



2025

MALAWI CHAMBER OF MINES AND ENERGY INTRODUCTION



INTRODUCTION

TO

THE MALAWI CHAMBER OF MINES AND ENERGY

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INTRODUCTION

TO

THE MALAWI CHAMBER OF MINES AND ENERGY

1. NAME

The Name of the organisation shall be “The MALAWI CHAMBER OF MINES AND ENERGY (CMEM)” and shall be registered as a Company limited by guarantee.

2. OBJECTIVES

The objectives of the Chamber shall be as follows:

- 2.1 to promote, advance and protect the mining industry of Malawi;
- 2.2 to promote the interests of its members;

- 2.3 to consider all questions connected with the mining industry and to promote public interest therein;
- 2.4 to collect and circulate information relating to the mining industry;
- 2.5 at the discretion of members to procure information as to mines, mining companies, and matters relating thereto;
- 2.6 to form or participate in the formation of, and to grant subsidies or monetary subscriptions to, associations or institutions, companies and other organisations connected with the mining industry of Malawi or calculated to benefit same;
- 2.7 to undertake and execute, either gratuitously or otherwise, any trusts or secretarial duties in the furtherance of these objects;
- 2.8 to purchase, take, exchange, hire or otherwise acquire and hold any movable or immovable property in the name of the Chamber, and any rights or privileges necessary or convenient for carrying out the objects of the Chamber;
- 2.9 to construct, alter and maintain any buildings required for the purposes of the Chamber;
- 2.10 to sell, improve, manage, lease, mortgage, dispose of, turn to account or otherwise deal with any part of the property of the Chamber, movable or immovable;
- 2.11 to invest the moneys of the Chamber, not immediately required, upon such security or securities on such terms and in such manner as may be deemed expedient;
- 2.12 to borrow any money required for the purposes of the Chamber
- 2.13 to promote the interests of apprentices and learners in all branches of the mining industry and to encourage the practical and technical training of such apprentices and learners
- 2.14 to establish and maintain for the use of members and /or representatives of members, a library and museum of models, specimens, designs, drawing and other articles of interest in connection with the mining industry
- 2.15 to do all such things as are incidental or conducive to the above objectives or any of them

3. GOVERNING BODY

3.1 EXECUTIVE COMMITTEE

Subject to the direction and control of the Council, the general administration and management of the Chamber shall be vested in an Executive Committee, which shall comprise:

- The President;
- The Vice-President;
- The Chief Executive of the Chamber.

4. MEMBERSHIP

4.1 FULL MEMBER

Subject to the approval of Council, membership of the Chamber shall be open to every company which is directly involved in the exploration, mining and processing

of minerals or to every individual who is engaged in exploration or mining for his own account and to companies, associations or individuals as may be approved by the Council.

4.2 **ASSOCIATE MEMBER**

Any company or individual which / who does not qualify for full membership but is able to offer support services to the mining industry.

4.3 **HONORARY MEMBER**

Subject to the approval of members at a general meeting, the Chamber may confer Honorary Life membership upon any persons who have rendered distinguished and valuable service to the Chamber and / or to the mining industry, or for such other reasons as may be considered to be sufficient. Such Honorary Life members, although free from liability for subscriptions, shall in all other respects be subject to the Constitution of the Chamber.

5. **SUBSCRIPTIONS AND LEVIES**

- 5.1 The Council shall determine the amount of the annual subscriptions payable by members in each class of membership.
- 5.2 Before the commencement of each financial year the Council shall determine the budget required for the administration of the Chamber and shall fix the rate, and notify members thereof.
- 5.3 Honorary members shall not be liable for any subscriptions to the Chamber.
- 5.4 The subscription of any member elected to membership after 30 June but before 31 December in any year shall be one half of the annual subscription.
- 5.5 Annual subscriptions shall be payable yearly in advance on the first day of January in each year.
- 5.6 Failure to pay any subscription or levy shall debar the defaulting member from exercising the privileges of membership and may, should the Council so decide, terminate his membership, provide that thirty days' previous notice of default in payment shall have been posted or delivered to the member by the Chief Executive in the manner hereinafter provided for notices, but the member shall, notwithstanding such termination, continue to be liable to the Chamber for any overdue subscription and / or levies.

