

CONSTITUTION OF THE ZIMBABWE HERD BOOK

(1993)

1 Name and Constitution

The name shall be “The Zimbabwe Herd Book” but in this Constitution, it is referred to as the “ZHB” and the Constitution shall be construed accordingly. This shall be the Constitution of the ZHB at all times read with Annexures A and B and incorporated herein as part of the Constitution.

2 Interpretation

2.1 In this Constitution and its Rules and Regulations:-

- a) ‘The Act’ shall mean the Regulation of Pedigree Farm Livestock Act [*Chapter 19:11*] which was amended in 2001 and came into operation on 1st March 1982;
- b) words referring to masculine gender or neuter shall refer to all genders;
- c) singular words shall include plural and vice versa.

2.2 This Constitution having been drawn up and brought into effect in the English language, the English version shall be deemed to be the only authentic version.

3 Definitions

“pedigree”: a pedigree genealogical ancestry of animal 1 is an officially certified genealogical linear record of itself and its ascendants (ancestry).

“purebred”: a purebred animal is an animal whose ascendants are descended from an accepted or specified number of generations of officially registered certified pedigree stock of all the same strain and species and accepted as being entirely true to type with lineage traceable back to foundation stock.

“registered”: a registered animal is certified as being descended from purebred ancestors of the same strain and species whose pedigrees or genealogical lineage have been officially recorded back to foundation stock.

4 Incorporation

The ZHB shall be a corporate body with perpetual succession and a legal personality of its own, independent of and separate from its members, and it shall have the right to sue and be sued in its own name.

5 Limitation of Liability

The liability of members shall be limited to such amounts as they may owe to the ZHB at any time.

6 Objects

6.1 The objects of the ZHB shall be to establish an autonomous Herd Book organisation within Zimbabwe sanctioned by the Statute, to encourage, improve and maintain the breeding and purity of purebred farm livestock in Zimbabwe; keep and publish records in connection with the registration of such livestock, and do all things necessary or incidental thereto in accordance with this Constitution.

6.2 Without in any way derogating from the generality of the foregoing, the specific and subsidiary objects of the ZHB are set out more fully in Annexure A and incorporated herein.

7 Powers of the ZHB

Subject to the provisions of the Act, the ZHB shall have power to do all things necessary to attain its objects and without derogating from that generally, it shall have the special and subsidiary powers set forth more fully in Annexure B and incorporated herein.

8 The ZHB

The ZHB shall consist of its Council and the Executive Committee with its officers.

9 Membership

9.1 Members

9.1.1 The members of the ZHB shall be such Breed Societies as have been accepted and certified by the ZHB in terms of section 8 of the Act.

9.1.2 Individual persons may not be members of the ZHB but may be represented by members.

9.2 Application for Membership

An application for membership shall be in writing and signed by the proper officer of the Breed Society seeking such membership and shall include an undertaking, if accepted, to abide by the Constitution, Rules and Regulations and decisions of the ZHB.

The application shall be accompanied by a copy of the applicant's Constitution and a list of the names and addresses of the applicant's own members.

10 Rights of Members

10.1 Attendance at Meetings

All members through their duly nominated representatives, shall have the right to attend and speak at meetings of the ZHB.

10.2 Voting Rights

All members through their duly nominated representatives shall have voting powers at meetings of Council.

Every member shall have the right to a certificate of their membership.

10.3 Eligibility to Hold Office

10.3.1 Members through their representatives shall be eligible to hold office.

10.3.2 Nominated persons, with the approval of Council, can be eligible to hold office.

11 Duties of Members

11.1 Members shall be obliged to:-

- a) abide by the Constitution, Rules and Regulations of the ZHB and its resolutions and decisions from time to time.
- b) pay such annual subscriptions, fees or other amounts as may be required of them from time to time.
- c) ensure their own Constitution, Rules and Regulations are brought into conformity with those of the ZHB and at all times kept in such conformity.

11.2 No member shall at any time of its own accord, register, record or issue certificates for purebred farm livestock for full official registration save as provided for in the Act.

12 Representation and Voting Powers

12.1 Members shall in writing appoint one voting representative to represent them for all purposes in the affairs on the ZHB.

