

ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED

THESE ARE THE BY-LAWS OF ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED

THE CO-OPERATIVE SOCIETIES ACT
No.20 OF 1998
(PART III, Section 19)

PRELIMINARY – DEFINITION/INTERPRETATION

THESE ARE BY-LAWS RELATING TO THE REGULATIONS OF THE ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED, TO PROVIDE FOR MATTERS CONNECTED WITH OR INCIDENTAL TO THE FOREGOING.

In these By-laws, unless the context otherwise requires: -

“**ACT**” means the Co-operative Societies Act **No. 20 of 1998** and any amendments thereto, and/or any other law replacing it.

“**BOARD OF DIRECTOR**” means the governing body, of the **ZAMBIAN INTERACTIVE HOMESCHOOL CO-OPERATIVE MULTI-PURPOSE SOCIETY LIMITED** to whom the supervision and direction of its affairs are entrusted by the members.

“**BY-LAWS**” mean these By-laws for the **ZAMBIAN INTERACTIVE HOMESCHOOL CO-OPERATIVE MULTI-PURPOSE SOCIETY LIMITED**.

“**CO-OPERATIVE SOCIETY**”. Means a co-operative registered by the Registrar of Co-operative under the current Act

“**MEMBER**” means any person accepted by the Board of Directors in accordance to the qualifications set forth in these by-laws, who is authorized by his or her rights to vote at General Meetings of the Society.

“**NON-MEMBER**” means any person, an association / organization or institution not being a member that uses the services of the Society to such an extent as provided for in these By-laws.

“**PATRONAGE BONUS**” means a share of the net-surplus of the Society divided amongst its members in proportion to the use made of the services of the Co-operative Society.

“**REGISTRAR**” means the Registrar of Co-operatives.

“**SOCIETY**” means the “Co-operative”, in this respect the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**.

“**RESOLUTION**” means a resolution passed by a majority of the members at a duly constituted meeting of the Society.

All other words or phrases shall be defined or interpreted in accordance with the Co-operative Societies Act No. 20 of 1998 or any Law replacing it.

All questions concerning interpretation or these By-laws or any other matter not provided for herein, errors and omissions shall be referred to the Registrar whose decision thereafter shall be final and conclusive.

PREAMBLE

STATEMENT ON THE CO-OPERATIVE IDENTITY

Definition

A Co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and –aspirations through a jointly owned and democratically controlled enterprise.

Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

CHAIRPERSON:

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SECRETARY

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Principles

The Co-operative principles are guidelines by which co-operatives put their values into practice.

1st Principle: Voluntary and Open Membership

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2nd Principle: Democratic Member Control

Co-operatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organized in a democratic manner.

3rd Principle: Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the Cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

4th Principle: Autonomy and Independence

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5th Principle: Education, Training and Information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion

Leaders - about the nature and benefits of co-operation.

6th Principle: Co-operation among Co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7th Principle: Concern for Community

Co-operatives work for the sustainable development of their communities through policies approved by their members.

1. NAME AND ADDRESS

1.01 The name of the Co-operative is **ZAMBIAN INTERACTIVE HOMESCHOOL CO-OPERATIVE MULTI-PURPOSE SOCIETY LIMITED**

Hereinafter referred to as the **society or co-operative**.

1.02 The society's postal address shall be:-

ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED
Sub E of Sub 44 of 377a Kabulonga, End of Antelope Close to the left

1.03 The Registered Office of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall initially be situated at Sub E of Sub 44 of 377a Kabulonga, End of Antelope Close to the left, **LUSAKA** District.

1.04 The operations of the Society will be concentrated within and around **LUSAKA** District but shall extend its services and all other activities to other parts of Zambia, the COMESA Region and other International Markets.

