

# **LIBERIA CHAMBER OF COMMERCE**

(Founded 1951)

## **CONSTITUTION AND BY-LAWS**

**(Amended & Restated Memorandum, Articles of Association, and By-Laws)**

### **BACKGROUND**

An Act of Legislature established the Liberia Chamber of Commerce (LCC) in 1951. It is the oldest non-Profit making institution representing the private sector in Liberia. The LCC exists to serve its members and to promote Liberia's trade, commerce and industry. It is the most recognized and respected voice of the business community, both locally and internationally. Members are individual businesses and business associations. The LCC represents the widest mix and coverage of business entities by economic sector, nationality and size. The LCC is also the National representative of Employers, under the tripartite labor structure of Government, Workers and Employers. The Chamber represents its members interest and concerns to the Liberian Government, as well as to other relevant authorities and institutions, by participating in the formulation of government strategies and policies relevant to the economy, putting forward policy positions, and monitoring the development and implementation of laws and regulations. The Chamber is non-political and non-profit making; and is not Government controlled. It exists to help its members and further the economic welfare of the country.

Since its inception in 1951, the Liberia Chamber of Commerce has operated under a Memorandum of Understanding, Articles of Association and By- Laws. During third quarter of 2021, the Council under the Presidency of Cllr. N. Oswald Tweh, mandated Counsellor Benedict F. Sannoh, Council member, to review the Memorandum, Articles of Association and the Bylaws of the Chamber and propose amendments that would enable the Chamber to be more robust and resilient, and to enable it respond more effectively to the internal structural and operational challenges that the Chamber faces in light of the growth and diversity in the membership of the Chamber, and changes in the business sector and the laws of Liberia.

Memorandum of Understanding (MOU)

The Constitution and By-Laws of the Liberian Chamber of Commerce (2022) is the end product of the review authorized by the Council.

The following members of the Council contributed to this Review:

**Cllr. Benedict F. Sannoh, Councilman**

**Mr. Ahmed S. Wazni, Councilman**

**Ms. Laureine Guilao, Councilwoman**

**Mr. Charles E. Collins, Sr., Councilman & Treasurer**

**Mr. Nathaniel E. Kevin, Councilman**

**Atty. Oliver N. Rogers, II, Auditor & Councilman**

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## **PREAMBLE**

We the members of the Liberia Chamber of Commerce , created by an Act of the Legislature of Liberia and mindful of our objectives to promote Commerce, Industry, Agriculture and International Trade; the collection, evaluation, and dissemination of statistical and either information relating to Commerce, Industry, Agriculture and International Trade; and Promoting and recommending legislation or other legal measures in the interests of Commerce, Industry, Agriculture and International Trade, and the settlement of disputes arising out of Commerce, Industry and Agriculture in Liberia and International Trade through arbitration, do hereby amend, formulate and adopt this Constitution and By-Laws (2022) for the governance, administration and management of the Liberia Chamber of Commerce (LCC).

## **CHAPTER ONE MISSION STATEMENT**

### **Article one: Vision**

We envision a thriving economy by serving as the voice for business and contributing to the creation of an environment that is conducive for commerce, industry, trade, and agriculture, where businesses succeed and people prosper.

### **Article Two. Mission**

To foster a proactive and policy-oriented collaboration between the Business Community, the Government, and Strategic Development Partners, thus creating, supporting and improving private enterprise and the business environment in Liberia.

### **Article Three: Core values**

We are committed to best business practices, integrity, respect for human rights, gender equality, corporate governance, and environmental sustainability.

## **CHAPTER TWO NAME, HEADQUARTERS, CORPORATE SEAL AND MEMBERSHIP**

### **ARTICLE ONE NAME OF ASSOCIATION**

The Association shall be styled, “The Liberia Chamber of Commerce, Inc.” hereinafter referred to as (the “Chamber”).

### **ARTICLE TWO HEADQUARTERS AND REGISTERED OFFICE**

The Headquarters of the Liberia Chamber of Commerce shall be located in the City of Monrovia, Montserrado County, Republic of Liberia. The Council may authorize the establishment of sub-offices at the County or regional levels as it may deem necessary. The registered office and address of the Chamber shall be:

Liberia Chamber of Commerce  
Queens Avenue, Capitol Hill  
Post Office Box 92 – Monrovia  
Liberia.

