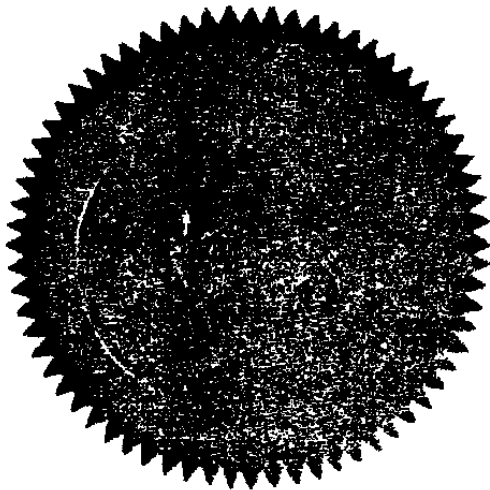


Registered under No: **91 / 73** .....  
to the Societies Register Maseru, under  
The Societies Act 1963 on the

..... **24th** ..... day of **October** ..... 19**91**..

*Mason*  
Registrar General  
Lesotho.

CONSTITUTION OF SELIBA SA BOITHUTO



**CONSTITUTION OF SELIBA SA BOITHUTO**  
**(SSB)**

**Article I.**

1. NAME:  
The Society shall be called Seliba Sa Boithuto, hereafter referred to as the Society and abbreviated SSB.
2. REGISTRATION NO. 91 / 73
3. LEGAL STATUS:  
The Society can sue and be sued.  
The Society will be represented by the Chairperson or any Officer of the Steering Committee, appointed by the Chairperson.
4. HEADQUARTERS & ADDRESS:  
The headquarters of the Society shall be at P.O. Box 288, Maseru 100, Lesotho.
5. NATURE OF THE SOCIETY  
The Society shall be a non-denominational, non-political, non-profit making, voluntary organization. SSB is unique in nature and philosophy:
  - SSB believes in the capability and importance of learners to study on their own and to be responsible for SSB as their own organization.
  - SSB actively empowers learners to develop these capabilities and responsibilities.

**Article II.        AIMS AND OBJECTIVES**

1. AIMS  
The aim of the Society is to support the efforts of those people, who wish to be responsible for their own learning.
2. OBJECTIVES  
The objective of the Society shall be to run the learning centre(s): Seliba Sa Boithuto, so as to provide the independent learners with
  - (a) a quiet place to learn,
  - (b) learning materials,
  - (c) a peer-learning network, and
  - (d) a network of tutors.

The learning centre shall not be a school and will not provide for

- (e) organised courses,
- (f) time-tables, or
- (g) examinations.

The practical objectives of the Society are:

- (h) to rent or organise the building for the centre,
- (i) to acquire funds for and to buy furniture and equipment,
- (j) to acquire funds for and to buy relevant learning materials,
- (k) to organise and train tutors to help the learners,
- (l) to organise peer-learning,
- (m) to organise learner's responsibility for the centre,
- (n) to run the operation of the centre, and

- (o) to sell any materials and items as deemed appropriate.

**Article III. SELIBA SA BOITHUTO TRUST**

1. The Seliba Sa Boithuto Trust is established on 19<sup>th</sup> January 1999 (Registration No. 25875 in the Deeds Registry, Maseru).
2. The main aim of the SSB Trust is to support Seliba Sa Boithuto
  - (a) in kind, for example by obtaining facilities made available for use by Seliba Sa Boithuto;
  - (b) in methodology, by assisting Seliba Sa Boithuto to empower learners; and
  - (c) in philosophy, by interpreting and guaranteeing the SSB Philosophy and monitoring its implementation.

**Article IV. MEMBERSHIP:**

1. MEMBERSHIP

(a) Membership

Membership shall be open to all individuals

- (i) interested in the promotion of the aims of the Society,  
and / or
- (ii) wishing to make use of the learning centre(s)

(b) Fees

Annual subscription fees shall be determined by the AGM, payable on or before 31st December each year.

(c) Membership Roster

The Secretary shall keep and maintain a Membership Roster of all members, who have paid their Annual Subscription Fee to the Treasurer, or at the Centre(s). The Organiser of the Centre(s) is required to inform the Treasurer, who in turn must inform the Secretary about any Annual Subscription Fees paid

2. BRANCHES

The Society may have its branches and regional Societies if it considers this necessary.

3. VALIDITY OF MEMBERSHIP

The membership shall be valid only for individuals who shall have paid their annual subscription fees on or before 31st December each year.

