



CONSTITUTION
OF
THE MOSSEL BAY BUSINESS CHAMBER

(MARCH 2021 EDITION)

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PART 1**1. NAME**

The Chamber shall be known as Mossel Bay Business Chamber, a voluntary association for its members.

2. DEFINITIONS

2.1 In this Constitution, unless the context otherwise requires:

- 2.1.1 “Affiliate” means any member of the business community affiliated to the Chamber;
- 2.1.2 “Chairman” means the person acting as the Chairman of the Executive Committee;
- 2.1.3 “Chamber” means Mossel Bay Business Chamber, a voluntary Association for its members;
- 2.1.4 “Chamber Secretary” means the person employed by the Chamber on a full time basis to act in this capacity;
- 2.1.5 “Day” means any day except Saturday, Sunday or any public holiday;
- 2.1.6 “Executive Committee” means the Executive Committee referred to in clause 9;
- 2.1.7 “Financial Year” shall mean 12 (TWELVE) consecutive calendar months commencing on 1 January and terminating on 31 December of the same year;
- 2.1.8 “General Meeting” means a meeting at which all affiliated members of the business community are entitled to be present and vote and which has been convened in accordance with the Rules, and “Annual General Meeting” and “Special General Meeting” shall have corresponding meanings;
- 2.1.9 “Members of the business community” means any affiliate as contemplated in clause 5 or 6.
- 2.1.10 “Rules” means the rules set out in this document;

- 2.2 Unless otherwise indicated by the context:
- 2.2.1 the singular includes the plural and vice versa;
 - 2.2.2 any reference to natural persons includes legal persons and vice versa;
 - 2.2.3 any reference to a gender includes the other genders.
- 2.3 If in these rules any period is referred to by way of reference to a number of days, the days shall be reckoned exclusive of the first and include of the last day unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day.
- 2.4 Words and expressions defined in any sub-clause shall, for the purpose of the clause of which that sub-clause forms part, bear the meaning assigned to such words and expressions in that sub-clause.
- 2.5 The clause headings in these rules have been inserted for convenience only and shall not be taken into account in its interpretation.
- 2.6 These rules shall be governed by, construed and interpreted in accordance with the law of the Republic of South Africa.

3. OBJECTIVES

The objectives of the Chamber are:

- 3.1 to maintain and promote the free and private enterprise system;
- 3.2 to consider all existing and proposed laws affecting or likely to affect commerce or industry and not to take such steps and actions in this regard as may be deemed advisable;
- 3.3 to make representations to any authorities on any matter affecting commerce and industry;
- 3.4 to promote and develop import and export trade between the Republic of South African and any other country;
- 3.5 to assist in the settlement of commercial disputes by referring parties to appropriate bodies;

- 3.6 to collect statistics and other information relating to any of the objects which may be of benefit to members of the business community;
- 3.7 to promote the conduct of business by the members of the business community in accordance with accepted ethical and moral standards;
- 3.8 generally to assist the members of the business community and to promote their interests;
- 3.9 to raise funds by subscription or any other lawful means;
- 3.10 to participate in the activities of business chambers and associations created for similar purposes and to undertake projects desired to further these interests in the local community;
- 3.11 to function as a non-profit organisation;
- 3.12 the promotion of business within the business community of Mossel Bay.

4. OFFICE AND AREA OF OPERATION

- 4.1 The principal office of the Chamber shall be situated at its registered office.
- 4.2 The area of operation of the Chamber shall be the Municipal area of Mossel Bay and such other areas as may be approved by the Executive Committee from time to time, provided such areas do not fall within the jurisdiction of another association Chamber which is affiliated with the Afrikaanse Handelsinstituut (AHI) or South African College of Business (SACOB).

PART II

5. AFFILIATION

- 5.1 Members of the business community of Mossel Bay may affiliate to the Chamber as:
 - 5.1.1 Ordinary affiliated members;
 - 5.1.2 Other classes of affiliated members as determined by the executive committee from time to time depending on such member's subscriptions to certain privileges against payment of the determined affiliation fee;

- 5.2 All persons and associations of persons directly or indirectly concerned with lawful business or professional pursuits shall be eligible for affiliation.
- 5.3 There will be no Honorary affiliates.
- 5.4 All members of the business community, by affiliating to the Chamber, shall be bound by the provisions of these rules.

