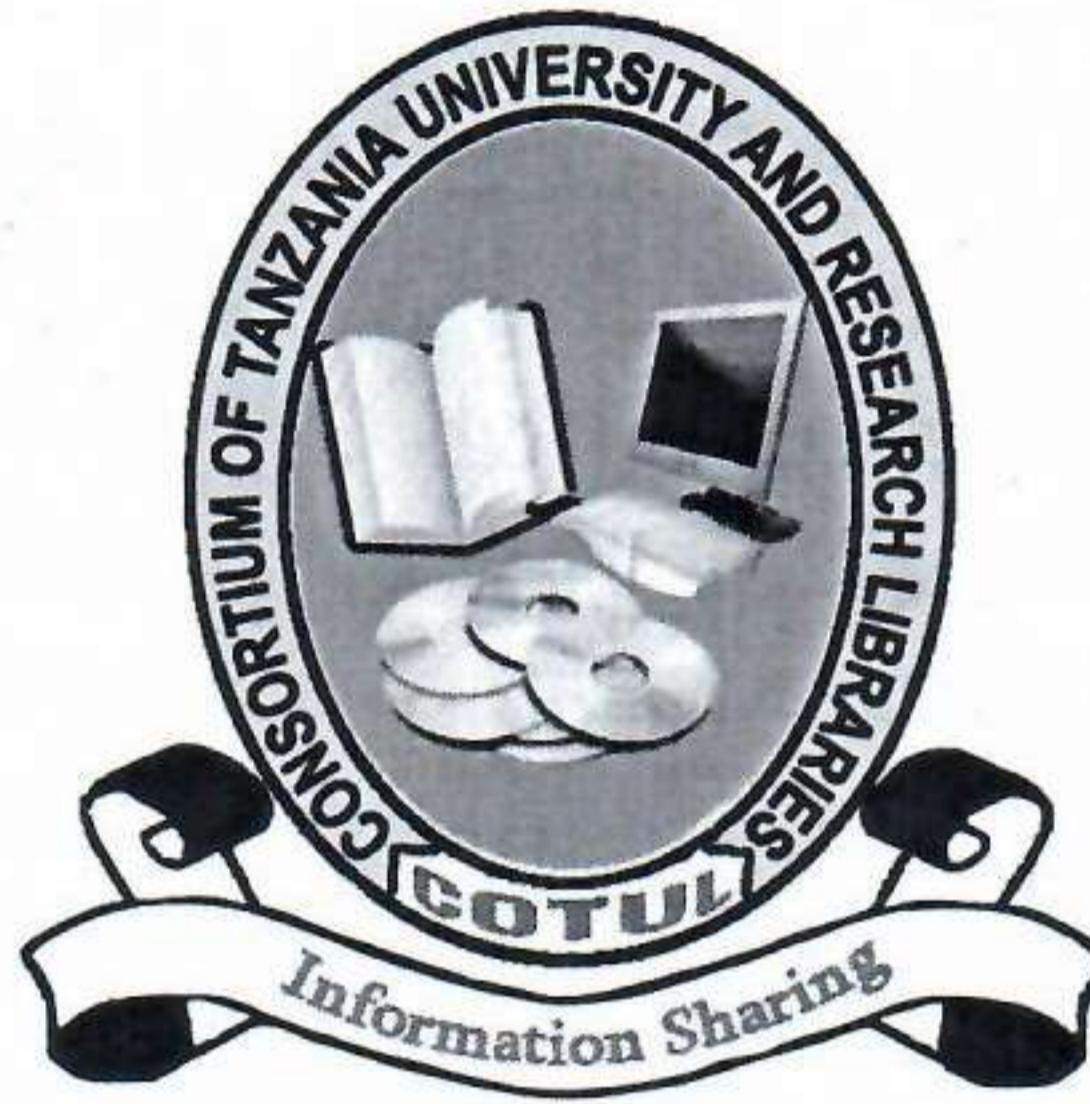


SOCIETY ACT

CHAPTER 337 REVISED EDITION 2002



THE CONSTITUTION OF CONSORTIUM OF TANZANIA UNIVERSITY AND RESEARCH LIBRARIES

OCTOBER 2021



PREAMBLE

WHEREAS we, the Higher Education and Research Institutions (hereinafter referred to as the MEMBER INSTITUTIONS or the INSTITUTIONS) recognize that University and Research Libraries are the center of teaching, learning, and research and, libraries reflect the academic and research excellence of the institutions. The present trends in the information explosion, development of Information and Communication Technologies (ICTs), and the individual institution library's inability to acquire enough e-resources to satisfy their clients necessitate collaboration and co-operations;

AND WHEREAS we note that Tanzania University and Research Libraries bear the responsibility of the development of institutional education, research and individual scholars through provision of information resources to adequately sustain teaching, learning, researching and consultancy services. Co-operation among the Tanzania University and Research Libraries is envisaged to solve problems pertaining to resource sharing and linkages among the libraries;

AND WHEREAS we acknowledge the growing importance of collaborative and coordinated institutional efforts in times of diminished library resources due to budgetary constraints. The university and research libraries are determined to establish a Consortium of Tanzania University and Research Libraries (hereinafter referred to as COTUL);

AND WHEREAS we note that the vision of the Consortium of Tanzania University and Research Libraries (COTUL) is to facilitate co-operative access to information resources to advance teaching, learning and research among



consortium institutions;

AND WHEREAS we note further that the mission of the Consortium of Tanzania University and Research Libraries (COTUL) is to spearhead leadership and building synergy in knowledge and information sharing through capacity building, advocacy, networking and collaborations. The consortium of Tanzania University and Research Libraries shall co-operate with member institutions as spelt out in the 35 articles of the memorandum of understanding.

AND WHEREAS we note also that networking among Tanzania university and research libraries provides an opportunity to share resources; increase access to knowledge and international electronic information resources to improve teaching, research and community services as well as facilitating effective research communication in an increasingly more competitive world economy;

AND WHEREAS we are desirous and have resolved to organize ourselves and work in partnership toward the realization of the ideals of establishing ourselves as COTUL.

NOW, THEREFORE, WE the MEMBER INSTITUTIONS mutually agree and hereby resolve that the following articles shall govern our co-operation in dealing with matters covered by or falling within the general ambits of this Constitution and those connected or associated therewith; and do, this _____ day of _____ 2021, officially declare the launching of this Constitution.



