

CONSTITUTION OF CHAMBER OF MINES OF SOUTH AFRICA

Name

1. The name of the Organisation shall be CHAMBER OF MINES OF SOUTH AFRICA (hereinafter referred to as the "Chamber").

Status

2. The Chamber shall be a body corporate with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name and shall be an association not for gain.

Objects and powers

3. The objects and powers of the Chamber shall be:
 - a. to advance, promote and protect the mining and other interests of its members; to consider, discuss and make recommendations on matters connected therewith or incidental thereto; to collect, circulate and publish information, and to investigate and conduct research into matters concerning its members, their interests or activities; to represent its members and to act on their behalf or as their agent in matters affecting their common interests; and to assist technically, financially or otherwise in the prosecution or defence of actions involving questions the decision whereof is likely to affect the common interests of its members;
 - b. to regulate relations between its members and their employees; to represent its members and act on their behalf in matters connected with the regulation of such relations; to negotiate and conclude, on behalf of its members, agreements with any or all of their employees, or with any association, associations, trade union or trade unions representing any or all of such employees, relating to wages or other conditions of employment; to represent its members and act on their behalf in industrial disputes in which they or any of them are concerned and in all matters arising under or in connection with industrial legislation affecting them;
 - c. to petition or make representations or submit evidence to the President, Parliament, any Premier of a Province, any Provincial Legislature, any Municipality, any other legislative or administrative body or any commission on matters concerning its members, their interests or activities and to promote or oppose legislative measures affecting them;
 - d. to form, or participate in the formation of, and to support, or grant subsidies to associations, institutions, companies, committees and other organizations or bodies associated or connected with the mining industry or calculated to benefit the industry, gratuity funds, provident and pension funds, and medical aid and sick benefit funds for the benefit, wholly or partly, of persons employed in the mining industry; to provide scholarships and endowments; to provide facilities for the training in first aid, rescue operations and safety, of persons employed in the mining industry; to establish and maintain a mining exhibit or exhibits at any exhibition or public show; to subscribe money for charitable or benevolent objects, for exhibitions or for public, general or useful objects; and to guarantee the

- payment of the liabilities or the fulfilment of the contracts or undertakings of any person, company, association or institution;
- e. to examine and report upon applications for patents or other monopolies which affect or may affect the interests of its members; to promote or oppose such applications and to acquire, hold and dispose of any patents or other monopolies for the purposes of the Chamber;
 - f. to establish, or participate in the establishment of pension, gratuity, medical aid or sick funds for the benefit, wholly or partly of the Chamber's employees and to contribute to any such fund;
 - g. to acquire and hold, to improve, sell, lend, let, hire, mortgage, donate, dispose of or deal in any other way with any property, movable or immovable, for the purposes of the Chamber;
 - h. to invest or lend any moneys of the Chamber with or without security and on such terms and conditions as may be decided from time to time and to realize or vary any such investment or loan;
 - i. to borrow or raise moneys for the purposes of the Chamber, whether by means of debenture bonds, mortgages or otherwise howsoever and to pledge as security for the repayment of such moneys all or any of the property or assets of the Chamber;
 - j. to open and operate a banking account and to make, draw, accept, endorse, discount, execute, issue or otherwise dispose of bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities;
 - k. to employ or appoint and remunerate attorneys, advisers, agents and other persons for the purposes of the Chamber;
 - l. to establish and maintain a library and museum embracing collections of books and articles of interest to its members;
 - m. to act as secretaries or managers of associations, institutions, funds, companies, committees and other organizations or bodies associated or connected with the mining industry and to charge fees for so acting; and
 - n. generally to do all such other things as are necessary, conducive or incidental to the attainment of the above objects.

Membership

4. The following may be admitted as ordinary members of the Chamber:
 - a. any company registered in South Africa in accordance with the prevailing South African legislation and engaged in the Republic of South Africa in the business of mining;
 - b. any company registered in South Africa in accordance with the prevailing South African legislation and engaged in the Republic of South Africa in the business of promoting or financing mining ventures or in the business of providing administrative, secretarial, technical or other services to companies engaged in the business of mining;
 - c. any company registered in South Africa in accordance with the prevailing South African legislation and engaged in the Republic of South Africa in the business of extracting any mineral (as defined in the prevailing South African legislation regulating the extraction of minerals) from any tailings, slimes, waste rock or other residues produced in the course of mining if such company is provided with

- administrative, secretarial, technical or other services by a member of the Chamber; and
- d. any association whose members include a significant number of companies contemplated in paragraph (a), (b) or (c) of this Article 4.

For the purposes of this Article "mining" means the operation of any mine as defined in the prevailing South African legislation regulating the extraction of minerals.

5. Any company desirous of becoming an ordinary member of the Chamber shall lodge with the Chief Executive a written application to the Council for admission as such; and, for the purposes of the application, the company concerned shall provide the Council with the company's full name or names and registered address and such further information as the Council may require. The application shall be considered at the next ordinary meeting of the Council or, if the President so directs, at a special meeting of the Council convened for the purpose and the Council shall then decide whether or not the applicant shall be admitted and the terms and conditions upon which it shall be admitted which shall not be subject to review in terms of this Article; provided that such an application, if received less than fourteen days before the next ordinary meeting of the Council, shall be considered at that meeting, or at the meeting following, as the President may direct.