### **ARTICLE THREE CORPORATE SEAL**

All memorials, petitions and official documents of the Chamber shall bear the Seal of The Chamber. The Seal of the Chamber shall only be stamped on such memorials, petitions, and official documents of the Chamber upon the vote of the Council, and such vote shall be duly recorded in the minutes. If the matter is one of urgency, the memorial, petition, or official document may be Sealed by direction of the President of the Chamber subject to the Sealing being reported at the next Council Meeting.

## **ARTICLE FOUR MEMBERSHIP**

### **4.1 Eligibility requirements**

A member of the Liberian Chamber of Commerce shall be a Firm, a Company, Sole Proprietorship, Partnerships, Unincorporated Association, Corporation, Concession, Public Corporation, Charitable Organization, or Trade Association engaged in Commerce, Trade, Industry, and Agriculture. The By- Laws shall define the process of obtaining membership in the Chamber.

### **4.2. Resignation, Removal/Expulsion**

A member may cease to be a member of the Chamber when:

- 4.2.1. It ceases to meet the requirements for membership under this Constitution and By-Laws.
- 4.2.2. It submits a letter of resignation to the Chamber, subject to remaining under the continuing jurisdiction of the Chamber in respect of any disciplinary action arising out of its conduct while a member;
- 4.2.3. The Executive Council revokes or suspends the member's membership; and
- 4.2.4. The member fails to pay its annual dues as prescribed in the By-Laws.

### **4.3. Complaint and Dispute Resolution**

- 4.3.1. All members shall conduct themselves in accordance with the Constitution. Any breach of a provision of the Constitution, By-Laws, and Policy, Rule or Regulation promulgated there under shall be deemed to be a form of misconduct.
- 4.3.2. The By-Laws shall determine the manner in which complaints alleging misconduct, incompetence or non-compliance with the Constitution and By-Laws and Policy, Rule or Regulations promulgated there under shall be filed, heard and determined.

### **4.4. Misconduct /Incompetence**

- 4.4.1. The Council alone shall have the power by resolution duly passed by a two- third majority of members present and voting, to suspend, expel, or remove from office any member whose conduct, in the opinion of such majority, makes him/her/it no longer acceptable as member of the Chamber.
- 4.4.2. A member may be suspended, removed or expelled from the Chamber by the Council for;
  - (i). Misconduct determined consistent with the By-Laws,
  - (ii). the conduct is irrelevant to the activities and operations of the Chamber;
  - (iii). the conduct is not in the best interest of the public or tends to harm the standing of the Chamber.
- 4.4.2. An officer of the Council may be removed by the Council if:
  - (i). The officer displays in the performance of his/her duties a lack of knowledge, skill or judgment, or disregard for the interest of the business community of a nature or to an extent that demonstrates that he is unfit to carry out the responsibilities of an officer of the Council.
  - (ii). The officer is suffering from a physical or mental condition or disorder of a nature and extent making it desirable in the interests of the Chamber that he no longer be permitted to engage in the activities of the Chamber .

### **4.5. Honorary membership**

The Chamber may admit to the Honorary Membership of the Chamber any distinguished person or a person who has rendered special service to the Chamber, and such honorary member shall not be required to submit the application required under the By-Laws and to

comply with the requirements attendant thereto including the payment of subscription and entrance fee. Honorary members do not have voting rights.

**4.6. Membership Subscription**

4.6.1. The annual membership subscription shall be determined by the Council with the consent of the Chamber annually at the Annual General Meeting of the Chamber which when approved shall be set forth in an annex to be attached and made a part of this Articles without the need for any amendment of the Articles. The categories for membership shall be:

- i. Sole Proprietorship
- ii. Partnerships
- iii. Unincorporated Associations
- iv. Corporations
- v. Concessions
- vi. Public Corporations
- vii. Charitable Organizations
- viii. Trade Association

4.6.2. A member whose subscription payment is in arrears for over three (3) months cannot vote; and when his subscription is six (6) months overdue, all privileges of membership shall be forfeited, and his name may be posted in an Arrears list in the office of the Chamber; and the arrears shall be a debt due to and recoverable by the Chamber.

