

THE COMPANIES ACT No. 10 OF 2017

ARTICLES OF ASSOCIATION FOR TRANSPARENCY INTERNATIONAL ZAMBIA
(TI-Z)

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PART 1
DEFINITION OF TERMS AND LIMITATION OF LIABILITY

1. Definition of Terms

1.1 In the articles, unless the context requires otherwise—

“Articles” means the company’s Articles of Association;

“Advisory Council” means a group of first paid up members of TI-Z, former board members and eminent Zambians appointed to the council by the Board of Directors;

“Act” means the Companies Act No. 10 of 2017 of the Laws of Zambia and includes any statutory modifications or enactment thereof for the time being in force.

“Board of Directors” means persons elected and those co-opted as directors of the company whose number is not less than the required quorum acting together as a Board of Directors or if the company has one director, that director acting alone.

“Casual Vacancy” means a vacancy occurring on the Board of Directors before the expiry of the term for the office holder vacating.

“Conflict of Interest” means a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.

“Court” means the High Court for Zambia

“Director” means a person appointed as a member of the Board of Directors and includes an alternate director, by whatever name designated;

“Executive Director” means a director who is involved in the day to day management of the company in accordance with section 3 of the Act.

“Founder members” means the first paid up members of TI-Z comprising and forming part of the advisory council

“Ordinary resolution” has the meaning given in section 3 of the Act;

“Seal” means the common seal of the company

“Special resolution” has the meaning given in section 3 of the Act;

“Secretary” means the Executive Director who shall also be an ex-officio member of the Board of Directors and serve as secretary to the Board of Directors;

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

2. Liability of Members

2.1 The liability of each member is limited to the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for—

- (a) Payment of the company's debts and liabilities contracted before he/she ceases to be a member,
- (b) Payment of the costs, charges and expenses of winding up, and
- (c) Adjustment of the rights of the members among themselves.

PART 2

NAME OF THE COMPANY AND OBJECTIVES

3. Name of Company

3.1 The name of the Company shall be "TRANSPARENCY INTERNATIONAL ZAMBIA" (hereinafter called "TI-Z")

3.2 The registered office for the Company shall be situated in Lusaka Province of the Republic of Zambia

4. Objectives

4.1 The overall objective of TI-Z is to develop sustainable capacity in the civil society, media, public and private sector to effectively fight corruption and promote integrity and good governance in Zambia.

4.2 The specific objectives shall include but not limited to the following:

- (a) To effectively and efficiently play the role of a watchdog institution against corruption and other corrupt practices in Zambia;
- (b) To enhance and be catalytic in the promotion of integrity and good governance in Zambia;
- (c) To promote constructive debate and dialogue among various actors on the situation of corruption, good governance and integrity in Zambia;

(d) To develop sustainable coalitions for purposes of joint action and enhancement of information sharing among various stakeholders; and

(e) To develop the organizational and human resource capacities of various actors to effectively deal with issues of corruption, good governance and integrity.

PART 3

Membership

5. Application for Membership

5.1 The membership of the company shall comprise-

(a) The subscribers to the Application for Incorporation;

(b) Such companies, close corporations, societies, trusts or other entities or bodies of persons, firms or individuals who qualify for membership under these articles and are so admitted by the Annual General Meeting.

(c) After an application for membership is received pursuant to sub article 5.2 of this article, the decision on whether or not to admit the applicant as a member shall be the preserve of and be determined by the Annual General Meeting.

(d) Without prejudice to the immediate preceding sub-article, the decision as to loss of membership shall be determined by the Annual General Meeting.

5.2 The applicants for membership shall make written applications for membership by signing an application form declaring support for the objectives of the Company and such members shall abide by these Articles.

5.3 The application for membership shall be in such form as may be prescribed by the Annual General Meeting.

5.4 Where circumstances so require, a member shall sign an undertaking binding such member to contribute to the funds of the Company as provided for in the Application for Incorporation.

5.5 A member shall pay such joining fee and annual subscription in such a manner and at such a time as may be determined by the Annual General Meeting.

5.6 At the next Annual General Meeting after an application for membership is received, such an application shall be considered by the Annual General Meeting which shall decide whether or not to admit the applicant.

