



BELIZE

**BELIZE CHAMBER OF
COMMERCE AND INDUSTRY ACT
CHAPTER 308**

REVISED EDITION 2020

**SHOWING THE SUBSTANTIVE LAWS AS AT
31ST DECEMBER, 2020**

This is a revised edition of the Substantive Laws, prepared by the Law Revision Commissioner under the authority of the Law Revision Act, Chapter 3 of the Substantive Laws of Belize, Revised Edition 2020.



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CHAPTER 308

**BELIZE CHAMBER OF
COMMERCE AND INDUSTRY**

ARRANGEMENT OF SECTIONS

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SCHEDULE

CHAPTER 308**BELIZE CHAMBER OF
COMMERCE AND INDUSTRY**

21 of 2000.

S.I. 52 of 2012.

S.I 85 of 2017.

[29th August, 2000]

Short title.

1. This Act may be cited as the Belize Chamber of Commerce and Industry Act.

Interpretation.

2. In this Act, unless the context otherwise requires—

“the Chamber” means the Belize Chamber of Commerce and Industry established under section 3;

“Constitution” means the Constitution of the Chamber as set out in the Schedule to this Act;

“Government” means the Government of Belize; “member” means a member of the Chamber; “Secretary” means the Secretary of the Chamber.

Establishment of
the Chamber.

3.-(1) There shall be established a body to be called “the Belize Chamber of Commerce and Industry” which shall be a body corporate with perpetual succession and a common seal, having capacity to purchase, take, hold and dispose of land and other property of whatever kind, to enter into contracts, to sue and be sued in the said name and to do all things necessary for the purposes of this Act.

(2) The persons who were members of the Chamber immediately before the commencement of this Act, and such persons as shall thereafter from time to time be duly admitted members thereof, shall comprise the membership of the Chamber.

4. Legal proceedings for and on behalf of the Chamber may be brought by the Secretary for the time being, and, in any legal proceedings against the Chamber, service of process on the Secretary shall be sufficient service.

Legal proceedings for and against the Chamber.

5.-(1) The Chamber shall be governed by its Constitution and rules set out in the Schedule to this Act, which Schedule shall be read and construed as an integral part of this Act.

Chamber to be governed by its Constitution.

(2) The Chamber may from time to time amend the Schedule by Order made by statutory instrument and published in the *Gazette*.

6.-(1) The objectives of the Chamber shall be—

Objectives and goals of Chamber.

(a) to foster the economic growth and social well-being of Belize through the free-enterprise system at all levels by promoting and protecting both nationally and internationally, commerce, all sectors of industry and agriculture, including agri-business, tourism and manufacturing, the professions and the trades;

(b) to continuously strive to enhance the Chamber's ability to better serve its members whilst operating as a self-sustaining non-profit, non-political organization.

(2) The goals of the Chamber shall be—

(a) to encourage, enhance and promote an investment climate which is favourable to both local and foreign investors;

(b) to continuously work towards the strengthening of the partnership between the

public and private sectors, and the growth of private enterprise;

- (c) to promote and encourage commercial ventures and capital investment;
- (d) to promote the development of services, agriculture, tourism, fishing, forestry, industry, aquaculture, manufacturing and other related fields;
- (e) to undertake, promote and facilitate economic and financial studies as a guide to investment;
- (f) to consider, discuss and take action on questions directly or indirectly relating to or affecting commerce and industry generally, including promoting, supporting or lawfully opposing legislative or other concerns affecting the entire country;
- (g) to collect and distribute statistical and other information relating to commercial services, and the business, tourism, and manufacturing sectors, including the professions and the trades in Belize;
- (h) to foster and encourage co-operation among private, financial and non-governmental organizations in the development and use of their human resources to strengthen and improve the economic development of Belize;
- (i) to promote the development of export-oriented businesses so as to increase foreign earnings and aid growth;

- (j) to actively promote Belize abroad as an ideal country for foreign investment and a popular destination for tourists;
- (k) to promote and support the cultural and scientific advancement of Belize with due regard to the protection of the environment and the preservation and promotion of Belize's cultural heritage;
- (l) to liaise closely with the Government on matters of national importance and interest;
- (m) to promote and foster the tri-partite relationship with Government, Employers and Labour through active participation in and contribution to relevant representative organizations and bodies nationally and internationally.

