

TANZANIA FREIGHT FORWARDERS ASSOCIATION

P.O. BOX 7900, DAR ES SALAAM, TANZANIA

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AMENDED CONSTITUTION

OF

TANZANIA FREIGHT FORWARDERS ASSOCIATION

**(Amending, restating, repealing and replacing the Tanzania Freight Forwarders
Association Constitution of 2015)**

Revised Edition 2022

A handwritten signature in blue ink is written over a red circular stamp. The stamp contains the text "JUN 2023" in red capital letters.

DECLARATION

WHEREAS we members and stakeholders engaging in the freight forwarding, customs agency, customs clearance and logistics business are hereby bound together in this Constitution to pursue attainment of our common goals, professionalism and integrity amongst ourselves.

WHEREAS, we shall cultivate and maintain environment of TRUST and JUSTICE within ourselves, to our peers and other Government Institutions linked to the Supply Chain Industry, including the business community stakeholders.

Whereas, this 2022 Constitution of TAFFA has amended, restated, repealing and replaced the 2015 Constitution of the Association.

ARTICLE 1: INTERPRETATION OF TERMS

(1). In this Constitution, unless there shall be, in the context, anything in consistent therewith: -

- i. **"Agent"** means a person involving herself or himself in the business of clearing and forwarding of goods.
- ii. **"The Association"** shall mean "Tanzania Freight Forwarders Association" and may also be abbreviated as "TAFFA".
- iii. **"Constitution"** means this constitution of the Association Revised Edition 2022.
- iv. **"Council"** shall mean the Executive organ of the Association appointed pursuant to the provisions of these Articles.
- v. **"Customs Agent"** derives its meaning from the prevailing Customs Management laws of the land.
- vi. **"Month"** shall mean the calendar month.
- vii. **"Year"** shall mean a period of twelve months from 1st January to 31st December
- viii. **"The General Assembly"** shall mean a general meeting of all members of the Association.
- ix. **"Member"** means the founding member or and the subscriber member of the Association
- ix. **"The Office"** shall mean the registered offices of the Association
- x. **"The Seal"** shall mean the common seal of the Association
- xi. **"The Register"** shall mean the Register of the Association
- xii. **"Firm"** shall mean registered (CFA) licensed Company/ Entity transacting clearing and forwarding business.
- xiii. **"Logistics"** involves clearing and forwarding and other activities in the logistic supply chain.



- xiv. **"The Secretariat"** shall mean the operative organ of the Executive Council
- xv. **"Trustees"** shall mean the Registered Trustees of the Association.
- xvi. **"AGM"** shall mean the Annual General Meeting of the TAFFA.
- xvii. **"E.O.G.M"** shall mean the Extra Ordinary General Meeting of TAFFA.
- xviii. **"TAGM"** shall mean the Tri Annual General Meeting
- xix. **"TAFFA"** shall mean Tanzania Freight Forwarders Association

- (2) Words importing a singular number shall include the plural and vice versa.
- (3) Words importing the masculine gender shall include the feminine and vice versa.
- (4) Words importing persons shall include bodies Corporates and vice versa.

ARTICLE 2: NAME AND ADDRESS OF THE ASSOCIATION

- (1) The Name of the Association shall be **"TANZANIA FREIGHT FORWARDERS ASSOCIATION (TAFFA)"**.
- (2) The Association is registered in the United Republic of Tanzania and its headquarter offices is located at Plot No. 75, House No. 31, behind Railway Club, P. O. Box 7900, Dar Es Salaam.

