

CONSTITUTION

OF

THE REGISTERED TRUSTEES OF THE MALAWI
CONFEDERATION OF CHAMBERS OF COMMERCE
AND INDUSTRY

INDEX

<u>Heading</u>	<u>Clause</u>	<u>Page</u>
Definitions and Interpretations	1	3 - 4
Establishment, Name and Legal Status	2	4 - 5
Objectives	3	5
Powers and Functions of the Confederation	4	6 - 7
Classes of Membership	5	7
Application for membership	6	7 - 8
Application fees and Subscriptions	7	8 - 9
Cessation of Membership	8	9
The Council	9	9 – 11
Meetings of the Council	10	11 - 12
Secretariat	11	12 – 14
Trustees	12	14
General Meetings	13	14 -15
Notice of General Meetings	14	15
Proceedings at Meetings	15	15 - 16
Votes of Members at General Meetings	16	16
Discipline	17	17
Resignations	18	17
Accounts and Audit	19	17 - 18
Register of Members	20	18
Rights and Obligations of Members	21	18
Common Seal	22	18 - 19
Amendments	23	19
Notices	24	19
Dissolution	25	19

CONSTITUTION

OF

THE REGISTERED TRUSTEES OF THE MALAWI CONFEDERATION OF CHAMBERS OF COMMERCE AND INDUSTRY

1. DEFINITIONS AND INTERPRETATION

1.1 **Definitions**

In this Constitution, unless the subject or context otherwise requires, the following definitions shall apply-

- 1.1.1 **“Assembly”** means the areas, for the administration of Local Government Act (Cap 22:02 of the Laws of Malawi). Assembly in this respect refers to a District Assembly, Town Assembly, Municipal Assembly, or City Assembly, as the case may be.
- 1.1.2 **“Company”** means a limited liability company incorporated under the Companies Act (Cap. 46:03 of the Laws of Malawi);
- 1.1.3 **“Confederation”** means the Malawi Confederation of Chambers of Commerce and Industry established pursuant to Clause 2 hereof;
- 1.1.4 **“Council”** means the Council of the Confederation for the time being constituted in a manner provided by this Constitution;
- 1.1.5 **“Councillor”** means a member of the Council nominated in accordance with Clause 9 hereof;
- 1.1.6 **“Chief Executive”** means the Chief Executive of the Confederation appointed under Clause 11.2;
- 1.1.7 **“Honorary Member”** means a member registered by invitation of the Confederation for such reasons and periods as the Confederation may deem fit;
- 1.1.8 **“Member”** means either an Ordinary or an Honorary Member;
- 1.1.9 **“Ordinary Member”** means a member registered by application as more particularly described in Clause 5;

1.1.10 “**President**” means President of the Confederation elected pursuant to Clause 9;

1.1.11 “**Trade**” means any trade, business, industry, profession or occupation, relating to the supply of services and acquisition of goods’

1.2 **Interpretation**

1.2.1 The entire constitution reflects and constitutes the members’ agreement in respect of their rights and obligations under this Constitution and the division of this Constitution into clauses, sub-clauses headings or others and the denomination of such divisions including the Table of Contents are inserted for convenience of reference only and shall not in any way affect the interpretation of this Constitution;

1.2.2 References in this Constitution to a member or person include reference to its duly authorised representative(s), respective successors and permitted assignees;

1.2.3 The words “include”, and “including” shall at all times be construed as if followed by the words “without limitation”;

1.2.4 Member shall be construed as a reference to any firm, company, partnership, corporation, association and any organisation having legal capacity.

1.2.5 Words importing the singular only also include the plural and vice versa and words importing the masculine shall be construed as including the feminine or the neuter or vice versa where the context so requires;

1.2.6 References to days, weeks, months and years are references to days, weeks, months and years of the Gregorian calendar.

2 ESTABLISHMENT, NAME AND LEGAL STATUS

2.1 There is hereby established an association upon the terms and conditions and for the objectives more specifically detailed herein. The name of the body corporate created shall be called **THE REGISTERED TRUSTEES OF THE MALAWI CONFEDERATION OF CHAMBERS OF COMMERCE AND INDUSTRY** duly registered under the Trustees Incorporation Act (Cap. 5:03) of the Laws of Malawi.

