

BLUE CROSS CONSTITUTION

Article 1: NAME

- 1.1 The name of the organization is the “BLUE CROSS”, hereinafter called “The Blue Cross” or “BX.”

Article 2: BADGE

- 2.1 The badge of the Blue Cross shall comprise a winged cross within a double circle inscribed “Blue Cross: 500 kilometers”, surmounted by the Zimbabwe Bird and set above a ribbon bearing the motto ‘Qui curat vincit’ – ‘Who cares wins’- the whole in blue upon a white background.

Article 3: DEFINITION

- 3.1 “Event”: means the Annual Blue Cross Ultra Marathon of exactly 500 kilometers from Mahenye through Chipinge, Chimanimani, Cashel, Mutare and Juliasdale to Mt. Nyangani, under the rules of the BX and in aid of Animal Welfare, by a cycle division, walking/running division, equestrian division and enduro division, all of which can be entered in a solo or a relay format. The event is amateur in status, offers no prize money, and is open to all persons above a minimum age at the discretion of the Council.
- 3.2 Member in all cases means a member in terms of Article 9.

Article 4: LEGAL STATUS

- 4.1 The Blue Cross shall be a body corporate under the common law of Zimbabwe capable of acquiring property and rights, incurring obligations, suing and being sued in its own name. The revenue of the Blue Cross shall be applied solely in accordance with its stated Objects, and assistance given to any other body shall not render the Blue Cross liable for the debts of such body.

Article 5: ORGANIZATION

- 5.1 The Blue Cross shall be administered from within Zimbabwe, there being established a Council empowered in terms of this constitution to represent the Blue Cross and to conduct the Blue Cross affairs between Annual General Meetings.

Article 6: OBJECTS

- 6.1 To raise funds for the relief of animal suffering in Zimbabwe.
- 6.2 To promote goodwill, friendship and sporting spirit.

Article 7: AFFILIATION

- 7.1 In furtherance of its objectives the Blue Cross may, subject to the consent of the majority at a General Meeting, affiliate or co-operate with any other properly constituted body.

Article 8: FUNDS

8.1 FINANCIAL YEAR

The Financial Year of the Blue Cross shall be from 1st January to 31st December.

8.2 SOURCE OF FUNDS

The principal income of the Blue Cross shall arise from public donations and any interest earned therefrom; the donations to be sought each year by entrants in the Event. Except for the Entry Fees paid by entrants to partly cover the costs of participation, other income may be generated by subsidiary fund-raising activities instituted from time to time at the discretion of the Council.

8.3 DISBURSEMENT OF FUNDS

- 8.3.1** All donations received by the Blue Cross, in cash or in kind, shall, with the approval of a duly constituted Council meeting, be expended by donation at the earliest opportunity following each Event, to one or more Animal Welfare organizations which are registered in Zimbabwe and have similar objectives to the Blue Cross.

- 8.3.2** A proportion not exceeding ten percent of the whole is retained under the control of the Council to cover costs expected to be directly incurred in the staging of the next event.

- 8.3.3** A further ten percent is reserved, under the control of the Council, in an Emergency Fund to attend to urgent animal issues beyond the capacity of individual organizations to deal with.

- 8.3.4** The Council, in its full discretion, shall have the right to:

- 8.3.4.1** Withhold donations in the case of any perceived risk of misappropriation or misapplication, and to request a report from beneficiaries on the use of the donated funds.

- 8.3.4.2** Re-allocate or utilize surplus funds as it deems appropriate.

Article 9: MEMBERSHIP

9.1 ELIGIBILITY

Unless this is declined in writing, all event Medalists and serving Council members of the Blue Cross shall be eligible for membership. On registration, entrants will be invited to opt, or otherwise, for membership, should they ultimately qualify for a medal.

9.2 OBLIGATION

Members shall, at all times, be bound by the Articles of this Constitution.

9.3 FEES

Membership of the Blue Cross shall be free.

9.4 RIGHTS

Members shall have the right to vote at General Meetings and if elected, co-opted or appointed to the Council and Committee, at meetings of those bodies. They may call a Special General Meeting in terms of Article 11.2 and at any time may inspect all Minutes, Accounts, and the Asset Registers, but will have no independent right or claim whatsoever to funds and property held by the Blue Cross.

9.5 REMUNERATION

No part of Blue Cross receipts and amounts may accrue to a member in fees or in any other form except in settlement of proved material costs of specific duties, in standard Event awards, or in special awards authorized by a General Meeting in recognition of outstanding services to the Blue Cross.

9.6 INDEMNITY

Members shall be indemnified against all damage, losses and costs which may be incurred in the execution of official duties unless the same are caused by willful default, misconduct or negligence.

9.7 LIABILITY

The liability of a Member shall be limited to any proved indebtedness to the Blue Cross, including costs of repair and replacement of any damage and losses assessed by the Council against that member.

9.8 TERMINATION

Membership of the Blue Cross shall cease through notice of resignation in writing, a deliberate breach of an Article of this Constitution or Rule of the Event, or conduct prejudicial to the Objects of the Blue Cross. Termination shall be agreed by the Council whose decision shall be final.

Article 10: COUNCIL

10.1 COMPOSITION

The Council shall consist of not less than four Councillors normally resident in Zimbabwe

10.2 ELECTION

The Councillors shall be individually elected by a simple majority of votes cast by members at a General Meeting. At the first Council Meeting following the General Meeting, the

elected Councillors shall appoint a Chairperson from amongst their number. All Councillors shall hold their posts for one year and shall be eligible for re-election or re-appointment.