ARTICLE 3: OBJECTIVES OF THE ASSOCIATION

- (1) To be the mouth-piece of members Companies and persons involving in the clearing and freight forwarding and logistics throughout the Country and also in the available regional blocks of which Tanzania is a member.
- (2) To safeguard the interest of all stakeholders in the freight logistics industry.
- (3) To co-ordinate and assure its members work in a professional manner consistence with the laws of the land and internationally best practices.
- (4) To accredit its members and assure they meet high standards of delivery required internally and globally.
- (5) To promote ethical and professional practices in the logistics supply chain.
- (6) To promote public-private partnership (PPP) and/or co-operation with the Government and other stakeholders.
- (7) To promote conducive working environments for members.
- (8) To advise the government and its affiliated institutions on matters affecting the industry for the wider national interests and on matters need to be improved.
- (9) To subscribe to Local, Regional and International affiliate Organisations engaged in Freight logistics Industry, Donors and other Agencies.
- (10) To encourage and maintain contacts with relevant Local and Regional Organisations.
- (11) To establish TAFFA SACCOS or SACCOS of whatever description provided it is for the best interests of the members.
- (12) The Association shall strictly be non-political and non-religious.



- (13) To perform any other legitimate objective as shall be decided by the AGM.

ARTICLE 4: ROLES OF THE ASSOCIATION

- (1) To act as an agency or/and guarantor without assuming any liability to the members with unquestionable reputations with regards to Customs Bonds or any other guarantee.
- (2) To promote the exchange of ideas and protect the interests of members involved in the industry of Clearing and Freight Forwarding Logistics.
- (3) To collect and disseminate statistical and other information for the benefit of Members and the Association at large.
- (4) To consult, advise and generally assist other Organisations and Authorities on matters related to and for the betterment of the Association's activities.
- (5) To ensure that high standards of professional etiquette and practice are maintained by the members of the Association.
- (6) To establish, organise, manage and finance exhibitions and displays on Clearing and Freight Forwarding Logistics on its own or in collaboration with other Organisation.
- (7) To establish and provide facilities for conducting studies, training, documentation bureau and research on matters concerning Freight Logistics business. Publish, disseminate the results in the manner that shall be decided by the Association.
- (8) To advise the Government, Parastatal Organisations and the Private Sector in general, on matters concerning and related to the Freight Forwarding Industry.
- (9) To affiliate and co-operate with Local, International Institutions having objectives similar in whole or in part to those of the Association.
- (10) To lobby, advocate and dialogue with the Government and its Institutions on matters of interest to the Industry and its Members.
- (11) To liaise, interact, share information and co-operate with other Associations in East Africa, SADC and other Associations globally.
- (12) To provide, on consultancy basis, professional services which includes, but not limited to, pre-shipment inspection, physical verification of imports and exports, terminal operations, tallying and physical escort of local and transit cargo.
- (13) To establish or support any Charitable Trusts, Associations or Institutions that are in line with the Objectives within the Logistics Industry.
- (14) To co-operate and exchange information with other Associations, Chambers, Charities, Voluntary Bodies and Statutory Authorities engaged in or operation in furtherance of the Association's objectives.
- (15) To accept and receive contributions in terms of gifts, grants, devices, bequest (in trust or otherwise) and properties of any kind and description without limit as to amount or value for the Objectives stated above.



- (16) Subject to any consent required by Law, to borrow money and to charge the whole or any part of the Trust Fund with re-payment of the money borrowed.
- (17) To do all such other lawful activities as they are necessary for the achievement of the Objectives of this Association.

ARTICLE 5: MEMBERSHIP

The Association membership shall comprise of: -

(1) Corporate Members

Corporate members are firms, companies or organisations which are directly associated or have intention to engage in the freight logistics business or customs agency business in the United Republic of Tanzania and/or within the EAC/SADC blocks pursuant to the East African Community Customs Management Act. Corporate member may be eligible for Full Membership.

(2) Associate Members

- i) A firm, company or organisation engaging in Business related to Freight Logistics Management, Supply Chain Industry, inside and outside Tanzania may be eligible to be an Associate Member.
- ii) Associate Member shall neither have power to vote nor present motions in the Association' meetings.

