

CONSTITUTION OF
THE GAMBIA CHAMBER OF COMMERCE AND INDUSTRY
GCCCI



CONSTITUTION OF THE GCCCI

PREAMBLE

COGNIZANT 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.

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

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

RELENTLESSLY promote, safeguard and protect the interests of its members, and the business community

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

ESPOUSING the promotion of ethical business practices anchored on good corporate governance practices, transparency and value addition to all its members, stakeholders and the broader community

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

We the members of the GCCCI, 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.

Adopts this Constitution as the highest governing document of the GCCCI and willing to be bound by its provisions.

PART A - NAME, ADDRESS AND AREA OF OPERATION

[Adopted at AGM held on October 11, 2024]

1 **Name**

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 "GCCCI", "Chamber" and "Association".

1.2 The Principal Registered Office of the GCCCI is located at Kerr Jula, Bijilo, West Coast Region.

1.3 The GCCCI shall endeavour to establish offices within other parts of the Gambia beyond its headquarters.

1.4 The GCCCI may establish satellite offices or points of presence outside the Gambia with the approval of the Board.

PART B – DEFINITION AND INTERPRETATION

2 **DEFINITION:**

2.1 In this Constitution, the following terms bear the definition ascribed to them and shall be interpreted accordingly.

2.1.1 "Advisory Council" means a Standing Committee established under this Constitution , in accordance with Article (3.11) of this Constitution

2.1.2 "Annual General Meeting" means a meeting of the General Membership by virtue of Article 3 of this Constitution.

2.1.3 "Board" means the Board of Directors elected by virtue of Article (3.9) of this Constitution.

2.1.4 "Chamber "means the Gambia Chamber of Commerce, Industry, Agriculture and Employers' Association

2.1.5 "Chief Executive Officer" means the Head of the Secretariat of the Chamber for the time being, appointed by the Board by virtue of Article (3.13.2) of this Constitution.

2.1.6 "Director" means a member of the Board of Directors of the Chamber, both elected and ex-officio by virtue of Article (3.10) of this Constitution

- 2.1.7 “Extra-Ordinary General Meeting”, a meeting called out in accordance with Article (3.8) of this Constitution.
- 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.
- 2.1.9 “Official Year”, means, the period between the first day of January, to last day of December of every year.
- 2.1.10 “Principal Registered Office”, GCCI Kerr Julia, Bijilo, West Coast Region.
- 2.1.11 “Partner/s” means businesses, industry and professional associations, research and institutes of higher education, Civil Society Organisations, International Agencies and entities designated as such by the Chamber.
- 2.1.12 “President”, means the President, for the time being elected by virtue of Article (13.7) of this Constitution.
- 2.1.13 “Secretary “ means the Secretary to the Board of Directors appointed in accordance with the provisions of this Constitution.

2.2 Interpretation:

Headings are included for convenience only and do not affect the interpretation of these rules.

- 2.2.1 Legislation means any legislative provision, which extends, consolidates or replaces it and any orders, regulations, instruments, proclamations or other subordinate legislation made under it.
- 2.2.2 Any gender includes the opposite gender.
- 2.2.3 The singular includes the plural and vice versa; and
- 2.2.4 Any natural persons, include created entities (Incorporated and Unincorporated) and vice versa.

PART C – OBJECTS, POWERS AND ORGANS OF THE GCCI

3 OBJECTS

3.1 The Objects:

- 3.1.1 to represent business and to be the voice and advocate for the business community

