THE COMPANIES ACT (CAP. 212)

MEMORANDUM OF ASSOCIATION
OF THE

TANZANIA NATIONAL CHAMBER OF COMMERCE (TNCC)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. The name of the Company is The Tanzania National Chamber of Commerce abbreviated as (TNCC).
2. The registered office of the Company shall be situated in the United Republic of Tanzania.
3. The objects for which the Company is established are as follows:

   (a) To unite all the members of the business community and private sector in Tanzania;
   (b) To enhance policy and commercial collaboration between the TNCC and Zanzibar National Chamber of Commerce (ZNCC);
   (c) To serve as the coordinating body for members of the business community in their engagement with Government institutions whether at the national, regional, or local levels, including public corporations, agencies, and authorities, for purposes of consultation and dialogue on all matters of economic activity and commercial interest. Such matters shall encompass, but not be limited to, policies, strategies, laws, regulations, measures, procedures, programs, and projects affecting the business community;
   (d) To formulate and uphold the highest standards of business ethics and integrity;
   (e) To advise the Government in the formulation of policies, strategies, laws, regulations, procedures, circulars, guidelines, programs, projects relating to business environment, investment and trade promotion in all economic activities and commercial affairs in both domestic and foreign markets;
   (f) To provide support and cooperation to the Government in the formulation of strategies, laws, regulations, procedures, circulars, guidelines, programs, and projects relating to export development, with the objective of ensuring that such

initiatives are consistent with national priorities on trade balance and balance of payments;

(g) To promote, co-ordinate and protect economic activities and commercial interests in Tanzania in general and of members in particular;

(h) To establish, maintain, organize, manage and finance exhibitions, fairs, displays, dialogues and fora either on its own or in collaboration with other public or private organizations;

(i) To formally register objections or express dissatisfaction regarding strategies, laws, regulations, procedures, circulars, guidelines, measures, programs or projects that adversely affect commercial interests, and to engage in efforts aimed at their amendment or repeal;

(j) To secure uniformity in commercial practices;

(k) To administer, process and issue certificates of origin and other documents necessary for international trade;

(l) To promote economic contacts and conclude agreements on the establishment of joint or foreign working bodies from other countries;

(m) To furnish information to business houses in foreign countries on the financial standing and commercial strength of national firms;

(n) To establish relationship with foreign bodies having objects similar to those of the Chamber;

(o) To provide facilities for the study, inquiry and research into any economic activity and any matter of commercial interest and to make known the results thereof by publishing, copyrighting, producing and distributing books, pamphlets, films, posters, periodicals and journals and in such other manner as may be thought fit;

(p) To facilitate, promote, and undertake the formation, registration, and support of various entities, including but not limited to companies, business associations, professional organizations, start-ups, cooperatives, and community-based groups. This includes initiatives specifically designed to empower marginalized and priority groups such as women, youth, and members with disabilities;

(q) To collect and disseminate statistical and other information; and establish Commercial exchanges, newsrooms, libraries and other like facilities;

(r) To institute, establish and promote training courses, grants, awards and prizes and otherwise to encourage education and training in the principles and practices of interests in economic activities and commercial transactions thereof;

(s) To act as arbitrator in the settlement of disputes arising out of business transactions and provide the means necessary for the independent courts of arbitration to perform their functions;

(t) To affiliate, confer, consult, contact and co-operate with companies, organizations, societies and associations having objects similar in whole or in part to those of the Chamber;

(u) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any right or privileges in any part of the world which the Chamber may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any building or erections necessary, convenient or fitted for the work of the Chamber;

(v) To sell, lease, mortgage, charge, dispose of, or otherwise deal with or exploit any property or assets of the Chamber, as may be deemed expedient, for the purpose of advancing and fulfilling its objectives;

(w) To undertake and execute or create any trusts which may lawfully be undertaken by the Chamber to further its objects;
(x) To accept lawful grants, gifts, subscriptions and donations under conditions acceptable to the Chamber;
(y) To promote and co-ordinate usage of any digital transformation initiatives or ICT facilities for improving productivity of operations or of commercial and economic activities as per TNCC objects in particular;
(z) To open and operate banking accounts and to make, draw, accept, endorse discount, negotiate, execute, issue, buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise;

   (a) To borrow or raise money and to secure or discharge any debt or obligation of or binding on the Chamber in such manner as may be thought fit and in particular by legal and equitable mortgages and charges upon the undertaking and all or any of the property and assets present and future of the Chamber or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description;

   (b) To do all or any of the above things and other activities ancillary or complementary thereto in any part of the world either as principals, agents, trustees or otherwise and generally to do all such other lawful things as are incidental or may be thought by the Chamber to be conducive to the attainment of the above objects or any of them **PROVIDED,** that the Chamber shall not commit its funds nor endeavor to impose on nor procure to be observed by its members or others any regulation or restriction which if an object of the Chamber would make it a trade union and **PROVIDED** also that the objectives of the Chamber as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not in any way be limited by reference to any other paragraph or the order in which the same occurs.

4. The liability of members is limited **PROVIDED** that in the event of winding up of the Chamber every ordinary member for the time being undertakes to subscribe such amount not exceeding Shillings Fifty Thousand (TZS. 50,000/=) as may be required for payment of debts and liabilities of the Chamber contracted before s/he ceases to be a member and of the costs, charges and expenses of winding up.

5. The income and property of the Chamber derived from whatever source shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum or Articles of Association of the Chamber and no portion thereof shall be paid or transferred directly or indirectly by way of gift, division, bonus or otherwise to the members of the Chamber

   Nothing in this provision shall prevent:

   (a) The payment, in good faith, of reasonable and proper remuneration to any elected leader, employee, servant, or member of the Chamber in return for services actually rendered to the Chamber.

   (b) The payment of interest on money lent to the Chamber, provided the interest rate does not exceed the current bank rate.

(c) The payment of reasonable and proper rent for premises leased or let by any member to the Chamber.

Notwithstanding the above, an elected leader of the Chamber shall not be appointed to any salaried office of the Chamber; **PROVIDED** further that nothing herein before contained shall prevent any payment to any Company of which a member of the Board of Directors may be a director, or member and such member shall not be bound to account for any share of profits he may receive in respect of such payments.

(d) If upon winding up or dissolution of the Chamber, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other organization having objects similar to the objects of the Chamber and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of clause 6 thereof (such organization or organizations to be determined by the members of the Chamber at or before the time of dissolution); and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects to be determined by the members

No addition, alteration or amendment shall be made to the Memorandum or Articles of Association for the time being unless the same has been submitted to and approved by the institution responsible as Registrar of Companies.

We the several persons whose names, postal addresses and occupations are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association

Names, Postal, Address and Occupation Signatures of Subscribers

Vicent Bruno Minja
Postcode 14122
DAR ES SALAAM
BUSINESSMAN

Saidi Mussa Swallah
Postcode 63219
MTWARA
BUSINESSMAN

Boniface Thomas Ndengo
Postcode 311306
MARA
BUSINESSMAN

Abdul Abubakar Mwilima.
Postcode 47105
KIGOMA
BUSINESSMAN

Oscar Conrad Kissanga
Postcode 14113
DAR ES SALAAM
CHIEF EXECUTIVE OFFICER

Dated this: **22nd** day of **October 2025**

WITNESS to the above Signature..

Masero Mbote Nyirabu
P.O.Box 12261 Dar es Salaam
Advocate, Notary Public &
Commissioner for Oaths

THE COMPANIES ACT (CAP. 212)

ARTICLES OF ASSOCIATION OF THE

TANZANIA NATIONAL CHAMBER OF COMMERCE (TNCC)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. In these Articles unless there be in the context anything inconsistent herewith

“**Act**” means the Companies Act (Chapter 212) and every statutory modification or re-enactment thereof for the time being in force;

“**Annual General Meeting**” means the Annual General Meeting in accordance with Article 18;

“**Affiliate/Associate Members**” means Associations with common objectives to the TNCC;

“**Associations**” means all registered institutions, domestic or foreign other than the TNCC, including public entities such as corporations, agencies, and authorities; private sector entities/ bodies/ organizations such as councils, chambers, foundations or federations; and organized companies or partnerships for commercial or economic activities;

“**Board**” means the Board of Directors of the Chamber as per Article 28;

“**Branch**” means Branch of the Chamber established at an administrative area or street locality by a District Chamber in Tanzania Mainland;

“Business Support Organization” means any organization which renders support to the business community;

“Chamber” means Tanzania National Chamber of Commerce (TNCC), a registered company limited by guarantee and not having a share capital;

“Commerce”, for the purposes of this Memorandum of Association and Articles of Association of TNCC, shall not be interpreted in a restrictive or limited sense or the narrow sense but shall be deemed to include the full spectrum of all economic activities and processes and products thereof, as classified in the most current version of the International Standard Industrial Classification (ISIC) of All Economic Activities as recognized or adopted by the relevant and competent international authorities from time to time. For clarity and avoidance of doubt, this definition shall be interpreted broadly to ensure inclusive coverage of all forms and groups of economic sections, whether formal or informal, public or private, domestic or international, including Agriculture, Forestry, and Fishing activities; Mining and Quarrying activities, Manufacturing Activities; Electricity, Gas, Steam and Air conditioning Supply activities; Water supply, Sewerage, Waste Management and Remediation Activities; Construction Activities; Wholesale and retailers trades, repair of Motor-vehicles and Motorcycles activities; Transportation and storage; Accommodation and food services activities; Information and communication activities; Financial and insurance activities; Real estate activities; Professional, Scientific and Technical activities; Administrative and support service activities; Public Administration and defense, and compulsory social security activities; Education Activities; Human health and social work activities; Arts, entertainments and recreation activities; Households Activities; Activities of extraterritorial organizations and bodies; and other service activities.

“Corporate Members” means any entity duly incorporated under the applicable laws of the United Republic of Tanzania or any other jurisdiction, and which operates at a local, national, regional, or international level, including any multinational company, any nationally incorporated company with substantial operations or a broad network of branches, any state-owned enterprise, public corporation, or government agency engaged in commercial, industrial, or economic activities, as well as any other public sector entity or statutory body involved in or facilitating economic or commercial undertakings. For the avoidance of doubt, the term shall include both profit-oriented and non-profit entities, provided that such entities are engaged in or contribute to economic activity in furtherance of the objectives of the Chamber;

“Chief Executive Officer (CEO)” means the Principal Executive Officer of the TNCC, appointed by the National Executive Committee and following interviews and recommendations by the Board of Directors.

