

# CONSTITUTION

## OF THE



# CATTLE BREEDERS' SOCIETY

As approved at the Annual General Meeting 2008 subject to approval from the Registrar

## DEFINITIONS

1. Words and phrases in this Constitution shall have the following meanings unless a contrary meaning clearly appears from the context –
- (a) “Act” means the Animal Improvement Act, 1998 (Act 62 of 1998) and includes the regulations;
  - (b) “animal” means a bovine of the Nguni breed registered or recorded or eligible for registration or recording in the Herd Book and the words “cattle”, “calf/calves”, “dam/s”, “female/s”, “bull/s”, “male/s” and “sire/s” shall have the same meaning;
  - (c) "Association" means the South African Stud Book and Animal Improvement Association;
  - (d) "birth" means the birth of a calf;
  - (e) “breeder” means a member of the Society who is the owner of –
    - (i) the dam at the date of birth of an animal to be registered or recorded;
    - (ii) an animal at the date of application for registration in the Appendix Section or the Stud Book Proper Section of the Herd Book;
    - (iii) the recipient dam at the date of birth of the animal to be registered as a result of an embryo transfer;
  - (f) "buyer" means the person or persons to whom ownership/joint ownership of an animal is transferred by the seller of such an animal;
  - (g) "Constitution" means the Constitution of the Society;
  - (h) "Council" means the Council of the Society duly elected in terms of the Constitution;
  - (i) "Department" means the Department or Departments charged with the administration of the Act;
  - (j) "embryo" means a fertilized ovum of an animal;
  - (k) "Herd Book" means the Nguni Herd Book in which shall be recorded or registered, as the case may be, through the Society by the Association, the details of all animals;
  - (l) "inspector/s" means a person/s appointed by the Council for the purposes referred to in Clauses 9.9 and 9.10;
  - (m) "Minister" means the minister of the relevant Department;
  - (n) "ovum" means the ovum of an animal and includes an embryo;
  - (o) "owner" means the person who –
    - (i) according to the records of the Association, possesses the animal concerned; or
    - (ii) submits proof to the satisfaction of the Council that the animal concerned is eligible to be so registered or recorded in his name;
  - (p) “recording” refers to the procedure of recording an animal in the [Herd Book](#)
  - (q) “registering” refers to the procedure of registering an animal in the Appendix and Stud Book Proper sections of the Herd Book, or by which a prefix or herd designation mark is placed on the records of the Association;
  - (r) "Registrar" means the officer designated as Registrar of Animal Improvement in terms of the Act;
  - (s) "Secretary" means the person or entity approved by Council to do the secretarial work of the Society;

- (t) "seller" means the person, persons or legal entity being the owner/joint owner/s of an animal according to the records of the Association, or in the case of an imported animal, the owner in the country of origin, who disposes of such an animal;
  - (u) "semen" means the semen of an animal;
  - (v) "Society" means the Nguni Cattle Breeders' Society;
  - (w) "South African-bred Nguni" means an animal born in, or whilst in transit to, South Africa: Provided that an animal born from an imported ovum or embryo, shall be regarded as an imported Nguni; and  
  
"Territory" means South Africa and such other countries as the Council may determine from time to time (Schedule T1 and Schedule T2).
2. Other words, abbreviations and phrases in this Constitution, not defined above, shall, unless a contrary meaning clearly appears from the context, have the same meaning assigned thereto in the Act.
  3. In the Constitution, unless the contrary intention appears clearly from the context, words referring to persons in the masculine gender shall include females, and words in the singular shall include the plural, and words in the plural shall include the singular.

## CONSTITUTION

### 1. NAME OF THE SOCIETY

The name of the Society is the NGUNI CATTLE BREEDERS' SOCIETY OF SOUTH AFRICA.

