

THE COMPANIES ORDINANCE (CAP.212)

MEMORANDUM OF ASSOCIATION

OF THE

**TANZANIA CHAMBER OF COMMERCE
INDUSTRY AND AGRICULTURE**

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

1. The name of the Company is the Tanzania Chamber of Commerce, Industry and Agriculture.
2. The Registered office of the Company will be situated in the United Republic of Tanzania.
3. The objects for which the Company was established are;
 - (a) to unite all the members of the business community in Tanzania
 - (b) to act as the instrument of the members in dialogue with the Government and parastatals on broad issues of macro and micro socio-economic policy.
 - (c) to formulate and uphold the highest standards of business ethics;
 - (d) to advise the Government in the formulation of policies and programs relating to trade promotion domestically and in foreign markets, and to industrial and agricultural development.
 - (e) to assist government in the formulation of policies and strategies on exports development with a view to ensure that objectives and priorities are in consonance with fulfilling balance of payments objectives;
 - (f) to promote, co-ordinate and protect commercial, industrial and agricultural interests in Tanzania in general and of members in particular;
 - (g) to establish, maintain, organize, manage and finance Trade, Industrial and Agricultural Exhibitions and displays either on its own or in collaboration with other organizations;
 - (h) to foster social unity within and to promote the welfare of the commercial, industrial and agricultural community;
 - (i) to promote, support or register disagreement of legislation and to work towards elimination of bureaucratic measures in matters affecting the interests of commerce, industry and agriculture;
 - (j) to ensure uniformity in commercial practices;
 - (k) to issue certificates of origin and other documents necessary for international trade;
 - (l) to promote economic contacts with other countries and conclude agreements on the establishment of joint working bodies with foreign bodies;
 - (m) to furnish information to business houses in foreign countries on the financial standing and commercial strength of national firms;
 - (n) to establish relationship with foreign bodies having objects similar to those of the Chamber;
 - (o) to provide facilities for the study, enquiry and research into commercial industrial and agricultural matters and to make known the results thereof by publishing, copyrighting, producing and distributing books, pamphlets, films, posters, periodicals and journals and in such other manner as may be thought fit;
 - (p) to collect and disseminate statistical and other information;

- (q) to institute, establish and promote training courses, grants, awards and prizes and otherwise to encourage education in the principles and practice of commerce, industry and agriculture;
- (r) to establish commercial exchanges, newsrooms, libraries and other like facilities;
- (s) to act as arbitrator in the settlement of disputes arising out of business transactions and provide the means necessary for the independent courts of arbitration to perform their functions;
- (t) to affiliate, confer, consult, contact and co-operate with companies institutions, societies and associations having objects similar in whole or in part to those of the Chamber;
- (u) to provide such services as the Chamber shall from time to time determine;
- (v) to arrange to carry on the work of the Chamber and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees; vices actually rendered to the Chamber nor prevent the payment of interest at a rate not exceeding the current bank rate on money **** or reasonable and proper rent for premises demised or let by any member to the Chamber but PROVIDED always that no Director shall be appointed to any salaried office of the Chamber.
- (w) to purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any right or privileges in any part of the world which the Chamber may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any building or erections necessary, convenient or fitted for the work of the Chamber.
- (x) to sell, let, mortgage, charge dispose of or turn to account allow any of the property or assets of the Chamber as may be thought expedient with a view of furthering its objects;
- (y) to undertake and execute or create any trusts which may lawfully be undertaken by the Chamber to further its objects;
- (z) to lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Chamber and to guarantee and become surety for the liabilities or the performance of contracts and the repayment of money by any persons whether customers and others having dealings with the Chamber or not;
- (aa) to open and operate banking accounts and to make, draw, accept, endorse discount, negotiate, execute, issue, buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise;
- (bb) to borrow or raise money and to secure or discharge any debt or obligation of or bind on the Chamber in such manner as may be thought fit and in particular by legal and equitable mortgages and charges upon the undertaking and all or any of the property and assets present and future of the Chamber or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description;
- (ac) to accept grants, gifts, subscriptions and donations under conditions acceptable to Chamber;
- (ad) to pay all expenses preliminary or incidental to the formation of the Company and its registration;
- (ae) to do all or any of the above things and other activities.

Auxiliary or complementary thereto in any part of the world either as principals, agents, trustees or otherwise and generally to do all such other lawful things as are incidental or may be thought by the Chamber to be conducive to the attainment of the above objects or any of them **PROVIDED**, that the Chamber shall not commit its funds nor endeavor to impose on nor procure to be observed by its members or others any regulation or restriction which if an object of the Chamber would make it a trade union and **PROVIDED** also that the objectives of the Chamber as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not in anyway be limited by reference to any other paragraph or the order in which the same occurs.

4. The liability of members is limited PROVIDED that in the event of winding up of the Chamber every ordinary member for the time being undertakes to subscribe such amount not exceeding Tanzania Shillings 5,000/= as may

be required for payment of debts and liabilities of the Chamber contracted before he ceases to be a member and of the costs, charges and expenses of winding up.

5. The income and property of the Chamber whenever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirect by way of dividend, gift, division, bonus or otherwise however by way of profit to the members of the Chamber.

PROVIDED that nothing herein shall prevent the payment in going faith of reasonable and proper remuneration to any officer or servant of the Chamber or to any member of the Chamber in return or any services actually rendered to the Chamber nor prevent the payment of interest at a rate not exceeding the current bank rate on money lent or reasonable and proper rent for premises demised or let by any member to the Chamber but **PROVIDED** always that no Director shall be appointed to any salaried office of the Chamber.

PROVIDED further that nothing herein before contained shall prevent any payment to any Company of which a member of the Board of Directors may be a director, member or shareholder and such member shall not be bound to account for any share of profits he may receive in respect of such payments.

If upon winding up or dissolution of the Chamber, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other institution having objects similar to the objects of the Chamber and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of clause 6 thereof (such institution or institution or institutions to be determined by the members of the Chamber at or before the time of dissolution); and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects to be determined by the members.

6. No addition, alteration or amendment shall be made to the Memorandum or Articles for the time being in force unless the same has been previously submitted to and approved by a Resolution of either the, AGM or EOGM.
7. We the several persons whose names, postal addresses and occupations are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.
8. Names, postal and Address and Occupation of Signatures of subscribers

1. Emilio Charles Mzena
P. O. Box 239
DAR ES SALAAM
BUSINESSMAN
2. Chrysostom Francis Mwalongo
P. O. Box 1229
DAR ES SALAAM
BUSINESSMAN
3. Manilal Mathuradas Devani
P. O. Box 55
DAR ES SALAAM
BUSINESSMAN
4. Wilfrem R. Mwakitwange
P. O. Box 5659
DAR ES SALAAM
BUSINESSMAN
5. Medard M. Mutungi
P. O. Box 5612
DAR ES SALAAM
BUSINESSMAN
6. Hamisi M. Lukoo
P. O. Box 9412
DAR ES SALAAM

BUSINESSMAN

7. Juma Volter Mwapachu
P. O. Box 3005
DAR ES SALAAM
BUSINESSMAN

Dated this day of 19

WITNESS to the above Signature

THE COMPANIES ORDINANCE (CAP.212)

ARTICLES OF ASSOCIATION

**OF THE
TANZANIA CHAMBER OF COMMERCE
INDUSTRY AND AGRICULTURE**

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

INTERPRETATION

1. In these Articles unless they be in the context anything inconsistent herewith:

“**The Chamber**” shall mean the Tanzania Chamber of Commerce, Industry and Agriculture

“**The ordinance**” shall mean the Companies Ordinance (Chapter 212) and every statutory modification of re-enactment thereof for the time being in force;

“**Council**” shall mean the National Executive Council of the Chamber; and the Regional Executive Council

“**The Seal**” shall mean the common Seal of the Chamber:

“**The month**” shall mean calendar month;

“**The year**” shall mean calendar year;

“**Commerce, Industry and Agriculture**” shall not be construed in the narrow sense but in addition shall include and embrace such activities as mining, tourism, merchant activities, fisheries, services; and construction etc.

