

Polokwane Chamber of Business
Constitution

1. Name, Seat and Area:

1.1 The name of the Business Chamber is the Polokwane Chamber of Business (hereinafter referred to as the Chamber).

1.2 The seat of the Chamber shall be Polokwane.

1.3 Subject to the provisions of this Constitution, the Chamber shall operate in the Republic of South Africa, and such other countries as it may, in the discretion of the Management, be desirable to be active, in the execution of its policy as set out in clause 3 hereof and in pursuance of its aims as set out in clause 4 hereof.

2. Definitions:

In this Constitution unless the context otherwise requires:

2.1 The “Chamber” means the Polokwane Chamber of Business;

11 2.2 “Executive Committee” means the Executive Committee as set out in Clause hereof;

2.3 “Financial Statement” means the balance sheet and an income and expenditure statement in conformity with generally accepted accounting practice;

2.4 “General Meeting” means a meeting at which all members are entitled to be present and vote and which has been convened in accordance with the Constitution, and “Annual General Meeting” and “Special General Meeting” will have a corresponding meaning;

2.5 “Member” means a member in terms of Clauses 7 and 8 hereof;

2.6 “Honorary member” means an honorary member in terms of Clause 7.5 hereof;

2.7 “Office bearers” means the office bearers referred to in Clause 10 hereof.

3. Policy:

The policy of the Chamber is to:

Without reference to colour of skin, race, gender, culture or religious conviction, attend to the interests of its members as an a-political, non-racial organisation and to:

3.1 Effect, maintain and promote an optimum free market system in a predominantly capitalist system;

- 3.2 Promote and protect free enterprise and protect the interests of its members as business persons and act as representative for its members.

4. **Aims:**

In implementing its policies, the Chamber has the following aims:

- 4.1 To oppose constitutional measures and actions, or any measures and actions by any other person or body, which may prejudice the pursuance by the Chamber of its policy and aims;
- 4.2 The promotion of constitutional measures and/or actions by any person or body that are the most favourable, considering the fulfilment of the policy and aims of the Chamber;
- 4.3 To promote the free flow of commerce within its area of operation and across the borders of South Africa, between its members mutually as well as between its members and other business people;
- 4.4 To resolve any disputes, which may prevent the implementation of its policy or aims;
- 4.5 To create a forum for the purpose of promoting the interests and rights of its members mutually as well as between its members and other persons and/or bodies;
- 4.6 To extend membership to the optimum and to involve as many members as possible in the activities of the Chamber;
- 4.7 To associate, by way of affiliation or otherwise, with any organisation whose policies or aims are not adverse to this Constitution;
- 4.8 To undertake projects for the promotion of interests of members;
- 4.9 The collection of funds and appropriation thereof in the furtherance of the interests of members;
- 4.10 To promote the conduct of business by its members in accordance with accepted ethical and moral standards;
- 4.11 To be the voice of business.

5. Legal Personality and Powers:

The Chamber is an association not for gain with contractual capacity to:

- 5.1 Acquire, rent or otherwise obtain movable and/or immovable property and to sell, let, pledge or otherwise alienate it;
- 5.2 Borrow or lend money on such terms as its members in their discretion may decide;
- 5.3 To incorporate, utilize or dissolve legal entities;
- 5.4 Collect money from its members or from the public by way of a levy of membership fees or in any other legal manner whatsoever;
- 5.5 In general do all things that may be required in order to implement its aims in accordance with its policy as an association without gain.

6. Language:

The official medium of communication of the Chamber is English and / or Afrikaans. Any member shall however be free to communicate in a language of his / her choice.

7. Membership:

- 7.1 Any person or legal person, or group of persons or legal persons conducting any legal enterprise or practising any profession shall, subject to the provisions of this Constitution, qualify for membership of the Chamber.
- 7.2 The Chamber shall, through its Management, determine categories of members and determine the conditions of membership applying to each category.
- 7.3 All applications or nominations for membership shall be submitted for approval in writing to the Management of the Chamber with a recommendation for approval or not, as the case may be. The decision of Management as to the acceptance of a member or not, shall be final and binding on the Chamber.
- 7.4 All members of the Chamber shall be subject to and bound by this Constitution and shall be obliged to pay the prescribed subsidies and any other prescribed levies to the Chamber in order to qualify as members or to retain their membership.
- 7.5 The Executive Committee shall have the power to elect as honorary member of the Chamber any person who, in its opinion, shall merit such election. Honorary members shall enjoy all privileges of membership except that such persons shall not be entitled to vote nor be required to pay any membership subscriptions.
- 7.6 Membership terminates in the event of:

- 7.6.1 A member voluntarily resigning by written notice;
- 7.6.2 Any member, in the discretion of Management and on recommendation of the committee charged with membership, being guilty of conduct not reconcilable with this Constitution;
- 7.6.3 Death or mental illness of a member;
- 7.6.4 A member failing to pay the prescribed subsidies and/or levies as and when required by the Constitution;
- 7.7 Regardless of whether membership is terminated during any financial year of the Chamber, no refund of subsidies or levies shall be made.
- 7.8 Membership may be terminated by majority decision of the Executive Committee who will not need to provide reasons for the decision.

8. Subscriptions:

- 8.1 All membership subscriptions payable to the Chamber shall be determined by the Executive Committee and shall, unless otherwise determined, be payable annually within three months of the due date of 1 January.
- 8.2 A member who joins during the course of the year shall be billed for membership subscriptions on a pro rata basis.
- 8.3 All other amounts due to the Chamber shall be decided upon by the Executive Committee from time to time and shall be payable by the due date.

9. General Meetings of Members:

- 9.1 The supreme authority of the Chamber vests in the members in general meeting.
- 9.2 General members' meetings shall take place:
 - 9.2.1 Annually, at such time and place determined by Management, within 30 (thirty) days after the end of the financial year, to:
 - 9.2.1.1 Consider the annual report of the chairman;
 - 9.2.1.2 Consider the annual financial statements of the Chamber;
 - 9.2.1.3 Appoint auditors for the next financial year;
 - 9.2.1.4 Elect a new Management in accordance with the provisions of this Constitution;
 - 9.2.1.5 Consider any other matter of which proper notice has been given in accordance with this Constitution;

- 9.2.2 Whenever a general members' meeting is demanded by a majority of the Management or by at least 10 % (ten percent) of the total voting rights of fully paid up members of the Chamber.
- 9.3 A general members' meeting shall be convened by 21 (twenty one) days written notice, which period shall commence on the day upon which such notices are delivered or posted. The members in meeting may condone any shorter period of notice.
- 9.4 A quorum of the general members' meeting shall consist of 10 % (ten percent) of the total voting power of the fully paid up members; provided that, in the event of a quorum not being present the gathering may be adjourned to the same day, time and place, one week later, at which meeting the members present shall constitute a quorum.
- 9.5 Any member may introduce a motion to a general members' meeting by written notice to Management at least 14 (fourteen) days prior to the meeting, or, in the event of default of such notice, as may be determined by Management.
- 9.6 The voting powers of members shall be determined in accordance with the conditions applying from time to time to their categories of membership.

10. Office Bearers:

The Chamber shall have the following office bearers:

- 10.1 A President who shall also be chairman at any general or Executive Committee meeting;
- 10.2 A Vice-president who shall in the absence of the president be the chairman at any meeting;
- 10.3 A Treasurer who shall be responsible for the financial affairs of the Chamber and the implementation of Chamber decisions and policies in regard thereto, and who shall, in the absence of the President and the Vice-president, preside as chairman at meetings unless otherwise determined by the meeting concerned;
- 10.4 A Secretary appointed by the Executive Committee.

11. Executive Authority:

- 11.1 The Executive Authority of the Chamber vests in Management.
- 11.2 The Management of the Chamber shall consist of a President, Vice-president(s), as many Management members as the members may from time to time decide and the immediate Past President, the latter representing the Past Presidents' Committee.

- 11.3 The President, Vice-president and as many Management members as Management may from time to time decide, shall constitute the Executive Committee of the Chamber, with the authority to exercise the day to day activities of Management and in general to represent the Chamber in accordance with this Constitution. The Executive Committee shall meet at least once monthly, or as regularly and at such times and places as they in their discretion may decide.
- 11.4 The Management shall be elected by the members at a general meeting of members, provided that:
- 11.4.1 The members in meeting shall decide the number of members of Management;
 - 11.4.2 Members may be appointed by Management as members of sub-committees to deal with such matters as may be designated to them by Management;
 - 11.4.3 Additional members may be co-opted by Management;
 - 11.4.4 The President may only be chosen from of the ranks of the Executive Committee and may serve for a period of one year only, provided that he may be re-elected for a further consecutive term of one year. No President may be elected for more than two consecutive years;
 - 11.4.5 The Vice-president may not serve as such for a consecutive period of more than four years;
 - 11.4.6 Every other elected member of Management shall be responsible for the activities assigned to him by the Executive Committee;
 - 11.4.7 The Management and sub-committees shall meet as often as required to deal with their tasks, or whenever the chairman of that sub-committee calls a meeting;

11.4.8 No office bearer of any political party, Member of Parliament, Provincial Legislature or elected member of a District or Local Municipality, may be elected as a member of the Management Committee.

