

**THE FEDERATION OF CLEARING AND FORWARDING
ASSOCIATIONS OF SOUTHERN AFRICA (FCFASA)**

CONSTITUTION

1. NAME AND DOMICILE

1.1 The name of the organization shall be The Federation of Clearing and Forwarding Associations of Southern Africa which may be abbreviated to FCFASA.

1.2 The registered office of the Federation shall be in Harare. The location of this office may be transferred by decision of members at the Annual General Meeting of the Federation.

2. INTERPRETATION

Interpretation of any article of this Constitution, Code of Ethics or any Regulation made in terms of it shall rest with the Executive Committee, provided that if the decision of the Executive Committee cannot be obtained urgently, a ruling may be made by the President, in consultation with at least one other member of the Executive Committee, subject to review by the Executive Committee at the earliest opportunity.

3. LEGAL STANDING AND LIABILITY

3.1 The Federation is a separate legal entity with perpetual succession distinct from its members and is capable of suing and being sued in its own name.

3.2 The liability of members shall at all times be strictly limited to the subscription or levy currently outstanding and any money that may otherwise be owing to the Federation.

3.3 All Officers, Committee Members, servants and Agents of the Federation, while acting in the bona fide exercise of their duties shall be fully indemnified by the Federation against all loss, costs or expenses consequent upon their acts.

3.4 The income and property of the Federation shall be applied solely towards the promotion and objectives of the Federation. Any of its

profits and gains shall not be distributed to any person and shall be invested for the objectives of the Federation.

3.5 The Federation may at any time be dissolved subject to such decision to dissolve the Federation being made at a General Meeting where at least three quarters of the total number of paid up members vote in favour of such dissolution.

3.6 Should the Federation be dissolved any assets remaining after satisfaction of its liabilities shall be given or transferred to any other Federation or entity with objectives similar to those of this Federation and no assets shall be distributed amongst the members or to any other person or entity.

4. OBJECTIVES

4.1 To co-ordinate the development and growth of the Clearing and Forwarding industry in Southern Africa, in the best interests of member Associations and the general public recognizing that the Federation should do so by influence and persuasion, and that it shall not attempt to do so by authoritarian methods.

4.2 To establish a Code of Ethics to be adopted by each member Association.

4.3 To promote the efficient movement of cargo by carriers, either surface or air, or any other parties involved in the freight supply chain.

4.4 To promote and encourage the efficient and capable operations of Customs authorities in the region, with a view to standardization and simplification of documentation and procedures.

4.5 To encourage the settlement of disputes by mediation.

4.6 To promote, support, advocate or oppose, as may be deemed to be in the best interests of the Federation and Member Associations, any proposed legislative or other measures affecting the interests of the region.

4.7 To co-operate or affiliate with any other body, group or person having objectives similar to those of the Federation.

4.8 To do all other lawful things which from time to time appear to be in the best interests of the Federation and member Associations.

4.9 Independently or in consultation with any other organization, person or company, to promote standards for vocational training at an affordable cost to member Associations.

5. POWERS

5.1 In pursuance of the Objectives stated in paragraph 3, the Federation shall have the Power to do all or any of the following:

5.1.1 To invest any monies of the Federation not immediately required in such manner as may be determined by the Executive Committee and to undertake and execute any trust which may seem conducive to the objectives of the Federation.

5.1.2 To institute, conduct, defend or compound legal proceedings.

5.1.3 To appoint, remunerate and remove employees or agents of the Federation.

5.1.4 To borrow, invest, or lend money, or to acquire in any manner whatsoever any property of any kind for the purpose of the Federation and to deal with such money and/or property.

5.1.5 To do all such lawful things as are incidental or conducive to the attainment of the objectives of the Federation as may appear to be in the interest of members.

5.1.6 To insure the assets of the Federation.

5.1.7 To amalgamate, affiliate, or co-operate with, or subscribe to any association, society, corporation or other body, whose objectives are in general similar to those of the Federation.

6. STRUCTURE AND ORGANISATION

6.1 Membership shall be open to any National Clearing and Forwarding Associations established in Southern Africa and the SADC region.

6.2 All member Associations shall lodge with the Federation a copy of their constitution, updated list of the general membership and leadership of the association. Such constitution shall contain a provision for regular and democratic election of the leadership of the association. This provision shall not apply to the founding member Associations at the

initial adoption of this constitution, provided that all such members shall be required to regularise their membership before the next Annual General Meeting of the Federation, failure of which such member will forfeit all the benefits of membership including the right to vote at meetings of the Federation.

6.3 Where more than one Association is established in any country all such Associations shall be eligible to join the Federation but each country shall have only one vote at any Executive Committee Meeting, General Meeting or Annual General Meeting.

6.4 General Meetings shall be open to all member Associations and by invitation to such other persons as may be felt by the President to be useful in the meeting's deliberations.

6.5 Where no formal Association exists in any country, all steps will be taken by the Federation to encourage and foster the creation of an appropriate Association in that country.

6.6 A President, Vice President and other Executive Committee members shall be elected every two years by a simple majority of those paid up members present at the Annual General Meeting on the basis of each country present having one vote.

6.6.1 The maximum terms for the Vice President and President shall be two consecutive terms however, the Vice President can be elected the President even after serving two terms and any nominated person can be elected the President even if he was not a member of the previous committee.

