

**RANDBURG CHAMBER OF COMMERCE AND  
INDUSTRY**

**CONSTITUTION**

**31 MARCH 2016**

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**SIGNED BY THE PRESIDENT**  
**31 March 2016**

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## **1 NAME AND GENERAL PROVISION**

### **1.1 Name**

The name of the organisation shall be the **RANDBURG CHAMBER OF COMMERCE AND INDUSTRY** (hereinafter referred to as “the Chamber”).

### **1.2 Definitions**

1.2.1 “Randburg” means the northern business areas of the City of Johannesburg, which includes Randburg, Midrand and Sandton;

1.2.2 “In writing” means written, typewritten or printed or reproduced by any electronic means or system.

1.2.3 Words importing the masculine gender include the feminine gender.

1.2.4 Words importing persons include corporations, companies and firms.

1.2.5 “Administrator” shall be the senior staff member appointed by the Executive Committee whose title could be any one of the following - Manager, Secretary, Executive Officer, CEO or another decided by the Executive Committee from time to time.

### **1.3 Language**

The business of the Chamber shall be conducted in the English language.

### **1.4 Office**

The office of the Chamber shall be situated in Randburg.

### **1.5 Non-Profit Body**

The Chamber shall be a non-profit body. Its income and property shall be applied solely towards promoting and attainment of the objects of the Chamber. All payments made on behalf of the Chamber shall be as determined and approved by the Executive Committee of the Chamber, and may include the remuneration to any officer or employee of the Chamber, or to any member or person in return for any services actually rendered to the Chamber.

### **1.6 Affiliation**

The Chamber may be affiliated to any other organisation that can assist in the promotion or achievement of its aims and objects.

## **2 AIMS AND OBJECTIVES**

The objects and purpose of the Chamber shall be to act on behalf of its Members in all matters affecting their business environment and related interests, including but not limited to the by laws, as well as re-enforcing the Constitution of South Africa.

The Chamber may, from time to time, be required to issue/ respond to public statements on behalf of its Members as the voice of business in the area.

## **3 LEGAL STATUS**

The Chamber is currently an unincorporated entity, however the option to incorporate as a juristic body having power and authority to engage in or respond to legal action, and to respond to shall be determined by a majority vote of the Executive Committee.

## **4 MEMBERSHIP**

### **4.1 Eligibility**

All persons, legal persona, bodies corporate, companies and firms directly engaged in commerce and industry, agriculture, professions or kindred activities shall be eligible for Membership.

### **4.2 Classes of Membership**

4.2.1 *Ordinary Members* - shall be those persons eligible in terms of clause 4.1 whose applications for Membership have been duly approved by the Executive Committee of the Chamber, and shall have full voting power.

4.2.2 *Associate Members* - shall be persons having such special qualifications or who represent a body or organisation, that are of special importance or able to provide significant or material assistance, and whose applications are approved by the Executive Committee for the active participation in specific interests of the Chamber, but shall have no voting power nor be required to pay Membership fees.

4.2.3 *Honorary Members* - Honorary Members shall be elected by the Chamber, on the recommendation of the Executive Committee, in recognition of outstanding and/or noteworthy service or assistance given to the Chamber. Such Members shall have no voting power and shall not be required to pay Membership fees. Such honorary Membership shall be subject to review.

4.2.4 *Honorary Life Members* - Honorary Life Membership may be conferred by a general meeting of the Chamber, upon the recommendation of the Executive Committee, on persons who have rendered special and/or valuable service to the Chamber. The recipient shall be entitled to the same privileges as ordinary Members but shall not be required to pay Membership fees.

#### **4.3 Application for Membership**

An application for Membership shall be made on the form prescribed by the Chamber, duly completed, and forwarded together with the appropriate fee/fees to the Administrator of the Chamber for consideration at the next meeting of the Executive Committee.

#### **4.4 Election of Members**

4.4.1 All applications for Membership shall be decided by the Executive Committee according to the procedure which it deems appropriate. Applications may be rejected and the applicant notified in writing without assigning any reason therefor. Renewal of such application may be made after the expiry of 6 (six) months reckoned from the date of the decision of the Executive Committee.

4.4.2 A copy of the constitution, as amended from time to time, shall be supplied to each member and to an intending applicant for Membership if requested.

4.4.3 The Chamber shall issue to each Ordinary, Associate, Honorary and Honorary Life Member, a certificate of Membership after a reasonable period of time of Membership, such period to be determined by the Administrator. The certificate shall remain the property of the Chamber, and shall be returned to it to effect cessation of Membership.

