

BRITISH BUSINESS GROUP

CONSTITUTION

DRAWN BY:

Mawalla Advocates

Ali Hassan Mwinyi Road

Conservation House Plot No. 245

P. O. Box 4490

Dar es Salaam - Tanzania

Tel: +255 222664692

Email: info.dar@mawalla.co.tz

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PART I

1.0 CITATION, DETAILS OF THE SOCIETY AND INTERPRETATION

1.1 This Constitution may be cited as the British Business Group Constitution and shall come into operation on the date the Society is registered with the Registrar of Societies.

1.2 The name of the Society shall be British Business Group and its acronym BBG.

1.3 The address and registered office of the Society shall be British Business Group, Plot No. 98, Block BB, Dodoma Road, Majengo, P.O. Box 13136, Arusha, Tanzania. The Society's email address shall be enquiries@bbg.co.tz.

1.4 The following terms used in this Constitution shall have the following meanings:

"Accounts" - shall mean income and expenditure accounts and balance sheet, and includes statements, reports and notes attached to or intended to be read with any of them.

"Annual General Meeting" - shall mean a Meeting of the Members of the Society called under Article 14.0.

"Extra Ordinary General Meeting" - shall mean a General Meeting of the Society called pursuant to Article 14.0.

"Guest" - shall mean a person, who is not a member of the Society, who visits the Society on the invitation or authorization of the BBG Exco Committee.

"In Writing" and "Written" - shall include, without limitation, printing, typing and other modes of representing or reproducing words in visible form.

"BBG Exco Committee" - shall mean the Committee and its members as provided for under Part III of this Constitution.

"BBG Chapter Committees" - shall mean the Northern Chapter Committee, the Coastal Chapter Committee and any other Committees to be formed by the Society.

"Member or Members" - shall mean a person(s) who has met the qualifications of

2.0 OBJECTIVES OF THE SOCIETY

- 2.1 To pursue matters of common interest to British nationals and British companies working in the United Republic of Tanzania;
- 2.2 To improve the working and investment environment in the United Republic of Tanzania for British nationals and British companies; and
- 2.3 To liaise with British Government representatives where appropriate on business related issues relevant to the United Republic of Tanzania.

PART II

3.0 MEMBERSHIP

3.1 QUALIFICATION FOR MEMBERSHIP

- 3.1.1 Membership shall be open to any person of good character and social repute, over the ag153(ag153(a192 re65f)] T545R18 th)-ETQq0.00000912 0 612 792 reWñBT0 g0 G/F3 9.96 Tf

3.1.2 Membership to the Society will be granted provided that the candidate has met the required criteria and has been accepted by the BBG Exco Committee. Upon acceptance as a member to the Society, such membership is non-transferable.

3.2 TYPES OF MEMBERSHIP AND DEFINITIONS

3.2.1 The Society shall have the following types of membership

3.2.1.1 Full Members

A Full Member shall be any person who has applied for and has been accepted to the Society's membership by the Officers of the Society.

3.2.1.2 Honorary Members

Any person who does not meet the criteria set out in paragraph 3.1 above, but who has provided substantial support to the British business community or British companies, and who on account of that support or for any other commendable reason, has been proposed by the Officers of the Society and appointed by unanimous consent as an Honorary Member. Honorary Members shall have no interest in any property or assets of the Society and though they may attend Society meetings they shall not have any voting power or take part in the Management of the Society.

3.2.1.3 Corporate Members

Any reputable corporate entity in which a British person or entity has a material economic interest or which is a Tanzanian branch of a British company based in Tanzania, which has applied and has paid applicable fees or charges and has been granted membership to the Society. Corporate members may attend Society meetings and shall have one vote through a proxy provided that the Officers of the Society have previously approved such a proxy.

3.2.1.4 Temporary Members

Any Corporate entity or Individual that meets the criteria set out under paragraph 3.1.1 and 3.1.1.4 above. Temporary Members shall have no

interest in any property or assets of the Society and though they may attend Society meetings they shall not have any voting power or take part in the Management of the Society.

3.3 The Officers of the Society shall determine the terms and conditions of corporate membership.

4.0 MEMBERS' RIGHTS AND OBLIGATIONS

Other than the specific rights and obligations owing to the different types of Membership and provided for in this Constitution, the Members of BBG shall have the following rights and obligations;

4.1 RIGHTS

4.1.1 Subject to all other provisions provided under this Constitution, any person who has met the membership requirements has a right to join as a member of the Society.

4.1.2 Every member of the Society has a right to run for a leadership position and to elect a leader.

4.1.3 Every member of the society has a right to attend meetings of the Society.

4.1.4 Every member of the society has the right to receive the society's financial information through the financial statements in accordance with the set procedures herein.

