



CONSTITUTION OF THE
LYDENBURG / MASHISHING
CHAMBER OF COMMERCE AND
INDUSTRY

(Hereinafter the Lydenburg/Mashishing Business
Chamber or LMBC)

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1. PREAMBLE

Whereas the authorized directors / owners / managers of businesses in the Lydenburg Mashishing area is desirous to establish an organisation to represent their mutual interests, be it known that the LMBC is a voluntary Association, established by its members for the benefit of the members, as described in this constitution.

- 1.1 The LMBC is a democratic association driven by good governance high values, ethics in business, economic transformation, non-racialism and the promotion of the local and larger economy. This requires organised business to speak with one voice and assist and encourage all stakeholders to find solutions to the development of the economy for the benefit of all concerned.
- 1.2 The LMBC will forge alliances with similar organisations created for similar objectives to the mutual benefit of organisations. Such organisations may include, but are not limited to SACCI, the AHI, BNI, Nafcoc, Fabcos and other approved business and community organisations.
- 1.3 Changes to the Constitution will be effected with the necessary 50+1 % vote of the Executive with ratification from the membership.

2. NAME OFFICE AND AREA OF OPERATION

2.1 NAME

The name of the CHAMBER shall be the: LYDENBURG / MASHISHING BUSINESS CHAMBER (LMBC).

2.2 OFFICE.

The office of the LMBC shall be situated in:

LYDENBURG / MASHISHING, Mpumalanga South Africa. Official Address will be for the current Chairperson and Administrator. Place and time of meetings will be communicated in time. Contact Details at the back.

2.3 AREA OF OPERATION.

The LMBC shall mainly operate in the Municipal Area of the Thaba Chweu Municipality, including but not limited to the geographical areas and surrounds of Lydenburg / Mashishing, Sabie / Graskop (or whatever name changes may be adopted for these areas).

3. DEFINITIONS

In this Constitution, unless the context otherwise requires:

- 3.1 The "Association" means THE LYDENBURG / MASHISHING BUSINESS CHAMBER (LMBC).
- 3.2 "Executive" or "Executive Committee" means the Board of Directors elected every two years.
- 3.3 The Financial Year shall be from 1 January to 31 December.
- 3.4 "Financial Statements" means a balance sheet, and an income and expenditure statement and any other documentation required by the companies or any relevant financial act.
- 3.5 "General Meeting" means a meeting at which all members are entitled to be present and vote and which has been convened in accordance with the Constitution, and "Annual General Meeting" and "Special General Meeting" shall have a corresponding meaning. (See clause 13.2 and 13.3).
- 3.6 "Executive Meeting" means a meeting convened by the Executive (clause 13.1). For Executive Committee see clause 11.1.
- 3.7 "Member" shall mean a paid up member in good standing.
- 3.8 "Values" means the moral social and economic principles upon which the Association is founded and which is regarded as norm by society in general.
- 3.9 "The Commencement Date" shall mean the date upon which the Association was formed, being 1 January 2002.
- 3.10 "SMME's" shall mean small, medium and micro enterprises.
- 3.11 "LTO" shall mean a Local Tourism Organisation duly constituted and representing tourism product owners and service providers in a town or local tourism area.
- 3.12 "RTO" shall mean a Regional Tourism Organisation duly constituted and representing LTOs and other tourism entities in a regional tourism area.
- 3.13 SACCI means the SA Chamber of Commerce and Industry.
- 3.14 AHI means the Afrikaanse Handelsinstituut.
- 3.15 BNI means Business Network International.
- 3.16 Nafcoc means National African Chamber of Commerce and Industry.
- 3.17 Fabcos means Foundation for African Business and Consumer Services.

4. VALUES / ETHICS

- 4.1 To maintain and promote the interests of a free and private enterprise system by means of leadership and guidance in the business world.
- 4.2 To promote the development of an economic and social system based on the principles of justice, the market economy, individual entrepreneurship and equal opportunities.
- 4.3 To promote the conduct of business by the members in accordance with generally accepted ethical and moral standards.
- 4.4 Develop a common culture and ethos towards business amongst members through participation, information sharing, training and networking to ensure a cohesive and committed membership.