#### **4.5 Representation of Members**

4.5.1 The person nominated to represent an Ordinary member shall have full authority to act and vote in all matters dealt with by the Chamber.

4.5.2 A nominated alternate shall be entitled to full authority of the representative.

#### **4.6 Non-transferability of Membership**

The rights and privileges of Membership shall not be transferable.

#### **4.7 Resignation**

Notice of resignation shall be given in writing to the Administrator and shall be accompanied by the payment of all fees and/or monies owing to the Chamber and by the return to the Chamber of the Certificate of Membership.

#### **4.8 Expulsion of Members**

The Executive Committee shall be empowered to terminate Membership and shall give one month's written notice of intention to do so. An appeal against the decision may be lodged within the period of notice, shall be considered by the Executive Committee and, if deemed appropriate, decided by a general meeting of ordinary Members. This is applicable to Members of the Executive Committee as well.

#### **4.9 Insolvency**

The insolvency or liquidation of a member shall, *ipso facto*, cease Membership. Rehabilitation or re-instatement shall constitute eligibility to re-apply for Membership.

### **5 EXECUTIVE COMMITTEE ("EXCO")**

#### **5.1 Composition**

The Executive Committee shall comprise a minimum of 5 Members including the President, and First and Second Vice Presidents.

#### **5.2 Nominations**

5.2.1 The Administrator shall, in writing, with the notice calling the Annual General Meeting, invite written nominations for Membership of the Executive Committee.

- 5.2.2 The nomination shall be done on the prescribed form signed by the nominee, proposer and seconder. The person being nominated shall consent in writing to his/her nomination. The nomination shall reach the Administrator not less than 7 (seven) days prior to the date of the Annual General Meeting.
- 5.2.3 The Administrator shall verify that such nominations comply with clauses 4.5, 5.3.3, and 5.3.4 and shall compile a list of nominees, and their Curriculum Vitae, which shall be published at the Annual General Meeting.
- 5.2.4 At each annual general meeting the Members of the Executive Committee who have been on the EXCO for the recommended two years as per clause 5.5.1 shall retire, but will be eligible for re-election. Any Members of the EXCO whose time on the EXCO has not expired will be deemed to be appointed for the ensuing year, including co-opted Members, per Clause 4, unless dismissal from the EXCO is due, because of inappropriate and ineffective participation on the EXCO.

It is recommended that at least seven of the Members of EXCO remain on the EXCO for each ensuing year to ensure knowledge of the Chamber and continuity in projects being implemented for Members is maintained.

At the Annual General Meeting of the Chamber, a President, First and Second Vice Presidents and ten Members (where applicable) shall be elected on nomination duly seconded and voted upon.

- 5.2.5 Should the written nominations not satisfy the number of vacancies, nominations from the floor maybe made at the Annual General Meeting, subject to the nominee being personally present or having given written consent and being eligible in terms of the constitution.

### **5.3 Elections**

- 5.3.1 The Executive Committee shall be elected at the Annual General Meeting by ballot should nominations exceed the number of vacancies.
- 5.3.2 A majority vote of the Members entitled to vote and present at the meeting shall be required for election.
- 5.3.3 A member of the Chamber of good standing, who is, in the view of the EXCO, in a position to contribute to the Chamber's welfare as President will be eligible to stand for election as President of the Chamber.
- 5.3.4 A member of the Chamber of good standing, who is, in the view of the EXCO, in a position to contribute to the Chamber's welfare as First Vice President will be eligible to stand for election as First Vice President of the Chamber.
- 5.3.5 A member of the Chamber of good standing, who is, in the view of the EXCO, in a position to contribute to the Chamber's welfare as Second Vice Second Vice President will be eligible to stand for election as Second Vice President of the Chamber

### **5.4 Co-options**

The Executive Committee may co-opt Members in order to fill vacancies until the next Annual General Meeting. The co-opted Members shall have the same powers as those of the elected Members for the duration of their term of office. They may be nominated and stand for election at the next Annual General Meeting.

### **5.5 Term of Office**

- 5.5.1 The Executive Committee excluding the President, subject to Clauses 5.5.2 and 5.6.2, shall hold office for 2 (two) years and shall be available for re-election.
- 5.5.2 The President shall hold office for 1 (one) year, and shall be eligible for election for one more year but shall not serve for more than two years consecutively.
- 5.5.3 Failure to attend at least 3 (three) meetings of the Executive Committee, during a member's term of office, cancels his eligibility for re-election to the Committee.

