



**Botswana Muslim Association**

# FORM OF PROXY

BOTSWANA MUSLIM ASSOCIATION (BMA) SPECIAL GENERAL MEETING  
TO BE HELD AT **GABORONE JAMIA MASJID** ON **SUNDAY 29 NOVEMBER 2020 AT 10:00AM**

I ..... Membership No: ..... hereby authorise the

Secretary of the Executive Council of the Botswana Muslim Association as my proxy to vote on my behalf at the forthcoming Special General Meeting of the Botswana Muslim Association.

This proxy is valid for:

Item No.	Item	For	Against
	To adopt a new constitution to comply with, inter alia, the Botswana Societies Act, which shall replace the old constitution and will be binding on all members of the Botswana Muslim Association.		

Name: .....

Contact Phone Number: .....

Signature: .....

Date: .....

This Form of Proxy shall require to be returned to the Secretary of the Botswana Muslim Association not less than 72 hours prior to the date of the General Meeting indicated above.





## Botswana Muslim Association

14 October 2020

Dear Brother

**Assalam-u- Alaikum Wa Rahmatullahi Wa Barakatuh**

I greet you in the name of the Almighty and trust, hope and pray that you and your family are keeping well and safe in this difficult period for the world at large.

I thank you for your continued cooperation and support of the Botswana Muslim Association (BMA), particularly in relation to the ongoing COVID-19 compliance requirements. This is greatly appreciated.

As indicated at the last General Meeting of the Botswana Muslim Association (BMA), the current members of the Executive Council and the Board of Trustees have determined that the existing Constitution of the BMA requires to be replaced with a new Constitution, which better reflects the actual operating structures of the BMA, streamlines and modernizes the content of the document in a more user friendly manner and, most significantly, brings the document in line with the requirements of the Societies Act and the laws of Botswana, all of course without compromising on the tenets of Islam in any way.

The methodology of adopting a new Constitution requires that the membership of the BMA votes to pass a resolution in favour of such adoption in accordance with the terms of the existing Constitution at a Special General Meeting (SGM) of the members of the BMA.

In the attached pack, you will find:

- Form of Proxy
- Notice of the SGM
- New Constitution

Given COVID-19 requirements and restrictions, the Executive Council has determined that a Form of Proxy procedure be utilized so as to enable the relevant thresholds to be met for the adoption of a new Constitution. This entails you filling out the Form of Proxy as indicated upon it and returning the completed Form to the Secretary of the BMA. Your local Management Committee will assist in coordinating the process and you should not hesitate to ask any Management Committee member for help should you require any.

We need your support of this initiative so that we can together take the BMA forward in the right way and achieve all our objectives as an Association in the name of ALLAH (SWT).

I thank you in advance.

**GH ABDOOLA**  
**CHAIRMAN**





**Botswana Muslim Association**

BOTSWANA MUSLIM ASSOCIATION  
**SPECIAL GENERAL MEETING**

TO BE HELD AT **GABORONE JAMIA MASJID** ON  
**SUNDAY 29 NOVEMBER 2020 AT 10:00AM**

**NOTICE IS HEREBY GIVEN** of a Special General Meeting of the Botswana Muslim Association to be held at the venue, date and time referred to above, to consider and, if thought fit, to pass the following resolution, with or without modification:

1. To adopt a new constitution to comply with, inter alia, the Botswana Societies Act, which shall replace the old constitution and will be binding on all members of the Botswana Muslim Association.

**BY ORDER OF THE EXECUTIVE COUNCIL**

.....  
**SECRETARY OF THE EXECUTIVE COUNCIL**  
**GABORONE**  
**WEDNESDAY 14 OCTOBER 2020**





**Botswana Muslim Association**

**IN THE NAME OF ALLAH, MOST GRACIOUS, MOST MERCIFUL**

**CONSTITUTION  
OF THE  
BOTSWANA  
MUSLIM ASSOCIATION**

We, the Muslims of Botswana  
in humble submission to Allah the Almighty,  
as followers of the religion of Islam,  
are conscious of our duties and responsibilities as Muslims,  
and we accept these responsibilities,  
dedicate ourselves to work  
for the Glory of Islam  
and give it the following rules and regulations  
by which the Association and its Members shall be governed



## CONSTITUTION OF THE BOTSWANA MUSLIM ASSOCIATION INDEX

1. NAME .....	2
2. DEFINITIONS .....	2
3. AIMS AND OBJECTIVES OF THE ASSOCIATION .....	5
4. MEMBERSHIP .....	6
5. ORGANISATIONAL STRUCTURE OF THE ASSOCIATION .....	8
6. CHANGE IN OFFICE BEARERS .....	18
7. MEETINGS .....	18
8. ELECTIONS AND VOTING IN RESPECT OF ELECTIONS .....	21
9. SCHOOLS .....	22
10. PROPERTY OF THE ASSOCIATION .....	23
11. ACCOUNTS .....	24
12. DISPUTES .....	24
13. AMENDMENTS TO THE CONSTITUTION .....	25
14. RIGHT TO INSTITUTE AND DEFEND ACTION .....	25
15. BYE LAWS AND REGULATIONS .....	25
16. MISCELLANEOUS .....	25
17. BOTSWANA LAWS TO APPLY .....	26
18. CONSTITUTION BINDING .....	26

## 1. NAME

1.1. The name of the Association is the Botswana Muslim Association.

1.2. The Association is a non-profit religious society registered in accordance with the Societies Act [CAP: 18:01] and having its headquarters in Gaborone, Botswana (hereinafter referred to as the Association).

