



BUSINESSWOMEN'S ASSOCIATION OF SOUTH AFRICA

A platform for the inspiration and empowerment of women

BUSINESSWOMEN'S ASSOCIATION

CONSTITUTION

SECTION A: SUPREMACY OF THE CONSTITUTION

- (a) This Constitution shall supersede any other document that regulates the conduct of members of the Businesswomen's Association and their relationship or that purports to confer authority to the Businesswomen's Association or any structure forming part of or under the Businesswomen's Association.
- (b) The Constitution shall bind the Board and all other structures established by the Businesswomen's Association, whether under this Constitution or any document purporting to confer such authority.

SECTION B: PREAMBLE

The Businesswomen's Association is a non-profit, voluntary association committed to providing a platform for the inspiration and empowerment of women in business in South Africa and beyond through promoting opportunities to support, connect and grow women in business, through lobbying, mentoring, networking, strategic alliances and developing and recognising excellence in women.

The Businesswomen's Association aims to be a united, non-racial and non-sexist business association that helps businesswomen to create connections on multiple dimensions – personal, professional and business – throughout their career. It also creates opportunities for women business owners to grow their businesses.

As a national association with regional branches, it also provides local and national forums where members can exchange ideas, be informed about topical issues and create business opportunities.

It acts as a lobby group on women's business issues, highlighting and publicising not only the barriers to success that may still exist but also the many opportunities available to women in South Africa today.

Through strategic partnerships with sponsors, other non-profit organisations, leading companies and business schools, it provides on-going events and opportunities to advance the interests and needs of women in business.

The Businesswomen's Association commits itself to the economic empowerment of women in line with the principles espoused in South Africa's transformation agenda.

Now therefore the members of the Businesswomen's Association bind themselves to the provisions of this Constitution as set out below.

SECTION C: CONSTITUTIONAL PROVISIONS

1. NAME

The name of the voluntary organisation shall be the ***Businesswomen's Association***, hereinafter referred to as the "BWA".

2. INTERPRETATION

2.1 Unless the context dictates otherwise, words importing one gender shall include the other, words in the singular shall include the plural and *vice versa* and words importing natural persons shall include legal and artificial persons and *vice versa*.

2.2 When any number of days is prescribed in this Constitution for issuing of a notice, the same shall exclude the first and include the last day from the date of issuing such notice unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday.

2.3 Unless the context dictates otherwise, the words and expressions set forth below shall bear the following meanings and cognate expressions shall bear corresponding meanings:

"Annual General Meeting/AGM"	the annual general meeting of the BWA referred to in clause 9.1 below;
"Branch"	a branch of the BWA as established by the Board in terms

	of the provisions of clause 17.1;
“Branch Committee”	a committee established in terms of clause 17.2 to oversee the affairs of a Branch under delegated authority of the Board;
“Branch Register”	a register of individuals afforded Full Membership by a Branch Committee, maintained by the Branch Committee on behalf of the relevant Branch;
“Branch Regulations”	the regulations established and amended from time to time by the Board that regulate the affairs of a Branch;
“Board”	the Board of the BWA appointed as provided for in clause 10;
“Board Member”	a member of the Board appointed from time to time to the Board in terms of clause 10;
“Business Days”	days other than Saturdays, Sundays and public holidays;
“Business Woman”	an individual professional woman or woman who owns and/or manages an enterprise;
“BWA”	the Businesswomen’s Association, a voluntary association, the affairs of which will be conducted in terms of this Constitution;
“the/this Constitution”	the Constitution of the BWA as set out in this document and amended from time to time;
“Executive Committee”	the Committee responsible for the day-to-day management of the

	affairs of the BWA;
“Income Tax Act”	the Income Tax Act, 1962 as amended from time to time or any replacement thereof;
“Member/s”	a member of the BWA;
“Member in good standing”	a Member whose annual membership fee has been paid in full and on due date;
“NPO Act”	the Non-Profit Organisations Act, 1997 as amended from time to time or any replacement thereof;
“Objectives”	the main and ancillary objectives of the BWA as set out in clause 4.4 below;
“Public Benefit Organisation/PBO”	an organisation as defined in Section 30 of the Income Tax Act;
“Special Resolution”	a resolution of a meeting of members of the Board or a meeting of the Members of the BWA, as the case may be, passed by not less than 75% (seventy five percent) of the total number of votes exercised on the matter;
“Territory”	the area of operation of the BWA, being the Republic of South Africa and such additional areas of operation as determined by the Members by way of a Special Resolution.

3. JURISTIC PERSONALITY

The BWA shall:

- 3.1 exist in its own right, separately from its Members;

- 3.2 continue to exist even when its membership changes and there are different office bearers;
- 3.3 be able to own property and other assets; and
- 3.4 be able to sue and be sued in its own name.