6. **COUNCIL**

- 6.1 **Composition of the Council**
The governing body of the Chamber shall be a Council comprising
- 6.2 Twelve representatives elected by Full members
- 6.3 Two representatives elected by Associate members from amongst their number, and;
- 6.4 The Chief Executive of the Chamber, as ex officio. In addition, the Council may coopt not more than two persons for their special knowledge of the affairs of the mining industry. Any person co-opted to the Council shall not have any voting rights

- thereon. Any person appointed or elected to the Council (other than the Chief Executive or a co-opted member) must either be a member of the Chamber, or a representative of a member duly appointed in terms of Clause 7.
- 6.5 A person who is appointed as an alternate may not attend any Council meetings at which his principal is present, save with the consent of all members of the Council present at such meeting.
- 6.6 A member of the Council may resign at any time by giving notice in writing to the Chief Executive. In this event, or in the event of the death of a member of the Council, the Chief Executive shall, as soon as practicable, arrange for a replacement to be appointed in terms of the procedure laid down in Clauses 15.2 or 15.3 as the case maybe.
- 6.7 The chairperson of all meetings of the Council shall be the President or, in his absence, the First Vice-President or in his absence the Second Vice-President. In the absence of all the Presidents a chairperson shall be elected from amongst the members present at the meeting.
- 6.8 The Council shall meet at least three times in each year. One half plus one of the members of the Council or their alternates personally present shall form a quorum.
- 6.9 A notice of a meeting of the Council shall be served either by hand delivery, by means of a facsimile message or by sending it through the post, in a prepaid letter or telegram addressed to such member at his registered address, at least fourteen days before the time fixed for such meeting; provided always that the President or, in his absence, the Vice-President or, they both being absent, any other member of the Council may call special meetings of the Council on shorter notice in cases of extreme urgency.

7. **POWERS OF COUNCIL**

- 7.1 The Council shall have the power generally to direct and control the functioning and the policy adopted in the management and administration of the Chamber. Further, and without prejudice to its general powers, the Council shall have the power to do all acts required to be done by it in terms of the Constitution.
- 7.2 Without prejudice to the general powers conferred by these presents, the Council shall have power to:
- 7.2.1 Purchase, take, exchange, hire or otherwise acquire and hold any movable or immovable property, and any rights or privileges necessary or convenient for the purposes of the Chamber;
- 7.2.2 Construct, alter and maintain any buildings required for the purposes of the Chamber;
- 7.2.3 Sell, improve, manage, lease, mortgage, donate, dispose of, turn to account, or otherwise deal with any part of the property of the Chamber;
- 7.2.4 Purchase, acquire or hold in trust any books, newspapers, models, plans, charts, instruments, maps or specimens;
- 7.2.5 Enter into such contracts and do all such acts and things as it thinks expedient for the purposes of the Chamber;

- 7.2.6 Appoint or remove members of staff, employees, servants or agents of the Chamber and to authorise their remuneration, fees, et cetera from the funds of the Chamber;
- 7.2.7 Pass bylaws for regulating the business of the Chamber and the procedure to be followed at any meetings of the Chamber;
- 7.2.8 Petition any appropriate authority in the name of the Chamber;
- 7.2.9 Elect, replace or withdraw representatives on any industrial council or conciliation board;
- 7.2.10 Promote the supply of employees to the mining industry;
- 7.2.11 Nominate members to serve on other bodies;
- 7.2.12 Institute, conduct, defend, compound or abandon any proceedings by or against the Chamber in any court of law or before any arbitrator or other body constituted according to law and, without prejudice to any other provision contained herein, to recover by legal proceedings or otherwise any amount due to the Chamber; and
- 7.2.13 Appoint committees or subcommittees and to delegate any obits functions or powers to any committee or subcommittee or to any employee of the Chamber upon such terms and conditions as the Council may decide.

8. POWERS OF EXECUTIVE COMMITTEE

- 8.1 In addition to any powers and duties vested in the Executive Committee in terms of this Constitution, the Council shall be entitled to delegate to the Executive Committee all or any of its powers. At its discretion it may determine and shall have the right at any time to vary or revoke any such delegation.

