



CONSTITUTION

OF THE

ST HELENA BAY BUSINESS CHAMBER

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1. **DEFINITIONS**

- 1.1. “Auditor” means the independent auditor of the Chamber appointed from time to time;
- 1.2. “Board” means the Board Members;
- 1.3. “Board Committee” means a committee or sub-committee of the Board established for temporary purposes defined by Board instructions;
- 1.4. “Board Members” means members of the Board;
- 1.5. “Board Board Experts” means persons as defined by the Board who have specialist expertise, experience and knowledge in the areas of specialisation so defined by the Board and who will serve to advise the Chamber in a reliable and trustworthy way;
- 1.6. “Board Compliance Officer” means the officially appointed person who acts in a governance capacity to manage the proper governance administration of the Board and its records and notices;
- 1.7. “Business Strategy” means the annually Board approved plans directed for the achievement of Chamber’s goals;
- 1.8.
- 1.9. “Chairman” means the president of the Chamber;
- 1.10. “Chamber” means the St Helena Bay Business Chamber;
- 1.11. “Chamber Term” means the period between ratification of official positions at the AGM to the following AGM;
- 1.12. “Chief Executive Officer” means the person so appointed and who performs the duties and is accountable for managing the Executive functions of the Chamber;
- 1.13. “Confidential Ballot” means voting at meetings by Members where identity of voters remain undisclosed;
- 1.14. “Board” means Board/Board Board.
- 1.15. “Connected Persons” means anyone with official representative duties whether these be in being a Council, Board or Board member or as co-opted for serving Chamber interests in any ways; as having a business, employed by the same

company, familial or other ‘connection’, employed by the same company with each other that may suggest a conflict of interest when working with or representing Chamber interests;

- 1.16. “Co-opt(ing)” means the process and appointment of Board Members by the Board, without having to undergo Council election;
- 1.17. “Constitution” means this document;
- 1.18. “Deputy President” means the Deputy President of the Chamber;
- 1.19. “Exco” means the Executive Board of the Chamber;
- 1.20. “Executive” means the persons responsible for the day-to-day execution of strategy and achievement of the Chamber;
- 1.21. “Fiduciary Care” means the duty of any holders of official positions within the Chamber organisation to consider the best interests of the Chamber in any decisions or recommendations made;
- 1.22. “Financial Plans” means the financial budgeting, planning, forecasting and supervision provided by the Finance Board and the execution and reporting thereof at Board meetings by the Executive;
- 1.23. “Financial Year” means the financial year of the Chamber;
- 1.24. “Forum” means an ad-hoc board established by the Board for a specific purpose;
- 1.25. “Honorary Members” means honorary Members of the Chamber;
- 1.26. “Life Members” means life Members of the Chamber;
- 1.27. “Members” means subscribing Members of the Chamber or persons deemed by the Board, or its delegate, to qualify as representatives of such subscribing members for all purposes of the Chamber and include past Presidents of the Chamber and Honorary Members and “Membership” has a corresponding meaning;
- 1.28. “Members by Office” means persons who are Members of the Chamber by office (ex officio);
- 1.29. “Members Meeting” means an AGM or SGM;
- 1.30. “Members Register” means the register of Members;
- 1.31. “Objectives” means the objectives of the Chamber;

- 1.32. “Office” refers to ‘official Chamber Position’ as described below;
- 1.33. “Official Chamber Position” refers to all members holding positions on or within the Board, Board Boards, Council and Portfolio Boards;
- 1.34. “Ordinary Members” means ordinary Members of the Chamber, including companies, organisations and qualifying individuals;
- 1.35. “Overriding Powers” means the authority of the Board to over-ride decisions or proposals made by its subordinate ranks whether these be individuals, committees or other representative bodies reporting to the Board as indicated in the Organisation chart in the Appendix;
- 1.36. “Portfolio Boards” means portfolio committees of the Chamber;
- 1.37. “Chairperson” means the elected chairperson of the Chamber;
- 1.38. “Proxy” means a duly recognised representative of a Member who is authorised via the necessary legal means through a proxy form signed by the Member, so being represented for voting purposes on behalf of the Member;
- 1.39. “Related Members” means a “Connected Person” as described above;
- 1.40. “Resolutions – Ordinary Member” means a resolution of Ordinary Members adopted with the support of more than 50% of the voting rights exercised by Ordinary Members on that resolution at a Members Meeting;
- 1.41. “Resolutions – Special Member” means a resolution of Members adopted with the support of at least 75% of the voting rights exercised by Ordinary Members on that resolution at a Members Meeting;
- 1.42. “Resolutions – Board” means a resolution of Board Members adopted by the majority of Board Members;
- 1.43. “Secretary” means the person tasked with the administrative duties of the Chamber;
- 1.44. “Secret Ballot” means a “Confidential Ballot” as described above in this document;
- 1.45. “South Africa” means the Republic of South Africa;
- 1.46. “SGM” means a special general meeting of the Members;
- 1.47. “Membership Fees” means the dues to be paid by Members that entitle them to participate in Chamber activities, events and forums and to receive attributable value benefits so intended by the Chamber as the voice of business;
- 1.48. “Substantive Powers” means the powers defined by South African law;

- 1.49. “Urgent Issues” means issues that require attention and responses that cannot be adequately managed within scheduled meetings;
- 1.50. “Vetting Board” means the board of the Chamber;
- 1.51. “Vote” means to vote by a "show of hands" unless specifically requested otherwise in terms of this Constitution;
- 1.52. “VONC” or “Vote of No Confidence” means the process of voting out any official representative of the Chamber..