## 2. DEFINITIONS

2.1. In this Constitution and in any rules, regulations and byelaws made, resolved or enacted hereunder before or after the date of the adoption of this Constitution, the following words and expressions shall have the meanings hereby assigned to them respectively, unless the context requires, or a relevant clause of the Constitution indicates, otherwise:

**2.1.1. Association** shall mean the Botswana Muslim Association, a society registered under the Societies Act;

**2.1.2. Board of Trustees** shall mean the members elected at the General Meeting of the Association so as to form this board and a member of the board shall be a Trustee;

**2.1.3. Botswana** shall mean the Republic of Botswana;

**2.1.4. Da'awah** shall mean the practice of propagating, in a peaceful manner, the Islamic faith;

**2.1.5. Constitution** shall mean this document amended from time to time in accordance with the provisions herein, filed with and approved by the Registrar of Societies;

**2.1.6. Executive Council** shall mean officials of the National Executive Council, a forum of elected members through and by which all the business and affairs of the Association are carried out;

**2.1.7. Financial Year** shall mean the period from 1st April to 31st March, in any calendar year;

**2.1.8. General Meeting** shall mean the meeting of the Association held every three years;

**2.1.9. Islamic Centres** shall mean the focal point in a city, town or village in Botswana, where a Management Committee operates under the control, authority and supervision of the Executive Council;

- 2.1.10. Islamic Organisation** means an Islamic organisation, established to preserve Islamic values and promote peace and solidarity amongst Muslims;
- 2.1.11. Jamaat** shall mean an Islamic gathering, congregation, or assembly;
- 2.1.12. Madressah** shall mean Islamic religious classes conducted at Islamic Centres, supervised by the relevant Management Committees;
- 2.1.13. Masjid** shall mean a mosque, being a formal place of worship of Islamic design in which a Jamaat gathers for prayers, the plural of which shall be Masaajid;
- 2.1.14. Management Committee** shall mean the local (city, town or village based) governing body of each Islamic Centre;
- 2.1.15. Material Capital Expenditure** means capital expenditure required for repairs, extensions, improvements or modifications to Masaajid, Musallah and/or Madressahs and other buildings belonging to the Association, equal to or exceeding, the value of BWP 50,000 (fifty- thousand Pula);
- 2.1.16. Member** shall mean a registered member of the Association, in terms of criteria set out in this Constitution or as from time to time established by the Board of Trustees;
- 2.1.17. Movement** shall, for the purposes of this Constitution, mean a Muslim movement with similar aims and objectives to those of the Association;
- 2.1.18. Musallah** shall mean a building or house designated as a temporary place of worship in which a Jamaat gathers for prayers;
- 2.1.19. Muslim** shall mean any person, irrespective of nationality, tribe, race, creed or colour professing the Islamic faith;
- 2.1.20. Muslim Community** shall mean the Botswana Muslim community;
- 2.1.21. Office - Bearer** shall mean the Chairman, Deputy Chairman, Secretary and Treasurer of the Executive Council;
- 2.1.22. Register of Members** shall mean a register of the Members of the Association;
- 2.1.23. Registrar of Societies** shall mean the officer appointed as Registrar of Societies under section 4(1) of the Societies Act;
- 2.1.24. Sadaqa** shall mean voluntary charity;

- 2.1.25. **School** shall mean any educational institution owned, supervised or managed and established under the authority and auspices of the Association;
  - 2.1.26. **Shariah Law** shall mean the revealed and canonical laws of the religion of Islam;
  - 2.1.27. **Societies Act** shall mean the Societies Act [CAP 18:01] of the laws of Botswana;
  - 2.1.28. **Special General Meeting** shall mean a meeting of Association held in accordance with clause 7.2 of this Constitution;
  - 2.1.29. **Sub-Committee** shall mean a sub-committee of the Executive Council, established by the Executive Council and having its terms of reference (aligned with the values and objectives of the Association), including its duration, agreed by a simple majority of the Executive Council;
  - 2.1.30. **Sunnah** shall mean the authentic practices and traditions of the Holy Prophet Mohammed Sallallahu ‘*Alaihe wa Sallam* (May Allah’s peace and blessings be upon him);
  - 2.1.31. **Ulema Council** shall mean a body established as a Sub-Committee of the Executive Council, comprising Muslim scholars drawn from the Members and recognised as having specialist knowledge of Shariah Law and theology by education and/or experience;
  - 2.1.32. **Waqaf** shall mean an endowment made by a Muslim to a religious, educational or charitable cause;
  - 2.1.33. **Women’s Committee** shall mean a women’s committee established for purposes of carrying out social work, by the Executive Council, which can take form as a Sub-Committee; and
  - 2.1.34. **Zakaat** shall mean a compulsory obligation on a Muslim to donate a certain portion of his wealth each year to charitable causes.
- 2.2. A term defined in a substantive clause shall, unless otherwise indicated, carry that meaning throughout this Constitution as if it were defined in this clause 2.
- 2.3. Words signifying:
- 2.3.1. the singular number shall include the plural or vice-versa unless they appear otherwise from the context; and
  - 2.3.2. any one gender shall include the other genders, as applicable.

### **3. AIMS AND OBJECTIVES OF THE ASSOCIATION**

The aims and objectives of the Association are set out as follows:

- 3.1. To uphold and abide by Shariah Law as stated in the Qur'an and exemplified by the Sunnah.
- 3.2. To promote the peaceful and non-violent teachings of Islam.
- 3.3. To care for the general interests of the Muslim Community.
- 3.4. To promote peaceful unity amongst the Muslim Community.
- 3.5. To arrange and hold daily prayers and Islamic religious festivals (Eid Prayers).
- 3.6. To endeavour to make Islamic teachings known to interested non-Muslims and to make Da'awah in the broader community.
- 3.7. To encourage and enable Muslims to obtain knowledge and competence in practicing Islam.
- 3.8. To care for the general interests of the Muslim Community, to promote Islamic studies, arts, literature, culture and social studies, and to establish such institutions of learning, from a primary to tertiary level, that will be conducive to the attainment of the above objectives.
- 3.9. To monitor the use of drugs amongst the youth in the Muslim Community and to carry out campaigns to encourage the prevention of drug abuse.
- 3.10. Subject to the availability of funds, to provide scholarships and bursaries to Muslims and non-Muslims for educational purposes and academic research purposes.
- 3.11. To encourage the formation of Islamic Centres in all cities, towns or villages in Botswana.
- 3.12. To render help and assistance and to relieve hardship, suffering and distress amongst the orphans, elderly, indigent, blind, disabled, homeless, to those made victims of natural calamities and calamities such as civil disturbances and riots and infectious diseases, and to all those generally in need of assistance.
- 3.13. To acquire, establish, construct, maintain and operate facilities to provide services for the Muslim Community in accordance with Shariah Law, which facilities shall include, but not be limited to, Masaajid, Musallah, Madressahs, Schools, religious and educational institutions, guest houses, hospitals, boarding houses, cemeteries, youth centres, orphanages, old age homes, rehabilitation centres, libraries, community centres and homes for the physically challenged.