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2. THE OBJECTIVE

The objective for which the **ZAMBIAN INTERACTIVE HOMESCHOOL CO-OPERATIVE MULTI-PURPOSE SOCIETY LIMITED** is established is to promote the economic, social, cultural and the environmental needs and aspirations of its members and the community within and around **LUSAKA** District, and beyond by undertaking any or all of the following objects :-

THE OBJECTS:-

- 2.01 Facilitating interactive e-learning services to its members and the general public in order to contribute towards increasing access of education and engage learners actively, given the new way of doing things in the post Covid-19 era.
- 2.02 Offering an education of appropriate and acceptable standards:
- 2.03 Undertaking any kind of business activities necessary for the conduct of the above stated objects and interest of the members.
- 2.04 Providing necessary and appropriate information, education and training to the society's individual members and their families, Board of Directors and staff in the field of the Co-operative Movement and Virtual Educational Activities.
- 2.05 Conducting or participating in any Shows and Fairs in the District and in the Province and hold competitive exhibitions of all educational activities.
- 2.06 The **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** may include other things and commercial activities not directly associated with education which will benefit the members.
- 2.07 Obtaining and supplying to its members directly or indirectly educational materials at economic wholesale prices to support learning. In addition, the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall open up retail outlets for the sale of educational materials of good quality for cash at fair but economic prices to the non-members of the Co-operative Movements and the general public.
- 2.08 Contributing towards government's efforts to reduce illiteracy both at household and community levels by offering accessible education using new technologies.
- 2.09 Working with government organs and agencies to create job opportunities both at rural and urban levels.
- 2.10 Raising funds for the Society by issuing shares to its members, collecting membership fees and collecting school fees from learners.
- 2.11 The **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall conduct any other legal means to attain the above stated objects such as acquiring and owning land, buildings and machinery necessary for conducting the society's business activities and that of its individual members. Furthermore, the society shall lobby and advocate for its members in matters of the interests of the Co-operative Movement, the improvement of existing social development facilities and the establishment of new ones where there is need, including consultancy.
- 2.12 The work of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall be conducted in such a way that capital accumulation is achieved to ensure development and independence of the co-operative. However, the Society shall seek for financial and material assistance from other sources including NGOs, Co-operating Partners and the government for specific programmes and projects of national interest through its members.
- 2.13 Promoting and assisting in the transformation of traditional educational institutions into modern viable, sustainable, profit making and employment generating interactive e-Learning co-operative societies.

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3. MEMBERSHIP

Qualification for Membership

- 3.01 Membership of the co-operative Society shall comprise the members on register at the time of commencement of these by-laws and subsequent applicants admitted in accordance with these by-laws;
- 3.02 Notwithstanding By-law 3.01 above, the Society shall have a minimum of ten members drawn from among the members based within and around **LUSAKA** District and beyond.

Application for Membership

- 3.03 Applications for membership shall be made in writing to the Board of Directors of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** accompanied with a non-refundable application fee to be advised by the Board of Directors, subject to review from time to time.

Considering the Applications

- 3.04 The Board of Directors reserves the right to accept or reject admittance to membership of any applicant. Aggrieved applicants have the right to appeal to the Annual General Meeting of the Society or to the Registrar of Co-operative.

Rights, Obligations and Privileges

- 3.05 All members shall have the following obligations, privileges and rights in the **ZAMBIAN INTERACTIVE MULTI-PURPOSE HOMESCHOOL CO-OPERATIVE SOCIETY LIMITED**:-
 - a) Purchase at least a minimum of one (1) share in the society to enjoy full membership rights and privileges.
 - b) Observe the Co-operative Societies Act, Regulations, these By-laws and the Resolutions passed at any duly convened General Meetings of the Society;
 - c) Do business with the Society to the value not less than K10,000.00 per year;
 - d) Participate in the development of the Society in pursuant to the objects as stipulated in these By-laws
 - e) To attend and participate in the proceedings of the General Meetings of the Society and take part in the elections;
 - f) To give, obtain and share information regarding the functions and operations of both the members and the Society itself;

3.06 Termination of Membership

ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED membership may be terminated in any of the following circumstances:

- a) Resignation or withdrawal from membership,
- b) Expulsion in accordance with By-law 3.10 hereunder,
- c) By notice of being liquidated, winding up or its registration being cancelled by the Registrar.

Suspensions of Members

- 3.07 Any member may be suspended from the Society by the Board of Directors and be recommended for expulsion to the Annual General Meeting (AGM) for any of the following circumstances: -
 - a) Any action which may be considered by the Society Board of Directors to be disloyal or contrary to the interests of the Society or deceive its officers or employees or allowing such action to be done; and
 - b) Any action, which the Board may consider it likely to defeat, frustrate or hinder the objects of the Society as defined in these By-laws-
- 3.08 A suspended member will have no rights of membership in the Society until such time the suspension has been lifted.

