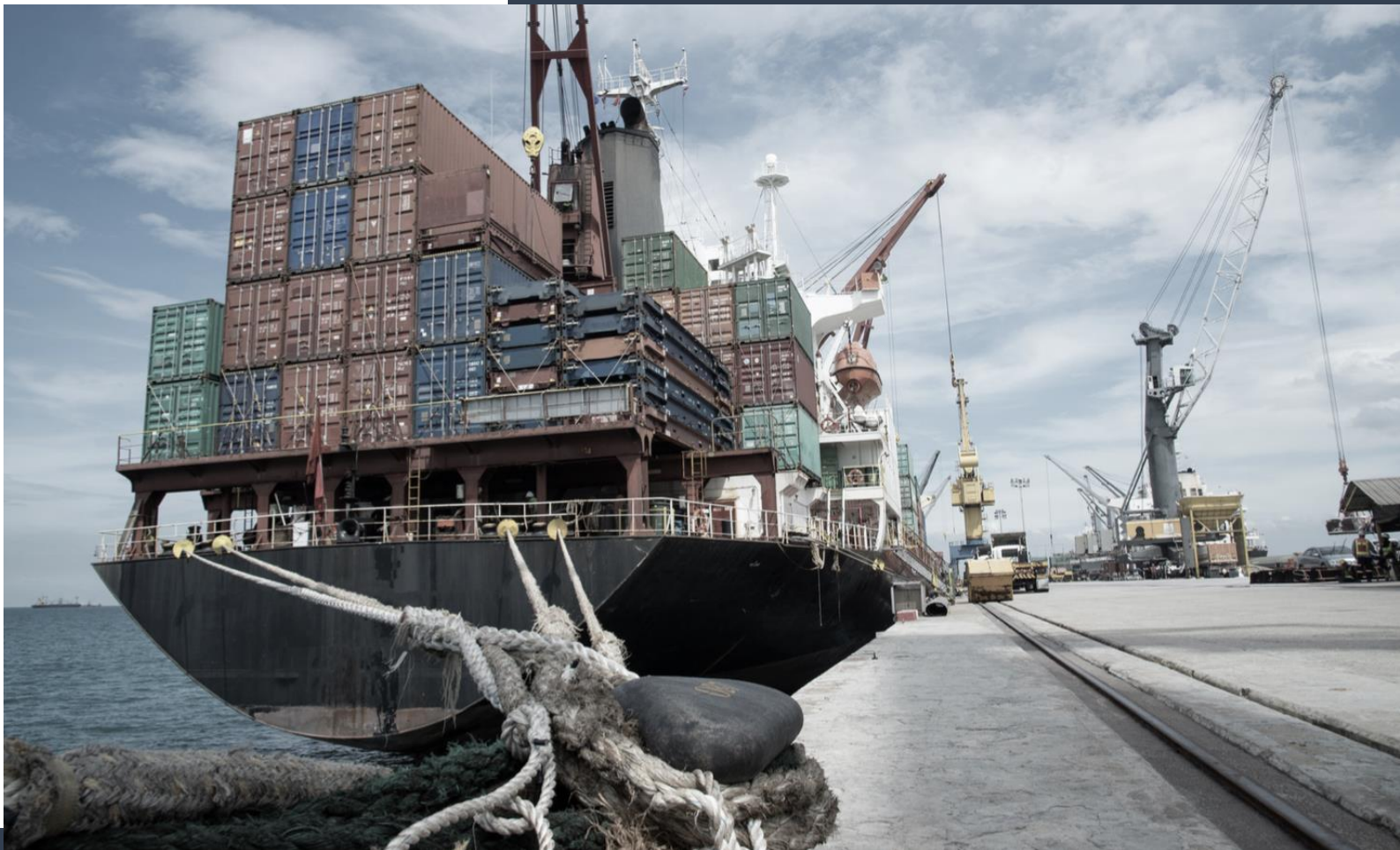


CONSTITUTION OF THE ASSOCIATION OF MEAT IMPORTERS AND EXPORTERS



fair trade | global access | industry



AMIE Mission: To be an established thought leader with a strong membership, offering services that are of significant value-adding to the meat/poultry import and export industry of Southern Africa.

AMIE Vision: AMIE is committed to exceeding members' expectations by providing strategic solutions and innovative thinking, resulting in the sustainable growth of the meat and poultry import and export sector.

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1. NAME AND STATUS

- 1.1. The Association shall be known as the Association of Meat Importers and Exporters.
- 1.2. The Association shall have the acronym of AMIE.
- 1.3. The Association shall have the following logo:



1.4. The Association shall:

- 1.4.1. Have a legal persona and shall exist independently of its members;
- 1.4.2. Have perpetual succession, notwithstanding any change in the number or identity of its members from time to time;
- 1.4.3. Have the right to sue and be sued in its own name and to buy and sell property;
- 1.4.4. Not be carried on for purposes of gain and the income and assets of the Association shall be applied towards the promotion of the Objects, for which it is established;
- 1.5. No part of the income of those assets of the Association shall accrue to members of the Association, directly or indirectly by way of dividend or otherwise.
- 1.6. The Association shall not be entitled to carry on any trading or other profit-making activities, participate in any business, profession, or occupation, carried on by any of its members, or provide to any of its members financial assistance or continuous services, or facilities, for the purpose of carrying on any business, profession or occupation.

2. INTERPRETATION

- 2.1 In this Constitution, unless contrary to the context, words importing any gender, include other genders; a natural person includes an artificial person and vice versa; the singular includes the plural and vice versa; and the following words or expressions shall have the meanings respectively assigned to them, namely:
 - 2.1.1 “Annual General Meeting” – means the general meeting of the members convened in terms of clause 13 below.
 - 2.1.2 “Association” – means the Association of Meat Importers and Exporters.
 - 2.1.3 “Chief Executive Officer” or “CEO” – means the duly appointed Chief Executive of the Association and includes any person acting as such during the absence of the CEO.
 - 2.1.4 “Days” shall include any day, except a Saturday, Sunday or Public Holiday.
 - 2.1.5 “Executive Committee” – means the Executive Committee of the Association referred to in clause 21 below.
 - 2.1.6 “Governing Legislation” – shall include the Customs and Excise Act 91 of 1964, the Meat Safety Act 40 of 2000, the Agricultural Products Standards Act 119 of 1990, the Animal Diseases Act 35 of 1984 and the Competition Act 89 of 1998.
 - 2.1.7 “HDI” – shall mean Historically Disadvantaged Individuals.