4. **VISION, MISSION, VALUES AND OBJECTIVES**

- 4.1 The **vision** of the BWA is to provide a platform for the inspiration and empowerment of Business Women.
- 4.2 The **mission** of the BWA is to promote opportunities to support, connect and grow business women, through lobbying, mentoring, networking, strategic alliances and through developing and recognising excellence in Business Women.
- 4.3 BWA subscribes to the following **values**:
 - 4.3.1 Professionalism
 - 4.3.2 Integrity
 - 4.3.3 Empathy
 - 4.3.4 Accountability
 - 4.3.5 Commitment
 - 4.3.6 Success
 - 4.3.7 Respect
 - 4.3.8 Passion
- 4.4 The **main objective** of the BWA is to achieve and perform its mission through strategic alliances, networking, mentoring, lobbying, developing and recognising excellence in Business Women, in order to achieve the following **ancillary objectives**:
 - 4.4.1 Provide a forum for the interchange of ideas and experience among Business Women including both women working in corporate entities and entrepreneurs.
 - 4.4.2 Provide information on topical issues and moral support for Members.
 - 4.4.3 Assist and provide bursaries for deserving women to study at recognised business schools and empower them to assume positions of responsibility in the business world.

- 4.4.4 Host the annual Businesswoman of the Year Award banquet.
 - 4.4.5 Host the Regional Businesswomen's Achiever Awards.
 - 4.4.6 Explore and develop the Business Women of tomorrow.
 - 4.4.7 Organise a mentorship programme for Business Women.
 - 4.4.8 Develop additional programmes towards achieving its vision and mission as and when required.
 - 4.4.9 Engage in such activities as may be supportive to the attainment of any one of the preceding objectives.
- 4.5 The BWA shall pay particular attention to women entrepreneurs in South Africa. The Board may initiate strategies to fulfil this intention.

5. **POWERS**

- 5.1 Subject to the provisions of clause 5.2 below, the BWA shall not carry on any business undertaking or trading activity and will operate in the Territory.
- 5.2 To promote its Objectives, the BWA shall, subject always to the provisions of the Non-Profit Organisations Act and at all times being represented herein by the Board or its duly authorised representative/s, have the following powers:
- 5.2.1 to apply for registration as a Non-Profit Organisation in terms of the Non-Profit Organisations Act and to do all such things necessary to achieve and maintain such registration;
 - 5.2.2 to apply for registration as a Public Benefit Organisation in terms of the Income Tax Act and to do all such things as are necessary to achieve and maintain such registration;
 - 5.2.3 to receive and collect donations, subscriptions, bequests and any other funds required to meet its Objectives;
 - 5.2.4 to conduct public relations activities and campaigns, independently or in collaboration with other organisations;
 - 5.2.5 to acquire by purchase, gift, bequest, lease or otherwise movable or immovable property and rights of every description and to sell, dispose of,

- lease and/or hypothecate any such property or rights for consideration or otherwise;
- 5.2.6 to construct, maintain and alter any building, whether owned directly or indirectly or leased;
 - 5.2.7 to open and operate whatever banking accounts are deemed necessary;
 - 5.2.8 to borrow or raise money or secure funds in any manner as the Board shall deem fit;
 - 5.2.9 to deal with and invest the funds of the BWA not immediately required, provided that such funds shall be invested only as permitted by statute from time to time and authorised by the Board;
 - 5.2.10 to retain shares in any companies bequeathed to the BWA and claims against such companies;
 - 5.2.11 to enter into employment and other contracts in order to secure any services as required by the BWA from time to time in the fulfilment of its Objectives;
 - 5.2.12 to remunerate any person for services rendered as duly authorised;
 - 5.2.13 to indemnify and hold harmless to the full extent permitted by law and the provisions of this Constitution any current or past office bearer (Board Member, officer or employee) or authorised agent of the BWA against any claims, as envisaged in clause 15, and to purchase and maintain appropriate liability insurance on behalf of the BWA and such individuals;
 - 5.2.14 to enter into contracts; and
 - 5.2.15 to do all such things as may, in the opinion of the Board, be incidental to or conducive to the attainment of the Objectives.
- 5.3 The BWA shall not distribute any of its funds to any persons (otherwise than in the course of undertaking any public benefit activity or as authorised in terms of the powers of the BWA listed above) and shall utilise its funds solely for attaining its Objectives, or invest such funds:
- 5.3.1 with registered financial institutions as defined in Section 1 of the Financial Services Board Act, 1990; or

- 5.3.2 in securities listed on the Stock Exchange as defined in the Financial Markets Act 19 of 2012; or
 - 5.3.3 a legally registered entity designed and formally appointed to house the investment portfolio of the BWA; and/or
 - 5.3.4 business enterprises designed and formally appointed to provide a sustainable fund for the BWA.
- 5.4 Notwithstanding clause 5.3, the BWA shall not be prohibited from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.
- 5.5 The BWA shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misinterpretation with regard to the tax deductibility thereof in terms of Section 30 of the Income Tax Act.
- 5.6 A donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 5.7 All immovable property of the BWA capable of registration in the office of a Registrar of Deeds shall be vested in and so registered in the name of the BWA.
- 5.8 Any property or income of the BWA shall be utilised solely in the furtherance of the Objectives of the BWA and it shall be prohibited from transferring or paying any portion thereof directly or indirectly in any manner whatsoever so as to profit any person other than by way of the payment in good faith of reasonable remuneration to any service provider, officer or employee of the BWA for any services actually rendered to it.
- 5.9 The BWA shall not make a loan to any person unless as part of reasonable remuneration contemplated in clause 5.8 and approved by the Board.

6. MEMBERSHIP

- 6.1 All persons who have applied for membership of the BWA in the form as prescribed by the Board from time to time, whose application has been approved by the Board or a Branch Committee, as envisaged in clause 7 below, and who has paid the entrance fee as determined by the Board from time to time shall be afforded membership.

