

NAMIBIA CHAMBER OF COMMERCE AND INDUSTRY (NCCI)

CONSTITUTION

**as adopted at the AGM
September 1998**

1 NAME & PURPOSE

1.1 Name

There is hereby established a voluntary, countrywide membership organisation to be known as the Namibia Chamber of Commerce and Industry (hereinafter referred to as "NCCI").

1.2 Purpose

The NCCI shall cater for the needs of all Namibian business persons, especially for the purpose of furthering the development of commercial, industrial, craft and service enterprises and shall promote prosperity for all Namibians by ensuring balanced private sector growth, enterprise development and global competitiveness.

2 PROFILE

2.1 Organisation

NCCI shall be organised in local or regional business communities in Local Councils (hereinafter referred to as "Councils") or Business Fora (hereinafter referred to as "Forum or Fora").

2.1.1 The NCCI shall have an office at national level (hereinafter referred to as "Head Office") and offices at local and/or regional levels (hereinafter referred to as "Branch Offices").

2.1.2 Several Councils and Fora together form Chamber Districts (hereinafter referred to as "District"). Each District is served by one Branch Office.

2.2 Affairs and Business

The management of the affairs and business of the NCCI shall be vested in the National Council (hereinafter referred to as "National Council") and delegated to the National Executive Committee (hereinafter referred to as "National Executive").

2.2.1 All property, whether movable or immovable and of whatsoever nature or kind of the NCCI, shall vest in the National Council, subject to the provisions of this Constitution.

2.2.2 The income and property of the NCCI from wheresoever derived shall be applied solely towards the promotion of its main objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the NCCI; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any Officer of the NCCI or to any member thereof in return for any services actually rendered to the NCCI.

2.3 Seat

The seat of the NCCI shall be located at such place as the National Council may from time to time determine.

3 AIMS & OBJECTIVES

The main objects of the NCCI shall be:

3.1 Interest representation

To defend and promote the interests of all members, and in particular:

- 3.1.1 To promote and foster trade, commerce and industry of all descriptions whatsoever in and outside Namibia.
- 3.1.2 To promote and foster such trade, commerce and industry in such manner as shall be in the mutual interest of all members engaged in commercial, industrial and related activities.
- 3.1.3 To promote, support or make representation in relation to legislative or other measures affecting the interest of members.

3.2 Services

To create an awareness throughout the business community of the existence, purpose of and services available from the NCCI, and in particular:

- 3.2.1 To arrange, hold and/or participate in local and international trade fairs, exhibitions, symposia, lectures and advertising campaigns, at such places as may be advisable with a view to improving trade, commerce and industry.
- 3.2.2 To inform all members on social, political, technological and economic matters of interest as it relates to their businesses.
- 3.2.3 To produce, publish sell and issue documents and certificates in respect of goods obtained or produced in Namibia, or of the movement of goods into and/or from Namibia.
- 3.2.4 To collect, classify and disseminate statistical and other information of relevance and interest to all sectors of activities of the Namibian economy.
- 3.2.5 To undertake research in order to enable the NCCI to formulate appropriate strategies for resolving perceived challenges.
- 3.2.6 To provide NCCI members with an advisory service such as they may require within the scope of the mandate of the NCCI.
- 3.2.7 To organize and run training courses and seminars for the benefit of members; and, extended to all Namibian business persons or aspirant business persons.
- 3.2.8 To produce and distribute, booklets, information bulletins and newsletters so as to keep the business community aware of current business conditions, impending legislation, new business methods and techniques and thereby provide a link between the NCCI and its members.

3.3 Networking and Partnership

To establish and maintain networks and partnerships with private sector, public sector non-governmental organisations, and in particular:

- 3.3.1 To establish and maintain contacts with Chambers of Commerce and Industry, and various other institutions throughout the world in an endeavor to cooperate with them, and derive benefits from such cooperation.
- 3.3.2 To participate in any discussions and any activities, and to be part of any forum, the objectives of which are to allow commerce and industry to liaise with the public sector in the planning and development process.
- 3.3.3 To promote 'Smart Partnership' concepts as a means to maximise development efforts, avoid overlap and duplication and make maximum use of resources, and in particular promote the cooperation between Government and the Private Sector.

3.4 Development

To actively promote and support development issues, and in particular:

- 4.4.1 To promote the well being and image of the small business sector so that it becomes a sound, efficient and cohesive element in the overall economy and an influential sector in national affairs.
- 3.4.2 To promote the well being and environment of women so that they have an opportunity to share in the economic development of Namibia.
- 3.4.3 To promote Affirmative Action in compliance with A23 of the Namibian Constitution.
- 3.4.4 To promote and advance the efforts of young women and men in enterprise and provide them with the opportunity to acquire skills, abilities and attitudes required to fully participate in the economy, and in particular to cooperate with and support the Junior Chamber Namibia (JCN).
- 3.4.5 To actively promote and participate in national efforts and strategies to overcome the high levels of unemployment.

