

ZIMBABWE NETWORK OF CUSTOMS & EXCISE EXPERTS



CENTRE OF EXCELLENCE IN CUSTOMS RESEARCH



PROTECTING THE INTEGRITY OF THE CUSTOMS PROFESSION IN ZIMBABWE AND BEYOND

CONSTITUTION

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PART 1

PRELIMINARY

1. Short Title

These Rules and Regulations may be cited as the Zimbabwe Network of Customs and Excise Experts (hereinafter called “the Network” Rules and Regulations).

2. Domicile of the Network

2.1 The registered office of the Network is in Harare. The location of this office may be transferred by decision of the Network.

2.2 The Network shall be operative throughout Zimbabwe.

3. Interpretation

2.1 General

Whenever there is any doubt about the interpretation of any article of this Constitution or any bye-law or regulation made in terms of it, or any Tariff or Agreement, the ruling of the Management Board shall be final, PROVIDED THAT if the Management Board of the Network cannot be assembled and an urgent ruling is required, such urgent ruling may be given by the Board Chairman in consultation with the Vice Chairman and Secretary, but shall be subject to review by the Management Board at its first ensuing meeting.

2.2 **Elders Council** means a council of members invited to serve in terms of the Network Constitution and the founding Executive Management Committee members and shall include the Chairman and Secretary of the Network as a minimum composition.

2.3 **Member** means a person registered in terms of this Constitution.

2.4 **Executive Management Committee** (*Also known as the Management Board*): means a committee of duly elected members of the Network with functional roles.

2.6 **The Network** means the Zimbabwe Network of Customs and Excise Experts.

2.7 **Chairperson** means the Chairperson of the Network directly in charge of the Network’s daily affairs.

4. Executive Management Committee

4.1 Subject to this section, the following persons shall for the time-being, be constituent members for the purposes of these Rules and Regulations: -

- a. **The Chairman** Mr. Elisha Tshuma
- b. **The Vice Chairman** Mr. Peter Makarimayi
- c. **Treasurer** Mr. Weekmore Homera
- d. **The Secretary** Mr. Wellington Mugabe
- e. **Committee member 1** Mr. Austin Wamedza
- f. **Committee member 2***
- g. **Committee member 3***
- h. **Committee member 4***

* The committee members are to be co-opted by the Chairman with the assistance of the Vice Chairman, Treasurer and Secretary.

4.2 The First Executive Management Committee members of the Network (*also known as the founding members of the Network*) shall be the Executive Management Committee during the first two (2) years and may be extended by a further term.

4.3 The founding members of the Network shall be automatically co-opted in the Elders Council, if not re-elected after serving their term as Executive Management Committee.

4.4 The affairs of the Network shall be managed by the Executive Management Committee which shall be comprised as follows: -

- a. The Chairman
- b. The Vice Chairman
- c. The Secretary
- d. Treasurer
- e. Committee member 1
- f. Committee member 2
- g. Committee member 3
- h. Committee member 4

4.5 The Committee members shall be elected by the Network members at an Annual General Meeting and shall hold office for two years. Retiring Board members shall be eligible for re-election, *provided that* –

4.5.1 *An individual elected to serve as either Chairman or Vice Chairmen shall be a holder of a relevant Master`s Degree such as Commerce ,*

Economics, Fiscal Studies, Customs Management, MBA, MBL among others and should have at least 20 years' experience in the customs profession. Any other Committee Member should have at least a Bachelor's Degree in the fields such as Fiscal Studies, Economics, Trade Policy, Customs Management among others and should have at least 10 years' experience in the customs profession.

4.5.2 Any vacancies occurring amongst Board members between Annual General Meetings of the Network shall be filled by the Management Committee, and any Board member so co-opted shall hold office until the next Annual General Meeting of the Network.

4.6 A board member shall vacate his office if he:

4.6.1 Resigns, or

4.6.2 Is expelled from office or from the Network or

4.6.3 Dies or becomes incapable of carrying out his duties as an officer by reason of ill health or for any other reason whatsoever which may be determined by the Network

4.6.4 Retires from active participation in the profession of clearing, forwarding and/or shipping agents, or fails to attend three successive meetings of the Management Board without leave of absence being granted.