## **5.6 Vacancies**

- 5.6.1. A vacancy in the office of President shall be filled by the First Vice-President, whose office shall be filled by the Second Vice-President, whose office shall become vacant.
- 5.6.2. Should a member be absent from 3 (three) consecutive ordinary meetings of the Chamber whether it be Executive or any other Committee, without leave from the President he shall be deemed to have vacated his office.

## **5.7 Duties and Powers of the Executive Committee**

The Executive Committee and/or the Administrator shall be empowered to:-

- 5.7.1 control the business of the Chamber between general meetings;
- 5.7.2 appoint delegates to attend congresses, meetings, conduct interviews, accompany deputations and to pay the expenses incurred;
- 5.7.3 engage and dismiss staff to perform the work of the Chamber and to arrange their remuneration;
- 5.7.4 obtain professional advice and service when necessary;
- 5.7.5 arrange accommodation for the Chamber, provide all facilities for effective and efficient administration of its business;
- 5.7.6 make and enforce rules and resolutions consistent with and supportive of this constitution;
- 5.7.7 appoint sub-committees of the Executive Committee, or committees of Members of the Chamber and/or persons specially qualified to deal with the business of the Chamber and to receive and implement the reports and/or recommendations of such committees;
- 5.7.8 suspend any member from Membership of the Chamber, or from appointed committees, pending a decision by a two-thirds vote of an extra-ordinary general meeting, duly convened, being in possession of all information regarding the cause of the suspension;
- 5.7.9 legitimately acquire and to dispose of moveable or immovable property on behalf of the Chamber;
- 5.7.10 institute legal proceedings and defend the Chamber Executive Members or Office Bearers against legal action; (As a non-incorporated entity the Chamber cannot institute legal action on its own behalf)
- 5.7.11 keep Members informed of developments in the Chamber and in respect of important news items;
- 5.7.12 arrange and operate banking, investment and related facilities;
- 5.7.13 arrange insurance cover of Chamber property and activities;
- 5.7.14 approve all financial transactions and shall be empowered to delegate financial authority when necessary.
- 5.7.15 Suggest and amend By Laws/Constitution for approval by Members.

## **6 DUTIES AND POWERS OF EXECUTIVE COMMITTEE MEMBERS**

### **6.1 Duties and Powers of President**

- 6.1.1 The President shall preside at all meetings at which he is present.
- 6.1.2 The President shall have a deliberative and not have a casting vote at all General and Executive Committee meetings.

## **6.2 Duties and Powers of Vice President**

6.2.1 The First Vice-President shall exercise the powers and perform the duties of the President in his absence.

6.2.2 In the absence of the President and First Vice-President, the Second Vice-President shall perform the duties of the President.

## **6.3 Duties of the Administrator**

6.3.1 The Administrator shall administer all matters relative to the normal activities of the Chamber and perform such other duties as may be prescribed by the Executive Committee from time to time.

6.3.2 The Administrator may resign on giving 1 (one) calendar month's written notice to the President and his services may be terminated by 1 (one) calendar month's written notice given by the President.

6.3.3 The Administrator may be dismissed summarily by written notice given by the Executive Committee for serious neglect of duty or for misconduct.

## **7 MEETINGS**

### **7.1 General Meetings**

General Meetings of the Chamber may be held at the discretion of the Executive Committee. but shall not be less than 2 (two) in any 1 (one) year and shall require 14 (fourteen) days written notice. (It is not usual to hold any meeting other than an AGM each year, and it is not recommended that there be a minimum for general meetings)

### **7.2 Extra-ordinary General Meetings**

Extra-ordinary General Meetings shall be convened by the Administrator as directed by the President or the Executive Committee or at the written request of not less than 10 (ten) ordinary Members of the Chamber, in good standing. Not less than 7 (seven) days notice shall be given in writing stating clearly the purpose for which the meeting is being convened.

### **7.3 Annual General Meeting**

7.3.1 The Annual General Meeting of the Chamber shall be held within 3 (three) calendar months from the end of the financial year of the Chamber. 21 (Twenty One) days written notice shall be given and shall include the following:-

a copy of the Annual Report of the Executive Committee; details of the nominees for the vacancies on the Executive Committee; any proposals concerning the business of the Annual General Meeting,

7.3.2. The following business shall be transacted at the Annual General Meeting:-

receive and adopt the Annual Report of the Executive Committee; receive and approve the audited Annual Financial Statements of the Chamber together with the report of the Auditors thereon; elect Members of the Executive Committee; approve the audit fee for the past year, and appoint Auditors for the ensuing year; consider and elect honorary and associate Members.

