

Constitution of South African Business Party

1. Name and Emblem

- 1.1. The name of the party shall be "South African Business Party" ("Party"). The name shall not be translated and the abbreviation "SABP" shall be used in all official languages of South Africa.
- 1.2. The emblem ("Emblem") of the Party shall be:



Business: the Party "means business" and is based on productive business principles.

Figure in picture: Figure is a woman, symbolising the relatively new and vital role of women in leading South Africa. Figure is in silhouette, signifying unity of all cultural backgrounds.

@-symbol in picture: Represents immediate presence, technological advancement and open communication.

2. Registered Office & Contact Details

The Registered Office and National Office of the Party shall be in Cape Town at:

South African Business Party

1 Oak Court
Caledon Street
Somerset West
7130

or such other office as the National Executive Committee ("NEC"), the executive body of the party, may from time to time decide.

The contact details of the Party shall be:

Telephone numbers:

0861BUSINESS or
0861 287 463 or
021 852 4444

Fax numbers:

0861FASTFAX or
0861 327 832 or
021 851 7805 or
021 852 8005

Email addresses:

info@businessparty.co.za
claire@businessparty.co.za
join@businessparty.co.za
membercare@businessparty.co.za

or such other details the NEC may from time to time decide.

3. Aim

The Party shall strive to protect the constitutional rights of all South Africans, to promote harmony amongst all the people of South Africa, and to lobby for appropriate improvements to the constitution of South Africa.

4. Objects

The objects of the Party shall include:

4.1. Promoting a culture of consultation with communities in order to create mutual responsibility for good and balanced governance as against imposing its will on the people.

4.2. Engaging in non-violent conflict resolution at all levels as the process by which social responsibility and appropriate decision-making will be implemented.

4.3. Maintaining registration as a political party with the Electoral Commission under the appropriate legislation with the name of "South African Business Party" whose constitution shall be this document ("Constitution").

4.4. Doing all such things political or otherwise as are incidental or conducive to the attainment of the above objects and aim.

5. Vision

South Africa ("Country") is a country in which all its people can have the opportunity to work, play, be healthy, educated, informed, be mannerful, respecting human life and personal privacy, and be encouraged to become self-supporting and to acquire wealth through the proper creation of business activities.

6. Mission

The Party exists to bring about the necessary change and improvement in all aspects of the lives of all South Africans, including the poor; to help business to improve its performance and productivity and in so doing to better contribute to the advancement of South African society; to respect and honour the rights of all citizens of South Africa, and not to profess such behaviour and on the other hand deviously devise legislation which contradicts it; self-seeking, complacency, job ignorance, laziness, corruption and the like will not be tolerated.

7. Core values

The fundamental values upon which the Party is based are:

7.1. The intrinsic value and equality of all human beings;

7.2. The right of every South African citizen ("Citizen") to:

7.2.1. Work;

7.2.2. Shelter;

7.2.3. Food;

7.2.4. Education;

7.2.5. Health;

7.2.6. Worship;

7.2.7. Business Opportunities;

7.2.8. Other rights for the Citizen's advancement;

7.3. The responsibility of every Citizen:

7.3.1. To respect others;

7.3.2. To be honest and fair;

7.3.3. To self control;

7.3.4. Not to murder;

7.3.5. Not to rape;

7.3.6. Not to abuse others, physically or emotionally;

7.3.7. Not to steal;

7.3.8. Not to harm others, physically or emotionally;

7.3.9. To respect and handle the Country's resources wisely;

7.3.10. To birth control;

7.3.11. To environmental protection;

7.3.12. To neighbourly assistance;

7.3.13. To other responsibilities for the advancement of other Citizens;

8. Status, Legal Personality and Powers

The Party shall be a body corporate with perpetual succession and shall be capable of suing and being sued in its own name. The Leader of the Party ("Leader") shall be the Founder of the Party, the Leader being the initial signatory of this Constitution. The Leader shall be the representative of the Party in the event of legal action. This authority may be delegated to any member of the Party in consultation with the Leader and the NEC and shall be in writing.

9. Policy

The policy-proposing bodies of the Party shall be the Groups, Provinces, Caucus, Advisory Committees, Policy Committee, Board of Members, NEC and any other body approved by the NEC for this purpose. All proposals affecting policy shall first be submitted to the NEC for possible amendment, refusal or approval in its sole discretion, before it may be circulated to all members for review and comment, and debated and ratified by the Policy Committee.