“Diaspora Chamber” means TNCC offices established in foreign countries and/or individuals who originated in Tanzania but transacting abroad;

“Director” means a duly elected or ex-officio position on the TNCC Board of Directors as prescribed under Article 28 of this Memorandum and Articles of Association. For the avoidance of doubt, a “Director” does not include employees of TNCC (except the Chief Executive Officer, who serves as ex-officio, non-voting member) or Committee members who do not hold Board positions;

“District Chamber” means TNCC at District level;

“Economic Group Sections” means broad groupings of some productive economic activities organized, subdivided and classified as per the most recent ISIC;

“Elected Leaders of the Chamber” means the duly elected or appointed individuals holding key leadership positions within the Chamber, including the President, Vice President, Chairpersons, Vice Chairpersons, and any other office bearers as may be designated by the Memorandum and Articles of Association or approved by the Board of Directors from time to time;

“Executive Committee” means the National Executive Committee of the Chamber, the Regional Executive Committee of the Chamber, the District Executive Committee of the Chamber or Branch Executive Committee of the Chamber as the case may be;

“Extraordinary General Meeting” means the Extraordinary General Meeting established pursuant to Articles 22 and 23 of this Memorandum and Articles of Association;

“Groups of micro-enterprises” means groups of individuals that are established for the purpose of undertaking economic activity whereas individual members do not qualify to become members of the Chamber;

“Honorary Members” means individuals, including distinguished members of the academic institutions or other eminent persons, who are appointed by the Board of Directors in recognition of their outstanding contribution to the development of the private sector in general, and to the TNCC in particular. Such appointment, the Board shall formally notify the National Executive Committee. Honorary Members shall not be required to pay membership fees and shall not have voting rights, but may be invited to offer expert advice or participate in activities of the Chamber as may be determined by the Board from time to time;

“Licensed farm” means a piece of land that has been legally approved for conduct of business or economic activities;

“Manager” means Regional, District and Branch Manager;

“Management Committee” shall mean Branch, District or Regional Chambers committees established by respective Executive Committee;

“Management” means the Chief Executive Officer and all personnel under their supervision and authority, responsible for the day-to-day administration, coordination, and implementation of the functions and activities of the Chamber.

“Member” The word member in respect of firms and bodies corporate shall include the properly accredited representatives or officers of that member;

“**Members Living with Disabilities**” means individuals who experience long-term physical, mental, intellectual, or sensory impairments, which, in interaction with various barriers, may hinder their full and effective participation in society on an equal basis with others; who own or operate legal business;

“Month” means calendar month;

“Ordinary Members” means members of the TNCC who are licensed or recognized to undertake any economic or commercial activity including trade operators, sole proprietors, which have established a place of business in the United Republic of Tanzania; including commercial farmers and commercial animal / livestock keepers;

“Professional Association” means any duly registered organization or body whose membership comprises individuals engaged in the same profession, trade, or occupation, and which exists to promote the interests, standards, ethics, development, and continuous professional growth of its members;

“Regional Chamber” means TNCC office at Regional level;

“Registered Licensed Business” means any enterprise or commercial entity that is duly registered and licensed under the applicable laws and regulations of the United Republic of Tanzania or any relevant jurisdiction, and which engages in economic or commercial activities with recognized legal status;

“Seal” means the common seal of the Chamber;

“**Sectoral Association**” means any organization, which provides Business support services to its members who all belong to the same economic sector;

“**Semi-Autonomous**” Shall mean mandated decision made at Regional level and Diaspora Words and expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles; words importing the singular number shall include the plural number and vice versa.

“**Sole proprietor**” means a person who owns an entity for economic activity alone;

“Standing Committee” means a permanent Committee with specified responsibility;

“**Sub Committee**” means committee established by Permanent Committee, Board and Management Committees as they consider necessary;

“**Surveyed farm**” means is a piece of land which has been assessed by an authorized land surveyor in accordance with the Ministry of Lands, Housing and Human Settlements Development and Land Survey Act, Chapter 324 as amended from time to time and for which there has a title deed;

“**Un-surveyed farm**” means a piece of land which has not been surveyed and for which there is no title deed;

“**Unlicensed farm**” means a piece of land that has no legal approval of conducting business or economic activities;

“**Women Members**” means members of the Chamber of biological women by gender at any adult age who owns or operates legal business;

“**Words and expressions**” Words and expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles; words importing the singular number shall include the plural number and vice versa and Words importing the masculine gender shall include the feminine;
“**Year**” shall mean calendar year;

"**Youth Members**" means members of the Chamber at the age of 15 to 35 years who owns or operates legal business;

2. These Articles shall be construed with reference to the provisions of the Act.

3. The TNCC is a private company limited by guarantee.

MEMBERSHIP

4. There shall be eight (8) categories of membership within the Chamber, namely:

   a) Ordinary members;
   b) Corporate members;
   c) Affiliate/Associate members;
   d) Diaspora members
   e) Women members;
   f) Youth members;
   g) Members Living with Disabilities; and
   h) Honorary members.

5.

   (b) Every person, save for an honorary member under Article 4 desirous of becoming a member of the Chamber shall complete, sign and submit to either the TNCC Headquarters, Regional Chamber, District Chamber or Branch as the case may be, an application for membership in the form to be provided by the Chamber as per TNCC Rules and Regulations.

   (b) Recommendations for the conferment of Honorary Membership shall be initiated by the Management and submitted to the Board of Directors for consideration and approval. The Board of Directors may also, at its own discretion or pursuant to the provisions set forth in the Chamber's rules and regulations, initiate such conferment. Provided that, honorary members shall not be required to pay any membership fees.

6. All members save for an honorary members shall upon fulfilling all membership requirements prescribed including payment of their respective membership fees become automatic members of the Chamber.

7. (a) TNCC membership is confined to:
   i. Registered/ incorporated licensed local or international businesses;
   ii. Surveyed or un-surveyed and licensed commercial farms, parks, reserves, and livestock units;
   iii. Business Associations and Cooperatives;
   iv. Groups of Micro, Small, and Medium Enterprises;
   v. Professional associations;
   vi. Professional service firms; and
   vii. Public Corporations, Agencies, and Entities.

   (b) Membership is not transferable and membership categories shall be determined, from time to time, by the National Executive Committee.

MEMBERSHIP FEES AND CONTRIBUTIONS

8. Membership fees shall be in the following categories:
   (b) The Chamber shall charge members a single consolidated membership fee, payable annually, which shall include both the entrance fee and the annual subscription fee

   (b) The Chamber may, at its discretion, accept lawful donations, grants, or contributions from members, non-members, corporate entities, government bodies, or any other persons or organizations willing to support the objectives of the Chamber.

MEMBERSHIP FEE STRUCTURE

9. The rate and scale of membership fees shall be determined, from time to time, by the National Executive Committee of TNCC on the recommendation of the Board of Directors.

10. Remittances of the annual subscription fees from Regional Chambers to the headquarters of the TNCC, from District Chambers to Regional Chambers and from Branches to District Chambers shall be determined by the National Executive Committee and made by their respective Managers without prior authorization of Chamber or Branch through normal accounting procedures as stipulated in the Financial Regulations and Accounting Manuals of the Chamber.

CESSATION OF MEMBERSHIP RESIGNATION

11. Membership of the Chamber shall cease when such member resigns by giving one month notice in writing to the Branch Chamber, District Chamber, Regional Chamber or National Chamber headquarters.

12. Membership shall terminate if a member:
    (a) Becomes of unsound mind;
    (b) Fails to pay fees for 3 consecutive years;
    (c) Is excluded pursuant to Article 11;
    (d) Is adjudicated bankrupt, goes into liquidation or compounds with its creditors; or
    (e) Fails to perform membership obligations under this Memorandum and Articles of Association.

    PROVIDED always that any member who ceases to be a member shall remain liable in the terms of the Memorandum and Articles of Association of the Chamber for all liabilities, contributions and annual fees falling due within the year in which that member ceases to be a member.

13. Membership may be terminated by the National, Regional, District, or Branch Executive Committee when a majority of the committee deems a member's conduct unfit for continued membership. Grounds for such finding include, but are not limited to, imprisonment, bankruptcy, unsoundness of mind, moral turpitude, fraud, embezzlement of funds, or other unbecoming behavior.

14. No member may exercise any of the rights and privileges of membership when that member's subscription fee remains unpaid for more than four months after 1st January of each calendar year.

SUSPENSION

15.
(a) The National Executive Committee, Regional Executive Committee, District Executive Committee or the Branch Executive Committee shall have the power by majority vote to suspend any

member from membership for reasonable cause and for any period not exceeding six (6) months.

(b) During this period of suspension, the member forfeits all rights and privileges except that of appeal pursuant to Article 16.

RIGHT OF APPEAL

16.

(a) A member whose membership has been suspended or recommended for termination by any Executive Committee shall have the right to appeal to immediate superior Executive Committee where applicable.

(b) Any member aggrieved by a decision of the Branch Executive Committee to suspend or terminate their membership may appeal the decision to the District Executive Committee. A member further aggrieved by the decision of the Regional Executive Committee on appeal may lodge a subsequent appeal to the Ethics & Disciplinary Committee, and thereafter a final appeal to the National Executive Committee. The decision of the National Executive Committee shall be final and binding, exhausting all internal remedies of appeal.

(c) Any member aggrieved by a decision of the District Executive Committee to suspend or terminate their membership may appeal the decision to the Regional Executive Committee. A member further aggrieved by the decision of the Regional Executive Committee on appeal may lodge a subsequent appeal to the Ethics & Disciplinary Committee, and thereafter a final appeal to the National Executive Committee. The decision of the National Executive Committee shall be final and binding, exhausting all internal remedies of appeal.

(d) Any member aggrieved by a decision of the Regional Executive Committee to suspend or terminate their membership may appeal the decision to the Ethics & Disciplinary Committee. A member further aggrieved by the decision on appeal may lodge a final appeal to the National Executive Committee. The decision of the National Executive Committee shall be final and binding, exhausting all internal remedies of appeal.

(e) Any member aggrieved by a decision of the Ethics & Disciplinary Committee to suspend or terminate their membership may lodge a final appeal to the National Executive Committee. The decision of the National Executive Committee's on such matters shall be ultimate, final, and binding upon the member and all organs of the Organization, constituting the exhaustion of all internal remedies.

(f) A member wishing to appeal shall lodge a written application to either the Executive Officer of the Branch, District Manager, Regional Manager or to the Chief Executive Officer of the TNCC Headquarters as the case may be, within thirty (30) days from the date of suspension or termination, with a copy to the District Executive Committee, Regional Executive Committee, Ethics and Disciplinary Committee or the National Executive Committee as the case may be.

17. A member whose membership has been terminated may re-apply for membership after twelve (12) months from the date of the letter informing that member of such termination of membership and respective procedures will be applied.