- 3.1.2 to promote the business interests of its members, including small, medium, and large enterprises
- 3.1.3 to be the focal point between members, the business community and government
- 3.1.4 to serve as the umbrella association for Private Sector Operators and Employers in The Gambia
- 3.1.5 to advocate for business-friendly policies and initiatives that will create and enhance a conducive and competitive business environment.
- 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
- 3.1.8 to promote, improve and encourage the development of entrepreneurship, commerce, and industry in The Gambia
- 3.1.9 to advance the interests of our members and the business community
- 3.1.10 to promote import and export and other forms of legitimate trade between The Gambia and other countries and regions
- 3.1.11 to facilitate the maintenance of good labour relations and fair conditions of employment for both employers and employees
- 3.1.12 to participate in activities of Chambers, Associations and multilateral organisations, created for similar objects as the GCCCI and to undertake projects designed to further the interests of the business community and local communities
- 3.1.13 to obtain assets and raise funds through membership subscriptions or any other lawful means
- 3.1.14 to keep members informed about the policies and activities of government, including legislative proposals, which may impact the interests of its members and to make relevant representations on members' behalf
- 3.1.15 to promote, encourage and provide for joint consultation between members or group of members on all matters of mutual and common interest
- 3.1.16 to form such committees or other bodies deemed necessary to achieve the objects of the Chamber

3.1.17 to do all such things, conducive to the achievement of the objects stated herein

Powers:

3.1.18 The Chamber shall have the following Powers:

3.1.19 GCCCI shall be vested with legal capacity of a Corporate body, with rights to perpetual succession, the powers to acquire, hold, invest and dispose of property, movable and immovable; corporeal and incorporeal; the right to sell, transfer, exchange, lease or otherwise alienate any competing rights or interests in such property; to sue and be sued to a Court of law, in its own name.

3.2.3 To sell, mortgage or alienate the real property of the Chamber (land and buildings), provided the approval of $\frac{3}{4}$ (three quarters) of the members of the Board is obtained. The President and the Board Secretary shall sign all documents required thereto for the said purpose.

3.2.4 As a Corporate body, GCCCI 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.

3.2 Organs:

3.2.1 The following are hereby established as organs of the Chamber

- a) Annual General Meeting (AGM)
- b) Extra Ordinary General Meeting (EGM)
- c) The Board of Directors
- d) The Advisory Council
- e) Secretariat

3.3 Annual General Meeting (AGM):

- 3.3.1 The AGM is the highest Decision-Making Organ of the Chamber, vested with authority to consider any matter, amend, and overturn any decision made by any of the other organs of the Chamber.
 - 3.3.2 The AGM shall be held once every year and shall comprised of all paid-up members of the Chamber, with the powers to:
 - 3.3.3 Elect the President and members of the Board of Directors,
 - 3.3.4 Amend existing, or enact and adopt a new Constitution, bye-laws and other regulations of the GCCCI,
 - 3.3.5 Review the Annual Report and Financial Statements of the GCCCI,
 - 3.3.6 Appointment of Auditor and to fix their remuneration,
 - 3.3.7 Make final decision on the membership status, termination and re-admission
 - 3.3.8 Hear petitions and proposals from members,
 - 3.3.9 Consider any motion properly proposed and any other business which may arise
 - 3.3.10 Consider any matters affecting the interest of the Chamber.
- 3.4** The AGM shall be chaired by the President of the Chamber and shall determine its own procedures for conducting meetings, provided that a simple majority of the members present at any meeting shall pass a binding resolution.
- 3.5** All paid-up members of the Chamber present at the AGM shall be entitled to a vote or votes commensurate with their category of membership.
- 3.6** Written notices and Agenda for the AGM shall be received by members at least twenty-one (21) days before the date of the proposed meeting.

3.7 EXTRA ORDINARY GENERAL MEETING (EGM):

- 3.7.1 All General Meetings, other than the AGM shall be referred to as Extraordinary General Meetings (EGM).
- 3.7.2 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 (one-half) of the total paid up membership of the Chamber.
- 3.7.3 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 3.7.2
- 3.7.4 A fourteen (14) day written notice shall be given for convening of an Extra-ordinary General Meeting.
- 3.7.5 An Extra-ordinary General meeting shall follow the same procedures as the Annual General Meeting, and shall have the same powers, duties and functions.
- 3.7.6 Members shall have the right to waive or shorten the notice period required for holding an Extra-ordinary General Meeting, by signing a Waiver of Notice Form, prior to the commencement of the EGM.

3.8 THE BOARD OF DIRECTORS:

- 3.8.1 There shall be a Board of Directors comprising not less than 10 and no more than 15 members.
- 3.8.2 Members of the Board of Directors with the exception of the ex officio members shall be elected by the general membership and mandated to superintend the affairs of the Chamber.