10. Membership

10.1. Admission to Membership

10.1.1. Any person shall be eligible for Membership of the Party if that person is invited by the Leader or NEC to become a Member.

- 10.1.2. No person shall be admitted as a Member without the prior approval of the Leader or NEC who may reject any application for Membership without assigning any reasons therefor.
- 10.2. Types of Membership & A and B Members**
- 10.2.1. The Members of the Party shall be divided into three (3) types, namely A Members, B Members and C Members.
- 10.2.2. The role of Party Membership as envisaged by common law shall be assumed and undertaken in relation to the Party by the A and B Members, also referred to as the "Board of Members".
- 10.2.3. The A Members shall comprise the Leader and the Administrative Assistant of the NEC ("Administrator") as notified to the Chief Electoral Officer in Annexure 1 being the Application for Registration by a Party in terms of Section 15 or 15A of the Electoral Commission Act, 1996 (Act No. 51 of 1996) or their duly authorised nominees and any other person appointed as an A Member subject to the joint approval of the existing A Members.
- 10.2.4. The B Members shall comprise all persons appointed as B Members subject to the approval of the A Members, and shall include the Secretarial Assistant, the Treasurer and the Community Advisor of the NEC as notified to the Chief Electoral Officer in Annexure 1 being the Application for Registration by a Party in terms of Section 15 or 15A of the Electoral Commission Act, 1996 (Act No. 51 of 1996).
- 10.2.5. Without derogating from the rights, duties and prerogatives of the Board of Members, the C Members shall comprise "the ordinary Members" of the Party and be subject to the rights and obligations as reflected in the relevant paragraphs below.
- 10.2.6. For as long as the Membership of the Party consists of A, B and C Members, the majority in number of the A Members shall be entitled to appoint the majority of the members of the NEC of the Party, to remove any such NEC member so appointed and to replace or fill any vacancy in the ranks of the NEC members appointed by the A Members. Any such appointment or removal shall be by written notice to the Party signed by a majority in number of the A Members and shall be operative as soon as the notice is received.
- 10.2.7. For the avoidance of doubt, it is expressly recorded that the right to receive notice of, attend, speak and vote at General Meetings, including Annual General Meetings, of the Party, shall be restricted to the Board of Members.
- 10.3. Number of A and B Members**
Whenever the number of the Board of Members shall for any reason fall below five (5), the remaining A and B Member/s or the Leader and Administrator will be entitled to appoint such person/s as they may determine to be new Members of the Board of Members, subject to sub-paragraphs 10.1.1 and 10.2.4 and any other relevant terms above, to fill such vacancy/ies.
- 10.4. Ordinary Members - C Members**
- 10.4.1. The Membership of C Members or ordinary Members of the Party may be subject to any such qualifications and conditions as the NEC may from time to time determine.
- 10.4.2. For the avoidance of doubt, it is reiterated that the right to receive notice of, and to attend, speak and vote at General Meetings, including Annual General Meetings, of the Party, shall be restricted to the Board of Members, being A and B Members.
- 10.4.3. The ordinary Members shall be entitled to receive copies of the Annual Financial Statements, and shall be entitled to receive notice of and to attend, speak and vote at all meetings of ordinary Members, which may be convened from time to time by the NEC.
- 10.4.4. It shall be incumbent upon the NEC to ensure that an Annual Meeting of ordinary Members is held within nine (9) months after the expiration of the financial year of the Party, and that not more than fifteen (15) months are permitted to elapse between one such meeting and the next.
- 10.4.5. The business of the Annual Meeting of ordinary Members shall be such as may be determined by the NEC when convening such meeting, but shall include a report on the activities of the Party during the preceding financial year to be presented by the Leader, or his/her deputy/nominee, and the opportunity shall be furnished to ordinary Members to secure additional information and to convey advice to the NEC upon the financial affairs and upon the business and activities of the Party.
- 10.5. Rights and Liabilities in Respect of Membership**
Save as is otherwise provided for in this Constitution, the Party shall be entitled to treat a registered Member as the only person entitled to Membership and accordingly shall not,

except as ordered by any court of competent jurisdiction, or as required by common law, be bound to recognise any trust, charge, encumbrance, lien or other claim to, or interest in Membership on the part of any other person.

10.6. **Suspension, Forfeiture and Termination of Membership**

10.6.1. Any Member who fails to comply with any provision of this Constitution or any other obligations as may attach to his/her Membership may be excluded from Membership of the Party by resolution of the NEC.