6. APPLICATION FOR AFFILIATION

- 6.1 All applications for affiliation for the chamber shall be in writing in the form determined by the Executive Committee.
- 6.2 All applications for affiliation shall be subject to approval by the Executive Committee or Chairman, who shall have the sole power to either decline or accept the applications.

7. TERMINATION OF AFFILIATION

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

- 7.1 By written termination to the Chamber;
- 7.2 By failure to pay affiliation fees or other amounts owing the chamber within 3 (THREE) months of the due date;
- 7.3 By simple majority decision of the Executive Committee for any reason sufficient in law.

8. AFFILIATION FEE

- 8.1 Each affiliate shall be liable for payment of the annual affiliation fee determined at the Annual General Meeting from time to time.
- 8.2 The annual affiliation fee shall be payable within 3 (THREE) months of the beginning of each financial year of the Chamber.
- 8.3 An affiliate affiliating during the course of any year shall in respect of that financial year pay a *pro rata* portion of the annual subscription, which shall be due upon notification of acceptance as an affiliate.
- 8.4 The Annual General meeting shall be entitled to approve any special levy recommended by the Executive Committee should such special levy be or become necessary for financing the activities of the Chamber, provided that which special levy shall not exceed the amount of the annual affiliation fee.

PART III

9. EXECUTIVE COMMITTEE

- 9.1 The affairs of the Chamber shall be conducted by the Executive Committee.
- 9.2 The Executive Committee shall consist of not less than 8 (EIGHT), but not more than 15 (FIFTEEN) persons.
- 9.3 The Executive Committee shall from time to time determine the portfolios into which the activities of the Chamber will be divided.
- 9.4 The members of the Executive Committee shall amongst themselves determine who of them will be responsible for each of the portfolios.
- 9.5 The Executive Committee shall meet at least 8 (EIGHT) times per year.

10. ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 10.1 The members of the Executive Committee, who shall be paid up affiliates or representatives of paid-up affiliates shall be elected at each Annual General Meeting of the Chamber and remain in office until the closure of the of the next succeeding Annual General Meeting unless otherwise specified.
- 10.2 No person shall be eligible for election or re-election as member of the Executive Committee unless nominated by at least one affiliate.
- 10.3 Nominations for the Executive Committee shall be in writing, signed by the proposer (who shall be an affiliate) and accepted in writing by the nominee. Such nominations shall be delivered to Chamber Secretary at least 24 (TWENTY FOUR) hours before the Annual General Meeting concerned.
- 10.4 No person shall be eligible for election or re-election unless they are paid up affiliates.
- 10.5 No person shall be eligible for election or re-election unless they have been an affiliate of the Chamber for a period of two years.

11. VACANCIES IN THE EXECUTIVE COMMITTEE

- 11.1 Any vacancy occurring in the Executive Committee during the year may be filled by co-opting such members as may be necessary, and any person co-opted shall hold office for the remainder of the term for which his predecessor was appointed.

- 11.2 The Executive Committee shall be entitled to co-opt such members as they deem necessary, subject, however, to the maximum number of persons referred to in clause 9.2.
- 11.3 Should the office of Chairman or Vice-Chairman become vacant it shall be filled for the remainder of the unexpired term of the current year by the Executive Committee from amongst its members.

12. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

The powers and duties of the Executive Committee shall be:

- 12.1 to implement and generally give effect to the objects, decisions and policies of the Chamber;
- 12.2 to determine any other business that may be considered at the Annual General Meeting or other general meeting;
- 12.3 to prepare the Financial Statements of the affairs of the Chamber for submission to affiliates at the Annual General meeting;
- 12.4 to open and operate an account or accounts with a registered Bank;
- 12.5 to invest, dispose of or otherwise deal with any of the Chamber's assets including moveable, immovable, corporeal and incorporeal, cash and other assets, inclusive, without limitation to the generality of the foregoing, the utilization of any assets by way of security, or the exchange, sale or leasing thereof;
- 12.6 to engage and dismiss staff and to determine conditions of service of staff;
- 12.7 to transact the business of the Chamber;
- 12.8 to incur and settle debts and other obligations, in its own name and to issue legal process;
- 12.9 to do all other things as it may deem in the interests of the Chamber or any of its affiliates with due regard being had to the Chamber's objects;
- 12.10 to appoint the Auditors of the Chamber and to negotiate and fix their remuneration;
- 12.11 to delegate in its sole discretion any of the above powers and duties.

