

CONSTITUTION

OF

BUSINESS UNITY SOUTH AFRICA
(BUSA)

Signed on 11 October 2003 and amended on 07 May 2008

PREAMBLE

WHEREAS the Black Business Council and Business South Africa wish to meet the challenges for business by establishing a new business organisation:-

united and fully representative of business in all sectors of economic activity in South Africa;

that will replace both the Black Business Council and Business South Africa, both of which will cease to exist;

NOW THEREFORE it is resolved to form a new business organisation as follows:

CHAPTER 1

ARRANGEMENT AND INTERPRETATION

Arrangement of Clauses

1 This Constitution is arranged as follows:-

Chapter 1	Arrangement and Interpretation (clauses 1 and 2)
Chapter 2	The Organisation (clauses 3 to 8)
Chapter 3	Functions and Powers (clause 9)
Chapter 4	Governance and Structures (clauses 10 to 28)
Chapter 5	Office-Bearers (clauses 29 to 42)
Chapter 6	Membership (clauses 43 to 55)
Chapter 7	Chief Executive Officer and Executive Staff (clauses 56 to 60)

Chapter 8	Voting (clauses 61 to 65)
Chapter 9	Rules (clause 66)
Chapter 10	Finance (clauses 67 to 80)
Chapter 11	Dispute Resolution (clauses 81 to 86)
Chapter 12	Legal Status (clause 87)
Chapter 13	Minutes and Records (clauses 88 to 89)
Chapter 14	Proceedings (clause 90)
Chapter 15	Property (clause 91)
Chapter 16	Bank Accounts (clause 92)
Chapter 17	Signature of Documents (clause 93)
Chapter 18	Indemnity (clause 94)
Chapter 19	Alteration of the Constitution (clauses 95 to 96)
Chapter 20	Winding up (clauses 97 to 99)
Chapter 21	General (clauses 100 to 102)

2 In this Constitution, unless the context indicates otherwise:-

“Board of Trustees” means the Board of Trustees appointed under clause 17;

“Chief Executive Officer” means the Chief Executive Officer appointed under clause 56;

“Chief Operations Officer” means the Chief Operations Officer as appointed in terms of clause 59;

“Council” means the Council established in terms of clause 10;

“Executive Director” means an Executive Director appointed in terms of clause 59;

“NEDLAC” means the National Economic Development and Labour Council established in terms of the National Economic Development and Labour Council Act 35 of 1994;

“Office-Bearers” means the President, the Chairman and all of the Vice-Presidents elected in terms of clauses 29, 34 and 39 respectively;

“Rule” means a Rule made under clause 66;

“This Constitution” includes the Rules;

reference to one gender includes reference to other genders; and

the singular includes the plural and vice versa.

CHAPTER 2

THE ORGANISATION

Name and Nature

- 3 The organisation shall be named BUSINESS UNITY SOUTH AFRICA (BUSA).
- 4 BUSA is an organisation representing the interests of businesses, business people, employers and professional persons in South Africa.

Vision

- 5 BUSA aims to be a unified and fully representative organisation that contributes to a vibrant, transforming and growing economy in South Africa.

Mission Statement

- 6 BUSA aims to ensure that organised business plays a constructive role, within the context of the country's economic growth, development and transformation goals, in achieving an environment in which businesses of all sizes and in all sectors can thrive, expand and be competitive both nationally and internationally.

Objectives

- 7 BUSA shall operate on a non-profit basis, and shall represent the collective interests of business in South Africa.
- 8 BUSA shall give effect to these objectives, *inter alia*, by:-
- (a) acting as the principal representative of business in South Africa in its national, sub-continental, continental and international spheres of activity, so as to ensure a primary and consistent representation of the views of the South African business community;
 - (b) promoting broad-based Black Economic Empowerment by:-
 - (i) designing strategies and programmes aimed at broad-based Black Economic Empowerment, having regard to existing reports, studies and initiatives;
 - (ii) engaging Government, corporate South Africa and other stakeholders on issues of broad-based Black Economic Empowerment;
 - (iii) influencing appropriate legislation to create an enabling environment;
 - (iv) promoting transformation both within organised business, as well as at enterprise level;

