

CONSTITUTION
Of the
MAGALIES BUSINESS AND TOURISM FORUM
[MBTF]

1 DEFINITIONS

1.1 In this constitution, unless the context otherwise requires, the following words and expressions shall have the meanings assigned to them hereunder –

“area” the Magaliesburg Village and surrounding areas as determined by the executive committee from time to time;

“Chairman” the Chairman of the Executive Committee of the MBTF;

“Community organization” any church, private or public school, retirement village in the area or any other community organization involved in the social development and upliftment of residents of the area;

“Executive committee” the executive committee of the MBTF;

“General meeting” a general meeting of members of the MBTF;

“Local authorities” the Mogale City Local Municipality and West Rand District Municipality;

“MBTF” the Magalies Business and Tourism Forum;

“Member” a person who is accepted as a member in terms of this constitution;

“Secretary” the Secretary of the MBTF;

“vice- chairman” the vice -chairman of the Executive committee of the MBTF;

“written notice” any handwritten or printed document including notices sent as Short Message Services[SMS] or Whatsapp via cell phone or the internet or by email.

1.2 Unless the context requires a different interpretation, any expression which denotes the singular will include the plural and vice versa and any word which denotes one gender will include the other gender and vice versa.

1.3 Where this constitution prescribes a certain number of days for the completion of any action such days will be interpreted as calendar days.

2. LEGAL PERSONALITY AND LIABILITY OF MEMBERS

1. The MBTF is a legal persona which can act in its own name separate of its members and who can obtain rights and liabilities and take such legal action as may be necessary for the

attainment of its objectives.

2. The MBTF is a non-profit organization and any profits made may only be appropriated for the attainment of its objectives. No member may have an interest in the assets of the MBTF or share in its profits.
3. **The organization may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for the work that a member or office bearer has done for the organization. The payment must be a reasonable amount for the work that has been done.**
4. **The organization would continue to exist even when its membership changes and there are different office bearers**
5. Every member must:
 - 2.5.1 Promote to the best of his ability the interests and objectives of the MBTF
 2. Comply with all the rules made by the MBTF;
 3. Pay membership fees promptly.

2.6 No member, executive committee member, official, consultant or representative of the MBTF will be personally liable for-

1. Any of the debts of the MBTF
2. The conduct, negligence, neglect or mistake of any other member, executive committee member or official of the MBTF or for any losses or damages resulting from such conducts;
- 2.6.3 Any expenses incurred or losses suffered as a result of the defective title of an asset obtained for the MBTF upon instruction of the executive committee;
4. The inadequacy of security obtained for any investment made by the MBTF or for loss or damages resulting from insolvency of any person with whom money or securities was deposited;
5. any other loss or damages which may be suffered as a result of the normal functioning or normal executing of his duties unless it happens as a result of fraud.

3. OBJECTIVES OF THE MBTF AND AFFILIATION WITH OTHER ORGANISATIONS

3.1. The objectives of the MBTF, which is politically neutral, are to protect the interests of businesses, entrepreneurs and professionals of the area and to promote the economic, cultural and environmental development of the area, by-

- 3.1.1 Developing a commercial environment in which entrepreneurship can flourish;

2. Establishing a rapport with civic, business and other sectors of the area in order to be recognized as representing and presenting the views of commerce to the community;
3. assisting in the promotion of trade and by keeping members informed of trade opportunities;
4. Delivering a comprehensive service to its members who include informing members of factors affecting trade, commerce and industry;
5. providing information and advice in respect of legislation governing employer/employee relations, conditions of employment, trade and economic affairs, taxation, small business incentives, tourism, education and training via the media including the internet and e-mail;
6. Providing networking opportunities with local and international business contacts;
 - 3.1.6a promoting social responsibility and community growth through participation in local community activities and community projects;
7. Liaison, negotiating and co-operating with the national, provincial and local authorities and other organizations with similar objectives in order to ensure that:
 - 7.1. Policies, legislation and regulations do not negatively affect commerce, tourism and trade in the area;
 - 7.2. Essential services of an acceptable standard are delivered;
 - 7.3. Acceptable health standards are maintained;
 - 7.4. The environment in general and more specifically water and other natural resources are protected;
 - 7.5. The community is protected against crime and disasters;
 - 7.6. Public roads are safe and properly maintained;
 - 7.7. Development planning of the area is done in accordance with the applicable legislation and with due consideration of the interests of existing and affected businesses, and
 - 7.8. Economic and social development is done in a framework of acceptable standards and with consideration of 3.7.2.1 to 3.7.2.7.
8. Liaison and negotiation with local authorities on the levy of rates, land tax and tariffs for the delivery of services to the community;
9. Liaison and co-operation with other community organizations in the area with