LEADERSHIP AND INSTITUTIONAL FRAMEWORK OF THE CHAMBER

GENERAL MEETINGS

18. There shall be an Annual General Meeting or an Extraordinary General Meeting convened at a Branch, District, Regional and National levels, as provided for under these Articles.

19. Unless otherwise restricted by law or this Memorandum and Articles of Association, the Chamber may hold any meeting of its members, Board of Directors, committees, or other governing bodies in whole or in part by means of remote communication (Virtual Meeting), provided all participants can hear and speak (or otherwise communicate) in real time and vote on matters presented or where applicable.

ANNUAL GENERAL MEETINGS

20.
(a) There shall be an Annual General Meeting whose members shall include:
   i. The President and the Vice President of the TNCC;
   ii. Chairpersons of Regional Chambers;
   iii. Sixteen (16) Corporate members;
   iv. Two (2) Representatives from each Economic Group Sections of the Chamber elected from each Region;
   v. One (1) Representative from Association/Affiliate Members from each Region;
   vi. One (1) Representative from Women members of each Region;

vii. One (1) Representative from Youth members of each Region;

viii. Three (3) Representatives from members Living with Disabilities.

ix. Two (2) Representatives from Government as Ex-officio;

x. Immediate Past President; and

xi. Chief Executive Officer, who shall be sitting as Ex-officio and Secretary to the meeting.

(b) The National Annual General Meeting shall meet every year on such day and at such place and time as the Board shall determine, but in any case, not later than 15th December of each year; and Extraordinary General Meetings shall be convened pursuant to Article 22.

21. The business of the Annual General Meeting shall be:

(a) To approve the Minutes of the previous Annual General Meeting and of the previous Extraordinary General Meetings held in the meantime;

(b) To receive the Annual Report of activities of the TNCC during the past year;

(c) To receive the audited accounts of the Chamber for the past year and the report of the Auditors thereon;

(d) To receive, consider and approve a Plan of action for the subsequent year;

(e) To approve the budget for the coming year submitted by the National Executive Committee;

(f) To appoint and fix remuneration of the auditors of the Chamber for the subsequent year;

(g) To elect the President and the Vice President of the Chamber;

(h) To deliberate on the proposed resolution to remove the President or the Vice President by calling for a simple majority vote of no confidence; and

(i) To deliberate and direct on the structure of standing committees or any other matter whatsoever proposed by the Board of Directors and the National Executive Committee.

EXTRAORDINARY GENERAL MEETINGS

22. The Board or Management Committees shall convene an Extraordinary General Meeting on its own motion or, upon the written demand of at least ½ of the paid-up members within twenty-one (21) days from receiving such demand letter.

23. The business of an Extraordinary General Meeting shall be confined only to the matters disclosed in the notice of the meeting.

QUORUM OF GENERAL MEETINGS

24. Unless otherwise expressly provided in this Memorandum and Articles of Association, the quorum for any General Meeting of the Chamber shall be one-third (1/3) of all delegates entitled to attend and vote, or seventy (70) such delegates, whichever is the least. No business shall be transacted at any General Meeting unless the quorum is present at the time the meeting proceeds to business.

NATIONAL EXECUTIVE COMMITTEE

25.

(a) There shall be a National Executive Committee which shall manage the affairs of the Chamber in accordance with directives given by the General Meetings.

i. The National Executive Committee shall comprise the following: The President and the Vice President;
ii. Chairpersons of Regional Chambers;
iii. Eight (8) Corporate members;
iv. One Representative from each Economic Group Sections;
v. Five (5) representatives from women members;
vi. Five (5) representatives from youth members;
vii. One (1) representative from Member Living with Disability;
viii. One (1) representative from Associate or Affiliate members;
ix. Immediate Past President;
x. Two (2) Representatives from the Government as Ex-officio; and
xi. The Chief Executive Officer of the TNCC sitting as Ex-officio Member and Secretary to the National Executive Committee and the Board of the TNCC.

PROVIDED representatives of membership categories and Economic Sections be appointed or elected as per regulations as amended from time to time.

(b) The National Executive Committee shall be responsible and accountable to and subject to the authority of the Annual General Meeting or Extraordinary General Meeting, which shall have the final decision on all matters including those previously dealt with by the National Executive Committee other than appeals of suspension or termination of members.

(c) Any member who fails to attend three consecutive meetings of the National Executive Committee personally for whatever reasons shall cease to be a member of the Committee. The respective Regional Chamber, District Chamber, membership category or Economic Section shall appoint a replacement.

26. The National Executive Committee shall meet at least two times in the months of June and December in each calendar year to discharge the following functions:

   (a) To prepare for Annual General Meetings and Extraordinary General Meetings.
   (b) To review and submit the annual budget proposal of the Chamber to the Annual General Meeting or Extraordinary General Meeting.
   (c) To elect the Board Members other than the President and Vice President.
   (d) To determine membership fees.
   (e) To determine the allowance of the President, Vice President, and other elected leaders, if any.
   (f) To approve proposals for the establishment of Standing Committees.
   (g) To note the appointment of the Chief Executive Officer and senior staff.
   (h) To intervene in the functions of the Regional Executive and Management Committees, when necessary, in accordance with this Memorandum and Articles of Association.
   (i) To suspend members and elected leaders pending delibaration.
   (j) To entertain and hear appeals from suspended or terminated members.
   (k) To make and repeal regulations.

(l) To propose amendments to the Memorandum and Articles of Association of the TNCC.

27. The quorum of the National Executive Committee shall be one-third (1/3) of its members and entitled to vote or twenty-one (21) Members whichever is the least.

BOARD OF DIRECTORS OF THE CHAMBER
COMPOSITION OF THE BOARD

28.
(a) There shall be a Board of Directors of the TNCC, composed of the following members:

i. President of the TNCC
ii. Vice President of TNCC;
iii. One (1) Representative from Regional Chairpersons;
iv. One (1) Representative from Corporate Members;
v. One (1) Representative from Associate or Affiliate members;
vi. Two (2) Representatives from women members;
vii. One (1) Representative from members living with disability.
viii. One (1) Representative from all groups of Economic Sections;
ix. One (1) Representative from Professional Service Membership Category who will also be the Chairperson of the Risk and Audit Committee;
x. One (1) Government official as Ex-officio; and
xi. The Chief Executive Officer of the Chamber sitting in an ex-officio capacity and Secretary to the Board, but shall have no vote.

PROVIDED that on request and if the Chairperson of the Board deems necessary, any member may attend its meetings but shall not vote. The Chairperson may invite any person to attend the proceedings of the Board in full or in part but shall not vote.

(b) The Board of Directors shall serve as the principal policy and governance organ of the Chamber, vested with legal and fiduciary authority under this Memorandum and Articles of Association and the Companies Act, Cap. 212 R.E. 2023 or any law replacing it.

(c) The Board of Directors shall have the following roles and functions:

i. Establishing the Chamber vision and mission.
ii. Appoint and overseeing the Chief Executive Officer of the Chamber.
iii. Setting strategic direction and strategic plans.
iv. Calling for a National Executive Committee meeting.
v. Call for an Annual General Meeting or an Extraordinary General Meeting.
vi. Setting annual operating plans and budgets of the Chamber.
vii. Providing financial oversight and monitoring performance.
viii. Ensuring legal and regulatory compliance.
ix. Managing risk and implementing safeguards.
x. Adopting and monitoring the Chamber governance policies.
xi. Selecting and evaluating Standing Committee members.
xii. Protecting Members’ interests and enhancing value of the Chamber.
xiii. Overseeing the integrity of financial statements.
xiv. Board succession planning.
xv. Approving executive compensation and incentive plans.
xvi. Reviewing and approving key Chamber policies.
xvii. Representing the Chamber to key stakeholders.

xviii. Evaluating the overall Board’s performance.
xix. Overseeing the Chamber’s Culture and Ethical climate.
xx. Initiating and guiding crisis management response.
xxi. Establishing the Chamber’s Core Values and Codes of Conduct.
xxii. Recommending significant changes to the Chamber’s Rules and Regulations.
xxiii. Monitoring Stakeholder (e.g. Employees, community) Relations.

(d) The Board cannot act in a way that is ultra vires of the Chamber as defined in these Memorandum and Articles of Association, specifically; the Board shall not exercise executive roles and functions related to the daily operations of the Chamber.

QUORUM OF BOARD OF DIRECTORS

29. The quorum of the Board shall be five (5) of its members and entitled to vote of whom one shall be either the President or the Vice President and the Chief Executive Officer or any appointed Senior Staff acting as the secretary to the Board.

30. When an urgent decision is required, the Board may deal with the matters by way of circular resolution.

THE PRESIDENT OF THE CHAMBER

ESTABLISHMENT, TENURE, ROLES & FUNCTIONS

31.
(a) There shall be a President of the Chamber, who shall be elected by the Annual General Meeting or Extraordinary General Meeting with the following tenure and shall hold office under the following terms;

i. The President of the Chamber shall be elected every five (5) years and shall be eligible for re-election for one (1) additional term only.
ii. Upon completion of the final term, the outgoing President shall become an ex-officio member of the National Executive Committee as the Immediate Past President until succeeded by a newly elected President.
iii. The Immediate Past President shall not be eligible for re-election to elective position of the Chamber.

(b) The President shall be the Principal Elected Leader and spokesperson of the Chamber on policy issues and shall have the following roles and functions;

i. The President shall provide high-level strategic direction and vision for the long-term goals and mission of the Chamber.
ii. The President shall act as the primary ambassador of the chamber, representing it at significant public events, fostering relationships with key community leaders, government officials, and partner organizations.
iii. The President shall preside over the following meetings: Annual General Meetings and Extraordinary General Meetings; National Executive Committee meetings, and Board of Directors meetings,
iv. The President shall, in conjunction with the Board of Directors, bear ultimate responsibility for ensuring the financial health and solvency of the chamber. Furthermore, the President shall champion and uphold the highest standards of ethical conduct and legal compliance throughout the organization.
v. The President shall not exercise any executive roles and functions except as explicitly provided for in this

Memorandum and Articles of Association or through duly approved policy frameworks.

vi. Roles and functions of the President shall apply mutatis mutandis to the Chairpersons of the Regional, District and Branch Chambers.

THE VICE PRESIDENT OF THE CHAMBER

32.

(a) The establishment and tenure of the Vice President shall be as follows;

  i. There shall be a Vice President of the Chamber, who shall be elected by the Annual General Meeting or the Extraordinary General Meeting.
  ii. The Vice President of the Chamber shall be elected every five (5) years and shall be eligible for re-election for one additional term only.