5. OBJECTIVES

The objectives of the LMBC are:

- 5.1 To promote the region as an investment, business and tourism destination.
- 5.2 To maintain and promote the free and private enterprise system on an equal, non party-political basis.
- 5.3 To consider all existing and proposed laws affecting or likely to affect commerce or industry and to take such steps and actions in this regard as may be deemed reasonable.
- 5.4 To make representations to any authorities on any matters affecting commerce and industry, including but not limited to infrastructure development, rates and taxes, business establishment incentives and other issues.
- 5.5 To promote and develop import and export trade between the Republic of South Africa and any other country.
- 5.6 To settle or assist in the settlement of commercial disputes between members by independent arbitration or otherwise.
- 5.7 To collect statistics and other information relating to any of the objectives of the LMBC in the greater interest of and to its members.
- 5.8 To promote the conduct of business (commerce) by the members and to promote their interests.
- 5.9 To raise funds by membership fees, subscription or any other lawful means.
- 5.10 To participate on an equal and non party-political basis in the activities of CHAMBER and Associations created for similar purposes and to undertake projects desired to further these interests amongst local business and within the local community.
- 5.11 To function as an Association not for gain.
- 5.12 To develop strong and accountable relationships with specifically the Local Authorities in the area of operation and the Ehlanzeni District Municipality and the relevant departments belonging to

the Mpumalanga Provincial government and National Government departments where applicable.

- 5.13 To affiliate where in the interests of the LMBC with larger provincial or national business organisations such as, but not limited to the SACCI, the AHI, BNI, etc.

6. LEGAL STATUS

- 6.1 The LMBC will be a body corporate having an identity and will exist distinct from its members or office-bearers. It will be enabled to earn income and to own property and will be enabled to take legal action to protect its income or property.
- 6.2 The income and assets of the LMBC may not be distributed to its members or office bearers, except as reasonable compensation for services rendered and with the approval of Exco.
- 6.3 The LMBC's continued existence is not affected in any way by changes in the composition of its membership or office bearers.

7. MEMBERSHIP

- 7.1 All persons, businesses and associations or persons directly or indirectly concerned with and authorised by lawful business, commerce or professional pursuits shall be eligible for membership.
- 7.2 All prospective members shall make application in writing, in the manner prescribed by the Executive.
- 7.3 All such applications shall be considered by the Executive, whose acceptance shall be registered by a show of hands and signed by the Chairperson and 1 (ONE) other Executive member. The decision of the Executive shall be final.
- 7.4 All members shall be deemed to have read the Constitution, or shall have access to the Constitution of the LMBC and shall be bound by the provisions of this Constitution.
- 7.5 The Executive shall have the power to elect as Honorary Members or Patrons of the LMBC any person, who, in its opinion, shall merit such election. Such Members shall enjoy all the privileges of membership, except that such persons shall not be entitled to vote nor be required to pay any subscription.
- 7.6 No member or office-bearer shall have any rights in the property or other assets of the Chamber or other member solely by virtue of them being members or office-bearers.

8. TERMINATION OF MEMBERSHIP

LMBC membership shall or may be terminated in any one of the following ways:

- 8.1 By written resignation received by the LMBC, which shall be given at least 1 (ONE) month prior to the 1st of January in the current year of membership, failing which the member will be liable for the total of the following year's subscription fees.
- 8.2 By a simple decision of the Executive Committee. The Executive need not provide reasons for its decision.
- 8.3 By failure to pay membership subscriptions or other amounts owing to the LMBC within three months of due date.
- 8.4 In the event of the insolvency of such Member.
- 8.5 If a Member acts in conflict with the objects and purposes of the LMBC.
- 8.6 If the manner in which such Member conducts himself / herself is such that he / she is an undesirable Member of the Association.
- 8.7 If the annual fee has been paid there will be no refund of fees.
- 8.8 Where a debit order is in place one month's notice is required of cancellation of debit order.

