

**CONSTITUTION OF THE
ASSOCIATION OF PROFESSIONAL IMMIGRATION CONSULTANTS**

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Article I.

1. INTERPRETATION

In this Constitution unless there be in the content anything inconsistent therewith:-:

“Administrative Guidelines”	means Immigration and Deportation rules and regulations under the Laws of Zambia governing the Code of Ethics of registered immigration consultants and their staff.
“The Association”	shall mean the Association of Professional Immigration Consultants
“The Act”	shall mean the Companies Act, Chapter 388 of the Laws of Zambia or any statutory re-enactment or amendment.
“Board”	shall mean the Board of Directors of the Association appointed pursuant to the provisions of the Articles of Association.
“Director”	shall mean a person appointed to the Board of Directors pursuant to the provisions of these Articles.
“Directors”	shall have the same meaning as the Board of Directors.
“Director General”	shall mean the Director General of Immigration under the Immigration and Deportation Act No. 18 of 2010 of the Laws of Zambia as may be amended from time to time.
“Honorary Secretary”	shall mean the person elected as Honorary Secretary.
“Member”	shall mean any person admitted to membership of the Association in accordance with the Articles of Association.
“Membership Certificate”	Shall mean a certificate issued by the Association in terms of Article IX
“Month”	shall mean calendar month.
“Officers of the Association”	shall mean an employee of the Association.
“Practising certificate”	shall mean a certificate issued by the Director General of Immigration under the Immigration and Deportation (immigration Consultants) Regulations, 2013 (Statutory Instrument No. 38 of 2013) of the Laws of Zambia as may be amended from time to time.
“Seal”	shall mean the common seal of the Association.

“Stakeholders”	shall mean persons directly involved in the practice of immigration consulting.
“Subscriber”	shall mean a signatory to the Articles of Association and shall be a member of the Association.

Expressions referring to writing, shall unless the contrary intention appears, be construed as including reference to printing, lithography, photography, word processing and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory re-enactment thereof in force for the time being.

Words importing persons shall include bodies corporate. Words importing one gender shall include the other gender.

Article II.

2. PREAMBLE

WE, the members of the Association of Professional Immigration Consultants resolved to provide professional, ethical, and quality immigration consultancy services and proclaim the means and style to govern ourselves

DETERMINED to uphold and exercise our right as members to decide, appoint and proclaim the means and style to govern ourselves

RECOGNIZE the equal worth of men and women in their rights to participate in the affairs of the Association

PLEDGE to ourselves that we shall ensure that the Association shall respect the rights and dignity of all members

UPHOLD the laws of the Association and conduct the affairs of the Association in such manner as to preserve, develop, and utilize its resources for the Association’s development

RESOLVE to uphold the values of democracy, transparency, accountability, and good governance

DO HEREBY ORDAIN AND GIVE OURSELVES THIS CONSTITUTION FOR THE GOVERNANCE OF THE ASSOCIATION

Article III.

3. NAME

- 3.1 The name of the Association is The Association of Professional Immigration Consultants (hereinafter referred to as “the Association”) registered as a company limited by guarantee under the Companies Act, Chapter 388 of the Laws of Zambia.
- 3.2 The headquarters and registered office of the Association shall be at Lusaka in the Republic of Zambia or such other places as the Board may from time to time determine.

4. OBJECTS

- 4.1 The primary objective of the Association, as an asset and resource of the country and people of Zambia, is to provide its members innovative, and market driven guidance for improved performance and productivity, and to empower members through the provision of business solutions for their sustained growth and development.
- 4.2 In order to achieve its stated objective the Association, without limitation, may undertake any or all of the following:
- 4.2.1 Promote, foster and maintain interest of an ethical and efficient immigration consultancy profession;
- 4.2.2 Encourage fair competition among the Consultants through enhancing the Members' knowledge and understanding of professional issues and helping them recognize the ethical requirements for observation and pushing their standard level up to par.
- 4.2.3 Promote the education of members at all stages and levels with particular emphasis on the broadening of such education in the provision of immigration and related services;
- 4.2.4 Dissemination of technical and professional information related to the field of immigration consultancy among consultants aimed at enhancing their level of professional expertise;
- 4.2.5 Maintain and improve the standards of conduct of all members in the immigration consultancy profession;
- 4.2.6 Consider the qualifications of members and corporate industry standards to raise and promote the members' professional status;
- 4.2.7 Shall not support any activity, impose on or procure to be observed by members or the public any regulation or restriction which would make it a Trade Union within the meaning of the Laws of Zambia;

