



Government of Botswana



European Union

PRIVATE SECTOR DEVELOPMENT PROGRAMME BOTSWANA

*REVIEW OF BOCCIM CONSTITUTION IN THE FRAMEWORK OF PRIVATE
SECTOR DEVELOPMENT PROGRAMME IN ORDER TO ESTABLISH THE
CONFEDERATION AS AN APEX BODY FOR ALL SECTOR ASSOCIATIONS IN
BOTSWANA*



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BOCCIM INCEPTION REPORT: Constitution

INTRODUCTION

1. The initial recommendation by the consultants was an examination of the economic and business environment in Botswana which included an analysis and commentary on the creation of BOCCIM as an Apex Body with its emphasis on reflecting a business friendly environment as well as for BOCCIM to perform an advocacy and a business support role.
2. Is the intention to switch over from an employers federation to an organization which is the link between government and the private sector properly representing private sector organizations.
3. Included in the general areas of activities of BOCCIM is both an advocacy as well as a service organization.
4. Consideration should be given to drafting a vision and mission statement. The envisaged structure of BOCCIM is that of sector associations and regional chambers which represent companies within which the sectors original chambers comprise all of these as subsidiary organizations of BOCCIM.
5. The constitution will be drafted with this structure in mind.

RATIONALE BEHIND AMENDING THE CONSTITUTION

6. There were strained relationships between the BOCCIM president and the CEO, the BOCCIM president and the Council. Furthermore there was a dysfunctional situation at the organization. The view of BOCCIM by its members and stakeholders was one of disarray. This was further enhanced by the BOCCIM Annual General Meeting on the 26th 2013 which was terminated.
7. From the findings of the Special Committee it was evident that amongst other issues that should be attended to, the BOCCIM Constitution was in dire need to be amended accordingly.

8. This consultancy is also buttressed by the remarks made in the report *“It is quite evident that the BOCCIM Constitution needs urgent review including amendments to address inadequacies and inconsistencies which have led to differences resulting from its selective interpretation and implementation. Certain articles of the Constitution are contradictory and conflicting and there are a lot of gaps which might have led to the current undesirable situation in the Organisation”*¹

TERMS OF REFERENCE

Introduction

9. This is the BOCCIM Inception Report up to the period of 30th May 2014.
10. As part of the review to settling up BOCCIM as an Apex Body, the following services are enumerated necessitated by the need for the services provided by BOCCIM to have both an impact and for companies to utilise the services of BOCCIM:

Objective, Purpose and Expected Results

- 10.1 The review of BOCCIM constitution is undertaken in order to establish BOCCIM as an Apex Body of all sector associations in Botswana. This will require amendments to existing constitutional framework for establishing representative and legitimate private sector associations within BOCCIM so that it reflects a new and different reality of BOCCIM's future role.
- 10.2 In close collaboration with both private and public institutions supporting private sector development (BITC, BOCCIM, LEA, BEMA, HATAB, etc.), the Consultant will undertake an in depth review of BOCCIM Constitution with the view to develop comprehensive proposal which will help the BOCCIM restructure

¹ BOCCIM SPECIAL COMMITTEE REPORT – Presented at AGM held at Gaborone on 19 September 2013 page 4

10.3 BOCCIM to play the role of the private sector Apex Body with strong institutional and legal framework. The purpose of the study is to position BOCCIM for the future and to coordinate the private sector for advocacy/lobbying and engagement with its constituents and extending with local, district and center care central authority.

