

The Exporters Club of South Africa

Eastern Cape

1. Name of Club

The name of the Club is “The Exporters Club of South Africa, Eastern Cape”.

2. Objectives

The Club is formed as a non profit making organization to fulfill all the usual objectives of a Business Club for persons involved in exporting either directly or indirectly or for persons with an interest in exporting, and to do all such undertakings, as may be necessary for or incidental to the attainment of such objectives, and more specifically: -

- a) Provide for the exchange of ideas, information and experience amongst members.
- b) To liaise closely with other export orientated Clubs and bodies both nationally and internationally.
- c) To apply all its funds to carry out undertakings as may be necessary for or incidental to promoting the objectives of the Club.

3. Classes of Members

Members (Companies or partnerships or individuals) shall have one vote per member. Honorary members will have no voting rights.

The Club shall consist of the following classes of members: -

	Platinum	Gold	Silver	Bronze
Receive emails	Y	Y	Y	Y
No of attendees at functions for no charge	6	4	2	0
Enter Exporter of the Year	Y	Y	Y	Y
Receive export related emails	Y	Y	Y	Y

4. Rights of Membership

Membership of the Club does not and shall not give to any member of any class the right, title, interest, claim or demand in or to any of the monies, property or assets of the Club, but only confers upon such member the right and privileges of entering in and upon the grounds and erections of the Club, and of using same in acceptance with the use to which the same are devoted by the Committee of the Club, and subject to such restrictions and

charges as the committee sees from time to time to impose, and subject to the rules and by-laws of the Club from time to time in force.

5. Liberties of Members

In the event of the Club being wound up, there shall be no liability incurred by any member other than in respect of this or her unpaid subscription and any money he or she may be owing to the Club.

6. Election of Members

- a) Each candidate for membership shall complete and sign an official application form requesting membership of the Club.
- b) The committee shall consider all proposals for membership and the committee has the power to accept or reject a proposal without assigning cause. The committee may should they deem it necessary call for additional information about a candidate for membership from any source before accepting to rejecting a proposal.
- c) Before the committee shall consider a candidate for full membership, they shall receive payment for annual subscriptions that will fall due on acceptance of the candidate for membership together with the completed proposal form. In the event of an application form for membership not being accepted by the committee, the payment received from the prospective member shall be returned.
- d) Honorary Members - The committee shall have the power to invite distinguished or eminent personages to become honorary members of the Club, for period as the committee may determine, without payments of subscription. No such honorary member shall have any vote to any meeting of the Club, but shall otherwise enjoy and may be entitled to the same privileges as those enjoyed by other members of the Club.

7. Members Bound By Rules

The payment by or on behalf of a member of his or her subscription shall be an acknowledgment on the part of such member that he or she is bound by the rules of the Club, and all by-laws that have been or may thereafter be made by the committee, and that he or she accepts the ruling of the committee in all cases, and no person shall be absolved from the effects of the ruling and by-laws on the plea of not having received a copy of them or any or them.

8. Subscriptions

The amount of subscriptions payable by members shall be determined by the Committee and ratified at the next General Meeting. The current annual subscription payable as so determined from time to time shall be recorded in the annual brochure.

9. Payment of Subscriptions

Annual subscription shall be invoiced after the annual subscriptions have been agreed at the annual general meeting. Membership will lapse in the event that annual dues have not been paid within sixty (60) days of the invoice date.

The committee may however reinstate any person who may have ceased to be a member in terms of the provision of this rule upon payment of all his or her arrears of subscription to the Club.

New members joining the Club less than three months before the end of the Club membership year (i.e. 30th June), will not be liable for membership fees in the following year.

Nothing elsewhere contained in these rules shall restrict the Club's right to adopt such measures, as the committee may deem advisable for the recovery of any overdue subscriptions.

10 Resignation

Any member wishing to resign from the Club shall give notice in writing to the Secretary of his or her intention to do so prior to the 1st July failing which he or she shall be liable for the suscription for the ensuing year.

