



Capital Markets
Association Of Zambia

CONSTITUTION

ARTICLE 1 – DELEGATED POWERS AND FUNCTIONS BY THE SECURITIES AND EXCHANGE
COMMISSION OF ZAMBIA (SAC)

The following functions and powers have been delegated by the Securities and Exchange
Commission of Zambia to the Capital Markets Association of Zambia.

THE CONSTITUTION OF CAPITAL MARKETS ZAMBIA

PREAMBLE

The Capital Markets Association of Zambia members do hereby adopt this to be our constitution. The Capital Markets Association of Zambia (CMAZ) is a Self-Regulatory Organisation having perpetual succession and a Common Seal and shall, under that name, be capable of suing and being sued in its own name, and shall have the power to perform all such acts as a body corporate may by law do or perform.

ARTICLE I – NAME AND LEGAL STATUS OF ASSOCIATION

1. The name of the organization shall be “The Capital Markets Association of Zambia” (“CMAZ”).
2. The Association shall be a body corporate so established under the Societies’ Act CAP 119 of the Laws of Zambia.
3. The Association shall be a self-Regulatory Organisation pursuant to section 29 of the securities Act no. 41 of 2016 with the power to regulate the standards of practice and business conduct of its members in accordance with its by-laws, rules, policies, procedures, practices and interpretations.
4. To carry out functions or powers delegated to the association by the Securities and Exchange Commission in accordance with section 30 of the Act relating to the regulation of members of the Capital Markets Association of Zambia.
5. The Registered office shall be No.16 Plot 1130 Suite 4 Parirenyatwa Road, Fairview, Lusaka, Zambia.
6. The Association being a body corporate with separate legal personality and perpetual succession, in order to achieve its aims and objectives, shall be at liberty to;
 - (i) Raise money
 - (ii) Open Bank Accounts
 - (iii) Take out insurance
 - (iv) Employ Staff
 - (v) Acquire and manage movable and immovable assets
 - (vi) Organize workshops and events
 - (vii) Work with other groups and exchange information
 - (viii) Do anything that is lawful which will help the Association fulfil its aims and objectives
 - (ix) Invest the monies of the Association



**ARTICLE II – DELEGATED POWERS AND FUNCTIONS BY THE SECURITIES AND EXCHANGE
COMMISSION OF ZAMBIA (SEC)**

7. The following functions and powers have been delegated by the Securities and Exchange Commission of Zambia to the Capital Markets Association of Zambia;
- (i) Education of Investors and its members;
 - (ii) Observance of securities laws by its members;
 - (iii) Execution of a standard of conduct for its members and implementation of the same by its members;
 - (iv) Inspection of its members;
 - (v) Ensuring the submission of annual reports by its members to the commission;
 - (vi) Treatment of all its members and application for membership in a fair and transparent manner;
 - (vii) Ensuring that it promptly informs the commission of contraventions of the Act and/ or any subsidiary legislation made pursuant to it, of which it is, or should be, aware;
 - (viii) Ensuring that it conducts training programmes for its members and awareness programmes for its investors;
 - (ix) Introduction of a best practice policy for its members; and
 - (x) Institution of internal control standards including procedures for inspecting, auditing, monitoring and surveillance of its members.

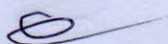
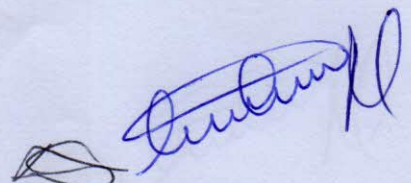
ARTICLE III – AIMS AND OBJECTIVES

8. The aims and objectives of the Association include the following;
- (i) To be an association of professionals in the capital markets industry promoting efficiency, integrity and professionalism in the Zambia's capital markets.
 - (ii) To endeavor to foster dialogue and relationships between the capital market participants and the Government so as to contribute to the development of capital markets in Zambia.
 - (iii) To promote, maintain, improve and advance the capital markets in Zambia by creating a broad based membership organization and encouragement of the participation of all capital market participants including individuals, corporates and related institutions such as issuers of securities, arrangers, brokers and investors in securities in both the primary and secondary markets.
 - (iv) To promote resilient and well-functioning capital markets. Such markets as are necessary for economic growth, for the benefit of market participants and their customers alike.
 - (v) To build trust in the capital markets by promoting best market practices through the development of appropriate market accepted policies, guidelines, rules, recommendations and standards, thereby maintaining and enhancing the framework of issuing, trading and investing in capital market instruments.
 - (vi) To bring all segments of the capital markets together and encourage dialogue between the capital markets and government regulators and the Central Bank with the aim that capital market environment supports, in a balanced and proportionate way, the resilience, efficiency and cost effectiveness of capital markets.