3.5 Disputes

To settle disputes by arbitration according to arbitration procedures.

4 POWERS

4.1 Purpose

The NCCI shall have all such powers as may be necessary to further its purpose and objects.

4.2 The NCCI shall further have the powers:

- 4.2.1 to purchase, alienate and sell movable and immovable property of whatsoever description and wheresoever situate;
- 4.2.2 to expend the NCCI's funds on maintenance, construction, improvement, alteration or demolition of buildings on land either belonging to the NCCI or any other party;
- 4.2.3 to invest or deposit any moneys not immediately required for any of its objects in such a manner as may from time to time be determined by the National Council, provided that the interest, increment or profit deriving from such investment shall be applied to the furtherance of its objects;
- 4.2.4 to borrow money and if necessary mortgage the immovable property or pledge the leasehold or movable property of the NCCI as security thereof;
- 4.2.5 to let and hire property;
- 4.2.6 to allow any person to occupy any building belonging to the NCCI free of charge or at a rental;
- 4.2.7 to pay all rates and taxes and other expenses incurred in connection with the administration of the NCCI;
- 4.2.8 to employ persons to carry out the objects of the NCCI and pay them out of the NCCI's funds;
- 4.2.9 to appoint an agent or agents to represent the NCCI for any specific purposes;
- 4.2.10 to take action in a Court of Law for the recovery of the amounts due to the NCCI or to compel fulfillment of obligations in its favour, and also to defend any proceedings that may be instituted against the NCCI;
- 4.2.11 to allow time for payment of debts to the NCCI and to compromise claims by the NCCI in their discretion;
- 4.2.12 to accept and receive donations from any person or body corporate and to work for and obtain sufficient capital for the purpose of carrying out and promoting the objects and aims of the NCCI; to administer donations subject to the terms and conditions laid down by the donors or testators, provided that such conditions are not inconsistent with the terms and objects of the NCCI.
- 4.2.13 to fix, collect from and enforce the payment by members of subscriptions, annual or otherwise.

5 MEMBERSHIP

5.1 Members

Membership of the NCCI shall be open to the following:

- 5.1.1 Businesses of all sectors of the economy registered in the Republic of Namibia shall be members of the NCCI. They shall be registered as members of NCCI

in a Council or Forum in the District where their business is located. If in their District there does not exist a Council or Forum such Member chooses a Council or Forum where its business should be registered;

5.1.2 Membership organisations of the informal sector (hereinafter referred to as "Association Members");

5.1.3 A limited number of large companies, companies of national importance and/or companies which have several branches in different parts of the country (hereinafter referred to as "National Corporates");

5.1.4 Offshore Companies

5.2 Acceptance

Acceptance of membership will be done in the following manner:

5.2.1 Application for membership of the NCCI may be done either directly to the Head Office or through the Branch Offices.

5.2.2 Applications of Association Members shall be submitted to the National Executive for approval, based upon the recommendation for acceptance from the Chief Executive Officer (hereinafter referred to as the CEO) of the NCCI.

5.2.3 Applications and annual renewals from National Corporates shall be submitted to the National Executive, based upon the recommendation of the President of NCCI.

5.3 Termination

Termination of membership may occur in the following manner:

5.3.1 By declaration of a member to terminate membership which shall be in writing to the CEO of the NCCI;

5.3.2 Through failure to pay the membership fees, as regulated under 5.4.2;

5.3.3 Expulsion from membership of the NCCI may be done by the National Executive if such member is found to willfully having brought the NCCI into disrepute.

5.4 Membership Fees

Members of the NCCI shall pay an annual membership fee (hereinafter referred to as Membership Fee) as provided for in this Constitution under 16 and Appendix 1. Fees payable shall be fixed at the AGM, and members shall be notified of the amount so fixed.

5.4.1 All annual fees shall be due and payable to the NCCI within 30 (thirty) days after acceptance or renewal date of membership.

5.4.2 Payment of the annual fees will be a condition of membership and failure to pay such fees within 30 (thirty) days of due date, will deprive a member of his/her right to vote at any meeting and failure to pay annual fees within 90 (ninety) days of due date, will result in the member ipso facto losing its membership.

5.5 Honorary Membership

The NCCI, at an Annual General Meeting may bestow honorary membership to an individual or an organisation. Such honorary members may attend any meeting of the National Council, any Council or Forum with the right to speak but without voting right. Honorary members are exempted from the payment of membership fees.