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PART I

GENERAL PROVISIONS

Name of the

Constitution 1. This Constitution may be cited as constitution of the Consortium of Tanzania University and Research Libraries (COTUL)



Use of the

Constitution 2. This Constitution shall be used by Members of the Consortium of Tanzania University and Research Libraries. The Association shall be an organ to unite all COTUL members located in the United Republic of Tanzania.

Rules of COTUL 3. There shall be rules of the association which will be used to regulate the day to day activities of the association. The rules shall regulate the interim matters of the association.

Interpretations 4. In this Constitution, unless the context requires otherwise;

- (a) "Active members" means COTUL members who annually pay the subscription fee and other contributions as may be approved by the AGM
- (b) "Affiliated membership" means membership being granted to Institutional Research libraries not covered under full membership category.
- (c) "COTUL" means the Consortium of Tanzania University and Research Libraries, which is the subject matter of this Constitution.
- (d) "Electronic resources" means structured information or data held or stored in computer related devices and/or computer software capable of being accessed, retrieved and/or down-loaded or reproduced on hard copies or viewed on computer screens.
- (e) "Ethical standards" means standards set for and required of staff by relevant codes of professional ethics or conduct and by



applicable conventional professional norms of usage or practice.

- (f) "Full Time Equivalent" (FTE) means number of e-resource users (e.g. faculty, students, researchers etc) available at a certain institution from which calculations for e resources' subscription fees is based on.
- (g) "Honorary membership" means institutions being bestowed upon those partners in the linkages whether individuals or groups within and outside Tanzania.
- (h) "ICT" stands for Information and Communication Technology.
- (i) "Secretariat" means the Executive Committee of COTUL, which oversees and runs the day-to-day administration of the consortium activities as stipulated in the COTUL constitution.
- (j) "Technical Committee" means the Standing Committee.
- (k) "The Board" has the same meaning as the Board of Trustees
- (l) "The Executive Secretary" means the Chief Executive Officer of COTUL.
- (m) "The Memorandum" means the Memorandum of Understanding on Participation in the Consortium of Tanzania University and Research Libraries (COTUL).
- (n) "Trust Deed" has the same meaning as Deed.
- (o) "Member Institution" includes Founder Member Institution and Subsequent Institution joined COTUL



(p) Founding Member Institutions" means Signatory Institutions of the consortium constitution.

PART II

NAME OF THE ASSOCIATION POSTAL ADDRESS HEADQUARTERS AND AREA OF OPERATION

Name of

Association 5. The name of the association shall be known as the Consortium of Tanzania University and Research Libraries (COTUL)

Physical and Postal Address Of The

Association 6. The Postal and physical address of the Association shall be P.O. Box 4302, Ali Hassan Mwinyi Road, Kijitonyama (Sayansi) COSTECH Build, Third Floor, Dar-es-Salaam.

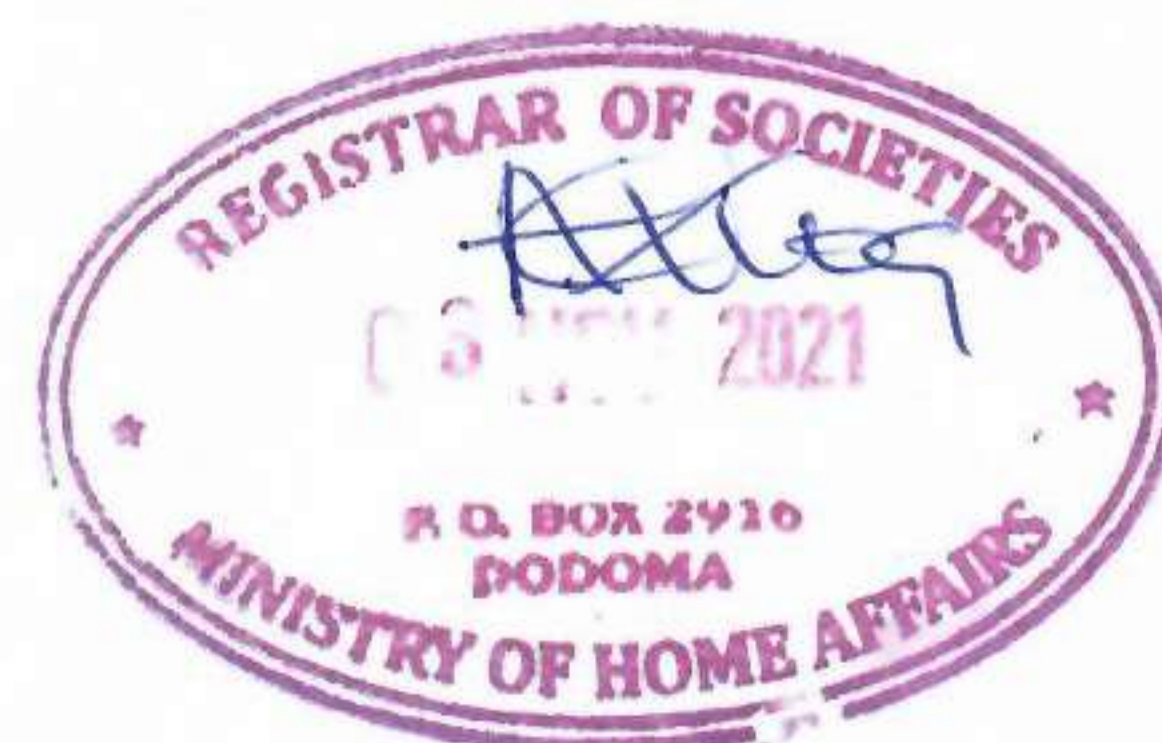
Area of Operation Of the

Association 7. According to the provision of This Constitution the area of operation of the Association shall be the United Republic of Tanzania.

Headquarters Of the

Association 8. The Headquarters of the association shall be at the Tanzania Commission for Science and Technology (COSTECH) building which is within Dar es Salaam region in the United Republic of Tanzania.

Status Of the





Association 9. The Association shall be autonomous, a non-political, non-religious and non-for-profit making organization.

