



**Constitution
of the
Truckers Association of Zambia
(TAZ)**

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1.0 INTRODUCTION

1.1 Name of The Employer Association

The name of The Employer Association shall be known as “the Truckers Association of Zambia” (hereinafter referred to as “the Employer Association”).

1.2 Date of Registration

The Truckers Association of Zambia was duly registered pursuant to and in accordance with the provisions of Section 7(2) of the Societies Act Cap 119 of the Laws of Zambia on 11th Day of June 2007.

1.3 Place of Business

“The Employer Association’s” place of business and its address for correspondence shall be in Lusaka or such other place within the Republic of Zambia as decided upon from time to time by the Executive Committee.

1.4 Purpose of Establishing the Employer Association

The purpose of establishing “The Employer Association” is to engage in the furtherance of employers’ interests in the road freight sector including the negotiation of wages and conditions of service where a Joint Industrial Council exists.

1.5 Declaration

“The Employer Association” declares itself to be a free association of truckers and inter-related businesses which shall be non-political and non-sectarian. “The Employer Association” is totally opposed \to any discrimination on grounds of race, colour, creed, nationality, sex, origin, social group, class or any other hidden or apparent distinguishing factor.

2.0 DEFINITIONS AND INTERPRETATIONS

2.1 Meaning

“Articles”

Means the provisions of this Constitution.

“Associate Member”

Means any individual, firm or company which satisfies the criteria set out in Article 4.4 and is admitted as an “Associate Member” of “The Employer Association” in accordance with the provisions of this Constitution and whose name shall have been recorded in the Register and “Associate Membership” shall be construed accordingly.

“Business Partner”

Means any individual, firm or company which satisfies the criteria set out in Article 4.5 and is admitted as a “Business Partner” of “The Employer Association” in accordance with the provisions of this Constitution and whose name shall have been recorded in the Register and “Business Partnership” shall be construed accordingly.

“Certificate of Membership”

Means a certificate issued to all members in good standing recorded in the Register.

“Constitution”

Means the Constitution of “The Employer Association” as herein contained and as the same may from time to time be modified or amended in accordance with the provisions herein.

“Employer Association”

Means an organisation of employers registered as an association under the Industrial and Labour Relations Act Cap 269 whose principal objects are the regulation of collective relations between employers and employees or between employers and trade unions”.

“Executive Committee”

Means the “Executive Committee” constituted under Article 13.0 to, inter-alia, manage the affairs of “The Employer Association”.

“General Meeting”

Means any Annual General Meeting or Extraordinary General Meeting of “The Employer Association”.

“Logistics”

Means the process of planning, implementing and controlling the efficient, cost effective flow and storage of raw materials, in-process inventory, finished goods and related information from point of origin to point of consumption for conforming to customers’ requirements.

“Member”

Means any Ordinary Member, Associate Member, Own Account Operator or Business Partner and Membership shall be construed accordingly.

“Ordinary Member”

Means any individual, firm or company which satisfies the criteria set out in Article 4.3 and is admitted as an “Ordinary Member” of “The Employer Association” in accordance with the provisions of this Constitution and whose name shall have been recorded in the Register and “Ordinary Membership” shall be construed accordingly.

“Own-Account Operator”

Means any individual, firm or company as contained in Article 4.6 that deploys its own fleet of trucks and own cargo to move.

“Register”

Means the Membership Register maintained by “The Employer Association” under Article 4.2.

“Road Freight”

Means the carriage of goods by vehicle from point of origin to point of consumption using the road.

2.2 Application of Singular (Plural) and Gender

Where applicable, words implying the singular include the plural and vice versa; words implying a gender include every gender and references to persons include body corporates and unincorporates.

2.3 Headings

Headings are inserted for convenience of reference only and shall be ignored in the interpretation of the provisions of this Constitution.

2.4 Interpretation of Provisions

The Executive Committee may interpret the provisions of this Constitution and any by-laws or regulations made hereunder, and the decision of the Executive Committee shall be binding on all members until such time there is a dispute to which members may resolve differences in accordance with “The Employer Associations’ Constitution” and the Laws of Zambia.

3.0 OBJECTIVES

3.1 Negotiations of Wages and Conditions of Service

To engage in the furtherance of employers’ interests in the road freight sector including the negotiation of wages and conditions of service where a Joint Industrial Council exists for Ordinary and Associate Members only.

3.2 Membership Development

To recruit and retain members.

3.3 Business Development, Promotion and Sustainability

To develop, promote and sustain a sound road freight and logistics industry as a driver to sustainable national economic development.

3.4 Executive Education

To promote executive education and relevant professional training among members in order to develop, promote and enhance Zambia as a regional and international logistics centre with a reputation for reliability, integrity and high standards in logistics practice and management.

3.5 Advocacy and Networking

To represent, protect and promote the interests of members generally and, for this purpose but without limiting the generality of the foregoing, to seek the support and assistance of any government authority, department or body, the private sector or any other individual, firm or company as the Executive Committee may in its discretion deem appropriate.

3.6 Research and Development

To promote research and development as a source of new knowledge for creating industry competitiveness.

