

CONSTITUTION

(October 2014)

CONSTITUTION
OF THE
ASSOCIATION OF AVIATION DESIGN ORGANISATIONS
(AADO)

1.0 **NAME AND OFFICIAL LANGUAGE**

- 1.1 The name of the association is “THE ASSOCIATION OF AVIATION DESIGN ORGANISATIONS”.
- 1.2 The shortened form of the name of the Association is “AADO”.
- 1.3 The official language of the Association shall be English, which is the international aviation language for the region and one of the official languages of the Republic of South Africa.

2.0 **DEFINITIONS AND INTERPRETATION**

- 2.1 In this constitutions, unless the context indicates other-wise:-

“**EXECUTIVE COMMITTEE**” means: the members for the time being elected and / or appointed in terms of this Constitution and the alternate members thereof;

“**GENERAL MEETING**” means: the Annual General Meeting or any other General Meeting not being an Annual General Meeting of the Association, duly constituted, and any adjournment thereof;

“**IN WRITING**” means; written or produced by, an substitute for writing or partly written and partly so produced and including printing, typewriting or litho-graphy or any other mechanical or electronic process or partly one and partly another;

“**MEMBER**” means: a person accepted and still registered as a member of the Association in terms of this Constitution;

“**OFFICER**” means” each of the Executive Committee Members. The Secretary, the treasurer, and any person acting in a fiduciary capacity in relation to the executive Committee.

“THE ACT” means: the Labour Relations Act No. 66/1995, Proclamation R112GG16880 (22/12/95) of the Republic of South Africa, as amended;

“THE ASSOCIATION” means: the Association of Aviation Design Organisations – AADO;

“THE PRESIDENT” means: The Executive Committee Member for the time being elected in terms of this Constitution to the office of Chairman of the Association:

“THE OFFICE” means: the registered office of the Association for the time being, or if the Association has not been registered: its office for the time being from where its business is conducted:

“THE REGISTER” means: the Register of Members kept at the Association’s Office;

“THE SECRETARY” means: the Secretary of the Association for the time being, or any person, duly authorised thereto by the Executive Committee, acting in the place of such Secretary for the time being, or any other person appointed by the Executive Committee to perform any of the duties of Secretary:

“YEAR” means: the financial year April 1st to March 31st of the following calendar year.

2.2 Unless inconsistent with the subject or content or unless the contrary intention appears, any word or expression used in this Constitution but not defined in this Section shall bear the meaning as defined in the Act.

2.3 In this Constitution the following general principles shall apply:-

- (1) the index and head notes are for reference purposes only and shall not affect the interpretation or construction;
- (2) words importing the singular number only shall include the plural number and vice versa;
- (3) words importing one gender shall include the other genders;
- (4) words importing persons shall include corporations, Partnerships, companies or other bodies corporate and any other association or institute or legal personae.

3.0 **GENERAL PRINCIPLES**

In this Constitution the following general principles shall apply:

- 3.1 the index and headnotes are for reference purposes only and shall not affect the interpretation or construction;
- 3.2 words importing the singular number only shall include the plural number and vice versa;
- 3.3 words importing one gender shall include the other genders;
- 3.4 words importing persons shall include corporations, partner-ships, companies or other bodies corporate and any other association or institute or legal personae.

4.0 **OBJECTS**

4.1 **Main Objects**

The main objects of the Association are:

- (1) to serve, promote, advance and mutually protect the interests of persons making it their business to design aircraft, their components and/or accessories and design modifications and repairs to aircraft, their components and/or accessories;
- (2) to act as a link between such persons and state, provincial, municipal and other governmental authorities as well as other persons active in, or dealing with, aviation or aviation-related matters;
- (3) to promote, support or oppose, and make representations on behalf of its members to any authority, as may be deemed expedient, on any proposed legislative or other measure affecting the interests of its members;
- (4) to represent its members in any hearing which may be held by any body, commission or court, which hearing may or will effect the rights or interests of its members;
- (5) to encourage its members to set high standards of workmanship;

- 4.2 The Association supports free enterprises but recognises and accepts that there may be a need for limited, restrictive control by either the government of the Association, in particular where such control is in the interest of safety in aviation.