(b) The roles and functions of the Vice President shall be as follows;

  i. The Vice President shall serve as a senior elected leader and deputy to the President, assuming duties as delegated by the President.
  ii. The Vice President shall provide coordination and liaison between the President and the Regional or District Chairpersons when delegated.
  iii. The Vice President shall represent the President in forums or stakeholder meetings when officially assigned.
  iv. The Vice President shall serve as Acting President whenever the President is absent, incapacitated, or the office is temporarily vacant for some reason.

v. Roles and functions of the Vice President shall apply mutatis mutandis to the Vice Chairperson of the Regional, District and Branch Chambers.

(c) The succession and transition of Presidency shall be as follows;

i. In the event of permanent vacancy in the office of the President, the Vice President shall serve as Acting President for a period not exceeding ninety (90) days where properly constituted Annual General Meeting or Extraordinary General Meeting shall be convened to elect a new President.

ii. If the acting President has served as Vice President for at least two-thirds (2/3) of the predecessor's term, that period shall be considered a first term. The Vice President shall thereafter be eligible for re-election for only one more term of five (5) years.

iii. If the acting President has served as Vice President for a period of less than two-thirds (2/3) of the predecessor's term, that period shall be disregarded and the Vice President shall be eligible for two terms of five (5) years each.

iv. The Chief Executive Officer of TNCC shall call a properly constituted Annual General Meeting or Extraordinary General Meeting within ninety (90) days from permanent vacancy to elect a new President, in accordance with these Memorandum and Articles of Association.

v. The interim President must resign from the position of Vice President before contesting for the substantive position of President.

CHIEF EXECUTIVE OFFICER OF THE CHAMBER

APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

33.

(a) The circumstances and conditions governing the appointment of the Chief Executive Officer of the Chamber shall be as follows:

i. There shall be the Chief Executive Officer of the Chamber who shall be appointed by the National Executive Committee following interviews and recommendations by the Board of Directors.

ii. The appointment of Chief Executive Officer shall be reported to the Annual General Meeting or Extraordinary General meeting.

iii. The appointment of the Chief Executive Officer shall be permanent and pensionable, subject to terms and conditions of service set out in the Human Resources and Administrative Regulations of the Chamber.

iv. The Chief Executive Officer shall be accountable to the Board of Directors for the day-to-day administration, operations, and implementation of the Chamber's plans, programs, and policies.

ROLES AND RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

(b) The roles and responsibilities of the Chief Executive Officer shall be as follows;

i. Executing of the strategies set by the Board.

ii. Managing of the day-to-day operations of the organization.

iii. Implementation of policies approved by the Board.

iv. Leading and managing all paid staff and volunteers.
v. Preparing and proposing the annual budget for Board approval.
vi. Managing the organization's finances within the approved budget.
vii. Delivering programs and services in line with the strategic plan.
viii. Serving as the primary liaison to members and beneficiaries.
ix. Managing all marketing, PR, and communications.
x. Cultivating donor relationships and secure funding.
xi. Identifying and mitigating operational risks.
xii. Ensuring compliance with all legal and regulatory requirements.
xiii. Hiring, training, and managing staff (unless required for Board approval.
xiv. Providing regular operational reports to the Board.
xv. Maintaining the organization's physical and digital assets.
xvi. Recommending new initiatives and improvements to the Board.
xvii. Preparing comprehensive reports for the Board, National Executive Committee and Annual General Meeting.
xviii. Facilitating the flow of information between the Secretariat, Committees and the Board.

THE SECRETARIAT OF THE CHAMBER

34. There shall be established a Secretariat at each administrative level of the Chamber, which shall serve as the executive and administrative arm responsible for the day-to-day management and implementation of the policies, resolutions, and directives of the committees, Annual General Meeting or Extraordinary General Meeting of the Chamber.

35. The Secretariat at the National level shall be headed by the Chief Executive Officer, who shall be the Principal Executive Officer of the Chamber, responsible for: -
    (a) Implementing the resolutions and directives of the National Executive Committee, the Board of Directors, and the Annual General Meetings or Extraordinary General Meetings.
    (b) Managing the overall operations of the Chamber at the national level.
    (c) Supervising and coordinating the work of all lower-level Secretariats.

36. The Secretariat at the Regional level shall be headed by the Regional Manager, who shall be responsible for:
    (a) Implementing resolutions and directives of the Regional Management Committee, Regional Executive Committee and the Regional Annual General Meetings or Extraordinary General Meetings.
    (b) Managing the operations of the Chamber within the Region.
    (c) Coordinating with District and Branch Secretariats within the Region.

37. The Secretariat at the District level shall be headed by the District Manager, who shall be responsible for:
    (a) Implementing resolutions and directives of the District Management Committee, District Executive Committee and the District Annual General Meetings or Extraordinary General Meetings.
    (b) Managing the operations of the Chamber within the District.
    (c) Coordinating with Branch Secretariats within the District.

38. The Secretariat at the Branch level shall be headed by the Branch Manager, who shall be responsible for:
    (a) Implementing resolutions and directives of the Branch Management Committee, Branch Executive Committee and the Branch Annual General Meetings or Extraordinary General Meetings.
    (b) Managing the day-to-day activities of the Chamber within the Branch jurisdiction.

39. Accountability and Reporting:
    (a) The Chief Executive Officer shall report directly to the Board of Directors.
    (b) The Regional Manager shall report to the Regional Management Committee for the daily operations of the Regional Chamber and to the Chief Executive Officer on issues of National level.
    (c) The District Manager shall report to the District Management Committee for the daily operations of the District Chamber and to the Regional Manager on issues of Regional level.
    (d) The Branch Manager shall report to the Branch Management Committee for the daily operations of the Branch Chamber and to the District Manager on issues of District level.

ELECTION OF LEADERS OF THE CHAMBER

40.

(a) Only members whose dues to the Chamber are fully paid up by the date of the Annual General Meeting or Extraordinary General Meeting shall be eligible for election as leaders of the Chamber.

(b) Any member aspiring for any leadership position in the Chamber must have been a paid-up member for not less than Two (2) years.

(c) In the case of national leadership, the candidate must previously have held a leadership position in the Chamber for at least one (1) term of office.
(d) The National Executive Committee shall from time to time as deemed necessary set forth Regulations for the election.

41.
(a) The elected leaders shall assume office immediately after the close of the Annual General Meetings or Extraordinary General Meetings at which they have been elected.
(b) Remuneration or allowances, if any, payable to the elected leaders shall be determined by their respective Executive Committees.
(c) Elected leaders may be reprimanded or removed from office in case unfit by the reasons including imprisonment, bankruptcy, unsoundness of mind, moral turpitude, fraud, embezzlement of funds and any other such unbecoming behavior by a resolution of the members at an Annual General Meeting or at an Extraordinary General Meeting specifically demanded by more than half of the total number of their respective Executive Committee.
(d) The National Executive Committee shall have power to suspend the President or the Vice President pending decisions of the Annual General Meeting or Extraordinary General Meeting.
(e) When in the opinion of the National Executive Committee it would not be in the best interest of the Chamber for the President or the Vice President to continue in office until the Annual General Meeting or Extraordinary General Meeting, it may suspend the President or The Vice President from performing all duties.

42. The following person shall not hold any position of leadership in the Chamber at Branch, District, Regional or National Chambers:
   (a) A Minister, Deputy minister or Permanent Secretary of the Government of The United Republic of Tanzania;
   (b) A public or civil servant of the Government in The United Republic of Tanzania;

(c) Member of Parliament.
(d) An employee of Local Government in The United Republic of Tanzania;
(e) A leader of a political party and organizations affiliated to the party, at any Branch, District, regional and national level;
(f) A councillor of a local Government in Tanzania
(g) A leader of a Trade Union and of organizations affiliated to it, at Branch, District, Regional and National level;
(h) An employee of the Chamber or any other Private Sector Organization at Branch, District, Regional and National level;
(i) A non-citizen of The United Republic of Tanzania **PROVIDED** that nothing in this article should be construed as disqualifying any of the persons who are bona fide businessmen from becoming members of the Chamber.

43.
(a) The National Executive Committee shall establish comprehensive Regulations governing all aspects of elections for leadership positions at Branch, District, Regional and National levels of the Chamber.
(b) These Regulations shall include but not be limited to:
Procedures for nomination and candidacy;
i. Voter eligibility criteria;
ii. Campaign guidelines and spending limits;
iii. Election dispute resolution mechanisms;
iv. Digital voting procedures where applicable; and
v. Transition procedures for newly elected leaders
vi. Establishing electoral commission.

(c) The Chief Executive Officer shall be responsible for ensuring strict adherence to Election Regulations and overseeing the secure conduct of elections at all levels.
(d) The Election Regulations shall be reviewed every five (5) years by the National Executive Committee prior to the elections, with recommendations for amendments to be approved by a two-thirds (2/3) majority vote at the Annual General Meeting.
(e) All election records shall be preserved by the Chamber Secretariat for a minimum period of five (5) years and shall be available for audit by the National Executive Committee or independent auditors as required.

CODE OF ETHICS AND CONDUCT FOR STAFF AND ELECTED LEADERS

44. There shall be a Code of Ethics and Conduct applicable to all staff members, elected leaders, and office bearers of the Chamber at all levels, which shall prescribe the standards of professional, ethical, and moral conduct expected in the discharge of their duties and responsibilities.

45. The National Executive Committee shall, make comprehensive Code of Ethics and Conduct Regulations prescribing:
    (a) Detailed ethical standards;
    (b) Reporting and disclosure obligations;
    (c) Procedures for handling complaints and investigations; and
    (d) Disciplinary measures and sanctions for violations.

TNCC STANDING COMMITTEES

46.

(a) The Board of Directors, as directed by the National Executive Committee and/or the Annual General Meeting, shall establish Standing Committees whose functions shall be detailed in the rules and regulations of the TNCC.

(b) The Risk and Audit Committee and Ethics and Disciplinary Committee shall be a permanent Standing Committees of the Board, with such composition and functions as may be prescribed in the Rules and Regulations of TNCC.

TNCC SUB COMMITTEES

47. Board of Directors, National Executive Committee, and the Management Committee may each appoint such Sub-Committees as may be considered by them necessary. Sub- Committees shall be given terms of reference by and shall submit a report to the Appointing Authority concerned as directed.

APPOINTMENT OF STAFF

48. The appointment of staff shall be as follows;

    (a) Senior Staff: Other Senior Staff of TNCC Headquarters shall be interviewed and appointed by the Board of Directors and at its next meeting the National Executive Committee shall be requested to note the appointments.

    (b) Junior Staff: Junior Staff shall be appointed by the Chief Executive Officer after interviews and the Board of Directors shall be requested to note the appointments.