12.2 Except for the casting vote at the appropriate time, no members shall have more than one vote at meetings of Council.

Subject to the foregoing, members of the Executive Committee shall have full voting powers at Council meetings.

- 12.3 Within its own discretion, a member shall have the sole right to determine who shall exercise its voting powers at meetings of the ZHB and Council.
- 12.4 In case of doubt, the voting power of a member at meetings of the Council shall lie with the representative entered as the voting representative on the list of members referred to hereunder.
- 12.5 Alternate representatives shall have the right to be present and speak at meetings of the ZHB Council but not to vote, except in the absence of the voting representative, in which case all the rights of the voting representative shall vest in his signature.

13 Membership List

- 13.1 The ZHB shall keep a list of members in which shall be recorded:
- a) the name of every member;
 - b) the address of every member;
 - c) the name of every voting representative and alternate representative of every member and their succession to the members voting powers;
 - d) such other information as seems fit.

Members shall at all reasonable times have full facilities to ensure that proper details are entered in the List of Members.

- 13.2 All communications, notices and publications sent to a member at the address entered in the List of Members shall be deemed to have been duly received by the member.

14 Council

- 14.1 The affairs of the ZHB and its business shall be administered and controlled by the Council constituted and conducted as hereinafter provided. The Council shall have and exercise all powers of the ZHB.
- 14.2 The Council shall consist of:-
- a) the appointed representatives of members;
 - b) the alternate representatives of members; and
 - c) up to two persons appointed by the Minister in terms of the Act.

15 Executive Committee

- 15.1 Subject to the overriding authority of the Council, the affairs of ZHB shall be controlled and administered by the Executive Committee.

- 15.2 The Executive Committee shall consist of a Chairman, a Vice Chairman, a Treasurer and three other persons with powers to co-opt should Council agree to the necessity.
- 15.3 The Executive Committee shall be elected from written nominations submitted by members and voted for by voting representatives of the Council.
- Such nominations shall be in the hands of the Secretary fourteen (14) days before the Annual General Meeting.
- 15.4 The Chairman shall preside at all meetings of the ZHB Council and the Executive Committee.
- 15.5 In the absence of the Chairman for any reason, all his duties, rights and functions of office shall devolve upon the Vice Chairman.
- 15.6 If any vacancy occurs on the Executive Committee, then the Committee may co-opt any person from amongst the voting representatives confirmed at Council to fill the vacancy until the next Annual General meeting.
- 15.7 Elected members of the Executive Committee shall hold office for a period of three years and the two longest serving members shall retire in rotation each year.
- Retiring members shall be eligible for re-election.
- 15.8 Powers of Executive Committee
The Executive Committee shall have all the powers of the ZHB set forth in Annexure B hereto but those powers shall always be subject to the overriding power and review of the Council who shall be responsible for all matters of policy.
- 15.9 Review
- 15.9.1 Any decision of the Executive Committee may be reviewed at a meeting of the Council.
- 15.9.2 Any decision of the Executive Committee shall be reviewed by the Council and a Special Meeting for that purpose shall be convened if within ninety (90) days of the decision of the Executive Committee, any three members in writing request a review. Such notice shall be signed by the members concerned and specify details of the decision sought to be reviewed, the review sought and reasons.
- 15.9.3 Notwithstanding the foregoing and any decision by the Council on review, the decision of the Executive Committee shall, in all respects, be valid and effective up to the date of the review.

15.10 Secretary

The Council and the Executive Committee shall have a Secretary to assist in their work and the Secretary shall be entitled to be present at all meetings of the Council and Executive Committee and have no voting power at any time.

16 Validity of Acts and Meetings

The Acts and meetings of the Council and the Executive Committee shall be deemed to be fully valid and effectual notwithstanding any vacancy which may exist from time to time in the representation of members or in officers, or the absence of any representative or officer from any meeting, and further notwithstanding any technical departure from this Constitution or any rule or regulation, provided that such be in good faith or unavoidable.

17 Meetings, Venue and Date

17.1 All meetings of the Council shall be held in Harare unless otherwise determined and at a date, time and place determined by the Executive Committee, provided that not less than two meetings are held during the financial year.