2.2 The Confederation is an Association with a corporate status and as such:

i) Its rights and obligations shall vest in it independent of its Trustees;

- ii) It shall not distribute any of its surpluses or gains to any person but shall use its funds solely for the objectives for which it has been established and for reinvestment.
 - iii) No member, whether serving in the Council or not, shall have any rights in any property of the Confederation.
- 2.3 The Confederation shall be a non-profit making body corporate enjoying perpetual succession and capable in law of acquiring property and rights, assuming and incurring obligations with the capacity of suing or being sued in its own name, apart and distinct from its members.

3 OBJECTIVES

The objectives of the Confederation shall be as follows:

- 3.1 To promote trade, commerce and industrial development in Malawi in a competitive and minimally regulated business environment;
- 3.2 To assist the business community by promoting and advocating for a conducive business environment in Malawi;
- 3.3 To encourage competition in the economy;
- 3.4 To strengthen the efficiency of production and distribution of goods and services;
- 3.5 To promote, improve and encourage the development of business;
- 3.6 To secure the best possible conditions for the freedom of trade;
- 3.7 To facilitate the expansion of the base for entrepreneurship;
- 3.8 To advise government on matters relating to business and the socio-economic impact of business on Malawi;
- 3.9 To promote the interests of the business community;
- 3.10 To provide for matters incidental or connected with the above;
- 3.11 To work in partnership with and affiliate itself to any appropriate Association or Society or other organisation, charitable or non charitable, within or outside of Malawi to facilitate and enhance the Confederation's aims and objectives; and
- 3.12 To make representations to Government or any competent authority or body corporate with a view to promoting and developing commerce and industry.

4 POWERS AND FUNCTIONS OF THE CONFEDERATION

- 4.1 The Confederation shall have the power to regulate, co-ordinate and monitor activities of members in the carrying on of business of the Chamber in Malawi.
- 4.2 The Confederation shall carry out the following functions-
- (a) Keep under review the carrying on within and outside Malawi of activities connected with trade;
 - (b) Identify, analyse, and influence legislation, policies, regulations or other measures to become more favourable to the prosperity and growth of businesses in Malawi;
 - (c) Collect and publish information with respect to commercial activities connected with business;
 - (d) Sponsor the provision of, and where necessary to provide, training, workshops and seminars related to business;
 - (e) Provide advice to members on matters relating to business;
 - (f) Arbitrate where essentially commercial matters are in dispute;
 - (g) Oversee activities of members through:
 - i) registration of members
 - ii) the levying and collection of Application and Subscription fees;
 - iii) monitoring of the activities of members to ensure compliance with the terms and conditions of their registration, including by-laws of the Confederation;
 - iv) the making of regulations for the business and conduct of trade in Malawi.
 - (h) Represent members at conferences and meetings concerned with trade.
 - (i) Acquire, renovate, rehabilitate, convert, and construct any buildings with the aim of using the buildings for the realization of the general aims and objectives of the Confederation.
 - (j) Procure, hire, acquire and otherwise take possession of necessary furniture, furnishings, equipment and other property moveable and immovable for the realization of the general aims and objectives of the Confederation;

- (k) Raise, obtain, and receive funds and any other forms of gifts or donations in kind;
- (l) Borrow money for the purpose of any project upon such security, if any, and upon such terms and in such manner as may be deemed proper; and
- (m) Do all such things as are necessary or incidental or conducive to the better carrying out of the functions of the Confederation specified in this Constitution.

5 CLASSES OF MEMBERSHIP

- 5.1 Members of the Confederation shall consist of the following classes, namely:-
 - 5.1.1 Ordinary members, and
 - 5.1.2 Honorary members.
- 5.2 Ordinary members will be categorized for purposes of benefits within prescribed grades. The Council shall from time to time appraise the grades as need arises.

