

Constitution/Articles of Association

Chapter I – Characteristics of the Association

Article 1 – Constitution and Name

An association is hereby created between the parties to these articles of association, bearing the name '**European Union-Zambia Business Club**', in its abridged form **EUZBC** (and hereafter referred to as the EUZBC).

Article 2 – Official Address

The official postal address of the EUZBC is:

Attn. Cristina Banuta

EUZBC Secretariat

4899 Los Angeles Boulevard, Longacres, Lusaka, Zambia

Article 3 – Duration

The duration of the association is unlimited.

Article 4 – Objectives/Purpose

The overall objective of the EUZBC is to contribute to **increased trade and investment opportunities between the EU and Zambia**. As such, the EUZBC will provide a networking platform for members to gain knowledge of the business environment and to keep abreast of the fast developing economic and business opportunities in Zambia and European Union. The EUZBC will also endeavour to contribute towards a sound environment for businesses and investments by becoming a privileged partner of the Zambian government in terms of dialogue and support to policy definition.

The EUZBC will also aim at facilitating cooperation between EU and Zambian companies, and developing the capacity of its Members.

The EUZBC will advocate for:

- Equal treatment for all companies present in Zambia including EU companies, in accordance with the laws in place;
- Respect for the legality of contracts;
- Ethics in business;
- Social corporate responsibility.
- Sound business environment and economic governance;
- Fair competition; and
- Promotion of European Union values, know-how, and products.

Article 5 – Activities

To achieve its objectives, the Club will, in a first phase, focus on:

- highlighting the importance of the EU companies present in the country and Zambian companies and businesses owned by EU nationals, and how much they contribute (through taxation, economic growth, employment) to its development;
- stretching ties with the bilateral EU Chambers and other business organisations;
- facilitating and conducting networking events amongst its Members (B2B events);
- facilitating the creation of strategic alliances between Zambian and EU companies;
- encouraging ethical business practises by all companies operating in Zambia, based on fair competition and corporate social responsibility;
- facilitating and conducting dialogue with the Zambian government on issues related to investment policy, tax regime, right of establishment, work permits, and free movement of goods, services, and capital;
- facilitating and conducting dialogue with the EU Delegation and EU Member States' representatives on issues related to their development policy agendas and how they affect the private sector, as well as on issues related to investment policy, tax regime, right of establishment, work permits, and free movement of goods, services, and capital.

In a second phase, the EU-Zambia Business Club will endeavour to:

- become a first entry point and a platform for other EU companies wanting to do business in Zambia by offering them business intelligence on the country.
- make available information and research on topics relevant to businesses in Zambia.
- promote Zambia as an investment destination amongst the EU business community.
- provide general services, information, and advice to Members relating to education, economic, legal, financial, market and other business issues.

Chapter II – Organisation and Management

Article 6 – The Board

The activities of the EUZBC shall be directed by a Board made of at least ten members/office bearers, persons of good standing who are Representatives of Ordinary Members (Corporate or Individual). Members of the Board shall be members of the EUZBC, and passport holders of an EU Member State or of a Zambian Passport. The members of the Board will not be remunerated for their services.

The Board shall have a President, two Vice-Presidents, a Treasurer, an Assistant Treasurer, an Assistant Secretary and any other positions as decided by the Board.

Members of the Board are elected for a term of two years. Upon expiry of their term of office they may be re-elected and re-appointed for subsequent terms. They cannot accumulate more than three consecutive terms, except when there is a shortage of applications. They shall be elected by the Ordinary Members during the Annual General Meeting (AGM) of the EUZBC.

The functions of Board members legally end with the dissolution of the Association, whatever caused it.

Article 7 – Board Proceedings

The Board shall regulate its own proceedings as it sees fit in accordance with these Articles of Association. The Board shall execute the policies of the EUZBC and direct the activity of the Association. Generally and without limiting its powers, the Board shall:

- Submit the EUZBC Constitution/Articles of Association and any subsequent amendments thereto, as well as the proposal for dissolution, should that be the case, for approval by the Ordinary Members;
- Establish the Annual Activity Report and the Annual Financial Report of the EUZBC and present it to the AGM;
- Establish the Annual Work Plan and the Estimated Annual Budget and present it to the AGM;
- Establish specialised Committees under the Board, as it sees fit, and controls their activities.