11.5 The Past Presidents' Committee shall meet as often as the Management and/or Executive Committee, as the case may be, decide; or whenever the chairman of that meeting calls a meeting.

11.6 Nominations to the Executive Committee shall be made by members in writing.

12. **Management Powers:**

The Management of the Chamber shall, at all times, subject to the provisions of this Constitution, have the following powers:

12.1 In general to implement the policy and aims of the Chamber as stated in this Constitution, and for purposes thereof to represent the Chamber and/or its members;

12.2 To open and operate banking and other accounts;

12.3 To appoint or dismiss personnel, and to determine any conditions of employment for personnel;

12.4 To institute, defend or settle any legal action on behalf of the Chamber or delegate this authority to any other person or persons;

12.5 To delegate its authority to the Executive Committee, any standing or other committee, the President, any Vice-president, any chairman of a standing committee and/or any chairman of a committee;

12.6 To appoint the auditors of the Chamber and fix their remuneration.

13. **Procedure at Meetings:**

Unless otherwise determined by an unanimous decision of the relevant meeting, the common law rules relating to procedure at meetings shall apply to the meeting of any body in terms of this Constitution, provided that:

13.1 All motions shall be validly proposed only if seconded;

13.2 Voting, unless a ballot is demanded by any member, shall be by a show of hands and motions shall be carried by a simple majority, and each member shall be entitled to 1(one) vote only on each motion;

13.3 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;

13.4 No chairman of a meeting shall have a casting vote.

14. Liability of Members and Officials:

14.1 The liability of members shall be limited to payment of unpaid subscriptions.

14.2 No official, representative or employee of the Chamber shall in any way be held personally liable for, or responsible for any loss or damage, of whatever nature, which may arise by the execution of that person's duties in accordance with his office or action on behalf of the Chamber in accordance with this Constitution; unless such loss or damage is caused by intent of the person concerned. The Chamber hereby indemnifies all its members, Management members, employees and officials against any claim which may be instituted for any loss or damage to any person whatsoever, suffered as a result of the action of any member, Management member, employee or official in accordance with this Constitution.

15. Fiscal Year and Financial Statements:

The fiscal year of the Chamber runs from 1 January of any year to 31 December of the same year. Auditing of the books will be done annually by the Chamber within the period stated in Clause 9.2.1 and audited financial statements will be submitted to its members.

16. Amendments to the Constitution:

Any amendment to this Constitution and specifically this clause may only be effected if:

16.1 The Management by way of a majority vote consent thereto; and

16.2 A general members' meeting by way of a two-third's majority vote consent to such amendment, after due notice, as set out in Clause 7.3 of the proposed amendments to the Constitution, has been given to all members; and

16.3 The Commissioner of Inland Revenue be provided with a draft of the proposed amendments.

17. Dissolution and Affiliation:

17.1 Members of the Chamber shall in their personal capacity, without reservation, be entitled to affiliate with any other organisation with similar aims.

17.2 The Chamber shall dissolve or affiliate with any organisation only by a two-thirds majority vote of members in a general members' meeting.

17.3 Upon dissolution of the Chamber, all remaining assets will be transferred to another association or organisation with objectives similar to those of the Chamber, who are also exempted from income tax in terms of Section 10(1)(d) of Act 58 of 1962 as amended.

18. **Restrictions:**

In compliance with the requirements of the Income Tax Act:

- 18.1 The Chamber may not pay out accumulated reserves or funds, but such reserves shall be held as investments or be applied for the achievement of the Chamber's objectives;
- 18.2 The activities of the Chamber shall be restricted to achieving its sole or primary objective;
- 18.3 No funds will be invested by the Chamber other than at registered financial institutions, as defined in Section 1 of the Financial Institutions Act, 1984 and in shares noted at a registered stock exchange as defined in the Stock Exchange Control Act (Act 1 of 1985);
- 18.4 The Chamber may not practise any trade and may not invest in real estate with rental income as the objective.

Thus accepted at Polokwane on this 24th day of January 2008

Signed: President J Jacobs

Signed: Vice-president H Venter

Signed: Vice-president L Steenberg