10.4 The purpose of the assignment are the following:

10.4.1 Incorporate and reflect the changing business environment;

10.4.2 Incorporate the roles and responsibilities brought about by the change in demand for the services of BOCCIM;

10.4.3 Ensure good corporate governance by the organization.

10.5 The expected resulted to be achieved by the Consultant are as follows:

10.5.1 Gap in BOCCIM Constitution to play a role of Apex Body identified

10.5.2 Governance issues of an Apex Body identified

10.5.3 Sector and inter-sector charters developed

10.5.4 Proposal of BOCCIM new Constitution validated

10.5.5 Detailed Plan of actions (roadmap) for promoting of the new Constitution developed

10.5.6 Detailed resources needed for the implementation of Plan of actions (roadmaps) defined

Rationale to establish BOCCIM as an apex body

- 10.6 The assignment will concern the reviews of BOCCIM existing constitution with a view to developing a new constitution that will incorporate the requirement to play the role of both a Chamber of Commerce and an Apex Body for the private sector in Botswana.
- 10.7 The assignment will include but not limited the following activities:
 - 10.7.1 Review the current Constitution, identify gaps in BOCCIM Constitution and propose amendments to play the role of an Apex Body for coordination the private sector in Botswana
 - 10.7.2 Mapping of key stakeholders of BOCCIM, analyses the current governance structure and raise governance issues linked to the new mandate of the Confederation
 - 10.7.3 Based on the finding of the above analysis, develop sector and inter-sector charters that would assist in the transformation of BOCCIM business environment
 - 10.7.4 Undertake initial consultation with key stakeholders including meeting of the BOCCIM Council and Management to discuss recommended amendments
 - 10.7.5 Analyse the overall business environment under which BOCCIM will operate as an Apex Body and produce a proposal for a new BOCCIM Constitution
 - 10.7.6 Organise and hold a validation workshop with all stakeholders.
11. The entire exercise is in terms of the development strategy in terms of which aspects of the development of the private sector are examined

12. In the present instance its purpose is to specifically exam the role of BOCCIM the in Botswana present day society in the life of global challenges and expectations and with a view to strengthening private sector roles.

METHOLODOLOGY

13. Meetings will be held with:
 - 13.1 BOCCIM Executive, Consultants Corporate Members for the response to the proposals on the constitution.
 - 13.2 A workshop will be arranged in which they will be a frank discussion on the most important areas of defects which are to be addressed.
 - 13.3 A review of the statues of Chambers of Commerce in South Africa, Namibia, UK, USA and Australia.
 - 13.4 Statues relating to the Societies Act as well as the Companies Act in Botswana.
 - 13.5 Report of the BOCCIM special committee presented at the AGM in September 2013
 - 13.6 King IV Report on Corporate Governance
 - 13.7 Articles in journals on Corporate Governance

FINDINGS AND RECOMMENDATIONS

14. I have read through the Constitutions of the Countries referred to above as well as the legislation, and articles referring to Corporate Governance. I have further gone through the BOCCIM Constitution with a general commentary on the clauses which require amendment and the need for the APEX structure referred

to by the consultants. The commentary on the amendments of the Constitution is annexed hereto. (Please see Annexure 'A')

ACTION PLAN

15. There are various activities, consultations and reference groups that have are aimed to achieve the best result in terms of amending the BOCCIM Constitution. They are as follows.
 - 15.1 Amended draft BOCCIM Constitution to be circulated for comments on or before the 23rd July 2014.
 - 15.2 Meeting to be held on the 25th July 2014 with the various stakeholders and steering group.
 - 15.3 Meeting to be arranged in Francistown in the week starting the 4th August 2014.
 - 15.4 Meeting to be held with the Executive of BOCCIM, to discuss the amendments to the BOCCIM Constitution.
 - 15.5 Prepare and deliver the final draft BOCCIM Constitution by the 15th August 2014.

CONCLUSION

16. What is finally required is a redraft of the Constitution which I am presently working on. Thereafter an appointment will be arranged with the Council Members and relevant stakeholders for the discussions envisaged in the terms of reference.

ANNEXURE A

CONSTITUTION OF THE BOTSWANA CONFEDERATION OF COMMERCE, INDUSTRY AND MANPOWER

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CONSTITUTION OF THE BOTSWANA CONFEDERATION OF COMMERCE, INDUSTRY AND MANPOWER

(Adopted 13th April, 1972) (Amended 31st January, 1973) (Revised 14th February, 1974) (Amended 10th February, 1977) (Amended 21st March, 1985) (Amended 5th August, 1988) (Amended 25th March, 1992) (Amended 26th May 2006)

PREAMBLE

WHEREAS the Botswana Confederation of Commerce, Industry and Manpower is an independent national body representing business interests and values; and

- a) believes in private enterprise, accountability and the ability of people of integrity to resolve important issues together;
- b) intends to be a powerful driving force and catalyst in creating and sustaining a vibrant, resilient economy in Botswana;

IT IS HEREBY AGREED THAT:

ARTICLE 1: NAME

- 1.1 The name of the organization shall be Botswana Confederation of Commerce, Industry and Manpower. (hereinafter referred to as “BOCCIM”); which hereby embodies its rules and regulations in this document. (hereinafter referred to as the “Constitution”).