11. Committee

- a) The committee of the Club shall consist of a minimum of five and a maximum of fifteen members including the Chairman/person, Vice Chairperson, Secretary and Treasurer.
- b) Committee members will stand on the committee for a period of two years. The retiring members shall be eligible for re-election if nominated and willing to stand
- c) At least thirty (30) days before the Annual General Meetings, the Club Secretary shall send a notice to all Club members notifying them who the members of the committee are, who are retiring and calling for nominations of candidates for membership of the vacant seats on the committee. The nominations shall be in writing, signed by two members of the Club and shall include acceptance in writing signed by each person nominated. The nominations are to be emailed/delivered to the secretary at least a week prior to the AGM.
- d) In the event of there being more nominations for membership of the committee than vacancies, the master of ceremonies shall facilitate the voting at the AGM and issue each member with a voting slip giving the names of the people nominated and the number for whom votes must be cast.
- e) In the event of there being insufficient nominations for membership of the committee than vacancies, the new committee shall have the right to co-opt the requisite number of members to bring the committee up to the required minimum number.

12. Powers of Committee

The entire management and control of the club shall be vested in the committee and the committee shall have full power and authority to do anything which could or might be done by the Club, except as otherwise specially provided in these rules, and without in any way limiting such powers and authorities, the committee shall have the following special powers.

- a) To make, vary and repeal by-laws carrying out the provisions in these Rules, for the management of the affairs and the use of the premises of the Club by its members, generally for all matters connected with the Club, provided that such by-laws do not conflict with the rules of the Club.
- b) To acquire any movable or immovable property of the Club calculated to benefit the Club and to advance its objectives.
- c) To secure the fulfillments to any contracts or engagements entered into by the committee by mortgage or charge of all or any part of the property of the Club or in such other manner under such conditions as it may think fit.
- d) To sell, lease alienate or otherwise dispose of any part or parts of the movable or immovable property of the Club as it may think most beneficial to the Club, and to apply the consideration arising there from as it may think most advantageous to the Club but the committee shall not have the power to dispose of the major portion of the movable and immovable property of the Club unless such sale is ratified and confirmed by a resolution passed by a majority of not less than two thirds of the votes of the members present at a Special General Meeting of the Club called for that purpose.
- e) To appoint and at its discretion remove or suspend such attorneys, agents, secretaries, officers, clerks and servants for permanent, temporary or special services, as it may think fit and to invest them with such powers as it may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances and to such amounts as it may think fit.
- f) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Club or its officers or otherwise, concerning the affairs of the Club, and also to compound and allow time for payment or satisfaction of any debts due to the Club, and of any claims or demands by the Club.
- g) To refer any claim or demand by or against the Club to arbitrations and to perform, or refuse to perform the award.
- h) To make and give receipts, releases and other discharges for monies payable to the Club, and for the claims and demands of the Club, and except where otherwise provided in these rules, such receipts shall be signed by the Treasurer or some person lawfully acting in place of such Treasurer.

- i) To open one or more banking account in the name of the Club and to operate on and overdraw the same; and to draw, accept, endorse, and make execute bill of exchange cheques and other negotiable instruments shall be signed by an authorized committee member and counter signed by the Treasurer or some person lawfully acting in the place of such Treasurer.
- j) To invest and deal with any monies of the Club not immediately required for the purpose of the Club upon such securities and on terms as it may think fit, and from time to time to vary or realise such investments.
- k) To borrow or raise money in such a manner as it may think fit in particular by the issue of debentures or debenture stock, upon such terms and conditions as it may think fit, and as security for any monies as so borrowed or raised to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Club, present or future, upon such terms and conditions as it may think fit.
- l) To negotiate, stipulate for, grant and arrange reciprocity between the Club and any other Club or association.
- m) To delegate to any sub-committee or sub-committees all or any of the authorities of these presents conferred on the committee, any such sub-committee to have such powers as may be conferred on it at the time of its appointment or thereafter, by the committee, and to be subject in all respects to such Rule, By-laws or instructions as may from time to time be framed or given by the committee.
- n) To negotiate with and apply for affiliation or association with any controlling body of export clubs that may be formed nationally or internationally.
- o) To appoint an Auditor or Auditors and to fix their remuneration

13. Committee Quorum

At a meeting of the committee two-thirds members shall be a quorum.