- 2.1.8 “Meat” – means those parts of a slaughtered animal which are ordinarily intended for human and animal consumption and any product derived therefrom.
- 2.1.9 “Meat Industry” – means the industry in Southern Africa, which imports and exports, or purveys imported meat, meat products, for human consumption, manufacturing and/or industrial usage.
- 2.1.10 “Meetings” – means Annual General Meetings or Special General Meetings, as the case may be.
- 2.1.11 “Members” – means the existing members ordinary in good standing and existing, Associate Members or Honorary Life Members.
- 2.1.12 “Month” – means a calendar month.
- 2.1.13 “Office” – means the office of the Association.

3. OFFICE

The head office of the Association shall be in the Gauteng Province, or such other place as the members of the Association may from time to time determine.

4. MEMBERSHIP

- 4.1 Membership shall be open to all importers and exporters of meat and meat products, both locally and internationally, who:-
 - 4.1.1 have paid their initial membership fee; and
 - 4.1.2 are persons of good standing and whose names are recorded on the official membership database of the organisation.
- 4.2 The executive committee reserves the right to refuse membership and no reasons need to be given for such refusal.
- 4.3 A member’s association shall cease upon resignation, suspension, or expulsion, upon Liquidation, Business Rescue, judicial management, or sequestration.
- 4.4 Renewal of membership and re-acceptance will be made at the discretion of the Executive Committee.
- 4.5 The Members of the Association shall be:
 - 4.5.1 Ordinary Members who shall be all those members who are designated as ordinary members, of the Association.
 - 4.5.2 Associate Members who shall be any individual, firm, or corporation, having financial and business interests, in common with those composing the regular Ordinary Members, but not qualifying as an Ordinary member, shall be eligible to the Association as an Associate Member.
 - 4.5.3 Honorary Life Members, shall be any person who has contributed his time, energies, and interest beyond the call of duty, to the welfare of this industry, through the Association, and who in the judgment of the Executive Committee of the Association, is deserving of special honour and tribute, may be elected to hold honorary membership in recognition of such contributions.
- 4.6 Any person, or company or Association, or Group of two or more Companies controlled by one member company of such group, or any incorporated partnership or Association directly engaged in the trade or business of the importation or exportation of meat product, or in the wholesale distribution of such meat product, shall only be entitled to hold a single membership at the Association.
- 4.7 A register of Members shall be kept by the Association, containing the names, addresses, email addresses, and categories of all members.

- 4.8 Any reference to a Member in this Constitution shall only refer to Ordinary members, and shall not include Associate Members or Honorary Life Members except where the context otherwise requires.
- 4.9 No person or company shall be designated as an Ordinary member unless he or it shall first be approved by the Executive Committee and shall sign and deliver to the Association a written application to become a member and to be bound by this Constitution.
- 4.10 Every Member, being a company or association, may from time to time, by resolution of its directors or other governing body, nominate some person being a director, the secretary or an employee of such company or association, to act as its representative at any meeting of the Association.
- 4.11 The Executive Committee shall have the power to elect individual persons or non-corporated companies connected with, but not directly engaged in the trade or business of the importation and exportation of meat, or in the wholesale distribution of such meat, as Associate Members of the Association, who shall have such rights and privileges other than the right to vote at any general meeting of the Association.
- 4.12 The decision of the Executive on all questions affecting the qualification approval, election, registration, and representation of Members, shall be final and binding.
- 4.13 Applications for membership shall be in writing in such form or forms as the Association may from time to time prescribe and shall contain such information and particulars, together with such verification thereof, as the Association may require. The Executive in its discretion, must provide an applicant with a copy of the Constitution of the Association, including the terms and conditions prescribed by the membership of the Association from time to time.
- 4.14 The Association shall have the right to vary, amend, or alter the form or forms of application and/or proposal for membership.
- 4.15 Each Member of the Association shall be entitled to be represented at all meetings of the Association, by a nominated representative or an alternate to such a representative, subject to written notice having been given to the CEO of the Association.
- 4.16 A Member may resign from the Association by giving written notice of its resignation to the CEO at least three (3) months prior to the end of the Association's financial year. A Member who resigns, shall not be entitled to any refund on subscriptions paid up to the date of resignation and will be obliged on resignation, to immediately pay all arrear subscriptions.

5. RIGHTS OF MEMBERS

- 5.1 Membership of the Association shall not entitle any member to the right to any of the monies, property, or assets of the Association. Membership confers upon such members the privilege of membership, subject to such changes and restrictions as the Association may from time to time impose.
- 5.2 A member whose application has been accepted shall be bound by this Constitution of the Association which may be altered or amended from time to time. No person or member shall be absolved from the effect and application of the Constitution, by reason of the fact that he may not have received a copy thereof.

6. LIABILITY OF MEMBERS

The liability of members is limited to the amount of unpaid subscriptions, or other monies owing by them to the Association.

7. ENTRANCE FEE

In addition to an annual subscription fee, there shall be an entrance fee, the amount of which shall be determined by the Association at General Meetings from time to time. It shall be paid with the lodging of the application of membership and if not so paid, the application shall be invalid. Entrance fees shall be utilised to administer the Association and to promote the objectives of the Association in such a manner as the Executive Committee shall decide. Entrance fees may be waived by the Executive Committee in its sole and absolute discretion.

8. SUBSCRIPTIONS

There shall be an annual subscription levied on all Members. The amount of the subscription for each Member shall be determined by the Association in General Meetings from time to time. Subscriptions together with any interest accrued, shall be utilised to administer the Association and to promote the objectives of the Association in such a manner as the Executive Committee shall decide.

9. USE OF FUNDS RECEIVED BY THE ASSOCIATION

The Association will not directly or indirectly distribute any of its funds or assets, including its funding derived from the red meat levy income, to any person other than in the course of furthering its objectives and will utilise substantially the whole of its funds for the objectives for which it has been established as more fully delineated in this constitution.