5.7 The Annual General Meeting shall not be required to furnish any reason or reasons for its decision in sub-article 5.6 of this article.

6. Proof of TI-Z Membership

6.1 Any person whose name is entered as a member in the register of members shall be entitled to receive a Certificate of Membership.

6.2 A member shall be entitled to receive his/her initial certificate free of charge but such member shall be required to make payment for any subsequent certificate on such terms and conditions as the Annual General Meeting may deem fit.

6.3 A Certificate of Membership shall be issued under the authority of the Board of Directors in such manner and form as the Articles may provide or where the Articles are silent in that regard, as the Board of Directors may prescribe.

7. Membership Fees

7.1 The annual subscription fees payable by the members shall, subject to approval by the Annual General Meeting, be determined by the Board of Directors.

7.2 The period of annual subscription shall be –

- (a) Calculated from the beginning of TI-Z's financial year; or
- (b) Such period as the Annual General Meeting shall determine, and such subscriptions shall be payable to the Company in advance of that date each year.

7.3 The Company shall, at its registered office, establish and maintain a Register of Members of the Company which register shall be open to the public for inspection.

8. Conditions Under Which Membership May Cease

8.1 The Annual General Meeting may-

- (a) Suspend any member; or

(b) Restrict or terminate a member's right of membership in any lawful manner, if such member breaches or fails to observe these Articles;

Provided that such a member shall be given an opportunity to be heard in respect of and before the decision is passed in paragraph (a) or (b) of this Article.

8.2 The Annual General Meeting shall not expel a member under this provision unless:-

(a) Notice in writing has been given to such a member at least seven days thereof stating the time, place and date at which the expulsion of that member is to be discussed; and

(b) Sufficient and clear details as to the nature of the alleged misconduct of the member have been furnished.

8.3 A member may give notice in writing of his/her resignation to the Secretary and upon submission of such notice, that member shall cease to be a member:

Provided that such resignation shall not take effect if it would result in the reduction of the number of members to less than seven.

8.4 A person shall cease to be a member if –

(a) He/she is bankrupt;

(b) Being a company, is wound up or placed under judicial management;

(c) It is in the best interest of the Company that he/she should cease to be a member as the Annual General Meeting may determine; or

(d) His/her subscription remains unpaid for a period of 90 days after the Secretary has given notice to that member to the effect that such subscription is due by him/her.

8.5 A person who ceases to be a member or is suspended or whose membership rights are restricted or terminated by virtue of the provisions of these Articles, shall not have any claim of any nature whatsoever against the Company.

8.6 Membership and the rights, benefits or advantages of membership shall not be transferable and shall, unless previously terminated, cease or terminate upon the death, insanity or winding up of a member, as the case may be.

8.7 A member shall not be entitled to vote at a general meeting unless all sums payable by him/her in respect of his/her membership in the Company have been paid.

PART 4

The Board of Directors

9. Establishment

TI-Z will establish a Board of Directors in whom the management of the affairs and control of the company shall vest and which may exercise all such powers and shall do all such things as may be exercised or done by the company and are not expressly required to be done by the company in general meeting.

10. Members' Reservation of Power

10.1 The members may, by ordinary resolution, direct the Board of Directors to take or refrain from taking specified action.

10.2 No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution.

10.3 Whilst upholding the decision done by the directors in contravention of the said resolution, the directors may be held responsible for the expenses and/or loss incurred by the company in accordance with section 122 of the Act.

11. Delegation of Power by Directors

11.1 Subject to the Articles, the Board of Directors may delegate any of the powers which are conferred on it by the articles—

- (a) to such director or committee;
- (b) by such means (including by power of attorney);
- (c) in relation to such matters or territories; and
- (d) on such terms and conditions; as it deems fit.

11.2 Where the Board of Directors delegates any of its powers, in accordance with Article 12.1 it shall be responsible for the exercise of that power, as if the power had been exercised by the Board of Directors itself.

11.3 The Board of Directors may revoke any delegation of power in whole or in part, or alter its terms and conditions.

12. Committees

12.1 Committees to which the Board of Directors delegate any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of the Articles which govern the taking of decisions by the Board of Directors.