(3) The objectives and goals of the Chamber shall also include any other objective or purpose which may from time to time be included in the Constitution of the Chamber.

7. In carrying out any of its goals and objectives, the Chamber may exercise all or any of the following powers—

Powers of the
Chamber.

- (a) providing assistance to businesses;
- (b) guaranteeing loans;
- (c) making funds available by borrowing from sources either in Belize or abroad and giving security for any loans obtained;
- (d) opening and operating bank accounts;

- (e) furnishing managerial, technical, and administrative services for enterprises in Belize;
- (f) investing funds and reserves of the Chamber in securities which may be determined by the Chamber;
- (g) acquiring, holding, taking or giving, on lease or hire, any immovable or movable property;
- (h) mortgaging, pledging and selling or otherwise disposing of, any immovable or movable property;
- (i) drawing, accepting or endorsing bills of exchange for the purposes of the affairs of the Chamber;
- (j) giving any guarantee or indemnity to, and entering into, any arrangements with, the Government, any local authority, body corporate or other person, in order to obtain any rights, concessions, and privileges which any be conducive to the attainment of any of the objectives of the Chamber;
- (k) making appropriate provision for the welfare of employees and former employees of the Chamber; and
- (l) doing any other thing which may be incidental or conducive to the carrying out of the Chamber's goals and objectives.

8.-(1) The Chamber may establish itself into such divisions as may be necessary for the expedient and effective carrying out of its goals and objectives.

Establishment of divisions and chapters.

(2) The Chamber may, with the approval of the general membership, establish chapters throughout Belize.

9. The Chamber of Commerce Act is repealed.

Repeal.
Ch. 96. R.E.
1958.

SCHEDULE¹*[section 5]***CONSTITUTION AND RULES OF THE
BELIZE CHAMBER OF COMMERCE AND
INDUSTRY**

Article I	Executive Council
Article II	Chamber Committees
Article III	District Chapters
Article IV	Board of Trustees
Article V	Meetings
Article VI	Membership
Article VII	Revisions

**Article I
Executive Council**

1. There shall be an executive council of the chamber,
which shall comprise the following:

President)

Vice President (Commerce),)

¹ This Schedule was repealed and replaced by Statutory Instrument
No. 85 of 2017.

Vice President (Services),)	
Vice President (Industry),)	OFFICERS
Treasurer,)	
Secretary,)	
Immediate Past President,)	
Five Councillors,)	

2. Save as otherwise provided, the EC shall be the governing body of the Chamber and is mandated to conduct the business of the Chamber and shall be empowered to manage the affairs of the Chamber and shall exercise all the powers of the Chamber and shall be responsible for establishing the procedure and formulating the policy of the Chamber as well as for adopting all policies of the Chamber.

3. The functions of the EC shall be to collect, represent and promote the interests, views and opinions of the members and of the business community generally.

4. Members of the EC shall not run for political office or hold a political office or office in the public service unless he first demits office as a member of the Executive. The Executive Council shall remove any member at any time who runs for political office, or who holds a political or public office and refuses to demit his seat on the EC.

5. Any member of the EC who is in the employ of a company or group of companies or businesses which ceases to be a member of the Chamber shall demit office of Councillor or officer at the time such business ceases to be a member of the Chamber; save and except if the Councillor elects to join the

Chamber under the auspices of another entity with which the Councillor is legally affiliated.

6. Where any Councillor enters the employ of any company or group of companies or business where there is another employee holding a position on the EC either as officer or Councillor, the Councillor who enters the employ of said company or business shall cease to be a member of the EC and shall demit office forthwith.

7. Subject to any provision to the contrary in this Constitution, all decisions of the EC shall be by simple majority of the members present and voting, provided that the necessary quorum has been established.