3.8.3 The Board of Directors may by a resolution adopted in a general meeting, increase, or reduce the number of members to be elected or appointed to the Board in accordance with provisions of this Constitution.

3.8.4 The CEO shall be the Secretary whose responsibilities shall include;

- 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
- b) Preparation and distribution of meeting agenda in consultation with Chief Executive Officer and Chairman of the Board.
- c) Keep a record minutes, decisions and resolutions of all meetings of the Board and the General membership [AGM & EGM]
- d) Make timely filings of Board Minutes, decisions, resolutions and financial statements as required by the regulatory authorities under the laws of the Gambia
- e) Point of contact between the Board, Management and Shareholders

3.9 QUALIFICATION FOR MEMBERSHIP OF THE BOARD OF DIRECTORS (BOD)

3.11.1 Eligibility criteria

A person cannot a member of the Board of Directors of the Chamber, unless;

- a) He is elected by the general membership at an AGM or co-opted by the Board of Directors upon the resignation of a member or cessation of membership by a board member.
- b) He is a fully paid-up member of the Chamber, and has not been in arrears of any subscription or financial obligation to the Chamber at any time during the three (3) consecutive years immediately preceding the election year
- c) He is not an undeclared bankrupt
- d) He possesses the skills, experience and ability to promote the objects/values of the chamber.
- e) He does not a have a criminal record
- f) Representative of a registered business entity such as company, partnership or enterprise in one of the categories of the GCCCI membership

- g) Institution or business nominating candidate must be a fully paid up member for a previous 5 years prior to the election
- h) Provide Three years audited accounts of sponsor Institution or business
- i) For the position President, Vice President and Treasurer must belong category A & B membership
- j) Ordinarily resident in the Gambia as your primary abode.

3.11 ADVISORY COUNCIL:

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, who shall serve on the instance of the President and the Board of Directors.

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. [SHIFTED ARTICLE 3.11.2 TO 3.14 UNDER FUNCTIONS]

3.13 COMPOSITION OF THE ADVISORY COUNCIL

3.13.1 The Advisory Council shall consist of the following Office Bearers and Ordinary members, to superintend the affairs of the GCCCI:

- a) President
- b) Vice President
- c) Chief Executive Officer
- d) Past Presidents
- e) Past Chief Executives

3.14 FUNCTIONS OF THE ADVISORY COUNCIL

- a) Provide advise to the President and Board of Directors
- b) Organise and supervise all elections of the elective offices of the Chamber as a body in accordance with this constitution
- c) Any other matter referred to it by the Board of Directors

3.15 THE SECRETARIAT:

- 3.15.1. There shall be a Secretariat of the Chamber, established to serve as the administrative arm of the Chamber
- 3.15.2 The Secretariat shall be headed by the Chief Executive Officer, appointed and delegated by the Board of Directors, to superintend the day-to-day management of the Chamber.
- 3.15.3 The Secretariat shall implement the policies and strategies of the Board of Directors and shall be subject to the oversight functions of the Board of Directors.
- 3.15.4 The Secretariat shall be staffed by such numbers of full time, part time and auxiliary employees as the Board of Directors may consider necessary and adequate to achieve the objects of the Chamber.
- 3.15.5 The Chief Executive Officer (CEO) directs the operational and administrative functions of the Chamber.

4 MEMBERSHIP

- 4.1 Membership of the GCCCI shall be open to individuals, private and public enterprises, employers, companies, firms, businesses, associations and other legal entities, whether incorporated or unincorporated, provided that each member shall be affiliated through one of the membership categories established by the Board and shall have paid their membership and yearly subscription fees.
- 4.2 GCCCI membership shall be categorized as follows:
 - a) Category A members shall be entitled to six (6) votes
 - b) Category B members shall be entitled to five (5) votes
 - c) Category C members shall be entitled to four (4) votes

- d) Category D members shall be entitled to three (3) votes
- e) Category E members shall be entitled to two (2) vote
- f) Category F members shall be entitled to one (1) vote

4.3 The GCCCI Board may –

- a) Establish one or more new categories of membership and determine the privileges and rights attached to these new categories provided that the said categories shall not have any voting rights.
- b) Change the existing categories of membership and the privileges attached to the new categories. This may include abolition of categories

4.4 All members derive the right to access GCCCI services and to participate in GCCCI activities, provided their subscriptions are fully paid up, subject to reasonable restrictions imposed by their category of membership.

