



THE CONSTITUTION
OF THE
SOUTH AFRICAN CHAMBER OF COMMERCE
(UK) LIMITED

UPDATED
AS AT
23RD MAY 2021

CONSTITUTION

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INTRODUCTION

The Chamber

The South African Chamber of Commerce (UK) Limited (referred to as the “SA Chamber”, “Chamber” and/or “SACC”) is a non-profit, member funded organisation consisting individual and entity members and supported by affiliated stakeholders.

Buy-in from Government

The formation of the SA Chamber has been ratified by the SA Government and the SA High Commissioner in London. We also are supported by the SA Department for Trade and Investment (“SA DTI”), Brand South Africa and the UK Department for Infrastructure and Transport (“UK DIT”).

Values

The values of the Chamber are:

- Integrity
- Collaboration
- Service to stakeholders
- Community

Mission

The SA Chamber mission is to facilitate, encourage, promote and support bilateral trade and investment between South Africa (“SA”), the United Kingdom (“UK”) and into Africa.

Source investment introductions.

The SA Chamber provides a forum to do business, learn, network and share ideas, services and products.

Provide a home from home, solutions delivery and a learning environment for South Africans aboard and those in SA who want to externalize or trade internationally.

Be positive, creative and supportive of our community.

Purpose

To uplift the lives of South Africans.

To provide a forum for South Africans to engage, do business and gain solutions.

CLAUSES OF THE CONSTITUTION

1. NAME

The company name is known as the South African Chamber of Commerce (UK) Limited (referred to as the “Chamber”, the “SA Chamber” and/or the “SACC”).

2. REGISTERED OFFICE

The SA Chamber’s registered office is Cournswood House, Clappins Lane, High Wycombe, Buckinghamshire, England, HP14 4NW.

3. CONSTITUTIONAL OBJECTIVES

The constitution objectives defined below are to deliver on the Mission and Purpose of the Chamber. Our objectives are:

- to have working relationships with all current SA, or Africa business focused organisations; benefit from knowledge sharing around common practices, economies of scale, shared events, shared introductions and interests;
- to provide advice and management services to members in relation to their business operations in the relevant jurisdictions, where required and appropriate. These services will typically be provided by the Commerce Centre facility within the Chamber, outsourcing where relevant to members to deliver;
- to provide a united voice when dealing with government bodies and private sector groups;
- to provide training opportunities for members in various business aspects and skills, with particular emphasis on operating businesses in SA and the UK;
- to provide a central body, committees, chapters and forums to deliver the administration, governance and financial sustainability of the Chamber and to engage in all activities for members;
- to provide services, networking and online forums to promote business opportunities between members;
- to be the voice of SA business, trade and investment, and engage in supporting relevant understanding by governments and public bodies;
- to provide proactive facilitation of business introductions; and,
- to provide events of interest, in person, online or hybrid and share invitations to relevant stakeholder events.

4. GOVERNANCE STRUCTURE

The SA Chamber is run by a management team who are members of the Executive Committee.

The Executive Committee, over and above the management team, bring specific inspiration, skill, experience and challenge to the Chamber, leading too on projects and engagements.

Committees of the Executive focus on specific areas of delivery.

Committees of the Board focus on leadership, deep dives, oversight and accountability.

The Board provides strategic leadership to the management, Board Directors chair the Board Committees, and all Directors are elected and annually re-elected at the AGM by the members of the SA Chamber.

The Advisory Board, non-office bearing individuals who bring knowledge, expertise and creativity to the Board.

The Board appoints Board Committees, and the Executive Committee appoints Management Committees, consisting of an appropriate mix of members of the Board, members of the Executive and Management and volunteers who have time, skills, experience and standing within the business community in SA and/or the UK and Dependencies who are willing to volunteer their services.

The Advisory Board assists the Board by providing strategic direction and support, relationship development, representation at events and contributing to the agenda for areas of focus for the year. The Advisory Board is not a compulsory or statutory body, but a strategic development arm of the SA Chamber.

