

CONSTITUTION
OF
THE SOUTH AFRICA - NIGERIA CHAMBER OF COMMERCE

INDEX

Clause Heading

1. Background
2. Name
3. Objectives
4. Legal Status
5. Non-profit distributing Character
6. Powers
7. Members
8. Structure of the Chamber
9. Financial Matters
10. Amendments to the Constitution and Dissolution
11. Indemnity
12. Disputes

Schedule A: Requirements of the Commissioner of Inland Revenue for Exemption from Taxes and Duties

Schedule B: General Administrative and Investment Powers

Schedule C: Schedule of Initial Members

Schedule D: Code of Conduct and Statement of Ethics

1. BACKGROUND

This chamber of commerce was established by a group of interested persons in response to the need for an independent, non-political, specialist bilateral association to promote and protect the interests of South African and South Africa-based businesspersons and companies engaged in or seeking to engage in business with Nigeria.

2. NAME

The name of the Association is:

The South Africa - Nigeria Chamber of Commerce (hereafter referred to as the "Association")

3. OBJECTIVE

3.1 The Association is a public benefit, non-profit organization established in terms of Section 13 of the Companies Act n.71 of 2008 and Regulation 15 (1)(c) (i) of the Companies Regulations 2011 to:

Speak for Nigeria-related business, honestly, fearlessly, and with authority and to help Members Compete and expand their business with Nigeria with minimum risk and cost.

4. LEGAL STATUS

The Association is a body corporate with its own legal identity which is separate from its individual members. The Association shall continue to exist even if the members change, The Association may own property, enter into contracts, and sue or be sued in its own name.

5. NON-PROFIT DISTRIBUTING CHARACTER

5.1 The income and property of the Association shall be used solely for the promotion of its stated objectives. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or Board of Directors, except as:

5.1.1 Reasonable compensation for services actually rendered to the Association;

5.1.2 Reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

5.2 Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit Organisation which the Board of Directors considers appropriate, and failing such determination, by the High Court in accordance with Section 21 (2)(b) and which:

5.2.1 Has objectives the same or similar to the objectives of the Association; and

5.2.2 Should the Association be exempt from the payment of any taxes and duties, is also exempt from the same taxes and duties.

5.3 The Association intends to apply to the Commissioner of Inland Revenue for exemption from appropriate taxes and duties. In compliance with the anticipated requirements of the Commissioner in this regard, the provisions set out in the attached Schedule A shall bind the Association and qualify this Constitution.

6. POWERS

The Association, acting through its Board of Directors, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule B. In particular, the Association shall have the power to conduct disciplinary hearings and enquiries into the conduct of members where the simple majority of the Board of Directors or the simple majority of the membership in General

Meeting deem this to be necessary as a result of the production of prima facie evidence of unethical or corrupt business practices by any member in contravention of this constitution.

7. MEMBERS

7.1 The initial membership shall be those individuals and companies whose names will appear on the attached Schedule C.

7.2 The Board of Directors may admit further members from time to time:

7.2.1 Subject to due compliance with any conditions of membership (including payment of any membership fees) which the Board of Directors may stipulate from time to time; and

7.2.2 In accordance with the following criteria:

Members shall be legally resident in the Republic of South Africa.

Members shall sign and agree to be bound by the **Code of Conduct attached as schedule D**.

7.3 The Board of Directors may suspend or terminate the membership of any member provided that:

7.3.1 At least (14) fourteen days prior written notice is given to all members of the Board of Directors of the intention to terminate a membership; and

7.3.2 At least (14) fourteen days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.

7.4 The decision of the Board of Directors to admit an applicant to membership, or to suspend or terminate a membership shall lapse unless confirmed by a resolution of two thirds of the members of the Association present at the next General Meeting.

7.5 The Board of Directors shall be required to give written reasons for their decisions with respect to membership.

8. STRUCTURE OF THE ASSOCIATION

8.1 The Board of Directors

8.1.1 Powers

8.1.1.1 The affairs of the Association shall be controlled and managed by the Board of Directors. Subject to the terms of this Constitution and to the resolutions of members in General Meeting, the Board of Directors may exercise all the powers of the Association. All members of the Board must be fully paid up members of the Chamber. Failure to pay annual fees may result in members being voted off the board.

