

REGISTRATION OF ASSOCIATION ACT 1991

CAP 201

CERTIFICATE OF REGISTRATION

C CHANGE OF NAME

Thereby certify that :

EYCHELLES CHAMBER OF COMMERCE & INDUSTRY

Was registered under the provisions of the Registration of Association Act.

On the 4th day of April 1994.

Given under my hand at Victoria this 15th day of June, 2010.

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L. CHARLETTE (MRS)
REGISTRAR OF ASSOCIATION

(A430669)



RULES OF THE ASSOCIATION
KNOWN UNDER THE NAME
OF
THE SEYCHELLES CHAMBER OF COMMERCE AND INDUSTRY

This Chamber set up in 1938 is registered under the Registration of Associations Act

CAP 201 under A043669

ARTICLE 1

NAME - INTERPRETATION - REGISTERED OFFICE - SEAI - OBJECTS - POWERS

1.1 NAME

The name of the Association is the SEYCHELLES CHAMBER OF COMMERCE AND INDUSTRY and is hereinafter referred to as the Chamber.

1.2 INTERPRETATION

Unless the context otherwise requires or unless otherwise expressly provided, in these rules and in Regulations made under these rules:-

"CHAMBER" the Chamber shall be an association of business registered and shall have the functions and objects as detailed in 1.5.

"MEMBER" means a member of the Chamber.

"CHAIRPERSON" is the person elected as the person who chairs the chambers and the council.

"VICE-CHAIRPERSON" is the elected person holding the post of vice chairperson of the Chamber. He will be responsible for chairing meetings of the chamber in the absence of the Chairperson.

"TREASURER" is the person who is responsible for overseeing all the financial affairs and transactions of the Chamber.

"SECRETARY GENERAL" means the Secretary General of the Chamber for the time being whose functions and duties are defined in paragraph 9 of Article III of the present Rules.

"THE COUNCIL" means the Governing body of Chamber.

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"ENTITY" means any person of age, any Company, Partnership, Corporation body or Association.

1.3 REGISTERED OFFICE

The registered office of the Chamber shall be situated in Office N° 4-5, 2nd Floor Ebrahim Building, Francis Rachel Street, and P.O Box 1399 or at such other place as the Council may from time to time decide. Any change of address shall be notified to the Registrar of Associations within one week thereof.

1.4 SEAL

The Chamber shall have a "COMMONSEAL" bearing its name.

1.5 OBJECTS

The objects of the Chamber are:-

- (a) The promotion and protection of trade, commerce, industry, agriculture, tourism, transport, insurance, banking and other services in the Republic of Seychelles.
- (b) The promotion, support or making of representation in relation to legislative or other measures affecting the aforesaid interests.
- (c) The collection, classification and dissemination of statistical data and other information of relevance and interest to all sectors of activities of the Seychelles economy.
- (d) The sponsorship of and assistance in the organisation of fairs and missions which may foster the economic development of the country.
- (e) Keeping and maintaining a reference library for members.
- (f) Providing facilities to enable members to operate properly as far as is practical.
- (g) The issuing of certificates in respect of goods which are grown, produced, processed, manufactured in or exported from Seychelles.
- (h) The carrying out of surveys independently or in partnership with other organisations.
- (i) The organizing and running of training courses and seminars.
- (j) The provision for arbitration in respect of disputes arising in the course of commerce, industry, tourism, transport or other business matters, and the securing of the services of expert technical and other persons to that end, if necessary or desirable.
- (k) The acquisition of movable and immovable property by purchase, donation, legacy or otherwise.
- (l) The selling, leasing, exchanging and mortgaging of such property.
- (m) The doing of all that may be necessary or conducive to the development of industry, commerce, transport, insurance, banking, tourism, trade and services or incidental to the realization or attainment of the above-mentioned objectives.
- (n) Entering any agreement with any Government Ministry or Department or other authority, both in and outside Seychelles, which in the opinion of the Chamber shall be deemed to be in the interest of its members and to obtain from any such Government Ministry or



- Department or authority any rights, privileges and concessions in furtherance of the objectives of the Chamber.
- (0) To subscribe to and form part of any local or foreign federation or association pursuing similar or related objectives.