- “Officers”** President , Vice Presidents, Treasurer General, Chairman, Vice Chairman, Treasurer elected pursuant to Article 18,19 and 20.
- “Regional Chamber”**..... “Tanzania Chamber of Commerce, Industry and Agriculture X Region”. Where and stands for the name of the Region
- “Branch”**..... Shall mean Branch of the Chamber established at each District Capital of Tanzania mainland
- “Sub Branch”** A branch of the Chamber established at any place which is a district capital.
- “Promoters”** shall mean all those Persons falling within the definition of Ordinary Member whose names appear in the lists of attendance of the two Inaugural meetings of the Chamber;
- “Ordinary Member”**..... shall mean licensed or recognized trade operators, partnerships, bodies corporate, cooperative societies, professionals, service institutions and foreign companies which have established a place of business in the United Republic of Tanzania; or agriculturists and pastoralists.
- “Associations”** shall mean registered institutions other than the Chamber, constituting, respectively merchants, traders, manufacturers, producers, marketers, professional services and construction bodies.
- “Sectoral Association”** shall mean any organization, which provide Business support services to its members who all belong to the same economic sector.
- “Professional Association”** shall mean by any organization whose members belong to the same profession
- “Business Support Organization”** ... shall mean any institution which renders supportto the business community.
- “Corporate Members”** shall mean a Multinational company or any corporate company with a national/panterritorial network of branches, which by their nature are members of the headquarters of TCCIA

Words and expressions defined in the ordinance shall if not inconsistent with the subject or context bear the same meaning in these Articles. Words importing the singular number shall include the plural and vice versa.

Words importing the masculine gender shall include the feminine. The word "member" in respect of firms and bodies corporate shall include the properly accredited representative of that member.

2. These Articles shall be construed with reference to the provisions of the Ordinance.
3. The Chamber/Company is a public Company.

MEMBERSHIP

4. There shall be five categories of membership within the Chamber, namely, ordinary members, corporate members, affiliate members, associate members, and honorary members.
5. All ordinary, corporate, affiliate, and associate members, shall upon payment of their respective membership fees become automatic members of the Chamber. An honorary member shall acquire membership of the Chamber upon being elected as such by the National Annual General Meeting or Extraordinary General Meeting. The National Executive Council may in certain circumstances waive membership fees payable by an associate member. Honorary members shall not be required to pay any membership fees.
6. Every person as defined under Article desirous of becoming an ordinary or affiliate member of the Chamber shall complete, sign and deliver to either the Regional Chamber, the District Branch or Sub-District Branch as the case may be, an application for membership in the form to be provided by the Chamber.

Every person as defined under Article 4 desirous of becoming an associate, affiliate or corporate member of the Chamber shall complete, sign and deliver to the Chamber Headquarters an application for membership in the form to be provided by the Chamber.

Recommendations for conferment of Honorary Membership may be initiated either by a district Branch Executive Committee, a Regional Chamber Executive Council or the National Executive Council, on the advice of the national Management Committee or on its own motion.

7. Membership is confined to:
 - (a) Membership is confined to:
 - (a) Registered licensed businesses.
 - (b) Surveyed and unsurveyed and or unlicensed farms and livestock units.
 - (c) Agricultural and pastoral operators.

- (d) Groups of micro-enterprises.
- (e) Professional associations.

Membership is not transferable.

8. Membership fees shall be in two categories:-
- (a) Entrance fee
 - (b) Annual Subscription

Which shall be shared between District Branches Regional Chambers and Chamber Headquarters in proportions to be determined by the National Executive Council.

Automatic remittance of membership fees

For avoidance of doubt remittances of entrance fees and subscriptions from Regional Chambers to the headquarters of the Chamber and from District Branches to Regional Chambers shall be made automatically by Regional Executive Officers or Branch Executive Officers. Honorary Secretaries as the case may be, without prior authorizations of Officers of the Regional Chamber or District Branch, except as it relates to normal accounting procedures as stipulated in the Financial Regulations and Accounting Manuals of the Chamber.

9. The scale of membership fees shall be determined from time to time by the National Executive Council.
10. Annual subscriptions for the ensuing year shall be payable by any member in respect of whom notice of resignation is received by the Chamber between 1st and 31st December, both dates inclusive.

TERMINATION OF MEMBERSHIP

11. Membership of the Chamber shall cease if such member:
- (a) Resigns by giving one month's notice in writing to the Chamber branch;
 - (b) Become of unsound mind;
 - (c) Fails to pay his fees
 - (d) Is excluded pursuant to Article 12 and 13;
 - (e) Is adjudicated bankrupt, goes into liquidation or compounds with his creditors;

PROVIDED always that any member who ceases to be a member shall remain liable in terms of the Memorandum and Articles of Association for all liabilities, contributions and annual fees falling due within the year in which he ceases to be a member.

12. The National Executive Council, Regional Executive Council or District Executive Committee may terminate the membership of any member who by his conduct renders himself unfit, in the opinion of a majority of the Council or Executive Committee members to remain a member, of the Chamber.
13. No member may exercise any of the rights and privileges of membership if his subscription fees remain unpaid for more than four months after 1st January of each year. After a written notice of two months the National or Regional Executive Council or Branch Executive Committee will terminate the membership.

SUSPENSION

- 14 (a) The National Executive Council, Regional Executive Council or District Branch Executive Committee shall have the power by majority vote to suspend any member from membership for reasonable cause and for any period not exceeding three months.
 - (b) During this period of suspension the member forfeits all rights and privileges except that of appeal pursuant to Articles 15.

RIGHT OF APPEAL

15. (a) A member whose membership has been terminated or suspended by the District Branch Executive Committee shall have the right to appeal to the Regional Executive Council and if need be thereafter, to the Annual General Meeting or Extra-ordinary General Meeting of the Regional Chamber.
 - (b) A member whose membership has been terminated or suspended by the Regional Executive Council shall have the right to appeal to the National Executive Council or if need be thereafter to the National Annual General Meeting or Extraordinary General Meeting of the Chamber.
 - (c) A member whose membership has been terminated or suspended by the National Executive Council shall have the right to appeal to the national Annual General Meeting or Extraordinary General Meeting.
 - (d) A member wishing to appeal shall lodge his application in writing to the Executive Officer of the Regional Chamber or the Executive Director of the Chamber Headquarters as the case may be, within thirty days, with a copy to the District Executive Committee or the Regional Executive Council as the case may be.
 - (e) The decision of the Regional or National Annual General Meeting or Extraordinary General Meeting shall be final.
16. A member whose membership has been terminated may re-apply for membership after twelve months from the date of the letter informing him of such termination of membership.

OFFICERS OF THE CHAMBER

17. (a) There shall be a President of the Chamber who shall be elected every three years. He is eligible for re-election for only one more term of three years. Thereafter he shall sit on the National Executive Council as Immediate past President until a new retired President (i.e. his successor) replaces him.

After his term of office he will serve in the Council of past Presidents (when it is created). He shall not again run for election to become an Officer of the Chamber, nor a councillor.

The President shall supervise the work of the Secretariat

- (b) The duties of the President shall be to preside over the National Annual General Meeting, Extra-ordinary General Meeting, meetings of the National Executive Council and of the Management Committee. He shall be the spokesman of the Chamber on all policy matters.
18. (a) There shall be three Vice Presidents of the Chamber who will be elected every Three years and are eligible for re-election for only one more term of three years.
- (b) There shall be a Vice President responsible for industrial affairs, a Vice President responsible for Commercial affairs and a Vice President responsible for agricultural affairs.
19. (a) There shall be a Treasurer – General of the Chamber who shall be elected every three years and shall be eligible for re-election for only one more term of three years.
- (b) The Treasurer General shall be responsible for resource mobilization, proper maintenance of books of accounts, preparation of Budgets and final accounts of the Chamber.