6 APPLICATION FOR MEMBERSHIP

- 6.1 No firm or body corporate shall become a member of the Confederation unless he or it has been registered as a Member under this Clause.
- 6.2 An application for registration as a member shall be made to the Confederation in the prescribed form and shall be accompanied by certificate of business registration or incorporation and Tax Payer Identification Number and such other documents as the Confederation may prescribe.
- 6.3 For the purpose of considering an application for registration as a member, the Confederation may require an applicant to submit such additional information and documents as it may deem necessary.
- 6.4 In considering an application for registration the Confederation shall conduct an inquiry to ascertain:-
 - (a) the validity and accuracy of the documents and information submitted therewith;
 - (b) the reputation of the executive officers of the applicant and their competence and expertise to carry on trade in a manner consistent with the objectives of the Confederation;
 - (c) the capacity of the applicant to comply with this Constitution; and

- (d) other matters that may be deemed essential by the Confederation;
- 6.5 The Confederation may accept or refuse registration.
- 6.6 The decision to accept or refuse membership shall be communicated to the applicant in writing by the Confederation within 14(fourteen) days of receipt of the application or, where further information has been required, after receipt of the last of such further information. Should the applicant not receive communication from the Confederation within 14(fourteen) days of the Confederation's receipt of the application he will be deemed to have been registered as a member under this part provided the application fees has been paid and received in full.
- 6.7 The Confederation shall not consider an application unless it has received in full the prescribed application fees. The application fee is not refundable under any circumstances.

7. APPLICATION FEES AND SUBSCRIPTION FEES

- 7.1 The application fees payable by prospective members shall be an amount prescribed by the Confederation from time to time.
- 7.2 Annual subscription fees, which are payable by all members, shall be due and payable in advance by the first day of January in each and every year or accompany an application for registration. The subscription fees shall be prescribed by the Confederation from time to time. Any member registered on a date other than the first day of January shall unless the Confederation determines otherwise pay the whole annual subscription fees in respect of the year during which he is registered.
- 7.3 Any member who has not paid his annual subscription fees by the first day of January will be classified as a defaulter and the provisions laid out in Clause 7.4 will apply.
 - 7.3.1 Subscription fees must be paid in full by the due date. Instalments will only be allowed prior to due date. Portions paid before the due dates are forfeitable if after the due date the relevant fee has not been settled in full.
 - 7.3.2 The Confederation will notify the member without undue delay of his default.
- 7.4 A defaulter is a member who has-
 - (a) not paid his annual subscription fees by the first day of January
 - (b) not settled a returned cheque within 14 days of notification;
 - (c) not settled monies due to the Confederation for goods or services supplied by the Confederation.

- 7.4.1 Any member who has not paid his subscription fees by the first day of February of the year in which the subscription is due will cease to enjoy the privileges and benefits of the membership to the Confederation.
- 7.4.2 Any member who has not paid his subscription fees by the first day of March of the year in which the Subscription fees is due will cease to be a member of the Confederation and his name will be removed from the Register of members. Such member will be notified in writing of the cancellation of his membership by the Confederation.
- 7.4.3 The Confederation may re-admit a member on application on such terms and conditions, and on settlement of the outstanding subscription fees and penalty, as the Confederation may determine.

8. **CESSATION OF MEMBERSHIP**

A member of the Confederation may cease to be a member upon-

- (a) resignation in writing on the grant of a month's notice effective on or before close of the financial year;
- (b) death or, as the case may be, dissolution or liquidation of a member;
- (c) ceasing to be a member by virtue of clause 7.4.2 by first day of March of the same year;
- (d) the passing of a resolution of the Council for good cause including conduct unbecoming.
- (e) If the qualifying capacity ceases to be valid.

9. **THE COUNCIL**

- 9.1 There is hereby established a Council which shall be responsible for directing the affairs of the Confederation, on behalf of the membership. The specific responsibility of the Council shall include:
- 9.1.1 determining the Confederation's strategy to achieve its purposes;
 - 9.1.2 guiding the implementation of that strategy by the Secretariat;
 - 9.1.3 monitoring the overall performance of the Secretariat and ensuring that the Secretariat has the capacity to deliver the purpose and strategy of the Confederation; and

