

THE CONSTITUTION OF THE GRAAFF-REINET CHAMBER OF COMMERCE/SAKE KAMER

1. **NAME**
The name of the organisation is "The Graaff-Reinet Chamber of Commerce/Sake Kamer".
2. **LOCATION**
The office of the Chamber shall be located at Graaff-Reinet.
3. **INTERPRETATION**
Any question arising as to the interpretation or application of these Rules, shall be decided by the Executive Committee, subject to an appeal to a general meeting of the Chamber.
 - 3.1 **Definitions**
In this Constitution unless the context otherwise requires:-
 - (a) "Executive Committee" means the Executive Committee of the Chamber for the time being duly constituted as such in accordance with these Rules;
 - (b) "Chamber" means The Graaff-Reinet Chamber of Commerce/Sake Kamer;
 - (c) "Corporate Body" means an incorporated body or an unincorporated body;
 - (d) "Member" means any Member of the Chamber for the time being;
 - (e) "Officers" means Chairman, Vice Chairman, Immediate Past Chairman, Secretary and Treasurer of the Chamber;
 - (f) "Rule" means rule of this Constitution.
 - 3.2 **Number & Gender**
In these Rules, unless the context otherwise requires, the singular includes the plural and vice versa and the masculine gender includes the female gender and vice versa.
 - 3.3 **Language**
Meetings, notices and publications of the Association may be conducted or issued in either English or Afrikaans.
4. **OBJECTIVES**
 - 4.1 To represent the commercial, industrial and professional community of Graaff-Reinet, to promote the economic, cultural and environmental development of the district;
 - 4.2 To develop a commercial environment in which entrepreneurship can flourish;
 - 4.3 To establish a rapport with civic, business and other sectors of the Community and be recognised as representing and presenting the view of commerce to the Community;
 - 4.4 To assist in the promotion of trade and to keep Members informed of trade opportunities;
 - 4.5 To keep Members informed on important matters affecting trade, commerce and industry and to render a varied and comprehensive service to its Members;
 - 4.6 To consider and respond to and advocate the amendment of Municipal, Provincial or State legislation, regulations and policies and the by-laws, regulations and policies of local government bodies and other corporations directly or indirectly affecting commercial interest and for such purposes to take all such steps or proceedings as may be expedient;
 - 4.7 To establish and maintain relations with bodies having similar objects throughout the world;
 - 4.8 To provide business related information and professional advice pertaining to legislation governing employer/employee relations and conditions of employment, trade and economic affairs, taxation,

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small business incentives, tourism, education and training by using the media, including the internet and e-mail.

- 4.9 To provide networking opportunities with local and international business contacts for generating new business.
- 4.10 To promote social responsibility and community growth through our commitment to and support of appropriate community project.

5. POWERS

In carrying out its objects, the Chamber shall have the following powers:

- 5.1 To purchase, take on lease, hire, or otherwise acquire for the purpose of the Chamber any real or personal property;
- 5.2 To construct, alter, repair, improve and maintain any building for the purposes of the Chamber;
- 5.3 To let any part or parts of any land or buildings in such manner as may be deemed expedient;
- 5.4 To borrow or raise money from Members or otherwise for the purposes of the Chamber and to secure the repayment of money, to create, execute and issue mortgages, debentures or notes with or without a charge upon all or any to the property of the Chamber;
- 5.5 To conduct bank accounts that are deemed necessary by the Chamber;
- 5.6 To invest the moneys of the Chamber in such securities as may be necessary or convenient;
- 5.7 To sell, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Chamber;
- 5.8 To amalgamate, affiliate or co-operate with any institution, society or association having objects similar to those of the Chamber;
- 5.9 To subscribe or guarantee money for charitable or benevolent objects;
- 5.10 To establish any trusts for the purpose of carrying out the objects of the Chamber;
- 5.11 To engage professional assistance of any kind and remunerate any person for services rendered in the formation of the Chamber or the conduct of its affairs;
- 5.12 To print and publish newspapers, periodicals, pamphlets, circulars, bulletins, web pages or newsletters to promote any of the objects of the Chamber;
- 5.13 To promote, undertake and carry on research and investigation with respect to industrial, commercial, economic, social, education, legal, environmental or any other matters in the promotion of the objects of the Chamber;
- 5.14 To enter into any arrangement with any Government or Authority that is incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber;
- 5.15 To obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to obtain and to carry out such arrangements, rights, privileges and concessions;
- 5.16 To employ staff and to pay them appropriate salaries and benefits; and
- 5.17 To do all such other things in pursuit of the objects of the Chamber as may be deemed necessary or desirable.

