



REPUBLIC OF MAURITIUS

REGISTRATION OF ASSOCIATIONS ACT

[(Section 8 (1))]

**CERTIFICATE OF
REGISTRATION OF ASSOCIATION**

Regd. No. **13259**

I hereby certify that the

**The South African Chamber
of Commerce**

has this day been registered under the provisions
of the Registration of Associations Act

Dated this **02**day of **April 2013**




H. Hoosoom
Registrar of Associations

129

18670

Constitution of The South African Chamber of Commerce

MINISTRY OF LABOUR,
INDUSTRIAL RELATIONS,
AND EMPLOYMENT
Registry of Associations
Date 06 MAR 2013
Received



TABLE OF CONTENTS

1. INTERPRETATION	1
2. NAME	2
3. LANGUAGE	2
4. OFFICE AND COMMON SEAL	2
5. DURATION	3
6. AFFILIATION	3
7. OBJECTS	3
8. LEGAL STATUS	3
9. MEMBERSHIP	3
10. EXECUTIVE COMMITTEE	5
11. DUTIES AND POWERS OF EXECUTIVE COMMITTEE MEMBERS	8
12. DUTIES OF THE ADMINISTRATOR	9
13. MEETINGS	10
14. QUORUMS	11
15. FINANCE	11
16. VOTING RIGHTS	13
17. RESCINDING OF RESOLUTIONS	13
18. TRADE SECTIONS	13
19. MINUTES	14
20. DEEDS AND DOCUMENTS	14
21. CODE OF ETHICS	14
22. INDEMNITY	14
23. DISSOLUTION	14
24. CONSTITUTION	15



A handwritten signature or mark in blue ink, consisting of a stylized, cursive letter 'Q' or similar character.

1. INTERPRETATION

In this Constitution, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Expressions	Meanings
1.1 "Administrator"	shall be the Manager, Secretary or Executive Officer appointed by the Executive Committee.
1.2 "The Chamber"	The South African Chamber of Commerce in Mauritius.
1.3 "The Committee"	The Committee of Management of the Chamber.
1.4 "Employee"	Any person employed on a permanent basis whether full time or part time by the Chamber
1.5 "Member"	Includes Corporate and Individual Member who have voting rights and Honorary Members who have no voting rights.
1.6 "Registered Office"	The place of business of the Chamber as decided by the Committee of Management. The registered office must always be in Mauritius.
1.7 "The Registrar"	The Registrar of Associations as per the Registration of Associations Act.
1.8 "The Registration of Associations Act"	The Registration of Associations Act of 1978 and its subsequent amendments.
1.9 "The Secretary"	The person designated to perform the functions of Secretary of (a) the Chamber and (b) the Committee.
1.10 "Special Resolution"	A resolution which has been approved by a majority of all Voting Members of the Chamber



and at which fourteen days' notice has been given. In addition, a notice that a general meeting is to be held to consider a special resolution needs to be published in a daily newspaper approved by the Registrar.

1.11 "Voting Members"

Refers to the Corporate and Individual Members.

1.12 "written"

or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in a visible form, including telex, telegram, cable, facsimile or other form of writing produced by electronic communication.

1.13 Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in this Constitution.

1.14 Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in this Constitution, it shall equally, where the context admits, include the others.

1.15 A reference to money in this Constitution is a reference to the currency of the Republic of Mauritius, unless otherwise stated.

2. NAME

The Association shall be known under the name of The South African Chamber of Commerce.

3. LANGUAGE

The Business of the Chamber shall be conducted in the English Language.

4. OFFICE AND COMMON SEAL

4.1 The place of business of the Chamber shall be in Mauritius as the Committee may from time to time decide. Any change of address shall be notified to the Registrar of Associations within one week thereof.

4.2 The seal of the Chamber shall be oval in form, containing the words "The South African Chamber of Commerce" around the periphery, and in the centre



R

5. DURATION

The duration of the Chamber shall be unlimited.

6. AFFILIATION

The Chamber may be affiliated to any other organization that can assist in the promotion or achievement of its aims and objects.