- (c) advancing and promoting initiatives aimed at job creation and the alleviation of poverty;
- (d) acting for and representing the views of its members at national, sub-continental, continental and international levels, *inter alia*, by:-
 - (i) acting on behalf of its members on mandated issues;
 - (ii) influencing legislation and policy in the interests of members;
 - (iii) lobbying and advocating agreed upon positions and policies with government, labour, communities and other stakeholders;
 - (iv) the commissioning of research on relevant issues;
 - (v) acting as a caucus for its membership in appropriate forums and bodies;
 - (vi) arranging representation on behalf of member organisations, or nominating representatives of member organisations, to commissions, committees or other institutions in accordance with decisions taken by members;
 - (vii) co-operating and, where appropriate, affiliating with relevant international organisations and bodies and representing member organisations in international bodies; and
 - (viii) communicating and consulting with members on important international affairs which may impact on South African business interests;
- (e) enabling business to play a meaningful strategic role in South Africa's overall development by:-
 - (i) promoting South Africa domestically and internationally;
 - (ii) promoting the development of an economic and social system based on the principles of justice, a market

oriented economy, individual entrepreneurship and equal opportunities; and

- (iii) giving attention to the role of small and medium business enterprises in all sectors and to the development of linkages between large, medium and small businesses to the benefit of the economy as a whole.

CHAPTER 3

FUNCTIONS AND POWERS

- 9 The functions and powers of BUSA shall be the following:-
- (a) act as the principal representative of business on appropriate issues affecting several sectors in its spheres of activity at the national, sub-continental, continental and international levels;
 - (b) serve as the point of reference for those seeking employers' collective views;
 - (c) promote economic growth and transformation;
 - (d) develop positions on common issues;
 - (e) influence policy and legislation in the interests of members;
 - (f) represent business in national level forums such as NEDLAC, statutory bodies and others;
 - (g) lobby and engage in advocacy with government, labour, communities and other stakeholders on issues that directly affect its membership;
 - (h) affiliate and co-operate with relevant international organisations and bodies and representing South African business in international bodies, including but not limited to the International Organisation of Employers, International Labour Organisation, Pan African Employers Confederation, African Union Social Affairs Commission, Southern African Development Community Employers Group, World Trade Organisation and World Economic Forum; and

- (i) in addition, BUSA shall have access to capacity to:-
 - (i) conduct and commission research and development relevant to its objectives; and
 - (ii) promote large scale projects in the national interest in specific and appropriate instances.

CHAPTER 4

GOVERNANCE AND STRUCTURES

The Council

- 10 There is hereby established a Council to be known as the BUSA Council for the governance and general direction of the affairs of BUSA.

- 11 The Council shall consist of:-
 - (a) the Office-Bearers;
 - (b) one representative nominated by each of the members of BUSA;
 - (c) the chairmen of each Standing Committee established in terms of clause 18, who shall be members of the Council but shall not have voting rights;
 - (d) the overall business convenor of NEDLAC, who shall be a member of the Council but who shall not have voting rights;
 - (e) the Chairman of the Business Parliamentary Office; and
 - (f) the Chief Executive Officer, the Chief Operating Officer and each Executive Director of BUSA, who shall be members of the Council but who shall not have voting rights.

- 12 The Council:-
 - (a) will be the highest decision-making structure of BUSA;
 - (b) must appoint the Chief Executive Officer of BUSA on the recommendation of the President and Chairman;

- (c) shall meet at least once every quarter, unless the Office-Bearers decide otherwise, save that the Management Committee may require the President to convene a meeting of the Council should the need arise; and
 - (d) shall have the power to direct and control the functions of the Management Committee and the policy adopted by it in relation to the management and administration of BUSA.
- 13 The Council shall consider the adoption of the annual audited financial statements at its first meeting after the end of the first quarter of each financial year.

Management Committee

- 14 The membership of the Management Committee shall comprise:-
- (a) the Office-Bearers;
 - (b) four representatives, one each nominated by the membership categories established by clause 43;
 - (c) the Chairmen of each of the Standing Committees established by clause 18;
 - (d) the Overall Business Convenor of NEDLAC;
 - (e) the Chairman of the Business Parliamentary Office;
 - (f) the Chief Executive Officer and Executive Staff as nominated by the Chief Executive Officer of BUSA appointed in terms of clauses 56 and 59 respectively.
 - (g) the Chairperson of the BUSA Finance Committee
 - (h) any person co-opted for a specific purpose as determined by Manco.
- 15 Subject to the direction and control of the Council, the general administration and management of BUSA shall be vested in the Management Committee. In addition to the powers expressly conferred upon it by this Constitution, the Management Committee may exercise all

such powers and do all such acts and things in the name of and on behalf of BUSA as may be exercised or done by BUSA.