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Expulsion of Members

- 3.09 Only the General Meetings will consider the expulsion of members on recommendation from the Board of Directors Meetings.
- 3.10 Expelled members shall forfeit rights and benefits of the Society with effect from date of the expulsion.
- 3.11 If the General Meeting fails to approve by necessary two thirds majority of those voting, the expulsion or the suspension, membership of the concerned member shall have to be immediately re-instated and the member shall be treated as if no such suspension had been imposed and the suspension shall not be re-imposed in respect of the same offence, unless it is a continuing offence.
- 3.12 Appeals against suspensions shall lie with the General Meetings called for the purpose.

4. SHARES AND FUNDS OF THE CO-OPERATIVE

- 4.01
 - a) The share capital of the Society shall be the total nominal shares issued to members on Register at any given time. Each share shall be valued at One Hundred Kwacha (100.00)
 - b) Each member shall hold a minimum of ten (10) shares of K100.00 each, One Thousand Kwacha (K1,000.00) shall be known as member's full shares
 - c) Only a member who has paid at least two shares of K100.00 shall exercise the full rights of membership in the co-operative. (see 3.05 above)
 - d) Shares shall always be paid for in cash to the society Treasurer/Manager.
 - e) A member shall pay for all full shares within the period of 12 months (one year) from the date of one becoming a member, failure to which the membership shall be nullified.
 - f) No member shall be allowed to hold more than one-fifth (1/5th) of the total paid up shares in the society.
- 4.02 The **funds of the Society** shall consist of:-
 - a) Determined number of shares by the number of members at any given time to the value of One Hundred Kwacha (K100.00) each.
 - b) Annual membership contributions to be determined by the Board of Directors from time to time.
 - c) Application fees to be determined by the Board of Directors from time to time.
 - d) Deposits and loans from members and other sources.
 - e) Undetermined amounts of business stocks and cash.
 - f) Society deposits and savings with the Bank(s).
 - g) Statutory reserves and surpluses.
 - h) Interests from deposits and investments.
 - i) Any other income derived from the Society's operations.
 - j) Membership and Subscription Fees.

5. DISPOSAL OF THE NET SURPLUS

- 5.01 The net surplus arising from the operations of the co-operative during any financial year shall be distributed as follows:-
 - a) Not less than 25% shall be set-aside to the RESERVE FUND against future possible losses.
 - b) 15% shall be set aside for disseminating information and providing education and training to the members and the Community.

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- c) The share capital.
 - d) The patronage bonus shall be paid on recommendations by the Board to the Annual General Meeting (AGM) upon advice of the Auditors and subsequent approval by the AGM.
 - e) The balance remaining may be distributed by the General Meeting on recommendation by the Board of Directors, including paying gratuities or honorarium to deserving officers and the retiring Board of Directors.
6. **TRADE/BUSINESS WITH NON-MEMBERS**
- 6.01 The Society shall do business with non-members, but non-members shall not have the right or claim of services if such services are limited and are reserved for the members only.
 - 6.02 Trade or business done with non-members will NOT attract any dividends or bonus to them, or any benefits of the Society arising from any surplus of the co-operatives annual operations.
7. **THE ORGANISATIONAL SET-UP**
- 7.01 The organs of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** are as follows:-
 - a) **The General Meeting** - Comprising the General Membership;
 - b) **The Board of Directors** - Elected from among the members at Annual General Meetings
 - c) **The Management** - Employed for the day-to-day functions and operations of the Society.
 - 7.02 Only paid up members are eligible to bodies mentioned in By-law 7.01 (a) and (b).
 - 7.03 The management shall be employed on merit from among the members and the public.
 - 7.04 The Society shall/may appoint any other committee to carry out specific duties and functions of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** as shall be deemed necessary by the Board of Directors. Such committees if put in place shall have limited period of stay as may be directed by the Board of Directors.
8. **GENERAL MEETINGS**
- 8.01 The supremacy of the Society shall be vested in the General Meetings, which shall be held at least once every year (AGM) but not more than thrice (extra-ordinary meetings).
 - 8.02 The quorum at the General Meetings shall be formed by a third of the total membership on Register.
 - 8.03 The order of business at the Annual General Meeting of the Society shall include:-
 - a) Registration and call to order by the Chairperson;
 - b) Reading, correction and approval of the minutes of the last Annual General Meeting;
 - c) Business arising out of the minutes;
 - d) Reports of the Board of Directors;
 - e) Report of the Auditors, if any;
 - f) Adoption and confirmation of the Auditors report;
 - g) Adoption or other disposal of reports;
 - h) Apportionment of the Net Surplus as recommended by the Directors according to the Co-operative Principles, these By-Laws and the Act;
 - i) Business to be laid before the General Meeting by the Board;
 - j) Motions from members to the General Meeting.