- (vii) To promote networking and information flow amongst market participants and between market participants and the regulators.
- (viii) To provide the capital markets with quality capital markets' information and education including legislative and regulatory updates, compliance and risk management and relevant information to all capital markets participants, conducting quality conferences, seminars and workshops which provide capital markets professionals with practical information, providing educational and training needs of professionals working within capital markets.
- (ix) To promote and sustain research interest in the discipline of capital markets and related disciplines.
- (x) To publish and disseminate capital market and other related literature.
- (xi) To advise the Zambian Government of any measures considered by the Association to be necessary from time to time for the establishment and support of the capital markets in Zambia.
- (xii) To strengthen the CMAZ secretariat to carry out its stated objectives.
- (xiii) To create and sustain a vibrant capital markets Association which is broad based, articulate, credible, inclusive, relevant and robust and a catalyst of development of capital markets and the economy at large.
- (xiv) To cultivate acquaintance, fellowship, cooperation, goodwill and a professional spirit among its members, facilitate the exchange of ideas and methods, recognize and honor their exceptional services and achievements and as it may affect their interests, further the efficiency of service to the capital markets.
- (xv) To act or co-act with others, through the proper operation of the Association and integration of the creative forces at its command, especially the Banking and Financial Services sector and Government, in the improvement of the economy.
- (xvi) To protect the vested interests of its members.
- (xvii) To provide a forum for market leadership and to advance the interests of the capital markets.
- (xviii) To develop widely accepted market standards to inspire investors' confidence.

ARTICLE IV – MEMBERSHIP

9. Members shall be the persons recorded as such in the members Register in one of the classes specified in this Constitution, who have been accepted into membership and are in good standing with the Association.
- 9.1 The first six (6) members of the Association shall constitute the interim Board of the Association and shall be responsible for the setting up and running of the Association until the first members' meeting is called and an election held.
- 9.2 Membership shall be open to all persons over the age of 18, companies and organization in support of the objectives of the Association and in compliance with one of the classes of members specified in this document.

- 9.3 Membership shall be available to anyone without regard to gender, race, nationality, disability, religion or political belief.
- 9.4 No person may be admitted as a member of the Association unless approved by the Board.
- 9.5 The terms and conditions, period of membership and fees payable by each category of members shall be decided from time to time by the Board.
- 9.6 A person who wishes to become a member must deliver to the Association, an application form, containing such information as the Board shall require.
- 9.7 There shall be Four (4) categories of membership namely; Corporate, Individual, Honorary Individual and Educational.
- 9.8 Any other category or categories of membership of the organization shall be determined by the Board from time to time.

CATEGORIES OF MEMBERS

10.0 INDIVIDUAL MEMBERS

- 10.1 The Association may grant individual membership to any person who, in the opinion of the Board by majority vote:
 - 10.2 is at least 18 years
 - 10.3 has made an application to the Association in the prescribed form and such application has been accepted by the Board
 - 10.4 is interested in promoting the objects of the Association
 - 10.5 has paid the Association's annual subscription (if any)
 - 10.6 is one of the following:
 - 10.6.1 Licensed dealer
 - 10.6.2 Licensed broker
 - 10.6.3 Licensed investment advisor
 - 10.6.4 Licensed capital markets operator
 - 10.6.5 Venture capitalist
 - 10.6.6 Staff member at: bank, financial institution, financial service business, national payment system, licensed dealer, licensed broker, licensed investment advisor, licensed capital markets operator, collective investment scheme, recognised stock exchange, asset or fund manager, insurance company, law firm, bank affiliate, affiliate of a recognised stock exchange, recognised central counterparties, or clearing and/or settlement systems or exchanges.
- 10.7 An Individual Member shall have one vote at any meeting of the Association at which such member is entitled to vote.

11.0 HONORARY INDIVIDUAL MEMBERSHIP

- 11.1.1 The Board may grant Honorary membership for such period as it deems fit to persons of distinction who have made significant contributions to the objectives of the Association and Capital Markets in Zambia.