10.6.2. Such Member shall have fourteen (14) days notice sent to him/her of the meeting of the NEC at which his/her suspension will be considered and he may attend or be represented at the meeting at which he/she or his/her representative may make representations to the NEC but shall not be present at the voting or take part in the proceedings otherwise than as the Leader and Administrator shall allow.

10.6.3. A Member excluded from the Party by such meeting may within fourteen days after having received notice of his/her exclusion appeal in writing against the decision of the NEC to a meeting of the Board of Members which shall immediately be convened by the Leader.

10.6.4. Such meeting shall by resolution have power to ratify the exclusion, to annul the exclusion or to annul it subject to the performance of any conditions which the meeting may think fit to impose.

10.6.5. The NEC may further, in their discretion, suspend any Member or restrict his/her rights of Membership in any way if he/she fails as envisaged in sub-paragraph 10.2.2 and if he/she is not excluded from the Party as provided above.

10.6.6. Any Member may give the Party seven (7) days' notice in writing of his/her intention to resign his/her Membership, and on expiration of such period shall cease to be a Member, provided that such resignation shall not result in the number of Board of Members being less than five (5).

10.6.7. Any Member who has resigned or has been excluded or suspended shall not have any claim of any nature against the Party.

10.6.8. Membership of the Party shall not be transferable.

10.6.9. Membership of the Party shall be terminated upon the issue of a final order of sequestration of the Member, upon the death of any Member or upon any Member being declared insane or incapable of managing his/her own affairs.

10.7. **Obligations on Cessation of Membership**

Notwithstanding anything to the contrary contained or implied herein, the cessation of Membership shall in no way release a Member from any obligation undertaken by him/her prior to the cessation of Membership as a result of any guarantee, commitment or obligation which such Member may have undertaken.

10.8. **Register of Members**

The Party shall maintain at its registered office a register of Members of the Party.

10.9. **Membership Cards**

10.9.1. Every person whose name is entered as a Member in the register of Members shall be entitled to a Membership Card. Every original Member shall be entitled to one card free of charge, but for every subsequent card issued, the NEC may make such charge as from time to time it may think fit. If a card is defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity as the NEC may think fit.

10.9.2. Membership cards shall be issued under the authority of the Leader and Administrator in such manner and form as the NEC shall from time to time prescribe.

10.10. **Membership Rules & Regulations**

Subject to the conditions above:

10.10.1. Membership shall be open to any person who:

10.10.1.1. Subscribes to the aim, objects, vision, mission, core values, principles, policies and other regulations of the Party;

10.10.1.2. Undertakes to abide by the Constitution of the Party;

10.10.1.3. Pays the prescribed annual membership fees; and

10.10.1.4. Is not a member of any other political party.

10.10.2. Membership of the Party is valid for one year, as from date of admission to the Party.

10.10.3. The date of approval of membership and subject to payment of membership fees, is deemed the date of admission.

10.10.4. Membership of the Party must be renewed annually by payment of the required membership fee, before the anniversary date of membership.

- 10.10.5. A person ceases to be a member when:
- 10.10.5.1. that person has handed in the person's membership card and/or written resignation and it is received by the NEC; or
 - 10.10.5.2. the person has openly or publicly declared the person's resignation, or
 - 10.10.5.3. the person's membership has been suspended or terminated in terms of this Constitution, or
 - 10.10.5.4. the person has not paid their membership subscription on or before the anniversary of that person's membership; or
 - 10.10.5.5. the person joins another political party.

11. Groups

- 11.1. The group is the basic organisational unit of the Party. A group ("Group") is a collection of Members who have sufficient sense of identity and community to be able to work together to achieve the aim, objects and mission of the Party.
- 11.2. The minimum number for a Group shall be eight (8) Members.
- 11.3. Any aggregation of Members for the purpose of group organisation must be approved by the NEC before it takes effect for the purposes of this Constitution.
- 11.4. Groups shall keep their Provinces and the NEC informed of their existence, contact details, names (to be allocated in consultation with the NEC), names and details of all members forming each Group and the names and account numbers of their bank accounts. No bank account shall be operated in the name of the Party without the written authorisation and according to the rules of the NEC. No bank account shall have overdraft facilities unless authorised in writing by the NEC.
- 11.5. The internal organisation of the Group is the responsibility of the Group members, provided always that the highest authority in the Group shall be the Group members in a duly constituted Group meeting.
- 11.6. Group funds will be all money received by a Group.
- 11.7. In entering any contract, undertaking any legal proceedings, or taking any other action, Groups shall not hold themselves out or represent themselves as acting with the authority of the Party without the written authorisation of the NEC.
- 11.8. A Group may elect a Group Secretary who may act as chairperson at all Group meetings. Larger Groups may have more officials. Every group-nominated official must be approved by the NEC before that official may stand to be elected.
- 11.9. There may be more than one Group in a Province, save that the establishment of Groups shall as far as possible conform to the municipal boundaries applicable to Local Government elections.
- 11.10. Any dispute regarding the existence or the formation of a Group shall be referred to the Leader of the Party for a directive. If the dispute is still not settled it shall be dealt with by the NEC whose decision shall be final.
- 11.11. All minutes and resolutions made by a Group shall be sent in writing to the NEC for review, possible amendment and approval, and shall only be valid for Party purposes when so approved in writing.