- 9.1.4 ensuring that procedures and practices are in place that protect and promote the Confederation's reputation.
- 9.2 The Council shall be composed of a President, Deputy President, and 9(nine) other Councillors elected in accordance with this clause.
- 9.3 The President and Deputy President shall be elected by the Annual General Meeting of the Confederation. The Councillors shall be nominated by the Regional Chapter meeting and shall be confirmed by the next Annual General Meeting of the Confederation.
- 9.4 The President, Deputy President and Councillors shall be persons who:
- (a) ordinarily reside in Malawi
 - (b) attained minimum of tertiary educational qualification and has appropriate business expertise and competence to enable him to contribute towards the success of the Confederation;
 - (c) is the nominated representative of a member of the Confederation;
 - (d) is not a holder of any paid, elected, or honorary position in any political party or organization with primarily political objectives or a position that is a political appointment made by government; and
 - (e) must have submitted a curriculum vitae to the secretariat for consideration by Trustees for the position at least two weeks before the annual general meeting at which elections will be held.
- 9.5 The President, Deputy President, and Councillors shall serve in a non-executive voluntary capacity.
- 9.6 The President, Deputy President and Councillors shall hold office for a period of 2(two) years but shall be eligible for election for one further term.
- 9.7 The office of the President or Deputy President or Councillor shall become vacant-
- (a) if he resigns after granting a written notice of 30 days;
 - (b) upon his death;
 - (c) if he knowingly fails to declare a conflict of interest;
 - (d) if he absents himself from 3(three) consecutive meetings of the Council without the permission of the Council;
 - (e) if any circumstances arise that would cause him as a member to be de-registered.

- (f) If he vies for or he takes up a paid, elected or honorary position in a political party or any organisation with primarily political objectives or he takes up a position that is a political appointment made by government;
 - (g) If he is declared bankrupt by a competent court of law or if he is convicted of a criminal offence which carries a penalty of a custodial sentence.
 - (h) On cessation of membership of the Confederation.
- 9.8 The President, Deputy President and Councillors shall not be removed from office except after due inquiry, and then only upon a decision of the members at a general meeting.
- 9.9 A vacancy in the office of the President shall be filled by the Deputy President. A vacancy in the office of the Deputy President shall be filled by an election at an extraordinary general meeting within sixty (60) days of the vacancy falling due, to serve the remaining unexpired portion of the term of the vacating Deputy President if the remaining period of the presidency is at least one (1) year.
- 9.10 Any other vacancy in the Council shall be filled by the runner-up from the respective Regional Chapter in accordance with this Constitution and the Councillor so elected shall hold office for the un-expired period of his predecessor's term of office. This will not count towards the number of terms of consecutive office, should that Councillor seek re-election.

10. **MEETINGS OF THE COUNCIL**

- 10.1 Meetings of the Council shall be held at such times and places as the President may direct. Provided that the Council shall meet for the transaction of business at least once every 3 (three) months Provided further that the President must convene a special meeting of the Council after receiving a written request to that effect signed by at least 4(four) members of the Council, and if the President fails to convene a special meeting within 7(seven) days of receipt of such request, any 4(four) members may jointly convene the special meeting.
- 10.2 Not less than 7(seven) days notice shall be given to members of the Council specifying the place, the day and hour of the meeting including the agenda to be discussed, provided that shorter notice may be given at the request of 4(four) members.
- 10.3 The quorum for any meeting of the Council shall be one half of the Council.
- 10.4 The President shall preside as Chairman at every meeting of the Council, or if there is no President, or if he shall not be present within 15(fifteen)

minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President will preside over the meeting. If the Deputy President is not present or is unwilling to preside, the Councillors shall choose one of their number to preside as chairman by majority vote of those present.

- 10.5 Subject to Clause 10.3, a decision of the Council at any meeting shall be by simple majority of the members present and voting and, in the event of an equality of votes, the person presiding shall have a casting vote in addition to his deliberative vote.
- 10.6 Attendance of Council meetings by proxy shall not be allowed.
- 10.7 The Council may, for the purpose of performing its function, establish one or more committees and delegate to any such committee such of its functions as it considers necessary. The Council may appoint as members of a committee established under this sub-Clause persons who are not Councillors and for such period as the Council may determine.
- 10.8 The Council shall cause minutes to be kept of the proceedings of every meeting and of every meeting of its committee. Any such minutes or extracts there from signed by the President or his authorised representative shall be received as prima facie evidence of the matter in such minute or extract.