7. OBJECTS

7.1 The objects of the Chamber shall be:

7.1.1 to promote, encourage and facilitate trade, services and investment between South Africa and Mauritius and South African owned/managed businesses in Mauritius;

7.1.2 to promote the role of Mauritius as a regional hub and the destination of choice for the establishment of investment opportunities into the African continent;

7.1.3 to promote and facilitate the integration of businesses owned/managed by South Africans in Mauritius with the wider Mauritian business community;

7.1.4 to represent and promote South African interests on specific and general issues with Government and other relevant authorities; and

7.1.5 to promote generally the mutual interests of its members.

7.2 The Chamber shall however not be used as a platform or a vehicle for a Member's individual or isolated micro issues which it may have with any Mauritian authority (which are not otherwise a general issue pursuant to the objects set out in clause 7.1 above and generally affecting the Chamber's Members) and which will, where applicable, be referred to the South African High Commission or other appropriate body.

8. LEGAL STATUS

Subject to the provisions of the Registration of Associations Act No. 35 of 1978 and/or any Regulations made under that Act or any other Act which may hereafter be enacted, the Association shall have the same powers and rights as a natural person and may carry on all such activities as may appear to the Council to be requisite, advantageous, convenient, or conducive to the attainment of its objectives.

9. MEMBERSHIP

Membership is open to all persons, legal persona, bodies corporate, companies, partnerships (Sociétés) and associations directly engaged in commerce and industry, agriculture, professions or kindred activities as the case may be.



9.1 Classes of Membership

- 9.1.1 **Ordinary Members** - shall be those persons eligible in terms of clause 9 whose applications for membership have been duly approved by the Executive Committee of the Chamber, and shall be entitled to vote at all meetings of the Chamber either in person or by proxy confirmed in writing to the Secretary of the Chamber in advance of each meeting. Each Member shall be entitled to cast one vote provided the member is not in arrears with its/his subscriptions.
- 9.1.2 **Associate Members** - shall be persons having such special qualifications or who represent a body or organization, that are of special importance or able to provide significant or material assistance, and whose applications are approved by the Executive Committee for the active participation in specific interests of the Chamber, but shall have no voting power nor be required to pay membership fees.
- 9.1.3 **Honorary Members** - Honorary members shall be elected by the Chamber, on the recommendation of the Executive Committee, in recognition of outstanding and/or noteworthy service or assistance given to the Chamber. Such members shall have no voting power and shall not be required to pay membership fees. Such honorary membership shall be subject to review.
- 9.1.4 **Honorary Life Members** - Honorary Life Membership may be conferred by a general meeting of the Chamber, upon the recommendation of the Executive Committee, on persons who have rendered special and/or valuable service to the Chamber. The recipient shall be entitled to the same privileges as ordinary members but shall not be required to pay membership fees.

9.2 Register of Members

A Register of Members with the name and address of each Member, the date of entry as a member and the date of ceasing to be a member shall be kept at the registered office of the Chamber for each classification of Members, as per clause 9.1 hereof.

9.3 Application for Membership

An application for membership shall be made on the form prescribed by the Chamber, duly completed, and forwarded together with the appropriate fee/fees to the Administrator of the Chamber for consideration at the next meeting of the Executive Committee.

9.4 Election of Members

- 9.4.1 All applications for membership shall be decided by the Executive Committee according to the procedure which it deems appropriate. Applications may be rejected and the applicant notified in writing without assigning any reason therefore. Renewal of



such application may be made after the expiry of 6 (six) months reckoned from the date of the decision of the Executive Committee.

9.4.2 A copy of the constitution, as amended from time to time, shall be supplied to each member and to an intending applicant for membership if requested.

9.4.3 The Chamber shall issue to each Ordinary, Associate, Honorary and Honorary Life Member, a certificate of Membership which shall remain the property of the Chamber, and shall be returned to it to effect cessation of membership.

9.5 **Representation of Members**

9.5.1 The person nominated to represent an Ordinary member shall have full authority to act and vote in all matters dealt with by the Chamber.

9.5.2 A nominated alternate shall be entitled to full authority of the representative.

9.6 **Non-transferability of Membership**

The rights and privileges of membership shall not be transferable.