4.7 Functions of the Executive Management Committee

4.7.1 The Executive Management Committee shall be headed by the Chairperson appointed in terms of these rules and regulations. Such Chairperson shall possess executive powers, subject to any limitations that may be imposed by the Elders Council, being the custodians and trustees of the Network, and his main duty shall be giving and maintaining the vision of the Network, he shall be assisted by the Executive Management Committee members in their respective areas of responsibilities.

4.7.2 The Management Board shall be responsible for the finances of the Network.

4.7.3 The Management Board shall cause books of accounts to be maintained, recording the income and expenditure, and the assets and liabilities of the Network. Annual accounts shall be presented to the Annual General Meeting of the Network.

4.7.4 The Management Board may appoint committees to be entrusted with carrying

out specific projects and may co-opt members to its own number if there is need.

- 4.7.5** The Management Board shall have the power to order implementation of amended rates and tariffs in any particular Branch (es).
- 4.7.6** The Management Board may institute, defend or participate in legal proceedings or obtain legal advice on behalf of members and the Network.
- 4.7.7** The Management Board may introduce staff training schemes for persons entering the profession and provide for the examination, awards, prizes or bursaries of participants.
- 4.7.8** The Management Board may delegate any of its powers to the Chairman or to its other committees.
- 4.7.9** Whenever the interpretation of any article of this Constitution or Rule, Regulation or Code of Ethical Conduct is necessary, the decision of the Management Board shall be binding, *provided that-*
- i. an appeal against any interpretation may be placed before the next Annual General Meeting or*
 - ii. General Meeting for consideration.*

5. Objects of the Network

The Network is a non-profit making organisation and has been formed to protect the integrity of the Customs and Excise Profession for the benefit of members and national development. It aims at promoting trade facilitation and participating in national trade and industrial policies formulation. In particular, the objects of the Network shall be: -

- 5.1** Carry-out and/or facilitate research in Customs, Excise and Trade Facilitation.
- 5.2** Promote professionalism in the customs profession.
- 5.3** Promote continuous self-academic development among its members.
- 5.4** Advance the collective interests of its Members by guarding against the withdrawal or curtailment of rights and privileges and to make representations of all kinds to any person, Board or Authority, including any Government or Quasi-Government body or Parastatal, on any matter affecting the interests of members.

- 5.5 To co-operate with, affiliate to, or to exchange information with any other Body having similar objects to the Network.
- 5.6 Provide the Zimbabwe Customs Administration and other stakeholders with research informed inputs for policy formulation.
- 5.7 To organise customs and trade facilitation research conferences.
- 5.8 To provide for examinations, awards, prizes and bursaries.
- 5.9 To frame rules, Regulations, Tariffs, and Agreements for observance by members and to advise or recommend upon the methods to be adopted for the enforcement of the Rules, Regulations, Tariffs and Agreements.
- 5.10 To frame Rules, Regulations and codes of Ethical Conduct within the framework of the Law of Zimbabwe for observance by the members and to advise or recommend upon the methods to be adopted for the enforcement of these Rules, Regulations and Codes of Ethical Conduct.
- 5.11 To enter into agreements with Networks having similar objects for the implementation and furthering of the objects of this Network or any subject in the interest of members and to advise or recommend upon the methods to be adopted for the enforcement or Rules, Regulations and Tariffs made under such agreements.
- 5.12 To be a reliable source of knowledge in the field of customs, excise and trade facilitation.

6. Legal Standing and Liability of the Network

- 6.1 The Network is a separate legal entity with perpetual succession distinct from its members and is capable of suing and being sued in its own name.
- 6.2 The liability of members shall at all time be strictly limited to the subscription or levy currently outstanding and any money that may otherwise be owing to the Network, and no more.
- 6.3 All Officers, Committee members, Servants and Agents of the Network, while acting in the bona fide exercise of their duties shall be fully indemnified by the Network against all loss, costs or expenses consequent upon their acts.
- 6.4 Should the Network be dissolved any assets remaining after satisfaction of its

liabilities shall be given or transferred to any other Network or persona with objects similar to those of this Network and no assets shall be distributed amongst the members or to another person not itself nor for gain.