### 2. OBJECTIVES

Subject to the provisions of the Act and of this Constitution, the objectives of the Society shall be:

- (a) to encourage and promote the breeding and the improvement of the genetic production potential of the Nguni breed in the Territory;
  - to encourage the preservation and development of herds by sound selection in accordance with the generally accepted description of Nguni cattle by C.W.B. Armstrong & E.H.H. Meyer (Adapted and adopted by Liaison Committee for Indigenous Livestock) (Annexure A); and in the case of registered animals, to eliminate contamination by foreign breeds;
- (b) to compile and maintain a "Minimum Breed Standard" (Schedule B of the Bye-laws) based on visual appraisal for genetic defects, conformation (in as far as it is related to functional efficiency) and fertility records; and without altering the inherent traits of the breed;
- (c) to compile, keep and maintain accurate records of the pedigrees and particulars of all animals duly registered or recorded in the Herd Book;
- (d) to promote the use of Nguni cattle in the sustainable production of beef.
- (e) to service the interests of members in respect of the various aspects of the Society's activities, including the provision of technical and advisory support, and through the pursuit of sound communication on Society matters and other developments relating to Nguni cattle.
- (f) to act as a repository of information on all facets of Nguni cattle including *inter alia*, stud breeding, beef production and animal by-products.

### 3. POWERS AND OBLIGATIONS OF THE SOCIETY

3.1 Subject to the terms of the Constitution, the Society shall have the power and obligation –

- (a) to carry out such functions and perform such duties as are, or may be, imposed upon it by the Act and its incorporation in terms of the Act; and
- (b) generally to perform all such acts a body corporate may by law perform, and which the Society may deem necessary for the attainment of its objectives.

3.2 The Society shall not carry on any profit making activities or enter into any business, profession or occupation with any of its members, or provide any financial assistance, premises, continuous services, or facilities to such members for the purpose of carrying on any business, profession or occupation by them.

3.3 The Society does have the right to levy a commission (as determined by council from time to time) on sales held under its' auspices.

3.4 The Society does have the right to disallow the competitive showing of animals on Agricultural Shows as being detrimental to maintaining "Minimum Breed Standards" (Schedule B).

However, animals may be –

- (i) shown in "Special Performance Tested Classes" on a competitive basis with written permission from the Council; and
- (ii) exhibited on a strictly noncompetitive basis with written permission from the Council.

## 4. MEMBERSHIP

### 4.1 ELIGIBILITY

4.1.1 Subject to the provisions of Clause 4.1(a) and (c) the membership of the Society shall be limited to persons above the age of 18 years and shall consist of the following categories of members –

(a) **ORDINARY MEMBERS**

Persons who are engaged, directly or indirectly, in the breeding of animals, resident in the territory, shall be eligible for membership of the Society as Ordinary Members who shall enjoy all the rights and privileges of membership, including the right to vote at any general meeting of the Society, and the right to be elected to Council. For the purposes of this sub clause a legal entity shall be deemed to be a person and eligible for Ordinary Membership of the Society;

(b) **HONORARY LIFE MEMBERS**

For special services in the interest of the Nguni breed a person may at an Annual General Meeting be elected an Honorary Life Member, who shall enjoy all the rights and privileges of membership, including the right to vote at any meeting of the Society, and the right to be elected to the Council: Provided that no person shall be eligible for Honorary Life Membership unless recommended by the Council,

(c) **JUNIOR MEMBERS**

Any person under the age of 18 years may become a Junior Member on approval of the Council: Provided that a Junior Member may not vote at meetings of the Society, is not eligible for election to the Council, but upon payment of the scheduled fees may partake in the other activities of the Society and provided further that the junior member's parents or guardians countersign the application and accept full responsibility for the financial and other commitments towards the Society on behalf of such a junior member.

4.1.2. Membership is subject to the signing by any prospective or existing member, or their representative in terms of Clause 4.4.1, of the "Code of Conduct for Members" provided for in Annexure B.

### 4.2 APPLICATION FOR MEMBERSHIP

4.2.1 Application for Ordinary or Junior membership of the Society shall be made to the Secretary in writing in such a form as may be prescribed by the Council, and shall be accompanied by the relevant subscription and/or entrance fees as set out in the Society's Schedule of Fees (Schedule A).