The Board of Directors shall be advised by an **Advisory Council** comprised of Patrons and members invited to serve on the Advisory Council by the Board of Directors, from time to time.

8.1.1.2 In General Meeting, the Association may review, approve or amend any decision taken by the Board of Directors but no such resolution of the Association shall invalidate any prior action taken by the Board of Directors in good faith and in accordance with the provisions of this Constitution.

8.1.2 Election

8.1.2.1 The members of the first Board of Directors shall be elected at the General Meeting at which this Constitution is adopted, and shall hold office until the first Annual General Meeting after such appointment, when all of them shall resign. At the first Annual General Meeting, a new Board of Directors shall be elected. Thereafter, a new Board of Directors shall be elected at each succeeding Annual General Meeting.

8.1.2.2 Resigning Board of Directors members shall be eligible for re-election or co- option.

8.1.2.3 Members of the Board of Directors ["Directors"] shall be members of the Association

8.1.3 Composition

8.1.3.1. The Board of Directors shall comprise at least seven but not more than twelve (12) members. The membership of the Board of Directors shall comprise:

8.1.3.1.1 A non-executive **President / Chairperson**;

8.1.3.1.2 A non-executive **Deputy President / Vice-Chairperson**;

8.1.3.1.3 A **Treasurer**;

8.1.3.1.4 An **Executive Director**, who shall serve as the Chief Executive Officer of the Association and of the Board of Directors;

8.1.3.1.5 At least three (3) other non-executive members.

8.1.3.3.6 The Board of Directors may co-opt up to three additional non-voting members as it may consider appropriate from time to time. The co-opted members shall serve for such period as the Board of Directors considers appropriate.

8.1.3.1.7 Each director may appoint in writing an "alternate Director" who will attend meetings in the absence of the substantive Director. The alternate director will have the same rights and powers. The alternate Director may be removed by the substantive director without reference to the Board and the alternate Director's term of office will come to an end with the substantive director's term of office.

8.1.3.1.8 The President/Chairperson's term of office will be a maximum of 2 terms of 1 year each. Directors' term of office will be for an initial term of 3 years and will be subject to re-election every 3 years thereafter.

8.1.4 Directors Vacating Office

8.1.4.1 The office of a Board of Directors member shall be vacated if a member:

8.1.4.1.1 resigns; or

8.1.4.1.2 becomes unfit and/or incapable of acting as such; or

8.1.4.1.3 would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or

8.1.4.1.4 is removed by the Board of Directors, by resolution adopted by at least three-quarters (3/4) of its members in office from time to time, being not less than the required minimum of seven. The Board of Directors shall not be obliged to furnish reasons for its decisions regarding removal except to the member removed and to the members of the Association in General Meeting.

8.1.4.1.5 If a Board member leaves the company that he or she represented on the Board at the time of being voted on. The Board may (a) opt to invite the person to continue on the board in their new position/company if deemed suitable (b) use the opportunity to invite another person/company onto the Board or (c) ask the company to nominate a new person to fill the role who would have to be approved by the Board.

8.1.4.2 Should a position on the Board of Directors fall vacant, the Board of Directors, by resolution adopted by at least two-thirds (2/3) of its members, may (and if the vacancy reduces the number of members to less than seven [7], shall) co-opt a member/s to fill the vacancy/ies. The office of any person so co-opted as member of the Management Committee shall lapse unless confirmed by resolution of members at the next General Meeting.

8.1.5 Procedure at Board of Directors Meetings

8.1.5.1 The Board of Directors shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

8.1.5.1.1 The President / Chairperson, or in his or her absence, the Deputy President/ Vice-Chairperson, shall

chair all meetings of the Board of Directors which he or she attends. In the absence of the President / Chairperson and the Deputy President / Vice- Chairperson, the remaining members of the Board of Directors shall elect a chairperson from those attending.