11. **SECRETARIAT**

- 11.1 The Secretariat of the Confederation shall consist of the Chief Executive and other employees of the Confederation appointed under this Constitution.
- 11.2 The Council shall appoint, on such terms and conditions as it may determine, a Chief Executive of the Confederation who shall perform such duties as the Confederation shall assign to his office and ensure the effective administration and implementation of the purposes of the Confederation and the strategy to achieve these as determined by the Council.
- 11.3 The Council may delegate to the Chief Executive the appointment of employees of such junior ranks as the Council may specify.
- 11.4 Without derogating from the generality of the provision of Clause 11.2, the responsibility of the Chief Executive shall include the following-
- (a) preparing and implementing the Confederation's programmes;
 - (b) keeping and maintaining a register of members;
 - (c) taking and using all measures necessary to compel the payment of all or any monies due and owing to the Confederation

- (d) arranging for the institution, conduct, defence, compounding or abandonment of any legal proceedings by or against the Confederation;
- (e) speaking for and on behalf of the Confederation as its spokesperson;
- (f) investing the monies of the Confederation not immediately required upon such security or securities and on such terms and in such manner as may be deemed expedient, and from time to time to carry on or release such securities and vary or cancel such investment;
- (g) With the prior written approval of the Trustees and the Council;
 - i) to invest in, build, erect, establish, alter, maintain and control any premises, buildings or erections for the benefit of the members and to provide facilities for any kind of recreation that may be deemed expedient;
 - ii) to raise or borrow money from time to time and secure the repayment thereof or mortgage or otherwise deal with all or any of the assets or property of the Confederation for such purposes and on such conditions as may be considered desirable;
 - iii) to sell or otherwise dispose of such portion of the assets of the Confederation as may no longer be required for the purposes of the Confederation on such terms and conditions as may be considered most advantageous to the Confederation.
- (h) With the approval in writing of the Council-
 - (i) to prepare rules and by-laws for consideration by the Council relating to the conduct of the Confederation activities and such other matters as the Council considers desirable for submission to an annual general meeting of the Confederation;
 - (ii) to open a bank account or accounts in the name of the Confederation and to draw, accept endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable or transferable instruments in connection with the business of the Confederation. Such bills of exchange, promissory notes, cheques and other negotiable or transferable instruments shall be signed by the Chief Executive and/or one or more Councillors as determined by the Council from time to time;

- (iii) to let or hire out the whole or any portion of the grounds, building or other property or assets of the Confederation on such terms and conditions as may be considered expedient;
- (iv) to apply for, obtain and abandon all such subscriptions and licences as may be deemed expedient or desirable for the Confederation; and
- (v) to arbitrate commercial disputes between members where Members are willing to submit these to the Confederation.

12. **TRUSTEES**

- 12.1 There shall be 5(five) Trustees of the Confederation to be elected by the members in a general meeting. Trustees shall be persons of good standing in society but cannot be a Council member nor hold any other position in the Confederation.
- 12.2 Trustees shall serve for a period of 4(four) years but shall be eligible for re-election for a further one term.
- 12.3 Trustees shall stand possessed of the Confederation's funds and/or properties UPON TRUST to apply the capital and income thereof for any purpose connected with or relating to the objects of the Confederation as recommended by the Council.
- 12.4 All actions or suits at law brought by or against the Confederation shall be conducted in the names of the Trustees upon resolution of the Council passed in accordance with this Constitution.
- 12.5 All the movable and immovable property of the Confederation shall be vested in the Trustees for the time being of the Confederation. All actions or suits at law brought by or against the Confederation shall be in the names of the Trustees who shall be assisted by the Chief Executive in prosecuting or defending such actions or suits.
- 12.6 The Trustees are authorised to apply for registration under the Trustees Incorporation Act (Cap. 5:03) of the Laws of Malawi.
- 12.7 Clauses 9.4 and 9.7 shall apply to Trustees.
- 12.8 Any vacancies occurring in the number of Trustees shall be filled by election at general meetings if there will be no general meetings within one year any vacancies shall be filled by the Council until the expiry of the remaining period of the term in reference.

13. **GENERAL MEETINGS**

- 13.1 The Confederation shall in every year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and

shall specify the meeting as such in the notice calling it; and not more than 15(fifteen) months shall elapse between the date of one set of annual general meeting and that of the next.

- 13.2 All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 13.3 The Confederation, by members' resolution may, whenever it thinks fit, convene an extraordinary general meeting.
- 13.4 General meetings shall also be convened on the requisition of at least any 10(ten) registered members at the date of the requisition.
- 13.5 All general meetings shall be held in Malawi, at such times and places as the Council shall determine.