- 16 The Management Committee shall meet at least bi-monthly.

Board of Trustees

17.1 A Board of Trustees shall exist whereby corporate companies pay an annual fee as determined by Manco in exchange for which the company's Chief Executive Officer shall serve on the board. Such companies shall also receive benefits as determined by the Management Committee from time to time.

17.2 The Board of Trustees shall meet bi-annually and shall be chaired by the BUSA Chairman. The Board shall provide guidance to the overall direction and functioning of BUSA. Input into BUSA debates/decisions shall be made via the BUSA Chairman.

Standing Committees

18 The Management Committee shall determine which Standing Committees shall be established as well as the structure and membership of the Standing Committees, provided that the members of any Standing Committee shall elect a chairman and vice-chairman from amongst them.

19 Standing Committees shall act in accordance with any terms of reference fixed by the Council. Without derogating from the Council's rights to determine such terms of reference, Standing Committees shall, *inter alia*, make recommendations to the Council and/or the

Management Committee in respect of mandates to be adopted and/or the implementation of any mandate previously adopted by BUSA.

General Committee Procedures

- 20 The following general provisions shall apply to all meetings convened by any body established by this Constitution, including the Annual General Meeting of BUSA, as well as meetings of Council, the Management Committee and any Standing Committee:-
- (a) a body shall be entitled to admit observers to any of its meetings, provided that any observers so admitted shall not be entitled to vote;
 - (b) the quorum for meetings of the Council and Management Committee shall be one third of the appointed representatives. In the case of any Standing Committee or any other permanent Committee established in terms of this Constitution, the quorum shall be one third of the member organisations represented on the Committee concerned;
 - (c) Additional Standing Committees and such Permanent and Ad Hoc Committees as may be necessary may be established by the Council to deal with any other matters concerning the interests of BUSA;
 - (d) the Management Committee shall have the right to terminate the membership of any person appointed to any internal or external committee or body, excluding the Council, for -
 - (i) a failure to attend three consecutive meetings without an apology acceptable to the Council, Management Committee, or any other Committee to which the member may have been elected or appointed;
 - (ii) a failure to disclose any interest in the member's personal or representative capacity in any contract or negotiations, of

which the member is aware, in which BUSA is an interested party;

- (iii) the unauthorised disclosure to third parties of matters concerning BUSA that are of a confidential nature; or
- (iv) any other reasonable ground as determined by Council.

(e) the Council shall have the right to advise a member organisation of BUSA to replace a representative on Council for the reasons given in clause 20 (d); and

(f) The provisions of clauses (d) and (e) above shall only be imposed after due process has been followed, in accordance with the rules.

21 The Council, the Management Committee and any Standing Committee shall have the right to establish sub-committees, with such terms of reference as may be agreed.

Annual General Meeting of BUSA

- 22 An Annual General Meeting of BUSA (“the Annual General Meeting”) shall be held in each calendar year, at a time to be determined by the Council.
- 23 The Annual General Meeting shall consider broad policy parameters for BUSA on the recommendation of Council.
- 24 Attendance at the Annual General Meeting shall be open to:-
- (a) such number of accredited delegates nominated by each member organisation in good standing as may be determined by the Council from time to time;
 - (b) the Office-Bearers;
 - (c) the Chief Executive Officer, Executive Staff and
 - (d) any person invited by the Council to attend.
- 25 The Council shall accredit delegates nominated by each member organisation to attend the Annual General Meeting.
- 26 Accredited delegates shall be entitled to speak and submit proposals on behalf of the member they represent, in accordance with the procedures stipulated in the Rules.
- 27 The Annual General Meeting shall conduct the following classes of business:-
- (a) confirmation and adoption of the minutes of the preceding Annual General Meeting;
 - (b) consideration and adoption of the Council's Report;
 - (c) nomination and election of the President;
 - (d) nomination and election of the Chairman;

- (e) confirmation of the election of the Vice-Presidents; and
- (f) any other business, excluding amendments to the Constitution or the liquidation of BUSA.