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6. INCOME AND PROPERTY

The income and property of the Chamber will be applied solely towards the promotion of the objects of the Chamber. No portion of the income or property will be paid, transferred or distributed directly, or indirectly to the Members of the Chamber by way of dividend, bonus, or otherwise by way of pecuniary profits to the Members.

Payments made in good faith of remuneration to any officers or employees of the Chamber or to any person in return for services rendered to the Chamber, are not affected by this rule.

7. MEMBERSHIP

7.1 Applicants for Membership must apply in writing in the manner that the Executive Committee prescribes.

Any reputable person, firm, company, corporation, authority or association engaged or interested in commerce is eligible as a candidate for Membership. Candidates for membership of the Chamber become Members of the Chamber after election in the manner described in these rules and after payment of the set subscription fee.

7.2 A properly constituted meeting of the Executive Committee will have the power to elect a member by ballot of a majority of members present at the meeting held subsequent to the receipt of the application.

7.3 All firms, companies, corporations, authorities or associations must submit in writing to the Secretary, the name of the nominees who are to act on their behalf at meetings etc. of the Chamber. No organisation will be allowed to have more than 2 nominees of whom only 1 may vote.

7.4 Nominees must be employees of, or associates of, the nominating institutions, and must be approved by the Executive Committee.

7.5 Written notice of the revocation of power as nominee must be given by an institution to the Secretary of the Chamber along with the name of the proposed succeeding nominee.

7.6 Corporate Membership

Any reputable firm, company, corporation or authority engaged in commerce and interested in the objects of the Chamber.

7.7 Micro Membership

Any reputable firm or company engaged in commerce and interested in the objects of the Chamber, with less than **five** employees and approved by the Executive Committee as a Micro Business.

7.8 Private Membership

Any reputable person interested in commerce and the objects of the Chamber.

7.9 Honorary Membership

The Executive Committee may elect to Honorary Membership of the Chamber persons distinguished in public affairs, commerce, education, finance, consular officials or any person that the Executive Committee considers desirable to admit to Honorary Membership. Honorary Members are not entitled to vote at meetings.

7.10 Register of Members

(a) The Executive Committee will keep a register of Members recording the preferred name, postal address, electronic mail address (if provided) and the date of entry to the Chamber of each Member;

(b) The register will be available for inspection at all reasonable times by any Member who previously applies to the Secretary for inspection.

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8. TERMINATION

8.1 A member shall cease to be a member if they:

- (a) Do not pay outstanding debts owed to the Chamber within 3 months of the debt becoming due unless the Executive Committee resolves to extend the period for a further 3 months;
- (b) Resign;
- (c) As a natural person:
 - (i) become bankrupt
 - (ii) become of unsound mind; or
 - (iii) are convicted of an indictable offence.
- (d) As a corporation, association, authority or a firm becomes defunct or is wound up.

8.2 Resignation

Members wishing to resign must give 1 month's written notice to the Secretary.

Resignation or termination of membership does not clear debts owed to the Chamber. Upon resignation or termination of membership for whatever reason, Members must pay any outstanding debts including arrears of subscriptions, owed to the Chamber.

9. EXPULSION

The Chamber reserves its right to expel any Member and may do so by:

- (a) Calling a Special General Meeting to expressly consider the question of "a motion of expulsion";
- (b) giving the Member who is the subject of the motion, written notice setting out the grounds for complaint, 7 days before the scheduled Special General Meeting; and
- (c) securing the votes of at least three quarters of the Members present at the Special General Meeting.

10. SUBSCRIPTIONS

10.1 Annual Subscriptions

The amount of and time for payment of Annual Subscriptions payable by a Member will be determined by the Executive Committee from time to time. In making its determinations, the Executive Committee may prescribe different rates for different classes of Members or any other basis of differentiation that the Executive Committee decides or these rules may require.