9.7 **Resignation**

Notice of resignation shall be given in writing to the Administrator and shall be accompanied by the payment of all fees and/or monies owing to the Chamber and by the return to the Chamber of the Certificate of Membership.

9.8 **Expulsion of Members**

The Executive Committee shall be empowered to terminate membership and shall give one month's written notice of intention to do so. An appeal against the decision may be lodged within the period of notice, shall be considered by the Executive Committee and, if deemed appropriate, decided by a general meeting of ordinary members. This is applicable to members of the Executive Committee as well.

9.9 **Insolvency**

The insolvency or liquidation of a member shall, ipso facto, cease membership. Rehabilitation or re-instatement shall constitute eligibility to re-apply for membership.

10. EXECUTIVE COMMITTEE

10.1 **Composition**

The Executive Committee shall consist of the President, Vice President, Treasurer, Vice-Treasurer, Secretary, and up to a maximum of 10 members.



10.2 Nominations

- 10.2.1 The Administrator shall, in writing, with the notice calling the Annual General Meeting, invite written nominations for membership of the Executive Committee.
- 10.2.2 The nomination shall be done on the prescribe form signed by the nominee, proposer and seconder. The nomination shall reach the Administrator not less than 7 (seven) days prior to the date of the Annual General Meeting.
- 10.2.3 The Administrator shall verify that such nominations comply with clauses 9.4, 10.3.3, and 10.3.4 and compile a list of nominees which shall be published at the Annual General Meeting.
- 10.2.4 At the Annual General Meeting of the Chamber, a President, Vice President, Treasurer, Vice Treasurer, Secretary and six additional Members (where applicable) shall be elected on nomination duly seconded and voted upon.
- 10.2.5 Should the written nominations not satisfy the number of vacancies, nominations from the floor maybe made at the Annual General Meeting, subject to the nominee being personally present or having given written consent and being eligible in terms of the constitution.

10.3 Elections

- 10.3.1 The Executive Committee shall be elected at the Annual General Meeting by ballot should nominations exceed the number of vacancies.
- 10.3.2 A majority vote of the members entitled to vote and present at the meeting shall be required for election.
- 10.3.3 A member shall be eligible for election as President, if he has served for at least one year on the immediately outgoing Executive Committee and has served as a Vice-President for at least 1 (one) year, or served as member of the Executive Committee for 2 (two) years. A Past President shall be eligible for re-election as President.
- 10.3.4 A minimum of 1 (one) years' service on the Executive Committee constitutes eligibility for election as Vice-President.

10.4 Co-options

The Executive Committee may co-opt members in order to fill vacancies until the next Annual General Meeting. The co-opted members shall have the same powers as those of the elected members for the duration of their term of office. They may be nominated and stand for election at the next Annual General Meeting.



A handwritten signature or set of initials in blue ink, located in the bottom right corner of the page.

10.5 Term of Office

- 10.5.1 The Executive Committee excluding the President, subject to Clauses 10.5.2 and 10.6.2, shall hold office for 2 (two) years and shall be available for re-election.
- 10.5.2 The President shall hold office for 1 (one) year, and shall be eligible for re-election.
- 10.5.3 Failure to attend at least 6 (six) meetings of the Executive Committee during a member's term of office, cancels his eligibility for re-election to the Committee.

10.6 Vacancies

- 10.6.1 A vacancy in the office of President shall be filled by the Vice-President, whose office shall be filled by the Vice-Treasurer, whose office shall become vacant.
- 10.6.2 Should a member be absent from 3 (three) consecutive ordinary meetings of the Executive Committee, without leave from the President, he shall be deemed to have vacated his office.