similar objectives as the MBTF;

10. the institution of protest and legal actions in order to attain the objectives of the MBTF;
 11. promotes and markets the Magalia's area generally as a desirable tourism destination;
 12. to publish the area and its potential for tourism, investment and development as widely and as effectively as possible;
 13. to develop and implement a tourism strategy in the area;
 14. to promote, organize or manage exhibitions, festivals, displays, sports events, entertainment, tours and attractions in the tourism area;
 15. procure the design, production and distribution of relevant and attractive tourism literature, information, websites and other electronic advertising and promotional media as may be deemed appropriate from time to time;
 16. to establish and maintain an online travel agent;
 17. to act as the overall voice of business and tourism in the area
 18. provide a forum in which those involved or who wish to become involved in the tourism industry in the Magalia's area can discuss matters of common administrative, organizational, developmental, financial and marketing interest;
 19. up skilling of employees in the tourism industry to enhance customer service in the Magalies area.
2. The MBTF may be affiliated with other organizations in the area in order to promote the MBTF's objectives provided that such organizations are politically neutral and their objectives are not in contradiction with the objectives of the MBTF.

4 MEMBERSHIP AND MEMBERSHIPFEES

1. Qualifications for membership

The following persons/institutions qualify for membership:

- 1.1. Any reputable person who is engaged in commerce in the area and who identifies with the objects of MBTF may qualify as private member;
- 1.2. Any Company, Close Corporation, Association with legal personality and Trust engaged in commerce in the area qualifies for corporate membership and a

corporate member is represented by a person acting in terms of a power of attorney of such corporate member;

- 1.3. Any reputable company or firm engaged in commerce in the area and which identifies with the objects of the MBTF and which has less than five employees can qualify as micro member if approved as such by the executive committee;
- 1.4. Any reputable person distinguished in public affairs, commerce, education, finance, consular officials, or any person which the executive committee considers to be acceptable, may qualify as honorary member but such member will not have a vote at any meeting.
- 1.5. Any community organization which the executive committee considers to be acceptable and which may contribute to the objectives of the MBTF and more specifically section 3.1.6(a) may qualify as honorary member but such member will not have a vote at any meeting and provided that such member may use the website, face book and other facilities as approved by the executive committee for marketing of community and social activities and projects but do not qualify for any other special benefits which are reserved for the commercial use of other members.

2. Co-optation

Any person who does not qualify for membership in terms of any of the aforementioned requirements may be co-opted by the executive committee as member on the grounds of his academic qualifications and expertise.

4.3 Application procedure

The executive committee determines the procedure for submission of an application for membership and has the authority to require such documentary or other proof from the applicant as it deems necessary.

4. Application- and membership fees

Application- and membership fees are determined by the General Meeting and the meeting may differentiate between fees for different categories of members. The General Meeting may delegate this authority to the executive committee. At the time of the acceptance of this constitution the annual membership fees are determined as follows:

Corporate Members which is doing business nationally R4 000.00

Local Businesses R2 000.00

Micro-Business Membership R 800.00

Private Membership R 620

Honorary members are exempt from payment of membership fees.