13. CHAIRMAN AND VICE-CHAIRMAN OF EXECUTIVE COMMITTEE

- 13.1 The members of the Executive Committee shall immediately after the annual General meeting at which they were elected, among themselves elect the Chairman and Vice-

Chairman who shall be Chairman and Vice-Chairman respectively at any General meeting or Executive Committee Meeting.

- 13.2 The Chairman and Vice-Chairman shall not remain in office for a period of exceeding 3 (THREE) consecutive terms.
- 13.3 The Vice-Chairman shall in the absence of the Chairman be the Chairman at any General meeting or Executive Committee Meeting.
- 13.4 In the absence of the Chairman and the Vice-Chairman, and subject to the proviso in clause 13.1 above, the meeting shall elect a Chairman from amongst the members of the Executive Committee present.

14. ABSENCE FROM MEETINGS

- 14.1 If any member of the Executive Committee be absent from 3 (THREE) consecutive meetings of the Executive Committee without leave, such member shall *ipso facto* cease to be a member thereof.
- 14.2 Leave of absence may be granted to any member of the Executive Committee by the Chairman or Vice-Chairman, who shall not unreasonably withhold such consent.

15. QUORUM AT MEETINGS OF EXECUTIVE COMMITTEE

At all meetings of the Executive Committee a quorum shall consist of not less than 50% (FIFTY PERCENT) of its total membership.

16. PROVISIONS COMMON TO EXECUTIVE COMMITTEE MEETINGS

- 16.1 At least 7 (SEVEN) days written notice or such shorter periods as the Chairman may determine, shall be given of any Executive Committee meeting.
- 16.2 Unless otherwise determined by the meeting concerned, all proceedings at meetings of the Executive Committee shall be determined by the Chairman and shall otherwise be in accordance with generally accepted practices.
- 16.3 All motions shall be proposed and seconded.
- 16.4 All matters shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a member present at the meeting demands a poll which shall be determined by the votes of members present in person or by proxy.
- 16.5 A poll shall be taken forthwith and in the manner directed by the Chairman.

- 16.6 In the event of an equality of votes on a show of hands or a poll, the Chairman shall be entitled to a second or casting vote.
- 16.7 The result of voting shall be the decision of the meeting.
- 16.8 No member whose affiliation fee is in arrears for more than 3 (THREE) months shall be entitled to vote or be present at any Executive Committee meeting.

PART IV

17. ANNUAL GENERAL MEETING

- 17.1 The Annual General Meeting shall be held within 6 (SIX) months of the Chamber's financial year which shall be from 1 January to 31 December of the same year, and shall be at such time and venue as the Executive Committee, may determine.
- 17.2 The business to be transacted at an Annual General Meeting shall be:
 - 17.2.1 To consider the Annual Report and Financial Statements of the Chamber;
 - 17.2.2 The election of the Executive Committee;
 - 17.2.3 Appointment of the Auditor, who may or may not be an affiliate of the Chamber;
 - 17.2.4 The consideration of motions or other matters submitted by the Executive Committee to the meeting;
 - 17.2.5 The consideration of motions of which notice in writing has been given by any affiliate to the Chamber Secretary at least 10 (TEN) days before the meeting or as contemplated in clause 21.9.

18. SPECIAL GENERAL MEETINGS

The Executive Committee:

- 18.1 may at any time; and
- 18.2 shall within 14 (FOURTEEN) days of receiving a written requisition or requisitions therefore signed by not less than 6 (SIX) affiliates specifying the purpose of such meeting, convene a Special General Meeting, of which written notice of not less than 15 (FIFTEEN) days shall be sent or posted to all affiliates: Provided that the Executive Committee may in its discretion in special circumstances give shorter notice. Such notice shall state the purpose of the meeting and no other business shall be transacted thereat.

19. NOTICE OF MEETINGS

- 19.1 Notice of every Annual General Meeting convened in the terms of clause 17 shall, at least 15 (FIFTEEN) days before the date of the meeting, be sent or posted to every affiliate.
- 19.2 Such notice shall state the business to be transacted at the meeting and shall call for notices and nominations in terms of clauses 17.2.5 and 10.3 respectively.

