

CONSTITUTION
FOR THE
MIDDELBURG CHAMBER OF COMMERCE AND INDUSTRY
(hereinafter referred to as the CHAMBER)

1 NAME AND OFFICE

- 1.1 The name of the CHAMBER shall be the:
MIDDELBURG CHAMBER OF COMMERCE AND INDUSTRY.
- 1.2 The principle office of the CHAMBER shall be situated in:
MIDDELBURG, Mpumalanga.

2 OBJECTIVES

The objectives of the CHAMBER are:

- 2.1 To maintain and promote the free and private enterprise system on a non party-political basis;
- 2.2 To consider all existing and proposed laws affecting or likely to affect commerce or industry and to take such steps and actions in this regard as may be deemed reasonable;
- 2.3 To make representations to any authorities on any matter affecting commerce and industry;
- 2.4 To promote and develop import and export trade between the Republic of South Africa and any other country;
- 2.5 To settle or assist in the settlement of commercial disputes by arbitration or otherwise;

- 2.6 To collect statistics and other information relating to any of the objects, which may be of benefit to members;
- 2.7 To promote the conduct of business by the members and to promote their interests;
- 2.8 To raise funds by subscription or any other lawful means;
- 2.9 To participate on a non party-political basis in the activities of CHAMBER and Associations created form similar purposes and to undertake projects desired to further these interests in the local community;
- 2.10 To function as an Association not for gain.

3. LEGAL STATUS

- 3.1 The CHAMBER will be a body corporate having an identity and will exist distinct from its members or office-bearers. It will be enabled to earn income and to own property and will be enabled to take legal action to protect its income or property.
- 3.2 The income and assets of the CHAMBER may not be distributed to its members or office bearers, except as reasonable compensation for services rendered.
- 3.3 The CHAMBER's continued existence is not affected in any way by changes in the composition of its membership or office bearers.

4 MEMBERSHIP

- 4.1 All persons and associations or persons directly or indirectly concerned with and authorised by lawful business or professional pursuits shall be eligible for membership.

- 4.2 All prospective members shall make application in writing, in the manner prescribed by the Executive Committee.
- 4.3 All such applications shall be considered by the Executive Committee, whose acceptance shall be registered by a show of hands and signed by the Chairman and 1 (ONE) executive Committee member. The decision of the Executive Committee shall be final.
- 4.4 All members shall be deemed to have read the Constitution, and shall be bound by the provisions of this Constitution.
- 4.5 The Executive Committee shall have the power to elect as Honorary Members of the CHAMBER any person, who, in its opinion, shall merit such election. Honorary Members shall enjoy all the privileges of membership, except that such persons shall not be entitled to vote nor be required to pay any subscription.
- 4.6 No member of office-bearer shall have any rights in the property or other assets of the Chamber solely by virtue of there being members or office-bearers.

5 TERMINATION OF MEMBERSHIP

CHAMBER membership shall or may be terminated in any one of the following ways:

- 5.1 By written resignation received by the CHAMBER, which shall be given at least 3 (THREE) months prior to the 31st of December in the current year of membership, failing which the member will be liable for the total of the following year's subscription fees;
- 5.2 By a simple decision of the Executive Committee. The Executive Committee need not provide reasons for its decision.

6 SUBSCRIPTIONS

- 6.1 All membership subscriptions and other amounts payable to the CHAMBER shall be determined annually in October of each year for the following year by the Executive Committee, which subscriptions may be ratified by the members at the Annual General Meeting.
- 6.2 Subscriptions shall be payable annually within 1(ONE) month of due date in terms of the invoice received by the member. After due date, interest will accrue to CHAMBER at the rate prescribed by the Prescribed Rate of Interest Act, no 55 of 1975, or such other Act of Parliament which may succeed it.
- 6.3 A member admitted after 6 (SIX) months in any financial year, shall, in respect of that year, pay pro rata the annual subscription, which shall be due upon notification of admission as a member.
- 6.4 In its determination of the annual subscription, the Executive Committee shall take cognisance of all the levies to be paid in respect of affiliations.

7 FINANCIAL YEAR

The financial year shall be from 1 January to 31 December each year.

8 EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall consist of the following persons:
- 8.1.1 The Office Bearers as set out in Clause 12;
- 8.1.2 In addition, representatives of members in such numbers as the Executive Committee may decide from time to time, but at no time shall there be less than 7 (SEVEN) such additional representatives;
- 8.1.3 In addition, all Presidents who are members of the CHAMBER shall be ex-officio members of the Executive Committee;

8.1.4 In addition, the Executive Committee may co-opt any person from a member organization, at its discretion.

8.2 The Office Bearers and the additional members of the Executive Committee shall be elected at each Annual General Meeting and remain in office until the closure of the next succeeding Annual General Meeting unless otherwise specified. Nominations for the Executive Committee shall be in writing, signed by the proposer and seconder (who shall be members) and accepted by the nominee. Such nominations should be in the hands of the Secretary at least 24 (TWENTY FOUR) hours before the Annual General Meeting.