12. Provinces

- 12.1. A Province is a collection of Groups which has sufficient sense of territorial identity to be able to work together to achieve the aim, objects and mission of the Party. These Provinces, depending on local interests and natural geographical boundaries, shall not materially deviate from the boundaries provided for in the Constitution of the Republic of South Africa.
- 12.2. The main function of a Province shall be:
 - 12.2.1. The co-ordination of the Province's Groups; and
 - 12.2.2. To elect Provincial Secretaries, and other positions as required.
- 12.3. Any aggregation of Groups for the purpose of provincial organisation must be approved by the NEC before it takes effect for the purposes of this Constitution. In the case of an unresolved dispute as to which areas should be in which Province the matter shall be determined by the NEC.
- 12.4. Every Group must form part of a Province, where such Group falls within the defined boundaries of a Province.
- 12.5. The internal organisation of the Party at the provincial level shall be the responsibility of the Groups which constitute the Province, and each Province shall have at least the following officeholders:
 - 12.5.1. Provincial Secretary;

12.5.2. Provincial Treasurer.

Every province-nominated official must be approved by the NEC before that official may stand to be elected.

- 12.6. Except in unusual cases, the smallest Province shall include at least three (3) Groups and not less than thirty (30) persons.
- 12.7. All minutes and resolutions made by a Province shall be sent in writing to the NEC for review, possible amendment and approval, and shall only be valid for Party purposes when so approved in writing.

13. General Meetings

13.1 Annual General Meeting and General Meetings

13.1.1. The Party shall in each year hold an Annual General Meeting of the Board of Members, provided that not more than fifteen (15) months shall be permitted to elapse between the date of one Annual General Meeting and that of the next, and that an Annual General Meeting shall be held within nine (9) months after the expiration of each financial year of the Party.

13.1.2. Other General Meetings of the Party may be held at any time.

13.1.3. Annual General Meetings and other General Meetings shall be held at such time and place as the NEC may appoint.

13.2. Notice of General Meetings

13.2.1. An Annual General Meeting shall be called upon not less than twenty-one (21) clear days' notice in writing and any other General Meeting shall be called upon not less than seven (7) clear days' notice in writing.

13.2.2. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the NEC, to the Board of Members, being the persons under these Articles, entitled to receive such notices from the Party; provided that a general meeting shall, notwithstanding the fact that it is called by shorter notice than that herein specified, be deemed to have been duly called, if it is so agreed by a majority in number of the Board of Members having a right to attend and vote at the meeting, being a majority holding not less than ninety-five percent (95%) of the total voting rights of all such Members.

13.3. Proceedings at General Meetings

13.3.1. The Annual General Meeting of the Board of Members shall deal with and dispose of all matters required by the NEC, including the consideration of the Annual Financial Statements, the election of NEC Members, and the appointment of a Treasurer/Accountant, and may deal with any other business laid before it at the discretion of the Administrator.

13.3.2. All business laid before any General Meeting other than the Annual General Meeting shall be considered special business.

13.3.3. No business shall be transacted at any General Meeting of the Board of Members unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be constituted if there shall be personally present at such meeting at least one (1) A Member and two (2) other Members, whether A or B Members.

13.3.4. If within half an hour after the time appointed for the meeting to begin, a quorum is not present, the meeting, if convened upon the requisition of the Board of Members, shall be dissolved. In any other case it shall stand adjourned to such date as the Chairperson of the meeting may decide, provided it shall be within fourteen (14) days of the original meeting, and if at such adjourned meeting a quorum is still not present within half an hour after the time appointed for such meeting to begin, the persons of the Board of Members then present in person shall be deemed to constitute a quorum.