6 LOCAL COUNCILS & BUSINESS FORA & CHAMBER DISTRICTS

6.1 Roles and Functions

Councils and Fora are the local organisations of NCCI. They perform roles and functions of the NCCI in their respective District.

6.2 Registration of Members

Members registered in local or regional business communities constitute Councils or Fora.

6.2.1 The number of members registered, determines whether such business communities are recognised as either Councils or Fora according to a formula laid down from time to time by the National Council and regulated in Appendix 2 of this Constitution;

6.2.2 National Corporates with several businesses in the country are automatically registered as members in a Council or Forum where their business is located. They shall be eligible to be voted into positions of the Council or Forum, but they shall not be eligible for nomination as delegates to the National Council (due to the special regulation for National Corporates under 7.2.2).

6.3 Chamber Districts

A District shall be the area of operation of a Branch Office. The Districts shall be demarcated from time to time by the National Council and their number and area of operation may be altered when new or additional Branch Offices are set up.

6.4 Council Executive Committees

Councils elect Council Executives Committees (hereinafter referred to as "Council Executives");

6.4.1 Council Executives consist of Chairpersons, Vice Chairpersons and Treasurers (hereinafter referred to as "Council Officers") plus four additional members. In addition, the General Managers (hereinafter referred to as "GM") of Branch

Offices responsible for a given District shall be ex-officio members of the Council Executives.

- 6.4.2 Council Officers are elected for a two-year term and can be re-elected for two additional two-year terms.

6.5 Delegates to the National Council

In addition, or as part of the Council Executives, Councils nominate a number of delegates to the National Council of NCCI according to a formula laid down from time to time by the National Council (as provided in Appendix 2 of this Constitution).

Delegates of the Council to the National Council are nominated for a two-year term and can be re-nominated for any number of additional two-year terms.

6.6 Duties

The Councils, through their Council Executives shall:

- 6.6.1 bind themselves to conduct the affairs of the Council according to the NCCI Policy and Procedures Manual (hereinafter referred to as the "Manual") which shall be the official management document of the NCCI, adopted by the National Council;
- 6.6.2 carry out the mandate of the members registered in the respective business community;
- 6.6.3 participate in the management of the NCCI as laid down in the Constitution.

6.7 Fora

Fora elect a Committee (hereinafter referred to as "Forum Committee").

- 6.7.1 The Forum Committee shall consist of a Chairperson (hereinafter referred to as "Forum Chairperson"). In addition, a Forum appoints a Secretary (hereinafter referred to as "Forum Secretary").
- 6.7.2 Forum Chairpersons are elected for a two-year term, after which they can be re-elected for two additional two-year terms.
- 6.7.3 A Forum shall only nominate delegates to the National Council if recommended and adopted by the National Council, whereupon the Forum receives the status of a Council (as regulated in Appendix 2 of this Constitution).

6.8 Meetings of Councils and Fora

- 6.8.1 Councils shall hold a minimum of four General Meetings of its members in every year. One of these meetings shall be the Annual General Meeting (AGM). The AGM shall be held two months before the AGM of the NCCI National Council.
- 6.8.2 There shall be at least six Council Executive meetings, which shall be held between General Meetings.

- 6.8.2 Fora shall hold meetings whenever they require such meetings. One meeting every year shall be the Annual General Meeting (AGM). The AGM shall be held two months before the AGM of the NCCI National Council.

7 NATIONAL COUNCIL, COMPOSITION AND DUTIES OF MEMBERS

7.1 Status and Powers

The National Council is the 'Parliament' of businesses in Namibia. It is the highest policy and decision making body of the NCCI.

- 7.1.1 The National Council may exercise all such powers and do all such acts and things as the NCCI is authorized to exercise and to do and that are not directed or required hereby or in virtue of any regulation existing under the country's legislation, to be exercised or done by the NCCI in General Meetings or by Special Resolution at General Meetings.

- 7.1.2 The functions of all the members of the National Council shall be honorary.