10.2 Levies

The Executive Committee may impose a levy on any one or more of the categories of the Member provided that the total of the levies imposed on a Member during any year does not exceed the amount of the annual subscription of that Member for that year.

11. EXECUTIVE COMMITTEE

11.1 Policy of the Chamber

Apart from any determinations made by a General Meeting of Members, the policy of the Chamber is to be determined by the Executive Committee. The Executive Committee will also deal with the management of the business and finances of the Chamber and with other matters provided for by this Constitution. The Executive Committee may from time to time co-opt any persons with suitable qualifications to a committee to review policy and report back.

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11.2 Composition of Executive Committee

The Executive Committee will consist of:

- (a) the Chairman;
- (b) the Vice Chairman
- (c) the Immediate Past Chairman;
- (d) the Secretary;
- (e) the Treasurer;
- (f) 7 other delegates.

11.3 All Office holders, with the exception of the Immediate Past Chairman, will be appointed at the first meeting of the Executive Committee after the Annual General Meeting.

11.4 All Members of the Executive Committee must hold office until their successors are appointed but all positions must be declared vacant immediately prior to the Annual General Meeting.

11.5 Vacancies on Executive Committee

A position on the Executive Committee will be deemed vacant if a Member:

- (a) Resigns their Membership of the Executive Committee by notice in writing sent to the Chairman;
- (b) Fails to attend 3 consecutive meetings of the Executive Committee of which they have had due notice unless they have been granted leave of absence by a resolution of the Executive Committee;
- (c) Is removed from office at a Special General Meeting of Members of the Chamber;
- (d) Dies, or departs for more than 6 months from the Province of the Eastern Cape.

In the event of death, disqualification, or resignation of the Chairman, the Executive Committee will elect by ballot, any member of the Executive Committee as Chairman.

The Executive Committee may co-opt any member of the Chamber to fill any vacancy.

12. COMMITTEES OF THE EXECUTIVE COMMITTEE

12.1 The Executive Committee may appoint Sectional Committees consisting of at least 3 people, to watch over any specific interests or industries. Any 3 members of the sectional committee will constitute a quorum.

12.2 The Executive Committee may co-opt people with suitable qualifications to these Sectional Committees.

12.3 Co-opted persons shall be voting Members of Sectional Committees.

12.4 The Sectional Committee will meet monthly and decide matters pertaining to the interests of that section. Other Matters will be referred to the Executive Committee.

12.5 The Divisional Committee to nominate a Secretary who will be responsible for keeping minutes of all meetings.

13. ELECTIONS

13.1 Elections for Executive Committee Members will take place at the Annual General Meeting of the Chamber.

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- 13.2 A candidate for election must be nominated in writing by 2 members of the Chamber. The nomination papers must contain the candidate's signed consent to the nomination.
- 13.3 The nomination papers must be lodged at the office of the Chamber before the day of the election. If the number of candidates is equal to the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected.
- 13.4 If the required number of nominations are not received before the meeting, nominations will be accepted at the Annual General Meeting, in the manner set-out in 13.2.
- 13.5 If the number of candidates is less than the number of vacancies, the Chair of the Annual General Meeting will declare the candidates duly elected. As soon as it is convenient after the meeting, the Executive Committee in office at the time will fill the remaining vacancy or vacancies pursuant to the power vested in them by Rule 11.3.
- 13.6 If the number of candidates nominated exceeds the number of vacancies to be filled, an election by ballot will be conducted pursuant to the procedure in rule 13.8.
- 13.7 Any candidate may withdraw their nomination any time by notifying the Executive Committee in writing.
- 13.8 Procedure for election by ballot:
- (a) The Executive Committee will appoint 3 Members who are not candidates to be the scrutineers for the election;
 - (b) If the appointed Member is unable or unwilling to act as a scrutineer, the Executive Committee will appoint another Member in their place;
 - (c) The decision of a majority of the scrutineers will be deemed to be the decision of them all and will be final;
 - (d) Members must vote for the exact number of candidates required to fill each position;
 - (e) The Chair or his nominee is responsible for distributing and collecting the ballots will give the completed ballot papers to the scrutineers;
 - (f) The candidate receiving the greatest number of votes will be elected;
 - (g) If there is an equal number of votes for candidates vying for the same position, the Chair will have the casting vote. If the Chair is a candidate that is tied with another candidate for a position, they shall vacate the chair at a convenient time during the meeting and the meeting will elect another Chair to exercise the casting vote;
 - (h) A candidate cannot be nominated for more than 1 of the following offices: Chairman, Vice Chairman, Secretary or Treasurer; and
 - (i) To be eligible to become the Chairman, or Vice Chairman a person must have been a Member of the Chamber for at least 6 months prior to the Annual General Meeting.
- 13.9 Chairman
- (a) Subject to (b), a person cannot hold the office of Chairman for more than 2 successive years. After a 2 year term, the Chairman must retire from office and will not be eligible for re-election as Chairman for 2 years;
 - (b) Members may resolve by a resolution passed by a two thirds majority of members present at a general meeting, that the same person can (subject to re-election) hold office as Chairman for a further 2 successive years.

