

**CONSTITUTION OF
SOUTH AFRICAN CHAMBER OF COMMERCE (SINGAPORE)**

1 NAME

- 1.1 This Society shall be known as the “South African Chamber of Commerce (Singapore)”, hereinafter referred to as the “Chamber”.

2 PLACE OF BUSINESS

- 2.1 Its place of business shall be at “17A Everton Road , Singapore , 089373” or such other address as may subsequently be decided upon by the Board of Directors and approved by the Registrar of Societies. The Chamber shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

3 OBJECTS

- 3.1 The objects of the Chamber shall be:
- A) To provide a forum on an organised and continuing basis for members to meet and discuss matters of common interest and to exchange views and information regarding economic and commercial issues related to South Africa and Singapore.
 - B) To assist in promoting trade, investment, finance and industry between South Africa and Singapore.
 - C) To assist South African business entities and individuals who are already established or wish to be established in business in Singapore.
 - D) To assist South African business entities and individuals who intend to sell or invest in Singapore, and Singapore business entities and individuals who intend to sell or invest in South Africa.
 - E) To promote events and various activities in connection with the objectives of the Chamber.

- F) To cooperate with other appropriate bodies and associations in Singapore and the region to further the Chamber's objectives.
- G) To distribute information on subjects that may be of use to members, and keep members informed on matters of general interest.
- H) To liaise and cooperate with Singapore and South African authorities, and to make representations to the same as and when necessary.
- I) To create and maintain a positive South African image.
- J) To promote business cultural integration between Singapore and South Africa.

4 MEMBERSHIP QUALIFICATION AND RIGHTS

Ordinary Membership

- 4.1 Ordinary membership is open to any person engaged in, or seeking to engage in, a business or a profession in Singapore, or employed by a South African or Singapore government body or agency, and who has a direct or indirect interest in South Africa.
- 4.2 Ordinary members who are 21 years of age and above shall be entitled to attend and vote at General Meetings of members and to hold office in the Chamber.

Corporate Membership

- 4.3 Corporate membership is open to:
 - i) Any business entity (including but not limited to a company, partnership or sole proprietorship) registered as a business in Singapore and having a direct or indirect interest in South Africa;
 - ii) Any South African government agency based in Singapore, or any Singapore government body or agency having a direct or indirect interest in South Africa; and
 - iii) Any other entity having a direct or indirect interest in South Africa that the Board of Directors determines, with regard to the objectives of

the Chamber, qualifies for Corporate membership, and in each case the terms and the payment is determined by the Board of Directors.

- 4.4 Each Corporate member shall be entitled to allow up to a maximum of three representatives who shall be entitled to attend and cast one vote each representative at General Meetings of the Chamber. Only representatives who are 21 years of age and above shall have the right to vote and to hold office in the Chamber, subject to Rules 7.3 and 7.4 of this Constitution.
- 4.5 The representatives of a Corporate member shall minimally be an employee of the entity. Replacements to the representatives of a Corporate member may be submitted to the Secretary at any time.

Complimentary Membership

- 4.6 The Board of Directors, at its sole discretion, may give Complimentary Membership to any individual or individuals whose membership in the Chamber shall be considered to be in the Chamber's interest. Such a Complimentary Membership shall be for a maximum period of 5 years.
- 4.7 Complimentary Members shall have all the same privileges and benefits as a member of the Chamber. Complimentary members who are 21 years of age and above shall have the right to vote at General Meeting of the Chamber and to hold office in the Chamber.
- 4.8 Complimentary members shall not be required to pay any fees to the Chamber.

Honorary Membership

- 4.9 The Board of Directors may, at its sole discretion, confer Honorary Membership on any individuals whose membership is considered to be in the interest of the Chamber. Such an Honorary membership shall be for a maximum period of 5 years.

- 4.10 Honorary members shall have all the privileges and benefits as a member of the Chamber but shall not have the rights to vote at General Meetings of the Chamber and to hold office in the Chamber.
- 4.11 Honorary members shall not be required to pay any fees to the Chamber.