After the meeting of the Council at which such an application is considered, the applicant shall be notified, in writing, by the Chief Executive whether or not the applicant has been admitted and of the terms and conditions imposed by the Council. If within thirty days of the date of a notification from the Chief Executive that an application for admission as an ordinary member has been refused, the applicant lodges with the Chief Executive a request, in writing, that the Council's decision be reviewed by the Chamber, in general meeting, the application shall be considered at the next annual general meeting of the Chamber, or if the Council so decides, at a special general meeting of the Chamber convened for the purpose; and if the meeting then decides to admit the applicant by a two-thirds majority of the representatives present and entitled to vote, the applicant shall be admitted to ordinary membership, but not otherwise.

6. Any person may be elected by the Council, on such terms and conditions as the Council may decide, as an honorary member of the Chamber.
7. The liability of ordinary members shall be limited to the amount, if any, payable by way of subscription or otherwise to the Chamber by such members. Any such liability may be waived in whole or in part by resolution of the Council on behalf of the Chamber.
8. The Council may establish two or more classes of ordinary members according to the nature or extent of the business carried on by members of the Chamber or according to any other criterion as may be determined by the Council and in such event the Council shall allocate every ordinary member to one or more of such classes. In making such allocation the Council shall be guided, but not bound, by the member's principal business or businesses. The Council may at any time re-allocate an ordinary member to any class or classes.

Appointment of representatives

9. Within fourteen days of admission to membership of the Chamber, each ordinary member shall appoint a representative, by notice, in writing, lodged with the Chief Executive. Such notice shall contain the full names, occupation and address of the representative concerned.
10. An ordinary member may, at any time, appoint an alternate representative, by notice, in writing, lodged with the Chief Executive. Such notice shall contain the full names, occupation and address of the alternate representative concerned.
11. An ordinary member may withdraw the appointment of a representative or alternate representative, by notice in writing, lodged with the Chief Executive and, in the case of the withdrawal of the appointment of an alternate representative, may then or at any time thereafter appoint, in the manner prescribed by Article 10, another in such alternate representative's place. If the appointment of a representative is so withdrawn or if a representative ceases for any other reason, to be such, the ordinary member concerned shall appoint, within fourteen days thereafter and in the manner prescribed by Article 8, another in such representative's place.
12. The representative or alternate representative of an ordinary member shall cease to be such:
 - a. if such representative or alternate representative resigns;
 - b. if the member who appointed such representative or alternate representative withdraws the relevant appointment; or
 - c. if the member who appointed such representative or alternate representative ceases to be a member.

General provisions applicable to members

13. Six months' notice in writing (or such lesser period of notice as may be allowed by resolution of the Council) shall be given to the Chief Executive of any ordinary member's intention to withdraw from the Chamber. Upon expiry of the financial year of the Chamber in which the period of such notice expires, the member concerned shall cease to be a member.
14. Any ordinary member who ceases to be eligible, in terms of Article 4, for ordinary membership, shall withdraw from the Chamber within three months of ceasing to be eligible for membership. One month's notice, in writing, shall be given to the Chief Executive of such member's intention so to withdraw from the Chamber, and, upon the expiry of the notice, the member concerned shall cease to be a member. Any member who, having ceased to be eligible for ordinary membership, does not so withdraw from the Chamber may be excluded from the Chamber by resolution of the Council and shall thereupon cease to be a member.
15. Any member who, having been given notice, in writing, by the Chief Executive of the amount of any subscription due by such member and of the date on which such subscription is payable, fails to pay the amount concerned within six months of that date, may be excluded from the Chamber by resolution of the Council and shall thereupon cease to be a member; provided that the provisions of this Article shall not apply to any ordinary member who has failed to pay the amount of any such

subscription by reason of the fact that a request, lodged in terms of Article 72, that the basis on which such subscription has been calculated or the amount of such subscription, be reviewed, has not yet been considered and disposed of by the Chamber in general meeting.

16. Any member who has been placed in liquidation or is under judicial management, may be excluded from the Chamber by resolution of the Council and shall thereupon cease to be a member.
17. Any member who has infringed the provisions of these Articles or of any by-laws passed in terms of Article 32, or being, in the opinion of the Council, guilty of any practice or proceeding likely to bring discredit upon the Chamber, may be excluded from the Chamber by resolution of the Council.
18. Any member who has been excluded from the Chamber by resolution of the Council, in terms of Articles 14, 15, 16 or 17, shall be notified immediately by the Chief Executive, in writing, of the Council's decision and the ground, with such particularity as the Chairperson shall decide, on which such member has been excluded.
19. If a member who has been excluded from the Chamber by resolution of the Council, in terms of Article 17 lodges, with the Chief Executive, within fourteen days of the date of the notification referred to in Article 18, a request, in writing, that the decision of the Council be reviewed by the Chamber, in general meeting, the matter shall be considered at the next annual general meeting of the Chamber or, if the Council so decides, at a special general meeting of the Chamber convened for the purpose; and the member concerned shall not be excluded from the Chamber if the meeting then decides accordingly by a majority of not less than two-thirds of the representatives present and entitled to vote. Unless it is so decided that the member concerned shall not be excluded from the Chamber, such member shall cease to be a member at the conclusion of the meeting. If such a written request that the Council's decision to exclude a member, in terms of Article 17, be so reviewed, is not received by the Chief Executive within fourteen days of the date of the notification referred to in Article 18, the member concerned shall thereupon cease to be a member.
20. Cessation of membership in terms of these Articles shall not release the member concerned from liability for any subscription or other amount due by the member to the Chamber or from any other obligation to the Chamber.