ARTICLE 2: DEFINITIONS

In this Constitution, some words used herein will be accorded the meanings described hereunder, namely:

1. "BOCCIM" shall refer to the Botswana Confederation of Commerce, Industry and Manpower.
2. "Principal Registered Office": BOCCIM House, Plot 5196, Old Lobatse Road, Gaborone.
3. "Council": BOCCIM supreme executive organ comprising elected chairpersons representing BOCCIM sector groups, including business council representatives, and chaired by the President.
4. "Member": any individual employer, firm, company, association, or confederation, whether incorporated or not, who has paid the initial subscription and remains current in his subscriptions.
5. "Official Year": the period between the 1st of January to the 31st December of each and every succeeding year.
6. "Subscription Rate": the amount assessed to be payable by a member on the strength of the Member's number of employees. This also includes voluntary subscription.
7. "Sector": a division of Industry or Commerce to which the Member belongs, which is designated by Council, and is a cohesive group with common interests.
8. "Sector Group Representative": a chairperson of a Sector Group who represents it in Council.
9. "Management Committee": BOCCIM Officers comprising of the President, Vice Presidents, Hon. Treasurer, Director, BOCCIM Accountant
10. "Property": both corporeal and incorporeal assets.
11. "Trustee": one of a group of legal appointees managing the business affairs of an organisation.
12. "Arrear Subscription": a subscription which has not been paid by midnight of the 30th of March of each and every succeeding year irrespective of the reason.
13. "Secretariat": a team of officers employed by BOCCIM to handle the day-to-day **affairs of the organization**
14. **"President": elected chief office bearer of BOCCIM**
15. **"Secretary": employed chief executive officer of BOCCIM**
16. **"Treasurer": elected office bearer in charge of BOCCIM accounts**

ARTICLE 3: (ADDRESS)

- 3.1 The registered principal office shall be BOCCIM House, Plot 5196, Old Lobatse Road, Gaborone, P.O.Box 432, Gaborone, facsimile 3 973 142, e-mail: boccim@info.bw where the giving of notices and services of legal process against BOCCIM shall be effected.
- 3.2 BOCCIM may at any time change its address by public notice in writing, furnishing a new physical address at which process can be served.
- 3.3 The new physical address will become effective 14 days after such notice has been furnished.

ARTICLE 4: OBJECTS

The objects of BOCCIM shall be:

- 4.1 To promote and accelerate private sector investments and development in urban and rural areas through research, advice and dialogue with the Government at policy level.
- 4.2 To enhance Botswana's ability to produce a competent, productive and entrepreneurial workforce and management cadre through education, training and improved labour relations.

- 4.3 To provide products and services for members that will foster business development.
- 4.4 To strengthen its ability to produce management excellence, professional analysis and researched advocacy.
- 4.5 To earn the support and respect of all those it works with, by the quality of its advice and services, and by achieving measurable results.
- 4.6 To promote, improve and encourage the development of commerce, industry and manpower.
- 4.7 To promote the general business interests of its members, including small and large enterprises.
- 4.8 To work for the maintenance of good labour relations and fair conditions of employment for both employers and employees.
- 4.9 To advise and inform members on all matters which may affect their interest, in particular, to disseminate information regarding government policies, programmes and non-legislative initiatives.
- 4.10 To form such committees or other bodies as may be deemed necessary to achieve these objects.
- 4.11 To do all such things as are conducive to the attainment of the objects stated herein.

ARTICLE 5: LEGAL PERSONALITY

- 5.1 BOCCIM shall be vested with the legal capacity of a corporate body, having perpetual succession and the power to own and hold property, (whether movable or immovable), in its own name; shall be independent of its members and shall have the capacity to sue and be sued in its own name.
- 5.2 As a corporate body, BOCCIM shall possess all such legal powers as are requisite for the carrying out of its objectives.
- 5.3 BOCCIM shall be entitled to acquire by purchase, lease, exchange or in any other manner whatsoever, property, rights and interests of whatever nature, whether movable or immovable, corporeal or incorporeal, and may sell donate, transfer, exchange lease or otherwise alienate any rights or interest in such property.

- 5.4 BOCCIM shall be entitled to mortgage, hypothecate or otherwise encumber any of its property, whether movable or immovable, corporeal or incorporeal; to lend money to any person or persons, companies and organizations, and to guarantee the liability of others (including those of staff and members of the Council) and to bind itself as surety in solidus and co-principal debtor.
- 5.5 The decision to sell or acquire property shall be by a Resolution of the Council signed by the President. The Secretary shall sign all legal documents relating thereto, including Powers of Attorney.

ARTICLE 6: MEMBERSHIP

- 6.1 Membership of BOCCIM shall be open to all individual employers, firms, companies, associations, confederations or other bodies and authorities, whether incorporated or unincorporated, provided that each member shall be affiliated through one of the sector or more groups recognized by BOCCIM, and shall have paid their initial subscription and shall remain current in their subscriptions.
- 6.2 Members may be represented in only a single BOCCIM Sector.
- 6.3 All members derive full rights to access BOCCIM services and participate in BOCCIM activities provided their subscriptions are current.
- 6.4 Members shall provide the Secretariat annually on request with an accurate declaration of their employee strength.