He will ensure adherence to the Financial Regulations and Accounting Procedures of the Chamber throughout the Chamber network.

20. (a) Only members whose dues to the Chamber are fully paid up at the date of the Annual General Meeting shall be eligible for election as officers of the Chamber.
- (b) Any member aspiring for any leadership position in the Chamber must have been a paid up member for not less than two consecutive years.
 - (c) In the case of national leadership, he must first have held a leadership position in the Chamber for at least one term of office.

PROVIDED that an Officer of the Chamber who is already in office at the time of this amendment shall not be affected.

- (d) Nominations for election shall be made in writing on a presented form and delivered to the Executive Director not less than seven days prior to the scheduled date of the Annual General Meeting.
- (e) Officers of the Chamber elected from the leadership of Regional Chambers or District Branches must relinquish their leadership positions in the respective Regional Chamber or District Branch.

21. (a) The President, the Vice-Presidents and the Treasurer - General shall constitute the Officers of the Chamber and shall assume office immediately after the close of the Annual General Meeting or Extra-ordinary General Meeting at which they have been elected.
- (b) Remuneration or allowances, if any, payable to the officers of the Chamber shall be determined by the National Executive Council.
- (c) Any officer of the Chamber may be reprimanded or removed from office at an Annual General Meeting or at an Extra-ordinary General Meeting specially demanded by more than half of the total number of TCCIA Regional Chambers. The Annual General Meeting or Extra-ordinary General Meeting after due hearing of his defence may dismiss the charges brought against the particular officer.

If however, the officer fails to attend for reasons the Annual General Meeting or Extra-ordinary General Meeting considers to be valid, after deliberations, the Annual General Meeting or Extra-ordinary General Meeting may delegate making of final decision to the National Executive Council. If however, the officer, having been duly notified of the case against him fails to attend for reasons not acceptable to the General Meeting the case may be decided in his absence.

22. (a) If the office of the President shall be vacant by reason of resignation or death or for any other reason, an emergency meeting of the National Executive Council shall be called within thirty days to elect an interim President from amongst the Vice-Presidents pending the Annual General Meeting or the Extra-ordinary General Meeting specially convened for this purpose where the position shall be filled.
- (b) While an interim President is still not elected, the Management Committee shall be led by one of the Vice-President who shall be preferred by the majority of members of the Management Committee by themselves.
- (c) The Vice President elected as interim President shall hold the position for a period not exceeding six (6) months.
- (d) If the President elected under article 22 (a) above serves for at least two-thirds ($\frac{2}{3}$) of the term of office which would have been served by his predecessor, the period so served shall be considered to be his first term of office and shall thereafter be eligible for re-election for only one more term of office of three years.

If however, he serves for a period less than $\frac{2}{3}$ of the term of office which would have been served by his predecessor such period shall be disregarded and he shall be eligible for election for two terms of 3 years each.

23. (a) If there shall at any time and for whatever reason be less than the required number of Officers of the Chamber other than the President, the National Executive Council shall fill the vacant post from among its members and seek confirmation thereof at the next Annual General Meeting. New officers shall remain in office until

the expiry of the balance of the term of tenure of the other officers of the Chamber when they may seek re-election.

- (b) If the balance of the term of tenure is more than $\frac{2}{3}$ the new officers of the Chamber shall be entitled to only one more term of office of 3 years. If less than $\frac{2}{3}$ it shall be ignored and they shall be entitled for election for two terms of three years each.

24. The following persons shall not hold positions of leadership in the Chamber at Sub-

District, District, Regional nor national level:

- (i) A Minister or Deputy Minister of the Government of the United Republic of Tanzania
- (ii) A member of Parliament
- (iii) A civil servant of the Government of Tanzania
- (iv) An employee of Local Government in Tanzania
- (v) A leader of a political party and of organizations affiliated to the party, at Sub-district, district, regional and national level
- (vi) A councillor of a local Government in Tanzania
- (vii) A leader of a Trade Union and of organizations affiliated to it, at Sub-district, district, regional and national level.
- (viii) An employee of the Chamber at Sub-district, district, regional and national level.

- (ix) A non-citizen of the United Republic of Tanzania

PROVIDED that nothing in this article should be construed as disqualifying any of these persons who are bon fide businessmen from becoming members of the Chamber.

PROVIDED further that if it is deemed to be in the interest of the Chamber to secure attendance of any of these persons at any or part of a meeting such a person may attend the meeting and make such statements as are pertinent to the issues under discussion. He may further be coopted as a member of a Committee but shall have no voting rights.

DIRECTORS AND SECRETARY

25. The officers of the Chamber shall be the Directors for the purpose of the Ordinance and the Executive Director shall act as Secretary of the Company.

GENERAL MEETINGS

26. The Chamber shall have three types of General Meetings, as follows:

- (a) Annual General Meeting, which shall meet every year on such day and at such place and time as the National Executive Council shall determine, but in any case not later than May 31st each year.
- (b) Extra-ordinary General Meeting pursuant to Article 30.
- (c) Such Meetings of Members as the National Executive Council deems necessary.

ANNUAL GENERAL MEETING

27. (a) There shall be an Annual General Meeting whose delegates shall be the following:
- (i) Officers of the Chamber as defined under article 21.
 - (ii) Six delegates from each Regional Chamber comprising: The regional Chairman and five other delegates.
 - (iii) Five Councillors
 - (iv) Immediate Past President
 - (v) Executive Director who among other things will act as rapotour but shall have no vote.
- (b) If a Regional Chamber has District Branches, regional delegates to the national Annual General Meeting or Extra-Ordinary General Meeting shall be the Regional Chairman and up to 3 (three) District Chairmen and two ordinary members.

PROVIDED that if there be more than three (3) District Branches in a Regional Chamber the District Branch Chairmen shall attend such meetings in rotation.

PROVIDED further that if the number of District Branches in a Regional Chamber is less than three (3) remaining delegates shall come from members of the Regional Executive Council.

28. The business of the Annual General Meeting shall be to:-
- (a) Approve the minutes of the previous Annual General Meeting and of Extra-ordinary General Meetings held in the meantime;
 - (b) Receive the report of the President on the activities of the Chamber during the past year;
 - (c) Receive the audited accounts of the Chamber for the preceding year and the report of the auditors thereon;
 - (d) Receive, consider and approve the Plan of Action for the ensuing year;
 - (e) Approve the Budget for the ensuing year;
 - (f) Appoint and fix the remuneration of the Auditors of the Chamber for the ensuing year;
 - (g) Elect the officers of the Chamber when due.
 - (h) Hear appeals (if any) from members whose membership has been suspended or terminated by the National Executive Council.
29. The Annual General Meeting shall have the right to comment and direct on the structure of standing committees or any matter whatsoever proposed by the National Executive Council.

EXTRA-ORDINARY GENERAL MEETING

30. Extra-ordinary General Meeting shall be convened by the National Executive Council on its own motion or upon the request in writing of at least one-half of the number of Regional Chambers stating the purpose for which the meeting is to be called.
31. The business of an Extra-ordinary General Meeting shall be confined to the matters disclosed in the notice of the Meeting.

QUORUM OF GENERAL MEETINGS

32. Save as otherwise provided a quorum for all General Meetings shall be one third of the total number of delegates that are entitled to attend the meeting and vote or 30 delegates present at the meeting and entitled to vote, whichever is the least.