1. 6 POWERS

Subject to the provisions of the Registration of Associations Act Chapter 201 and/or any Regulations made under that Act or any other Act which may hereafter be enacted, the Chamber shall have the same powers and rights as a natural person and may carry on all such activities as may appear to the Council to be requisite, advantageous, convenient, or conducive to the attainment of its objectives.

ARTICIE 2

MEMBERSHIP - SUBSCRIPTIONS - MODE OF APPLICATION FOR MEMBERSHIP - RESIGNATION AND REMOVAL OF MEMBERS

2.1 MEMBERSHIP

- 2.1.1 Membership is open to any person who is of eighteen (18) years and is also open to corporate bodies, partnerships and associations with a demonstrable interest in trade, commerce, industry or services.
- 2.1.2 Honorary membership may be granted at the discretion of the Council. However, Honorary Members shall not be eligible for election to the Council and shall have no voting powers.
- 2.1.3 Members may, according to the nature of their business, be divided into such groups as may from time to time be decided by the Council.

2.2 SUBSCRIPTIONS

- 2.2.1 Subscription fees shall be fixed from time to time by resolution of the Council provided that any increase shall not be in excess of twenty-five percent (25%) and notification of any such change in subscription fees shall be given to every member in writing at least thirty (30) days prior to the effective date of the increase.
- 2.2.2 Where it is proposed to increase subscription fees by more than twenty-five percent (25%) such increase shall be made by resolution of the Annual General Meeting in accordance with the rules relating to the AGM. Any such resolution may, in addition to varying the amount of the annual subscription, divide Members into categories and fix different rates of subscription for different categories.
- 2.2.3 A Member's annual subscription for a year shall run from the first January preceding his/her admission to the Chamber and the Annual Membership Fee shall be due and payable within a month of his/her admission. Any Member joining after first (1st) July shall be liable to pay only half



the annual subscription. Thereafter, a Member's annual subscription for each calendar year shall be due as from first (1st) January of each year and shall be payable within two (2) calendar months.

2.2.4 A Member must give to the Secretary General of the Chamber notice of his/her intention to resign as a member at least one (1) calendar month before the expiration of the subscription year; otherwise he shall be liable for his subscription for the ensuing year.

2.2.5 A member who fails within thirty (30) days of demand in writing by the Secretary General, to pay subscriptions that are in arrears, shall lose his/her right to vote and shall cease to benefit from the services offered by the Chamber. The arrears shall remain a debt to and recoverable by the Chamber. Save as above provided, no fine shall be imposed on any Member of the Chamber.

2.3 MODE OF APPLICATION OF MEMBERSHIP

2.3.1 Every application for membership shall be on the relevant form in writing to the Secretary General and sponsored by one Member. Every such application shall be brought to the Council by the Secretary General, at the next ensuing meeting. The Council may accept or reject any application and shall not be bound to provide any reason therefore. The Council may also decide to attach to the acceptance of any candidature such special binding conditions it may think fit.

2.4 RESIGNATION AND REMOVAL OF MEMBERS

2.4.1 A Member shall have the right to resign from the chamber provided he/she notifies the Secretary General of his/her resignation in writing and does not have any outstanding dues with the chamber.

2.4.2 The Council shall have the right to suspend or remove any member from the Council from the Chamber where:-

- a) his/her conduct, in the opinion of not less than two thirds ($\frac{2}{3}$) of the members of the Council present and voting at the meeting, has been found prejudicial to the interests of the Chamber;
- b) he/she has failed to pay his yearly subscription within twelve (12) months after it has become due.