PART III

OBJECTIVES AND MISSION OF THE ASSOCIATION

Objective
Of the

- Association 10.(1) According to the founding members' ideas as per its first meeting of establishing this association its objectives shall be as follows:
- a. To initiate and promote resource sharing among consortium members in all aspects of resource including human, material and infrastructure facilities
 - b. To create awareness and collaboration in acquisition and subscription of library resources (both electronic and print resources) among member libraries
 - c. To build the capacity for accessibility, usage and management of electronic resources and ICT services among the Consortium members
 - d. To build capacity among members on new technologies, marketing and promotion of libraries resources, grant proposal writing, information literacy skills and training of professionals
 - e. Promoting and supporting establishment of open access of local content databases (e.g. institutional repositories, digital libraries etc)
 - f. To run income generation projects to cater for

consortium actual expenses in fulfilling and executing the objects of the consortium

- (2) For the purpose of carrying out the objectives of the consortium under this constitution, COTUL may:
- (a) Acquire land/premises necessary for the conduct of the affair and business of the consortium and may, for that purposes by, take in exchange, hire or otherwise acquire immovable property and interest, rights and privileges in respect of the premises properties
 - (b) Elect, construct, enlarge alter and maintain any buildings, works, and machinery necessary and/or convenient for the consortium business.
 - (c) Employ such staff as necessary for the proper pursuits of the objects and make all reasonable and necessary provisions for payment of pensions, gratuity and other benefits deemed necessary to staff and their immediate dependents
 - (d) Accept and receive contributions in terms of gifts, grants, devise bequest (in trust or otherwise) and property of any kind and description without limit as to amount or value for the objects stated above
 - (e) Enter into any arrangement with any international bodies, governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the consortium objects or any of them, and to obtain from any such body, government may think is desirable to obtain, and to carry out, exercise and comply



- with any such arrangements, contacts, rights, privileges and concessions
- (f) Subject to any consent required by law, to borrow money and charge/mortgage the whole or any part of the property of the consortium as security for the money borrowed
 - (g) Perform all such other lawful things as deemed necessary for the achievement of the above objects of the consortium.

*Vision and
Mission of the
Association*

11.(1) The vision of the COTUL shall be to become an excellent organization in facilitating cooperative access to information resources to advance teaching, learning and research among consortium member institutions

(2) The mission of the COTUL shall be to spearhead leadership and building synergy in knowledge and information sharing through capacity building, advocacy, networking and collaborations



PART IV

MEMBERSHIP, TYPES OF MEMBERSHIP, RIGHTS OF MEMBERSHIP AND PRIVILEGE OF MEMBERSHIP AND TERMINATION OF MEMBERSHIP

*Membership
Of the*

12. Membership to COTUL shall be open to all public and private higher learning institutions registered by the Tanzania Commission for Universities (TCU) and/or the National Council

for Technical Education (NACTE) and other institutions dealing with research.

Types of

Membership 13.(1) The association shall have three categories of Members:

- (a) Full Membership: shall be granted to public and private universities accredited by TCU and higher learning institutions accredited by NACTE and any other legally established and accredited research institutions.
- (b) Affiliated membership: This type of membership shall be granted to other institutional libraries not included in category A.
- (c) Honorary membership: This type of membership shall be bestowed upon those partners in the linkages whether individuals or groups within and outside Tanzania

*Membership
Qualification
and Application*

Procedures 14.(1) All libraries in public and private registered university and research institutions, and other higher learning institutions in Tanzania who are willing to pay up membership fee to join the COTUL voluntarily shall be eligible to become COTUL members.

(2) All eligible institutions that wish to join the



consortium shall send the application to the Executive Secretary and signing a membership agreement after an application has been approved by the Executive Committee.

Annual

Subscription 15. The annual e-resources subscription fee payable by a member shall be a non-refundable fee as the COTUL shall from time to time stipulate in its By-Laws

Rights of

Membership 16. (1) Members of the association shall have the following rights;-

- (a) Right to be respected and treated equally
- (b) Staff from a member institution has the right to elect and to be elected as a leader of the association which ever post he/she contests
- (c) Right to present opinion about the development of the association
- (d) Right to benefit with all privilege available in the association
- (e) Right to participate in various seminars and conferences and all sponsorship that may be available in the association
- (f) Right to appeal through the COTUL Annual General Meeting or Ethics committee in case of any dissatisfaction of decision made by any organization's organ
- (g) Each Member Institution has a right of representation in the Annual General Assembly Meeting.



(h) Right to contribute ideas to the operations of any organ of COTUL by participation, giving

advice, opinions and/or suggestions whether through direct representation or otherwise.

- (i) Each Member Institution and or a majority of the Member Institutions have a right to call for strict adherence by the organs of COTUL, and each of the Member Institutions shall be required to:
- (j) Demand acquisition, installation and maintenance of e-resources in order that they may render effective library services in accordance with the objects of COTUL stipulated in the Agreement and under this Constitution.
- (k) Enforce the provisions of the Constitution.

Privilege of Membership

17.(1) Membership to the society shall enjoy the following privileges.

- (a) To enjoy educational services available especially capacity building among member institution.
- (b) To increase knowledge through conference and seminars prepared by the association.
- (c) To use e-resources subscribed to by the consortium to improve the teaching, learning and research output at member institutions.

Obligation

Of Members 18.(1) The obligations and duties of the Member Institutions shall include the following:

- (a) To participate actively in the activities of



COTUL in order to honor their commitment to the pursuit of the attainment of COTUL aims, objectives, legitimate decisions of COTUL organs in accordance with the provisions of this memorandum

- (b) To make contributions in money or in kind and pay fees and/or charges for use in subscribing to e-resources as determined from time to time by COTUL Executive committee and approved by the AGM.
- (c) To disseminate adequate information among its members of staff and students about the contents and objectives of COTUL Memorandum of Understanding in order to facilitate its effective and efficient implementation
- (d) To promote a spirit of understanding mutual resolution of disputes and conflicts should any arise in the course of implementation of the provisions of the Constitution or any part or aspect thereof
- (e) To ensure enforcement of discipline and observance of such ethical standards and good professional conduct among the staff involved in the operations of COTUL related activities, functions and/or Obligations:
 - i. As may be agreed among the Member Institutions and decided upon in accordance with this Constitution and or,



- ii. As may be required by any international, regional and/or national convention, protocol, resolution or law to which Tanzania is a signatory or which is currently in force in Tanzania.
- (f) To observe all such international, regional and/or national conventions, protocols, resolutions and laws relating to information and knowledge management.
- (g) To participate in e-resources selection and COTUL office bears' election by supporting at least two institutional representatives to attend COTUL Annual General Meetings.