Article 8 – Specialised Committees

The Board may also decide to create one or more Specialised Committees to assist the Board in its work. Their mandate and composition will be decided by the Board.

Article 9 – Meetings of the Board

The Board shall hold meetings convened by the President, at least once every three months and its quorum shall consist of no less than seven office bearers.

The Board shall resolve on all matters proposed for resolution by consensus. If no consensus can be reached, a resolution shall be considered adopted if approved by a majority of the votes validly cast during the meeting. Each office bearer present shall have one vote. In the event of equality of votes, the vote of the President prevails.

Meetings are subject to written records, agreed upon by the Board members and signed by the President and the Secretary.

Article 10 – Termination of office of a Board Member

If a Board Member wishes to resign from the Board, is absent from three consecutive Board Meetings without providing a valid reason, ceases to be a resident of Zambia, ceases to be the Corporate Representative of an Ordinary Corporate Member, or is requested to resign from office at any time pursuant to a resolution of a two-thirds majority vote of the Board, then he/she shall give written notice of his/her resignation to the Board.

On resignation or termination of office of any Board Member, the remaining Board will give preference to another Corporate Representative nominated by the Ordinary Corporate Member. Should no such nomination take place within one month following the termination of office, the remaining Board may invite another eligible Ordinary Member to fill the vacancy until the next AGM of the EUZBC.

An Extraordinary Members Meeting may dismiss any member of the Board before expiry of his term of office by resolution adopted by at least two-thirds (2/3) of votes.

Article 11 - Representation

The President and Vice-Presidents shall be entitled to legally represent the EUZBC in and outside the Courts of Justice. If either is prevented from exercising his or her duties, another member of the Board may be appointed by written power of attorney or by resolution of the Board.

Only if and when decided by the Members Meeting may the Board purchase, sell or transfer any immovable property or assign any right to use the immovable property of the Association.

A member of the Board will not be personally liable for the EUZBC's debts and obligations or for any act taken in good faith on behalf of the EUZBC in carrying out his or her duties as a member of the Board or pursuant to the resolution of any Members Meeting or meeting of the Board.

Article 12 – The President

The President is at the head of the Association. He/she represents the Association in all civil procedures, including when legal proceedings are instituted. He/she assumes chairmanship of both the Members Meetings and of the Board.

Article 13 – Vice-Presidents

At the President's request, the Vice-Presidents assist him/her in all matters or administrative procedures involved in the running of the association. Furthermore, they may stand in for the President when he/she is absent or otherwise unavailable, at his/her request, or, exceptionally, at the request of two thirds of the Board.

Article 14 – Treasurer and Assistant Treasurer

The Treasurer presents a report on the financial situation of the association before the annual general assembly approving the accounts of the closed fiscal year.

He/she may delegate some of his attributions to the Assistant Treasurer.

Article 15 – The Secretariat of the EUZBC

The Secretariat of the EUZBC will be ensured by the EU Delegation representative for as long as the EUZBC will request it. The Secretary has a support function and is responsible for writing and keeping meeting records. He/she sees to it that the association's files are kept in an appropriate manner. Whilst the Secretariat is ensured by the EU Delegation representative, the Secretary may attend the Board meetings as an observer and for secretarial purposes, but is not allowed to vote on Board meetings and is not a formal member of the Board.

Should the EUZBC decide that a Secretary should be elected from the ranks of the Ordinary Members, the Ordinary Member elected Secretary will become full Member of the Board and enjoy all the rights and obligations deriving from this.

He/she holds at the disposal of members the narrative and financial reports of general meetings. If necessary, he/she attests extracts or copies of administrative documents.