10.7 Duties and Powers of the Executive Committee

The Executive Committee shall be empowered to:-

- 10.7.1 control the business of the Chamber between general meetings;
- 10.7.2 appoint delegates to attend congresses, meetings, conduct interviews, accompany deputations and to pay the expenses incurred;
- 10.7.3 engage and dismiss staff to perform the work of the Chamber and to arrange their remuneration;
- 10.7.4 obtain professional advice and service when necessary;
- 10.7.5 arrange accommodation for the Chamber, provide all facilities for
- 10.7.6 effective and efficient administration of its business;
- 10.7.7 make and enforce rules and resolutions consistent with and supportive of this constitution;
- 10.7.8 appoint sub-committees of the Executive Committee, or committees of members of the Chamber and/or persons specially qualified to deal with the business of the Chamber and to receive and implement the reports and/or recommendations of such committees;
- 10.7.9 suspend any member from membership of the Chamber or from appointed committees,



A handwritten signature in black ink, appearing to be a stylized letter 'R'.

pending a decision by a two-thirds vote of an extra-ordinary general meeting, duly convened, being in possession of all information regarding the cause of the suspension:

- 10.7.10 legitimately acquire and to dispose of moveable or immovable property on behalf of the Chamber;
- 10.7.11 institute legal proceedings and defend the Chamber Executive Members or Office Bearers against legal action;
- 10.7.12 keep members informed of developments in the Chamber and in respect of important news items;
- 10.7.13 arrange and operate banking, investment and related facilities;
- 10.7.14 arrange insurance cover of Chamber property and activities;
- 10.7.15 approve all financial transactions and shall be empowered to delegate financial authority when necessary.

11. DUTIES AND POWERS OF EXECUTIVE COMMITTEE MEMBERS

11.1 Duties and Powers of President

- 11.1.1 The President shall preside at all meetings at which he is present.
- 11.1.2 The President shall have a deliberative and casting vote at all General and Executive Committee meetings.

11.2 Duties and Powers of Vice President

- 11.2.1 The Vice-President shall exercise the powers and perform the duties of the President in his absence.
- 11.2.2 In the absence of the President and Vice-President, the Treasurer shall perform the duties of the President.

11.3 Duties of the Treasurer

The Treasurer shall -

- 11.3.1 have custody of all the account books of the Chamber;
- 11.3.2 control and operate the bank account/s of the Chamber together with the Administrator and other persons duly authorised by the Executive Committee to do so;
- 11.3.3 prepare the statement of accounts;



13. MEETINGS

13.1 General Meetings

General Meetings of the Chamber may be held at the discretion of the Executive Committee but shall not be less than 2 (two) in any 1 (one) year and shall require 14 (fourteen) days written notice.

13.2 Extra-ordinary General Meetings

Extra-ordinary General Meetings shall be convened by the Administrator as directed by the President or the Executive Committee or at the written request of not less than 10 (ten) ordinary members of the Chamber, in good standing. Not less than 7 (seven) days' notice shall be given in writing stating clearly the purpose for which the meeting is being convened.

13.3 Annual General Meeting

13.3.1 The Annual General Meeting of the Chamber shall be held within 3 (three) calendar months from the end of the financial year of the Chamber 21 (Twenty One) days written notice shall be given and shall include the following:-

- 13.3.1.1 a copy of the Annual Report of the Executive Committee;
- 13.3.1.2 details of the nominees for the vacancies on the Executive Committee; and
- 13.3.1.3 any proposals concerning the business of the Annual General Meeting.

13.3.2 The following business shall be transacted at the Annual General Meeting:-

- 13.3.2.1 receive and adopt the Annual Report of the Executive Committee;
- 13.3.2.2 receive and approve the audited Annual Financial Statements of the Chamber together with the report of the Auditors thereon;
- 13.3.2.3 elect members of the Executive Committee;
- 13.3.2.4 approve the audit fee for the past year and appoint or remove Auditors (as the case may be) for the ensuing year; and
- 13.3.2.5 consider and elect honorary and associate members.

13.3.3 It shall not be the purpose of the Annual General Meeting to consider the business of a General Meeting. Any outstanding business held over from the last General Meeting which is considered to be urgent may be considered at a meeting convened immediately after the closure of the Annual General Meeting, or at a General Meeting



convened in terms of the constitution.

13.4 **Notice of Motion**

Any member in good standing may submit a detailed motion for the consideration of the Executive Committee or a General Meeting of the Chamber, at least 21 (twenty one) days prior to the date of such meeting. Notice shall be given by the Administrator in terms of Clause 13.1 and/or 13.2 on the directive of the President or the Executive Committee.