    (c) No appointment shall be made unless it has been provided for in the Budget and the Management structure.

GROUPINGS OF THE ECONOMIC SECTIONS OF THE CHAMBER

49. There shall be economic sections grouped based on the similarities of business activities as stated herein above in line with the current version of International Standard Industrial Classification (ISIC). Each group of the Economic Sections shall elect one (1) representative to attend the National Executive Committee and Annual General Meetings whereby they shall meet at least once (1) per annum. The Representatives of all groups of Economic Sections shall attend the National Executive Committee.

COMPOSITION OF ECONOMIC SECTIONS' GROUPS

50. The following eight (8) groups of Economic Sections shall be established and represented as follows: -

(a) **Economic Group I: Agri-Business, Livestock, Fishery and Forestry:**
Activities involve agricultural production and agro-processing, input supply, livestock and meat processing, poultry, fishing and fish processing, agri-forestry, logging, and timber.

(b) **Economic Group 2: Energy and Mining:**
Activities involve mining and quarrying (extractives), oil and gas supply, electrical supply and renewable energy and other related businesses.

(c) **Economic Group 3: Manufacturing and Logistics:**
Activities involve production in factories, warehousing, clearing and forwarding, transportation and other logistics.

(d) **Economic Group 4: Construction, Engineering and Real Estates:**
Activities involve civil works, architecture, mechanical engineering and auto-works, water supply (plumbing) and sewage, real estate and other related business activities.

(e) **Economic Group 5: Trade and Marketing:**
Activities involve wholesale and retail trade, import and export, marketing services (including promotional activities), Micro, Small and Medium Enterprises and other related businesses.

(f) **Economic Group 6: Finance and Professional Service Businesses:**
Activities involve financial and insurance services, information and communication technology (ICT); Professional, Scientific and Technical services (including consultancy services) and other related services.

(g) **Economic Group 7: Tourism, Hotel Services, Arts and Entertainment:** Activities involve tour operators, hotel accommodation, food and catering services, arts, entertainment and recreational activities and other related services.

(h) **Economic Group 8: Social Service-Related Activities:**
Activities involve Media activities, security services, health services (private health centres, clinics, hospitals and pharmacies); education services (private schools, colleges and universities) and other related services.

51. There shall be a Representatives for each of the recognized group of the economic section of the Chamber to Annual General Meetings and National Executive Committee Meetings as provided in the Memorandum and Articles of Association of the TNCC.

52.

(a) Each Representative shall be elected by members of the respective group of economic sections at the meeting convened for that purpose.
(b) The office tenure of the elected Representative shall be five (5) years, renewable once.
(c) The National Executive Committee shall confirm all elected Representatives before they assume office/ roles.

53. A Representative of each group of Economic Sections shall:
    (a) Represent the interests of each group of Economic Sections at all meetings and fora organized by the Chamber.
    (b) Facilitate coordination and information-sharing between members and the Management of the Chamber.
    (c) Advocate for specific policy, trade, and investment priorities in each group of Economic Sections.
    (d) Mobilize membership within their group of Economic Sections.
    (e) Organize meetings, exhibitions, and networking events under each group of Economic Sections.

54. A Representative from each group of Economic Sections shall be responsible to attend the National Executive Committee in accordance with the TNCC Memorandum and Articles of Association, Rules, and Code of Ethics and Conduct.

VOTING AND VOTES

55. Each member or delegate shall have only one vote.
    (a) No member shall be entitled to vote unless that member has paid up in full all membership fees due to the Chamber

(b) No delegate or Member of a Regional Chamber, District Chamber or Branches shall vote at a National Annual General Meeting or Extraordinary General Meeting unless the Regional Chamber, District Chamber or Branches he represents has remitted to Chamber Headquarters the full portion of membership fees due

(c) No delegate or member of a District Branch shall vote at an Annual General Meeting or Extraordinary General Meeting of a Regional Chamber unless the District Branch has remitted to the Regional Chamber or Headquarters the full portion of membership fees due to the Regional Chamber and the Chamber Headquarters.

56. Voting at normal or non-election meetings of the Chamber shall be by show of hands. At General Meetings or Executive Committee Meetings involving elections voting shall be by secret ballot. However, if in the opinion of the majority of delegates an issue can best be resolved by secret ballot, then the delegates shall cast their votes by secret ballot.

57. In the event of any tie of votes, the Chairperson of a Meeting shall have a casting vote. However, the Chairperson shall not have a casting vote in elections at any type of General Meetings, Executive Committee or Board Meetings.

58. An employee of the Chamber shall neither be appointed an accredited representative of a member nor have the right to vote.

NOTICE OF MEETINGS

59. Notice for General Meetings of the Chamber shall be thirty (30) days. For National Executive Committee meetings, a notice of at least twenty-one days shall be given. For meetings of the Board of

Directors at least fourteen (14) days' notice shall be given. However, non-receipt of notice of the meeting by any person entitled to receive a notice thereof shall not in itself invalidate the proceedings at such meeting.

MEMBERSHIP TO EXTERNAL BODIES

60. Members may be nominated by the Chamber through the Board of Directors for appointment to outside bodies and persons so nominated shall represent the Chamber in those bodies.

INDEMNITY

61. Every member or servant of the Chamber acting pursuant to the duties entrusted by the Chamber shall be indemnified by the Chamber against all costs, losses, and expenses which the individual may incur or for which the individual may become liable by reason of any act or omission in the discharge of such duties, unless the same should happen through the individual's own negligence, default, breach of duty, or breach of trust.

ACCOUNTS

62. The financial year of the Chamber shall be the calendar year.

63. All incomes to the Chamber shall be property of the Chamber.

64. Funds and/ or Finances of the Chamber shall be used solely for:
    (a) payment of legitimate expenses and salaries;
    (b) Investment; and
    (c) any other purpose in line with the objects of the Chamber.

65.

(a) Notwithstanding clause 5, there shall be established a TNCC Members Investment Fund ("the Fund")

   i. The Fund provide accessible capital to members for business growth and expansion;
   ii. Facilitate joint investment opportunities among members;
   iii. Support innovation and value-addition projects; and
   iv. Enhance members' access to affordable financing.

(b) The TNCC Members Investment Fund ("the Fund") shall operate under Investment Regulations recommended by the Board and approved by the National Executive Committee and ratified by the Annual General Meeting.

66. The Board of Directors of TNCC shall cause proper books of account to be kept with respect to:

   (a) All sums of money received and expended by the Chamber and the matters in respect of which the receipt and expenditure take place;
   (b) All sales and purchases of goods by the Chamber and the Assets and liabilities of the Chamber.

67. The Books of Account shall be kept at the registered office of the Chamber, or at such other place or places as the Board of Directors, Regional or District Management Committee thinks fit, and shall always be open to the inspection by the Board of Directors.

68. The Board of Directors, Regional or District Management Committee shall, from time to time, determine whether, to what extent, at what times and places, and under what conditions or regulations the accounts and books of the Chamber, or any part thereof, may be open for inspection by members who are not elected leaders of the Chamber.

69. No member (not being an officer) shall have any right to inspect any account, book, or document of the TNCC unless such right is expressly conferred by law, or is granted by the Board of Directors, the National Executive Committee, Regional Executive Committee, District Executive Committee, Branch Executive Committee or by resolution of TNCC in the General Meeting.

70. The Board of Directors, Regional Management Committee or District Management Committee shall from time to time in accordance with the Act, cause to be prepared and laid before the Chamber in a general meeting such income and expenditure, balance sheets and reports as referred to in that Act.

71. The income and expenditure account shall show, arranged under the most convenient heads, the amounts of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure fairly chargeable against the year's income, so that a just balance of income and expenditure may be laid before the meeting. In cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, while the addition or the reasons why only a portion of such expenditure is charged against the income of the year.

72. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Chamber in a General Meeting together with a copy of the Auditor's report shall not less than fourteen (14) days before the date of the meeting be made available for members at their respective Regional Chamber offices.

AUDITORS

73. Auditors shall be appointed for the following year at the Annual General Meeting or Extraordinary General Meeting which shall also fix their remuneration.

74. All accounts, records and documents shall be open to the inspection of the Auditors at any time.

75. The Chief Executive Officer shall be the accounting officer of the Chamber and shall produce an account of the receipts and payments of the Chamber and a statement of assets and liabilities prepared as at the end of the financial year immediately preceding the Annual General Meeting. The Chief Executive Officer shall also compile the audited accounts of the whole Chamber.

76. The Auditors shall examine such annual accounts and statements and either certify that they are correct, duly vouched and in accordance with the law or report to the Chamber in what respect they are found to be incorrect, unvouched or not in accordance with the law.

THE LOGO, FLAG, AND OFFICIAL SEAL

77. There shall be an official chamber logo which shall serve as a visual symbol of its identity, values, and mission. The design and usage of the logo shall be as approved by the Board of Directors and shall be registered protected and used in accordance with regulations of the Chamber and applicable laws on intellectual property.

78.

(a) Unauthorized use of the Logo or Flag is strictly prohibited.

(b) The Board of Directors shall ensure the safe custody of the official Seal of the Chamber. The Seal shall only be affixed to documents with the prior authority of the Board.

(c) Every instrument to which the Seal is affixed shall be executed in the presence of any three (3) Directors, one of whom must be either the President or the Vice President, and shall be signed accordingly to authenticate its validity.

79. There shall be the chamber official flag incorporating its designated colors and its design shall be approved and amended only by resolution of the Board of Directors.

REGIONAL CHAMBERS

80.

(a) There shall be established a Regional Chamber of Commerce in every Region of Tanzania Mainland, which shall be subject to the terms of this Memorandum and Articles of Association. The Office of the Regional Chamber of Commerce shall be in urban area in which there is the Regional Administrative Headquarters. All matters of national nature shall be referred to the Board of Directors of the TNCC through the Chief Executive Officer to whom the Regional Managers shall report in this respect.

(b) There shall be established Chambers in the foreign countries also referred to as Diaspora Chambers of which shall be established subject to the terms of these Memorandum and Articles of Association of TNCC.

(c) In order to participate in the activities of the Chamber on a continuous basis, members of Regional Chambers and Diaspora Chambers shall register themselves with the Chamber in their respective areas.

81. Regional Chambers shall provide quarterly reports on their activities to the Headquarters of TNCC and when need be, on a regular basis.

ELECTED LEADERS OF THE REGIONAL CHAMBERS

82.

(a) There shall be a Chairperson of the Regional Chamber who shall be elected every five (5) years at the Annual General Meeting of the Regional Chamber and is eligible for re-election for only one more term of five (5) years. Thereafter, the outgoing Chairperson shall sit on the Regional Executive Committee as Immediate Past Chairperson until a successor is elected. The immediate past Chairperson shall not again run for election of any position at a regional, district or branch level.