28 The following procedures shall apply to the Annual General Meeting:-

- (a) the representatives of one-third of members in good standing shall form a quorum at any Annual General Meeting. If a quorum is not present ten minutes after the scheduled time for the commencement of the Annual General Meeting, the Annual General 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 Annual General Meeting was originally called;
- (b) the President shall chair the Annual General Meeting and shall be responsible for the conduct of the meeting. If the President is absent from any Annual General Meeting, the Chairman shall chair the Annual General Meeting. If both the President and the Chairman are absent, the representatives of members present and entitled to vote shall elect one or other of the Vice-Presidents present at the Annual General Meeting to chair that meeting; and
- (c) if a Vice-President is not present at the Annual General Meeting, the representatives of members present and entitled to vote shall elect one of their number to chair the Annual General Meeting.

CHAPTER 5

OFFICE BEARERS

President

- 29 There shall be a President of BUSA elected by the Annual General Meeting, on the basis of a simple majority vote at an election in which each member of BUSA in good standing and attending the Annual General Meeting shall be entitled to one vote, save that nothing in this clause shall preclude the President from being elected on an unopposed basis.
- 30 The President shall hold office for a period of two years and shall not be eligible to serve for more than two consecutive terms.
- 31 The President shall cease to hold office on a resolution adopted by a two-thirds majority of members present at a meeting of the Council specially convened for that purpose.
- 32 The President may resign by lodging a resignation, in writing, with the Council.

Functions of the President

- 33 The President shall:-
- (a) preside at the Annual General Meeting and meetings of Council;
 - (b) perform such functions that may be assigned to him by
 - (i) this Constitution;
 - (ii) the Council;
 - (iii) the Management Committee; and

- (c) take all reasonable steps to ensure that the objectives of BUSA are attained.

Chairman

- 34 There shall be a Chairman of BUSA elected by the Annual General Meeting, on the basis of a simple majority vote at an election in which each member of BUSA in good standing and attending the Annual General Meeting shall be entitled to one vote, save that nothing in this clause shall preclude the Chairman from being elected on an unopposed basis.
- 35 The Chairman shall hold office for a period of two years and shall not be eligible to serve for more than two consecutive terms.
- 36 The Chairman shall cease to hold office on a resolution adopted by a two-thirds majority of members present at a meeting of the Council specially convened for that purpose.
- 37 The Chairman may resign by lodging a resignation, in writing, with the Council.

Functions of the Chairman

- 38 The Chairman shall:-
 - (a) preside at meetings of the Management Committee;
 - (b) deputise for the President and provide such support to the President as may be appropriate and necessary;
 - (c) perform such functions that may be assigned to him by
 - (i) this Constitution;
 - (ii) the Council;
 - (iii) the Management Committee; and

- (d) take all reasonable steps to ensure that the objectives of BUSA are attained.

Vice-Presidents

- 39 Prior to the Annual General Meeting, separate meetings will be held by the members of each of the membership categories established by clause 43, to allow each to elect from their numbers one Vice-President, subject to confirmation by the Annual General Meeting, for a period of two years in office.
- 40 A Vice-President shall not be eligible to serve more than two consecutive terms, and shall cease to hold office on a resolution adopted by a two thirds majority of members present at a meeting of the Council specially convened for that purpose.
- 41 A Vice-President may resign by lodging a resignation, in writing, with the Council.

Functions of the Vice Presidents

- 42 The Vice-Presidents shall deputise for the President and the Chairman on request and provide such support to the President and Chairman as may be appropriate and necessary.

CHAPTER 6

MEMBERSHIP

- 43 There shall be **four** categories of membership of BUSA. These categories are:-

- (a) Chambers of Commerce and Industry and employer organisations representing SME's;
- (b) Unisectoral Organisations;
- (c) Professional Associations; and
- (d) Corporate Associations

44 On admission to membership, the Council, after consultation with the member, shall both place the member in an appropriate category. Council shall have an absolute discretion in respect of both categorisation and classification. Each member shall pay an annual subscription as set out in clauses 74 and 75.