4.2.2 An applicant to whom admission to membership has been refused, shall be entitled to a refund of any fees forwarded with his application for membership.

4.2.3 The approval by Council of an application for membership is subject to the signing by the applicant, or its representative in terms of Clause 4.4.1, of the "Code of Conduct for Members" provided for in Annexure B.

### 4.3 RIGHTS AND PRIVILEGES OF MEMBERS

4.3.1 Apart from the ex lege consequences of appointing executors of deceased estates, trustees of insolvent estates and liquidators of companies or close corporations, the rights and privileges of every member of the Society shall be personal to himself and shall not be transferable or transmissible either by his own act or by operation of law.

4.3.2 A Member of the Society shall have the right:

(a) to receive all reports and other matters published by the Society for distribution amongst members;

(b) to apply for the recording or registration of animals under the Society's rules;

- (c) to attend all general meetings of the Society and, subject to Clause 4.1, shall have the right to vote at meetings;
- (d) to receive technical advice on Nguni matters from the Society's inspectors and officials, if available, (cost of same to be defrayed by the applicant); and
- (e) to consult and use the Society's official reports.

#### 4.4 **COMPANY, CLOSE CORPORATION, PARTNERSHIP OR BODY CORPORATE**

- 4.4.1 A company, close corporation, partnership or body corporate applying for Ordinary Membership shall disclose to the Society such facts or data as may be necessary to determine the nature of the controlling interest therein and shall then, or at any time thereafter, in addition to the requirements imposed in the respect of all applications, furnish the Society with the name and address of the person appointed by it to act as its representative at meetings of the Society. Such a person shall have the right to nominate an alternate in writing, which nomination shall be handed to the Secretary not later than the time of the meeting at which such an alternate will be present.
- 4.4.2 All communications addressed to such an authorized representative referred to in Clause 4.5.1 shall be deemed to be duly served upon the company, close corporation, partnership or body corporate, and at all meetings at which such an authorized representative is in attendance on behalf of the company, close corporation, partnership or body corporate, such a company, close corporation, partnership or body corporate shall be deemed to be duly represented.
- 4.4.3 The person so appointed to represent such a company, close corporation, partnership or body corporate shall be eligible for election to the Council in terms of Clause 8.
- 4.4.4 Should such a company, close corporation, partnership or body corporate cease to comply with the requirements of Ordinary or Life Membership as laid down in Clauses 4.1 (a) and (b), its rights shall automatically be terminated, and the provisions of Clause 4.5.5 shall mutatis mutandis apply in respect of such a company, close corporation, partnership or body corporate.
- 4.4.5 The liquidation of a company or close corporation and the dissolution of the partnership or body corporate shall automatically result in the termination of its membership of the Society, provided that –
  - (a) all amounts owing to the Society as at the date of liquidation or dissolution shall be recoverable by the Society from the liquidator of such a company or close corporation, or from the members (either jointly or severally) of such a partnership or body corporate;
  - (b) the liquidator of such a company or close corporation and the members of such a partnership or body corporate shall be obliged to discharge all the obligations of such a company, close corporation, partnership or body corporate in respect of registrations, recordings, transfers and whatever obligations the company, close corporation, partnership or body corporate would have had to discharge as a member of the Society; and
  - (c) whatever fees may become due and payable as a result of herd fees, registrations, recordings, transfers or other obligations which have of necessity to be fulfilled after such an automatic termination of membership, shall be raised on the scale payable by Ordinary.

## 5. REGISTER OF MEMBERS

- 5.1 The Society shall keep a register of all members reflecting the date of their admission to membership and their postal addresses.
- 5.2 Every member shall communicate in writing to the Secretary any change of his postal and/or residential address, and all notices or publications posted to the registered address of a member shall be considered as duly delivered to him,
- 5.3 Communications consigned under registered cover to members by the Secretary shall be binding.
- 5.4 The Secretary shall submit to the Association such information as it may require concerning admissions to membership, terminations of membership (for whatever reason), and postal addresses of members.

