

THE SOCIETIES ACT, CAP 337

**BRITISH BUSINESS GROUP
RULES**

DRAWN BY:

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**BRITISH BUSINESS GROUP
RULES**

- A.** These Rules of the British Business Group are made pursuant to **Article 20.0** of the Constitution of the Society.
- B.** The aim of these Rules is to provide further direction to the Management and Members of the Society in general, in addition to that provided in the Constitution. The Rules shall also cater to the matters of the Society that may require periodic changes and/or review.
- C.** These Rules shall remain in force until they are amended and/or repealed by the Society in accordance with the procedure set herein.

RULE 1 – CITATION AND INTERPRETATION OF TERMS

- 1.1 These Rules may be cited as **BRITISH BUSINESS GROUP RULES** and shall come into operation on the date the Society is registered with the Registrar of Societies.
- 1.2 Interpretation and Definitions

Unless where the context provides otherwise in these Rules, the following expressions shall have the meaning hereunder assigned to them;

“Common Seal” means common seal of the Society,

“Majority Vote” means a vote made by more than half of the Members present at the meeting,

“Members” shall mean persons who have been admitted as members either on registration of the Society or admitted as members by filing in an application form,

“Officers” shall mean the Chairman, Vice Chairman, Secretary and Treasurer.

“General Meeting” means an Annual General meeting or an Extra Ordinary General Meeting,

“Written Notice” means communication by written means, post, electronic means or a combination of these methods,

1.3 It should be noted that:

1.3.1 Where a masculine is used, the feminine is included,

1.3.2 Where the singular is used, plural forms of the noun are also inferred, and

1.3.3 Headings are a matter of reference and not a part of these Rules.

1.4 Matters not covered in these Rules shall be decided upon by the BBG Exco Committee.

RULE 2 – SOCIETY MEMBERSHIP

2.1 The BBG Exco Committee may, with the sanction of the majority votes of the Members at a General meeting of the Society, add other types of membership other than the types of Membership provided for under the Constitution.

2.2 The BBG Exco Committee may, where it deems fit, add to the Members’ Rights and/or Obligations as set out in the Constitution. Any new additions to the Rights and/or Obligations of Members added under this Rule shall be duly communicated and circulated to all Members by the Secretary of the Society.

RULE 3 - THE REGISTER OF MEMBERS

3.1 The Secretary shall keep a Register of Members, which shall contain the full names, postal and residential addresses, email addresses and telephone numbers of all Members. The dates on which each member became a Member and ceased to be a member (where applicable) shall also be indicated.

3.2 If a Member’s contact details change, that Member shall inform the Secretary in writing within a period of seven (7) days after the change.

3.3 Each Member shall provide such other details as the Officers may require from time to time.

3.4 Members shall have reasonable access to the Register of Members, and may request to view the same by sending a written request to the Secretary. The said access to the

Register of Members granted under this Rule shall not, at any material time, be utilized by the Members for self-gain and/or self-promotion.

RULE 4 – SUBSCRIPTION FEES

- 4.1 The Subscription fee payable annually by each Member of the Society for each Class of Membership shall be duly determined by the BBG Exco Committee, taking into consideration the prevailing circumstances, including among others, the needs of the Society.
- 4.2 Subscription fees shall be payable on or before a date to be determined by the BBG Exco Committee. For any good/reasonable reasons, the BBG Exco Committee may, in a given year, alter the date on which membership subscriptions are due, provided that due notice of at least 20 days is given to the Members. The notice must give reasons for the said change.
- 4.3 If any Member does not pay the Subscription fees by the date communicated under Rule 4.2, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

RULE 5 – USE OF SOCIETY RESOURCES

- 5.1 The BBG Exco Committee may only use funds and other assets of the society if:
 - 5.1.1 It is for the furtherance of the objectives of the Society, including the day to day operating costs,
 - 5.1.2 It is not for the sole personal or individual benefit of any Member, and
 - 5.1.3 That use has been approved by Majority Vote of the Society.

RULE 6 - MANAGEMENT OF THE SOCIETY

- 6.1 Management of the Society shall be vested in the Officers, who will work together with the members appointed to the BBG Exco Committee.