Termination of Membership

- 4.12 Unless the Board of Directors determines otherwise, a membership shall be deemed to have terminated if:
- i) the member's annual subscription fee remains unpaid for a period exceeding three (3) calendar months; or
 - ii) the member does not or ceases to meet the eligibility criteria for the particular category of membership subscribed by that member and does not remedy the same within 30 days, or if the circumstances giving rise to such ineligibility are not capable of remedy.
- 4.13 Without limiting Rule 4.12, the Board of Directors may suspend for a period of up to six months, or expel, a member who persistently or materially fails to comply with any requirement of this Constitution or whose conduct is, in the opinion of the Board of Directors, unbecoming or contrary to the interests of the Chamber. Where the Board of Directors intends to exercise its powers under this Rule, the member concerned shall be given prior notice of conduct complained of and shall be given a reasonable opportunity to respond to such complaint either personally or in writing to the Board of Directors.
- 4.14 A member suspended or expelled under Rule 4.13 may within one month of the notification of his suspension or expulsion, appeal to the General Meeting of the Chamber against the decision of the Board of Directors. The decision of the General Meeting shall be final.

5 APPLICATION FOR MEMBERSHIP

- 5.1 Any individual wishing to join the Chamber as an Ordinary member shall be required to complete an application for membership in a prescribed form, accompanied by such payment as may be determined by the Board of Directors. The completed form shall be submitted to the Secretary who shall circulate the said form to all Board of Directors members. If there are no objections raised to the membership application by any Board of Directors member within 5 working days, the membership application shall be deemed approved. If any Board of Directors member raises an objection, the applicant shall be notified that the application shall be considered at the next Board of Directors meeting and the decision on his membership will be made by an ordinary resolution passed at that Board of Directors meeting.
- 5.2 Any Corporate entity wishing to join the Chamber as a Corporate member shall be required to complete an application for membership in a prescribed form. The completed form shall be submitted to the Secretary who shall circulate the said form to all Board of Directors members. If there are no objections raised to the membership application by any Board of Directors member within 5 working days, the membership application shall be deemed approved. If any Board of Directors member raises an objection, the applicant shall be notified that the application shall be considered at the next Board of Directors meeting and the decision on the membership application will be made by an ordinary resolution passed at that Board of Directors meeting.
- 5.3 When an application for membership has been approved, the applicant shall be notified of the approval and shall be advised that a copy of the Chamber's Constitution may be viewed free-of-charge on the Chamber's website, and that as a Member, he shall be bound by the Constitution of the Chamber.
- 5.4 The Board of Directors' decision on the application of membership shall be final. The Board of Directors shall have the power to refuse membership to an applicant without assigning cause.
- 5.5 Membership shall be unlimited unless the Board of Directors determines otherwise.

- 5.6 Any member may resign from membership, with immediate effect by submitting a notice in writing to the Chamber.

6 PATRON

- 6.1 The South African High Commissioner shall be invited to be a Patron of the Chamber.
- 6.2 The Board of Directors may invite any individual or individuals whose patronage is considered to be in the interest of the Chamber to act as a Patron.
- 6.3 The position of a Patron shall be purely on an Honorary capacity without any rights to vote at General Meetings of the Chamber or to hold office in the Chamber.

7 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- 7.1 Any entrance fee and the annual subscription fee for Ordinary and Corporate members shall be determined by the General Meeting on recommendation from the Board of Directors from time to time.
- 7.2 Applications for Ordinary membership shall be accompanied by payment of the required entrance and/or subscription fees and the application shall not be considered valid until receipt of the full payment required.
- 7.3 Payment of the required entrance and/or subscription fees for Corporate membership on the terms agreed shall be payable within 30 days of signing a membership agreement, failing which the Board of Directors shall be entitled in its sole discretion to revoke the membership agreement. During this 30-day period, the Corporate member shall enjoy the privileges and benefits set out in the agreement between the Corporate member and the

Chamber but its representatives shall not be entitled to vote at any General Meeting of the Chamber until the relevant fees have been paid.

- 7.4 Membership is deemed active upon receipt of the full payment for the term of the annual subscription paid.
- 7.5 Any member whose category of membership changes or whose membership ceases for any reason during the membership year:
- i) shall not be entitled to any refund of the entrance fee, if any, or the annual subscription fee; and
 - ii) in the case of a change of membership to a membership category with a higher annual subscription fee, shall within thirty (30) days of the change in membership category pay the difference between the annual subscription in the member's former category and the annual subscription in the new category.
- 7.6 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the Chamber.
- 7.7 The income and property of the Chamber whensoever derived shall be applied towards the promotion of the objects of the Chamber as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Chamber or to any of them or to any person claiming through any of them.