**4.7. Rights and Privileges of membership**

4.7.1 Any member of the Chamber shall have the right to vote, except as herein provided.

4.7.2 Any member or authorized representative of a member shall be entitled to attend meetings of the Chamber, but only one representative or member shall be allowed to vote.

4.7.3 Any member of the Chamber shall be entitled to make nominations for the office of President and elected members of the Council.

**CHAPTER THREE  
GOVERNANCE STRUCTURE**

**ARTICLE ONE.  
COMPOSITION**

The Governance structure of the Chamber shall comprise of the following:

1. Chamber
2. Executive Council
3. Standing and Ad Hoc Committees
4. Arbitration
5. Secretariat

**ARTICLE TWO  
CHAMBER**

**2.1. Composition:**

The Chamber shall consist of the entire membership.

**2.2. Annual and General Meetings**

There shall be an Annual General Meeting of the Chamber on the second Monday of December of each year to:

- a) Receive the report of the President
- b) Receive the report of the Treasurer
- c) Receive the Report of the Auditor
- d) Elect a President, 11 members of the Council and 1 Auditor upon completion of their two-year tenure;
- e) Elect the three (3) members of the Arbitration Committee;

- f) Consider, and if necessary, take action with reference to any business or motion of which due notice has been given, or which a majority of those present may determine to entertain, it not being inconsistent with the Memorandum and Article of Association.

### **2.3. Meetings**

- 2.3.1 Special General Meetings of the Chamber shall be convened by the Secretary General at the direction of the President or upon the request by five (5) members of the Council or twenty (20) members of the Chamber.
- 2.3.2. The notice of the meeting shall state the purpose of the meeting, and no other business shall be entertained at these Special General Meetings.
- 2.3.3. Each General Meeting of the Chamber shall be presided over by the President or in his absence by either the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, the Treasurer, or in their absence, the meeting shall elect a member to preside (“Presiding Member”). The Presiding Member at any meeting shall have an original and also a casting vote.
- 2.3.4. Any member of the Chamber may attend any meeting of the Council without a prior notification to the Secretary General of his desire to do so, and by the permission of the President, may address the Council but shall not be entitled to vote.

### **2.4. Non-political , non-religious**

The Chamber being instituted with solely commercial, industrial and agricultural objectives and comprising among its member persons of all political and or religious opinions, no question which does not relate to the above objectives and is exclusively political or religious, shall be discussed: and no member shall be allowed at any meeting to call in question the conduct of any other members in reference to the exercise of political or religious privileges.

### **2.5. Income and property of the Chamber**

- 2.5.1. The Income and Property of the Chamber, however derived, shall be applied solely toward the promotion of the objectives of the Chamber, as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, to any member, directly or indirectly, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers, or servants or, person employed by the Association, or to any member or members of the Chamber, or other persons, in return for any services actually rendered to the Chamber.
- 2.5.2. If upon the liquidation or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to some other institution or institutions having objectives similar to those of the Chamber, to be determined by the members of the Chamber at or before the time of dissolution, or otherwise disposed of as the majority may decide.

## **ARTICLE THREE EXECUTIVE COUNCIL**

### **3.1. Composition of the council**

The Chamber shall consist of representatives of Commerce, Industry and Agriculture or Agents interested in the Commerce, Industry and the General development and welfare of Liberia

### **3.2 Organization and Management of the Council**

The business of The Chamber shall be managed by an Executive Council (hereafter the “**Council**”) which shall be elected by the general membership of the Chamber and composed of the following with due regard for diversity and gender sensitivity.

#### **3.2.1. President;**

The President of The Chamber shall be the Chairman of the Council.

3.2.2. Elected Members.

There shall be such number of elected members as The Chamber may from time to time determine but unless otherwise determined, they shall be eleven (11).