ARTICLE 7: CESSATION OF MEMBERSHIP

- 7.1 Any member desirous of withdrawing from BOCCIM shall give six calendar months' notice in writing of its intention to do so, and upon the expiration of such notice shall cease to be a member.

- 7.2 At a special general meeting summoned for the purpose, the members of BOCCIM may, by resolution passed by a majority of two thirds of those present and voting by secret ballot, expel any member whose conduct, in the opinion of the meeting is injurious or prejudicial to the interests of BOCCIM, provided that, prior to such special general meeting being called, the member(s) affected thereby shall be given full details in writing of the conduct which is alleged to be injurious or prejudicial to the interest of BOCCIM and shall, at the hearing of the special general meeting be entitled to be heard and to put forward its version of the conduct complained of.
- 7.3 Any member withdrawing from BOCCIM or being expelled there from, shall continue to be liable to pay all subscriptions due to BOCCIM.
- 7.4 Any Member being expelled from BOCCIM shall be liable to pay any subscriptions due to it, up to date of expulsion.
- 7.5 Any Member being declared insolvent and remaining unrehabilitated for one calendar year shall cease to be a member.

ARTICLE 8: CONDUCT OF MEMBERS

- 8.1 The conduct of BOCCIM members shall be as described in the Code of Conduct Manual with which every member is expected to acquaint himself.

ARTICLE 9: REGISTERS

- 9.1 There shall be kept at the registered office of BOCCIM and at the principal office of every branch thereof, a register of the members of BOCCIM, which shall contain the following information:
- 9.1.1 The name, address and type of business of each member and the nominated representative, if any.
- 9.1.2 The date on which each member was admitted to membership of BOCCIM.

9.1.3 The amounts and dates of payments made by each member in respect of entry fee (if any) and subscriptions.

9.1.4 The date on which membership ceased.

9.2 There shall be kept at the registered office of BOCCIM and at the principal office of every branch thereof, a register of the members of Council of the Confederation, which shall contain the following information:

The full name, respective title, postal address and telephone number of all members of Council and facsimile numbers, and e-mail addresses.

ARTICLE 10: OFFICIAL YEAR

10.1 The official year of BOCCIM for financial and all other purposes shall be the calendar year, from January the 1st to 31st December of each and every succeeding year.

ARTICLE 11: SUBSCRIPTION

11.1 Subscription rates and the basis for rates shall be set by Council, and may be changed by Council from time to time.

11.2 Council may authorise a variance to the annual subscription of any particular member as it deems appropriate.

11.3 In the event that a member fails to declare the number of employees when so requested, the Management Committee shall assess the number of employees and shall fix the subscription on such basis.

11.4 The subscription payable by a member joining during an official year shall be calculated on a pro-rata quarterly basis.

11.5 All subscriptions are due and payable by the 1st day of January for the next official calendar year. Any member who fails to meet its subscription obligations by the 30th March of the year in which they fall due shall be deemed to be behind in its subscriptions.

11.6 No member whose subscription is in arrears may vote at any meeting of BOCCIM.

11.7 Where a subscription has not been paid by the 1st day of April in any official year, the Secretariat shall notify the member by registered letter that the matter will be reported to the next meeting of Council. In the event that the subscription is still outstanding on the 1st day of June of that year, the membership shall automatically cease.

ARTICLE 12: CONTROL AND MANAGEMENT

12.1 The affairs of the BOCCIM shall be managed by Council which may exercise all such powers of BOCCIM as are not mandated by law, or by its constitution, or as are required by the direction and control of members as expressed by resolution in a general meeting.

12.2 The exercise of such powers by Council shall be subject to checks and balances exercised by a Special General Meeting.

ARTICLE 13: OFFICE BEARERS

13.1 BOCCIM shall have the following office bearers:

President; Vice President for each structural entity as defined by Council from time to time; **Secretary** (ex-officio) and **Treasurer**.

13.2 Election of President

13.2.1 The President of BOCCIM shall be elected from among members of Council by the general membership of BOCCIM at biennial General Meetings to serve for a term of two years.

13.2.2 The President of BOCCIM shall not be eligible to stand for more than two consecutive terms under this Constitution. *As an immediate past President, he/she may be invited to attend Council and management Committee Meetings.*

13.2.3 If the office of President shall be vacated during any term for any reason, Council shall elect one of the Vice Presidents to serve as President until the next Annual General Meeting and Council shall elect one of its members to be Vice President.