- 6.5** The income and property of the Network shall be applied solely towards the promotion and objects of the Network. Any of its profits and gains shall not be distributed to any person and shall be invested for the objects of the Network.

PART II

ESTABLISHMENT OF COMMITTEES

7 Powers to Establish Committees

The Executive Management Committee may appoint committees to be entrusted with carrying out specific projects and may co-opt members to its own number in case of need.

8 Research, Technical and Training Committee

8.1 The Committee shall comprise of four (4) members and shall be headed by the Secretary of the Executive Committee.

8.2 Members of the Committee shall be approved by the Executive Committee.

8.3 The Committee shall choose a secretary among themselves.

8.4 The Committee shall report to the Executive Management Committee.

8.5 The Objectives of the Research, Technical and Training Committee

The objectives of the Committee are: -

8.5.1 Capacity building amongst Network members; and

8.5.2 Develop a research framework for Industry and Commercial needs; and

8.5.3 Promote members to conduct a research on customs, excise, and trade facilitation; and

8.5.4 Promote sharing of research information.

8.6 The Functions of the Research, Technical and Training Committee

- 8.6.1** Carrying out training needs analysis of the Network members.
- 8.6.2** Facilitating training of the Network members.
- 8.6.3** Monitor and develop research needs of the Network and make recommendations to the Executive Management Committee on how such needs maybe addressed.

9 Marketing and Publicity Committee

- 9.1** The Committee shall comprise of four (4) members and shall be herded by the Vice Chairperson of the Executive Committee.
- 9.2** Members of the Committee shall be approved by the Executive Committee.
- 9.3** The Committee shall choose a secretary among themselves.
- 9.4** The Committee shall report to the Executive Management Committee.

9.5 The Objectives of the Marketing and publicity Committee

The objectives of the Committee are: -

- 9.5.1** Network image development; and
- 9.5.2** To facilitate the holding of special Network events e.g. Graduation of members, discussion forums, workshops, seminars etc.; and
- 9.5.3** Formulation of marketing strategy of the Network

9.6 The Functions of the Marketing and Publicity Committee

- 9.6.1** Carrying out market needs analysis of the Network.
- 9.6.2** Facilitating production of marketing and advertising materials.
- 9.6.3** Monitor and develop research needs of the Network and make recommendations to the Executive Management Committee on how such

needs maybe addressed.

10 Compliance and Quality Control Committee

10.1 The Committee shall comprise of four (4) members and shall be herded by the Chairperson of the Executive Committee.

10.2 Members of the Committee shall be approved by the Executive Committee.

10.3 The Committee shall choose a secretary among themselves.

10.4 The Committee shall report to the Executive Management Committee.

10.5 The Objectives of the Compliance and Quality Control Committee

10.5.1 This Committee shall be responsible for maintaining, keeping, monitoring, establishing and formulation of acceptable standards and best practices expected to be displayed by the Network members.

10.6 The Functions of the Compliance and Quality Control Committee

The duties and responsibilities of this Committee, shall be: -

10.6.1 Developing Standards National and International level to govern the Network members.

10.6.2 Institute boards of inquiry on the conduct and behaviour of Network members including students.

10.6.3 Vetting of all members before admission to professional grades.

10.6.4 Monitoring the quality of tuition offered by private and public Colleges.

10.6.5 Supervision of all registered Network members who are practising.

11 Finance and Administration Committee

11.1 The Committee shall comprise of four (4) members and shall be herded by the Treasurer of the Executive Committee.

11.2 Members of the Committee shall be approved by the Executive Committee.

11.3 The Committee shall choose a secretary among themselves.

11.4 The Committee shall report to the Executive Management Committee.

11.5 The Objectives of the Finance and Administration Committee

The objectives of the Committee are: -

11.5.1 To advise and report on matters related to finance and administration to the Executive Management Committee.; and

11.5.2 To ensure the proper management of the Network assets.

11.5.3 Formulation of finance and administration policy of the Network.

11.6 The Functions of the Finance and Administration Committee

11.6.1 The Committee shall be responsible for the finances of the Network.

11.6.2 The Committee shall cause books of accounts to be maintained recording the income and expenditure, and the assets and liabilities of the Network. Annual accounts shall be presented to the Annual General Meeting of the Network.