5. MEMBERSHIP

5.1. *Qualification for membership*

- 5.1.1. Any individual or entity with some UK, British Territories, SA and / or Africa business interest qualifies to make application for membership, subject to Board approval as set out below.
- 5.1.2. Application for membership may be rejected or modified by the Board and such decision is final, without having to provide a reason to the applicant.
- 5.1.3. Any privileges of membership only confer on a member in good standing. A member in good standing is defined as one who has who has remained current on its membership fees and obligations, and who has neither withdrawn their membership nor been expelled or suspended from membership.
- 5.1.4. Any member approved by the Board agrees to be ascribe to and be bound by:
 - 5.1.4.1. the SA Chamber's Vision, Mission, Purpose and Values;

- 5.1.4.2. the Articles and Constitution of the SA Chamber; and
- 5.1.4.3. and commits to upholding the SA Chamber's Values and Code of Ethics; and
- 5.1.4.4. all rules and regulations (as amended from time to time) pertaining to administrative, procedural or disciplinary matters of the SA Chamber,

whether or not the member has knowledge of such.
- 5.1.5. The decision of the Board in relation to any question arising out of or in connection with or otherwise in relation to any matters so determined shall be final and binding on all members.
- 5.1.6. The Board may delegate the membership day to day engagement responsibilities to the management but retains the ultimate decision making, if requested of it, by the management. The Board Membership Committee supports management to deliver membership growth, has oversight over all activities and holds management to account.

5.2. Age

An adult shall be defined as any person eighteen (18) years of age or over.

5.3. Classes of Membership

- 5.3.1. There are various classes of membership, which may be amended by the Board, in its discretion at any time subject to a simple majority.
- 5.3.2. Membership levels differ on a sliding scale of fees and access to benefits.
- 5.3.3. Fees for memberships will be reviewed on an annual basis, signed off by the Board members and changes advised at the AGM.
- 5.3.4. The most up to date fees for memberships are noted on the SA Chamber's website and are available upon request.
- 5.3.5. There are no standard special arrangements for the gifting of memberships to any individual or organisation unless deemed viable and voted upon by simple majority of the Board.
- 5.3.6. The Board can deem an individual or entity to be a pro bono member, thereby waiving the membership fees where special circumstances exist in the opinion of the Board. The individual or entity must still comply with all other requirements of a member of good standing.
- 5.3.7. Honorary Member: The Board may admit to honorary membership of the SA Chamber, persons distinguished in public affairs, commerce, industry, finance or other for reasons that person or entity will be of value to the SA Chamber.

Honorary members shall not be required to complete application formalities or to pay any subscription and shall not be liable in the event of the SA Chamber being wound up.

Honorary membership is annual and automatically renewed unless rescinded by the Board.

Honorary members shall be entitled to attend, speak and vote at General Meetings.

- 5.3.8. Honorary Life Member: The Board shall be free to appoint individuals to the position of Honorary Life Member as the highest accolade that the SA Chamber can bestow.

By such appointment, the SA Chamber recognises the outstanding work and contribution made by the individual to the SA Chamber.

Such appointments will be voted on by the Board and would require a simple majority agreement of the Board for this to be actioned.

Such membership is for the duration of the member's life unless withdrawn in terms of Clause 5.6.

- 5.3.9. Honorary appointments will be noted on the SA Chamber website and announced in regular member communications.
- 5.3.10. As a matter of tradition, the incumbent SA High Commissioner to the UK will automatically be appointed to the position of Honorary Member while in office. At the end of a High Commissioner's tenure, the position will automatically transfer to the new (incoming) High Commissioner.
- 5.3.11. As a matter of tradition, the incumbent UK High Commissioner to the SA will automatically be appointed to the Advisory Board while in office. At the end of a High Commissioner's tenure, the position will automatically transfer to the new (incoming) High Commissioner.
- 5.3.12. Pro Bono Member: Is a member holding office or delivering a service to the SA Chamber and its members. This includes members of the Advisory Board, the Board, the Executive, Chapter and Forum leaders, and any management not part of the Executive Committee.