14. Expulsion of Members

The committee shall have the power to expel any member who shall offend against the rule of the Club or whose conduct shall in the opinion of the committee render him or her unfit for membership of the Club. Before any such members are expelled, the secretary shall give him or her seven (7) days written notice to attend a meeting of the committee and shall inform him or her of the complaints made against them. No member shall be expelled without first having had an opportunity of appearing before the committee and answering complaints.

15. Annual General Meeting

A General meeting of the members shall be held within two (2) months of the end of each financial year. The business conducted at the AGM shall be: -

- a) To receive and consider a report of the financial affairs of the Club.

- b) To elect committee members for the ensuing year. The chairman, vice chairman, treasurer and secretary to be elected by the committee at the first committee meeting following the AGM.
- c) Notice of any resolution to be proposed at the AGM meeting other than the ordinary business of the meeting must be signed by at least two members and lodged with the secretary at least thirty (30) days before the date fixed for the said meeting.

16. Special General Meeting

The quorum of a General Meeting shall not be less than a third of the members of the club eligible to vote at General Meetings, provided that should no quorum be present within 15 minutes of the time fixed for the meeting the meeting shall in the case of an AGM or a Special General Meeting called by the committee, be adjourned to the same day and hour in the following week, and at such adjourned meeting the members present shall be deemed to be a quorum for the transaction of all business of the meeting. In the case of a Special General Meeting called by a requisition of members, if no quorum were present within 15 minutes of the time fixed for the meeting, it shall be finally dissolved.

17. Chairperson and Procedure

In the absence of the Chairperson, the Chair at all the general meetings shall be the Vice Chairperson or failing both the Chairperson and Vice Chairperson, the members present shall elect one of the Committee present at the meeting to be Chairperson of the meeting; voting in the first instance, by a show of hands, the Chairperson having a second or casting vote in case of an equality of votes and unless a poll be demanded by at least ten members, the declaration by the Chairperson of the result of the voting shall be conclusive. If a poll were demanded as aforesaid it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting. A demand for a poll shall be deemed to be the resolution of the meeting. A demand for a poll may be withdrawn.

In a vote every member present in person eligible to vote, shall have one vote.

The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting other than the business left unfinished at the meeting from which the adjournment took place.

18. Voting at the General Meetings, Annual General Meetings and Special General Meetings.

Individual members present in person are eligible to one vote each. Corporate members are to nominate their representative and will have one vote.

Proxy: - members may vote per proxy and these are to be lodged with the secretary a week prior to the start of the meeting.

19. Alterations to the Constitution

No alteration to the constitution of the club shall be made except at an Annual General Meeting or Special General Meeting. Thirty (30) days notice must be given to the secretary in writing, setting forth in full each proposed alteration. No alteration or additions to the constitution shall be effected unless carried by at least two-thirds of the total votes cast at a meeting.

20. Financial Year

The financial year of the Club shall be from the 1st July to the 30th June.

21. Accounts

True accounts shall be kept by the Treasurer of the sums of money received and expended by the club, and the matter in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Club, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the inspection the members.

22. Dissolution

If upon winding up or dissection of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members assembled at a Special General Meeting and are to be donated to a similar business cause as decide by the members present at this last Special General Meeting.

23. Interpretation of Rules

In case of doubt as to the meaning of interpretation of these rules, the committee shall be the final arbiter and its decision shall be binding upon the members, and should any question arise which is not provide for by these rules, the committee shall have power to determine the same.

24. Effective date and Approval of the amendments to the Constitution

Approved at the Special General Meeting held on 8 November 2010.