17.2 Annual General Meeting

17.2.1 The Council shall hold an Annual Council Meeting once in each year within three months of the end of the ZHB's financial year which shall be 31st December in each year and in any event, not later than fourteen months after the last preceding Annual Council Meeting.

17.2.2 The first Annual Council meetings shall be held as soon as convenient after the formation of ZHB and the end of the financial year.

17.2.3 At each Annual Meeting, the Executive Committee shall submit a full report of the work of the Committee and the ZHB during the past year and it shall also present a statement of the financial position of the ZHB duly audited by the ZHB's auditor.

17.2.4 The business of the Annual Council Meeting shall be to receive and consider the above mentioned report and financial statements, to elect the Executive Committee and to transact any other business which, under this Constitution, should be transacted at the Annual Meeting.

17.2.5 All other business at the Annual Council meeting shall be deemed special business requiring notice and no such business shall be considered or dealt with thereat unless written notice of such business shall have been given to the Secretary not later than seventy-two (72) hours before the time of the meeting, but in special circumstances, the provisions of this clause may be waived by the Chairman at his sole discretion.

17.3 Special Council Meeting

17.3.1 The Executive Committee may convene such Special Council Meetings as may be required for the business of the ZHB and such a meeting shall be convened if requisitioned by at least one quarter of the members of the ZHB.

17.3.2 Any such requisition shall specify the objects of the meeting and details of any resolution proposed to be passed at the meeting. It shall be signed by the requisitioning members and delivered to the Secretary. Such requisition may consist of several documents in like form, provided they are signed by a member or members.

18 **Procedure**

18.1 Notice

18.1.1 Notice of every Council meeting shall be sent to every member by prepaid post at the address entered in the List of Members and such notice shall be sent not less than twenty-one (21) days before the date of the meeting.

18.1.2 Notwithstanding the foregoing, the decision of any meeting held shall be valid, binding and effective if:-

- a) all the voting members of the Council are present and represented with voting power at a meeting called without proper notice; or
- b) seventy-five (75%) percent of the voting members of the ZHB duly agree to any such decision.

18.2 Presiding Officer

The Presiding Officer at Council Meetings shall be the Chairman or in his absence, the Vice Chairman and failing both, then any other person elected by the meeting.

18.3 Voting

18.3.1 All matters submitted to any Council Meeting shall be decided by the majority vote of ordinary members present in the persons of their duly nominated representative or his alternate.

18.3.2 The foregoing shall not apply to an amendment of this Constitution which shall require a majority of at least two-thirds of voting members present in person or by proxy.

18.3.3 Voting shall be by a show of hands except for the election of officers or where a ballot is demanded and in such event, the ballot will be held as soon as possible in a manner determined by the Presiding Officer.

18.4 Adjournment

Any Council Meeting may be adjourned on the resolution of a two-thirds majority of ordinary members present in the person of their duly nominated representative or his alternate.

18.5 Quorum

18.5.1 Two-thirds of active breed society members present in the person of their duly nominated representative shall be a quorum.

18.5.2 Notwithstanding the foregoing if, in the opinion of the Presiding Officer, there is urgent business to be attended to, not being an amendment of the Constitution, and there is no quorum, then such business may be attended to after an adjournment of half an hour unless a majority of the meeting otherwise determines.

18.5.3 If at any Council Meeting, a quorum is not present, the meeting shall stand adjourned to a time (not less than seven [7] days thereafter) and a place determined by the voting members present and at such appointed time and place the meeting shall be deemed to be duly constituted even if a quorum of members is not present at the adjourned meeting.

18.6 Meetings of the Executive Committee

18.6.1 The Executive Committee shall meet at such place and times as it may determine or as may be decided by the Chairman.

18.6.2 There shall be a quorum of two persons for meetings of the Executive Committee.

19 Direct Entry and Other Breeders

19.1 The Direct Entry Breeders of the ZHB shall be members of the Member Societies.

19.2 Notwithstanding the provision of Clause 19.1, any person who, in the opinion of Council, is directly engaged in the breeding of purebred livestock for which no appropriate affiliated Breed Society exists, such a person may be accepted by Council as a Breeder.