9. SUBSCRIPTIONS

- 9.1 All membership subscriptions and other amounts payable to the LMBC shall be determined annually at the last AGM for the following year starting in January by the Executive, which subscriptions may be ratified by the members at the Annual General Meeting.
- 9.2 Subscriptions shall be payable annually within 1(ONE) month of due date in terms of the invoice received by the member. After due date, interest will accrue to LMBC at the rate prescribed by the Prescribed Rate of Interest Act, no 55 of 1975, or such other Act of Parliament which may succeed it.
- 9.3 A member admitted after 6 (SIX) months in any financial year, shall, in respect of that year, pay pro rata the annual subscription, which shall be due upon notification of admission as a member.
- 9.4 In its determination of the annual subscription, the Executive shall take cognisance of all the levies to be paid in respect of affiliations.

10. FINANCIAL MATTERS

- 10.1 The financial year shall be from 1 January to 31 December of each year.
- 10.2 The LMBC has to authority to open, maintain and close bank accounts such as authorized by Exco.

- 10.3 A minimum of two (2) Exco members are required to authorize any payments on behalf of the LMBC.
- 10.4 The Treasurer shall at all times during meetings present a summarized report on all the accounts and the financial status of the LMBC.

11. STRUCTURE

11.1 EXECUTIVE COMMITTEE (EXCO)

- 11.1.1 The Executive Committee (Exco) of the LMBC will be responsible for handling and managing the affairs of the organization, specifically associated with strategy, policy, financial approvals and combined corporate matters on behalf of the members.
- 11.1.2 The Executive Committee will consist of the following persons:
- (a) The Chairperson.
 - (b) The Vice Chair.
 - (c) A Treasurer.
 - (d) A Secretary.
 - (e) A member or members tasked with Municipal Services and LED.
 - (f) A member or members tasked with Technical Matters / Roads and Infrastructure.
 - (g) A member or members tasked with Social Media, Facebook, Website and Tourism.
 - (h) A member or members tasked with a Social Support (Community) network.
 - (i) A member or members tasked with Marketing and Events.
 - (j) A member or members tasked with Projects.
- 11.1.3 The Executive Committee may appoint additional members from time to time.
- 11.1.4 A Patron (Non-voting member).
- 11.1.5 An Administrator (Non-voting member) tasked with all admin matters of the LMBC such as the maintenance of a membership database, the production and dissemination of Agendas and Minutes etc.
- 11.1.6 The members of the Executive Committee shall be elected once in every two years at the General Meeting from all paid up members and shall remain in office for a period of 2 years or until their resignation / termination.
- 11.1.7 The Exco shall at their first Exco meeting, following an election, convene a meeting and appoint elected Exco members in the positions described in (a) to (j) above.
- 11.1.8 Depending on the results of an election, the office of Chairperson may be served for two (2) consecutive terms (Four (4) years).
- 11.1.9 In order to maintain continuity and good governance, the offices of Chair and Vice Chair should not be vacated / replaced at the same time if at all practical.

11.1.10 Nominations for the Executive Committee shall be in writing, signed by the proposer and seconder (who shall be paid up members) and accepted by the nominee. Such nominations should be in the hands of the Administrator at least 24 (TWENTY FOUR) hours before the Annual General Meeting.

11.1.11 Any vacancy on the Executive Committee may be filled by co-opting such members, as the Executive Committee may deem necessary.

REMUNERATION OF EXCO MEMBERS

No Exco member shall be remunerated for attending meetings, conferences etc. Reasonable travel and accommodation expenses may be claimable provided the LMBC has the funds and provided the full Exco (50% + 1) votes in favour of such remuneration.

The remuneration of the Administrator shall be determined annually by Exco.

11.2 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE (EXCO)

The powers and duties of the Executive Committee shall be:

11.2.1 To implement and generally give effect to the objectives, decisions and policies of the LMBC and such organisations as it may be affiliated to.