Register of members

21. There shall be kept a register of members in which there shall be recorded:
 - a. the full name or names and the address of each member and a statement whether the member is an ordinary member or an honorary member;
 - b. the full names of the representative and alternate representative, if any, of each ordinary member; and
 - c. the date on which each member is admitted to membership of the Chamber, the class or classes to which each ordinary member has been allocated or re-allocated in terms of Article 8 together with the date of such allocation or re-allocation, and the date on which any member ceases to be a member and the reason therefor.

Constitution and powers of the Council

22. There shall be a Council of the Chamber which shall consist of such number of persons as may be determined from time to time at a general meeting of the Chamber.
23. The members of the Council shall be elected at each annual general meeting of the Chamber by the representatives of ordinary members present and entitled to vote. Each member of the Council shall hold office until the next annual general meeting after such member's election when such member shall retire but be eligible for re-election. Each candidate for election to the Council other than a retiring member shall be nominated by the representative of an ordinary member and such nomination shall be lodged with the Chief Executive at least fourteen days prior to the date on which the election is to take place. The representatives of ordinary members shall be the only persons eligible for election to the Council. Notwithstanding anything to the contrary contained in this Article, the Chief Executive appointed in terms of Article 70 shall ex officio be a member of the Council. Article 29 shall not apply to such ex officio membership.
24. The President shall be the Chairperson of the Council and shall take the chair at all meetings of the Council. If the President is not present at any such meeting the members present shall elect one of their number to be Chairperson of that meeting.
25. Any member of the Council shall have the power at any time to appoint, by notice in writing to the Chief Executive, any person to act as alternate member in such member's place at any meeting of the Council at which such member shall not be present and to act on such member's behalf for the purpose of signing any resolution contemplated in Article 31. Any alternate member so appointed shall, whilst so acting in the place of a member of the Council, hold office as a member of the Council. The appointment of any alternate member by the President shall not entitle the person so appointed to act as Chairperson at any meeting of the Council and the Chairperson of such meeting shall be elected in accordance with Article 24. If a member who appointed an alternate member ceases to be a member of the Council or gives notice in writing to the Chief Executive of the withdrawal of the appointment of such alternate member, the appointment of such alternate member shall cease.
26. Half of the number of members of the Council from time to time (and if half the number equals a fraction, it must be rounded up to the next round number) plus one, or such other number of members of the Council as may be determined from time to time at a general meeting of the Chamber shall form a quorum at any meeting of the Council.
27. The Council shall meet as soon as practicable after each annual general meeting of the Chamber and thereafter shall meet at least once every three months on such dates and at such times as may be determined by the Council. At least three days' notice in writing of each meeting of the Council or such shorter period of notice as the President or the Council itself may decide shall be given to members thereof by the Chief Executive provided that such shorter period of notice, if given, shall not be

less than is reasonably necessary to permit the members to attend the meeting concerned.

The President may convene a meeting of the Council at any time and the Chief Executive shall convene a meeting of the Council if requested in writing to do so by at least five members thereof. The Council may act notwithstanding any vacancy or vacancies in its number, but if and so long as the number of continuing members of the Council is reduced below the number fixed as the quorum, such continuing members of the Council may act for the purpose of increasing the number of members to that number, but for no other purpose.

Notwithstanding Articles 22 and 23, the Council may at any time and from time to time in its discretion, appoint any representative of an ordinary member as an additional member of the Council. Each member so appointed to the Council shall hold office until the next annual general meeting after such member's appointment when such member shall retire but be eligible for re-election or re-appointment.

The Council may at any time co-opt the services of the representative or the alternate representative of any ordinary member to such extent and for such purposes as the Council may decide. Such a representative or alternate representative may attend, by invitation, any meeting of the Council and may take part in discussion, but may not vote.

28. The Council shall have power to appoint at any time a representative of an ordinary member to fill a casual vacancy in the Council. Any representative so appointed shall hold office as a member of the Council until the next annual general meeting of the Chamber when such representative shall retire but shall then be eligible for re-election.
29. If a member of the Council resigns by giving notice in writing to the Chief Executive of such resignation or if a member of the Council ceases to be a representative of an ordinary member, such member shall cease to hold office as a member of the Council. A member of the Council may be removed from office by the President upon being absent without leave of absence from three consecutive meetings of the Council.
30. At any meeting of the Council a decision shall be taken by a majority of the members present voting by a show of hands. The Chairperson shall have a deliberative vote but no casting vote. The conduct of a meeting of the Council shall be the responsibility of the Chairperson who, subject to the provisions of these Articles, shall determine the procedure to be followed at the meeting.
31. A resolution in writing signed by members of the Council and being not fewer in number than are sufficient to form a quorum shall be as valid as if it had been passed at a meeting of the Council duly called and constituted. Such resolution may consist of several documents in like form each signed by one or more members of the Council or may consist of an electronic communication containing the resolution sent to a member's e-mail address and with that member's electronic response of approval having been received by the Chamber.

32. The general administration and management of the Chamber shall be vested in the Council which in addition to the powers expressly conferred upon it by these Articles may exercise all such powers and do all such acts and things in the name of and on behalf of the Chamber as may be exercised or done by the Chamber.