7.2 Composition of the National Council

- 7.2.1 The members of the National Council of the NCCI shall be Delegates of Councils, representatives of the Association Members, National Corporates, Co-opted Members and Past Presidents of the NCCI. The Councils and Association Members have one or more votes each on the National Council according to a formula, laid down from time to time by the National Council, as regulated in Appendix 2 with the proviso that Council delegates shall always have a two thirds majority vote on the National Council.
- 7.2.2 National Corporates have one vote each on the National Council. The number of National Corporates is limited to a number decided from time to time by the National Council as regulated in Appendix 2 of this Constitution.
- 7.2.3 The National Council may co-opt up to five members in good standing to the National Council on the recommendation of the three immediate Past Presidents and the President of the NCCI. Co-opted members shall be selected before the AGM and shall form part of the newly constituted National Council.
- 7.2.4 The immediate three Past Presidents of the NCCI shall have one vote each.
- 7.2.5 At least thirty days before the date fixed for an Annual General Meeting of the NCCI, each of the Councils, Association Members and National Corporates shall forward to the CEO of the NCCI the names of its delegates, together with their address and their position within their Councils, Associate Members and National Corporates.
- 7.2.6 Following the emergence of new Councils, Association Members and/or National Corporates, or the disappearance of one or more, the Annual

General Meeting of the NCCI shall update the composition of the National Council in consequence.

7.3 Vacancies

Any vacancy occurring in any year for any reason shall be filled through the appointment of a new delegate from a Council and/or Association Member, replacing the previous delegate who caused such vacancy to occur.

7.4 Guest and Observer Status

The President, in consultation with the National Executive may bestow permanent and/or temporary guest status to any individual, organisation, association, government authority and NGO.

7.3.1 Forum Chairpersons have permanent observer status on the National Council with the right to speak but without voting right.

7.3.2 Guests have no voting right and do not have to pay fees or subscriptions.

7.5 Duration of Office

The appointed members shall hold office up to the conclusion of the Annual General Meeting in any one year, at which time they shall retire or keep their seat, if they have been re-appointed by their respective Council, Association Member or National Corporate.

7.6 Attendance at Meetings and Discipline

7.6.1 The National Council members agree to attend all official meetings when properly announced or give reason why he/she cannot attend at least 48 hours before the meeting is to convene. If any member is absent without apology for three consecutive meetings it will be taken as an automatic resignation; the person's name will be dropped from the National Council's roll; and, the name of his/her replacement will be requested of the respective Council, Association Member or National Corporate. If no replacement name is forthcoming by the next National Council meeting, the seat will be filled by popular vote at that meeting and the replacement will be limited to be from the Council previously represented.

7.6.2 The National Council will consider appropriate discipline to be applied to any one of its members who by his/her undesirable actions brings disfavour upon the NCCI, his/her own respective Council. If a member is found to be a discredit to his/her Council or his/her community, his/her name will be dropped from the National Council's roll and the name of his/her replacement will be requested from the Council. If no replacement name is forthcoming by the next National Council meeting, the seat will be filled by popular vote at that meeting and the replacement will be limited to be from the Council, Association Member or National Corporate previously represented.

8 GENERAL MEETINGS, ANNUAL GENERAL MEETINGS (AGM) & EXTRAORDINARY GENERAL MEETINGS

8.1 Business at Meetings

All business shall be deemed special that is transacted at general and extraordinary general meetings, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the president and auditors, the election of executive committee members in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

8.2 General Meetings of the National Council

8.2.1 The National Council shall meet at least once every four months in April, July and November at such place and at such time as it shall decide.

8.2.2 The National Council shall also be convened at any time by the CEO on instructions from the National Executive. The agenda shall specify the purpose for which the meeting is to be convened.

8.2.3 The NCCI shall convene a meeting of the National Council upon receipt of a written request to that effect, from at least one-third of the total number of members of the National Council and the meeting shall be held within fifteen days of such request. Should the CEO fail to convene the meeting on the expiry of the fifteen days mentioned above, the National Council members may themselves convene the meeting.

8.2.4 Budgets for the ensuing year shall be prepared and presented at the General Meeting in November for approval at the ensuing AGM.

8.3 Annual General Meetings

8.3.1 Annual General Meetings of the NCCI shall be held every year not later than four months after the end of the financial year on such date and such time as the National Council may decide.

8.3.2 The agenda of an Annual General Meeting shall specify the matters set out in existing legislation, if any, and inter alia that the meeting is convened as an Annual General Meeting;

8.3.3 The matters to be considered will include:

a) the statement of audited, final accounts of the NCCI prepared in conformity with the provisions of existing legislation;

b) the appointment of the members of the National Council and the appointment of Auditors for the NCCI Head Office, Councils with and without Branch Offices and Business Fora;

c) the election of Officers and Additional Members of the National Executive;

d) the adoption of Business Plans and Budgets;

f) the setting up of Branch Offices.

8.4 Motions and Resolutions presented

Any motion presented by a Council, an Association Member or a National Corporate may be discussed at a General Meeting or an Annual General Meeting.

8.4.1 The text of this motion shall be addressed, by registered post, E-Mail or Fax with advice of receipt, to the CEO at least 10 days before the date fixed for the General Meeting.