- 4.2.8 Administer and regulate members' compliance with the Association's Code of Ethics and Professional Practice, by fostering good governance, ethical and procedural best practice;
- 4.2.9 Protect and assist members and the public in all matters touching, ancillary or incidental to immigration consultancy profession;
- 4.2.10 Facilitate and appoint Committees where need be to settle disputes between members and between members and the public;
- 4.2.11 Represent, protect and assist members of the immigration consultancy profession in regard to their conditions of practice, remuneration and otherwise;
- 4.2.12 Enhance the dissemination of information, services, requirements and statutory fees as provided for under the Laws of Zambia;
- 4.2.13 Creation of strong occupational relationship among the Consultants through correspondence, discussions, conversations, electronic correspondence, Internet, other mass media, exchange of views, as well as holding periodic meetings working towards establishment of constructive occupational relations for the purpose of attaining the required professional coordination;
- 4.2.14 Provide services to assist members improve performance standards, business methods and profitability;
- 4.2.15 Provide a forum for liaison and consultation with the Government of Zambia, government agencies, and other institutions;
- 4.2.16 Support the Government of Zambia in any policy, action, decision or endeavor which is deemed supportive of the Association's objectives and to safeguard the security of the state;
- 4.2.17 Where appropriate, make recommendations to the Government of Zambia and/or any of its departments, or government agencies, in regards to the support or implementation of any policy, action, decision or endeavor which is deemed supportive of the Association's objectives;
- 4.2.18 Promoting required liaison among Government and non-government organizations, associations, and other corresponding ministries aimed at furthering the Members' occupational rights;
- 4.2.19 Promote the reform of the law, both by the amendment of and the removal of imperfections in existing law and by the re-formulation, codification or restatement of particular branches of law which will improve immigration consultancy services and participate when called upon in draft legislation and to strengthen the machinery for the critical examination of its legal quality;
- 4.2.20 Take any lawful steps to achieve the proper and effective enforcement of legislation in Immigration and Deportation;

- 4.2.21 Affiliate, co-operate or join with any bodies, or other professions, societies or organizations, wherever situated, whose objects and activities are similar or related to the objectives of the Association ;
- 4.2.22 Promote and establish branches of the Association for the benefit of members and to control, open, or close, support or take over the activities of such Branches as may be felt in the best interests of the Association;
- 4.2.23 Shall not subscribe to, support or amalgamate with any other organization which does not to the same extent as this constitution restrict the application of its finances and property and prohibit the making of distributions to its members except in circumstances approved by the Board members;

To do all such things as may be conducive to the attainment of the foregoing objects or any of them.

Article IV.

5. RULES

Subject to the provisions of this Constitution, the Board shall, by prescribing anything required or permitted by this Constitution to be prescribed, including, but without derogating from the generality of the foregoing, rules relating to:

- (a) application fees, annual membership fees and periodical subscriptions;
- (b) application for membership;
- (c) the grounds for and procedure relating to expulsion or suspension of members;
- (d) the resignation of members;
- (e) the regulation and delegation of powers exercisable by the Board;
- (f) the functions and powers of Committees;
- (g) meetings of the Association, the Board and Committees
- (h) The election, removal and replacement of the officers of the Association, members of the Board and of the Association, and representatives of the Association on any other bodies;
- (i) The accounts of the Association;
- (j) The custody and use of the common seal.

Article V.

6. MEMBERS AND SUBSCRIBERS

- 6.1 The number of members with which the Association proposes to be registered as a company under the Act is seven but the directors may from time to time register an increase of the Subscribers. The Honorary Secretary shall maintain a schedule of the Subscribers members of the Association.
- 6.2 The Subscriber and Members to the Articles of Association and such other persons as the Association in general meeting shall admit to membership shall be the members of the Association. The Association at the annual general meeting shall determine the qualifications for membership.
- 6.3 Membership of the Association shall be open to persons qualified to give advice on immigration and deportation matters and those registered to practice as immigration consultancy practitioners under the Laws of Zambia as may be amended from time to time.
- 6.4 Any person wishing to become a member of the Association shall complete and submit to the Honorary Secretary an application in a form and manner approved by the Board and upon payment to the Association of a non-refundable application fee, subscription fee (if required), annual membership fee, and upon passing interviews shall become a member of the Association.
- 6.5 Membership shall be confined to those persons who:
- 6.5.1 applied for membership prior to the first Annual General Meeting of the Association now past;
 - 6.5.2 shall thereafter become members in accordance with the provisions herein;
- 6.6 The Association shall not register a person as a member if that person:
- 6.6.1 has been convicted of an offence involving fraud or dishonesty, or been convicted of an offence under any other written law and sentenced to a term of imprisonment not less than six months without option of a fine.
 - 6.6.2 is of unsound mind;
 - 6.6.3 is an undischarged bankrupt;
 - 6.6.4 has been found guilty of professional misconduct under Part III of the Immigration and Deportation (immigration Consultants) Regulations, 2013 (Statutory Instrument No. 38 of 2013) of the Laws of Zambia as may be amended from time to time.
 - 6.6.5 is an employee of The Immigration Department under the Ministry of Home Affairs in Zambia; or
 - 6.6.6 has engaged in any activities that compromise or may compromise the proper implementation of the immigration consultancy or may impede any authorized activities carried out by other holders in the course of their practice as immigration consultants and bring disrepute to the Association.