- 11.1.2 Honorary individual members shall have no voting rights at any meeting of the Association at which a vote is called
- 11.1.3 Honorary individual members need not pay any subscription fees to the Association

11.2 FELLOW MEMBERSHIP

11.2.1 This is awarded to senior members and qualified professionals of the Capital Markets Association.

11.3 ASSOCIATE MEMBERSHIP

11.3.1 This category is awarded to persons whose position and management experience so qualify them.

11.4 CORPORATE MEMBERSHIP

11.4.1 The Association may grant Corporate Membership to a company that, in the opinion of the Board by majority vote:

11.4.2 has made an application to the Association in the prescribed form and such application has been accepted by the Board

11.4.3 is interested in promoting the objects of the Association

11.4.4 is one of the following:

11.4.4.1 Licensed dealer

11.4.4.2 Licensed broker

11.4.4.3 Licensed investment advisor

11.4.4.4 Licensed capital markets operator

11.4.4.5 Venture capitalist

11.4.4.6 Bank, financial institution, financial service business, national payment system or bank affiliate

11.4.4.7 Collective investment scheme

11.4.4.8 Recognised stock exchange or affiliate of a recognised stock exchange

11.4.4.9 Asset or fund manager

11.4.4.10 Insurance company

11.4.4.11 Law firm

11.4.4.12 Recognised central counterparties, or

11.4.4.13 Clearing and/or settlement systems or exchanges

11.4.5 A corporate member of the Association shall be liable to pay an annual subscription fee.

11.4.6 A Corporate member shall be entitled to one vote at any meeting at which such member is entitled to vote.

11.4.7 Each Corporate Member shall appoint a non-corporate individual to represent it and to vote on its behalf at meetings of the Association ('the substantive representative'). The Corporate member may also appoint



another ("the alternate representative") to attend when the substantive representative is unable.

11.4.8 Each Corporate Member must give the secretary of the Association the name of the substantive representative and the name of any alternate representative. As soon as the substantive or alternate representative leaves the corporate member which appointed them, they automatically lose their position as members of the Association.

11.5 EDUCATIONAL MEMBERSHIP

11.5.1 The Association may grant Educational membership to a non-corporate individual, person or institution of higher learning such as a college or university if, in the opinion of the Association (i) in the case of an individual, is 18 years or over and a student of a learning institution in Zambia and (ii) in the case of an institution of learning, is interested in promoting the objectives of the Association and its application has been accepted by the Association

11.5.2 The Educational member shall not be liable to pay subscription fee and shall not have any voting rights

11.6 Every applicant for membership shall apply on an appropriate form supplied by the Institute.

ARTICLE V – MEMBERS RIGHTS AND RESPONSIBILITIES

12.0 The following shall be the Members' rights and obligations;

12.1 All members of the Association shall have rights and obligations as an incidence of their membership

12.2 All members must at all times act in the utmost good faith in their conduct ensuring that they do not bring the Association into odium and/or disrepute

12.3 Members shall pay all necessary subscription and other membership fees as and when such fees shall fall due where applicable

12.4 All members shall pledge their allegiance to this constitution and shall at all times endeavor to uphold it

12.5 All members shall at all times use their individual expertise in their respective field of study for the benefit and advancement of the Association

12.6 All members shall bear allegiance to the structures as laid down by this Constitution and any other binding document drawn up by the leadership of the Association as and when such binding document is drawn up

12.7 All members shall adhere to responsibilities and obligations as shall be imposed on them by the Board from time to time

13.0 CESSATION OF MEMBERSHIP

13.1 If the member resigns by notice in writing to the Association.

13.2 If a majority of three-quarters of those Board Members present and voting at a meeting of the Board by resolution terminate the membership of any member whose conduct, in their opinion, has compromised the position of the Association or has breached any Code published by the Board. Such person shall from the time of such resolution cease to be a member of the Association, provided that before such resolution is proposed such member shall have at least twenty one (21) days prior notice of such resolution and shall have the right to be heard at the meeting at which it is proposed.

13.3 the member becomes bankrupt;

13.4 A member whose membership is terminated pursuant to this Article may be reinstated upon such terms as the Board may determine.

14.0 SUBSCRIPTION FEES

14.1 THE amount of the annual subscription payable by members shall be determined by the Board.

ARTICLE VI – MANAGEMENT OF THE ASSOCIATION

11.0 THE supervision of the management and control of the affairs of the Association shall be vested in the Board ('Board') which (in addition to any other powers and authorities expressly conferred upon the Board by the constitution) may carry into effect all or any of the objectives of the Association and may exercise all powers of the Association and do all such acts and things as may be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Constitution and to the resolutions of the Institute in general meeting. The Board consisting of up to Nine (9) elected members including a President, a Vice-President, a Treasurer, a Secretary, and five committee members

11.1 The Board office bearers shall be elected into office by members of the Association with voting rights at an Annual General Meeting for a term of Two (2) years