(2) The Board of Directors may make rules of procedure for all or any of the committees which are consistent with these Articles.

13. Decision Making by Board of Directors

13.1 The general rule about decision-making by Board of Directors is that any decision of the directors must be a majority decision at a meeting.

13.2 If the company only has two directors then the general rule does not apply, and the directors may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

13.3 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

13.4 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

13.5 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

13.6 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

14. Calling of Board of Directors' Meetings

14.1 The Chairperson of the Board of Directors, through the Secretariat, shall call Board of Directors' meetings as per agreed schedule.

14.2 There shall be four Board of Directors' meetings in a year. However, Extra-Ordinary Board of Directors' meetings may be called when need arises.

14.3 Notice of any Board of Directors' meeting must indicate—

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) the business to be transacted
- (d) if it is anticipated that the directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.4 Notice of a Board of Directors' meeting must be given to each Director in writing.

14.5 Notice of a Board of Directors' meeting need not be given to directors who waive their entitlement to notice of that meeting. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it.

15. Participation in Board of Directors' Meetings

15.1 Subject to the Articles, directors participate in a Board of Directors' meeting or part of it when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16. Quorum for Board of Directors' Meetings

16.1 The quorum for every Board of Directors meeting shall be 5 Directors present.

16.2 At a Board of Directors' meeting, unless a quorum is formed, no proposal is to be voted on, except a proposal to call another meeting.

16.3 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five and not more than ten Directors, at least half of whom are representatives of members and one of whom shall be the Executive Director, except where the business to be discussed relates to the Executive Director.

16.4 If the total number of Directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to elect new directors to fill the vacancies.

17. Chairing of Board of Directors' Meetings

17.1 The meeting shall be chaired by the Chapter President; in his/her absence the vice chapter president.

17.2 In an event that the Chapter President or his/her vice are unable to attend the meeting with valid reasons, the Chapter President or the vice shall appoint one of the directors present or likely to be present to chair the meeting.

17.3 In an event that the Chapter President or his/her vice are unable to attend the meeting without any valid reason, the directors may appoint one of their number to chair the meeting.

17.3 If the chairperson is not participating in a directors' meeting within fifteen minutes of the time at which it was to start without valid reasons, the directors present must appoint one from among themselves to chair it.

18. Casting vote

18.1 If the number of votes for and against a proposal are equal, the chairperson has a casting vote.

18.2 However, this does not apply if, in accordance with the articles, the chairperson is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Conflict of interest

19.1 If a proposed decision of the Board of Directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is

interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

19.2 However, if article 19.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

19.3 This paragraph applies when—

(a) the company by ordinary resolution dis-applies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

19.4 For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) Subscription or an agreement to subscribe for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities;

19.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

19.6 Subject to 19.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.

19.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

20. Record of Decisions

The Board of Directors must ensure that the company keeps a record, in writing, for at least 6 years from the date of the decision, of every unanimous or majority decision taken by the directors.

21. Board of Directors' discretion to Make Further Rules

Subject to the articles, the Board of Directors may make any rule which they deem fit about how they take decisions and about how such decisions are to be recorded or communicated to the directors.

22. Appointment of Executive Director

22.1 The Board of Directors may, upon such terms and conditions and with such restrictions as it considers necessary from time to time and subject to any terms of the agreement entered into, employ an Executive Director in accordance with the Act and confer upon the Executive Director any of the powers exercisable by the Board of Directors.

22.2 Any powers so conferred may be concurrent with or to the exclusion of the powers of the Board of Directors.

22.3 The Board of Directors may at any time in writing withdraw or vary any of the powers so conferred on the Executive Director.

22.4 The Executive Director shall manage the day to day affairs and operations of the company

22.5 If the Board of Directors deems it necessary, it may employ a Deputy Executive Director subject to the terms of agreement entered into between the company and such Deputy Executive Director.

22.6 The person in the position of Executive Director shall cease to be such on termination of appointment by the Board of Directors or on his/her resignation.