## 6 RESIGNATIONS AND EXPULSION OF MEMBERS

- 6.1 Any member may resign from the Society by giving not less than one month's written notice to the Secretary: Provided that such a resignation shall not take effect before and until all monies owing to the Society by such a member have been paid, and furthermore until such a member has discharged all his obligations in respect of registrations, recordings, transfers or any other obligation he would have had to discharge as a member of the Society.
- 6.2 The Council may expel, and/or terminate its services to any member who –
  - (a) despite due notice and demand directed to him by registered letter from the Secretary continues to remain in arrear in respect of any fees or dues;
  - (b) has acted in any manner which in the opinion of the Council is or may be prejudicial to the interests of Society or any of its members;
  - (c) has infringed any provision of the Constitution; or
  - (d) has been found guilty of an offence under the Act;

PROVIDED that no proceedings of expulsion shall be initiated against any member of the Society unless the Secretary has at least 30 days prior to the date of the Council meeting at which such an expulsion is to be dealt with, addressed a registered letter to such a member notifying him of his proposed expulsion, and calling upon him, if he so wishes, to present, either personally or through his duly authorised representative, his side of the case at such a meeting of the Council.

- 6.3 Any member who has been expelled shall be notified by the Secretary in writing within a period of ten days from the date upon which the resolution effecting his expulsion was passed, or upon which his membership was forfeited.
- 6.4 Upon expulsion of a member, the Council may at its discretion direct the Secretary forthwith to remove from the Herd Book and any other registers or records of the Society, the name of the member so expelled, and cancel all registrations or recordings effected by it, in respect of animals bred by the expelled member and owned by him at date of his expulsion. The Secretary shall moreover call upon the expelled member forthwith to deliver to the Society the registration or recording certificates in respect of all animals bred and owned by him at the date of his expulsion.
- 6.5 From the date of his expulsion no transfer of an animal bred by the expelled member and sold by him after the date of his expulsion shall be registered or recorded, no notification of birth shall be accepted from him, and he shall be notified accordingly.
- 6.6 A person who, for whatever reason, has ceased to be a member of the Society, may thereafter again be admitted to membership, upon application made in terms of Clause 4.2

## 7. COUNCIL

The affairs of the Society shall be managed by a Council consisting of six members elected by the Annual General Meeting or a special general meeting called for this purpose.

### 7.1 ELECTION OF COUNCIL

Six members shall be elected by ballot at the Annual General Meeting or a special general meeting called for the purpose, and shall hold office for a three-year term. Thereafter, at each Annual General Meeting the two members longest in office shall retire. Retiring members shall be eligible for re-election.

### 7.2 ELECTION OF PRESIDENT AND VICE-PRESIDENT

7.2.1 The President and Vice-President shall be elected by ballot by the members of the newly elected Council, at a meeting to be held immediately after the Annual General Meeting.

7.2.2 A member elected as President shall be eligible for re-election as such: Provided that his successive years in that office shall not exceed three, separated by breaks of not less than one year each.

### 7.3 ADDITIONAL COUNCIL MEMBERS

In addition to the six elected members of Council, the following persons may attend Council meetings in an advisory capacity but without the right to vote.

#### 7.3.1 CLUB REPRESENTATIVES

The representative of any Club recognized by the Council; provided that that person be an Ordinary Member (or duly represent an Ordinary Member in terms of clause 4.4.1.) or Honorary Life Member of the Society.

#### 7.3.2 THE SECRETARY

There shall be a secretary to the Society who shall attend all meetings of the Society and have the right to participate in any discussions at such meetings, but shall not have the right to vote on any question or resolution at such meetings.

#### 7.3.3 CO-OPTED MEMBERS

Any persons who have been appointed or co-opted by the Council in an advisory capacity, provided that their term may not extend beyond the following AGM of the Society. They may, however, be co-opted again on the same basis.

