

CONSTITUTION

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STATUTES

of

BUSINESSAfrica Employers' Confederation

Founded on 12 October 1986 in Cairo

(as amended at the General Assembly on 7 June 2012)

PREAMBLE

We, the African employers assembled in Cairo as a Constitutive Congress,

Recalling the National Declaration of 1973 in which African employers initiated a historic move to form a continental organization to co-ordinate their efforts,

Noting the decision taken in Abidjan in 1977 to form a Provisional Committee to draft a Constitution for the consideration of the Constitutive Congress,

Aware of the fact that the workers of Africa have been accorded observer status in major continental and international organizations and are able to represent the African workers' views without a countervailing employer' voice,

Concerned that so long as African employers continue to be fragmented into potentially divisive linguistic blocs their contribution to the social and economic development in Africa cannot be fully effective in these for a,

Realizing that effective promotion of tripartism at national, subregional and continental levels presupposes the existence of strong and independent employers' organizations at such levels.

Now therefore

Solemnly bind ourselves individually and collectively to the transformation of the Pan-African Employers' Confederation which was established on 12th day of October 1986 in Cairo into BUSINESSAfrica, on 10th day of October, 2011 at a special meeting held in Johannesburg.

1. OFFICES OF BUSINESSAfrica

The headquarters of BUSINESSAfrica shall be located in Nairobi. The location of the headquarters of BUSINESSAfrica and of its Secretariat may be changed within Africa by the General Assembly on a decision carried by two-thirds of registered members with voting rights.

2. OBJECTS

The objects of BUSINESSAfrica shall be:

- a) To work for the promotion of industrial peace in all enterprises in Africa by the development of sound industrial relations, and personnel management practices.
- b) To provide for consultation between employers' organizations, to ascertain their views on matters of common concern and to represent those views to any inter-governmental body.
- c) To co-operate with all international employers' organizations whose objects are consistent with those of BUSINESSAfrica and to maintain contact with international and regional organizations such as the International Labour Organization, the Africa Union and the AU Labour and Social Affairs Commission, the Arab Labour Ministers' Conference and the International Organization of Employers, dealing with economic development and social progress and to assist in the formation of national employers' organizations in Africa.
- d) To assemble and make available to members when required existing and proposed legislation relevant to the activities of BUSINESSAfrica.
- e) To collect and collate from members or other sources economic and social data that are of benefit to members.
- f) To respect the principles underlying the economic and social order of every African country.
- g) To promote vocational and professional training by encouraging national, subregional and continental symposia and seminars in fields of particular interest to African employers.

- h) To associate African employers' organizations in a joint effort to increase the understanding and importance of the role they play in the continued improvement of society and the State.
- i) To do all such other lawful things as are incidental and conducive to the attainment of the above objects or any of them, provided always that nothing shall be done by BUSINESSAfrica in pursuance of its objects:
 - Which would constitute an interference with any member of BUSINESS Africa in the conduct of its affairs, or
 - Which should be inconsistent with the retention by all members of BUSINESSAfrica of their complete individual autonomy and independence of action, or
 - Which would commit member organizations in political and financial matters without their specific approval, and further provided that BUSINESSAfrica shall not communicate to a non-member any information furnished to BUSINESSAfrica by any member except with the consent of that member.
- j) To promote, advocate, protect and defend the interest of African employers at all suitable fora.
- k) To work for the creation and development of strong and independent national and subregional employers' organizations.
- l) To promote the principle of tripartism in the solution of social and economic problems in collaboration with the Governments and Workers.
- m) To set up appropriate mechanisms with a view to strengthening partnerships with the BUSINESS community and the private sector in Africa.

3. OFFICIAL LANGUAGES

The Arabic, English and French languages shall be the official languages of BUSINESSAfrica.

4. MEMBERSHIP

- a) Membership of BUSINESSAfrica shall consist of the most representative central organizations of employers of African countries.
- b) Application for membership shall be made in writing to the Secretary General of BUSINESSAfrica who shall communicate the application to the Executive Council which may provisionally admit the applicant subject to the final approval of the General Assembly of BUSINESSAfrica at its next meeting.

Admission to membership of BUSINESSAfrica shall be done by resolution of the General Assembly and applications for membership may be rejected provided that the applicant shall be informed of the grounds for rejection of such membership application and shall be accorded every reasonable opportunity to appeal to the General Assembly for a reconsideration of its decision.