4.1.5 All members of the Society have a right to air their views, opinions, feedback and advice on how to better improve the Society in the furtherance of its aims and objectives.

4.2 OBLIGATIONS

Each Member of the Society shall have the following obligations:

4.2.1 To observe and respect the Constitution of the Society and any Rules arising therefrom.

4.2.2 To respect the Officers and leaders of the Society that are duly appointed to head the Society and its Committees.

4.2.3 To pay the subscription fee set by the Society timely and in the manner

provided by the responsible Officer.

- 4.2.4 To attend all meetings of the Society duly called by the responsible Officer and to provide due notice when unable to attend.
- 4.2.5 To take part in all events and activities organised by the Society in furtherance of the Society's objectives.
- 4.2.6 To conduct oneself in a respectable manner and to uphold the values and image of the Society in the Community.
- 4.2.7 To keep in confidence all affairs and information of the Society that are confidential in nature both during one's membership and after.

5.0 MEMBERSHIP ADMISSION

- 5.1 Persons wishing to enrol as Members of the Society shall complete a prescribed application form, to be made readily available by the Society, and submit the same to the Secretary.
- 5.2 Enrolment to the Society's Membership shall take place at the periodic meetings of the BBG Exco Committee whereby all applications will be presented for deliberation. The BBG Exco Committee shall take all reasonable steps to check membership eligibility when registering new members.
- 5.3 Upon enrolment to membership of the Society, the Secretary shall notify the new member in writing advising the applicant of the fees to be paid and furnishing a copy of the Constitution and Rules (if any).
- 5.4 Upon payment of the prescribed subscription fees, the enrolled candidate shall become a member, provided that such payment is made within one month from the date of acceptance of enrolment. The BBG Exco Committee may, at its discretion, cancel such enrolment without notice if the fees are not paid within the stipulated time.
- 5.5 Corporate Members shall submit a written application for membership in that category signed by the entity's authorized signatories. The application shall include:
 - 5.5.1 Duly filled application form,
 - 5.5.2 A list containing up to 5 individuals who may attend meetings of the Society.

These shall be senior office bearers of the company/entity. Any change to the names shall be notified to the Secretary of the Society by email and/or letter within reasonable time,

5.5.3 Certified copy of the entity's Certificate of Incorporation, TIN Certificate and business license, and

5.5.4 Brief profile of the organization.

6.0 CESSATION OF MEMBERSHIP

6.1 Resignation

Members wishing to resign from the Society must give notice in writing addressed to the Secretary and receive written acknowledgement that their resignation is accepted. Such resignation shall be taken to take effect from the date the notice is received by the Secretary. Any fees paid will not be refunded.

6.2 Failure to pay subscription fee

The Officers of the Society may terminate a person's membership where a member fails to pay the Subscription Fees when due without any valid reasons duly communicated to the Secretary.

6.3 Expulsion

Where a member's behaviour is considered to be grossly injurious to the character or interests of the Society, the members of the Society may, upon a minimum two-thirds (2/3) majority vote of members in a general meeting, expel any member from the Society. Such expulsion shall be taken to take effect from the date the resolution is passed at the general meeting. On expulsion, no subscriptions shall be refunded and the member shall not have a right to appeal.

6.4 Any Member who is terminated from the Society by reason of failure to pay fees will have a right to reapply for membership reinstatement upon payment of all arrears accumulated and due prior to their termination.

7.0 CHAPTERS OF THE SOCIETY

7.1 The Society shall be divided into Chapters based on the geographical location of its Members. The initial Chapters shall be;

7.1.1 The Coastal Chapter

7.1.2 The Northern Chapter

- 8.3.5 Shall uphold the principles by which the society was founded and act in the best interests of the society and its members.
- 8.4 The Vice Chairman of the Society
 - 8.4.1 Shall deputize the Chairman whenever necessary and shall participate in the overall management of the Society.
 - 8.4.2 Shall be the Vice Chairman of the BBG Exco Committee.
 - 8.4.3 The Vice Chairman shall, in collaboration with the Secretary, be responsible for coordinating all committees.
- 8.5 The Secretary of the Society
 - 8.5.1 Shall be the overall supervisor of the administrative affairs of the Society and the Secretary of the BBG Exco Committee.
 - 8.5.2 Will oversee the implementation of the resolutions and directives of the Society and the BBG Exco Committee.
 - 8.5.3 Shall conduct the normal correspondences of the Society i.e. send out notices, convene the BBG Exco Committee and Society meetings, record and keep minutes of the respective meetings and make the same available for inspection by any member.
 - 8.5.4 Shall be the custodian of the official files, documents and the Seal of the Society.
 - 8.5.5 The Secretary shall keep and maintain, or cause to be maintained, a Register of Members, details of membership fees paid (and unpaid), and such other records as the officers may direct.
 - 8.5.6 The Secretary shall prepare the annual report.
 - 8.5.7 The Secretary shall prepare and submit, or cause to be prepared and submitted, all necessary statutory filings to the relevant authority.
- 8.6 The Treasurer of the Society