11.2 A member of the Board having been twice elected shall be ineligible to stand for a further term of office

COMMITTEES

12.0 There shall be set up the following committees of the Association;

12.1 Membership Committee

12.1.1 Research and meet needs of members

12.1.2 Formulate strategies to recruit new members

12.2 Market Regulation Committee

12.2.1 Responsible for the Association's Code of Conduct

12.2.2 Supervision of members

12.2.3 Promote right behavior and the highest standards of trust, integrity and professional ethics amongst its members

12.3 Finance and Audit Committee

12.4 Partnerships, Research and Policy Committee

12.4.2 Materialize benefits from partnerships and MoUs signed with different stakeholders.

12.5 Disciplinary,

12.5 The Board shall appoint any such select committee as it will, from time to time, deem necessary for the smooth running of the Association.

13. APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

13.1 (i) There shall be a Chief Executive of the Association who shall be appointed by the CMAZ board and who shall hold office on such terms and conditions of service as may be specified in the instrument of appointment, or otherwise from time to time.

(ii) The CEO will be the Secretary to the board, however will not have any voting powers during meetings.

(iii) No person shall be qualified for appointment under this section unless such person –

(a) has at least 5 years' experience or sufficient experience as deemed by the board at a senior management level in matters relating to law, finance, accounting, economics, banking or insurance; and

(b) has expertise in matters relating to money or capital markets or finance.

(iii) The chief executive shall hold office for a period as determined by the board and in accordance with the agreed and executed contract of employment:

(iv) The chief executive shall subject to the general discretion and control of the Association be charged with the direction of the affairs and transactions of the Association, the exercise, discharge and performance of its objectives, functions and duties, and the administration and control of the servants of the Association.

(v) The Chief Executive Officer shall attend meetings of the Board as an ex-officio member and may address those meetings but shall not vote on any matter.

14 Appointment and Remuneration of Staff

14.1 (i) The Association may appoint such other officers and servants as it considers necessary for the efficient discharge of its responsibility and functions.

(ii) The officers and servants appointed shall be remunerated in such manner and at such rates, and shall be subject to such conditions of service, as may be determined by the board.

(iii) Every officer or servant appointed shall exercise such powers and functions and perform the duties assigned to him from time to time by the chief executive.

14.2 Neither the Association, any of its members, officers nor servants shall be personally liable for any act which in good faith is done or purported to be done by such person, on the direction of the Association or in the performance or intended performance of any duty .

ARTICLE VII - MEETINGS

15. The Association shall hold the following categories of meetings in any given year;

115.1 GENERAL MEETINGS

15.2 There shall be held each year, a General Meeting ("The Annual General Meeting"), which shall have a set time and venue decided upon by the Board not less than 10 months but not more than 15 months after the last Annual General Meeting.

15.3 The Agenda of the Annual General Meeting shall be set by the Board

15.3.1 to receive the annual accounts, Directors report and Auditors report;

15.3.2 to approve the appointment and remuneration of the Auditor;

15.3.3 to consider any notice of motion of which notice has been given in accordance;

15.3.3 to consider election of Board Members if due and;

15.3.4 to consider any special or general business.

15.4. No business shall be conducted at a members meeting unless a quorum has been formed

15.5 A quorum for all members meetings shall be formed when no less than 10% of all eligible voting members at 31st December are present whether in person or by proxy

15.6 THE chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which was left unfinished at the meeting from which the adjournment took place. If any meeting is adjourned for more than thirty (30) days' notice of such adjournment shall be given to all the members.



- 15.7 NOTICES of motion for an Annual General Meeting shall be in writing and lodged at the office not later than twenty-one (21) days prior to the date fixed for that meeting and a copy of such notices of motion shall be sent to each Member not later than fourteen (14) days prior to the date fixed for that meeting.
- 15.8 In an event of a casual vacancy, the Secretary shall communicate to members fourteen calendar days after the vacancy has arisen inviting them to express their interest for appointment into the Board
- 15.9 The form and manner of filing nomination papers and procedures for vacant positions shall be as prescribed in the electoral rules.

16 EXTRA ORDINARY GENERAL MEETING

16.1 An Extraordinary General Meeting (EGM) shall be called at any time by the Board or upon a written request to the Secretary of the Board signed by no less than Twenty (20) fully paid up members of the Association who, at the time of such request, are in good standing with the Association.