10. POWERS OF THE ASSOCIATION AND ITS EXECUTIVE

Subject to the provisions of clause 1 above, the Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 6 above and shall, in particular, have the following express powers:

- 10.1 To acquire any movable, or immovable property for the Association and to advance its objects and to maintain, improve, and alter any of the Association's property.
- 10.2 To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association. The Association may authorise the executive committee to sign such documentation and to take such steps necessary, in connection with such legal proceedings.
- 10.3 To open bank and/or building society accounts in the name of the Association and to draw, accept, endorse, make, and execute bills of exchange, promissory notes, cheques, and other negotiable instruments connected with the business and affairs of the Association.

- 10.4 To invest and deal with the monies of the Association not immediately required for the purposes of the Association upon such security and upon such terms as it may think fit and from time to time vary or realise such investments.
- 10.5 To secure the fulfilment of any contracts or engagements entered into by the Association.
- 10.6 To establish, promote, or assist in establishing or promoting and to subscribe to or become a Member of any association or society whose objects are similar to the objects of the Association. Or the establishment or promotion of which may be beneficial to the Association provided that no subscription be paid to any association out of the funds of the Association except bona fide in furtherance of the interest of the Association.
- 10.7 To support and subscribe to any institution or society which may be for the benefit of the Association.
- 10.8 To borrow or raise and give security for money by the issue of bonds, debenture stock, bills of exchange, promissory notes, or other obligations or securities of the Association, or by mortgage of all or any part of the property of the Association.
- 10.9 Subject to the provisions of clause 1 above, to make donations, loans, exchanges, leases, and any other forms of contract whatsoever, including sales and purchase of property of any kind whatsoever.
- 10.10 To appoint and fix the remuneration of the auditors of the Association.
- 10.11 To appoint or employ such advocates, attorneys, agents, brokers, officers, secretaries, clerks, and servants, for permanent, temporary, or special services as it may from time to time determine. It may also determine, fix, or vary such emoluments, duties, or other conditions of service or security as it may see fit. It may terminate any appointment or contract of employment or suspend or discharge any employee, subject to the conditions of the South African Labour Relations Act November 1996, as amended from time to time.
- 10.12 To establish regional branches or offices if so required.
- 10.13 To create different classes of membership as the Association deems necessary from time to time.
- 10.14 To purchase, hire, or otherwise secure suitable premises for the Association and to provide necessary furniture, books, papers, fittings, equipment, and other property necessary for the functioning of the Association.
- 10.15 To engage and dismiss employees of the Association, fix their remuneration, and define their duties.
- 10.16 To frame and enforce rules for the purpose of administering the affairs of this Association, not inconsistent with the Constitution of this Association or any law.
- 10.17 To regulate procedures for the Executive Committee.
- 10.18 To appoint sub-committees from time to time, to investigate and make recommendations to the Executive Committee.
- 10.19 To authorise a representative officer or official or other persons, to sign any or all documents in the name or on behalf of the Association, including any power of attorney.
- 10.20 To further the objects of the Association generally and to deal with matters arising between General Meetings and to do and carry out all its purposes, aims, and objects and to do all such things which in the opinion of the Executive Committee are

in the interests of the Association, with the exception of those that by this Constitution, are required to be carried out by the Association in General Meeting.

11. MISCONDUCT, EXPULSION AND DISQUALIFICATION

- 11.1 A Member may be fined, expelled, or suspended from the Association by the Executive Committee, for:
- ii. Being in arrears with subscriptions by more than six months, or;
 - iii. For public dissociation with the majority view of the Association, in a way detrimental to the objects of the Association, or;
 - iii. For acting in a manner contrary to the principles of this Association, or being in breach of the Constitution of this organisation, or;
 - iv. He is made bankrupt or compounds with his creditors, or being a corporation, if an order be made or resolution passed for the winding up thereof.
 - vi. He is declared mentally insane, in terms of the applicable laws of the Republic of South Africa.
 - vii. Is guilty of misconduct, or of an act, as a Meat Importer, Exporter, or trade thereof, which materially prejudices the interests and reputation of the Association, or unlawfully prejudices the interests and reputation of any of the members of the Association, or;
 - viii. Introduces into the Association, or any meeting of the Association, any person whose presence therein shall be prejudicial to the interests and reputation of the Association, or objectionable to the Members as a whole.
- 11.2 Should any ineligible applicant be inadvertently admitted as a member, the Executive may declare his election void and it shall give him notice to that effect. It may in its sole discretion return to such applicant any subscription or entrance fee paid by him and the applicant shall cease to be a member admitted and his name shall be erased from the register of members.
- 11.3 Any Member whom the Executive of the Association proposes to fine, suspend, or expel, or who is alleged to have been guilty of conduct referred to in clause 9.5, shall, by not less than 4 days' notice delivered personal or addressed by registered letter or telefax to its address or telefax numbers provided by the Member, or to its last known address, be required to appear before a meeting of the Executive committee held to deal with the matter. All reasons for the proposed fining, suspension or expulsion and/or nature of the alleged conduct, as the case may be, shall be set out in this notice. A fine shall not exceed one year's subscription.
- 11.4 At the meeting of the Executive Committee, the Member concerned, may be represented by its representative or by a person authorised in writing, and such member shall be given an opportunity of defending his case. He may call witnesses in support of his case. Should the Member refuse or fail to exercise this right, the Executive Committee may deal with the matter in the Member's absence during the same meeting. Within 14 days of such meeting, the Executive shall notify the decision either by personally delivered notice or by registered letter.
- 11.5 A Member fined, suspended, or expelled from the Association shall, by written notice delivered to the Secretary of the Association not more than days after the date of fining, suspension, or expulsion, as the case may be, be entitled to appeal to a General Meeting of Members of the Association, which the Secretary shall on

receipt of the notice, forthwith convene in terms of the relevant clauses of this Constitution

- 11.6 A Member who has been suspended or expelled may be re-admitted to the Association on such conditions as the Executive Committee may determine. If an applicant for re-admission considers the conditions fixed by the Executive Committee unreasonable, he may appeal to the next General meeting of the Association.
- 11.7 Any Member whose application for membership has been rejected, shall not be entitled to seek election again for one year of the date of such rejection. If however, it should appear that the rejection has been made under a misapprehension or mistake as to identity or incorrect information having been given, the Executive Committee shall have the power to reappoint the Member forthwith.
- 11.8 The hearing and investigation of any complaint as to the conduct of a Member and the procedure to be adopted in connection therewith shall be in the sole discretion of the Executive Committee, provided however, that the affected Member whose conduct is the subject of the complaint and investigation, shall have been notified in writing of the complaint. Such notification is to set out the reasons for and the nature of the complaint. The Executive Committee shall also take any reasonable steps to bring to the Member's notice the nature thereof, by giving notice of the Executive Committee Meeting in the normal manner and by posting a registered letter to the Member's postal or residential address and provided that such a Member shall be afforded an opportunity of replying to any such complaint and shall be entitled to attend and address the Executive Committee meeting.
- 11.9 The powers and the duties of the Executive Committee as set out herein, shall not be delegated to any other sub-committee or body.
- 11.10 The decision of the Executive Committee shall be notified to such Member by posting a registered letter to such Member at his registered postal or residential address.