13.3 Election of Vice President(s)

13.3.1 There shall be elected Vice Presidents, representing each BOCCIM designated structural entity.

13.3.2 Vice-Presidents of BOCCIM shall be elected from among members of Council by the general membership of BOCCIM at the Annual General Meeting to serve for a period of two years provided that at the first election under this constitution one of the Vice Presidents shall be elected for a period of one year.

13.3.3 In the event of the office(s) of the Vice President(s) becoming vacant for whatever reason, Council shall appoint from among its members Vice President(s) to serve until the next Annual General Meeting.

13.4 Appointment of Secretary

12.4.1 Council shall designate BOCCIM's Director to be BOCCIM Secretary in an ex-officio capacity.

13.5 Appointment of Treasurer

12.5.1 Council shall appoint an Honorary Treasurer who may not necessarily be a BOCCIM Member.

13.6 Election Procedures

13.6.1 Council shall nominate from among its members candidates willing and able to serve as President and Vice President(s).

13.6.1 Members of Council (who agree to serve) will be put before the general membership for election of President and Vice President(s).

13.6.2 The names of the nominees for President and Vice President(s) shall be placed on official written ballots.

13.6.3 Election ballots shall be sent at least 30 days prior to the date of the Annual General Meeting to all members who are current with their subscriptions.

13.6.4 Members shall have a choice of returning their official ballots to the Secretariat by mail, or by transferring their voting rights by written proxy to a designated BOCCIM member or by appearing in person at the Annual General Meeting.

13.6.5 During the Annual General Meeting all official ballots received by mail, by proxy and in person, shall be counted in the presence of members to determine the elected officers.

13.6.6 The results shall be announced at the appropriate point at the Annual General Meeting and the new BOCCIM Officers shall take up their positions.

13.7 Duties of Officers President

13.7.1 The President shall attend and chair all General, Council and Management Committee Meetings of the Confederation.

13.7.2 The President shall represent BOCCIM's views as its official spokesperson

Vice President(s)

13.7.3 A Vice President shall assume the duties of President as directed by the President or Council.

13.7.4 The Vice President(s) shall attend and participate in Council meetings.

13.7.5 The Vice President(s) shall attend and chair Regional Management and other Committee meetings as directed by council.

Secretary

13.7.6 The Secretary shall be responsible for recording and maintaining accurate records of Council and Management Committee meetings.

13.7.7 The Secretary shall attend all BOCCIM meetings as directed by the Council.

Treasurer

13.7.8 The Treasurer shall be responsible for the accurate and timely reporting of the financial condition of the Confederation.

13.7.9 The Treasurer shall attend and participate in Council and Management Committee meetings.

13.8 Removal from Office

Officers of BOCCIM may be removed from office for any of the reasons specified hereunder:

- Voluntary resignation,
- Non-payment of subscriptions,
- Member insolvency and/or individual insolvency,
- Unsound mind,
- Retirement from member employment,
- Conviction for a major criminal offence,
- Abdication of official responsibility as determined by Council.

ARTICLE 14: COUNCIL

14.1 Council shall consist of:

Elected / appointment Chairpersons representing BOCCIM Sector Groups and Regional Business Council Representatives and up to four additional members appointed by Council.

14.2 Council shall be chaired by the BOCCIM's President or designate.

14.3 Each BOCCIM Sector Group or Business Council shall elect a Chairperson at a Sector or Business Council General Meeting at least four months before the BOCCIM Annual General Meeting.

That individual's name shall be submitted to the BOCCIM's Director for transmission to Council at its last meeting prior to the Annual General Meeting.

14.4 Business Councils within each region, namely, Northern Region, North Central, Southern Region and South Central shall elect from the Chairperson of each region's Business Council, a representative to Council.

14.5 Council may appoint a Sector Group Representative at a meeting held at least a month before BOCCIM's Annual General Meeting whenever a Sector Group has failed to hold its Annual General Meeting, failed to elect a Chairperson, or failed to submit the name of the elected Chairperson to Council.

14.6 Council may appoint up to four members at its last meeting before the Annual General Meeting and may, during the course of the year, fill any vacancy with respect to those nominees.

14.7 If a vacancy should occur in the membership of Council for any reason, that vacancy shall be filled by appointment for appointed members and by election for elected members.

14.8 Duties of Council Members

The duties of Council members shall be:

- To attend and actively participate in all Council Sector and Business Councils Meetings
- To represent their Sectors or Business Council Regions.
- To inform the Sector membership on BOCCIM issues and other matters as prescribed by Council.
- To formally report to Council on the activities of their Sectors or Business Councils as required by Council.