- 6.2 Each Member shall be allocated to the appropriate class of membership as set out in clause 7 below and the decision of the Board shall be final in this regard. Each class of membership shall have voting and other rights as set out in clauses 7.1.4 of this Constitution.
- 6.3 The Board shall cause a Register of Members to be kept which register shall, as a minimum, contain the following information in respect of each Member:
- 6.3.1 Class of membership
 - 6.3.2 Full names and surname
 - 6.3.3 Physical address
 - 6.3.4 Email address
 - 6.3.5 Contact details
 - 6.3.6 Date that membership is afforded
 - 6.3.7 Date that membership is terminated
- 6.4 It shall be the responsibility of each Member to keep the information as listed in item 6.3 above up to date and recent and to immediately inform the Board or the relevant Branch Committee in writing of any changes thereto. Notices or any documentation sent to a Member at her last known address or email address shall be deemed to have been properly delivered.
- 6.5 Membership shall continue on confirmation of payment of annual fees and shall terminate should any of the events listed below occur, whichever comes first. If the Member:
- 6.5.1 dies; or
 - 6.5.2 being a legal entity, is wound up or deregistered or liquidated; or
 - 6.5.3 submits a written notification of termination of membership to the relevant Branch Committee or to the Board; or
 - 6.5.4 receives written notification from the Board of the termination of membership as envisaged in clause 6.6 below.
- 6.6 Membership may be terminated in the following manner:
- 6.6.1 The Board shall be entitled to terminate the membership of a Member should the Board in its sole and absolute discretion be of the opinion that the continuing membership of such Member will not be in the best interest of the BWA, for whatever reason.
 - 6.6.2 Prior to a resolution for the termination of membership of a Member being tabled for consideration by the Board, the Board shall give reasonable

notice to the Member of the resolution to be tabled as well as the date of the meeting where such resolution will be considered and shall invite the relevant Member to make a written submission and/or to attend the meeting in person with a view to make a presentation to the Board on why the membership should not be terminated.

- 6.6.3 The notice as envisaged in clause 6.6.2 shall also set out the reasons for the proposed termination of membership.
 - 6.6.4 Should the Member make a written submission and/or attend the meeting of the Board, the Board shall take such submission and/or presentation in consideration prior to voting on the resolution.
 - 6.6.5 Should the Member fail to respond or decline the invitation, the Board may proceed with the meeting and with a consideration of the resolution.
 - 6.6.6 The decision to terminate the membership of a Member shall be passed by the Board by way of a secret ballot and by Special Resolution.
- 6.7 No entrance fee or annual membership fee shall be refunded to a Member following termination of membership for whatever reason and a Member shall remain liable for the annual membership fee notwithstanding termination of membership.

7. CLASSES OF MEMBERSHIP

The following classes of membership shall be recognised by the BWA:

7.1 Full Membership

- 7.1.1 Subject to clause 7.1.2, a Branch Committee may grant Full Membership to a person who, in the opinion of the Branch Committee:
 - 7.1.1.1 is a business owner who has owned a business'
 - 7.1.1.2 holds a senior executive position in a company or corporation; or
 - 7.1.1.3 is a budding entrepreneur; or
 - 7.1.1.4 holds a senior position in the public or private sector, whether in a profession, government, non-governmental organisations, welfare or politics; or
 - 7.1.1.5 is recognised as a leader in her field; or
 - 7.1.1.6 has contributed to the advancement of women in business and the community; and
 - 7.1.1.7 has paid annual fees..
- 7.1.2 A Branch Committee may grant Full Membership only to persons residing or conducting business within the boundaries of the relevant Branch.

7.1.3 The details as listed in clause 6.3 of individuals afforded Full Membership by a Branch Committee shall be entered in the Branch Register which shall in turn be provided to the Board as and when required.

7.1.4 A Full Member in good standing shall have 1 (one) vote at any meeting of Members of the BWA.

7.2 Corporate Membership

7.2.1 The Board may from time to time grant Corporate Membership to a corporation or an organisation that, in the opinion and sole discretion of the Board, subscribes to the Objectives of the BWA and is willing to provide revenue, educational information and such other resources, support and assistance to advance to Objectives of the BWA in the business community.

7.2.2 The terms and conditions, period of membership and membership fees, if any, shall be decided by the Board from time to time.

7.3 Group Membership

7.3.1 The Board may from time to time grant Group Membership to a corporation or an organisation which has submitted an application for Group Membership in order to receive a reduced entrance fee and annual membership fee based on the number of women covered by such application.

7.3.2 The entrance fee and annual membership fees in respect of each Group Member shall be determined by the Board from time to time.

7.4 Honorary Membership

7.4.1 The Board may from time to time grant Honorary Membership for such period as it deems fit to persons of distinction who have made significant contributions to the Objectives of the BWA.

7.4.2 Honorary Members shall have no voting rights and shall not be expected to pay an entrance fee or annual membership fees.

7.5 Life Membership

7.5.1 The Board may from time to time grant Life Membership to a retiring President and Vice President on completion of a full term of office.

7.5.2 A Life Member shall have 1 (one) vote in her capacity as Life Member and shall not be expected to pay an entrance fee or annual membership fees for the duration of the Life Membership. If such person continues to belong to another class of membership, she may exercise the rights which may be attached to that class, if any.

8. **MEMBERSHIP FEES**

8.1 The Board shall from time to time determine the annual membership fees payable by Members and shall notify Members in writing of any changes in such fees and the effective date thereof.