23. Removal of Directors

23.1 The company may remove a director from office by an ordinary resolution passed at a general meeting of the company in accordance with section 98 of the Act.

23.2 A member shall, not less than twenty eight days before the meeting referred to in 23.1, give the Executive Director notice of intention to move a motion to remove a Director.

23.3 The Executive Director shall, on receipt of the notice of intention referred to in 23.2, send a copy of the notice to the Director concerned.

23.4 The director concerned shall be entitled to-

- (a) Submit a written statement to the company regarding the notice specified in 23.2;
- (b) Request that the director's written statement, made in accordance with (a) above be read at the meeting; and
- (c) Be heard at the meeting

23.5 A notice of the general meeting, at which the notice referred to in 23.2 is to be considered shall be sent to every person entitled to receive the notice, which shall be accompanied by a copy of the written statement referred to in 23.4(a).

23.6 The company shall not be obliged to send or circulate the director's statement if it is received by the company less than seven days before the meeting.

23.7 A vacancy created by the removal of a director in accordance with this article, if not filled at the meeting at which the director is removed, may be filled as a casual vacancy.

23.8 A person ceases to be a director as soon as—

- (a) That person ceases to be a director by virtue of any provision of the articles or is prohibited from being a director by the Act;
- (b) That person resigns his/her office by notice in writing to the Executive Director of the Company;
- (c) He/she is removed by a decision of the majority of the members at the General Meeting;
- (d) He/she has been incapacitated by reason of physical or mental infirmity;
- (e) He/she has violated any rules of discipline or for any gross misconduct;
- (f) A bankruptcy order is made against that person.

24. Composition of the Board of Directors

24.1 The Board of Directors shall consist of the following part time members elected from the general membership at a general meeting:

- i. President
- ii. Vice President
- iii. Treasurer
- iv. Up to 4 ordinary members
- v. Two members co-opted by the Board of Directors

25. Tenure of Office

25.1 Subject to the provisions of these articles, the term of office for directors shall be three years.

25.2 Notwithstanding anything to the contrary contained in these Articles, a treasurer, committee or an ordinary member of the Board of Directors who has twice been elected as such shall not be eligible for re-election to that same position or office unless he/she seeks for election for the last term of three years to a higher position of President or Vice President:

Provided that a member who has served the maximum number of terms shall be eligible for election to the Board of Directors after the expiration of a period of three years in which period such a member shall not be part of the Board of Directors.

25.3 Subject to Article 25.4, a member of the Board of Directors can only be elected and hold office for a maximum of three terms of three years each in accordance with the provisions of these Articles.

25.4 The President and Vice President shall hold office for a period of three years. Provided that he/she may seek re-election as President or Vice President once, notwithstanding that he/she might have served for two terms as a treasurer, committee or an ordinary member of the Board of Directors.

25.5 The terms of office shall not exceed two terms as President or Vice President and shall not exceed two terms as a treasurer, committee or an ordinary member of the Board of Directors.

25.6 In an event that the terms of office for all or half of the members of the Board of Directors come to an end at the same time, such expiration of terms

shall not take effect until such a time that the general meeting shall be convened to elect new members.

26. Directors' Remuneration

26.1 Directors may undertake any services for the company as the Board of Directors decide.

26.2 Directors are entitled to such remuneration as the Board of Directors may determine-

- (a) For their services to the company as directors, and
- (b) For any other services which they may undertake for the company

26.3 Subject to the articles, a director's remuneration may-

- (a) Take any form, and
- (b) Include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

27. Directors' Expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at –

- (a) Meetings of directors or committees of directors,
- (b) General meetings, or
- (c) Separate meetings of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 5
General Meetings

28. Annual General Meeting

28.1 Subject to section 57 of the Act, the company shall hold, within ninety days after the end of each financial year of the company an Annual General Meeting.

28.2 The directors may, if they deem fit, call a general meeting.

29. Notice of a General Meeting

29.1 An annual general meeting must be called by notice of at least 21 days in writing.

29.2 A general meeting other than an Annual General Meeting must be called by notice of at least 14 days in writing.

29.3 The notice is exclusive of—

(a) the day on which it is served or deemed to be served; and

(c) the day for which it is given.