16.2 Where the EGM is called by the Board, the date of the meeting, venue and agenda shall be sent out to the general membership no less than Seven (7) days prior to the intended date of the meeting

16.3 Where the Secretary of the Board is moved by required number of fully paid up members to call for an EGM, the Secretary shall be obliged to call for such meeting within Fourteen (16) days of such communication in writing being presented to the Secretary by the members

16.4 The date, time, venue and agenda of the EGM shall be communicated to the general membership by the Secretary of the Board as reasonably early and in as reasonably a manner as possible

16.5 The quorum at a Extraordinary General Meeting shall be thirty percentile (30%) of fully paid up members who are eligible to vote.

17 COMMITTEE MEMBERS' MEETINGS

17.1 The various committees of the Association shall meet as and when need arises

17.2 The time, date, venue and agenda of such committee meetings shall be communicated to the relevant committee members by the secretary of the specific committee and in a manner accepted by such committee

18 CONDUCT OF BUSINESS AT ANNUAL GENERAL MEETING

- 18.1 Before any business at the first Annual General Meeting is conducted, and if the interim President is not available the Vice President shall be entitled to take the chair and if there is no Vice President or if the Vice President is unwilling to act as chairperson then the attendees shall appoint a Chair for the meeting from amongst the general membership.
- 18.2 A notice period of Twenty-one (21) days must be filed, giving formal notice of the meeting, date, place and time, an agenda and proxy arrangements. Should persons wish to have items placed on the agenda, the said request or motion should be returned to the Chairperson no less than two (2) weeks prior to the meeting
- 18.3 A notice of a general meeting must specify the date, time and place of the meeting and whether the meeting is an Annual General Meeting or an Extraordinary General Meeting
- 18.4 Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the register, by post or by phone, fax or other electronic means. Notices sent by post are deemed to have been delivered forty-eight (48) hours after being posted, unless this is proved otherwise
- 18.5 A notice by the Association to any member shall be regarded as validly given if it is either delivered personally to the member or sent by fax, email or any other electronic means to the address appearing in the register of members. Members shall be responsible for notifying the Association of any change in their registered address
- 18.6 A member who attends the meeting is deemed to have received notice of the meeting and its purposes whereof. The accidental omission to give notice of a meeting to a member or a person who has not received the notice shall not invalidate the proceedings at that meeting
- 18.7 A person entitled to attend and vote at a members meeting may appoint a proxy. The proxy shall be given in a form with sufficient information as approved by the Chairperson

19. QUORUM

- 19.1 A quorum shall be formed at an Annual General Meeting if at least ten percent (10%) of the voting membership as at 31st December and are in good standing with the Association are present in person or by proxy
- 19.2 No business may be transacted at any general meeting unless a quorum is formed
- 19.3 Unless otherwise provided in this constitution, voting on an ordinary resolution put to the vote at meetings shall be deemed on a show of hands, a ballot or electronic voting unless a poll is duly demanded. Decisions shall be taken by the vote of the majority of those persons present in person or by proxy and entitled to vote at the meeting

19.4 The President or any two (2) members of the Association may demand a poll. The poll must not be made later than the declaration of a result by the show of hands

19.5 If a poll is demanded, the President may decide rules of such poll at the meeting

20. **VOTING AT MEETINGS**

20.1 Only fully paid up members who are at the material time in good standing with the Association shall have voting rights at any meeting of the Association where a vote is called

20.2 Members shall vote either in person or by proxy

20.3 A member who is entitled to attend and vote at any general meeting of the Institute may appoint another member who is similarly entitled to attend and vote for him. Notice of appointment of a proxy shall be in writing, signed by the member making the appointment and shall be lodged with the office not less than 48 hours before the time fixed for the meeting in respect of which the appointment is made.

20.4 AT any general meeting of members eligible to vote at that meeting, a resolution put to the vote of the meeting shall be decided on a show of hands or electronic voting unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or atleast (3) members present in person or by proxy.:-

20.5 A member is entitled to vote in person or by proxy. On a show of hands every member present who is entitled to vote shall have one (1) vote. On a poll every member who is entitled to vote and is present in person or by proxy shall have one (1) vote.

20.6 Where there is a tie in any vote, the President (or whoever shall chair such meeting) shall cast a deciding vote

21. **PROPOSALS**

21.1 Proposals must be sent to the elected Secretary of the Association prior to the issuing of notices for the meeting. The members intending to back the proposal (first and second) must be prepared to discuss such proposal at the meeting. Failure to do so will lead to the proposal being dropped

ARTICLE VIII – THE BOARD

22. The supervision of the management and control of the affairs of the Association shall be vested in the elected Board.

