

## **FEDERATION OF EAST AFRICAN FREIGHT FORWARDERS ASSOCIATIONS**

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### **THE CONSTITUTION**

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### Preamble

We the national associations of freight forwarders of the States of the East African Region, aware of the need to establish mutual understanding and supportive relationship among ourselves and the government organs of the region among others that could greatly benefit us and the region as a whole;

Now therefore we, the subscribers hereto have decided to be formed into a regional federation to be governed by the articles of this constitution.

This constitution is the supreme law of the regional federation and shall be binding to all members of the Federation.

### Interpretation

In this constitution, unless the context otherwise requires: -

- a. **"The Federation"** shall mean "The Federation of East African Freight Forwarders Associations"; "the Executive organ of the Federation appointed pursuant to the provisions of these articles,
- b. **"month"** shall mean the calendar month,
- c. **"year"** shall mean a period of twelve months from 1st January to 31st December,
- d. **"the General Assembly"** means a general meeting of all members of the Federation,
- e. **"members"** as per article five (5) of this Constitution,
- f. **"the office"** shall mean the registered office of the Federation,
- g. **"the seal"** the common seal of the Federation,
- h. **"the Register"** shall mean the register of members of the Federation,
- i. Words importing the singular number shall include the plural and vice versa.
- j. Words importing the masculine gender include the feminine and vice versa.
- k. The Masculine form shall be used/applied in these statutes for the purpose of the French-speaking member Associations

- l. Words importing persons shall include bodies corporate.
- m. **“The Constitution”** means the Constitution of the Federation.
- n. **“Secretariat”** means administrative office of the Federation.
- o. **“Region”** means geographical area covering all the member national associations of the Federation
- p. **“Freight forwarding industry”** or “industry” shall also mean the whole range of commercial activities including but not limited to customs clearance, freight logistics, warehousing, packing and packaging, transport, removals, consolidation.
- q. **“Executive Board”** shall mean the Executive organ established under article 6.3 to manage the affairs of the Association. Any reference here in after to the ‘Board’ shall unless otherwise expressly and specifically defined mean the ‘Executive Board’.
- r. **“Tenure/term of office”** – shall mean a two-year period commencing when elections are held until the next election.

## **ARTICLE 1 (ONE)**

### **Name and Domicile**

- a. The Organization shall be called “The Federation of East African Freight Forwarders Associations (FEAFFA)” here in after referred to as the Federation.
- b. The Federation shall be registered in Tanzania and its headquarters shall be in Arusha.
- c. The secretariats of the national member associations shall be deemed to be branch offices.

## **ARTICLE 2 (TWO)**

### **Vision**

To be a model professional association upholding ethics and integrity in the freight forwarding and related activities and an authority of growth and development of the industry in the Region.

## **ARTICLE 3 (THREE)**

## **Mission**

To promote growth, development and cooperation of freight forwarding industry while advancing professionalism, ethics and integrity among the practitioners.

## **ARTICLE 4 (FOUR)**

### **Objectives and Roles**

#### **4.1 Objectives**

The objectives of the association shall be:

- a. To be the mouthpiece of the national associations of the Freight Forwarding Industry throughout the East African Region
- b. To safeguard, promote and advance the common interest of members and freight forwarders of the Region;
- c. To promote the professional ethics of the national associations,
- d. To coordinate professionally the activities of the national associations,
- e. To enhance dialogue between the Federation and the member states,
- f. To encourage and facilitate contacts with relevant international organizations such as FIATA, IATA, WCO, Donors and other agencies.
- g. To encourage and facilitate contacts with relevant regional organizations like TTCA, EAC, and COMESA, among others.
- h. To encourage and facilitate such organizations at both regional and international Levels.
- i. To promote the image of freight forwarding industry.
- j. The Federation shall be strictly apolitical.

#### **4.2 Role of the Federation**

The role of the Federation shall be to:

- a. Participate in the activities of national associations in advisory capacity
- b. Advise national associations on matters relating to freight forwarding and related activities;
- c. Promote the image of the freight forwarding industry through public relations;
- d. To establish and maintain contacts with respective government institutions related to the operations of members and assist, through research and formulation of policies beneficial to the freight forwarding fraternity.
- e. Spearhead training of members of the national associations, and professionalise the function of the freight forwarding Industry.
- f. Establish professional standards for the freight forwarding Industry.

- g. Evolve, maintain and police a code of conduct for the industry in the Region, to sustain ethics and integrity among member associations and their members.
- h. Perform all other functions in furtherance of the objects of the Federation.