#### 4. TERMINATION OF MEMBERSHIP

- (a) Any member who fails to observe the above "validity of membership" conditions shall be excluded from the Society and can only be allowed use of the Learning Centre(s) as a casual learner (See Article V.1 (a))
- (b) Any member can terminate his/her membership by so indicating in writing to the Secretary.
- (c) The Steering Committee can terminate the membership of a member, whose action(s) are deemed to be harmful to the aims and activities of the Society.

#### 5. DISPUTES

Any dispute between a member or former member, and the Society shall be brought before the Steering Committee for decision. If the aggrieved party is not satisfied by the decision the party can appeal to the Annual General Meeting.

If the disputed matter involves the philosophy of SSB and the Steering Committee is unable to settle it, such matter shall be referred to the patron.

If an amicable agreement can not be achieved the patron shall refer the matter to the SSB Trust. The Trust may then dissolve and replace the Steering Committee until the next Annual General Meeting.

### **Article V. THE USE OF THE LEARNING CENTRE(S)**

#### 1. LEARNERS AND TUTORS

- (a) The Learners can be paid-up members, who will pay a member user fee, or casual learners, who will pay a casual user fee.
- (b) The Tutors are people, who can help the independent learners by providing guidance and counseling. They may be required to undergo training in these skills. They may also receive an honorarium for their services.

#### 2. RULES AND REGULATIONS

- (a) Rules and Regulations for the orderly use of the Learning Centre(s) will be developed by the Steering Committee and reviewed regularly.
- (b) The users of the Learning Centres must abide with the Rules and Regulations. The Organiser has the right to ask a user to leave the Learning Centre, if in his/her opinion an individual ignores these Rules and / or Regulations.

### **Article VI. FINANCES:**

1. The Society shall be financed by subscription fees, user fees, and donations.
2. The member user fees, casual user fees, annual subscription fees and tutor honoraria shall be determined by the general meeting from time to time.
3. The auditors of the Society's accounts shall be appointed by the general meeting.

4. The bankers of the Society shall be appointed by the Steering Committee on behalf of the Society. All Society's funds must be kept in a bank account under the name "Seliba Sa Boithuto".
5. The funds and property of the Society shall be utilized solely for the promotion of the aims and objectives of the Society.
6. The Chairperson, Treasurer and the Secretary shall be signatories of the Society's accounts, with any 2 of the above officers as signatories. Contracts and other documents binding the Society shall be executed by any 2 of the above officers.
7. At all Steering Committee meetings a quarterly financial report shall be given.
8. Use of the Society's funds shall be subject to regulations that shall be made and / or amended from time to time.
9. The Financial Year will be from the 1st of January until 31st of December of the same year.
10. AUDITORS
  - (a) Auditors of the Society's accounts shall be appointed by the Steering Committee before the beginning of the accounting year.
  - (b) All of the Society's accounts, records and documents shall be open for inspection by the auditors at any time. The Treasurer shall produce an account of his receipts and payments and a Statements of Assets and Liabilities made up to a date, which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such accounts and statements and certify whether or not they are found to be correct, vouched or in accordance with the Society's regulations.
  - (c) A copy of the auditors report on the accounts and statements shall be available to all members at the same time as the notice convening the annual general meeting is sent out.
  - (d) No auditor shall be an office bearer of the Society.
11. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS:

The books of accounts and all documents relating thereto and a list of members of the Society shall be available for inspection at the office of the Society by any officer or member of the Society on giving not less than seven days notice to the Society.
12. THE STEERING COMMITTEE
  - (a) The Steering Committee shall not be permitted to enter into any liability that exceeds M5000 without the written permission of the SSB Trust.
  - (b) The Steering Committee shall submit annually a written report on the inventory and state of depreciation of the equipment and learning materials of each Centre to the SSB Trust and the AGM.

## **Article VII. OFFICE BEARERS**

### **1. OFFICE BEARERS**

#### **(a) Patrons**

The Society may, through its Steering Committee, honour itself and/or confer honour on certain persons by inviting them to become its patrons or sponsors.

#### **(b) Officers**

The officers of the Society shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Assistant Secretary a representative of the learners and a representative of the tutors.

- (i) The Chairperson, Vice-Chairperson, Secretary, Assistant Secretary and Treasurer be elected by the general meeting of the Society.
- (ii) The representatives of the learners and tutors will be elected during the general meeting of the Society by the learners and tutors respectively, present at the meeting.

#### **(c) Organisers and other positions**

- (i) Each centre of the Society will have an organiser, who will serve ex-officio on the Steering Committee.
- (ii) The Society at a General Meeting may create any other positions and determine whether they will participate in the Steering Committee meetings.
- (iii) The Organiser(s) and any other created positions will be appointed and dismissed by the Steering Committee.

