



MEMBER OF ENERGY INSTITUTION 2021



CONSTITUTION

OF

THE MALAWI CHAMBER OF MINES AND

ENERGY

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CONSTITUTION

OF

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. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the subject or context otherwise requires, the following definitions shall apply-

- 2.1.1 **“Chamber”** means the MALAWI CHAMBER OF MINES AND ENERGY established pursuant to Clause 2 hereof;
- 2.1.2 **“Company”** means a limited liability company incorporated under the Companies Act (Cap. 46:03 of the Laws of Malawi);
- 2.1.3 **“Council”** means the Council of the Chamber for the time being constituted in a manner provided by this Constitution;
- 2.1.4 **“Councillor”** means a member of the Council nominated in accordance with Clause 9 hereof;
- 2.1.5 **“Chief Executive”** means the Chief Executive of the Chamber appointed under Clause 11.2;
- 2.1.6 **“Honorary Member”** means a member registered by invitation of the Chamber for such reasons and periods as the Chamber may deem fit;
- 2.1.7 **“Member”** means either an Ordinary or an Honorary Member;

2.1.8 **“Mining Industry”** means without in any way limiting the ordinary meaning of the expression, the industry engaged in the following activities or subdivisions thereof:

2.1.8.1 the extraction from the sea, the earth or its surface of precious stones, precious metal ore, coal and base mineral ore;

2.1.8.2 the tapping and recovery of mineral oils and natural gases;

2.1.8.3 the beneficiation and / or processing of ores to minerals and metals and the refining of minerals and metals;

2.1.8.4 the extraction or the beneficiation or processing of coal and the manufacture of by-products from coal;

2.1.8.5 the prospecting and / or exploration for precious stones, precious metal ore, coal, base mineral ore, mineral oils and natural gases;

2.1.8.6 the investigation of the economic viability of the activities referred to in 2.1.8.1, 2.1.8.2, 2.1.8.3 and 2.1.8.4 above;

2.1.8.7 any other activity or industry associated with the mining industry which the Council may consider to qualify as part of the mining industry.

2.1.9 **“Ordinary Member”** means a member registered by application as more particularly described in Clause 5;

2.1.10 **“President”** means President of the Chamber elected pursuant to Clause 9;

3. **OFFICE**

The Registered Office of the Chamber shall be located at any member's Office as volunteered and approved by the Council.

4. **OBJECTIVES**

The objectives of the Chamber shall be as follows:

4.1 to promote, advance and protect the mining industry of Malawi;

4.2 to promote the interests of its members;

4.3 to construct, alter and maintain any buildings required for the purposes of the Chamber;

4.4 To hold regular meetings with all stakeholders

4.5 To form sub committees comprising

4.5.1 Ethics committee

4.5.2 Editorial committee

4.5.3 Accreditation committee- Competent persons and classification

4.6 Bringing positive image to the mining sector

4.7 Engaging government and communities on smart partnership in benefit sharing and

4.8 Promoting skills and technology in the mining sector including internship and local content.

4.9 Commissioning industry research

4.10 Conduct bi-annual feedback dinner events with relevant ministers and media groups

- 4.11 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
- 4.12 to do all such things as are incidental or conducive to the above objectives or any of them

5. **GOVERNING BODY**

The Council shall be the governing body of the Chamber.

6. **MEMBERSHIP**

6.1 **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.

6.2 **MEMBERSHIP CATEGORIES**

Membership of the Chamber shall be categorised as follows

Platinum

- Mining Companies
- Advanced Exploration Companies

Gold

- Foreign Exploration Companies
- Financial Services

Silver

- Small Scale Miners
- Local Companies (Exploration)
- Consultancy Companies
- Cooperative Societies
- Other Services

7. **GENERAL MEMBERSHIP PROVISIONS**

- 7.1 Every application for admission as a member shall be submitted to the Chief Executive in writing and shall be accompanied by such information concerning the applicant's operations and activities as the Council may from time to time reasonably require.
- 7.2 Application for membership shall be considered by the Council at the meeting following receipt of the application, provided that consideration of any application