- 3.14. To mediate and settle differences amongst the Muslim Community generally whenever called upon to do so.
- 3.15. To collect funds locally and abroad and to invest such funds in suitable immovable properties, businesses and/or non-interest dealings and/or interest-free financial institutions and/or instruments in order to establish and further augment the income of the Association.
- 3.16. To establish and operate special Sadaqa and Zakaat funds and other fund accounts in order to give effect to the main objectives of the Association as set out in this clause 3 herein.
- 3.17. To appeal for funds from well-wishers and philanthropists in Botswana and elsewhere.
- 3.18. To enter into, in addition to administering and endeavouring to achieve the above aims and objectives, any negotiations, in any matter affecting the aims, objectives, intentions, policies and procedures of the Association, with the Government of Botswana or any legal authority or organisation or any international Islamic Organisation, Movement or Islamic Government or other Government, as may be applicable.
- 3.19. To comply with the provisions of the Societies Act and the laws of Botswana at all times in the discharge and implementation of the above aims and objectives.

#### **4. MEMBERSHIP**

- 4.1. Subject to clause 4.4. of this Constitution, membership of the Association shall be open to all Muslims over the age of eighteen (18) years.
- 4.2. Registration for membership shall be made on a prescribed application form and submitted to the Management Committees of the locality in which the applicant resides. Management Committees shall provide a list of all new Members, annually, to the Executive Council, in order for the Executive Council to update the Register of Members. The Register of Members shall be a national register and shall be prima facie evidence of membership of the Association by an individual.
- 4.3. Registered Members have authority to participate in the planning and decision-making process of the Association at its General Meetings or as otherwise and additionally provided for by membership, respectively, of and participation in the Executive Council, the Board of Trustees, a Management Committee and/or an established Sub- Committee.

#### **4.4. Qualification of a Member**

4.4.1. An applicant seeking membership of the Association must meet the following criteria. He must:

4.4.1.1. agree to abide by the objectives of the Association and the provisions of this Constitution; and

4.4.1.2. be a citizen or permanent resident or resident with a valid existing permit of Botswana.

#### **4.5. In addition, every Member must:**

4.5.1. uphold the values of the Constitution;

4.5.2. contribute to the attainment of the aims and objectives of the Association; and

4.5.3. comply and act in accordance with the decisions made by the Executive Council and/ or the Board of Trustees.

#### **4.6. Membership Fee and Term**

4.6.1. Subject to clause 4.6.2, there shall be a fee of BWP 100 (one hundred Pula) payable for membership.

4.6.2. Membership fees shall be determined by the Executive Council and may be revised from time to time.

4.6.3. Members who are unable to pay the membership fee shall write to the Executive Council to seek dispensation from paying the membership fee. The Executive Council shall have the sole discretion to waive the membership fee if it considers such waiver to be appropriate under given circumstances.

4.6.4. The term of subscription shall be for a period of three (3) years.

4.7. The qualification criteria set out above may from time to time be amended by a simple majority decision of the Board of Trustees.

## 5. ORGANISATIONAL STRUCTURE OF THE ASSOCIATION

### 5.1. Executive Council

5.1.1. Subject to this Constitution, the direction, control and management of the business and affairs of the Association shall be vested in the Executive Council.

5.1.2. The Executive Council shall be responsible for:

- (a) implementing the Constitution;
- (b) managing the day to day affairs of the Association (as delegated to the various Management Committees);
- (c) raising funds for the Association;
- (d) effecting general management, maintenance and growth of the Association;
- (e) supervising and organising activities of the Association within the framework of the Constitution;
- (f) formulating and supervising projects and programs to promote the objectives of the Association;
- (g) appointing employees to implement services to the Association;
- (h) convening meetings of and engaging with the Board of Trustees;
- (i) keeping a register showing the names and addresses of all donors and the amounts donated as well as a register of Islamic Organisations and Movements world-wide, especially those with similar aims and objectives and with whom contacts are to be maintained;
- (j) issuing circulars from time to time highlighting international and national Islamic issues relating to the activities of the Association;
- (k) preparing the Association's budget;
- (l) inviting Islamic scholars to visit Botswana on lecture and educational tours;
- (m) appointing delegates to any local, national or international functions, gatherings, seminars or conferences;
- (n) soliciting funds locally and from abroad for the attainment of the aims and objectives of the Association;



- (o) administering the financial and other interests of the Association and investing any reserve funds of the Association as may be determined from time to time in furtherance of its aims and objectives;
- (p) engaging, transferring, appointing or dismissing employees, teachers, or agents of the Association and making or paying allowances, wages, and commissions or effecting other payments;
- (q) monitoring the performance of the various Management Committees;
- (r) appointing Sub-Committees from amongst the Members and establishing their respective terms of reference, functions, powers, duties and procedures from time to time (such Sub-Committees shall include, without limitation, and by way of example, the Ulema Council, the Da'awah Committee, the Halaal Committee, the Cemetery Committee and the Botswana Muslim Youth);
- (s) monitoring the performance of Sub-Committees, and, where necessary, dissolving the Sub-Committees, for non-performance or non-compliance with reasonable Executive Council directions;
- (t) appointing females from the Muslim Community, to form the Women's Committee as a Sub-Committee;
- (u) appropriating funds for various Sub-Committees and the activities of such Sub-Committees;
- (v) raising or borrowing money, provided it is non-interest bearing, from time to time as the Executive Council may think fit;
- (w) entering into agreements with the Botswana Government, any local authority, foreign Government or any recognised international organisation to obtain rights, concessions and privileges that may be for the benefit and conducive to the interest of the Association;
- (x) establishing Zakaat and Sadaqa funds and distributing same to the needy and other charitable and religious organisations;
- (y) operating a banking account with a bank or banks approved by the Trustees and appointing auditors at the General Meeting for the period between such General Meeting and the subsequent General Meeting; and
- (z) ensuring that the Association complies at all times with the Societies Act and all laws of Botswana.