NATIONAL EXECUTIVE COUNCIL

33. (a) The affairs of the Chamber shall be managed by the National Executive Council in accordance with directions given by Chamber in General Meetings. It shall comprise:
- (i) The officers of the Chamber
 - (ii) Chairmen of TCCIA Regional Chambers
 - (iii) 5 Councillors to be elected by the Annual General Meeting
 - (iv) Immediate Past President of TCCIA
 - (v) The Executive Director of the Chamber appointed pursuant to Article 40, sitting as Ex-officio member of the Council and acting as Secretary to the Council.
 - (vi) One representative co-opted from corporate members.
- (b) The Council shall be responsible to the Annual General Meeting, which shall have the final say on all matters including those previously dealt with by the Council.
- (c) Any member of the Council who fails to attend three consecutive meetings of the Council personally for whatever reasons, shall cease to be a member of the Council. The Regional Chamber which he represents, shall replace him with another person. For avoidance of doubt a Regional Chairman or an Officer of the Chamber who fails to attend three consecutive meetings of the Council will automatically lose his elective position at the Regional Chamber or Chamber Headquarters as the case may be. The respective Regional Executive Council shall replace the Chairman of the Regional Chamber, while the National Executive Council shall replace the Officer of the Chamber, Councillor or representative of corporate members pending confirmation by the Regional and National Annual or Extra-Ordinary General Meeting respectively. A person so removed from leadership shall not be eligible to contest for election for at least three years.

(d) Any official of the Chamber removed from office under the provisions of this Article shall have the right appeal to the respective Annual General Meeting.

34. The National Executive Council shall meet in the months of March, May, September and December each year or more often as the need may be.

QUORUM OF NATIONAL EXECUTIVE COUNCIL

35. The quorum of the National Executive Council shall be one-third of its membership or ten members present and entitled to vote whichever is the least.

NATIONAL MANAGEMENT COMMITTEE

36. There shall be a National Management Committee, which shall comprise: -

- (i) President of TCCIA
- (ii) Vice-President (Commerce)
- (iii) Vice President (Industry)
- (iv) Vice President (Agriculture)
- (v) Treasurer-General
- (vi) The Executive Director of the Chamber sitting in an ex-officio capacity and acting as Secretary to the Committee.

PROVIDED that on request and if the Chairman of the Management Committee so agrees any member may attend its meetings.

37. (a) The National Management Committee shall be responsible to the National Executive Council for all Administrative matters related to finance and for the general day to day running of the Chamber and shall meet at least once a month or more often as need be.

(b) Any member of the National Management Committee who fails for whatever reason to attend three consecutive meetings shall cease to be a member of the Management Committee and the National Executive Council shall replace him with another person in accordance with Article 23 of this Constitution.

(c) A person so removed shall not be eligible for re-election for at least three years.

QUORUM OF NATIONAL MANAGEMENT COMMITTEE

38. The quorum of the National Management Committee shall be three of its members present and entitled to vote.

39. When in the view of the President an urgent decision is required he shall make such decision but shall at the first opportunity report to and seek the approval of the Management Committee and, if appropriate, of the Council.

APPOINTMENT OF STAFF

40. (a) **Executive Director**

The National Executive Council shall appoint an Executive Director for the Chamber following interviews and recommendations by the National Management Committee. At the following Annual General Meeting or Extra-ordinary General Meeting the delegates shall be informed of the appointment.

The Executive Director shall be responsible to the National Management Committee through the President and shall refer to the National Management Committee for detailed direction.

(b) **Senior Staff**

Other Senior Staff shall be interviewed and appointed by the National Management Committee and the National Executive Council shall be requested to approve at its next meeting.

(c) **Junior Staff**

Junior Staff shall be appointed by the Executive Director after interviews and the National Management Committee shall be informed of the appointment.

- (d) No appointment shall be made unless it has been provided for in the Budget.

STANDING COMMITTEES

41. The National Executive Council acting on advice given to it by the Management Committee and as directed by the Annual General Meeting in terms of Article 29 shall within thirty days appoint Standing Committee Chairmen to deal with:

- (a) Commerce, Communication and Transport
- (b) Industry, Mining and Energy
- (b) Agriculture, and Environment
- (d) Finance and Resource mobilization
- (c) Government Affairs, TPSF and TNBC
- (d) Women and Youth Development

Standing Committees for Commerce, Industry and Agriculture shall be chaired by Vice-President for Commerce, for Industry and for Agriculture respectively.

The Finance and Resource Mobilization Standing Committee shall be chaired by the Treasurer General. **PROVIDED** that the Council shall give broad terms of reference to such committees formally in writing, including directions regarding any reporting procedures which the Council may require.

42. Each Standing Committee shall comprise not less than five members who shall be appointed by their respective Chairmen and noted by the Council and shall hold office for the life span of the Council.
43. A committee may co-opt such additional members as are considered necessary for the better functioning of that committee. When so appointed, such members shall have the same rights as elected members of that committee. The Executive Council at its earliest meeting shall not such co-option.
44. Each Standing Committee shall advise the Council on matters coming within its terms of reference as defined by the Council.
45. The Council may appoint such sub-committees as are considered by them necessary. Such Sub-Committees shall be given specific terms of reference and shall submit their reports as directed therein.
46. The National Executive Council may form sections of the Chamber for the benefit of any trade, industry, and agriculture, profession or any other interest or group of interests on a requisition from the Management Committee of the Chamber. Each section shall elect its own Chairman, Vice-Chairman and a Secretary. A Section Committee comprising not more than ten members of the section shall meet at least four times per annum. Section Committees shall report to the Council through the Management Committee of the Chamber and shall have such executive powers as may specifically be granted to each Committee by the Council.
47. The officers of the Chamber shall be ex-officio members of sections consistent with their experience or business activity.

GENERAL QUORUM

48. A quorum in respect of each committee and sub-committee unless otherwise specified herein shall be one-third of its membership, present and entitled to vote.

At any meeting of the Chamber, its Council or committees and sub-committees at which a quorum is not realised within thirty minutes of the appointed time the meeting shall stand adjourned until seven days thereafter when it will again meet at the same time and in the same place if available.

Members present at the adjourned meeting at the appointed hour shall form a quorum.

CASUAL VACANCIES

49. (a) A casual vacancy occurring in the membership of the Council or sub-committee may be filled by the Council.

(b) Any casual vacancy occurring in the membership of a Committee shall be filled by the Chairman of the Committee.

VOTES

50. (a) Each member or delegate shall have only one vote.

(b) A group of micro-enterprises which is a member of the Chamber shall have only one vote.

51. (a) No member shall be entitled to vote unless he shall have paid in full all membership fees due to the Chamber.

(b) No delegate of a Regional Chamber shall vote at a national Annual or Extra-ordinary General Meeting unless the Regional Chamber he represents has remitted to Chamber Headquarters the full portion of membership fees due to the Chamber Headquarters.

(c) No delegate of a District Branch shall vote at an Annual or Extra-ordinary General Meeting of a Regional Chamber unless the District Branch has remitted to the Regional Chamber Headquarters the full portion of membership fees due to the Regional Chamber and the Chamber Headquarters.

52. Voting at meetings of the Chamber shall be by show of hands at General Meetings or Executive Council/Committee Meetings involving elections voting shall be by secret ballot.

However, if in the opinion of the majority of delegates an issue can best be resolved by secret ballot, the vote shall be by secret ballot.

53. In the event of any equality of votes, the Chairman of a Meeting shall have a casting vote as well as a deliberative vote. This procedure shall not apply in the case of elections at General Meetings or Executive Council/Committee Meetings.

54. An employee of the Chamber shall neither be appointed an accredited representative of a member **nor have the right to vote.**

NOTICE OF MEETINGS

55. Notice for General Meetings of the Chamber shall be thirty days. For National Executive Council it shall be at least 14 days. For Ordinary Meeting of Management Committee at least 7 days.