4.5 Termination of membership

Membership of the MBTF is terminated if

1. The member fails to pay membership fees and is in arrear for a period of three months unless the executive committee grants and extension for a further period of three months;
2. the member resigns;
3. The member's estate, in case of a natural person, is sequestrated or if such person becomes of unsound mind, or is convicted of a criminal offence and sentenced to imprisonment without the option of a fine;
4. In case of a corporate member, such corporate member is the deregistered owner liquidated.
5. the general meeting of members decides to terminate the membership of a member because of serious misconduct or the intentional obstructing of the actions of the MBTF to achieve its objectives: provided that proper written notice of a motion for termination of the membership of a member shall be given to such member at least 10 days before the meeting at such notice must clearly set out the grounds for such a motion.

5 MANAGEMENT OF THE MBTF BY EXECUTIVE COMMITTEE

1. Election of members of the Executive committee
 - 1.1. The affairs of the MBTF will be managed by an executive committee in terms of this constitution to attain the objectives of the MBTF and only members of the MBTF shall be eligible for election as members of the executive committee.
 - 1.2. The executive committee shall consist of a chairman, vice -chairman, secretary, treasurer and four additional members: provided that the executive committee may co-opt more additional members if necessary to achieve the objectives of the MBTF. The first executive committee in terms of this constitution shall be elected at the first special general meeting convened for the consideration and acceptance of this constitution and such committee shall substitute the existing executive committee but existing members of the executive committee may be re-elected.
 - 1.3. The chairman, vice-chairman, secretary and treasurer of the executive committee shall act in the same capacity at all general meetings.
 - 1.4. If the chairman or vice chairman appointed in terms of 5.1.2 resigns as member or

cannot or will not act in that capacity, the members of the executive committee may elect a chairman or vice -chairman to act in that capacity until the next general meeting.

1.5. Unless the general meeting determines otherwise a vacancy on the executive committee will be filled by the executive committee subject to the ratification thereof by the first general meeting after such appointment.

1.6. The term of office of the members of the executive committee is from the date of election until the next Annual General Meeting and members may be re-elected: provided that the chairman may only serve in that capacity for three consecutive terms.

2. Meetings of Executive committee

2.1. The executive committee may determine the frequency of its meetings but shall at least meet every second month: provided that any member of the executive committee may request in writing that the secretary convene a meeting of the committee within three days after such request.

2.2. Forty percent of the members of the executive committee will be a quorum and the executive committee may proceed to function as committee notwithstanding a vacancy on the committee.

2.3. Matters at the meeting of the executive committee are decided by majority vote by the show of hands or by ballot and in case of an equal vote the chairman will have a deciding vote.

2.4. If at any meeting of the executive committee or within five minutes after the scheduled time for the commencement of the meeting no chairman is available the vice chairman will act as chairman and if the vice-chairman is also absent the executive committee may elect a member of the committee as chairman for the purposes of that meeting.

2.5. A decision put in writing and signed by all the members of the executive committee shall have the same legal force as a decision taken by a meeting of the executive committee.

2.6. The executive committee shall keep a comprehensive record of all the names of members of the executive committee present at each meeting and each member shall sign the attendance register established for that purpose.

2.7. The executive committee shall keep minutes of all matters considered by the executive committee with a proper description of matters in respect of which decisions were taken as well as matters on which no decisions were taken: provided that details of any written notice given in terms of any of the provisions of this constitution, be recorded as part of the minutes of the first meeting of the executive committee held after the date of such notice.

3. Powers of the executive committee

3.1. The executive committee must pursue the objectives of the MBTF and may for that purpose take any legal action provided that such legal action is approved by the general meeting.

3.2. The executive committee may for the purposes of the execution of its functions and more specifically to achieve the objectives of the MBTF appoint one or more portfolio committees consisting of members of the executive committee as well as ordinary members: provided that such committee shall be under the chairmanship of a member of the executive committee appointed for that purpose by the executive committee.