He/she may delegate some of his/her attributions to the Assistant Secretary elected by the AGM to the Board.

Article 16 – Members' Meetings

The Association shall hold one Annual General Members Meeting and may hold further Extraordinary Meetings in accordance with these Articles of Association.

Annual General Meetings (AGMs)

The Annual General Meeting shall be held in the first two months of each financial year. It will discuss and approve the following:

- the Annual Activity Report and the Annual Financial Report of the Association covering the past year;
- the budget allocations for the current financial year, as prepared by the Board, including budget allocations for support of the specialised Committees, and the work plan for the current year;
- any proposals for amendment of the Articles of Association or of dissolution of the EUZBC, as proposed by the Board;
- decide on the disposal of assets upon dissolution;
- decide on other proposals legitimately included in the agenda of the meeting;
- elect the members of the Board every two years;
- approve and amend the EUZBC Code of Conduct.

Extraordinary Meetings

All general members' meetings other than the AGMs shall be deemed Extraordinary Meetings. The Board may convene an extraordinary Members Meeting whenever it deems such necessary. An Extraordinary Meeting shall also be convened by the Board within two months after receipt of a written request signed by at least one-tenth (1/10) of the total members.

A notice for any members meeting must contain the agenda and must be sent by the Board not later than two weeks before the date of meeting. Each member may submit additional proposals to be included in the agenda of the meeting, but the said proposal shall only be considered if submitted in writing to the Board at least 1 (one) week before the Members Meeting concerned. The Board shall forthwith advise all members of the proposed inclusion of the additional proposal(s).

Members may attend the meeting in person or formally appoint another member not being a member of the Board to attend and vote at the Members Meeting.

The Members' Meetings are chaired by the President or, in his or her absence, the Vice President(s) of the Board, or in the absence of either of them by another member of the Board.

The Members Meeting adopts decisions, resolutions by a simple majority of votes of the members present and/or represented and eligible to vote. Quorum is reached if more than one-half (1/2) of the registered members, eligible to vote, are present and/or represented, unless otherwise provided for in these Articles of Association/Constitution. If the above quorum is not reached, a second Members Meeting may be held not later than seven days thereafter and at the second Members Meeting resolutions can be validly adopted regarding the proposals at the first meeting regardless of the number of members present and/or represented.

Further provisions with regard to the proceedings in the Members Meeting may be regulated in the by-laws.

Chapter III – Association composition

Article 17 – Membership approval

The EU-Zambia Business Club is open to European Union companies who are represented in Zambia and to Zambian companies.

Companies wishing to apply for admission to the EUZBC as a member must submit its application in the form prescribed by the Board to the main office address of the EUZBC or online, on the EUZBC website. Applications will be considered by the Board or by the Membership Committee mandated by the Board to deal with membership issues.

Applications shall be considered by the Board at the next scheduled Board meeting or at the next specialised Membership Committee meeting. Approval of the new member shall require the majority of the Board Members or of the Membership Committee votes.

Article 18 – Type of Membership

The EUZBC shall have four types of membership:

- **Ordinary members:**
 - Corporate Members: companies in good standing which:
 - are established under the laws of any EU Member State, and/or have a substantial EU shareholder participation and have a legal presence in Zambia;
 - are established under the laws of Zambia and/or have a substantial Zambian shareholder participation.Corporate Members shall appoint one (or more, depending on the size of the company) of its officers or employees to represent it in the EUZBC meetings.
 - Individual Members: individuals of good standing who are either Zambian nationals or residents in Zambia and nationals of any EU States and that are actively involved in business, consultancy, trade, or investment in Zambia.

Branches and agencies representing EU companies might be eligible for membership on a case by case basis upon Board approval.

EU Companies outside Zambia might also be eligible for membership on a case by case basis upon Board approval, provided that they can provide a certificate of Company registration of its European country of origin. They may only attend the meetings of the EUZBC as observers and will not have the right to vote or be elected to the Board.

Ordinary members may be requested to pay an annual fee, as decided by the Board.