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- k) Amendments to these By-Laws, if any;
 - l) Appointment of Auditors if so required;
 - m) Decisions regarding remunerations to the Board of Directors/Auditors;
 - n) New business, if any;
 - o) Elections of the Board of Directors;
 - p) Any other business referred to it by the Board of Directors.
- 8.04 The Chairperson shall always be the **Society's** representative to any association /organisation or forum where co-operative representation is required without the sanction of the Board Meeting.
- 8.05 Expenses of members to the AGM as delegates shall be met by members themselves except those that may be reserved by the Society such as stationery, meals and snacks.

9 BOARD OF DIRECTORS

- 9.01 The Society shall have a Board of Directors comprising Nine (9) individual persons elected from among the members at the General Meeting meant for such purpose.
- 9.02 The election of Board of Directors shall be fairly represented on zone basis; thus, each identified zone shall conduct its own election of at least one person to sit on the Board of Directors. However, if the society has not zoned its area of operation, then the Board shall be elected at the General Meeting,
- 9.03 There shall be no Special Board Members appointed by the elected Board of Directors, even from outside membership of the society.
- 9.04 The General Meeting of all members shall elect from among elected board of directors the Chairperson, and vice. In a case of having the Secretary and the Treasurer, then the Executive Board shall comprise the Chairperson, the Secretary and the Treasurer.
- 9.05 Directors shall be elected for a term of three (3) years in office: however,
- a) Three (3) of the Directors elected at the first General Meeting of the Society shall retire at the next Annual General Meeting;
 - b) Three (3) of the Directors will retire in the second year Annual General Meeting;
 - c) Three (3) of the Directors will retire in the third year Annual General Meeting.
- 9.06 At each Annual General Meeting thereafter, the longest serving members shall retire.
- 9.07 The term of office by conducting slots as per by-law 9.05 a) to c) above shall apply where the entire Board has been dissolved.
- 9.08 Retiring Board of Directors may be re-elected but shall not serve for more than six consecutive six years without stepping down for one year at least.
- 9.09 A retiring Director may receive honorarium as shall be recommended by the Board Members to the AGM on merit and depending on the availability of funds.
- 9.10 Subject to the review of the Annual General Meeting a Director who is removed from the Board of the Society prior to the expiry of his/her term, may be eligible to receive honorarium unless his removal is on disciplinary grounds.
- 9.11 Upon election to the Board of Directors of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**, the Directors shall sign a **DECLARATION of OFFICE Form** under Oath in relation to their faithful performance of duties and responsibilities.

CHAIRPERSON:

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10. NON-ELIGIBILITY FOR MEMBERSHIP ON THE BOARD

10.1

- a) Is directly or indirectly concerned in the Management of the Society on remuneration basis, except the manager who shall be Board Secretary.
- b) Has been convicted of an offence involving dishonesty or was imprisoned for a term of three months or more, or
- c) Is un-discharged bankrupt, or
- d) Is a Director or concerned in the Management of any other Co-operative society operating in competition.
- e) Is of unsound mind.

VACATION OF OFFICE OF DIRECTOR

10.2

A member of the Board shall cease to hold office if -

- a) Such circumstances arise as would, if he/she were not a member of the Board, disqualify him/her for election as such or;
- b) He/she becomes of unsound mind or;
- c) He/she accepts an office of profit in the Society or receives any honorarium without the written sanction of the Board or-
- d) For good reasons he/she is removed by a two-thirds majority at any Annual General Meeting called for that purpose;
- e) He/she is absent without good cause and without the permission of the Board from three (3) consecutive meetings of the Board-;
- f) Is convicted in court of Law for dishonesty and is imprisoned for at least three (3) months or more;
- g) He/she ceases to be a member of the Society,
- h) Resigns from the Board in writing.
- i) A board member dies.