6.6.2 The immediate past President shall be entitled to honorary membership and may sit on the Board (Excom) at the invitation of the Executive committee.

6.7 The Executive Committee shall include the President and Vice President and five additional members. No more than one Executive Committee member shall be elected from any one country. Executive Committee members shall be nominated for election by a member Association and such nominee must be a member of that Association.

6.8 Any vacancy occurring in the Executive Committee shall be filled by the Executive Committee, and a person so co-opted shall hold office until the next Annual General Meeting of the Federation.

6.9 The President, in consultation with the Vice President and the Executive Committee, shall determine when and where General Meetings of the Federation will take place from time to time. The Annual General Meeting shall be held within six months of the end of the financial year. Any other General meetings may be held at the discretion of the Executive Committee.

6.10 There shall be prepared for each General Meeting, an agenda based on the inputs of each member Association who shall be invited to contribute. Such agenda shall include a report by the President to the General Meeting.

6.11 Decisions, recommendations and resolutions at any meetings of the Federation shall be adopted by consensus. In the event of one or more countries being unable to concur on any matter, all steps shall be taken to achieve a compromise and, if that shall prove impossible, the matter shall be decided by a vote where a simple majority shall prevail. There shall be no proxy voting system.

6.12 With the exception of the Annual General Meeting the President may, at his discretion, call a General Meeting or Executive Committee meeting to be held by electronic means such as conference call, video conference or e-mail. Such meeting shall require a quorum and be properly recorded by the secretary. Such meeting will be considered a proper meeting in terms of this Constitution and any decisions taken will be binding on Members.

6.13 The Executive Committee shall have the authority to form sub committees.

6.14 A quorum at any General Meeting shall comprise a minimum of five members or failing that fifty per cent of the members, whichever shall be the lesser.

6.15 Should insufficient members be present to form a quorum the meeting shall be held over for thirty minutes. Should there still be no quorum after the expiry of the thirty minutes those members present shall form a quorum and proceed with the meeting.

6.16 Where a General Meeting is held in terms of clause 6.15 any decision by such meeting shall require written ratification by at least half of the members within thirty days of the meeting concluding.

6.17 A quorum for any Executive Committee Meeting shall constitute the President, or in his absence the Vice President, and at least three other members of the Executive Committee.

6.18 An Executive Committee member shall cease to be such member if the National Association that nominated him, withdraws the nomination; if he resigns, or is unable to fulfill his duties for any other reason.

7. SECRETARIAT

7.1 The Executive Committee shall appoint Secretaries to the Federation.

7.2 The responsibilities of the secretaries shall be, inter alia, to act as clearing house for the circulation of information among member Associations, to act as a contact point for any other regional organisation or state organs as appropriate.

7.3 The Secretariat shall prepare agendas for general meetings in consultation with the President and all member Associations and shall distribute documentation to all member Associations and other bodies as may be deemed necessary from time to time.

7.4 Where no secretaries have been appointed in terms of clause 7.1 the President's office shall assume the responsibility of the secretariat

8. FINANCES

8.1 The Federation may levy subscriptions, enrollment or other fees on members, the amounts of which are to be determined at a General Meeting.

8.2 In the event that a member's subscription is in arrears for a period exceeding six months, such member shall not be entitled to any of the benefits of membership including the right to vote at meetings of the Federation but shall continue to remain liable, for the obligations imposed on him which obligations may include interest at a rate to be determined by the Executive Committee

8.3 The Federation shall cause proper accounts of all its financial transactions to be kept at the Secretariat. Auditors will be appointed at the Annual General Meeting and accounts will be audited annually.

8.4 The Federation may maintain an account at such bank as the Executive Committee shall determine. Cheques drawn on such account

shall be signed by such persons being not less than two in number appointed by the Executive Committee, one of whom shall be the President or Vice President.

8.5 The books of accounts of the Federation shall be kept at the offices of the Secretariat and shall be open for inspection by any member during normal business hours.

8.6 The financial year for the Federation shall be 1 January to 31 December.

8.7 Annual accounts shall be presented to members, duly audited in terms of clause 8.3, at least 14 days prior to each Annual General Meeting.

8.8 The Federation may accept funding from donor organisations or other such sources. Such funds must be intended for and used exclusively for the objectives of the Federation as outlined in clause 4.

9. TERMINATION OF MEMBERSHIP

9.1 Membership of the Federation may be terminated by voluntary resignation or by the liquidation of the member association.

9.2 Membership may also be suspended or terminated by a verdict at the Annual General Meeting or any other General Meeting of the Federation on the advice of the Executive Committee if the member fails to comply with the provisions of this Constitution or Code of Ethics, provided that such member shall be notified in writing 30 days prior to such meeting of the complaints against it and shall have the right to address the meeting.

9.3 A member shall give three months notice of its intention to resign from the Federation, subject to payment of all outstanding financial obligations.

10. AMENDMENTS

10.1 Amendments to any part of this constitution shall be tabled by a member in good standing at any general meeting of the Federation provided that the proposed amendment has been included as an agenda item and been circulated to all members at least 30 days prior to the meeting.

10.2 Any amendment to the constitution shall require the approval of at least three quarters of the paid up members.