8.1.5.1.2 The President / Chairperson shall convene a meeting of the Board of Directors, quarterly and at the written request of any two (2) Directors and may convene such a meeting at any other time.

8.1.5.1.3 The quorum necessary for the transaction of any business by the Board of Directors shall be 50% of the number of Directors serving at any given time.

8.1.5.1.4 At meetings of the Board of Directors each member shall have one (1) vote.

8.1.5.1.5 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

8.1.5.1.6 Proper minutes shall be kept of the proceedings of the Board of Directors and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the Board of Directors, and on two (2) days' notice to the Secretary or his or her deputy, by any member of the Association.

8.1.5.1.7 A resolution signed by all members of the Board of Directors shall be as valid as if passed at a duly convened meeting of the Board of Directors.

8.1.6 The Board of Directors may delegate any of its powers to any of its members, or to a special purpose committee. The member, committee, employee or agent to whom such delegation is made shall conform to this constitution and any regulations and procedures that may be stipulated by the Board of Directors from time to time.

8.1.7 The Board of Directors may appoint officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

8.2 General Meetings

8.2.1 Annual General Meeting

8.2.1.1 An Annual General Meeting of the Association shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held within three (3) months of the end of each financial year. The financial year end shall be on the 30th September

8.2.1.2 Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and, in broad terms, the business to be transacted at the meeting.

8.2.1.3 The business of an Annual General Meeting shall include:

8.2.1.3.1 The presentation and adoption of the **Annual Report of the President / Chairperson;**

8.2.1.3.2 the consideration of the **Annual Financial Statements;**

8.2.1.3.3 The **election of members to serve on the Board of Directors** for the following year;

8.2.1.3.4 **The appointment of Auditors;**

8.2.1.3.5 Other matters as may be considered appropriate.

8.2.2 Other General Meetings

8.2.2.1 Other General Meetings of the Association shall be convened at any time by the President / Chairperson or at the written request of:

8.2.2.1.1 The Board of Directors;

8.2.2.1.2 The lesser of one quarter ($\frac{1}{4}$) or twenty of the members of the Association.

8.2.2.2 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that: should the President / Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

8.2.3 Quorum

8.2.3.1 A quorum constituting a General Meeting of the Association shall be the lesser of:

8.2.3.1.1 Twenty members; or

8.2.3.1.2 one quarter (¼) of the members.

8.2.3.2 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

8.2.4 Resolutions and Voting

8.2.4.1 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the President / Chairperson or not less than one third (1/3) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.

8.2.4.2 Each member present or represented at such meeting shall be entitled to one (1) vote

8.2.4.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the President / Chairperson shall have a casting or second vote.

8.2.5 Minutes

Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days' notice to the Secretary or his or her deputy.

8.2.6 Powers

Subject to the provisions of Clause 8.1.1.2 above, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

8.3 Notices

8.3.1 Notice of all meetings provided for in this Constitution, shall be delivered electronically to the last address notified by each person concerned to the Association, or in any other manner as the Board of Directors may decide from time to time.

8.3.2 The accidental omission to address notices to any person shall not invalidate the proceedings of any meeting, provided that such omission does not affect more than 5 of the total membership of the Association.

9. FINANCIAL MATTERS

9.1 Bank Account

The Board of Directors shall open a bank account in the name of the Association with a registered Bank. The Board of Directors shall ensure that all monies received by the Association are deposited in the abovementioned bank account as soon as possible after receipt.

9.2 Signatures

Signatories for the bank account will be The President, the Executive Director and two members of the Finance Committee. Two signatures will be required for any changes to the bank account or in the event a cheque becomes necessary for payment.

9.3 Financial Year End

The Association's financial year shall be from 1st October to 30 September.

9.4 Financial Records

The Board of Directors shall ensure that the Association keeps proper records and books of account which fairly reflect the affairs of the Association.

9.5 Annual Narrative Report and Financial Statements

9.5.1 The Board of Directors shall ensure that the Association prepares an annual narrative report describing the Association's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.