11.6.3 The Committee shall approve a budget for the following financial year and the financial year following the year after. A draft budget and draft estimates shall be submitted by the Chairperson of the Committee to the Management Board for final approval.

11.6.4 The Committee shall advise on matters of a strategic nature and resolve matters of an operational nature related to finance and administration of the Network including but not limited to accounting, budgeting, investment of funds, sourcing of funds and the relevant agreements.

PART III

ADMISSIONS INTO THE NETWORK

There shall be different categories of membership. The categories shall be: (1) Student (2) Individual Expert (3) Clearing Agent firm, (4) development partner and (5) Clearing & Forwarding National Association.

12 Student

Student membership shall be granted to University students whose courses include customs, excise and trade facilitation components.

13 Individual Expert

Individual expert membership shall be granted to professionals whose expertise add value to the Network.

14 Clearing and Shipping Firm

Clearing Agent membership shall be granted to business entities that are carrying out customs clearing, shipping and freight forwarding businesses or those that are in the process of forming such businesses.

15 Development Partner

Development partner membership shall be granted to any business person [natural or legal person] who desires to partner the network in its activities. These may include insurance and legal firms among others.

16. National Clearing and Freight Forwarding Agents Associations

National Clearing and Freight Forwarding Agents Association membership shall be granted to any recognized associations that represent the interest of clearing and freight forwarding agents.

PART IV

EXEMPTIONS FROM EXAMINATIONS OF THE NETWORK

17. Holders of Certain Qualifications

17.1 The Network may grant exemptions to holders of certain recognized professional qualifications provided: -

- a. The qualification was granted by the Zimbabwe Revenue Authority Training Centre; and
- b. FIATA-The International Federation of Freight Forwarders Associations; and
- c. By any recognized university in Zimbabwe and internationally.

PART V

DISCIPLINE

18. Rules of Professional Conduct

18.1 Every member of the Network entered on any of the registers required to be kept and maintained in terms of these regulations shall be required to –

- a. Be a person of integrity.
- b. Exercise professionalism and sound judgment when carrying out a professional undertaking.
- c. Be a competent person.
- d. Be an independent person who can avoid assignments with some conflicting interests.

Every member in breach of **item 18.1** shall be brought before a competent tribunal made up of 3 members of the Elders Council nominated by the Chairman of the Network to serve in the tribunal.

19. Disciplinary Action

Any member in breach of the Network's rules of professional conduct shall be: -

- a. Suspended by the Network; or
- b. Expelled from the Network; or
- c. Have his membership certificates and other certificates withdrawn by the Network.

20. Appeal Against Disciplinary Action

20.1 Any Member found guilty in terms of Section 17 may –

- a. Appeal to the Executive Management Committee within 30 days from the date of the judgment; and
- b. Lodge the appeal in writing; and
- c. State the basis of his appeal

20.2 The Executive Management Committee shall set a date within 14 days of receiving the appeal and within the same time frame, inform the appellant of the –

- a. Trial venue
- b. Date of trial
- c. Time of trial

20.3 Nothing in these Rules and Regulations shall prevent a person facing disciplinary action from seeking legal advice from being represented by a legal practitioner or by a fellow member of the Network.

PART VI

GENERAL

21. The Office of the Administrator of the Network

The Management Board shall appoint an Office Administrator or any other person by any other name to administer the day-to-day affairs of the Network. The person so appointed shall be answerable to the Management Committee.