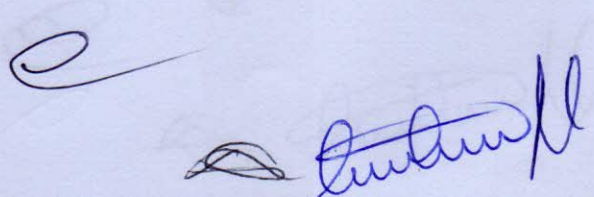
22.1 The board shall consist of:



- 22.1.1 The President, Vice-President, Treasurer and six (6) other members who shall be elected every two years by the Annual General Meeting
- 22.1.2 The CEO & Secretary shall be an ex-officio member of the board. In the event that there is no CEO the board may select a Secretary from the board.
- 22.2 No Board member shall be remunerated for their services to the Association. All members of any committee shall perform their duties on a non-paid voluntary basis. Members may, however, be reimbursed for their travelling and other expenses reasonably incurred by them in the execution of their duties and upon production of valid receipts
- 22.3 The business of the Association shall be managed by the Board
- 22.4 The Board shall be responsible for the management of the Association and for that purpose may give direction to the office bearers as to the manner in which, within the law, they shall perform their duties
- 22.5 A member ceases to be on the Board;
- 22.5.1 is absent, except on leave granted by the Board, from (3) consecutive meetings of the Board; or
- 22.5.2 is found to be of unsound mind or the members' person or estate is liable to be dealt with in accordance with the law relating to mental health in force in any place; or
- 22.5.3 ceases to be member of the Association;
- 22.5.4 is convicted of an indictable offence, becomes bankrupt
- 22.5.5 A member of the Board may resign from office by notice in writing signed by the member and left at the office. A resignation under this Rule shall take effect from the day on which the notice of resignation is left at the office or such later date as is specified in that notice.
- 23.0 The Board may at any time and from time to time appoint a member of the Institute to be a Board Member to fill a casual vacancy in the membership of the Board. Any person so appointed shall hold office until the next Annual General Meeting.
- 24.0 THE Association may from time to time by an ordinary resolution passed a general meeting increase or reduce the number of Board Members.
- 25 The President or any two members of the Board may call for a meeting of the Board with not less than seven (7) days' oral or written notice. Unless members of the Board who are entitled to notice agree to the holding of a meeting at shorter notice (which agreements shall be sufficiently evidenced by the presence thereat of all Board Members or by all Board Members signing a notice to that effect).



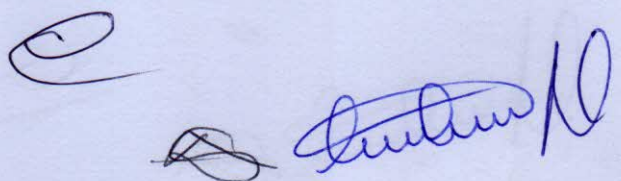
- 26 The President convenes and chairs meetings of the Board but if there is no President or if at any meeting the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is present but unwilling or unable to act as chairperson of the meeting, the Board may choose one of their number to be the chairperson of that meeting.
- 27 THE quorum necessary for the transaction of the business of the Board shall be five (5).
- 28 A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretions vested in or exercised by the Board.
- 29 MATTERS arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a casting vote.
- 30 A meeting of the Board may be held by electronic media such as telephone or tele-conference call or video-conference call or any other acceptable media provided a sufficient number of members of the Board to form a quorum.
- 31 The President convenes and chairs meetings of the Board and the Annual General Meeting and carries out such other functions as from time to time may be required of him as the Executive head of the Association
- 32 The vice-president shall assume the role of acting-President in the absence, incapacitation or by assignment of the President
- 33 The treasurer shall be responsible to the Board and the Annual General Meeting for the finances of the Association. It shall be the responsibility of the Treasurer to keep proper books of Accounts of the Association and to ensure the same are properly written up, preserved and available for inspection when necessary
- 34 The CEO and secretary shall oversee the administrative affairs of the Association. It shall be the responsibility of the Secretary to issue notices convening all meetings of the Executive and the Association in general and to keep minutes of all such meetings and ensure the proper storage and preservation of all records of the Association.
35. **POWERS AND DUTIES OF THE BOARD**
- 35.1 The Board shall, subject to the provisions of this constitution;
- 35.2 Appoint the Ex-officio committee members
- 35.3 Act in good faith and discharge its fiduciary duties with utmost care and skill