8. A resolution in writing signed by or approved by letter, facsimile, e-mail or other electronic means by a majority of the members of the EC shall be as valid and effectual as a resolution duly passed at a meeting of the EC.

9. The EC shall have power to appoint by resolution, such committees and ad hoc committees as it may deem necessary to carry out the programme of the Chamber and to delegate any of its powers and matters to such committees from time to time and on such terms and conditions as it may think fit.

President

10. The Nominating Committee shall select the candidate for presidency from among eligible officers.

11. An officer shall not be eligible for the position of President unless he has served a minimum of four consecutive years as a member of the EC.

12. The President shall serve for one term only and shall be eligible for reappointment for a further term only if no other eligible EC member offers himself to serve as President.

13. A President who is not re-appointed shall automatically assume the office of immediate Past President of the EC from the conclusion of the Annual General Meeting (AGM) at which he retires.

14. Where no other eligible officer is willing to serve as President and the outgoing President is not willing to serve; is not eligible; or otherwise not deemed fit to serve; the Nominating Committee may nominate any Past President to serve as the President.

Councillors & Officers

15. The names of candidates for Councillor positions shall be selected by the Nominating Committee and shall be circulated to the general membership for election at the AGM, which shall end the current term of the EC. The Nominating Committee shall nominate ten candidates from among whom the five nominees receiving the highest votes shall be duly elected as Councillors to the EC.

16. Candidates for Councillor positions shall be representative of the various economic sectors and be reflective of a countrywide pool of same.

17. Any Past President shall be eligible for nomination as a Councillor or officer at the expiration of his term as immediate Past President on the EC.

18. Councillors shall hold office for a period of one term but shall be eligible for re-election.

19. Candidates for officer positions shall be selected and nominated by the Nominating Committee and they shall be ratified at the next AGM.

20. Officers shall hold office for one term but shall be eligible to offer themselves to serve again in an officer position at the time of the next nomination for officer positions.

21. Officers and members of previous Executive Councils shall be eligible for nomination after serving their term.

22. A Councillor may cease to be a member under the conditions stipulated in Article VI of this constitution.

23. The President may invite Past Presidents who serve on key organisations to be *ex officio* members of the EC, without a right to vote.

Nomination Process, etc.

24. The Nominating Committee may itself identify and nominate candidates for election as officers and Councillors.

25. Notwithstanding the above, members may submit to the Nominating Committee the names of candidates for election to the EC no later than thirty days before the AGM, provided that such candidates are members in good standing and have the support of ten financial members whose names shall be included in the submission. No submission may be made for a candidate to be nominated as an officer unless the candidate has previously served as a Councillor.

26. The Nominating Committee shall ensure that nominations represent the widest possible interests on the EC and that the principle of continuity is observed when making nominating replacements on the EC.

27. No person shall be eligible for nomination to a Councillor or officer position who-

- (a) holds any position in the public service;
- (b) is a member of any elected or appointed body in the National Assembly or any town or city council;
- (c) is an employee of any entity that is majority owned or controlled by the Government or other public body or political party;
- (d) is in the employ of a company which is not a member of the Chamber at the time of his nomination or election;
- (e) is a member of an entity that ceases to be a member of the Chamber and no arrangement has been made by the member to participate under the auspices of another entity which is a member of the Chamber and which the member is legally authorised to represent;
- (f) is bankrupt;
- (g) is convicted of an indictable criminal offence;
- (h) is of unsound mind.

28. The names of all duly nominated candidates shall be entered on the ballot and shall be subject to voting by the membership at the AGM.

29. The votes shall be counted by an independent auditor and those who have received the greatest number of votes shall be

deemed to have been duly elected. In the event of a tie, the matter shall be subject to another vote by the membership.

Chief Executive Officer

30. The EC shall appoint a fit and proper person to be the Chief Executive Officer (CEO) of the Chamber on such terms and conditions as may be determined by the EC.