## **ARTICLE 5 (FIVE)**

### **Membership**

#### **5.1 Categories of membership**

The membership of the Federation shall be open to:

##### **a. Ordinary members**

- i. National associations of the freight forwarding Industry of Regional states of Eastern Africa upon application that shall be admitted as ordinary members.
- ii. Only one ordinary member shall be admitted per sovereign state.

##### **b. Associate members**

Associations related to the freight forwarding Industry in the Region e.g. transporters association; warehousing association etc shall be admitted as associate members through the national associations.

##### **c. Honorary members**

- i. Persons invited and nominated by the Board and ratified by the General Assembly to advise the Federation on special issues related to the industry shall be admitted as honorary members.
- ii. Such persons shall be nominated depending on their individual contributions to the cause of the freight forwarding industry in the Region.

#### **5.2 Membership fees**

- a. There shall be an admission and annual subscription fees to be determined by the General Assembly from time to time.
- b. Membership fees shall be structured in various contribution categories.
- c. Membership fees shall not apply to honorary members.
- d. Annual subscription fee shall be payable by 31<sup>st</sup> March of every year.

#### **5.3 Commencement, suspension and termination**

- a. Membership commences upon approval of application by the Board and payment of membership fees subject to clause 5.2 (b) above.
- b. Membership maybe suspended:
  - i. Due to failure to meet member's financial obligations
  - ii. Due to gross misconduct and or absolute failure to abide by the Constitution and other instruments of the Federation, compliance of which is mandatory and even being demanded to comply. In such an event, the Board shall recommend to the General Assembly for suspension of membership giving reasons why.
- c. Termination of membership shall be: -
  - i. Through six months notice of withdrawal by a member submitted to the Secretariat by registered mail. The withdrawal must have approval of the national assembly of the member concerned. Such termination must be acknowledged in writing by the Secretariat.
  - ii. Due to failure to meet member's financial obligations.
  - iii. Any member withdrawing from the Federation shall be liable to pay any outstanding subscriptions or any other payments accrued during the financial year in which membership ceases.
  - iv. Due to gross misconduct and or absolute failure to abide the Constitution and other instruments of the Federation, compliance of which is mandatory and even being demanded to comply. In such an event, the Board shall recommend to the General Assembly for termination of membership giving reasons why.
  - v. Provided that upon termination or suspension of membership, all officers of the member concerned serving in any of the organs and/or sub committees of the Federation shall cease service forthwith and.
  - vi. In such an event, the Board shall co-opt a replacement until the next meeting.

#### **5.4 Rights, responsibilities and obligation of members**

- a. Members shall abide by the Constitution and any rules and regulations as provided for in the Constitution and the Code of Conduct.
- b. Members shall act consistent with the resolutions of the organs of the Federation
- c. National associations shall wholly own the Federation and in doing so shall be governed by its Constitution.
- d. The national associations shall have full voting rights.
- e. Each national association shall be represented by five delegates during the General Assembly.
- f. Member associations shall work hand in hand with the Federation.
- g. Associate members shall support the Federation in its endeavor to achieve the objectives.
- h. Honorary members shall advise the Board on special issues relating to the industry.

- i. Honorary and Associate members shall have no voting rights and shall not be eligible to hold any elective positions.

## **ARTICLE 6 (SIX)**

### **Organs**

**6.1** The organs of the Federation shall comprise of the following.

- a. General Assembly
- b. Executive Board

### **6.2. The General Assembly.**

There shall be a General Assembly, which shall be the supreme organ of the Federation.

#### **a. Structure and operation**

- i. The composition of the General Assembly shall be the Executive Committees of member national associations. Each member state shall have five votes. Proxy votes shall be admissible.
- ii. The General Assembly shall convene once in a year, at the latest on 31<sup>st</sup> of March of every year, through a notice of not less than twenty one days excluding the day the notice is given to all members.
- iii. The venue of the General Assembly shall rotate among countries of the member national associations.
- iv. The agenda for the General Assembly shall be as follows:
  - 1) Opening
  - 2) Confirmation of the minutes of the last General Assembly and / or any Extra Ordinary General Assembly
  - 3) The President's report.
  - 4) Discussion and adoption of the annual accounts
  - 5) Consideration and approval of the budget
  - 6) Appointment of Auditors
  - 7) Appointment of trustees
  - 8) Election of the Executive Board
  - 9) Any other matters with the permission of the chairperson or for which notice shall have been given.
- v. An extra Ordinary General Assembly may be called:
  - 1) If the President deems it necessary
  - 2) If demanded by two thirds of the members.