8.4.2 The National Executive and at least six members of the National Council or at least two Councils may submit at any Annual General Meeting a resolution which may legally be proposed and debated at the said meeting, provided that the text of the proposed resolution be handed over in writing to the CEO three clear days before the meeting.

8.5 Extraordinary General Meetings

Extraordinary General Meetings of the NCCI shall be held when required by the National Council.

8.5.1 They shall be requisitioned by not less than two thirds of the members of the National Council or by the National Executive and at least six members of the National Council or at least two Councils.

8.5.2 Those requisitioning an Extraordinary General Meeting may submit a resolution on any special matter connected with the NCCI to be debated and voted on at an Extraordinary General Meeting, provided that notice of the proposed resolution be given in writing, signed by the National Executive or by all those submitting the resolution, whereupon the CEO calls the Extraordinary General Meeting.

8.5.3 The agenda of an Extraordinary General Meeting shall specify the matters to be debated at that meeting.

8.6 Notices

All notices sent to the last known address of a Council, Association Members' office and National Corporates' offices shall be deemed to have been duly served and delivered.

9 NATIONAL EXECUTIVE COMMITTEE

9.1 Status

The National Executive is elected from the members of the National Council. The National Council delegates its tasks to the National Executive, which in turn directs the business of the NCCI and causes implementation through the Offices of the NCCI.

9.2 Composition

The National Executive shall consist of the President, the First Vice President, the Second Vice President, the Treasurer (hereinafter referred to as "National Executive Officers"), six Additional Members, the immediate three Past Presidents as members of the NCCI in good standing, the Chairpersons of Standing Committees and the CEO.

The Chairpersons of Standing Committees and the CEO shall be ex-officio members of the National Executive without voting right.

9.3 Election of the National Executive

9.3.1 The President, the First and Second Vice Presidents, the Treasurer and six Additional Members shall be elected by the National Council from among their members either by ballot or by show of hands or by general consensus.

9.3.2 At the beginning of such an election, members of the National Council present shall elect from among their number, a Chairperson of the meeting who, for the purpose of the above election, shall have an original and also, in case of equality of votes, a casting vote.

9.4 Term of Office and Re-election

All Officers and Additional Members shall be elected for two years.

9.4.1 The President and the two Vice-Presidents of the NCCI shall be eligible for re-election for two additional two-year terms in the same office.

9.4.2 The Treasurer and the Additional Members may be re-elected for any number of two-year terms.

9.5 Duties

The duties of the National Executive shall be,

9.5.1 to appoint the Chief Executive Officer (CEO) to the Head Office of NCCI;

9.5.2 to supervise the general administration of the affairs of the NCCI;

9.5.3 to execute the decisions taken by the National Council;

9.5.4 to deal with certain matters of an urgent or practical nature in-between National Council and National Executive meetings.

9.6 Meetings of the National Executive

Meetings of the National Executive shall be held between National Council Meetings.

- 9.6.1 At least nine meetings shall be held in one year at intervals of not longer than six weeks at a time and place to be decided upon by the CEO in consultation with the President, or if he/she is not available, with one of the Vice Presidents.
- 9.6.2 The meetings will be called by the CEO at least seven days prior to the meeting. National Executive Members shall receive the agenda together with accompanying material relevant to the agenda three days before the date of the meeting.

10 PRESIDENT

10.1 Function

The President shall represent the NCCI and use his/her best endeavour to further the influence and standing of the NCCI;

10.2 Deputising

The President in his/her absence shall be deputised by the First Vice President or in his/her absence by the Second Vice President.

10.3 Duties

The President shall:

- 10.3.1 preside over all National Council meetings and all General Meetings of members and all National Executive meetings and be responsible for the conduct of business at such meetings;
- 10.3.2 put any motion from members to the vote and declare the result;
- 10.3.3 submit to the Annual General Meetings, his/her presidential report on the work of the NCCI during the preceding financial year;
- 10.3.4 constitute the National Executive at the AGM;
- 10.3.5 select and appoint the Chairpersons of Standing Committees.

11 STANDING AND SPECIAL COMMITTEES

11.1 Role and Function

Committees are the lifeblood of the NCCI. They are instruments of the National Council, Councils, the National Executive and Council Executives through which the opportunity is provided for members and in special cases, non members to enrich the policy and direction of the NCCI on matters which affect the economy and/or the functioning of the NCCI.

No resolution of any Standing Committee or Special Committee likely to affect or to diverge from the general policies of the NCCI shall be binding upon the latter unless confirmed by the National Council or the National Executive.

11.2 Constituting and dissolving a Committee

The National Council and General Meetings of Councils may appoint such Standing and Special Committees as they may deem necessary.