31. The CEO shall be responsible for the day-to-day management of the Chamber and shall be under the general direction and control of the EC.

32. The CEO shall exercise such of the powers of the EC as the EC may from time to time delegate to the CEO and any such delegation may be made subject to any conditions the EC may impose and may be revoked or altered at any time.

33. The CEO shall be in charge of the administration and management of the Chamber and report to the EC and shall—

- (a) meet with the EC to discuss the implementation of the Chamber's strategic plan at least twice a year;
- (b) report to the EC on policy matters at least twice a year;
- (c) ensure the implementation of the corporate strategy and policies of the Chamber and communicate them to the Chamber's membership and external stakeholders;
- (d) ensure the implementation of the Chamber's business plan within the parameters of the Chamber's budget;

- (e) oversee the hiring and performance evaluation of competent human resources, subject to the EC's approval;
- (f) exercise authority over the affairs and personnel of the Chamber's offices and publications, subject to the direction of the EC;
- (g) take reasonable measures to ensure an open and positive climate between the Chamber and the public;
- (h) formulate and update a succession plan;
- (i) maintain a positive atmosphere and business ethic that allows the Chamber to attract, retain and motivate employees at every level;
- (j) coordinate the networking activities of the Chamber and assist the Chamber in discharging its networking responsibilities;
- (k) maintain effective lines of communication among the EC membership;
- (l) serve as the Chamber's principal spokesperson with the media, and with the President of the EC, before Chamber and non-Chamber audiences alike.

Treasurer

34. The treasurer shall be responsible for overseeing all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the EC.

Article II
Chamber Committee

1. There shall be the following standing committees:

Nominating Committee;

Finance and Audit Committee;

Employers and Labour Relations Committee;

Management Committee;

Past Presidents Committee.

2. Committee appointments shall be made by the President, unless otherwise stated, and such appointments shall run concurrently with the term of the appointing President unless a shorter term is approved by the EC, except for the Past Presidents Committee and the Management Committee, which are permanent standing committees.

3. Committees shall comprise at least one member of the EC and where practicable, members drawn from the Chamber's general membership. Members of the Chamber's executive staff may be appointed to serve as ex officio members on committees, save for the Management Committee and the Past Presidents Committee.

4. The chairman of a committee, with the approval of the EC, may expand that committee by inviting specialist persons who are not members of the Chamber to act as resource persons.

The Finance and Audit Committee may only be expanded by the addition of financial members of the Chamber.

5. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the EC and carry out such activities as may be delegated to them by the EC.

6. Save for the Management Committee and the Past Presidents Committee, the EC may revoke or vary any delegation and discharge any committee wholly or in part. Ad hoc committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the EC, it is deemed appropriate to discontinue such committees.

7. No act or resolution of any member, committee, employee, officer or Councillor shall have force as binding upon or constitute an expression of the policy of the Chamber unless and until it shall have been confirmed, approved or ratified by resolution of the EC.

8. No committee shall incur any expense without approval of the EC.

Nominating Committee

9. The Nominating Committee (NC) shall comprise five members who shall be the President elect, President, immediate Past President and two Past Presidents. The NC shall be chaired by the immediate Past President. If the immediate Past President is incapacitated, unwilling or is otherwise disqualified or unable to serve as the chairman, the President shall act as the chairman.

10. The NC may accept written nominations submitted to it no later than thirty days before the AGM provided that such

nominations are supported by ten financial members whose names and signatures shall accompany the nominations.

11. The NC shall prepare and recommend the slate of nominees for officer and Councillor positions that shall arise at the subsequent AGM in accordance with this constitution.

12. The NC shall present to the general membership no later than fifteen days before the AGM, a list of the nominees for officer positions and a list of no more than ten candidates for Councillor positions. All candidates are required to serve for the term of the EC and shall be financial members in good standing and shall agree to accept the nomination.

