



CONSTITUTION

1 NAME

The Club shall be called THE EXPORTERS CLUB WESTERN CAPE (hereafter called "the Club")

2 HEADQUARTERS

The headquarters of the Club will be in the greater Cape Town area.

3 OBJECTIVES

The Club is one not for profit or gain but a social club and accordingly:

- 3.1 the sole and principal objective of the Club shall be to promote the common interests of persons carrying on any business, profession or occupation which involves exporting by means other than the carrying on by the Club of any trading or other profit-making activities, or the participation by the Club in any business, profession or occupation carried on by any of its members, or the provision to any of its members of financial assistance or of any premises or continuous services or facilities required by its members for the purpose of carrying on any business, profession or occupation.
- 3.2 the Club shall apply all its funds for the promotion of its objectives.
- 3.3 no part of the income or assets of the Club shall be paid, directly or indirectly, by way of dividend, donation or otherwise, to any person; and
- 3.4 in furthering its objectives, the Club may liaise and communicate with any other clubs or associations that have similar objectives, it being recorded that such liaison and communication shall not give rise to any relationship in law being created between the Club and such other clubs or associations.

4. MEMBERSHIP

- 4.1 Any company and/or person may apply for membership of the Club in one of the following categories:
 - 4.1.1 corporate member (two representatives with two votes); and
 - 4.1.2 individual member (one member with one vote).
- 4.2 Each corporate member shall nominate a competent person to represent it with authority to vote, and if elected, serve on the Committee, or any sub-committee. Each corporate member shall be authorized to nominate an alternative as his nominated representative who shall have the right to vote at and General or Special Meeting of the Club in alternative capacity, but shall not serve on any Committee in his capacity as an alternative to a member elected to serve on any Committee. Corporate members may have more than one person on the Committee at the discretion of the Executive Committee.



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- 4.3 Written application for membership must be made to the Secretary of the Club and the application shall be considered at the next meeting of the Committee of the Club, and the applicant shall be advised of the Committee's decision in writing.
- 4.4 A member whose application for membership has been accepted shall be bound by this Constitution and any rules of the Club, which are then in force, or which subsequently may be altered or amended and in force at any time. No person shall be absolved from the effect and application of this Constitution and any rules by reason of the fact that he may not have received a copy hereof.
- 4.5 The Committee may at its discretion admit membership of the Club to competent persons for the purposes of serving on the Committee, but who otherwise may not be eligible for such membership by virtue of themselves not being a member or an employee of a member. Such a member will be required to pay such a membership fee as may be deemed appropriate by the Committee. Should their service on the Committee cease, their membership of the Club would lapse unless they thereafter were admitted to membership of the Club in the normal manner.
- 4.6 The Committee has the right to appoint members of long standing as Honorary Members of the Club. However, this right may be withdrawn by a decision of the Committee should circumstances warrant this.
- 4.7 An individual member shall have the same standing as a corporate member and be entitled to cast one vote at any general or special meeting of the Club. Such individual member if so elected, shall also be entitled to serve on the Committee, or any sub-Committee.

5 **REGISTER OF MEMBERS**

All members shall communicate their addresses from time to time to the Secretary who shall keep a register of the names of members and their addresses. A corporate member shall notify the Secretary, from time to time the name or names of persons who are authorized to represent the corporate member at meetings of the Club.

6 **SUBSCRIPTION FEES**

- 6.1 Each member shall pay an annual subscription to the Club in accordance with the provisions of section 6. Such subscription shall be paid on or before 1 August each year. In the event of the subscription being unpaid by that date, all rights and privileges of membership shall be forfeited for as long as the amount remains outstanding.
- 6.2 The annual subscription shall be determined by the Committee from time to time and will be ratified by members at the Annual General Meeting.
- 6.3 The Club does not distribute any of its profits or gains to any person and shall utilize its funds solely for investment or objectives for which it has been established.



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7 RESIGNATION

Any member wishing to resign from the Club shall give notice in writing of its intention to do so prior to 1 August in a year, failing which it shall be liable to pay the subscription fee in terms of the clause 6 for the ensuing year.

8 COLOURS OF THE CLUB

8.1 The colours of the Club shall be blue and gold.

9 ADMINISTRATION

9.1 The Club shall be administered by:

9.1.1 the Executive Committee consisting of;

9.1.1.1 the Chairman

9.1.1.2 the Vice-Chairman

9.1.1.3 the Secretary; and

9.1.1.4 the Treasurer

9.1.2 the Committee consisting of:

9.1.2.1 the members of the Executive; and

9.1.2.2 a maximum of 10 and a minimum of 6 other duly elected members.

9.2 All members of the Executive Committee and the Committee shall be elected at the Annual General Meeting of the Club. The Committee of the Club may for the purposes of furthering the objectives of the Club delegate any of its powers to sub-committee as it may appoint. The sub-committee shall report on its activities to the Committee, and shall conform to any rules or instructions that may be imposed upon, or issued to it, by the Committee.