5.4. *Membership Fee*

- 5.4.1. The Membership Fees and categories of membership shall be set each year by the Board and advised at the AGM and updated regularly on the website.
- 5.4.2. Annual membership is paid in advance upon joining and thereafter should be paid annually on the anniversary of the joining date or by agreement in instalments monthly by direct debit or standing order.
- 5.4.3. Membership renewal advice will be sent out one (1) month prior to expiry and should be regarded as final notice of payment for renewal, failing which:-
- 5.4.3.1. The privilege of membership shall be extended for a further one (1) month after such membership lapses.
- 5.4.3.2. After that date, the privilege of membership shall be suspended until the Membership Fee has been paid.
- 5.4.3.3. Late payment will allow for an unbroken membership record.

5.5. *Rights of Members*

- 5.5.1. All members shall have the rights to attend SA Chamber meetings and functions in accordance with the provisions of the event, their membership packages, the type of event, save for events that are only by special invitation.
- 5.5.2. All members have access to the SA Chamber's Constitution and Annual Financial Statements for their own review. The SA Chamber shall not allow access to certain membership information in terms with ruling regulations.

5.6. *Termination of Membership*

- 5.6.1. A member may, at any time, withdraw or resign their membership from the SA Chamber by giving at least thirty (30) clear days' notice to the SA Chamber.
- 5.6.2. Membership shall not be transferable and shall cease on death, bankruptcy and liquidation. No member so withdrawing shall be relieved from liability to pay the applicable subscription for the year in which they so withdraw or be entitled to repayment of the whole or part of any such subscription already paid.
- 5.6.3. Membership terminated by the member or the Chamber more than 30 days before renewal date, forfeit refund of any membership due to reduced term of membership.
- 5.6.4. Membership and/or privileges of membership may be modified, revoked, suspended, or a member may be expelled, by the Board as follows:-
 - 5.6.4.1. The commission of a larceny, fraud, deceit, or the theft or embezzlement of any property owned by or otherwise under the control of the SA Chamber; and/or
 - 5.6.4.2. The unauthorised use of the SA Chamber database or mailing lists; and/or
 - 5.6.4.3. Conduct that does or could bring shame, reputational damage disrepute, public ridicule, public censure, confusion or conflict with legal authority upon the SA Chamber; and/or
 - 5.6.4.4. The death, bankruptcy or liquidation of a member shall terminate their membership; and/or
 - 5.6.4.5. Any member deemed not acting in the best interests of the SA Chamber.

5.7. *Procedure*

- 5.7.1.1. Upon occurrence of one or more of those actions set out above, any member in good standing may present to the Chairman of the SA Chamber a written request for action against the contravening member.
- 5.7.1.2. The Chairman shall bring the matter before the Board.

- 5.7.1.3. If a simple majority of Board concludes that there is reason to believe that the complaint has merit, then a formal decision shall be delivered by the Chairman.
- 5.7.1.4. Formal Decision:-
 - 5.7.1.4.1. The accused member shall be given a minimum of five (5) working days' notice of the complaint (twenty-one (21) days' notice in the case of an expulsion) and of the date, time, and location of the Board meeting at which the complaint shall be heard.
 - 5.7.1.4.2. The matter shall be presented by the complaining member or a designated member representative in good standing.
 - 5.7.1.4.3. Thereafter the accused member may present a rebuttal.
 - 5.7.1.4.4. The Board may question the complaining member, the contravening member, and/or any witnesses.
 - 5.7.1.4.5. The complaint shall be deemed dismissed unless a simple majority of Board votes to censure, suspend, or curtail the rights and/or privileges of membership and/or participation in any of the events or activities of the SA Chamber in any manner of the contravening member.
 - 5.7.1.4.6. The vote of the Board shall be final and binding upon the complaining member, the accused member, and the SA Chamber.
 - 5.7.1.4.7. Should the accused member not attend the meeting, then the Board shall be entitled to hear the matter and make a decision in terms of 5.7.1.4.6. above or, at the Chairman's sole discretion (on advice from the Board), postpone the hearing.
- 5.7.1.5. Any member so asked to resign and/or expelled shall lose all privileges of membership without prejudice to any claims that the SA Chamber may have, but the Board by resolution may re-admit to membership any member so expelled at such time and on such terms as it may determine.