8.3 Any vacancy on the Executive Committee may be filled by co-opting such members, as the Executive Committee may deem necessary.

9 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The powers and duties of the Executive Committee shall be:

9.1 To implement and generally give effect to the objects, decisions and policies of the CHAMBER and such organisations as it may be affiliated to;

9.2 To determine any other business that may be considered at the Annual General Meeting or other general meeting;

9.3 To have the Financial Statements of the affairs of the CHAMBER audited for submission to members at the Annual General Meeting;

9.4 To open and operate an account or accounts with a registered Bank and/or Building Society;

9.5 To acquire, either by purchase, lease or otherwise, any moveable or immovable property, and to invest, dispose of or otherwise deal with any of the CHAMBER's assets, including moveable, immovable, corporeal, and incorporeal property, cash and other assets inclusive, and, without limitation to the generality of the foregoing, to utilize any such assets by way of security, mortgage, sale,

exchange or lease of all or any part thereof; provided that any dealings which relate in any way to any immovable property belonging to the CHAMBER shall only be executed after approval has been obtained from at least 75% of members present at a Special General Meeting that has been properly advertised by registered post and constituted to discuss such dealings. In this regard, dealings shall mean any act of purchase, disposing, hypothecating, mortgaging or alienating property or part thereof.

- 9.6 To engage and dismiss staff and to determine conditions of employment of staff;
- 9.7 To transact the business of the CHAMBER;
- 9.8 To incur and settle debts and other obligations, in its own name and to issue legal process;
- 9.9 To do all other things as it may deem in the interests of the CHAMBER or any of its members with due regard being had to the CHAMBER's objects.
- 9.10 To appoint the Auditors of the CHAMBER and fix their remuneration;
- 9.11 To delegate, at its sole discretion, any of the above powers and duties;
- 9.12 To determine membership subscriptions and other amounts payable to the CHAMBER.
- 9.13 To remove a member of the Executive Committee who has not attended 3 (THREE) consecutive meetings without an acceptable apology.

10. DUTIES OF THE MANAGEMENT COMMITTEE

- 10.1 The Management Committee shall mean the President, the Senior Vice-President, the Vice-President and the Convenor of the Finance Committee, and the immediate past President.

- 10.2 The Management Committee shall be responsible for the day-to-day management of the CHAMBER affairs, and to make recommendations to the Executive Committee.

11. PROCEEDINGS OF MEETINGS

- 11.1 Unless otherwise specified herein or otherwise determined by the meeting concerned, all proceedings at meetings (including General Meetings and Executive Committee Meetings) shall be conducted in accordance with normal practice.
- 11.2 All motions shall be proposed and seconded.
- 11.3 Voting, unless a ballot is demanded by any member, shall be a show of hands and motions shall be carried by a simple majority and each member present shall be entitled to 1 (ONE) vote only on each motion. Members not present will be allowed to mandate the Chairperson or any member by written proxy to vote in their stead, which vote will have to be exercised as directed on the proxy and will count as if they were at the meeting in person.
- 11.4 Should there be an equality of votes, a motion shall not be carried save that in Executive Committee proceedings the Chairman shall have the casting vote.
- 11.5 A member firm will be entitled to only 1 (ONE) vote, regardless of the number of partners/directors/share holders/members, the member firm has.
- 11.6 Minutes shall be kept of all meetings.

12. OFFICE BEARERS

The CHAMBER shall have the following Office Bearers:

- 12.1 A President, who shall, unless otherwise determined at the meeting concerned, also is Chairman at any General Meeting or Executive Committee Meeting.

The President shall not remain in office for a period in excess of 2 (TWO) consecutive terms.

- 12.2 Two Vice-Presidents and one of the Vice-Presidents shall be elected Senior Vice-President of the CHAMBER. The Senior Vice-President shall, in the absence of the President, be the Chairman at any General Meeting or Executive Committee Meeting. The Vice-President shall, in the absence of the President and the Senior Vice-President, be elected to act as Chairman at any General Meeting or Executive Committee Meeting.
- 12.3 A Convenor of the Finance Committee who shall be responsible for the implementation of CHAMBER decisions and policies in regard thereto, and who shall, in the absence of the President and either of the Vice-Presidents preside as Chairman at General or Executive Committee Meetings unless otherwise determined by the meeting concerned.

13. LIABILITY OF MEMBERS AND OFFICE BEARERS

- 13.1 The liability of all members shall be limited to unpaid subscriptions.
- 13.2 Members or office bearers do not become liable for any of the obligations and liabilities of the CHAMBER solely by virtue of their status as members or office bearers of the CHAMBER.
- 13.3 Office bearers are not personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the office bearer is performing functions for and on behalf of the organisation.