12. PAYMENT OF SUBSCRIPTIONS

- 12.1 A Member may be fined, expelled or suspended from the Association by the Executive Committee, for:
- (i) Being in arrears with subscriptions by more than six months, or;
 - (ii) For public dissociation with the majority view of the Association, in a way detrimental to the objects of the Association, or;
 - (iii) For acting in a manner contrary to the principles of this Association, or be in breach of the Constitution of this organisation, or;
 - (iv) He is made bankrupt or compounds with his creditors, or being a corporation, if an order be made or resolution passed for the winding up thereof.
 - (v) He is declared mentally insane, in terms of the applicable laws of the Republic of South Africa.
 - (vi) Is guilty of misconduct, or of an act, as a Meat Importer, Exporter, or trade thereof, which materially prejudices the interests and reputation of the Association, or unlawfully prejudices the interests and reputation of any of the members of the Association, or;

- (vii) Introduces into the Association, or any meeting of the Association, any person whose presence therein shall be prejudicial to the interests and reputation of the Association, or objectionable to the Members as a whole.
- 12.2 Should any ineligible applicant be inadvertently admitted as a member, the Executive may declare his election void and it shall give him notice to that effect. It may in its sole discretion return to such applicant any subscription or entrance fee paid by him and the applicant shall cease to be a member admitted and his name shall be erased from the register of members.
- 12.3 Any Member whom the Executive of the Association proposes to fine, suspend, or expel, or who is alleged to have been guilty of conduct referred to in clause 9.5, shall, by not less than 4 days' notice delivered personal or addressed by registered letter or telefax to its address or telefax numbers provided by the Member, or to its last known address, be required to appear before a meeting of the Executive committee held to deal with the matter. All reasons for the proposed fining, suspension or expulsion and/or nature of the alleged conduct, as the case may be, shall be set out in this notice. A fine shall not exceed one year's subscription.
- 12.4 At the meeting of the Executive Committee, the Member concerned, may be represented by its representative or by a person authorised in writing, and such member shall be given an opportunity of defending his case. He may call witnesses in support of his case. Should the Member refuse or fail to exercise this right, the Executive Committee may deal with the matter in the Member's absence during the same meeting. Within 14 days of such meeting, the Executive shall notify the decision either by personally delivered notice or by registered letter.
- 12.5 A Member fined, suspended, or expelled from the Association shall, by written notice delivered to the Secretary of the Association not more than days after the date of fining, suspension, or expulsion, as the case may be, be entitled to appeal to a General Meeting of Members of the Association, which the Secretary shall on receipt of the notice, forthwith convene in terms of the relevant clauses of this Constitution
- 12.6 A Member who has been suspended or expelled may be re-admitted to the Association on such conditions as the Executive Committee may determine. If an applicant for re-admission considers the conditions fixed by the Executive Committee unreasonable, he may appeal to the next General meeting of the Association.
- 12.7 Any Member whose application for membership has been rejected, shall not be entitled to seek election again for one year of the date of such rejection. If however, it should appear that the rejection has been made under a misapprehension or mistake as to identity or incorrect information having been given, the Executive Committee shall have the power to reappoint the Member forthwith.
- 12.8 The hearing and investigation of any complaint as to the conduct of a Member and the procedure to be adopted in connection therewith shall be in the sole discretion of the Executive Committee, provided however, that the affected Member whose conduct is the subject of the complaint and investigation, shall have been notified in writing of the complaint. Such notification is to set out the reasons for and the nature of the complaint. The Executive Committee shall also

take any reasonable steps to bring to the Member's notice the nature thereof, by giving notice of the Executive Committee Meeting in the normal manner and by posting a registered letter to the Member's postal or residential address and provided that such a Member shall be afforded an opportunity of replying to any such complaint and shall be entitled to attend and address the Executive Committee meeting.

- 12.9 The powers and the duties of the Executive Committee as set out herein, shall not be delegated to any other sub-committee or body.
- 12.10 The decision of the Executive Committee shall be notified to such Member by posting a registered letter to such Member at his registered postal or residential address.

13. PAYMENT OF SUBSCRIPTIONS

All subscriptions in respect of any year, shall be paid within 3 (three) calendar months of the commencement of the Associations' financial year. A Member who has not paid his subscription within 6 (six) months after it becomes due and payable, shall not be allowed to continue as a Member. At the end of this 6 (six) month period, a defaulting Member shall cease to be a Member of the Association, without notice, and his name shall be erased from the Register of Members.

14. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- 14.1 To promote, encourage, and to protect the interests of the Association members and to deal with all such matters as may affect the common interests of the Members.
- 14.2 To encourage and ensure co-operative efforts in all matters pertaining to the interests of Members who are engaged in the import and export of meat and/or meat products and engaged in manufacturing and wholesale, of such meat or meat products.
- 14.3 To confer and collaborate with all, or any bodies controlling and/or administering and/or associated with the Meat Industry in Southern Africa and elsewhere, and to convey views and- recommendations to all concerned, in an endeavour to improve the meat import and export business and wholesale and manufacturing industry, that utilises such meat products. Specifically, to endeavour to facilitate exports of meat products for Southern Africa, and to enhance export activities globally.
- 14.4 To disseminate among its Members. information on all matters affecting the Meat Industry and to print, publish, issue, and circulate such papers, periodicals, books, circulars, and other literary undertakings, as may seem conducive to any of these objects, and to correspond with any similar Associations in other countries and to obtain any information with regard to the meat import, export and imported meat wholesale industry without in any way contravening the provisions of any legislation and in particular the Competition Act No. 89 of 1998, as amended from time to time.
- 14.5 To seek and maximise official recognition of the Association.
- 14.6 To promote and safeguard the common interest of Members in their activities as Meat importers and exporters, particularly to represent Members in their dealings with the South African Government, other Governments in Southern Africa, the