(3) Honorary Members

- i) Are all those reputable persons of distinction including ex-official members of Government, Public and Private Sectors of good standing who are knowledgeable in the freight forwarding logistic industry.
- ii) Honorary Members shall be nominated by the Executive Council to be ratified by the General Assembly Meeting.
- iii) Honorary Member shall neither have power to vote nor present a motions in the Association' meetings.

(4) Qualification for Corporate Membership

- (i) A Firm or Company shall apply in writing for membership and after being satisfied of the integrity and professional status of the applicant, the Executive Council may approve the Application.
- (ii) The Association reserves the right to admit a firm to be its member as it shall deem fit and appropriate.
- (iii) The Firm/ Company applying for membership must have the following: -
 - a). Suitable Office premises,



- b). Physical and postal addresses,
- c). Subscribing fully to statutory requirements as detailed by relevant Regulatory Authorities.
- (iv) Upon approval for membership, the Company shall pay an entrance and subscription fees as may be determined by the General Assembly from time to time.
- (v) On admission into membership, a certified true copy of the Memorandum and Articles of Association or registration of the firm documents shall be availed to the Executive Council together with passport size photographs of all Directors or partners.
- (vi) In the case of foreign Companies where all Directors or partners are non-resident of Tanzania, a letter introducing the Company's official's representative will be submitted with passport photographs, relevant registration documents and certificate of compliance.
- (vii) An official Membership Register shall be maintained by the Executive Council and shall be available to Members on request.

ARTICLE 6: RESPONSIBILITIES AND RIGHTS OF CORPORATE MEMBERS

6 (A) Responsibility

A member shall:-

- (1) Timely pay annual subscription fees and any other contributions as shall be passed by the AGM.
- (2) Attend all Association's statutory meetings.
- (3) Endeavour to support the Association to achieve its Objectives and in doing so shall be governed by Constitution and rules of the Association.
- (4) Cooperate with the Association in whatever manner as shall be advised or guided.
- (5) Support the Association in its activities to eliminate non-tariff barriers.
- (6) Abide herself or himself with this Constitution and any Rules, code of conduct, circular and Regulations made as provided herein.
- (7) Make use of the facilities of the Association as shall be prescribed from time to time by the Association or Executive Council.
- (8) Express their opinion transparently without fear, provided she or he formalises his freedom of expression and limit it in accordance to the laws of the land.
- (9) Meet their financial obligations as shall be determined from time to time by both the Association.

6 (B) Rights of Members

A member shall have:-



- (1). only one voting right.
- (2). the right to be registered in the Register of the Association.
- (3). the right to be elected or nominated a representative in any of the Association's meetings and other activities, related Organisations and Institutions.

6 (B) Restrictions of Members

- (1). Any member of TAFFA representing or employed by a Public Organisation shall not be nominated as Association Leader, but shall have the right to vote.
- (2). Only Member Company/ Firm Directors or partners shall have the right to vote, and there shall be proxy as shall be guided by the Executive Council and in a prescribed form.
- (3). Members with proved foreign nationalities shall not be allowed to be nominated as leaders of the Association.

ARTICLE 7: TERMINATION OF MEMBERSHIP

Termination of membership can be by: -

(1). Resignation

Through three-months' Notice of withdrawal by a member submitted to the Executive Council by registered mail or email or physically, a member can resign from membership. The withdrawal shall be reported for approval to the AGM and thereafter the resignation shall be acknowledged in writing by the Secretariat.

(2). Termination

Termination can either be by failure to meet Member's financial obligations or due to gross misconduct or absolute failure to abide to the Constitution and other instruments.

(3). Suspension

A member may be suspended:

- i). Due to failure to meet Member's financial obligations.
 - ii). Violation of laws, this constitution, regulations made thereunder or the Code of Conduct.
- (4). Other reasons for members to loose:
- i). Voluntarily resigning from the Association after making good its entire financial obligation to the Association, if any.