Without prejudice to its general powers or to the powers, acts and things which by these Articles it may exercise or is required to do, the Council shall have power:

- a. to enter into such contracts in the name and on behalf of the Chamber as it thinks expedient for the purpose of the Chamber;
- b. to pass by-laws for the regulation of the business of the Chamber not inconsistent with the provisions of these Articles or of any law;
- c. to appoint at such remuneration and on such terms as the Council may decide and to remove employees or agents of the Chamber;
- d. to acquire and hold, to improve, sell, rent, let, hire, mortgage, donate, dispose of or deal with in any other way, any property, movable or immovable for the purposes of the Chamber;
- e. to determine and change at its discretion, the place at which the head office of the Chamber shall be situated;
- f. to appoint representatives on any bargaining or statutory council in which the Chamber or any member is concerned;
- g. to institute, conduct, defend, compound or abandon any proceedings by or against the Chamber in any court of law or before any arbitrator, wage board or other body constituted according to law and, without prejudice to any other provision contained herein, to recover by legal proceedings or otherwise any amount due to the Chamber;
- h. to appoint sub-committees to act in an advisory and/or specialist capacity and any other standing committees, ad-hoc committees or ad-hoc working parties which the Council in its discretion deems necessary, and to regulate the number of such committees or working parties, the nature of the business to be conducted by each of them and their composition, to establish procedural rules and guidelines to be followed by them, and for the purposes of any such appointment, to authorize the co-option of the services of any person; and
- i. to delegate any of its functions or powers to any member of the Council or to any principal committee established by the Council, or to any employee of the Chamber upon such terms and conditions as the Council may decide.

President and vice-presidents

33. At each annual general meeting one of the members of the Council then elected in terms of Article 23 shall be elected President and one representative of an ordinary member (whether or not a member of the Council) shall be elected Vice-President of the Chamber by the representatives of ordinary members present at the meeting and entitled to vote. Such representatives of ordinary members may, in addition, elect one or more than one Vice-President from the representatives of ordinary members (whether or not members of the Council). The President and any Vice-President so elected shall hold office until the next annual general meeting when they shall retire, but shall be eligible for re-election.

34. If the President or any Vice-President resigns from that office or ceases to be a representative of an ordinary member, such President or Vice-President shall cease to hold office as such.
35. Any President, Vice-President or member of the Council who, in the opinion of the Council, is guilty of any practice or proceeding likely to bring discredit upon the Chamber, may be removed from office by resolution of the Council. The provisions of Articles 18 and 19 shall apply, mutatis mutandis, for the purpose of an appeal to the Chamber in general meeting against the decision of the Council.
36. If the office of the President or a Vice-President becomes vacant for any reason such vacancy shall be filled for the unexpired term of the current period of office by the Council, or, if the Council so decides, at a special general meeting of the Chamber convened for the purpose.

Constitution and powers of the Council

37. The Council may establish one or more principal committees of the Chamber specifically to promote the interests of and to deal with matters concerning any class of members established by the Council in terms of Article 8. Every principal committee shall consist of such number of members as the Council shall determine, who shall be appointed by the Council from the representatives of members of the class for which the principal committee has been established. Each member of a principal committee shall hold office until the first meeting of the Council held after the annual general meeting next following the appointment of such member. The Council shall appoint a member of each principal committee as Chairperson and shall fix a quorum for each such committee. If the Chairperson of a principal committee is not present at a meeting of the committee, the members present shall elect one of their number to be Chairperson of that meeting.
38. Subject to the direction and control of the Council every principal committee appointed by the Council shall be empowered to deal with all matters concerning members of the Chamber of the class in respect of which the committee was appointed and with all matters arising within the mining industry which affect their interests and to that end may exercise all such powers and do all such acts and things in the name and on behalf of the Chamber as may be done by the Chamber by virtue of paragraphs (a), (b), (c), (d), (e) and (n) of Article 3; and, without prejudice to such general powers and such further powers that may be delegated to it by the Council, a principal committee shall have power:
 - a. to appoint representatives on any bargaining or statutory council in which any member of the class for which the committee has been established or the Chamber acting on behalf of any or all of such members, is concerned; and
 - b. to appoint sub-committees to act in an advisory and/or specialist capacity, and any other standing committees, ad-hoc committees, or ad-hoc working parties which such principal committee may in its discretion deem necessary, and to regulate the number of such committees or working parties, the nature of the business to be conducted by each of them and their composition, to establish procedural rules and guidelines to be followed by them, and for the purposes of any such appointment, to authorize the co-option of the services of any person.

Transitional provisions

39. (Deleted)

General provisions applicable to committees

40. Every principal committee shall each meet at least once every three months on such dates and at such times as shall be decided by the committee concerned. All matters on which a decision has to be taken at any meeting of any such committee (including the election of Chairperson where necessary) shall be decided by the majority of members present voting by a show of hands.
41. The Chairperson of a meeting of a principal committee shall have a deliberative vote but not a casting vote.
42. Subject to the provisions of Article 44 any principal committee of the Chamber may make such regulations as it thinks appropriate as to the summoning and holding of its meetings and the transaction of business thereat; provided that the Chairperson of such committee may convene a special meeting of such committee at any time. No business may be transacted at any meeting of any such committee unless a quorum is present. Each such committee may also at any time co-opt the services of the representative or the alternate representative of any ordinary member to such extent and for such purposes as the committee concerned may decide. Such a representative or alternate representative may attend by invitation any meeting of the committee by which such representative or alternate representative was co-opted and may take part in discussion but may not vote.
43. Any member of any principal committee shall have the power at any time to appoint, by notice in writing to the Chief Executive, any person to act as alternate member in such member's place at any meeting of the committee concerned at which such member shall not be present and to act on such member's behalf for the purpose of signing any resolution contemplated in Article 47. Any alternate member so appointed shall, whilst so acting in the place of a member of any principal committee, hold office as a member of the committee concerned. The appointment of any alternate member by the Chairperson of any principal committee shall not entitle the person so appointed to act as Chairperson at any meeting of the committee concerned and the Chairperson of such meeting shall be elected in accordance with Article 37. If a member who appointed an alternate member ceases to be a member of the committee concerned or gives notice in writing to the Chief Executive of the withdrawal of the appointment of such alternate member, the appointment of such alternate member shall cease.
44. At least three days' notice in writing of each meeting of a principal committee or such shorter period of notice as the Chairperson of the committee concerned, or the committee itself shall decide, shall be given to the members thereof by the Chief Executive, provided that such shorter period of notice, if given, shall not be less than is reasonably necessary to permit the members to attend the meeting concerned.
45. The Council shall have power to appoint at any time a member of the Council or a representative of an ordinary member in the appropriate class, as the case may be, to