#### **(d) Steering Committee**

- (i) **Composition**  
There shall be a Steering Committee consisting of the Officers and positions as mentioned in section (b) & (c) above.
- (ii) **Meetings**  
The Steering Committee shall meet at least once a quarter. If an Office Bearer is absent from more than two consecutive Steering Committee meetings, s/he may be considered as having resigned from the Steering Committee and Article VIII.3 on vacancies can be applied.

- (iii) **Tasks**  
The Steering Committee shall be responsible for overall running of SSB and for the monitoring of the day-to-day running of the centre(s) by the Organiser and Deputy Organiser. It can also appoint and dismiss support staff.
- (iv) **Indemnification of the members of the Steering Committee**  
The members of the Steering Committee shall be indemnified from the funds and property of the Society and against all costs, charges, losses, damages and expenses whatsoever which they shall sustain, incur, or be put to, by reason of their respectively accepting office or acting in executive of their duties, powers of discretion, Imposed or given to them by the Regulations unless the same shall happen through lack of good faith or their own willful neglect or default.

## 2. FUNCTIONS OF THE OFFICE BEARERS

- (a) Chairperson  
The Chairperson shall preside over all meeting and between meetings make decisions on behalf of the Steering Committee in cases of urgent matters. The decisions made on such matters should be approved by the next Steering Committee Meeting.
- (b) Vice-Chairperson  
In the absence of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and such other duties assigned by the Chairperson or the Steering Committee.
- (c) Secretary  
Under the general supervision of the Steering Committee the Secretary shall deal with all correspondence of the Society, keep its records and maintain the Membership Roster.  
In cases of urgent matters where the Steering Committee cannot be easily consulted, the Secretary shall consult the Chairperson. The Secretary, on the Chairperson's directions, shall issue notices convening all meetings of the Society and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of the proceedings of the Society and of the Steering Committee. The Secretary shall be responsible to notify members, when their membership has terminated and / or expired.
- (d) Assistant Secretary  
In the absence of the Secretary, the Assistant Secretary shall perform all the duties of the Secretary and such other duties assigned by the Secretary or the Steering Committee.
- (e) Treasurer  
The Treasurer shall receive and shall also disburse, under the directives of the Steering Committee, all moneys received and keep in safe custody all vouchers for all moneys. The Treasurer shall keep books of account of all moneys received and paid and shall prepare a Balance Sheet for the General Meeting. The Treasurer shall make all financial records available to the Steering Committee for inspection. S/He shall prepare a Balance

Sheet for all meetings of the Steering Committee. The Balance Sheet 'must include for each expense and income category the budget allocation, the amount spent to date and funds remaining to date.

(f) Organiser

The Organiser does not function as a headmaster or principal, but, under the directives of the Steering Committee, be a facilitator toward the smooth running of the Centre. S/he will specifically be responsible for:

(i) Organisation, Induction and Support of the Tutors.

S/he is responsible to organise and maintain the network of tutors, so that learners know how and when to find a tutor, when needed.

S/he is responsible to explain the difference between the role of a tutor and a teacher and to teach the tutors counseling skills, so that as much as possible the learners can be helped to find themselves the solutions to their problems.

(ii) the Setting up and Maintenance of Resources

S/he is responsible to identify and purchase appropriate materials, with the support of Educational Advisers and based on the expressed needs of the learners. A small tuck shop selling pens, paper and other practical materials could also be set up.

(iii) the Setting up and Maintenance of Peer Support System.

S/ he is responsible to develop and maintain an open, systematic record system of learners and their field of studies, so that they and their tutors can easily find other learners who may be interested to cooperate.

(iv) Moneys received and used and transfer to the Treasurer.

(g) Representative of the Learners

To represent the learners' interests in the Steering Committee and to keep the Organiser informed about the needs and wishes of the Learners.

(h) Representatives of the Tutors

To represent the tutors' interests in the Steering Committee and to keep the Organiser informed about the needs and wishes of the Tutors.



**Article VIII. MEETINGS:**

**1. GENERAL MEETINGS**

There shall be two types of General Meetings:

**(a) Annual General Meeting**

The Annual General Meeting shall be held on the date determined by the general meeting. Notice in writing for such annual general meeting, accompanied by an annual statement of accounts and agenda for the meeting, shall be sent to all members not less than 21 days before the date of the meeting.