(b) The Regional Chairperson shall preside at the following Regional Chamber Meetings:

   i. Annual General Meetings;
   ii. Extraordinary General Meetings;
   iii. Regional Executive Committee meetings; and
   iv. Management Committee meetings.

(c) The Regional Chairperson shall be the spokesperson of the Regional Chamber.

(d) Whenever necessary the Regional Chairperson shall consult with the Regional Manager on the day- to-day running of the Regional Chamber.

83.

(a) There shall be one (1) Vice Chairperson of the Regional Chamber who shall be elected every five (5) years at the Annual General Meeting of the Regional Chamber and shall be eligible for re-election for only one more term of five (5) years.

(b) The Vice Chairperson shall serve as a senior Regional Chamber leader and deputy to the Chairperson, assuming duties as delegated by the Chairperson.

84. There shall be a Treasurer of the Regional Chamber who shall be elected every five years and shall be eligible for re-election for only one more term of five (5) years. The Treasurer shall be responsible for financial affairs and resource mobilization.

85.

(a) The Elected Leaders of the Regional Chamber shall commence office immediately after the Annual General Meeting at which they have been elected.
(b) The Elected Leaders of the Regional Chamber elected from the leadership of a District Chambers or Branches shall relinquish their leadership positions in the District Chambers or Branches.
(c) Remuneration or allowances, if any, payable to the Chairperson, Vice Chairperson and the Treasurer shall be determined by the Regional Executive Committee.

86. (a)

(a) The Elected Leaders of the Regional Chamber may be reprimanded or removed from office at an Annual General Meeting or at an Extraordinary General Meeting specially demanded by more than half of the paid-up members of the Regional Chamber. This action may be taken if it is found that the elected leader: is not suitably qualified, lacks integrity, was not appointed in accordance with established procedures; or poses reputational, legal, or strategic risks to the Chamber.
(b) After hearing the defense, the Annual General Meeting or Extraordinary General Meeting may, regarding an accused Chairperson, Vice Chairperson, or Treasurer: dismiss the charges, issue a reprimand; or remove the individual from office.
(c) If the Elected Leaders of the Regional Chamber fail to attend for reasons that the General Meeting considers reasonable, the Meeting may delegate the making of the final decision to the Regional Executive Committee.

(d) If the Elected Leaders of the Regional Chamber having been duly notified of the charge(s), fails to attend for reasons not acceptable to the General Meeting, the case may be decided ex-parte.

Notwithstanding the provisions of paragraphs (a), (b), (c), and (d), if the Regional Executive Committee is of the opinion that it is not in the best interests of the Chamber for the Chairperson, Vice Chairperson, or Treasurer to continue in that role until the next General Meeting, the Committee may temporarily suspend that individual from performing the duties of the position.

87.

(a) When the office of the Regional Chairperson shall fall vacant by reason of resignation or death or for any other reason, the Vice Regional Chairperson shall assume roles and functions of the Regional Chairperson on an interim basis.
(b) The Vice Chairperson confirmed as Interim Regional Chairperson shall hold the position for a period not exceeding ninety (90) days.
(c) The Regional Manager of the Regional Chamber of Commerce shall call for an Extraordinary General Meeting within ninety (90) days to elect the Chairperson.
(d) The interim Chairperson must resign from the position of Vice Chairperson before contesting for the substantive position of Chairperson.
(e) In the event that the office of the Chairperson is vacant and the Vice Chairperson is unable to perform the duties by reason of resignation, death or for any other reason the Treasurer shall assume the roles and functions of the Chairperson on an interim basis for a period not exceeding ninety (90) days.
(f) Service by a Regional Chairperson for a period constituting at least two-thirds (2/3) of the predecessor's full term shall count as that Chairperson's first term. After serving such a term, the Chairperson shall be eligible for election to only one subsequent term of five (5) years.

(g) If, however, the Regional Chairperson serves for a period of less than two-thirds (2/3) of the predecessor's term, that period shall be disregarded and the Chairperson shall be eligible for two terms of five (5) years each. The elected leaders of the Regional Chamber shall act as legally authorized agents of the Directors of the Chamber.

REGIONAL CHAMBER GENERAL MEETINGS

88.

(a) Every Regional Chamber shall hold an Annual General Meeting every year on such day and at such time and place as the Regional Management Committee shall determine but, in any case, not later than the month of November.

(b) (b) The Regional Chamber General Meeting shall compose the following:

i. The Chairperson, Vice Chairperson, and the Treasurer
ii. District Chairpersons
iii. 8 Representatives of each Economic Group Sections from each District;
iv. One (1) Representatives from Association/Affiliate Members from each District;
v. One (1) Representative from Women members from each District;
vi. One (1) Representative from Youth members from each District;
vii. One (1) Representative of Members Living with Disabilities;
viii. Immediate Past Chairperson; and
ix. All paid-up members registered in the District which the Headquarters of the Regional Chamber is situated.

(c) Extraordinary General Meetings of the Regional Chamber shall be convened by the Regional Management Committee on its own motion or upon the request in writing of at least one half (1/2) of paid-up members registered with the Regional Chamber stating the purpose for which the meeting is to be called.

(d) In order to enable members of the Regional Chamber residing in the District in which the Headquarters of the Regional Chamber is situated to exercise their democratic right of electing their leaders and receiving reports, audited accounts and budgets and so on from the leaders, all paid-up members registered at the Headquarters of the Regional Chamber shall have the right to attend and vote at Regional Annual General Meetings, Extraordinary General Meetings through the respective Economic Sections and Social groups as provided in these Memorandum and Articles of Associations.

89. The business of the Annual General Meeting of the Regional Chamber shall be to:
    (a) Approve the Minutes of the previous Annual General Meeting and of previous Extraordinary General Meetings held in the meantime;
    (b) Receive the Annual Report of activities of the Regional Chamber during the past year;
    (c) Receive the audited accounts of the Regional Chamber for the past year and the report of the Auditors thereon;
    (d) Receive, consider and approve a Plan of action for the subsequent year;
    (e) Approve the budget for the coming year submitted by the Regional Executive Committee;
    (f) Appoint and fix remuneration of the auditors of the Regional Chamber for the subsequent year;
    (g) Elect the Chairperson and the Vice Chairperson of the Regional Chamber;

(h) Deliberate on the proposed resolution to remove the Chairperson or the Vice Chairperson by calling for a simple majority vote of no confidence; and
(i) Deliberate and direct on the structure of standing committees or any matter whatsoever proposed by the Regional Management Committee and the Regional Executive Committee.

90. The Annual General Meeting of the Regional Chamber may make recommendations to the Regional Executive Committee concerning the structure and number of Standing Committees and the purposes for which they are to be established. The Regional Executive Committee shall elect Chairperson of such committees. The exclusive business of an Extraordinary General Meeting of the Regional Chamber shall be only the matters disclosed in the notice of the meeting.

91. Notice for convening Regional Chamber General Meeting shall be twenty-one (21) days.

92. Quorum for a Regional Chamber General Meeting shall be one third (1/3) of paid-up members of the Regional Chamber or thirty (30) paid-up members present and entitled to vote whichever be the least.

93.
(a) Minutes of Regional Chamber General Meetings shall be sent to the Headquarters of the TNCC not more than fourteen (14) days from the date of convening the General Meeting.
(b) In the event of an election, the Chief Executive Officer of the TNCC or a designated representative shall preside over the proceedings. Notice of such elections should be sent to the Headquarters of TNCC at least twenty-one (21) days before the date of elections.

REGIONAL CHAMBER EXECUTIVE COMMITTEE

94.

(a) There shall be a Regional Executive Committee which shall compose of the following;

i. Chairperson, Vice Chairperson and Treasurer;
ii. Chairpersons of District Chambers;
iii. 8 Representatives one from each Economic Group Sections;
iv. One (1) representative from a business association;
v. One (1) Women member Representative;
vi. One (1) Youth member Representative;
vii. One (1) Member living with disability;
viii. The Immediate past Chairperson of the Regional Chamber; and
ix. The Regional Manager of the Regional Chamber, sitting as ex-officio member and acting as Secretary to the Committee.

(b) Any member of the Regional Executive Committee who fails to attend three consecutive meetings without good cause shall be removed and replaced with another person by the Regional Executive Committee. The member so removed shall not be eligible to stand for election for at least three (3) years.

PROVIDED that the Elected Leaders of the Regional Chamber shall be suspended pending deliberation of the Annual General Meeting or Extraordinary General Meeting.

95. The quorum of the Regional Executive Committee shall be two-thirds (2/3) of its elected membership or eight (8) members present and entitled to vote whichever is the lesser.

96. The Regional Executive Committee shall meet at least twice a year to discharge the following functions where necessary:

(a) To prepare Annual General Meeting and Extraordinary General Meeting.
(b) To review and submit annual budget proposal of the Regional Chamber to the Annual General Meeting or Extraordinary General Meeting.
(c) To elect board members other than Chairperson and the Vice Chairperson.
(d) To determine the allowance if any of the Chairperson, Vice Chairperson and Treasurer and other elected leaders
(e) To manage affairs of the Regional Chamber.
(f) To approve proposals for establishment of Standing Committees.
(g) To confirm the appointment of the Regional Manager.
(h) To intervene in the functions of District Executive Committees and Management Committees, when necessary, in accordance to this Memorandum and Articles of Association.
(i) To entertain and hear appeals from suspensions or terminations membership.

REGIONAL CHAMBER MANAGEMENT COMMITTEE

97.
(a) There shall be a Regional Management Committee which shall manage the affairs of the Regional Chamber and shall comprise of: The Chairperson, Vice Chairperson and Treasurer;
  i. One (1) District Chairperson;
  ii. One (1) Representative from all Economic Group Sections;
  iii. One (1) Representative of business association;
  iv. One (1) Representative of Women members; and
  v. The Regional manager as Secretary and ex-officio.

(b) The Chairperson may invite other persons, whether members of the Chamber or not to any or all of its meetings or to any part of the proceedings but such persons shall not be entitled to vote.

98.

(a) The Management Committee shall be responsible to the Regional Executive Committee for all administrative and financial matters of the Regional Chamber. It shall seek the approval of the Regional Executive Committee on all policy issues.

(b) The Management Committee shall meet once every three (3) months. Any member of the Management Committee who fails to attend three consecutive meetings for whatever reason shall be removed and replaced with another person by the Regional Executive Committee. The member so removed shall not be eligible to stand for election for at least three (3) years.