fill a casual vacancy in a principal committee or as an additional member of a principal committee. Any person so appointed shall hold office as a member of the committee concerned until the first meeting of the Council held after the annual general meeting next following such person's appointment.

46. The Chairperson of any meeting of a principal committee shall be responsible for the conduct of the meeting and shall, subject to the provisions of these Articles, determine the procedure to be followed at the meeting.
47. A resolution in writing signed by members of a principal committee and being not fewer in number than are sufficient to form a quorum shall be as valid as if it had been passed at a meeting of the committee concerned duly called and constituted. Such resolution may consist of several documents in like form each signed by one or more members of the committee concerned or may consist of an electronic communication containing the resolution sent to a member's e-mail address and with that member's electronic response of approval having been received by the Chamber.
48. A member of a principal committee shall be entitled to resign at any time from membership of the committee concerned upon written notice to the Chief Executive.
49. A member of a principal committee shall cease to hold office as a member of the committee concerned:
 - a. upon resignation;
 - b. upon ceasing to hold the qualification necessary in terms of these Articles for appointment to the committee concerned; or
 - c. upon being absent without leave of absence duly granted by the relevant committee concerned from three consecutive meetings of the committee concerned.

Annual general meetings

50. The annual general meeting of the Chamber shall be held in each calendar year before the first day of December, on such day and at such time and place as the Council shall decide. The Chief Executive shall give at least thirty days' notice, in writing, of such meeting to each member.
51. At each annual general meeting the Chairperson shall review the activities of the Chamber and refer to any other matters which the Chairperson considers to be relevant to the occasion and the Council shall submit an audited statement of income and expenditure for the past financial year, an audited balance sheet as at the date to which such statement is made up, and the report of the Chamber's auditors thereon.
52. At least fourteen days before the date for which each annual general meeting is originally called, the Chief Executive shall send to each member true copies of the audited statement of income and expenditure, the audited balance sheet and the report of the Chamber's auditor or auditors thereon, which are to be submitted to the meeting in terms of Article 51.

Special general meetings

53. The Council may convene a special general meeting of the Chamber, at any time, for the consideration of special business and shall do so within thirty days of the date on which a request, in writing, by the representatives of at least seven ordinary members, that a special general meeting be convened, is lodged with the Chief Executive. Subject to the provisions of Articles 89 and 90, the Chief Executive shall give to each member at least seven days' notice, in writing, of each special general meeting or such shorter period of notice as the Council may decide; provided such shorter period of notice, if given, shall not be less than is reasonably necessary to permit the representatives of members to attend the meeting concerned.

General provisions applicable to general meetings

54. Each ordinary member shall be represented at general meetings of the Chamber by the representative of such member or, in the absence of such representative, by the alternate representative of such member, duly appointed in terms of these Articles.
55. An honorary member may be present, in person, at general meetings of the Chamber.
56. The representative or, in the absence of such representative, the alternate representative of any ordinary member, and any honorary member shall be entitled to take part in the discussions at all general meetings of the Chamber. If the representative of an ordinary member is present at any general meeting, the alternate representative of that member may also be present and may take part in the discussions, but shall not vote at the meeting on behalf of the member concerned. An alternate representative of an ordinary member, while acting in the place of the representative of that member, shall exercise all the duties, powers and functions of such representative.
57. Any person who has been invited by the Council to be present and take part in the discussion at any general meeting, may do so, but shall have no right of voting.
58. The President shall take the Chair at all general meetings of the Chamber. If the President is not present at any general meeting, the representatives of ordinary members present and entitled to vote shall elect one or other of the Vice-Presidents to be Chairperson of that meeting. If neither the President nor a Vice-President is present at a general meeting, the representatives of ordinary members present and entitled to vote shall elect one of their number to be Chairperson of the meeting. The Chairperson of a general meeting shall be responsible for the conduct of the meeting.
59. The representatives of such number of ordinary members as is equal to the quorum requirement for meetings of the Council as contemplated in article 26 shall form a quorum at any general meeting of the Chamber. If a quorum is not present ten minutes after the time for which any such meeting is called, the meeting shall stand adjourned until the same day in the next week at the same time and place, or if such day is a public holiday, until the day following, and the representatives then present shall constitute a quorum and may transact the business for which the meeting was originally called.