2.4.3 The Secretary General shall, not less than fourteen (14) days before the meeting of the Council at which a decision is to be taken regarding a member's conduct or failure by him/her to pay his subscription as above, give notice thereof to the member by registered post at his/her last known address and informing him/her that he/she may, either personally or in writing, submit any explanation regarding the matter complained of.

2.4.4 A member dissatisfied with the decision of the Council to erase his/her name from the Register of Members shall, within one (1) month of his/her having been notified of the Council's decision, have the right to appeal to a Special General Meeting of the Members of the Chamber against such decision to have it quashed, reversed, set aside, amended or otherwise dealt with as



the Special General Meeting shall deem just and proper and the decision of the Special General Meeting shall in all cases be final and without further appeal.

2.4.5 The notice of appeal of the dissatisfied member shall be made in writing and addressed by registered post to the Secretary General at the registered office of the Chamber.

ARTICLE 3

CONSTITUTION OF THE COUNCIL - MODE OF ELECTION OF THE COUNCIL - POWERS OF THE COUNCIL - MEETINGS OF THE COUNCIL - SUB AND SPECIAL COMMITTEES - REGISTER OF MEMBERS - BOOKS AND ACCOUNTS - ACCOUNTING YEAR - DISCIPLINE

3.1 CONSTITUTION OF THE COUNCIL

3.1.1 The Management of the affairs and business of the Chamber shall be vested in and deputed to a Council which shall consist of a Chairperson, a Vice-Chairperson, a Treasurer and twelve (12) other members who shall be elected by members present at the Annual General Meeting of the Chamber.

3.1.2 The Council, at its own discretion, may co-opt members to fill any vacancy that may arise on the Council.

3.1.3 The elected Councilors shall hold office for two (2) years from the date of election to the conclusion of the Annual General Meeting at the end of the second year.

3.1.4 The co-opted Councilors shall hold office from the date of nomination to the conclusion of the Annual General Meeting of the second year convened for the purpose of electing Council Members.

3.1.5 Subject to Clause 3.7.1 below all the Councilors shall be eligible for re-election or re-nomination.

3.1.7 The functions of the Councilors shall be honorary.

3.2 POWERS FOR THE COUNCIL

The Council may exercise all such powers and do all such acts and things as the Chamber is, by Article 1 of these Rules or otherwise, authorized to exercise and do, and that are not directed or required hereby or by the Registration of Associations Act Cap 201 and/or any Regulations made there under, to be exercised or done by the Chamber in a General Meeting or by Special Resolution at General Meetings.

3.3 MEETINGS OF THE COUNCIL

3.3.1 The Council shall meet at least once a month at such place and time as it shall decide.



3.3.2 The Council may also be convened at any time by the Secretary General on instructions from the Chairperson, or, in his/her absence, from the Vice-Chairperson. The agenda shall specify the purpose for which the meeting is to be convened.

3.3.3. The quorum for any meeting of the Council shall be eight (8).

3.3.4 The Chairperson, or, in his/her absence, the Vice-Chairperson shall preside at all Meetings of the Council. In the absence of both the Chairperson and the Vice-Chairperson, the Councilors shall choose among themselves a Chairperson for the meeting and that Chairperson shall exercise all the powers and rights of the Chairperson of that meeting. All decisions of the Council shall, save as otherwise specifically provided, be taken by a simple majority of votes of the Councilors present. Each Councilor shall have one vote. The Chairperson or Councilor presiding the meeting shall, if the votes are equally divided have a second or casting vote. The ruling of the Chairperson on all questions of procedure shall be accepted as final.

3.3.5 The Minutes of Proceedings of all Meetings of the Council, or of every Committee, and of General Meetings shall be confirmed at the next subsequent meeting.

3.3.6 The Minutes of Proceedings of all Meetings of the Council, and of all General Meetings of members shall be signed by the Chairperson or, in his/her absence by the Vice-Chairperson. In the case of Committees, they shall be signed by their respective Chairperson.