9.3 The Committee may co-opt members to the Committee should it see fit.

10 POWERS OF THE COMMITTEE

10.1 The general management and administration of the Club shall be vested in the Committee. More particularly, the Committee shall have the following powers:

10.1.1 to employ whatever staff it may deem necessary for the efficient running of the Club, at salaries to be determined in its sole discretion.

10.1.2 to acquire by purchase, exchange, lease, sub-lease, donation or in any other manner whatsoever, fixed or moveable property of all kinds, type or nature whatsoever, provided that any acquisition or aforesaid property in excess of R 10,000 in value shall require the



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authorization of a two-thirds majority of voting members present at a General Meeting on the Club.

- 10.1.3 to deal in any manner whatsoever with any of the property of the Club provided that any disposition of property of the Club in excess of R 10,000 in value shall require the authorization of a two-thirds majority of full members present at a General Meeting of the Club.
- 10.1.4 to make, vary, amend repeal rules for the regulation of the affairs of the Club, its officers and servants and all the members of the Club, provided such are not inconsistent with the provisions of the Constitution or the by-laws.
- 10.1.5 to build, erect, purchase or lease premises or building as may from time to time be required for the purposes of the Club, provided that any cost to be incurred does not conflict with the provisions of clauses or
- 10.1.6 to buy, prepare, sell and deal in all kinds of provisions, refreshments, liquid and solids as may be required by the members and their guests for the account and benefit of the Club
- 10.1.7 to open and operate a banking account or accounts in the name of the Club. All cheques on the account or accounts shall be signed by two duly authorized members of the Executive Committee.

11 **MEETINGS**

- 11.1 The Annual General Meeting of the Club shall be held not later than the end of November in each year. Each corporate member shall be entitled to be represented as provided for in clause, or be entitled to nominate a proxy (in the manner determined by the Committee) to attend and vote in his stead.

11.2 **COMMITTEE MEETINGS**

The Committee shall meet once a month except December, or more often, as the business of the Club shall demand.

11.3 Special General Meetings

A Special General Meeting of the Club may be called at any time by the Committee. A Special General Meeting of the Club shall be called by the Chairman, or in his absence the Vice-Chairman or Secretary, if he has received a written application to do so, stating the nature of the business to be dealt with, signed by 15 members of good standing of the Club

12 **NOTICE OF MEETINGS**

12.1 Annual General Meetings and Special General Meetings

Notice of the date, time and place for holding of Annual General Meetings and Special General Meetings shall be given to each of the members of his registered address as appearing in the register of the members at least 15 days before the date fixed for holding of such meeting.

12.2 Committee Members



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No specific notice to be given, but the Committee may determine a notice period to suit its requirements.

13 **QUORUMS**

13.1 The quorum for any General Meeting of the Club shall be 15 members of their duly elected alternative/proxies.

13.2 The quorum of any Committee Meeting shall be 5 members

14 **CHAIRMAN**

The Chairman shall chair every meeting at which he is present. In the absence of the Chairman and Vice-Chairman, the meeting shall elect a Chairman for such meeting.

15 **HONORARY SECRETARY AND HONORARY TREASURER**

The Honorary Secretary shall keep a correct record of the proceedings of such meeting. The Honorary Treasurer shall keep proper books of account and shall render to the Annual General Meeting a statement of assets and liabilities and a statement of income and expenditure which shall have been duly audited.

16 **THE HONORARY AUDITORS**

The Club in General Meeting shall appoint an auditor to this honorary capacity

17 **VOTING**

At all meetings, corporate and individual members shall be entitled to one vote. Excepting that the Chairman shall have a casting as well as a deliberate vote.

18 **FINANCIAL YEAR**

The financial year of the Club shall end on 31st July

19 **ALTERATION TO THE CONSTITUTION**

No Alteration to the Constitution shall be made except at an Annual or Special General Meeting. At least 14 days' notice must be given to the Honorary Secretary in writing, setting forth in full each proposed alteration to the Constitution. No alteration or addition to the Constitution shall be effected unless carried by at least two-thirds of the total votes cast at the meeting.

20 **LIABILITIES OF THE CLUB, ITS MEMBERS AND OR THE COMMITTEE**

20.1 The liability of all members and/or Committee of the Club is limited to the amount of unpaid subscriptions or other monies owing by them to the Club in terms of the Constitution

20.2 The Club operates solely for its own objectives and does not accept or create any liability, financial or otherwise, from or to any other clubs or associations of the Exporters Club of South Africa or any of its chapters.

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21 WINDING UP

21.1 The Club shall be wound up if:

21.1.1 It is unable to meet its financial obligations

21.1.2 It has suspended its activities for a period of more than 12 months

21.1.3 A two-thirds majority of members at the General Meeting resolve that it should be wound up

21.1.4 The distribution of any remaining assets of the Club shall be undertaken by the Executive Committee in conjunction with the Honorary Auditor provided that such distribution be supported by majority vote of members.

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