60. If any ordinary member, having been given notice, in writing, by the Chief Executive of the amount of any subscription due by such member and the date on which such subscription is payable, has failed to pay the amount concerned within six months of that date and the subscription is still outstanding on the date for which any general meeting of the Chamber is originally called, the representative of that member shall not be entitled to be present at or take part in the proceedings of the meeting or any adjournment thereof nor to vote thereat; provided that the provisions of this Article shall not apply to any representative of any ordinary member who has failed to pay the amount of any such subscription by reason of the fact that a request, lodged in terms of Article 72, that the basis on which such subscription has been calculated or the amount of such subscription be reviewed, has not yet been considered and disposed of by the Chamber in general meeting.
61. If any member has been excluded from the Chamber by resolution of the Council in terms of Articles 14, 15, 16 or 17, neither the member concerned nor any representative of that member shall be entitled to be present at or to take part in the proceedings of any general meeting of the Chamber or any adjournment thereof or, in the case of an ordinary member, to vote thereat, except for the purposes of the review of such member's exclusion in terms of Article 19. 62. The representative or, in the absence of such representative, the alternate representative of each ordinary member present at a general meeting shall be entitled on a show of hands, to one vote on behalf of the member concerned. On a ballot other than a ballot on a lock-out referred to in Article 67, the representative or, in the absence of such representative, the alternate representative of each ordinary member present at a general meeting shall be entitled, on behalf of the member concerned, to one vote in respect of each one hundred rand (R100) or part thereof paid by such member by way of subscription in respect of the immediately preceding financial year, provided that such representative or, in the absence of such representative, such alternate representative shall be entitled to at least one vote.
62. An honorary member shall not be entitled to vote any general meeting of the Chamber.
63. All matters on which a decision has to be taken at any general meeting (including the election of Chairperson, where necessary, the election of the President and the Vice-Presidents, and the election of members of the Council) shall be decided on a show of hands, unless a ballot is required to be taken by virtue of this or any other Article, and, unless a ballot is so required to be taken, a declaration by the Chairperson that a resolution has or has not been carried, on a show of hands, shall be final.

At any general meeting, the Chairperson or the representatives of seven ordinary members present and entitled to vote may demand a ballot on any matter, on which a decision has to be taken either before or on a declaration of the result of a show of hands, except on the matter of the election of a Chairperson or of the appointment of scrutineers or of the adjournment of the meeting. If a ballot is so demanded, it shall be taken at once or at such other time during the meeting as the Chairperson shall decide.

A ballot which is required to be taken by virtue of this or any other Article, shall be conducted in accordance with and shall be governed by the following provisions:

- a. two scrutineers shall be appointed by the Chairperson to supervise the taking of the ballot at the meeting;
 - b. the representative of each ordinary member present at the meeting shall be given, in the presence of the scrutineers, one ballot paper which such representative shall thereupon complete, fold and deposit in a container provided for the purpose;
 - c. a ballot paper shall not be endorsed or marked in any way apart from any endorsement required to show the number of votes to which a representative is entitled and the mark or marks required to be made by a representative in recording such representative's vote or votes. Papers bearing any other endorsements or marks shall be regarded as spoiled and shall not be counted;
 - d. on completion of the taking of the ballot the result of the voting thereat shall be ascertained by the scrutineers and communicated to the Chairperson, by whom the outcome of the ballot shall be declared to the meeting;
 - e. in computing the majority on a ballot, regard shall be had to the number of votes to which the representative of each ordinary member present at the meeting is entitled;
 - f. for the purposes of ascertaining the representatives who are entitled to vote, on a ballot, at any general meeting and the votes to which they are or any of them is entitled, the scrutineers shall have a right of access to the register of members and to the books of account and other records of the Chamber;
 - g. for the purposes of enabling the scrutineers to ascertain the result of the voting at any ballot and to communicate such result to the Chairperson, the Chairperson may adjourn the meeting and shall fix a place, date and time for such adjourned meeting, in which case the outcome of the ballot shall be declared at such adjourned meeting;
 - h. the result of a ballot shall be deemed to be the decision of the meeting at which the ballot was required to be taken on the matter concerned;
 - i. a demand for a ballot shall not prevent the continuance of the meeting for the transaction of any business, other than the matter on which the ballot was demanded;
 - j. the decision of the Chairperson on any matter arising in connection with the taking of a ballot shall be final.
64. At the instance and on the direction of the Chairperson of any general meeting of the Chamber, any question which, in the opinion of the Chairperson, directly affects one class of ordinary members shall be dealt with, at the meeting, by the representatives present of the ordinary members within the class affected and entitled to vote and, for such purpose, the Chairperson shall confine the proceedings on the question concerned at the meeting to the representatives of that class; and all the provisions of these Articles shall apply, mutatis mutandis, for the purpose of ascertaining the decision of such class on that question.
65. Members wishing to bring business before the Chamber at any annual general meeting shall lodge notice in writing, with the Chief Executive of intention to move the discussion of such business, at least fourteen days before the date of the meeting at which such business is proposed to be brought forward. The only business which

shall be dealt with at a special general meeting shall be the business for the consideration of which the meeting was convened.