3.7 Strategic Management

To operationalise the objectives of “The Employer Association”, the Executive Committee shall plan, execute and evaluate a three-year strategic plan. The strategic plan shall be planned, executed and evaluated within the tenure of office of the Executive Committee

4.0 CATEGORIES AND CRITERIA FOR MEMBERSHIP

4.1 Categories of Membership

“The Employer Association” shall have four categories of membership, namely: -

1. Ordinary Members;
2. Associate Members;
3. Own-Account Operator; and
4. Business Partners.

4.2 Membership Register

Every individual, firm or company admitted as a member of “The Employer Association” shall be recorded in the Membership Register of “The Employer Association” which shall contain such particulars as the Executive Committee may from time to time prescribe, including without limitation to, the following particulars: -

1. The name and registered office address of each member and the full name and occupation of its accredited representatives;
2. The category of membership; and
3. The date of admission to membership and the date of cessation (if any) of such membership.

The Membership Register shall be kept and maintained at the Place of Business decided by the Executive Committee.

4.3 Ordinary Membership

Every individual, firm or company operating for hire and reward in the road freight and logistics industry is entitled to become an Ordinary Member upon fulfilling the following terms and conditions: -

1. Is established and has a registered Head Office in Zambia;
2. In relation to an individual, an individual who is a citizen of Zambia or an established resident who must have been domiciled in Zambia for not less than fifteen (15) years;
3. In relation to a partnership, a partnership which is composed exclusively of persons who are citizens of Zambia;
4. In relation to a body corporate, a body corporate which is incorporated under the Laws of Zambia and:
 - a. Is certified under the hand of the Minister to be controlled by the State; or
 - b. Not less than fifty-one percentum (51%) of membership is exclusively composed of persons who are citizens of Zambia or an established resident who must have been domiciled in Zambia for not less than fifteen (15) years; and
 - c. Whose directors are exclusively citizens of Zambia; and
 - d. Which is not controlled by any means directly or indirectly outside Zambia or by persons who are not exclusively citizens of Zambia.
5. Payment of membership and subscription fees upon fulfilling the above terms and conditions; and
6. Declaration through a written agreement to be bound by the terms and conditions of this Constitution.

4.4 Associate Membership

Any individual, firm or company operating for hire and reward in the road freight and logistics industry which is registered and operating in Zambia but does not meet the terms and conditions set out in Article 4.3 above may become an Associate Member.

4.5 Business Partner

Any individual, firm or company providing goods and services to the road freight and logistics industry may become a Business Partner. Goods and services provided may include, but are not restricted to, the following: -

- a. Body and Trailer Builders;
- b. Business Development Services;
- c. Components and Equipment Suppliers;
- d. Courier Services;
- e. Escort Vehicle and Services;
- f. Hospitality Services;
- g. Ferry Companies and Port Services;
- h. Financial Services;
- i. Freight and Forwarding Services;
- j. Fuel and Lubricant Suppliers;
- k. Information and Communications Technology Suppliers;
- l. Insurance Services;

- m. Legal Advice and Services;
- n. Trade Associations;
- o. Training Services;
- p. Truck and Van Parts, Rentals and Sales;
- q. Tyre Suppliers;
- r. Vehicle CCTV, Security and Tracking Services;
- s. Vehicle Manufactures, Inspection and Recovery Services;
- t. Vehicle Weighing Solutions;
- u. Occupational Health, Safety and Environment Services; and
- v. Any other individual, firm or company not fitting within the three categories listed in 4.3 and 4.4.

4.6 Own-Account Operator

Any individual, firm or company that deploys its own fleet of trucks and own cargo to move may apply for membership as an Own-Account Operator.

4.7 Appointment at Pleasure of Executive Committee

The Executive Committee of “The Employer Association” may at its pleasure, proclaim any distinguished person with the following appointment: -

1. Honorary Membership

The Executive Committee may bestow upon any distinguished persons “Honorary Membership” for outstanding contribution to the road freight and logistics industry. Honorary Members have no rights to vote and stand for any position on the Executive Committee.

2. Patron

The Executive Committee may at its discretion appoint an outstanding individual to serve as “Patron”. The “Patron” shall be appointed to support, protect and champion the purpose of strengthening “The Employer Association”. The Patron shall have no rights to vote and stand for any position on the Executive Committee.

5.0 APPLICATION AND ADMISSION TO MEMBERSHIP

5.1 Application for Membership

All applications for membership shall be considered by the Finance and Membership Sub-Committee and be recommended for approval by the Executive Committee.

5.2 Format of Application for Membership

All applications for membership shall be: -

- 1. Made in writing as may be prescribed by the Executive Committee from time to time;
- 2. Signed by an authorised officer of the applicant;
- 3. Accompanied by such supporting documentation as may be required by the Executive Committee; and

4. Payment of applicable fees as may be prescribed by the Executive Committee from time to time.

5.3 Decision of Application for Membership

All applications for membership shall be decided upon by the Executive Committee, which may in its absolute discretion approve, decline or defer any application without assigning any reason whatsoever.

5.4 Notice of Decision

All applicants shall be notified in writing of the decision of the Executive Committee on their application.

5.5 Entry into the Membership Register

Every applicant whose application has been approved by the Executive Committee shall, upon payment of the applicable fees, be recorded in the Membership Register as an Ordinary Member, Associate Membership, Own-Account Operator or Business Partner as the case may be.