- respective Customs bodies, the International Trade Administration Commission, Veterinary Services, in the Department of Agriculture or other regulatory bodies and where necessary other industries.
- 14.7 In this regard, the Association will, if deemed to be in the Member's interest, and if possible, nominate representatives for appointment to the various regulatory bodies.
 - 14.8 To investigate all grievances and complaints and to deal with such matters as may be referred to it, if it is considered desirable to do so in the general interest of the Association and its members.
 - 14.9 To promote, support, or oppose any legislation or any other measures affecting the rights, or objects of the Association and its members, and if necessary, to incur expenditure in connection therewith.
 - 14.10 To align itself, participate in and promote transformation initiatives as the Association in its discretion deems fit, to advance the general interest of the Association, and its members and foster an inclusive culture within the Association.
 - 14.11 To promote ethical business practice amongst all Association members and in the meat industry in general, and in particular to further promote fair trade amongst members.
 - 14.12 To do such lawful things ancillary and/or incidental to any of the foregoing conducive to and/or calculated to bring about the attainment of the above objects, and to carry out and give effect thereto in such a manner as the Association may deem necessary in the interests of its Members.

15. POWERS OF THE ASSOCIATION AND ITS EXECUTIVE COMMITTEE

Subject to the provisions of this Constitution, the Association shall have all such powers as are necessary for the proper attainment of the objectives set out in clause 11 above and shall, in particular, have the following express powers:

- 15.1 To acquire any movable, or immovable property for the Association and to advance its objects and to maintain, improve, and alter any of the Association's property.
- 15.2 To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association. The Association may authorise the executive committee to sign such documentation and to take such steps necessary, in connection with such legal proceedings.
- 15.3 To open bank accounts in the name of the Association and to draw, accept, endorse, make, and execute cheques and other negotiable instruments connected with the business and affairs of the Association.
- 15.4 To invest and deal with the monies of the Association not immediately required for the purposes of the Association upon such security and upon such terms as it may think fit and from time to time vary or realise such investments.
- 15.5 To secure the fulfilment of any contracts or engagements entered into by the Association.
- 15.6 To establish, promote, or assist in establishing or promoting and to subscribe to or become a Member of any association or society whose objects are similar to the

- objects of the Association, the establishment or promotion of which may be beneficial to the Association.
- 15.7 To raise funds for a mortgage bond to be registered over property belonging to the Association.
 - 15.8 Subject to the provisions of clause 11 above, to make donations, loans, exchanges, leases, and any other forms of contract whatsoever, including sales and purchase of property of any kind whatsoever.
 - 15.9 To appoint and fix the remuneration of the auditors of the Association.
 - 15.10 To appoint or employ such advocates, attorneys, agents, brokers, officers, secretaries, and employees, for permanent, temporary, or special services as it may from time to time determine. It may also determine, fix, or vary such emoluments, duties, or other conditions of service or security as it may see fit. It may terminate any appointment or contract of employment or suspend or discharge any employee, subject to the conditions of the Labour Relations Act, 1996, as amended from time to time.
 - 15.11 To frame and enforce rules for the purpose of administering the affairs of this Association, not inconsistent with the Constitution of this Association or any law.
 - 15.12 To regulate procedures for the Executive Committee.
 - 15.13 To authorise a representative officer or official or other persons, to sign any or all documents in the name or on behalf of the Association, including any power of attorney.
 - 15.14 To further the objects of the Association generally and to deal with matters arising between General Meetings and to do and carry out all its purposes, aims and objects and to do all such things which in the opinion of the Executive Committee are in the interests of the Association, with the exception of those that by this Constitution, are required to be carried out by the Association in General Meeting.

16. ANNUAL GENERAL MEETINGS

- 16.1 The Annual General Meeting (“AGM”) is to be held at such time and place as the Executive Committee shall determine. The AGM shall be held annually, and not later than three (3) months after the end of the Association’s financial year.
- 16.2 Notice of the date, time, and place for the holding of the meeting and proposed resolutions to be passed thereof, shall be sent via email as appearing in the Register of Members. This will be done at least 21 days prior to the date fixed for the holding of the meeting and shall be deemed to have been received by the members 1 day after such email has been dispatched.
- 16.3 Proceedings at Annual General Meeting:
 - 16.3.1 At the Annual General Meeting, the Executive Committee shall present an audited Balance Sheet and Income Statement, for the preceding financial year, together with its Report.
 - 16.3.2 The ordinary business to be conducted at the Annual General Meeting shall be as follows:
 - 16.3.3 to confirm the Minutes of the previous Annual General Meeting and the last Special General Meeting, held prior to the Annual General Meeting;
 - 16.3.4 to receive and consider the financial statements for the preceding financial year with the auditor’s report thereon.
 - 16.3.5 to elect the Executive Committee;

- 16.3.6 to appoint the Association's Auditors and approve their remuneration;
- 16.3.7 to consider and pass, with or without modification, or to reject any proposed resolutions submitted to the meeting and concerning the affairs of the Association of which due and proper notice has been given in accordance with clause this clause.
- 16.3.8 any other business of which the notice has been given in terms of this clause.
- 16.4 Notice of any proposed resolution adding to, repealing, or amending the Constitution, shall be given by E-Mail, by the Executive Committee, at least 28 days prior to the date of the Annual General Meeting.

17. SPECIAL OR EXTRAORDINARY GENERAL MEETING

- 17.1 Special General Meetings, other than the Annual General Meeting, shall when necessary, as determined by the Executive Committee, shall be convened by the Executive Committee. The Executive Committee shall issue a written Notice to its members at least 21 days prior to the date fixed for the meeting and specifying the purpose of such meeting. The date, time, and venue will be determined by the Executive Committee.
- 17.2 The CEO shall convene an Extraordinary General Meeting of the Members of the Association, upon receiving a requisition on that behalf, signed by Members representing not less than 40% of the total votes of the Members. Such requisition shall specify any resolution(s) proposed to be moved or other business to be discussed. Due notice is to be given by the CEO, as set out in clause 14.1.
- 17.3 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed or proceeding had, at any general meeting.