2. VISION AND MISSION

- 2.1. VISION: Serving, Enabling and Leading Business in St Helena Bay.
- 2.2. MISSION: To serve the interests of business and our members through representing their views and providing services of value.
- 2.3. VALUE PROPOSITION: Delivering meaningful business opportunities for members through extensive local and global networks and strategic interventions.
- 2.4. The St Helena Bay Business Chamber is an institution that aims to facilitate networking between organisations in the area, mobilisation of knowledge to promote relationships between businesses and residents with the aim to create economic prosperity for all inhabitants.

3. NAME & LEGAL STATUS

3.1. NAME

This Non-Profit Company NPC shall be known as St Helena Bay Business Chamber.

3.2. LEGAL STATUS

- 3.2.1. St Helena Bay Chamber of Commerce is a non-profit company (NPC) duly registered at the Companies and Intellectual Property Commission (CIPC) subject to the provisions of the Companies Act 71 of 2008 and regulations as amended from time to time.
- 3.2.2. The St Helena Bay Chamber of Commerce is a legal entity and exists separately from its members.

- 3.2.3. The Chamber shall continue to exist even when its office bearers and membership changes.

4. **REGISTERED ADDRESS**

The St Helena Bay Business Chamber's registered address is Main Street, St Helena Bay, 7390.

5. **OBJECTIVES**

The objectives of the St Helena Bay Business Chamber are as follow:

5.1. The Chamber is constituted with the intention of conducting its service activities within St Helena Bay in a non-profit manner and in the interests of its members so defined herein, and in alignment with relevant laws that promote and regulate good business governance in South Africa today.

5.2. All business activities conducted by the Chamber are carried out for the benefit of its members and without promoting or facilitating the economic self-interest of any Board, Council or members concerned with the provision of services other than for compensating their time and expertise with fair exchange.

5.3. The Chamber is organised for the achievement of its objectives and through the governance and fiduciary care that intends to achieve Chamber sustainability and growth with human compassion and environmental sensitivity.

5.4. The Chamber exists for the Purpose of serving its members best interests and to achieve the following objectives not limited to:

5.4.1. To provide valuable and relevant services to its members that support their:

- 5.4.1.1. Business growth & development interests;
- 5.4.1.2. Information for best business practices;
- 5.4.1.3. Representation and advocacy interests;
- 5.4.1.4. Networking opportunities;
- 5.4.1.5. Appropriate lobbying needs.

5.4.2. To foster economic growth through:

- 5.4.2.1. Promoting an Investor-attractive business environment;
 - 5.4.2.2. Promoting Membership Business growth through relevant business skills-development, coaching, mentorship and training programmes;
 - 5.4.2.3. Promoting sensitive environmental care and practices.
- 5.4.3. To represents Members' best interests by:
- 5.4.3.1. Maintaining networking and links that serve members' interests;
 - 5.4.3.2. Serving the local Communities' business interests where members are located;
 - 5.4.3.3. Employing skilled and competent staff capable of serving members effectively and efficiently and for achieving the chamber's objectives.
- 5.4.4. To support and encourage good governance in terms of the following:
- 5.4.4.1. Business accounting and accountable management practices;
 - 5.4.4.2. Transformation, diversity and inclusion;
 - 5.4.4.3. Subscribing to accepted codes of business practice that direct and regulate relevant legislation;
 - 5.4.4.4. Ethical and moral business conduct.
- 5.4.5. To encourage and foster communication, support and co-operation between residents and businesses in St Helena Bay.
- 5.4.6. To increase the presence of the Business Chamber in person and online to encourage interest, co-operation and development of local business in St Helena Bay.
- 5.4.7. To encourage a market driven economy in co-operation with local, national and international stakeholders.
- 5.4.8. To encourage, develop and maintain sustainable prosperity.
- 5.4.9. To share knowledge and to work toward protecting and developing business interest in St Helena Bay.

- 5.4.10. To grow networking opportunities between members of the Business Chamber, the public and national business community.
- 5.4.11. To encourage and foster the growth of economic interests of the business community to have a positive impact on the area's economic climate and people.
- 5.4.12. To promote and foster encouragement in the business interest of St Helena Bay by organising educational material for the businesses in St Helena Bay.
- 5.4.13. To promote economic growth by encouraging young people to actively participate in the business world of St Helena Bay and providing them with the tools and knowledge to do so.
- 5.4.14. To encourage closer co-operation with similar organisations which share similar goals as those of the Business Chamber.
- 5.4.15. To raise funds for community initiatives and to make such donations in the discretion of the board.
- 5.4.16. The Business Chamber will operate on a not-for-profit basis with any income, profits or assets solely dedicated to the promotion of its objectives and to this end will register as an NPC (Non-profit company).

6. MEMBERSHIP

- 6.1. Membership of the Business Chamber shall be open to individuals, partnerships, corporations and other legal entities who are directly or indirectly involved in business activities in the St Helena Bay area subject to the following criteria:
 - 6.1.1. Application for Membership will be in writing and signed by the Applicant and will be reviewed for approval by the Board.
 - 6.1.2. Members will be required to pay a membership fee, determined by the Board to support the activities of the Business Chamber.
 - 6.1.3. Membership will be subject to compliance with the rules and regulations adopted by the Business Chamber.

6.1.4. Membership will not be denied or limited based on race, gender, religion, ethnicity or any other discriminatory factors.

6.1.5. Members are actively involved in the economic activity of the St Helena Bay business community.

6.2. Membership will consist of four classes, namely:

6.2.1. Ordinary members

6.2.2. Corporate members

6.2.3. Organisational members

6.2.4. Honorary members.

6.3. The Board of the Business Chamber will have authority to remove the name of any member off the list at any time if the Board in its sole discretion deems this to be appropriate.

