



CONSTITUTION OF THE GORDON'S BAY BUSINESS FORUM

1. DEFINITION

Where the context so requires, the masculine shall include the feminine, personal pronouns shall also refer to Corporate Bodies and singular shall include the plural and vice versa.

2. NAME

The name of this organization shall be **GORDON'S BAY BUSINESS FORUM** (in short called the "**Forum**")

3. OBJECTIVES

The purpose of the Forum shall be to provide business people, who own and/or operate businesses in the Gordon's Bay area inter alia, a platform to: exchange ideas; to promote and improve business in the Gordon's Bay area; to formulate policy; to consult and engage with the authorities; including local and national government (if applicable) not only to preserve, but also to improve the village atmosphere; and generally to make Gordon's Bay a more attractive place in which to live and to do business, for business people, residents and the general public.

The Forum shall be a non-profit organisation and the Constitution of The Forum shall at all times be aligned to such principles and guidelines as are contained in the Constitution of the Republic of South Africa.

4. CODE OF CONDUCT

All members shall subscribe to the Code of Conduct annexed hereto.

5. LEGAL STATUS

The Forum shall be a “body corporate” and shall have an identity and existence distinct from its members and office bearers and shall continue in existence notwithstanding changes to the composition of its members or office bearers.

The Forum shall be able to sue and be sued in its own name and shall be able to own property and other possessions.

Members or office bearers of the Forum shall have no rights to any of the property or other assets of the Forum and shall not be liable for any obligations or liabilities of the Forum.

6. MEMBERSHIP

Membership shall be open to all businesses in Gordon’s Bay, and shall consist of Ordinary Members, Associate Members or Honourary Membership.

Persons, Public Benefit Organisations and /or Non Profit Organisations who do not own and/or operate a business in Gordon’s Bay may be admitted by the Exco as Associate Members after careful consideration of the interest of Ordinary Members, if The ExCo are of the opinion that such persons will be able to contribute to the aims of the Forum.

Honourary membership may be may granted to persons by the Exco on the grounds of having served our Town or the Forum in an exemplary manner

Membership may be terminated by the Exco if the ExCo are of the opinion that a Member is undermining the policies of the Forum, breaching any provisions of the Governing Documents, or if the annual dues, if any, are not paid. The ExCo shall have the power to take such steps as it may deem fit against any Member failing to comply with or contravening the Governing Documents, and in general, take such steps against any Member whose actions or lack of action in its sole opinion are/is detrimental to the best interests of the Forum.

Any member in question shall be given 10 business days to appeal such a decision by the Exco. All decisions made by the Exco on such an appeal will be final.

The ExCo may cause the name of any Member whose membership is terminated or who is suspended to be posted on the Forum notice board.

Nothing in this Constitution shall derogate from the general duty of good faith owed by a Member (Ordinary and Associate and Honourary) to the Forum.

7. EXECUTIVE COMMITTEE (also called the Exco)

The Exco shall exist of a Chair person, vice-chair, secretary, treasurer and at least two more members, elected by the members at a general meeting and shall serve for one year, but are entitled to stand for another term or terms. Exco shall have the right to co-opt further members.

The Exco shall refer all major decisions not mandated in terms of the Constitution and Clause 7 to the members at a General Meeting. Any Exco member shall have the right to refer a matter that is not resolved to his or her satisfaction to a General Meeting or a Special General Meeting, as circumstances may require.

8. POWERS

The Exco shall manage and control the business and affairs of the Forum and shall have full powers in the management and direction of such business and affairs in order to achieve the objectives of the Forum as set out in clause 3 of the constitution.

This clause shall not derogate from the general duty of good faith owed by a an ExCo member to the Forum.

9. FINANCIAL ACCOUNTABILITY

The financial year of the Forum shall be from the 1st day of March until the last day of February of the following year.

Proper accounting records, supporting vouchers and membership records will be kept.

Banking accounts in the name of the Forum will be opened upon approval by the Exco and all transactions of the Forum will be conducted through these accounts.

The Forum's income and/or property will not be distributable to its members or office bearers, except as reasonable compensation for services rendered.

Annual financial statements will be prepared for presentation and approval at the Annual General Meeting. These statements will have to be approved by the Exco prior to presentation. An accounting officer's report will be required, but will not need to be audited, except if decided by the Exco

10. MEETINGS

The Exco shall meet at least nine times during a financial year.

The Exco shall call **General Meetings** of the members at least eight times a year, excluding the Annual General Meeting at a time and place to be determined by the Exco.

An Annual General Meeting shall be held within 90 (ninety) days of the Forum's year end, to present the Chairperson's and treasurer's report, to elect its officials, and to vote on other issues on the Agenda inter alia. Notice of this meeting with the Agenda has to be given to members at least 10 working days prior to the meeting.

A Special General Meeting may be held to approve changes to the constitution and to decide on the dissolution or winding up of the Forum or any other major issues. Such meeting shall be called by the Chairperson if requested to by or at least 5 Exco members. Or at the written request of at least 30% of the members

Notice of all meetings shall be given by email, Notice of an Annual General Meeting and Special General Meetings with an Agenda attached, shall be given by email at least 10 working days before the meeting is to take place.

Proper minutes shall be kept of all meetings.

11. QUORUM

The quorum for Exco meetings shall be 51% of ExCo members.

The quorum for General meetings, Annual General Meetings and Special General Meeting shall be 20% of paid-up Ordinary Members.

12. DUES

Annual dues, if any, shall from time to time be determined by the Exco.

13. DISCLOSURE OF INTERESTS

Each Exco member holding office in the Forum, or members of any organising committee in respect of any event under the auspices of the forum, shall disclose to the Exco any interest (whether direct or indirect) that he/she may have in any contract or business being considered by the Forum, which interest shall be minuted, and he/she shall refrain from voting upon such contract or business. A person may make a general declaration that he/she is a member of a particular organisation, so to be regarded as interested in any transaction involving that organisation.

If there is a possibility that the business being considered by the forum could foreseeably include intellectual property rights in respect of which a profit share could be earned, such share shall be agreed upon in writing and minuted by the Exco prior to approving any such business/share.

14. INDEMNITY

All ExCo Members shall be indemnified out of the funds of the Forum against any liabilities *bona fide* incurred by them in their capabilities as such, whether defending any proceedings, civil. Criminal or otherwise, in which relief is granted to any such perso/s by the Court.

15. DISSOLUTION / WINDING UP

The Forum may close down if at least 2/3 of the members present at a Special General Meeting convened for this purpose, so decide.

If the Forum is dissolved or wound up, any assets, after liabilities have been met, must be transferred to another non-profit organisation with similar objective as decided at the Special General Meeting held for this purpose.

Approved on this day of MAY 2019

Chairperson:

A stylized, handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

Vice – chair:

A handwritten signature in black ink, featuring a series of sharp, angular strokes and a long diagonal line extending from the top left.



CODE OF CONDUCT

As members of the Gordon's Bay Business Forum we commit ourselves to the following:

1. We will strive to deliver efficient services
2. We will endeavour to improve Gordon's Bay and its image
3. We will be honest and ethical in all our dealings with others, which we will conduct with integrity
4. We will not take part in any corruption or bribery
5. We subscribe to Constitution of the Gordon's Bay Business Forum and in particular, will promote its objectives