- 19.3 No person shall be accepted as a Breeder who is not directly engaged in the breeding of pedigree livestock and private persons seeking enrolment must be at least eighteen (18) years old.
- 19.4 The ZHB shall keep and maintain a Roll of Breeders.
- 19.4.1 Forthwith upon acceptance of its membership, a member society shall submit to the Executive Committee a list of the names and addresses of its breeders and those names and addresses shall be entered on the ZHB's Roll of Breeders.
- 19.4.2 The list of the members concerned and its directions shall be conclusive regarding the right of any person to be enrolled as a Breeder.
- 19.4.3 Any Breeder who is a Company, Partnership or Association shall furnish the Executive Committee with the names and addresses of all Directors, Partners or members, as the case may be.
- 19.4.4 Every Breeder shall, in writing, inform the Executive Committee of any change in his address.
- 19.4.5 All notices or publications posted to a Breeder or its representative shall be deemed to have been received by the Breeder.
- 19.4.6 In addition to a Roll of Breeders, the Executive Committee shall keep records of all transactions with all amounts paid by, and all relevant information pertaining to, Breeders.
- 19.5 Representation of Breeders
- 19.5.1 Every Breeder shall be entitled to have written in the Roll the name and address of its representative.
- 19.5.2 In the case of a Company, Partnership or Association, it shall be compulsory to have such a representative.
- 19.5.3 Breeders shall be entitled to appoint and change representatives at their sole discretion but until changed, any entry in the Roll of Breeders regarding the representation of a Breeder shall be final and binding.
- 19.6 Rights of Breeders
- 19.6.1 All Breeders shall be entitled to:-
- a) receive all reports and other matter published by the Executive Committee for distribution amongst Breeders;

- b) achieve the registration of farm livestock subject to this Constitution and the Rules and Regulations and decisions of the ZHB;
- c) as a charge and on payment of expenses, to receive such expert, technical advice as may be available on livestock matters;
- d) consult and use the official Herd register, Certificate Books and other records of the ZHB; and
- e) communicate directly with the ZHB in matters of notification, recording, registration, fees, subscriptions, dues and commissions, but on those matters only.

19.6.2 The foregoing rights shall be personal to the Breeder concerned and its representative and not transferable to any other person by act of the Breeder, operation of law or any other method.

19.7 Duties and Obligations of Breeders

19.7.1 Every Breeder shall be obliged to pay in advance such entrance fees, dues and commissions as may be lawfully derived from time to time by the ZHB.

19.7.2 Abide by the Constitution of the ZHB, its Rules and Regulations, decisions and resolutions.

19.7.3 Any Breeder who for any reason ceases to be enrolled as a Breeder shall remain liable for all amounts due or accruing to ZHB at the date on which his membership ceases.

19.8 Resignation of Breeder

19.8.1 Any Breeder may at any time resign from the Roll of Breeders by giving the Executive Committee written notice to that effect.

19.8.2 Unless such notice is given before 31st December in any year, the resigning Breeder shall be liable for the subscription in the next ensuing year in addition to any amounts which may be owed by him.

20 **Discipline**

20.1 The ZHB shall have the power to discipline its members and Breeders and to impose penalties upon them.

20.2 Delegation of Disciplinary Powers

The Council shall delegate its disciplinary powers to the Executive Committee.

20.3 Breeders Offences

20.3.1 A Breeder shall be guilty of misconduct and liable to be penalised if he does any of the following things:

- a) gives incorrect information regarding the breeding or records of his animals;
- b) alters an animal's body or appearance in such a manner as on ordinary examination, to mislead anybody as to the true value of such animal, for example, by the removal, hiding or camouflaging of spots or other defects;
- c) is guilty of conduct which is dishonourable or prejudicial to the good name or interests of ZHB, being in arrears with any amount owed to ZHB, and fails to pay such money within twenty-one (21) days after notice for payment has been sent to him.