### **5.1.3. Structure**

- 5.1.3.1. The Executive Council shall be elected from amongst Members of the Association and shall consist of the Chairman, Deputy Chairman, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.
- 5.1.3.2. No candidate for the Executive Council shall be eligible to hold more than any one (1) of the above posts.
- 5.1.3.3. The Executive the Council may, from time to time, co-opt three (3) additional Members to the Executive Council. Such co-opted Members will hold office only until the first General Meeting convened after their respective appointments but shall be eligible for re-election at the General Meeting.

### **5.1.4. Term**

- 5.1.4.1. Members of the Executive Council shall hold office for a period of three(3) years and shall be eligible for re-election for an additional two (2) terms.
- 5.1.4.2. Executive Council members will ipso facto become members of the Board of Trustees.

### **5.1.5. Eligibility of Members**

An officer of the Executive Council must meet the following qualifications:

- (a) be a member of the Association for a minimum of three (3) years;
- (b) be in good standing and a reputable and respectable member of the Muslim Community;
- (c) be committed to supporting the Association; and
- (d) possess the necessary leadership, management and technical skills either through education or experience.

### **5.1.6. Chairman's Role**

The Chairman shall be responsible for:

- (a) managing, directing, and coordinating all the activities of the Association;
- (b) calling and presiding over meetings of the Executive Council;
- (c) presenting reports on the state of the Association to the General Meeting;

- (d) chairing all meetings of the Executive Council, the Board of Trustees, the General Meeting and any Special General Meeting; and
- (e) any other matter pertinent to the Association not falling into the above categories.

#### **5.1.7. The Deputy Chairman's Role**

The Deputy Chairman shall be responsible for:

- (a) carrying out the management of the activities of the Association in the absence of the Chairman; and
- (b) assisting the Chairman in accomplishing the objectives of the Association.

#### **5.1.8. The Secretary's Role**

The Secretary shall be responsible for:

- (a) convening, all Executive Council meetings, Board of Trustees meetings, General Meetings and Special General Meetings;
- (b) preparing, posting, and circulating the agenda for all Executive Council meetings, Board of Trustees meetings, General Meetings and Special General Meetings;
- (c) keeping and maintaining all records, except financial, of the Association;
- (d) keeping and maintaining separate minute books for meetings of the Executive Council and the Board of Trustees, as well as for General Meetings and Special General Meetings;
- (e) keeping, maintaining and updating the Register of Members; and
- (f) performing any other responsibility delegated by the Chairman.

#### **5.1.9. The Treasurer's Role**

The Treasurer shall be responsible for:

- (a) maintaining the record of all the financial transactions of the Association such as contributions, disbursements, receipts, and banking reconciliations;
- (b) collecting and depositing into the Association's bank accounts all funds received on behalf of the Association;

- (c) preparing the annual budget of the Association for each year to ensue, in consultation with the Executive Council;
- (d) presenting before the Executive Council a monthly report on the status of the Association's financial affairs;
- (e) keeping up-to-date books of accounts and ensuring that the cash books are reconciled annually. The Treasurer shall ensure that all entries are updated within sixty (60) days of the end of the Financial Year;
- (f) handing over to the Association's auditors, all books of account, for auditing;
- (g) preparing financial statements, to be presented to the Association at a General Meeting, for each intervening year between General Meetings;
- (h) annually submitting the Associations' returns, in the prescribed forms set out in the Societies Act, to the Registrar of Societies for each intervening year between General Meetings; and
- (i) performing any other responsibility delegated by the Chairman.

#### **5.1.10. Vacancies**

5.1.10.1. The office of a member of the Executive Council shall be vacated if he:

- (a) has passed away or has been adjudged to be of unsound mind by a competent Court or a recognised institution;
- (b) has been declared insolvent and has not been rehabilitated;
- (c) leaves Botswana with the intention of taking up his domicile elsewhere;
- (d) is removed by a majority vote of the Association in a meeting specifically assembled for that purpose or at a General Meeting;
- (e) fails to attend three (3) consecutive meetings without affording any valid reason acceptable to the Executive Council;
- (f) resigns in writing; or
- (g) ceases to be a registered Member of the Association.

5.1.10.2. Any vacancy occurring in the Executive Council shall be filled by the Board of Trustees at their first meeting after such vacancy has

occurred. The person appointed to hold office by virtue of the vacancy shall so act until the next General Meeting at which he shall be eligible for re-election.

#### **5.1.11. Disclosure of Interest**

Members of the Executive Council are required to disclose any interest whether it be financial, direct, indirect or otherwise which they have in any company or other organisation or entity with which the Association has dealings. A Member shall not be disqualified hereinafter for possession of such interest, or in respect of any profit therefrom, provided such interest is disclosed fully and timeously and the Board of Trustees approves of the same. Where a Trustee has an interest in any matter, he shall not be entitled to vote or to take part in any discussion concerning that matter.

#### **5.1.12. Liability of Executive Council**

No member of the Executive Council shall in any way be personally liable for any loss or damage that may be incurred or suffered by the Association, whether as a result of any investment of any of the funds of the Association or through an act or omission either by himself or by any other members of the Executive Council in the exercise of the duties of the Association or in relation thereto, unless the same happens through his own fraud or dishonesty.