7.4 Should any member of the Council die, resign or cease to be a member of the Society, or be called upon to fill the office of President or Vice-President as provided in Clause 8.6, the Council may appoint another member of the Society as his substitute with full powers and for the unexpired period of his term of office. The Council shall be deemed to be duly constituted and shall continue exercising all the powers conferred upon it, notwithstanding any vacancies in its body.

7.5 In the event of the office of President or Vice-President becoming vacant before the expiration of the period for which he was elected, the Council, at its first meeting by ballot or in such a manner as the meeting may determine, shall for the unexpired portion of that period elect another of its members to fill the vacancy.

7.6 Members of Council absenting themselves from two consecutive meetings without leave, or other satisfactory reason, shall vacate their seats.

## 8. POWERS AND DUTIES OF THE COUNCIL

The Council shall, subject to the terms of the Constitution and subject further to the directives of the general meetings of the Society as given from time to time, have the power to do all such things it deems necessary or advisable in the interests of the Society and for the advancement and attainment of the Society's objectives and in particular shall have the following powers –

### 8.1 BYE-LAWS

to formulate, alter and rescind bye-laws (practical arrangements and rules flowing from the Constitution) for conducting the business and carrying out the objectives of the Society as may be deemed necessary from time to time;

- 8.2 to appoint, dismiss or suspend [such] attorneys, or other legal representatives, auditors, agents, officers or officials or other employees for or from permanent, temporary or special services as it may deem fit; to determine their powers and duties and to fix their remuneration and conditions of service and to require such security for the due performance of their functions as it may in particular cases deem expedient;
- 8.3 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or against any of its officers or officials or other employees in connection with the affairs of the Society, and to compound or allow, or ask for time for payment or satisfaction of any debts due to or any claim or demand by or against the Society;
- 8.4 to open one or more banking accounts in the name of the Society, and to draw, accept, endorse, make or execute any bill of exchange, promissory note, cheque or other negotiable instrument in connection with the conduct of the affairs of the Society;
- 8.5 to invest, or in any other manner deal with any monies not immediately required for the purposes of the Society, upon such securities and on such terms as it may deem fit and, from time to time, to change or realize any such investments;
- 8.6 to lend or borrow money for the purposes of the Society upon security as determined by it; to enter into indemnities, guarantees and surety ships and to secure payment thereunder in any way; to make donations; to undertake and execute any trust; to secure the payment of monies borrowed in any manner, including the mortgaging and pledging of property, and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security;
- 8.7 to purchase, hire, take on lease or acquire for the purpose of the Society, buildings, land, goods, chattels and effects; to sell, mortgage, pledge, let, alienate or otherwise dispose of any movable or immovable property belonging to the Society, and to apply the consideration arising therefrom in such a manner as it may consider to be to the best advantage of the Society;
- 8.8 to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with all, or any part, of its property and assets;
- 8.9 The Council shall appoint sub-committees to whom shall be delegated the authority to manage the operational business of the Society. The Council shall determine from time to time, in relation to the business needs of the Society, the portfolios of such committees which may include *inter alia*, responsibilities for technical, training, finance and administration, marketing and promotion, and communication matters.  
  
Sub-committee chairpersons shall be appointed from amongst elected council members. Such chairpersons shall be required to determine the composition and terms of reference of these committees subject to the approval of the council and provided that the President of the Society may, at his discretion, be an *ex officio* member of any subcommittee with full rights and privileges.
- 8.10 to appoint or discharge inspectors for the examination of animals submitted for registration or recording, and for such other purposes as members of the Society may require the service of such inspectors and to give such inspectors instructions and powers in regard to their duties for the purpose of ensuring that the objectives of the Society are being carried out;
- 8.11 to order an investigation by inspectors of the Society in any case where records are not properly kept or where any doubt should arise as to the correctness of the identity of any animal or animals, and to take such action as it may consider advisable in the interests of the Society;
- 8.12 to remunerate any person or persons for services rendered and to establish schemes for the provision of pensions, gratuities and other incentives for its office-bearers and employees;
- 8.13 to convene a general or any other meeting of the Society, either in compliance with a special request thereto made in accordance with the provisions of the Constitution or otherwise if it is deemed necessary;
- 8.14 to grant leave of absence to any member of the Council or any official or employee of the Society, for such a period and upon such terms as it may in each case determine;
- 8.15 to impose and exact such penalties as may be prescribed from time to time for contravention or infringement of the Constitution, rules and regulations of the Society;