20.4 Disciplinary Procedure

20.4.1 If it comes to the notice of the Executive Committee that there may have been a breach of the foregoing provisions, then the Executive Committee may send a written notice to the Breeder concerned informing him of the alleged misconduct and requiring an explanation.

20.4.2 Within twenty-one (21) days of the notice referred to in the last preceding clause, the Breeder shall send a written explanation.

20.4.3 On receipt of the explanation or if none is made within the time prescribed, the Executive Committee may either dismiss the allegation of misconduct or:-

- a) reprimand the Breeder or fine him according to the current penalties laid down by the by-laws; and/or
- b) suspend the Breeder for such period as it may determine not exceeding two years; and/or
- c) cancel the certificate of the Breeder, and in so doing, authorise the responsible officer of ZHB to cancel the certificates of all or any animals registered with the ZHB and make the necessary changes or cancellations in any of the ZHB's registers, certificates or records; and/or
- d) expel the Breeder; and/or
- e) order the Breeder to pay all expenses incurred in connection with the misconduct, any enquiry, or anything done pursuant thereto.

- 20.4.4 If good cause be shown after the cancellation or alteration of any certificate, record or register of the ZHB, then such cancellation or alteration may be revoked or varied.
- 20.4.5 Upon the expulsion of the Breeder, he shall forthwith deliver up to the Executive Committee all certificates he has at any time obtained from, or through, the ZHB.
- 20.4.6 An expelled Breeder may be subsequently re-admitted to the ZHB's roll of Breeders subject to such conditions as the Executive Committee may see fit to impose.

20.5 Rights of Third Parties

Where the rights of any third party may be affected by anything done or proposed in terms of this clause, then such third party shall have the right to make representation and be heard.

20.6 Review

Anything done by the Executive Committee in terms of this clause shall be subject to review by the Council.

21 Financial Provisions

21.1 Bank Account

21.1.1 The ZHB shall transact its business through an account in a commercial bank.

21.1.2 All money received by or for the ZHB shall be deposited into its bank account.

21.1.3 The bank accounts shall be operated by the signatures of two or more people so authorised by the Executive Committee.

21.2 Property

All property of the ZHB shall be vested in two Trustees who shall be the Chairman and Vice Chairman of the ZHB for the time being.

21.3 Auditor

The ZHB shall appoint an auditor who shall be a duly qualified member of an independent firm of Chartered Accountants.

21.4 Books and Records

Proper books and records shall be kept accurately reflecting the business and transactions of the ZHB.

21.5 General

21.5.1 The income and property of the ZHB from whatever source derived shall be applied solely to the promotion and furtherance of the objects of the ZHB.

21.5.2 No part of the ZHB's income, money or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any person who is or was a member, representative or Executive Committee member of the ZHB provided that nothing this clause contains shall prevent the payment of reasonable and proper remuneration for services rendered, reasonable interest on money borrowed, reasonable rental on premises leased or expenses reasonably incurred.

22 Affiliations

22.1 Subject to the provisions of the Act, the ZHB may affiliate with other Associations, Societies or organisations or group of persons having aims and objects kindred to, or associated with, those of the ZHB.

22.2 Any such affiliation, integration or incorporation shall require the sanction of a two-thirds majority of members of the ZHB in General Meeting.

23 Amendment to the Constitution

23.1 Subject to the provisions of the Act, the Constitution may be amended by a two-thirds majority at any meeting of the Council of which notice has been duly given not less than thirty (30) days before the meeting.

23.2 Notwithstanding anything hereinbefore contained, no notice, meeting or resolution for amendment of the Constitution shall be valid unless it complies with the terms of this clause.

24 Delegation of Powers

The Council and, with the authority of the Council, the Executive Committee may delegate any of the powers of the ZHB to any committee or sub-committee established for that purpose and such delegation shall be subject to such condition, rules or procedure as the Councillor or the Executive Committee may deem fit.