9.5.2 Within two (2) months after drawing up the Annual Financial Statements, the Board of Directors shall ensure that: the Association arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the Association and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.

9.5.3 A copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

10. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

10.1 The terms of this Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of sixty six per cent (66) of the members present at a General Meeting: provided that proper notice of the meeting is given not less than fourteen (14) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

10.2 If the Association is dissolved, all debts need to be settled. Should there be any remaining assets, they should not be paid to, or given to, any members of the Association. They should be donated in some way to another non-profit Organisation that has similar objectives. The Organisation's general meeting can decide what Organisation this should be.

11. INDEMNITY

11.1 Subject to the provisions of any relevant statute, members of the Board of Directors and other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.

11.2 Subject to the provisions of any relevant statute, no member of the Board of Directors and or other office bearer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

12. DISPUTES

12.1 In the event of a serious disagreement between the members of the Board of Directors and/or the

Association regarding the interpretation of this Constitution then any two (2) Directors or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Board of Directors.

12.2 The Board of Directors shall consider such declaration within two (2) weeks of receiving it. Should the Board of Directors not be able to resolve the dispute to the satisfaction of the person(s) declaring it within one month of the Board of Directors' receipt of the declaration of such dispute, then the dispute may be referred either to a mediator or arbitrator by either party to the dispute.

12.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Board of Directors must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.

12.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Board of Directors may mutually agree. Where the parties to the dispute fail to agree to the appointment of an arbitrator within six weeks of the receipt by the Board of Directors of the Declaration of the Dispute, then either of them may approach the President of the Arbitration Foundation of South Africa to make such election on behalf of the parties. The decision of the appointed arbitrator shall be final and binding.

12.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure and substantive law to be adopted subject to principles of natural justice.

12.6 The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

12.7 The person(s) declaring the dispute and the Board of Directors, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

12.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

SCHEDULE A

**REQUIREMENTS OF THE COMMISSIONER OF INLAND REVENUE FOR
EXEMPTION FROM TAXES AND DUTIES**

As provided for in Clause 5.3 of this Constitution, the Association intends to apply to the Receiver of Revenue for the exemption from appropriate taxes and duties. In compliance with the anticipated requirements of the Commissioner in respect of such exemptions, the following provisions shall bind the Association:

1.

In the case of a Not for Profit Company (NPC) seeking an exemption from income and other related taxes only, in terms of section 10(1)(cN) of the Income Tax Act, as amended:

Carry out all its public benefit activities (or substantially the whole thereof) in the Republic, unless the Minister of Finance ("the Minister"), having regard to the circumstances of the case, directs otherwise.

2.

Only in the case of an NPC which provides funds solely to any income tax exempt NPC seeking a section 10(l)(cN) exemption from income and other related taxes only and section 18A donor deductible status, as described in section 18A(l)(b) of the Income Tax Act, as amended.

During the year of assessment preceding the year of assessment during which the donation is received, distribute or incur the obligation to so distribute at least 75 of the funds received.

3. Carry on its public benefit activities in a non-profit manner.

4. Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the Organisation are directed in the furtherance of its objects.

5. Submit to the Commissioner a copy of and a copy of any amendment to the Constitution, Will or other written instrument under which it has been established.

6. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Organisation. Such function will be carried out by the Chamber's Finance Committee.

7. In the event of the Association investing funds, invest such funds:

7.1 with a financial institution as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984 (Act No. 39 of 1984); and/or

7.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No.1 of 1985); and/or

7.3 in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations; provided that the provisions of this sub-paragraph do not prohibit any such Organisation 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.