The Executive Committee may, in its discretion, withdraw the approval of any such application if the applicant fails to pay the applicable fees within the time stipulated by the Executive Committee.

5.6 Upgrading to Ordinary Membership

An Associate Member who satisfies the criteria for Ordinary Membership may apply to the Executive Committee to be upgraded to be an Ordinary Member. Such application shall be made in accordance with the provisions referred to above.

The Executive Committee may in its absolute discretion approve, decline or defer any such application without assigning any reason whatsoever.

6.0 RIGHTS OF ORDINARY MEMBERS

6.1 Rights of Ordinary Members

All Ordinary Members shall, subject to the provisions of this Constitution, be entitled to all rights, privileges and benefits conferred by this Constitution including, without limitation to, the following: -

1. To attend and vote at all General Meetings by their accredited representatives, alternates or proxies appointed in accordance with this Article 6.0 and to receive all notices and circulars issued by "The Employer Association";
2. (Without prejudice to Article 6.1a) to vote at any election of candidates to the Executive Committee and accredited representatives of Ordinary Members shall be entitled to be nominated as candidates for election to the Executive Committee;
3. To submit proposals for inclusion in the agenda for any General Meeting or Executive Committee Meeting; and
4. To share and enjoy any rights, privileges or benefits that may be provided by or obtained from "The Employer Association".

6.2 Appointment of Accredited Representative of Alternate

Every Ordinary Member may, by notice in writing, appoint an accredited representative or alternate from the Ordinary Member to represent it at all General Meetings which the Ordinary Member is entitled to attend. Any such notice shall contain, among other things, an undertaking by the Ordinary Member: -

1. That its accredited representatives shall have full powers to represent it; and
2. That the acts of its accredited representative or alternate at any General Meeting shall be deemed to be the acts of the Ordinary Member and binding on it.

6.3 Appointment of Proxy

Without prejudice to the foregoing, every Ordinary Member may appoint a proxy to represent it at a particular General Meeting.

The instrument of proxy shall be in such form as the Executive Committee may prescribe from time to time and shall be dispatched so as to reach "The Employer Association" at its registered office not less than twenty-four (24) hours before the time fixed for that General Meeting failing which the instrument of proxy shall be treated as invalid.

6.4 Revocation of Accredited Representative or Alternate

An Ordinary Member may, at any time by notice in writing to "The Employer Association", revoke the appointment of any accredited representative or alternate and appoint another in his place.

6.5 Termination of Appointment of Accredited Representative or Alternate

The appointment of any accredited representative or alternate of an Ordinary Member shall be automatically terminated: -

1. Upon the accredited representative or alternate ceasing to be an employee of the Ordinary Member or otherwise being dissociated from the Ordinary Member, in which case the Ordinary Member shall forthwith inform "The Employer Association" in writing of any such cessation or dissociation; and
2. If he has been convicted of such crimes or offences which, in the sole opinion of the Executive Committee, render him unfit to be the accredited representative or alternate of an Ordinary Member or bring "The Employer Association" into disrepute.

7.0 RIGHTS, PRIVILEGES AND BENEFITS OF ASSOCIATE MEMBERS, OWN-ACCOUNT OPERATORS AND BUSINESS PARTNERS

7.1 Rights, Privileges and Benefits

Associate Members, Own-Account Operators and Business Partners are entitled to: -

1. Attend all General Meetings by their accredited representatives appointed in accordance with this Article 7.0, but shall not be entitled to vote at any such General Meeting;

2. The accredited representatives of Associate Members, Own-Account Operators and Business Partners are not entitled to be nominated as candidates for election to the Executive Committee; and
3. Share and enjoy any other rights, privileges and benefits that may be provided by or obtained from “The Employer Association”.

7.2 Appointing Accredited Representatives

Any Associate Member or Business Partner may, by notice in writing to “The Employer Association”, appoint one (1) accredited representative respectively.

7.3 Revocation of Appointment of Accredited Representative

An Associate Member or Business Partner may, at any time by notice in writing to “The Employer Association”, revoke the appointment of any accredited representative and appoint another in his place.

7.4 Termination of Appointment of Accredited Representatives

The appointment of any accredited representative of an Associate Member or Business Partner shall be automatically terminated: -

1. Upon the accredited representative ceasing to be an employee of the Associate Member or Business Partner or otherwise being dissociated from the Associate Member or Business Partner, in which case the Associate Member or Business Partner shall forthwith inform “The Employer Association” in writing of any such cessation or dissociation;
2. If he has been adjudicated as bankrupt or becomes insolvent or makes any arrangement or composition with his creditors generally; or
3. If he has been convicted of such crimes or offences which, in the sole opinion of the Executive Committee, render him unfit to be the accredited representative of an Associate Member or Business Partner or bring “The Employer Association” into disrepute.

8.0 RESPONSIBILITIES OF ALL MEMBERS

8.1 Responsibilities of all Members

Every Member accepts to make every effort to: -

1. Uphold the Constitution of “The Employer Association”;
2. Promote the mission, vision and objectives for which “The Employer Association” was established;
3. Defend the mission, vision and objectives of “The Employer Association”;
4. Make payment of applicable fees as and when they fall due;
5. Respect and abide by the decisions of all General Meetings and of the Executive Committee in accordance with the provisions of this Constitution;
6. Observe non-disclosure of information or data to unauthorised persons about “The Employer Association”;
7. Promote and obey the laws of the country;
8. Supply information and data requested by “The Employer Association”;
9. Participate in the growth of the membership base;

10. Train employees at all levels especially for the purposes of attaining knowledge and competitiveness;
11. Observe fair conditions of employment;
12. Recognise the dignity and importance of labour;
13. Advise the Executive Committee of the commencement of a dispute or any negotiation with Trade Unions; and
14. Promote industrial harmony.