3.2.3. Members of the Arbitration Committee:

There shall be an Arbitration Committee which shall be composed of three (3) members

3.2.4. One (1) Auditor:

3.2.5. Ex-Officio Members

1. Past Presidents

All past Presidents of the Chamber shall be Ex- Officio members of the Council as long as they continue to be members of The Chamber. Ex-Officio Members shall, however, not have voting rights at the Council

2. Chairmen of Trade Organizations;

All Chairmen of Trade Associations elected in accordance with the By- Laws shall be Ex- Officio members of the Council as long as they continue to be members of The Chamber. Chairmen of Trade Associations shall, however, not have voting rights at the Council

3.2.6 The By-Laws shall define the duties and responsibilities of the President, Vice President, and the Auditor of the Chamber

**3.3. Powers of the Council**

3.3.1. The Council shall be the administrative body of the Chamber responsible to administer established policies and programs of the Chamber and to exercise oversight responsibility of the activities of all the Committees of the Chamber. . Notwithstanding the generality of the foregoing, the Council shall have the power to:

- (a) Approve the budget of the Chamber and exercise oversight responsibility over its implementation
- (b) acquire offices or other premises for the use of The Chamber, and to appoint a Secretary General, Assistant Secretary General and such other officers as in its opinion are necessary to conduct the business and affairs of the Chamber;
- (c) engage professional and technical assistants;
- (d) remunerate all persons employed by it;
- (e) subject to the provisions of this Memorandum and Articles of Association, to call its own meetings and to regulate its own proceedings;
- (f) manage and superintend the Affairs of The Chamber;
- (g) act in the name of The Chamber, and for that purpose, to order the Seal of The Chamber to be affixed to any petition to the government, memorial or other document issued by authority of and in name of The Chamber; and
- (h) Generally to exercise all powers and functions of the Chamber not hereby conferred upon the general membership of the Chamber.

3.3.2. The Council shall have power to make, amend or repeal the By-laws of the Chamber, provided always that the By-Laws shall not be repugnant to the Constitution of the Chamber. Notice of any suggested amendment or repeal of any provision of the By-Laws shall be given to each member of the Council and included in the Agenda for the Council meeting at which the question is to be considered, but such amendment or repeal shall not be acted upon until it has been confirmed by a separate resolution at the next meeting of the Council after the subject has been so considered.

3.3.4. The Council shall also appoint a Secretary General and Assistant Secretary General who need not be members of the Council or General body of the Chamber.

### **3.4. Tenure of Council Members**

- 3.4.1. The tenure of Council Members shall be two (2) years.
- 3.4.2. The members of the Council and officers of the Chamber shall retire after their two (2) year tenure at the Bi-Annual General Meeting and a new Council shall be elected by the voting members.
- 3.4.3. The retiring members shall be eligible for re- election if they are members in good standing and have attended at least six meetings during each of the two years immediately preceding the election.

### **3.5. Elections**

- 3.5.1. General Elections for the Council shall be held biannually, that is every two (2) years.
- 3.5.2. At each Biannual General Meeting of the Chamber, all members of the Council and officers of the Chamber shall retire. The retiring members shall be eligible for re- election if they are members in good standing and have attended at least six (6) meetings of the Council during each of the two years immediately preceding the election. The election of officers of the Council shall be conducted in the manner prescribed by the By-Laws.
- 3.5.3. No member shall be elected to the Council who has not been a member in good standing for at least two (2) years immediately prior to his election. The By-Laws shall define what constitutes good standing for the purpose of elections.
- 3.5.4. The election of the President, members of the Council and the three (3) members of the Arbitration Committee shall be conducted in accordance with the By-laws.
- 3.5.5. The Council shall, as soon as practicable after the General Meeting elect from among its body the following:
  - (a) 1<sup>st</sup>. Vice President
  - (b). 2<sup>nd</sup> Vice President
  - (c). Treasurer
- 3.5.6. The President and other members of the Council may be re-elected to the same position after their first two (2) year tenure expires. However, the President and other officers of the Council shall not be eligible for immediate re-election to any offices which they have held for two successive two year terms.
- 3.5.7. The Council shall also appoint a Secretary General and Assistant Secretary General who need not be members of the Council or General body of the Chamber.
- 3.5.8. The By-Laws shall define the duties and responsibilities of the President, Vice President, Auditor and Treasurer of the Chamber