6.7 Classes of membership and subscriptions to the Association shall be decided from time to time as the Board may determine and a schedule of the same be maintained by the Association in the following categories:

6.7.1 Life membership:

Open to all members on whom the Board confers. There shall be no need for renewal the membership.

6.7.2 Ordinary membership:

Those admitted by the Board as Members of the Association

6.7.3 The Board shall upon recommendation of the Members' Services Committee accept the applicant as a member in the appropriate class upon payment of the required application fee and subscription. In the event of the Members' Services Committee refusing to accept an applicant as a member, the Members' Services committee shall, at the request of such applicant, refer the application to the Board, whose decision thereon shall be final.

6.8 Application fees, subscription fees and membership fees shall be fixed annually at the general meeting of the Association;

6.9 All Ordinary membership subscriptions shall be renewable on an annual basis and be payable in advance on the first day of January. No member shall be entitled to any privileges of membership, whose subscriptions are more than thirty days in arrears. The privileges of membership shall be suspended until such subscriptions have been paid.

6.10 Any member whose subscription is in arrears for thirty days shall cease to be a member of the Association, but the Board may re-admit the member upon receiving a satisfactory explanation and upon payment of all arrears of subscription then due. If the subscription fee remains unpaid five months after falling due, membership shall cease.

6.11 The Association shall make fees payable for different amounts and at different times as the Association may resolve. The Association shall give notice to members if it decides to extend the time for payment of fees, whether fees can be paid in installments and the method of payment.

6.12 The Board may in their discretion or recommendation of the Appeals Committee and/or the Disciplinary Committee may suspend any member from the exercise of all rights and privileges of a member during such period as they think fit, not exceeding beyond the next Annual General Meeting, for any cause which shall in their opinion render such expulsion necessary or expedient:

PROVIDED that –

6.12.1 At least six members of the Board are present at the meeting at which it is resolved to suspend such member; and

6.12.2 The Board has afforded to such a member an opportunity of giving an explanation to the Board in writing or in person, as he may elect.

- 6.13 All members may attend any or all of the Annual General Meetings of the Association but Life Members shall not have power to vote and shall be accorded only such privileges as the Board may in its discretion determine.
- 6.14 If in the written opinion presenting a *bona fide* case of any three or more full members of the Association a member has acted in a manner which is inconsistent with general principles of or in a manner that makes the continuance of his membership of the Association undesirable, the Board may direct the said member to appear before the Board within a specified period and explain his actions in question or give reasons why he should not be called upon to resign. The Board may then in its discretion continue or terminate the said member's membership.
- 6.15 The Board shall send to such member a statement in writing of the conduct imputed to him and shall afford him an opportunity of giving an explanation in writing or in person as he may elect.
- 6.16 If on consideration of such explanation or in the absence of any explanation, the Board is of the opinion that such member ought to be expelled from the Association, they shall state their opinion in the form of a report to be laid before the Annual or Extra Ordinary General Meeting of the Association, and such member shall be liable by resolution to be excluded from the association and if such resolution is passed, he shall thereupon cease to be a member.
- 6.17 The Board may in their discretion exclude from the Association any member who is a Bankrupt or who has made any arrangements or composition with his creditors.
- 6.18 Every member applying to join impliedly undertakes to comply with the Articles of Association, this Constitution and any By-laws made there under and any refusal or neglect to do so shall render such member liable to expulsion by a Resolution of the Board provided that at least twenty-one days before the meeting of the Board at which the matter is to be considered he or she shall have had notice thereof, and of the intended recommendation for expulsion and that he or she shall have an opportunity of giving orally or in writing any explanation or defense he or she may think fit. A notice under this Rule shall be held to have been duly given if sent by prepaid post or email to the last known address of the member.
- 6.19 All notices that may be required pursuant to this Constitution shall be made to all members resident in Zambia by depositing in the mail a prepaid letter addressed to the members' last known address in Zambia. At the members option, in lieu of receiving notices by post they may be sent by email to an address provided in writing by said Member. All members residing outside of Zambia shall receive notices by electronic mail as provided herein and notice by mail shall not be required. Any notice sent through the post shall be deemed to be served on the tenth day after it is put into the post. Any notice sent via email shall be deemed to be served as of the date and time of electronic transmission. Notwithstanding the above, for all Members resident in Zambia any and, all notices published in any daily newspaper in the Republic of Zambia shall, for the purposes hereof, be deemed to be duly served, and deemed effective as of the date of such publication.