Criteria for membership

45 All current members of the Black Business Council and Business South Africa shall become founder members of BUSA provided that they are non-racial organisations.

46 Founder members shall be granted a period of one year to comply with the following requirements, or face a membership review. The founder member must:-

- (a) have a constitution, the terms of which are consistent with the principles established in the Constitution of the Republic of South Africa and this Constitution;
- (b) be a national organisation or have national significance;
- (c) be able to obtain mandates from its affiliates and/or members; and
- (d) be governed by democratically elected structures.

47 New applications for membership of BUSA shall be submitted to the Council and shall be considered by the Council provided that the applicant organisation:-

- (a) has a constitution, the terms of which are consistent with the principles established in the Constitution of the Republic of South Africa and this Constitution;
- (b) is a national organisation or has national significance;
- (c) is governed by democratically elected structures;
- (d) is able to obtain mandates from its affiliates and/or members;
- (e) is non-racial;
- (f) is exclusively an organisation representing the interests of businesses, business people, employers or professional persons;
- (g) stands for and defends the principles of free enterprise; and
- (h) is a free and independent voluntary organisation which is not subject to control or interference of any kind from any governmental authority.

48 Any applicant for membership of BUSA shall be required to provide documentary proof that it complies with the criteria referred to in clause 47 above.

49 Admission to membership shall be at the absolute discretion of the Council.

50 Organisations admitted to membership by the Council shall have the rights and obligations granted to or imposed on them by this Constitution.

Termination of membership

51 Membership of BUSA shall terminate:-

- (a) when a member ceases to exist;
- (b) upon the expiry of 3 months notice by the member of intention to terminate membership, given in writing, to the Chief Executive Officer;

- (c) subject to clause 52, on a decision by the Council to that effect;
- (d) when a member has been declared insolvent; or
- (e) on default in terms of clause 79.

- 52 The Council shall have the right to terminate, either summarily or, after such period as it shall determine, or suspend any member from membership of BUSA or from membership of the Council, Management Committee, Standing Committee or any other Committee if in the opinion of the Council the member is guilty of conduct which has brought or is likely to bring BUSA or organised business into disrepute; provided that such member shall be furnished with full particulars of such alleged conduct and will be afforded the opportunity to be heard at a Council meeting, and provided further that the Council, after its finding, shall furnish its reasons for such termination and suspension.
- 53 The representative nominated to the Council by a member whose membership terminates on any of the grounds envisaged in clause 51, shall immediately withdraw from the Council.
- 54 The provisions of clause 53 shall *mutatis mutandis* apply to any person appointed to the Management Committee and any Standing Committee or Ad Hoc Committee, or appointed to serve on any outside body as a representative of BUSA.
- 55 The liability of members shall be limited to the amount, if any, payable by way of subscription, special levy or otherwise to BUSA by such members.

CHAPTER 7

CHIEF EXECUTIVE OFFICER

Appointment of Chief Executive Officer

- 56 The Council shall appoint a Chief Executive Officer on the recommendation of the President and the Chairman.
- 57 The terms of employment of the Chief Executive Officer shall be recorded in writing in the form of a contract to be concluded between the Chief Executive Officer and the Council, acting on behalf of BUSA.

Functions of Chief Executive Officer

- 58 The Chief Executive Officer shall manage the affairs of BUSA in accordance with a written job description and also the policies and objectives determined from time to time by the Council.

Appointment of Executive Staff

- 59 The Chief Executive Officer, in consultation with The Management Committee shall appoint a Chief Operations Officer and Executive Directors to perform all functions and to undertake such duties as may be required by the Management Committee from time to time.

Appointment of Staff

- 60 The Chief Executive Officer may from time to time and on such terms and conditions that he may determine, approve the staffing levels and structures necessary to ensure the efficient management of BUSA.

CHAPTER 8

VOTING

- 61 The Annual General Meeting, the Council and all other Committees established in terms of this Constitution shall endeavour to reach consensus on all matters requiring decision.
- 62 Any member may require that a minority view be recorded in any document recording the outcome of any decision taken by the Annual General Meeting, the Council or any other Committee established in terms of this Constitution.