- 35.4 Formulate policy and give strategic direction to the Association
- 35.5 Transact such business as it may deem necessary or appropriate
- 35.6 Raise funds by any lawful fund-raising means for carrying out the aims for which the Association is established
- 35.7 Ensure that proper Accounts of the Associations financial affairs are maintained and annually audited and presented for approval at the Annual General Meeting
- 35.8 Generally do all things it may deem necessary to ensure that the Association achieves its objectives and is run ethically and effectively
- 35.8 In managing and contracting on behalf of the Association, the members of the Board shall be held fully indemnified in so far as their dealings are carried out in the utmost good faith and within the confines of this constitution
- 36. **DELEGATION OF POWER**
- 36.1 The Executive shall be at liberty to delegate its power to sub-committees for the expedient carrying out of Association functions from time to time
- 37.2 The Executive may set up sub-committees to organize various functions and Association activities

ARTICLE IX- FINANCE

- 38. The financial year of the Association shall be from 1st January to 31st December of each year and audited financial statements shall be prepared at the end of the year for approval at the Annual General Meeting
- 38.1 All monies obtained by the Association shall be used solely for purposes of the Association
- 38.2 Any Bank Account opened for the Association shall be in the name of the Association and shall have no less than three (3) signatories
- 38.3 All Bank Account withdrawals must be sanctioned at committee meetings
- 38.4 Any Cheques or payment instruction issued shall be signed by at least two (2) of any three nominated signatories
- 38.5 The President, Treasurer and 2 committee members shall have signing authority



- 38.6 Any grants obtained must be kept in separate Bank Accounts and accounted for and audited separately in the annual accounts
- 38.7 The Treasurer must ensure that the ordinary expenditure of any given year is not more than the ordinary income of that year
- 38.8 The definition of Ordinary and Extraordinary expenditure is the responsibility of the Board
- 38.8 A proposed budget shall be presented to the first full meeting of the Annual General Meeting. Necessary suggestions for revision should be accepted by the Treasurer
- 38.8 Any reserves at the end of the financial year shall be carried over into reserves for the following financial year
- 38.9 The books of Accounts and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than Seven (7) working days' notice in writing to the Association Treasurer
- 38.10 Members of the Association must adhere to the legal obligations imposed on them by the founding documents of the Association, Common Law and the Legislation governing the Association
- 38.11 THE Board shall from time to time cause to be prepared and to be laid before the Association in the Annual General Meeting such income and expenditure accounts, balance sheets, and reports as are required by the Constitution or are thought desirable by the Board and shall cause such accounts and balance sheets to be audited.
- 38.12 A copy of the financial statements and directors' report (including every document required by law to be annexed thereto) which is to be laid before the Association in 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 sent to every member of the Institute and not more than three (3) calendar months from the end of the financial year.

ARTICLE X –COMMON SEAL

- 39. The Common Seal of the Association must be kept in the custody of the Association Secretary. The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested to by the signatures of at least Two (2) members of the Executive one of which must be the Secretary of the Association

ARTICLE XI – AMENDMENT OF THE CONSTITUTION

- 40.0 The Institute shall by a vote of at least two-thirds of the Members voting by secret ballot at a General Meeting of the Association, adopt this Constitution and shall in like manner amend it. Objects of this Constitution shall be negotiated subsequent to their approval and presented to an Annual General Meeting.
- 40.1 The proposed amendment shall be included in the Agenda and notice thereof given to each Executive member at least Twenty-One (21) days prior to the meeting at which the amendment shall be considered, unless every voting member waives notice
- 40.2 A twenty-one (21) days' notice of the proposed amendment shall also be sent to every member of the Association. If any member objects, they must inform the Executive in writing, giving reasons for the objection and alternatives no less than Seven (7) days before the meeting
- 40.3 If Ten percent (10%) or more of members object in writing, the decision shall be deferred to a general meeting.
- 40.4 This provision shall not apply to formal amendments made by the Executive to clarify or improve procedure, or to meet the requirements of a statutory authority such as the Registrar of Societies or the Revenue Authority during the first year of operation of the Association
- 40.5 Such amendment shall be reported to the members at the following Annual General Meeting and a copy of the amendment and the constitution shall be available for inspection. Copies of the amended constitution shall be available for members on payment of a specified fee if any
- 40.6 A special general meeting of members may be convened in terms of this Article to review and amend the constitution. This constitution may be amended at such a meeting by a resolution passed by no less than Seventy-Five (75%) of the members present and eligible to vote either in person or by proxy
- 40.7 An amendment to the Constitution shall be submitted for approval to the relevant statutory authority in Zambia such as the Revenue Authority or the Registrar of Societies
- 40.8 Amendments to the constitution shall be made available on the Associations website for access by the general membership
- 40.9 Proposals for amendments to the constitution shall be delivered in writing to the Secretary. The Secretary in conjunction with other Executive officers shall then decide on the date of a forum meeting to discuss such proposals giving at least Twenty-One (21) days' notice