- 8.16 from time to time, subject to the provisions of Clause 10.7, to adjust or revise subscriptions, fees or dues and to prescribe any such additional fees or dues as it may deem necessary;
- 8.17 to pay all costs and charges in connection with the administration and management of the affairs of the Society;
- 8.18 to receive and consider applications for membership and to accept or refuse such applications at its discretion;
- 8.19 to collect and receive donations and other funds and to devote same towards the objectives of the Society and towards promoting the Nguni cattle breed;
- 8.20 to investigate disputes arising out of the application of the Constitution and to give decisions in regard thereto;
- 8.21 to organize and promote sales, either by public auction or private treaty and for such purposes to appoint auctioneers and agents;
- 8.22 to nominate a person or persons to represent the Society on any committee, body or organization as may be necessary;
- 8.23 for improved and expedient execution of the business of the Society to appoint one or more members or officials with power and authority to sign and receive documents, papers and process, and to act, sue and be sued on behalf of the Society;
- 8.24 in accordance with Clause 10.7.3 to refuse inspection, registration and other functions for members whose accounts are overdue;
- 8.25 to lay down minimum breed standards by which:
- (a) animals shall be inspected by inspectors for the purpose of registration and/or recording; and screened before sales held under the Society's auspices.
  - (b) applications for importation and exportation of animals, semen and ova shall be recommended;
  - (c) ovum donors shall be approved for embryo transfer purposes; and
  - (c) bulls shall be recommended for approval for the sale of semen in terms of the Act;
- 8.26 generally to perform all such acts as may be necessary for the welfare of the Society and the conduct of its affairs, provided always that any action taken, or instructions given, shall not be contrary to the terms of the Constitution.

## **9. MEETINGS**

### **9.1 COUNCIL MEETINGS**

- 9.1.1 The Council shall meet at such a time and place as it may from time to time determine, or as may be decided by the President: Provided that not less than two Council meetings shall be held in each financial year.
- 9.1.2 A special Council meeting
- (a) may be called by the President (or in his absence by the Vice-President) at such a time and place as such an office-bearer may decide; or
  - (b) shall be called upon a requisition signed and addressed to the Secretary, by not less than three members of the Council stating the reasons for such a meeting.
- 9.1.3 Not less than 21 days prior to the holding of a Council meeting, written notice of the time, date and place of such a meeting shall be posted by the Secretary to each member of the Council.

- 9.1.4 No resolution of the Council in respect of any matter shall be varied or rescinded unless the resolution varying or rescinding the same be passed at a meeting in respect of which not less than 21 days' notice specifying the intention to vary or rescind has been given to all the Council members: Provided that a resolution may be varied or rescinded without such notice if all members of the Council are present and so decide.