### **5.2. The Board of Trustees**

5.2.1. The Board of Trustees shall be responsible for:

- (a) keeping title and record of official real estate (immovable property) ownership documents;
- (b) overseeing the wellbeing of the Association's real estate properties;
- (c) keeping inventory of all the movable and immovable property of the Association;
- (d) overseeing the Executive Council's tax, insurance and legal records pertaining to the Association's real estate properties;
- (e) overseeing the admission criteria from time to time of and pertaining to Members;
- (f) overseeing such other matters relating to the Association as are otherwise not dealt with by the Executive Council (including, but not limited to, filling any vacancies from time to time in the Executive Council and evaluating declarations of interest by the members of the Executive Council) or which are specifically referred to it by the Executive Council; and

- (g) overseeing such other matters as are specifically referred to in this Constitution as falling within the purview of the Board of Trustees.

### **5.2.2. Structure**

5.2.2.1. There shall be a Board of Trustees comprising six (6) Members who shall be elected at the General Meeting of the Association. In addition, there shall be six (6) ex officio Members drawn from the Executive Council.

5.2.2.2. The Chairman of the Executive Council shall call and preside over all Board of Trustees meetings. He shall also be the spokesman of the Board of Trustees and may distribute tasks among Trustees as necessary and appropriate.

5.2.2.3. The Board of Trustees shall be entitled to co-opt up to a maximum of three (3) Members, such appointment being at the discretion of the Trustees (each such member being a “Nominated Trustee”).

5.2.2.4. Any person serving as a Trustee shall also be eligible to serve as a Management Committee member.

### **5.2.3. Eligibility of Trustees**

A Trustee must meet the following qualifications:

- (a) be a Member of the Association for a minimum of one (1) year;
- (b) be committed to supporting the Association;
- (c) be in good standing and a reputable and responsible member of the Muslim Community; and
- (d) possess the necessary leadership, management and technical skills either through education or experience.

### **5.2.4. Term**

Trustees shall hold office for a period of three (3) years and shall be eligible for re-election for an additional two (2) terms.

#### **5.2.5. Vacancies**

The office of a Trustee shall be vacated if he:

- (a) resigns in writing;
- (b) has passed away or has been adjudged to be of unsound mind by a competent Court or a recognised institution;
- (c) has been declared insolvent and has not been rehabilitated;
- (d) leaves Botswana with the intention of taking up his domicile elsewhere;
- (e) is removed by a majority vote of the Association in a meeting specifically assembled for that purpose or at a General Meeting;
- (f) fails to attend three (3) consecutive meetings without affording any valid reason acceptable to the Trustees; or
- (g) ceases to be a registered Member of the Association.

#### **5.2.6. Disclosure of Interest**

Trustees are required to disclose any interest whether it be financial, direct, indirect or otherwise which they have in any company or other organization or entity with which the Association has dealings. A Trustee shall not be disqualified hereinafter for possession of such interest, or in respect of any profit therefrom, provided such interest is disclosed fully and timeously and the Board of Trustees approve of the same. Where a Trustee has an interest in any matter, he shall not be entitled to vote or to take part in any discussion concerning that matter.

#### **5.2.7. Liability of Trustees**

No Trustee shall in any way be personally liable for any loss or damage that may be incurred or suffered by the Association, whether as the result of any investment of any of the funds of the Association or through an act or omission either by himself or of any other Trustees in the exercise of duties of the Association or in relation thereto unless the same happens through his own fraud or dishonesty.

### **5.3. Management Committees and Islamic Centres**

5.3.1. A Management Committee shall be responsible for:

- 5.3.1.1. effecting the oversight and maintenance of Islamic Centres, Masaajid, Musallah and Madressahs, in the locality in which the Management Committee is appointed;

- 5.3.1.2. upholding and ensuring conformity with the principles of the Association;
- 5.3.1.3. providing annual reports to the Executive Council on the status of affairs of the Islamic Centre in the locality in which the Management Committee is appointed;
- 5.3.1.4. ensuring that Ulema are available and prepared for their duties, such as, Imamah, lectures, and Madressah classes;
- 5.3.1.5. coordinating the Sub-Committees situated in the locality in which the Management Committee is appointed; and
- 5.3.1.6. addressing complaints or misgivings from community members specifically regarding issues of the running of the Masaajid, Musallah and Madressahs in the locality in which the Management Committee is appointed.

**5.3.2. A Management Committee:**

- 5.3.2.1. located in a city or town, shall comprise a Chairman, Deputy Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer; and
- 5.3.2.2. a Management Committee, located in village, shall comprise a Chairman, Secretary, and Treasurer.
- 5.3.3. Officers of the Management Committee shall hold office for a period of three (3) years and shall be eligible for re-election for a further term of three (3) years.
- 5.3.4. The Executive Council shall monitor the performance of the Management Committees and shall have the power, exercisable at its sole discretion, to (i) change the office bearers of the Management Committees, or (ii) dissolve a Management Committee, as a result of non-performance or non-compliance with the reasonable instructions of the Executive Council.

**5.3.5. Vacancies**

The office of a Management Committee member shall be vacated if he:

- (a) resigns in writing;
- (b) has passed away or has been adjudged to be of unsound mind by a competent Court or a recognised institution;
- (c) has been declared insolvent and has not been rehabilitated;
- (d) leaves Botswana with the intention of taking up his domicile elsewhere;



- (e) is removed by a majority vote of the Management Committee in a meeting specifically assembled for that purpose; or
  - (f) ceases to be a registered Member of the Association.
- 5.3.6. Each Management Committee shall be subject to terms of reference (inclusive of the functions, powers and procedures of and pertaining to that Management Committee), which shall require to be established and approved by a simple majority of the Executive Council.
- 5.3.7. The provisions of this Constitution pertaining to disclosure of interest and limitation of liability of members of the Executive Council and Board of Trustees shall apply, mutatis mutandis, to members of the various Management Committees.
- 5.3.8. In consultation with, and with the consent of, the Board of Trustees, which consent will not be unreasonably withheld or delayed, any Management Committee is empowered to erect or buy properties for augmenting its income, provided that all such properties shall be registered in the name of the Association.
- 5.3.9. The Executive Council shall be notified by a Management Committee of any capital expenditure required for repairs, extensions, improvements or modifications to Masaajid, Musallah and Madressahs and other buildings belonging to the Association and, in the case of a Material Capital Expenditure, the Management Committee shall seek approval from the Executive Council in advance.
- 5.3.10. All Islamic Centres in each city, town or village where a Masaajid, Musallah or Madressah exists, shall, upon the adoption of the Constitution, elect its own Management Committee from amongst the registered Members of the relevant locality.
- 5.3.11. Any Management Committee so formed shall inform the Secretary of the Executive Council in writing within twenty-one (21) days of its formation.
- 5.3.12. Islamic Centres may be given funds at the discretion of the Executive Council to conduct their affairs and for other running expenses and shall be authorized from time to time by the Executive Council to collect monies to maintain all Masaajid, Musallah and Madressahs.