- **Honorary members** are individuals who have made, or a likely to make, a special contribution to the EUZBC and that are invited by the Board to become such members. Honorary members may attend Board meetings and EUZBC meetings as observers, but may not vote or be elected to the Board. Honorary members shall not be requested to pay any annual fee.
- **Association members** are business-related associations and bilateral Chambers of Commerce. They can be represented through designated representatives. Association members may attend EUZBC meetings as observers, but may not vote or be elected to the Board. They cannot be part of the Board and shall not be requested to pay any annual fee.
- **Diplomatic members** are the EU Delegation and the EU Member States Embassies present in Zambia. The EU Delegation representative will ensure the Secretariat of the EUZBC. The diplomatic members shall not be requested to pay any annual fee. The Diplomatic members, may not vote or be elected to the Board.

Article 19 – Members’ rights and obligations

Each Ordinary Member shall be entitled to one vote at the EUZBC Meetings and to serve on the Board if elected to do so.

Honorary Members shall not be entitled to vote or to serve on the Board.

All Members shall be equally entitled to have access to the services of the EUZBC upon payment of any fees charged to Members in respect thereof.

All members will be required to sign up to and abide by the EUZBC Code of Conduct.

Article 20 - Loss of Membership

Loss of membership occurs following:

- The member's resignation. Any Member desiring to resign from membership of the EUZBC must deliver written notice of its resignation to the main office address of the EUZBC (Art. 2). Resignation notices shall be sent one month prior to the date of effect and shall be deemed to take effect on the date stated in the notice and may not have any retroactive effect on the date that such notice is received by the EUZBC.
- Death or declaration by a court of competent jurisdiction to be legally or mentally incompetent; where a natural person is concerned.
- Winding-up, for whatever reason, where a legal entity is concerned.
- Invitation to resign by the Board. The Board may, by written notice, invite any Member to resign its membership of the EUZBC if such Member has breached the rules of the EUZBC or if, in the opinion of the Board, such Member has conducted actions or behaviour that could discredit the EUZBC. Members requested to do so, shall resign within fourteen days from the date of the invitation letter. In failure to do so, the Member will be expelled by resolution of the majority of the Board.
- The Member has over 60 days of delay in the payment of any fees due to the EUZBC. After 30 days of delay, the Board will send an official notification to the Member. After 60 days, the Member will be invited to resign by the Board.

Each Member shall on termination of its membership of the EUZBC for whatever reason forfeit all right to and claim upon the EUZBC and its properties and funds and shall not be entitled to any refund of fees paid to the EUZBC.

Chapter IV – Financing of the Club

Article 21 – Sources of Financing

Funds of the EUZBC are derived from:

- a) donations and grants;
- b) membership contributions;
- c) recovery of costs for services activities undertaken by the Association in accordance with its planned activities mentioned in Article 5;
- d) other income received by the Association not contrary to the purpose and objectives of the Association.

The properties of the Club shall be used exclusively for purposes that are in conformity with the Articles of Association/Constitution.

Article 22 – Membership Fees

The Board shall determine the Membership Fees from year to year, for the Ordinary Members. The Honorary Members will not pay Membership Fees.

Once accepted members are contractually obliged to pay the subscriptions fees.

The funds of the EUZBC shall be used only and exclusively for implementing the objectives of the EUZBC and do not belong to the members.

Annual budgets shall be submitted to the members for approval at each AGM.

Any surplus of income over expenditure resulting from the EUZBC's activities will be devoted to the purposes of the EUZBC and will not be distributed amongst the members.

Chapter V – Dissolution of the Association

Article 23 – Dissolution of the Association

If, for whatever reason, the Board decides that the Association should dissolve, it shall propose this to the Members' Meeting. Should the proposal be approved by the members, the Board will propose how the assets of the Association will be disposed of and submit it to the approval of the Members.

If, upon the winding-up or dissolution of the Company, there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution(s) having objects similar to the objects of the Company or shall be donated to charitable organisation(s).