- 6.2 The BBG Exco Committee should represent all parties in the Society, so that its opinion will carry with it as great weight as possible. The usefulness of the committee will be greatly impaired if any important faction of the Society is unrepresented on the committee.
- 6.3 The BBG Exco Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, the Constitution or by a majority decision of the Members.
- 6.4 All decisions of the BBG Exco Committee bind the Society and must be duly respected by the Members of the Society.
- 6.5 The Officers of the Society may borrow money and provide security for that if such decision is passed by the BBG Exco Committee and further authorized by Majority Vote at any Society General Meeting.
- 6.6 Subject to the Constitution, the roles of the Officers and the Committees are collectively to:
 - 6.6.1 Carry out the objectives of the Society,
 - 6.6.2 Manage the Society's affairs,
 - 6.6.3 Ensure that all Members adhere to the Constitution and Rules,
 - 6.6.4 Implement the procedures for dealing with complaints, and
 - 6.6.5 Maintain a respectable and well composed society.

RULE 7 – ELECTION OF OFFICERS OF THE SOCIETY AND COMMITTEE MEMBERS

- 7.1 Election of the Officers of the Society and of the Committee members shall be done by separate vote from among the members at the Annual General Meeting of each year.
- 7.2 All elections in the Society shall be conducted in an independent, transparent, free and fair manner.
- 7.3 Elections shall be by ballot supervised by at least two Full Members from the floor nominated by the General Meeting. There shall not be any Proxy balloting.

7.4 It shall not be allowed for any member of the Society whose Subscription Fees have not been paid to vote at the Annual General Meeting.

7.5 Requisites for a candidate running for Election

7.2.1 The candidates for election as Officers of the Society and Committee Members shall be current Full Members whose subscription fees are fully paid at the time of election.

7.2.2 Candidates should be of good character and fully committed to carry out the duties of their respective positions.

RULE 8 – PROCEDURE ON CESSATION OF OFFICE

Where a person ceases to hold office as either an Officer of the Society or a Committee Member in accordance with the instances provided for under the Constitution, the following shall apply:

8.1 He must within one month handover all Society documents and property in his care and to the BBG Exco Committee.

8.2 He shall keep in confidence all confidential information of the Society that came into his knowledge by virtue of his position in the Society.

RULE 9 - FINANCIAL STATEMENTS

9.1 The BBG Exco Committee shall appoint an Auditor to prepare the financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with international accounting standards. The Auditor must be a suitably qualified person and must not be a member of any Committee of the Society. If there is an Auditor who is unable to act for some reason, the BBG Exco Committee shall appoint another Auditor as a replacement.

9.2 The BBG Exco Committee is responsible to provide the auditor with:

9.2.1 Access to all information of which it is aware that it is relevant to the preparation of the financial statements such as records, documentation and other matters,

9.2.2 Additional information that the auditor may request from the BBG Exco Committee for the purpose of the audit, and

9.2.3 Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.

RULE 10 - CONDUCT OF MEETINGS

10.1 All meetings, save for the General Meetings of the Society, may be held through face to face interactions, video or telephone conference, or other formats as the Members involved may decide.

10.2 On any given motion at a General Meeting, the Chairman shall, unless specifically provided for under the Constitution, in good faith determine whether to vote by:

10.2.1 Voices,

10.2.2 Show of hands, or

10.2.3 Secret ballot.

10.3 Members must at all times during meetings, whether general meetings or Committee meetings, conduct themselves in a respectable manner, specifically:

10.3.1 Members are expected to treat guests and speakers as they would treat guests at their own home.

10.3.2 Mobile phones are not to be used at meetings.

10.3.3 Drunken behaviour will not be tolerated.

10.3.4 During discussions, members should raise their hands to speak.

10.3.5 Members asking questions to a speaker (visiting or otherwise) should be aware of limiting their questions so as to allow other members a chance to participate and to limit/eradicate a line of to and from which takes the time of the speaker and excludes others.

RULE 11 – DISCIPLINARY ACTION

11.1 The Society may take disciplinary action against a Member if it is determined that the member;

11.1.1 has failed to comply with the Constitution and Rules of the Society,

- 11.1.2 refuses to support the purposes of the Society; or
- 11.1.3 has engaged in conduct/behaviour prejudicial to the Society.

11.2 A Disciplinary Committee consisting of Three (3) Members shall be appointed by the Members at the Annual General Meeting. Each Disciplinary Committee shall serve for a term of 2 years and shall have the task of hearing and determining disciplinary claims against the members and officers of the society.

11.3 Before any disciplinary action is taken against a member, the Disciplinary Committee must give written notice to the member stating:

11.3.1 That the Society proposes to take disciplinary action against the member,

11.3.2 The grounds for the proposed disciplinary action,

11.3.3 The date, place and time of the disciplinary meeting, and

11.3.4 Advising the member that he or she may either attend the disciplinary meeting and address the disciplinary committee at that meeting or give a written statement to the Disciplinary Committee at any time before the disciplinary meeting.