- received less than seven days before the day on which the Council is due to meet shall be considered at the following meeting.
- 7.3 Any member who becomes insolvent, whose property is sequestrated, is placed under judicial management or goes into liquidation shall, ipso facto, cease to be a member of the Chamber.
 - 7.4 Any member may withdraw from the Chamber by giving one calendar months' notice in writing to the Chief Executive of his intention to do so, and upon expiry of the notice he shall cease to be a member.
 - 7.5 Any member or representative infringing the Constitution of the Chamber, or any regulation of the Council, or being in the judgement of the Council guilty of any practice or proceeding likely to bring discredit upon the Chamber, or to be inimical to the objects thereof, may be suspended or expelled from the Chamber by resolution of the members at a general meeting.
 - 7.6 Any member or representative who has been suspended or expelled from the Chamber by resolution of the members shall be notified immediately by the Chief Executive, in writing, of the Chamber's decision and the ground, with such particularity as the President shall decide, on which such member has been suspended or expelled.
 - 7.7 A register of all members under their respective classifications and a register of all representatives of members shall be maintained at the offices of the Chamber. Such register shall include a record of the subscriptions paid by each member and of the period to which those payments relate.

8. SUBSCRIPTIONS AND LEVIES

- 8.1 The Council shall determine the amount of the annual subscriptions payable by members in each class of membership.
- 8.2 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.
- 8.3 The subscription of any member elected to membership after 31 December but before 30 June in any year shall be one half of the annual subscription.
- 8.4 Annual subscriptions shall be payable yearly in advance on the first day of July in each year.
- 8.5 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.

9. VOTING

- 9.1 Each member shall be entitled at any meeting of the Chamber to one vote.
- 9.2 The voting rights of any corporate member shall be exercised by the representative or alternate.

- 9.3 Questions and matters in any general meeting, Council meeting and Executive Committee meeting shall be decided by a bare majority by a show of hands and, in the case of an equality of votes, the Chairman shall have a second or casting vote.

10. GENERAL MEETINGS

- 10.1 General meetings of members of the Chamber shall be held as the Council may from time to time resolve. The place, date and hour of holding such meetings shall be fixed by the Council or by the members at a general meeting. The Chief Executive shall give notice of general meetings to members, as hereinafter provided, not less than fourteen days before the date fixed for such meeting.
- 10.2 More than half the members present at General meeting of the Chamber shall form a quorum.
- 10.3 The Council may at any time before the holding of any general meeting of the Chamber cause the same to be adjourned by notice to members.
- 10.4 The President or, in his absence, the Vice-President or, they both being absent, then a member of the Council elected by the Council for such purpose, shall take the chair at all general meetings.
- 10.5 A general meeting of the members, to be styled the Annual General Meeting, shall be held once in every calendar year not later than 31May on such date as the Council shall from time to time decide. At such meeting the Council shall submit a report of the Chamber's activities during the preceding year. The Council shall also submit thereat the financial statements in respect of the preceding financial year of the Chamber.
- 10.6 The proceedings of any general meeting shall not be invalidated by reason of the non-receipt by any member of the notice of that meeting.

11. APPOINTMENT OF PRESIDENT AND VICE PRESIDENTS

- 11.1 The Council shall at all times have a President, First Vice-President and a Second Vice-President.
- 11.2 The incumbent holding any position, whether as President or advice-President shall hold such position for a tenure of 2 years and shall not be re-eligible to such position upon termination of his 2 year tenure, subject to what is stated below in this clause
- 11.3 Upon expiry of the 2 year tenure:
 - 11.3.1 The President shall vacate his office, but may be elected as Second Vice-President;
 - 11.3.2 The First Vice-President shall vacate his office and automatically assume the office of President, which shall be for a tenure of 2 years;
 - 11.3.3 The Second Vice-President, he shall vacate his office and take up the office of First Vice- President, for a tenure of 2 years.
 - 11.3.4 In the event of the position of any of the Presidents becoming vacant resultant from Clause 13.8, or for any reason other than through expiration of such Presidents' 2 year tenure ("ad-hoc vacancy"), then:
 - 11.3.4.1 In the event of such vacancy being that of the President, the First Vice-President shall immediately take up that vacancy for the balance of the tenure of the President whose position he had taken, as well as for the following 2 year period which would have been his tenure period in that position, but for the ad-hoc vacancy;