5 CESSATION OF MEMBERSHIP

- 5.1 Any member who wishes to withdraw his membership of the GCCCI shall give three (3) months' notice in writing of his intention to so withdraw and upon the expiry of such notice, shall cease to be a member.
- 5.2 At an EGM, summoned for that purpose, the members of the GCCCI 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 detrimental and prejudicial to the interests of the GCCCI.
- 5.3 Provided that prior to such general meeting being called, the member/s affected shall be given full details in writing of the conduct which is alleged to be injurious and prejudicial to the interests of the GCCCI, and shall at a hearing, be entitled to be heard and to put forward its own version of the conduct complained of.

6 REGISTER OF MEMBERS

6.1 There shall be kept at the registered offices of the GCCI, a register of all the members of the GCCI, which shall contain the following information:

- a) The name, address and type of business of each member, the nominated representative (if applicable) and category of membership
- b) The date on which each member was admitted to membership of the Chamber
- c) The amounts and dates of payments made by each member, in respect of any other fee/s, subscriptions levied by the general meeting
- d) Date on which membership ceased

6.2 There shall be kept at the registered offices of the GCCI, a register of the names of all Directors of the Board of Directors which shall contain the following information:

- a) Full name and title
- b) Physical Address and email address of Board of Directors

7 FINANCIAL YEAR

7.1 The Financial Year of the GCCI and for all other purposes shall be the calendar months from January 1st to December 31st of every year.

8 MEMBERSHIP SUBSCRIPTIONS

8.1 Subscription fees shall be set by the Board of Directors and may be changed from time to time as the Board deems necessary.

8.2 The Board may, with good cause, authorize a concessionary subscription rate for any member in exceptional circumstances.

8.3 All subscriptions are due and payable by the 1st day of January of the next official year. Any member who fails to pay his subscription obligations by the 30th of March of the year in which they fall due, shall be deemed to be in arrears

- 8.4 All members whose membership subscription is in arrears shall have their right to vote suspended pending settlement of the arrears accrued.

9 COLLECTION AND APPLICATION OF FUNDS

- 9.1 The GCCCI is authorized and mandated to raise, collect and receive by all legal and authoritative means, monies, funds and subscriptions, donations and legacies, and to hold by way of purchase property real and personal of any kind for the benefit of the Chamber.
- 9.2 The income and properties of the GCCCI, howsoever received, accrued and accepted, shall be applied solely for the promotion of the objectives of the GCCCI and no portion thereof shall be distributed or transferred by way of dividend or bonus to members of the Chamber.

10 EXECUTION OF DOCUMENTS AND SIGNING OF CHEQUES

- 10.1 All deeds, contracts and other official documents shall be deemed duly executed by or on behalf of the GCCCI, if signed by the President and the Chief Executive Officer; in the absence of the President, the Vice President shall deputize and signed on his behalf.
- 10.1 Cheques drawn on any bank or banking accounts and all negotiable and transferable instruments, government payable orders drawn or endorsed in the name of the GCCCI shall be signed by the Chief Executive Officer or his/her deputy, and counter-signed by one of three (3) alternates, which includes the President, the Treasurer and the Finance Manager, provided they are not the same person.

PART C – GOVERNANCE OF THE CHAMBER

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.

11: POWERS OF THE BOARD OF DIRECTORS

[Adopted at AGM held on October 11, 2024]

- 11.1 The Board of Directors shall exercise the following powers
- 11.2 All the powers of the Chamber, except for powers which the Act or the rules contained in this Constitution require the Chamber to exercise only by the General Meeting.
- 11.3 To determine and approve the terms and conditions of service of all employees of the Chamber
- 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:
 - a) The Annual Budget
 - b) Annual Report
 - c) Audited Statement of Account
- 11.5 To set, approve and develop policy guidelines for GCCCI's association and partnership with individuals and organisations.
- 11.6 To summon General and Board Meetings as required by this Constitution and by Statute
- 11.7 To ensure that the resolutions passed by the Board and General Members are implemented.
- 11.8 To appoint sub-committees from among members of the Chamber or from private individuals.
- 11.9 To set Annual membership subscription fees and other levies.