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

Ballots on lock-outs

67. A ballot shall be taken on a proposal by any ordinary member that the Chamber should call a lock-out as defined in the Labour Relations Act, No. 66 of 1995, or any law in substitution thereof. Such ballot shall be a ballot of those ordinary members of the Chamber in respect of whom it is intended to call the lock-out. Should the President, or in the absence of the President, one of the Vice-Presidents, decide that the proposal shall be considered at a general meeting of the Chamber, the ballot thereon shall be conducted in accordance with the provisions of Article 63; provided that the representative or, in the absence of such representative, the alternate representative of each such ordinary member present and entitled to vote shall have only one vote and the proposal shall be deemed to have been carried if a majority of all the members concerned have voted in favour of it.
68. In the event that it is decided that a proposal referred to in Article 67 should not be considered at a general meeting, the following procedure shall apply:
 - a. the Chief Executive shall forthwith submit the proposal to the Council, which shall determine which members or class or classes of members are directly affected by the proposal. Voting in the ballot shall be confined to such members or class or classes of members;
 - b. after the Council has determined who shall participate in the ballot the Chief Executive shall give written notice of the ballot to the members concerned in good standing;
 - c. such notice shall be given at least three days before the ballot is to be conducted or within such shorter period as the Council may decide; provided that such shorter period of notice shall not be less than is reasonably necessary to permit the members concerned to vote in the ballot. The notice shall specify the date, place and time for voting in the ballot;
 - d. a ballot paper shall be sent with each notice and each ordinary member concerned shall have one vote;
 - e. before voting in the ballot commences, the Chief Executive shall appoint two scrutineers to supervise the taking of the ballot and to ascertain the result thereof;
 - f. a ballot paper shall not be marked in any way apart from the mark or marks required to be made by a member in recording its vote. Papers bearing any other marks shall be regarded as spoiled and shall not be counted;
 - g. voting shall take place by a representative of a member, such representative's alternate or another person authorized by the member depositing the marked and folded ballot paper in a container provided for this purpose;

- h. upon the expiry of the time fixed for voting in the ballot the scrutineers shall ascertain the result thereof and inform the Chief Executive who shall make it known to all ordinary members;
 - i. the proposal shall be deemed to have been carried if the majority of all the members concerned have voted in favour of it.
69. Notwithstanding anything to the contrary contained in these Articles, a member shall not be disciplined or have its membership terminated for failure or refusal to participate in a lock-out if:
- a. no ballot was held about the lock-out; or
 - b. a ballot was held but a majority of the members who voted did not vote in favour of the lock-out.

Chief executive

70. There shall be a Chief Executive of the Chamber who shall be appointed by the Council on such terms and conditions as the Council shall decide; provided that such appointment shall at all times be subject to the condition that it may be terminated at any time by the Council or the Chief Executive on giving not less than one month's notice, in writing, of the Council's or the Chief Executive's intention to do so or may be terminated summarily by the Council on any ground which at common law justifies summary dismissal.

Upon termination by the Council of the appointment of the Chief Executive, the Chief Executive may lodge with the Council, within fourteen days of the date of notification of such termination, a request, in writing, that the decision of the Council be reviewed by the Chamber in general meeting at a special general meeting convened for that purpose and the appointment of the Chief Executive shall not be terminated if the meeting then decides accordingly. Unless it is so decided that the appointment of the Chief Executive shall not be terminated, the appointment of the Chief Executive shall be terminated at the conclusion of the meeting. If a written request to review the termination of the Chief Executive's appointment is not received by the Council within fourteen days of the date of the notification of such termination, the appointment of the Chief Executive shall thereupon be terminated.

Subject to the direction and control of the Council, it shall be the duty of the Chief Executive:

- a. to keep or cause to be kept the register of members for which provision is made in Article 21;
- b. to keep or cause to be kept the records and accounts for which provision is made in Article 75;
- c. to keep or cause to be kept the minutes and records for which provision is made in Article 82;
- d. to compile annually or at such other interval as the Council may decide, a report on the activities of the Chamber, for the information of its members; and
- e. to perform such other duties and functions as may be entrusted to the Chief Executive by these Articles or by the Council in accordance with the terms and conditions of the Chief Executive's appointment.

Subscriptions

71. The aggregate subscriptions payable for each financial year by each class of members established in terms of Article 8 shall be determined by the Council from time to time. Such aggregate subscriptions shall be allocated amongst the members of each particular class by the principal committee established in terms of Article 37 to deal with matters concerning each class or in the absence of such a committee, by the Council. The subscriptions payable by ordinary members in respect of each financial year shall be paid in advance or in arrear at such time or times or in such amount or amounts as the Council in its discretion may decide. An ordinary member admitted after the commencement of a financial year shall pay as a subscription for such year such amount, not exceeding the subscription that would have been payable by such member for the whole year, as the Council may decide.
72. Within thirty days of the date of any notice, in writing, from the Chief Executive giving the amount of any subscription due by any ordinary member and the date on which such subscription is payable, the ordinary member concerned may lodge with the Chief Executive a request, in writing, that the basis on which such subscription has been calculated and/or the amount of such subscription be reviewed by the Chamber, in general meeting. Such a request, if lodged within the period prescribed by this Article but not otherwise, shall be considered at the next annual general meeting of the Chamber or, if the Council so decides, at a special general meeting of the Chamber convened for the purpose; and the meeting shall then either confirm or determine anew the basis on which the subscription concerned shall be fixed and/or the amount of the subscription which the ordinary member concerned shall be required to pay, as the case may be. Any decision taken by the Chamber, in general meeting, in terms of this Article, shall be final in respect of the subscription which is the subject of such decision.
73. No subscription shall be payable by honorary members.

Financial year, funds and accounts

74. The financial year of the Chamber shall be the period from 1 January to 31 December.
75. A record shall be kept of the subscriptions, if any, due by each member of the Chamber and the periods to which such subscriptions relate as also the subscriptions paid by each such member and the periods to which such payments relate. Proper accounts shall be kept of all moneys received and expended by the Chamber, of all the matters in respect of which such receipts and expenditure take place and of the assets, credits and balances of the Chamber.
76. All moneys received by the Chamber, from time to time, shall be banked in the name of the Chamber, within seven ordinary business days of receipt, with such bank as the Council shall, from time to time, appoint.
77. All cheques and other negotiable instruments drawn in the name of the Chamber shall be signed by one or more employees of the Chamber duly appointed for the

purpose either by the Council or by such employee or employees of the Chamber as the Council shall decide.