13. The NC shall also—

- (a) monitor the ongoing performance of officers and Councillors through periodic assessments of the EC, its committees, committee chairs, and other officers and members;
- (b) review from time to time, the governance policies of the Chamber and report to the EC annually;
- (c) recommend to the EC, orientation and continuing education programmes for officers and Councillors;
- (d) deal with other matters of governance as shall be referred to it by the EC;
- (e) ensure that the requirements regarding EC vacancies and Chamber policies are adhered to.

Finance and Audit Committee

14. This committee shall comprise 5 members appointed by the President with the approval of the EC.

15. The Treasurer shall be the Chairman and the Chief Executive Officer and accountant of the Chamber shall be *ex-officio* members.

16.-(1) The functions of this committee shall be to-

- (a) provide guidance on the financial operations of the Chamber;
- (b) assist the Chamber in fulfilling its oversight responsibilities related to the equality and integrity of financial reporting to ensure fair presentation of the financial position in accordance with generally accepted accounting principles.
- (c) review the annual budget which, when adopted shall form the basis for all appropriations with respect to the Chamber's finances, and ensure that it is presented to the EC for adoption no later than one calendar month prior to the end of the accounting period;
- (d) ensure that monthly statements in accordance with the approved budget are presented to the EC;
- (e) ensure that appropriate systems and controls are maintained for the proper recording of transactions and protection of assets;

- (f) ensure that there are sufficient funds to run the Chamber and to take such steps as necessary to ensure continued viability;
- (g) ensure proper auditing of the finances and operations of the Chamber and recommend to the EC the approval of the audited financial statements;
- (h) oversee the appropriateness and integrity of the accounting principles and practices used by the Chamber;
- (i) oversee the external auditor's qualifications, independence and performance including -
 - (i) recommending the external auditor for appointment or replacement to the EC and for ratification by the Chamber,
 - (ii) recommending compensation of the external auditor to the EC,
 - (iii) reviewing the overall scope of the external audit plan at least annually,
 - (iv) receiving all reports from the external auditor,
 - (v) periodically reviewing the status and findings of the external auditor's audit program,
 - (vi) confirming the external auditor's independence, including reviewing the Chamber's hiring policies for

employees of former employees of the
external auditor;

- (j) oversee the Chamber's establishment of an adequate system of internal controls and procedures and effective performance of those internal controls and procedures;
- (k) advise on the retention or hiring of independent professionals to assist in conducting any investigation identified by this committee as required;
- (l) provide assistance on any other related matter that may be delegated to it by the EC.

(2) It shall be the responsibility of the management of the Chamber to ensure that all appropriations are in accordance with the approved budget and any significant deviation shall be notified to and sanctioned by the EC and any such misappropriation or deviation shall form the basis for disciplinary action against such responsible personnel.

17. The committee shall also review and provide recommendations on the following:

- (a) investments for both long term funds and short-term funds;
- (b) major capital expenditures;
- (c) leases and contracts and unbudgeted items;

- (d) large projects or contracts over \$15,000.00, otherwise than in the normal course of business; and
- (e) any other matters pertinent to the financing of the Chamber.

18. The Treasurer, as the chairman of the committee, shall provide periodic reports to the EC in respect of decisions taken by the committee.

Employers and Labour Relations Committee

19. This committee shall comprise 5 members appointed by the President with the approval of the EC.

20. The chairman of this committee shall be the immediate Past President and if the immediate Past President is incapacitated, unwilling or is otherwise disqualified or unable to serve as the chairman, the President or his nominee shall act as the chairman.

21. The functions of this committee shall be to—

- (a) monitor work on the tri-partite relationship with government, employers and labour;
- (b) represent the Chamber on any labour related bodies;
- (c) participate and report to the EC on all developments with respect to employer and labour relations which may impact on business, whether they be local or international;

- (d) organise and propose for all conferences, seminars, etc., whether local or international, which the Chamber may from time to time sponsor or be required to participate in;
- (e) review any existing or proposed legislation affecting labour relations and make recommendations to the relevant a bodies.

Management Committee

22. This committee shall comprise the President, immediate Past President, Vice Presidents of Services, Commerce and Industry, the Treasurer and the Secretary.