Voting Procedures

- 63 Each member of the Annual General Meeting, Council or Management Committee concerned to whom the right to vote has been afforded by the terms of this Constitution shall be entitled to cast one vote.
- 64 In the absence of consensus, decisions shall be taken by a simple majority of the votes cast by the members in good standing at the Annual General Meeting, or the members in good standing of the Council or the

Management Committee, as the case may be, present at the sitting, in person or by proxy as provided for in the rules.

- 65 Nothing in this Constitution shall derogate from the autonomy of members, who shall have the right to disassociate themselves from, or disagree with, any decision of BUSA, and shall further have the right to have any minority view recorded and to state or disseminate any views or representations at variance with any such decisions.

CHAPTER 9

RULES

- 66 The Council may from time to time make rules not inconsistent with the provisions of this Constitution as to:-
- (a) the convening and procedures of all meetings of any body established by or in terms of this Constitution;
 - (b) the manner of voting by members of the Council, including such provision for voting by proxy as the Council may deem fit;
 - (c) the procedure to be followed at the Annual General Meeting;
 - (d) the exercise of any function by the Chief Executive Officer or any other employees;
 - (e) any matter which by this Constitution is required or permitted to be specified by the rule;
 - (f) the conduct of any election contemplated in this Constitution;
 - (g) the Office-Bearers and their powers to sign contracts, official documents, cheques and agreements on behalf of BUSA;
 - (h) the establishment and implementation of a code of conduct;
 - (i) matters concerning the corporate governance of BUSA;
 - (j) in general any other matter the regulation of which is in the opinion of the Council necessary or desirable for the effective

carrying out of the objects of BUSA or any provision of this Constitution.

CHAPTER 10

FINANCE

Budget

67 BUSA shall have a budget for general day-to-day running expenses as well as a budget to finance special projects.

Finance Committee

68 The Council shall appoint four persons to a Finance Committee to oversee executive control of the budgets, and to make proposals regarding the annual membership subscription.

69 The Finance Committee shall submit regular reports to the Management Committee and to Council.

70 Funds of BUSA shall be used solely in the service of the objectives of BUSA and shall be invested solely at the discretion of the Management Committee on the recommendation of the Finance Committee.

71 Surpluses, profits or gains shall not be distributed to members, employees or any other persons.

72 The financial year of BUSA shall run from 1 January of each year.

73 The books and statements of account shall be audited after the end of each financial year by an independent auditor to be appointed by the Council.

Membership Subscriptions

- 74 Membership subscriptions shall be determined by the Council, subject to clause 75.
- 75 The membership subscription and/or any admission fee and the time within which they shall be payable by Members shall be determined by Council.
- 76 The following factors pertaining to members may be used by Council in determining the appropriate subscriptions:-
- (a) national and or regional significance;
 - (b) number of members / affiliates of the organisation;
 - (c) number of employees covered by the organisation;
 - (d) ability to pay; and
 - (e) transformational goals of organised business.
- 77 Notwithstanding the provisions of clause 75, for a period of two years from the date of adoption of this Constitution, the Council may exempt, in whole or in part, any member from its obligation to contribute any membership subscription for which it would otherwise have been liable.
- 78 The Council shall in addition to membership subscriptions determined in terms of clause 75 be entitled, on the basis of a majority of not less than two-thirds of members entitled to vote at Council meetings, to impose a special levy on members.
- 79 Any member who has been given notice in writing by the Secretary of the amount of any subscription or special levy due by such member and fails to pay the amount within three months from the date on which notice is given, shall be given a further seven days notice in writing by the

Secretary of the amount due by such member. Should the amount due remain unpaid on expiry of the seven day period, the member concerned shall cease to be a member of BUSA forthwith, unless the member obtains an extension from the Council.

- 80 Termination of membership for whatever reason shall not release the member concerned from liability for any arrear subscriptions, or for any subscriptions payable in respect of the financial year during which membership terminates.

CHAPTER 11

DISPUTE RESOLUTION

- 81 In the event of any dispute that might arise in BUSA, the President shall have the discretion to invoke any reasonable dispute resolution mechanism to resolve the dispute.
- 82 In the event of a deadlock and having regard to the seriousness of the dispute, the President shall, on petition by any member and in consultation with the other Office-Bearers, invoke a formal dispute resolution mechanism.

