

## 1 Proposed Constitutional Amendments to GCCI 2021 Constitution

Current Provision	Proposed Change	Notes/Comments
<p>1.Preamble COGNISANT that The Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association, is an independent National body representing the commercial interests of its members and the larger business community.</p> <p>AS MEMBER of the GCCI, both jointly or severally, hereby undertake to abide by the provisions of this Constitution, including the principles, rules and regulations embodied in this document and is committed to uphold and implement the same in all our dealings with the Chamber.</p> <p>Considers this Constitution as the highest governing document of the GCCI and willing to be bound by its provisions,</p>	<p>COGNISANT that The Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association, is the premier independent umbrella body representing the interests of its diverse members and the larger business community in the Gambia.</p> <p>BEARING IN MIND that The Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association is a non-partisan, non-political , non-governmental membership-based organization</p> <p>RECOGNISING the role of The Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association as the principal voice of the business community in the country and partners in development of the Government of the Gambia</p> <p>RELENTLESSLY promote, safeguard and protect the interests of its members, and the business community</p> <p>MINDFUL of the role of The Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association as the key stakeholders in developing a conducive business environment</p> <p>ESPOUSING the promotion of ethical business practices anchored on good corporate governance practices, transparency and value addition to all its members,</p>	<p>Expanded Preamble to reflect vision, mission statements and values of the Chamber</p>

	<p>stakeholders and the broader community</p> <p>EMBRACING the diversity of its membership and fostering a culture of inclusion that ensures the divergent voices and interests of the its members are represented</p> <p>We the members of the GCCI, both jointly or severally, hereby undertake to abide by the provisions of this Constitution, including the principles, rules and regulations embodied in this document and is committed to uphold and implement the same in all our dealings with the Chamber.</p> <p>Adopts this Constitution as the highest governing document of the GCCI and willing to be bound by its provisions.,</p>	
<p>1.1 Name, Address, and Area of Operations: The Name of the organisation shall be Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association, hereinafter interchangeably referred to as "GCCI", "Chamber" and "Association".</p> <p>1.2 The Principal Registered Office of the GCCI is located at Kerr Jula, Bijilo, West Coast Region. GCCI may at any time change its official address by public notice in writing using different media.</p> <p>1.3 The GCCI shall operate throughout The Gambia.</p>	<p>1.4 The GCCI may establish satellite offices or points of presence outside the Gambia with the approval of the Board.</p>	<p>Introduced article 1.4 which gives chamber the power to establish offices outside the country.</p>

PART B – DEFINITION AND INTERPRETATION		
2.1 In this Constitution, the following terms bear the definition ascribed to them and shall be interpreted accordingly.	2.1.8 “Member” individuals, registered business entities, public and private companies, statutory corporations, associations or groups who meet the membership criteria set out in this constitution. 2.1.13 “Secretary “ means the Secretary to the Board of Directors appointed in accordance with the provisions of this Constitution.	Added definition of Member and Secretary
PART C – OBJECTS, POWERS AND ORGANS OF THE GCCI OBJECTS  3.1.4 To serve as the umbrella association for Employers in The Gambia 3.1.6 To promote ethical and moral standards in the conduct of business by all members, and the larger business community, in accordance with the law 3.1.7 To promote, improve and encourage the development of entrepreneurship, commerce, and industry in The Gambia	3.1.4 to serve as the umbrella association for Private Sector Operators and Employers in The Gambia  3.1.6 Promote good corporate governance standards and culture in the Gambia  3.1.7 to promote ethical and professional standards in the conduct of business by all members, and the larger business community, in accordance with the law	Amended 3.1.4 and 3.1.7 redrafted article 3.1.4 to include private sector operators  Introduce article 3.1.6 on good corporate governance standards  redrafted 3.1.7 replaced “moral” with “professional “]
POWERS	3.2.4 As a Corporate body, GCCI shall possess all powers as are required or necessary under the laws of the Gambia and this constitution to carry out the objects of the Chamber.	redrafted with more specificity
ORGANS 3.4 Annual General Meeting (AGM):  3.4.6 Hear Petition and proposals from members,  3.4.7 Adjudicate the Expulsion of members or membership,	3.4.6 Appointment of Auditor and to fix their remuneration  3.4.7 Make final decision on the membership status, termination and re-admission	New provision vesting AGM with power to appoint Auditor  Vests AGM with express authority to terminate membership. Widen scope for members to regulate membership