23. The functions of this Committee shall be to-

- (a) act as a consultative body for the Chief Executive Officer on matters of urgent or special importance;
- (b) recommend personnel and employment policies for all employees of the Chamber to the EC;
- (c) liaise with and receive reports from the chairmen of other committees for presentation to the EC;
- (d) recommend to the EC, any compensation policy and guidelines for members of senior management and staff including benefit and pension plans, and any employment contracts containing termination or other special provisions outside of normal employment practices of the Chamber;

- (e) review as required, the Chamber's organisational structure as recommended by the EC and the CEO;
- (f) review annually the performance of the executive management group using information provided by the EC and the CEO;
- (g) review annually a high level assessment of the Chamber's human resources and human resources policies.

Ad Hoc Committee

24. The President may appoint such ad-hoc committees and their chairmen as may be deemed necessary to carry out the programmes of the Chamber. Committee appointments shall be at the pleasure of the President and appointments may be up to a maximum term concurrent with the term of the appointing President.

25. This committee shall comprise 3 members, namely the immediate Past President, and 2 prior Past Presidents who shall have voting rights. All Past Presidents except those designated above shall be ex-officio members of the Past President Committee but shall have no vote. Where any member of this committee is incapacitated, unwilling or is otherwise disqualified or unable to serve, the remaining members of the committee may nominate any eligible Past President to fill the vacancy.

26. The functions of this Committee shall be to—

- (a) act as an advisory body to the incumbent President and the EC;

- (b) represent the Chamber and deputise for the Executive Council both nationally and internationally when requested by the President on the advice of the EC.

27. Past Presidents holding any public office or who run for political office, shall not serve as ex-officio members of the Past Presidents Committee during the time that they are in public office. Any Past President who holds a public office, or runs for a political office, shall resign or be removed as a member of the Past Presidents Committee. A Past President shall be deemed to hold public office if he-

- (a) holds any position in the public service;
- (b) is a member of any elected or appointed body in the National Assembly or any City or Town Council;
- (c) is an employee of a body that is majority owned or controlled by the Government or other public authority.

Article III **District Chapters**

1. The Chamber may establish and maintain district chapters throughout the country with a view to representing the special interests of members in a particular area on local matters or of members in a particular trade or other activity, and all such chapters shall be accountable to the EC.

2. A district chapter shall only be established where there are over 10 financial members in a geographical area, and where there is a request petitioned by such membership for a branch or chapter of the Chamber.

3. The EC shall make rules for the proper functioning and administration of such chapters, including the selection of officers, regulation of finances and procedures at meetings.
4. No action by any chapter or its members shall be binding upon or constitute an expression of the policy of the Chamber until same is approved or ratified by the EC.
5. The executive body of a chapter may be dissolved by the EC if it is determined that a chapter is not functioning in accordance with the guidelines and policies established by the Chamber.
6. District chapters shall be responsible for their own financing and shall be self-sustainable.

Article IV **Board of Trustees**

1. There shall be a Board of Trustees of the Chamber in which shall be vested the assets of the Chamber which shall be held on behalf of the membership.
2. The Board of Trustees shall comprise the successive past Presidents and the incumbent President. The most senior Past President shall be the chairman of the Board of Trustees and the chairman post shall be rotated after each election of a new President to the EC.
3. No trustee shall hold public office or run for any political office while he is a member of the Board of Trustees. Any trustee who holds a public office, or runs for a political office, shall resign or be removed as a member of the Board of Trustees.
4. A Trustee shall be deemed to hold public office if he-

- (a) holds any position in the public service;
- (b) is a member of any elected or appointed body in the National Assembly or any City or Town Council;
- (c) is an employee of a body that is majority owned or controlled by the Government or other public authority.

5. Upon the voluntary resignation, death or incapacity due to illness of a trustee, the incumbent President may appoint the next most recent Past President who qualifies to fill such post until the expiration of the term of same.