### **3.6. Meetings of the Council**

- 3.6.1. The Council shall meet at least once a month, except otherwise determined by the Council
- 3.6.2. The Council may, if it deems it necessary, co-opt into committees, any person or persons, whether members of the Chamber or not, whom it may think desirable, with full power to speak and vote therein but no person shall be included simultaneously in more than (3) three committees.
- 3.6.3. The Chairman of each committee may at any time convene a special meeting of the committee.
- 3.6.4. Special Meeting of the Council may be convened by the President of the Chamber, or by the First or Second Vice President of the Council. A special Meeting of the Council may also be called if requested by four (4) members of the Council. Notices of such meeting shall be given in accordance with the By-Laws.



- 3.6.5. Meeting of the Council shall be presided over by the President, or First Vice President, Second Vice President, or the Treasurer of the Chamber or in their absence by one of the members of the Council as Presiding Council member of the day. The Presiding Council member of the day shall have an original and also a casting vote.
- 3.6.7. A resolution of the Council shall not be amended or repealed except upon a motion duly served with notice at the meeting at which it is proposed to alter or repeal such resolution or by unanimous consent.
- 3.6.8. If any member of the Council objects to a final decision taken by the Council on any question, which decision may, in his opinion, adversely affect the interest of the Chamber and its members, such objection and decision shall be noted on the minutes of the Council.
- 3.6.9. If any Council member or officer of the Council does not attend four consecutive meetings in any one calendar year, or resigns, dies, or becomes insolvent between the regular periods of biannual elections, the Council may declare his/her seat vacant, and elect another member of the Chamber to fill the vacancy at a special election called for that purpose in accordance with the By-Laws.
- 3.6.10. The President of the Council shall be entitled to a modest allowance to cover expenses in relation to his duties, which shall be approved by the Council. 1

## **ARTICLE FOUR STANDING AND AD HOC COMMITTEES**

### **4.1. Composition**

There shall be three (3) standing Committees of the Chamber:

- a) Economic and Governance Committee
- b) Finance Committee; and
- c) Publicity and Membership Committee

### **4.2. Economic and Governance Committee.**

- a) The Economic and Governance Committee shall be established by the Executive Council and shall comprise of five (5) members selected from the Executive Council, three of whom shall constitute a quorum for the transaction of business.
- b) The primary purpose of the Economic and Governance Committee is to evaluating issues and proposals having an economic impact on business community and the economy and making recommendations to the Executive Council with the view to foster economic growth and development.
- c) The duties and responsibilities of the Economic and Governance Committee shall be defined by the By-Laws.

### **4.3. Finance Committee.**

- a. A Finance Committee shall be established by the Council and shall comprise of five (5) members one of whom shall be the Treasurer, and selected from the Executive Council. Any three of the members shall constitute a quorum for the transaction of business.
- b. The primary purpose of the Finance Committee is to assist the Executive Council in ensuring the financial soundness of the Chamber.
- c. The By-Laws shall define the duties and responsibilities of the Finance Committee.

### **4.4. Publicity and Membership Committee**

- a) A Publicity and Membership Committee shall be established by the Executive Council which shall comprise of five (5) members selected from the Executive Council, three (3) of whom shall constitute a quorum for the transaction of business.

- b. The primary purpose of the Publicity and Membership Committee is to ensure an effective and efficient public relations strategy as well as expand and broaden the membership base of the Chamber.
- c. The duties and responsibilities of the Finance Committee shall be defined by the By-Laws.

**4.5. Ethics Committee**

- a) An Ethics Committee shall be established which shall comprise of three (3) members selected from the Executive Council, one of whom shall be a lawyer licensed by the Liberia National Bar Association.
- b) The primary purpose of the Committee is to receive, investigate and advance recommendations to the Executive Council on all matters involving allegations of misconduct and incompetence.
- c) The By-Laws shall define the duties and responsibilities of the Ethics Committee.

**4.6. Ad Hoc Committees.**

An Ad Hoc Committee may be established by the President, acting on the advice of the Council from time as it may deem necessary, with terms and conditions, to address matters not otherwise assigned to the standing Committees of the Chamber.