Termination

of Membership 19.(1) The Executive Committee may recommend to the Annual General Assembly if it thinks fit to expel, suspend, or cease membership of any member (s) or its representatives.

(2) If any member or its representative has exhibited gross disregard of any decision of the Executive Committee or its activities and is/ are found prejudicial and/or detrimental to the interest and well-being of COTUL at any Assemblies may be terminated from becoming a member

(3) Any member may reinstate or restore the membership following a cause to do so has been newly requested by the respective



institution or proposed by the Executive Committee

PART V

LEADERSHIP OF THE ASSOCIATION, TENURE OF LEADERSHIP, ELECTION OF LEADERS AND DUTIES OF LEADERS

*Leadership
Of the*

Association 20.(1) There shall be a leadership of the association which shall be Composed of:

- (a) Chairperson of COTUL
- (b) Deputy Chairperson of COTUL
- (c) Executive Secretary of COTUL
- (d) Deputy Executive Secretary of COTUL
- (e) Treasurer of COTUL

Duties of the

Chairperson 21.(1) The Chairperson of the COTUL shall have the following duties:-

- (a) To convene all meetings and seminars of the association.
- (b) To chair all meetings of the AGM and COTUL Executive Committee
- (c) To ensure that the consortium is represented on various forums both within and outside Tanzania.
- (d) To supervise all the activities of the association nationwide and internationally as suggested by the General Assembly, the Board, and the Executive Committee.
- (e) To unite all members of the association national wide to be one and aspiring



changes and development of the association.

- (f) Shall be a spokesman of the association in all matters.
- (g) Order out of the meeting any person whose behavior cannot be tolerated.
- (h) The Chairperson at his direction may exercise his right to bring about point of order for the good conduct of the Assembly.
- (i) To propose agenda of the meeting of the association in collaboration with the Executive secretary before the AGM or Executive Committee (committee) meetings.
- (j) Cast a deciding vote where a stalemate develops.
- (k) Call off the meeting if it turns unruly.

*Duties of
the Executive*

Secretary 22.(1) The duties of the Executive secretary of the association shall be;-

- (a) To prepare the Agenda of the Executive Committee and the AGM meetings
- (b) To write and keep minute the Executive Committee, the AGM and all meetings.
- (c) To prepare and write all documents and letters of the association.
- (d) To supervise day to day's activities of the association.



- (e) To receive all complaints of members and other quarries from the registrar of the societies.
- (f) In conjunction with the Chairperson, calls and organizes the Consortium meetings.
- (g) Shall together with the chairpersons sign and certify such instruments of the Consortium that require certification and signature.
- (h) Shall interpret record and prepare proceedings of the Consortium meetings.
- (i) Shall monitor implementation and performance of policies and programs of the Consortium.
- (j) Responsible for the consortium records keeping.
- (k) Carry out such other duties as are conferred upon him/her by this Constitution and as are assigned to him/her from time to time by the Executive Committee, the Board, and the General Assembly.

Duties of the

Treasurer 23. (1) There shall be the Treasurer of COTUL who shall be elected by members in general election at the AGM.

(2) The Treasurer among other thing shall be answerable to the Chairperson of the association and the AGM.

(3) The Treasurer shall perform the following duties:

- (a) Shall be the accounting officer of COTUL.
- (b) Shall collect all fees of the association and deposit them in the bank account of the



association in collaboration with the accountant.

- (c) To prepare budgets and monetary reports after receiving all dues.
- (d) Submit association audited accounts to every AGM.
- (e) Cooperate with auditor(s) of the associations fund and asset auditing activities.
- (f) Monitor implementation and performance of financial undertakings
- (g) Initiate and lobbies for consortium funding.

Duties of Deputy

Chairperson

24.(1) The deputy Chairperson of COTUL in absence of the COTUL chairperson, shall deputize the duties and responsibilities of the COTUL chairperson in all aspects

(2) Shall perform and shall perform all duties assigned to him/her by the consortium General Assembly or the Chairperson.

Duties of

Deputy Executive

Secretary

25.(1) The deputy secretary deputize for the Executive Secretary in all aspects

(2) Perform such other duties assigned to him/her as may be prescribed by the Executive secretary, Executive Committee and or the General Assembly.

Tenure and Vacancies

of Office.

26.(1) The leadership tenure of any office bearers shall be three years period in Office and



may be re-appointed for further term of three years

(2) The Electoral Committee shall prepare election in every three years after the elapse of leadership tenure.

(3) Any vacancy of an office bearers during the year shall be filled by the Executive Committee and office bearer/s so appointed shall be designated as 'ACTING' until the next Annual General Assembly.

(4) A vacancy in the office of Chairperson shall be filled by the election process after 90 days, and the Deputy Chairperson shall act as Chairperson in the office during these 90 days.

(5) No person shall ordinarily hold a single designation of the office bearer continuously for more than two terms of three years. The General Assembly must ratify the candidacy of the incumbent designation of the office Bearer if he/she so applies for a second term of 3 years through the Electoral Committee.

(6) Office bearer may be re-elected for different position in the same procedure. However, he/she shall not serve COTUL for more than 12 years even if he/she serves in different capacities/positions.



(7) The office bearers shall perform such duties as are usually performed by the holder of such offices and as provided for under By-laws ratified at the Annual General Assembly.

(8) No office bearers shall be entitled to be paid any remuneration. However, honorarium and reimbursements of expenditure incurred by one in the execution of COTUL duties and responsibility shall be made and approved by the Executive Committee.

*Elected officers
Of the*

Association 27. (1) The following officers shall be elected by Annual General Meeting:

- (a) COTUL chairperson,
- (b) Vice chairperson,
- (c) Executive secretary,
- (d) Deputy executive secretary
- (e) Treasurer
- (f) Four chairs of technical committees

PART VI ORGANS OF THE ASSOCIATION

Organs of the

Association. 28.(1) The following shall be and are hereby established as organs of the COTUL

- (a) The General Assembly (Annual General Meeting)



- (b) The Board of Trustees
- (c) The Executive Committee
- (d) Technical committees
- (e) Electoral committee
- (f) Ethics committee
- (g) The Advisory Board

General

Assembly 29.(1) There shall be General Assembly (Annual General Meeting) of the association which shall be conducted once a year

(2) An annual general meeting shall involve all members of the association

(3) AGM shall be the highly organ of making final decisions on all important matters patterning to the organization.