22. Examinations of the Network

22.1 The examinations of the Network shall be written in May / June and November / December of each year. Students may re-write failed subjects in July and January of each year. The Chairman through the Examinations Council may vary the above examination dates for a good cause

22.2 No student shall be allowed to proceed to the next level of study unless he has completed all the subjects at the lower level.

22.3 The maximum duration to complete examinations of the Network shall be two (2) years.

- 22.4** The decision of the examiner is final and accordingly the Network shall not entertain any complaints regarding re-marking of an examination paper.
- 22.5** There shall be an examination moderator for every subject appointed to monitor and assess the standard and fairness in the setting and marking of the examination paper.
- 22.6** Any mistakes such as failure to observe the examinations rules and instructions may result in the nullification of such student's concerned examination paper.
- 22.7** All examination answer scripts shall be destroyed by burning or shredding of the papers after two (2) months counted from the date the examination results are released and within such period, only shall any queries be entertained except for any re-mark as the examiner's decision is final, provided the examinations have been duly moderated.

23. Admission of Members

- 23.1** In all membership category, prospective members shall apply in writing using a prescribed form and attaching relevant documents. The Management shall process the application and may accept or reject the application.
- 23.2** No applicant for membership, except for Elders Council, shall be admitted unless:
- i. one have made application in writing for membership at the office of the Network and paid the stipulated application fees as determined from time to time by the Management committee;
 - ii. one have been elected to membership after due enquiry of members by Management Committee;
- 23.3** Appointment of every new member shall be notified forthwith by the Management Board to the General Meeting.
- 23.4** Any Network of Customs Professionals situated outside Zimbabwe may be admitted to Associated membership instead of full membership if it so wishes, at the discretion of the Management Committee.
- 23.4** Networks admitted to Associate Membership shall be entitled to attend meetings of all kinds as Observers and at their own expense. They may speak on any or all matters discussed but shall not have voting rights nor shall they be counted in a

quorum.

- 23.8** The Management Board shall prescribe conditions from time to time for eligibility for membership, including payment of subscriptions and the amount thereof, and the methods of becoming a member. The subscriptions are due in advance at the beginning of the period (term) being paid for.
- 23.8** All members are volunteers and may resign from the Network at any time on giving written notice to the Management Committee.
- 23.9** No member shall have any claim against the Network on its assets for whatever cause.
- 23.10** Every member is entitled to style itself as a "member of ZIMBABWE NETWORK OF CUSTOMS AND EXCISE EXPERTS" and to use the logo of the Network.
- 23.11** The liability of members to the Network shall be limited to outstanding subscriptions or levies and interest as determined by the Management Committee.
- 23.12** Subject to ratification by members at general meeting, the Management Board may invite individuals to serve in the Elders Council. These individuals should have a minimum of 25 years' experience in customs, excise or trade facilitation. In addition, individuals serving in the Elders Council shall have a minimum of a commercial university degree in such fields as Fiscal Studies, Economics and Business Studies. Preference shall be granted to individuals who held Senior Managerial positions in a Government Customs Administration and had served in a regional or international customs organisation.
- 23.13** Individuals admitted to the Elders Council shall be exempted from paying Network subscriptions but they shall be entitled to attend meetings of all kinds at their own expense. They may speak on any or all matters discussed and shall have voting rights and be counted in a quorum.

24. Membership Certificates

- 24.1** Members admitted to the Network shall be entitled to receive a membership certificate pertaining to the appropriate grade.
- 24.2** Membership certificates shall always remain the property of the Network and shall be returned upon request at any time especially when a person ceases to be a member in good standing of the profession.

24.3 A membership certificate shall be withdrawn if the member's subscriptions are in arrears and the Executive Management Committee Chairman shall direct the secretariat to –

- i.** Cancel membership of such person on the register and direct the respective member to surrender his certificate.
- ii.** Publish the names of all such persons who are no longer members of the Institute.

25. Payment of Annual Subscriptions

25.1 Every member of the Network with the exemption of an Elder Council member and Management Committee member, shall renew his or her membership on an annual basis.

25.2 A member shall pay such entrance fee and subscription, including any late payment penalty and/or interest as shall be prescribed by the Management Board of the Network from time to time.