REPRESENTATION ON PUBLIC BODIES

56. Members may be nominated by the Chamber through the Management Committee for appointment to outside bodies and persons so nominated shall represent the Chamber in those bodies. Persons so appointed shall report to the Chamber regularly on the business of the bodies in question. Any member who either fails to attend three

consecutive meetings of the body on which he represents the Chamber or does not report regularly to the Chamber on the business of the body shall be removed from the body and replaced.

INDEMNITY

57. Every member or servant of the Chamber acting pursuant to the duties entrusted to him by the Chamber shall be indemnified by the Chamber against all costs, losses and expense which he may incur or for which he may become liable by reasons of act or omission in the discharge of such duties unless the same should happen through his own negligence, default, breach of duty or breach of trust.

FINANCIAL YEAR

58. The financial year of the Chamber shall be the calendar year.

THE SEAL

59. The Council shall provide for the safe custody of the seal. The seal shall be used only by the authority of the Council and every instrument to which the seal shall be affixed shall be signed by any two officers of the Chamber.

ACCOUNTS

60. (a) All income to the Chamber shall be the property of the Chamber
61. Funds of the Chamber shall be used solely for:
- (a) payment of legitimate expenses and salaries;
 - (b) any other payment for the purpose of furtherance of the objects of the Chamber.
62. The officers of the Chamber shall cause proper books of account to be kept with respect to:
- (a) All sums of money received and expended by the Chamber and the matter in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Chamber and the assets and liabilities of the Chamber.

The Books of Account shall be kept at the registered office of the Chamber, or at such other place or places as the officers think fit, and shall always be open to the inspection of the officers.

63. The officers shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of members not being officers; and no member (not being an officer) shall have any right of inspecting any account or book or document of the Chamber or any of them shall be open to the inspection of members not being officers; and no member (not being an officer) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorized by the officers or by the Chamber in general meeting.

64. The officers shall from time to time in accordance with the ordinance, cause to be prepared and to be laid before the Chamber in a general meeting Income and Expenditure accounts, balance sheets and reports as are referred to in the Ordinance.
65. The Income and Expenditure account shall show, arranged under the most convenient heads, the amounts of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure fairly chargeable against the year's income so that a just balance Income and Expenditure may be laid before the meeting. In cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated with the addition of the reasons why only a position of such expenditure is charged against the income of the year.
66. A copy of every Balance Sheet (including every document required by law to be annexed there to) which is to be laid before the Chamber in a General Meeting together with a copy of the auditor's report shall, not less than fourteen days before the date of the Meeting be made available for members at their respective Regional Chamber offices.

AUDITORS

67. Auditors shall be appointed for the following year at the Annual General Meeting, which shall also fix their remuneration.
68. All accounts, records and documents shall be open to the inspection of the Auditors at any time.
69. (a) The Executive Director appointed pursuant to Article 40 shall under supervision of the Treasurer General produce an account of the receipts and payments of the Chamber Headquarters and a statement of assets and liabilities prepared as at the end of the financial year immediately preceding the Annual General Meeting.. He shall also compile consolidated accounts of the Chamber.

(b) He shall be the Accounting Officer of the Chamber under the supervision of the Treasurer-General..
70. The Auditors shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Chamber in what respect they are found to be incorrect, unvouched or not in accordance with the law.

RULES

71. The National Executive Council may from time to time make, repeal or amend rules for the conduct of the affairs of the Chamber as a whole or in part. Any rule prescribed by the Council may be repealed or varied by a resolution passed at a General Meeting: **PROVIDED** that any such repeal or variation shall not invalidate any action taken by the Chamber prior to the passing of the Resolution to repeal or vary the rules.

REGIONAL CHAMBERS

72. (a) There shall be established in every Region of mainland Tanzania an autonomous Regional Chamber of Commerce Industry and Agriculture which shall be subject to the terms of the Memorandum and Articles of Association of the Chamber.
- (b) The minimum number of paid-up members required to establish a Regional Chamber is 50.
- (c) In order to participate in the activities of the Chamber on a continuous basis, members of the Regional Chambers shall register themselves with the Regional Chamber in their respective areas.
73. Regional Chambers shall provide information on their activities to the Chamber Headquarters on a regular basis.
74. In all matters of national economic dimension and which are outside the jurisdiction of Regional Chambers, the Regional Chambers shall act through the National Management Committee.

OFFICERS OF THE REGIONAL CHAMBER

75. (a) There shall be a Chairman of the Regional Chamber who shall be elected every three years at the Annual General Meeting of the Regional Chamber and is eligible for re-election for only one more term of three years. Thereafter he shall sit on the Regional Executive Council as Immediate past Chairman until his successor replaces him. He shall not again run for election to become an Officer of the Regional Chamber nor a Councillor.
- (b) The Regional Chairman shall preside at the following Regional Chamber Meetings: -
- (a) Annual General Meeting
 - (b) Extra-ordinary General Meeting
 - (c) Regional Executive Council
 - (d) Management Committee Meeting
 - (e) The Regional Chairman shall be the spokesman of the Regional Chamber on all policy issues.

If, He shall supervise the work of the Secretariat of the Regional Chamber.

76. (a) There shall be three Vice-Chairmen of the Regional Chamber who shall be elected every three years at the Annual General Meeting of the Regional Chamber and shall be eligible for re-election for only one more term of three years.

- (b) The Vice-Chairman for commerce shall be responsible for commercial affairs, the Vice-Chairman for Industry shall be responsible for industrial affairs and the Vice-Chairman for Agriculture shall be responsible for agricultural affairs.

77. There shall be a Treasurer of the Regional Chamber who shall be elected every three years and shall be eligible for re-election for only one more term of three years. The Treasurer shall be responsible for financial and resource mobilization affairs.

78. The Chairman, the three Vice-Chairmen, and The Treasurer shall constitute the officers of the Regional Chamber and shall commence office immediately after the Annual General Meeting at which they have been elected.

79 (a) Any officer of the Regional Chamber can be reprimanded or removed from office at an Annual General Meeting or at an Extra-ordinary General Meeting specially demanded by more than half of the paid up members of the Regional Chamber, unless the Annual General Meeting or Extra-ordinary General Meeting after due hearing of his defense dismisses the charges brought against the particular officer.

However, if the officer fails to attend for reasons which the Annual General Meeting or Extra-ordinary General Meeting considers to be valid after deliberations, the Annual General Meeting or Extra-ordinary General Meeting may delegate making of final decision to the Regional Executive Council. If however, the officer, having been duly notified of the charge against him fails to attend for reasons not acceptable to the General Meeting, the case may be decided in his absence.

(b) Notwithstanding the provisions of para (a) above, if in the opinion of the Regional Executive Council it would not be in the interest of the Chamber for the officer to continue in his leadership position until the Annual or Extra-Ordinary General Meeting, it may suspend the Officer from performing his duties.

80. (a) If the office of the Regional Chairman shall fall vacant by reason of resignation or death or for any other reason an emergency meeting of the Regional Executive Council shall be called to elect an interim Chairman from amongst the Vice Chairmen, pending the meeting of the Annual General Meeting or Extra-ordinary General Meeting of the Regional Chamber specially convened for this purpose, where the position shall be filled.

(b) The Vice-Chairman elected as Interim Regional Chairman shall hold the position for a period not exceeding six (6) months.

(c) If the Regional Chairman elected under Article 80 (a) above serves for at least two-thirds ($\frac{2}{3}$) of the term of office which would have been served by his predecessor the period so served shall be considered to be his first term of office and shall thereafter be eligible for re-election for only one more term of office of three years.

If, however, he serves for a period of less than two-thirds (2/3) of the term of office of his predecessor such period shall be disregarded and

Either he shall be eligible for two terms of offices of three years each.

or he shall continue in his position for a further period of three years. Thereafter he shall be eligible for election for only one more term of office of three years.

81. Pursuant to the requirements of the Companies Ordinance, only the Officers of the Chamber can act as Directors. However, the officers of the Regional Chamber shall act as legally authorized agents of the Directors of the Chamber.