*Quorum of
General*

Assembly 30.(1) The quorum of the AGM shall be 2/3 majority of all active member institutions of the Association.

(2) No meeting shall be conducted and pass resolution if a quorum is not attained or without the minimum number required.

(3) The Chairperson shall adjourn the meeting and scheduled to the other day if the quorum does not meet the minimum



number required according to this constitution.

(4) The executive secretary shall give notice of the meeting to members on the other date of the meeting.

(5) In case of voting, the right to vote shall be bestowed to only two representatives from each member institution

The Board 31(1) There shall be a Board of Trustees of the association which shall be established by the Annual General Meeting.

Composition

Of the Board 32.(1) The board of trustees shall consist of not less than three (3) and not more than five (5) members.

(2) Chairperson of the Board shall be nominated by the Executive Committee and approved by members of the General Assembly

(3) Other members of the Board shall be nominated and approved by members of the General Assembly

Tenure of



The Board

Members 33.(1) The membership of the Board shall be six years period and may be re-appointed for a further term of six years.

Executive

Committee 34.(1) There shall be the Executive Committee which shall comprise of the following members:

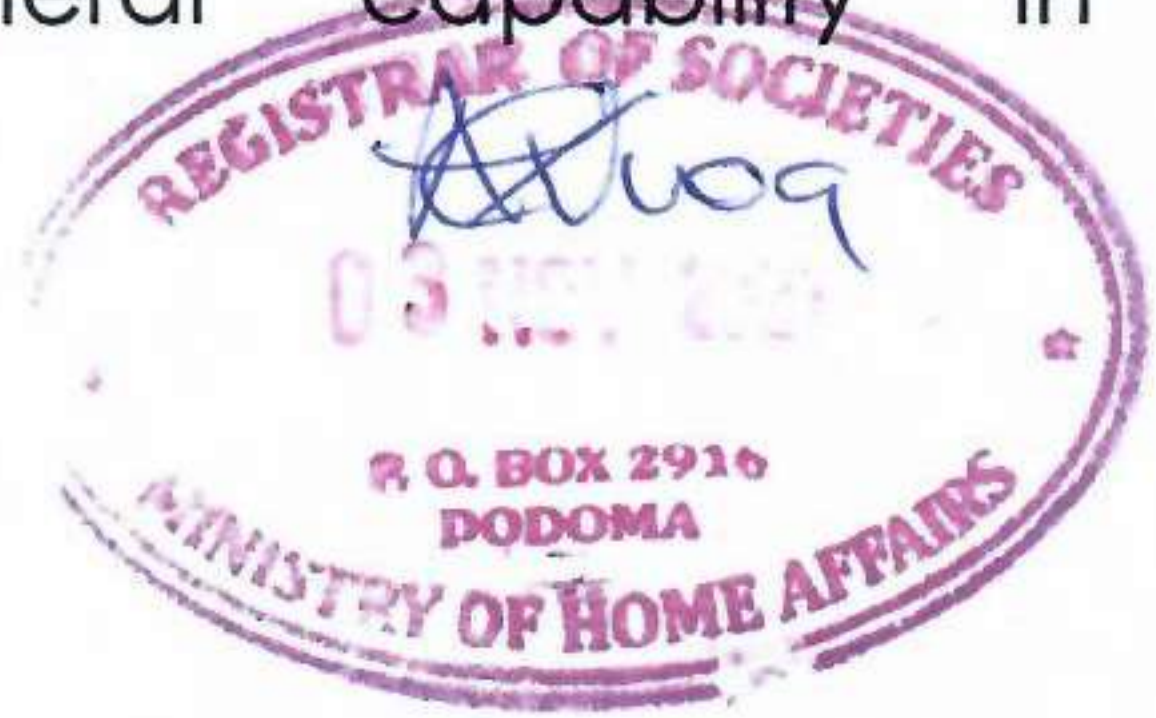
- (a) Chairperson of COTUL
- (b) Deputy Chairperson of COTUL
- (c) Executive Secretary of COTUL
- (d) Treasurer of COTUL
- (e) Deputy Executive Secretary of COTUL
- (f) Other 4 members - chairpersons of standing committees elected at the AGM.

Technical

Committees 35.(1) There shall be four Consortium technical (standing) committees. The committees include:

- (a) Resource Mobilization
- (b) Electronic Resources Management
- (c) Information and Communication Technology
- (d) Capacity Building and Public Relations

(2) Each Technical (Standing) Committee shall be composed of the committee Chairperson and three members with expertise and general capability in



teaching, research and library service provision.

*Appointment of
The committee*

Members 36.(1) The EC shall appoint members of each Standing Committee, provided that the COTUL AGM shall have the power to from time to time make changes in the membership of the Technical Committee during and after the initial three years period at such COTUL AGM.

(2) The standing committees shall be responsible on running activities relevant to each committee as directed by the Consortium General Assembly, and or the Executive Committee.

Electoral

Committee 37.(1) There shall be an Electoral committee which shall contain the following five members

- (a) Chairperson of the committee which shall be nominated and approved by members of the General Assembly
- (b) Secretary of the committee which shall be nominated and approved by members of the General Assembly



- (c) Other three members proposed by Executive committee and approved by the General Assembly

Ethics committee 38. (1) There shall be an Ethics committee which shall contain the following five members

- (a) Chairperson of the committee which shall be nominated and approved by members of the General Assembly
- (b) Secretary of the committee which shall be nominated by and approved by the General Assembly
- (c) Other three members proposed by Executive committee and approved by the General Assembly

Tenure of the committees

leadership 39. (1) The chairperson of each Technical (Standing) Committee shall be three years period, subject to renewal for a further such term.
(2) The tenure Chairperson of Ethics Committee shall be six years period and may be re-appointed for a further term of six years.
(3) The tenure for Electoral Committee Chairperson shall be one year and can be re-formed wherever there is a need for election



Advisory

Board 40.(1) There shall be an Advisory Board of the association which shall be established by the Annual General Meeting.