14. CONVENING OF MEETINGS

- 14.1 Executive Committee Meetings
The Executive Committee shall meet at least 8 (EIGHT) times per year, at such times and venues as it or the President or failing whom, as the Senior Vice-President or Vice-President may determine.

14.2 Annual General Meetings

The Annual General Meeting shall be held within 6 (SIX) months from the end of the CHAMBER's financial year which shall be from 1 January to 31 December in each year, and shall be at such time and venue as the Annual General Meeting or as the President, failing whom, the Senior Vice-President or Vice-President, may determine.

14.3 Special General Meetings

A Special General Meeting may be called at any time by the President or in his/her absence, by the Senior Vice-President or Vice-president, or by the Executive Committee, or on a requisition in writing signed by not fewer than 12 (TWELVE) members specifying the purpose of such meeting, which shall be the only business permitted to be conducted at such meeting.

15. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

Annual General Meetings shall consider, inter alia, the following:

15.1 The Annual Report and audited Financial Statements of the CHAMBER;

15.2 The election of the President, Senior Vice-President, Vice President, Convenor of the Finance Committee, honorary treasurer (if no office manager) and representatives of the members as referred to in clause 8.1.2. The election of the Office Bearers and representatives of members shall take place from those nominated in terms of clause 8.2.

15.3 All motions properly proposed and other business that may arise.

15.4 Annual membership subscriptions shall be ratified unless previously ratified by a special General Meeting for that year.

16. NOTICE OF MEETINGS

16.1 Executive Committee Meetings

At least 7 (SEVEN) days written notice or such shorter periods as the President may determine, shall be given for any Executive Committee Meeting.

16.2 General Meetings

At least 21 (TWENTY ONE) days written notice shall be given of any General Meeting, provided that not less than 7 (SEVEN) days written notice may be given if such shorter period is approved in writing in advance by not less than two-thirds of all CHAMBER members.

16.3 Other meetings

At least 14 (FOURTEEN) days written notice or such shorter period as the Chairman of the meeting concerned or the President may determined shall be given.

16.4 Due notice, shall, for all purposes, be deemed to have been given immediately upon delivery thereof, which in the event of delivery by postage, shall be determined to be the day of postage of the notice.

17. MOTIONS AT GENERAL MEETINGS

17.1 Each member may propose motions by delivering written notice thereof to the CHAMBER at least 14 (FOURTEEN) days prior to the meeting or, if there is a short notice thereof, such lesser period as the President (failing whom the Senior Vice-President) or the Chairman of the meeting may determine.

17.2 A motion that has been defeated at a General Meeting may not be re-introduced for a period of 2 (TWO) years without the leave of the Executive Committee.

18. QUORUM

- 18.1 A quorum at a General Meeting shall be the lesser of 50% of total membership or 25 (TWENTY FIVE) paid members personally present, who shall be entitled to vote thereat.
- 18.2 A quorum at an Executive Committee Meeting shall be at least one-third of the members entitled to vote thereat.
- 18.3 In the absence of a quorum at any meeting within 15 (FIFTEEN) minutes of that meeting's scheduled starting time, the meeting shall automatically be adjourned to the same day, time and place in the following week (provided that if that day be a public holiday, to the next business day) and those members present at the adjourned meeting shall constitute a quorum.

19. STANDING AND SUB-COMMITTEES

A general Meeting or the Executive Committee may at any time appoint such committees with such terms of reference as may be considered desirable.

20. AMENDMENT OF CONSTITUTION

Any Provision of this Constitution may be amended at a General Meeting by a special resolution passed by a two-thirds majority of all persons present and entitled to vote at a General Meeting and in respect of which not less than 21 (TWENTY ONE) days written notice has been given.

21. WINDING UP

21.1 The CHAMBER, subject to such conditions as a Special General Meeting may determine, and subject to clauses 20 and 21.3 shall be dissolved by a resolution passed by not less than two-thirds of the members of the CHAMBER present at such meeting, which meeting shall be called specially for the purpose concerned at not less than 21 (TWENTY ONE) days written notice specifying in detail the purpose of the meeting and the reasons for the proposed dissolution.

21.2 On dissolution, the assets of CHAMBER shall be transferred to the Middelburg Chamber Trust to be held in trust of, if there is not such entity it shall be kept in trust by SACOB or their successors in title (the First Trustee) and the current auditors of Chamber (the Second Trustee) for an indefinite period to be dealt with in Terms of Clause 21.3.

The Trustees will have the power to take such steps as may be required to protect the assets of CHAMBER and shall be obliged to do so.

In the event that the Middelburg Chamber Trust referred to above is not in existence a detailed trust deed is to be prepared and accepted upon dissolution of the Chamber, and shall be attached to the notice referred to in clause 21.1 above.

21.3 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation in Middelburg that has similar objectives. The organisation's general meeting or alternatively the trustees referred to in Clause 21.2 can decide what organisation this should be.