6.20 The privileges of membership are:

- (a) To attend and take part in all activities of the Association ;
- (b) To stand, if nominated, for election to the Board ;
- (c) To attend, speak, and vote at meetings of the Association, **PROVIDED** that a member may only vote after thirty-days of paid up membership to the Association.
- (d) To receive copies of annual reports and Association's publications.

And any other privileges as the Board may from time to time deem appropriate, a schedule of which shall be maintained by the Honorary Secretary and made available to the members of the Association.

Cessation of Membership

6.21 Membership of the Association may be terminated by resolution of the members on any of the following grounds:-

- (a) Inability or failure to meet or loss of, the qualifications for membership
- (b) Failure to attend three consecutive general meetings of the Association without a reasonable excuse
- (c) Misconduct or misbehaviour
- (e) Unsoundness of mind

6.22 The cessation of a membership shall not prejudice, reduce or affect the duties, liabilities and obligations of a member and the member shall continue to be liable for annual membership fees, subscription fees and all arrears due at the date of cessation of membership and shall not be entitled to make any claim for unexpired portion of membership fee paid.

6.23 A member may resign from the Association by notice in writing to the Honorary Secretary of the Association.

Article VI.

7. FEES AND SUBSCRIPTIONS

7.1 The Association shall require the payment of levies, fees and subscriptions by members in the amounts and at the times as the Association resolves.

7.2 Annual subscriptions shall fall due on the first day of January of every year and shall be paid before first day of April of the same year. Any member who shall not renew his membership shall cease to be a member by the first day of May of that year.

7.3 The Association may make fees payable for different amounts and at different times as the Association may resolve. The Association shall give notice to members if it decides to extend the time for payment of fees, whether fees can be paid in installments and the method of payment.

Article VII.

8. CERTIFICATES

8.1 MEMBERSHIP

8.1.1 A membership certificate shall be issued by the Association in a form prescribed by the Association;

8.1.2 A membership certificate shall clearly state the class of membership, the year in which the member commenced membership and any other detail as the Board may determine from time to time

8.1.3 Every certificate shall be under the seal of the Association and shall be signed by the Chairperson and the Honorary Secretary.

8.2 PRACTICING CERTIFICATES

8.2.1 All practicing members shall be registered with the Director General of Immigration and hold a current practicing certificate to practice as an immigration consultant as required under the Laws of Zambia.

Article VIII.

9. BOARD OF DIRECTORS: POWERS, DUTIES, AND OBLIGATIONS

9.1 The Board of the Association, elected by the Association members, shall consist of the Chair, Vice chair, Honorary Secretary, Vice Honorary Secretary, Honorary Treasurer, Vice Honorary Treasurer, and four other committee members of the Association so elected to the said Board.

9.2 A person shall not be eligible for election as a member of the Board if the person is:

- (a) below the age of eighteen (18) years
- (b) not a Zambian citizen
- (c) an undischarged bankrupt, has been convicted of an offence involving fraud or dishonesty or been convicted of an offence under any other written law and sentenced to a term of imprisonment not less than six months without option of a fine
- (d) not a member of the Association

9.3 The Board, shall have complete oversight authority for the management and conduct of the affairs of the Association in accordance with these provisions;