7.3.3 It shall not be the purpose of the Annual General Meeting to consider the business of a General Meeting. Any outstanding business held over from the last General Meeting which is considered to be urgent may be considered at a meeting convened immediately after the closure of the Annual General Meeting, or at a General Meeting convened in terms of the constitution.

### **7.4 Notice of Motion**

Any member in good standing may submit a detailed motion for the consideration of the Executive Committee or a General Meeting of the Chamber, at least 21 (twenty one) days prior to the date of such meeting. Notice shall be given by the Administrator in terms of Clause 7.1 and/or 7.2 on the directive of the President or the Executive Committee.

### **7.5 Executive Committee Meetings**

7.5.1 Ordinary meetings of the Executive Committee shall be held at least once in every 2 (two) months of which 7 (seven) days written notice shall be given.

7.5.2 A Special Meeting of the Executive Committee shall be convened by the Administrator, on instruction of the President, if requested by any 3 (three) Members of the Committee in

good standing. Notice to be given shall be in accordance with the directive of the President.

7.5.3 In case of emergency special Executive Committee Meetings may be called by the President pre-emptorily.

## **8 QUORUMS**

### **8.1 Executive Committee**

A simple majority of the elected or co-opted Members at any one time shall constitute a quorum.

### **8.2 General Meetings**

A quorum at a General, Extraordinary General or Annual General Meeting shall consist of at least 15 (fifteen) Members in good standing and entitled to vote. Should there be no quorum present within 30 (thirty) minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same time on the same day of the following week, except when such a day falls on a public holiday in which case it shall stand adjourned to the next following day not being a public holiday. At the adjourned meeting the Members present shall be a quorum.

## **9 PROXIES & ALTERNATES**

### **9.1 EXCO meetings**

EXCO Members may be represented from time to time at EXCO meetings by Alternates previously agreed by the EXCO

### **9.2 General meetings**

Provision may be made for Members to vote at General Meetings, Extra-ordinary General Meetings and Annual General Meetings by Proxy.

## **10 FINANCE**

### **10.1 Financial Year**

The financial year of the Chamber shall commence on the 1st (first) day of August and terminate on the 31st (thirty first) day of July.

### **10.2 Subscriptions**

10.2.1 Membership subscriptions shall be determined by the Executive Committee.

10.2.2 In the event of the subscription of any member being in arrears for a period of 30 (thirty) days, he shall, at the discretion of the Executive Committee, be suspended from voting at all meetings pending payment in full of the fees due.

10.2.3 Should Membership subscription be outstanding for more than 60 (sixty) days, the Executive Committee shall determine the action to be taken by the Chamber.

### **10.3 Additional Funds**

The Chamber shall be empowered to collect from each Ordinary Member in any 1 (one) year an amount, in addition to but not exceeding the annual Membership subscription for that year, to defray the cost of any special undertaking as decided by a General Meeting of Members.

### **10.4 Banking**

All banking of the Chamber's monies shall be effected by the Administrator within 3 (three) days of receipt thereof and the operation of the account, with a recognised financial institution, shall be upon any 2 (two) signatures of the following persons:-

The President, a Vice-President, a nominated member of the Executive Committee and the Administrator for the time being.

### **10.5 Financial Records**

The books of the Chamber, together with all other deeds and documents, shall be kept at the office of the Chamber except when required for audit or other official purposes

### **10.6 Annual financial statements**

10.6.1 An annual Statement of Financial Position, Statement of Comprehensive Income and Statement of Cash Flows of each year ending 31st (thirty first) July shall be prepared and either reviewed or audited by an independent Accountant qualified in terms of the DTI (Department of Trade and Industry) classification of a person (or juristic entity) entitled to sign-off financial statements as an accounting officer.



10.6.2. Copies of the annual financial statements and a copy of the independent Accountant's report shall be available at the office of the Chamber for perusal by Members prior to the Annual General Meeting.

#### **10.7 Assets**

All property, movable and immovable assets and effects of the Chamber shall be deemed for all purposes to be vested in the Executive Committee for the time being, in trust for the Chamber, and shall be dealt with by them as the Chamber may, in terms of the Constitution, determine by resolution.