- ii). Upon being expelled from the Association due to non-compliance to the professional ethics, lack of integrity; and where the conduct of the member brings disrepute and or violates the Code of Conduct of the Association.
- iii). The Member is found to be engaged in fraudulent activities by our Principals or Association or any other Organ of the Government.
- iv). Upon failing to pay Subscription Fees within the stipulated time.
- v). Upon being declared bankrupt.
- vi). When such a Member Company / Firm contravenes the Provisions of this Constitution.
- vii). On death of a sole partner of individual member.

(5). **Entrance and Subscription:**

- i). All Entrance and Subscription fees shall be paid to the Association soonest as they become due.
- ii). Entrance and Annual Subscription Fees will be paid as per the rate approved by Members in the Annual General Meeting and will be payable as shall be guided by the Council and/or the Secretariat.
- iii). The Council shall have power to revise the fees rates, provided the new rate is approved by the AGM, unless there are circumstances compelling the new rate or contribution to start immediately, then the same shall be ratified in the next AGM.

ARTICLE 8: ORGANS OF THE ASSOCIATION AND THEIR DUTIES

- (1.) The organs of the Association shall consist of the AGM, TAGM, Board of Trustees, the Executive Council and the Secretariat.

(1A). **The Annual General Meeting (AGM)**

There shall be an Annual General Meeting (AGM) of the association which is the Supreme Organ of the Association.

- i). The association shall hold extra-ordinary general meeting as the circumstances shall compel and where the Council sees it prudent, provided a reasonable notice is provided to members.
- ii). That, among others, the agenda for the AGM shall be deliberation of the financial report of the association, appointment of the auditors and President's report.
- iii). The AGM shall be convened once in a year through a Notice of not less than 21 days.
- iv). The venue for the AGM shall be determined by the Council.
- v). The Annual General Meeting shall select members of the electoral committee from among the members present prior to the TAGM, at most one year prior to the TAGM
- vi). The members of the AGM shall be directors of member companies or their proxies



(2). **The Tri-Annual General Meeting (TAGM)**

There shall be a Tri-Annual General Meeting of the Association to be held on every three years subsequent to the previous election thereto for purposes of conducting an election, unless there are compelling circumstances to the contrary as the Council shall deem fit and appropriate.

- i). The TAGM shall be convened on the separate dates to the AGM, unless Council advises otherwise.
- (3). The Quorum of Members at the AGM and TAGM shall be the minimum of 100 registered members, whereby members' authorised representatives, other than directors, partners and owners shall be recognised. The Executive Council shall prescribe the best modality to recognise representative of members in AGM or TAGM.

(4). Board of Trustees

There shall be a Board of Trustees governed by its own Board Charter passed by the AGM.

(5). Executive Council

Management of the affairs and business of the Association shall be vested in the Executive Council, which shall comprise of:

- i) The President
- ii) The Vice President
- iii) The National Treasurer
- iv) Six (6) Council Members
- v) The Executive Secretary
- vi) Any Member of the Association, who will be elected under the TAFFA platform to the Office of any International Organisations affiliated to TAFFA shall automatically become a Member of the Executive Council. This Member shall have no voting powers in the Council Meetings.



ARTICLE 9: POWERS, APPOINTMENT AND FUNCTIONS OF THE EXECUTIVE COUNCIL

The Council members of the Association elected by the TAGM shall serve in their positions for three years, renewable once. This shall exclude the Executive Secretary who is on appointment to his position as per contract.

1. The President

There shall be a President of the Association who shall be elected for the tenure of three years at the TAGM whereas, the President shall: -

- i. Preside over all Annual General Meetings and shall be responsible for the conduct of business at such meetings.
- ii. Be responsible for any motion, voting process of any motion tabled and declare the results.
- iii. Be responsible to submit to the AGM, through the Council, a Report of the Association during the preceding accounting period accompanied with Audited accounts.
- iv. Be the Association's Spokesman on all broad policy matters.
- v. Be at the centre of consultations with Executive Council and the Regional Representatives.
- vi. Shall be eligible for re-election for two (2) terms each of three (3) years.
- vii. The President is empowered to hold an EOGM if demanded by two thirds of the live Members.
- viii. The Immediate Past President may be a non voting invitee to the executive council upon completion of his tenure.