- 9.4 The Board shall also have primary responsibility for the design and implementation of all policy decisions of the Association, including but not limited to any amendments or revisions of the Constitution of the Association;
- 9.5 The election of the Board shall occur at the Annual General Meeting of the Association;
- 9.6 The Board shall meet at least once in every three consecutive months and shall cause minutes of all its proceedings of every Meeting to be entered in books provided for that purpose. The Chairperson or failing him the Vice Chairperson, shall preside at all meetings, but if neither is present within fifteen minutes of the time appointed, for holding the meeting, the members present may choose one of their members to be the Chairperson of that meeting.
- 9.7 The quorum for the Board shall be six members, Fifty-one percent (51%) of members of the Board thereof;
- 9.8 Members of the Board will serve for a term of one year and shall not be eligible for election after serving two consecutive terms;
- 9.9 A member of the Board who has retired after serving two consecutive terms shall be eligible for re-election after a period of five years;
- 9.10 All elected members of the Board will endeavour to actively serve on any committee, to be present at all meetings, and perform such duties on behalf of and attend functions as a representative of the Association as may be requested;
- 9.11 All elected members of the Board will maintain strict confidentiality on all matters except as required in the performance of duty as a member of the Board or as may be directed by the Board or by the Chairperson;
- 9.12 The Board may from time to time make By-laws and repeal, alter or amend the same, governing the conduct and affairs of the Association. Such By-laws when made, repealed, altered or amended shall have effect from such date as shall be determined by the Board and shall by virtue of Resolutions by the Board properly passed at a meeting of the Board as provided in this Constitution be binding upon the Association.
- 9.13 The Constitution of the Association or any part thereof may only be altered, amended, cancelled or added to by a Resolution passed Fifty-one (51%) majority of those present, either in person, or by proxy and voting at any Annual General Meeting of the Association of which sixty days notice of the intention to alter, amend, cancel or add to the Constitution has been given in writing to the Chairperson of the Association.
- 9.14 The Board, whenever it thinks fit, may call an Extra Ordinary General meeting. Delegates may attend in person or by proxy.
- 9.15 The Board shall appoint one or more Auditors for the Association. The first Auditors shall be appointed by the Board to hold office until the next Annual General Meeting and thereafter the Auditors shall be elected by the members at the Annual General Meeting; but if the members shall fail to elect any auditors, or if a casual vacancy shall occur, the Board shall appoint Auditors to hold office until the next Annual General Meeting. A

retiring auditor shall be eligible for re-election or re-appointment. The Auditors shall have a right of access at all times to the books, accounts, vouchers and securities of the Association and shall be entitled to require from all members of the Board such information and explanations as they think necessary. The appointed Auditor shall not hold office for more than five (5) consecutive years);

9.16 The books of account shall be kept by the Honorary Treasurer and shall always be open for inspection by the Board either jointly or individually.

9.17 Once at least in every year, the Board shall lay before the Association at the Annual General Meeting for the approval of members a balance sheet and a statement of receipts and expenditure up until the 31st December last past, duly audited by the Auditors thereon. A copy of such balance sheet and statement shall be sent to the Honorary Treasurer of the Board no later than the last day of February in the following year.

9.18 The Board may open or close banking accounts in the name of the Association when necessary and decide in what manner such banking accounts shall be operated, appoint accountants, advocates, and such other services, as it may deem necessary. The Board shall cause proper accounts of the Association's affairs to be prepared and maintained and submit annually to the Annual General Meeting of the Association a Balance Sheet and an Income and Expenditure Account duly audited by the Association's Auditors;

9.19 No member of the Board or other officers of the Association shall be liable for the acts or omission of any other such member or officer or by reason of his having joined in any receipt of money not received by him personally or for any loss of accounts or records or elective title to any property acquired by the Association or on account of the insufficiency of any security in or upon which any monies of the Association shall be invested or for any loss incurred through the act of default of any banker, broker or other agent or upon any ground whatsoever other than his own willful act or default;

9.20 The Honorary Secretary of the Association shall be empowered to commence, carry or defend any legal proceedings on behalf of the Association or its members, and to instruct solicitors for that purpose;

9.21 Business at an Annual General Meeting shall include consideration of a report by the Board and of the Association's Accounts, the appointment of a Chairperson, Vice Chairperson, Honorary Secretary, Vice Honorary Secretary, Honorary Treasurer, Vice Treasurer and Auditors, and any Motion of which notice has been given to the Chairperson at least fourteen days prior to the date of the meeting and any other business which the meeting may, by fifty-one (51%) majority resolve to allow. All nominations must be in writing, proposed and seconded by full members of the Association, endorsed by the person so proposed and seconded to the effect that such persons, if elected, is willing to serve. Such nominations duly completed must be forwarded to the Honorary Secretary at fourteen days prior to the date of the meeting. No nominations for these posts will be accepted at the meeting;

9.22 Fourteen days notice specifying the place, date and time of an Board meeting and in the case of special business the general nature of that business shall be given by the

Chairperson to all members, provided that the non-receipt of any notice by a member shall not invalidate proceedings at any Board meeting;

9.23 The Chairperson, or in his absence, the Vice Chairperson or in his absence, any member of the Board elected by the meeting shall preside as Chairperson at every Board meeting of the Association;

9.24 The Chairperson may, with consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished from the meeting which was adjourned;