18. RECORDS AT GENERAL MEETINGS

The Executive Committee shall cause proper records of all General Meetings to be kept and shall further cause minutes to be kept of all Resolutions and all proceedings taken at any meeting. Any such Minutes, or an extract therefrom, signed by the Chairman of the meeting which they are certified shall be prima facie evidence of the matters stated therein.

19. QUORUM AT GENERAL MEETINGS

The quorum for a General Meeting of Members shall be Members representing 50% of the total votes of the Members. Provided that if there is no quorum present within 60 minutes after the time fixed for the meeting, the meeting will be cancelled and the procedures for the holding of a General Meeting will once again have to be complied with. No business shall be transacted by any General Meeting unless a quorum is present.

20. CHAIRMAN AT GENERAL MEETINGS

It shall be the Chairman of the Association, or in his absence, the Vice Chairman. Should both be absent, the Members present and who are entitled to vote at an Annual General Meeting, shall elect the Chairman for that meeting from amongst the Members present.

21. ADJOURNMENT OF GENERAL MEETINGS

The Chairman of any General Meeting, may with the consent of the meeting decide by majority vote, at which a quorum is present, to adjourn the meeting from place to place and from time to time, but no business shall be transacted at any adjourned meeting, other than that business left unfinished at the meeting from which adjournment took place. Whenever a meeting is adjourned for more than 30 days, notice of the adjourned meeting shall be given in the same manner as of the original meeting.

22. VOTING AT GENERAL MEETINGS

- 22.1 At all General Meetings, a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote.
- 22.2 In the case of an equality of votes whether on show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 22.3 Each Member shall be entitled to appoint a proxy to vote at any meeting. The instrument appointing the proxy shall be in writing under the hand of the Member or officer of the Member, or duly authorised agent. if the Member is a Company. No person shall act as a proxy unless he is a Member of the Association or a representative duly appointed by an eligible Member.
- 22.4 The instrument of proxy shall be forwarded to the Association not less than 48 (forty-eight) hours before the holding of a meeting at which the person named on the instrument proxy proposes to vote, failing which the proxy shall not be entitled to vote at the meeting. No instrument of proxy shall be valid for longer than 2 (two) months from the date it was signed.
- 22.5 The proxy must contain the following information:
 - 22.5.1 the name of the Member;
 - 22.5.2 the statement that the Member appoints a particular person, or failing him, another person (if appropriate) as the Member's proxy;
 - 22.5.3 the meeting at which the Member is entitled to vote;
 - 22.5.4 the manner in which the proxy shall vote on each resolution, or whether the proxy may vote as he thinks fit.
- 22.6 Voting may take place by secret if the meeting resolves that it is appropriate and necessary to do so.

23. THE CHIEF EXECUTIVE OFFICER ("CEO")

- 23.1 The CEO shall be appointed by the Executive Committee of the Association from time to time.

- 23.2 The CEO shall perform all lawful instructions issued by the Executive Committee or its duly authorised representative.
- 23.3 The CEO shall keep the Association and the Executive Committee abreast of all developments relevant to the industry and shall do so as soon as reasonably possible on receipt of the information.
- 23.4 The CEO shall undertake all administrative functions of the Association and shall maintain and keep all books and records of the Association updated and maintained in an orderly and structured manner.
- 23.5 The CEO shall not have a share in any trade business. or be associated whether directly or indirectly with any business that is a member of the Association.
- 23.6 The CEO shall have access to the bank accounts of the Association together with the Treasurer.

24. EXECUTIVE COMMITTEE

- 24.1 The Executive Committee shall comprise of the Chairperson, Vice-Chairperson, Secretary, Treasurer, and the CEO who is an Ex-officio member, subject to a maximum of 8 people.
- 24.2 The CEO does not have any voting rights.
- 24.3 The Executive Committee at its discretion may co-opt members for establishing sub-committees for special projects. These members do not form part of the Executive Committee and is not entitled to the rights of the Executive Committee as defined in the Constitution.
- 24.4 Nominations for the office of Member of the Executive Committee shall be signed by two members of the Association.
- 24.5 Any Executive Committee Member absenting himself without leave of the Executive Committee for more than three (3) consecutive meetings, of which due notice has been given, shall automatically cease to be a Member of the Executive Committee.
- 24.6 In the event of any Member of the Executive Committee elected to such office at any Annual General Meeting ceasing to be a Member of the Executive Committee for any reason whatsoever, the Executive Committee shall have the power to fill such a vacancy for the remainder of the period of office of such Executive Committee Member.
- 24.7 The Chair shall be taken at every meeting of the Executive, by the Chairman and in his absence, by the Vice Chairman or in the absence of both, by a Member of the Executive to be chosen by the Members of the Executive meeting.
- 24.8 In any meeting and in respect of any decision where a deadlock arises, the Chairman shall have a casting vote.
- 24.9 Proper minutes of proceedings shall be taken at all meetings of the Executive Committee.
- 24.10 A Resolution in writing, signed by all the Members for the time being of the Executive, Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted. These resolutions may be signed in counterpart.
- 24.11 The Executive Committee shall have the power to co-opt additional members to the Executive Committee where necessary for special projects. These members do not form part of the Executive Committee and are not entitled to the rights of the

Executive Committee as defined in the Constitution. They will hold office for such period as the Executive Committee may decide, but not for a longer period than to the next Annual General Meeting.

- 24.12 The Members of the Executive Committee must abide by the Executive Code of Ethics that may be prescribed by the Executive Committee, prescribed from time to time.
- 24.13 Should a Member of the Executive Committee be found to have contravened the Code of Ethics, the Executive Committee shall investigate the matter by the appointment of an independent third party appointed by the Executive Committee ("the Adjudicator") who will investigate the matter.
- 24.14 Any Member of the Executive Committee who is alleged to have breached the Code of Ethics may make written representations to the Adjudicator who will thereafter prepare a report for the Executive Committee to confirm if such Member has breached the Code of Ethics. This report will be completed within 21 (twenty-one) working days of receipt of the instruction from the Executive Committee, or such extended time as may be agreed by and between the Executive Committee and the Adjudicator.
- 24.15 Upon receipt of the Adjudicator's report, the Executive Committee will determine the steps it will undertake in respect of the Member of the Executive Committee and afford such Member a period of 7 (seven) days to make such representations to the Executive Committee.
- 24.16 Only if the Member in question is to be expelled, the Executive Committee will then table such representations and the Adjudicator's report at a Special General Meeting, at which meeting, a decision will be made, which decision is final and binding.

