



THULAMELA **BUSINESS FORUM**



FORUM CONSTITUTION

THULAMELA BUSINESS FORUM

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THULAMELA BUSINESS FORUM

1. NAME

1.1. The Forum hereby constituted will be called: THULAMELA BUSINESS FORUM

1.2. Its shortened name will be: TBF

2. ADMINISTRATION

Subject to the matter set out below, the Forum and its property shall be administered and managed in accordance with the constitution by the members of the Executive Committee, constituted by the clause 5.1 of the constitution ('the Executive Committee').

3. OBJECTIVES

The forum is a non-profit organisation

3.1. The organization's main and ancillary objectives are:

- a) Act as a voice for and represent the views and opinions of the members
- b) Ensure that the views of local businesses are taken into account when any Agency, Government, Council or any other is reviewing policy, legislation or simply seeking the views of the wider business community
- c) Foster, promote and facilitate an environment in which local business can interact and work together in collaboration for mutual benefit.
- d) Provide meetings and events that will provide professional development and networking opportunities for members and others.

3.2. Powers In therefore more to the above objectives but not otherwise, the Executive Committee may exercise the following powers;

- a) Raise funds, invite and receive contributions, provided that, in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- b) Buy or take on lease or in exchange any property necessary for the achievement of the objectives and maintain and equip it for use
- c) Sell, lease or dispose of all or any part of the property of the Forum, subject to any consents required by law
- d) Borrow money and charge all or any part of the property of the Forum with repayment of the money so borrowed, subject to any consents required by law
- e) Employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents.
- f) Co-operate with other organisations, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar purposes and to exchange information and advice with them
- g) Appoint and constitute such advisory committees as the Executive Committee may think fit
- h) Participate in community based projects relating to self help, empowerment, capacity building, skills development or anti-poverty
- i) Do all such other lawful things as are necessary for the achievement of the objectives

3.3. Mission

Unite small local businesses so that they can speak with one voice

3.4. Vision

Play a leading role in driving policies and creating an environment where members of TBF's businesses and other small local businesses can thrive in their businesses including taking the lead in the creating new business opportunities in the region that will lead to socio-economic benefits for the local communities.

4. Membership

- a) Anyone wishing to join must satisfy the necessary membership criteria as determined by the Executive Committee.
- b) Full membership of the Forum shall be open to any person over the age of 18 who owns and/or runs a business in the Thulamela region, interested in furthering the Forum's objectives and who has paid the annual subscription laid down from time to time by the Executive Committee
- c) Every member shall have one vote

4.1. Termination of Membership

The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or member organization, provided that the individual or organization concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

- a) Any member failing to observe any provision contained in the constitution, provided that such member had been advised in writing thereof and has been granted the opportunity to put his case and to answer any charge or charges made against him to the Executive Committee
- b) Such member having failed to pay applicable annual subscription fee in accordance with paragraph 9.1.2 of the constitution
- c) Receipt of a letter from the Executive Committee accepting his/her written resignation from membership. No refund of any subscription or levy or part thereof shall be payable to any member upon termination of membership.
- d) The member no longer having the qualification for membership, which was the basis of his admission
- e) The passing of the resolution at a general meeting of the Business Forum and passed by 2/3 (TWO-Thirds) of the members present and voting at such meeting, ruling that it is undesirable in the interests of the Business Forum that such member shall remain a member of the Business Forum

5. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

At the Annual General Meeting of the Forum, the members shall elect from among themselves a chair, secretary and treasurer, who shall hold office from the conclusion of that meeting.

5.1. Executive Members

The Executive Committee shall not have no fewer than 3 members or more than 11 members, and shall comprise;

- a) The Executive Committee will manage the Business Forum, they are the office bearers of the Forum. The honorary officers will as specified on clause 5
- b) The Executive Committee will administer any fund established by the Business Forum
- c) No Executive Member will have more than one representative on Executive Committee unless co-opted
- d) The Executive Committee will keep
 - Minutes of its meeting,
 - All appointments made by the Executive Committee
 - Names of the members of the Executive Committee present at each meeting
 - All resolutions and proceedings at all meetings of the Business Forum and of its Executive Committee and of all Portfolio Committees and Subcommittees.
- e) No more than 8 additional members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- f) The office bearers will serve for three (3) years but they can stand for reelection for another term in office after that. Depending on what kind of services they give to the Forum, as their services are needed and they are ready to render their services. The Executive Committee shall be elected through a secret ballot at every third Annual General Meeting.

