

**THE CONSTITUTION
OF
APEX ASSOCIATION OF ENTREPRENEURS, CO-OPERATIVES
AND SMALL AND MEDIUM ENTERPRISES (SMEs)**

1. PREAMBLE

The Association of Entrepreneurs, Co-operatives and Small and Medium Enterprises (SMEs) is a voluntary, non-governmental, non-political and non-profit civil organization registered in terms of the laws of Lesotho.

2. MISSION

The primary purpose of the Association is to unite and represent all entrepreneurs, co-operatives and small and medium enterprises (SMEs) in all strategic forums with the ultimate objective of enabling them to meet their economic and social needs and aspirations.

3. VISION STATEMENT

We aspire to be a preferred representative of entrepreneurs, co-operatives and SMEs by 2021.

4. NAME:

**APEX ASSOCIATION OF ENTREPRENEURS, CO-OPERATIVES
AND SMALL AND MEDIUM ENTERPRISES**

5. REGISTERED OFFICE

The registered office of the association shall be at **MASERU**. The postal address shall be **P.O. BOX 9917, MASERU 100, LESOTHO**.

6. OBJECTIVES

The primary objectives for which the association is established are as follows:-

- a) To unite all entrepreneurs, co-operatives and SMEs for sharing of ideas in order to meet their common economic and social needs and aspirations;
- b) To represent and/or be the voice of entrepreneurs, co-operatives and SMEs in local, regional and global strategic meetings, conferences and/or seminars;
- c) To source funding for viable projects of entrepreneurs, co-operatives and SMEs;
- d) To create awareness of the potential of a co-operative market economy and to promote co-operative entrepreneurship and economic democracy;
- e) To contribute towards employment-generation and poverty alleviation in Lesotho, the SADC region and the rest of Africa;
- f) To provide training in entrepreneurship, co-operatives, and SMEs management;
- g) To promote the spirit of co-operation and the principles of co-operatives and to inculcate the culture of co-operative entrepreneurship;
- h) To advocate for self-reliance, economic independence and financial freedom;
- i) To encourage and enhance participation of entrepreneurs, co-operatives and SMEs in all sectors of the economy;
- j) To source business opportunities for entrepreneurs, co-operatives, and SMEs.

7. MEMBERSHIP

The Association shall be composed of its affiliated member entrepreneurs, co-operatives, SMEs, societies and stokvels that subscribe to the above mission statement and objectives. There shall also be a Steering Committee/Executive Committee to run the affairs of the association.

8. CRITERIA FOR MEMBERSHIP

- 8.1 Entrepreneurs, co-operatives, and SMEs must be active;
- 8.2 Co-operatives and SMEs must be open to new members, hold A.G.M.s and regular meetings and must be broadly representative and accountable;
- 8.3 Co-operatives and SMEs must have an adopted set of rules or constitution. These need not necessarily be registered with the Law Office;
- 8.4 Co-operatives must have a registered membership of at least 10 persons.
- 8.5 Co-operatives and SMEs must be voluntary;
- 8.6 Where a conflict of interest is seen to exist between the aims of the Association and any individual member, co-operative or SME it is incumbent on the Chairperson to request that individual member, co-operative or SME to absent themselves from the decision-making process regarding the conflicting issue;
- 8.7 There shall be an annual membership fee of M200-00 (two hundred Maloti) payable upon joining and renewable in January of each year. The annual membership fee will be reviewed by members at the AGM. Membership fee will be used for the operational costs of the association such as the hosting and maintenance of the website

9. BENEFITS GIVEN TO MEMBERS

- 9.1 The Association will provide the members with necessary trainings in Entrepreneurship, Co-operatives and SMEs management.
- 9.2 The Association will source business opportunities for all members.
- 9.3 The Association will represent and be the voice of all the members in local, regional and global strategic meetings, conferences and / or seminars.
- 9.4 Different projects of members will receive funding from the Association.

10 FINES AND FORFEITURES

- 10.1 Members who miss regular meetings of the Association without good reasons put before the Steering Committee will automatically cease to be members.
- 10.2 Failure to pay a membership fee for two months or more can lead to expulsion of such a member.

