities of Council members

- 11(1) The chairperson of the Organization shall:

- (a) organize and convene meetings
 - (b) co-ordinate fundraising for the Organization;
 - (c) advise the secretariat on strategic approaches which may enhance the Organization's role as a main stakeholder in Zanzibar Stone Town heritage conservation
 - (d) source new partners who will strengthen the Organization's network; and represent the Organization and its interests in relevant meetings as well as act as spokesperson.
 - (e) act as a signatory on behalf of the Organization
- (2) The honorary secretary of the Organization shall:
- (a) in collaboration with the chair, act as convener of Council meetings and other functions of the Organization
 - (b) supervise the implementation of the society's activities;
 - (c) send out notices of Council meetings and general meetings together with the agenda;
 - (d) record and maintain minutes of the Council and general meetings;
 - (e) deal with all the correspondence of the Organization as mandated by the Council; and
 - (f) prepare and send to members a list of active and fully paid up members who are eligible to vote and vie for Council seats during the general meetings.
- (3) The treasurer of the Organization shall:
- (a) ensure the accounts of the Organization are in good order;
 - (b) ensure that financial statements and audits are well maintained on annual basis; and
 - (c) act as a signatory on behalf of the Organization.

Arbitration

12. Disputes between the Organization and employees, suppliers, contractors and other aggrieved parties may be referred to arbitration in accordance with arbitration legislation applicable in Zanzibar.

Committees

- 13(1). The Council may from time to time appoint committees and sub-committees consisting of members of the Organization and may delegate to such committee or sub-committee all or any of the powers of the Council
- (2) A committee or sub-committee appointed by the Council shall regulate its meeting and proceedings, as it thinks fit.

Meetings of Council

- 14(1) The Council shall meet once in two months or in case of emergency an extra-ordinary meeting shall be called at any time within procedures stipulated under section 19(1) of this Constitution.
- (2) The quorum of a meeting of the Council shall be five members
- (3) At all meetings of the Council, the chairperson of the Organization or in his absence the vice chairperson shall preside and in the absence of both a chairperson shall be elected from amongst and by the members present.

(4) Questions arising at any meeting of the Council shall be decided by a majority of the votes, and in the case of equality of votes, the chairperson shall have a second or casting vote.

Disclosure of interest

15(1) A member of the Council who has a direct or indirect personal interest in a matter being considered or to be considered by the council shall, as soon as possible after the relevant facts concerning the matter have come to such member's knowledge, disclose the nature of his or her interest to the Council.

(2) A member of the Council who makes a disclosure of interest in accordance with subsection (1) shall not take part in the decision of the Council on that matter.

Removal from office

16(1) The Council may by a resolution supported by two-thirds of its members, remove any member of the Council from the office and upon a member vacating his/her office the members of the Organization shall elect a new member at a general meeting.

(2) A member of the Council may cease to be a member:

(a) upon giving notice in writing to the secretary of the Organization resigning his office; or

(b) if such member:

(i) holds any office considered to be prejudicial to the interest of the Organization;

(ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(iii) is or becomes of unsound mind;

(iv) is by reason of ill health incapable of performing his or her duties;

(v) is convicted of an offence involving moral rectitude;

(vi) is concerned or participates in the profits of any contract with the Organization having failed to disclose his interest therein in a manner required by this constitution;

(vii) fails to attend three consecutive meetings of the Council;

(viii) is inactive in fundraising and rallying of partners; or

(ix) dies

Board of Trustees

17. The Council shall appoint not less than three and not more than five Trustees who shall not be members of Council. The Board of Trustees shall

(a) be appointed every three years

(b) meet twice a year

(c) advise the Council on the management of the Organisation's fixed assets

PART IV - GENERAL MEETINGS

Ordinary general meeting

18(1) The Council shall convene a general meeting once every year.

(2) Ordinary general meetings shall be convened by twenty eight days notice specifying the place, date and hour thereof and business to be transacted thereat.

Extra ordinary meeting

19(1) The Council may at any time at its own discretion convene a special general meeting of the Organization

(2) Any two third of the Organization members may at any time requisition a special general meeting of the Organization by written notice signed by all of them specifying the object of the proposed meeting and delivered to the secretary of the Council.

(3) Special general meetings shall be convened by fourteen days notice specifying the place, date and hour of the meeting and the business to be transacted thereat.

Notice of meetings

20. A notice convening a general meeting shall be given to every member either personally or by sending it by post or delivering it at the member's last known address.

