



CONSTITUTION

2016



RECORD OF CHANGES			
Date:	Approved by:	Version:	Purpose:
08 October 2016	Inaugural meeting	Original	Founding constitution

CONSTITUTION OF THE NKANGALA CHAMBER OF COMMERCE AND INDUSTRY

1. NAME AND AREA

- 1.1 The business organization is called the **NKANGALA CHAMBER OF COMMERCE AND INDUSTRY** (hereinafter referred to as "the business Organization").
- 1.2 The principal office of the Organization shall be situated and stationed in Emalahleni.
- 1.3 The primary area of operation of the organization shall be in the reputable Nkangala district.

2. LEGAL STATUS AND LIMITED LIABILITY

- 2.1 The Organization is a common law corporate body and as such:-
 - 2.1.1 it exists as a corporate body independent of its Members and Office Bearers;
 - 2.1.2 it will continue to exist notwithstanding changes in its Members or Office Bearers;
 - 2.1.3 its assets, liabilities, rights and obligations vest in it independently of its Members and Office Bearers;
 - 2.1.3 It may not distribute any of its profits and gains to any person and it will use its funds solely for the objects for which it has been established and for investment in pursuance of its objects;
 - 2.1.4 It will have perpetual succession;
 - 2.1.5 It may sue or be sued in its own name.
- 2.2 The Members will not by reason of their Membership be liable for the liabilities and obligations of the Organization.

3. NON-PROFIT ORGANIZATION/COMPANY (NPC)

Notwithstanding anything to the contrary herein contained or implied:-

- 3.1 The Organization was not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Organization or its individual members.
- 3.2 The income and assets of the Organization shall be applied solely for investment and for the promotion of the objects for which the Organization was established.
- 3.3 No part of the income or assets of the Organization shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person other than in

the pursuit of the objects of the Organization and in fair compensation for goods and service rendered.

3.4 The Organization shall not be entitled to:

3.4.1 Carry on any trading activities other than for substantially the whole of such proceeds to be applied in pursuit of its objects, or

3.4.2 Participate in or have a share or other interest in any business, profession or occupation carried on by any of its members, or

3.4.3 Allow any member to have personal or private interest in the Organization, or

3.4.4 Provide to any of its members financial assistance or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation other than in the pursuit of the objects of the Association, or

3.4.5 Knowingly become a party to or permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act 58 of 1962 (or as amended).

4. RIGHTS OF MEMBERS

4.1 Members and Office Bearers of the Organization have no right to any of the funds, property or assets of the Organization solely by virtue of their being Members or Office Bearers.

4.2 Membership confers upon Members the privilege of membership subject to such charges and reasonable restrictions as the Executive Committee may from time to time impose and subject to the rules in force for the time being.

4.3 A Member whose application for membership has been accepted shall be bound by the constitution, rules, customs and by-laws of the Organization, which are then in force, or which subsequently may be added or amended and in force at any future time. No Member shall be absolved from the effect and application of the Constitution, rules, customs and by-laws by reason of not being aware thereof.

5. OBJECTS

The objects of the Organization shall be, within the area of operation:-

- 5.2 To encourage active co-operation amongst commercial and professional men and women as well as bodies and associations of the town and district on all matters of common interest;
- 5.3 To take such action as may be conducive to the extension of trade and commerce or incidental to the attainment of such objects;
- 5.4 To take active and legal steps to secure the removal of all bona fide grievances affecting the local commercial community as a whole, or mercantile interests in general;
- 5.5 To scrutinize all proposed legislation, including taxation and all government and municipal regulations, which may affect local commercial and mercantile interests;
- 5.6 To collect and classify information relating to all matters of local general commercial interest;
- 5.7 To communicate with government and public authorities, with similar organizations in other towns and cities and in other countries and with individuals on all matters of common mercantile interest;
- 5.8 To conduct itself and its affairs in a professional and business-like manner at all times in the performance of duties and objects;
- 5.9 To encourage the upholding of the principles of fair and honest trade within the business community;
- 5.10 To encourage and indicate a sense of respect and discipline as between employer and employee within the community as a whole;
- 5.11 To stand by the principles of free market enterprise;
- 5.12 To actively foster and encourage goodwill and harmony between all peoples and communities;
- 5.13 To raise funds for particular projects or for use in general in assisting the Organization to attain its objects;
- 5.14 To use its best endeavours to serve the best interests of the community and the community institutions and organizations in general;

- 5.15 To strive for the social, economic, educational, cultural and spiritual upliftment of all members of the community, and to take an active interest in community institutions.

6. POWERS OF THE ORGANIZATION

The Organization has plenary powers (including all those normally enjoyed by a registered Organization) to enable it to achieve its Objects, except only for the powers expressly or implied excluded by this Constitution or by the Organization's legal status as a common law corporate body. The powers shall include the following but shall not be limited thereto:-

- 6.1 To raise money by subscription, levy and otherwise from Members of the Organization and from any other sources, and to receive donations, grants, aid and subsidies;
- 6.2 To deal with movable and immovable property in any way including but not limited to, purchase, sale, lease, hire and exchange;
- 6.3 To borrow such amount of money that may be approved by the Members and to secure the repayment of such money in such manner as the Organization may approve;
- 6.4 **To invest funds of the Organization in any manner it deems fit, and open and conduct banking, investment and saving accounts in its name. All accounts and all negotiable instruments drawn thereon shall require two authorisers, as may be appointed by the Executive Committee from time to time;**
- 6.5 To employ, discharge, remunerate and arrange the conditions of employment of staff for its activities;
- 6.6 To institute, conduct, defend, settle, compound or abandon any legal or administrative proceedings in the name of or against the Organization, its officers or employees, or otherwise concerning the affairs of the Organization;
- 6.7 To insure the assets of the Organization;
- 6.8 To do all such other things incidental or conducive to the attainment of the aforesaid Objects of the Organization;
- 6.9 To employ and remunerate professional advisers and service providers;
- 6.10 To support and subscribe to any institution or society which may be for the benefit of the organization or for its employees.

7. MEMBERSHIP

There shall be the following classes of members of the Organization, namely:-

- 7.1 Ordinary Members: Any individual or legal entity directly or indirectly interested in or organization with commercial or mercantile pursuits shall be eligible for Membership of the Organization based on an application approved by the Executive Committee and board of directors.
- 7.2 Honorary Life Members: At any annual general meeting of the Organization the Executive Committee/founding members may propose one honorary life member of the Organization to be elected by a majority and approved by the board present at such meeting, and any such honorary life member shall be subject to the rules of the Organization and enjoy the privileges of membership without payment of fees. Such nomination shall be based on meritorious service to the Organization, business experience of more than 10 years with proof of operation, the community or the advancement of commerce in general;
- 7.3 Organization Members: Any institution, society or organization having objectives, wholly or in part, similar to those of the Organization or any other Trade Organisation shall be eligible as Associate Member of the Organization based on an application approved by the Executive Committee and board of directors.

8. MEMBERSHIP APPLICATION



- 10.1 Except in the case of honorary life members, applications for membership shall be in writing upon such form or forms as the Executive Committee/board of directors may from time to time decide and shall contain such information and particulars, together with such verification thereof, as the Executive Committee/board of directors may require.
- 10.2 All duly completed applications for membership shall be considered by the Executive Committee and board of directors whose decision shall be final. If an application for membership is declined the Executive Committee and board of directors need not provide reasons for its decision, and any fees paid shall be refunded.
- 10.3 All Members shall be deemed to be bound by the provisions of this Constitution, the Code of Conduct and any rules of the Association as may be applicable from time to time. No members from previous related similar associations/chambers shall be elected for executive membership or board of director placement. They shall serve as members only if approved by the board that is also served by founding members of the organization.

9. RESIGNATIONS

A Member may resign its membership by notice to the secretary/deputy secretary of the organization given prior to the date upon which his next subscription becomes due, failing which the next subscription shall be due and payable on demand. Fees are not refundable upon resignation.

10. FEES

- 10.1 The once-off Admission Fee for membership shall be such sum as the determined by a General Meeting from time to time.
- 10.2 The Annual Subscription for membership in any class shall be such sum as determined at General Meeting and shall be payable on 1st day of February each year. Members elected after 1st June in any year shall pay one-half of the Annual Subscription.
- 10.3 The Admission Fee together with the first year's Annual Subscription shall be paid with the lodging of the application for membership and if not so paid, the application shall be invalid.
- 10.4 A Member who has not paid the annual subscription within 2 (TWO) months after it becomes due may be struck from the membership register without further notice.
- 10.5 The Executive Committee may reinstate a defaulting Member on payment by such person of all subscriptions in arrear and any amounts owing to the Organization, on such conditions as the Executive Committee may deem fit and founding members noticed.

11. EXECUTIVE COMMITTEE

- 11.1 The Officers of the Organization shall consist of a Chairperson, Deputy Chairperson, Secretary, Deputy Secretary, Business organizer and Treasurer, who shall be elected to office from Members at each Annual General Meeting.
- 11.2 The Executive Committee shall consist of at least three members who shall be connected persons and shall be the Officers of the founding Organization together with up to three ordinary Members (collectively herein referred to as the Office Bearers). All Office Bearers shall retire at each Annual General Meeting, and shall be eligible for re-election process aligned by the chamber.
- 11.3 The Executive Committee may co-opt up to three additional members to serve on the Executive Committee, who need not be current or previous Members of related external organizations/associations.
- 11.4 The duties of the Executive Committee shall be:-

- 11.4.1 To give effect to the Objects and Resolutions of the Organization as may be taken in any general meeting;
 - 11.4.2 To exercise the Powers of the Organization in relation with the founding members;
 - 11.4.3 To manage and control the affairs and objectives of the Organization in line with the founding members and board;
 - 11.4.4 To prepare any business to be considered at the Annual General Meeting;
 - 11.4.5 To furnish an Annual Report and Financial Statements of the affairs of the Organization to be submitted to the Annual General Meeting.
- 11.5 Any Office Bearer and any member of a committee shall automatically forfeit his/her appointment to such committee should he/she fail to attend three consecutive meetings without being granted Leave of Absence. Leave of Absence is granted at the discretion of the relevant committee on which the member sits and shall not be granted other than in unforeseen or extraordinary circumstances.
- 11.6 The Code of Conduct as approved and may be amended by the Executive Committee and board of directors shall apply to all Office Bearers of the Organizations, who shall familiarise themselves therewith.
- 11.7 Members of the executive shall always correspondence and behave as serious business people in terms of keeping time and keeping communication lines open all the time. Should they fail to exercise point 11.7 an immediate dismissal will apply without any objections and disciplinary hearings?
- 11.8 Affiliated business members and elected executive shall always abide by the laws of the Country i.e. labor, business and mercantile laws.

12. ELECTION OF EXECUTIVE COMMITTEE

- 12.1 Each Office Bearer shall hold office for the period concluding with the end of the Annual General Meeting of the Organization after that in which he/she was elected and, upon the expiry of such period, such Member shall automatically retire from office but shall be eligible for re-election as Office Bearer, provided that he/she retains their relevant qualification. All elected office bearers shall have tertiary qualifications or 10 years business experience, must be not from other related business chambers and submit motivational proposal to be approved by board of directors of the organization.
- 12.2 The board of directors shall permanently be served by at least three founding members of the organization. The objectives and final decisions of the organizations shall be final and concluded by the board of directors in making

sure that the organization is consistently well managed and channelled to greater achievements.

- 12.3 Nomination as Office Bearer shall be in majority selection and motivated in writing, signed and approved by two board members of the organization (save for the retiring members of the committee) and delivered to the secretary before the commencement of the Annual General Meeting at which election shall take place. No member, save for a retiring elected Office Bearer, may stand for election unless nominated in terms of this clause.
- 12.4 At the Annual General Meeting voting for the election of Office Bearers shall be by way of ballot only through approved members by the board and online system from the chambers website only. Both voting systems shall correspond. Members to be on the selection panel shall be assessed and approved first by the board through the above required selections processes in clause 12.1.
- 12.5 Each elected office bearer shall be appointed by the current executive and board after being voted in by members and board only if he/she is running a reputable successful business as a proof of experience and stability to give direction to our affiliated members and Organizational business colleagues.

13. MANAGEMENT OF THE AFFAIRS OF THE ORGANIZATION

The Executive Committee shall manage and control the business and affairs of the Organization in relation with the board, shall have full powers in the management and direction of such business and affairs and may exercise all such powers of the Organization and do all such acts on behalf of the Organization as may be exercised and done by the Organization, excepting such matters as are in the rule specially reserved to be dealt with at a General Meeting of Members. In addition to the general powers and authorities hereby conferred on the Executive Committee, and without derogating from the generality of the foregoing, the Executive Committee shall have the following powers:-

- 13.1 To appoint such employees and agents for permanent, temporary or special services as they deem fit, and to invest them with such powers as they may deem expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts, as they may deem fit, and to suspend or discharge any such persons at their discretion;
- 13.2 To execute in the name of the Organization any contracts;
- 13.3 To refer any claim or demand by or against the organization to legal process or arbitration and to perform, or refuse to perform, the award;
- 13.4 To make and give receipts, releases and other discharges for moneys payable to the organization and for the claims and demands of the Organization;

- 13.5 To appoint persons who shall be entitled, on behalf of the Organization, to authorise bills of exchange, cheques receipts and negotiable instruments, provided that all such instruments shall require two authorisers;
- 13.6 To make, vary and repeal minimal rules for the regulation of the affairs of the Organization with the involvement of the board, its officers and servants, or the members of any class of the Organization, provided that such are not inconsistent with or contrary to those contained in the Constitution;
- 13.7 To delegate to any sub-committee or employee or representative all or any of the powers conferred on the Executive Committee by the Constitution save as may be stipulated otherwise herein;
- 13.7.1 Such sub-committee or employee or representative shall have such powers as may be conferred on it at the time of its appointment, or thereafter, by the Executive Committee of the Organization and to be subject in all respects to such rules and by-laws or instructions as may from time to time be framed, given or approved by the Executive Committee;
- 13.7.2 Notwithstanding any delegation made and the terms hereof, the Executive Committee shall have the right at any time to withdraw or amend any delegation and to review or amend any delegated decision.
- 13.8 To establish sections and branches of the organization and determine their functions;
- 13.9 To fix the remuneration of the Organization accountants and/or auditors as the case may be;
- 13.10 To comply with any statutory obligations applicable to the Organization by virtue of its existence or any registration or obligation which the Association may knowingly accept;
- 13.11 To generally manage all affairs and finances of the Organization.

14. DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

Any of the following persons shall be disqualified from being appointed or acting as an Office Bearer of the Organization:

- 14.1 A person who is not a member or representative of a member of the Organization;
- 14.2 A body corporate;
- 14.3 A minor or any other person under legal disability;

- 14.4 A person who is ineligible and disqualified to be director or prescribed officer in terms of Section 69(1) to 69(8) of the Companies Act No. 71 of 2008;
- 14.5 Any person who is the subject of any order under the Companies Act disqualifying him/her from being a director;
- 14.6 An unrehabilitated insolvent;**
- 14.7 Any person removed from an office of trust on account of misconduct;
- 14.8 Any person who has at any time been convicted (whether in the Republic or elsewhere) of theft, fraud, forgery or uttering a forged document, perjury, corruption or any offence involving dishonesty or in connection with the promotion, formation or management of a body corporate;
- 14.9 A person who ceases to hold the necessary qualifications required for the portfolio to which he was elected;
- 14.10 Any person who is absent without leave of the committee for more than 3 (THREE) consecutive meetings held over a period of more than 30 (THIRTY) days, of which due notice has been given;
- 14.11 In the event of any Office Bearer elected to such office at any annual general meeting ceasing to hold the necessary qualifications, business experience and having a reputable motivational proposal to join the organization, the Executive Committee shall have the power to fill such vacancy for the remainder of the period of office of such member.

15. MEETINGS OF THE EXECUTIVE COMMITTEE

- 15.1 The Chairperson and in his/her absence the Deputy-chairperson shall chair meetings of the Executive Committee. Should both the Chairperson and Deputy-chairperson not be present at any meeting of the Executive Committee, the members thereof present shall elect from their number a chairperson for that meeting?
- 15.2 The Executive Committee shall determine the regularity of its meetings and minimum 7 (SEVEN) days' notice shall be given of its meetings provided that all members present at a quorate Executive Committee meeting may ratify any shorter notice for such meeting.
- 15.3 The quorum for a meeting of the Executive Committee shall be 50 percent of its current members.
- 15.4 Any decision of the Executive Committee shall be by majority vote by show of hands and motivation of those present personally or connected to the meeting by electronic means. Each person entitled to be present and to vote shall have one vote and the chairman of the meeting shall have a casting vote in addition to his/her deliberative vote. No voting by proxy shall be permitted at Executive

Committee meetings although any absent member may communicate his/her inputs to the meeting.

- 15.5 The secretary of the Association shall convene a special meeting of the Executive Committee on the instructions of the Chairperson of the Organization or upon the written request of at least two Office Bearers.
- 15.6 The Executive Committee shall cause a register of all members of the Organization, together with their addresses, and proper accounting records, to be kept and it shall further cause minutes to be kept of the appointment of officers and names of Office Bearers present at any meeting, together with minutes of all resolutions and all proceedings at any such meeting. All such minutes shall be duly entered into books properly kept and provided for that purpose. Any such minutes, or an extract there from, signed by the chairperson, shall be received as *prima facie* evidence of the matters therein stated.
- 15.7 Office Bearers serve in a personal capacity and not as representatives of any members or organisations and therefore any position on the Executive Committee shall not pass to a replacement member of the same organisation.
- 15.8 A resolution in writing which is signed by a majority of Office Bearer and inserted in the minute book of the Executive Committee shall be as valid and effective as if passed at a meeting of the Executive Committee. Any such resolution may consist of several documents in the same form, each of which is signed by an Office Bearer, and shall be deemed (unless the contrary appears from that resolution) to have been passed on the date on which it was signed by the last Office Bearer entitled to sign it. The act of sending an e-mail which indicates an Office Bearer approval or disapproval shall be as valid as signing a resolution provided that a printout of such e-mail is filed to indicate the vote of the Office Bearer.
- 15.9 All acts done by any meeting of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that all Office Bearers or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Office Bearer.
- 15.10 The omission to give notice of any meeting of the Executive Committee or non-adherence to the procedures or form requirements shall not invalidate the proceedings at any such meeting.
- 15.11 The proceedings of the Executive Committee shall be valid notwithstanding any vacancy in the Executive Committee.
- 15.12 The ruling of the Chairperson on all questions of order or process at all meetings of the Executive Committee shall be final.

16. ANNUAL GENERAL MEETINGS

- 16.1 The annual general meeting of members of the organization shall be held at such time and place as the Executive Committee may determine provided that it shall be held not later than 90 days after the end of the financial year of the Association.
- 16.2 Notice of the date, time and place for the holding of the Annual General Meeting shall be posted by letter to each of the Members of the Organization at its known address or e-mail address as appearing in the register of Members, at least 7 (SEVEN) days before the date fixed for the holding of such meeting.
- 16.3 The inadvertent omission to send any such notice to any Member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.
- 16.4 Notice of the terms of any resolution to be proposed at an Annual General Meeting, other than concerning ordinary and general business, shall be lodged with the secretary at least 7 (SEVEN) days before the date fixed for such meeting and included in the notice of the meeting to Members.

17. PROCEEDINGS AT ANNUAL GENERAL MEETING

- 17.1 At the Annual General Meeting the Executive Committee shall present a balance sheet and income statement drawn as at the end of the preceding financial year, together with its report.
- 17.2 The ordinary business to be done at an annual general meeting shall be as follows:
- 17.2.1 to confirm the minutes of the previous Annual General Meeting and any special general meeting held since the previous Annual General Meeting;
- 17.2.2 to receive and consider the report of the Chairperson and the financial statements for the preceding financial year with the report/s thereon;
- 17.2.3 to elect the Office Bearers only if 12 months has elapsed on current office bearers; through selection approved systems**
- 17.2.4 to appoint the Association's accountants or auditors as the case may be;
- 17.2.5 to elect any honorary life member;

17.2.6 to consider and to pass, with or without modification, any resolutions concerning the affairs of the organization of which, due and proper notice has been given and any other business concerning the affairs of the Organization and only by approval of board of directors on those modifications.

18. SPECIAL GENERAL MEETINGS

18.1 The Executive Committee may at any time, call a special general meeting of Members by giving not less than 7 (SEVEN) days' notice to Members specifying for what object or objects the meeting is called.

18.2 The secretary shall convene a special general meeting of Members of the Organization, upon receiving a request signed by not less than ten percent of Members, specifying any resolution or resolutions proposed to be moved or other business to be discussed. The secretary shall post/email to each Member at its registered address a copy of such notice and resolutions proposed at least 7 (SEVEN) days prior to the holding of the meeting.

18.3 The inadvertent omission to send any such notice to any Member shall not invalidate the holding of the meeting, or the passing of any resolution thereat.

19. QUORUM AT GENERAL MEETINGS

The quorum for an Annual or Special General Meeting of Members shall be 50 percent of the Members entitled to vote there at. Provided that if no quorum is present within 15 minutes after the time fixed for the meeting, it shall, in the case of an Annual General Meeting or a Special General Meeting called by the Executive Committee, be postponed to the same day and hour in the following week and at such adjourned meeting, the Members then present shall be deemed to be a quorum for the transacting of the business of the meeting. In the case of a Special General Meeting called by requisition of Members, if no quorum is present upon the date fixed, and within 15 minutes after the time fixed for the meeting, it shall be dissolved and not recalled for the same purpose.

20. CHAIRMAN AT GENERAL MEETINGS

20.1 The Chairperson seat at all Annual or Special General Meetings of the Members of the Organization shall be taken by the Deputy Chairperson of the Organization in his/her absence. Should both be absent, the Members present shall elect a chairperson for that meeting from among the other members of the Executive Committee present, if any, or, failing their presence, a chairperson shall be elected, being a person who is entitled to vote at the meeting, from among those Members present.

20.2 The ruling of the Chairperson with support of secretary on all questions of order or process at general meetings shall be final.

21. ADJOURNMENT OF GENERAL MEETINGS

The chairperson of any general meeting may, with the consent of the meeting decided by majority vote, adjourn the meeting from place to place and from time to time but no business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place.

22. VOTING AT GENERAL MEETINGS

22.1 All Members who have been a Member in good standing of the Organization for an uninterrupted period of 24 months shall be entitled to one vote at an Annual or Special General Meeting of Members of the Organization.

22.2 In connection with the election of Office Bearers, the voting shall take place as provided in clause 17 above.

22.3 Save as otherwise provided in this Constitution, any business, resolution or question submitted to an Annual or Special General Meeting for decision shall be decided by majority vote/motivation of those present either in person or by proxy and entitled to vote, by a show of hands and still resolution to be discussed by executive and board of directors for objection or granting for the sake of the organizations sustainability. Provided that a ballot may be demanded by any Member present at the meeting. Should a ballot be demanded, it shall be taken in such a manner and at such time and place as the chairperson of the meeting may direct.

22.4 A Member who is not a natural person shall be entitled to appoint in writing a representative to carry its vote provided that such appointment is received by the chairperson of the meeting before commencement of the meeting. If no such appointment is made the representative listed in the register of Members shall be deemed to vote on behalf of the Member.

22.5 The chairperson of the meeting shall have a casting as well as a deliberative vote.

22.6 A declaration by the chairperson of the meeting of the result of a show of hands or a ballot, as the case may be, shall be conclusive.

23. AMENDMENTS TO CONSTITUTION

23.1 Amendment of the Constitution of the Organization shall require a two-thirds majority vote at an Annual or Special General Meeting of Members of the Organization and current executive members along with board of directors shall review the amendments for objection or granting of a way forward which shall be the final decision to protect the Organizations objectives and policies.

23.2 Notice of any proposed resolution to amend the Constitution shall be given as provided in clause 18.

24. MISCONDUCT OF MEMBERS

24.1 A Member of the Organization shall be guilty of misconduct should he/she, in the opinion of the Executive Committee:

24.1.1 commit any breach of this Constitution or the rules or by-laws of the Organization; or

24.1.2 be guilty of any improper conduct; or

24.1.3 fail to make payment of any money due to the Organization after due notice; or

24.1.4 be guilty of conduct in any way offensive to Members or to the Executive Committee; or

24.1.5 introduce into the Organization or any meeting of the Organization any person whose presence therein shall be prejudicial to the interests and reputation of the Organization or objectionable to the Members as a whole; or

24.1.6 be guilty of behaving in a manner unbecoming a Member of the Organization or prejudicial to the interests and reputation of the Organization, whether within the Organization's premises or not, or without cause or justification behave in a manner which is offensive or unbecoming towards any other Member, or guest, or the staff employed by the Organization.

24.2 The hearing and investigation of any complaint as to the conduct of a Member, and the procedure to be adopted in connection therewith, shall be in the sole discretion of the Executive Committee and board of directors, provided that the Member whose conduct is the subject of complaint and investigation shall be informed of the nature of the complaint, and provided that such Member shall be afforded an opportunity of replying to any such complaint, whether in writing or in such other manner as the Executive Committee and board of directors may determine.

24.3 The powers and duties of the Executive Committee and board as set out in this clause shall not be capable of being delegated.

24.4 The Executive Committee and board of directors, after investigation, shall have the power in regard to a Member who, in its opinion, has been guilty of misconduct as described herein:

- 24.4.1 to expel such Member, who shall be ineligible for re-acceptance; or
 - 24.4.2 to deprive such Member of any or all of the rights, benefits and privileges of his membership during such time or period as the Executive Committee in its absolute discretion may deem fit; or
 - 24.4.3 to call upon such Member in writing, to resign and, if he/she fails to tender a resignation within seven [7] days of the date of such request, to expel such Member, who shall then be ineligible for re-acceptance; or
 - 24.4.4 to reprimand and/or censure such Member; or
 - 24.4.5 to caution such Members; or
 - 24.4.6 to impose such condition upon such Member as to the use of the facilities of the Organization as the Executive Committee and board may in its sole discretion determine, or
 - 24.4.7 Generally deal with such Member in any way it deems appropriate.
- 24.5 The decision of the Executive Committee and board of directors shall be notified to such Member by posting a registered letter to such member at his registered or residential address or e-mail address.

25. RIGHT OF APPEAL

- 25.1 Any Member who is dealt with by the Executive Committee and board of directors in terms of clause 24 above shall have the right, within 21 days after the date of notification, to lodge an appeal in writing against the decision of the Executive Committee and board.
- 25.2 Such appeal shall be heard by a Special General Meeting of Members which shall be convened forthwith by the secretary upon receipt of the notice of appeal and upon such Member depositing with the secretary a sum of money sufficient, in the opinion of the Executive Committee and board, to cover the expenses which may be incurred in the convening and holding of such a meeting. Such deposit shall be returned to such Member in the event of his appeal proving successful but, if such an appeal fails either wholly or in part, the expenses which may be incurred in the convening and holding of such meeting shall be borne by such Member and any refund of the deposit or part thereof shall be in the sole discretion of the Executive Committee and board of directors.
- 25.3 The notice of an appeal shall not have the effect of suspending the operation of the decision appealed against, pending the hearing of the appeal.

- 25.4 The Special General Meeting shall have the powers to review the decision of the Executive Committee & Board of directors and generally to take any decision on the matter that it deems appropriate.

26. INTERPRETATION

- 26.1 Save where the context otherwise requires, singular words shall be deemed to import the plural and vice versa and the masculine gender shall be deemed to include the feminine and neuter genders and vice versa.
- 26.2 In case of doubt or dispute as to the meaning and interpretation of any of the customs, conventions, rules and by-laws of the Organization or in connection with any other matter whatsoever, the Executive Committee and board of directors for the time being which rules thereon shall be the arbiter and its decision shall be binding upon the Members of the Organization, subject to any appeal brought to a Special General Meeting of the Organization on such matter.

27. REGISTER OF MEMBERS

All Members shall communicate their addresses from time to time to the secretary who shall keep a register of the names of Members and of their addresses and contact details. A Member who is not a natural person shall notify the secretary from time to time of the name or names of persons who are authorised to represent that Member at meetings of the Organization.

28. GENERAL

- 28.1 A copy of the rules and by-laws and of any repeal or amendment thereto or new rule effected from time to time shall be available for the inspection of the board Members upon application to the secretary.
- 28.2 A special notice or account to a Member shall be properly delivered by sending it to the member's registered postal or e-mail address as appearing in the register of members. In the event of any member failing to register his address, or in the event of letters posted to the registered address being returned, such notice shall be considered as having been properly given by placing the same on the notice board of the Organization.
- 28.3 Headings to clauses are provided as guidance only and shall not influence, amplify nor detract from the meaning of the clauses.
- 28.4 Notwithstanding any reference made herein to any act, only the particular section of such act specifically referenced herein shall apply to the Organization within the context of the reference thereto. No such reference shall imply that the Organization operates or shall be deemed to operate under such act in its

entirety, other than in the event that such act has general application to common law Organizations.

29. ACCOUNTING

- 29.1 The financial year-end of the Organization for Own Accounts shall be 02 February. Own Accounts are defined as any funds, bank or investment accounts or bookkeeping accounts which are not the subject of a donor or funding agreement with an external party and not dealt with under clause 30 below.
- 29.2 In the event that the turnover of the Organization Own Accounts remain below R500 000 (five hundred thousand rand) per annum, the financial statements of Own Accounts shall be prepared by any person to any standards as the Executive Committee may determine.
- 29.3 In the event that the turnover of the Organization Own Accounts exceed R500 000 (five hundred thousand rand) per annum, the financial statements of Own Accounts shall be prepared according to standard prescribed for the public interest scoring specified in Regulation 27(4) of the Regulations 2011 of the Companies Act No 71 of 2008.

30. SPECIAL ARRANGEMENTS FOR DONOR FUNDS

In the event that a donor or funding agreement or agency requires its subject funds to be kept and accounted separately or, if not so required in the agreement or by the agency, the Executive Committee in its discretion so requires, the following special arrangements shall apply to such funds:-

- 30.1.1 Separate accounting records, bank and investment accounts may be operated and separate financial statements prepared by the Executive Committee for such funds.
- 30.1.2 A different accounting standard and financial year-end may be applied as determined by the relevant funding agreement or the Executive Committee; and
- 30.1.3 Different accounting standards and financial year-ends may also apply between separate funds, as determined by the relevant funding agreement or the Executive Committee; and
- 30.1.4 The Executive Committee may appoint an auditor and approve the financial statements and generally make any accounting and governance arrangements to facilitate compliance with such funding agreements and ensure best practice corporate governance and accountability or may be in the best interest of the Organization.

- 30.1.5 Provided that the financial statements thus prepared and governance arrangements thus instituted shall be reported at the next Annual General Meeting.

31. INDEMNITY

No Office Bearer of the Organization shall be personally liable for any liabilities, expenses, costs, losses or damages of the Organization or any third party, incurred or suffered as a result of an act or omission which occurs while the Office Bearer is in office or is in good faith performing functions for or on behalf of the Organization. The Organization indemnifies and will hold all Office Bearers harmless against all such liabilities, expenses, costs, losses or damages suffered by either the Organization or any third party.

32. WINDING-UP

- 32.1 The Organization may be dissolved by a resolution passed at a Special General Meeting called for that purpose, provided that such resolution is passed by a majority of two-thirds of the voting Members present.
- 32.2 In the event of such resolution being passed the meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the Organization after winding- up and after the payment of all the debts and obligations of the Organization.
- 32.3 Provided further that any surplus funds or assets shall only be transferred to another non-profit entity or an entity as specified in Section 30B (2)(b) of the Income Tax Act 58 of 1962 (or as amended), with objects similar to those of the Organization and that no benefits shall accrue to any Member of the Organization.

33. JURISDICTION

South African law shall be applicable to all aspects of this Constitution and matters pursuant thereto.

34. SUCCESSION

- 34.1 This Constitution of the Organization shall be effective from the date of adoption hereof by a General Meeting.

All agreements, customs and conventions, rules, by-laws and policies of the Organization which existed at the time of adoption of this Constitution, shall be of full force and effect and shall be regarded under this Constitution.

Certified as adopted on 08 October 2016 at adjourned Special General Meeting of 10 October 2016.

FIND SIGNATURES OF ADOPTION BELOW

SIGNED BY

**CHAIRPERSON OF NKCCI:
NAME: MR SIPHO MAKHANYA**

SIGNATURE: MR SIPHO MAKHANYA

SIGNED BY

**SECRETARY OF NKCCI:
NAME: MR BAFANA LUKHELE**

SIGNATURE: MR BAFANA LUKHELE