25. DISQUALIFICATION OF THE ASSOCIATION EXECUTIVE COMMITTEE MEMBERS

- 25.1 22.1. The office of a Member of the Executive Committee shall ipso facto be vacated if:
 - 25.1.1 22.1.1. he is sequestered;
 - 25.1.2 if he becomes of unsound mind;
 - 25.1.3 if he ceases to be a member of the Association or a Member's representative;
 - 25.1.4 if by notice in writing to the Executive Committee, he resigns his post.
- 25.2 When a Member is of the opinion that any office bearer is not performing his duties satisfactorily, the Member will be entitled to put to a vote in General Meeting, a motion for the removal from office of said office bearer, and at the written request of not less than 40% of the members, a ballot shall be taken to determine whether or not the said office bearer shall be removed from office.

26. MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION

- 26.1 The management and control of the affairs of the Association shall vest in the Executive Committee in General Meeting of the Association.
- 26.2 The day-to-day management of the Association, and its functions, will be undertaken by the Chief Executive Officer in conjunction with the Executive Committee, who shall be empowered to:-
 - 26.2.1 conduct, manage and control the day-to-day running of the affairs of the Association;
 - 26.2.2 give effect to the aims and objectives of the Association;
 - 26.2.3 participate in any project to further the objectives of the Association;
 - 26.2.4 sign all contracts and related documents pertaining to the Association;
 - 26.2.5 affiliate with any other organisation having similar aims and objectives as the Association;
 - 26.2.6 Do all things necessary for the maintenance and well-being of the Association.

27. DUTIES AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

Duties imposed on the Executive Committee shall be as set out hereunder:-

- 27.1 The Chairperson shall –
 - 27.1.1 be in overall charge of the day-to-day functions of the Association;
 - 27.1.2 preside at all meetings of the Association;
 - 27.1.3 sign all contracts and related documents pertaining to the Association;
 - 27.1.4 have access to all matters including records, documents, and the like relating to the business of the Association.
- 27.2 The Vice-Chairperson shall –
 - 27.2.1 fulfil the duties of the Chairperson in the event of the Chairperson not being able to carry out his/her duties;
 - 27.2.2 further, assist the Chairperson and undertake such other tasks as may be designated to him/her from time to time.
- 27.3 The Secretary shall ensure that the Association in conjunction with the CEO –
 - 27.3.1 maintains and keeps all records and particulars of the members of the Committee, in writing;
 - 27.3.2 keeps written minutes of all meetings of the Executive Committee;
 - 27.3.3 preserves and keeps all documents of the Executive Committee;
 - 27.3.4 attends to all correspondence of the Committee;
 - 27.3.5 circularise notice for all meetings and conduct the business of the Executive Committee.
- 27.4 The Treasurer shall in conjunction with the CEO –
 - 27.4.1 collect all funds due to the Committee and properly issue receipts, therefore;
 - 27.4.2 be allowed to authorise expenditure in the sum of R50 000 in respect of running expenses or such amount as determined by the Executive Committee;
 - 27.4.3 receipt of funds received by way of donation, payment, or any other form, which funds shall be promptly receipted in the appropriate bank account, in favour of the Association;
 - 27.4.4 ensure that a proper bookkeeping system is maintained at all times;
 - 27.4.5 deposit all funds received and make all payments payable, without delay;

- 27.4.6 submit a written report to the Executive Committee, as to the financial standing of the organisation, including all receipts and expenses received or incurred;
- 27.4.7 countersign or confirm all cheques/payments and related documents.

28. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 28.1 To conduct, manage, and control all the activities and assets of the Association;
- 28.2 To give effect to and observe all resolutions of the Executive Committee;
- 28.3 To administer policies governing the affairs of the Association and to devise and implement measures for the growth and development of the affairs of the Association;
- 28.4 To expand the Association's funds on maintenance, improvement, alteration, payment of expenses, and other charges incurred in and pertaining to any Association assets;
- 28.5 To pay all expenses and costs incurred in connection with the administration of the Association;
- 28.6 To employ any person, to manage or assist in the management of any of the assets of the Association and to remunerate such person from funds administered by the Association, including traveling and other expenses which may necessarily be incurred by such employee;
- 28.7 The Executive Committee shall have the right to appoint and employ such professionals as they may require to support them, including but not limited to any professionals (e.g. attorneys, accountants, or the like), and pay them their usual and proper charges for professional services rendered.
- 28.8 To take such steps to raise funds that include, personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient, for the purposes of raising funds for the Association including procuring of donations, subscriptions, or the like;
- 28.9 To accept any donations and/or bequest from any person in favour of the Association and to administer the same, subject to the terms hereof and also subject to such conditions as may be imposed by the donor, provided that such conditions are not inconsistent with the terms of the Association, which terms shall prevail;
- 28.10 To open and control any bank or financial institutional accounts and to draw, accept or give promissory notes, bills of exchange, and other negotiable instruments;

29. QUORUM OF THE EXECUTIVE COMMITTEE

- 29.1 A quorum of the Executive Committee shall be met when more than 57% of the elected members are present. If no quorum is present within 30 minutes of the time fixed for any meetings, the meetings shall stand adjourned to such time and place as the Chairperson shall decide. The members present at such adjourned meeting shall then form the quorum of such meeting. Notice of such adjourned meeting shall be given to those committee members who were not present at the earlier meeting by the Chairperson of said meeting.
- 29.2 The members of the Executive Committee, at the first meeting after their appointment/nomination to the Executive Committee, shall elect the various office

bearers, as aforesaid, and shall be entitled, at any time to assume, and/or co-opt, any further member as they may deem necessary.

- 29.3 All sub-committees appointed by the Executive Committee shall be chaired by a member of the Executive Committee only. Such member of the Executive Committee as Chairperson of the sub-committee shall be responsible and answerable to the Executive Committee with regard to the delegated functions as approved by the Executive Committee, from time to time.