14.9 Duties and Powers of Council

The duties and powers of Council shall be:

- To enforce the BOCCIM Constitution;
- To approve the appointments and conditions of service of BOCCIM's Director who will also serve as Council's secretary in an ex-officio capacity;
- To appoint from Council a Treasurer;
- To appoint up to four additional members from the general membership of BOCCIM to be Council members;
- To approve, amend or reject proposals of the Management Committee;
- To set policy and direction for the Confederation;
- To develop BOCCIM's positions on various issues;
- To approve the Annual BOCCIM's Budget;
- To set policy guidelines for BOCCIM's association with individuals or outside organisations;
- To designate BOCCIM's Sector Groups;
- To set the basis and level of BOCCIM's subscriptions;
- To demarcate the areas to be included within BOCCIM designated structural entities;
- To form or dissolve BOCCIM Committees.

14.10 Meetings

The quorum for a meeting of Council shall be 60% of current Council members.

Council shall meet at least once every **two** months.

ARTICLE 15: SECTOR GROUPS

15.1 Sector Group

- The BOCCIM Sector Groups recognised or designated by Council shall be cohesive industrial, commercial or professional groupings with common interests.
- The number and designation of BOCCIM Sector Groups shall be prescribed by Council.
- BOCCIM's sector shall be made up of BOCCIM's members only.
- Each BOCCIM Sector group shall elect a sector Chairperson who will serve as the sector representative on Council.

15.2 Business Council Description

The BOCCIM Business Councils recognized or designated by Council shall be general groupings of BOCCIM membership, irrespective of Sector grouping, within the Business Council postal locality.

- The number and designation of BOCCIM Business Councils shall be prescribed by Council
- BOCCIM Business Councils shall be made up of BOCCIM Members only,
- Each BOCCIM Business Council shall elect a Chairperson who will be eligible to be elected as the Regional Representative on Council.

15.3 Duties

The duties of the BOCCIM Sector Groups and Business Councils shall be:

- To discuss all issues and concerns within a Sector Grouping and Business Councils to resolve same where possible.
- To transmit to Council all issues and concerns that cannot be resolved within the Sector or Business Council.
- To report to Council at each meeting on all activities and views of the Sector Business Council.
- To hold a general meeting at least once a year.

ARTICLE 16: MANAGEMENT COMMITTEE

16.1 Composition

16.1.1 The Management Committee shall consists of officers of BOCCIM and the BOCCIM Accountant.

16.1.2 The Finance and Management Committee shall designate BOCCIM's Director to be the Management Committee ex-offi cio Secretary.

16.2 Duties and Functions

The duties and functions of the Management Committee shall be:

- To advise, guide and monitor the day-to-day operations of BOCCIM;
- To prepare the BOCCIM Annual Budget for approval by Council;
- To prepare BOCCIM annual work programme proposals for approval by Council;
- To prepare and submit to Council for approval, all major BOCCIM policies, programmes and procedures;
- To coordinate and approve Regional Management Committee programmes;
- To approve the appointment and terms of services for the Deputy Director(s) of BOCCIM;
- To establish and dissolve adhoc committees as may be necessary to conduct BOCCIM business;
- To monitor compliance with the BOCCIM constitution;
- To approve the conditions of service for the BOCCIM Secretariat.

16.3 Meetings

15.3.1 The Management Committee shall meet at least once per month or more frequently as required.

15.3.2 Four members of the Management Committee shall form a quorum.

ARTICLE 17: REGIONAL MANAGEMENT COMMITTEE(s)

17.1 Composition

17.1.1 The Regional Management Committee (s) shall consist of not less than four and not more than seven BOCCIM members appointed by Council from within the regions.

17.1.1 The BOCCIM Vice President for the region shall be the Chairperson of the Regional Management Committee; in his/ her absence the Committee may appoint one of its members as acting chairperson

17.2 Duties

16.2.1 The Regional Management Committee(s) shall consider any matter affecting the region(s).

16.2.2 The Regional Management Committee(s) shall refer all recommendations and decisions to the BOCCIM Management Committee for approval

17.3 Meetings

16.3.1 The Regional Management Committee(s) shall meet at least once every three months. Special meetings may be convened as the need arises.

16.3.2 The quorum for a meeting of the Regional Management Committee shall be fifty per cent of current Committee members.

ARTICLE 18: GENERAL MEETINGS

18.1 An Annual General Meeting of BOCCIM shall be held by the 30th June of each year on a date to be selected by Council.

18.2 The President may at any time convene a special General Meeting.

18.3 A special General Meeting shall be convened upon request in writing to Council, by not less than 15 of members of BOCCIM for consideration of such business as shall be specifically stated.

18.4 General meetings shall be held at the registered office of BOCCIM, or at such other place as the Council may direct.

18.5 Every member current in its subscriptions shall have the right to be represented, vote, and participate in all General Meetings.