<p>3.8 EXTRA ORDINARY GENERAL MEETING (EGM):</p> <p>3.8.2 An EGM shall be called at any time during the financial year either by the President and the Board of Directors, or upon the written request of one half (50%) of the total membership of the Chamber.</p> <p>3.8.3 A fourteen (14) day written notice shall be given for convening of an Extra-ordinary General Meeting.</p>	<p>3.8.3 The EGM shall have the power to determine any matter(s) of urgency that require immediate or urgent attention or to deliberate on any specific issues may be summoned at such time and place as may be decided by the Board of Directors or by the members of the Chamber as provided in clause 3.8.2</p>	<p>new clause inserted to specify the basis for calling an EGM</p>
<p>3.9 THE BOARD OF DIRECTORS:</p> <p>No provision appointing Secretary</p>	<p>3.9.4 The CEO shall be the Secretary whose responsibilities shall include;</p> <ul style="list-style-type: none"> <li>a) Plan, coordinate and prepare for all the statutory meetings of the Chamber Board in consultation with the Chief Executive Officer and Chairman of the Board</li> <li>b) Preparation and distribution of meeting agenda in consultation with Chief Executive Officer and Chairman of the Board.</li> <li>c) Keep a record minutes, decisions and resolutions of all meetings of the Board and the General membership [AGM &amp; EGM ]</li> <li>d) Make timely filings of Board Minutes, decisions, resolutions and financial statements as required by the regulatory authorities under the laws of the Gambia</li> <li>e) Point of contact between the Board, Management and Shareholders</li> </ul>	<p>New provision appointing Secretary to the Board and designating responsibilities of the Secretary</p>
<p>3.10 QUALIFICATION FOR MEMBERSHIP OF THE BOARD OF DIRECTORS (BOD)</p>	<p>a) He is elected by the general membership at an AGM or co-opted by the Board of</p>	<p>Qualifies Board of Director's power to co-opt member upon the resignation of a member or</p>

	<p>Directors upon the resignation of a member or cessation of membership by a board member. [ amended clause to qualify power of board to co-opt member]</p> <p>b) He is a fully paid-up member of the Chamber, with no outstanding financial liability to the Chamber at least for the preceding three years before the election year</p> <p>c) He is not an undeclared bankrupt</p> <p>d) He possesses the skills, experience and ability to promote the objects/values of the chamber. [ added word values ]</p> <p>e) He does not have a criminal record</p> <p>f) Representative of a registered business entity such as company, partnership or enterprise in one of the categories of the GCCI membership</p> <p>g) Institution or business nominating candidate must be a fully paid up member for a previous 5 years prior to the election</p> <p>h) Provide Three years audited accounts of sponsor Institution or business</p> <p>i) For the position President, Vice President and Treasurer must belong category A &amp; B membership</p> <p>j) Ordinarily resident in the Gambia as your primary abode.</p>	<p>the cessation of their membership.</p> <p>Expanded eligibility criteria added articles e, f, g,h, i, and J .</p>
<p>3.11.1 An Advisory Council shall be established, and its members appointed by the Board of Directors, comprising past Presidents and CEOs of the Chamber, in accordance with provisions of this Constitution,</p>	<p>3.11.1 An Advisory Council shall be established, and its members appointed by the Board of Directors, comprising past Presidents and CEOs of the Chamber, in accordance with</p>	<p>Article 3.11.2 and 3.11.4 deleted from this section and moved to Functions</p>