13.3.5. Where a meeting has been adjourned as aforesaid, the Party shall, as soon as possible, notify all A and B Members in such manner as the Chairperson may decide of the following:

13.3.5.1. the date, time and place to which the meeting has been adjourned;

13.3.5.2. the matter before the meeting when it was adjourned; and

13.3.5.3. the ground for the adjournment.

- 13.3.6. The Board of Members in General Meeting shall elect their own Chairperson to preside at General Meetings of the Board of Members.
- 13.3.7. If at any time there is no elected Chairperson of the Board of Members, or if the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if such person is not willing to act as Chairperson of such meeting, then the Members of the Board of Members present shall elect one of their number to act as Chairperson of such meeting.
- 13.3.8. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting 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 at which the adjournment took place. When a meeting is adjourned, all provisions herein for the proceedings at General Meetings shall mutatis mutandis apply to such adjournment.
- 13.3.9. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or the Members so qualified as referred to hereunder, and, unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried unanimously or by a particular majority or negatived, and an entry to that effect in the book containing the minutes of the proceedings of the Party shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be made by:
- 13.3.9.1. not less than two (2) Members present at the meeting, and having the right to vote at such meeting; or
- 13.3.9.2. by a Member or Members personally present at the meeting, and holding collectively not less than one-tenth of the total voting rights of all Members of the Board of Members present or represented at such meeting.
- The demand for a poll may be withdrawn.
- 13.3.10. If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting.
- 13.3.11. In the case of an equality of votes, whether on a show of hands or on a poll, the Leader shall be entitled to a second or casting vote.
- 13.3.12. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.
- 13.3.13. Unless a meeting is required to be held in compliance with this Constitution, a resolution signed by or on behalf of all Members of the Board of Members shall be as valid and effectual as if passed at a duly convened General Meeting.
- 13.3.14. At all meetings of the Board of Members, every Member present in person shall be entitled to one (1) vote, which may be exercised either on a show of hands or on a poll.
- 13.3.15. Representation by proxy shall not be permitted.

14. National Executive Committee

14.1. Directors

- 14.1.1. The NEC shall be considered the Party's administrative body, responsible for the day to day overall administration of the Party, advised by and answerable to the membership, Provinces and Groups. The NEC will act in a manner consistent with this Constitution and with the guidance of the Party as expressed through the minutes of Group and Province meetings and other communications from Groups and Provinces and any agreement between Caucus and NEC.
- 14.1.2. The NEC shall consist of Directors and their number shall not be less than five (5).
- 14.1.3. The first Directors shall be:-
- 14.1.3.1. the Leader of the Party;
- 14.1.3.2. the Secretarial Assistant;
- 14.1.3.3. the Treasurer;
- 14.1.3.4. the Administrative Assistant;
- 14.1.3.5. the Community Advisor;

as notified to the Chief Electoral Officer in Annexure 1 being the Application for Registration by a Party in terms of Section 15 or 15A of the Electoral Commission Act, 1996 (Act No. 51 of 1996).