30. DISCIPLINARY PROCESS AND PROCEDURES

- 30.1 All disciplinary powers of the Association are vested in the Executive Committee, who will exercise the same in terms of the provisions of this Constitution and the law.
- 30.2 a member, or its individual representative is charged with a crime or an offense in terms of any legislation referred to in the Code of Good Standing, by the relevant Government Agencies, such member will automatically be suspended from the Association pending the outcome of such criminal hearing or enquiry that is convened by such Government Agencies in terms of the relevant legislation.
- 30.3 Should such a person be found to be guilty of any infraction and contravention, the Association shall as soon as it receives the relevant information relating to the finding of the infraction by the relevant agencies, afford the member an opportunity to make written representations to the Executive Committee within seven (7) days of receipt of a written request from the Executive Committee to make such representations as to why the member should not be expelled from the association. The Executive Committee shall upon receipt of such written representations or expiry of the 7-day period referred to herein, determine whether the member concerned must be expelled.
- 30.4 If the member concerned is expelled, the member may appeal to an Appeal Panel within a period of 7 days of receipt of the written finding from the Executive Committee. The appeal may be directed to the Executive Committee which shall constitute an Appeal panel. The Appeal Panel shall be made up of independent third parties who are not part of the Executive Committee and may be made up of accountants, professionals, or other members who are appointed by the Executive Committee. The decision of the Appeal Panel shall be final and binding and shall be communicated by the Executive Committee to the member concerned once the Executive Committee receives the finding from the Appeal Committee.
- 30.5 If the Executive Committee becomes aware of facts and circumstances or receives information relating to facts and circumstances that a member has contravened the provisions of the Code of Good Standing and/or governing legislation referred to therein, and the member has not in any way been charged for such infraction or contravention by the relevant Government Agencies, then and in such event, the Executive Committee may institute its own disciplinary processes as more fully referred to hereunder.
- 30.6 The Executive Committee will appoint an investigation panel who shall constitute no less than two members who will investigate the infraction or contravention and produce a written report for consideration by the Executive Committee within 14 days of receipt of the instruction from the Executive Committee. This Investigation

panel will have the opportunity to investigate the alleged infraction or contravention of the Code of Good Standing and the relevant legislation referred to therein by interviewing witnesses, requesting documents and information from the said member and any 3rd party, obtaining Affidavits, and obtaining professional advice. Thereafter, the Investigation panel shall produce a written report, making recommendations to the Executive Committee on whether they should expel or suspend the member pending a full criminal hearing. The Executive Committee must provide the member concerned with the written report produced by the Investigation Panel, and the member concerned shall have the opportunity to make written representations within 7 days of receipt of the written report produced by the Investigation Panel to the Executive Committee as to why the recommendations, as provided by the Investigation Panel should or should not be implemented with or without modification. The Executive Committee shall upon receipt of the representations, determine if a member should be suspended, expel the member or suspend such member with conditions, as specified in the investigation report. If the member concerned is expelled, he may appeal to the Appeal panel in accordance with the procedure set out in paragraph 30.4 above.

- 30.7 A member may be automatically suspended for inter alia the following:
 - 30.7.1 being in arrears with any subscriptions by more than six (6) months;
 - 30.7.2 public dissociation with the majority view of the Association, in a way detrimental to the objects of the Association, or intentionally breaching the provisions of the Constitution.
- 30.8 A Member who has been suspended or expelled may be re-admitted to the Association on such conditions as the Executive Committee may determine.
- 30.9 The powers and the duties of the Executive Committee as set out in this clause, may be delegated to an independent third party at the discretion of the Executive Committee.

31. BOOKS OF ACCOUNT AND RECORDS

- 31.1 The Association shall at all times cause such records, books, notes and accounts to be kept as may be necessary to reflect the affairs and finances of the Association.
- 31.2 The Association's books of account shall be maintained by the CEO and be available for inspection by any Member during normal business hours, provided that such Member has given the CEO not less than two (2) business days' notice of its intention to inspect the books.
- 31.3 The Executive Committee shall cause audited annual financial statements to be prepared each year, which audited financial statements shall be tabled at the Annual General Meeting of the Association, after the production of the audited financial statements.
- 31.4 The Financial Year of the Association shall commence on the first day of October every year.
- 31.5 The Association shall at all times cause such records, books, notes, and accounts to be kept as may be necessary to reflect the affairs and finances of the Association.
- 31.6 The Association's books of account shall be maintained by the CEO and be available for inspection by any Member during normal business hours, provided that such

Member has given the CEO not less than two (2) business days' notice of its intention to inspect the books.

31.7 The Executive Committee shall cause audited annual financial statements to be prepared each year, which audited financial statements shall be tabled at the Annual General Meeting of the Association, after the production of the audited financial statements.

31.8 The Financial Year of the Association shall commence on the first day of October every year.

32. AMENDMENTS TO THE CONSTITUTION

The Constitution, Rules, and Regulations of the Association, or any part thereof, shall not be repealed or amended, and no new rules shall be made, save by resolution adopted at a meeting at which Members holding an aggregate of not less than 70% (seventy per centum) of the total votes of all the Members are present in person or by proxy and the resolution has been passed by at least 60% of the votes which are capable of being voted by those present.

33. DISSOLUTION

The Association may be dissolved by Resolution passed at a Special General Meeting, called for that purpose, provided that such a resolution is passed by a majority of 70% (seventy per centum) of the votes of the Members of the Association present in person or by proxy and entitled to vote. In the event of such a Resolution being passed, the meeting shall also have the power to pass a Resolution by majority vote for the appointment of a liquidator and the disposal of the assets and surplus funds of the Association, after winding up and after the payment of all the debts and obligations of the Association. The association will at its dissolution transfer any surplus assets or funds to any public benefit organisation approved by the Commissioner (as defined in the Income Tax Act, 58 of 1962 as amended) or public benefit organisation approved in terms of Section 30 of the said Income Tax Act.

34. CONFIDENTIALITY

The affairs of the Association and the proceedings of and discussions at all meetings of the Association and the Executive Committee thereof shall be confidential. Any Member violating this confidence shall be considered to have contravened this Constitution and may be dealt with in terms of the disciplinary clauses herein.

The confidential information of any Member shall not be released to any third party unless the Member has consented thereto in writing.

35. INDEMNITY

Office bearers shall be indemnified by the Association against claims arising against them by reason of an office bearer's performance of his legitimate duty for the Association.