- vi. Agenda for the Extra Ordinary General Assembly shall be as per notice convening the meeting but the chair shall decide what other additional issues maybe discussed.
- vii. The quorum of the General Assembly shall be 50% in attendance or by proxy.
- viii. Details of the procedure for conduct of voting and elections, together with the procedure for the nomination of candidates shall be set out in the election regulations, which shall be approved by the General Assembly.
- ix. Meetings of the General Assembly shall be conducted by the President or in his absence one of the Vice Presidents or in the absence of the above officers, a member selected from the present members.
- x. All the elective positions of the Board shall rotate among the member national associations every term.
- xi. The Board shall determine how the rotation shall be done from time to time.
- xii. There shall be one President, two Vice Presidents, Secretary General and the Treasurer elected by the General Assembly.
- xiii. The term of office shall be two years.

**b. Functions of the General Assembly**

- i. Amendment of the statutes.
- ii. Approval of the Annual Reports of the Federation.
- iii. Approval of the Audited accounts of the Federation
- iv. Approval of the budget of the Federation.
- v. Election and dismissal of the members of the Board.
- vi. Appointment of Auditors on recommendation of the Board.
- vii. Determination of the categories of membership and the membership fees.
- viii. Ratification of the honorary membership.
- ix. Approval of rules and regulations.
- x. Approval of the Code of Conduct
- xi. Dissolution of the Federation.
- xii. Distribution of the Assets of the Federation in the event of dissolution.

**6.3 The Executive Board**

There shall be a Board, which shall be the Executive organ of the Federation responsible for the conduct of the business and affairs of the Federation and shall exercise such powers consistent with the Constitution

**a. Structure and operation**

- i. The Executive Board shall comprise of the President, 2 Vice-Presidents, Secretary General, Treasurer consistent with article 6.2 a. (xii) hereof and one member per member national association.



- ii. The Board shall be constituted in such a manner as to reflect a balanced representation of the member national associations of the Federation subject to article 6.2 a. (x).
- iii. The meetings of the Board shall be chaired by the President or in his absence any of the Vice Presidents or in absence of all these officers, a member selected by the meeting shall take the chair.
- iv. The meetings of the Board shall be convened by the Secretariat.
- v. The Board shall meet at least twice a year.
- vi. Venue of meetings of the Board shall rotate between states of member associations
- vii. Quorum of the Board meetings shall be 2/3 of the Board members.
- viii. Emergency Board meetings may be convened at the discretion of the President.
- ix. The Board shall take its resolutions by a majority of the votes present. In the event of a tie, the President or acting Chair of the meeting shall have a casting vote.
- x. The Board shall compile rules and regulations for itself, which shall be approved by the General Assembly.
- xi. The Board shall form Sub-Committees as it shall deem fit.
- xii. The immediate outgoing President shall remain as an ex-officio member of the Board for a period of two years (one term) after leaving office with no voting right.

**b. Functions of the Board**

- i. Advise the General Assembly.
- ii. Appoint, support and oversee the running of the secretariat.
- iii. Co-ordinate the activities of the Federation.
- iv. Generate, control and supervise finances of the Federation.
- v. Implement decisions of the General Assembly.
- vi. Look after the Assets of the Federation.
- vii. Define the terms of reference of the sub committees and co-ordinate their work.
- viii. Promote and maintain liaisons with relevant organisations.
- ix. Promote professionalism, ethics and integrity through training and other relevant approaches in the freight forwarding industry of the Region.
- x. Enforce the Code of Conduct

**c. Responsibilities of elected members of the Board**

**(i) The President**

The President shall:

- 1) Be the spokesperson of the Federation.
- 2) Chair all General Assembly and Board meetings.

**(ii) Vice Presidents**

The Vice-Presidents shall deputise the President

**(iii) The Secretary General**

The Secretary General shall:

- 1) Ensure observance of the election rules.
- 2) Ensure compliance with the Constitution and rule of procedure of the Federation.

**(iv) The Treasurer**

The Treasurer shall oversee proper management of the finances of the Federation as directed by the Board.

**ARTICLE 7 (SEVEN)**

**Secretariat**

There shall be a permanent secretariat.