- 11.2.1 Each Standing Committee and Special Committee will be guided by "Terms of Reference" approved at the AGM, outlining the goals, objectives and strategies of the Committee; and, which in turn will authorise the Committee to act within the stated objectives.
- 11.2.1 A Special Committee may be set up by the National Council, the National Executive or Councils for a specified period of time. It will be guided by "Terms of Reference" and, report directly to the National Executive and/or National Council or to a General Meeting of a Council and or Council Executive before taking any action on the issue at hand.
- 11.2.2 The National Council and General Meetings of Councils may, by resolution of its members present and voting at an AGM, dissolve or (in such manner as they may think fit) reconstitute any Standing Committee.

11.3 Appointment of Committee Members

- 11.3.1 The National Executive or Council Executives appoint on such Committees any members, with full power to act and vote.
- 11.3.2 They may also appoint on such Committees any person or persons, whether members of the NCCI or not, whom they may think desirable, with full power to speak.
- 11.3.3 No person, whether a member of the NCCI or not, shall be appointed on more than two Standing Committees; but, may serve on any number of Special Committees.

11.4 Chairperson

The Chairpersons of Standing and Special Committees of the National Councils are selected and appointed by the President or in the case of Council Standing and Special Committees by the respective Council Chairperson.

- 11.4.1 The Chairperson of a Standing Committee will automatically be co-opted as a member of the National Executive, National Council or Council Executive without voting right, if he/she is not already a National Executive Officer, Additional Member or Council Executive Member, and will report on his/her Committee to the National Executive, the National Council or in case of a Council Standing or Special Committee to the Council Executive and General Meeting of the Council.
- 11.4.2 The Chairperson of a Standing Committee may bring any matter related to his/her sector of activity to the special attention of the National Council, National Executive, Council and Council Executive at any scheduled meeting.

12 PROCEEDINGS AT MEETINGS

12.1 Proceedings

The proceedings at all meetings of the NCCI shall be conducted in the same manner, save as herein otherwise provided.

12.2 Quorum

No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business:

12.2.1 The quorum for any meeting of the National Council shall be one third plus one of the total number of members;

12.2.2 The quorum for any Council or Forum meeting shall be twenty five percent of the total registered members in the Council or Forum;

12.2.3 The quorum for any National Executive, Council Executive or Forum Executive meeting shall be fifty percent plus one.

12.2.4 If within half an hour from the time appointed for the commencement of a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, provided such day is a working day. Otherwise it shall be held on the next following working day or to such other day and at such other time and place as the members of the National Council, National Executive, Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the members present shall constitute a quorum, whatever their number.

12.2.5 The President or Chairperson may declare a quorum in case urgent and critical matters have to be dealt with. Resolutions passed at such a meeting shall be validated in writing by a number of members to constitute a quorum entitled to vote at such meeting.

12.3 Proxies

On a poll votes may be given either personally or by proxy as regulated in Annex 3 of this Constitution.

12.3.1 The instrument appointing a proxy shall be deposited with the CEO at least twenty four hours before the time of holding of the meeting or adjourned meeting at which the member of the NCCI, Association Member or National Corporate named in the instrument proposes to vote.

12.3.2 The instrument appointing a proxy shall be in writing under the hand of the persons duly authorised to sign on behalf of a Council, Associate Member or National Corporate. A proxy shall be a member of the NCCI in good standing.

12.4 Chairperson

The President or a Chairperson shall preside as chairperson at every meeting of the NCCI, or if there is no such chairperson, or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one other of their number to be chairperson of the meeting.

12.5 Voting on Resolutions

Every member shall have one vote.

12.5.1 No member shall be entitled to vote at any meeting unless all moneys, fees and/or subscriptions presently payable by him/her to the NCCI have been paid.

12.5.2 At any meeting a resolution put to the meeting shall be decided on a show of hands unless a poll is demanded -
by the chairperson or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

12.5.3 A declaration by the chairperson that a resolution has on a show of hands been carried, or lost and an entry to that effect in the minutes of proceedings of the NCCI shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12.6 Taking a Poll.

A poll is duly demanded if taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

12.6.1 In the cases of equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

12.6.2 A resolution in writing signed by all the members for the time being entitled to vote at a meeting shall be as valid and effective as if the same had been passed at a meeting of the NCCI duly convened and held.

12.7 Minutes of Meetings

The Minutes of Proceedings of all meetings shall be signed by the President or Chairpersons, or, in his/her absence by the Vice-Presidents or Vice Chairpersons, and by the CEO or General Managers or any other person appointed to act as such.