**ARTICLE FIVE  
ARBITRATION COMMITTEE**

**5.1. Disputes between members**

All disputes between members of the Chamber may, upon request by one of the disputing members to the President of the Chamber and supported by a written agreement to submit to arbitration, be referred to the Arbitration Committee of the Chamber. The agreement to submit to arbitration must have a clause that the members accept the decision of the Arbitration Committee to be final and binding upon them and enforceable by Law. The Arbitration Committee, may from time to time, form rules and regulations for its proceedings, and may do any acts or things deemed necessary to carry-out its tasks in conformity with law and the laid-out procedures to give effect to this Article. Requests to the President for arbitration shall be referred to the Arbitration Committee without delay.

**5.2. Disputes between non-members**

The President, upon request, may refer a dispute for arbitration involving non-members to the Arbitration Committee provided the request is supported by a written agreement signed by the disputing parties to submit to arbitration, with a clause therein accepting the decision of the Arbitration Committee to be final and binding and enforceable by Law.

**5.3. Fees**

The Arbitration Committee Council may set reasonable fees, subject to the approval by the Council, for its services and expenses

**5.4. Support to Labor disputes**

The Council, upon request, may designate the Arbitration Committee at any time, constitute an ad hoc committee, or take part in the constitution of any Board, Committee or Conference by the Government for the settlement of Labor disputes and the prevention or termination of strikes and lock-outs or for any other purpose.

**ARTICLE SIX  
SECRETARIAT OF THE CHAMBER**

- 6.1. There shall be a Secretariat of the Chamber which shall be responsible for the day to day operations of the Chamber to be headed by the Secretary General. The By- Laws shall define the duties and responsibilities of the Secretariat.

## CHAPTER FOUR ELECTIONS

- 4.1 The Executive Council shall constitute Elections Committee composed of three (3) members from among the general membership of the Chamber not later than the first week of October in the year in which elections are due to be held.
- 4.2 Members of the Election Committee shall be elected by a secret ballot. At its first sitting, the Commission shall elect a chairman, a vice-Chairman, and a Recorder. It shall also establish the procedure for elections including how candidates are to be nominated; and how to resolve a tie if two or more candidates poll the same number of votes. Said procedures must be submitted to the Council for approval following the first sitting of the Commission.
- 4.3 The Elections Committee shall draw up the guidelines for the receipt of nominations and conduct of elections for the President, Members of the Council, the Arbitration Committee, and the Auditor, and how to resolve a tie if two or more candidates poll the same number of votes.
- 4.4 Elections shall be conducted in the first week of December (**last week of November**) and the installation of the newly elected President and officers of the Council shall take place during the first week of January.
- 4.5 Each member in good standing is entitled to one vote. Members are expected to appear and participate in the process of selecting the leadership of the Chamber. Where, however a member in good standing is unable to be present at the elections and vote, he/she/it can designate a representative from his/her organization to serve as proxy, in which case, a letter designating the proxy shall be delivered to the Elections Committee at least one day prior to the elections.
- 4.6 Members of the Chamber cannot serve as proxy for another member.
- 4.7 The quorum for voting by the General body of the Chamber and by the Council shall be a two-third majority of the members present in person.
- 4.8 Election shall be determined by majority of votes given and the result shall be declared at the same General Meeting
- 4.9 No individual shall hold more than one elected position in the Chamber at one time and the duties of the officers shall be specified in the bylaws.
- 4.10 Members of the Elections Committee shall:
- a) Be barred from vying for elected positions. Where a member of the Committee , elects to vyle for an elected post, he/she must declare his/her intention at least six (6) months prior to the ensuring election and concomitantly give up his membership from the Committee;
  - b) Barred from engaging in any of the campaign processes that lead to the election of officers;
  - c) Exercise their right to vote in any election for officers;
- 4.11. Members of the Elections Commission shall:
- a. Be barred from vying for elected positions. Where a member of the Commission, elects to vyle for an elected post, he/she must declare his/her intention at least six (6) months prior to the ensuring election and concomitantly give up his membership from the Commission;
  - b. Barred from engaging in any of the campaign processes that lead to the election of officers;
  - c. Exercise their right to vote in any election for officers;