**7.1. Structure**

- a. The Secretariat shall be headed by an Executive Director who shall be the Chief Executive Officer.
- b. The Chief Executive Officer shall be hired on merit and shall be answerable to the Board.
- c. The set up at the Secretariat will be supervised by the Board, which shall have powers to hire and fire.
- d. The Chief Executive Officer shall be the Secretary to Board

**7.2 Functions**

The Secretariat shall:

- a. Implement resolutions, decisions and recommendations of the Federation
- b. Provide secretarial services for all meetings and maintain and preserve all records of such meetings.
- c. Provide technical support through research, analysis, studies, compilation of data and statistics
- d. Collect, collate and disseminate information
- e. Implement the various projects and programmes of the Federation

- f. Prepare the agenda and present the annual report, income and expenditure accounts and the budget to the General Assembly
- g. Prepare a work plan for the Federation.
- h. Call all meetings of the General Assembly and Board according to laid down procedures
- i. Co-ordinate various organs and activities of the Sub-Committees.
- j. Ensure that records of the Federation are kept properly
- k. Provide regular reports as shall be required to the Board
- l. Ensure sound use and management of the assets of the Association
- m. Supervise and monitor compliance to the Code of Conduct
- n. Represent the Federation in any meetings with other organizations where members have interest and articulate the views and concerns of the Federation after seeking approval of the Board on matters requiring intervention of the Board.
- o. Perform any other duties on behalf of the Federation as shall be directed by the Board from time to time.

## **ARTICLE 8 (EIGHT)**

### **Sub-Committees**

- a. There shall be Sub-Committees as shall be determined by the Board and subject to the approval of the General Assembly
- b. The role of each Sub-Committee shall be determined by the Board.
- c. The Board shall appoint a convenor and an alternate to each sub-committee. All convenors shall be members of the Board but the President may not be a convenor.
- d. Every sub-committee shall draw its own rules for approval by the Board.
- e. Resolutions of the Sub-Committees shall be subject to approval and ratification of the Board to become binding.
- f. Each sub-committee shall submit a report at every meeting of the Board.

## **ARTICLE 9 (NINE)**

### **Code of Conduct and Standard Trading Conditions**

- a. There shall be a Code of Conduct, which shall be approved by the General Assembly and shall be binding to all members. The Code of Conduct shall be amended by the General Assembly from time to time on recommendation of the Board.
- b. There shall be a set of Standard Trading Conditions, which shall be binding to all members of the Federation.

## **ARTICLE 10 (TEN)**

### **Language**

The official languages of the Federation shall be English, French and Swahili

## **ARTICLE 11 (ELEVEN)**

### **Applicable Law**

- a. Applicable Law for the Federation shall be the law of the Republic of Tanzania.
- b. Arbitration shall be as per the Tanzania arbitration laws.

## **ARTICLE 12 (TWELVE)**

### **Funds**

#### **a. Funding of the Federation**

The Federation shall derive funding from:

- i. Membership and annual subscription fees.
- ii. Donations from international organizations that the Federation is affiliated to.
- iii. Any donation from donor agencies and other legal sources.
- iv. Fees chargeable on special services rendered by the Federation
- v. Proceeds from any other projects/investments that are legally permissible

#### **b. Management of Funds**

- i. All monies received by the Federation shall be paid into an account to be opened in the name of the Federation at a bank to be approved by the Board. Cheques drawn on such an account shall be signed by any two office bearers provided that one of them is the Treasurer, President, or Vice-President.
- ii. The funds of the Federation may only be utilised for the objects set out in this Constitution, and shall not be disbursed or distributed to the members except in accordance with provision of this Constitution.

- iii. The Board may incur expenditure in the furtherance of the objects of the Federation and in payment of salaries of officers and staff employed by the Board on behalf of the Federation and of general office and other expenses including fees and charges for services rendered.
- iv. The Secretariat shall be funded by member Associations, in a manner to be determined by the General Assembly from time to time.

## **ARTICLE 13 (THIRTEEN)**

### **Auditor**

- a. An auditor shall be appointed every year by the General Assembly. All Federation's accounts, records and documents shall be open to the inspection of the auditor any time. The Treasurer shall produce an account of receipts and payments and statement of assets and liabilities made up to date which shall not be less than three weeks and not more than three months before the date of the Annual General Assembly. The auditor 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 Federation in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b. A copy of the Auditor's report on the accounts and statements together with such accounts and statements shall be made available for inspection by all members at the time of convening the Annual General Assembly. An Auditor may be paid such a fee for his duties as may be resolved by the General Assembly.
- c. No auditor shall be a member of the Federation.