- 11.10 To consider [approve, amend and or reject proposals] from the Management of the GCCCI
- 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.
- 11.12 To delegate any of its powers and functions to:
- a A Board member
 - b A committee of Board members
 - c The Chief Executive Officer of the Chamber
 - d A member, or members representative
- 11.13 The 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.
- 11.14 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.
- 11.15 The GCCCI recognizes the low level of women representation at Management and Board level in the business community. As such, the GCCCI shall endeavour to have 30% of its composition as women to bridge the gender gap.
- 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 GCCCI
- a) President
 - b) Vice President
 - c) Treasurer
 - d) Tourism, Construction and Real Estate
 - e) Large Employers (employing more than 100 staff as per SSHFC)
 - f) Agriculture, Agroindustry, manufacturers, Exporter
 - g) Youth (51% shareholding/interest owned by individuals below the 30 years of age)



- h) Importers, Traders, Retailers, MSMEs, Transport
- i) Banking, Insurance or Financial Services
- j) GPA (Ex-Officio Member)
- k) GIEPA (Ex-Officio Member)
- l) GCCI CEO (Ex Officio Member)

11.17 The Board shall appoint a Chief Executive Officer as Head of the Secretariat and all other senior management officials, necessary for the effective management and functioning of the day-to-day administration of the Chamber. The Chief Executive Officer shall be responsible for running and operating the day to day affairs of the Chamber .

11.18 The Board shall issue policy guidelines for the appointment of all other staff of the Chamber and determine terms and conditions of service.

11.19 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.

11.20 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.

11.21 An interim Board member shall exercise all the powers, duties and functions of an elected member for the duration of his tenure.

11.22 The Board of Directors shall determine its own procedures and proceedings for the conduct of its meetings; and shall define terms of reference and guidelines for all Committees duly constituted to undertake the work of the Chamber.

12 DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

[Adopted at AGM held on October 11, 2024]

12.1 The Duties of the Board shall be, *inter alia*:

- a) To diligently attend and actively participate in all Statutory Board and General Meetings of the GCCCI
- b) To participate in and support the activities of the GCCCI
- c) 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 GCCCI
- d) To promote the objects and ideals of the GCCCI
- e) To represent the GCCCI nationally and internationally
- f) To formally report to the AGM on the activities of any Standing and adhoc Committee
- g) To prepare and lay before a General Meeting an income and
- h) Expenditure account, a balance sheet and a budget
- i) To sanction Contingent expenditure
- j) To admit new members to the Chamber
- k) To fix the amount of impress money to be held by the Chief Executive
- l) Officer
- m) To permit and provide facilities to members to inspect books and registers of the Chamber during office hours
- n) To pay three annual subscription to the GCCCI at the start of their tenure

13 OFFICE HOLDERS:

13.1 The following designations shall be the key Office Holders of the Board of Directors:

- a) The President and Chairman of the Board
- b) Vice President of the Board
- c) The Treasurer of the Board

13.2 Office Bearers hold office until the:

- a) date of their resignation
- b) date of their retirement
- c) date of the expiry of their respective tenure
- d) date that they cease to be a Board member

13.3 An Office Holder does not cease to be a member of the Board upon his effective resignation as an Office Holder.

13.4 In addition to powers and duties prescribed in this Constitution, office Holders of the Chamber shall exercise the following powers and duties

13.5 President:

- a) In all matters relating to the Chamber, the President shall take precedence over all other members and officials of the Chamber
- b) The President shall be the Public Face and the Official Spokesperson of the GCCCI and shall represent the Chamber both nationally and internationally.
- c) The President shall Chair all Board, General and Committee meetings of the Chamber at which he is present and shall exercise all the powers vested in Chairperson of a Board meeting, which include among other things, to:
 - i. Keep Order at such meetings
 - ii. Direct the manner and order of debate and questions during meetings, at which he is present.
- d) The President may delegate any of his/her powers and functions including board representations on a permanent or temporary basis to:
 - I. The Vice President and/or
 - II. The Chief Executive Officer of the Chamber

13.6 The President shall have the right to vote on all issues tabled at a meeting and in the case of a tie in votes, shall have a second and deciding vote.