REGIONAL CHAMBER GENERAL MEETINGS

82. (a) Every Regional Chamber shall hold an Annual General Meeting every year on such day and at such time and place as the Regional Executive Council shall determine but in any case not later than the month of March.
- (b) Extra-ordinary General Meetings of the Regional Chamber shall be convened by the Regional Executive Council on its own motion or upon the request in writing of at least thirty paid-up members registered with the Regional Chamber stating the purpose for which the meeting is to be called.
- (c) Each District Branch shall send not more than ten (10) delegates to the Annual General Meeting or Extra Ordinary General Meeting of the Regional Chamber. The Chairman of the District Branch shall attend in his capacity as member of the Regional Executive Council.
- (d) In order to enable members of the Regional Chamber residing in the district in which the Headquarters of the Regional Chamber are situated to exercise their democratic right of electing their leaders and receiving reports, audited accounts and budgets, etc from the leaders, all paid-up members registered at the Headquarters of the Regional Chamber shall have the right to vote at Regional Annual General Meetings, Extraordinary General Meetings and at elections.
83. The business of the Annual General Meeting of the Regional Chamber shall be to: -
- (a) Approve the minutes of the previous Annual General Meeting and of any Extra-ordinary General Meetings held in the meantime;
- (b) Receive the report of the Regional Chamber chairman on the activities of the Regional Chamber during the past year;
- (c) Receive the audited accounts for the preceeding year and the report of the auditors thereon;
- (d) Receive, consider and approve a plan of action for the ensuing year;
- (e) Confirm, with or without changes, the budget for the ensuing year submitted by the Regional Executive Council.

- (f) Appoint and fix the remuneration of the auditors for the ensuing year;
- (e) Elect the officers of the Regional Chamber, when due, members of the Regional Executive Council, when due, the members to represent the Regional Chamber at the National Annual General Meeting or Extra-Ordinary General Meeting of the Chamber;
- (f) Hear appeals, if any, from suspended or terminated members.

84. The Annual General Meeting of the Regional Chamber may make recommendations to the Regional Executive Council concerning the structure and number of standing committees and the purposes for which they are established. The Regional Executive Council shall elect chairmen of such committees.

The exclusive business of an Extraordinary General Meeting of the Regional Chamber shall be the matters disclosed in the notice of the meeting .

85. Notice for convening Regional Chamber General Meetings shall be twenty-one days.

86. Quorum for a Regional Chamber General Meetings shall be one-third of paid-up members of the Regional Chamber or thirty paid-up members present and entitled to vote whichever be the least.

87. (a) Minutes of Regional Chamber General Meetings shall be sent to the National Chamber Headquarters not more than two weeks after the General Meetings.

(b) In the event of an election, the President of the Chamber or his representative shall preside over the proceedings. Notice of such elections should be sent to the Chamber Headquarters at least three weeks before the date of elections.

REGIONAL CHAMBER EXECUTIVE COUNCIL

88. The affairs of the Regional Chamber shall be managed by an Executive Council. It shall comprise:-
- (a) The Officers of the Regional Chamber namely: Chairman, Vice Chairman (Commerce), Vice-Chairman (Industry), Vice-Chairman (Agriculture), and Treasurer;.
 - (b) Six members elected at the Regional Chamber Annual General Meeting, or Extraordinary General Meeting;
 - (c) Chairmen of District Branches;
 - (e) The Executive Officer of the Regional Chamber appointed pursuant to Article 89, sitting as ex-officio member and acting as Secretary to the Council;
 - (f) Immediate Past Chairman of the Regional Chamber pursuant to Article 75.

The Regional Executive Council shall meet at least four times a year. Any member of the Regional Executive Council who fails to attend three consecutive meetings of the Executive Council for whatever reason shall be removed and replaced with another person by the Regional Executive Council.

The member so removed shall not be eligible to stand for election for at least three years.

89. The Regional Executive Council shall appoint an Executive Officer for the Regional Chamber who shall be responsible to the Regional Management Committee through the Regional Chairman on day to day affairs.
90. The quorum of the Executive Council shall be two-thirds of its elected membership or eight members present and entitled to vote whichever is the least.

REGIONAL CHAMBER MANAGEMENT COMMITTEE

91. There shall be a Management Committee of the Regional Chamber, which shall comprise: -
 - (a) The officers of the Regional Chamber.
 - (b) The Executive Officer sitting in ex-officio capacity and acting as Secretary to the Management Committee.
 - (c) The Management Committee may invite other persons whether members of the Chamber or not to any or all of the meetings or to any part of the proceedings but such persons shall not be entitled to vote.
92.
 - (a) The Management Committee shall be responsible to the Regional Executive Council for all administrative matters related to finance and for the general day to day running of the Regional Chamber.
 - (b) The Management Committee shall meet at least once a month. Any member of the Management Committee who fails to attend three consecutive meetings for whatever reason shall be removed and replaced with another person by the Regional Executive Council.

The member so removed shall not be eligible to stand for election for at least three year.

93. The quorum of the Management Committee shall be three of its elected members present and entitled to vote.
94. When in the view of the Chairman of the Regional Chamber an urgent decision is required he shall make such decision and shall at the first opportunity report to and seek approval of the Management Committee and, if appropriate, of the Regional Executive Council.

REGIONAL CHAMBER STANDING COMMITTEES

95. The Regional Executive Council acting on advice given to it by the Annual General Meeting in terms of Article 84, shall within thirty days thereof appoint Chairmen of Standing Committees to deal with: -
- (a) Commerce, Communication and Transport
 - (b) Industry, Mining and Energy
 - (c) Agriculture and Environment
 - (d) Finance and Resource Mobilization
 - (e) Government Affairs, TPSF and TNBC
 - (f) Women and Youth Development
96. (a) Standing Committees of Regional Chambers shall be given terms of reference by the Regional Executive Council formally in writing, including directions regarding any reporting procedures, which the Executive Council may require. The exact number of Standing Committees to be formed shall be determined by the Regional Executive Council.
- (b) The Agriculture Standing Committee shall be chaired by the Vice Chairman (Agriculture)
 - (c) The Commerce Standing Committee shall be chaired by the Vice Chairman (Commerce),
 - (d) The Industry Standing Committee shall be chaired by the Vice-Chairman (Industry) .
 - (e) The Finance and Resource mobilization Standing Committee shall be chaired by the Treasurer.
97. (a) Each Standing Committee shall comprise not less than five members who shall be appointed by their respective Chairpersons and noted by the Regional Executive Council Members of Standing Committees shall hold office for the life span of the Regional Executive Council.
- (b) Each Standing Committee shall meet at least once every two months.
 - (b) Any member of a Standing Committee who does not attend three consecutive meetings shall be removed and replaced with another by the Chairman of the Standing Committee.
98. Each Standing Committee shall advise the Regional Executive Council in matters coming within its terms of reference as defined by the Executive Council.
99. The Regional Executive Council may appoint such sub-committees, as it considers necessary, given defined tasks to be performed.

OTHER PROVISIONS RELATING TO THE REGIONAL CHAMBER

100. Articles herein relating to casual vacancies, co-option, votes, financial year, funds, accounts, and audit of the Chamber shall apply, mutatis mutandis, to the Regional Chambers.

101. Where in the opinion of the National Executive Council, the management of a Regional Chamber is deemed to be weak and unsatisfactory and in particular, where:

- (a) a Regional Chamber ceases to function properly: or
- (b) there is flagrant violation of the Memorandum and/or Articles of Association of the Chamber; e.g. failing to convene an Annual General Meeting or to conduct election of leaders when due, or to submit to members audited accounts of the Regional Chamber at an Annual General Meeting, or.
- (c) a Regional Chamber has failed, after due notice, to provide important information to the Chamber Headquarters to the satisfaction of the National Executive Council; or
- (d) a Regional Chamber has persistently defaulted to remit the prescribed part of membership dues to the Chamber Headquarters or.
- (e) a request in writing has been received from at least one -half of the paid-up members registered in the Regional Chamber.