## **9.2 GENERAL MEETING**

- 9.2.1 A general meeting of the Society to be known as the Annual General Meeting shall be held once a year at such a time and place as may be determined by the Council.
- 9.2.2 At such an Annual General Meeting the Council shall submit its annual report, together with a duly audited balance sheet and statement of the financial affairs of the Society as at the end of the previous financial year.
- 9.2.3 A special general meeting of the Society, may at any time upon 30 days' written notice to members, be called
- (a) by the Council; or
  - (b) by not less than 15% (fifteen percent) of the members of the Society, upon a written requisition signed and addressed to the Secretary, stating the business to be transacted at such a meeting
- 9.2.4 Not less than 60 days prior to the holding of the Annual General Meeting a preliminary notice of the time, date and place of the meeting shall be posted by the Secretary to every member. Any member intending to put forward any matter for discussion at the Annual General Meeting shall give written notice thereof to reach the Secretary not less than 40 days prior to the holding of the meeting. Any such matter for discussion shall be accompanied by an appropriate written motivation. No subject put forward by any member shall be put on the agenda of the Annual General Meeting unless the requisite notice of motion and motivation has been given in terms of this subclause.
- 9.2.5 Not less than 30 days prior to the holding of any general meeting a final notice of the time, date and place of such a meeting together with the agenda of such a meeting shall be posted to each member of the Society.
- 9.2.6 No resolution shall be taken at a general meeting in respect of any matter unless notice thereof appears in the agenda sent to the members, with the notice calling the meeting, unless such a meeting agrees by two-thirds of the members present and entitled to vote that any matter not specifically on the agenda, shall be discussed and voted upon.
- 9.2.7 Any general meeting may be adjourned by a two-thirds majority of the members present thereat and entitled to vote.

## **9.3 Chairperson**

The President, Vice-President or a council member, in this order, shall preside at all meetings and should any of these office-bearers be absent from any meeting, the members present thereat shall elect another member to preside at such a meeting, and any person so elected shall in relation to that meeting, have all the powers and fulfill all the duties of the chairperson.

## **9.4 Voting Procedures**

All matters submitted to any meeting shall, save as is otherwise provided, be decided by the votes of the majority of those members present and entitled to vote, and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote as well as a deliberative vote. Subject to the provisions of Clause 8, voting at all meetings shall be by show of hands, unless voting by ballot is demanded by two-thirds of the members present and entitled to vote in which event voting shall be by secret ballot.

## **9.5 Non-receipt of Notices**

No business otherwise properly and constitutionally transacted at any meeting shall be invalidated by reason only of the non-receipt by any member of the notice required to be given to such a person in terms of the Constitution.

## 9.6 Quorums

- 9.6.1 15% (Fifteen percent) of the Society's members personally present at the commencement of any general meeting and entitled to vote shall form a quorum for such a meeting and four Councillors personally present at any Council meeting and entitled to vote shall form a quorum for such a Council meeting.
- 9.6.2 If at any meeting a quorum is not present, the meeting shall stand adjourned to a time (not being less than 14 days and not more than 30 days thereafter) and place determined by the members actually present, and at such an adjourned meeting the members present shall form a quorum: Provided that any meeting at which the President, Vice-President or an Honorary Life Vice-President is present shall, if there is no quorum, stand adjourned for half an hour. The members then present shall form a quorum for the disposal of such business (other than any amendment to the Constitution) as the presiding member may declare to be of an urgent nature, and such an adjournment for half an hour shall be without prejudice to the rights of the meeting after dealing with such urgent business to adjourn to a time, date and place as herein provided.
- 9.6.3 When a meeting has been thus adjourned, a notice shall be sent to all relevant members within 14 days after the adjournment, in which shall be stated the time, date and place to which the meeting has been adjourned and the reason for the adjournment.
- 9.7.1 A copy of the minutes of all general meetings shall be supplied to each member of the Society. Copies of the minutes of meetings of Council and other subcommittees shall be supplied to all persons serving on the committee concerned.
- 9.7.2 The minutes of all meetings approved at a subsequent meeting and signed by the President or the person who may chair the subsequent meeting shall be proof thereof that all the proceedings were conducted properly and that all elections, appointments and resolutions adopted at the meeting are valid and binding.