(c) Provided the Chairperson, Vice Chairperson and the Treasurer may be suspended by the Regional Executive Committee pending deliberation at the Annual General Meeting & Extraordinary General Meeting.

99. The quorum of the Management Committee shall be four (4) members of whom at least two (2) shall be Elected Leaders of the Regional Chamber.

100. The appointment of the Regional Manager shall be conducted by the Chief Executive Officer. After successful interviews, the Management Committee shall note the recruitment of the Regional Manager for the Regional Chamber. The appointment shall then be noted by the Executive Committee and subsequently acknowledged at the Annual General Meeting.

101. When an urgent decision is required, there shall be adequate consultations among the Management Committee.

REGIONAL CHAMBER STANDING COMMITTEES

102. The Regional Management Committee acting on advice given to it by the Annual General Meeting or the Regional Executive Committee shall, establish Standing Committee whose functions shall be detailed in the rules and regulations of the TNCC.

OTHER PROVISIONS RELATING TO THE REGIONAL CHAMBER

103.

(a) Articles herein relating to co-option, votes, financial year, funds, accounts, and audit of the Chamber shall apply, mutatis mutandis, to the Regional Chambers.

i. Where in the opinion of the Chamber Board of Directors, the Management of a Regional Chamber is deemed to be weak and unsatisfactory and in particular the Board of Directors may recommend to the National Executive Committee to dissolve the Regional Executive Committee and Management Committee and that the Board should assume direct responsibility for management of the Regional Chamber pending fresh elections pursuant to these Articles of Association.

ii. Where a Regional Chamber ceases to function properly: or

iii. There is flagrant violation of the Memorandum and/or Articles of Association of the Chamber; e. g. failing to convene an Annual General Meeting or to conduct election of leaders when due, or to submit to members audited accounts of the Regional Chamber at an Annual General Meeting; or

iv. A Regional Chamber has failed, after due notice, to provide important information to the Chamber Headquarters to the satisfaction of the Board of Directors; or

v. A Regional Chamber has persistently defaulted to remit the prescribed part of membership dues to the Headquarters of TNCC; or

vi. A request in writing has been received from at least one half of the paid-up members registered in the Regional Chamber.

(b) The leaders so removed shall not be eligible to stand for election for at least three (3) years. However, if in the opinion of the Board of Directors a particular leader or some of the leaders had performed well these shall be exempted from this disqualification and shall retain their respective leadership positions.

DISTRICT CHAMBERS AND BRANCHES
DISTRICT CHAMBERS

104.

(a) There shall be a District Chamber in every Region in Tanzania Mainland under the Regional Chamber which shall be subject to terms of the Memorandum and Articles of Association of the Chamber.

(b) A District Chamber shall serve as a platform for dialogue between the business community and public authorities at the district level, including Local Government Authorities, on matters of economic, commercial, and investment significance;

(c) District Chamber shall have its Management Committee working closely with the Management Committee of the respective Regional Chamber.

(d) District Chamber in which the Headquarters of a Regional Chamber is situated shall work closely with the Regional Chamber. Members in such a district shall register directly at the Headquarters of the Regional Chamber and shall be served by the leadership and staff of the Regional Chamber.

(e) The minimum number of paid-up members required to establish a new District Chamber shall be thirty (30).

BRANCH CHAMBERS

105.

(a) There shall be opened in every large trading centre of a District, which cannot be conveniently or effectively served from the Headquarters of the District Chamber, a Branch which shall be subject to the terms of the Memorandum and Articles of Association of the Chamber, and shall be answerable to the Management Committee of the District Chamber.

(b) The minimum number of paid-up members required to establish a new Branch Chamber shall be twenty (20).

(c) In order to participate in the activities of the Chamber on a continuous basis, members of the District Chambers and Branches shall register themselves with the District Chamber or Branch in their respective areas.

106. In all matters of national character which are outside the Jurisdiction of District Chamber or Branches of a District Chamber, shall act through the Regional Management Committee which may refer the matter onward to the Board of Directors of the Chamber.

ELECTED LEADERS OF THE DISTRICT AND BRANCH CHAMBERS

107.

(a) There shall be a Chairperson of the District Chamber or of a Branch who shall be elected every five (5) years at the Annual General Meeting of the District Chamber or Branch and will be eligible for re-election for only one more term of five (5) years. Thereafter, the outgoing Chairperson shall sit on the Executive Committee as the Immediate Past Chairperson until the successor to the office of Chairperson is elected and takes office.

(b) The Chairperson shall preside at the following District Meetings:

i. Annual General Meeting;
ii. Extraordinary General Meeting;
iii. Executive Committee Meeting; and
iv. Management Committee Meeting.
v. The Chairperson of the District shall be the Head and Spokesperson of the District Chamber.

(c) Whenever necessary the Chairperson shall consult with the District Manager or Honorary secretary on the day-to-day running of the District Chamber or Branch as the case may be.

108. There shall be a Vice Chairperson of the District Chamber and of the Branch who shall be elected every five years at the Annual General Meeting or Extraordinary General Meeting and shall be eligible for re-election for only one more term of five (5) years. The Vice Chairperson shall assist the Chairperson and shall report and account to the District Annual General Meeting.

109.

(a) There shall be a Treasurer of the District Chamber and of the Branch who shall be elected every five (5) years and shall be eligible for re-election for only one more term of five years.

(b) The Treasurer shall be responsible for financial affairs and resource mobilization.

110.

(a) The Elected Leaders of the District Chamber and the Honorary Secretary (where applicable) shall commence office immediately after the Annual General Meeting at which they have been elected.

(b) The Elected Leaders of the District Chamber and Honorary Secretary of the District Chamber elected from the leadership of a Branch shall relinquish their leadership positions in the Branch.

(c) The Elected Leaders of the District Chamber and Honorary Secretary of a District Chamber or Branch may be reprimanded or removed from office at an Annual General Meeting or at an Extraordinary General Meeting specially demanded by more than half (1/2) of the paid-up members of the District Chamber or Branch. The Annual General Meeting or Extraordinary General Meeting, after due hearing of the defense may dismiss the charges brought against the particular Officer.

(d) When however, the Elected Leaders of the District Chamber or Honorary Secretary fails to attend the hearing for reasons which in the opinion of the Annual General Meeting or Extraordinary General Meeting consider to be valid after deliberation, the Annual General Meeting or Extraordinary General Meeting after deliberations may delegate making of final decision to the Executive Committee.

(e) When, however, the Elected Leaders of the District Chamber and Honorary Secretary, having been duly notified of the charge(s), fails to attend for reasons not acceptable to the General Meeting, the case may be decided ex-parte.

Notwithstanding the provisions of paragraph (c) and (d) above, if in the opinion of the District Executive Committee it would not be in the best interest of the Chamber for Chairperson, Vice Chairperson, Treasurer and Honorary Secretary to continue in office until the Annual General Meeting or Extraordinary General Meeting, it may temporarily suspend the Chairperson, Vice Chairperson, Treasurer and Honorary Secretary from performing their duties.

111.

(a) When the office of the District Chairperson shall fall vacant by reason of resignation or death or for any other reason, the Vice District Chairperson shall assume roles and functions of the District Chairperson on an interim basis.

(b) The Vice Chairperson confirmed as Interim District Chairperson shall hold the position for a period not exceeding ninety (90) days.

(c) The District Manager of the District Chamber of Commerce shall call for an Extraordinary General Meeting within ninety (90) days to elect the Chairperson.

(d) The interim Chairperson must resign from the position of Vice Chairperson before contesting for the substantive position of Chairperson.

(e) In the event that the office of the Chairperson is vacant and the Vice Chairperson is unable to perform the duties by reason of resignation, death or for any other reason the Treasurer shall assume the roles and functions of the Chairperson on an interim basis for a period not exceeding ninety (90) days.

(f) Service by a District Chairperson for a period constituting at least two-thirds (2/3) of the predecessor's full term shall count as that Chairperson's first term. After serving such a term, the Chairperson shall be eligible for election to only one subsequent term of five (5) years.

(g) If, however, the District Chairperson serves for a period of less than two-thirds (2/3) of the predecessor's term, that period shall be disregarded and the Chairperson shall be eligible for two terms of five (5) years each.

112. The Elected Leaders of the District Chamber and Honorary Secretary of the District Chamber or Branch shall act as legally authorized agents of the Board of Directors of the Chamber.

DISTRICT CHAMBER AND BRANCH GENERAL MEETINGS

113.

(a) Every District Chamber or Branch shall hold an Annual General Meeting every year on such day and at such time and place as the Management Committee shall determine but, in any case, not later than October.

(b) Extraordinary General Meetings of the District Chamber or Branch shall be convened by the Management Committee on its own motion or upon the request in writing of at least half (1/2) paid-up members registered with the District Chamber or Branch stating the purpose for which the meeting is to be called.

(c) All members of District Chambers or Branches may attend their General Meetings but only paid-up members Shall vote.

114. The business of the Annual General Meeting of the District Chamber or Branch shall be to: -

(a) Approve the Minutes of the previous Annual General Meeting and of previous Extraordinary General Meetings held in the meantime;
(b) Receive the Annual Report of activities of the District or Branch during the past year;
(c) Receive the audited accounts of the District or Branch for the past year and the report of the Auditors thereon;
(d) Receive, consider and approve a Plan of action for the subsequent year;
(e) Approve the budget for the coming year submitted by the District Executive Committee;
(f) Appoint and fix remuneration of the auditors of the District or Branch for the subsequent year;
(g) Elect the Chairperson and the Vice Chairperson of the District or Branch Chamber;
(h) Deliberate on the proposed resolution to remove the Chairperson or the Vice Chairperson by calling for a simple majority vote of no confidence; and
(i) Deliberate and direct on the structure of standing committees or any matter whatsoever proposed by the District or Branch Management Committee and the District Executive Committee.

115. The Annual General Meeting of a District Chamber or of a Branch may make recommendations to the Management Committee concerning the structure and number of standing committees and the purposes for which they are established

116. The exclusive business of an Extraordinary General Meeting of a District Chamber or Branch shall be the matters disclosed in the notice of the meeting.

117. Notice for convening District Chamber or Branch General Meetings shall be twenty-one (21) days.

118. Quorum for a District Chamber or Branch General Meeting shall be one - third of paid-up members of the District Chamber or Branch or fifteen (15) paid- up members present and entitled to vote whichever be the least.

119.

(a) Minutes of District Chamber's General Meetings and of its Branches' General Meetings shall be sent to the Regional Chamber Headquarters and to the District Chamber office respectively, not later than two weeks after the General Meetings.