9.25 Any one member of the Board may demand a secret ballot and on such demand a ballot must be organized, otherwise, voting shall be by a show of hands, provided that, if the delegates present so agree, delegates who, by reason of the distance from the place of meeting do not attend thereat may vote on any matters referred to in the notice of the meeting by letter, which must be received by the Chairperson of the Association not later than the time fixed for the commencement of the meeting;

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

9.27 An instrument appointing a proxy may be in any form, which the Board may determine or prescribe.

10. PROCEEDINGS OF MEETINGS AND NOTICES OF MEETINGS

10.1 The Annual General Meeting shall be held within a period of not less than nine months and not exceeding fifteen months after holding the last Annual General Meeting at a place determined by the Board;

10.2 If the Annual General Meeting is not convened, an Annual General Meeting shall be held in the month next following the last day upon which the Annual General Meeting should have been held and may be convened in the same manner in which meetings of the Board may be convened in accordance with this Constitution;

10.3 The Board may, convene an Extraordinary General Meeting, if five members of the Association request for such meeting in writing;

10.4 The request for such meeting referred to above in clause 11.3 shall be sent to the Honorary Secretary of the Association and shall state the objects of the meeting and signed by the members requesting such meeting;

10.5 If the Board fails to convene a meeting referred to in clause 11.3 within thirty days, the members who requested such meeting may convene the meeting, provided that such members shall comply with this constitution in convening the meeting;

10.6 The Board shall give ten days' notice, exclusive of the day on which the notice is served but inclusive of the day for which notice is given;

10.7 The notice served under clause 11.6 shall specify the place, the day, and the hour of the meeting and business to be brought before the meeting and sent to every member of the Association;

10.8 Any notice not received by any member shall not invalidate the proceedings of any General meeting;

10.9 The quorum of an Annual General Meeting shall be Fifty-one (51) per cent of the membership;

10.10 If within half an hour from the time appointed for the meeting a quorum is not formed, the meeting if convened on request by five members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not formed within half an hour from the time appointed for the meeting, the members present shall be the quorum;

10.11 The Chairperson or in the absence of the chairperson, the Vice Chairperson shall preside at every Annual General Meeting of the Association;

10.12 In the absence of both the Chairperson and the Vice Chairperson the members present shall elect a Chairperson from amongst themselves for that meeting.

Article IX.

11. COMMITTEES

11.1 The Board shall for the purposes of performing its functions under this Constitution, establish Committees and delegate to any such Committee such of its functions as it thinks fit. The Board shall appoint all Committee chairpersons.

11.2 The Board shall delegate to each Committee responsibility and authority to make decisions on behalf of the Board in the Committee's defined area of responsibility except to the extent that the Board has specifically limited that such authority in the Terms of Reference for the Committee. For greater certainty, the delegation of authority to the Committees is intended to permit the Board to pursue major policy and strategic issues. In particular, the delegation of authority to the Committees is intended to be sufficiently broad so that as a result the issues which remain with the Board or which would be referred by a Committee to the Board would generally be in the nature of the following:

- (a) high level strategic, budgetary and stewardship policy issues or matters of significant risk to the Association;
- (b) any matter involving an alteration in the mandate, terms of reference, membership, or structure of a Committee;
- (c) those things which a Committee considers to be of major strategic significance to or long-term impact on the Association;

- (d) those matters on which, in the opinion of a Committee chair, there has been a strong division of opinion within the Committee;
- (e) issues involving benchmarking and performance; and
- (f) issues in which there is a lack of clarity as to which Committee is responsible.

11.3 A member of a Committee shall be appointed by the Board for a term commencing on a date selected by the Board and expiring on the earliest of:

- (a) the effective date of the resignation of that member from the Board
- (b) the effective date of the resignation of that member from that Committee
- (c) a date selected by the Board and
- (d) the effective date of the next appointment of all members to that Committee (ordinarily the first Board meeting)
- (e) A member of a Committee is eligible to be reappointed to that Committee

11.4 There shall be members of each Committee who are Board members; non-Board members may be drawn from the public as the Board considers appropriate or as may be provided for in the Committee's term of reference. Where the terms of reference of a Committee provide for a number of members in excess of those specifically required to be represented on the Committee, additional members may, subject to the foregoing, be appointed from any constituency;

11.5 The Chairperson of the Board is an *ex officio* voting member of each Standing Committee and will jointly recommend to the Board the appointment of the persons to be the chairs for the Committees;

11.6 The Chairperson of a Committee is responsible for calling meetings and setting or approving the agenda for each meeting of that Committee. The Chair of a Committee may establish rules of procedure to be followed at each meeting of that Committee;

11.7 Each Committee will appoint a person to act as the Committee Secretary of that Committee. That person need not be a member of the Board or of the Committee and may be an employee of the Association;