9. FINANCE

- 9.1 The financial year of the Chamber shall end on the thirty-first day of December of each year.
- 9.2 The income and property of the Chamber shall be applied solely in carrying out the objects of the Chamber.
- 9.3 All property or effects belonging to or acquired by the Chamber shall be vested in the President and Chief Executive for the time being of the Chamber, and their successors in office, to be held by them jointly in trust for the Chamber.
- 9.4 Honorary and Honorary Life members shall not acquire any rights in any property of the Chamber by virtue of their membership.
- 9.5 The funds of the Chamber shall be banked in the name of the Chamber with such bank as the Council may appoint and shall be operated by the signature of such person or persons as may be appointed by the Council from time to time.
- 9.6 The Council shall cause true accounts to be kept of the money received and expended by the Chamber, of the matters in respect of which such receipts and expenditure take place, and of the assets and balances of the Chamber, which accounts shall be duly audited before the thirty-first day of March in each year by auditors appointed by the Council which shall also fix their remuneration. The Council shall cause the annual financial statements of the Chamber, certified by the said auditors, to be circulated in each year to all members.

APPENDIX 1: CODE OF CONDUCT & ETHICS FOR MEMBERS OF

THE CHAMBER OF MINES AND ENERGY OF MALAWI

ALL MEMBERS OF THE CHAMBER OF MINES AND ENERGY OF MALAWI (CMEM) SHALL AUTOMATICALLY, UPON ACCEPTING MEMBERSHIP OF THE CMEM, BECOME SUBJECT TO THIS CODE OF CONDUCT & ETHICS (“COC”), AS A CONDITION OF CMEM MEMBERSHIP

1. MEMBERSHIP FEES

Members shall timeously and fully pay their membership fees to the CMEM.

2. COMPLIANCE

- 2.1 Members shall at all times comply with such policies, guidelines, standards and directives as the CMEM may issue for its members from time to time.
- 2.2 Members shall not do, or allow anything to be done that may bring into disrepute, the image of the CMEM or the mining industry of Malawi.
- 2.3 Members shall at all times fully comply with Malawi legislation in respect of all of its operations within the borders of Malawi.
- 2.4 Any standards or provisions contained in this COC shall, in so far as it may be in conflict with or in contradiction with any terms and conditions contained in any Malawi legislation, be subject to and if possible, in law in addition to such terms and conditions.
- 2.5 The members shall when deemed in the interest of upholding the rule of law within the mining industry in Malawi, join forces in condemning any party outside of the CMEM who does not comply with Malawi legislation.
- 2.6 If, in the opinion of the Council of the CMEM, any Malawi legislation effecting the mining industry and which creates an injustice or is morally unacceptable to the members of the CMEM, members, through the CMEM shall engage the relevant Authority/ies to resolve such issue/s. This shall however not members to act illegally and in contravention of such entitle
- 2.7 For purposes of this paragraph, legislation shall include all Malawi laws, inclusive of acts, regulations, by-laws and all other rules and regulations whether applicable generally, or the mining industry specifically.

3. EMPLOYMENT AND HUMAN RESOURCE DEVELOPMENT

- 3.1 Members shall, in as far as practicable, provide on-the-job training to its employees in various aspects of mining, mineral processing, mine safety, occupational health, environmental protection and productivity improvement.
- 3.2 In as far as practically possible, supervisory and managerial level employees shall be sent to appropriate training and mine visits in order to expand their field of experience with the intention of applying such acquired skills, knowledge and experience within Malawi.

- 3.3 Members shall provide, in as far as practicable, in-house training for human resources development and skills enhancement.

4. PROCUREMENT AND SUPPLY CHAIN MANAGEMENT

- 4.1 Members shall give preference to goods and services available in Malawi, provided that same are of comparable quality and competitively priced.
- 4.2 In respect of such products and services which have, by their nature, to be procured within Malawi, members shall give preference to entities and persons who are Malawi citizens, provided that such products, services are of comparable quality and competitively priced.
- 4.3 Members shall refrain from transfer pricing practices which will negatively impact on the Malawi fiscus.