- c) BUSINESSAfrica shall not, in the absence of special circumstances:
 - i. Accept an application from an employers' organization which is itself a member of, or eligible for membership of another employers' organization which is qualified for membership of BUSINESSAfrica,
 - ii. Accept an application from an organization other than the employers' organization most representative employers in the country concerned.
- d) Representatives of employers' organizations which are not eligible for membership of BUSINESSAfrica, may with the approval of the General Assembly, attend a meeting of the General Assembly, attend a meeting of the General Assembly as observers.

5. GENERAL ASSEMBLY

- a) The General Assembly shall be the only responsible body determining the general policy of BUSINESSAfrica. In particular, it shall be empowered to:
 - Change the location of the headquarters of the Confederation and of its Secretariat (Art. 1)

- Admit new members (Art. 4b),
 - Decide to accept observers to its meetings (Art. 4d),
 - Determine the date and place of its next meeting and examine its agenda (Art. 5b & d),
 - Elect the Executive Council (Art. 6a).
 - Receive the report of the Secretary-General on the activities of BUSINESSAfrica (Art. 7e),
 - Appoint the Secretary-General of BUSINESSAfrica and, if need be, discharge him (Art. 7a & d),
 - Adopt the budget of BUSINESSAfrica, fix the subscriptions of its members and adopt the accounts of the preceding financial year (art. 10),
 - Amend the Statutes and By- Laws of BUSINESSAfrica (Art. 11)
 - Terminate a members affiliation (Art. 12a),
 - Dissolve BUSINESSAfrica (Art. 14)
- b) The General Assembly of BUSINESSAfrica shall be held at least once every two years. The date and place of the next meeting shall be determined by the General Assembly before the close of its BUSINESS.
- c) A special meeting of the General Assembly shall be called if and when deemed necessary or on the requisition of at least one half of the members of BUSINESSAfrica, such meetings to be held within three months of such requisition must be in writing and must state the business proposed to be brought before the General Assembly.
- d) At least three months' notice of any meeting of the General Assembly and two months' notice of any special meeting of the General Assembly shall be given to each member, and such notice shall in each case be accompanied by and agenda.

- e) Each member shall be entitled to appoint a representative to attend the General Assembly with the right to vote. Each member may, in addition, appoint one or several substitutes to attend.
- f) A quorum shall be formed when 50% of the member organizations of BUSINESSAfrica are represented at the General Assembly.
- g) All meetings of BUSINESSAfrica shall be presided over by the President or in this absence by one of the Vice-Presidents elected as provided for in Article 6.
- h) The title of Honorary President shall be conferred by the General Assembly to a particularly eminent personality, whose action has contributed to the achievements of BUSINESSAfrica.

6. EXECUTIVE COUNCIL

- a) The Executive Council shall consist of twelve members appointed by the General Assembly for a period of two years: the President, the first and second Vice-Presidents, the Secretary-General, the Deputy Secretary-General, the Treasurer, the Deputy Treasurer and five members. The President, the first and second Vice-Presidents shall each come from a different sub-region. The President of BUSINESSAfrica shall be elected every two years on the basis of the respect of a subregional rotation.
- b) The President shall preside over all meetings of the Executive Committee which should meet at regular intervals to look into the policy matters and current problems of BUSINESSAfrica.
- c) It shall be the responsibility of the Presidents to consult members on the policy matters affecting members' interest. In cases of urgency, he shall consult the Executive Council and shall report to all members immediately afterwards.
- d) All duties and powers of the President under these Statutes shall, in the event of his death, resignation or inability to act, devolve upon the Vice-Presidents in order of seniority.

7. SECRETARIAT OF BUSINESS Africa

- a) The General Assembly of BUSINESSAfrica shall appoint or elect the Secretary-General who, with the authority of the Executive Council, shall appoint such staff as is needed for the efficient administration of BUSINESSAfrica.
- b) With the authority of the Executive Council, the functions of the Secretary-General shall be to carry out the decisions of the General Assembly, to prepare studies of questions raised and including an annual report and accounts, to undertake all work comprised in the aims of BUSINESSAfrica and to assure the day-to-day administration of BUSINESSAfrica.
- c) Unless he is elected by the General Assembly, the Secretary-General shall be a paid official of BUSINESSAfrica and his terms and conditions of service shall be determined by the Executive Council.
- d) Unless he is elected by the General Assembly, the Secretary-General shall be appointed for a period fixed by the Executive Council for a maximum of four years, which may be renewed. The General Assembly may remove him from office at any time by a two-thirds vote during a General Assembly meeting, upon recommendation of the Executive Council.
- e) The General Assembly shall receive the Secretary-General's report on BUSINESSAfrica activities.