The agenda for the annual general meeting shall consist of the following:

- (i) Confirmation of the previous minutes;
- (ii) Consideration and approval of Financial Report, and the Annual Report;
- (iii) Election of office bearers;
- (iv) Appointment of auditors of the Society;
- (v) Such other matters as the Steering Committee may decide to include for discussion by the General meeting;
- (vi) Any other business with approval of the Chairperson.

**(b) Special General Meeting**

- (i) A Special General Meeting may be called for any purpose by the Steering Committee by notice of not less than 14 days before the date of such a meeting.
- (ii) A special meeting may also be requested by one quarter of the registered members of the Society in writing to the secretary who shall convene the meeting, on the direction of the chairperson, within twenty-one days of the receipt of such a request. The meeting shall discuss only the specific matters stated in the request.

**2. STEERING COMMITTEE MEETING**

- (a) The Chairperson shall call the Steering Committee Meeting to be held at least once every quarter.
- (b) A special meeting of the Steering Committee can be called anytime, when necessary.

**3. VOTING**

Fully paid up members shall have the right to vote.

**4. QUORUM**

- (a) The quorum for both the general and special meetings shall be a quarter of the total registered voting members.
- (b) If after two consecutive meetings of the general or special meetings, there is still no quorum, those present shall constitute the quorum.

- (c) The quorum of the Steering Committee shall be four members.
- (d) If after two consecutive meetings of the Steering Committee, there is still no quorum, those present shall constitute the quorum.

**Article IX. GENERAL**

**1. VOTING AT GENERAL MEETING**

Voting at the general meeting shall be only by valid members of the Society present at the meeting. Each individual member shall have one vote. The decisions shall be made by the simple majority. The Chairperson shall have a casting vote, during elections. The voting shall be by secret ballot.

**2. DURATION OF OFFICE**

The duration of office shall be two years starting immediately after the annual general meeting at which elections are held. The officers shall be eligible for reelection.

**3. VACANCIES**

Any vacancies for members of the Steering Committee caused by death, resignation, or termination of membership, shall be filled by the committee until the next annual general meeting of the Society.

**Article X. AMENDMENT OF THE CONSTITUTION**

- 1. This constitution may be amended by a general meeting of the Society provided that there is a two-thirds majority of votes cast in favour of the amendments.
- 2. Proposals for amendment must reach the secretary at least six (6) weeks before the date of the convening of a general meeting. These proposals must be circulated among the members not less than three (3) weeks before a general meeting.
- 3. No amendment involving the policy or philosophy of SSB shall be made without the written permission of the SSB Trust

**Article XI. BYELAWS**

The Steering Committee may lay down byelaws not in conflict with provision of the constitution and which are subject to approval by an Annual General Meeting. Individuals may propose byelaws to the Steering Committee and Annual General Meeting.


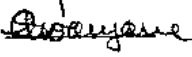
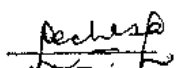




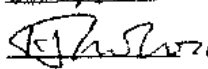
**Article XII. DISSOLUTION OF THE SOCIETY**

- 1. The Society shall not be dissolved except by a resolution at a general meeting of members, summoned specifically for this purpose, by a vote of two thirds of the members present. If no quorum is realized, the proposal to dissolve the

Society shall be submitted to a further general meeting which shall be held one month later, and the notice of which must be sent at least 28 days before. The number of members present at this second meeting shall constitute the quorum.

2. No dissolution shall be effected without prior permission in writing of the Registrar of Deeds obtained upon application to him made in writing and signed by three of the office bearers.
3. When the dissolution of the Society has been approved by the Registrar the Steering Committee of the dissolved Society shall, in accordance with provisions thereof, liquidate for cash or distribute all the Assets of the Society provided that no member of the Society shall benefit from the proceeds. These transactions shall be completed within three months after the dissolution of the Society.

**Article XIII. MEMBERS OF THE INITIAL STEERING COMMITTEE:**

Chairperson:				
Mr G Mathot	Inservice Education Adviser	PO Box 1423	Maseru 100	
Secretary:				
Mr C Khoanyane	Ministry of Education	PO Box 47	Maseru 100	
Treasurer:				
Mr L Lechesa	Lesotho Electricity Corp.	PO Box 1501	Maseru 100	
Members:				
Prof ZA Matsela	National University of Lesotho		PO ROMA 180	
Mr J Mahooana	Ministry of Education	PO Box 47	Maseru 100	
Mr O Makara	Ministry of Education	PO Box 47	Maseru 100	
Mr T Mosoeu	Develop.for Peace Education	PO Box 4149	Maseru 100	
Mr K Pholosl	Lesotho News Agency	PO Box 36	Maseru 100	
Sister Monica	Good Shepherd Sisters	PO Box 267	Maseru 100	