25.3 In the event that a member's subscriptions are in arrears, such member shall not be entitled to any of the benefits of membership of the Network, but shall continue to remain liable, for the obligations imposed on him; in the event that such subscription shall be in arrear for a period exceeding three (3) months, he shall be liable for expulsion. Subscriptions shall be in arrears if they are not paid within thirty (30) days from the beginning of a payment term or date of invoice, whichever is the later.

26. Use of Certain Designations

26.1 Every member with the exception of students shall be entitled to use the designation Member of the Zimbabwe Network of Customs and Excise Experts with initials "MZNCEE".

26.2 An Elders Council member shall be entitled to use the designation Elder Member of the Zimbabwe Network of Customs and Excise Experts with initials "EMZNCEE".

27. Termination of Membership

27.1 Membership of, or affiliation to, the Network may be terminated by voluntary resignation or by the liquidation of the member's Network.

27.2 Membership or affiliation may also be terminated by a verdict at the Annual

General Meeting or other general meeting of the Network on the advice of the Management Committee if a member or affiliate fails to carry out the duties imposed on it under this Constitution or acts against the objects of this Network or in the case of failure to comply with financial obligations under the Constitution, provided that such member or affiliate shall be notified in writing ten (10) days prior to such meeting of the complaints against it and shall have the right to address the meeting. The Chairman shall determine from time to time the procedure to be followed in such instances.

- 27.3** If the location and contact details of a member become unknown, it shall be deemed that the ten days' notice has been given as per clause 9.2 provided that the written notice is sent to the last known address of the member.
- 27.4** A member or affiliate shall give three months' notice of its resignation as a member or affiliate subject to payment of outstanding subscriptions or affiliation fees on a pro rata basis.
- 27.5** Membership or affiliation may be suspended by the Management Committee if a members or affiliate discredits the Network in any manner, or acts against the spirit of this constitution or any of the Network's instruments or by-laws, which suspension shall stand until lifted by the Committee or until the following Annual General Meeting unless it is adopted by that meeting, whichever is the earlier.
- 27.6** For the purposes of this Clause "member" shall include associate and Elders Council.
- 27.7** Notwithstanding anything provided for in this constitution, membership of the Network shall continue **UNLESS** the member has not paid subscription fees for the following year by the end of the last day of the Network's financial year, in which case the defaulting member automatically ceases to be a member of the Network. If membership ceases in terms of this paragraph, renewal of such membership shall be upon payment of the following year's membership subscription fees and on any other conditions that may be determined by the management board.
- 27.8** Provisions of clause 25.2 shall not apply to Elders Council whose membership duration shall be at the discretion of the Network and not dependent on subscription payments.

28. Restoration as a Member

- 28.1** Every person whose membership has been cancelled shall be restored to the register if a court has restored his contractual capacity; or
- 28.2** The appeal of the member has been successful

29. Registration of Private Colleges and other Tuition Providers

29.1 No private college or any other tuition provider shall be allowed to offer the Network course (s) without having registered with the Network on a prescribed form upon payment of a prescribed fee.

29.2 Any tuition offered by an unregistered private college or tuition provider shall constitute an offence under these rules and regulations and any person or officer of the unregistered private college or tuition provider shall be

30. Disputes

30.1 In the event of any dispute amongst members of the Network, such disputes shall be resolved by simple majority vote of the members present who are entitled to vote in terms of the rules and regulations of the Network; and

i. In the event of a deadlock at a meeting of the Network, the decision of the Elders Council shall prevail.

ii. Where a deadlock has been reached at the Annual General Meeting of the Network, the decision of the Elders Council shall prevail.

30.2 In the event of a dispute pertaining to a matter of policy or any other matter that is not provided or incorporated in any of the Network rules and regulations, the Elders Council shall sit and resolve the matter.; and
Every decision of the Elders Council shall be deemed to be incorporated into these rules and regulations of the Network and shall be used as a reference point in the future by any other lower Committees, without any variation except by a properly constituted meeting of the Elders Council. The same principles pertaining to the resolving disputes shall apply mutatis mutandis to any other dispute where deadlock has been reached.