6. The Board of Trustees shall establish rules to regulate its own proceedings at meetings.

7. There shall be no determination of any of the assets of the Chamber except in the normal course of business and except as authorised by the trustees by an 80% majority vote.

8. Notwithstanding the powers conferred upon the Chamber under section 7 of this Act, no such powers shall be exercised by the Chamber under paragraphs (b), (c), (f), (g), (h), and (j) of the said section without the approval of the Board of Trustees and no action on the part of the EC pursuant to the provisions of the said paragraphs shall constitute any liability against the assets of the Chamber unless such powers were a duly authorised and approved by the Board of Trustees.

Article V

Meetings

Annual General Meeting

1. The AGM of the Chamber shall be held no later than the end of April of each year at such time and place as shall be determined by the EC.
2. Notice of an AGM shall be sent by hard copy or electronic mail to each member at least thirty days before the said meeting and the notice shall specify the time and place of the meeting and in the case of special business, the general nature of that business. An advance agenda and minutes of the previous meeting shall be prepared for all meetings.
3. The accidental omission to give notice of an AGM to, or the non-receipt of notice of an AGM by any person entitled to receive notice shall not invalidate the proceedings at that AGM.
4. The business to be transacted at an AGM shall be as follows:
 - (a) consideration of the report of the proceedings of the past year;
 - (b) approval of the audited financial statement of the past year;
 - (c) appointment of auditors for the coming fiscal period(s);
 - (d) ratifying nominations of the Nominating Committee for officers of the EC and election of Councillors to the EC (if necessary);
 - (e) voting on any resolution, which may be proposed by the EC;
 - (f) any other matter warranting the consideration of the AGM.

Special General Meetings

5. Special general meetings of the Chamber may be called by the President at anytime, or upon petition in writing of any 20% of the Chamber membership who are in good standing.

6. Notice of special general meetings shall be mailed, either hard or soft copy to each member at least three days prior to such meetings and the notice shall include the time, place and purpose of the meeting as well as the agenda for same.

7. Notwithstanding the above, the President may call a special general meeting on shorter notice in cases of extreme urgency.

8. Special general meetings shall be called to consider any matters coming within the scope of the objectives for which the Chamber is established, and specifically to make amendments to any of the provisions of this Constitution and Rules.

9. 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.

10. The President may appoint a moderator of any general meeting, who shall have the responsibility of maintaining control of the meeting. The chairman or the moderator may eject any unruly person from any general meeting of the Chamber, including an Annual General Meeting.

EC/Committee Meetings

11. Meetings of the EC shall be held once per month at a convenient date to be set by the President.

12. Meetings of committees may be called by a committee chairman or by the President.
13. Special meetings of the EC may be called by the President or by three members of the EC upon written notice to the members of the EC, whether by hardcopy or electronic mail.
14. In the absence of the President, any Vice President may call an EC or committee meeting.
15. Notice with an agenda shall be given to each Councillor at least 3 days prior to the said meeting. However, this period of notice can be varied by the President or in his absence, by a Vice President.

Quorum and Voting at Meetings

16. A majority of EC members shall constitute a quorum at meetings of the EC. At committee meetings, a majority of the committee shall constitute a quorum.
17. The quorum for an AGM shall be 20% of financial members in good standing and the quorum for a Special General Meeting shall be 10% of same.
18. No business shall be transacted at any general meeting unless a quorum of members is present. If within half an hour from the time appointed for the meeting a quorum is not present, the President or the chairman of the meeting may adjourn the meeting or may wait another half hour before adjourning the meeting.
19. Notwithstanding any quorum at the AGM or special general meeting, any special motion which significantly affects the Constitution of the Chamber shall be ratified by 50% + 1 of the financial members in good standing. Such ratification may

be obtained by circulation and shall be duly recorded in the minutes of the meeting.

20. Chamber members shall be entitled to vote at meetings of the Chamber and each member shall be entitled to one vote, save for associations, which shall have three votes. Members shall be in good standing at the time of such voting.