- 11.3.4.2 In the event of such vacancy being that of the First Vice-president, the Second Vice-President shall immediately take up that vacancy for the balance of the tenure of the First Vice President whose position he had taken, as well as for the following 2 year period which would have been his tenure period in that position, but for the ad-hoc vacancy
- 11.4 Any vacant position created by an ad-hoc vacancy, shall be filled at a Special General Meeting, called especially for that purpose, unless the next Annual General Meeting will take place within six months of such ad-hoc vacancy arising, in which instance, such election shall stand over to the next Annual General Meeting.
- 11.5 At any Annual General Meeting at which the tenure of the Presidents would terminate, and unless an ad hoc vacancy is inexistence at that time, the meeting shall only be required to vote for and appoint a Second Vice President.
- 11.6 Should either Vice-President, at any AGM at which his tenure expires, indicate that he/she is not prepared to follow up the President, or First Vice-President (as the case may be) his position shall be regarded as an ad-hoc vacancy and such Annual General Meeting shall then elect both a First and Second Vice-President.
- 11.7 If, upon this clause 36 taking effect the respective tenures of the Presidents do not have the same date of expiry, all three Presidents shall be assumed to have tenures identical to that of the President then presiding.
- 11.8 Any of the Presidents may be removed from office by a majority vote, by a show of hands, at a special general meeting of members called for that purpose. In addition, any of the Presidents shall vacate office in the following circumstances: on resignation, suspension or expulsion from membership of the Chamber; on resignation from membership of the Council; provide that, where such resignation occurs on the day before the Annual General Meeting, he shall continue in office until the conclusion of that Annual General Meeting; and on resignation from office by giving one month's written notice to the Chief Executive.
- 11.9 The duties of the President shall include presiding at the meetings at which is present, enforcing observance of this Constitution, signing, after confirmation, the minutes of preceding meetings of members or of the Council, generally exercising supervision over the affairs of the Chamber and performing such other duties as by usage and custom pertain to the office. In the absence of the President, the First Vice-President shall act in his stead, and in the absence of both of them, the Second Vice-President shall so act.

12. CHIEF EXECUTIVE

The Council shall appoint a Chief Executive, who shall be a fulltime employee of the Chamber, directly responsible to the Council, and who shall perform such duties as the Council may direct; keep such books and accounts as may be prescribed by the Council; receive requests for meetings; issue notices of meetings; attend all meetings and record minutes of the proceedings; keep the register of members; record therein every member's address, the subscriptions and levies paid by such members and, in the event of the resignation

13. COUNCIL

- 13.1 Composition of the Council
The governing body of the Chamber shall be a Council comprising
- 13.2 Twelve representatives elected by Full members
- 13.3 Two representatives elected by Associate members from amongst their number, and;
- 13.4 The Chief Executive of the Chamber, as ex officio. In addition, the Council may co-opt 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.
- 13.5 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.
- 13.6 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.
- 13.7 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.
- 13.8 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.
- 13.9 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.

14. POWERS OF COUNCIL

- 14.1 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.
- 14.2 Without prejudice to the general powers conferred by these presents, the Council shall have power to:

- 14.2.1 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;
- 14.2.2 Construct, alter and maintain any buildings required for the purposes of the Chamber;
- 14.2.3 Sell, improve, manage, lease, mortgage, donate, dispose of, turn to account, or otherwise deal with any part of the property of the Chamber;
- 14.2.4 Purchase, acquire or hold in trust any books, newspapers, models, plans, charts, instruments, maps or specimens;
- 14.2.5 Enter into such contracts and do all such acts and things as it thinks expedient for the purposes of the Chamber;
- 14.2.6 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;
- 14.2.7 Pass bylaws for regulating the business of the Chamber and the procedure to be followed at any meetings of the Chamber;
- 14.2.8 Petition any appropriate authority in the name of the Chamber;
- 14.2.9 Elect, replace or withdraw representatives on any industrial council or conciliation board;
- 14.2.10 Promote the supply of employees to the mining industry;
- 14.2.11 Nominate members to serve on other bodies;
- 14.2.12 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
- 14.2.13 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.