14. **NOTICE OF GENERAL MEETINGS**

- 14.1 An annual general meeting shall be called by 21(twenty-one) days' notice in writing at the least; an extraordinary general meeting shall be called by 14(fourteen) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting. The notice shall be given, in a manner as may be prescribed by the Confederation in a general meeting, to such persons as are members in the register of the Confederation.
- 14.2 The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. **PROCEEDINGS AT MEETINGS**

- 15.1 All business shall be deemed special that is transacted at an extraordinary meeting, and also all that is transacted at annual general meetings, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and auditors, and the election of auditors.
- 15.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Any 20 (twenty) registered members shall form a quorum.
- 15.3 If within half an hour from the time appointed for the meeting a quorum is not formed, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting any 10(ten) members shall be a quorum.

- 15.4 The President shall preside as chairman at every general meeting of the Confederation, or if there is no President, or if he shall not be present within 15(fifteen) minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Deputy President will preside over the meeting. If the Deputy President is not present or is unwilling to preside, the members shall choose one of their number to preside as chairman by simple majority of those present.
- 15.5 The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), 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 adjournment took place. When a meeting is adjourned for fourteen 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.
- 15.6 At any general meeting a resolution put to the vote of the meeting shall be decided on by secret ballot. A declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing minutes of the proceedings, 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.
- 15.7 In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote in addition to his deliberative vote.

16. **VOTES OF MEMBERS AT GENERAL MEETINGS**

- 16.1 Members may vote in person or by proxy. A proxy need not be a member of the Confederation, but should be duly authorised to vote using a signed and verified proxy form.
- 16.2 The Council shall from time to time determine the level of annual subscription fees. Voting rights will be commensurate with the amount of annual subscription fees paid in that year. Each member will be entitled to a minimum of 1(one) vote. PROVIDED that the maximum number of votes a member may exercise is 5(five).
- 16.3 Honorary members shall not be entitled to vote.
- 16.4 No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the Confederation have been paid in full.
- 16.5 No person shall be eligible for election in absentia to any office under the Confederation.

17. **DISCIPLINE**

- 17.1 A member may be suspended or expelled as shall be determined by the Council-
- (a) if he is guilty of any infringement of the provisions of this Constitution or any rules or by-laws made in terms thereof or act in a manner considered by the Council to be detrimental to the interests of the Confederation;
 - (b) if he is declared an undischarged bankrupt or insolvent.
- 17.2 No member may be suspended or expelled unless he has been afforded an opportunity to state his case personally at a meeting of the Council of which he has received not less than seven days notice in writing. The member will be entitled to call and question at such meeting such witnesses as he may decide. Full particulars of the complaint against such member shall be set out in such notice.
- 17.3 Upon expulsion of a member, all monies due by him to the Confederation shall become due and payable forthwith.
- 17.4 A member shall not be entitled to any of the benefits of membership during any period while he is serving suspension.

18. **RESIGNATIONS**

A member may resign on giving written notice to that effect to the Confederation. All subscription fees outstanding shall, notwithstanding anything to the contrary contained in this Constitution, become due and payable on the effective date of such resignation. Any such resignation shall be without prejudice to the right of the Confederation to recover from such member in any court of competent jurisdiction or otherwise all subscription fees and other monies outstanding.

19. **ACCOUNTS AND AUDIT**

- 19.1 The funds of the Confederation shall include Membership Application fees and Annual Subscription fees as well as any funds raised by and through any means permitted by the Laws of Malawi.
- 19.2 The Confederation shall cause to be kept proper books of accounts and other records relating to its accounts.
- 19.3 The books of accounts shall be kept at the office of the Confederation, or at such other place or places as the Council thinks fit, and shall be open to inspection by members during normal office hours.
- 19.4 The accounts of the Confederation shall be audited annually by independent auditors appointed by the Confederation at its annual general meeting and such audit shall be completed within 3(three) months of a financial year end and in any event before the annual general meeting.

- 19.5 The auditors shall be elected annually at the annual general meeting, and shall be paid such remuneration as the Council may determine.
- 19.6 The financial year of the Confederation shall be a period of 12(twelve) months from 1st January ending at midnight on 31st December of the same year.