31. Meetings and Minutes

31.1 Annual General Meetings

i. Annual General Meetings of the Network shall be held at such time and place as the Management Committee may decide (First quarter of year), PROVIDED THAT not less than one meeting shall be held in each calendar year.

ii. The business to be transacted at the Annual General Meeting shall be:

a. The verification of the Minutes of the previous Annual General Meeting and of any other General Meetings held prior;

b. The consideration of the report by the Board Chairman on the work of the Network during the year, and of the audited

financial statement of the Network together with the Auditors' reports;

- c.** The appointment of Secretaries;
 - d.** The consideration of reports from Committees;
 - e.** The consideration of Motions of which Notice has been given to members, Committees or the Management Board;
 - f.** The election of a Board Chairman for the ensuing two years;
 - g.** The election of a Vice Chairman for the two ensuing years.
 - h.** The election of Management Board members for the ensuing two years.
- iii. Not less than THIRTY (30) days' notice of an Annual General Meeting and not less than FOURTEEN (14) days' notice of a Special General Meeting shall be given to all members; the notice of a General Meeting shall include an agenda of matters to be discussed.
- iv. At all general meetings, each member shall have one vote.
- v. No business shall be transacted unless a quorum is present: at the Annual General Meeting and General Meetings of the Network, a quorum shall be TWENTY-FIVE PERCENTUM (25%) of the members present in person. If a meeting fails due to lack of quorum notice shall be given of another meeting, which meeting shall not fail for another lack of quorum.
- vi. The proceedings of the Network shall not be invalidated by any failure to appoint or any defect in any appointment, election or qualification of any member or the omission to give notice of the meeting to any member.
- vii. The office of the Network shall keep minutes of all General meetings and such minutes are to be signed and certified correct by the Board Chairman. The minutes shall be kept at the Network's office where they may be inspected by any member at any time during normal business hours.

31.2 Management Committee Meetings

- 31.2.1** The Management Board shall meet prior to each General Meeting at a date, time and place to be fixed by them.
- 31.2.2** The Board Chairman, or in his absence the Vice Chairman, shall preside at all meetings of the Management Board, in their absence the meeting shall elect a Chairman.
- 31.2.3** The Management Board may be called together at any time by the Board Chairman or at the request of at least two members. Notice of such meetings must state the purpose of the meeting.
- 31.2.4** FIVE (5) delegates shall constitute a quorum for Management Committee Meetings save in the case of the Annual General Meeting.
- 31.2.5** Save as otherwise provided herein, not less than SEVEN (7) days' notice of every meeting shall be given to the Management Committee.

31.3 Voting

- 31.3.1** Each member shall have ONE (1) vote at all Management Committee meetings.
- 31.3.2** The Chairman of the Network shall have a deliberate vote, and, if necessary, a casting vote.
- 31.3.3** No paid official of the Network shall have a vote except as a member of a Committee appointed pursuant to the provisions of **Clause 7** thereof.

32 Funds of the Network

- 32.1** The funds of the Institute shall consist of –
- a. Fees paid for registration, exemption, examinations and membership subscriptions.
 - b. Moneys paid by sponsoring bodies and the donor community.
 - c. Any other moneys to which the Institute may be

32.2 The Network shall cause proper accounts of all its financial transactions to be kept.

32.3 The Network shall maintain an account at such bank as the Management Board shall determine. Cheques drawn on such account shall be signed by such persons being not less than two (2) in number as the Management Board may from time to time direct. Subscriptions shall be in arrears if they are unpaid within thirty (30) days from the beginning of a payment term or date of invoice, whichever is the later.

32.4 The books of accounts of the Network shall be kept at the offices of the Network and shall be open for inspection by any member of the Management Board during normal business hours.

32.5 Branch Committees shall keep such accounts and shall make such arrangement regarding control of finance as Branch General Meetings may direct.

33 Financial Year of the Network

The financial year of the Institute shall be the period of twelve month sending on the 31st December in each year or on such other date as maybe prescribed by law in force in any country.