18.6 Any member of BOCCIM shall have the right to bring up from the floor any questions or matters for consideration by the General Meeting. Items for inclusion on the agenda shall be forwarded to the Secretariat at least two weeks before the date of the meeting.

18.7 Decisions of General Meetings shall be binding on BOCCIM

18.8 The quorum for any General Meeting shall be 75 members of BOCCIM, including proxies.

18.9 Notices

18.9.1 Except under conditions of extreme urgency, not less than twenty one days written notice of every General Meeting shall be given to each current member of BOCCIM. Such notice shall indicate the nature of any special business to be considered at the meeting, date, time and venue.

18.9.2 In matters which Council considers to be of extreme urgency, Council may direct that a special General Meeting be convened on 48 hours' notice

18.9.3 Accidental omission to give notice of any meeting to any member, or non-receipt of such notice by member, shall not invalidate any business transacted or resolution made by such meeting.

18.10 Voting

18.10.1 Subject to provisions of paragraphs of paragraphs 5.2, 10.6 and 15.3, voting shall generally be by show of hands.

18.10.2 Each member shall have one vote which may be exercised through its presence or a written proxy.

18.10.3 A secret vote on any motion may be ordered by the President at any General Meeting.

ARTICLE 19: MAJORITIES FOR MOTIONS AT ALL MEETINGS

19.1 Except for constitutional amendment(s) which require a three quarter majority, and subject to the provisions of paragraph 5.2, all motions shall be carried or defeated by simple majority.

ARTICLE 20: TRUSTEES

20.1 BOCCIM at its first General Meeting shall appoint three of its members to be Trustees of BOCCIM. Trustees shall hold office until deceased or retirement from the office unless removed by a resolution of the BOCCIM in General Meeting.

ARTICLE 21: PROPERTY

21.1 All property of BOCCIM shall be under the control of the Trustees. All money received by the confederation shall, within seven days of receipt, be paid into accounts to be opened in the name of the BOCCIM at a bank to be selected by the Management Committee. Cheques on such accounts shall be signed by such person or persons as shall be determined by the Management Committee.

ARTICLE 22: APPLICATION OF FUNDS

22.1 Council may incur financial obligations in the furtherance of the objects of BOCCIM in the payment of authorised expenses incurred by any member of BOCCIM on behalf of BOCCIM.

22.2 Except upon dissolution as provided in paragraph 22, no portion of the funds or income of BOCCIM shall be paid by way of bonus, divided, profit or otherwise to any member of BOCCIM.

The application of the funds of BOCCIM shall at all times be in accordance with the provisions of Part 1X of the Trade Union and Employers' Act No 23 of 1983.

ARTICLE 23: ACCOUNTS

23.1 The Accounts of the Confederation shall be kept by the Treasurer. A profit and loss account and balance sheet as at the 31st day of December in the preceding year, together with the auditor's report shall be submitted to the next Annual General Meeting of BOCCIM.

23.2 The auditors of BOCCIM shall be appointed at every Annual General Meeting.

23.3 BOCCIM's Auditors shall have no other fiscal relationship with the Confederation.

ARTICLE: 24 INDEMNITIES

24.1 No act or omission of any office bearer, servant or agent of BOCCIM shall render such office bearer servant or agent liable for damage sustained by any person in consequence of such act or omission;

Provided that:

- I. If such omission is mala fide or if such office bearer, servant or agent has not exercised reasonable care and diligence in carrying out his duties in connection with such act or omission, BOCCIM shall be liable for the damage costs and expenses which may be incidental to or result from such law suit;
- II. The office bearer, servant or agent guilty of such act or omission shall be liable to make good any loss damage resulting there from to BOCCIM if such act or omission was mala fide.

ARTICLE: 25 DISSOLUTION

25.1 BOCCIM may be dissolved by resolution at a General Meeting, called for the purpose of which at least fourteen days' notice has been given, which notice states the resolution to be taken, which resolution is passed at such meeting by at least three quarters of the members present and voting by secret ballot, and upon such resolution being lodged with the Register and registered by him, in terms of Section 38 of Trade Union & Employers' Act No 23 of 1983 as amended. Upon dissolution all property of BOCCIM shall be sold and the proceeds of such sale, and or ready monies, shall be divided among the then members in proportion to their annual subscription.

ARTICLE: 26 CONSTITUTIONAL AMENDMENTS

26.1 The provisions of this Constitution may be repealed, amended or added to in any manner by a resolution at a general meeting, called for the purpose, of which at least 60 days' notice have been given which notice shall set out the proposed resolution and the reasons therefore, which resolution shall be passed by three quarters of the members present and voting by secret ballot, and shall be effective after such resolution has been sent to the Register in terms of Section 34 of the Trade Union and Employers' Act No 23 Of 1983 as amended, and upon the Register signifying in writing that he has no objection thereto.