7. MEMBERS' CONDUCT

Members must always uphold and exercise ethical behaviour in accordance with the Chamber's Code of Conduct and Credo.

8. MEMBERSHIP FEES

8.1. Membership fees shall be the amounts as determined at the Annual General Meetings from time to time.

8.2. Membership fees are payable annually per calendar year, or pro-rata portion thereof.

8.3. Membership certificates will be issued to members on receipt of full payment of membership fees and may be displayed in a visible place on the members business premises. Members may display business chamber insignia on business cards, vehicle decals and websites or social media platforms in strict accordance with the brand guidelines of the chamber.

9. TERMINATION OF MEMBERSHIP

9.1. A member may end his or her Membership on prior written notice to the Chamber of not less than 30 days.

9.2. A Member automatically stops being a member:

9.2.1. where a member is a natural person when his or her estate is sequestrated;

9.2.2. where the member is not a natural person it is wound up, deregistered or placed under business rescue;

9.2.3. he or she fails or refuses to pay his or her Subscription, or any other money that he or she owes to the Chamber when due; but the debts remain due to, and recoverable by the Chamber despite membership having stopped; but he or she may be readmitted as Member if the Board so decides and if he or she has paid the arrears;

9.2.4. he or she fails or refuses to comply with this Constitution, or any code of conduct adopted by the Board; or

9.2.5. he or she is convicted of any crime involving dishonesty, or any other offence deemed serious enough by the Board to damage the Chamber's reputation.

9.3. If a member is a natural person, and his or her estate is sequestrated then he or she may, on rehabilitation, make a fresh application for Membership if he or she wishes to become a member again.

9.4. Persons that have resigned as members of the Business Chamber that wishes to rejoin will be required to pay a joining fee again.

9.5. In the event that membership of the member has been terminated, such members membership certificate must be returned to the Board.

10. EXPULSION AND SUSPENSION OF MEMBERS

10.1. EXPULSION

10.1.1. If the Board decides that the conduct of a member and the interests of the Chamber so require, it shall investigate the matter and may then decide to –

10.1.1.1. expel the member; or

10.1.1.2. for a stated period, suspend his or her membership. Before deciding for expulsion or suspension, the Board shall give the member an opportunity to make representations, either verbally or in writing, as the Board may deem fit.

10.1.2. The decision of the Board is final.

10.1.3. An expelled or suspended member:

10.1.3.1. has no claim whatsoever against the Chamber; and

10.1.3.2. is not refunded any Subscription or part thereof already paid by the Member.

10.2. SUSPENSION OF MEMBERS

10.2.1. The Board will have the power to suspend a member of the Business Chamber for the following reasons:

10.2.1.1. If a member's membership fees are in arrears for more than sixty days despite written notice been given to such member.

10.2.1.2. If a member at the discretion of the Board trades against the objectives and rules for the Business Chamber.

10.2.1.3. If the conduct of a member at the discretion of the Board is of such that it makes the member unfit to remain a member of the Business Chamber.

10.2.2. The membership certificate must be returned to the Board when the member is suspended.

10.2.3. Members that have been expelled from the Business Chamber may at the discretion of the Board not be permitted to rejoin the Business Chamber.

10.2.4. To cancel the membership on any member of the Chamber if the Board in their sole discretion deem this to be appropriate.

10.2.5. The Board, by resolution of two thirds majority, may suspend or terminate the membership of any member who:

10.2.5.1. fails to pay the annual subscription within sixty days of it having fallen due;

10.2.5.2. has acted wilfully in contravention of the Constitution of the Chamber;

10.2.5.3. is convicted of any criminal offence;

10.2.5.4. conducts itself in such a manner as to bring discredit on the Chamber;

10.2.5.5. is proven to be in breach of any Code of Conduct which the Chamber may adopt by the agreement of members at an Annual General Meeting.

10.2.6. Should such suspension or termination be contemplated in terms of clause 10 the members shall be notified in writing at least fourteen days in advance of the Board meeting at which he shall be permitted to present an argument against the contemplated action either in person, by an intermediary acting on his behalf, or in writing.

10.2.7. Once the Management board has heard arguments it shall then take decision and notify such member of the decision within 7 days.

10.2.8. In the event of the restructuring of a member or amalgamation or divestment which may result in the alteration of the member's name or status, the details shall be conveyed to the Chamber and considered by the Board which shall determine whether a new application for membership is required or whether succession may be permitted.

10.2.9. Membership of the Chamber shall not expire in the event of a change of ownership or management of a corporate member.

11. REPRESENTATION OF BUSINESS ENTERPRISES

11.1. All business or individuals wishing to become a member of the Business Chamber shall complete the necessary application form which, amongst others, shall include the name and address of such person to the secretary and only an applicant approved by the Board will be allowed to exercise the privileges of the membership for the business which such person represents. Where relevant an alternative representative who will represent them at the Business Chamber.

- 11.2. The Business Chamber recommends that no person other than an owner, partner, director, manager, accountant or company secretary will be entitled to represent the member or to be an alternative representative of the representative.
- 11.3. The substitute of the representative may attend all meetings that the member cannot attend and may then exercise all the powers of the member represented.