9.0 RESIGNATION OF MEMBERS

9.1 Resignation

Any member wishing to resign from “The Employer Association” shall give written notice of a minimum one (1) month but shall remain liable to “The Employer Association” for all fees and other monies (including without limitation to any fees) due and owing from the Member to “The Employer Association” up to and including the date on which the resignation is to take effect.

Fees are payable based on financial year and are not refundable if a member resigns within the financial year.

10.0 SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

10.1 Allegation against Member

If any member is alleged to have: -

1. Violated any of the provisions of this Constitution;
2. Failed to abide by any of the decisions of the Executive Committee; or
3. Acted in any way prejudicial to the interest of “The Employer Association” or its members;

the Executive Committee may, at its discretion, of its own accord or on receiving a written complaint in connection therewith: -

- a. Consider the conduct of the member concerned at a meeting convened for the purpose; or
- b. Refer the matter to the “Disciplinary Committee” to investigate the allegations and report its findings to the Executive Committee and then consider the conduct of the member concerned at a meeting convened for the purpose upon receipt of the report.

10.2 Written Notice to be Given

The member concerned shall be given written notice of not less than seven (7) days of the Executive Committee Meeting at which their conduct will be considered. Such notice shall set out brief details of the allegations against the member upon which the Executive Committee’s decision is sought and shall, where the Executive Committee has referred the matter to the “Disciplinary Committee” pursuant to Article 10.1, be accompanied by a copy of the report of the “Disciplinary Committee”.

10.3 Member to Make Representation

The member concerned shall be entitled to attend the Executive Committee meeting and make representations to the Executive Committee on the subject matter tabled for the Executive Committee's decision.

10.4 Failure to make Representation by Member

If the member concerned fails to attend the Executive Committee meeting despite due notice of the Executive Committee meeting having been given to it in accordance with Article 10.2, the Executive Committee may proceed to consider the matter in the absence of the member.

10.5 Decision of the Executive Committee

The Executive Committee shall, by a majority of not less than two-thirds of the Executive Committee members present and voting, determine whether the allegations against the member concerned are substantiated. If the Executive Committee so determines that the allegations against the member concerned are substantiated, it shall, by a majority of not less than two-thirds of the Executive Committee members present and voting, determine whether: -

1. To expel the member from "The Employer Association";
2. To suspend the membership of the member;
3. To issue a written warning; or
4. To take any other disciplinary action(s) as it deems fit.

The decision of the Executive Committee shall be final, conclusive and binding on such member unless it is overturned at a General Meeting.

10.6 Appeal by Member

Notwithstanding the decision of the Executive Committee in Article 10.5 of this Constitution, any such member may appeal the decision of the Executive Committee.

Such appeal shall be in writing and should be lodged with the Secretary of "The Employer Association" within fourteen (14) days of the member being notified of the decision of the Executive Committee. The appeal shall only be considered if it is accompanied by an appeal fee determined from time to time by the Executive Committee.

A General Meeting to consider the appeal shall be convened not more than twenty-one (21) days after the receipt of the appeal. The decision of the General Meeting shall be final, conclusive and binding on such member without recourse to appeal.

10.7 Termination of Membership

The membership of any member shall, without prejudice to any other provisions in this Constitutions, be terminated if: -

1. It has resigned;
2. It has been expelled;
3. It has been adjudicated as bankrupt or becomes insolvent or makes any arrangement or composition with its creditors generally;
4. It has been wound up by a court of competent jurisdiction; or

5. It has been convicted of such crimes or offences which, in the sole opinion of the Executive Committee, render the member unfit to be a member or bring “The Employer Association” into disrepute.

11.0 NON-REFUNDABLE APPLICATION, SUBSCRIPTION AND OTHER FEES AND DUES

11.1 Determination of Application, Subscription and Other Fees and Dues

The amount of non-refundable application, subscription and other fees and dues payable by members shall be such amount as may be determined and varied from time to time by the Executive Committee, subject to the approval of the Annual General Meeting.

11.2 Non-Refundable Application Fees

Non-refundable application fees are payable upon the lodgement of membership application forms.

11.3 Subscription Fees

Subscription fees in respect of each financial year shall, subject to Article 11.4 of this Constitution, be payable in advance within 30 days of invoice of that year.

11.4 Subscription Fees and Other Dues Payable by New Members

In the case of new members, subscription fees shall be payable upon the approval of membership application by the Executive Committee and the amount of the annual subscription payable shall not be calculated on a pro-rata basis.

11.5 Arrears with Subscription Fees and Other Dues

When a member falls into arrears with its subscription and other approved dues, their attention will be drawn to the arrears as soon as practicable. The Executive Committee may in its discretion suspend the rights and privileges of the member concerned until such arrears are made good.