8.2 Invoices for payment of entrance fee and/or annual membership fees shall be sent to Members via electronic mail to the email address as indicated in the Register of Members and shall be deemed to have been received on the first Business Day following the date on which the electronic mail had been sent. Payment of invoices must be made within 30 (thirty) days of receipt thereof.

8.3 The membership of a Member whose payment of the entrance fee and/or membership fee is more than 6 (six) months in arrears may be terminated by the Board as contemplated in clause 6.5.

8.4 A Member whose payment of the entrance fee and/or membership fee is in arrears for less than 6 (six) months or more than 6 (six) months but where membership has not as yet been terminated as envisaged in clause 8.3, shall not be entitled to vote at any meeting of the Members of the BWA.

9. **PROCEDURES RELATING TO MEETINGS OF MEMBERS**

9.1 The BWA shall hold an Annual General Meeting (“AGM”) of Members not later than the 30th September of each year.

9.2 Notice of an AGM shall be given no later than 10 (ten) Business Days prior to the date of the Annual General Meeting and shall include, amongst other things, a copy of the annual financial statements for the previous financial year as approved by the Board to be presented for discussion and information purposes at the AGM.

- 9.3 The quorum requirement for a meeting of Members to commence and to proceed shall be 30 (thirty) Members in good standing, present at the meeting in person or by proxy.
- 9.4 As a minimum, the following items shall be included in the agenda of the AGM:
- 9.4.1 Confirmation of previous minutes as a correct record of the proceedings;
 - 9.4.2 Presentation of the President's report;
 - 9.4.3 Presentation of the auditors' report and audited annual financial statements;
 - 9.4.4 Presentation of the Treasurer's report;
 - 9.4.5 Names of members of the Board members to be read out,
 - 9.4.6 Such other matters as submitted by Members in writing to the Board, not less than 20 (twenty) Business Days prior to the date of the meeting.
- 9.5 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Members shall not invalidate the proceedings at any meeting of Members.
- 9.6 A simple majority shall carry any motion at an annual general meeting of BWA except that resolutions for the alteration of the Constitution or the dissolution of BWA shall require a two-thirds (2/3) majority of members in good standing present in person or by proxy.
- 9.8 No business shall be transacted at a meeting of Members unless a quorum is present.
- 9.9 If, within 30 (thirty) minutes after the scheduled time for the meeting to begin, a quorum is not present, the meeting will be postponed without motion, vote or further notice (unless the venue of the meeting is changed) for a period of one week and, if the postponed date falls on a public holiday, the meeting will be held on the first business day following such public holiday. In the event that the meeting was called on demand from Members as contemplated in clause 9.5 above, the meeting will not be postponed and will be cancelled. At the postponed meeting, the Members present in person or by proxy shall be a quorum.
- 9.10 The Chairman of the meeting of Members may extend the period referred to in clause 9.9 above for a further 30 (thirty) minutes in the event of exceptional circumstances and such extension will be in the sole discretion of the Chairman.

- 9.11 Each Member may appoint an individual, who shall be a Member of the BWA in good standing, as a proxy to participate in, and speak and vote at a meeting of Members on behalf of such Member.
- 9.12 The Member's proxy may not delegate the proxy's power to another individual.
- 9.13 A Member must deliver to the BWA a copy of the instrument appointing a proxy before that proxy may exercise the Member's rights at a Members' meeting by no later than 48 (forty eight) hours before the start of the meeting. Late submissions may only be accepted with the approval of the Chairman of the meeting, whose decision shall be in the sole discretion of the Chairman and shall be final and binding.
- 9.14 The authority of a Member's proxy to decide without direction from the Member whether to exercise, or abstain from exercising any voting right of the Member is not limited or restricted by this Constitution.
- 9.15 The Chairman may, with the consent of Members at a meeting of the Members 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 may be transacted at any adjourned meeting, except such business as may lawfully have been transacted at the meeting which was adjourned.
- 9.16 Where a meeting has been adjourned as aforesaid, the Board shall send a written notice to each Member stating amongst others:
- 9.16.1 the date, time and place to which the meeting has been adjourned;
- 9.16.2 the matter before the meeting when it was adjourned; and
- 9.16.3 the grounds for the adjournment.
- 9.17 The Chairman of the Board, being the President of the BWA, shall preside as chairman at every meeting of the Members.
- 9.18 If –
- 9.18.1 there is no such chairman; or
- 9.18.2 at any meeting of Members the chairman is not present within 15 (fifteen) minutes after the time appointed for the meeting, or if she is unwilling to act as chairman; and
- 9.18.3 the Vice-President is also not present or willing to act as chairman;
- the Members present shall elect one of their number to act as such.