12. BOARD /OFFICE BEARERS

- 12.1. The Management board shall comprise of no less than eight members provided that a patron may also be appointed in addition to the eight Board members.
- 12.2. The Management board shall consist of:
 - 12.2.1. The Chairperson;
 - 12.2.2. The Vice Chairperson;
 - 12.2.3. The Secretary;
 - 12.2.4. The Treasurer; and
 - 12.2.5. Four additional members.
- 12.3. The Board will be elected at an Annual General Meeting provided that the Board shall have the authority to co-opt more members if they find it necessary.
- 12.4. Members from the Board holding office as detailed in paragraphs 12.2.1 to 12.2.4 above shall have a two-year term of office but may be re-elected. These members also constitute the day committee and will convene meetings between Board meetings to attend to urgent or important matters.
- 12.5. The Chairperson and Vice chairperson shall be elected every alternative year than the Treasurer and Secretary so that there will not be an election of all the above office bearers in the same year.
- 12.6. The term of office for a member of the Board shall be two years. There is no limit to the number of successive occasions on which a person may be elected to the Board. The office bearers shall be registered as directors in terms of the Companies and Intellectual Property Commission (CIPC) requirements. Ordinary

board members shall serve as non-executive directors, contributing their expertise and oversight without executive responsibilities.

- 12.7. Any interim vacancy that may arise on the Board may be filled by another member elected by the Board through co-opting for the unexpired period.
- 12.8. The Board shall meet every month but not less than eight times in a calendar year.
- 12.9. No fewer than fourteen days' notice shall be given for each meeting of the Board, and such notice should be accompanied by the agenda.
- 12.10. Five members present at a meeting of the Board shall constitute a quorum.
- 12.11. In the event of the resignation of a member of the Board the vacancy shall be maintained until the next Annual General Meeting, provided that if four or more members of the Board resign between one Annual General Meeting and the next, a Special General Meeting shall be convened for the purpose of electing people to fill the vacancies. Members elected in this fashion shall serve only until the next Annual General Meeting.
- 12.12. The Chairperson of the Board with the Vice Chairperson deputising in the absence of the Chairperson. In the absence of the Chairperson or Vice Chairperson the members of the then serving Board shall elect one of their number to take the chair.
- 12.13. The Chairperson, Vice Chairperson, Treasurer and Secretary shall be elected by the Board from among its number at its first meeting following the AGM.
- 12.14. The term of office of the Board shall commence after the conclusion of the Annual General Meeting.
- 12.15. Each member of the Board shall have a single vote but in the event of a vote being necessary, and this resulting in a tied outcome, the chairperson of the meeting shall be able to exercise a casting vote.
- 12.16. The Board shall have the right to co-opt individuals who, in the unanimous opinion of the Board's members present at a meeting, have some expertise or influence from which the Board and the Chamber may benefit. Such a co-opted person shall

not have the right to vote and may not serve beyond the next Annual General Meeting without being formally co-opted again.

13. POWERS OF THE MEMBERS OF THE BOARD

- 13.1. Subject to any resolutions passed at an Annual General Meeting, all the policies, business and affairs of the Chamber shall be subject to the direction and control of the Board, which shall, if the financial capacity of the Chamber permits, delegate to an appointed Secretary or Manager the responsibilities of day-to-day operation.
- 13.2. The Board shall have custody and control of all the assets of the Chamber which shall be registered in the name of the St Helena Business Chamber.
- 13.3. The general powers conferred upon the Board shall include, but not be limited to:
 - 13.3.1. Accepting any gift, donation or grant, whether subject to any special trust or not, and solely for the benefit of the Chamber ;
 - 13.3.2. Holding an account or accounts with reputable bank or other deposit-receiving institution
 - 13.3.3. Investing any of the Chamber's money provided that the interest, increment or profit from such investments shall be used to further the objectives of the Chamber;
 - 13.3.4. Insuring the Chamber's property and interests;
 - 13.3.5. Establishing or supporting, or assisting in such establishment or support, either financially or otherwise, any other organisation which has objectives either wholly or partially similar to those of the Chamber;
 - 13.3.6. Entering into an affiliate relationship with any other body, including a national or international business organisation, by which the objectives of the Chamber may be advanced and from which the Chamber or its members will benefit.
- 13.4. The Board may establish any sub-committee, portfolio committee, task team or working group that it considers useful in the pursuit of the Chamber's objects, provided that it shall appoint the person to chair or convene any such group, clearly

convey its terms of reference and request and receive appropriate reports on the work of the group.

14. MINUTES

Minutes of all meetings shall be recorded and held in safekeeping for a period of at least five years.

15. DUTIES OF OFFICE BEARERS

15.1. CHAIRPERSON

The Chairperson shall have the following powers and functions:

- 15.1.1. Call and order meetings of the Board
- 15.1.2. Preside over the meetings of the Board
- 15.1.3. Ensure that the meetings of the Board are conducted in an orderly manner.
- 15.1.4. Represent the Business Chamber at public events and other functions
- 15.1.5. Cast a deciding vote in the case of a tie
- 15.1.6. Place matters on the agenda for meetings.

15.2. VICE CHAIRPERSON

The Vice-Chairperson shall have the following powers and functions:

- 15.2.1. All the powers and functions of the Chairperson in the absence of the Chairperson.
- 15.2.2. Place matters on the agenda for meetings.
- 15.2.3. Act as key operational officer of the Business Chamber, manage logistical matters, arrange functions and other operational duties

15.3. SECRETARY

The Secretary shall have the following powers and functions:

- 15.3.1. Announce and arrange meetings of the Board

- 15.3.2. Keep proper and accurate record of meetings.
- 15.3.3. Draft agendas for meetings.
- 15.3.4. Place matters on the agenda for meetings.
- 15.3.5. Keep records of meetings and record attendance of Board members.

15.4. **TREASURER**

The Treasurer shall have the following powers and functions:

- 15.4.1. Ensure that all financial transactions of the Business Chamber are recorded on time and kept up to date.
- 15.4.2. Safeguard all relevant receipts, bank statements and related financial information at all times.
- 15.4.3. Provide monthly financial statements which will comprise of income and expenditure.
- 15.4.4. Assist the auditors with any queries they may have regarding the annual audit.
- 15.4.5. Place matters on the agenda for meetings.
- 15.4.6. Assist any other board member where assistance may be needed.

15.5. **OTHER BOARD MEMBERS**

The other board members shall have the following powers and functions:

- 15.5.1. Place matters on the agenda for meetings.
- 15.5.2. Assist any other board member where assistance may be needed or any function delegated by the Chairperson.
- 15.5.3. Oversee a specific portfolio aligned with their experience, knowledge, and expertise, serving as its representative and lead.

16. RESIGNATION OF MANAGEMENT COMMITTEE MEMBERS

- 16.1. Should the Chairperson resign then the Vice-Chairperson will automatically assume office of the Chairperson and the Board may co-opt any member of the Business Chamber in good standing until such time as the Annual General Meeting.

- 16.2. Should any other Board member resign during their term in office the Board shall have the power to co-opt any member of the Business Chamber in good standing to replace that member until such time as the Annual General Meeting is held.
- 16.3. Any member of the Board may resign with one month's written notice to the Board. the Board may look for suitable candidates to replace the resigning member.
- 16.4. If two or more members should resign within a three-month period then the Board members are obliged to call a Special General Meeting to fill the vacancies created and to discuss the resignations. During this period the Board may not co-opt any members.

17. TERMINATION OF MANAGEMENT BOARD MEMBERS

- 17.1. In order to remove any Board member from office the following procedures must be followed:
- 17.1.1. The motion must be tabled by at least two Board members.
- 17.1.2. The motion must state clearly and concisely the reasons for the removal of the Board member and must be signed by all the tabling Board members.
- 17.1.3. Once such a motion has been received the Chairperson or Secretary must convene a meeting of the Board within fourteen days of receiving such a motion unless a board meeting is to occur before then.
- 17.1.4. At this meeting the person who is the subject of the motion may speak against it but may not vote.
- 17.1.5. If five of the seven members vote that the membership of such a person in question as a Board membershould be terminated the motion shall be carried and the relevant Board member's membership as a Board member will be terminated with immediate effect.
- 17.1.6. Any member whose membership as a board member has been terminated may not stand or be elected to the Board for a period of five years calculated from the date of termination of such a member 's membership as a board member.

17.1.7. If a Board member is placed under provisional or final sequestration or placed under curatorship or is committed in terms of the Mental Health Care Act (Act 17 of 2005) or is charged with a crime with a criminal offence involving an element of dishonesty or violence that member's membership is automatically terminated from the date of the aforementioned occurring in which event the Board shall be entitled to co-opt a member as provided in paragraph 11.1 above.

18. POWERS OF THE BOARD

18.1. The Board has the following powers:

18.1.1. To purchase, rent or otherwise acquire any movable or immovable property which may be necessary for the accommodation of the offices of the Business Chamber and for any other purpose of the Business Chamber and to transfer, sell, lease, pledge of thereby dispose of such property or any part thereof in a manner which the Board will decide.

18.1.2. To provide for the purchase of all equipment, writing materials etc for office use.

18.1.3. Arrange procedures at Board meetings.

18.1.4. Appoint one or more sub-committees from time to time, consisting of members and/or non-members of the Business Chamber and delegate to such committees such powers as they find desirable and all such sub-committees that are appointed by the Board will report to the latter body that will report to the Business Chamber if deemed necessary.

18.1.5. Arrange for admission of all members.

18.1.6. Terminate the membership of any member if deemed advisable considering to provisions contained in clause 7 above.

18.1.7. Collect funds invested and entrusted to the Business Chamber for the benefit of its members.

18.1.8. Promote the general objectives of the Business Chamber.

19. ABSENCE OF MEMBERS OF THE BOARD AT BOARD MEETINGS

If a member of the Board is absent, without requesting to be excused for three consecutive meetings, or otherwise a total of six consecutive meetings of the Board, such absence will be regarded as automatic resignation from the Board, but such a person may be re-elected.

20. MEETINGS OF THE BOARD

The Board will meet at least once every month but at the request of the Chairperson or the Vice-Chairperson the Secretary can arrange Board meetings from time to time.

21. ANNUAL GENERAL MEETINGS

21.1. An Annual General Meeting of the Business Chamber shall be held by not later than six months after the financial year end and as soon as the Business Chamber has interrogated the Financial Statements.

21.2. At this meeting the Chairperson will present the following for approval by the members of the chamber:

- 21.2.1. A report of the past year's work
- 21.2.2. Annual Financial Statements for the past year
- 21.2.3. The next year's budget

21.3. Board members and the auditors of the Chamber will be elected at the Annual General Meeting.

21.4. Written notice of Annual General Meeting will be given at least 21 calendar days in advance and will be sent to all members and will specify the date, time, location and agenda items for the meeting.

- 21.5. If a member wants to raise a matter at the Annual General Meeting, they must inform the Board of the issue in writing at least five days prior to the Annual General Meeting.

22. SPECIAL GENERAL MEETINGS

- 22.1. Special General Meetings may be convened in the following cases:

22.1.1. When the Board decides to have such a meeting.

22.1.2. When a third of the members in writing request a special general meeting and give valid reasons why such a meeting must be convened.

22.1.3. When the Board is compelled to call the requested special general meeting in terms of this clause such a meeting must be called within 14 calendar days after the request for such a meeting has been received and the meeting must take place within a twenty-one calendar days-notice to all members.

- 22.2. At this meeting no other matter may be discussed except for the purpose for which the meeting was called.

- 22.3. The Chairperson of the Board will act as the chair of all general meetings of the Board and his or her absence the Vice-Chair will act as Chair.

- 22.4. In the absence of the Chairperson or Vice-Chair, one of the members of the Board shall be elected to chair the meeting and in the absence of any Board members one of the attendees will be elected as Chair.

23. QUORUM

In all meetings of the Chamber a quorum shall consist of:

- 23.1. One third of the paid-up members of the Chamber in respect of general meetings.
23.2. At least five members of the elected Board members in respect of Board meetings.

24. VOTING

- 24.1. Only members and their nominated representative shall be entitled to vote.
- 24.2. Voting will take place by show of hands unless:
 - 24.2.1. Any member present at a specific meeting may, with proper motivation, request that the vote at that meeting be cast by means of secret ballot.
 - 24.2.2. If the vote is approved an amendment to this constitution the vote will always be by secret ballot.
- 24.3. For every motion, except the ones listed below, a percentage of 50% plus one is needed to carry that motion.
- 24.4. For any matter relating to the removal of a board member before their term expires, a vote of two thirds of the members present at the meeting is required.
- 24.5. Any motion that the Chamber has decided on may not be re-submitted for discussion unless a period of six months has expired since the previous decision, unless the Board Meeting decided otherwise.

25. DISSOLUTION AND AMALGAMATION

- 25.1. A decision to dissolve the Chamber or amalgamate or unify with another organisation having similar objectives shall only be taken by a seventy-five percent majority of voters at a Special General Meeting convened for this purpose and for which at least 21 days written notice of the proposed dissolution, amalgamation or unification has been given.
- 25.2. In the event of a decision being taken to dissolve the Chamber its assets shall be liquidated, if necessary, any liability settled, and the remaining property and assets given or transferred to an association or institution having similar objectives to those of the Chamber and being a public benefit organisation or an association incorporated under section 21 of the Act of 1973.

- 25.3. In the event of there being more than one alternative in respect of this clause a two thirds majority of members present and entitled to vote at a specially convened general meeting shall be required to decide which alternative is preferred.
- 25.4. In no circumstances shall the property or assets of the Chamber be distributed to members.
- 25.5. Any assets of funds left over after the Business Chamber's liabilities have been met shall not be transferred to the members nor to the office bearers of the Business Chamber but shall be transferred to another non-government organisation or Public Benefit Organisation having similar objectives to that of the Business Chamber.

26. DISPUTE RESOLUTION

- 26.1. Objective: Any dispute arising between parties bound by this Constitution, including disputes regarding its interpretation, enforcement, non-enforcement, or the consequences thereof for the disputing parties and the Chamber, shall be addressed in accordance with the provisions set out herein.
- 26.2. any relationship between any two or more Members in whatever capacity;
- 26.3. any relationship between any member and the Chamber;
- 26.4. Any dispute concerning a member's rights or obligations, whether against the Chamber or another member, may be referred to an appropriate resolution process. The choice of process shall consider the nature of the dispute, potential adverse consequences for the Chamber, and the need for confidentiality. The disputing parties or the Board may initiate this referral as outlined below.
- 26.5.
- 26.5.1. Mediation, either facilitated by an internally or externally appointed mediator, or, failing mediation;
- 26.5.2. Informal Arbitration, that is arbitration conducted by an independent referee, acting as an expert, or, failing that;

- 26.5.3. Formal Arbitration, that is arbitration conducted by an independent and practising arbitrator, acting as such under and in accordance with the rules for formal arbitration as directed by the Legal Practice Council.
- 26.6. Internal Vote as an alternative and when circumstances, in the opinion of the Board so demand, an Internal Vote of No Confidence procedure, and except to the extent that provision is made elsewhere in this Constitution for the final resolution of that dispute and the dispute is not, in the opinion of any of the disputing parties or the Board, finally resolved pursuant to such other mechanisms, on written demand by any such person be submitted to arbitration in accordance with the rules of the Legal Practice Council.
- 26.7. The Mediator shall be appointed by agreement between the parties to the dispute, or, failing agreement within 10 working days, by the Board, either a person from within the Chamber's ranks or an outside professional, depending on nature/complexity/consequences – in board's discretion.
- 26.8. If no resolution is reached, the matter goes to Informal Arbitration

A. Informal Arbitration

- 26.9. Notwithstanding the reference in this clause to an “arbitrator”, any such informal arbitrator shall act as a referee and/or expert and not as an arbitrator and shall not, therefore, be bound by the provisions of any Arbitration laws for the time being in force, including, without limitation, the strict requirements of process, evidence and written submissions.
- 26.10. In the event of an external arbitrator, such arbitrator shall be agreed upon between the parties to the dispute, and, failing agreement within 7 business days, appointed on the application of either party, by the Provincial Chairperson of the Legal Practice Council.
- 26.11. The arbitrator shall be entitled to consult such persons as he may deem necessary to reach a just and equitable conclusion and the parties to the dispute shall have no right to be present during such consultation or to be made aware thereof. The arbitrator shall be entitled to investigate or cause to be investigated any matter, fact or thing which he considers necessary or desirable in connection

with any matter referred to him for decision, and for that purpose shall have the widest possible powers of investigating all the written, audio or visual records of the parties affected by the dispute, including the right to the fullest inspection of the same by him or by his duly authorised representative(s) and the right to make copies 68 thereof or take extracts therefrom and to have the same produced and/or delivered to any reasonable place required by him for the aforesaid purpose and shall have the right to interview and question under oath any affected party or their directors or officers or employees or agents and/or to call for written submissions by any affected party and/or their directors or officers or employees or agents.

- 26.12. The arbitrator shall not be bound to follow strict principles of law but may decide the matters submitted to him according to what he considers just and equitable in the circumstances, and, therefore, the strict rules of law need not be observed or be considered by him in arriving at his decision.
- 26.13. The arbitrator shall be entitled to make such award, including an award for damages or to grant such interdict, damages or penalty or penalties or otherwise as he in his discretion may deem fit and appropriate.
- 26.14. Should the arbitration fail for any reason, including that any of or all the parties to the dispute does/do not accept the arbitrator's decision, the dispute shall be referred to formal arbitration.

B. Formal Arbitration

- 26.15. The arbitration shall be held in Cape Town, in English.
- 26.16. Any arbitrator deemed acceptable by the disputing parties, shall administer the arbitration.
- 26.17. If the parties to the dispute fail to agree on a matter relating to the administration of the arbitration, the matter shall be referred to, and decided by the arbitrator whose decision is final and binds those parties.
- 26.18. An arbitration under this clause shall be held in secret (in camera). The parties shall keep confidential (i) the details of the dispute submitted to arbitration, and (ii) the conduct and result of the arbitration.

26.19. Notwithstanding this clause, a party may apply to court for urgent relief, or for judgment for a liquidated claim.

26.20. This clause is binding on the relevant persons despite the termination of this Constitution for any reason, the winding-up or dissolution of the Chamber, or the cessation of Membership or Board Membership.

26.21. A written demand by a party for a dispute to be submitted to arbitration is deemed to be a legal process for the purpose of interrupting extinctive prescription under the Prescription Act, No 68 of 1969.

27. VOTE OF NO CONFIDENCE

The outcome of the vote should lead the board to decide whether to remove the Member with immediate effect, implement other sanctions, or to retain the Member and implement monitoring or mentoring conditions.

28. RELATIONSHIPS OF THE BUSINESS CHAMBER TO OTHER RELATED ORGANISATIONS

The Business Chamber may be affiliated with other organisations which promote similar objectives as that of the Business Chamber as decided by the members or the Board from time to time.

29. REGISTRATIONS OF PROPERTY

All movable and immovable property of the Business Chamber will be registered in the name of the Business Chamber and all contracts, mortgages and other legal documents to be signed on the Business Chamber's behalf will be signed by two members of the Business Chamber, one of whom must be the Treasurer, and the secretary under the authority of a decision made by the Board.

30. FINANCIAL YEAR

The financial year of the Business Chamber will run from 1 March to 28 February.

31. PAYMENTS BY THE BUSINESS CHAMBER

31.1. All financial transactions of the Business Chamber shall be conducted through the bank account of the Business Chamber.

31.2. All payments must be signed or authorised by at least three persons consisting of:

31.2.1. The Chair or Vice-Chair

31.2.2. The Treasurer

31.2.3. The Secretary

32. INSPECTION OF BOOKS

Members shall have free access to the minute books of the general meeting of the Business Chamber together with the other minutes, accounts and documents during business hours but will not have the power to remove such records from the offices without the consent of the Chair or Vice-Chair of the office of the Business Chamber.

33. ANNUAL AUDIT

33.1. The financials of the Business Chamber will be annually reviewed by an accountant appointed by the Board at the direction of the Business Chamber at its Annual General Meeting.

33.2. If the designated accountant is unable to perform the required audit, the Board shall be entitled to appoint another accountant to do so.

34. MINUTES OF THE MEETING

Proper minutes shall be recorded of all meetings

35. THE CONSTITUTION AND REGULATIONS

Amendments to the Constitution

- 35.1. The Board may correct self-evident errors in this Constitution, including spelling, punctuation, reference, grammar or similar defects.
- 35.2. This Constitution replaces all previous constitutional documents of the St Helena Business Chamber.
- 35.3. All terms of this Constitution are severable from each other, despite the way in which they have been grouped together or linked grammatically.
- 35.4. If a term of this Constitution is or becomes unenforceable for any reason then (i) that term, only to the extent that it is unenforceable, is treated as if it has not been included in this constitution but the balance of the provisions of the constitution remains in place and enforceable.
- 35.5. Any change to this Constitution shall require a seventy-five percent majority of voters present at an Annual General, or Special General Meeting of which members of the Chamber have been given at least fourteen days written notice of the proposed change to all members entitled to vote, and the motivation for such requested change
- 35.6. Such amendments must be sent to all members of the Business Chamber fourteen calendar days before the meeting will take place.
- 35.7. Any changes to the Constitution approved by the members shall be submitted to the Commissioner for the South African Revenue Services within 30 days after such amendment.

36. PERSONAL FINANCIAL INTERESTS

- 36.1. Board Members shall disclose in writing to the Board, any personal financial interest in Chamber activities and/or intention to provide products or services to the Chamber. Written submissions setting out the nature and extent of that interest and/or financial remuneration shall be approved by the Board in alignment with the Chamber's procurement policy.
- 36.2. A Board Member, when acting in that capacity, shall exercise the powers, and perform the functions Board or Board Member –

- 36.2.1. in good faith and for a proper purpose;
- 36.2.2. always in the best interests of the Chamber; and
- 36.2.3. with the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions in relation to the Chamber and having the general knowledge, skill and experience of that Board Member.

37. CONFLICT OF INTEREST

- 37.1. All Board Members are responsible to fully disclose their interest that may have a bearing on an issue under discussion or perceived to have a bearing on their ability to properly and impartially discharge their duties and or be perceived to be impartial in their dealings with a matter on behalf of the chamber. Members and or the secretariat shall declare such interest immediately and recuse themselves from further discussion of or dealings with “the” matter.
- 37.2. Board Members shall disclose in writing to the Board, any conflict of interest , including any third party relationships that may present a conflict of interest or potential financial gain and obtain the approval prior to engaging in any such activities.

38. CONFIDENTIALITY

- 38.1. All management board meetings are strictly confidential and disclosing any information to external parties, the media, or other members who are not part of those Chamber committees is not permitted, other than by the Board and deem appropriate in the Chamber’s interest.
- 38.2. Confidential information includes all content, documents, recordings and minutes of meetings, and any form of electronic communication.
- 38.3. The Chamber’s official spokespersons and representatives at meetings outside the Chamber is the Person/or his or her nominee, appointed to act on the Chamber’s behalf. All Chamber representatives should reflect Chamber policy in matters under discussion at meetings they attend on the Chamber’s behalf.
- 38.4. Contact with the public media, other organisations and entities is confined to the Chairperson, the vice-chairperson, secretary and to those persons who are

specifically authorised as official spokespersons of the Chamber for the specific purpose concerned.

39. INDEMNITY

- 39.1. Subject to the provisions of any relevant law, Members, Board Members, office-bearers and appointed delegates of the Chamber are indemnified by the Chamber for all acts done by them in good faith and for a proper purpose in the best interest of the chamber with the degree of care, skill and diligence that may reasonably be expected of a person carrying out the same functions and having the general knowledge, skill and experience of that particular member on its behalf.
- 39.2. Subject to the provisions of any relevant law, no member, office-bearer or appointed delegate is liable for –
 - 39.2.1. the acts, receipts, neglects or defaults of any other member, office-bearer or appointed delegate; or
 - 39.2.2. for any loss, damage or expense suffered by the Chamber, which occurs in the execution of the duties of his or her office, unless it arises because of his or her dishonesty.

40. NOTICES

- 40.1. All notices to be given under this Constitution may be delivered to the relevant person by hand, by post, by email, by electronic communication or registered post in a prepaid letter addressed to the person at his or her recorded address or failing that, his or her last known address.
- 40.2. Any person who has given an email address to the Chamber, by doing so authorises the Chamber to use email to give notices, information and documents to him or her.
- 40.3. All notices to be given under this Constitution –
 - 40.3.1. if delivered by hand during business hours, are deemed to have been received on the date of delivery;

- 40.3.2. if delivered by hand after business hours or on a day which is not a business day, are deemed to have been received on the following business day;
 - 40.3.3. if sent by electronic communication during business hours, are deemed to have been received on the date of successful sending of the electronic communication;
 - 40.3.4. if sent by electronic communication after business hours or on a day which is not a business day, are deemed to have been received on the following business day; and
 - 40.3.5. if sent by registered post, are deemed to have been received on the seventh day after the date of posting.
- 40.4. Regardless the above, any notice given in writing, and received by the person to whom it is addressed is deemed to have been properly given and received.

41. DISCRIMINATION

The Chamber promotes diversity and any discrimination based on gender, religion, race or otherwise is forbidden and will not be tolerated.

42. HARRASMENT

The Chamber has a zero-tolerance policy towards any harassment, bullying and or discrimination and any member that is accused hereof will be subject to disciplinary action.

43. COMPLIANCE

The Chamber and its members is subject all laws, by-laws and regulations as amended and promulgated.

44. BREACH

The following procedure and rules will apply in the event of the breach of this constitution and the or the Code of Conduct of Chamber

45. REPORTING A BREACH/ INCIDENT OR COMPLAINTError! Bookmark not defined.

Members who become aware of a potential breach of this Constitution and or the Chamber's Code of Conduct must report it promptly to the Chamber President, the Chair of the Board, or a designated Ethics Board (if applicable). Reports may be made in writing and should include sufficient details for investigation.

46. INVESTIGATION PROCESS:

The Chamber will appoint a board or individual to investigate alleged breaches of the Code of Conduct. The investigation will be conducted fairly, confidentially, and impartially.

The member accused of the breach will be given an opportunity to present their case.

47. DETERMINATION OF OUTCOMES:

Following the investigation, the findings and recommendations will be presented to the Board. The Board will decide on appropriate actions, which may include:

- A written warning or reprimand.
- Suspension of membership or leadership roles.
- Termination of membership.
- Other remedial actions deemed appropriate.

48. RIGHT OF APPEAL:

A member subject to disciplinary action has the right to appeal the decision to an independent appeals panel within the Chamber. The appeal must be lodged in writing within seven working days after the decision.

49. CONFIDENTIALITY:

All parties involved in the investigation and resolution process must maintain strict confidentiality to protect the integrity of the process and the reputations of those involved.

50. NON-RETALIATION POLICY:

The Chamber prohibits retaliation against any individual who reports a breach of the Code of Conduct in good faith. Retaliation may itself result in disciplinary action.

51. RECORD-KEEPING:

The Chamber will maintain records of all reported breaches, investigations, and resolutions for accountability and reference in future matters.

52. GENERAL

The signatories of this Constitution shall be the Office Bearers of the Board as defined in 12.2.1 through 12.2.4 at the date of adoption of this amended Constitution of the St Helena Bay Business Chamber by special resolution of members at a Special General Meeting held on _____