2. The Vice President

- i. He or she shall be elected by the TAGM.
- ii. He or she shall be responsible to assist the President as and when required.
- iii. Shall act on behalf of the President during the his/her absence.
- iv. Shall be responsible for re-election for two (2) terms each of three (3) years.

3. The National Treasurer

- i. Shall be elected at the TAGM.
- ii. To oversee and secure all finances of the Association.
- iii. To regulate fiscal policies in liaison with the Executive Council.
- iv. To advise the Council from time to time with regards to the financial position of the association, financial policies, costs efficiency and sources of funds.
- v. To ensure that Accounting Systems adhere to National Board of Accountancy and all other accounting Boards



4. The Council, Appointment and Powers

- i. The Council members shall be elected at the TAGM.
- ii. The Executive Council shall comprise of the President, Vice President, National Treasurer, Executive Secretary and six elected members.
- iii. To appoint any member of the association to represent the association at any organisation to which members of this association may or may not be affiliated.
- iv. To ensure the constraints in the industry are resolved in time.
- v. To ensure that objectives and roles of the association are always met.
- vi. To determine other Agenda for AGM and other meeting of the Council.
- vii. Voting in the meeting of executive council shall be on simple majority of members.
- viii. The Executive council shall meet frequently as shall be needed by the President or one third of the Executive Council members.\
- ix. Members of the Executive Council shall be convenors in subcommittees formed by the Executive Council.
- x. The Executive Council shall have powers among others to employ:
 - a) The Executive secretary who shall be responsible for day-to-day operations of the Association as per the terms of references provided by the Executive Council.

5. The Executive Secretary

- i. There shall be the Executive Secretary who shall be the Secretary to the AGM and Executive Council meetings (FCM).
- ii. The Executive Secretary shall be employed or hired on merits and shall be answerable to the Executive Council.

6. Functions of the Executive Secretary

The Executive Secretary shall have the following functions: -

- a) Compilation of the Agenda for AGM and other meetings of the Council.
- b) To ensure that constraints in the industry are resolved in time.
- c) To ensure that objectives and roles of the Association are always met.
- d) As the Council shall deem fit, the Executive Secretary shall propose to the council employment of qualified person to be:



- a) **Economist** – to deal with Advocacy and Policy, Research on Tax and Transport Logistic Systems. Dialogue with respective Government Agencies / Institutions to add value to the Sector.
- b) **Communications Specialist** – dealing with IT Systems, membership services and communication.
- c) Any other staff as it may deem fit and appropriate for better performance of the functions of the Association.
- f) Notwithstanding paragraph 10(6)(vi) above to the contrary, any person recruited by the Executive Secretary shall not commence his/her employment unless with prior approval of the Executive Council.

ARTICLE 10. ELECTION OR APPOINTMENT OF LEADERS

- i. There shall be an election committee to supervise the election and count votes
- ii. The election committee shall compose five members who will be elected from members of Association during the Tri Annual General Meeting.
- iii. Election committee after being elected their can choose a chairperson among themselves.
- iv. All Association's election shall be legible by two thirds $\frac{2}{3}$ of all member of the Association at the Tri Annual General present at the meeting;
- v. The election shall be by secret ballot;
- vi. The elected leaders shall hold the office for three years and may be re-elected for another one term.

ARTICLE 13. TENURE OF MEMBERS OF EXECUTIVE COUNCIL

- i. All Members of the Council shall be elected at the TAGM in every three (3) years and shall hold the offices for a maximum of two terms (six (6) years).
- ii. No Member of the Council shall hold more than one office at a time, provided that it shall be competent for the Council to empower any Member of the Council to carry out the duties of another Member who is absent from the office for more than three months.
- iii. Simple majority of the Council members shall form a quorum and the Council Meeting shall be held at least once every month at such time as the Executive Secretary, in consultation with the President, shall direct.
- iv. Any Council Member absenting himself/ herself from three (3) consecutive meetings of the Council he or she shall cease to be a Member of the Council, unless it is proved during hearing that he or she had a reasonable cause.
- v. The Council may call for election to fill up any vacancy created by the absence of any Member.