FIRST SCHEDULE

POWERS OF THE NETWORK

In pursuance of the above objects the Network shall have power to do all or any of the following:

- I. To actively participate in the formulation of trade and industrial national policies in Zimbabwe.
- II. To fix, collect from, and to enforce the payment by members of the Network of subscriptions, annual or otherwise, for the purpose of enabling it to carry on any or all of its Objects, with power to vary the amount of subscription payable by different members or classes or members.
- III. To recruit voluntary workers.
- IV. To invest any monies of the Network not immediately required in such manner as ma be

determined and to undertake and execute any trust which may seem conducive to the objects of the Network.

- V. To procure, sell, let, sublet, exchange, surrender, mortgage, charge, dispose of or otherwise deal with and turn to account for all or any of the property, movable or immovable, from the time being of the Network whosoever situate, or property in which the Network has an interest.
- VI. To make gifts and appropriations from any or all of the Network's resources from time to time.
- VII. To institute, conduct, defend and compound legal proceedings on behalf of the Network
- VIII. To appoint, remunerate and remove employees or agents of the Network.
- IX. To produce or arrange the publication of magazines, booklets, circulators, advertising brochures and material, and/or other documents relating to it objects and to distribute same in any manner and to any person it deems fit, including the sale of same to the general public. To borrow, invest, or lend money, or to acquire in any manner whatsoever any property of any kind for the purpose of the Network and to deal with such money and/or property.
- X. To do all such lawful things as are incidental or conducive to the attainment of the Objects of the Network as may appear to be in the interest of members.
- XI. To insure the assets of the Network.
- XII. To amalgamate, affiliate, or co-operate with, or subscribe to any Network, society, corporation or other body in Zimbabwe or outside Zimbabwe, whose objects are in general similar to the objects of the Network.
- XIII. To promote any other company or body for the purpose which may seem directly, or indirectly, calculated to benefit the Network.
- XIV. To take any action by process of Law or otherwise which the Executive Committee may deem advisable in the interest of members generally and to pay expenses attaching thereto.
- XV. To open and operate branches from time to time within Zimbabwe.

SECOND SCHEDULE

ESTABLISHMENT OF THE ELDERS' COUNCIL

- I. There shall be an Elders council made up of not more than thirteen (13) Members, the first five members shall be invited to serve by the Management Board in the Council. The council shall include the Board Chairman as well as the Secretary.
- II. The purpose of the Elders Council is to provide guidance, wisdom and share experience gained over the years worked in the customs profession.
- III. The five (5) invited members of the Elders Council should have at least 25 years' experience in the Customs Profession of which at least 5 years should have been served at a Senior Managerial level in a Customs administration.
- IV. A member of the Elders Council should have a minimum of a Bachelor's degree in a relevant field.

AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution shall require the assent of not less than TWO THIRDS (2/3) of the members of the Network. A resolution for the amendment of the Constitution shall be in the hands of the office of the Network not less than TWENTY-EIGHT (28) clear days before the meeting at which the resolution is to be proposed and at least TWENTY-ONE (21) clear days' notice of such meeting shall be given by the office to all members and shall include notice of the amendment proposed and a brief explanation as to the reason for the proposal.

DISSOLUTION

The Network may at any time be dissolved by a resolution passed by a SEVENTY-FIVE PERCENTUM (75%) majority decision of those present and voting at a meeting of the Network at which at least TWENTY-ONE (21) clear days' notice shall have been sent to all members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Network provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid or distributed among the members of the Network but shall be given or transferred to such bodies or institutions having objects similar to the objects of the Network as the Network may determine.

BYE-LAWS

The Management Board shall have power to make bye-laws for regulating the conduct and affairs of the Network, provided the same are not inconsistent with this Constitution.

WAIVER OF RIGHTS

Each member of the Network shall be deemed to have assented to the constitution of the Network for the time being and shall be deemed to have waived any rights of action against the Network and/or any of its Trustees or officers in respect of anything done or omitted to be done under the provisions of the Constitution for the time being of the Network.