The notice must be given at least Fourteen (14) days, before the disciplinary meeting is held.

11.4 Upon the Member being heard by the Disciplinary Committee at the disciplinary meeting, the disciplinary committee shall consider the oral or written statement submitted by the member and it shall enter a decision thereof within a period of Seven (7) days after the hearing.

11.5 On reaching a verdict, the Disciplinary Committee may:

11.5.1 Reprimand the member;

11.5.2 Suspend the membership rights of the member for a specified period; or

11.5.3 Expel the member from the Society.

11.6 A Member aggrieved by the Decision of the Disciplinary Committee may appeal to the Annual General Meeting in line with the procedures of the General Meeting.

RULE 12 – PROCEDURE ON DISPUTE RESOLUTION/APPEALS AND COMPLAINTS

- 12.1 The dispute resolution and appeals procedure shall be as follows:
- 12.1.1 The dispute shall at first instance be brought by a Member(s) before the respective Chapter Committee in which he belongs.
 - 12.1.2 Where the Member(s) is aggrieved by the decision of the Chapter Committee, he may, within a period of 30 days, bring his appeal before the BBG Exco Committee.
 - 12.1.3 A member aggrieved by the decision of the BBG Exco Committee may take the matter to the Registrar of Societies, within a period of 30 days, in line with the procedures set forth by the office of the Registrar for lodging of disputes.
 - 12.1.4 Where the dispute remains unresolved under Clause 12.1.3 above, the aggrieved party shall refer the matter to Arbitration, within a period of 30 days. The Arbitration shall be before one Arbitrator to be jointly chosen by the parties. The Arbitration shall be held in line with the procedures provided for under the Arbitration Act, Act No. 2 of 2020.
- 12.2 Where the Member who institutes a claim forms part of the decision-making body to which the matter is brought before (i.e. Chapter Committee or BBG Exco Committee), such member shall not form part of the decision making body for purposes of determining his/her own claim/dispute.
- 12.3 The Secretary of the Society shall make available to the Members a prescribed form through which disputes and appeals can be instituted, and complaints can be presented.
- 12.4 All disputes or appeals shall be instituted by submitting to the Secretary (of either the Chapter Committees or the BBG Exco Committee accordingly) a form containing a brief statement of the dispute and the result/action sought by the Member(s).
- 12.5 Once a form is received by the Secretary pursuant to Rule 12.3 above, the Secretary shall make arrangements and ensure that the respective decision making body is

convened within 14 days where the Member instituting the dispute/appeal will be heard.

12.6 Notice of the date and time on which the decision making body will convene shall be duly communicated by the Secretary, in writing, to the respective Member(s) at least 2 days before the hearing date. The said notice shall make mention of any documents or evidence that the decision making body will require the Member(s) to provide on that date.

12.7 Once a dispute/appeal has been heard by the respective decision making body, such body shall within a period of 30 days deliver its decision on the matter. The Member(s) whose dispute/appeal the decision relates shall be informed of such decision in writing.

12.8 Complaints

All Complaints by Members shall be brought before the BBG Exco Committee in writing by the member affected. The BBG Exco Committee shall endeavor to resolve and/or deal with the said complaint within good time.

RULE 13 - COMMON SEAL

13.1 The Officers shall provide a Common Seal for the Society and may from time to time replace it with a new one.

13.2 The Secretary shall have custody of the Common Seal, which shall only be used by the authority of the Officers. Every document to which the Common Seal is affixed shall be signed by the Chairman and countersigned by the Secretary or other officer of the Society.

RULE 14 - AMENDMENTS TO THE RULES

14.1 The BBG Exco Committee may, where it deems proper, amend, replace or repeal these Rules. The amended or new Rules shall only come into operation upon approval/adoption by the Members at a Society General Meeting by a majority vote.

14.2 In seeking the Members' approval/adoption of the amended or new Rules, the BBG Exco Committee, through the Secretary, shall share the suggested amendments with

the Members at least 14 days before the Society Meeting at which the motion is to be considered, accompanied by a written brief explanation of the reasons for the proposal.

- 14.3 Notice of this agenda shall be duly shared and circulated by the Secretary to all Members pursuant to the provisions regulating meetings under the Constitution.
- 14.4 When the amendments or new Rules are approved by the General Meeting, the Secretary shall ensure that the changes are duly filed with the Registrar of Societies within good time.

End.