6. ANNUAL GENERAL MEETING (AGM)

- 6.1. An Annual General Meeting of the SA Chamber shall be held once each year, no more than eighteen (18) months after the previous Annual General Meeting.
- 6.2. Any general meeting called for:-
 - 6.2.1. the passing of a special resolution; or
 - 6.2.2. appointing and re-appointing members of the Board

shall be called by at least twenty-one (21) clear days' notice.

- 6.3. Notice of the Annual General Meeting of members shall be in writing and dispatched to members at least twenty-one (21) clear days prior to the date of the meeting. All other extraordinary general meetings shall be called by at least fourteen (14) clear days' notice.
- 6.4. The Board, by simple majority vote, shall determine the date, time, and place of the Annual General Meeting.
- 6.5. The notice must specify, time, date, venue and general nature of the business to be transacted at the meeting.
- 6.6. Notice must be given to all Members, Board Directors, Advisory Board Members, Executive Committee Members, and Auditors. However, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 6.7. The AGM will be held for the purpose of the election of Directors of the Board, consideration of amendments to the Constitution or the Articles, presentation and approval of the Chairman's report and approval of the Treasurer's report, including the Annual Financial Statements of the SA Chamber, and execution of any other business that might properly be brought to the attention of the members.
- 6.8. A quorum at the AGM shall be ten (10) members in good standing of the SA Chamber, present or by proxy and entitled to vote, or a lesser number (50% maximum) should the total membership be twenty (20) or less members.
- 6.9. If a quorum cannot be obtained, a lesser attendance is not acceptable by the Board and a reconvened date for the AGM is still within eighteen (18) months of the last AGM, the Annual General Meeting may be postponed by the Chairman.
- 6.10. No member shall be entitled to vote at a meeting of members of the SA Chamber if there are any monies due and outstanding by such member.

7. ANNUAL FINANCIAL STATEMENTS

- 7.1. The Treasurer shall prepare, or cause to be prepared, the Annual Financial Statements from the books of account.
- 7.2. Such Statements shall be in a format usual for an entity of this nature and shall fairly and correctly reflect the results of the SA Chamber's activities for the year under review and its financial position as at the year-end.
- 7.3. The Board shall cause the Annual Financial Statements of the SA Chamber to be prepared as of 31st December of each year, reviewed by external firm of accountants and approved by the Board.

7.4. The financial year for accounting period shall be from 1st January to 31st December.

8. ANNUAL REPORT

The Board shall present at the AGM an Annual Report including the Annual Financial Statements, approved by the Chairman, the Treasurer and the Board, the Chairman's report giving a review of the activities of the SA Chamber for the year then ended, and showing the whole amount of property and/or other assets acquired or disposed of during their tenure of office.

9. THE BOARD

9.1. *The Board of Directors*

The Directors of the Board shall collectively be known as the Board. The Board shall consist of the Chairman, Deputy Chairman, Independent Directors and other Director classes. The composition of the Board to reflect the required competencies necessary from time to time.

9.1.1. *Appointment of Directors*

- 9.1.1.1. A Director must be a natural person aged 18 years or older and becomes a paid-up member of the SA Chamber.
- 9.1.1.2. The number of Directors shall be in accordance with the SA Chamber Articles of Association, unless otherwise determined by the Board.
- 9.1.1.3. The Directors shall direct the business of the SA Chamber and may excise all powers of the SA Chamber, not delegated to the management.

9.1.2. *Election of the members of the Board*

- 9.1.2.1. The members of the Board shall all become fully paid up members of the SA Chamber
- 9.1.2.2. The members of the Board (including Chairman, Executives and Directors) shall be re-elected by a simple majority of the members at the Annual General Meeting.
- 9.1.2.3. Independent Directors may serve a maximum of 9 years, the latter three years requiring robust consideration of their independence of mind.
- 9.1.2.4. The Director's term shall begin on the adjournment of the meeting at which they are elected or re-elected to office and shall continue for a year maximum until re-election or earlier resignation, retirement or termination in terms of the various clauses of the Constitution.