11.6 Members in Default

If the member continues to default with its payments for more than three (3) months after notification, it shall automatically cease to be a member. The membership of the defaulting member may, however, be restored upon such member giving a satisfactory explanation to the Executive Committee and payment of all arrears due.

12.0 FINANCES OF “THE EMPLOYER ASSOCIATION”

12.1 Financial Year End of “The Employer Association”

The financial year end of “The Employer Association” shall be 31st December.

12.2 Sources of Finances for “The Employer Association”

The finances of “The Employer Association” shall consist of: -

1. Such sums as may be paid to “The Employer Association” by way of application, subscription and other fees and dues;
2. Such other sums as may accrue to “The Employer Association”;
3. Such sums as may be paid to “The Employer Association” by way of grants or donations; and
4. Such sums earned by way of other revenue generating activities.

12.3 Investing Finances for “The Employer Association”

The Executive Committee may invest, in such manner as it deems fit, any finances held by “The Employer Association” which are not immediately required for the operations of its functions.

12.4 Special Remuneration

Any member who serves on any Committee or who contributes special attention to the business of “The Employer Association” or who otherwise performs services which, in the opinion of the Executive Committee are outside the scope of ordinary duties of such member under this Constitution, may be remunerated by way of salary, percentage of earnings or otherwise as the Executive Committee may determine.

12.5 Stewardship of Finances for “The Employer Association”

The Executive Committee shall ensure responsible financial stewardship and account for all funds in the possession of “The Employer Association”.

12.6 Appointment of Auditors

1. Auditors shall be appointed at the Annual General Meeting;
2. Terms and conditions of the appointed Auditors shall be made by the Executive Committee;
3. The maximum period of appointment of Auditors shall be three (3) years; and
4. Auditors shall be required to audit the accounts of “The Employer Association” for each financial year and present a report thereon to the Annual General Meeting.
5. Auditors may also be required by the Executive Committee to audit “The Employer Association’s” accounts for any other period during their term of office and make a report to the Executive Committee.

13.0 THE EXECUTIVE COMMITTEE

13.1 Management of “The Employer Association”

The affairs of “The Employer Association” shall be managed by the Executive Committee constituted in accordance with the provisions of Article 13.0 of this Constitution.

13.2 Composition of the Executive Committee

Unless otherwise determined by “The Employer Association” at the Annual General Meeting, the Executive Committee shall be composed of not more than nine (09) members as follows: -

1. Chairman (1);
2. Vice Chairman (1);
3. Secretary (1);
4. Treasurer (1); and
5. Executive Committee Members (5).

Only duly appointed accredited representatives of Ordinary Members may be nominated for election to be Executive Committee Members.

13.3 Election of Members of the Executive Committee

Subject to the provisions of this Constitution and the Industrial and Labour Relations Act Cap 269, members of the Executive Committee shall be elected by Ordinary Members by secret ballot presided over by the office of the Labour Commissioner at every third Annual General Meeting and shall hold office till the conclusion of the third Annual General Meeting at which they were elected.

13.4 Candidates for Election to the Executive Committee

Candidates for election to the Executive Committee must be duly proposed by one (1) Ordinary Member and seconded by another Ordinary Member and may only be nominated with the consent of the candidates.

Nomination of candidates may be submitted before the Annual General Meeting or from the floor during the Annual General Meeting. The following positions shall be elected by Ordinary Members during the Annual General Meeting when the elections are due: -

- a. Chairman (1);
- b. Vice Chairman (1);
- c. Secretary (1);
- d. Treasurer (1); and
- e. Executive Committee Members (5).

13.5 Filling a Vacancy on the Executive Committee

The Executive Committee may, at any time and from time to time, appoint any accredited representative of an Ordinary Member to the Executive Committee to fill a vacancy, but any Executive Committee member so appointed by the Executive Committee shall hold office only until the Annual General Meeting at which an election of Executive Committee members takes place.

13.6 Members of the Executive Committee Ceasing to Hold Office

Any Executive Committee member shall automatically cease to hold office if for any reason whatsoever (including, without limitation, pursuant to Article 6.4) ceases to be the duly appointed accredited representative of an Ordinary Member.

13.7 Powers of the Executive Committee

The Executive Committee shall, subject to the provisions of this Constitution, have all powers conferred on it by this Constitution including, without limitation, the power to: -

1. Make any by-laws or regulations for the proper management of “The Employer Association”;
2. Appoint, control and dismiss any officer or other staff of “The Employer Association” it deems appropriate for the day-to-day administration of “The Employer Association”;
3. Appoint Committees or Sub-Committees comprising of any Executive Committee member and/or any other member for specific purposes;
4. Expel, suspend or take disciplinary action against any member in accordance with the provisions of this Constitution;
5. Cause “The Employer Association” to enter into partnership, joint venture or any other arrangement with any individual, firm or company and to promote, incorporate, constitute, form, organise, run or manage or aid in promoting, incorporating, constituting, forming, organising, running or managing any company, syndicate or partnership of any kind for the purpose of advancing, directly or indirectly, the objectives set out in Article 3.0 of this Constitution or for any other purposes which the Executive Committee may in its discretion deem appropriate; and
6. To do all such other things as are, in the opinion of the Executive Committee, incidental or conducive to any of the above objects or any objects of a like or similar nature, or desirable or expedient in the interest of members.