3.3. The executive committee may delegate any of its powers and authority to a portfolio committee except such powers and authority excluded by the general meeting,

3.4. The executive committee may determine how often a portfolio committee must meet but if the executive committee does not determine the frequency of the meetings the portfolio committee may decide on the frequency of its meetings. A portfolio committee reports to the executive committee on the actions taken by the portfolio committee.

3.5. The executive committee may, for the purposes of specific tasks and objectives appoint ad hoc committees consisting of executive committee members and ordinary members and the executive committee may appoint a chairman for such ad hoc committee.

3.6. The executive committee may appoint officials and consultants to fulfill such functions and do such investigations as determined by the executive committee.

4. Financial Management

4.1. The Executive Committee must formulate a financial policy to give effect to the

provisions of Section 5.4.

- 4.2. The executive committee has the authority to make payments for necessary costs of the administration of the MBTF as well as to pay officials, consultants and legal representatives for services rendered.
- 4.3. The executive committee must open a bank account at any financial institution and deposit all monies from all members in such account provided that the executive committee may also use the trust account of a firm of attorneys.
- 4.4. The executive committee shall keep proper financial records of all income and expenses and may appoint any member of the executive committee to keep such records. Such records must be kept at the residence or office of the secretary of the MBTF or such other place as may be determined by the executive committee: provided that such records must be available at all reasonable times for inspection by any member.
- 4.5. The executive committee must arrange for the auditing of all accounting records by auditors and annual financial statements must be tabled at the annual general meeting. Copies of such financial statements and reports must be available at least 7 days before the scheduled time of the meeting at the offices of the secretary.
- 4.6. The MBTF is liable for payment of all costs and expenses including travelling costs incurred or losses suffered by a member of the executive committee or a committee member in execution of his duties on behalf of the MBTF.
- 4.7. The financial year of the MBTF will be from the 1st of January until the 31st of December of each year.

6. GENERAL MEETINGS

6.1. Annual General Meeting

A general meeting shall be held at least once every year at a time and place as determined by the executive committee: provided that such meeting shall be held not later than six months after the end of the financial year.

6.2. Special General Meetings

6.2.1 Convened by the Executive committee

Apart from the meeting as meant in 6.1 the executive committee may at any time convene a special general meeting and determine the time and place thereof.

2. Requested by members

A special general meeting shall be convened within fourteen days after receipt of a written request addressed to the secretary by any member representing at least Twenty five percent of members. If the executive committee fails to comply with such request the member may convene a general meeting at a time and place determined by such member by giving written notice of such meeting at least seven days prior to such meeting.

3. Notice of General Meetings

6.3.1 The executive committee must give at least twenty days written notice of the date of the Annual General Meeting. Such meeting is further convened by the executive committee by providing members at least seven days before the date of the meeting with the agenda, financial statements, audit report, report of the chairman and items submitted by members.

3.2. The Special General Meeting is convened by the executive committee by giving written notice to every member at least seven days before the date of the meeting and the agenda for such meeting shall be attached or included in the notice.

3.3. Notwithstanding the fact that a meeting was convened with a shorter period of notice as prescribed in 6.2.2, 6.3.1 and 6.3.2 the meeting shall be regarded as properly convened if the majority of members present vote in favor of the condonation of such short notice: provided that such majority represents at least fifty percent of all members of the MBTF.

3.4. The validity of a general meeting shall not be affected by the accidental failure of the executive committee or member convening such meeting to give notice of the meeting to any member or by the fact that such notice was not received by such Member.

6.4 Rules and procedure at General Meetings

6.4.1 All matters on the agenda of a general meeting shall be regarded as special matters except the consideration of the financial statements, the report of the auditors, the determination of membership fees and the election of members of the executive committee which shall be standing items on the agenda of the Annual General Meeting.

6.4.2 Any member may submit a written proposal for consideration at the annual general meeting provided that such proposal is countersigned by two other members and submitted to the secretary at least 10 days before the scheduled date of the meeting.