- 9.19 At a meeting of Members all Members that have Full Membership and that are in good standing and all Members that have Life Membership shall have 1 (one) vote.
- 9.20 A simple majority of votes exercised on a matter at a meeting of Members shall be sufficient to pass any resolution tabled for consideration and approval, except for a resolution to approve an amendment to this Constitution which would require a Special Resolution.
- 9.21 In the case of an equality of votes as a meeting of Members, the Chairman of the meeting shall not have a second or casting vote.
- 9.22 A declaration by the Chairman of the meeting that a resolution has been passed by a particular majority, or rejected (and an entry to that effect in the minute book) shall be *prima facie* evidence of that fact.
- 9.23 The authority of the BWA to conduct a meeting of Members entirely by Electronic Communication or to provide for participation in a meeting by Electronic Communication is not limited or restricted by this Constitution.
- 9.24 On receipt of a written requisition signed by not less than 25% (twenty five percent) of Members for the calling of a Special General Meeting, the Board shall arrange for such a Meeting to be held not later than 20 (twenty) Business Days after receipt of the requisition. Such request to also set out the purpose of the meeting and any proposed resolution to be tabled at the meeting for consideration by Members. Not less than 10 (ten) Business Days' notice shall be given to Members of the Special General Meeting and the notice shall set out the date, time, venue and nature of the business to be transacted.
- 9.25 The Board shall have the power to call a Special General Meeting, should it be deemed necessary. Not less than 10 (ten) Business Days' notice shall be given to Members of the Special General Meeting and the notice shall set out the date, time, venue and nature of the business to be transacted.

10. **BOARD**

- 10.1 The business and affairs of the BWA shall be managed by or under the direction of the Board which has the authority to exercise all of the powers and perform any of the functions of the BWA, except to the extent that this Constitution provides otherwise.

- 10.2 The Board shall be entitled to appoint such committees as deemed necessary and to delegate to any such committee any of the authority of the Board and to include in such committees any persons who are not members of the Board. The Board shall appoint such committees at the first meeting of the Board following the AGM and shall at the same time approve a written mandate for each committee, setting out the composition, authority, duties and proceedings for such committee.
- 10.3 The Board shall consist of and not more than 13 (thirteen) members and shall be constituted as follows:
- 10.3.1 President;
 - 10.3.2 Vice-President;
 - 10.3.3 Executive Director;
 - 10.3.4 Treasurer
 - 10.3.5 2 (two) Branch representatives
 - 10.3.6 Additional nominated and elected members as would enhance the skills and experience of the Board, up to a maximum number of 7 (seven).
- 10.5 The President and Vice President shall be elected for a three year term by Members at the AGM on recommendation by the Board. Only individuals who have served on the Board for a period of not less than 12 (twelve) months may be nominated for election to the positions of President and Vice-President.
- 10.6 Every Member who is in good standing shall be entitled to nominate individuals who are Members of the BWA for election to the positions as contemplated in item 10.3.1 and the nomination process shall be as determined by the Board from time to time.
- 10.7 Subject to item 10.9, an Elected Board Member shall remain in office for a consecutive period of 3 (three) years and shall retire at the conclusion of the first AGM following such period where such member may offer herself for re-election for 1 (one) more term of 3 (three) years where after such Elected Board Member shall retire. A retired member of the Board may be eligible for nomination as Elected Board Member after a 3 (three) year cooling off period.
- 10.8 The Board shall be entitled to appoint a chief executive officer and a treasurer on such terms and conditions and for such period as the Board in its sole discretion deems appropriate.

- 10.9 In addition to the above and considering the need for good governance and appropriate skills in the composition of the Board, the Board shall be entitled to appoint additional members to the Board for a period of not more than 3 (three) years and may re-appoint such member for 1 (one) more period of 3 (three) years where after such individual may only be appointed again after a 3 (three) year cooling off period.
- 10.10 Membership of the Board shall be terminated on the earlier of any of the following:
- 10.10.1 on the death of the individual;
 - 10.10.2 by written resignation delivered to the Board and shall be effective immediately unless the Board accepts a notice period;
 - 10.10.3 on termination of membership of the BWA for whatever reason, where relevant;
 - 10.10.4 on expiry of the member's term of office as contemplated in clauses 10.7 and 10.9 above;
 - 10.10.5 on becoming disqualified to be appointed as a director of a company on any of the grounds set out in section 69 of the Companies Act of 2008;
 - 10.10.6 on removal of the member from the Board following the process contemplated in clause 10.11.
- 10.11 Should the Board be of the opinion that a member of the Board needs to be removed as a result of the relevant individual:
- 10.11.1 becoming incapacitated to the extent that she is unable to perform her duties and is unlikely to regain that capacity within a reasonable time; or
 - 10.11.2 neglecting or becoming derelict in performance of her duties as a member of the Board; or
 - 10.11.3 behaving in a manner that is inconsistent with the values of the BWA as listed in clause 4.3 and/or that did or could have a negative impact on the reputation of the BWA or place BWA's standing in disrepute;

then the Board shall give reasonable written notice to the relevant Board member of the date and time of a meeting of the Board to be held and the intention to table a resolution for the removal of the individual as a member of the Board. The notice shall set out the reasons for the proposed resolution and shall confirm the Board

member's right to make a written representation and/or attend the meeting in person to make a representation to the Board prior to the resolution being voted on. A resolution for the removal of a member of the Board shall be regarded as duly passed if supported by not less than 75% (seventy five) percent of the votes exercised on the resolution and voting shall be done by way of secret ballot.