11.8 A quorum for the transaction of business at any meeting of a Committee shall be Fifty-one (51%) percent. In order for a meeting to be validly constituted for the transaction of business, either the Chair or the Vice-Chair shall be present. Business will be conducted by resolutions. The Chair of the Committee shall be entitled to a second or casting vote;

11.9 A written resolution signed by all Committee members entitled to vote on that resolution at a meeting of the Committee is as valid as one passed at a Committee meeting and shall be effective from the date specified therefore in the resolution;

11.10 Each Committee has the power to refer or delegate specific matters under its authority to another Committee.

STANDING COMMITTEES

12.11 There shall be Standing Committees, subject to the control of the Board. The Board may constitute an Ad Hoc Committee as and when deemed necessary to attend to issue(s) that are outside the mandate of any the Standing committees, as follows:

(a) **Audit and Risk Committee**

The Committee serves as a link between the Association's Management and the Board in fulfilling its oversight responsibilities in respect of the audit and risks inherent in the businesses of the Association and the control processes with respect to such risks. The Committee takes necessary decisions regarding matters under its authority and/or raises recommendations to the Board for approval/ratification as per the specializations, powers and responsibilities assigned to it by the Board.

The objective for the formation of the Audit and Risk Committee is to facilitate the business/operations of the Association by establishment of an effective audit and risk management framework through appropriate audit and risk policies /processes, to monitor audit and risk profile of the Association to provide the support necessary to enable the Management to perform their assigned duties and responsibilities in an effective manner.

(b) **Membership Services Committee**

The committee oversees the general membership, development and rights of all members and shall have the powers and authority to determine eligibility to membership. The committee shall be subject to the control of the Board.

(c) **Social and Fundraising Committee**

The committee shall have the powers to responsible for social events and fundraising for the Association.

(d) **Finance and Human Resources Committee**

The Finance and Human Resources Committee shall receive reports from the Finance Manager on finance, staffing structure and conditions of service; advise the Executive Director on staffing matters generally, while the Honorary Secretary shall ensure that the Association's Disciplinary & Grievance Procedure is followed and recommendations made to the Board on all finance and personnel matters. The Finance and Human Resources Committee is responsible for the final decision. The Finance Manager and Board Honorary Secretary shall normally be required to attend all meetings of the Finance and Personnel Committee. Other staff may, at the Executive Director's discretion or the Committee's request, attend meetings as required.

(e) **Nomination, & Corporate Governance Committee**

The committee oversees and advises the Board on all matters relating to nomination and policies in respect of the members of the Board; reviews, assesses and has oversight on all aspects of good corporate governance in keeping with the regulatory and statutory provisions of the good corporate governance code under the Association and to make appropriate recommendations to the Board.

(f) **Disciplinary and Grievances Committee**

The committee shall be responsible for all disciplinary and grievances for Board, management and membership. Any party may appeal to the Appeals Committee if dissatisfied with the decision of the Disciplinary and Complaints Committee. All matters shall be dealt with under the Association's Disciplinary and Dispute Resolution Procedures.

(g) **Appeals Committee**

The committee shall be responsible for all appeals emanating from both the Disciplinary and Grievances Committee and the Membership Services Committee. If any party is dissatisfied with the Appeals Committee's decision, the matter shall be referred to the Board whose decision shall be final.

Article X.

13. FINANCIAL PROVISIONS

13.1 The Association shall have the power, for the advancement of its objects or any of them:

(a) To acquire, sell, receive, hold, disburse, expend, invest or otherwise dispose of money and other property, whether subscribed, donated, bequeathed, assigned to the Association or acquired in any other way by the Association, for the best achievement of its objective;

(b) To purchase, mortgage, charge, take, lease, license, exchange, hire (with or without the option of purchase) or acquire otherwise any lands, buildings, offices, or any other estate or interest, easement, privileges and rights in and to any such lands, buildings and offices and to apply for and acquire otherwise furniture, fittings, stationary and moveable property and goods of a kind necessary or convenient for the business of the Association and to pay for the same in cash or otherwise as may be deemed convenient or desirable in achieving the objective of the Association;

13.2 The funds of the Association shall consist of:

(a) Such sums as may be paid to the Association by way of application fees and subscriptions of members and fees payable.

(b) Such sums as may be paid to the Association by way of grant or donation;

(c) Such other moneys as may accrue to the Association in the exercise of its functions.

13.3 The Board may invest in such manner as it shall think fit any monies held by the Association which are not immediately required for the performance of its functions.

13.4 Nothing contained in this Part shall permit the distribution or payment of any monies or other assets or income of the Association to or for the benefit of any member of the Association.