- 14.1.4. The Directors shall have the power at any time and from time to time to appoint any other person as a Director either to fill a casual vacancy or as an addition to the NEC. Every such appointment by the Directors shall be subject to confirmation by the Board of Members at the next Annual General Meeting.
 - 14.1.5. A Director shall be required to be an A or B Member of the Party to qualify him/her as such.
 - 14.1.6. An Alternate Director shall be required to be an A or B Member of the Party to qualify him/her to be appointed as an Alternate Director.
 - 14.1.7. The Directors, being all executive members of the NEC and as such Executive Directors, may be remunerated by the Party in their capacities as Directors, and such remuneration shall be decided upon from time to time by ordinary resolution of the Board of Members.
 - 14.1.8. The office of a Director shall ipso facto be vacated:
 - 14.1.8.1. if by order of court his/her estate is sequestrated or he/she is declared a lunatic;
 - 14.1.8.2. if by notice in writing to the Party he/she resigns his/her office;
 - 14.1.8.3. if he/she is removed from office by a resolution signed by all his/her co-Directors; or
 - 14.1.8.4. if he/she is removed from office by an ordinary resolution of the Board of Members.
 - 14.1.9. The Directors may from time to time appoint - and if deemed appropriate, remove and substitute - one or more of their body to the office of Chief Executive Officer or Chief Executive Director of the Party to serve for such period and upon such terms and remuneration as the Directors may deem appropriate.
 - 14.1.10. The Chief Executive Officer so appointed shall assume executive responsibility for the affairs of the Party, and shall perform all such functions and duties as may be determined by the Directors and by this Constitution.
 - 14.1.11. As all Directors of the NEC are Executive Directors, no Director, whether appointed at General Meeting or co-opted by the NEC, shall be required to retire by rotation.
- 14.2. **Declaration of Director's Interest**
Subject to and in terms of this Constitution, a Director who is in any way, directly or indirectly, materially interested in a contract or proposed contract, which has been or is to be entered into by the Party or who so becomes interested in any such contract after it has been entered into shall declare his/her interest and full particulars thereof in writing to all of the other Directors.
- 14.3. **Proceedings of Directors**
- 14.3.1. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
 - 14.3.2. A Director may, and the Secretary on the requisition of a Director shall, at any time convene a meeting of the Directors.
 - 14.3.3. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless or until so fixed shall be two (2).
 - 14.3.4. The Directors may elect a Chairperson of their meetings and determine the period for which he/she is to hold office, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the Directors present may elect one of their number to be Chairperson of the meeting.
 - 14.3.5. Questions arising at any meeting shall be decided by a majority of votes. Each Director present or represented at a meeting shall be entitled to exercise one (1) vote. Where a person is Alternate to more than one Director, or where an Alternate Director is also a Director in his/her personal capacity, he/she shall have a separate vote on behalf of each Director whom he/she is representing in addition to his/her own vote as a Director, if applicable.
 - 14.3.6. In the event of an equality of votes, the Leader, or if absent, the Administrator shall have a second or casting vote.
 - 14.3.7. Subject to the provisions of this Constitution, a resolution in writing, signed by all the Directors (or their Alternates) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

- 14.3.8. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the Directors.
- 14.3.9. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may elect one of their number to be Chairperson of the meeting.
- 14.3.10. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the event of an equality of votes, the Leader, or if absent, the Administrator shall have a second or casting vote.
- 14.3.11. All acts done by any meeting of the Directors or a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or person acting as aforesaid or that they or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 14.4. Alternative Directors**
- 14.4.1. No Director shall be entitled to nominate any other person to act as Alternate Director in his/her place during his/her absence or inability to act as such, unless in special circumstances the appointment of such Alternate Director shall be approved by the NEC. The NEC shall be under no obligation to justify or to furnish reasons for withholding consent. If such appointment is made, the Alternate Director shall, in all respects, be subject to the terms, qualifications and conditions existing with reference to the other Directors of the Party.
- 14.4.2. The Alternate Directors, whilst acting in the stead of the Directors who appointed them, shall exercise and discharge all the powers, duties and functions of the Directors they represent. The appointment of an Alternate Director shall be revoked, and the Alternate Director shall cease to hold office, whenever the Director who appointed him ceases to be a Director or gives notice to the Party that the Alternate Director representing him has ceased to do so, and in the event of the disqualification or resignation of any Alternate Director during the absence or inability to act of the Director whom he represents, the vacancy so arising shall be filled by the Leader, or if absent, the Administrator who shall nominate a person to fill such vacancy subject to the approval of the NEC.
- 14.5. Powers and Duties of Directors**
- 14.5.1. The business of the Party shall be managed by the Directors who may pay on behalf of the Party all expenses incurred in promoting and directing the Party, and may exercise all such powers of the Party as are not by this Constitution, required to be exercised by the Party in General Meeting.
- 14.5.2. The NEC shall pursue the objects and protect the interests of the Party, and, without limiting the scope of its powers, shall have authority to:
- 14.5.2.1. Borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the NEC thinks fit;
- 14.5.2.2. Exercise any other lawful powers not inconsistent with this Constitution;
- 14.5.2.3. Appoint such working groups or Advisory Committees from the membership, as it considers necessary for the efficient administration of the Party's affairs; and
- 14.5.2.4. Delegate any of its powers and duties to any such committee or to any person.
- 14.5.3. Any committee or person to whom the NEC has delegated powers or duties will be bound by the Standing Orders and Constitution of the Party and any terms or conditions of the delegation set by the NEC;
- 14.5.4. The NEC will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the NEC;
- 14.5.5. Job descriptions for all Party officers (which may include guidelines and objectives) may be provided by the NEC and/or adopted by the NEC;
- 14.5.6. NEC meetings will be closed to all persons other than NEC members.
- 14.6. Minutes and Minute Books**
- 14.6.1. The Directors shall, in accordance with generally accepted secretarial practice, cause Minutes to be kept:

- 14.6.1.1. of all appointments of Officers;
 - 14.6.1.2. of names of Directors present at every meeting of the Party, and of the Directors;
 - 14.6.1.3. of all proceedings at all meetings of the Board of Members and of the NEC.
 - 14.6.2. Such Minutes shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 14.7. Indemnities**
- 14.7.1. Every Director, other Officer of the Party and any person utilised by the Party as Accountant, shall be indemnified by the Party against all liability incurred by him as such Director, Officer or Accountant, in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted, or in respect of any proceedings which are abandoned.
 - 14.7.2. No Director, Officer, Consultant, Contractor or Employee of the Party shall be liable for acts, receipts, neglects or defaults of any other Director, Officer, Consultant, Contractor or Employee, or for joining in any receipt or other act for conformity, or for loss or expense happening to the Party through the insufficiency or deficiency of any security in or upon which any of the moneys of the Party shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same happens through his/her own negligence, default, breach of duty or breach of trust.
- 15. Candidate Selection for Public Office**
- 15.1. The NEC shall determine procedures for the selection and approval of candidates for public office including the ordering of the Party List.
 - 15.2. Approved Party candidates for any public office must sign and agree to abide by a contract made between themselves and the NEC on the agreed basis by which they go forward as candidates.
 - 15.3. This agreement shall contain (but without limiting the terms of the agreements):
 - 15.3.1. An undertaking to uphold and abide by the Constitution of the Party;
 - 15.3.2. An undertaking to promote and abide by the ratified policy of the Party;
 - 15.3.3. The facility to state specific objections to ratified policy which candidates cannot in good conscience support;
 - 15.3.4. The position concerning leaving the Party; and
 - 15.3.5. Grievance and disciplinary measures.
 - 15.4. Candidate selection committees will ensure strict conflict of interest policies are established and complied with for the candidate selection processes, to ensure neither selection panel members nor prospective candidates improperly influence the selection process.
- 16. Consensus Decision Making**
- 16.1. All decisions by any Group, Province, General Meeting, NEC, Caucus, Working Group, Advisory Committee or any other body belonging to or overseen by the Party shall be made by consensus. This means by the agreement of most participants, with dissenters and abstainees agreeing to recognise the majority opinion as being the final decision.
 - 16.2. If consensus on a motion is not achieved after reasonable attempts, a vote can be taken. A motion shall be carried with a 51% majority of the votes cast. Those who do not agree with the decision may have their objections included in any minutes recorded.
- 17. Coordination**
- The Provincial Secretaries are jointly responsible for ensuring effective co-ordination and communication between the Party Leader, the NEC, Caucus and other Committees on the one hand, and the Provinces and the Provincial Groups on the other.
- 18. Policy Committee**
- 18.1. The Policy Committee shall be the Party's policy-making body, responsible for the development and ratification of Party policy and policy processes.
 - 18.2. The Policy Committee shall consist of:
 - 18.2.1. The Leader;
 - 18.2.2. All other NEC members;

- 18.2.3. Such other persons as the Policy Committee may appoint as members or as provided for elsewhere in the Constitution.
- 18.3. The Policy Committee may appoint such working groups/committees from the membership as it considers necessary for the efficient administration of the Party's Policy affairs.
- 18.4. In doing so, it may delegate any of its powers and duties to any such committee or to any person.
- 18.5. Any committee or person to whom the Policy Committee has delegated powers or duties will be bound by the Constitution of the Party and any terms or conditions of the delegation set by the Policy Committee.
- 18.6. The Policy Committee will be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Policy Committee.
- 18.7. The Policy Committee will act in a manner consistent with this Constitution taking into cognizance the will of the Party, as expressed through the minutes and other communications of the Provinces and Groups and any agreement with Caucus and/or the NEC.

19. **Caucus**

- 19.1. The role of Caucus is to organise and co-ordinate the Party's parliamentary activities. The Caucus shall exist for the period that the Party has members of Parliament (national or provincial) and/or of local government.
- 19.2. The Caucus shall comprise:
- 19.2.1. The Leader of the Party;
- 19.2.2. All Members of the Party elected as Members of Parliament ("MPs") or local government;
- 19.2.3. Any representative of the national Policy Committee and the NEC appointed by those bodies; and
- 19.2.4. Such other persons as the Caucus may appoint as members of Caucus or as are provided for in this Constitution, subject to the approval of the Leader.
- 19.3. The Caucus shall make such rules for its conduct as it sees fit in accordance with the aim, objects, mission and values of the Party and subject to the approval of the Leader.
- 19.4. The Leader of the Party and MPs shall be the voting members of Caucus.
- 19.5. Any Party member may normally attend a Caucus meeting subject to the rules contained in the Party Caucus Agreement.