Quorum

21(1) No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business, and twenty members personally present shall constitute a quorum

(2) If within a hour from the time appointed for the meeting a quorum of members is not present the meeting if convened on the requisition of members, shall be dissolved; but in any other case, it shall stand adjourned to the same day in the following week, at the same time and place and if at the adjournment meeting quorum of members be not present within one hour from the time appointed for the meeting the members then present shall constitute a quorum.

Procedure at general meetings

22(1) At all general meetings the chairperson of the Organization or in his or her absence, the vice chairperson shall presided in the absence of both chairperson and vice chairperson, the members of the Organization then present shall elect one member of the Council or if no member of the council is present, one member of the Organization to be the chairperson of the meeting.

(2) All resolutions of the Organization in the general meeting shall be by a simple majority vote provided that:-

(a) honorary members shall not vote; and

(b) a member who is affected by a matter before the general meeting shall not vote on that matter and the chairperson may require such members not to participate in the discussion of that matter.

(3) An institution which is a member of the Organization may by resolution of its governing body and by notice in writing send to the secretary of the Council, appoint one of its officers to represent the institution at any meeting of the Organization.

(4) Voting may be done personally or by proxy:

Provided that where voting is by proxy:-

(a) Such proxy need not be a member of the Organisation and:

(b) An instrument appointing a proxy shall be in writing and signed by the appointed representative, or by a power of attorney duly executed and delivered to the secretary of the council at least 48 hours before the time appointee for the general meeting.

(4) At any general meeting every question shall be decided in the first instance by a show of hands, when every member present shall be entitled to one vote except those voting by proxy.

(5) A poll demanded on the election of a chairperson or on the question of adjournment shall be taken forthwith, but a poll demanded on any other questions shall be taken at such a time as the chairperson of the meeting directs.

(6) A direction or demand for a poll may be withdrawn at any time before the adjournment of the meeting

(7) The chairperson shall have a casting as well as a deliberative vote.

PART VI - COMMON SEAL

Common seal

23. The Council shall keep the common seal of the Organization in safe custody and it shall not be used except as directed by the Council

PART VII - MINUTES, REPORTS AND RECORDS

Minutes

24. The Council shall cause proper minutes of the Council to be taken and recorded

Reports

25. The Council shall present to the ordinary general meeting a full report of the activities of the society. The treasurer of the Organization shall provide all financial reports.

Records

26. The Council shall cause to be kept records comprising a list of members and such other relevant information.

PART VIII - FINANCIAL YEAR & ACCOUNTS

Financial Year

27. This shall be the period of twelve months ending on the 31st of December in each year.

Accounts

28(1) The Council shall cause proper accounts of all funds, property, assets and liabilities of the Organization to be kept and to be audited as on the 31st day of December in every year.

(2) The audited accounts shall be presented by the Council to the ordinary general meeting.

PART IX - DISSOLUTION

Dissolution of the Organization

29(1) The Organization may at any time be dissolved by a resolution passed at a general meeting of the members

Provided that:

(a) Such a resolution is passed by not less than two - thirds of the members and who must have been given reasonable notice specifying the reasons for the intended resolution; and

(b) The quorum at such a meeting shall be half of all the members of the Organization

(2) Where a quorum for a meeting at which a proposal to dissolve the Organization is submitted is lacking such a proposal shall be submitted to a further general meeting where the quorum shall be the number of members present.

Disposal of assets

30. Upon dissolution of the organization, its remaining assets shall be distributed to an organization, or organizations of similar objects:

Members' contribution to assets

31. Every member shall contribute to the assets a sum of as decided by the council for the payment of liabilities incurred by the Organization and for payment of the costs, expenses and charges of dissolution and the adjustment of the rights of contributors amongst themselves.

PART X - AMENDMENT OF CONSTITUTION

Amendments

32(1) Any proposal to amend this constitution must be in writing and delivered to the secretary of the Council not less than twenty eight days (28) before the ordinary general meeting at which it is first to be considered.

(2) An amendment to the constitution shall require the approval of a two-third majority of the members present at the ordinary general meeting.

PART XI – MISCELLANEOUS

Indemnity

33. A member of the Council and any other officer or servant of the Organization shall be indemnified against all costs, losses and expenses which such a person may incur or become liable to pay by reason of any contract or arrangement entered into or any act done by such person in good faith, in discharge of his or her duties.