8. SUB-REGIONAL SECTIONS

- a) BUSINESSAfrica shall promote the establishment of subregional employers' organizations throughout Africa.
- b) The sub-regional organizations shall adopt their own rules and procedures.
- c) Sub-regional employers' organizations may become associate members of BUSINESSAfrica subject to the approval of the General Assembly on terms and conditions it deems fit.

- d) Their aim shall be to promote and develop a common approach to current economic and social problems facing employers and to promote the objects of BUSINESSAfrica on a sub-regional basis.
- e) Each sub-region will encourage contacts with the other sub-regions through exchange of minutes of sub-regional meetings and sending of observers at sister sub-regions' meetings.

9. VOTE

- a) Each voting representative appointed in accordance with Article 5e shall be entitled to one vote. Votes will be taken by a show of hands unless a request for a secret ballot is made by at least one-third of the members present.
- b) In case of a tie vote within the Executive Council, the President shall have the casting vote.

10. FINANCE

- a) The Financial year of BUSINESSAfrica shall be the period from 1st January to 31st December of each year.
- b) The rate of subscription payable by each member in any given year shall be submitted in writing by the Finance Committee to the members at least four months prior to the General Assembly meeting. The adoption of the budget shall be ratified by not less than two-thirds of the votes cast at the meeting, including proxy votes.
- c) An establishment and reserve fund shall be established consisting of voluntary contributions paid by the members of BUSINESSAfrica at the time of its establishment and in subsequent years, to meet the initial expenses of BUSINESSAfrica and any subsequent budgetary shortfall.
- d) The annual subscription for each financial year shall be paid:
 - i. In the case of new members, within 60 days of election, to provisional membership.
 - ii. In the case of other members, at the start of the financial year and not later than 1st April.

- e) On request from a member, accompanied by a statement of the reasons for its request, the General Assembly may, in the light of the special circumstances obtaining (fall in currency exchange rates, lack of development of the employers organization, economic difficulties in the country concerned of exceptional intensity of duration, or others) agree to a reduction in the amount of subscription. Such a decision shall apply for one financial period only and the General Assembly shall not be called upon to decide on subsequent reduction unless a request is again made by the member concerned.
- f) A Finance Committee shall be appointed, formed of the President, the Treasurer, the Secretary-General, and three other representatives selected from among the members of the Executive Council.
- g) The income of BUSINESSAfrica shall be constituted by subscriptions paid by its members – including contributions to the Establishment and Reserve Fund – on the understanding the BUSINESSAfrica shall not accept any material or financial contribution from any other source unless it has been approved by the majority of the Executive Council.
- h) The accounts of BUSINESSAfrica shall be prepared annually by the Secretary-General and after examination by a qualified auditor assisted by two representatives of the members appointed by the Executive Council, shall be submitted for approval at the next meeting of the General Assembly.
- i) The Finance Committee shall study the financial needs of BUSINESSAfrica. They shall be submitted to the General Assembly at its next meeting.
- j) All monies received by BUSINESSAfrica shall, within 10 days receipt, be paid into a bank account to be selected by the Executive Council in the name of BUSINESSAfrica. Cheques on such account shall be signed by the Secretary-General within the framework of the approved budget and rules established by the Finance Committee.
- k) BUSINESSAfrica's funds shall be entrusted to the Finance Committee acting as trustees.

- l) Any expenditure not provided for in the budget shall be submitted to the Treasurer's approval.

11. AMENDMENTS TO THE STATUTES

Amendments to the Statutes of BUSINESSAfrica may be made at a meeting of the General Assembly provided that three months notice of the proposed amendments have been given to each member and provided also that the amendments are approved by two-thirds of the members voting.

12. CESSATION OF MEMBERSHIP

- a) Where in the opinion of the General Assembly a member ceases to qualify for membership of BUSINESSAfrica such membership may, on a resolution by the General Assembly, be terminated.
- b) A member which has failed to pay its subscription for two financial years and after demand by registered notice, shall lose its voting rights and shall pay all outstanding subscriptions to BUSINESSAfrica.
- c) A member wishing to withdraw from BUSINESSAfrica shall advise the Secretary-General so in writing and shall pay all monies due to BUSINESSAfrica up to the expiry of the date of its effective withdrawal, which shall be at the end of the financial year and not less than six months after notice of withdrawal is given.

13. NOTICES

All notices to a member may be validly given by a letter sent by airmail addressed to the organization at its last known address and shall be deemed to have been received on the 60th day after posting thereof.

14. DISSOLUTION

Where BUSINESS Africa is dissolved on a decision taken by the General Assembly by a two thirds majority of voting representatives of members present, the liquidation of BUSINESSAfrica shall be entrusted to the Finance Committee acting as Trustees upon the instruction of the General Assembly.