The National Executive Council may dissolve the Regional Executive Council and Management Committee and assume direct responsibility for management of the Regional Chamber pending fresh elections pursuant to these Articles of Association.

The leaders so removed shall not be eligible to stand for election for at least three years. However, if in the opinion of the National Management Committee a particular leader or some of the leaders had performed well these shall be exempted from this disqualification and shall retain their respective leadership positions.

DISTRICT BRANCHES

102. (a) (i) There shall be opened in every District of a Region in mainland Tanzania a District Branch of the Regional Chamber which shall be subject to terms of the Memorandum and Articles of Association of the Chamber.

- (ii) District Branches shall be answerable to the Executive Councils of their respective Regional Chambers, through Regional Management Committee.
- (iii) A District in which the Headquarters of a Regional Chamber are situated shall not have a District Branch. Members in such a district shall register directly at the Headquarters of the Regional Chamber and shall be served by the leadership and staff of the Regional Chamber.
- (b) There shall be opened in every large trading centre of a District, which cannot be conveniently or effectively served from the District Branch Headquarters, a Sub-district Branch which shall be subject to the terms of the Memorandum and Articles of Association of the Chamber, and shall be answerable to the Executive Committee of the District Branch through the District Management Committee.
- (c) The minimum number of paid-up members required to establish a District Branch shall be 30 and a sub-district Branch 15.
- (d) In order to participate in the activities of the Chamber on a continuous basis, members of the District Branches and sub-district Branches shall register themselves with the, District Branch or sub-District Branch in their respective areas.

103. In all matters of national economic importance and which are outside the jurisdiction of District Branches or Sub Branches a District Branch shall act through the Regional Management Committee which shall/may refer the matter to the National Management Committee.

104. In all matters of national economic importance and which are outside the jurisdiction of District Branches or Sub-District Branches a District Branch shall act through the National Management Committee after due consultation with the Headquarters of the Regional Chamber.

OFFICERS OF THE DISTRICT BRANCH

105 (a) There shall be a Chairman of the District Branch or Sub-District Branch who shall be elected every three years at the Annual General Meeting of the District or Sub-District Branch and is eligible for re-election for only one more term of three years. Thereafter he shall sit on the Executive Committee as Immediate past Chairman until his successor replaces him.

- (b) The Chairman shall preside at the following Meetings: -
 - (i) Annual General Meeting
 - (ii) Extra-ordinary General Meeting
 - (iii) Executive Committee Meeting

- (iv) Management Committee Meeting
 - (c) The Chairman of the District Branch shall be the spokesman of the District Branch on all policy issues and shall be consulted by Sub-District Chairmen wishing to make policy statements.
 - (d) He shall supervise the work of the Secretariat of the District Branch.
106. (a) There shall be three Vice-Chairmen of the District Branch and one Vice-Chairman of the Sub-District Branch who shall be elected every three years at the Annual General Meeting and shall be eligible for re-election for only one more term of three years.
- (b) In the case of a District Branch the Vice-Chairman for commerce shall be responsible for commercial affairs, the Vice-Chairman for Industry shall be responsible for industrial affairs and the Vice-Chairman for Agriculture shall be responsible for agricultural affairs.
 - (c) The Vice-Chairman of a Sub-District Branch shall be responsible for all sectors.
107. (a) There shall be a Treasurer of the District or Sub-District Branch who shall be elected every three years and shall be eligible for re-election for only one more term of three years.
- (b) The Treasurer shall be responsible for financial and resource mobilization affairs.
108. Where an Executive Officer has not been appointed there shall be an Honorary Secretary who shall be elected every three years and shall be eligible for re-election for only one more term of three years
109. (a) The Chairman, the three Vice-Chairmen, or one Vice-Chairman in case of a Sub-District Branch, the Treasurer and the Honorary Secretary shall constitute the Officers of the District or Sub-District Branch and shall commence office immediately after the Annual General Meeting at which they have been elected.
- (b) Any officer of the District or Sub-District Branch may be reprimanded or removed from office at an Annual General Meeting or at an Extra-ordinary General Meeting specially demanded by more than half of the paid up members of the District or Sub-District Branch unless the Annual General Meeting or Extra-ordinary General Meeting, after due hearing of his defense, dismisses the charges brought against the particular officer.
 - (c) If however, the officer fails to attend for reasons which the Annual General Meeting or Extra-ordinary General Meeting considers to be valid after deliberations, the Annual General Meeting or Extra-ordinary General Meeting may delegate making of final decision to the Executive Committee. If however, the officer, having been duly notified of the charge against him fails to attend for reasons not acceptable to the General Meeting, the case may be decided in his absence.

- (d) Notwithstanding the provisions of paras (a) – (c) above, if in the opinion of the District Executive Committee it would not be in the interest of the Chamber for the officer to continue in his leadership position until the Annual or Extra-Ordinary General Meeting, it may suspend the Officer from performing his duties.
110. (a) If the office of the district Chairman shall fall vacant by reason of resignation or death or for any other reason an emergency meeting of the Executive Committee shall be called to elect an interim district Chairman from amongst the Vice Chairmen, pending the Annual General Meeting or Extra-ordinary General Meeting specially convened for this purpose, where the position shall be filled.
- (b) The Vice-Chairman elected as interim Chairman shall hold the position for a period not exceeding six (6) months.
- (c) If the office of the Chairman of a Sub-District Branch shall fall vacant for whatever reason, the Vice Chairman shall act as interim Chairman for a period not exceeding six (6) months pending the meeting of their Annual General Chairman or Extra-Ordinary General Meeting specially convened for this purpose where the position shall be filled.
- (d) If the Chairman elected under Article 110 (a) above serves for at least two-thirds ($\frac{2}{3}$) of the term of office which would have been served by his predecessor, the same shall considered to be his first term of office and he shall be eligible for only one more term of office of three years.

If however, he serves for less than $\frac{2}{3}$ of the term of office which would have been served by his predecessor, the same shall be disregarded and he shall be eligible for election for two terms of office of three years each

111. Pursuant to the requirements of the Companies Ordinance, only the Officers of the Chamber can act as Directors. However, the officers of the District or Sub-District Branch shall act as legally authorized agents of the Directors of the Chamber.

DISTRICT BRANCH GENERAL MEETINGS

112. (a) Every District or Sub-District Branch shall hold an Annual General Meeting every year on such day and at such time and place as the Executive Committee shall determine but in any case not later than 15th February.
- (b) Extra-ordinary General Meetings of the District or Sub-district Branch shall be convened by the Executive Committee on its own motion or upon the request in writing of at least fifteen paid-up members registered with the District or Sub-District Branch stating the purpose for which the meeting is to be called.

- (e) "Each Sub District Branch shall send not more than ten (10) delegates to the Annual General Meeting or Extra Ordinary General Meeting of the District Branch.. The Chairman of the Sub-District Branch shall attend in his capacity as member of the District Executive Committee.
113. The business of the Annual General Meeting of the District or Sub-District Branch shall be to: -
- (a) Approve the minutes of the previous Annual General Meeting and of any Extra-ordinary General Meetings held in the meantime.
 - (b) Receive the report of the District or Sub-District Branch chairman on the activities of the District or Sub-District Branch during the past year;
 - (c) Receive the audited accounts for the proceeding year and the report of the auditors thereon;
 - (d) Receive, consider and approve a plan of action for the ensuing year;
 - (e) Approve the budget for the ensuring year;
 - (f) Appoint and fix the remuneration of the auditors for the ensuing year;
 - (g) Elect the officers of the District or Sub-District Branch, when due, members of the Executive Committee, when due, the members to represent the District Branch at the General Meetings of the Regional Chamber.
 - (h) In case of District Branches, hear appeals, if any, from suspended or terminated members of Sub-District branches..
114. The Annual General Meeting of the District or Sub-District Branch may make recommendations to the Executive Committee concerning the structure and number of standing committees and the purposes for which they are established. The Executive Committee shall elect chairmen of such committees.
115. The exclusive business of an Extraordinary General Meeting of the District or Sub- District Branch shall be the matters disclosed in the notice of the meeting .
116. Notice for convening District or Sub-District Branch General Meetings shall be twenty-one days.
117. Quorum for a District or Sub-District Branch General Meeting shall be one-third of paid-up members of the District Sub-District Branch or twenty paid-up members present and entitled to vote whichever be the least.
118. (a) Minutes of District Branch General Meetings shall be sent to the Regional Chamber Headquarters not more than two weeks after the General Meetings.