## **ARTICLE 14 (FOURTEEN)**

### **Disciplinary Committee**

- a. There shall be a disciplinary Committee appointed by the Board which shall have powers to handle disciplinary matters as provided for under the Code of Conduct.
- b. The Committee shall consist of a Chairperson and one member from each state.
- c. The Disciplinary Committee shall have powers to deal with the following cases:
  - i. Any dispute arising between members or between a member and the Federation.
  - ii. Any dispute arising between any member and a member of the public
  - iii. Any cases of misconduct or noncompliance with the Code of Conduct by a member.
  - iv. Any other disputes arising between a member and the authorities, which could also involve international authorities.

## **ARTICLE 15 (FIFTEEN)**

### **Trustees**

- a. Each member state shall nominate one trustee for appointment by the General Assembly. Each trustee so appointed shall hold office for a term of three years and shall be eligible for re-election after the lapse of the term of office. A trustee may be removed from office by death, retirement or by a resolution of the General Assembly.
- b. Upon death, retirement or removal of a trustee, the respective national Member association shall fill the vacancy thereby created. A member so appointed shall hold office until the next General Assembly at which the member state, which nominated the removed trustee, shall nominate a replacement for appointment by the Board.
- c. Except as otherwise provided by these rules or by any Bye-laws made hereunder, any three trustees may at any time exercise all or any duties of the trustees. The property of the Association shall be vested in and under the control of the Trustees as joint tenants. The title to such property and all rights in the trustees as such, shall in accordance with relevant law, devolve from time to time upon the persons for the time being holding office as Trustees hereunder without any conveyance, vesting order, assignment or other assurance otherwise necessary for vesting such property and rights in such persons.
- d. The Trustees shall pay all income received from property vested in the Trustees to the Federation. Any expenditure in respect of such property, which in the opinion of the Trustees is necessary or desirable, shall be reported by the Trustees to the Board, which shall authorise expenditure of such moneys as it thinks fit.
- e. Trustees are not eligible for membership of the Board or any other organ of the Federation.
- f. If after two-thirds of the Member national associations demand an extra Ordinary General Assembly and the Boards fails to convene the meeting within twenty-one days, the Trustees shall convene the meeting.

## **ARTICLE 16 (SIXTEEN)**

### **Indemnity**

If any prosecution action or suit at law be commenced against any of the office bearers or any servant or agent of the Federation for anything done by him in the proper or reasonable discharge of his duty, such a person shall be defended and indemnified by and at the cost of the Federation against all damages, costs and expenses which may be incidental to or result from such

prosecution action or suit at law and property and funds of the Federation may be applied for such purpose.

## **ARTICLE 17 (SEVENTEEN)**

### **Inspection of Accounts**

The books of accounts and all documents relating thereto and a list of the Federation assets shall be available for inspection at the registered office of the Federation by any officer or member of the Federation on giving not less than seven days notice in writing to the Federation.

## **ARTICLE 18 (EIGHTEEN)**

### **Amendments to the Constitution**

- a. These rules shall not be added to, repealed or amended except by a duly proposed resolution at a Special General Assembly convened for this purpose and provided such a resolution is approved by at least two thirds of the members present and voting by secret ballot.
- b. Provided, however, that no changes shall be effected without prior permission in writing of the registrar, obtained upon application to him made in writing and signed by the President, Secretary General and Treasurer.

## **ARTICLE 19 (NINETEEN)**

### **Dissolution**

- a. The Federation may be dissolved by resolution of the General Assembly of which at least fourteen days notice has been given, provided such a resolution is approved by at least two thirds of the members present and voting by secret ballot. Upon dissolution, all property of the Federation shall be sold and the proceeds of such a sale and all ready monies shall be divided among members in such a manner and proportion as maybe decided by the members present at the General Assembly meeting and upon approval of a resolution to that effect. The Trustees will thereafter oversee the dissolution process.
- b. Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar obtained upon application to him made in writing and signed by the three principal office bearers.
- c. When the dissolution has been approved by the Registrar, no further action shall be taken by the General Assembly or any office bearers of the Federation in connection with

the aims of the Federation other than to get in and liquidate for cash all assets of the Federation. Subject to payment of all debts of the Federation, the balance thereof shall be dealt with as provided for in sub-paragraph (a) of this clause.

## **ARTICLE 20 (TWENTY)**

### **Binding effect of the Constitution**

Acceptance of membership shall constitute an agreement between the Member and the Federation to be bound by and comply with the Constitution. Such agreement shall take effect from the date of admission and terminate upon cessation of membership.

## **ARTICLE 21 (TWENTY ONE)**

### **Date of commencement**

The Constitution shall become effective after it is adopted by a resolution of the Federation at a General Assembly and after being filed with the Registrar for registration. Upon it's coming into operation, the former Constitution shall cease to have effect.