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14. PROCEDURES OF EXECUTIVE COMMITTEE MEETINGS

- 14.1 Monthly and Special meetings_
The Executive Committee will once every month. Special meetings of the Executive Committee may be convened by the Chairman or Vice Chairman, or by any other 6 Members of the Executive Committee.
- 14.2 Notice of Meeting
Notice of a meeting of the Executive Committee, stating the business of the meeting must be given by the Secretary to each Member of the Executive Committee at least 3 days prior to the meeting.
- 14.3 Chair of Meetings
The Chairman, or in his absence, the Vice Chairman, shall be the Chair of all meetings of the Executive Committee, or in their absence, the Executive Committee may elect a Member of the Executive Committee to chair the meeting.
- 14.4 Quorum
No business will be transacted at any Executive Committee meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise determined by the Executive Committee, 6 Members of the Executive Committee constitutes a quorum.

15. POWERS OF THE EXECUTIVE COMMITTEE

- 15.1 The Executive Committee is empowered to do all things required for the management of the Chamber and for the furtherance of the Chamber's objects, except those things, which, according to this Constitution must be done by the Chamber in General Meetings.
- 15.2 The Executive Committee may from time to time, appoint or dismiss any staff as necessary for the purpose of carrying out the objects of the Chamber and may pay appropriate salaries, allowances and other benefits.
- 15.3 The Executive Committee may enter into contracts on behalf of the Chamber that it deems advisable and at all times may dispose of funds of the Chamber that it deems to be in the best interest of and for carrying out the objects of the Chamber.
- 15.4 The Executive Committee may refer questions of general importance to the Members at a General Meeting.

16. FINANCE

- 16.1 The financial year for the Chamber will be from 1 March to 28 February.
- 16.2 The Executive Committee will establish a system for sound financial management.
- 16.3 The Executive Committee will prepare and approve the annual budget.
- 16.4 Any expense or capital expenditure outside the budget must be approved by the Executive Committee.
- 16.5 The Executive Committee will be responsible for keeping a correct and up to date accounting record with full details of all receipts and expenditure connected with the work of the Chamber.
- 16.6 The Treasurer will present to each meeting of the Executive Committee, a true and correct financial statement.
- 16.7 The financial statement, or summary of the financial statement, will form a part of the minutes of the meeting at which it is presented.
- 16.8 The accounts of the Chamber may be made available to Members on request.

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17. MINUTES

- 17.1 Minutes to be kept
Proper minutes must be kept of all proceedings of general meetings and meetings of the Executive Committee and Sectional Committees.
- 17.2 Circulation of minutes
Copies of minutes of the last general meeting or meeting of the Executive Committee will be circulated with or prior to the notice summoning the next general meeting or meeting of the Executive Committee, as the case may require.
- Minutes will be taken as read unless a majority of those present at the subsequent meeting decide to the contrary.
- 17.3 All minutes of general meetings or meetings of the Executive Committee must be signed by the Chair of that meeting at which the proceedings took place or by the Chair of the next succeeding meeting.
- 17.4 Evidence
Duly signed minutes are prima facie evidence of the proceedings to which they relate.