Formal dispute resolution mechanism

- 83 A neutral facilitator, mutually acceptable to the parties to the dispute, shall be appointed by the Council.
- 84 The facilitator shall attempt to resolve the dispute by mediation and in accordance with the procedure to be determined by the facilitator.

- 85 In the absence of a resolution of the dispute by the facilitator, a Dispute Resolution Committee shall be appointed. The Dispute Resolution Committee shall comprise eight senior business leaders, two of whom shall be elected by each of the four categories of members.
- 86 The Dispute Resolution Committee shall adopt such procedure as it deems appropriate to attempt to resolve the dispute. In the event that the Dispute Resolution Committee is unable to resolve a dispute on the basis of consensus, any member of the Dispute Resolution Committee shall be entitled to put any proposal to the vote. In the event of a tie, the President shall be requested to join the meeting and shall exercise a vote either in favour or against the proposal.

CHAPTER 12

LEGAL STATUS

- 87 BUSA shall be a legal persona.

CHAPTER 13

MINUTES AND RECORDS

- 88 Minutes shall be kept of proceedings of meetings of the Annual General Meeting, the Council, the Management Committee and any Standing Committee established in terms of this Constitution.
- 89 Records of the correspondence and transactions of BUSA shall be maintained by the Secretariat.

CHAPTER 14

PROCEEDINGS

- 90 All legal or other proceedings by or against BUSA shall be instituted, conducted or defended in its name.

CHAPTER15

PROPERTY

- 91 All moveable property belonging to or acquired by BUSA shall vest in BUSA and all immovable property belonging to or acquired by BUSA shall be registered in its name.

CHAPTER16

BANK ACCOUNTS

- 92 BUSA shall open and operate such bank accounts as may be necessary to conduct its business, save that such accounts shall be opened only in its own name at a registered commercial bank.

CHAPTER 17

SIGNATURE OF DOCUMENTS

- 93 All powers of attorney, bonds, deeds and other instruments shall be signed and executed on behalf of BUSA by such member(s) of the Management Committee or by such employee(s) of BUSA as the Management Committee shall decide.

CHAPTER 18

INDEMNITY

- 94 Every Office-Bearer, representative and employee of BUSA shall be indemnified by BUSA against all reasonable costs, losses and expenses which any such Office-Bearer, representative or employee may incur or become liable to by reason of any contract entered into, or act or deed done by him in his capacity as such, in the discharge of his duties.

CHAPTER 19

ALTERATION OF THE CONSTITUTION

- 95 This Constitution shall not be amended, altered or added to except by resolution of a majority of not less than two-thirds of the members present and entitled to vote at a Special Meeting of the Council called for this purpose, of which at least 30 days' notice, in writing, has been given to each member.
- 96 Upon any such alteration, amendment or addition being made in terms of this Constitution, the same shall be deemed to be incorporated in and form part of this Constitution, in the same manner in all respects as though originally inserted herein, and shall be binding upon all members of BUSA.

CHAPTER 20

WINDING UP

- 97 BUSA shall be wound up if, at a Special Meeting of the Council of which at least 30 days' notice, in writing, has been given to each member and at

which voting has taken place by ballot, a resolution to wind up BUSA has been passed by a majority of two-thirds of the representatives of members in good standing, present and entitled to vote.

- 98 Unless the meeting of the Council decides otherwise, the liquidation shall be conducted by the Management Committee.
- 99 The Council shall decide on the use of any balance of cash and assets remaining after liquidation, save that it shall be used for purposes corresponding with those of BUSA.

CHAPTER 21

GENERAL

- 100 BUSA will be launched on 11 October 2003 and will commence its activities as of 12 October 2003.
- 101 The Black Business Council and Business South Africa will cease to exist on 31 December 2003.
- 102 Notwithstanding anything to the contrary contained in this constitution, after the appointment of the first Office-Bearers post the launch on 11 October 2003, the next elections for all Office-Bearers will take place within twelve months after the launch.

SIGNED ON THIS 11TH DAY OF OCTOBER 2003 AT SUN CITY

BY:

**PATRICE MOTSEPE
ON BEHALF OF THE BLACK BUSINESS COUNCIL**

AND

**ATTIE DU PLESSIS
ON BEHALF OF BUSINESS SOUTH AFRICA**

BUSAConstitution/05