13.5 **Executive Committee Meetings**

13.5.1 Ordinary meetings of the Executive Committee shall be held at least once in every 2 (two) months of which 7 (seven) days written notice shall be given.

13.5.2 A Special Meeting of the Executive Committee shall be convened by the Administrator, on instruction of the President, if requested by any 3 (three) members of the Committee in good standing. Notice to be given shall be in accordance with the directive of the President.

13.5.3 In case of emergency special Executive Committee Meetings may be called by the President pre-emptorily.

14. **QUORUMS**

14.1 **Executive Committee**

Five (5) elected or co-opted members shall constitute a quorum subject to the creation and amendment of any By Laws. Two-thirds majority is required.

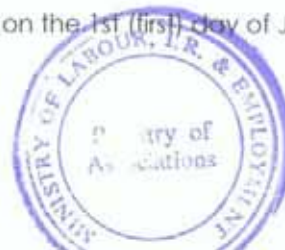
14.2 **General Meetings**

A quorum at a General, Extraordinary General or Annual General Meeting shall consist of at least 5 (five) Members in good standing and entitled to vote. Should there be no quorum present within 30 (thirty) minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same time on the same day of the following week, except when such a day falls on a public holiday in which case it shall stand adjourned to the next following day not being a public holiday. At the adjourned meeting the members present shall be a quorum.

15. **FINANCE**

15.1 **Financial Year**

The financial year of the Chamber shall commence on the 1st (first) day of July and terminate on the 30th (thirtieth) day of June.



A handwritten signature or set of initials in blue ink, located in the bottom right corner of the page. The signature appears to be a stylized 'R' or similar character.

15.2 Subscriptions

- 15.2.1 Membership subscriptions shall be determined by the Executive Committee.
- 15.2.2 In the event of the subscription of any member being in arrears for a period of 30 (thirty) days, he shall, at the discretion of the Executive Committee, be suspended from voting at all meetings pending payment in full of the fees due.
- 15.2.3 Should membership subscription be outstanding for more than 60 (sixty) days, the Executive Committee shall determine the action to be taken by the Chamber.

15.3 Additional Funds

The Chamber shall be empowered to collect from each Ordinary Member in any 1 (one) year an amount, in addition to but not exceeding the annual membership subscription for that year, to defray the cost of any special undertaking as decided by a General Meeting of members.

15.4 Banking

All banking of the Chamber's monies shall be effected by the Administrator within 3 (three) days of receipt thereof and the operation of the account, with a recognised financial institution, shall be upon any 2 (two) signatures of the following persons:- The President, a Vice-President, the Treasurer and the Administrator or such other member of the Executive Committee which may be nominated by the Executive Committee from time to time.

15.5 Financial Records

- 15.5.1 The books of the Chamber, together with all other deeds and documents, shall be kept at the office of the Chamber except when required for audit or other official purposes.
- 15.5.2 Any Member (or the Registrar) may apply to the Secretary for leave to inspect the Books and/or Accounts of the Chamber in his custody and possession and the Secretary shall comply with such request.

15.6 Audit

- 15.6.1 A balance sheet and a statement of income and expenditure in respect of each year ending 30th (thirtieth) June shall be audited by a Chartered Accountant in private practice, appointed at a General Meeting.
- 15.6.2 Copies of the Audited Balance Sheet and Income and Expenditure Account and a copy of the Auditor's report shall be available at the office of the Chamber for perusal by members prior to the Annual General Meeting.



15.7 Assets

All property, movable and immovable assets and effects of the Chamber shall be deemed for all purposes to be vested in the Executive Committee for the time being, in trust for the Chamber, and shall be dealt with by them as the Chamber may, in terms of the Constitution, determine by resolution.

15.8 Liability of Members

The liability of an individual member for the debts of the Chamber shall be limited to the amount, if any, of his unpaid subscriptions and any other amount owing to the Chamber.