- 10.12 The President shall be the chairman of the Board. In the absence of the President or if the President is not willing and/or able to chair a meeting of the Board, the Vice President shall act as chairman for purposes of the meeting. In the absence of both the President and the Vice-President and both of them not being willing and/or able to chair a meeting of the Board, the Board shall elect one of their number to act as chairman for purposes of the meeting.
- 10.13 The Board shall meet not less than 4 (four) times per annum and shall be entitled to determine the manner and form of giving notice of its meetings. The President may convene a meeting of the Board at any time, giving reasonable notice, and shall convene such meeting on receipt of a written request signed by not less than 3 (three) members of the Board.
- 10.14 Minutes of the meetings of the Board shall be kept and shall be signed by the President or the Vice President as a true and correct record of the proceedings, following confirmation of the correctness thereof at a subsequent meeting of the Board.
- 10.15 The quorum for meetings of the Board shall be a majority of members of the Board being present in person or via telecommunications and each member of the Board shall have 1 (one) vote.
- 10.16 Every matter to be formally resolved by the Board shall be regarded as duly adopted if supported by a majority of votes exercised on the matter, except for the matter as contemplated in clause 10.11 that will require a Special Resolution of the Board.
- 10.17 A resolution in writing signed by a majority of the members of the Board who are present in South Africa at the time when such resolution is released for signature, shall be as valid and effectual as if it has been passed at a duly constituted meeting of the Board, provided that each member of the Board shall have been afforded a reasonable opportunity to express an opinion on the matter to which such resolution relates.
- 10.18 No member of the Board shall be entitled to any remuneration for her services as a member of the Board but a member of the Board may be paid all travelling and other expenses necessarily incurred by her in connection with the business of the

BWA and/or attending meetings of the Board or any of its committees as approved in terms of the expenses policy adopted by the Board from time to time.

10.19 No Board member shall be disqualified by virtue of her office from contracting with the BWA, whether as a vendor or otherwise. The Board member shall declare full details of her interest to the Board or Branch Committee prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such Board member shall not vote on such matter.

10.20 Each member of the BWA Board shall in the exercise of her duties and fulfilment of the functions of a member of the Board, as well as the functions of the Board as a whole, at all times act:

10.20.1 in good faith and for a proper purpose;

10.20.2 in the best interest of the BWA; and

10.20.3 with due care, skill and diligence.

10.21 The Board shall ensure that complete, accurate and updated records are kept of the financial affairs of the BWA and such accounting records shall be submitted annually for an audit by a registered auditor appointed for this purpose by the Board with a view to finalising the audited annual financial statements in time for submission to the annual general meeting each year.

10.22 The President shall prepare a comprehensive annual report on the activities of the BWA. Such report shall represent all her activities which took place during the year. She shall generally perform such duties as by usage and custom pertains to her office.

10.23 The Vice President shall assume the role of acting President in the absence or incapacitation of the President or by assignment of the President or the Board.

11. **ELECTION OF THE BOARD**

11.1 Board members are approved by a majority of Board members. A call for nominations to the membership base of the BWA as well as any other means deemed appropriate shall to search our new board members. A nominations committee comprising three Board members shall make recommendations to the Board for the appointment of new Board members.

11.2 The 2 Branch Committee representatives shall be nominated by the Branches for final approval by the Board.

12. **AUTHORITY OF THE BOARD**

The business and affairs of the BWA shall be managed by or under the direction of the Board which has the authority to exercise all of the powers and perform any of the functions of the BWA, except to the extent that this Constitution provides otherwise. Such authority shall include the authority, amongst others and not being an exhaustive list, to:

- 12.1 appoint the Executive Director and determine the period of office and terms and conditions of employment of the Executive Director;
- 12.2 appoint the Financial Manager;
- 12.3 appoint an auditor to execute the annual audit of the accounting records of the BWA in line with generally accepted accounting standards;
- 12.4 formulate policy and give strategic direction to the BWA;
- 12.5 establish Branches and Branch Committees and prescribe the Branch Committee Regulations;
- 12.6 collect funds by any lawful fund-raising methods for carrying out the Objectives of the BWA;
- 12.7 delegate any of its functions to the Executive Director or to an individual member of the Board or to a duly constituted committee appointed by the Board, including the Executive Committee;
- 12.8 recommend any amendments to this Constitution for approval by the Members by way of Special Resolution;
- 12.9 transact such other business as it deems necessary or appropriate; and
- 12.10 generally do all things that it deems necessary or appropriate to ensure that the BWA achieves the Objectives and that the affairs of the BWA are managed in an ethical an effective manner in the interest of the BWA and its stakeholders.

13. EXECUTIVE COMMITTEE AND BOARD COMMITTEES

- 13.1 The Board shall appoint an Executive Committee who shall assist the Board, together with the Executive Director, in managing the day-to-day affairs of the BWA. Unless otherwise determined by the Board, the Executive Committee shall consist of:

13.1.1 the President and Vice-President;

13.1.2 the Executive Director;

13.1.3 the Treasurer; and

13.1.4 2 (two) other members of the Board.

13.2 The Executive Committee shall act under delegated authority from the Board and in terms of a formal mandate as approved by the Board from time to time.

13.3 In addition to the above, the Board may appoint such other committees of the Board as deemed necessary and appropriate from time to time and delegate any of the authority and functions of the Board to such committees as required and as set out in the formal mandate approved by the Board for each committee.

14. **EXECUTIVE DIRECTOR**

14.1 The Board shall appoint the Executive Director as contemplated in clause 10.8 and delegate any of its authority and functions to the Executive Director as provided for in clause 11.6.

14.2 The Executive Director shall, in addition to being a member of the Board, be appointed as an employee of the BWA for a 1 (one) year period and the Board may, subject to the performance of the Executive Director, the financial position of the BWA and such other considerations as the Board in its sole discretion deems relevant, renew the Board membership and the employment contract of the Executive Director.