5. TECHNOLOGY TRANSFER AND INTELLECTUAL PROPERTY RIGHTS

Members shall, where practicable (and with reservation of their intellectual property rights), collaborate with public and private universities, research institutions and industry associations in the development of mining related technologies with the corresponding manpower training and development.

6. ENVIRONMENTALLY SAFE PRODUCTION, PRODUCTS AND SERVICES

The CMEM shall develop and thereafter keep current an “Environmental Code of Conduct for the CHAMBER OF MINES AND ENERGY of Malawi” which all members will respect and pursue in all phases of mining operations.

7. ENVIRONMENTAL IMPACT ASSESSMENT AND MANAGEMENT

- 7.1 Members shall continuously and responsibly monitor the environmental impact of all their operations.
- 7.2 Should the CMEM from time to time require a member to be accredited by such institution/s and in terms of such system as may be prescribed by the COM; members shall comply therewith, within any time limits as may be determined by the CMEM in each instance?
- 7.3 Members shall, whether through the CMEM or individually actively support and where required participate in interaction with the Malawi authorities in the development and enforcement of environmental legislation to ensure effective management of mining activities and related operations on the environment.

8. HEALTH AND SAFETY OF EMPLOYEES

- 8.1 Members shall comply with applicable occupational safety and health (OSH) regulations and best practices in respect of the health and safety of its employees in order to minimise and where reasonable possible eradicate occupational accidents and diseases.
- 8.2 Members shall adhere to a vigorous safety and health program covering its areas of operations, which shall include, as a minimum:
- 8.2.1 Standard operating procedures for mining and mineral processing operations;

- 8.2.2 Management and employee training;
- 8.2.3 Good housekeeping;
- 8.2.4 Health control and services;
- 8.2.5 Provisions for personnel protective equipment;
- 8.2.6 Monitoring and reporting;
- 8.2.7 Environmental risk management including an emergency response program, and;
- 8.2.8 Occupational health and safety management.

9. LABOUR STANDARDS

- 9.1 Members shall give preference to Malawians in employing workers for its operations within Malawi.
- 9.2 Notwithstanding the possible existence of minimum wages, members shall pay their workers a reasonable wage for the work performed and treat their employees with dignity and in due compliance with the workers basic human rights as entrenched in the Malawi Constitution.
- 9.3 This clause however shall not be interpreted as a condition of employment placing any obligation on a member in respect of its employer/employee relationship with its employees.

10. CORPORATE GOVERNANCE

All members shall exercise acceptable principles of corporate governance.

11. INTER-MEMBER RECRUITMENT OF PERSONNEL

No member shall actively directly or indirectly approach a person employed by another member of the CMEM for purposes of recruitment, unless such an employee has responded, out of his own accord, to a formal and public advertisement.

12. NON-COMPLIANCE

- 12.1 Any material non-compliance with the COC will entitle the Council of the CMEM to terminate the membership of the transgressing member.
- 12.2 Whether a transgression is material, shall be in the sole discretion of the Council.
- 12.3 If the Council is of the opinion that a material breach of the COC has been committed by a member, it shall inform such member of the facts upon which its suspicion is based and grant such member the opportunity to reply to such allegation, in writing.
- 12.4 Any decision of the Council relating to any steps to be taken against a member, subsequent to receiving the written representations from the member as provided for in 12.3 above, shall be final.

APPENDIX 2: INITIAL MEMBERS OF THE MALAWI CHAMBER OF MINES AND ENERGY

EXCLUSIVE PROSPECTING LICENCES

Paladin (Africa) Ltd
Mota Engil Minerals & Mining (Mw) Limited
Terrastone Limited
Nyala Mines Limited
Globe Metals and Mining
Optichem (2000) Ltd
Shayona Cement Corporation
Cement Products (MW) Ltd
Bwanje Cement Company
Craton Resources
Mbwabwa Energy and Mines
Nkhauti Trading
Rift Valley Mining Ltd

APPENDIX 3: MEMBERSHIP FEES

Platinum:	MK2,000,000
Gold:	MK1,500,000
Silver:	MK1,000,000