13.8 Annual Report and Statement of Accounts

The Executive Committee shall be responsible for drawing up the Annual Report and Audited Statement of Accounts of “The Employer Association” in respect of each financial year and present them to members at the Annual General Meeting.

13.9 Appointment of Trustees

The Executive Committee shall appoint three (03) Trustees composed of the following: -

1. Two (02) senior persons from Ordinary Members of the “The Employer Association”; and
2. One (01) professional of good standing from any other professional body registered in Zambia.

Trustees shall hold office until the Annual General Meeting at which an election of the Executive Committee Members takes place and are eligible for re-appointment at the sole discretion of the Executive Committee.

Any Trustee so appointed may, at any time by notice in writing to the Executive Committee, resign his trusteeship. The office of a Trustee be vacated: -

1. If he is adjudicated as bankrupt or makes any arrangement or composition with his creditors generally;
2. If he becomes a lunatic or of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder; or
3. In the case of death.

The Executive Committee may remove a Trustee from office on the ground that the Trustee is guilty of misconduct of such a kind as to render it undesirable that (s)he continues as a Trustee or is otherwise unsuitable for any reason whatsoever to remain as a Trustee;

Any vacancies arising for Trustees shall be filled by the Executive Committee. The appointment or removal of a Trustee shall be in writing and be registered under the Lands (Perpetual Succession) Act Cap 288 of the Laws of Zambia or under any law in the name of “Truckers Association of Zambia Registered Trustees”.

14.0 EXECUTIVE MEETINGS

14.1 Meetings of the Executive Committee

The Executive Committee shall meet for the despatch of business at such place and such time as the Executive Committee thinks fit, provided that the Executive Committee shall meet at least once every month.

14.2 Convening Meetings of the Executive Committee

The Chairman, or if the Chairman is prevented from carrying out his duties, the Vice Chairman may, as and when he deems appropriate, shall convene an Executive Committee Meeting.

14.3 Notice of Meetings of the Executive Committee

Written notice of the Executive Committee meeting shall be sent to all Executive Committee Members not less than seven (7) days before the date of the meeting provided that the Chairman, or if the Chairman is prevented from carrying out his duties, the Vice Chairman, may exercise the discretion to call an emergency Executive Committee meeting at shorter notice and in such a case, the Executive Committee meeting shall be deemed to be duly convened notwithstanding that no written notice was issued or that no written agenda was given to members.

14.4 Constituting a Quorum

More than one-half of the total number of Executive Committee members for the time being personally present shall constitute a quorum.

14.5 Chairing Meetings of the Executive Committee

All meetings of the Executive Committee shall be chaired by the Chairman or, in his absence, by the Vice Chairman. In the event that the Chairman and the Vice Chairman are absent, the Executive Committee shall elect one of its members present to chair the meeting.

14.6 Making Decisions during Meetings of the Executive Committee

All Executive Committee members shall have one vote. Unless otherwise provided in this Constitution, all questions arising at any Executive Committee meeting shall be decided by a

simple majority of votes cast. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote in addition to his own vote.

14.7 Voting during Meetings of the Executive Committee

Voting during the Executive Committee meeting may be by show of hands or by a voice vote or secret ballot or any other manner as the meeting may deem appropriate.

14.8 Absentia from Three (3) Consecutive Meetings of the Executive Committee

Any Executive Committee member who absent himself from three (3) consecutive meetings without satisfactory explanation shall be deemed to have withdrawn from the Executive Committee and will accordingly be notified in writing.

14.9 Minutes

The Executive Committee shall cause minutes to be made in books provided or in any hard copy form for the purposes of: -

1. All appointments of officers made by the Executive Committee;
2. All the names of the members of the Executive Committee present at each meeting of the Committee or persons present at other Committee Meetings; and
3. All resolutions and proceedings at all meetings of “The Employer Association” and of all Committee Meetings.

Any such minutes of such meetings, if purporting to be signed by the Chairman thereof or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

15.0 DUTIES OF MEMBERS OF THE EXECUTIVE COMMITTEE

15.1 Chairman

The Chairman, who is responsible to the Executive Committee, shall be responsible for leading and managing the Executive Committee. The Chairman shall be the guardian of members’ interests and shall exercise “The Employer Association’s” responsibilities in respect of the employment of the Chief Executive Officer.

The main duties or tasks of the Chairman shall be: -

1. To lead the Executive Committee in exercising its responsibilities and to manage Executive Committee meetings and the business of the Executive Committee generally efficiently and impartially;
2. To motivate Executive Committee members to deliver objectives for which “The Employer Association” was established;
3. To appoint members of Sub-Committees, Project Groups and Technical Panels;
4. To be the guardian of the interests of the members by ensuring that “The Employer Association” pursues its agreed objectives;
5. To be responsible for all aspects of “The Employer Association’s” relationship with the Chief Executive Officer, including terms and conditions of employment, annual appraisal and salary review. In exercising this function, the Chairman shall be bound by commitments

- made by his predecessors and shall, as far as possible, consult his predecessor (and when known, his successor). The Chairman shall pass over all relevant papers to his successor;
6. To deal with any grievances against the Chief Executive Officer in accordance with “The Employer Association’s” grievance procedure;
 7. To maintain regular contact with Executive Committee members and the Chief Executive Officer;
 8. To preside over the Annual General Meetings, any other General Meetings and major social and business functions;
 9. To lead “The Employer Association’s” representation at meetings when required;
 10. The Chairman shall be the spokesperson of “The Employer Association” unless the Chairman authorises another person to speak or issue a statement on behalf of “The Employer Association”; and
 11. To take the lead responsibility for identifying his successor.

