

20 August 2022

# CONSTITUTION

of

# BUSINESS IRELAND SOUTH AFRICA

## 1 NAME

- 1.1 The name of the association is Business Ireland South Africa hereinafter referred to as BISA or the Association.
- 1.2 BISA is a voluntary association established with the assistance and support of the Embassy of Ireland, Pretoria, for the purpose of promoting and assisting business interests and relationships between South Africa and Ireland.

## 2 OBJECTIVES

The objectives ("Objectives") of BISA are, as a non-profit association, to:

- 2.1 facilitate presentations, discussions, seminars and other business networking activities for the benefit of its members and their guests;
- 2.2 collect and disseminate information to its members which will assist them in becoming familiar with market conditions and regulations;
- 2.3 assist those considering business opportunities in South Africa and / or Ireland and to act as a focal point for new entrants to these markets;
- 2.4 assist its members by promoting measures which benefit and protect their business interests and by expressing its opinion on issues concerning those interests, where appropriate; and
- 2.5 develop and maintain mutually beneficial relationships with other South African and Irish organisations.

## 3 LEGAL STATUS

- 3.1 BISA is a body corporate and a voluntary not for profit association with its own legal identity which is separate from that of its Committee and members. BISA shall continue to exist notwithstanding a change in the composition of its membership and it may collect and distribute funds, enter into contracts and sue, and be sued, in its own name.
- 3.2 The income and property of BISA will be used to promote its Objectives and will not be distributed to its members or Committee members, except as reasonable payment for any expense justifiably incurred on behalf of the Association with the approval of the Committee. The members and Committee members, including in their personal capacity, shall not have any rights, title or interest in the property, funds or assets of the Association, which shall vest in and be controlled by the Committee. The Committee shall have such vesting rights and control, not for profit, but for the sole benefit of the Association.

## 4 POWERS

The duly elected Committee of BISA, in furtherance of the Objectives as set out in clause 2 above, shall have the power to:

- 4.1 purchase, take on lease or exchange, hire and otherwise acquire and sell or dispose of movable and immovable property and any rights and privileges, subject to such consents as may be required by law;
- 4.2 publish books, pamphlets, reports, leaflets, films, videos and instructional matter within the bounds of copyright law pertaining thereto;
- 4.3 establish and assist in establishing branches of the Association where deemed appropriate;
- 4.4 raise funds, receive donations, sponsorship fees, subscriptions and endowments and legacies from persons desiring to promote the Objectives and to hold funds as funds or in trust for nominated projects;
- 4.5 open bank accounts and incur such expenditure as deemed necessary by the Committee; and
- 4.6 perform all such additional and lawful acts as may be deemed necessary for the attainment of the Objectives.

## 5 MEMBERSHIP

- 5.1 Individuals and corporate entities who support the BISA Objectives may apply for membership.
- 5.2 Membership subscription fees and the rules and privileges associated with the different tiers of membership shall be determined by the Committee.
- 5.3 Honorary membership may be awarded by the Committee to individuals and corporate entities whom it deems fit for such privilege and for such time and under such conditions as it may from time to time consider appropriate.
- 5.4 Membership of any member may be terminated by the Committee:
  - a) if there is any amount owing by the member to BISA after the elapse of the time specified by the Committee for the payment of such amount;
  - b) if in the opinion of the Committee, the member has acted in a manner prejudicial to the interests or Objectives of BISA or has acted in such a manner as to bring BISA into disrepute, provided that the member concerned shall have the right to be heard by the Committee before such a determination is made.

## 6 THE COMMITTEE

- 6.1 The affairs and activities of BISA shall be administered, managed, controlled and coordinated by a Committee ("Committee"), acting in accordance with the policies of BISA and in furtherance of its Objectives.

- 6.2 The Committee shall be composed of not less than 8 (eight) members and no more than 15 (fifteen) members. Subject to this proviso, the Committee may, at its discretion, co-opt new Committee members and accept resignations from time to time, for which reasonable notice should be given.
- 6.3 Members of BISA are eligible to be members of the Committee. Individuals and nominated representatives of corporates, who are not members of BISA may be co-opted or invited by the Committee to serve, by virtue of their special expertise, experience or knowledge, as Committee members; however, they shall not have voting rights.
- 6.4 Subject to clause 6, the election of the members of the Committee shall take place at the AGM of BISA. Nominations for new Committee members to serve on the Committee shall be forwarded in writing to the Secretary, by a BISA member, at least 5 (five) calendar days before the AGM takes place. The nomination must include evidence of acceptance by the candidate. A BISA member cannot nominate more than 1 (one) candidate. In exceptional circumstances the Chairman may rule that nominations may be taken from the floor at the AGM. Should the number of Committee member nominations received, in addition to the number of Committee members available for re-election in terms of clause 6, including those Committee members co-opted in terms of clauses 6.2 and 6.3 who are available for continued service, exceed the maximum number of Committee members in clause 6.2, the AGM shall vote to fill the available Committee positions.
- 6.5 The duly elected Committee shall elect from their number a Chairperson, Deputy Chairperson, Secretary and Treasurer, provided always that the Chairperson and Deputy Chairperson will be Committee members based in Cape Town and Johannesburg, respectively and the positions should alternate every 2 (two) years between Committee members based in these two regions. In the absence, incapacity or inability of any of these appointees to perform his/her duties, the Committee may elect any other member of the Committee to assume such duties in his/her absence.
- 6.6 The Committee shall determine its own procedures in regard to the convening or conduct of meetings or proceedings.
- 6.7 The number and frequency of Committee meetings shall be determined by the Committee but shall not be less than 4 (four) meetings per year.
- 6.8 At Committee meetings, matters shall be decided by a simple majority of members present and voting. Each Committee member shall be entitled to 1 (one) vote. In the case of an equality of votes, the Chairman shall have the casting vote.
- 6.9 A quorum for the purpose of deciding Committee business shall consist of not less than 5 (five) Committee members present and voting, and providing that there is at least 1 (one) member present from each of Cape Town and Johannesburg.
- 6.10 The Committee may appoint sub-committees at any time to which it may delegate powers to act in specifically agreed circumstances and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any requirements or limitations that may be imposed on it by the Committee.
- 6.11 The Secretary will ensure that minutes are maintained of the deliberations of the Committee meetings.
- 6.12 No Committee member shall serve in the same position as Chairman or Deputy Chairman, for a continuous period of more than 2 (two) years.
- 6.13 No Committee member shall serve in the same position as Secretary or Treasurer for a continuous period of more than 6 (six) years.