9.1.3. *Duties of the Directors of the Board*

- 9.1.3.1. The Directors shall perform the duties legally required in terms of Section 172 of the UK Companies Act 2006
- 9.1.3.2. The Directors shall perform their duties in terms of other relevant regulations.
- 9.1.3.3. The Directors shall perform their responsibilities in terms of their roles within the SA Chamber and Board.
- 9.1.3.4. They shall be guided by the appointment letter signed on appointment.
- 9.1.3.5. The Board shall have complete charge and control over the entire general management and property of the SA Chamber, and its decisions in matters relative to such management and property shall be final.
- 9.1.3.6. The Board, in the management of the business affairs and property of the SA Chamber, and in the selection, supervision and control of its Board committees and executive, shall give due attention and exercise due vigilance, diligence, care and skill that prudent members use in like or similar circumstances in similar organisations.
- 9.1.3.7. A quorum of three (3) Directors of the Board must be present at any Board meeting to constitute a quorum for the transaction of business.

9.1.4. *Voting / Director Termination by the Board / View of Minutes*

- 9.1.4.1. Any action passed by a majority vote of the quorum of the said Board shall be valid and binding upon the SA Chamber.
- 9.1.4.2. The Board may, by a simple majority vote of those present, declare any elected office vacant for the following reasons:-
 - 9.1.4.2.1. failure of a Director to perform the duties of the office for a period in excess of two (2) months,
 - 9.1.4.2.2. non-attendance at two (2) consecutive Board meetings, unless approved by a simple majority of the Board in a meeting,
 - 9.1.4.2.3. over a period of a year non-attendance of a third of the meetings,
 - 9.1.4.2.4. action by a Director of fraud, deceit, theft, or embezzlement of any property owned or under the jurisdiction of the SA Chamber, and
 - 9.1.4.2.5. any other conduct that is likely to bring the SA Chamber into disrepute.

9.1.4.3. Provisions shall be made at each Board Meeting to review the minutes of the last Board Meetings as prepared by the Secretariat, which shall also be circulated to Directors within twenty-one (21) calendar days of the said Board Meeting.

9.1.5. *Annual Re-election, Disqualification and Removal of Directors*

9.1.5.1. All Directors shall retire at the AGM and shall stand for re-election by the members.

9.1.5.2. A director or Chairman shall cease to hold office if:-

9.1.5.2.1. he or she ceases to be a Director by virtue of any provision in the Act or is prohibited by law from fulfilling the position; and/or

9.1.5.2.2. he or she ceases to be a member of good standing of the SA Chamber; and/or

9.1.5.2.3. he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; and/or

9.1.5.2.4. he or she resigns as a Director by notice to the SA Chamber (but only if at least two (2) Directors will remain in office when the notice of the resignation is to take effect; and/ or

9.1.5.2.5. the Board resolves by a simple majority vote of the whole Board that the Director resigns or is to be removed.

9.2. *The Chairman*

9.2.1. The Chairman shall act as the leader of the Board in the process of promoting the work of the SA Chamber, in providing strategic direction to the Board and the CEO, member liaison and shall act as an ambassador of the SA Chamber.

9.2.2. The Chairman of the SA Chamber shall be an ordinary voting member and shall be the Presiding Officer of the Board during his or her term of office.

9.2.3. The Chairman is a non-Executive officer of the SA Chamber and shall preside at meetings of the general membership and the Board.

9.2.4. The Chairman shall present a report detailing the activities of the SA Chamber at the AGM.

9.2.5. The Chairman shall attend meetings of the Advisory Board.

9.2.6. The Chairman may attend meetings of the Executive Committee.

9.2.7. Termination of Chairmanship

- 9.2.7.1. The Chairman shall be appointed for a maximum of three (3) terms of three (3) years providing that he or she is re-elected as a Director at the AGM during any three year term. The total term on the Board to not exceed nine (9) years
- 9.2.7.2. Where a Chairman is re-elected for three (3) consecutive terms of three (3) years, or for less terms due to reaching nine (9) years in total, they will no longer be eligible for re-election as a Director.

10. HUMAN RESOURCE - OFFICE BEARERS

10.1. *The Chief Executive Officer (“CEO”)*

10.1.1. The role of the CEO will be governed by policies and legislation as deemed appropriate by the Board, dependent on the scope of the role.