## **6. CHANGE IN OFFICE BEARERS**

Where there is a change in the Office Bearers, the Association shall notify the Registrar of Societies, within fourteen (14) days of the change.

## **7. MEETINGS**

### **7.1. General Meetings**

- 7.1.1. The General Meeting of the Association shall be held every three (3) years between the months of April and July, or otherwise as (and at a venue to be) determined by the Executive Council, subject to the proviso that such General Meeting shall take place with greater frequency and regularity if so required by the laws of Botswana.
- 7.1.2. The Executive Council shall present a detailed and comprehensive report of each preceding year's activities (each such year being an intervening year between General Meetings), inclusive of a financial report.
- 7.1.3. Prior notice of not less than twenty-one (21) days shall be given for the holding of the General Meeting. Notices shall be placed on bulletin boards of the Islamic Centres, and Management Committees shall procure that special announcements of the General Meeting are made at Friday congregational prayers.
- 7.1.4. A minimum of twenty-five (25) Members shall form a quorum at the General Meeting, at which at least four (4) Executive Council members including the Chairman or the Deputy Chairman and Secretary or Assistant Secretary and Treasurer or Assistant Treasurer and at least two thirds (2/3) of the Trustees are present.
- 7.1.5. If no quorum is present at a General Meeting the meeting shall stand adjourned for up to thirty (30) days later. Notice of the adjourned meeting shall be given to all Members at least fourteen (14) days prior to such meeting. The persons present at the adjourned meeting shall comprise a quorum, so that the business of the meeting is not further delayed.

### **7.2. Special General Meetings**

- 7.2.1. A Special General Meeting may be called by the Executive Council or on receipt of a requisition signed by 50% (fifty percent) of all Members.
- 7.2.2. Notice of such a meeting shall be posted to the Members 14 (fourteen) days prior to the meeting.
- 7.2.3. A minimum of twenty-five (25) Members shall form a quorum at the Special General Meeting.

- 7.2.4. If no quorum is present at a Special General Meeting, the meeting shall stand adjourned for up to thirty (30) days later. Notice of the adjourned meeting shall be given to all Members at least fourteen (14) days prior to such meeting. The persons present at the adjourned meeting shall comprise a quorum, so that the business of the meeting is not further delayed.

### **7.3. Executive Council Meetings**

- 7.3.1. The Executive Council shall meet not less than once every six (6) months, on a scheduled basis, to discuss matters concerning the Association. Seven (7) days' notice shall be given for each such scheduled meeting.
- 7.3.2. The Executive Council shall, however, have the ability and power to meet on an ad hoc basis, as often as deemed necessary. The Chairman and the Secretary shall call such a meeting and shall not give less than seven (7) days' notice of it.
- 7.3.3. Four (4) members shall form a quorum, which must include the Chairman or Deputy Chairman and the Secretary or the Assistant Secretary.
- 7.3.4. The Chairman shall chair all meetings of the Executive Council. In the event that the Chairman is absent, the Deputy Chairman shall function as the chairperson.
- 7.3.5. Resolutions of the Executive Council shall be passed by simple majority vote. In the event of a deadlock, the Chairman shall have a casting as well as a deliberative vote.
- 7.3.6. A separate minute book shall be kept recording minutes of Executive Council meetings.

### **7.4. Board of Trustees Meetings**

- 7.4.1. The Board of Trustees shall meet not less than once every calendar year.
- 7.4.2. Notice of a Board of Trustees meeting shall be posted to Trustees, not less than fourteen (14) days prior to the meeting.
- 7.4.3. Two thirds (2/3) of the Trustees shall form a quorum, which must include the Chairman or Deputy Chairman and the Secretary or the Assistant Secretary of the Executive Council in their ex officio capacity.
- 7.4.4. The Chairman of the Executive Council shall chair all meetings of the Board of Trustees. In the event the Chairman is absent, the Deputy Chairman shall function as the chairman.
- 7.4.5. Resolutions of the Board of Trustees shall be passed by a simple majority vote of the Trustees. The Chairman and other members of the Executive Council who sit as ex officio members of the Board of Trustees shall have no vote at

Board of Trustees' meetings. In the event of a deadlock at a Board of Trustees meeting, the Chairman shall appoint a Nominated Trustee to exercise a casting vote (in addition to that Nominated Trustee's deliberative vote).

- 7.4.6. A separate minute book shall be kept recording minutes of Board of Trustees meetings.

## **7.5. Management Committee Meetings**

- 7.5.1. Management Committee meetings shall take place as required by a relevant Management Committee and recorded in its terms of reference but must be convened not less than once every 6 (six) months.
- 7.5.2. Notice of a Management Committee meeting shall be posted to members of the Management Committee not less than fourteen (14) days prior to the meeting.
- 7.5.3. The chairman of each Management Committee shall chair all meetings of that Management Committee. In the event that the chairman is absent, the deputy chairman shall function as the chairperson.
- 7.5.4. Resolutions of each Management Committee shall be passed by a simple majority vote. In the event of a deadlock, the chairman of the Management Committee shall have a casting as well as a deliberative vote.
- 7.5.5. A minimum of twenty-five percent (25%) of Members present shall form a quorum at a Management Committee meeting.
- 7.5.6. If no quorum is present at a Management Committee meeting, the meeting shall stand adjourned for up to thirty (30) days later. Notice of the adjourned meeting shall be given to all Members at least fourteen (14) days prior to such meeting. The persons present at the adjourned meeting shall comprise a quorum so that the business of the meeting is not further delayed.
- 7.5.7. A separate minute book shall be kept recording minutes of Management Committee meetings.