Annexure A

Schedule of Objects of the Zimbabwe Herd Book

The objects of the Zimbabwe Herd Book shall be:-

- a) To encourage and improve the breeding of purebred livestock in Zimbabwe;
- b) To maintain unimpaired the purity of farm livestock;
- c) To compile, keep and maintain accurate records of pedigree, performances and particulars of all purchased farm livestock for the purpose of registration;
- d) To form a liaison between all livestock breed societies and to provide them with official and government recognised representation in such a manner and direction as may be necessary or desirable from time to time;
- e) To establish a Herd Book organisation, fully autonomous, and entirely free from outside control and interference;
- f) To achieve autonomy and legality through the provision of the Regulation of Pedigree Farm Livestock Act, [*Chapter 19:11*], giving the ZHB legal and exclusive powers of control;
- g) To operate at all times in close consultation with the Minister;
- h) To provide a liaison with research;
- i) To compile and at discretion, to publish an annual Herd Book in the recognised manner of International Breed Societies;
- j) To promote the farm livestock industry by encouraging shows, sales, lectures and by other means;
- k) To form a basis of consultation with all other organisations which directly contribute to the propagation of farm livestock by:
 - i) Official performance testing (milk and beef) and performance testing stations;
 - ii) Artificial insemination and embryo transfer;
 - iii) Recommendation for the importation and exportation of registered breeding stock, semen and embryos;
- l) To continue, record and register such appendices as may be in existence already, and to create new appendices for such breeds as may from time to time require their establishment; and
- m) To provide such essential services as its members may require from time to time.

Annexure B
Schedule of Powers of the Zimbabwe Herd Book

Subject to the terms of the Constitution and the provisions of the Act, the ZHB shall have power to do all such things as it may deem necessary or advisable in the interests of the ZHB and for the advancement and attainment of its objects, and in particular it shall have the power:-

- a) to pay all the costs and charges in connection with the administration and management of the ZHB's affairs;
- b) to appoint and, at its discretion, to remove or suspend such managers, secretaries, treasurers, auditors, clerks or other officials or employees for permanent, temporary or special services as it may, from time to time think fit, and to determine their powers and duties and to fix salaries or emoluments;
- c) to receive and consider applications for membership from Breed Societies, clubs, associations or institutions and accept or reject them;
- d) to receive and consider applications for enrolment from Breeders, to accept the application from any person and to admit to enrolment any such person as it shall in its discretion think fit, and also to refuse the application of any person who, in the opinion or at the discretion of the ZHB should not be enrolled as a Breeder;
- e) to institute, conduct, defend, compound or abandon legal proceedings in connection with the affairs of the ZHB and to compound or allow, or ask for time for payment or satisfaction of any debts due to or any claim or demand by or against the ZHB;
- f) from time to time to provide for the management and affairs of the ZHB in such manner as it may think fit, and in particular to appoint any persons to be the attorneys or agents of the ZHB with such powers and upon such terms as it may think fit;
- g) to appoint inspectors for the examination of cattle submitted for registration, and to give such inspectors instructions and powers in regard to their work in order to secure as far as possible uniformity in the quality of the animals passed for registration; to adopt and pass rules, regulations and conditions upon which inspection and admission to registration shall take place;
- h) to impose fines and penalties on enrolled Breeders for any contravention of any rules, regulations or provisions or for any prescribed misconduct;
- i) to grant leave of absence to any member of the Executive Committee;
- j) to grant leave of absence to any official or employee of ZHB;
- k) to convene general or special meetings of the Council either in compliance with a special request thereto or otherwise as is necessary and as is provided for in terms of this Constitution;
- l) to make, alter and rescind Rules and Regulations consistent with the provisions of this Constitution;

- m) to purchase, hire, or take on lease for the purpose of the ZHB, any land and buildings or property or movables, and sell, let or dispose of the same;
- n) to borrow money upon such security of any property of the ZHB;
- o) to place the surplus funds of the ZHB on deposit with a bank or other financial institution, or to invest in such other manner as it may decide from time to time;
- p) from time to time, subject to the provisions of the Constitution to impose, adjust or review subscriptions, or dues and to prescribe any additional fees, levies or dues it may deem necessary;
- q) to appoint committees or sub-committees to undertake any of its functions and powers;
- r) generally, to do all such things as are necessary for the welfare of the ZHB and the conduct of its affairs, provided always that any action taken or instructions given shall not be contradictory to the terms of this Constitution.