12.7.1 A copy or extract of such Minutes duly signed shall be received as conclusive evidence of all the matters therein contained.

12.7.2 The Minutes of Proceedings of Meetings shall be confirmed at the next subsequent meeting.

12.5 Adjournment

The chairperson may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13 CHIEF EXECUTIVE OFFICER (CEO)

13.1 Status

The CEO shall be in overall charge of the management, administration, finance and personnel of the NCCI. He/she reports to the National Executive and the National Council.

13.2 Appointment

The National Executive shall appoint the CEO to the Head Office of the NCCI.

13.2.1 Recruitment shall be done by the National Executive in consultation with Council Chairpersons of Councils with a Branch Office.

13.2.2 The CEO shall be appointed for a period of three years after which the contract is renewable for any number of additional three years periods.

13.3 Duties

The CEO shall:

13.3.1 with the approval of the National Executive convene all General, Annual General and Extraordinary General Meetings of the NCCI;

13.3.2 conduct the business and affairs of the Head Office and Branch Offices in accordance with the NCCI's constitution, or in virtue of regulations existing under the country's legislation;

13.3.3 carry out the instructions of the National Executive;

13.3.4 attend all meetings of the National Council and the National Executive and record the minutes of proceedings thereof; until and unless confirmed by the National Council or National Executive.

13.3.5 attend to the correspondence of the NCCI;

13.3.6 keep an inventory of all the assets and properties of the NCCI;

13.3.7 keep in custody all the books, accounts and vouchers of the NCCI. The CEO shall also keep in his/her custody all the records and unused receipt books, the

registers, deeds and other documents relating to the NCCI and the minute books of the National Council and the National Executive;

- 13.3.8 forward to Councils, Association Members and National Corporates a copy of the annual accounts and the Auditor's report thereof;
- 13.3.9 collaborate with the National Executive in the preparation of the Annual Report on the work of the NCCI for the preceding financial year, for submission to the Annual General Meeting;
- 13.3.10 keep an up-to-date register of members and communicate with discretion such register to any interested party on request.
- 13.3.11 allow any member, whose subscription is not in arrears, to inspect all books of the NCCI in his/her custody and possession;
- 13.3.12 implement the annual work programme of the NCCI;
- 13.3.13 recruit and dismiss, in consultation with the National Executive, the staff members of the Head Office and in consultation with the Councils, staff members of Branch Offices;
- 13.3.14 oversee and be responsible for the implementation of the policy and procedures manuals of the NCCI.

13.4 Deputising

In the absence of the CEO, his/her duties shall be discharged by a staff member of the Head Office, appointed by the CEO and/or National Executive Officer.

In the absence of a staff member of the NCCI at any meeting of the National Council and /or the National Executive, any member may be appointed to act as secretary of that meeting.

14 OFFICES OF THE NCCI

14.1 Establishment of NCCI Offices

- 14.1.1 For the purpose of conducting the business and administration of the NCCI, the National Council through the National Executive shall set up a network of NCCI Offices, comprising a Head Office and several Branch Offices in locations, decided from time to time by the AGM.
- 14.1.2 The membership number, subscription income of Members registered in a Council and the need to serve members in a District shall determine the size of the individual Branch Office, according to a formula laid down from time to time by the National Council (as regulated in the Manual).
- 14.1.3 The National Council may establish Branch Offices and demarcate Districts in business communities where no Councils and Fora exist, but where there exists a membership potential.

14.2 Head Office

The Head Office shall have the following functions:

- 14.2.1 To develop the NCCI in membership and influence;
- 14.2.2 To manage and administer the business of the NCCI as directed by the National Executive;
- 14.2.3 To serve the membership directly and through the Branch Office network.

14.3 Branch Offices

- 14.3.1 Branch Offices shall carry out functions and objectives of the Head Office in the District where they are located.
- 14.3.2 Councils which have a Branch Office shall serve the membership registered at Councils without Branch Offices and at Fora in a given District.
- 14.3.3 The General Managers of the Branch Offices shall be appointed by the CEO and National Executive on the recommendation of the relevant Council Chairpersons. In the absence of the position of General Manager any person of the staff in a Branch Office may act in this position on the appointment by the CEO.

15 FINANCES

15.1 Membership Fees

Membership Fees shall be paid by the following membership categories:

- Members and Offshore Companies
- Association Members
- National Corporates

- 15.1.1 Membership fees of Members shall be on a sliding scale, adopted from time to time by the National Council, as regulated in Appendix 1 of this Constitution.
- 15.1.2 Flat membership fees shall be laid down for Association Members, National Corporates and Offshore Companies from time to time by the National Council, as regulated in Appendix 1 of this Constitution.