29.4 The notice must—

(a) Specify the date and time of the meeting;

(b) Specify the place of the meeting (unless the Articles provide otherwise the meeting shall be held in Zambia);

(c) State the general nature of the business to be dealt with at the meeting;

(d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;

(e) if a motion for a special resolution is intended to be moved at the meeting

(i) include notice of the motion; and

(ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the motion;

(f) if a motion for a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and

- (g) Contain a statement specifying a member's right to appoint a proxy under section 71 of the Act.

29.5 Despite the fact that a general meeting is called by shorter notice than that specified in these articles, it is regarded as having been duly called if it is so agreed—

- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

30. Persons Entitled to Receive Notice of General Meetings

30.1 Notice of a general meeting must be given to—

- (a) Every member;
- (b) An auditor of the Company;
- (c) Every Director; and
- (d) A person entitled under the articles to receive such notice.

31. Accidental Omission to Give Notice of General Meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting

32. Business to be Transacted at an Annual General Meeting

32.1 The business to be transacted at an Annual General Meeting shall include the following:

- (a) Consideration and approval of the financial statements and annual report;
- (b) The consideration of the directors' and auditors' reports;
- (c) The election of directors in place of those retiring;
- (d) Appointment of the auditors and the fixing of their remuneration

33. Attendance and Speaking at General Meetings

The following persons are entitled to attend and speak at a meeting of the company-

- (a) A member with the right to vote at the meeting;
- (b) Director of the company
- (c) Auditor of the company
- (d) A person entitled under the articles to do so; and
- (e) Any other person permitted to do so by the chairperson.

34. Quorum for General Meetings

34.1 A quorum shall be half of the fully paid up members

34.2 No business shall be transacted at the general meeting unless such members who form a quorum are present at the time the meeting commences to discuss the agenda

34.3 subject to the provisions of these Articles, a person attending a general meeting either as a proxy, representative of a body corporate or an association which is a member, shall be considered to be a member for purposes of determining whether or not a quorum is formed.

35. Chairing General Meetings

35.1 The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting and in his/her absence the Vice Chairperson.

35.2 The directors present at a general meeting must elect one of from among themselves to be the chairperson if—

- (a) There is no chairperson or vice chairperson of the Board of Directors;
- (b) The chairperson and the vice chairperson are not present within 15 minutes after the time appointed for holding the meeting;
- (c) The chairperson is unwilling to act; or

(d) The chairperson or the vice chairperson has given notice to the company of the intention not to attend the meeting.

35.3 The members present at a general meeting must elect one from among themselves to be the chairperson if—

- (a) no director is willing to act as chairperson; or
- (b) no director is present within 15 minutes after the time appointed for holding the meeting.

36. Attendance and Speaking by Non-Members

36.1 The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

- (a) Members of the company; or
- (b) Otherwise entitled to exercise the rights of members in relation to general meetings.

37. Adjournment

37.1 If a quorum is not formed within half an hour from the time appointed for holding a general meeting, the meeting must—

- (a) if called on the request of members, be dissolved; or
- (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Annual General Meeting may determine.

37.2 If at the adjourned meeting, a quorum is not formed within half an hour from the time appointed for holding the meeting, the members present in person or by proxy constitute a quorum.

37.3 The chairperson may adjourn a general meeting at which a quorum is formed if— (a) the meeting consents to an adjournment; or (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

37.4 The chairperson must adjourn a general meeting if directed to do so by the members.

37.5 When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.

37.6 Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.

37.7 If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

37.8 If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

38. Voting at General Meetings

38.1 A resolution put to the vote of a general meeting must be decided by a show of hands unless a poll is duly demanded in accordance with these articles.

38.2 If a poll is demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the results of the poll shall be the resolution of the meeting at which the poll was demanded.

38.3 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith in accordance with section 69 of the Act.

38.4 If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

38.5 On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—

- (a) has or has not been passed; or
- (b) has passed by a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution in accordance with section 68 of the Act.

38.5 An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without further proof.

39. Errors and Disputes

39.1 Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered and a vote not disallowed at the meeting is valid.