<p>who shall serve on the instance of the President and the Board of Directors.</p> <p>3.11.2 The Advisory Council shall be tasked with providing expert technical advice to the President, other members of the Board of Directors and the various institutions of the Chamber.</p> <p>3.11.4 The functions of the Advisory Council shall not be limited to the provision of technical advice; but shall include conduct of all elections of Office Bearers and Ordinary Members of all Boards, Councils and Committees of the Chamber.</p>	<p>provisions of this Constitution, who shall serve on the instance of the President and the Board of Directors.</p> <p>3.11.2 The number of members to be appointed to the Advisory Council shall be determined by the Board of Directors and shall be subject to alteration as and when necessary.</p>	
<p>3.11 Function of Advisory a) Recommend to Board</p> <p>i. Criteria for Award and ii. Categories of Awardees to be recognised</p> <p>b) Guide and make recommendations to the Board c) Organise, and supervise the conduct of all elections of officials of the Chamber d) Any other matter referred to its charge by the Board of Directors.</p> <p>tions of Office Bearers and Ordinary Members of all Boards, Councils and Committees of the Chamber.</p>	<p>3.14</p> <p>a) Provide advise to the President and Board of Directors [deleted “technical”</p> <p>b) Organise and supervise all elections of the elective offices of the Chamber as a body in accordance with this constitution</p>	<p>Deleted 3.13 a (i) and (ii) (function relating to Organising Award Ceremony. Function already covered Awards Committee. Deleted “technical” and use advise which is wider in scope</p>
<p>3.15. SECRETARIAT</p>	<p>3.15.5 The Chief Officer (CEO) directs the operational and administrative functions of the Chamber. [</p>	<p>expanded article to include “Administrative functions”</p>
<p>5 CESSATION OF MEMBERSHIP</p>	<p>5.2 At an EGM, summoned for that purpose, the members of the GCCI may by resolution passed by two-thirds (2/3)</p>	<p>replaced “injurious” with “detrimental” which is more apt .</p>

<p>5.2 At an EGM, summoned for that purpose, the members of the GCCI may by resolution passed by two-thirds (2/3) majority of members present and voting by secret ballot, expel any member whose conduct in the opinion of the meeting, is injurious and prejudicial to the interests of the GCCI.</p>	<p>majority of members present and voting by secret ballot, expel any member whose conduct in the opinion of the meeting, is detrimental and prejudicial to the interests of the GCCI.</p>	
<p>PART C – GOVERNANCE OF THE CHAMBER</p>	<p>The Chamber is a membership-based organization with the general membership exercising ultimate power through the Annual and Extraordinary General Meetings. The governance of the Chamber is exercised primarily through the Board of Directors.</p>	<p>new introductory article restarting the power of the General Membership as the highest decision making organ]</p>
<p>11: POWERS OF THE BOARD OF DIRECTORS</p> <p>11.4 To determine, approve and manage the business of the Board, including but not limited to the formulation of strategy, finance, investments, marketing, legal and other policies of the Chamber, including:</p> <p>i. The Annual Budget ii. Annual Report iii. Annual Statement of Account</p> <p>11.6 To Summon General and Board Meetings as required by this Constitution and by Statute and to ensure that their resolutions are implemented.</p> <p>11.7 To appoint sub-committees from among members of the Chamber or from private individuals.</p>	<p>11.4 To determine, approve and manage the business of the Board, including but not limited to the formulation of strategy, finance, investments, marketing, legal and other policies of the Chamber, including:</p> <p>a) The Annual Budget b) Annual Report c) <u>Audited Statement of Account</u></p> <p>11.6 To summon General and Board Meetings as required by this Constitution and by Statute</p> <p>11.7 To ensure that the resolutions passed by the Board and General Members are implemented. [ new clause ]</p>	<p>Replace 11.4 ( iii) with 11.4 (c) by replacing Annual Statement of Account with <b>Audited Statement of Account</b></p> <p>Split article 11.6 - deleted ..ensure that their resolutions are implemented” and separated the provision dealing with resolutions with a new article [11.7] to cover resolutions</p>