*Composition
Of an Advisory*

Board 41.(1) An Advisory Board shall consist of the following five members

- (a) Immediate Ex Chairperson of the Executive Committee
- (b) Two Senior external advisors which shall be proposed by the EC and approved by the Annual General Meeting
- (c) Chairperson of the Executive Committee
- (d) Secretary of the Executive Committee

(3) Advisory Board in its first meeting shall appoint a Chairperson among the two Senior External Advisors

(4) The appointed Chairperson shall lead the board's proceedings, and shall cooperate with the chairperson of the Executive Committee who shall also be the secretary to Advisory Board

*Tenure of
Advisory
Board*

Members 42.(1) The Consortium Chairperson and Secretary of Executive Committee shall remain in the board until their appointments are ceased.

(2) The term of membership for the external advisors and ex chairperson shall be six



years from the date of appointment, and may be re-appointed for a further term of six years.

Legal

Counsel of

COTUL 43.(1) There shall be a Counsel to COTUL who shall be the principal legal adviser to COTUL.

(2) The Counsel to COTUL shall perform such duties as are conferred upon him or her by this Constitution and by the Executive Committee and/or the Board.

(3) The Counsel to COTUL shall be appointed by the General Assembly on recommendations from the Executive Committee on contract and in accordance with the staff rules and regulations and terms and conditions of service of COTUL.

(4) The board shall have power to Contract the Counsel or a Law firm on a retainer basis from amongst professional legal practitioners or Law firms on such terms and conditions as may be agreed between COTUL and such retained Counsel or Law firm.

(5) The other terms and conditions of service of the Counsel to COTUL, other than a retained Counsel or Law firm, shall be determined by the Executive Committee and endorsed by the Board.



(6) The Counsel to COTUL shall be the principal legal adviser to COTUL in connection with matters pertaining to this Constitution and he/she shall, by virtue of this sub-Article, be entitled to appear in the Courts of law in respect of matters pertaining to COTUL and this Constitution for and on behalf of the Board.

PART VII

FUNCTIONS OF THE ORGANIZATION ORGANS

*Functions
of General*

- Assembly 44.* (1) The AGM shall perform the following duties.
- (a) Hearing report of the association activities.
 - (b) To consider the strategic plan and budget prepared by the Executive committee and action plans prepared by technical committees
 - (c) Hearing and discussing challenges encountered in performing activities and plan for remedies.
 - (d) Receiving and approve matters from Ethics and electoral committee.
 - (e) Pass resolutions for amending constitution.
 - (f) Receiving and discussing financial report of the association.
 - (g) Approve matters related to subscription fees.
 - (h) To elect office bearers of the association at the end of three years in office.



- (i) Approval of two names of senior external representatives to become members of the COTUL board.
- (j) Approval of all matters related to the conduct of COTUL business

*Functions of
the Board of*

Trustees 45. (1) The primary responsibilities of the Board shall be as follow

- (a) To control and protect the affairs of COTUL including funds, properties and other assets of the organization.
- (b) To protect the organization's best interests through decisions made on its behalf.

*Functions of
Executive*

Committee 46. (1) The EXCO shall perform the following functions:

- (a) To implement the Consortium General Assembly's Decisions
- (b) To approve Reports of the Executive Secretary
- (c) To run and co-ordinate projects of the Consortium
- (d) To raise funds for Consortium
- (e) To supervise the general performance and duties of the lower organs of COTUL
- (f) To approve audited accounts and Budget prepared by the Treasurer prior to presenting them at the Annual General Assembly of the COTUL



- (g) To appoint sub-committees members for the better carrying out of its functions and duties.
- (h) To appoint officers and staff to such established posts as shall be approved by the Board
 - (i) To hire and fire the Consortium employees with the approval of the General Assembly
- (j) To make rules and by-law from time to time for proper working of the COTUL
- (k) To formulate and review policies and regulations of the Consortium
- (l) To certify legal documents of the Consortium on behalf of the Consortium General Assembly
- (m) To acquire, hold or lease moveable and immoveable properties and do all such acts or deeds to fulfill objectives of COTUL
- (n) To co-opt any person(s), on the advice of the Technical Committee, from the registered constitution or Affiliate Members whose expertise may be useful and necessary in the setting of organization and methods. Persons so co-opted shall have no right to vote.
- (o) To be responsible to the Board and Annual General Assembly for the implementation of the mission, goal and objects of COTUL

*Functions of
Technical*

Committee 47. (1) The technical committees shall perform the following functions:

- (a) To advise the Executive Committee on



- the best ways of improving COTUL services
- (b) To run activities relevant to each committee as directed by the Consortium Executive Committee and or the Annual General Meeting
 - (c) To prepare action plans of the committees and submit them to the EXCO
 - (d) To be responsible to the Executive Committee for the technical implementation of all policy decisions made by higher organs of COTUL.
 - (e) To provide technical advice on such matters as are required by the Executive Committee or as are deemed necessary for the efficient and effective implementation of any decision or matter required, approved or directed by the Executive Committee.
 - (f) To initiate policy formulation for consideration by the EXCO

Functions of electoral

Committee 48.(1) The duties of this committee shall be as follows:

- (a) To play a role of search committee for COTUL leaders
- (b) To prepare and supervise election in every three years



- (c) To ensure the election procedures are conducted as per election rules and regulations
- (d) To count votes and announce the winner at the place where election is held immediately after counting a vote

Election

Procedures 49. (1) The Electoral committee shall make sure that COTUL conducts transparent, credible, free and fair election

(2) The Electoral committee shall make sure that COTUL election is held in the manner provided in the organization rules and regulations and in this constitution.

(3) The Electoral committee shall present the search and nomination procedure for candidates to the Executive Committee for approval before proceeding with the search process

(4) Electoral committee shall search and nominate three candidates for positions with deputies and two for positions without deputies.

(5) The candidate names shall be presented to the AGM for approval

(6) In case the electoral committee fails to get a name or a nominated name is



disapproved, AGM may nominate any person who deems fit for the post

(7) COTUL members shall then vote to select one of the three names for all positions during the AGM.

(8) Only two (2) representatives from each member institution shall be allowed to vote at the AGM, and each member shall have one (1) vote at any election process.

(9) All votes shall be secret and be casted in the ballot box.

(10) The electoral committee chairperson shall announce the election results at the place where the election is conducted.

*Functions of
the Ethics*

Committee 50.(1)The duties of this committee shall be as follows

- (a) To receive election complaints from candidates and resolve them on time in the manner provided in COTUL rules and regulations
- (b) To receive allegation of leadership misconduct.