14.3 The Executive Director shall act under the delegated authority of the Board and shall, amongst other things, be responsible to:

14.3.1 manage the affairs of the BWA towards achieving the Objectives;

14.3.2 plan, co-ordinate and control the daily operation of the BWA;

14.3.3 prepare current and long term goals, objectives, plans and policies to be submitted to the Board annually for approval;

14.3.4 regularly meet with other BWA executives, if any, to ensure that the operations of the BWA are being managed in accordance with approved BWA policies and procedures;

- 14.3.5 oversee the adequacy and soundness of BWA's financial structure;
- 14.3.6 review operating results of BWA, compare them to approved budgets and forecasts, and take steps to ensure that appropriate measures are taken to correct unsatisfactory results;
- 14.3.7 plan and direct all investigations and negotiations pertaining to new sponsorships, joint ventures and the acquisition of new projects, subject to the approval of the Board;
- 14.3.8 establish and maintain an effective system of communications throughout the BWA;
- 14.3.9 represent BWA with major sponsors, Members, the financial community and the public, in consultation with the President; and
- 14.3.10 perform all other duties as included in the employment contract or annual performance contract of the Chief Executive Officer or as the Board may direct from time to time.

15. **POWERS OF BWA**

BWA shall have all the powers necessary, in the opinion of the Board, to attain its objectives which powers shall be vested in the Board, and without limiting its general powers, may:

- 15.1. acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;
- 15.2. buy, sell, lend, exchange, insure, borrow, lease, and let assets;
- 15.3. employ, pay and indemnify administrative or educational staff, agents and advisers of every description;
- 15.4. delegate any of its powers to such committee or person as it may deem fit;
- 15.5. engage in legal proceedings of every description and sue or be sued in its own name;

- 15.6. open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than 2 persons appointed for the purpose by the Board;
- 15.7. indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of BWA or who serves or has served, at the request of the Board as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity.
- 15.8. do anything else necessary for the above and the furtherance of its objectives.

16. **LIMITATION OF POWERS**

Notwithstanding the above, the specific and implied powers of BWA shall be limited as follows:

- 16.1. The activities of BWA will be wholly or mainly directed to the furtherance of its sole or principal object;
- 16.2. BWA shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment, which investments shall be for the objects for which it has been established;
- 16.3. Funds available for investment shall be invested only in:
 - 16.3.1. one or more financial institutions as defined in Section 1 of the Financial Services Board Act 97 of 1990;
 - 16.3.2. securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1 of 1985;
 - 16.3.3. a legally registered entity designed to house BWA's investment portfolio;
 - 16.3.4. business enterprises designed to provide a sustainable fund for the BWA.
- 16.4. BWA shall not make loans to any person.

- 16.5. Amendments to the Constitution shall be submitted for approval to the Commission for the South African Revenue Service (with effect from when tax exemption is granted).
- 16.6. Upon winding up or liquidation BWA shall give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objects similar to those of the BWA.

17 BRANCH COMMITTEES

- 17.1 The Board shall define and name geographical Branches within the Territory within which the activities of the BWA may be delegated and also the measure of such delegation, and may revise such definition, name and measure of delegation from time to time.
- 17.2 A Branch Committee comprising individuals within the Branch shall be established by the Board in terms of the Branch Committee Regulations as defined in clause 2.3 within which the Committee shall be appointed and the business of such Committee shall be conducted. The Board may also issue guidelines to the Branch Committees in support of the Regulations from time to time.
- 17.3 A member of a Branch Committee is not automatically a member of the Board nor deemed to be such nor may she act as if she is member of the BWA Board and her power and authority shall be limited to activities that relate to the particular affairs of the Branch of which she is a Branch Committee member.
- 17.4 Notwithstanding the above, a member of a Branch Committee may from time to time be formally elected or appointed as a member of the Board as provided for in this Constitution.
- 17.5 A Branch shall be bound by the provisions of this Constitution as amended from time to time and shall conform to the spirit of this Constitution wherever there is no clear provision on any matter.
- 17.6 The responsibilities of a Branch Committee shall be, amongst others, to:
- 17.6.1 manage the affairs of the Branch under delegated authority of the Board and subject to the Branch Committee Regulations;
 - 17.6.2 submit a quarterly report to the Board covering the activities and finances of the Branch;

- 17.6.3 ensure compliance by the Branch to the provisions of this Constitution and the Branch Committee Regulations;
- 17.6.4 account to the Board for the control of the financial affairs of the Branch; and
- 17.6.5 provide such additional information and at such intervals as required by the Board from time to time.

18 LIABILITY AND INDEMNIFICATION

- 18.1 Membership of the BWA shall not entitle any person to any proprietary right, title or claim to any interest in any property or assets of the BWA, nor shall a Member by virtue of such membership incur any liability in respect of any claim or action brought against the BWA.
- 18.2 No employee of the BWA, office-bearer or member of the Board or any committee established by the Board from time to time shall by virtue of such employment, position or membership incur any liability in respect of any claim or action brought against the BWA or for any damages suffered or expenses incurred by the BWA except if and to the extent that such claim, action, damages or expenses are as a direct result of the willful misconduct or willful breach of trust on the part of the relevant employee, office-bearer or member of the Board or committee.
- 18.3 Employees, office-bearers and members of the Board or committees established by the Board shall be indemnified by the BWA to the extent allowed in terms of clause 15.2 above and the BWA may purchase insurance to protect such individuals against any liability or expenses for which the BWA is permitted to indemnify such individual in accordance with clause 15.2 above and to protect the BWA against any contingency.