## 10. FINANCIAL PROVISIONS

- 10.1 The Council shall cause one or more banking accounts to be opened in the name of the Society, and any amounts accruing to the Society, shall be deposited in such banking account or accounts as the Council may direct.
- 10.2 The Council shall cause proper books of account of income and expenditure to be kept in respect of the Society. All accounts shall be audited from time to time but not less than once every year by an auditor or auditors appointed by the Council.
- 10.3 All the property of the Society shall be vested in the Council.
- 10.4 The income and property of the Society, from whatever source derived, shall be applied solely to the promotion and furtherance of the objectives of the Society, and no part thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise, to any persons who at any time are or were members of the Society: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee or other person/s for services rendered to the Society.
- 10.5 The Society's financial year shall end on a date determined by Council and approved by a General meeting of the Society.
- 10.6 Funds available for investment shall only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, and securities listed on a licensed stock exchange in the Stock Exchange Control Act, 1985 (Act No. 1 of 1985).
- 10.7 **SUBSCRIPTIONS AND FEES**
- 10.7.1 The amounts payable to the Society in respect of all subscriptions, fees or any other dues and commissions shall from time to time be determined by the Council and shall be notified to members (Schedule A).

- 10.7.2 The annual subscriptions and fees shall become due and payable in advance on the first day of each financial year, and shall be deemed to be in arrear, if unpaid, 60 days after the account has been rendered.
- 10.7.3 Any member whose subscription is in arrears, or who is indebted to the Society in respect of any fees or dues for a period as determined by Council from time to time, shall cease to enjoy any of the rights and privileges of membership until such a time as such indebtedness has been liquidated.
- 10.7.4 The Council may cause interest charges to be levied and collected on arrear accounts at a rate determined by the Council from time to time.
- 10.7.5 Any member, who for any reason whatsoever, has ceased to be a member of the Society, shall remain liable for all amounts due to the Society, as at the date on which his membership ceases.
- 10.7.6 Should the Council determine that an account is in arrear and should such an account be handed over to a firm of attorneys for collection, then the member shall be liable to the Society for payment of all legal charges, collection, and attorney and client costs entailed in addition to the principal amount, interest, fines and penalties owing by him.

## **11. AFFILIATIONS**

11.1 The Society shall be a member of the Association and shall maintain such membership on the conditions set out in the Constitution of the Association.

### **11.2 CLUBS**

For the purpose of promoting Society's activities at a regional level, members are encouraged to form clubs or associations which are logical in terms of the geography and distribution of members in that area, and whose objectives and functions are coherent with those of the Society. A club so formed shall be formally recognised by the Society subject to the approval by the Council of the constitution, structure and representivity of the club, and accordingly, the club representative shall be entitled to attend Council meetings on an *ex officio* basis.

11.3 The Society may by a majority vote of at least two-thirds of the members personally present, voting and entitled to vote, at any general meeting, affiliate with or incorporate any association, Society or organization having aims and objectives kindred to those of the Society.

## **12. OFFICE OF THE SOCIETY**

The office of the Society shall be at any centre as may be determined by the Council from time to time subject to confirmation by the ensuing general meeting of members.

## **13. DISSOLUTION OF THE SOCIETY**

If, upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or be distributed amongst the members of the Society, but shall be given or transferred to such other institution or institutions having objectives similar to those of the Society as may be determined by a majority decision of a general meeting of the Society: Provided that such other institution or institutions is itself exempt from income tax in terms of section 10(1)(cB)(I)(ff) of the Income Tax Act.

## **14. AMENDMENTS TO THE CONSTITUTION**

14.1 The Constitution may be added to or altered by a resolution approved by not less than two-thirds of the members present, and entitled to vote at a general meeting of the Society, of which meeting and of which proposed addition to, alteration, variation or amendment of the Constitution, not less than 30 days' written notice has been given to each member of the Society.

14.2 No such addition to, alteration, variation or amendment of the Constitution, notwithstanding that it has been passed in the manner prescribed in Subclause 14.1 hereof, shall be of any force or effect until and except it is confirmed and approved by the Registrar, in terms of the Act, and shall comply with and be submitted to the Registrar in the manner as set out in the Act.

14.3 Any amendments to the Constitution shall be submitted to the Commissioner of the South African Revenue Service.

**15. AUTHENTIC VERSION OF CONSTITUTION**

This Constitution and Schedules hereto having been drawn, submitted and considered in English, the English version shall be deemed to be the authentic version.