- vi. The Executive Council shall have power to suspend a Member of the Council who has gone against the Code of Conduct of the Association by majority votes among itself and report to the next AGM for further actions.

ARTICLE 14: THE SECRETARIAT AND SUB-COMMITTEE

There shall be the Secretariat which shall be headed by an Executive Secretary who shall be the Chief Executive Officer of the Association.

- (1). The setup of the Secretariat and its operations shall be closely supervised by the Council.
- (2). The Executive Secretary shall be the Secretary to the Executive Council with no voting power.

(3). Functions of the Secretariat:

The Secretariat shall:

- i). Implement Resolutions, Decisions and Recommendations of the AGM and the Council and keep all Records of the Association's Meetings.
- ii). Provide Secretarial service and professional guidance to Association's meetings without power to cast vote.
- iv). Provide technical support through Research, Analysis, Studies, Compilation of data and Statistics.
- v). Collect and disseminate information.
- vi). Implement the various Projects and Programs of the Council.
- vii). Prepare and present the Annual Report, Income and Expenditure Accounts and Budget to the Executive Council.
- viii). Prepare a Work Plan for the Association.
- ix). Call a Meeting of the General Meeting and Meeting of the Council according to laid down procedures.
- x). Co-ordinate various Organs and Activities of the Sub Committees.
- xi). Ensure that Records of the Association are kept properly.
- xii). Provide regular Reports as shall be required to the Council.
- xiii). Ensure sound use and management of the assets of the Association.
- xiv). Supervise and monitor compliance to the Code of Conduct.
- xv). Represent the Association in any meeting with other Organizations, where Members have interest, and articulate the views and concerns of the Association, after seeking approval from the Executive Council.
- xvi). Perform any other duties on behalf of the Association as shall be directed by the Council from time to time.

(4). Sub Committees:

- i. There shall be Sub-Committees as shall be decided by the Executive Council.



- ii. The Council shall appoint Convener and Alternate to each Sub Committee. All Conveners shall be Members of the Executive Council.
- iii. Every Committee shall compose its Regulations for approval by the Executive Council.
- iv. Resolutions of the Sub Committee shall be subject to approval and ratification by the Executive Council to become binding, unless it is the matter within the powers of the AGM.
- v. Each sub-committee shall submit a Report to the Executive Council.

ARTICLE 15: ZONAL LEADERSHIP

15.1 There shall be zonal leadership of the association.

15.2 The Zonal leaders shall consist of

- 1. Zonal Chairperson
- 2. Zonal Vice Chairperson
- 3. Zonal Secretary
- 4. Zonal Deputy Secretary

15.3 The Executive Council shall determine the association administrative zones as deemed necessary for meeting the objectives of the association.

15.4 Zones may be land border posts, international airport(s), distant commercial city or any other zone as may be determined by the Executive Council and communicated to the members.

15.5 Zonal leaders shall be responsible to represent the Executive Council at local meetings with local government officials and other local government agencies in the zone.

15.6 Zonal leaders shall be responsible to carryout or otherwise implement the directives of the Executive Council and other association decision making body at their respective zones.

15.7 Zonal leaders shall report to the Executive Council all activities of interest to the association at their zones.

15.8 Zonal leaders shall be appointed or elected by the Executive Council members from members' staff working at the respective zone in accordance with this constitution or regulations.



15.9 The appointment or election of zonal leaders shall take place within 3 months following the election of Executive Council that happens at Tri-Annual General Meeting. The tenure of leadership shall be similar to that of the Executive Council.