13.7 Vice President: In the absence of the President, The Vice President, by order of seniority, shall exercise all the rights, privileges, powers, and duties of the President.

13.8 Treasurer: The duties of the Treasurer shall be inter alia to chair the board audit committee and assisting the board to discharge its responsibility to exercise due care, diligence and skill in relation to the following areas:

- a) Ensure that the Application of accounting policies by the Secretariat as regards to: Financial management; Internal control system; Risk management system; Business policies and practices; or Protection of an entity's assets;
- b) Ensure Compliance with applicable laws, regulations, standards and best practice guidelines;
- c) Provide a formal forum for communication between the Board of Directors and senior financial management;
- d) Facilitate communication between the Board of Directors and the internal and external auditors;
- e) Ensure the maintenance of the independence of the external auditors.

14 **Election of Office Holders and Members of the Board of Directors**

14.1 The members of the Board of Directors shall be elected by secret ballot at the AGM, in accordance with provisions of this Constitution.

14.2 Nominations of prospective candidates for election to the Board shall be made in writing, signed by the Proposer and the Seconder both of whom shall be paid up members of the Chamber.

14.3 Nomination Forms duly completed, accompanied by relevant supporting documents shall be deposited with the Chairperson of the Advisory Council, in accordance with the rules of this Constitution to oversee the conduct and supervision of elections of the Board of Directors.

14.4 **Election of President of the Board of Directors:**

- 14.4.1 The President shall be elected from among the members of the Chamber by the General Membership of the GCCCI at an elective Annual General Meeting to serve for a term of three (3) years
- 14.4.2 The President shall not be eligible to stand for more than two (2) consecutive terms of three (3) years under this Constitution.
- 14.4.3 If the Office of the President shall become vacant for whatever reason/s during any term, the Vice President shall assume the responsibilities, duties and powers of the President until the next AGM when a new President will be elected.

14.5 Election of Vice President of the Board of Directors:

- 14.5.1 The Vice President shall be elected from among the members of the General membership of the Chamber at the AGM, to serve for a term of three (3) years. Vice President shall not be eligible to run for more than two (2) consecutive terms of office, under this Constitution.
- 14.5.2 In the event the Office of the Vice President becomes vacant for whatever reason, the Board shall appoint an interim replacement among the ordinary membership of the Board, to serve as Vice President until the next AGM, when an election shall be held for a permanent replacement.

14.6 Election of the Treasurer of the Board of Directors:

- 14.6.1 The Treasurer shall be elected by the general membership of the GCCCI 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.
- 14.6.2 In the event the Office of the Treasurer becomes vacant for whatever reason, the 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.

14.7 Election of Ordinary Members of the Board

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.

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.

PART D

15 ELECTION PROCEDURES:

- 15.1 To be eligible for election to the Board of Directors, a candidate must comply with the eligibility criteria stipulated in clause 3.11.1 and must present their employer's audited financial statements and in the case of an individual a tax clearance for the same period will suffice.
- 15.2 Any member who wishes to contest in the election for the office of the President of the GCCCI, the Vice President and the Treasurer of the Board of Directors, shall do so by completing a prescribed Nomination Form, supported by the endorsement of five paid-up members of the Chamber.
- 15.3 With respect to candidates for ordinary Board membership, completion of the Nomination Form, supported by evidence of compliance (to be determined by the Board), shall suffice.
- 15.4 All Nominations for election to any position on the Board of Directors shall be delivered in a sealed envelope, addressed to the Chairperson of the Advisory Council, mandated to organize, oversee, and conduct the elections process.