10.3 In addition to the above the following will also apply: -

- a) Any action which may be considered by the Board to be disloyal or contrary to the interest of the Society or deceive its officers or employees or allowing any such action to be done on a member's behalf.
- b) Any action which the Board of Directors consider likely to defeat, frustrate or hinder the objects of the Society as defined in the By-Laws or for any other reason.

11. CO-OPTION TO THE BOARD FOR VACANT SEATS

11.01 The Board shall take action to obtain the election of a successor of the member who ceases to be a board member prior to the end of term of office.

11.02 If the Annual General Meeting does not meet to conduct elections, the retiring Board Members whose term of office has come to an end shall continue in office until the AGM is called at which their successors will be elected. This situation should however not be encouraged.

12. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

12.01 The business of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall be directed and supervised by the Board of Directors, which shall exercise all the powers and functions conferred on the society in accordance with the Co-operative Societies Act, Rules and these By-Laws. In addition to the above, the Board shall do the following:-

- Formulate policy and supervise policy implementation.
- Appoint and employ the Manager. He will be required to attend Board Meetings, speak and submit reports, but not to vote.
- Recommend remunerations and other conditions of employment for staff to AGM
- Decide in matters of principles or great financial importance such as:-
 - a) Change in the Society area of operations;
 - b) Aims and plans in General for the Society including long term and short term estimates;

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- c) Purchase of real estates - *but the sale of the ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED real estates such as land, buildings, transport, computers and other items of high value shall be determined by the General Meeting on proposal of the Board.*
 - d) Financial statements of the society business to be brought before the General Meeting.
 - Right to decide upon disposal or mortgaging of Society's real estate or leasehold.
- 12.02 The Directors shall exercise discretion to make arrangements to form a subsidiary Company (ies) with liabilities to which to take or other wise acquire and hold shares or Securities, having objects wholly or partly similar to those of the co-operative, or carry on any business capable of being conducted so as to benefit the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** in accordance with its objects, and sell or otherwise deal with the same.
- 12.03 Subject to these By-Laws, the Board may execute such powers of **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** as are not required by the Act and the Rules to be exercised by resolutions of the members in the Annual General Meeting.
- 12.04 Minutes shall be kept on decisions made at the meeting of the Board and Minutes shall be kept at the Head Office of co-operative.
- 12.05 The Board of Directors shall recommend to a general meeting to remove any Board of Director from office at any time, who dishonestly misconduct him/her self or commit an offence which is prejudicial to the attainment of the objects of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** .

13. **THE MANAGEMENT**

There shall be Management appointed by the Board of Directors. The Management shall comprise the Manager, Projects Co-ordinator, Commercial Co-ordinator and Treasurer. This Committee shall be responsible for administration policies, management and the operations of the Society.

14. **DUTIES OF THE MANAGEMENT**

- 14.1 The Duties of the Management shall include to follow up implementations of decisions made at Board Meetings where necessary, undertake such actions as is required between Board Meetings to achieve the objectives of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**, and make recommendations to the Board regarding the affairs of the Society as deemed advisable.
- 14.2 The Management shall meet at least once every month, but not more than eighteen (18) Management Meetings on an annual period.

15. **DUTIES OF THE CHAIRPERSON**

The Chairperson of the Board shall preside at the opening and closing of all meetings of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED:-**

- (a) Ensuring that all orders and resolutions of the Board are carried into effect;
- (b) Presenting to the Annual General Meeting, the Directors Report on the affairs of the;
- (c) Counter signing all Cheques, Notes, Bills of Exchange and other negotiable instruments for carrying on the business of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTIPURPOSE CO-OPERATIVE SOCIETY LIMITED**. Unless some other person or persons are authorised to do so by resolution of the Board of Directors or;
- (d) Carrying out all duties incidental to the office of the Chairperson in accordance with furtherance of the affairs and objects of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**.

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16. DUTIES OF THE VICE CHAIRPERSON

In the absence or inability of the Chairperson to carry out his/her duties, all the rights and powers of the Chairperson shall for that time being be vested in the Vice Chairperson.

17. MEETING OF THE BOARD

The Board shall meet quarterly unless in unavoidable circumstances when Special Board Meetings may be called,

18. QUORUM AT BOARD MEETING

The number of the members of the Board of Directors required to form a quorum at a meeting of the Board shall not be less than four (4), one of whom must be either the Chairperson or the Vice Chairperson.