21. Decisions shall be by a simple majority of members present and entitled to vote and actually voting at a meeting.

22. Unless otherwise directed by the chairman, voting shall be by ballot.

23. In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

Chairman of meetings

24. The President shall chair all EC meetings and if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, one of the Vice Presidents shall chair the meeting and in the latter's absence, the meeting shall elect one of its number to be the chairman who shall have a second or casting vote.

25. The President shall chair all general meetings of the Chamber, but he shall be permitted to appoint a person to moderate the meeting. If at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, one of the Vice Presidents shall chair the meeting, and in the latter's absence, a member of the EC shall be the chairman who shall have a second or casting, vote.

26. Committee meetings shall be chaired by its chairman and in his absence the members present shall elect one of its number to be chairman who shall have a second or casting vote.

Motions

27. Any member of the Chamber wishing to propose a motion at any meeting on any subject or matter not included in the agenda, shall give notice in writing to the CEO setting forth the terms of his motion at least two days prior to the day of the meeting at which it is intended to introduce such motion.

28. Any member at a meeting may propose any motion related to the subject of the meeting without previous notice with the sanction of the majority of the members present.

Vacancies/ Removals

29. Vacancies may arise through death, resignation, termination, or expulsion of a member of a committee.

30. A member of the Executive Council shall vacate his seat if-

- (a) the corporation with which he is employed ceases to be a member of the Chamber and no arrangement is made by the member to participate under the auspices of another entity which is a member of the Chamber and which the member is legally authorised to represent;
- (b) he becomes bankrupt;
- (c) he is convicted of an indictable criminal offence;
- (d) he becomes of unsound mind; or

- (e) is removed from office for misconduct as set out below.

31. A vacancy may also be declared by the EC where any member of the EC is absent from 4 meetings of the EC without a valid excuse. The removal of an officer or Councillor shall be approved by a majority of the EC at an Executive Council meeting and once removal is approved by the EC, the officer or Councillor shall be given written notice of his removal.

32. Any vacancy in the EC may be filled by the EC at its next meeting and the term of office of each member so elected shall be for the unexpired period of the vacancy he shall fill.

33. A member of the EC may be removed from office before the expiration of his term of office where he is guilty of misconduct, either in his employment, or as an officer of the Chamber, such that would bring the Chamber into disrepute. Such removal shall be approved by no less than 8 members of the EC or by a resolution of the general membership.

Article VI

Membership

Eligibility

1. Membership of the Chamber shall be open to-
 - (a) individuals who are in business on their own account;
 - (b) companies, corporations, cooperatives, firms and other organisations engaged or interested in commerce, industry and services;

- (c) members of professions who have an interest in commerce, industry and services;
- (d) any other natural or legal person, company, corporation, firm, association, cooperative, quasi-governmental or non-governmental organisation or any other legal person which the EC may in its absolute discretion admit to membership and who have an interest in the goals and objectives of the Chamber.

Application for membership

- 2. Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant.
- 3. The membership department at the Chamber secretariat shall review and vet all applications and decide on their eligibility for membership.
- 4. Where an applicant has been accepted for membership he shall pay the membership contribution as may be determined by the Chamber, payable annually in January or in a proportionate sum on the date of acceptance for new membership.

Termination of membership

- 5. Any member may resign from the Chamber upon written notice to the EC.
- 6. Any member may be expelled by the EC by a two-thirds vote for non-payment of dues after ninety days from the due date, unless otherwise extended for good cause.

7. Any member may be expelled by a two-thirds vote of the EC at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

8. Any member so expelled shall lose all privileges of membership without prejudice to any claims that the Chamber may have, but the EC may by resolution re-admit to membership any member so expelled at such time and on such terms as it may determine.

Article VII

Revisions

1. Any provisions of this Constitution and Rules may be amended or altered by a 51% ratification vote of the financial members of the EC at any AGM or special meeting provided that notice for the meeting includes the proposals for amendments.

2. Any proposed amendments or alterations shall be submitted to the EC in writing at least ten days in advance of the meeting at which they are to be acted upon.