## **8. ELECTIONS AND VOTING IN RESPECT OF ELECTIONS**

- 8.1. There shall be an electoral officer who shall be appointed by the Chairman of the Executive Council who shall conduct all elections in accordance with this Constitution.
- 8.2. All registered Members are eligible to vote at General Meetings (or, if appropriate, at Special General Meetings) of the Association for the election of office bearers to the Executive Council and Board of Trustees. Candidates for membership of the Executive Council and the Board of Trustees may be drawn from Members countrywide.
- 8.3. Elections for Management Committee officers shall occur separately from a General Meeting or a Special General Meeting. Candidates for membership of a relevant Management Committee shall be drawn from registered Members in the locality (city, town or village) of the relevant Islamic Centre.
- 8.4. Eligible candidates for membership of any seat on the Executive Council, the Board of Trustees or a Management Committee may submit their respective names to the Secretary of the Executive Council in the case of an election to the Executive Council or the Board of Trustees or to the Secretary of a Management Committee in the case of a local election not less than 10 (ten) days before the meeting at which the election is to be made or, at the meeting itself, by way of nomination of a candidate prior to a vote, as proposed and seconded by not less than 25% (twenty five percent) of the Members present at the meeting.
- 8.5. Voting at each meeting to elect an office bearer shall be by a show of hands and each person receiving votes amounting to a simple majority shall be elected, provided, that, in the case of the election of members of the Executive Council, a motion may be proposed by a Member, duly seconded and supported by at least two thirds (2/3) of the Members present, that the voting shall be by ballot. In the case of more than one candidate or nominee for a particular office, the person who has the most votes cast in his favour shall be elected to that office.
- 8.6. A person unable to attend any meeting due to illness, death in the family or personal, business or travel constraints may vote by proxy, leaving specific written instructions with the Secretary for elections at the General Meeting or the Secretary of the Management Committee for local elections as to how he wishes to vote on any specific matter. Unless otherwise determined by the Executive Council, a proxy will not be available in any other circumstances.
- 8.7. No person shall be nominated or elected to any post of office to the Executive Council, Board of Trustees, or a Management Committee, if he is a member of any other religious organisation registered in Botswana. If any nominated or elected Member is later found to be a member of another registered religious organisation in Botswana, he shall be immediately deemed, upon such other membership having been discovered, to have resigned from his post from the date of such discovery, without the need for any notification to such member.

## **9. SCHOOLS**

- 9.1. Where the Association, in pursuit and implementation of its aims and objectives, establishes a School (primary, secondary or tertiary), the following provisions of this Constitution shall apply.
- 9.2. There shall be a board formed for each School, having delegated powers to ensure proper education services in Schools under the authority and auspices of the Association (Board of Schools).
- 9.3. The Executive Council shall, from time to time, nominate eligible persons from the community whom it deems fit to serve on the Board of Schools under the auspices of the Association.
- 9.4. Such nominations shall be ratified at the first Board of Trustees meeting held after they are made.
- 9.5. In the event nominations are not ratified at the relevant Board of Trustees meeting, fresh names shall be proposed and seconded, and the final list approved, at such meeting.
- 9.6. The number of nominated members shall not exceed six (6) and shall comprise a Chairman, Deputy Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer and the Head Teacher and Bursar of the School shall function as ex officio members.
- 9.7. **The responsibilities of the Board of Schools are as follows, to:**
  - (a) determine the School's mission and purpose;
  - (b) select the School Head and Deputy;
  - (c) support the School Head and assess performance;
  - (d) ensure effective organisational planning;
  - (e) ensure adequate resources are provided to the School;
  - (f) ensure effective management of resources;
  - (g) determine, monitor, and strengthen the School's programmes and services;
  - (h) enhance the School's public standing;
  - (i) ensure concordance with education policies and regulations in Botswana;
  - (j) ensure legal and ethical integrity, maintaining accountability and transparency at all times; and

- (k) do all such things as are or may be required for the effective governance and operation of the School.

9.8. Schools shall report to the Executive Council and not to any Management Committee in the area in which such Schools are located.

## **10. PROPERTY OF THE ASSOCIATION**

10.1. The Association shall own immovable assets under its name.

10.2. The Board of Trustees shall be the custodians of the immovable assets held in the name of the Association.

10.3. The Board of Trustees, in consultation with the Executive Council, shall have the right to form a property trust, if so required, or any other acceptable and lawful vehicle to administer and manage the Association's immovable property portfolio.

10.4. The Board of Trustees together with the Association shall register all the land and buildings erected in the name of the Association, situated anywhere in Botswana, including, but not limited to, on land where Masaajid, Musallah and Madressahs and other buildings already exist and to register any future land on which Masaajid, Musallah and Madressahs, Schools, hospitals, clinics, libraries, orphanages, community halls, or any other buildings to be used for religious, charitable, educational or social purposes are to be erected in the name of the Association.

10.5. There shall be no disposal by way of sale, alienation, encumbrance, exchange or otherwise of any Masaajid, Musallah and/or Madressah and/or residential or commercial income generating properties applicable or belonging to the Association anywhere in Botswana, without the consent of the Board of Trustees.

10.6. In the event of disposal of land on which is erected a residential or commercial income generating property, the decision to do so shall be at the discretion of the Board of Trustees in consultation with the Executive Council.

10.7. The Board of Trustees shall, at its discretion and in consultation with the Executive Council, have the power to:

10.7.1. purchase;

10.7.2. sell;

10.7.3. lease;

10.7.4. donate; or

10.7.5. exchange,

a piece of land, building or other property of any tenure situated in Botswana, or elsewhere, or any estate or interest therein, or any rights thereover or in connection therewith.