19. SPECIAL BOARD MEETING

The Directors may, at the requisition of not less than five (5) members of the Board, convene a Special Meeting of the Board. Such requisition, must state the objects of the meeting and signed by the requisitionist and deposited at the registered office of the Co-operative, and may consist of several documents in unlike form, each signed by one or more requisitionists.

20. PROCEDURES AT MEETING

The Board may make standing orders for regulating the conduct of business and the procedure at its meetings.

21. VOTING BY CHAIRPERSON

The Chairperson of the meeting shall have a casting or deciding vote.

22. REMUNERATION AND EXPENSES OF BOARD MEMBERS

The Members of the Board shall be paid out of the funds of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** remuneration determined by the Annual General Meeting and in accordance with the Co-operative Societies Act, Rules and these By-Laws. The members by reason of their office may reasonably incur extra expenses such as travelling and other expenses as shall be necessary.

23. LIABILITY OF MEMBERS OF THE BOARD

If a loan or other transaction is made in contravention of this Act, all officers of the co-operative society who made the loan or other transaction or assented thereto, shall be jointly and severally liable to the co-operative society for the amount of the loan or other transaction and may only be relieved of such liability by a decision of a court.

24. OFFICERS APPOINTED BY THE BOARD

24.01 MANAGER

There shall be a Manager of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** who shall be appointed by the Board.

24.02 DUTIES OF THE MANAGER

The Manager shall: -

- (a) Conduct the business of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** in accordance with the instructions of the Board;
- (b) Cause the society's funds and securities to be kept under safe custody;
- (c) Keep or cause to be kept full and accurate accounts of all receipts and payment in the books of the Society;
- (d) Make such payments from the funds of the co-operative as may be directed by the Board;

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- (e) Attend, unless excused by the Board, all meetings and keep or cause to be kept a record of all votes and minutes of the proceedings by the society;
- (f) Give or cause to be given, notice of all meetings of the Board to members and to all other interested parties;
- (g) Prepare or cause to be prepared, the Balance Sheet and all Statutory Reports of the work of **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**;
- (h) Render to the Board at its meetings or at such other times as required an account of all the transactions and financial position of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**.
- (i) Prepare or cause to be prepared Balance Sheet and Accounts for Audit and for submission to the Board;
- (j) Keep in safe custody, the Seal of the;
- (k) Perform such other duties as may be prescribed by the Board from time to time.

25. **ACCOUNTS OF THE SOCIETY**

The Board shall cause to be kept and make, such books and statements of Accounts and other books in relation thereto, and all its undertakings, funds, activities and property in such manner as shall be required from time to time by or under the Co-operative Societies Act and Rules/Regulations and the Society By-Laws, and Resolution passed at duly convened meetings.

26. **AUDITORS**

26.01 For the foregoing purpose, the Accounts of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall be examined audited and reported upon annually by the appointed External Auditors of the society.

26.02 The **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall produce and lay before the Auditors all books and Accounts of the Society with all vouchers in support thereof, and all books papers and writings in its possession or control relating thereto. And the Auditors shall be entitled to require from all the members of the Board, the officers of the society and all the employees and agents of the society such information as they may consider necessary for the performance of their duties as Auditors.

26.03 The expenses of and incidentals to the Audit shall be paid from the funds of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**.

27. **SIGNATORIES**

The Board of Directors shall appoint a suitable number of persons, including the Manager as signatories for the Society. Signatories on behalf of the society shall be made by two of the signatories.

28. **COMMON SEAL**

The Society shall have a Common Seal, which shall be in form of words **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**. It shall be kept by a person appointed by the Board, preferably the Manager, and shall be used on all documents executed in the name of the Co-operative Society.

29. **BANKING**

- (a) The Society shall maintain a Bank Account/s with one or more Commercial Banks;
- (b) The Manager, the Accountant, the Chairperson, Secretary or any other member of the Board shall be signatories to all Cheques and any other negotiable documents of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**;
- (c) The Society shall be required to produce quarterly Statements of Accounts to the Board which shall show business of the Society during each quarter of the year in as far as Bank transactions are concerned;
- (d) The Registrar of Co-operative Societies and/or appointed representative will be a counter signatory to all cheques and any other negotiable documents as long as the Society is indebted for which the Government of the Republic of Zambia is a Guarantor.