- (c) To hear the allegations of any leader or member suspected of misconduct.
- (d) To look and watch the ethics and integrity of COTUL office bearer.
- (e) To receive any misconduct complaints of a member of association.
- (f) To take measures against the misconduct of office bearer of the association.

Functions of

Advisory Board 51.(1) An Advisory Board shall perform the following duties.

- (1) To help the organization gain new insights and advice to solve problems or explore new opportunities.
- (2) To amicably discuss and resolve any disputes related to the affairs of the COTUL without resorting to the Registrar or Court action

PART VIII

MEETINGS OF THE ORGANIZATION

Consortium

Meetings 52. There shall be a meetings of COTUL conducted in order to discuss all welfare of the Consortium

Types of

Meetings 53.(1) There shall be the following eight main meetings of the Consortium

- (a) Annual general meeting, the provision of sub-article (a) of article 44 shall apply



mutatis mutandis in respect of the
General Assembly

- (b) The Board of Trustees meeting
- (c) Executive committee meeting
- (d) Technical committee meetings
- (e) Electoral committee meeting
- (f) Ethics committee meeting
- (g) Advisory Board meeting
- (h) Ordinary meeting
- (i) Extra ordinary meeting

The
Board

Meetings 54.(1) There shall be a board of trustees meeting
which shall be conducted once a year
(2) At least seven (7) days notice of any Board
meeting shall be sent to every member of
the Board, and shall state the nature of the
business of the meeting, as well as the time
and place.

Executive
Committee

Meeting 55.(1) There shall be the Executive Committee
meeting which shall be conducted at least
four times a year to discuss the day to day
activities of the organization include to the
financial report
(2) The quorum of the EXCO meeting shall consist
of more than fifty percent (50%) of its
members



(3) A notice of the meeting shall be circulated together with the agenda at least seven (7) days prior to the meeting. However emergency or special meeting of the Executive Committee may be at a shorter notice. The agenda of such Meeting shall be determined by the Chairperson and the Executive Secretary

(4) The Executive Committee may invite liaison officers from related interest groups to participate in the meetings of the Executive committee. Such persons shall not be regarded as members of the EC and shall not have vote in the decision of the Committee.

*Technical
Committees*

Meetings 56.(1) The Consortium technical committees meetings shall be conducted from time to time to discuss technical issues of a particular committee

(2) A technical Committee may conduct online meeting to avoid the distance inconvenience

(3) The committee chairperson shall lead the meeting and report her/his minutes during EXCO meetings

Electoral



Committee

Meetings 57.(1) There shall be an Electoral Committee meetings to discuss election issues and shall be conducted when need arise

(2) A quorum of Ethics and Electoral committee shall be three members

(3) The committee chairperson shall lead the meeting and report her/his minutes to the Chairperson of the Executive committee

Ethics committee

meeting 58. (1) There shall be an Ethics Committee meetings which shall be conducted when need arise to discuss disciplinary and ethical matters of COTUL leaders

(2) At least seven (7) days notice of any committee meeting shall be sent to every member of the Board, and shall state the nature of the business of the meeting, as well as the time and place.

(3) A quorum of Ethics committee shall be three members

(4) The committee chairperson shall lead the meeting and direct report her/his minutes to the Chairperson of General Assembly or I direct to the Chairperson of Advisory Board



Advisory Board

Meeting 59. (1) There shall be an Advisory Board meetings which shall be conducted once a year or when need arise

- (2) At least seven (7) days notice of any Board meeting shall be sent to every member of an Advisory Board, and shall state the nature of the business of the meeting, as well as the time and place.
- (3) A quorum for Advisory Board shall be three members whereby one of them must be external members
- (4) The committee chairperson shall lead the meeting and report her/his minutes to the Chairperson of General Assembly

Ordinary

Meeting 60.(1) There shall be an ordinary meeting of the Association which shall be called to discuss all matters arises which are of most important that cannot wait an AGM agenda.

- (2) The ordinary meeting shall constitute a quorum of fifty percent (50%) of active members to constitute the meeting.
- (3) A notice of the meeting shall be circulated together with the agenda at least three days prior to the meeting.

Extra Ordinary



Meeting 61.(1) There shall be an extra ordinary meeting which shall be called by the Chairperson and the Executive secretary to discuss various matters of the association which the AGM direct to be done

(3) The extra ordinary meeting shall constitute a quorum of fifty percent (50%) of active members

(3) A notice of the meeting shall be circulated together with the agenda at least three days prior to the meeting.

PART VIX

FUNDING AND EXPENDITURE OF THE ASSOCIATION

Sources

of Fund 62.(1) The association shall raise funds from the following sources:

- (a) Registration fees
- (b) Annual subscription fees from members
- (c) Sale of association publications
- (d) Donations
- (e) Collaboration with development partners with well wisher
- (f) Any other approved and lawful means

Financial

Control 63.(1) The association shall operate bank account whose signatories shall be at least two of the following



- (i) Category 'A' Chairperson of Executive Committee and Deputy Chairperson or Chairperson of any standing committee
 - (ii) Category 'B' Executive secretary and Treasurer
- (2) There shall be COTUL financial regulations and procedures for ensuring accountability on effective and efficient use of funds.
- (3) Subject to Article 26 (7), the consortium office bearers shall be considered for honorarium payment to undertake various COTUL activities which will be decided and approved by the Executive Committee.

*Auditing
Of the*

Association 64.(1) The executive committee of the association shall appoint a competent auditor to audit the associations account annually. The auditor shall submit a report of such annual accounts and statements to the association, and report any aspect of difference thereof, should there be any.

(2) An auditor may be paid such honorarium as may be resolved by Executive Committee.