11. STEERING COMMITTEE/EXECUTIVE COMMITTEE

- 11.1 There shall be a Steering Committee of the Association comprising nine members
- 11.2 The Steering Committee will regulate and run the affairs of the Association to make sure that it achieves its objectives and vision;
- 11.3 The Steering Committee has the power to make nominations on behalf of the Association to other bodies; **(See 6(b) above)**
- 11.4 The Steering Committee and the Association shall as far as possible act by consensus, however, where a vote is required it shall be by secret ballot and a simple majority will suffice; In the event of a tie, the Chairperson will have a casting vote
- 11.5 The Association will elect the members of the Steering Committee at its AGM and this Committee shall be elected by secret ballots. At that meeting the members shall elect a Chairperson, Vice-

Chairperson, Secretary, Vice-Secretary, Treasurer, together with any other Officers as may be deemed necessary and appropriate (Advisory members); Committee members can serve a term of 5 years and are eligible for re-election for one more term. However, individual Committee members can be re-elected for a term exceeding 10 years if the members believe it will be in the best interest of the association.

- 11.6 A person can only act as a chairperson of the Association for a maximum of two consecutive terms if re-elected. The Steering Committee may appoint sub committees for any purpose it deems fit from time to time to be chaired by a member of the Steering Committee;
- 11.7 The Steering Committee shall hold a minimum of four meetings a year. Attendance records shall be kept at meetings and reported to the AGM of the Association;
- 11.8 Only members of the Steering Committee or members duly authorized by the Chairperson may represent the Association on outside bodies. In the interest of ensuring rotation, the Steering Committee shall determine the period of office on outside bodies;
- 11.9 Confidentiality must be observed at all times particularly in relation to nominees representing the Association on other structures. However this does not preclude the dissemination of information of a general nature to the wider community.

12. DUTIES OF THE MEMBERS OF THE STEERING COMMITTEE

12.1 CHAIRPERSON

- 12.1.1 He will chair at all meetings of the Association.
- 12.1.2 He will co-sign all documents binding the Association.
- 12.1.3 He will ensure that all reports to be presented at the Annual General Meetings are prepared on time.

12.2 VICE CHAIRPERSON

He will assist the Chairperson in carrying out his duties, and assume all his duties in his absence.

12.3 SECRETARY

12.3.1 He will call all meetings at the request of the Chairperson.

12.3.2 He will record and read out the minutes of previous meetings in every meeting.

12.3.3 To record and write all important and relevant details of all members and safely keep such information.

12.3.4 To keep all important contracts and documents of the Association.

12.4 VICE SECRETARY

12.4.1 He will assist the Secretary in carrying out his duties and assume all his duties in his absence.

12.5 TREASURER

12.5.1 To receive all monies of the Association and pay its debts at the request of the Steering Committee.

12.5.2 To keep a record of all monies received and paid out.

12.5.3 To allow any member so authorized by the Steering Committee to inspect the books of accounts of the Association whenever the need arises.

12.5.4 To keep safely all financial books of the Association.

12.6 ADVISORY MEMBERS (5)

12.6.1 They will advise the members of the Steering Committee on all important issues.

12.6.2 They will fill all gaps that may appear in the Steering Committee before the term of office of the Committee elapses.

12.6.3 They will perform all other duties assigned to them by the Steering Committee from time to time.

13. GENERAL MEETINGS

- 13.1 The inaugural meeting of the Association shall be held not later than four months after the adoption of this constitution and registration of the Association;

14. ANNUAL GENERAL MEETING

- 14.2 The Annual General Meeting of the Association must take place not later than 14 months of the previous Annual General Meeting or an Inaugural Meeting and not before 11 months have passed from the date of such previous meeting; the Annual General meeting shall be called via emails and letters where the need arises. The quorum of this meeting shall be ten (10%) percent of all members.
- 14.3 Only affiliated groups and paid-up members can vote at the Annual General Meeting of the Association. Affiliated groups must notify the Association of their two representatives in writing through the Secretary fourteen days prior to the date of the Annual General Meeting;
- 14.4 In exceptional circumstances the Steering Committee may be in agreement to accept nominations from affiliated groups to attend AGM where notice of representatives is given less than the required fourteen days period;

15. APPOINTMENT OF AN INDEPENDENT AUDITOR

The Association shall appoint an Independent Auditor, who shall examine its books once a year.