3.3.7 A copy or extract of such Minutes duly signed by the Chairperson, or the Vice-Chairman shall be received as conclusive evidence of all the matters therein contained.

3.3.8 Any councilor who does not attend three consecutive monthly council meetings will be asked to resign.

3.4 SUB AND SPECIAL COMMITTEES

3.4.1 The Council may appoint such sub-Committees as it may deem necessary. It may appoint on such Committees any representatives or delegates of Members, with full power to act and vote on such Committees.

3.4.2 Any resolution of any Special Committee shall be submitted to the Council which shall be the sole authority to decide on the resolution in line with the general policy of the Chamber.

3.4.3 The constitution and proceedings of any Special Committees shall be regulated by rules to be embodied in bye-laws.

3.5 THE CHAIRPERSON

3.5.1 The Chairperson may hold office for a maximum of three (3) consecutive terms only not withstanding his ability to stand for re-election to any other position on the Council.

He shall:

- a) preside over all Council Meetings and all Annual and Special General Meetings of Members and shall be responsible for the conduct of business at such meetings;



- b) put any motion from members to the vote and declare the result;
- c) submit to the Annual General Meetings, through the Council, a report on the work of the Chamber during the preceding Financial Year, accompanied by the accounts duly audited in the manner and form laid down in the Registration of Associations Act Cap 201;
- d) in consultation with the Secretary General, supervise the general administration of the affairs of the Chamber and endeavour to secure full compliance with the Chamber's Rules.

3.6 THE SECRETARY GENERAL

- a) convene the members of the Chamber to any Annual or Special General Meetings as required in these Rules;
- b) upon request of the Chairperson, convene the Councilors for a Council meeting in the manner and with notice to be decided upon by the Chairperson;
- c) conduct the business and affairs of the Chamber in accordance with these Rules;
- d) carry out the instructions of the Council;
- e) attend all Meetings of the Council, Committees and General Meetings and record the Minutes of proceedings thereof;
- f) attend to the correspondence of the Chamber;
- g) keep an inventory of all the assets and properties of the Chamber;
- h) keep in his/her custody all the books, accounts and records of the Chamber;
- i) ensure that each member of the Chamber has access to a copy of the annual accounts and the Auditor's report thereon;
- j) collaborate with the Chairperson in the preparation of the Annual Report of the work of the Chamber for the preceding accounting year, for submission to the Annual General Meeting;
- k) keep an up-to-date Register of Members and communicate such Register to any interested party on request;
- l) allow any member, whose subscription is not in arrears, to inspect all books of the Chamber in his custody and possession within working hours and with reasonable notice thereof;
- m) represent the Chamber within Seychelles and overseas and use his/her best endeavours to further the influence and standing of the Chamber;
- n) implement the annual work programme of the Chamber.

3.7 THE AUDITOR

3.7.1 The Auditor shall be appointed at the Annual General Meeting of the Chamber.

3.8 REMOVAL OF MEMBERS OF COUNCIL

3.8.1 The Council may remove from office or suspend any of its members, for such period as it may think fit and proper if such Councilor:-

- a) has been absent from three consecutive meetings without special leave from the Council;
- b) has been guilty of such misconduct or default or breach of trust in the discharge of his/her duties as a member of the Councilor otherwise as, in the opinion of the Council, renders him/her unfit to be, or continue to be, a member of the Council;

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- c) has been convicted of an offence of such a nature as, in the opinion of the Council, renders it desirable that he should be removed from office;
- d) is suffering from such mental or physical infirmity as, in the opinion of the Council, renders him/her unfit to discharge his/her duties as a member of the Council.

3.9 FINANCIAL YEAR

3.9.1 The Financial Year of the Chamber shall, until otherwise changed or altered by an Annual General Meeting, be the period from the first (1st) day of January to the thirty first (31st) day of December of each year.