6.4.3 Upon receipt of a proposal in terms of clause 6.4.2 the executive committee shall give written notice thereof to all members and such notice may be attached to the notice of the Annual General Meeting.

6.5 Quorum

6.5.1 No matters may be considered at a General Meeting unless a quorum is present a quorum shall be forty percent of all members. In order to calculate the required forty percent for a quorum any proxy of a member given in terms of subsection 6.8.3 shall be counted as if the member is present.

6.5.2 If a general meeting was convened on request of members and no quorum is present 30 minutes after the scheduled time of the meeting, the meeting shall be regarded as not properly constituted and shall adjourn

6.5.3 If the general meeting was convened by the executive committee and no quorum is present 30 minutes after the scheduled time of the meeting, the meeting shall be adjourned for 30 minutes and if no quorum is present when the meeting is resumed after 30 minutes, the members present shall be accepted as a quorum.

6.6 Absence of Chairman

The chairman, and in his absence, the vice-chairman shall preside at every general meeting and if neither of the chairman or vice-chairman is present fifteen minutes after the scheduled time of the meeting, the members present may elect any member as chairman for the purpose of the meeting.

6.7 Adjournment of Meetings

The chairman may, with approval of the members present, and shall, if requested by a majority of the members present, adjourn the meeting to a date and time determined by the meeting. Only matters carried over from the adjourned meeting may be considered at the meeting and no notice of the meeting shall be required.

6.8 Voting at meetings

6.8.1 Matters considered at a general meeting shall be decided by a majority vote.

6.8.2 Every member present at a general meeting shall have one vote.

6.8.3 Any member who cannot attend the annual general meeting or a special general meeting of members may give a written proxy to any other member to vote on any matter on his or her behalf and such proxy shall be announced by the Chairman and shall be part of the minutes of the meeting.

6.8.4 A co-opted member shall not have the right to vote.

6.8.5 Members vote at a general meeting by the show of hands or by secret ballot as determined by the chairman.

6.8.6 In case of a tie of votes the chairman shall have the deciding vote.

6.8.7 The decision of the chairman in respect of the validity of a vote is final and binding on all members.

6.8.8 In case of special and urgent matters, where the executive committee requires a mandate from the members of the MBF and the executive committee decides that it is not feasible to arrange for a special general meeting, the executive committee may put the matter for decision in respect of such urgent and special matter to all members by email or whatsapp and members may in such a case vote on such matter by email or whatsapp on or before the time and date stipulated in the aforementioned email or whatsapp. The counting of the votes shall be done by the chairman or vice-chairman and any two other members of the executive committee and the results shall be communicated to the members by email or whatsapp within three days after the closing of the voting process. The executive committee has an exclusive discretion to decide whether a matter is regarded as special and urgent for the purposes of this subsection. The provisions of subsections 6.8.6 and 6.8.7 shall also apply to the voting process in terms of this subsection.”

6.9 General provisions regarding general meetings

6.9.1 A statement by the chairman that a matter was properly decided, shall be conclusive proof of such resolution irrespective of the fact that the number of votes for or against such resolution was not recorded in the minutes of the meeting.

6.9.2 The secretary shall keep proper minutes of every general meeting and an attendance register shall be kept of all members present at every meeting.

2. **CONDONATION FOR NON-COMPLIANCE WITH THE CONSTITUTION AND AMENDMENT OF THE CONSTITUTION**

7.1. Failure to comply with any provision of this constitution may be condoned if two thirds of the members of the MBTF present at a general meeting vote in favor of condonation.

7.2 This constitution may be amended by a majority vote in favor of the amendment taken at any general meeting: provided that written notice of the proposed amendment shall be given to all members at least 10 days before the scheduled meeting.

8 DISSOLUTION OF MBTF

The MBTF may be dissolved if two thirds of the members of the MBTF present at a general meeting vote in favor of dissolution. In case of dissolution the funds and assets of the MBTF shall be transferred to a non-profit organization with similar objectives as the MBTF and as determined by the general meeting.