20. **REGISTER OF MEMBERS**

- 20.1 The Confederation shall keep and maintain a register of members. Such register shall show the name and address of each member. The register shall consist of separate parts for members classified into ordinary and honorary members.
- 20.2 The Confederation shall publish for the general information of members the entry, or the cancellation of any entry, in the register. In addition the Confederation shall publish the register, for the general information of the public, in any newspaper once in every financial year.
- 20.3 The register shall be open to inspection by members at no fee during normal office hours.

21. **RIGHTS AND OBLIGATIONS OF MEMBERS**

- 21.1 Every member is deemed to have assented to this Constitution and the rules and by-laws of the Confederation in force from time to time. Every member undertakes to subscribe and faithfully abide by this Constitution and the rules and by-laws of the Confederation in force from time to time. By-laws for the Confederation will be published and made available for inspection during normal office hours.
- 21.2 The Confederation shall not nor shall any person acting under any order or general rule made pursuant to this Constitution be liable to any action suit or proceedings by a member for or in respect of any act or matter *bonafide* done or omitted to be done in the exercise or supposed exercise of the powers under this Constitution.

22. **COMMON SEAL**

- 22.1 The Trustees shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council. Every instrument to which the seal shall be affixed shall be signed by a Trustee and countersigned by another Trustee or the Chief Executive or by some other person appointed by the Trustees.
- 22.2 The Trustees shall keep and maintain a register in which, prior to affixing the seal to any instrument or any document, shall be entered a short title and description of same together with the minute authorising the use of the seal and such entry shall be signed by those persons who attest execution of the document under the seal.

23. **AMENDMENTS**

Subject to the Trustees Incorporation Act, this Constitution may be amended by the Confederation in general meeting upon simple majority vote of the members voting on the constitutional changes at the meeting where such vote is taking place. For this purpose proxy votes shall be included when calculating whether a simple majority has been achieved.

24. **NOTICES**

Unless otherwise stated, a notice given under this Constitution by the Confederation to any member shall be in English, writing and shall be given by hand delivery service, recognised mail, courier facsimile or electronic mail transmission to the member to his last known address in Malawi or such other address, representative, telephone number, facsimile number or electronic-mail address as may be notified by that member. Notice shall be deemed to have been received or delivered (i) at the time of delivery (if delivered by hand or dispatched by facsimile transmission or electronic mail, when transmitted properly addressed to such or facsimile number) or 10(ten) days after dispatch (if sent by post). If the member actually receives the notice, it shall be no defence that the notice was not delivered or received as herein prescribed.

25. **DISSOLUTION**

25.1 The Confederation may be dissolved at any time by a resolution passed by a 3/4 (three-quarters) majority of the votes cast by those members present in person and entitled to vote at an Extra-Ordinary General Meeting called specifically for the purpose of considering the subject and matters incidental thereto.

25.2 Upon the dissolution of the Confederation, the property of the Confederation not consisting of money shall be sold and the proceeds, together with so much thereof consisting of money, shall be applied in satisfaction of the debts and liabilities of the Confederation, and any balance thereof shall be distributed as determined by the Extra-Ordinary Meeting at which the dissolution shall have been determined.

25.3 When a resolution in favour of the dissolution of the Confederation has been passed and if the funds of the Confederation after the sale of any property of the Confederation, are insufficient to meet the debts and liabilities of the Confederation the act of dissolution shall be postponed until such time as sufficient funds have been derived from levies or from other sources to meet in full all debts and liabilities.

**T H E REGISTERED TRUSTEES OF THE MALAWI CONFEDERATION OF
CHAMBERS OF COMMERCE AND INDUSTRY**

Mr. Harrison B. Kalua	Mzuzu Coffee Planters Cooperative Union, P.O. Box 20133, Luwinga, Mzuzu 2
Mrs. Alisha Ashani-Makawa	Alexander Hotels Ltd, P.O. Box 51676, Limbe
Mr. Aggrey Masi	Africa Leaf (Malawi) Ltd, P.O. Box 40012, Kanengo, Lilongwe 4
Mr. Phatiswayo Mughogho	Leopard Match Malawi Ltd, P.O. Box 30071, Chichiri, Blantyre 3
Mr. Charles Hodges Masi	Limbe Leaf Tobacco Co Ltd, P.O. Box 40044, Kanengo, Lilongwe 4