PART X



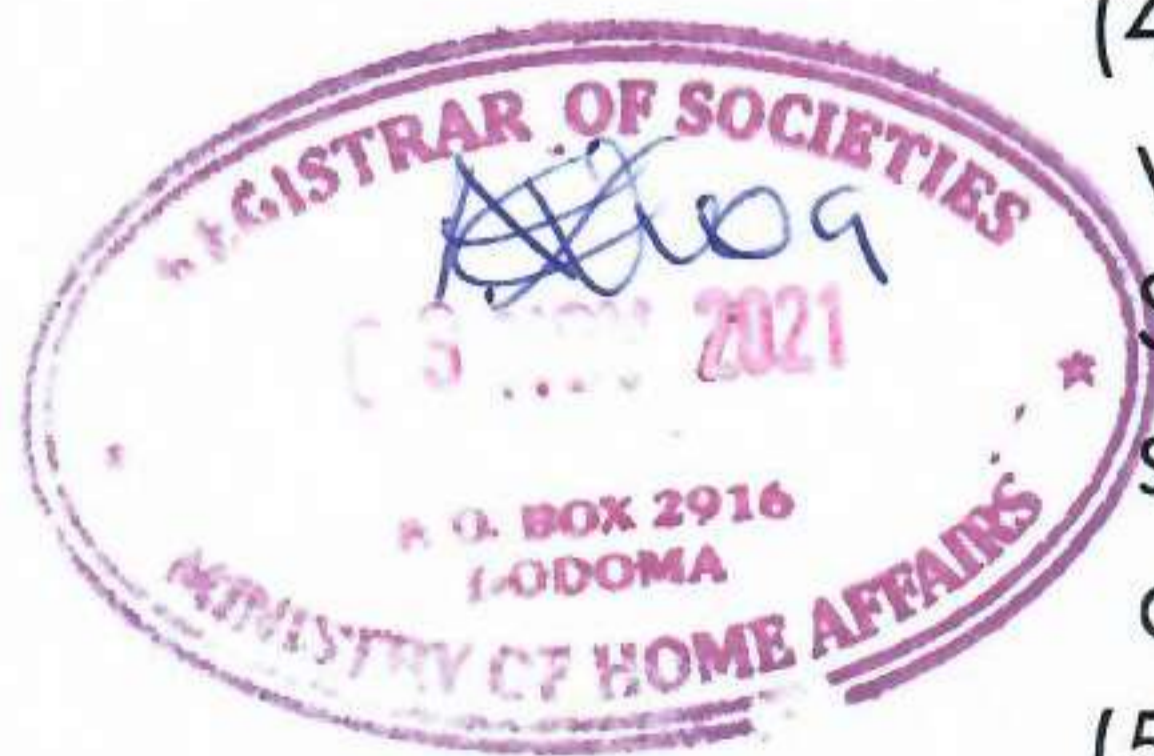
CONSTITUTION AMENDMENT, DISPUTE RESOLUTION AND DISOLUTION OF THE ASSOCIATION

Constitution

- Amendment* 65.(1) The constitution of COTUL may be amended from time to time if there is a need to do so.
- (2) The resolution of constitution amendment shall be discussed at the AGM and be approved.
- (3) The quorum of the constitution amendment shall be 1/2 of total active members in the main registry.
- (4) The secretary shall write and prepare minute sheet of the meeting discussed the constitution amendment and shall keep records

Dispute

- Resolution* 66.(1) In any case if the dispute arose in the association and outside the association it shall be solved amicably.
- (2) The Advisory Board shall solve the dispute and give recommendation and present it in the AGM for discussion and approval.
- (4) Where the dispute failed to be solved within the COTUL AGM, the Executive Secretary shall inform the registrar of societies in writing who shall solve the dispute.
- (5) In case the dispute in the eyes of registrar is above his control he/she can inform the executive secretary in writing to open the



case in the court of law for more legal procedures.

*Dissolution
Of The*

Association 67.(1) The association may be dissolved due to the following grounds:

- (a) By an act of God.
- (b) By its own members by the vote of 2/3 at the AGM if there is a need to do so.
- (c) By an order of the registrar of societies in his power.
- (d) By an order of the court.

(2) If in case the association dissolves, no dividends, assets and liabilities or any other property of COTUL shall be distributed to the member institutions of the consortium upon its dissolution at that material time until settlement of the dispute is reached using legal instruments.

(3) In the event of the dissolution of COTUL, all the assets and liabilities of COTUL shall be distributed equitably among the Member Institutions still on roll of current Membership or given to any successor body or programme with similar vision, goal and/or objects as COTUL as such Member Institutions deem fit.

(4) In this eventuality, all movable and immovable properties of the consortium



shall revert to a public national research coordinating body, or shall be given to according to the contribution they made any successor body or programme with similar vision, goal and/or objects as COTUL as such Member Institutions deem fit.

(5) In any case where a Member Institution decides to exercise its right of ceasing participation as such Member before dissolution, the powers, rights and privileges accruing to it and the obligations borne by it arising under the Constitution shall cease to operate in relation to it with immediate effect.

(6) In any such case as falls under Article 67 (5) all previously incurred or undertaken specific obligations or tasks shall be discharged or payment of fair and adequate compensation shall be made to COTUL by the Member Institution in question.

PART XI

COMMON SEAL OF THE ASSOCIATION

Common
Seal 68.

(1) There shall be a common seal of the association which shall be kept by the Executive secretary.



(2) The common seal shall be used by Executive Secretary to every documents letters to introduce the association.

PART XII

CAPACITY TO CONTRACT

Capacity to

Contract 69.(1) COTUL, through the Registered Board shall be capable of suing and being sued in its own name, shall be capable of entering into contractual agreements for and on behalf of Member Institutions in pursuance of matters provided for, connected or associated with the powers, objects, and functions of COTUL.

(2) All contracts made by any Member Institutions or officer in the service of COTUL contrary to the provisions of this Article shall be personal to the officer, person or Institution making them and he or, as the case may be, shall be answerable for all liabilities arising there under.

PART XIII

RELATIONSHIP BETWEEN THE ORGANS, STAFFS AND MEMBER INSTITUTIONS

Relationships and

Prohibitions 70.(1) In the performance of their functions, the organs and the officers and staff in the service of COTUL shall:

(a) Refrain from any actions which may



adversely reflect on their positions as Staff or spoil the name and/or reputation of COTUL.

(b) Not seek or receive instructions from any Member Institution, participating Institution or from any other authority external to COTUL.

(2) A Member Institution shall not, by or under any law of the Member Institution, confer any power or impose any duty upon an officer, organ or institution of COTUL, as such, except with the prior consent of the General Assembly

(3) Each Member Institution undertakes to respect responsibilities of the organs and staff of COTUL and shall not seek to influence them in the discharge of their functions.

(4) The Member Institutions agree to cooperate with and assist the secretariat in the performance of its functions as set out in Article 33 of this Constitution and agree in particular to provide any information which the Secretariat may request towards discharging its functions and duties.