11.2.2 To determine any other business that may be considered at the Annual General Meeting or other general meeting.

11.2.3 To maintain the Financial Statements of the affairs of the LMBC for submission to members at the Annual General Meeting.

11.2.4 To open and operate an account or accounts with a registered Bank and / or Financial Institution.

11.2.5 To acquire, either by purchase, lease or otherwise, any moveable or immovable property, and to invest, dispose of or otherwise deal with any of the LMBC's assets, including moveable, immovable, corporeal, and incorporeal property, cash and other assets inclusive, and, without limitation to the generality of the foregoing, to utilize any such assets by way of security, mortgage, sale, exchange or lease of all or any part thereof; provided that any dealings which relate in any way to any immovable property belonging to the LMBC shall only be executed after approval has been obtained from at least 50% + 1 of members present at a Special General Meeting that has been properly advertised in the local Press and constituted to discuss such dealings. In this regard, dealings shall mean any act of purchase, disposing, mortgaging or alienating property or part thereof.

11.2.6 To engage and dismiss staff and to determine conditions of employment of staff.

11.2.7 To transact the business of the LMBC.

- 11.2.8 To incur and settle debts and other obligations, in its own name and to issue legal process.
- 11.2.9 To do all other things as it may deem in the interests of the LMBC or any of its members with due regard being had to the LMBC's objectives.
- 11.2.10 To appoint at least two Exco members of which a minimum of two is required to authorize any payments on behalf of the LMBC.
- 11.2.11 To delegate, at its sole discretion, any of the above powers and duties.
- 11.2.12 To determine membership subscriptions and other amounts payable to the LMBC.
- 11.2.13 To remove a member of the Executive Committee who has not attended 3 (THREE) consecutive meetings without an acceptable apology.
- 11.2.14 To arrange and attend any meetings and events deemed in the interest of the LMBC.
- 11.2.15 To annually determine and fix the remuneration of the Administrator.
- 11.2.16 To issue any news stories or statements to the Press in the interest of promoting the affairs of the LMBC.

11.3 DELEGATION OF EXCO POWERS

Exco may delegate the following powers and duties to an approved independent person or body:

- 11.3.1 The arbitration or resolution of conflict between members or between Exco and members.
- 11.3.2 The Chair may delegate his / her chairmanship in his / her absence.
- 11.3.3 The office of the Chair is usually taken up by the Vice Chair in his / her absence.

12. PROCEEDINGS DURING MEETINGS

- 12.1 Unless otherwise specified herein or otherwise determined by the meeting concerned, all proceedings at meetings (including General Meetings and Executive Committee Meetings) shall be conducted in accordance with normal practice.
- 12.2 All motions shall be proposed in writing and duly seconded by members.
- 12.3 Voting, unless a ballot is demanded by any member, shall be a show of hands and motions shall be carried by a simple majority and each member present shall be entitled to 1 (ONE) vote only on each motion. Members not present will be allowed to mandate the Chairperson or any member by written proxy to vote in their stead, which vote will have to be exercised as directed on the proxy and will count as if they were at the meeting in person.
- 12.4 Should there be an equality of votes, a motion shall not be carried save that in Executive Committee proceedings the Chairman shall have the casting vote.

- 12.5 A members business will be entitled to only 1 (ONE) vote, regardless of the number of partners / directors / shareholders / members / employees, the members business has.
- 12.6 The Administrator in collaboration with the Chair and Vice Chair shall prepare and circulate by email an Agenda for each Exco Meeting, at least one working week (6 days) prior to such meeting.
- 12.7 Exco through the Administrator shall prepare an Agenda for each full Members meeting and circulate by email or advertise in the local Press such Agenda at least two working weeks (12 days) prior to such meeting.
- 12.8 Exco shall invite topical guest speakers to meetings at their discretion.
- 12.9 The Administrator shall keep minutes of each Exco and Members meeting, or AGM and circulate such by email within two working weeks (12 days) following such meeting to all Exco members.
- 12.10 Exco may for the sake of communication issue press statements and or news articles to the local Press at its discretion. No single member of Exco may do so without full Exco approval.
- 12.11 A quorum at any meeting consists of 50% + 1 member of such meeting.