- (b) In the event of an election the Chairman of the Regional Chamber or his representative shall preside over the proceedings. Notice of such elections should be sent to the Regional Chamber Headquarters at least three weeks before the date of elections.

DISTRICT BRANCH EXECUTIVE COMMITTEE

119. The affairs of the District or Sub-District Branch shall be managed by an Executive Committee.

It shall comprise:-

- (a) The Officers of the District or Sub-District Branch

- (b) Six members elected at the Annual General Meeting

- (c) Chairmen of Sub-District Branches in case of a District Branch Executive Committee

- (f) The Executive Officer of the District or Sub-District Branch, sitting as ex-officio member and acting as Secretary to the Executive Committee of the District Branch or of a Sub-District Branch as the case may be.

PROVIDED that where an Executive Officer has not been appointed his duties shall be performed by the Honorary Secretary.

- (g) Immediate Past Chairman of District or Sub-district Branch as the case may be.

The Executive Committee shall meet at least four times a year. Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Council for whatever reason shall be removed and replaced with another person by the Executive Committee.

A person so removed from leadership shall not be eligible to stand for election for at least three years.

120. The Executive Committee shall appoint an Executive Officer who shall be responsible to the Management Committee through the Chairman on day to day affairs.

121. The quorum of the Executive Committee shall be two-thirds of its elected membership or eight members present and entitled to vote whichever is the least.

DISTRICT BRANCH MANAGEMENT COMMITTEE

122. There shall be a Management Committee of the District or Sub-District Branch which shall comprise: -

- (a) The officers of the District or Sub-District Branch.

- (b) The Executive Officer sitting in ex-officio capacity and acting as Secretary to the Management Committee .

PROVIDED that where an Executive Officer has not been appointed, his duties shall be performed by the Honorary Secretary.

- (c) The Management Committee may invite other persons whether members of the Chamber or not to any or all of the meetings or to any part of the proceedings but such persons shall not be entitled to vote.
123. (a) The Management Committee shall be responsible to the Executive Committee for all administrative matters related to finance and for the general day to day running of the District or Sub-District Branch..
- (b) The Management Committee shall meet at least once a month.
 - (c) Any member of the Management Committee who fails to attend three consecutive meetings for whatever reason shall be removed and replaced with another person by the Executive Committee.

The person so removed from leadership shall not be eligible to stand for election for at least three years.

124. The quorum of the Management Committee shall be three of its elected members present and entitled to vote.

125. When in the view of the Chairman of the District or Sub-District Branch an urgent decision is required he shall make such decision and shall at the first opportunity report to and seek approval of the Management Committee and, if appropriate, of the Executive Committee.

DISTRICT BRANCH STANDING COMMITTEES

126. The Executive Committee acting on advice given to it by the Annual General Meeting in terms of Article, shall within thirty days thereof appoint Chairmen of Standing Committees to deal with: -

- (a) Commerce, Communication and Transport
- (b) Industry, Mining and Energy
- (c) Agriculture and Environment
- (d) Finance and Resource Mobilization
- (e) Government Affairs, TPSF and TNBC
- (f) Women and Youth Development

PROVIDED that such committees shall be given terms of reference by the Executive Committee formally in writing, including directions regarding any reporting procedures, which the Executive Committee may require. The exact number of Standing Committees to be formed shall be determined by the Executive Committee.

The Agriculture Standing Committee shall be chaired by the Vice Chairman (Agriculture)

The Commerce Standing Committee shall be chaired by the Vice Chairman (Commerce),

The Industry Standing Committee shall be chaired by the Vice-Chairman (Industry)

The Finance and Resource Mobilization Standing Committee shall be chaired by the Treasurer.

127. Each Standing Committee shall comprise not less than five members who shall be appointed by their respective Chairpersons and noted by the Executive Committee Members of Standing Committees shall hold office for the life span of the Executive Committee.

128. Each Standing Committee shall advise the Executive Committee in matters coming within its terms of reference as defined by the Executive Committee.

129. The Executive Committee may appoint such sub-committees, as it considers necessary, given defined tasks to be performed.

OTHER PROVISIONS RELATING TO DISTRICT BRANCHES

130. Articles herein relating to casual vacancies, co-option, votes, financial year, funds, accounts, and audit of the Chamber shall apply, mutatis mutandis, to the District or Sub-District Branches.

131. Where in the opinion of a Regional Executive Council, the management of a District Branch is deemed to be weak and unsatisfactory, and in particular where.

- (a) a District Branch ceases to function properly, or
- (b) there is fragrant violation of the Memorandum and/or Articles of Association of the Chamber; e.g. failing to convene an Annual General Meeting or to conduct election of leaders when due, or to submit to members audited accounts of the District Branch at an Annual General Meeting of the District Branch or
- (c) a District Branch has failed, after due notice, to provide important information to the Regional Chamber Headquarters to the satisfaction of the Regional Executive Council, or

(d) a District Branch has persistently defaulted to remit the prescribed part of membership dues to the Regional Chamber Headquarters or

(e) a request in writing has been received from at least one –half of the paid-up members registered in the District Branch.

a Regional Executive Council may dissolve the District Executive Committee and Management Committee and assume direct responsibility for management of the District Branch pending fresh elections pursuant to these Articles of Association.

The leaders so removed shall not be eligible to stand for election for at least three years.

However, if in the opinion of the Regional Executive Council a particular leader or some of the leaders had performed well, these shall be exempted from this disqualification and shall retain their respective positions.

OTHER PROVISIONS RELATING TO SUB-DISTRICT BRANCHES

132. Where in the opinion of a District Executive Committee the management of a Sub-District Branch is deemed to be weak and unsatisfactory and in particular where;

(a) a Sub-District Branch ceases to function properly, or

(b) there is fragrant violation of the Memorandum and/or Articles of Association of the Chamber; e.g. failing to convene an Annual General Meeting or to conduct election of leaders when due, or to submit to members audited accounts of the Sub-District Branch at an Annual General Meeting of the Sub-District Branch, or

(c) a Sub-District Branch has failed after due notice, to provide important information to the District Branch to the satisfaction of the District Executive Committee, or

(d) a Sub-District Branch has persistently defaulted to remit the prescribed part of membership fees due to the District Branch, or

(e) a request in writing has been received from at least one-half of the paid-up members registered in the Sub-District Branch,

a District Executive Committee may dissolve the Sub-District Executive Committee and Management Committee and assume direct responsibility for management of the Sub-District Branch pending fresh elections pursuant to these Articles of Association.

The leaders so removed shall not be eligible to stand for election for at least three years. However, if in the opinion of the District Executive Committee, a particular leader or some of the leaders had performed well, these shall be exempted from this disqualification and shall retain their respective positions.

BOARD OF TRUSTEES

133. The National Executive Council in the case of the Headquarters of the Chamber, the Regional Executive Council in the case of Regional Chambers and the District Executive Committee in the “case of District Branches shall recommend to their respective Annual General Meetings persons, not exceeding five, to be appointed as Trustees of the Chamber, the Regional Chamber or the District Branch as the case may be.