39.2 Any objection must be referred to the chairperson of the meeting whose decision is final.

40. Demanding a Poll

40.1 A poll on a resolution may be demanded—

(a) In advance of the general meeting where it is to be put to the vote; or

(b) At a general meeting, either before or on the declaration of the result of a show of hands on that resolution.

40.2 A poll on a resolution may be demanded by—

(a) The chairperson of the meeting;

(b) At least 3 members present in person or by proxy; or

(c) Any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting in line with section 69 of the Act.

40.3 The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.

40.4 A demand for a poll on a resolution may be withdrawn.

41. Number of votes a Member Has

41.1 On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

(a) every member present in person has 1 vote; and

(b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

41.2 However, a corporate or institutional member whose guarantee exceeds a quarter of the total guarantee of all the members shall be entitled to two votes.

42. Content of proxy notices

42.1 A proxy may only validly be appointed by a notice in writing (proxy notice) that—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is authenticated or is signed on behalf of the member appointing the proxy; and
- (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

42.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

42.3 A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

- 42.4 Unless a proxy notice indicates otherwise, it must be regarded as—
- (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Delivery of proxy notice and notice revoking appointment of proxy

43.1 A proxy notice does not take effect unless it is received by the company—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

43.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

43.3 A notice revoking the appointment only takes effect if it is received by the company—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

44. Amendments to proposed resolutions

44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company secretary in writing; and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

44.2 The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time that the chairperson of the meeting determines).

44.3 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
- (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

44.4 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 6

CHANNELS OF COMMUNICATION FOR TI-Z

45. Communication Within and Outside the Company

45.1 The accepted channels of communication within TI-Z are as follows:

- (a) Members of TI-Z shall channel their communication to Secretariat through the Chapter President.
- (b) Board members shall communicate with Secretariat through the Chapter President unless otherwise stated.

- (c) Chairpersons of Board Committees shall channel any issue of concern to the Secretariat directly to the Executive Director or through the Secretaries of the Committees to the Executive Director.

45.2 Communication with the outside world shall be done through the Chapter President or the Executive Director or any officer/member authorized in that regard by the Chapter President or the Executive Director.

PART 7

ADMINISTRATIVE ARRANGEMENTS

46. Means of communication

46.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorized or required by any provision of the Act to be sent or supplied by or to the company.

46.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

46.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.

47. Company seal

47.1 The common seal may only be used with the authority of the Chapter President or the Executive Director.

47.2 The directors may decide by what means and in what form the common seal is to be used.

47.3 Unless otherwise decided by the directors, if the common seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests to the signature.

47.4 For the purposes of this article, an authorised person is—

- (a) The Chapter President of the company;
- (b) The company secretary (if any); or

(c) Any person authorised by the Chapter President for the purpose of signing documents to which the common seal is affixed.

48. Inspection of records

48.1 Subject to the Act, the Board of Directors shall determine whether and to what extent, at what time, place and under what conditions, the accounting records and other documents of the company or any of them will be open to inspection.

48.2 A member other than a director shall not have the right to inspect any document of the company except as provided by law or authorised by the directors or by resolution of the company.

49. Winding Up

In the event of winding up, TI-Z shall adopt the provisions of the Corporate Insolvency Act No. 9 of 2017 of the Laws of Zambia

50. Indemnity

An officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by the officer, auditor or agent in that capacity in defending any proceedings, whether civil or criminal, in which relief is granted to the officer, auditor or agent, by the court under the Act.

51. Declaration

We, the several persons whose names and address are subscribed hereunder, wish to be formed into a COMPANY LIMITED BY GUARANTEE.

In pursuance of this application;

a) We agree that if, upon the winding up of the Company, there remains after the discharge of all its debts and liabilities any property of the Company, that property will not be distributed among the members, but will be transferred to some other company having similar objects, or applied to some other charitable object, such other company or charity to be determined by ordinary resolution of the members in general meeting prior to the dissolution of the Company.

b) We respectively declare that if, upon the winding up of the Company, the assets of the Company prove insufficient to discharge all the debts and liabilities

of the Company, we guarantee to contribute to the discharge of those debts and liabilities an amount set against our respective names: