

RUSTENBURG ASSOCIATION OF BUSINESS CONSTITUTION

1. INTRODUCTION

A need arose in the Area, being the Greater Rustenburg Area, which includes the magisterial districts of Rustenburg, Bafokeng and Mankwe (hereinafter referred to as the Area) for different business organizations to form one body to act on behalf of all business entities in the Area; and

These different business organizations recognise –

- a) the advantages of forming one association of business;
- b) the business potential in the Area; and
- c) the moral obligation on businesses to distribute wealth not only amongst its members, but also amongst the residents of the Area, particularly the indigent residents; and

The management committees of the Rustenburg Chamber of Commerce, the Rustenburg Sakekamer and the Platinum Chamber of Commerce have, after being so authorised by their respective members, engaged in negotiations to form one single association of business;

Now therefore it was decided to form such single body and the members of RAB have decided to accept this constitution.

1. NAME

The name of the voluntary association of business is RUSTENBURG ASSOCIATION OF BUSINESS, hereinafter referred to as RAB.

2. INTERPRETATION

- 2.1 Words importing any gender shall include the other genders and words importing the singular shall include the plural and *vice versa*.
- 2.2 Any reference to a natural person shall include corporate and unincorporated entities and *vice versa*.
- 2.3 A reference to a day shall exclude a Saturday, Sunday or public holiday.

1 AIMS AND OBJECTIVES.

The aims and objectives of RAB shall be:

- 1.1 to promote economic development in the Area;
- 1.2 to provide economic opportunities to its members;
- 1.3 to improve its members' skills through training and distribution of information;
- 1.4 to act as mouth piece for businesses in the Area;
- 1.5 to promote and ensure quality of products and services
- 1.6 to promote fundamental rights and safety standards in the work place;
- 1.7 to promote sound relationships between members;
- 1.8 to promote joint problem solving in respect of economic matters;
- 1.9 to facilitate the exchange of ideas and innovations;
- 1.10 to engage in consultation and negotiations with local, provincial and national organs of state and labour unions;
- 1.11 to advance any further aims and objects agreed upon at a general meeting of members.

2 STATUS

- 2.1 The RAB shall be a legal entity distinct from its members and shall have the power to engage in economical activities and legal proceedings in its own name.
- 2.2 The RAB is a body corporate and acts through its office bearers, who shall be authorised by a general meeting to act on behalf of RAB and sign all documentation on behalf of RAB.

- 2.3 An office bearer or member shall not be held liable for the actions of RAB, unless the member or office bearer acted without authority or in a fraudulent manner.

3 MEMBERS

- 5.1 All business persons, firms or companies directly or indirectly involved in commercial and industrial activities within the Area shall be eligible as members of RAB, provided that firms or companies shall appoint not more than two individuals to exercise the applicable firm or company's membership rights in terms of this constitution.
- 5.2 A prospective member shall complete the prescribed application form, which form, signed by the applicant as well as one committee member seconding the application, shall be lodged with the secretary and considered and, if acceptable, approved by the management committee.
- 5.3 The management committee's decision on the approval of a new member shall be final, provided that the committee shall be obliged, on written request by the applicant, to furnish reasons for the refusal of an application.
- 5.4 The management committee may appoint, after the consent of a general meeting of members has been obtained, honorary members, who shall have the same rights as members, except the right to vote at meetings of members.
- 5.5 All members shall pay an annual subscription to be determined at the previous year's annual general meeting and which shall be payable before 31 March each year. Should a member be in default of paying his subscription, and remains in default 30 (THIRTY) days after a written request for payment has been delivered to him, the defaulting member shall not be entitled to vote at a general meeting or be elected as a member of the management committee (or if a corporate member, to have one of its representatives so elected) until the subscription has been paid in full.

6 TERMINATION OF MEMBERSHIP

A member's membership may be terminated as follows:

- 6.1 Thirty days after a written notice of resignation signed by the member has been received by the management committee, provided that such notice may be withdrawn by the member within the thirty day period.
- 6.2 If a member is liquidated or sequestrated, his membership shall terminate automatically on date of liquidation or sequestration.
- 6.3 If a member is suspended or expelled as member.

7 SUSPENSION AND EXPULSION OF MEMBERS

- 7.1 The management committee shall be entitled to suspend a member's membership if:
- 7.1.1 he is in arrears with membership subscriptions for more than a year after a notice referred to in 5.5. has been delivered to him;
- 7.1.2 if the member acts in contravention of this constitution or the aims and purposes of RAB, and remains in contravention after having been requested to refrain from so doing;
- 7.2 A suspended member may request that the validity for his suspension be adjudicated by a disciplinary committee, consisting of three members of the management committee and two other members of RAB. The disciplinary committee shall be obliged to follow the rules of natural justice, but its decision shall be final and binding on the parties involved,
- 7.3 Should a member by his conduct render himself unfit to remain a member of RAB, or remain in contravention of this constitution or the aims and purposes of RAB after he has been suspended, the management committee, or any ten members of RAB may request that a disciplinary committee

investigate the conduct of the member. The provisions of 7.2 shall be applicable to the disciplinary committee, who shall have the power to expel the member concerned.

8 MEETINGS OF MEMBERS

- 8.1 A general meeting of RAB known as the Annual General meeting will be held annually within six months of the financial year end of which proper notice of not less than twenty one (21) days shall be given to all members and in which notice the Agenda of the meeting shall be furnished.
- 8.2 At the annual general meeting the financial statements of the preceding year must be submitted and approved and a management committee and auditor be elected. The management committee and any member with prior notice to the secretary, to enable the secretary to incorporate the matter in the Agenda, may request that a matter be discussed and decided upon at the general meeting.
- 8.3 The management committee shall be entitled to determine the procedure to be followed at a general meeting of members, provided that:
- 8.3.1 A quorum at such meeting shall consists of one tenth of the members;
 - 8.3.2 the chairperson of the management committee shall preside as chairperson, or in his absence, the vice chairperson or a member of the management committee appointed by the management committee;
 - 8.3.3 if no member of the management committee is present, the members in presence may elect a chairperson to preside at a meeting;
 - 8.3.4 should a quorum not be present at a meeting, the meeting will be adjourned to the same day in the next week (or, if the day is a public holiday, the first business day after the public holiday) at the same place, and the members present at the adjourned meeting shall constitute a quorum;
 - 8.3.5 voting shall be determined by a show of hands of members entitled to vote, but any member shall be entitled to request a ballot;
 - 8.3.6 the management committee shall of its own accord or on the written request of at least 10 % of the members of RAB, be entitled to convene a meeting of members with at least fourteen intermediate days notice thereof to all members.

9 MANAGEMENT COMMITTEE

- 9.1 The management committee shall be elected by the Annual General Meeting and shall consist of a chairperson, vice chairperson, treasurer, secretary, vice-secretary and as many additional members as a general meeting of members may decide upon. Unless determined otherwise by the Annual General Meeting electing the Management Committee, its term of office will be two years. All members of the Management Committee will be eligible for re-election after expiration of their respective terms of office.
- 9.2 The management committee shall meet at least four (4) times in each year and at such other times as they deem necessary and at which meetings one half of the members of the committee plus one shall constitute a quorum;
- 9.3 The management committee shall be entitled to elect an executive committee consisting of the chairperson, vice chairperson, treasurer, secretary and three additional members of the management committee which committee shall meet at least twelve (12) times in each year and shall be responsible for the day to day management and administration of RAB and shall report regularly to the management committee;
- 9.4 Any member of the Management Committee absenting himself from three consecutive meetings thereof without the leave of the chairperson shall be regarded as having retired from such committee whereupon the committee shall be entitled to co-opt another member for the balance of the term of office of such retired member.

- 9.5 The retiring management committee members shall hold office until the new committee is declared elected.
- 9.6 At the election of the first management committee, the general meeting shall ensure that at least one third of the elected committee members are members of the Platinum Chamber of Commerce. All elections after the first election shall be held free of reserved seats, but the general meeting shall, when electing members of the management committee, take cognisance of the different interests and business structures of RAB's members.
- 10 PROCEEDINGS AT MEETINGS OF THE MANAGEMENT COMMITTEE**
- 10.1 The management committee shall ensure that proper minutes of all meetings are kept and that the minutes of each meeting be submitted for approval to the next meeting of the committee for approval and if approved, be signed by the chairperson;
- 10.2 The committee shall also ensure that accurate records are kept of all financial and contractual transactions.
- 10.3 The chairperson shall be responsible for the order and proper conduct of all meetings and his decision regarding matters of procedure shall be final.
- 12. POWERS OF THE MANAGEMENT COMMITTEE**
- The committee shall have the following powers:-
- 12.1 to delegate any of its powers to the executive committee, another sub-committee, members or such other persons as it may deem fit. Any sub-committee shall, in the exercise of the powers so delegated, adhere to any directions that may have been given to it by the management committee and shall, subject to such directions, conduct its proceedings in such manner as it may determine;
- 12.2 to frame the rules in terms of this Constitution providing for the election of members, the qualifications for membership, the use of the RAB's property and facilities, the formation, control and management of the business and affairs of the RAB generally and to make amendments and additions thereto from time to time;
- 12.3 to initiate and endeavour on any action, plan or project in the furtherance of the aims and objectives of RAB;
- 12.4 to enter into negotiations with the South African Revenue Services to exempt RAB from liability for income tax;
- 12.5 to co-opt persons with specific skills or knowledge on the management or executive committee, provided that such co-opted members shall not be entitled to vote at meetings;
- 12.6 to execute all the powers vested in the directors of a public company, and in particular to:
- open a bank account for the RAB, draw cheques on such account or deposit moneys in it, to issue bills and guarantees in favour of third parties against the account and to hand to the bank bills for collection in favour of the RAB. For the purposes of this sub-paragraph the signature of any two of the committee members shall be a proper authority for any transaction from the bank account, provided that such authority was given by a proper resolution passed by the management committee;
 - enter into lease agreements as lessors or lessees subject to such terms as the committee shall determine;

- invest moneys which form part of the assets of RAB in such securities and on such terms and conditions as the committee may determine;
- retain existing investments or investments made by the committee in that form or to re-invest in any other form;
- make loans, grant bursaries and render financial assistance to persons and bodies who qualify for such aid within the context of the objects of the RAB, on such terms and conditions as the management committee may, in its discretion, determine;
- negotiate loans in favour of the RAB, with or without security, and on such terms and conditions as are agreed with the lender;
- mortgage, hypothecate or grant a lien on any asset of the RAB provided it benefits the RAB;
- collect rent and cancel leases, and to evict a lessee from property belonging to the RAB;
- institute or defend legal actions and appoint and remunerate legal representatives;
- attend meetings of creditors of a private individual, company, close corporation or body who is a debtor of the RAB irrespective of whether the meeting is in connection with insolvency, liquidation or judicial management; to vote on any matter submitted to the meeting and generally, to exercise all the rights a creditor would have had in similar circumstances;
- issue receipts, discharges or indemnities in respect of any repayment or discharge of obligations;
- make use of the services of professional advisers and tradesmen for the affairs of the RAB and to pay for such services out of funds of RAB;
- pay any costs incurred in connection with the administration of the RAB out of the available funds;
- accept donations or bequests on behalf of the RAB from anybody subject to the terms and conditions of this constitution and subject to the terms and conditions attached to such further donation and/or bequest, provided that such donations and bequests are irrevocable;
- where investments are made in a company, close corporation or Collective Investments, whose Articles of Association or regulations prohibit the registration of such investments in the name of the RAB, then in that event, the investments may be held by the committee members in their personal names on behalf of the RAB;
- on receipt of a liquidation dividend by the RAB, to decide whether it shall form part of the income or capital of the RAB;
- apply to the authorities to do fund raising for the benefit of the RAB and for a fund raising number for the RAB, if deemed necessary;
- purchase and sell any property, being fixed or movable, on such conditions as they deem necessary;
- in the implementation of any of the aforesaid powers, sign all documents and take such steps as are deemed necessary for the proper disposal of any matter falling within the ambit of the RAB's administration.

- 12.7 Only the chairperson and executive committee and their authorised agents shall be entitled to communicate officially on behalf of RAB with other entities and the public media.

13. **AMENDMENT OF THE CONSTITUTION**

No alteration to the Constitution shall be made, except at a general meeting, of which at least 60 (SIXTY) days notice in writing specifying the proposed amendment to the Constitution, has been sent to all members and unless the amendment be approved by a majority of two thirds of those present and voting at the meeting, provided that, should RAB be granted exemption in terms of section 10(1)(f) of the Income Tax Act, 1962, Act 58 of 1962, as amended, no amendment of this Constitution may be made without the prior written approval of the South African Revenue Services.

14. **BOOKS OF ACCOUNT**

The management committee shall keep proper books of the RAB including proper financial records and minutes of all general meetings of members, which shall, during business hours, be available for inspection by all members at the administrative offices of RAB. The Financial Year of RAB shall commence on the 1st day of January in each year. The financial statements of the RAB shall be properly audited by a registered accountant annually.

15. **AFFILIATION**

- 15.1 The RAB is an independent association, but the management committee may decide to affiliate or de-affiliate RAB with any provincial, national or international organisation on such terms and conditions as the management committee may deem fit.

- 15.2 Affiliation and subscription fees will be paid by RAB on behalf of its members.

16. **DISSOLUTION OF THE RAB**

- 16.1 The RAB shall be dissolved if at least two thirds of those entitled to vote at the Annual General Meeting vote in favour of such dissolution. No dissolution of the RAB shall be considered unless all members are advised thereof at least ninety days prior to the consideration of the motion.

- 16.2 If upon liquidation or dissolution of the RAB, there remains any property whatsoever, after the satisfaction of all the debts and liabilities of the RAB, it shall not be paid to or distributed amongst the members of the RAB, but shall be given or transferred to some other institution or institutions having objectives similar to those of the RAB to be determined by the members of the RAB at or before the time of the dissolution.