16. TERMS OF OFFICE

Members of the Steering Committee and any other nominees to other bodies shall not serve more than three consecutive terms unless if voted by the majority of members in the best interest of the Association.

17. FINANCIAL YEAR

The financial year of the Association shall run from the 01st of April and end on the 31st March each year.

18. CONTRACTS AND OTHER DOCUMENTS BINDING THE ASSOCIATION

The Steering Committee shall take the decision to enter into contracts on behalf of the Association. The Chairperson and the Secretary shall sign those documents. It shall be the duty of the Secretary to keep these documents.

19. NOTICE OF MEETINGS

Notice of all meetings will be issued at least ten days prior to the date of the meeting. However, notice to the Annual General Meeting shall not be less than 21 working days or one calendar month.

20. QUORUM

- 20.1 The Quorum for all meetings of the Association shall be ten percent (10%) of the membership in good standing – having paid annual membership fees. The Quorum for meetings of the Steering Committee shall be 50% plus 1. Proxies in writing and duly signed by the member being represented are accepted to form a quorum. Emails will be accepted. Where a Quorum is not present the

meeting may proceed, however decisions will not be taken and will be deferred to a further meeting.

- 20.2 Each co-operative or organisation affiliated to the Association shall be entitled to send two delegates to meetings. However, each co-operative or organisation shall have one vote only where a need to vote arises;

21. SPECIAL GENERAL MEETINGS

Special General Meetings of the Association may be called in one of the following ways:-

- 21.1 The Steering Committee may summon a Special General Meeting
- 21.2 On the signature of 10% registered individual members and/or co-operatives and SMEs in good standing stating the purpose of such a meeting and on giving seven days notice to the Secretary.
- 21.3 The Secretary may summon a Special General Meeting in consultation with the Steering Committee.

22. AMENDMENT TO CONSTITUTION

This Constitution may be amended at the Annual General Meeting or Special General Meeting called for that purpose by a two-thirds majority of the eligible members present and entitled to vote at the meeting and in line with **Clause 20.1**. Draft amendments must be submitted to the Secretary at least fourteen days prior to the date of the meeting. The draft amendment must be circulated with the Agenda for the meeting. The agreed amendment will later be lodged with Law Office for registration.

23. DISSOLUTION

The Association will be dissolved if it no longer meets the objectives it was formed for and again it may be dissolved by an order of a competent Court.

On dissolution of the association any proceeds remaining after settlement of all outstanding claims shall be equitably distributed amongst the remaining members.

24. DISPUTES

24.1 If a dispute arises between members, the Steering Committee will step in to resolve the issue at hand.

24.2 If a dispute arises between the members and the Steering Committee, an independent Arbitrator will be hired to solve the matter.

24.3 Parties that are not satisfied with the outcome of the Steering Committee or the decisions of the Independent Arbitrator are at liberty to approach the courts of law.

24.4 Third party claims against the Association can be solved in the Courts of Law.

25. BY-LAWS

The Steering Committee shall from time to time promulgate laws that will govern the daily affairs and operations of the association which laws shall be consistent with this constitution.

26. JURISDICTION

In respect of any claim or whatever dispute that may arise against the association the Magistrate Court for the district of Maseru shall have the jurisdiction over such dispute and / or claim , notwithstanding the nature of such claim and / or dispute, unless such dispute and / or claim is governed by other laws of the country.

The Association may in the course of dispute and/or claims and through its resolution appoint its legal advisor who shall thereof be the Association's legal representative for the appointed dispute and/or claim and any further legal business for the purpose and objectives of the Association.

27. GENERAL

- 27.1 The association is allowed to raise funds through lawful means with the permission of the Chairperson and the Treasurer.
- 27.2 No member shall use the name of the association or its assets for personal gain or bring the association into disrepute. Disciplinary action will be taken against such a member irrespective of his or her position. The Steering Committee will decide what the penalty should be.
- 27.3 The association shall not and should not be affiliated to any political party.
- 27.4 The association will work with any government of the day.
- 27.5 The decision of the Steering Committee will prevail and be final in the event that there are any errors or omissions or contradictions in this Constitution.