3.9.2 The Treasurer shall be responsible for overseeing all financial matters of the Chamber and a balance sheet and accounts showing the financial position of the Chamber at the 21st December of each year. Such accounts shall be posted at the Chamber's Secretariat at least two (2) weeks before the date of the Annual General Meeting.

3.10 COLLECTION AND APPLICATION OF FUNDS

3.10.1 The Chamber may raise, collect and receive any monies, funds, subscriptions, rentals, donations, legacies and may hold by way of purchase, donation or legacy, any property, real and personal, of any kind or nature whatsoever for the benefit of the Chamber.

3.10.2 The income and property of the Chamber howsoever derived, accrued and received shall be applied solely for the promotion of the objects of the Chamber and no portion thereof shall be distributed or transferred by way of dividend or bonus to members of the Chamber.

ARTICLE 4

GENERAL MEETINGS OF MEMBERS - PROCEEDINGS AT SUCH GENERAL MEETINGS

4.1 ANNUAL GENERAL MEETINGS

4.1.1 An Annual General Meeting (AGM) of the Chamber shall be held every year not later than three months after the end of its Financial Year.

4.1.2 The Secretary General shall give at least twenty one (21) days notice for the holding of an Annual General Meeting.

4.1.3 The Annual General Meeting shall have the power to reinstate any member who has been suspended by the Council or endorse any decision by the Council to suspend any member.

4.1.4 Voting at all meetings shall take place by secret ballot or by show of hands on the basis of one member one vote.

4.1.5 Voting shall be by a simple majority of members present and voting, either in person or by proxy.

4.1.6 Only members who are up to date with membership fees for the year during which the AGM is held, as at the end of the previous month will be able to vote.

4.1.7 The agenda of an Annual General Meeting shall specify the business to be dealt with at the meeting as set out in Rule 4.2.1 below.

4.2 PROCEEDINGS AT ANNUAL GENERAL MEETING

4.2.1 The Annual General Meeting shall consider all the matters set out in the Agenda, namely:-

- (a) approval and adoption of the Minutes of the last Annual General Meeting;
- (b) presentation by the Chairperson of the Council's Annual Report;
- (c) Presentation by the Treasurer of the Auditor's Report and statement of Accounts of the Chamber for the preceding financial year and adoption thereof and the appointment of an Auditor;
- (d) The election of the Chairperson, Vice-Chairperson and Treasurer;
- (e) The election of members of the Council;
- (f) Any motion presented by a Member in accordance with Rule dealing with such motions;
- (g) Any other business as the Chairperson may admit.

4.2.2 Any motion by any member to be discussed at any Annual General Meeting shall be presented in writing, proposed and seconded by another member of the Chamber to reach the office of the Secretary General at latest fifteen (15) days preceding the date of the Annual General Meeting.

4.2.3 A quorum for an AGM shall be not less than twenty (20) fully paid up members of the Chamber having the right to vote either present or represented by proxy.

4.2.4 All questions to be decided at an Annual General Meeting shall be decided by a simple majority of members voting in person or by proxy. The Chairperson or the Vice-Chairperson or the Member presiding the meeting shall, if the votes are equally divided have a second or casting vote.

4.2.5 The instrument appointing a proxy shall be in under the hand of the principal or of his/her attorney, duly authorized in writing, or if the principal is a Corporation or a body corporate, by the person or persons duly authorized to sign on its behalf.

4.2.6 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed and executed, shall be deposited with the Secretary General at least seven days before the time of holding of the meeting at which the person named in the instrument proposes to vote.

4.2.7 An instrument appointing a proxy shall be in the form specified in Annexure 1 hereto.

4.2.8 A declaration of the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence thereof. A majority of the members present or represented by their proxies may however require that a secret ballot be taken and in such a case the result of the secret ballot shall be conclusive unless it is proved that there has been an irregularity in the taking

or result of the ballot. The ruling of the Chairperson on all questions of procedure shall be taken as final.