18. MEETINGS

- 18.1 Annual General Meeting
The Annual General Meeting of the Chamber is to be held not later than 30 May in each year for the purpose of:
- (a) Receiving the Chairman's Annual Report;
 - (b) Receiving the Executive Committee's Annual Report;
 - (c) Receiving the statement of accounts for the year duly audited by the Auditors;
 - (d) The election of the Executive Committee for the ensuing year;
 - (e) The appointment of auditors of the Chamber; and
 - (f) Dealing with any other business of which it has been given notice of at least 21 days before the meeting.
- 18.2 Special General Meetings
The Executive Committee may whenever it deems appropriate, and the Chairman will upon requisition of 10% of members of the Chamber or 20 members whichever is the greater, convene a special general meeting of the Chamber. The requisition must:
- (a) be in writing;
 - (b) state the objects for which the meeting is being called; and
 - (c) notice must be given by circular to all Members of the Chamber entitled to attend at least 14 days prior to the meeting.
- 18.3 Notice of Meetings
A notice of meetings of the Chamber must state the business of the meeting, and notice must be given at least 14 days prior to the meeting, to all Members entitled to attend a general meeting.
- 18.4 Quorum
No business shall be transacted at a general meeting of the Chamber unless a quorum is present. Except where otherwise provided in these Rules, at all general meetings of the Chamber a total of 20 Members present in person or by Representative, will constitute a quorum.

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- 18.5 **Chair**
The Chairman or in his absence, the Vice Chairman will be the Chair of all general meetings or in their absence the meeting will elect the Chair of that meeting.
- 18.6 **Voting**
Voting at all General Meetings will be done by a show of hands. But any 2 Members, who are paid – up and in good standing, may request a vote to be recorded by ballot.
- 18.7 **Proxy**
Any Member of the Chamber, who is paid-up and in good standing, may appoint a proxy to represent him at a General Meeting. The notice of proxy must be in writing, signed by the member and lodged with the Secretary before the commencement of the General Meeting.
- 18.8 **Decisions**
Except where otherwise required by this Constitution, decisions of the Chamber at a General Meeting will be passed by a majority of Members present and voting. In the event of an equality of votes, the Chair of a meeting will have a casting vote as well as a deliberate vote.
- 19. NOTICES**
Any notice given under these Rules is deemed to be duly given if:
- (a) it is handed to the person to whom the notice is to be given personally; or
 - (b) it is left at the address appearing in the Chamber's Register of Members; or
 - (c) it is posted to the Member in a prepaid envelope addressed to that member.
- 20. ALTERATION OF CONSTITUTION**
This Constitution may be altered in a manner resolved by 75% of Members present and voting at the Annual General Meeting or at a Special General Meeting of the Chamber convened for that purpose.
- 21. AUDIT**
The auditor must audit the accounts of the Chamber once a year and is entitled to full and free access to all accounts, records, documents and papers of the Chamber relating directly or indirectly to the receipt and payment of monies or to the acquisition, receipt, custody or disposal of assets by the Chamber. Before the Annual General Meeting the Auditor will examine the accounts and records of the Chamber for the previous financial year and report on whether the accounts and records give a true and fair picture of the financial affairs of the Chamber, and on any other matters arising out of the records that the Auditor considers should be reported to the Members.
- 22. APPOINTMENT OF AUDITOR**
The Chamber will, at each Annual General Meeting, appoint an Auditor for a period of 1 year. The Auditor will be eligible for reappointment by the Chamber and the Chamber has the power to fill any temporary vacancy in the office of Auditor.
- 23. OWNERSHIP**
All property of whatever kind belonging to the Chamber will be vested in it. The Chamber will have custody of all deeds and documents of title relating to the property.
- 24. DISSOLUTION**
The Chamber may be dissolved or wound up by a resolution at any General Meeting or Special General Meeting called for that purpose. Any motion to dissolve or wind up the Chamber requires the consent of 75% of members at the meeting called to so dissolve or wind up the Chamber. If upon the dissolution or winding up of the Chamber, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred:
- (a) to another similar association: or

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(b) to any registered charitable organisation.

These rules as amended were adopted as the Constitution and Rules of "The Graaff-Reinet Chamber of Commerce/Sake Kamer" on the 6th day of November 2008.

Chairman