8. Be prohibited from carrying on any business undertaking or trading activity, otherwise than to the extent that:

8.1 The gross income derived from such business undertaking or trading activity does not exceed the greater of:

8.1.1 fifteen percent (15) of the gross receipts of such public benefit Organisation; or

8.1.2 twenty five thousand Rand (R25 000,00);

8.2 The undertaking or activity is:

8.2.1 integral and directly related to the sole object of such public benefit Organisation; and

8.2.2 carried out or conducted on a basis substantially the whole of which is directed towards the recovery of cost, and which would not result in unfair competition in relation to taxable entities;

8.3 The undertaking or activity, if not integral and directly related to the sole object of such public benefit Organisation as contemplated in clause 8.2.1, is of an occasional nature and undertaken substantially with assistance on a voluntary basis without compensation; or

8.4 The undertaking or activity is approved by the Minister by notice in the Gazette, having regard to:

8.4.1 The scope and benevolent nature of the undertaking or activity;

8.4.2 The direct connection and interrelationship of the undertaking or activity with the sole purpose of the public benefit Organisation;

8.4.3 The profitability of the undertaking or activity; and

8.4.4 The level of economic distortion that may be caused by the tax-exempt status of the public benefit Organisation carrying out the undertaking or activity.

9. Be prohibited from accepting 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 misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that 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.

10. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.

11. Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

Comply with such reporting requirements as may be determined by the Commissioner.

Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in section 30(b)(iii) of the Act are utilised for the purpose for which they are provided.

14. Become registered in terms of Section 13 of the Companies Act n.71 of 2008 and Regulation 15 (1)(c) (i) of the Companies Regulations 2011, within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act.

15. Ensure that any books of account, records or other documents relating to its affairs are:

15.1 Where kept in book form, retained and carefully preserved by any person in control of the Organisation, for a period of at least four years after the date of the last entry in any such book; 15.2 Where not kept in book form, are retained and carefully preserved by any person in control of the Organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.

SCHEDULE B

GENERAL ADMINISTRATIVE AND INVESTMENT POWERS

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
3. To open and operate accounts with registered banks and building societies.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in **Schedule A Clause 7** above.
5. To accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - 6.1 To purchase or acquire property and assets;
 - 6.2 To maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
 - 6.3 To donate and transfer the property and assets of the Association to Organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
7. To borrow and to use the property or assets of the Association as security for borrowing;
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Association.
9. To execute any act or deed in any deeds registry, mining titles or other public office.
10. To work in collaboration with other Organisations and to amalgamate with any Organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
11. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
12. To exercise all the powers and authority of the Association not only in the Republic of South Africa but in any other part of the world.

SCHEDULE C

SCHEDULE OF INITIAL MEMBERS

Name	Address
Yunus Suleman KPMG	Private Bag 9,Parkview 2122
Campbell Utton MTN	Private Bag 9955 Sandton 2146
Tim Leaf-Wright Nampak	P O Box 784324 Sandton 2146
Francis Osuyah Phillips Consulting	P O Box 78192 Sandton 2146
Howard Earley Plessey	Private Bag X122 Halfway House 1685
Matipa Mumba Standard Bank	P O Box 6075 Johannesburg 2000

SCHEDULE D

CODE OF CONDUCT and STATEMENT of ETHICS

CODE OF CONDUCT

Article 1: Extortion

No one may, directly or indirectly, demand or accept a bribe.

Article 2: Bribery and "Kickbacks"

a.) No enterprise may, directly or indirectly, offer or give a bribe and any demands for such a bribe must be rejected.

b.) Enterprises should not (i) kick back any portion of a contract payment to employees of the other contracting party, or (ii) utilize other techniques, such as subcontracts, purchase orders or consulting agreements, to channel payments to government officials, to employees of the other contracting party, their relatives or business associates.

Article 3: Agents

Enterprises should take measures reasonably within their power to ensure:

a) that any payment made to any agent represents no more than an appropriate remuneration for legitimate services rendered by such agent;

b) that no part of any such payment is passed on by the agent as a bribe or otherwise in contravention of these Rules of Conduct; and

c) that they maintain a record of the names and terms of employment of all agents who are retained by them in connection with transactions with public bodies or State enterprises. This record should be available for inspection by auditors and, upon specific request, by appropriate, duly authorized governmental authorities under conditions of confidentiality.