- 8.6.1 Is the Treasurer of the Society and of the BBG Exco Committee.
- 8.6.2 Is responsible for managing the accounts of the Society, as well as undertaking initiatives to acquire sponsorship and financial resources for the Society with the help of the Chairman and Vice Chairman.
- 8.6.3 Is to ensure that all monies received by the Society are properly accounted for and the society's financial records are kept in g

9.2 Coastal Chapter Committee

The Coastal Chapter Committee shall be composed of nominated members residing in and/or conducting their business within the coastal zone of Tanzania.

9.3 Northern Chapter Committee

The Northern Chapter Committee shall be composed of nominated members residing in and/or conducting their business within the Northern zone of Tanzania.

9.4 Additional Chapter Committees may be formed in other zones in Tanzania where new Chapters are established, should there be a demand for this from the members or potential members.

10.0 GENERAL MANAGEMENT MATTERS

10.1 The Treasurer and all other members of the Committees shall not be liable for any financial debt or other obligation of the Society.

10.2 Any Officer or member of a Committee shall vacate his/her office upon resignation or upon dismissal from his/her office by a resolution of a general meeting.

10.3 Resignation shall be by issuance of at least seven (7) days written Notice to the Chairman or in his absence to the Vice Chairman of the Society.

10.4 Any vacating Officer or Committee member shall be liable to undertake a proper hand over of all property and matters of the Society to the duly elected successor.

11.0 TERM AND ELECTIONS OF THE OFFICERS

11.1 The term of office of the Officers of the Society shall be one (1) year. A retiring Officer shall be eligib

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- 11.3 The Chairperson of the Society can be eligible to re-election after a grace period of 4 years.
- 11.4 Election of the Officers of the Society shall be done by separate vote from among the members at the Annual General Meeting of each year.
- 11.5 Election of the Officers of the Society
- 11.5.1 The candidates for election as Officers of the Society shall be current Full Members whose subscription fees are fully paid at the time of election.
- 11.5.2 Candidates should be of good character and fully committed to carry out the duties of their respective positions.
- 11.5.3 Elections shall be by ballot supervised by at least two Full Members from the floor nominated by the General Meeting. There shall not be any Proxy balloting.
- 11.5.4 It shall not be allowed for any member of the Society whose Subscription Fees have not been paid to vote at the Annual General Meeting.
- 11.6 All elections in the Society shall be conducted in an independent, transparent, free and fair manner.
- 11.7 Where an Officer retires, the BBG Exco Committees shall have the power to fill such vacancy and shall co-opt a person to act in that capacity until the next General Meeting.
- 12.0 TERM AND ELECTION OF THE COMMITTEE MEMBERS
- 12.1 The term of office of the Committee members shall be one (1) year.
- 12.2 The Committee Members shall be elected in the same manner as the Officers of the Society provided under paragraph 11.0 of the Constitution.
- 12.3 In the event a Committee Member ceases to be a member of the Society for by way of retirement, the respective Committee shall have the power, if it deems necessary, to fill such vacancy by appointing a person to act in that capacity until the next General Meeting.

13.0 REMOVAL OF THE OFFICERS OF THE SOCIETY AND COMMITTEE MEMBERS

- 13.1 The Members of the Society may, at any Extra Ordinary General Meeting called for that purpose, pass a resolution to remove an Officer(s) of the Society or Committees Member(s).
- 13.2 The Secretary shall state the grounds for the proposed removal of the Officer(s) or Committee Member(s) and upon presentation and deliberation by the Members, the motion shall be put to vote by the Members present.
- 13.3 In case of removal of such person(s), the Extra Ordinary General Meeting called for that purpose shall either fill that position immediately through voting, or direct the BBG Exco Committee to fill the position.
- 13.4 If a member fails to attend 3 consecutive and duly called meetings without apology, the respective Committee has the right to expel them from the Committee.

PART IV

14.0 ANNUAL AND EXTRA-ORDINARY GENERAL MEETINGS

Society

- 14.1 There shall be one (1) General Meeting of the Society to be held every calendar year. The
- 14.2 The shall be held for the following purposes:
 - 14.2.1 To receive the report of the BBG Exco Committee,
 - 14.2.2 To receive the audited accounts of the for the preceding year,
 - 14.2.3 To elect the Officers of the Society as provided for under the Constitution,
 - 14.2.4 To consider any business of which the BBG Exco Committee desires consideration by the Meeting, and
 - 14.2.5 To approve the appointment of auditors.