10.1.2. The CEO shall be a member of executive appointment who shall run the day to day conduct of all the affairs of the SA Chamber including, but not limited to:-

- staffing and recruitment;
- performance management;
- safety, well-being and development and growth of the human resources;
- the management of the Secretariat;
- organisation of events;
- membership recruitment
- membership liaison and retention;
- funding and sponsorship sourcing;
- resource mobilisation;
- ensuring the SA Chamber’s sustainability;
- where possible, attendance at SA Chamber led and SA Chamber affiliate events;
- overall delivery and management of the SA Chamber’s delivery to its overarching objectives and strategic plan; and
- brief the Board at monthly meetings on recent developments.

10.1.3 The CEO shall preside at meetings of the Executive Committee and Management Committee and shall attend meetings of the Advisory Board.

10.1.4 The CEO shall report to the Board and in between liaise with the Chairman and the Treasurer on a regular basis and any other Director of the Board as may be required.

10.1.5 The CEO shall present a report detailing the activities of the SA Chamber at the AGM.

10.2. Company Secretary / Secretariat

10.2.1 The Company Secretary shall record the minutes of the meetings of the AGM, the Board, the Advisory Board, Board Committees, the Executive Committee, Management Committees, Chapters and Forums (as appropriate) and any Extraordinary meeting of Directors or Members.

10.2.2 The Company Secretary shall have custody of all books, records, and papers of the SA Chamber, except such as shall be in charge of the CEO, COO or CFO, or of some other person authorised to have custody and possession thereof by delegation from the Board.

10.2.3 The Company Secretary shall report into the CEO and the Board Chairman. The Company Secretary shall take direction from the Chairman, the Directors, Advisory Board, CEO, CFO and certain members of the Executive Committee.

10.3. The Treasurer / Chief Financial Officer ("CFO")

10.3.1 The Treasurer shall maintain a complete set of books of account in accordance with generally accepted accounting practice and principles.

10.3.2 The Treasurer shall make disbursements approved by the Board and shall secure proper vouchers thereof and shall receive and deposit money of the SA Chamber in the SA Chamber bank or savings account.

10.3.3 The Treasurer shall present the Board with a minimum of quarterly management accounts.

10.3.4 The Treasurer shall prepare and submit any necessary tax or other returns (or forms) for governmental agencies in good time to avoid any unnecessary penalties with the approval of the Chairman and/or the Board as may be appropriate in the circumstances.

10. ADVISORY BOARD

10.1. The Advisory Board is not a compulsory or statutory body, but a strategic development arm of the SA Chamber.

10.2. The Advisory Board assists the Board by providing strategic insights into SA and UK business, economy and political situation, providing forward thinking direction and support, relationship development, representation at events and contributing to the agenda for areas of focus for the year.

- 10.3. Each Advisory Board member is invited to attend all Advisory Board meetings chaired by the Board Chairman with the CEO (most senior Executive) in attendance. Other Board Directors may be invited to attend meetings.
- 10.4. Advisory Board members are not limited in number or industry and at all times are to act in best interests of the SA Chamber's long term sustainable success.

11. EXECUTIVE COMMITTEE

11.1. Nominations to stand on the Executive Committee

- 11.1.1. Nominations for the Executive Committee may be any member, or to become member in good standing who can bring the skills and experience required and specified by the Board or management.
- 11.1.2. Nominations and motivations for Executive Committee member appointment to be managed by the CEO and reported to Board.
- 11.1.3. Executive Committee members are pro bono members of the SA Chamber
- 11.1.4. Quorum of the Executive Committee is 25% of the total Executive Committee members.

11.2. Meetings of the Executive Committee

- 11.2.1. Throughout the remainder of the year, the meetings of the Executive Committee may be held at such time as the Board and/or the CEO and/or the Executives with responsibility for specific projects may determine. The guidance is that the Executive Committee meets about six (6) times a year.
- 11.2.2. Standard rules of order shall govern all meetings of the Executive Committee and in all cases where they are consistent with the Constitution.
- 11.2.3. Points of order shall be determined by the Chairman, but in case of dispute, by a simple majority vote.