Article 4: Financial Recording and Auditing

a) All financial transactions must be properly and fairly recorded in appropriate books of account available for inspection by boards of directors, if applicable, or a corresponding body, as well as auditors.

b) There must be no "off the books" or secret accounts, nor may any documents be issued which do not properly and fairly record the transactions to which they relate.

c) Enterprises should take all necessary measures to establish independent systems of auditing in order to bring to light any transactions which contravene the present Rules of Conduct. Appropriate corrective action must then be taken.

Article 5: Responsibilities of Enterprises

The Board of Directors or other body with ultimate responsibility for the enterprise should: a) take reasonable steps, including the establishment and maintenance of proper systems of control aimed at preventing any payments being made by or on behalf of the enterprise which contravene these Rules of Conduct:

b) periodically review compliance with these Rules of Conduct and establish procedures for obtaining appropriate reports for the purposes of such review; and

c) take appropriate action against any director or employee contravening these Rules of Conduct.

Article 6: Political Contributions

Contributions to political parties or committees or to individual politicians may only be made in accordance

with the applicable law, and all requirements for public disclosure of such contributions shall be fully complied with. All such contributions must be reported to senior corporate management.

Article 7: Company Codes

These Rules of Conduct being of a general nature, enterprises should, where appropriate, draw up their own codes consistent with the ICC Rules and apply them to the particular circumstances in which their business is carried out. Such codes may usefully include examples and should enjoin employees or agents who find themselves subjected to any form of extortion or bribery immediately to report the same to senior corporate management. Companies should develop clear policies, guidelines, and training programmes for implementing and enforcing the provisions of their codes.

**Statement of Ethics for Members, Staff, Representatives and Associates of the
South Africa - Nigeria Chamber of Commerce.**

The South Africa - Nigeria Chamber of Commerce, its Representatives, Associates and its Members and Staff have one mission: "to help Members compete and expand their business with Nigeria with minimum risk and cost".

The Chamber's Representatives are 'Active Local Trade Experts' involved in business. Their mission is to promote the products and services of the Chamber's Members in the Nigerian market.

The Chamber's Associates are "Essential Business Services Providers". The Associates' mission is to assist Members to expand into the Nigerian market.

The Chamber's Members are companies and business persons based in South Africa with an interest in the Nigerian market.

To ensure that the Chamber's Representatives, Associates, Members and Staff apply the highest standards of business practices, all have agreed to abide by this Code of Ethics of the Chamber:

1. All shall maintain high standards of services, openness, transparency and accuracy.
2. All shall offer products and services only if they have the knowledge, experience and or competence to perform them.
3. All shall make commitments only when they can be met, and thereafter will take all possible steps to ensure that they are fulfilled.
4. The Chamber, Representatives and Associates shall act at all times in the legitimate interests of the Chamber's Members and shall provide services with integrity, fidelity and faithfulness. At the same time, 'ALL' shall act with fairness and justice in dealings between buyers, sellers and other commercial entities.
5. Representatives and Associates shall not accept financial or other compensation from more than one interested party for the same service, or for services pertaining to the same transaction, without the consent of all interested parties.
6. All shall ensure that information provided to the Chamber's Members and others is truthful, impartial and accurate.
7. All shall not disclose information concerning the business or technical affairs of the Chamber's Member(s) without the consent of the Member, unless there is a legal duty to do so.
8. All shall not misrepresent qualifications and experience to buyer(s), to seller(s), to Member(s) or to the public.
9. All shall not issue any advertisement or other communication, which contains or insinuates any matter likely to mislead the public or be derogatory to the dignity of the Chamber or its Members.
10. All shall not knowingly imitate, simulate or copy any name, design, style, mark or pattern whether registered or not, which is being used by another Representative or Associate or Member without the concerned party(ies) written permission.
11. All shall not injure or attempt to injure the reputation, practice or prospects of another party provided that this will not prohibit the expression of an opinion before a court, a tribunal or when lodging a complaint to a competent body.
12. In the event of a controversy between parties, they will be expected to make efforts to peacefully and speedily settle the matter.
13. All shall not associate in work with another party, which does not conform to the ethical practices laid

down in this code.

14. All shall not engage in any activity that is expressly or potentially in conflict with this Statement of Ethics.