16 ROTATION OF BOARD MEMBERS:

- 16.1 At every election for Office of Director of the Board during an AGM, held every three years, one-third of the members of the Board of Directors shall retire; and the Directors to retire are those who have been in office longer, since their election. In the

circumstance of a dead heath, and no agreement between the candidates to withdraw his candidacy, the election shall be decided by lot.

- 16.2 A retiring Director shall be eligible to remain in office and shall act as a Director, throughout the meeting at which he retires, but shall not vote.
- 16.3 Voting shall be by secret ballot and by proxy, unless otherwise determined. Each member shall have vote(s) commensurate with his membership status.
- 16.4 During AGM, all official ballots received by mail, by proxy and in person shall be counted in the presence of all the candidates or their representative and the result announced to members who shall certify the count.
- 16.5 All results shall be announced to the members present by the Chairperson of the Advisory Council, following a full count, and shall consider any petition for a recount, made in accordance with laid down rules.
- 16.6 Newly elected Directors assume office at the end of the General Meeting at which they were elected.

17 **QUORUM:**

- 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.
- 17.2 In the absence of a quorum, one (1) hour after the scheduled start time of the meeting, the meeting shall be adjourned to the same day, time and place, two weeks subsequently, (provided that if that day falls on a public holiday, the meeting shall be moved to the next business day) and those members present at the rescheduled meeting shall constitute a quorum.
- 17.3 All General Meetings shall take place at the principal registered office of the GCCCI, located at Kerr Jula, Bijilo, West Coast Region. The Board of Directors may determine an



alternative venue for the meetings, which shall be communicated to all members during the Notice Period.

18 **VOTING AT GENERAL MEETINGS**

A resolution at a General meeting will be decided on a show of hands unless a poll is demanded by 10 members.

19 **NOTICE:**

19.1 The standard Notice Period for all General Meetings shall be twenty-one (21) clear days, including non-working days; notwithstanding, the Board of Directors can call an Extra-Ordinary General meeting with a shorter Notice Period, provided a simple majority of Board Members consent to the resolution and waive the Notice Period stipulated in this Constitution.

19.2 The Notice Period for all other meetings of the Chamber, including Board Meetings, Advisory Council Meetings shall be seven (7) days written Notice.

19.3 Due Notice shall for all purposes be deemed to have been given, immediately upon delivery, using the most expeditious means available.

20 **ACCOUNTS AND FINANCIAL STATEMENTS:**

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.

20.2 The AGM shall appoint an Auditor for the GCCCI. The Auditor shall be independent and not be engaged in any other professional capacity with the Chamber or provide any other service other than Auditing Service.

21 **CONSTITUTIONAL AMENDMENTS:**

[Adopted at AGM held on October 11, 2024]

Any provision of this Constitution may be amended provided there is a quorum of 2/3 of the paid up members 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.

22 MOTION AT GENERAL MEETINGS:

Each member may propose a motion, by delivering written Notice to that effect, addressed to the Secretary to the Board of Directors, at least fourteen (14) days prior to the General Meeting, unless a shorter Notice period, as the President of the Chamber (failing which the Vice President in order of seniority), or as the Chairperson of the meeting determined. All proposed motions shall be circulated to all members, at least 14 days prior to the General Meeting.

23 MINUTES

23.1 The Chamber must keep Minutes of all Meetings:

General Meetings

- a) Board Meetings
- b) Advisory Council Meetings
- c) Management meetings
- d) Committee Meetings

23.2 Minutes of all meetings shall be signed by the President and Chairperson of the Board, the Vice President by order, or any other member of the Board of Directors, appointed to chair such meeting and including the Secretary to the Board.

24 INDEMNITY

No act or omission of any office bearer, employee, or agent of the GCCI, shall be rendered liable for damages sustained by any person as a consequence of such act or omission, provided the act is done in good faith.


25 BY-LAWS

The Board of Directors shall make such by-laws, regulations and other rules of procedures as are necessary for the proper and efficient functioning of the Chamber.

26 DISSOLUTION

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.

The Constitution was duly adopted by the Membership of the GCCI at the Annual General Meeting held on 11th October, 2024

Signed:.....
Theresa S. Diarra
Secretary