- g)** The Executive Committee may, in addition, appoint no more than 3 co-opted members. However, no co-opted members may be appointed if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 6 and generally will take effect from the end of that meeting. However, if the appointment is to fill a place that has not been vacated, the appointment shall run from date when the post becomes vacant.
- h)** All members of the Executive Committee shall retire from office together at the end of their three year term following the one at which they came into office, but they may be re-elected or re-appointed at that meeting or at a later one.
- i)** The proceedings of the Executive Committee will not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- j)** Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provision of clause 5.2.
- k)** Atleast three founding Executive Committee will always form part of the Executive Committee as extended members of the Executive Committee even after being voted out. The three founding Executive Committee will be elected during the Annual General Meeting to ensure continuity and maintaining founding principles.
- l)** Any member nominated to serve the Executive Committee will, in writing indicate to the Secretariat his willingness to accept such nomination, unless such written acceptance is lodged within seven (7) days before the Annual General Meeting, it will be invalidated, the nomination of the nominee and the name of the nominee shall not appear on the ballot form
- m)** All members of the Forum have to abide by decisions that are taken by the Executive Committee.

5.2. Duties of the Office-Bearers

5.2.1. Chair

The duties of the Chair of the Business Forum shall be: To preside al all meetings of the Business Forum; to sign the minutes of the meetings after being adopted; to represent the Business Forum at all public functions and to make on behalf of the Business Forum any public announcements which the Business Forum or the Executive Committee may deem it necessary to make, to preside al all meetings of the Executive Committee; convene all meetings and when necessary to instruct the Secretariat to issue notices of meetings and generally to initiate and/or direct the activities of the Executive Committee; to cosign cheques drawn on the funds of the Business Forum; and to be ex officio a member of all Portfolio Committees and Subcommittees

5.2.2. Deputy Chair

The duties of the Deputy Chair shall be; To deputize or act for the Chair in the performance of any duties when the Chair is absent or unable to act; and further, to perform such duties as the Chair may delegate to him/her

5.2.3. Secretary

The duties of the Secretary shall be; to his/her outmost best further the objectives and interests of the Business Forum; attend to all correspondences of the Business Forum; to keep an accurate records of the proceedings of the meetings of the Executive Committee and all other meetings of the Business Forum; have a safekeeping of all written records of the Business Forum; advice the Chair of the Business Forum and the officers and members of their requirements of the Constitution; to keep an accurate and up to date record of the name and address of every members; and perform such other duties as are delegated by the Chair or Executive Committee.

5.2.4. Deputy Secretary

The duties of the Deputy Secretary shall be; To deputize or act for the Secretary in the performance of any duties when the Secretary is absent or unable to act; and further, to perform such duties as the Chair or Executive Committee may delegate to him/her.

5.2.5. Treasurer

The duties of the Treasurer shall be; receive all monies payable to the Business Forum and to pay same, into the banking account of the Business Forum as soon as possible; keep a proper record of the financial transactions of the Business Forum and to issue and obtain proper documents for the receipt and payment of monies respectively; co-sign cheques for payment and accounts authorized by the Chair and/or Executive Committee; keep records of membership subscriptions paid and to keep Executive Committee informed of members not in good standing with regard to their subscriptions; and perform such other duties as are delegated by the Chair or Executive Committee

5.2.6. Deputy Treasurer

The duties of the Deputy Treasurer shall be; To deputize or act for the Treasurer in the performance of any duties when the Treasurer is absent or unable to act; and further, to perform such duties as the Chair or Executive Committee may delegate to him/her

5.3. Executive Committee not to have a Financial Interest

a) Subject to the provision of sub-clause 5.3.b, no members of the Executive Committee shall acquire any interest in property belonging to the Forum (otherwise than as a trustee for the Forum) or receive remuneration or have a financial interest in any contract entered into by the Executive Committee unless negotiated and approved by the Executive Committee and Forum.

b) Members of the Executive Committee who are solicitors, accountants or otherwise engaged in a profession may charge and be paid all usual professional charges for business done by them or their firm when instructed by other members of the Executive Committee to act in a professional capacity on behalf of the Forum. However, at no time shall a majority of the members of the Executive Committee benefit under this provision. In addition, members of the Executive Committee acting for the Forum in this capacity and being remunerated for it shall withdraw from any meeting at which their own instruction or remuneration, or that of their firm is under discussion.

5.4. Members of the Executive Committee shall Cease to hold Office if;

a) Become incapable by reason or mental disorder, illness or injury of managing and administering their own affairs

b) Are absent without the agreement of the Executive Committee from all their meetings held within a period of six months or from three meetings in a row and the Executive Committee then resolve that their office has been vacated.

c) Notify the Executive Committee that they wish to resign (but only if at least 3 members of the Executive Committee will remain in office when the resignation takes effect.

d) Found guilty for any unlawful behavior by any legal fraternity, either through The Republic of South Africa law and any other International law house

6. PORTFOLIO COMMITTEES & SUBCOMMITTEES

a) The Executive Committee may appoint Portfolio Committees or Subcommittees for such objects and purposes and with such powers and duties as may be decided upon consistent with carrying out the objects and interests for which the Business Forum has been formed.

b) If deemed expedient by the Executive Committee, persons who are not members of the Business Forum may be appointed save that no persons who is not a director, manager or other permanent official or a member, shall be eligible for membership of any committee to which matters affecting the Constitution or financial interests of the Business Forum are referred.

c) The operation of the committees shall be in accordance with by-laws as determined from time to time by the Executive Committee, should the formulation of such by-laws be required

d) All serving members should volunteer to serve on at least one portfolio committee of his choice. The Executive Committee could however appoint members to portfolio committee, as they deem fit and based on specific skills and expertise of such a members.