ANNEXURE B

Commentary on Amendments of the Constitution

1. Ad para Preamble

Is this necessary to reflect the purpose of the organization.

2. Ad para Name

Should the name be changed to Business Botswana of Federations of Chambers of Commerce?

3. Ad para Article Definitions

The definitions are to be reexamined and redefined in terms of the draft constitution e.g. trustees regional chambers, communications, finance, human resources and ICT.

These definitions will be amended in light of the fact that a more explicit definition is required and the present definitions are inadequate. Therefore the duties and functions of the President, Secretary and Treasurer must be defined.

4. Ad para Article 3

This is in order and needs to be redrafted slightly.

5. Ad para Objects Article 4

Objects are to be redrafted to reflect the new Apex Body with a different emphasis on the tasks and duties. Therefore definition and expansion will reflect the important role it must play in its relationship with Government.

6. Ad para Article 6: Membership

It is important to confirm what its present legal personality is and whether it conforms to a changing environment and reflects a new and dynamic role that is envisaged for the organization at present and in the future. Different categories of membership have to be defined as well as benefits that accrue to each member as a result of their membership.

7. Ad para Article 7: Cessation of Membership

Consideration would have to be given to the issue to allow a member who has been expelled from BOCCIM to appeal. Arbitration and mediation in these matters are crucial.

8. Ad para Article 8: Conduct of Members

This should be extended to every member of the Board who must acquaint him/herself with the contents thereof. A draft charter will be made available.

9. Ad para Article 11: Subscriptions

Subscriptions will have to be categorized with different benefits for categories and contributions. Subscriptions must be determined depending on the size of the organization or whether the same number of votes will be allocated to the members.

10. Ad para Article 12: Control and Management

Control Management of BOCCIM needs to be redefined as the present powers need to be expressly defined and explained.

11. Ad para Article 13: Office Bearers – Election of the President

The Office Bearer duties or functions need to be expressly defined. This is extremely important as the previous constitutional crisis highlighted the need for a clear determination of the powers and duties. The removal of the President must be stipulated when circumstances are such that his/her position is untenable. Similarly the same consideration should apply to all Office Bearers. Considerations must be given to the election of a separate Vice President.

11.1 Office Bearers – Election Procedures

Elections should be conducted by an electoral officer. Quorum to be determined in its absence, the Vice President or Secretary General.

11.2 Office Bearers – Secretary

This is to be expanded to reflect the diverse role of a Secretary.

11.3 Office Bearers – Treasurer

This is to be expanded with details of his/her functions.

11.4 Office Bearers – Removal from Office

In addition to the list of offences, if a Council Member is sequestrated then he shall be requested to resign or if he engages in conduct unbecoming or incompatible with the Office.

12. Ad para Article 14: Council

The main purpose and function of the Council is to be explained as well as its internal procedures. This needs to be reexamined especially in regard to the regional council and sector groups so that representation from outside groups are also represented in the affairs of the duties and powers of the Council.

Council – Duties and Powers of Council

This is to be expanded in light of the proposed functions of the Apex Body.

13. Ad para Article 15: Sector Groups

These have to be defined and the duties and functions have to be expressly stipulated.

14. Ad para Article 16: Management Committee

Expand on the duties and functions of the Management Committee. The Management Committee is the workhorse of BOCCIM and the function and duties are extremely important with regard to the proper and efficient functioning of the organization as their role is central in carrying out policies and programs of BOCCIM. They must be invested with sufficient powers and authority to carry out its duties efficiently and expeditiously.

15. Ad para Article 17: Regional Management Committee

This will be recast and there will sector groups and regional chambers.

16. Ad para Article 18: General Meetings

The status of the General Meeting, Quorum, postponed meetings are to be addressed.

General Meetings –Notices

How are notices to be dispatched?

General Meetings – Voting

General Meetings are effectively the most vital and important element in the organization of BOCCIM. It represents cumulative voices of the organization and therefore its meeting must be organized in a transparent and democratic fashion. There is no provision for the lack of Quorum at the AGM and for meetings which are aborted. Considerations should be given to this aspect.

17. Ad para Article 20: Trustees

The functions, duties and responsibilities are to be explained in the Constitution.

18. Ad para Article 22: Application of Funds

In accordance with Botswana Laws on trusteeship.

19. Ad para Article 24: Indemnities

The indemnity must be subject to disciplinary procedures for staff members as well as insurance will be examined