16. VOTING RIGHTS

- 16.1 All matters on which a vote is taken shall be on a show of hands except as otherwise provided for in this Constitution, or unless a ballot is demanded by any member. On such proposal, a ballot shall be held without discussion or debate.
- 16.2 All elected members in good standing at the time of the meeting shall be entitled to vote.
- 16.3 Ordinary membership shall be entitled to 1 (one) vote by a representative duly nominated by such Member in writing.
- 16.4 In the case of an equality of voting at a General, Extraordinary General or Annual General or an Executive Committee Meeting, the Chairman of the meeting shall be entitled to a second or casting vote. Except in case of elections, a re-election shall immediately take place. Ex officio members shall not have voting rights at Executive Committee meetings. The standing South African High Commissioner in Mauritius, an Honorary Member of the Executive Committee, will have voting rights.

17. RESCINDING OF RESOLUTIONS

- 17.1 A resolution of a General Meeting shall not be rescinded except by a subsequent General Meeting, for which notice of the motion has been given in writing, together with a notice convening that meeting or at an Extraordinary Meeting convened for that purpose.
- 17.2 A resolution of an Executive Committee meeting shall not be rescinded except by a subsequent Executive Committee Meeting for which notice of the meeting has been given in writing, together with the notice convening that Executive Committee meeting or at a Special Committee Meeting convened for that purpose.

18. TRADE SECTIONS

The formation, administration and operation of Trade Sections of the Chamber shall be determined by the Executive Committee.



A handwritten signature in black ink, consisting of a stylized, cursive letter 'Q' followed by a horizontal line.

19. MINUTES

- 19.1 Adopted Minutes shall be kept of all meetings convened in terms of this Constitution and shall be available for perusal by the Members of the Executive Committee during the office hours of the Chamber.
- 19.2 The Executive Committee shall determine what documents held by the Chamber may be perused by members and the time of their availability.
- 19.3 Sub-committee adopted Minutes shall be approved by the Executive Committee.

20. DEEDS AND DOCUMENTS

The Executive Committee shall appoint at least 2 (two) of its members to sign powers of attorney, deeds, proxies or other documents on behalf of the Chamber.

21. CODE OF ETHICS

The Executive Committee may design, frame and circulate to all members a code of ethics for implementation.

22. INDEMNITY

Every Executive Committee Member shall be, and is hereby indemnified by the Chamber against any loss, negligence, expense or damage incurred in the discharge of or arising out of his voluntary duties, owing to his own fault or neglect and no member or other officer of the Chamber shall be liable for the acts, defaults, negligence or loss of any other Executive Committee officer or member.

23. DISSOLUTION

- 23.1 The Chamber shall be wound up if at a ballot not less than one half of the total number of Ordinary Members of the Chamber in good standing vote in favour of a resolution that the Chamber be wound up or, if for any reason the Chamber is not able to continue to function.
- 23.2 If following the dissolution of the Chamber there remains after satisfaction of all its debts and liabilities, any property or assets whatsoever, such assets shall not be paid to or distributed amongst the members of the Chamber but shall be given or transferred to some other company, association, institution or organisation having objects similar to those of the Chamber, to be determined by the members of the Chamber at or before the time of dissolution.
- 23.3 Each member undertakes to contribute to the assets of the Chamber in the event of its being wound up during the time that he is a member, or within 1 (one) year afterwards, for



A handwritten signature or set of initials in black ink, located in the bottom right corner of the page.

the payment of debts and liabilities of the Chamber contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding, however the sum of Rs 1,000 per member.

24. CONSTITUTION

24.1 Amendments

- 24.1.1 This Constitution may be amended at any duly constituted General, Extraordinary General or Annual General Meeting of the Chamber by a two-thirds vote, provided the amendment has been submitted to all members in writing at least 21 (twenty one) days prior to the date of the meeting.
- 24.1.2 In the event of a complete revision of the Constitution, at least 21 (twenty one) days written notice of the revision shall be given to all members.
- 24.1.3 Notice of motion by any member of the Chamber of a proposed amendment to the Constitution shall be handed in writing to the Administrator of the Chamber at least 30 (thirty) days prior to the date of the meeting at which the proposed amendment is to be considered.

24.2 Interpretation

In any matter concerning the interpretation of the Constitution of the Chamber, the decision of the Executive Committee shall be final and binding on all members.

The above Rules have been adopted as the Constitution and Rules of the "South African Chamber of Commerce" on


RICHARD ROBINSON