15.2 Immediate Past Chairman

The Immediate Past Chairman shall be an ex officio on the Executive Committee and shall have no voting rights. The Immediate Past Chairman shall: -

1. Provide advice and leadership to the new Executive Committee regarding past practices and other matters to assist the Executive Committee in governing the “The Employer Association”; and
2. Support the Chairman and the Vice Chairman on an as need basis.

15.3 Vice Chairman

The Vice Chairman shall assist the Chairman in his duties and deputise the Chairman in his absence.

15.4 Secretary

The Secretary shall be responsible for the following: -

3. To convene General Meetings;
4. To convene Executive Committee Meetings;
5. To keep minutes of such meetings; and
6. To maintain the Membership Register.

15.5 Treasurer

The duties or tasks of the Treasurer shall be: -

1. The custodian of all financial aspects of “The Employer Association”;
2. To cause proper books of accounts to be kept in a correct and up-to-date manner;
3. To maintain a cash float of such amount as the Executive Committee may from time to time determine for petty expenses;
4. Maintain cheques and other instruments for bank transactions;
5. To prepare and present financial statements for various purposes at the Executive Committee Meeting;
6. Liaise with the appointed auditors for the year end audited accounts for presentation in the Annual Report; and

7. The financial advisor of “The Employer Association”.

15.6 Executive Committee Members

The duties or tasks of Executive Members shall be: -

1. The link between the Executive Committee and the general Membership in order to provide a two-way communication on matters affecting the road freight and logistics industry;
2. The road freight and logistics industry “Goodwill Ambassadors”;
3. To undertake specific duties assigned by the Chairman and Executive Committee on any matters concerning “The Employer Association”, including but not limited to representation at various Standing and Ad-hoc Committees within Statutory and Private bodies; and
4. To prepare and submit reports on duties and tasks being carried out.

15.7 Trustees

The duties or tasks of Trustees shall be: -

1. All immovable property acquired by “The Employer Association” shall be vested in Trustees and held by the Trustees in trust for “The Employer Association” and, for this purpose, the Trustees shall be required to execute a declaration of trust or such other document, instrument or deed in respect of the immovable property as the Executive Committee may require;
2. No immovable property vested in Trustees shall be conveyed, transferred, assigned or otherwise dealt with without the consent of a General Meeting;
3. To raise or borrow money in such manner and upon such security as may be determined by the Executive Committee.

16.0 GENERAL MEETINGS

16.1 Frequency of General Meetings

The Annual General Meeting shall be held once every year and at intervals of not more than thirteen (13) months for, inter-alia, the following purposes: -

1. To receive the Annual Report and Audited Statement of Accounts of “The Employer Association” for the preceding year;
2. (If applicable) to elect members of the Executive Committee;
3. To appoint the Auditors; and
4. To consider any other business of which written notice of not less than seven (7) days has been given.

16.2 Extra Ordinary General Meetings

All other General Meetings of “The Employer Association”, other than Annual General Meetings referred to in Article 16.1, shall be called Extra-Ordinary General Meetings.

16.3 Convening Extra Ordinary General Meetings

An Extra-Ordinary General Meeting may be convened by the Executive Committee as and when it considers appropriate to conduct any business. The Secretary shall also convene an Extra-

Ordinary General Meeting on the signed requisition of not less than ten (10) per cent of the total number of Ordinary Members for the time being entitled to vote specifying the purpose of the meeting.

16.4 Notice of Annual General Meetings and Extra Ordinary General Meetings

Written notice of not less than twenty-one (21) days of every Annual General Meeting and Extra-Ordinary General Meeting specifying the time, date and place of the General Meeting shall be given to all members. The notice shall include the agenda for the General Meeting and, in the case of an Annual General Meeting, the Annual Report and the Audited Statement of Accounts of “The Employer Association”.

16.5 Omission to Give Any Notice

The omission to give any notice of General Meetings to or the non-receipt of any such notice by any member shall not invalidate the General Meeting, or any resolution or business transacted at that General Meeting.

16.6 Quorum of Annual General Meetings and Extra Ordinary General Meetings

More than one half of the total number of Ordinary Members entitled to vote at the Annual General Meeting or Extra-Ordinary General Meeting present or their accredited representatives or alternates or proxies appointed in accordance with Articles 6.2 and 6.3 of this Constitution, shall constitute a quorum for the Annual General Meeting or Extra-Ordinary General Meeting.

In the event of there being no quorum, the meeting shall be adjourned for thirty (30) minutes and should the Ordinary Members then present by their accredited representatives or alternates or proxies appointed in accordance with Articles 6.2 and 6.3 be insufficient to form a quorum, those present shall be considered a quorum for all purposes other than for the purpose of Amending the Constitution.

16.7 Making Decisions during General Meeting

Every Ordinary Member present by its accredited representative or alternate or proxy appointed in accordance with Articles 6.2 and 6.3 at a General Meeting shall be entitled to one vote. Unless otherwise provided in this Constitution, all questions arising at a General Meeting shall be decided by a simple majority of votes cast.