7. MEETINGS & PROCEEDINGS of the EXECUTIVE COMMITTEE

- b)** The Executive Committee shall hold at least two ordinary meetings per year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee. They must give not less than four day's notice to the other members of the Executive Committee of the matters to be discussed. However, if the matters include the appointment of a co-opted member, then not less than 21 day's notice must be given.
- c)** The chair shall chair meetings of the Executive Committee. If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of the Executive Member to be the chair of that meeting before any other business is transacted.
- d)** There shall be a quorum when at least one third of the members of the Executive Committee at that time or three members of the Executive Committee whichever is greater are present at a meeting.
- e)** Every matter shall be determined by the majority of votes of the members of the Executive Committee present. If a vote ends in a tie, the chair of the meeting shall have a second or casting vote.
- f)** No voting paper shall be valid if it reflects a total number of votes in excess of the total number of members to be elected in that class of membership. Any member may be nominated and elected in his absence from the Annual General Meeting
- g)** The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made that is inconsistent with this constitution.
- h)** The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.
- i)** The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee to make any enquiry or supervise or perform any function or duty that, in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub committee. The decision and actions of these sub-committees shall be fully and promptly reported to the Executive Committee.

8. ANNUAL GENERAL MEETINGS

8.1. Frequency of General Meetings

- a)** General Meetings of the Business Forum shall be held at least once every six (6) months, one of which shall be Annual General Meeting and which shall be held not later than three (3) months after the end of each financial year.
- b)** General Meetings of the Business Forum shall primarily be held for the purpose of submitting progress reports, exchanging information, views, etc. between the Executive Committee and the membership at large.
- c)** Notwithstanding the provisions of paragraph 8.1.a. a general meeting may be conveyed at the discretion of the Executive Committee or by a requisition to that effect by one-fifth (1/5) of the total voting rights of all members in good standing

8.2. Notice of Annual General Meetings

- a)** An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one (21) clear days notice in writing. Any other general meeting shall be called by not less than fourteen (14) clear days notice in writing
- b)** The notice of the meeting shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of the business.
- c)** Notice of the meetings shall be given to such persons who are, under this Constitution, entitled to receive notices from the Business Forum. Provided that a General Meeting of the Business Forum, notwithstanding the fact that it is called by shorter notice than specified in this Constitution, be deemed, to have been duly called if it is so agreed by the Executive Committee.
- d)** The accidental omission to give notice of a meeting to or non-receipt of the notice of meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting

8.3. Quorum of Annual General Meeting

- a)** No business shall be transacted at the General Meeting unless a quorum of the members is present at the time when the meeting proceeds to business
- b)** Save as herein otherwise provided, the quorum at a General Meeting of members shall be fifty-one percent (51%) of the members entitled to vote, be it personally present or by proxy.
- c)** If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to fourteen (14) days later and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the stakeholders present in person or by proxy shall be deemed to be a quorum.

8.4. Proceedings at Annual General Meeting

- a)** The Chair, on his absence the Deputy Chair, shall preside as Chair at every General Meeting of the Business Forum. In the event of neither present within fifteen (15) minutes of the time appointed for the meeting or is unwilling to act as Chair, the members present shall choose a member of the Executive Committee to be Chairperson and the meeting shall proceed to business.
- b)** The Annual General Meeting shall conduct the following classes of business;
 - a.** To read and confirm the minutes of the previous Annual General Meeting and any special General Meetings which may have been held during the year under review
 - b.** To receive the report of the Chair on behalf of the Executive Committee covering the activities of the Business Forum for the proceedings twelve (12) months
 - c.** Modifying the Constitution.
 - d.** The appointment, expulsion and discharge of members of the Board.
 - e.** The approval of the annual budget and accounts.
 - f.** Changing the Forum's legal status or purpose.
 - g.** Any voluntary dissolution of the Forum.
 - h.** To receive the report of the Executive Committee and balance sheet and statements of the revenue and expenditure covering all the activities of the Business Forum, duly audited for the proceeding financial year.
 - i.** To appoint an auditor who shall be a chartered accountant and fix his/her remuneration
 - j.** To confirm the subscription rates and/or establish the subscription rates and/or levies for the current financial year
 - k.** To elect Executive Committee as provided in this Constitution
 - l.** To consider
- c)** The following business shall be concluded at the Annual General Meeting of the Business Forum other than the Annual General Meeting;
 - a.** Report of office-bearers
 - b.** Reports by Portfolio Committees
 - c.** Any other business duly submitted for consideration by general meeting
 - d.** Formal motions for consideration at Annual General Meeting shall be made in writing and lodged with the Secretariat not less than forty-eight (48) hours prior to such meeting