Annual General Meeting

14.3 Extra Ordinary General Meeting

An Extra Ordinary General Meeting may be called at the discretion of the BBG Exco Committee or by the Secretary, at the request in writing of not less than 6 Full Members of the Society. A meeting prompted by the Members shall be called not later than twenty-one (21) days of receipt of such notice. The request to call the meeting shall bear the Member's full names and details of the purpose or intention of the meeting.

14.4 Quorum

14.4.1 At any Annual General Meeting and Extra Ordinary General Meeting of the Society, presence of 30% of the voting members shall form a quorum.

14.4.2 In the event of a lack of quorum after 30 minutes of the scheduled time for start of the Annual or Extra Ordinary General Meeting, presence of at least 15 voting members present shall constitute the quorum.

14.5 The Secretary shall circulate and give all Members not less than 14 clear days' notice for any Annual General Meeting or Extra Ordinary General Meeting. The Notice must specify the nature of the meeting, date, time, place of the meeting and the general nature of the business to be transacted.

14.6 Notice of an Annual General Meeting shall be accompanied by the draft budget and audited accounts.

14.7 No business other than that in the Notice convening the meeting shall be discussed at any Annual or Extra-ordinary General Meeting except with the permission of the Chairman, provided that such item being discussed will not result in a decision on a matter that requires Notice in the Constitution.

14.8 Each member present at any general meeting shall have one vote and there shall be no absentee voting. Except as otherwise set out in this Constitution, all decisions shall be passed by simple majority.

14.9 The decision of the Chairman on any point of order shall be final save that on the question of interpretation of any of the Articles, such a decision may be overruled by

a majority of two-thirds of the members present and voting at the meeting.

14.10 At all General or Extra Ordinary General Meetings of the Society, the Chairman or in his absence the Vice Chairman shall preside. In the absence of both the Chairman and the Vice Chairman, an Officer of the Society selected by the BBG Exco Committee shall preside.

14.11 Any member desirous of moving any Resolution at the Annual General Meeting shall give written notice thereof to the Secretary 14 days prior to the date of the meeting.

14.12 The BBG Exco Committee shall have power to invite or authorize the presence of official visitors.

15.0 MEETINGS OF THE COMMITTEES

15.1 The Committees shall each conduct its own meetings and each Committee shall have the power to determine the frequency thereof.

15.2 The presence of five Committee Members shall form a quorum, provided that in the BBG Exco Committee this must include at least two Officers of the Society.

PART V

16.0

approval at each Annual General Meeting.

17.7 The BBG Exco Committee shall propose an auditor subject to approval at the

PART VIII

19.0 ENGAGEMENT OF PROFESSIONALS

- 19.1 The BBG Exco Committee may appoint professionals to carry out specific tasks and/or advise the Society on matters of concern.
- 19.2 The BBG Exco Committee may, where it is deemed for best for the interests of the Society, engage professionals of varying positions dependant on the needs of the management of the Society.

PART IX

20.0 RULES OF THE SOCIETY

- 20.1 The BBG Exco Committee shall have power to make, repeal and amend Rules consistent with the Constitution of the Society, as they shall think expedient for the internal management and well-being of the Society.
- 20.2 Any Rules so made shall be circulated to all Members for the purpose of the information of members and shall be binding from the date they shall be so circulated.

21.0 CONSTITUTION OF THE SOCIETY AND AMENDMENTS

- 21.1 The Secretary shall ensure that this Constitution is made available by email to all Members of the Society on request.
- 21.2 The Constitution of the Society shall not be amended except by a resolution passed by 75% of the members present and voting at any Annual or Extra Ordinary General Meeting of the Society.
- 21.3 When it is proposed to amend the Constitution, notification to that effect and the proposed amendment(s) must be circulated with the notice convening the meeting.

22.0 COMMON SEAL

22.1 The society shall have a common seal bearing the name "the British Business Group Society".

22.2 The common seal shall be affixed to any document executed by the society in the presence of at least two officers, each of whom shall countersign the affixing of such a seal by endorsement of his/her signature on such document.

23.0 CONTINUITY OF THE SOCIETY

23.1 The Society shall have perpetual existence. However, the society may be dissolved at any General Meeting of the members (Annual or Extra Ordinary) upon the affirmative vote of 75% of the members present and voting at a general meeting. Notice of the motion for dissolution shall have been given at least 30 days before the General Meeting at which the resolution for dissolution is to be passed.

23.2 The Members of the Society with a right to the assets of the Society as specifically provided for under this Constitution shall unanimously decide, at the General Meeting described under paragraph 23.1 above, how such assets shall be dealt with and/or distributed among such members.

23.3 Where the Society is dissolved in line with this Constitution:

23.3.1 The Society's debts, costs and liabilities (if any) shall be paid first,

23.3.2 Any surplus funds and other assets of the Society may be disposed of in accordance with the resolution of the Members decided in a general meeting called for that purpose.

End.