15.10 A zonal leader may cease to be a leader due to insubordination

ARTICLE 16: MANAGEMENT OF FUNDS

- i. All monies received by the Association shall be put into an account opened in the name of the Association at the Bank approved by the Executive Council.
- ii. Cheques drawn on such account shall be signed by any two office bearers, provided that one of them is the President, Vice President or National Treasurer.
- iii. The funds of the Association may only be utilised for the Objectives set out in this Constitution; and shall not be disbursed to the Member except in accordance with provision of this Constitution.
- iv. The Council may incur expenditure in the furtherance of the Objectives of the Association; and in payment of salaries of officers and staffs employed by the Executive Council on behalf of the Association and the general office and other expense including any charges for services rendered.
- v. The Secretariat shall be funded by Members of the Association, in a manner to be determined by the AGM from time to time.

ARTICLE 17: SOURCE OF FUNDS

The Association shall derive its funds from:

- i. Membership and Annual Subscription Fees.
- ii. Donations, aid or grant from organisations the Association is affiliated to or not.
- iii. Fees chargeable on special services rendered by the Association
- iv. Loans from Financial Institutions.
- v. Proceeds from other projects, investments and other legitimate sources.

ARTICLE 18: THE AUDITOR OF THE ASSOCIATION

- i. An Auditor shall be appointed every year by the AGM.
- ii. All Association's Accounts, Records and Documents shall be open to the inspection of the Auditor at any time.
- iii. 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 weeks and not more than three months before the date of AGM.
- iv. The Auditor shall examine such Annual Accounts and Statements and certify on its correctness, dully vouched in accordance with the Law or Report to the Association in



- what respect they are found to be incorrect, un-vouched or not in accordance with the Law.
- v. A copy of the Auditor's Report on the Accounts and Statements together with such account and Statements shall be made available for inspection by all Members at the time of convening the AGM.
 - vi. An Auditor may be paid such a fee for his duties as may be resolved by the General Assembly.
 - vii. No Auditor shall be a Member of the Association and cannot be allowed to serve for more than three (3) consecutive years.

ARTICLE 19: DISCIPLINARY COMMITTEE

- (1). There shall be a Disciplinary Committee appointed by the Executive Council which shall have power to handle disciplinary matters as provided for under the TAFFA Code of Conduct.
- (2). The Disciplinary Committee shall have powers to deal with the following: -
 - i). Any dispute arising between Members or between Members and the Association.
 - ii). Any dispute arising between any Member of the Association and any Member of the Public.
 - iii). Any cases of misconduct or non-compliance with the Code of Conduct by a Member
 - iv). Any other dispute arising between a Member and the Authorities which could also involve International Authorities.
- (3). The Committee shall comprise of: -
 - i. The Chairperson appointed by the Executive Council
 - ii. Four individual persons from members with knowledge and integrity who shall be appointed by the Council on merits;
 - iii. The Executive Secretary who shall be the secretary of the Committee but with no voting powers.
 - iv. The quorum shall be by simple majority of members with voting powers.
- (5). Powers of the Committee
 - i. To investigate all cases of impeachment and indiscipline among Members at all levels and shall recommend appropriate action to be taken by the Executive Council.
 - ii. To resolve disputes between Members or any other disputes ought to be amicably resolved for welfare of the Association.



- iii. Any member who is dissatisfied with the decision of the disciplinary committee shall appeal to the Executive Council within three months from the decision of the Committee.
- iv. The Executive Committee shall determine the appeal within 60 days from the date of receipt of the appeal, and communicate to the appellant of its decision in writing.
- v. Once the member fails to agree with the decision of the Executive Committee can appeal the matter to the General Meeting and once fails to agree with the decision of the General Meeting can appeal the matter to Registrar of societies or court of law.