9. FINANCE

9.1. Accounts

- a)** The Executive Committee shall cause true accounts to be kept of;
 - a.** The sums of the money received and expended by the Business Forum and the matters in respect of which such receipt and expenditure took place
 - b.** All sales and purchases of goods by the Business Forum
 - c.** The assets and liabilities of the Business Forum
- b)** The books and accounts shall be kept at the registered offices of the Secretariat or at such place as the Executive Committee may think fit and shall always be open to the inspection of members of the Executive Committee
- c)** The Executive Committee shall open and operate such bank accounts as may be necessary to conduct its business, save that such accounts shall be opened only in its own name at a registered a commercial bank.

9.2. Subscription

- a) Membership subscription shall be determined by the Executive Members in Annual General Meeting. The Secretariat shall cause invoice in respect of annual subscriptions and/or special levies to be conveyed to members.
- b) During the Annual General Meeting the members, in addition to membership subscription is entitled to impose a special levy on members to fund specific projects or meet unforeseen liabilities.
- c) Any member who has been given in writing by the Secretariat of the amount any subscription or special levy due by such member and fails to pay the amount within sixty (60) days from the date on which notice is given, shall be given a further seven (7) days notice in writing by the Secretariat of the amount due by such member. Should the amount due remain unpaid on expiry of the seven (7) days period, the member concerned shall cease to be a member of the Business Forum forthwith.
- d) Termination of membership for whatever reason shall not release the member concerned from liability for any arrear subscription or special levy or for any subscription or special levies payable in respect of the financial year during which his membership terminates.

9.3. Audit

- a) The Financial year of the Business Forum shall be from 1st July to 30th June of each year.
- b) The books and statements of account shall be audited, after the end of each year by an independent auditor appointed by the Executive Committee
- c) The Executive Committee shall cause the audited financial statements to be sent to every member entitled to vote at a general meeting prior to the Annual General Meeting at which it will be considered.

9.4. General Provisions

- a) All payments by the Business Forum shall be made as authorized by the Executive Committee or the President or as provided for by these presents and by cash or by cheque co-signed by any two (2) of the Chair or Deputy Chair
- b) Funds of the Business Forum shall be used solely for the furtherance of the Business Forum's objectives as set out in clause 2 above or for investment at the discretion of the Executive Committee in accordance with the provisions of sub-clause 4.2.5.
- c) Surpluses, profits or gains shall not be distributed to members, employees or any other persons
- d) The Forum shall be able to own property and other possessions depending on the deal negotiations and approval by the Executive Committee.
- e) Members or office bearers of the Forum do not have rights over assets that belong to the Forum unless negotiated and agreed upon in-writing based on approval by the Executive Committee.

10. INDEMNITY

Every office-bearer and employee of the Business Forum shall be indemnified by the Business Forum against all costs, losses and expenses which any such office-bearer or employee may incur or become liable to by reason of any contract entered into or any act or deed done by him in his capacity as such or in any way in the discharge of his duties

11. AMENDMENT OF CONSTITUTION

This Constitution shall not be amended, altered or added to except by resolution of any majority of not less than fifty-one percent (51%) of members entitled to vote at an Annual General Meeting convened in accordance with the provisions of the Constitution Upon any such alterations, amendment or addition being made in terms of this Constitution, the same shall be deemed to be incorporated in and form part of the Constitution, in the same manner and in all respects as though originally inserted herein, and shall be binding upon all members of the Business Forum

THULAMELA BUSINESS FORUM

12. WINDING UP

The Business Forum shall be wound up if, at a Special General Meeting conveyed for that purpose, a special resolution is passed by fifty-one percent (51%) of the representatives of members entitled to vote. Upon its winding up, the assets of the Business Forum remaining after the satisfaction of all liabilities shall be given or transferred to some other association or institution having objects similar to its main object, to be determined by the entire membership at or before time of its dissolution or, failing such determination, by the Court.

APPROVED AND SIGNED ON ___ OF _____ IN 2015 AT THOHOYANDOU AS A TRUE REFLECTION OF THE LATEST EDITION OF THULAMELA BUSINESS FORUM CONSTITUTION.

Mr. T. Mulaudzi
(Chairperson)

Ms. T. Bongwe
(Secretariat)



**THULAMELA
BUSINESS FORUM**