In the event of an equality of votes, the Chairman of the General Meeting shall be entitled to a casting vote in addition to his own vote.

At any General Meeting, the Chairman may at his discretion or on the demand of eight (8) members present, order that a secret ballot be taken provided that a secret ballot shall always be taken in the following circumstances: -

1. For the election of the Executive Committee; and
2. On any proposal to alter materially this Constitution.

16.8 Associate Members, Own-Account Members and Business Partners at General Meetings and Extra Ordinary General Meetings

For avoidance of doubt, Associate Members, Own-Account Members and Business Partners shall be entitled to attend any General Meetings by their accredited representatives or proxy, but shall not be included for the purpose of determining a quorum and shall have no voting right.

17.0 NOTICES

17.1 Serving Notice

A notice or other document may be served by “The Employer Association” on a member either personally or by sending it through the post in a pre-paid letter, envelope or wrapper, or by telex, facsimile or electronic transmission addressed to such member at his address (including any address at which an electronic transmission may be directed) or telex or facsimile number appearing in the Register.

17.2 Notice Deemed Served

Any notice or other document shall be deemed to have been served on the member at the time the same is left at the address of the member in the Register if served personally, at the time when the letter containing the same is put into the post if sent by post (and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office) and at the time the same would have reached the member in the normal course if sent by telex, facsimile or electronic transmission.

17.3 The Term “Electronic”

For the purpose of Article 17.0 of this Constitution, the term “electronic” includes reference to mechanical, electromechanical, optical, electrochemical or other medium for the conveyance of messages.

18.0 APPOINTMENT OF CONSULTANTS

18.1 Appointment of Consultants

The Executive Committee may appoint any such persons at any such times, under such terms and conditions as it deems appropriate to be Consultants of “The Employer Association” and shall be entitled to terminate any such appointment at any such time it deems appropriate.

18.2 Right to Attend Meetings of “The Employer Association”

Consultants appointed pursuant to Article 18.1 of this Constitution shall be entitled to attend such meetings as the (Annual) General Meetings, Executive Committee Meetings and any other meetings of Standing and Ad-hoc Committees as may be necessary during the period of their appointment.

19.0 INDEMNITY

19.1 Members and Employees of “The Employer Association” Indemnified

Members of the Executive Committee and any other Committees established under this Constitution and employees of “The Employer Association” shall be indemnified by “The Employer Association” against all costs, expenses or losses they may incur or become liable for in the execution of duties unless such costs, expenses or losses are occasioned by their own wilful act or default and no such member or Employee shall be answerable for any act or default arising in the execution of duty or in relation thereto unless the same shall have been occasioned by his own wilful act or default.

20.0 PROHIBITIONS

20.1 Unauthorised Lotteries Prohibited

Gambling of any kind, excluding the promotion or conduct of a private lottery which has been authorised under the Lotteries Act Cap 163 of the Laws of Zambia, is forbidden in “The Employer Association’s” premises. The introduction of materials for gambling or drug-taking or bad characters into the premises is prohibited.

20.2 Funds of “The Employer Association”

The funds of “The Employer Association” shall not be used to pay the fines of members who have been convicted in Court.

20.3 Political Activities Prohibited

“The Employer Association” shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

20.4 Common Seal

The Common Seal of “The Employer Association” shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee.

21.0 COMPLIANCE BY MEMBERS OF THE EXECUTIVE COMMITTEE

21.1 Compliance by Members of the Executive Committee

Members of the Executive Committee shall duly comply with this Constitution, any applicable Laws of the Republic of Zambia and apply Corporate Governance principles.

21.2 Acts of Members of the Executive Committee Valid

All acts of the Executive Committee at any Meeting of “The Employer Association” shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any members of such Committee or that such members or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified.

21.3 Resolution of the Executive Committee Without Meeting

A resolution in writing signed by all members of the Executive Committee shall be as valid and effectual as if had been passed at any Meetings of “The Employer Association” duly called and constituted.

22.0 AMENDMENTS TO THE CONSTITUTION

22.1 Amendments to the Constitution

Amendments to this Constitution shall only be made by an Annual General Meeting or an Extra-Ordinary General Meeting convened for the purpose.

22.2 Notice to Members

The Secretary shall notify all members in writing of all proposals to amend or revise the Constitution not less than twenty-one (21) days before the meeting at which such proposals are to be considered.

22.3 Entry into Force

Any such amendment or revision to the Constitution shall require the approval of a two-thirds majority of those present and voting and shall not come into force without the written approval of the Labour Commissioner.

23.0 DISSOLUTION

23.1 Consent to Dissolve

“The Employer Association” shall not be dissolved, except with the consent of not less than two-thirds of its members present by their accredited representatives, alternates or proxies and have the right to vote at an Extra-Ordinary General Meeting convened for the purpose.

23.2 Debts and Liabilities

In the event of “The Employer Association” being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds (if any) shall be distributed to recognised charitable institutions to be decided upon at an Extra-Ordinary General Meeting.

23.3 Notice of Dissolution

Notice of Dissolution of “The Employer Association” shall be given to the Labour Commissioner within seven (7) days of such dissolution.