8 SUPREME AUTHORITY AND GENERAL MEETINGS

- 8.1 The supreme authority of the Chamber is vested in a General Meeting of members.
- 8.2 The Annual General Meeting shall be held within three months after the close of the Chamber's financial year, on a date to be determined by the Board of Directors.

- 8.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or thirty (30) voting members, whichever is the lesser, and may be called at anytime by order of the Board of Directors. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.
- 8.4 If the Board of Directors does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and posting the agenda on the Chamber's notice board. The Secretary shall make available the members' details to the members who requested for the Extraordinary General Meeting, assist with distribution of the notice of the meeting and post its agenda on the website.
- 8.5 At least fourteen (14) working days' notice shall be given of an Annual General Meeting and at least ten (10) working days' notice of an Extraordinary General Meeting. The Board of Directors shall send a notice of such meeting and particulars of the agenda to every member.
- 8.6 Unless otherwise stated in this Constitution, voting by proxy via a formal and signed document is allowed at all General Meetings of the Chamber.
- 8.7 The following business will be considered at the Annual General Meeting:
- i) An Annual Report and Financial Statements from the Board of Directors for the preceding financial year;
 - ii) Where applicable, the election of office-bearers and appointment of auditors for the following term; and
 - iii) Any other business set out in the Notice of Meeting.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the President at least ten (10) working days before the meeting is due to be held. The Board of Directors shall then issue a revised agenda at least seven (7) working days before the General Meeting is scheduled to be held.

- 8.8 Voting at General Meetings shall be by a simple majority. Each Ordinary member shall be entitled to a single vote, either in person or by proxy. Each Corporate member shall be entitled to a single vote for each individual representative.
- 8.9 The Annual Report and Financial Statements shall be placed in the registered place of business of the Chamber and on its website at least fourteen (14) working days before the Annual General Meeting.

9 QUORUM AT GENERAL MEETINGS

- 9.1 At least 25% of the total voting membership of the Chamber or thirty (30) voting members (whichever is lesser) shall constitute a quorum provided that if, within 30 minutes from the time appointed for the Meeting, such quorum is not present, then those voting members present shall constitute a quorum and may proceed with the business on the agenda but shall not have the power to amend any part of the existing Constitution.
- 9.2 Non-members may, with the approval of the Board of Directors, attend a General Meeting but shall not be counted towards a quorum or entitled to vote.

10 MANAGEMENT AND THE BOARD OF DIRECTORS

10.1 The administration of the Chamber shall be entrusted to a Board of Directors of no fewer than six (6) and no more than ten (10) elected members (excluding an Executive Director, if any) consisting of the following to be elected at alternate Annual General Meeting:

- A President
- A Vice-President
- A Secretary
- A Treasurer
- 2 – 6 Directors

10.2 All of the above positions are unpaid. The term of office is two (2) years. The Board of Directors may fill casual vacancies by appointment of new Director(s) between Annual General Meetings. Any changes in the Board of Directors shall be notified to the Registrar of Societies within two (2) weeks of the change.

10.3 At each Annual General Meeting,

- i) Any Director who was appointed during the year to fill a casual vacancy on the Board of Directors shall retire and be eligible for re-election to the Board of Directors.
- ii) Each Director shall retire at the second Annual General Meeting following the Annual General Meeting at which they were appointed and shall be eligible for re-election to the Board of Directors.
- iii) In addition, such number of Directors shall retire so that at least half the Board of Directors positions are available to be filled at each Annual General Meeting. (For illustration, where there are ten (10) Members, there shall be at least five (5) positions available to be voted on at each Annual General Meeting.) The retiring Directors are eligible to stand for re-election. The Members to retire from the Board of Directors for this purpose shall be those that have served longest on the Board of Directors. In the case of an equality of length of terms, the decision as

to who shall retire shall be made by agreement among the Directors concerned, or if necessary by drawing lots.