#### **10.8 Liability of Members**

The liability of an individual member for the debts of the Chamber shall be limited to the amount, if any, of his unpaid subscriptions and any other amount owing to the Chamber.

### **11 VOTING RIGHTS**

11.1 All matters on which a vote is taken shall be on a show of hands except as otherwise provided for in this Constitution, or unless a ballot is demanded by any member. On such proposal, a ballot shall be held without discussion or debate.

11.2 All elected Members in good standing at the time of the meeting shall be entitled to vote.

11.3 Ordinary Membership shall be entitled to 1 (one) vote by a representative duly nominated by such Member in writing.

11.4 In the case of an equality of voting at a General, Extraordinary General or Annual General or an Executive Committee Meeting, the Chairman of the meeting shall be entitled to a second or casting vote. Except in case of elections, a re-election shall immediately take place. *Ex officio* Members shall not have voting rights at Executive Committee meetings. Mr Ernest Atkinson, Honorary Member of the Executive Committee, will have voting rights.  
(See clause 6.1.2.)

### **12 RESCINDING OF RESOLUTIONS**

12.1 A resolution of a General Meeting shall not be rescinded except by a subsequent General Meeting, for which notice of the motion has been given in writing, together with a notice convening that meeting or at an Extraordinary Meeting convened for that purpose.

12.2 A resolution of an Executive Committee meeting shall not be rescinded except by a subsequent Executive Committee Meeting for which notice of the meeting has been given in writing, together with the notice convening that Executive Committee meeting or at a Special Committee Meeting convened for that purpose.

### **13 TRADE SECTIONS**

The formation, administration and operation of Trade Sections of the Chamber shall be determined by the Executive Committee.

### **14 MINUTES**

14.1 Adopted Minutes shall be kept of all meetings convened in terms of this Constitution and shall be available for perusal by the Members of the Executive Committee during the office hours of the Chamber.

14.2 The Executive Committee shall determine what documents held by the Chamber may be perused by Members and the time of their availability.

14.3 Sub-committee adopted Minutes shall be approved by the Executive Committee.

### **15 DEEDS AND DOCUMENTS**

The Executive Committee shall appoint at least 2 (two) of its Members to sign powers of attorney, deeds, proxies or other documents on behalf of the Chamber.

## **16 CODE OF ETHICS**

The Executive Committee may design, frame and circulate to all Members a code of ethics for implementation.

## **17 INDEMNITY**

Every Executive Committee Member shall be, and is hereby indemnified by the Chamber against any loss, negligence, expense or damage incurred in the discharge of or arising out of his voluntary duties, owing to his own fault or neglect and no member or other officer of the Chamber shall be liable for the acts, defaults, negligence or loss of any other Executive Committee officer or member.

## **18 DISSOLUTION**

18.1 The Chamber shall be wound up if at a ballot not less than one half of the total number of Ordinary Members of the Chamber in good standing vote in favor of a resolution that the Chamber be wound up or, if for any reason the Chamber is not able to continue to function.

18.2 If following the dissolution of the Chamber there remains after satisfaction of all its debts and liabilities, any property or assets whatsoever, such assets shall not be paid to or distributed amongst the Members of the Chamber but shall be given or transferred to some other company, association, institution or organisation having objects similar to those of the Chamber, to be determined by the Members of the Chamber at or before the time of dissolution.

18.3 Each member undertakes to contribute to the assets of the Chamber in the event of its being wound up during the time that he is a member, or within 1 (one) year afterwards, for the payment of debts and liabilities of the Chamber contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding, however the sum of R100,00 (one hundred Rand) per member.

## **19 CONSTITUTION**

### **19.1 Amendments**

19.1.1 This Constitution may be amended at any duly constituted General, Extraordinary General or Annual General Meeting of the Chamber by a two-thirds vote of Members, provided the amendment has been submitted to all Members in writing at least 21 (twenty one) days prior to the date of the meeting.

19.1.2 In the event of a complete revision of the Constitution, at least 21 (twenty one) days written notice of the revision shall be given to all Members.

19.1.3 Notice of motion by any member of the Chamber of a proposed amendment to the Constitution shall be handed in writing to the Administrator of the Chamber at least 30 (thirty) days prior to the date of the meeting at which the proposed amendment is to be considered.

### **19.2 Interpretation**

In any matter concerning the interpretation of the Constitution of the Chamber, the decision of the Executive Committee shall be final and binding on all Members.

## **20 By Laws**

This constitution was amended and approved at the Annual General Meeting held on the 31<sup>st</sup> March 2016.