- 6.14 The rights pertaining to the Cape Town and Johannesburg regions in this clause 6 shall remain until such time as they cease to have the highest concentration of members.

## 7 ANNUAL AND SPECIAL GENERAL MEETINGS

- 7.1 The Annual General Meeting (“AGM”) shall be held within 6 (six) months of the financial year end.
- 7.2 At least 14 (fourteen) days’ notice of such AGM shall be given in writing to all members and a quorum at the AGM shall consist of not less than 10 (ten) members present in person or by proxy.
- 7.3 The following business shall be conducted at the AGM:
- 7.3.1 the receipt and approval of the Chairman’s report;
  - 7.3.2 the receipt and approval of the Annual Financial Report (AFR);
  - 7.3.3 the election of the members of the Committee;
  - 7.3.4 the consideration of proposals for alterations to the Constitution;
  - 7.3.5 the consideration of any other business on the published agenda or which is raised at the AGM.
- 7.4 A Special General Meeting (SGM) may be convened at any time by a resolution of the Committee duly recorded or upon a request signed by one third of the membership stating the purpose of the meeting. The Secretary, having certified that the SGM has been properly called, shall give members whose details are on record with BISA, not less than 14 (fourteen) days written notice in advance of the proposed date of the SGM. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting. A quorum for such a meeting shall consist of not less than 15 (fifteen) members who must be present and voting.
- 7.5 The AGM or SGM will be chaired by the Chairperson or in his/her absence by the Deputy Chairperson, or in both their absences, by a chairperson elected by the members present.
- 7.6 The Secretary will ensure that minutes are maintained of the deliberations of the AGMs and SGMs.
- 7.7 Should any AGM or SGM have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven days thereafter. The notice reflecting such adjournment shall be given to all members and in the manner provided for in this Constitution. At such reconvened AGM or SGM the members present shall constitute a quorum.

## 8 FINANCE

- 8.1 The income and property of BISA shall be applied to further the Objectives as outlined in clause 2 above.
- 8.2 Reasonable and proven out of pocket expenses incurred specifically in connection with the Objectives, shall be refunded to the individuals or corporates incurring such

expenses and all costs, charges and expenses incidental to the management of BISA shall be defrayed out of the funds of BISA.

- 8.3 A bank account will be opened and managed in the name of Business Ireland South Africa. All financial transactions should be undertaken by or under the direction of the BISA Treasurer in the manner authorised by the Committee from time to time.
- 8.4 BISA shall have the power to collect and accept donations or bequests and to issue appeals for donations and bequests and/or to generate income in any other reasonable manner or otherwise raise funds on behalf of BISA. Any funds thus raised and received shall be retained by BISA and used at the discretion of the Committee for the furtherance of the Objectives.
- 8.5 The Committee may appoint employees of BISA on such terms and conditions as may from time to time be approved by the Committee.
- 8.6 A Committee member shall not be liable for any loss incurred as a result of any act or omission by him/her provided that any such act or omission was made in good faith and not as a consequence of fraudulent, negligent or wilful wrongdoing.
- 8.7 The Treasurer shall, on behalf of the Committee, keep accounts of all monies received and expended by or on behalf of BISA in compliance with current generally accepted accounting practices and in accordance with the directives of the Committee.
- 8.8 The financial year of BISA shall end on the 30 June of each year. The Treasurer shall prepare and publish an Annual Financial Report (AFR) for presentation to and approval by the members at the AGM.
- 8.9 The AFR shall be prepared by the Treasurer on behalf of the Committee and will fairly reflect the financial affairs of BISA.

## 9 GENERAL

- 9.1 All matters not dealt with or provided for in the Constitution and not involving an amendment to this Constitution shall be dealt with by the Committee.
- 9.2 The Committee shall from time to time determine the address constituting *domicilium citandi et executandi* of BISA.

## 10 ALTERATIONS TO THE CONSTITUTION

- 10.1 The provisions of the Constitution may be amended with the consent of not less than two thirds of the members attending and voting at a meeting properly convened in terms of clause 7 above.
- 10.2 If any amendment of clause 2 is sought, the Secretary must request the Committee to consider the amendment. If the Committee recommends a change to clause 2, such proposed change must be put to the members prior to a final vote in terms of clause 10.1

## 11 DISSOLUTION

BISA may at any time be dissolved by a resolution passed by three quarters of the members attending and voting at an AGM or SGM of BISA, pursuant to at least 21 (twenty one) days' notice to the members of the intention to table such a resolution. If such a resolution is approved, the assets and property of BISA will be disposed of by the Committee to an association or associations with similar objectives.

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