10.8. In the event the provisions of this clause 10 are breached, officers of the Executive Council, any Trustee, or any Member, shall be entitled to make an application to the High Court of Botswana, interdicting a disposal or purported disposal by way of sale, encumbrance, exchange or otherwise, of any Masaajid, Musallah and/or Madressah and/or residential or commercial income generating properties belonging to the Association.

## **11. ACCOUNTS**

11.1. All monies belonging to the Association shall be deposited in a bank or banks approved by the Executive Council.

11.2. Bank accounts in the name of the Association shall be operated and monitored by the Treasurer and Assistant Treasurer of the Executive Council and all signing power protocols, and signatories to such accounts, shall be as determined from time to time by the Executive Council. Without derogating from the foregoing, the Executive Council may delegate signing authority from time to time and on such terms as may be appropriate in respect of a given bank account to specified signatories of a Management Committee of a particular Islamic Centre.

## **12. DISPUTES**

### **12.1. Subject to clause 12.2:**

12.1.1. if any disputes arise regarding (i) the conduct and/or results of the elections, (ii) the interpretation of any clause of the Constitution, (iii) matters involving Members, Management Committees, Masaajid, Musallah, Madressahs, Islamic Centres, Schools and Sub-Committees, or (iv) any other matter affecting the Muslim Community, all endeavours shall be made to resolve such dispute by a council which shall be formed, on a case by case basis, by the Board of Trustees (the Mediation Council). The Mediation Council shall comprise two (2) members from the Executive Council, two (2) Trustees from the Board of Trustees and two (2) Members from the Ulema Council (being a Sub-Committee);

12.1.2. the decision of a simple majority of the members of the Mediation Council shall be final, provided it is not in conflict with this Constitution and the tenets of Islam and Shariah Law; and

12.1.3. in the event of the dispute remaining unresolved for any reason whatsoever for a period of six (6) months from the date of its origin, it shall be referred to the Jamiatul Ulema in South Africa, or any other reputable Jamiatul Ulema



approved by the Executive Council. Such dispute shall then be resolved in accordance with the decision of that Jamiatul Ulema.

12.2. Where a dispute involves a matter of Botswana law, the Executive Council may, at its sole discretion, the exercise of which shall not be unreasonably withheld or delayed, remit the matter to external attorneys for advice and, as appropriate, submission to the jurisdiction of the Courts of Botswana.

### **13. AMENDMENTS TO THE CONSTITUTION**

13.1. This Constitution and any amendments or additions or deletions or alterations thereto shall only take effect upon the same being approved in writing by the Registrar of Societies.

13.2. This Constitution may be amended, added to, have a provision deleted or altered provided that a resolution to that effect is passed by not less than sixty percent (60%) of the Members. Amendments to this Constitution of a minor, grammatical or clerical nature shall however be implemented by direction of the Executive Council without recourse to the Members.

13.3. The resolution in respect of any amendment, addition, deletion or alteration shall require to be passed at a General Meeting or Special General Meeting.

### **14. RIGHT TO INSTITUTE AND DEFEND ACTION**

The Association may institute any action in its own name in a court of law or intervene in any action before a court of law, whether in relation to a matter that adversely affects the Association, or wherein the Executive Council in consultation with the Board of Trustees consider the aims and objectives of the Association to be affected, or otherwise in relation to the property of the Association. The Association may defend any action in its own name in a court of law. All the necessary documents in relation to any suit or other action shall be signed by the Chairman and the Secretary of the Executive Council (or, in the absence of one or the other of them, by the Deputy Chairman and the Assistant Secretary, as appropriate).

### **15. BYE LAWS AND REGULATIONS**

The Executive Council and Board of Trustees may make byelaws and regulations for the smooth and efficient running of the Association, provided that such byelaws and regulations are not inconsistent with any of the clauses of this Constitution, are not contrary to the teachings of Islam and Shariah Law and do not contravene the provisions of any laws of Botswana.

### **16. MISCELLANEOUS**

16.1. The Association shall administer Waqaf, bequests or assets of other bodies or persons donated to the Association, to administer the same in accordance with the instruction and wishes of the donor, provided these are not inconsistent with the aims and objectives of the Association and Shariah Law.

- 16.2. Any matter, condition, event or issue not provided for in the Constitution may be dealt with by the Executive Council and/or the Board of Trustees, as appropriate, with or without consultation with external advisors.
- 16.3. All appointments for any position in the Executive Council, Board of Trustees or Management Committees shall be without remuneration and all duties and obligations by a Member shall be performed and discharged on a voluntary basis.
- 16.4. The Executive Council, Board of Trustees or Management Committees may co-opt any person (who does not have to be a Member) to attend its meetings on any matter for the purpose of advice or assistance, but such person shall have no right to vote.
- 16.5. No person or persons shall collect funds on behalf of the Association or Islamic Centres unless authorised in writing by the Executive Council.
- 16.6. No Member of the Association shall be allowed to expend any money on behalf of the Association without the prior approval of the Executive Council or Board of Trustees.
- 16.7. The funds of the Association shall not be used to pay personal fines of or provide any other form of assistance to Members who have been convicted in a court of law.
- 16.8. Members of the Association residing in any city, town or village in Botswana desirous of establishing a Masaajid, Musallah and/or Madressah shall apply in writing to the Secretary of the Executive Council. Such application shall be considered by the Executive Council at its next meeting.
- 16.9. The Association shall not be dissolved.

## **17. BOTSWANA LAWS TO APPLY**

This Constitution, and everything herein mentioned, shall be construed and have effect in all respects in accordance with the laws of Botswana. Subject to clause 12, the Courts of Botswana shall have non-exclusive jurisdiction to determine all questions and matters relating to or arising from the provisions of this Constitution.

## **18. CONSTITUTION BINDING**

This Constitution shall be binding on all Members.





**Botswana Muslim Association**

IN THE NAME OF ALLAH, MOST GRACIOUS, MOST MERCIFUL

**CONSTITUTION  
OF THE  
BOTSWANA  
MUSLIM ASSOCIATION**