CHAIRPERSON:

SECRETARY

ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED

30. CLOSING OF ACCOUNTS - FINANCIAL YEAR

- (a) The Financial Year of the Society shall be from 1st January to 31st December each year.
- (b) The **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** shall keep the books and records as required by the Registrar.
- (c) At the closing of Accounts, the stock of goods on hand shall be accounted for at least ten (10) per cent below purchase value or that value, in case it is lower, which prevails at the closing of Accounts.
- (d) At least fifteen (15) percent of the original cost of fixtures and equipment shall be written off, while premises shall be depreciated by at least the amount which the taxation authorities recognise as deductible.
- (e) All Accounts shall be in the hands of the Auditors at the latest six (6) weeks after the closing of the Accounts.
- (f) The Board shall not later than ten (10) weeks after the closing of accounts prepare the Annual Report signed by the members of the Board on the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**'s operations during the proceeding year.

31. REGISTERS

The following Registers and documents shall be maintained in proper order by the officers charged with the responsibilities.

- (a) A Register of Members showing Names, Addresses; Membership Numbers, Shares Held, Dates of Admissions, Dates of Termination to Membership and Names of Nominees or Solicitors.
- (b) Cash Book showing all receipts and payments or monies and cash balances for each day on which business is done.
- (c) Ledger.
- (d) Minutes Book for Records of both General and Board Meetings.
- (e) Register of Shares.
- (f) Such other records and other register as the Registrar of Co-operatives may from time to time require.

32. POWERS OF THE REGISTRAR OF CO-OPERATIVE SOCIETIES

- 32.01 The Registrar shall have power with the blessing of the General Meeting to appoint officers to provide Management and Administrative support services to a co-operative society where the entire Board of Directors has been removed under section 47 of the Co-operative Act No. 20 of 1998.
- 32.02 Any such action as outlined by Sub-Law (1) above shall be effective for one year from the date of the Registrar of Co-operatives decision or for such lesser period as the Registrar of Co-operative Societies may decide and there after **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**.

33. GENERAL REGULATIONS

- 33.01. The Rights to participate in decisions of the Society's affairs shall be in such a manner as the AGM may determine from time to time.
- 33.02. Any Member desiring the inclusion of a certain business in the notice to the Annual General Meeting (AGM) shall give written notice thereof to the Board 7 days in advance before the meeting.
- 33.03. Before commencement of the deliberations at the General Meeting of the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**, the members may propose to have an elected Chairperson of that particular General Meeting by open vote. In any other election voting shall be by ballot.
- 33.04. Voting on matters other than elections shall be open, unless so demanded by the members to be by ballot.
- 33.05. The Society shall be liable for its obligations only to the amount of its assets including pledged shares.

CHAIRPERSON:

SECRETARY

ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED

- 33.06. If a member wishes to lodge a complaint and submits this to the Board, the Board is obliged to investigate the matter and inform the complainant of its decision on the matter.
- 33.07. Any disputes, within **the ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED**, or between the Society and other persons or associations shall be dealt with and settled in accordance with the Laws of Zambia. The Registrar may appoint an arbitrator.
- 33.08. Amendments to these By-Laws may be made in accordance with Section 20 of the Co-operative Societies Act.
- 33.09. Any proposal for such alterations shall be submitted to the Registrar for examination. No alteration shall be valid unless approved and sanctioned by the Registrar of Co-operatives.
- 33.10. In addition to the circumstances recorded in the Co-operative Societies Act, the Society shall seek liquidation when two thirds of the paid up Share Capital has been lost and the loss has not been made good within a period of three months after it has been reported at a General Meeting.
- 33.11. Should the **ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED** be dissolved the Share Capital, after the business has been legally wound up, shall be repaid to the members.
- 33.12. Funds then existing shall be allocated to purposes of General Welfare approved by the Registrar. Minutes, Management records and Auditors Reports and Ledgers shall be delivered to the office of the Registrar of Co-operatives.
- 33.13. **ALL OTHER QUESTIONS SHALL BE DECIDED IN ACCORDANCE WITH THE CO-OPERATIVE SOCIETIES ACT AND THE REGISTRAR OF COOPERATIVES.**

THESE ARE THE REVISED BY-LAWS OF THE ZAMBIAN INTERACTIVE HOMESCHOOL MULTI-PURPOSE CO-OPERATIVE SOCIETY LIMITED.

END