<p>11.11 The Board, in the exercise of its powers under these rules and Statute, may create new rules or By-laws, not inconsistent with the rules of this Constitution and any Act of Parliament.</p>	<p>11.11 To remove any Board Member who fails to attend three consecutive board meetings in a year without communicating a reason for non-attendance prior to the scheduled date of the meeting.</p>	<p>Article 11.11 is new provision giving board power to replace non-active Board member</p>
<p>11.15 The Board shall have the powers, in accordance with the rules of this Constitution, to establish such other committees, necessary to conduct the affairs of the Chamber and reserve the powers to co-opt any member of the Chamber or any private individual to serve in the Board in an adhoc capacity or in a Standing Committee.</p>	<p>[ new clause giving board power to replace non-active Board member ]</p> <p>11.15 The GCCI recognizes the low level of women representation at Management and Board level in the business community. As such, the GCCI shall endeavour to have 30% of its composition as women to bridge the gender gap.</p>	<p>Article 11.15 reworded to reflect the reasoning and commitment of Chamber to bridge gender gap.</p>
<p>11.16 The President of the Board shall Chair all meetings of the Board of Directors and all General Meetings of the Chamber at which he is present; and in his absence, the Vice President in order, shall deputize him. In the event the aforementioned Office Bearers are absent, the Board shall appoint any among their members to chair a meeting of the Board and sign the minutes of the meeting.</p>	<p>11.16 The Board of Directors shall consist of the following Office Bearers and Ordinary members, elected by the AGM, to superintend the affairs of the GCCI: [g)shareholding/interest owned by individuals below the 30 years of age) h) Women ( 51% shareholding own</p> <p>11.20 (replaces 11.16 ) The President of the Chamber shall be the Chairman of the Board of Directors who shall chair all meetings of the Board of Directors and all General Meetings of the Chamber at which he is present; and in his absence, the Vice President in order, shall deputize him. In the event the aforementioned Office Bearers are absent, the Board shall appoint any among their members to chair a meeting of the Board and sign the minutes of the meeting.</p>	<p>Introduce article 11:16 as a separate article listing the different categories of office bearers</p> <p>Article 11.16 g &amp; h - shareholding/interest qualification reduced from 75% to 51%</p> <p>New Article 11.20 replaces 11:16 insert “shall be the Chairman” to replace “shall chair all meetings”. President’s role as substantive Chairman of the Board specified as opposed to an adhoc chair.</p>



<p>12 DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS</p> <p>THE MEMBERS OF THE BOARD OF DIRECTORS</p> <p>12.1 The Duties of the Board shall be, inter alia:</p> <p>a) To attend and actively participate in all Board meetings and other activities of the Chamber</p> <p>b) To obey and comply with the rules of this Constitution, the By-laws of the Chamber and any relevant Act of Parliament germane to the activities of the GCCI</p> <p>c) To promote the objects and ideals of the GCCI</p> <p>d) To represent the GCCI nationally and internationally</p> <p>e) To formally report to the AGM on the activities of any Standing and adhoc Committee</p> <p>f) To prepare and lay before a General Meeting an income and</p> <p>g) Expenditure account, a balance sheet and a budget</p> <p>h) To sanction Contingent expenditure</p> <p>i) To admit new members to the Chamber</p> <p>j) To fix the amount of impress money to be held by the Chief Executive Officer</p> <p>k) To permit and provide facilities to members to inspect books and registers of the Chamber during office hours</p> <p>l) To pay three-year annual subscription to the GCCI at start of any tenure</p>	<p>12.1 The Duties of the Board shall be, inter alia:</p> <p>a) To diligently attend and actively participate in all Statutory Board and General Meetings of the GCCI [</p> <p>b) To participate in and support the activities of the GCCI [ new clause ]</p>	<p>Amended 12.1 a &amp; b reworded and added “diligently attend and “statutory Board Meetings”.</p> <p>introduced separate clause to enjoin board members to participate in the activities of a Chamber see new 12.1 b</p>
<p>14.6 Election of the Treasurer of the Board of Directors:</p>	<p>14.6.2 In the event the Office of the Treasurer becomes vacant for whatever reason, the</p>	<p>Introduced article 14.6.2 for interim appt of treasurer in the event of resignation or</p>