15.2 Employment of Membership Fees

The collective membership fee income of the NCCI shall be employed to finance the core administrative budgets of the Head Office and Branch Offices of the NCCI;

- 15.2.1 The income from Members shall be paid into a central account and shall form the funds of the Branch Office Support Budget to finance the core cost of Branch Offices;

- 15.2.2 X % of the income from Members shall be retained by the Head Office, as determined from time to time by the National Council, as regulated in Appendix 1 of this Constitution;
- 15.2.3 Income from membership fees of Association Members, Offshore Companies and National Corporates shall be employed to finance part of the Head Office;
- 15.2.4 A fixed amount from the membership fee income from National Corporates, as determined from time to time by the National Council and laid down in Appendix 1 of this Constitution shall be paid into the Branch Office Support Budget Account.

15.3 Separate Budgets and Accounts

Individual Councils (with or without Branch Offices) and Fora shall have their separate budgets and generate, retain, expend, control and account for their own finances from any income sources other than membership fees.

15.4 Financial year of the NCCI

- 15.4.1 The financial year of the NCCI shall commence on the first day of each calendar year and shall terminate on the last day of the same year.
- 15.4.2 The National Council and Councils with Branch Offices shall present duly audited financial statements and reports at their Annual General Meetings and forward these to the NCCI Head Office before the AGM of the NCCI.
- 15.4.3 Councils without Branch Offices and Fora shall keep their own financial records and report such records to their individual AGMs.

16 EXECUTION OF DOCUMENTS AND SIGNING OF CHEQUES

16.1 At Head Office

All deeds, instruments, contracts and other documents as well as cheques drawn on any bank or banking account, and all negotiable and transferable instruments, postal orders and Government payable orders drawn or endorsed in the name of NCCI shall be deemed to be duly executed by or on behalf of the NCCI if signed by the President, Treasurer or any of the Vice-Presidents and by the CEO, and the NCCI shall be bound by these two signatures. All accounts and fixed deposits opened and operated in the name of NCCI shall be dealt with in the same manner.

16.2 At Councils with Branch Offices

In the case of Councils with Branch Offices all instruments, accounts and deposits in the name of a Council as mentioned under 16.1 shall be signed by the Chairperson, Vice Chairperson or Treasurer together with the General Manager or a senior staff person acting in this position.

16.3 At Councils without Branch Offices and Fora

In the case of Councils without Branch Offices or Business Fora all instruments, accounts and deposits in the name of the Council or Business Forum as mentioned under 16.1 shall be signed by the Chairperson, Vice Chairperson, together with the Treasurer or Secretary.

17 INDEMNITY

- 17.1 Every Office Bearer, Additional Member or member of the National Council, Council and Forum of the NCCI shall be and is hereby indemnified by the NCCI out of its funds against costs, charges, expenses, losses and liabilities incurred by him/her in the conduct of the NCCI's business or in the discharge of his/her duties, and no such person shall be liable for the acts or omissions of any other such person by reason of his/her having joined in any receipt of money not received by him/her personally, or for the loss on account of defect in title to any property acquired by the NCCI or on account of the insufficiency of any security in or upon which any moneys of the chamber shall be invested, or for any loss incurred upon any ground whatever other than his/her own willful acts or defaults.

18 AMENDMENTS TO THE CONSTITUTION

- 18.1 This Constitution may be amended at an Annual General Meeting, or at an Extraordinary General Meeting convened for that purpose provided that at least two-thirds (2/3) of the National Council members present at the meeting vote in favour of such amendment. Any proposed amendments shall be in writing and circulated to all Councils, Associate Members and National Corporates at least 3 weeks (21 days) before the meeting.

19 APPENDICES TO THE CONSTITUTION

19.1 This constitution shall have three appendices:

- App 1 Membership Fees and Employment of Fees
- App 2 Delegates to the National Council (Votes)
- App 3 Proxies

19.2 Amendments

Appendices may be amended at an Annual General Meeting, or a General Meeting of the National Council by fifty percent of members present at the meeting who vote in favour of such amendment. Any proposed amendments shall be in writing and circulated to all Councils, Associate Members and National Corporates at least 3 weeks (21 days) before the meeting.

20.1 Dissolution

In the event of a four fifth (4/5) majority of the National Council members voting at an Extraordinary Meeting against the continued existence of the NCCI, the NCCI shall be dissolved.

20.1.2 A Special Committee shall be elected by the members at such a meeting to wind up all the affairs of the NCCI.

20.1.3 In the event of dissolution all assets of the NCCI remaining after the payment of all debts and liabilities shall be donated to an organisation with purposes and objectives substantially the same as the NCCI.