12. DISCONTINUANCE OF THE SA CHAMBER

- 12.1. The SA Chamber may not be discontinued unless seventy-five percent (75%) of all members in good standing vote in favour of a resolution that it be dissolved.
- 12.2. Every member of the SA Chamber undertakes to contribute such amount as may be required (not exceeding £10) to the SA Chamber's assets if it should be wound up while they are a member or within one (1) year after ceasing to be a member, for payment of the SA Chamber's debts and liabilities contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 12.3. If upon the winding up or dissolution of the SA Chamber there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the SA Chamber, but shall be given or transferred to some other institution, society or association or company, having objects similar to the objects of the SA Chamber, to be determined by the members of the SA Chamber at or before the time of dissolution, and in default thereof by a Court having jurisdiction.
- 12.4. The distribution (and any conditions attached to it) of any such property shall be determined by the Board in office at the time that the resolution to dissolve the SA Chamber is proposed.

13. LIABILITY OF THE SA CHAMBER

Neither the SA Chamber nor any member thereof shall be liable to any member or guest of a member or any other person for:-

- 13.1. any loss of or damage to property occurring from whatever cause, or for any injury sustained whilst attending SA Chamber events or activities;
- 13.2. damages or loss of whatsoever nature, including but not limited to damages for loss of profits, goodwill or other intangible losses, resulting from the use of information or services provided by the SA Chamber through their database records or any other source of information, save to the extent that any attempt to exclude liability would be contrary to law.
- 13.3. Subject to the provisions of the UK Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force, but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the SA Chamber shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by them in the conduct of the SA Chamber's business and/or in the discharge of their functions.
- 13.4. No such person shall be personally liable for any debt incurred by the SA Chamber or for any loss incurred upon any ground whatsoever including that which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, or breach of duty or breach of trust.

14. FINANCIAL INSTITUTIONS AND DISBURSEMENTS

- 14.1. The money of the SA Chamber shall be kept in any financial institution approved by the Board.
- 14.2. All financial transactions will be governed by the SA Chamber's Financial Policies and Procedure (if any) applicable at that time.
- 14.3. Any expenses that need to be paid in the normal course of doing business need to be pre-approved by the Treasurer or CEO or delegated Executive.

- 14.4. Request for reimbursement costs by members of the Advisory Board, the Board, the Executive Committee requires authority of the Treasurer or CEO.
- 14.5. The CEO will be advised of the authorised threshold of spend that they will be allowed to approve for the running of the SA Chamber, as defined by the Board from time to time.

15. PROFITS

No money or property of the SA Chamber or any gain arising from the carrying on of business of the SA Chamber shall be applied otherwise than for the benefit of the SA Chamber as a whole or for charitable purposes chosen by resolution of a General Meeting.

16. BORROWING POWERS

By a resolution at a General Meeting the Board may be authorised and empowered to borrow money for the purposes of the SA Chamber at such rate of interest and upon such security as may be authorised by the Board.

17. ALTERATION OF THE CONSTITUTION

- 17.1. The Board may from time to time amend this Constitution by simple majority vote.
- 17.2. The Board may also make By-Laws, Regulations or Rules for the purpose of the better regulation of the affairs of the SA Chamber and in particular to meet the requirements laid down by the Constitution and Articles of the SA Chamber.
- 17.3. The Constitution, By-Laws or Regulations requiring approval in terms of the Articles of the SA Chamber in General Meeting shall have no effect until such approval has been obtained.
- 17.4. Nothing in this section shall authorise the Board to alter or constitute the Constitution, By-Laws or Regulations which will result in amendment of the Articles of the SA Chamber which could only lawfully be made by simple majority as stated in the Articles.
- 17.5. The Rules of the SA Chamber may be varied, amended, added to or repealed by a resolution passed at a General Meeting of the members by a simple majority of the members present and entitled to vote thereat.

18. APPEALS, COMPLAINTS AND DISCIPLINARY PROCEDURES

Appeals, complaints and disciplinary procedures regarding applications for members, suspension and expulsion of members or office bearers, breaches of any code of ethics, or complaints of any other nature shall be governed by the relevant Chamber policy applicable at the time.