- 10.4 The South African High Commissioner in Singapore may be invited by the Board of Directors to act as advisers to the Board of Directors and they shall not be entitled to vote at the Board of Directors' Meetings.
- 10.5 The Board of Directors shall call for Nominations for the Board of Directors five (5) weeks before the date of the Annual General Meeting, with nominations to be received no later than three (3) weeks before the date of the Annual General Meeting. Each candidate for the Board of Directors must have consented to their nomination and be proposed and seconded by members. The Notice of Annual General Meeting shall include a resolution to elect the Board of Directors' members with a list of the members nominated along with their nominators and seconders and such other supporting information as the Board of Directors determines. In the event that insufficient nominations are received, the outgoing Board of Directors may permit the nomination and seconding of candidates to take place at the Annual General Meeting.
- 10.6 At the Annual General Meeting, each member shall be able to (but shall have no obligation to) cast as many votes for Directors as there are positions vacant on the Board of Directors. (That is, if there are seven (7) positions vacant, each member shall be able to vote for seven (7) candidates.) Should an insufficient number of Board of Directors members be elected, either the outgoing or the newly elected Board of Directors members shall have the power to co-opt additional members to fill any vacancies, subject to agreement by a simple majority of those Board of Directors members present.
- 10.7 If two (2) or more members are employed by the same business organization (or two (2) or more different legal entities under common direct or indirect control) then a maximum of two (2) of these members may be elected to the Board of Directors with only one (1) of these members able

to be considered by the Board of Directors for the position of President, Vice-President, or Chairman of the Audit Committee.

- 10.8 A Board of Directors meeting shall be held whenever considered necessary and not less than once every three (3) months, and shall be held when called by the President. Three (3) Directors shall be a quorum. If the President has given an apology for the meeting or is not present within fifteen (15) minutes of the scheduled start time of the meeting, the Vice-President shall chair the meeting and if the Vice-President is not present, the Directors present shall elect a Chairman for that meeting. All resolutions passed by the Board of Directors shall be by simple majority vote of the Directors present, and in the case of equality of votes, the chairman of the meeting shall have a casting vote. Seven (7) days' notice of Board of Directors' meetings shall be given, provided that a meeting may be called on less notice if the President deems it necessary and where all Directors are informed in writing of the proposed meeting and a majority have confirmed they can attend at the specified time.
- 10.9 The Board of Directors shall have the power to authorise the expenditure from the Chamber's funds of such sums as it may deem fit in connection with the Chamber's purposes or objectives.
- 10.10 A Board of Directors' member who is incapacitated for a substantial period or absents himself for three consecutive meetings without any satisfactory explanation to the Board of Directors shall cease to be a Board of Directors' member and the Board of Directors shall appoint a member to fill the vacancy until the next Annual General Meeting. Any changes in the Board of Directors shall be notified to the Registrar of Societies within two (2) weeks of the change.
- 10.11 The Board of Directors shall have the power to co-opt a member to fill any casual vacancy on the Board of Directors until the next Annual General Meeting. A member so appointed shall retire at the next Annual General Meeting, but shall be eligible for election.

10.12 The Board of Directors may establish committees, co-opt members to committees, and may delegate authority to committees as it deems fit.

10.13 The Board of Directors shall have the power to appoint, pay and dismiss an Executive Director and such other staff as it may deem necessary (in each case in accordance with the relevant terms of employment).

10.14 The Board of Directors may not act contrary to any decision made at General Meetings without first reverting to a General Meeting of members for approval and shall always remain subordinate to the General Meetings.

11 OFFICE-BEARERS AND COMMITTEES

11.1 The President shall:

- i) act as Chairman at all Board of Directors' meetings and General Meetings and shall be responsible for the proper conduct of business at such meetings;
- ii) jointly with the Executive Director (if any) represent the Chamber in its dealings with the Governments of South Africa and Singapore and agencies of these Governments, the media and the public. This is a shared responsibility of which the President and Executive Director (if any) shall agree on how the responsibility is to be shared; and
- iii) have a second and casting vote at General Meetings, should this be required.

11.2 The Vice-President shall, in the absence of the President, inherit the responsibilities and authorities outlined in Rule 11.1 above.

11.3 The Secretary shall:

- i) keep all records of the Chamber;
- ii) attend all meetings and ensure that minutes are kept to record the decisions of the Board of Directors and that such minutes are approved at the next Board of Directors meeting;

- iii) be responsible for keeping accurate and up to date records of members of the Chamber; and
- iv) notify the Registrar of Societies within the prescribed period of time of any changes in the office-bearers and in the rules of Chamber and any other matter prescribed by applicable law.

11.4 The Treasurer shall receive and disburse all funds of the Chamber and shall be the technical custodian of all funds of the Chamber. He shall keep an account of all monetary transactions and shall be responsible for their correctness. He shall keep all of the Chamber's money deposited in a bank to be named by the Board of Directors and shall pay out no money except upon the approval of the Board of Directors. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or Vice-President.