13. CONVENING OF MEETINGS

13.1 Executive Committee Meetings

The Executive Committee shall meet at least 8 (EIGHT) times per year, at such times and venues as it, or the Chair, or failing whom, as the Vice-Chair may determine.

13.2 Annual General Meetings

The Annual General Meeting shall be held within 6 (SIX) months from the end of the LMBC's financial year, and shall be at such time and venue as the Exco may determine.

13.3 Special General Meetings

A Special General Meeting may be called at any time by the Chair / Vice Chair, or by the Executive Committee, or on a requisition in writing signed by not fewer than 20 (Twenty) members specifying the purpose of such meeting, which shall be the only business permitted to be conducted at such meeting.

14. LIABILITY OF MEMBERS AND OFFICE BEARERS

- 14.1 The liability of all members shall be limited to unpaid subscriptions.

- 14.2 Members or office bearers do not become liable for any of the obligations and liabilities of the LMBC solely by virtue of their status as members or office bearers of the LMBC.
- 14.3 Office bearers are not personally liable for any loss suffered by any person as a result of an act or omission that occurs in good faith while the office bearer is performing functions for and on behalf of the LMBC.

15. BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

Annual General Meetings shall consider, inter alia, the following:

- 15.1 Present the Annual Report of the LMBC.
- 15.2 Present the Financial Statements of the LMBC.
- 15.3 Once in every two years the election of the Exco. The election of Exco shall take place from those paid up members nominated according to procedure.
- 15.4 The Office Bearers of Exco shall not be decided at the AGM. They shall be elected by Exco during their first meeting following the election of Exco at the AGM.
- 15.5 All motions properly proposed and other business that may arise.
- 15.6 Annual membership subscriptions shall be ratified unless previously ratified by a special General Meeting for that year.
- 15.7 The introduction of a guest speaker or speakers at the discretion of Exco.
- 15.8 Reports back from any Office bearer or committee member as contemplated in 11.1.2 (a to J) as instructed by the Chair.
- 15.8 A closing function if a sponsor can be secured.

16. BUSINESS TO BE TRANSACTED AT EXCO MEETING

Exco Meetings shall consider, inter alia, the following:

- 16.1 Opening and Welcome.
- 16.2 Roll call.
- 16.3 Apologies.
- 16.4 Reading and approval of the previous minutes.
- 16.5 Matters arising from the minutes.
- 16.6 Financial report.
- 16.7 Report back from committees / working groups.
- 16.8 Outstanding and new matters.
- 16.9 Planning / next meeting / determination of guest speaker if any.
- 16.10 Closing.

17. AMENDMENT OF CONSTITUTION

Any Provision of this Constitution may be amended at an Annual General Meeting or Special General Meeting by a special resolution passed by a two-thirds majority of all persons present and entitled to vote at a General Meeting and in respect of which not less than 21 (TWENTY ONE) days written notice has been given.

18. DISSOLUTION

- 18.1 The LMBC, subject to such conditions as a Special General Meeting may determine, shall be dissolved by a resolution passed by not less than two-thirds of the members of the LMBC present at such meeting, which meeting shall be called specially for the purpose concerned at not less than 21 (TWENTY ONE) days written notice specifying in detail the purpose of the meeting and the reasons for the proposed dissolution.
- 18.2 On dissolution, the assets of LMBC shall be transferred to be kept in trust by the AHI or their successors in title.
- 18.3 The Trustees will have the power to take such steps as may be required to protect the assets of the LMBC and shall be obliged to do so.
- 18.3 When the LMBC closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the LMBC. It should be given in some way to another non-profit organisation or charity in the area of operation that has similar objectives.

Signed at Lydenburg / Mashishing on

Date

By:

Executive Members of the LMBC