14. ACCOUNTS

14.1 The Association shall keep proper books of account and records relating thereto and shall prepare in respect of each financial year a statement of account and balance sheet showing, in all necessary detail, the income and expenditure and the assets and liabilities of the Association.

14.2 The accounts of the Association shall be audited annually by an auditor appointed by the Board.

14.3 Any bank account of the Association shall have four signatories consisting of panel "A" and panel "B". Any of the two combinations shall sign at any given time.

14.4 The Association's financial year shall commence on 1 January of each calendar year and end on 31 December of the same calendar year;

Article XI.

15. GENERAL

15.1 The Association's Board and Management will be guided by provisions under the Articles of Association, Board Charter, the Immigration and Deportation (immigration Consultants) Regulations, 2013 (Statutory Instrument No. 38 of 2013) of the Laws of Zambia as may be amended from time to time on matters related to its functioning and not specified in this document.

15.2 The Board and its Committees will conduct an annual self-assessment of the performance of the Committee/members and report conclusions and recommendations to the Board in reference to Committee and to the Annual General Meeting in reference to the Board. The mechanism of evaluation would be as per the evaluation process adopted by the Board for its committees.

15.3 The Board and its Committees may adopt resolutions by correspondence, including mail, electronic or fax correspondence, provided that in order for resolutions taken in this manner to be valid, they shall be approved by all the members. Any member to whom a proposed resolution is sent and who fails to respond within three working days following the date on which the proposed resolution is sent to him shall be considered to have approved the resolution. The Honorary Secretary should ensure that the documents related to the proposed resolution are received by all members of the Committee.

Article XII.

16. COMMON SEAL

16.1 The seal of the Association shall be such device as may be determined by the Board and shall be kept by the Honorary Secretary.

16.2 The common seal of the Association shall be kept in such custody and used in such manner as may be prescribed.

16.3 Any document purporting to be a document under the seal of the Association or issued on behalf of the Association shall be received in evidence and shall be executed or issued as the case may be without further proof unless the contrary is proved.

16.4 The affixing of the seal shall be authenticated by the Chairperson and the Honorary Secretary.

Article XIII.

17. LIMITATION AND LIABILITIES

17.1 In the event of the Association being dissolved in accordance with the procedure outlined in Article XV and the legal liabilities of the Association exceeding the assets as realized, the liability of individual members shall be limited to any proportion of subscriptions or membership fees, which shall be due and unpaid as at the date of the Resolution duly passed.

Article XIV.

18. CORPORATE POLICIES AND BEST PRACTICES

18.1 The Association is committed to the highest standards of good corporate governance, transparency, integrity and accountability.

18.2 The Association shall continue its endeavour to protect members' interests and defend members' rights by practicing pursuit of excellence in corporate life. The Association shall not only comply with all statutory requirements but also formulate and adhere to strong Corporate Governance practices.

18.3 The Association shall continuously strive to best serve the interests of its stakeholders including members, clients, staff and public at large.

18.4 The adoption and implementation of Corporate Governance codes and policies shall be the direct responsibility of the Board and this endeavour is in line with the policies of regulatory authorities and statutory requirements in the Republic of Zambia.

18.5 The Association's codes and policies shall be binding on all subscribers and members.

Article XV.

19. DISSOLUTION

19.1 The Association may be dissolved upon a Resolution passed at the Annual General Meeting or Extra Ordinary General Meeting called for the purpose of dissolution of the

Association at which fifty-one percent (51%) of the members vote in favor thereof, provided however that sufficient members are present to constitute a proper quorum;

19.2 Notice of the dissolution has been available to all registered members at least two months before the meeting to effect the dissolution;

19.3 The resolution for dissolution shall be supported by at least three quarters of the fully paid up members present and voting;

19.4 Upon dissolution, the assets of the organisation shall be vested in the Board

19.5 It shall be the duty of the Board to ensure the orderly dissolution of the Association, liquidate all assets, settle all outstanding debts, dispose of the balance of assets, advertise the dissolution of the Association in a widely circulated newspapers and at least twenty-one days from the date of the resolution to dissolve the Association;

19.6 If upon the dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be distributed among the members of the Association, but shall be given or transferred to some institution or institutions, in equal shares or, otherwise having objects similar to the object of the Association, PROVIDED that no income or property shall be distributed to any organisation that permits the distribution of assets among its members to any individual. Such institutions or institution shall be determined by the members of the Board at or before the time of dissolution and, if so far as effect cannot be given to this provision, then to some other charitable institution. In dissolution, the national labour laws and the conditions of service of the Association shall apply.