**CHAPTER FIVE  
MISCELLANEOUS**

**ARTICLE 1  
TRADE ASSOCIATIONS**

**5.1 Trade Associations**

**5.1.1 Establishment**

Any number of members of the Chamber who may desire to associate themselves together in a Trade Association with the view of more effectively enhancing the interest of any particular trade, industry or agriculture may apply for registration by the Chamber as a Trade Association, and the Council thereupon may authorize the registration of such Trade Association by two thirds majority of votes present and voting.

**5.1.2. , Dis-association**

The Council may, by resolution passed by a two-thirds majority of members present and voting, may dis-associate an approved Trade Association from the Chamber. The dissociation of a Trade Association shall not affect the rights of members of the Association who are otherwise members of the Chamber in good standing.

**5.1.3. Rights and Privileges**

- a. Trade Associations are ex-officio members of the Council and do not have voting rights. Notwithstanding, the Chairman or any member deputizing a Trade Association shall be entitled to bring any matter relating to that Association to the special attention of the Council. In case of emergency, the Chairman of a Trade Association may request an emergency meeting of the Council
- b. No resolution of any Trade Association shall bind the Chamber until confirmed by the Council.
- c. No Trade Association of the Chamber shall present or submit any policy prejudicial to or inconsistent with the policies and purposes of the Chamber, nor shall it contract any debt in the name of the Chamber or for which the Chamber shall be liable.

**ARTICLE TWO  
CODE OF CONDUCT**

**5.2. Code of Conduct**

5.2.1. All members of the Chamber are subject to the Code of conduct and any violation thereof shall be deemed a misconduct.

5.2.2. A member of the Chamber shall:

- a. respect the Constitution and Laws of Liberia respect diversity and gender sensitive;
- b. not engage in conduct that is tantamount to sexual harassment or gender-based violence;
- c. not use the offices or positions of the Chamber to pursue private interests that may result in conflict of interest;
- d. maintain the dignity of the Chamber and in this regard, shall not accept bribes, gifts and offers intended to induce or influence his/her actions in connection with the performance of his /her official duties of the Chamber.
- e. ensure that his/her participation in political activities or matters does not bring him/her in conflict with his official duties at the Chamber;
- f. act professionally and impartially at all times to promote and sustain public confidence in the Chamber.
- g. have due regard and respect for the rights of members of the Council and members of the Chamber and treat honestly and fairly.

**CHAPTER SIX  
AMENDMENT**

The Memorandum and Articles of Association may be amended by special resolution of two-thirds of the membership of Council and followed by two-thirds of the membership of Chamber present and voting at a General Meeting. The Amendment shall come into force and become effective as of the first week of January following the General Meeting of the Chamber.

**CHAPTER SEVEN  
EFFECTIVE DATE**

The Articles of Association, as amended, shall become effective as of the date of approval by the Chamber.

Given under our hands and Seal of the Liberia Chamber of Commerce,  
in the City of Monrovia, Montserrado County, Republic of Liberia this  
7th day of March 2022.

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**Cllr. N. Oswald Tweh**  
**President & Chairman of the Council**

---

**Mr. Tony Hage**  
**First Vice President & Executive Council Member**

---

**Cllr. Benedict F. Sannoh**  
**Executive Council Member &**  
**Chairman on Amendment Committee**

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**Mr. Charles E. Collins, Sr.**  
**Treasurer & Executive Council Member**

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**Mr. O. Natty B. Davis**  
**Executive Council Member**

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**Mr. Ahmed S. Wazni**  
**Executive Council Member**

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**Ms. Laureine Guilao**  
**Executive Council Member**

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**Mr. Jaspal Singh**  
**Executive Council Member**

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**Mr. Oliver N. Rogers, II**  
**Executive Council Member & Auditor**

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**Mr. Rabih Charif**  
**Executive Council Member**

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**Mr. T. Nelson Williams**  
**Executive Council Member**

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**Mr. Rajkumar Chandrasekar**  
**Executive Council Member**