<p>14.6.1 The Treasurer shall be elected by the general membership of the GCCI at the AGM, to serve for a term of three (3) years. The Treasurer shall not be eligible to stand for more than two (2) consecutive terms of three (3) years.</p>	<p>Board shall appoint an interim replacement among the ordinary membership of the Board, to serve as Treasurer until the next AGM, when an election shall be held for a permanent replacement.</p>	<p>cessation of appointment of treasurer</p>
<p>14.7 Election of Ordinary Members of the Board</p> <p>14.7.1 Board members, who are not Office Bearers, shall be elected by the ordinary members at an elective Annual General meeting, to serve for a term of three (3) years. Such members shall not be eligible to stand for more than two (2) consecutive terms of three (3) years.</p>	<p>14.7.2 In the event the position of an Ordinary Member becomes vacant for whatever reason, the Board shall appoint an interim replacement among the ordinary membership of the Chamber to serve as an Ordinary Member until the next AGM, when an election shall be held for a permanent replacement.</p>	<p>Introduced article 14.7.2 for interim appt of an ordinary member in the event of a resignation or cessation of appointment of an ordinary member before the end of tenure.</p>
<p>17.1 All General Meetings shall be properly constituted, if two-thirds (2/3) of all paid-up members are present at the meeting, and such members shall form a quorum.</p>	<p>17.1 All General Meetings shall be properly constituted, if one-third (1/3) of all paid-up members are present at the meeting or the presence of members having one third (1/3) of the voting rights which ever is achievable at the day of the meeting and such members shall form a quorum.</p>	<p>Article 17.1 redrafted - Quorum of 2/3 replaced with a lower quorum of 1/3 members or members with 1/3 voting rights – reason is challenge of meeting 2/3 quorum from experience.</p>
<p>20 ACCOUNTS AND FINANCIAL STATEMENTS:</p> <p>20.1 The Accounts of the Chamber shall be kept by the Chief Executive Officer and the Financial Statements for the year ending 31st December of the year immediately preceding the AGM, together with the Auditor's Report, shall be submitted to the AGM by the President and Chairperson of the AGM.</p>	<p>20.1 The Accounts of the Chamber shall be kept by the Chief Executive Officer and the Financial Statements for the year ending 31st December of the year immediately preceding the AGM, together with the Auditor's Report, shall be submitted to the AGM by the Treasurer.</p>	<p>Amended article 20.1 . Financial statements presented by Treasurer instead of President /Chairman of the AGM.</p>
<p>21 CONSTITUTIONAL AMENDMENTS: Any provision of this Constitution may be amended</p>	<p>Any provision of this Constitution may be amended provided there is a quorum of 2/3 of the paid up members</p>	<p>Increased threshold for constitutional amendment from a mere majority to 2/3 of</p>

<p>by a majority vote at a general meeting, in respect of which due notice of any proposed amendments has been circulated to the members within the twenty-one days' Notice Period.</p>	<p>present and shall require a resolution passed by two third (2/3) vote of members with two third (2/3) of the voting rights present at a General meeting in respect of which due notice of any proposed amendments has been circulated to the members within the twenty-one days' Notice period. [</p>	<p>membership or 2/3 holders of voting rights .</p>
<p>26      DISSOLUTION</p> <p>A resolution passed by not less than two-thirds of the voting members of the GCCI present for the purpose of dissolving the Chamber, for which no less than twenty-one (21) days' notice has been given, to all eligible members, shall result in the winding-up of the GCCI. [</p>	<p>A resolution passed by not less than two-thirds [2/3] of the voting members of the GCCI present with [2/3 ] two-third of the voting rights at a meeting called for the purpose of dissolving the Chamber, for which no less than twenty-one (21) days' notice has been given, to all eligible members, shall result in the winding-up of the GCCI. [ added members 2/3 voting rights as a prerequisite for the dissolution of Chamber – higher threshold than just ordinary 2/3 members present]</p>	<p>Added members 2/3 voting rights as a prerequisite for the dissolution of Chamber – higher threshold than just ordinary 2/3 members present]</p>