(b) In the event of elections, the Regional Manager or a designated Representative shall preside over the election proceedings at the District General Meeting or Branch; while the Chairperson of the District or a designated representative shall preside over elections at Branch General Meetings. Notice of such elections shall be sent to the Regional Chamber Headquarters or to the District Chamber Office, as the case may be, at least twenty-one days before the date of the elections.

DISTRICT AND BRANCH CHAMBER EXECUTIVE COMMITTEE

120.

(a) The District Chamber or Branch Executive Committee shall comprise of:

i. The Chairperson, Vice Chairperson, Treasurer and Honorary Secretary of the District Chamber or Branch;

ii. Two (2) members representatives from each Economic Group Sections;

iii. One (1) representative from Business Association;

iv. One (1) representative from woman members and one (1) representative from youth member;

v. One (1) representative from people living with disability

vi. Chairperson of Branches in the case of a District Chamber Executive Committee;

vii. Immediate Past Chairperson of the District Chamber or Branch as the case may be; and

viii. The District Manager or Branch Honorary Secretary, sitting as ex-officio member and acting as Secretary to the Executive Committee.

(b) The Executive Committee shall meet four (4) times a year. Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee for whatever reason shall be removed and replaced with another member by the Executive Committee.

(c) A member so removed from leadership shall not be eligible to stand for election for at least three (3) years.

121. The quorum of the Executive Committee shall be two-thirds (2/3) of its elected membership or eight (8) members present and entitled to vote whichever is the lesser.

122. The District Executive Committee shall meet at least four (4) times a year to discharge the following functions where necessary:

(a) To Convene Annual General Meeting or Extraordinary General Meeting.

(b) To elect District Management Committee members other that the Chairperson and the Vice Chairperson.

(c) To manage affairs of the District Chamber.

DISTRICT AND BRANCH CHAMBER MANAGEMENT COMMITTEE

123. There shall be a Management Committee of the District Chamber or Branch which shall comprise:

i. The Chairperson, Vice Chairperson, Treasurer and Honorary Secretary of the District Chamber or Branch;

ii. One (1) women member representative;

iii. One (1) youth member representative;

iv. One (1) representative of members living with disability;

v. Two (2) representatives from all Economic Group Sections;

vi. One (1) member from the Government as ex-officio without vote;

vii. The District Manager sitting in ex-officio capacity and acting as Secretary to the Management Committee; Where a District Manager has not been appointed, the duties shall be performed by an Honorary Secretary elected at a General Meeting; and

viii. The Chairperson may invite other persons whether members of the Chamber or not to any or all of the meetings or to any part of the proceedings but such persons shall not be entitled to vote.

124.

(a) The District Management Committee shall be responsible to the District Executive Committee for all administrative matters related to finance and for the general day to day running of the District Chamber or Branch.

(b) The Management Committee shall meet once every 3 months.

(c) Any member of the Management Committee who fails to attend three consecutive meetings for whatever reason shall be removed and replaced with another person by the Executive Committee. The person so removed from leadership shall not be eligible to stand for election for at least three (3) years.

PROVIDED the Elected Leaders of the Branch Chamber and Honorary Secretary may only be suspended pending Annual General Meeting or Extraordinary General Meeting decision.

125. The quorum of the Management Committee shall be three (3) members present and entitled to vote of whom at least two (2) shall be either the Elected Leaders of the Branch Chamber or Honorary Secretary (when applicable) of the District Chamber or of the Branch.

126. The Chief Executive Officer after interviews shall appoint a Manager of the District Chamber or Branch. The appointment shall later be noted by the Executive Committee and Annual General Meeting.

127. When in the view of the Chairperson an urgent decision is required, consultation with other members of the Management Committee must be sought to obtain their consent and make such joint decision.

DISTRICT CHAMBER AND BRANCH STANDING COMMITTEES

128.

(a) The District Management Committee acting on advice given to it by the Annual General Meeting or the District Executive Committee shall, within thirty (30) days thereof form Standing Committees and appoint Chairperson of the Standing Committees other than the Chairperson for the groupings of Sections

(b) The Standing Committees whose Chairpersons shall be appointed by the Management Committee include: -

i. Government Affairs,

ii. Women and Youth Development.

(c) The Standing Committees are not conclusive and shall be formed as the circumstance may prevail. The exact number of Standing Committees to be formed shall be determined by Management Committee.

PROVIDED that such committees shall be given terms of reference by the Management Committee formally in writing, including directions regarding any reporting procedures, which the Management Committee may require.

129. Each Standing Committee shall comprise of not less than three (3) and not more than five (5) members who shall be appointed by their respective Chairperson and noted by the Management Committee. Members of Standing Committees shall hold office for the life span of the Management Committee.

130. Each Standing Committee shall advise the Management Committee on matters coming within its terms of reference as defined by the Management Committee.

131. The Executive Committee or Management Committee may appoint such Sub - Committees as are considered necessary for tasks to be performed.

OTHER PROVISIONS RELATING TO DISTRICT BRANCHES

132. Articles herein relating to casual vacancies, co-option, votes, financial year, funds, accounts, and audit of the Chamber shall apply, mutatis mutandis, to the District Chambers or Branches.

133.

(a) Where in the opinion of a Regional Management Committee, the management of a District Chamber is deemed to be weak and unsatisfactory, and in particular the Regional Management Committee may recommend to the Regional Executive Committee to dissolve the District Executive Committee and District Management Committee and to place the management of the District Chamber under the Regional Management Committee pending fresh elections pursuant to these Articles of Association where;

i. A District Chamber ceases to function properly, or

ii. There is flagrant violation of the Memorandum and or Articles of Association of the Chamber; e. g. failing to convene an Annual General Meeting or to conduct election of leaders when due, or to submit to members audited accounts of the District Chamber at an Annual General Meeting of the District Chamber, or

iii. A District Chamber has failed, after due notice, to provide important information to the Regional Chamber Headquarters to the satisfaction of the Regional Management Committee, or

iv. A District Chamber has persistently defaulted to remit the prescribed part of membership dues to the Regional Chamber Headquarters, or

v. A request in writing has been received from at least one-half of the paid-up members registered in the District Chamber,

(b) The leaders so removed shall not be eligible to stand for election for at least three (3) years. However, if in the opinion of the Regional Management Committee a particular leader or some of the leaders had performed well, these shall be exempted from this disqualification and shall retain their respective leadership positions

OTHER PROVISIONS RELATING TO BRANCHES

134. Articles herein relating to dissolution of the District Management Committee shall apply mutatis mutandis to the Branch Chambers.

RELATIONSHIP BETWEEN CHAMBER LEVELS AND SEMI - AUTONOMY

135. The Chamber shall operate through four integrated levels: Branch, District, Regional, and National, with each level maintaining its governance structures as provided in this Memorandum and Articles of Association.

136.

(a) Branch, District, and Regional Chambers shall enjoy operational semi-autonomy in matters not expressly reserved to the National Chamber under this Memorandum and Articles of Association.

(b) Semi-autonomy shall include:

i. Local membership recruitment and retention strategies;

ii. Design and implementation of localized training programs;
iii. Management of locally generated revenues;
iv. Resolution of local business disputes; and
v. Cultural and linguistic adaptation of Chamber services.

(c) Lower levels shall submit quarterly reports to National Chamber covering:
Financial statements;
i. Membership status; and
ii. Program implementation.

(d) The TNCC shall provide annual consolidated reports for all levels.

RELATIONSHIP BETWEEN THE TNCC AND THE GOVERNMENT

137. The TNCC (TNCC) shall maintain formal institutional relations with the Government of the United Republic of Tanzania for the purposes of:
(a) Advancing favorable business policies and regulatory frameworks;
(b) Addressing fiscal and trade policy matters affecting the private sector; and
(c) Promoting economic growth and investment opportunities.

138. TNCC shall host an annual high-level dialogue to present the annual state of business report and policy recommendations with:
(a) The Minister responsible for Trade and Investment;
(b) Relevant permanent secretaries; and
(c) Regulatory agency heads.

139.

(a) TNCC shall establish and maintain the business environment regulatory advisory unit for advising the Government.

(b) TNCC shall execute a binding Memorandum of Understanding (MOU) with the Government.

TNCC COMMERCIAL ARBITRATION CENTRE

140.

(a) The TNCC shall establish and maintain a permanent Commercial Arbitration Centre ("the Centre") as an autonomous dispute resolution body among its members.

(b) The Centre shall operate under:

i. The provisions of this Memorandum and Articles of Association
ii. The TNCC Arbitration Rules ("Rules")
iii. The Arbitration Act [Cap. 15 R.E. 2020]
iv. International best practices modelled after ICC arbitration standards

141.

(a) The TNCC shall establish and maintain a professional Consultancy Services Unit ("the Unit") as a semi-autonomous division.

(b) The Unit shall operate under:

i. This MEMART provision
ii. TNCC Consultancy Services Regulations ("the Regulations")
iii. Professional standards of relevant regulatory bodies
iv. TNCC's quality assurance framework

REGULATIONS

142. The National Executive Committee may make Regulations for better carrying out the provisions and purposes of these Articles.

AMENDMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION.

143. The Memorandum and Articles of Association of the Chamber may be amended by a special resolution of the Annual General Meeting or Extraordinary General Meeting passed by two thirds (2/3) of the member's votes.

144. The National Executive Committee may from time to time make, repeal or amend rules for the conduct of the affairs of the Chamber as a whole or in part. Any rule prescribed by the Board of Directors may be repealed or varied by a resolution passed at a General Meeting;

PROVIDED that any such repeal or variation shall not invalidate any action taken by the Chamber prior to the passing of the Resolution to repeal or vary the rules.

MISCELLANEOUS

145. All matters not covered by these Memorandum and Articles of Association shall be dealt with in accordance with the provisions of the Companies Act CAP 212.

WINDING UP

146. Chamber may wind up its affairs voluntarily by two thirds majority vote at a General Meeting by passing a resolution of intention to voluntarily winding up in compliance with the provisions of the Companies Act CAP 212.

Names, Postal, Address and Occupation | **Signatures of Subscribers**

Vicent Bruno Minja
Postcode 14122
DAR ES SALAAM
BUSINESSMAN

Saidi Mussa Swallah
Postcode 63219
MTWARA
BUSINESSMAN

Boniface Thomas Ndengo
Postcode 311306
MARA
BUSINESSMAN

Abdul Abubakar Mwilima.
Postcode 47105
KIGOMA
BUSINESSMAN

Oscar Conrad Kissanga
Postcode 14113
DAR ES SALAAM
CHIEF EXECUTIVE OFFICER

Dated this: **22nd** day of **October 2025**

WITNESS to the above Signature...

Masero Mbote Nyirabu
P.O.Box 12261 Dar es Salaam
Advocate, Notary Public &
Commissioner for Oaths