ARTICLE 20: BOARD OF TRUSTEES

- i. There shall be a Board of Trustees, established in accordance to the Board Charter of the Registered Trustees of Tanzania Freight Forwarders Association.
- ii. The Board of Trustees shall have its own Charter formed by virtue of this Constitution.
- iii. The Trustees shall be elected by the General Meeting.
- iv. The Board of Trustees shall be composed by not less than Three (3) and not more than Six (6) members, whose names shall be from ten (10) names proposed by the Special Committee formed by the General Meeting.
- v. The Board of Trustees shall be composed of:
 - i) The Chairperson
 - ii) The Secretary who shall be the President of the Association with no casting vote power.
 - iii) Other Members (not exceeding 5).
- vi. The tenure of office of elected Trustees shall be for a period not exceeding three (3) years.
- vii. The Trustee may be eligible for re-election on expiration of his/ her term of office; but this will only apply for the maximum of six (6) years consecutively.
- viii. Any vacancy occurring by termination, resignation, disability or death among Members of the Trustees, the same shall be filled in the General Meeting.
- ix. The Trustee shall neither be a Member of the Executive Council or originate from any other Organ of the Association.
- x. The Board of trustee shall be registered with RITA or as shall be prescribed by any relevant statute.
- xi. Functions and Powers of the Board of Trustees shall be: -
 - i) Overseeing the property of TAFFA
 - ii) Shall be consulted by Donor Agencies on all matters pertaining to investment and securities



- iii) Shall have a Seal which shall be used on exclusive matters as shall be determined from time to time by the Board of Trustees and the Executive Council.
- iv) Shall have the powers to sue or been sued on behalf of the association.

ARTICLE 21: CODE OF CONDUCT

1. Every Member must have a valid Customs Agent's License and Business License and must ensure they are renewed promptly upon expiry. Other members who are not Customs agents must make sure they have valid license or permit allowing them to do business in Tanzania.
2. Must poses office premises with proper communication facilities for conducting his business.
3. Must abide by the approved Constitution, regulations, rules and circulars of the Association.
4. Must attend Association's Member Meetings when called.
5. Must respect and abide by decisions made by Constitutionally convened Members' Meetings.
6. Must pay, promptly, the Annual Subscription Fees.
7. Must handle all consignments entrusted to his care professionally and must ensure timely clearance and safe delivery to Customers.
8. Must comply with all Regulations regarding the handling of imports and exports; and must never, knowingly, handle contraband, narcotics, pornographic and prohibited goods.
9. Must ensure proper taxes are collected from his Customers and paid to the Government promptly.
10. Upon request, should assist his Customer in processing claims in respect of pilfered, last, short landed or damaged goods.
11. Must pass on is customers any rebates, waivers, claims settlements realised on consignment handled by his Company.

ARTICLE 22: ALTERATION, MODIFICATION OR AMENDMENT TO THE CONSTITUTION

Amendments to the Constitution shall be as follows: -

- i. This Constitution may be amended by a two-thirds ($\frac{2}{3}$) Majority Vote of the voting members in attendance of the AGM or EOGM called for the purpose.
- ii. In all cases, notice for any proposed amendment shall be communicated to each Member of the AGM at least twenty-eight (28) days before the date fixed for the debate on the proposed amendments.

ARTICLE 23: DISSOLUTION OF THE ASSOCIATION



The Association can only be dissolved by Law after a Resolution to dissolve has been supported by two-thirds of the voting Members of the AGM. In case the Association to be dissolved a Liquidator shall be appointed. Properties of the association after paying all debts owed to the association will be distributed to another association with the same objectives.

ARTICLE 24: REGULATIONS

- (1) For effective administration of this Constitution, the Association shall make any regulation or rules, provided it is for the best interest of the Association.

ARTICLE 25: STAMP AND SEAL

- (1). There shall be a Common Seal of the Association, which shall be of such form and size as the Council shall determine.
- (2). The Common Seal shall not be affixed to any Document except in accordance with the Policy approved by the Board

The Amended Constitution has been:

Approved by the Annual General Meeting of the Association on **24th November 2022**.

Approved by the Council on **19th November 2022**.

Presented for filing on **19th December 2022**.

Registered and stamped by the Registrar on