10.3 VACANCIES

In the case of a vacancy arising on the Council through death, permanent incapacity, resignation or removal from Office, the remaining Councillors shall co-opt or have appointed, as applicable, a substitute so that at all times there shall be at least four (4) Councillors.

10.4 SUPERNUMERARIES

Supernumerary Councillors may be co-opted as the situation demands.

10.5 RESIGNATIONS

If more than half the Councillors resign en-bloc, a Special General Meeting shall be called to form a new Council.

10.6 COMMITTEES

The Council may institute, by appointment of Members, one or more Committees to execute any specific business of the Blue Cross but will retain responsibility for the actions of such bodies.

10.7 DUTIES

10.7.1 CONTROL OF ASSETS

All donations and all materials and other property purchased or otherwise acquired by the Blue Cross shall be vested in the Council which shall stand possessed thereof in trust; these assets to be committed strictly in pursuit of the Objects of the Blue Cross and in accordance with Article 8.3 above.

10.7.2 CASH TRANSACTIONS

All Blue Cross outgoing cash transactions of whatever size shall require the approval of any two of the Council before the same are executed and must be supported by receipts or other acceptable proof.

10.7.3 BOOKS OF ACCOUNT

The Council shall maintain correct Books of Account of the administration of the Blue Cross's financial assets and liabilities, recording therein any changes in such manner and form that the books always clearly reflect the true financial position of the Blue Cross. The Books of Account, open for inspection by Members at all times, shall be kept by the Treasurer and will be subject to review at the close of the Financial Year.

10.7.4 REGISTER OF MOVABLE ASSETS

All non-consumable goods in the charge of the Blue Cross for the conduct of routine administration and of the Event shall be listed under the direction of the Treasurer in a Register, any changes in stocks to be recorded and explained. The Register shall, at all times, be open to inspection by Members and shall be subject to review at the close of the Financial Year in the same manner as in Article 10.7.3 above.

10.7.5 BANK ACCOUNTS

The Council shall have the power to open and operate banking accounts in the name of the Blue Cross.

10.7.6 FORMAL DOCUMENTS

All formal documents placing the Blue Cross under any specific obligation, the execution of which has been authorized by the Council, shall be signed by the Chairperson and one other Councillor.

10.7.7 DATABASE

The Blue Cross shall maintain, and keep current, a complete record of the Event since its inception.

10.7.8 RULES

Administration and Participation Rules for the proper management of the general affairs of the Blue Cross and of the Event itself shall be framed and publicized by the Council and may be added to or amended by the same, such additions and alterations being notified to Members.

10.7.9 EVENT ORGANIZATION

The Council shall undertake, within an operating budget limited by Article 8.3 above, all arrangements for the staging of the Event.

10.8 MEETINGS

10.8.1 FREQUENCY

The Council shall hold regular meetings at intervals commensurate with the workload.

10.8.2 AGENDA AND MINUTES

Business at meetings will be conducted and correctly minuted, all minutes being open to inspection by Members.

10.8.3 QUORUM

Those Councillors present at the scheduled time of a duly convened meeting shall constitute a quorum.

10.8.4 VOTING

All matters disputed at meetings shall be resolved by a simple majority of those present, each Councillor having one vote and the Chairperson a casting as well as a deliberative vote.

10.8.5 ABSENCE

A Councillor absent from three consecutive meetings without leave may be removed from office at the discretion of the Council.

ARTICLE 11: GENERAL MEETINGS

11.1 ANNUAL GENERAL MEETINGS

Annual General Meetings of all Members of the Blue Cross shall be held in the month of March each year for the purposes of reviewing the Books of Accounts, disclosing the disbursement of funds to beneficiary organizations, and electing office bearers for the ensuing year.

11.2 SPECIAL GENERAL MEETINGS

Special General Meetings of all the Members may at any time be convened at which only that business specified in the notices of the meetings will be considered. The Council, if unanimous, may itself decide upon calling such a meeting, failing which it would be obliged to do so in response to a written request by ten or more Members provided that reasons for the request are set forth and in accordance with the objects of the Blue Cross.

11.3 NOTICE OF MEETINGS

Not less than fourteen day's notice of a General Meeting shall be issued and publicized.

11.4 QUORUM

Those Members present at the scheduled time of a duly convened General Meeting shall constitute a quorum.

11.5 VOTING

Except for the provisions of Articles 12.1, and 13.1, of this Constitution, all decisions shall be reached by a simple majority, each Member entitled to a single vote. In the case of equality, the Chairperson shall have a casting as well as a deliberative vote. Voting shall be by show of hands counted by the Chairperson who shall announce the result to the Meeting. No Member present may cast a vote on behalf of an absent Member.

ARTICLE 12: AMENDMENTS TO THE CONSTITUTION

- 12.1** Alterations or additions to this Constitution shall take effect only if two thirds or more of the votes cast by Members at a General Meeting are in favour of such changes.

ARTICLE 13: DISSOLUTION

- 13.1** Should the Blue Cross, at a General Meeting, decide by a two thirds majority of those present that it is undesirable or impractical to continue the activities of the Blue Cross, the Council shall utilise, with the authority of that General Meeting, all remaining funds and assets of the Blue Cross according to the Objects for which the Blue Cross is established and shall then terminate the Blue Cross.