19 AMENDMENT OF CONSTITUTION

- 19.1 This Constitution may only be rescinded, amended or replaced in its entirety by way of a Special Resolution passed by the Members of the BWA.
- 19.2 For as long as the BWA enjoys any specific tax dispensation as contemplated in the Income Tax Act, a copy of any approved amendments to this Constitution shall be submitted to the Commissioner for the South African Revenue Service

(“the Commissioner”). To the extent reasonably possible, proposed amendments shall be submitted to the Commissioner prior to approval thereof by Members in order to obtain input and guidance as to the possible impact, if any, on the tax status of the BWA.

20 DISSOLUTION OF THE BWA

20.1 The BWA may at any time by a Special Resolution of the Members of the BWA passed at a duly constituted meeting of Members:

20.1.1 be wound-up or dissolved; or

20.1.2 amalgamate or merge with one or more similar organisations with objectives which are substantially similar to those of the BWA in order to establish a new organisation which will generally benefit women’s economic empowerment, in such manner as approved by Members.

20.2 If, upon winding-up or dissolution of the BWA, there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the Members of the BWA but shall be paid to an organisation as determined by the Members as part of the Special Resolution contemplated in clause 17.1 and which is:

20.2.1 a public benefit organisation with objectives aligned to the Objectives of the BWA and which has been registered in terms of Section 30 of the Income Tax Act; or

20.2.2 an organisation with objectives aligned to the Objectives of the BWA and itself exempt from income tax in terms of the Income Tax Act; and

20.2.3 authorised to collect contributions from the public in terms of the Non-Profit Organisations’ Act.

20.3 In the event of Members not determining the organisation as contemplated in clause 17.2 for whatever reason, the Board shall be entitled to exercise this authority on behalf of the Members.

21 DISPUTE RESOLUTION

21.1 Unless otherwise provided, should any dispute arise between any parties in connection with:

21.1.1 the formation or existence of the BWA; or

21.1.2 the implementation, interpretation or application of the provisions of this Constitution; or

21.1.3 any resolution passed by the Members of the BWA or the Board; or

21.1.4 any other matter affecting the interests of the BWA or any Member thereof;

that dispute (“the dispute”) shall, unless resolved amongst the parties to the dispute, be dealt with as envisaged below.

21.2 The dispute exists once a party notifies the other/s in writing of the nature of the dispute and requires it to be resolved under this clause.

21.3 The parties must refer any dispute to be resolved by:

21.3.1 negotiation; failing which

21.3.2 mediation; failing which

20.3.3 arbitration.

21.4 Within 10 (ten) Business Days of notification, the parties must seek an amicable resolution to the dispute by referring it to designated and authorised representatives of each of the parties to negotiate and resolve the dispute by the parties signing an agreement resolving the dispute within 20 (twenty) Business Days of notification.

21.5 If negotiation fails, the parties must refer the dispute within 10 (ten) Business Days after expiry of the 20 (twenty) Business Days contemplated in clause 18.4 for resolution by mediation under the rules of the Arbitration Foundation of Southern Africa (or its successor or body nominated in writing by it in its stead) (“AFSA”). A period of 20 (twenty) Business Days shall be afforded for the dispute to be either resolved or, failing such resolution, to be referred to arbitration as contemplated in clause 18.6.

21.6 If mediation fails, the parties must refer the dispute within 15 (fifteen) Business Days for resolution by arbitration (including any appeal against the arbitrator’s decision) by one arbitrator (appointed by agreement between the parties) as an expedited arbitration in Sandton under the then current rules for expedited arbitration of AFSA. If the parties cannot agree on any arbitrator within a period of

10 (ten) Business Days after the referral, the arbitrator will be appointed by the Secretariat of AFSA.

- 21.7 The periods for negotiation or mediation may be shortened or lengthened by written agreement between the parties.
- 21.8 This clause will not preclude any party from access to an appropriate court of law for interim relief in respect of urgent matters by way of an interdict, or mandamus pending finalisation of this dispute resolution process, for which purpose the parties irrevocably submit to the jurisdiction of a division of the High Court of the Republic of South Africa.
- 21.9 This clause is a separate, divisible agreement from the rest of this Constitution and must remain in effect even if the Constitution terminates, is nullified or cancelled for any reason or cause.

22 NOTICES

- 22.1 Notices shall be personally delivered or given by way of electronic mail or post and shall be deemed to have been received by the addressee on the day of delivery or despatch, if sent by electronic mail, or 10 (ten) Business Days after posting, if sent by post, and shall further be deemed to have been received by the addressee, notwithstanding that such notice may not in fact have been so received.
- 22.2 Notices to Members shall be sent to the email address or delivered or addressed to the physical address of such Member as per the Register of Members.
- 22.3 Notices to the BWA shall be delivered by hand or sent via email or post to the addresses determined by the Board for such purposes from time to time and communicated to Members by written notice.
- 22.4 A Member may change her address details by giving written notice of such change to the BWA.

THIS CONSTITUTION WAS ADOPTED BY SPECIAL RESOLUTION OF MEMBERS OF THE BWA AT A MEETING HELD ON _____ 2015

CHAIRMAN