20. QUORUM OF MEETINGS

A quorum at an Annual and Special General Meeting shall be 20 (TWENTY) paid-up affiliates.

21. PROVISIONS COMMON TO GENERAL MEETINGS

- 21.1 If there be no quorum at a meeting, no business shall be transacted thereat and the meeting shall be adjourned for 7 (SEVEN) business days, provided that if the meeting is a Special General Meeting requisitioned in terms of clause 18 a meeting shall be dissolved.
- 21.2 If the date to which any meeting is adjourned is a public holiday, the adjourned meeting shall be held on the first succeeding business day.
- 21.3 A General Meeting at which a quorum is present may be changed to time and place decided by the meeting.
- 21.4 No business shall be transacted at an adjourned General Meeting other than business capable of being considered and uncompleted at the meeting which was adjourned.
- 21.5 If there be no quorum at an adjourned meeting, the affiliates personally present within 15 (FIFTEEN) minutes of the time fixed for the meeting, shall constitute a quorum: Provided that they are not less than 10 (TEN) affiliates.
- 21.6 No affiliate whose affiliation fee is in arrears for more than 3 (THREE) months shall be entitled to vote or be present at any General Meeting.
- 21.7 An affiliate may appoint a proxy: Provided that a proxy-holder shall also be an affiliate.
- 21.8 Unless otherwise provided in this clause 21, the provisions of clause 16 shall apply *mutatis mutandis* to General Meetings.
- 21.9 Each affiliate may propose motions by delivery written notice thereof to the Chamber Secretary at least 10 (TEN) business days prior to the meeting or, if there is short notice thereof, such lesser period the Chairman (failing whom the Vice-Chairman) may determine.

- 21.10 A motion which has been defeated at a General meeting may not be reintroduced for a period of 2 (TWO) years without the leave of the Executive Committee.

PART V

22. VESTING OF PROPERTY

All property and effects belonging to or acquired by the Chamber shall be vested in the name of the Chamber.

23. RECORDS

The Executive Committee shall cause true records to be kept:

- 23.1 of the sums of money received and expended by the Chamber, and the manner in respect of which such receipt and expenditure takes place;
- 23.2 of assets and liabilities of the Chamber;
- 23.3 of the minutes of all meetings held.

24. AUDITOR/ACCOUNTANT

An Auditor or registered Accountant, who may or may not be an affiliate of the Chamber, shall be appointed annually at the Annual General Meeting of the affiliates. Any vacancy occurring in the office of the Auditor during his term of office shall be filled temporarily by the Executive Committee, and the fee of the Auditor or registered Accountant shall be approved by the Executive Committee.

25. LEGAL PROCEEDINGS

Legal action by or against the Chamber shall be instituted or defended in the name of the Chamber.

26. SIGNING OF DOCUMENTS

All legal documents shall be executed by the Chairman and one other person duly authorized thereto by a resolution of the Executive Committee or in such other manner as the Executive Committee may decide.

27. LIABILITY OF AFFILIATES

The liability of all affiliates shall be limited to their unpaid affiliation fees.

28. NOTICES TO AFFILIATES

Due notice shall for all purposes be deemed to have been given immediately upon delivery thereof, which in the event of delivery by post, shall be deemed to be the third day of posting of the notice, or in the event of notice by electronic mail or by hand delivery shall be deemed on receipt of a read receipt or delivery whichever the case may be.

29. 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.

30. AMENDMENT OF RULES

Any provision of these rules may be amended by a majority vote at a General Meeting in respect of which due notice of any proposed amendment has been given provided that the provisions of clauses 1, 3, 4 and 31 may be amended by a special resolution passed by a 75% (SEVENTY FIVE PERCENT) majority of all persons present and entitled to vote at a General Meeting and in respect of which not less than 15 (FIFTEEN) days written notice has been given.

31. WINDING UP

The Chamber, subject to such conditions as a Special General meeting may determine, and subject to clause 30 may be dissolved by a resolution passed by not less than 75% (SEVENTY FIVE PERCENT) of the affiliates 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 for the meeting and the reasons for the proposed dissolution.