15. EXECUTIVE COMMITTEE

- 15.1 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:
 - 15.1.1 The President;
 - 15.1.2 The Vice-President;
 - 15.1.3 The Chief Executive of the Chamber.
- 15.2 The Executive Committee shall meet at such times as the President or, in his absence, the First Vice-President or in the absence of both, the Second Vice President may determine, provided that any member of the Executive Committee may, by notice in writing to the General Manager, request that a meeting of the Executive Committee be convened and, upon receipt of such request, the Chief Executive shall forthwith convene a meeting of the Executive Committee.

16. POWERS OF EXECUTIVE COMMITTEE

- 16.1 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.

17. FINANCE

- 17.1 The financial year of the Chamber shall end on the thirty-first day of December of each year.
- 17.2 The income and property of the Chamber shall be applied solely in carrying out the objects of the Chamber.
- 17.3 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.
- 17.4 Honorary and Honorary Life members shall not acquire any rights in any property of the Chamber by virtue of their membership.
- 17.5 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.
- 17.6 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.

18. NOTICES

- 18.1 A notice may be served upon any member, either personally, by means of a facsimile message or by sending it through the post, in a prepaid letter or e-mail, addressed to such member at his registered address.
- 18.2 All notices of meetings shall show at the foot thereof an agenda of the business to be transacted at the meeting.

19. AMENDMENT OF CONSTITUTION

- 19.1 This Constitution shall not be added to, altered or amended, save by resolution, duly carried at a special or Annual General Meeting of the Chamber, by a majority consisting of not less than two-thirds of the votes of those present and who exercise their vote. Not less than thirty days' notice of a motion to amend this Constitution shall be given to all members.

20. INDEMNITY

- 20.1 Every member of the Council and every officer or servant of the Chamber shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by him in the conduct of the business of the Chamber, or in the discharge of his duties; and no member of the Council or officer of the Chamber shall be liable for the acts or omissions of any other member of the Council or officer of the Chamber, or by reason of his having joined in any receipt for money not received by him personally, or for any loss on account of defect of title to any property acquired by the Chamber, or on account of the insufficiency of any security in or upon which any monies of the Chamber shall be invested, or for any loss incurred through the actor default of any banker, broker or other agent, or upon any ground whatever other than his own wilful acts or defaults.

21. DISSOLUTION OF CHAMBER

- 21.1 The Chamber may be dissolved if a two-thirds majority of the members present, and who exercise their vote, so decide by a ballot taken at a special general meeting called for that purpose. The members present at the meeting shall also appoint one or more persons to wind up the affairs of the Chamber in terms of Clause 23.2 hereof. Notwithstanding anything to the contrary herein contained, any ballot taken in connection with the dissolution of the Chamber shall be taken and completed at the special general meeting called for that purpose.
- 21.2 On the dissolution of the Chamber, the funds on hand shall, after all liabilities and obligations have been met, be disposed of in such manner as may be decided by a resolution or resolutions passed by a two-thirds majority at the special general meeting at which it was decided to dissolve the Chamber in terms of Clause 23.1, provided that, in the event of a decision having been made to dissolve the Chamber as provided herein but no decision being reached as to the disposal of the assets, then the matter of such disposal shall be submitted to the High Court of Malawi.

22. LIABILITY OF MEMBERS

- 22.1 The liability of members for the debts of the Chamber shall be limited to the amount of any subscription or levy owing by such member to the Chamber and remaining unpaid.

23. ADJOURNMENT OF MEETINGS

- 23.1 Any general meeting of the Chamber and any meeting of the Council and of the Executive Committee may from time to time be adjourned to such time and place as the meeting may determine.

24. BODY CORPORATE

- 24.1 The Chamber shall be a body corporate not for gain and shall have perpetual succession and shall be capable of suing and being sued in its own name.

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 practises 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 mine health and safety 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, for which the King Report of 2002 shall act as a guideline.

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 (MALAWI) LIMITED
TERRASTONE LIMITED
Nyala Mines Limited
GLOBE METALS & MINING
Optichem (2000) Ltd
SHAYONA CEMENT CORPORATION
CEMENT PRODUCTS (MW) LTD
NKHAUTI TRADING
RIFT VALLEY MINING LTD
Bwanje Cement Company
Craton Resources
Mbwabwa Energy and Mines