ARTICLE XII – INDEMNITY

- 50. The Association shall be deemed to indemnify and hold indemnified each Board member and each office-bearer harmless against all claims, demands and actions of whatsoever nature that may be made upon or brought against such office bearer whether individually and/or jointly and severally, arising out of or in connection with the administration of the Association, save and except where the claims and/or actions are caused by the personal willful bad faith or fraud of such office bearer
- 50.1 No member of the Association shall be legally liable towards any persons or body by reason of any act of that person unless such act was done ultra vires the powers of the Association or the authority conferred upon any office bearer

ARTICLE XIII – CONFLICT OF INTEREST

- 51. All Association members and elected office bearers must declare interest in matters which may concern them and that they can affect by being present when such matter is discussed and voted upon. Failure to declare interest shall lead to suspension of membership until disciplinary action is taken against the erring member.

ARTICLE XIV – DISPUTE RESOLUTION

- 52.0 In the event of any dispute arising out of the interpretation and application of this Constitution, the management of CMAZ or such other matter incidental hereto, the party declaring the dispute shall notify the other in writing in a manner provided for under this constitution.
- 52.1 The notice of the dispute must, in the minimum contain the following;
 - 52.1.1 issue/s in dispute
 - 52.1.2 nature of the dispute (whether procedural or substantive)
 - 52.1.3 the period during which such issues arose
 - 52.1.4 whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Association



- 52.2 on receipt of the notice by the party against whom a dispute has been declared, both parties must endeavor in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods
- 52.2.1 if the parties do not agree within Seven (7) days of receipt of the notice of dispute as to;
- (i) the dispute resolution method and procedure to be adopted
 - (ii) the timetable for all steps in the procedure
 - (iii) the selection and compensation of the remuneration of the person/s required to conduct the dispute resolution then the dispute shall be settled in accordance with the Arbitration Rules and Laws applicable in Zambia

ARTICLE XV - DISSOLUTION

53. If the Board decides that it is necessary or advisable to dissolve the Association, a members meeting shall be called
- 53.1 Notice (stating the terms of the proposed dissolution) must be given at least Twenty-One (21) days before the meeting
- 53.2 If the proposal is approved by Seventy-Five percent (75%) of members present and eligible to vote either personally or by proxy, the vote shall trigger the winding up process
- 53.3 A members' meeting called in terms of clause (30) may discuss other avenues such as amalgamation or merger of the Association with other associations with similar aims and objectives in such manner as the members at the meeting may deem fit in order to establish a new organization which will be beneficial to capital markets in Zambia
- 53.4 Should a resolution be passed by 75% of the general membership to amalgamate, merge or otherwise alter the structure of the Association, an interim committee with the power to delegate shall be appointed at the meeting to take charge of the structural change
- 53.4.1 the interim committee shall have all the vested power of the Board and shall have authority to determine the date upon which assets and liabilities of CMAZ shall be vested in such new organization and when CMAZ shall cease to exist

ARTICLE XVI – APPLICABLE LAW

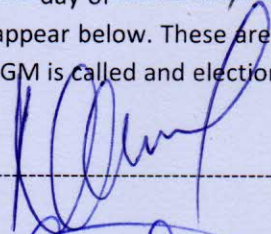
54. The governing Act shall be the Societies Act CAP 119 of the Laws of Zambia with any future amendments as may be made to it



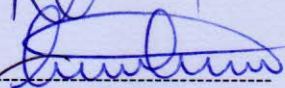
ARTICLE XVII – ADOPTION OF CONSTITUTION

This Constitution has been adopted this 9th day of JULY Two Thousand and Twenty-One by the people whose signatures appear below. These are the first members of the Association and shall form the Board until an AGM is called and elections held within Twelve (12) calendar months from this date.

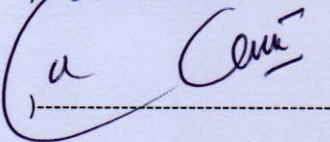
Signed by the said
(President)

) 

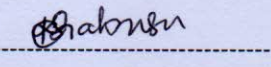
Signed by the said
(Vice-President)

) 

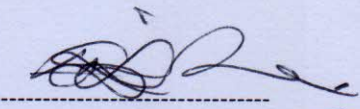
Signed by the said
(Treasurer)

) 

Signed by the said
(Secretary)

) 

Signed by the said
(Vice Secretary)

) 

Signed by the said
(Committee Member)

) 