11.5 The Board of Directors shall appoint an Audit Committee of at least 2 Board of Directors' members, not including the Executive Director. The Audit Committee shall:

- i) meet at least twice a year to review the financial reports of the Chamber;
- ii) ensure that financial reports or statements are submitted at each Board of Directors' Meeting and that an Annual Statement of Income and Expenditure and Balance Sheet at 31st March of each year is prepared for submission to the Annual General Meeting; and
- iii) carry out other tasks assigned to it by the Board of Directors in the Audit Committee's terms of reference.

11.6 If there is no Executive Director appointed, the Board of Directors shall appoint one of its members or a staff member to carry out the duties as set out in Rule 12 below.

12 EXECUTIVE DIRECTOR

- 12.1 The Chamber may employ an Executive Director. The Executive Director shall be in charge of the preparation of an annual business plan and budget to be approved by the Board of Directors and with the implementation of the business plan within the limits set out in a statement of delegated authorities approved by the Board of Directors. The Executive Director will report to the Board of Directors through the President.
- 12.2 The Executive Director will not be a member of the Board of Directors and may not vote at Board of Directors' meetings.
- 12.3 The Executive Director may be an employee of the Chamber and his contract of employment may be terminated by a resolution of the Board of Directors in accordance with the relevant terms of employment.
- 12.4 The Executive Director shall assist the Secretary of the Chamber.
- 12.5 Should both the positions of an Executive Director and Secretary be vacant, the Board of Directors shall appoint one or more of its members or ordinary members to perform the functions of the Executive Director and Secretary.

13 COMMITTEES OF THE BOARD OF DIRECTORS

- 13.1 All committees appointed pursuant to Rule 10.12 shall periodically report their proceedings to the Board of Directors at its meetings and shall conduct their business in accordance with the direction of the Board of Directors set out in the terms of reference for the committee or decided by the Board of Directors at Board of Directors' meetings and recorded in the minutes of Board of Directors' meetings.

14 AUDIT AND FINANCIAL YEAR

14.1 The financial year of the Chamber shall be from 1st January to 31st of December, to which day the accounts of the Chamber shall be balanced.

14.2 A firm of Public Accountants and Chartered Accountants shall be appointed as Auditors at each Annual General Meeting for a term of one year and shall be eligible for reappointment.

15 TRUSTEES

15.1 If the Chamber at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

15.2 The trustees of the Chamber shall:

- a) Not be more than four (4) and not less than two (2) in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

15.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.
- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

15.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice Board of Directors in the Chamber's premises and website at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

15.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

16 VISITORS AND GUESTS

16.1 Visitors and guests may be admitted into the premises of the Chamber but they shall not be admitted into the privileges of the Chamber. All visitors and guests shall abide by the Chamber's rules and regulations.

17 PROHIBITIONS

17.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Chamber's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

17.2 The funds of the Chamber shall not be used to pay fines of members who have been convicted in court of law.

17.3 The Chamber shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

17.4 The Chamber shall not hold any lottery, whether confined to its members or not, in the name of the Chamber, or its office-bearers, its Board of Directors or members unless with the prior approval of the relevant authorities.

17.5 The Chamber shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

17.6 The Chamber shall not raise funds from the public for whatever purpose without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

18 INDEMNIFICATION

18.1 The Chamber shall indemnify and hold harmless the members of the Board of Directors, including the Executive Director, from and against any claim, cost or expense that may arise or be incurred as a result of his appointment to the Board of Directors, or any acts or omissions (including negligence) in his capacity as a member of the Board of Directors, other than as a direct result of that person's gross negligence or wilful misconduct.

19 AMENDMENTS TO CONSTITUTION

19.1 The Chamber shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be made or passed except at a General Meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

20 INTERPRETATION

20.1 In the event of any question or matter arising out of any point which is not expressly provided for in this Constitution, the Board of Directors shall be entitled to determine such question or matter in its discretion. The decision of the Board of Directors shall be final unless it is reversed at a General Meeting of members.

21 DISPUTES

21.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

22 DISSOLUTION

22.1 The Chamber shall not be dissolved, except with the consent of at least 75% of the members of the Chamber present, either in person or by proxy, at a General Meeting where notice of such resolution has been given in accordance with this Constitution.

22.2 In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chamber shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

22.3 A Certificate of Dissolution shall be given within seven (7) days of dissolution to the Registrar of Societies.

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