78. All expenditure incurred by or on behalf of the Chamber shall be duly authorized by the Council or a principal committee as the case may be, acting in terms of the powers conferred upon such committee by these Articles, or by the Chief Executive or such other employee of the Chamber, acting in terms of such authority as shall have been conferred upon the Chief Executive or such other employee by any of such committees.
79. Any profits or gains which may accrue to the Chamber shall not be distributed to any person, but shall be employed solely for the purpose of investment or for the carrying out of the Chamber's objects.
80. The Chamber's accounts shall be audited annually and reported upon by the auditor or auditors appointed in terms of Article 81.

Auditors

81. An auditor or auditors shall be appointed to the Chamber at each annual general meeting, when the remuneration for the past year's audit shall also be fixed; provided that, if so authorized by resolution of the meeting, such remuneration may be fixed by the Council. The auditor or auditors appointed at each annual general meeting shall hold office until the next annual general meeting, when such auditor or auditors shall retire, but shall be eligible for re-appointment. Casual vacancies in the office of auditor shall be filled by the Council and any person so appointed shall hold office until the next annual general meeting, when such person shall retire, but shall be eligible for re-appointment.

Minutes and records

82. Minutes shall be kept of proceedings of general meetings of the Chamber and of the meetings of the Council and the principal committees of the Chamber, as also records of the correspondence and transactions of the Chamber.

Proceedings

83. All legal or other proceedings by or against the Chamber shall be instituted, conducted or defended in its name.

Property

84. All movable property belonging to or acquired by the Chamber shall vest in the Chamber and all immovable property belonging to or acquired by the Chamber shall be registered in its name.

Signature of documents

85. All powers of attorney, bonds, deeds and other similar instruments shall be signed and executed on behalf of the Chamber by such member or members of the Council

or by such employee or employees of the Chamber as the Council shall decide; provided that any such instrument which may be signed and executed on behalf of the Chamber by a principal committee in pursuance of the powers conferred in terms of these Articles on any such principal committee may be signed and executed by such member or members of the principal committee concerned and by such employee or employees of the Chamber as the principal committee concerned shall decide.

Notices

86. Any notice, written notification or document required by these Articles to be given or sent to any member shall be deemed to have been given or sent if it has been delivered, by hand, at such member's registered address, has been sent through the post addressed to such member at the member's registered address or has been electronically sent to such member's e-mail address and written (including electronic) proof of receipt has been provided to the Chamber. The date on which any such notice, written notification or document is so delivered, is so posted or is so electronically sent shall be deemed to be the date on which it was given or sent.
87. The notice convening any general meeting of the Chamber shall state the date, time and place of the meeting and the general nature of the business to be transacted; provided that, in the case of a notice convening a special general meeting at which any amendment or alteration of or any addition to these Articles is to be considered, the notice shall be accompanied by a copy of the proposed amendment, alteration or addition.

Indemnity

88. The office-bearers and employees of the Chamber shall be indemnified by the Chamber against all costs, losses and expenses they may incur or become liable to by reason of any contract entered into or act or deed done by them in their capacity as such or in any way in the discharge of their duties.

Alteration of articles

89. These Articles shall not be amended, altered or added to except by resolution of a majority of not less than two-thirds of the representatives of ordinary members present and entitled to vote at a special general meeting of the Chamber called for that purpose, of which at least fourteen days' notice, in writing, has been given by the Chief Executive to each member.

Upon any such alteration, amendment or addition being made in terms of this Article, the same shall be deemed to be incorporated in and form part of these Articles, in the same manner in all respects as though originally inserted herein, and shall be binding upon all members of the Chamber without any further act of assent thereto, subject, however, to the provisions of the Labour Relations Act, No. 66 of 1995, or any law in substitution thereof.

Winding up

90. Subject to the provisions of the Labour Relations Act, No. 66 of 1995, or any law in substitution thereof and any order of the Labour Court, the Chamber shall be wound up if, at a special general meeting of the Chamber of which at least thirty days' notice, in writing, has been given by the Chief Executive to each member and at which voting has taken place by ballot, a resolution to wind up the Chamber has been passed by a majority of two-thirds of the representatives of ordinary members present and entitled to vote. Upon the passing of such a resolution, the liquidator or liquidators shall, subject to any order of the Labour Court, realize the assets of the Chamber, in such manner as deemed fit, liquidate the debts and liabilities of the Chamber and distribute any surplus assets to –
- a. another entity approved by the Commissioner for the South African Revenue Service in terms of section 30B of the Income Tax Act;
 - b. a public benefit organisation approved in terms of section 30 of the Income Tax Act;
 - c. an institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act; or
 - d. the government of the Republic of South Africa in the national, provincial or local sphere.

Compliance with Income Tax Act

91. In compliance with section 30B(2)(b) of the Income Tax Act, Act No. 58 of 1962, -
- a. substantially the whole of the Chamber's funding must be derived from its annual or other long term members;
 - b. the Council must submit any amendment of this constitution to the Commissioner for the South African Revenue Service within 30 days of such amendment having been approved by the Registrar of Labour Relations, as contemplated in the Labour Relations Act, Act No. 66 of 1995;
 - c. the Chamber must comply with any reporting requirements determined by the Commissioner for the South African Revenue Service from time to time; and
 - d. the Chamber may not knowingly become a party to, or knowingly permit itself to be used as part of, an impermissible avoidance arrangement as contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5), of the Income Tax Act.