4.2.9 If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as the members of the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the members present shall constitute a quorum, whatever their number.

4.2.10 No member shall have the right to vote unless at the time of the vote his/ her subscriptions, including any arrears have been fully paid up by seven (7) clear days prior to the Annual General Meeting.

4.3 SPECIAL GENERAL MEETINGS

4.3.1 A special General Meeting of the Chamber shall be held when required by the Council or when called for by petition from not less than twenty (20) registered members of the Chamber whose subscription shall have been fully paid up by the date of the petition and any notice or petition for such a meeting shall specify the agenda to be debated at such meeting.

4.3.2 Upon receipt of such petition the Secretary General shall within seven (7) days from the delivery of such request, convene a Special General Meeting and shall notify members in writing not later than seven (7) days of the time date and venue of such meeting.

4.3.3. The agenda of a Special General Meeting shall specify the matters to be debated at that Meeting.

4.3.4 A quorum for a Special General Meeting shall be not less than two thirds ($\frac{2}{3}$) of fully paid up members of the Chamber having the right to vote either present or represented by proxy.

4.3.5 If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting shall be dissolved.

4.3.6 All questions to be decided at a Special General Meeting shall be decided by a simple majority of members voting in person or by proxy at the meeting.

4.3.7 Voting shall be done by a show of hands or by secret ballot on the basis of one member one vote.

ARTICLE 5

5.1 EXECUTION OF DOCUMENTS AND SIGNING OF CHEQUES

5.1.1 All deeds, instruments, contracts and other documents shall be deemed to be duly executed by or on behalf of the Chamber if signed by the Chairperson, the Vice-Chairperson, the Treasurer or the Secretary General and the Chamber shall be bound by any two of these signatures.



5.1.2 Cheques drawn on any bank or banking account, and all negotiable and transferable instruments, postal orders and Government payable orders drawn or endorsed in the name of the Chamber shall be signed or endorsed by two signatures of the Chairperson, the Vice-Chairperson, the Treasurer or the Secretary General and the Chamber shall be bound by any of these two signatures.

ARTICLE 6

6.1 LEGAL PROCEEDINGS

6.1.1 The Chamber shall act, sue and be sued, under its corporate name, represented by its Secretary General.

6.1.2 Service of process on the Secretary General in respect of any notices, actions, pleadings and proceedings either judicial or extra judicial shall be good and valid service on the Chamber.

ARTICLE 7

7.1 INSPECTION OF BOOKS AND ACCOUNTS

7.1.1 Any member, whose subscription is not overdue, may apply to the Secretary General during normal working hours and with reasonable notice for leave to inspect the Books and/or Accounts of the Chamber in his/her custody and possession and the Secretary General shall comply with such request.

ARTICLE 8

8.1 AMENDMENTS

8.1.1 The members may add to, alter, or otherwise amend the present Rules of the Chamber by resolution taken at any Annual or Special General Meeting convened in that behalf and attended by not less than three-fifths of the total number of fully paid up members of the Chamber whether in person or by proxy provided that two-thirds of the members present or by proxy vote in favour of such addition, alteration or amendment.

8.1.2 A certified copy of the minutes of proceedings of such Annual or Special General Meeting shall be submitted to the Registrar of Associations and shall have effect only upon the written approval of the Registrar.

8.1.3 A copy of the approved Rules shall be filed with the Registrar of Associations.



ARTICLE 9

9.1 DISSOLUTION AND AMALGAMATION

9.1.1 The members may dissolve, wind up or amalgamate the Chamber.

ARTICLE 10

10.1 EFFECT OF THE RULES

10.1.1 These Rules repeal and replace all prior existing rules of the Chamber and are deemed to come into force on the 1st day of the month following the date the Registrar of Associations has issued approval thereof.

This is to certify that this doc
is the revised SCCI Constitution
as at 29/2/12.

gsl.

J. Richard.
Secretary General