20. **Alterations of Constitution and Standing Orders**

- 20.1. The Constitution and Standing Orders shall not be amended, altered, or rescinded except at a General Meeting of the Party and by a resolution passed by a majority of not less than three fourths of the persons present and entitled to vote.
- 20.2. The NEC shall give notice to all persons entitled to receive such notice of the proposed alteration, addition or rescission not less than thirty (30) days prior to the General Meeting of the Party at which it is proposed to be moved.

21. **Interim Period**

It is recognised that from the time of the formation of the Party until subsequent national elections or until practicable, as determined in the sole discretion of the Leader, an interim period ("Interim") will occur in which the full effect and compliance to this Constitution will not be possible. During the Interim, the following provisions shall apply:

- 21.1. The Leader shall have all the powers and authority pertaining to any committee/body established in terms of this Constitution to the extent that such committee/body has not yet been fully established.
- 21.2. The authority of all structures created by this Constitution shall vest in the Leader until such structure has been fully established.
- 21.3. The Leader shall be empowered to take all such steps as may be necessary to further and protect the interests of the Party, which shall include but not be limited to, the signing of all documents of whatever nature.
- 21.4. Press statements and media announcements and appearances shall be performed by the Leader or his/her nominee.
- 21.5. It shall be the duty of the Leader to call Party meetings and to give proper notice to members. For the purposes of the Interim, verbal, telephonic, fax, email or any other appropriate and acceptable form of notice, shall be sufficient.

- 21.6. Where the establishment of a proper group or a provincial body is not possible for whatever reason, the member or members involved shall report directly to the Leader who shall advise and give directions.
- 21.7. Inasmuch as it is necessary, the Leader may delegate any of the powers or authority provided for in this Constitution.

22. Finance

- 22.1. The Party Leader may open a bank account in the name of the Party and shall have the signing powers on all cheques and other bank documents; such powers may be augmented or delegated, subject to NEC approval. In this regard, the Party Leader shall be entitled to receive monies on behalf of the Party and issue cheques, make payments/transfers, and otherwise deal with the funds of the Party as the Party Leader sees fit in accordance with this Constitution, subject to the further rules or restrictions set by the NEC.
- 22.2. The Treasurer shall act at the direction of the NEC. At the first meeting of the NEC following each Annual General Meeting, the NEC will decide by resolution the following:
 - 22.2.1. How money will be received by the Party;
 - 22.2.2. Who will be entitled to produce receipts;
 - 22.2.3. How expenditure commitments will be budgeted for by the Party;
 - 22.2.4. What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 22.2.5. Who will be allowed to authorise the production of cheques/payment requests and the names of cheque/payment signatories;
 - 22.2.6. Who will be allowed to authorise the ordering of goods and services;
 - 22.2.7. Policy concerning the investment of money by the Party, including what type of investment will be permitted; and
 - 22.2.8. The type and frequency of financial reporting required during the year.
- 22.3. The NEC may invest surplus funds as it sees fit, provided that the investment does not conflict with the objects of the Party.
- 22.4. A Treasurer's report must be prepared and all books and records so kept must be completed up to date for presentation at the Annual General Meeting, according to acceptable accounting requirements.

23. Dissolution

- 23.1. A majority of the members entitled to vote at a General Meeting may resolve that the Party be dissolved as from a date to be named in the resolution, and may also in such resolution direct the method of disposing of the assets and property of the Party after its dissolution.
- 23.2. Upon the resolution being confirmed at a subsequent General Meeting called for the purpose and held not earlier than thirty days after the date on which the first resolution was passed, the Party shall be dissolved.
- 23.3. A notice of the resolution and its confirmation shall be sent to all parties and institutions required in law to be notified.
- 23.4. The property of the Party shall upon dissolution be transferred to such political parties or societies having objects/mission/values similar to those of the Party within South Africa as the meeting shall determine or, if no such political parties or societies are determined in the sole discretion of the meeting, to a charity or charities decided on by the meeting.

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