4.3 In order to foster public confidence in the standards set by, and the integrity of the Association's members, and in order to enhance and protect the reputation and good name of the segment of the aviation industry as represented by the Association, its members subscribe to the following code of ethics.

CODE OF ETHICS

1. To conduct all business with the goal of achieving the highest level of Aviation Safety practically possible.
2. To assert competency only in services for which adequate equipment and personnel are available, and to be truthful in advertising and in sales.
3. To have a clear understanding with the customer as to the extent and kind of services to be performed.
4. To carry out the services in a full and fair manner that conforms to appropriate regulations, service letters and notices and any other directive issued by the manufacturers and/or the responsible aviation authorities.
5. To avoid exaggeration, misrepresentation, or concealment of all known pertinent facts relating to an aircraft.
6. To make adequate and reasonable arrangements in respect of liability which may arise from the conduct of their business?
7. To maintain a good reputation for honesty, integrity and fair dealing as a respected representative of the aviation design community.
8. To project the image of courteous, efficient and professional service.

4.4 The Association is a-political and shall not affiliate with any political party nor grant financial or other assistance to, or incur expenditure, or carry on any activities, or influence or endeavour to influence its members with the object of assisting any political party or any candidate for election, to any office or other position in a political party or to any legislative body established by any law.

4.5 **Auxiliary Objects**

Subject to any restriction imposed by the Act or this Constitutions the auxiliary objects of the Association are unlimited, but specifically include:

- (1) to adopt such means of making known the objects of the Association in such a manner as may seem expedient and, in particular, by advertising in the media, by circular, by publication of books, brochures and periodicals, and by granting prizes, rewards and donations:
- (2) to obtain and to retain official recognition of the Association by state and other authorities and by other bodies as being representative of aviation design organisations:
- (3) to encourage co-operative action among its members in order to promote not only the development of the particular segment of the aviation industry as represented by the Association, but of civil aviation in general and to enhance the image of its various segments and in particular that of the design segment:
- (4) to collate relevant data, to maintain reference libraries and to disseminate information gathered among members and/or elsewhere:
- (5) to do such other lawful things as may appear to be in the interest of the Association or its members and which are not inconsistent with the objects or any matter specifically provided for in this Constitution.

5.0 **APPLICATION OF ASSETS**

5.1 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of its main object, as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever to the members of the Association or to its holding body or subsidiary organisation: provided that nothing herein contained shall prevent the payment in good faith or reasonable remuneration to any officer or servant of the Association or to any of its members in return for any services actually rendered to the Association.

5.2 Upon its winding up, de-registration or dissolution, the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to some other association, society or institution (or a combination of them) which shall:

1. be educational or charitable:
2. be of such a nature that donation taxes are not payable in respect of the value of any property which is disposed of under a donation to it:
3. have either objects similar to the Association's main objects or otherwise shall have among its main objects the furtherance of civil aviation or the welfare of persons who are or have been employed in the design of aircraft, their components and/or accessories; or their surviving dependants; and
4. be determined by the members of the Association at or before the time of the Association's dissolution or failing such determination, by the Court.

6.0 **MEMBER GUARANTEE**

The liability of any member shall be limited to:-

- (1) the payment of any amount owing by him to the Association under this Constitution; including:-
- (2) in the event of the Association being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before he ceased to be a member, and of the cost, charges and expenses of the winding up and for adjustment of the rights of the contributories among themselves a contribution to the assets of the Association of an amount of ONE RAND.

7.0 **INDEMNITY**

All members, including its Executive and other Committee Members, as well as its Secretary, its Auditor and all other officers for the time being of the Association shall be indemnified and secured harmless out of the assets and profits of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their respective duty or supposed duty in their respective office or trusts, except such if any as they shall incur or sustain by or through their own wilful neglect of default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity or any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody or for insufficiency or deficiency of any security upon which any moneys of or belongings to the Association shall be placed out or invested or for any loss, misfortune or damage which happen in the execution of their respective offices or trusts or in relation thereto, unless the same shall happen by or through their own wilful neglect or default respectively.

8.0 **PRE-INCORPORATION CONTRACTS**

Only those contracts made in writing by a person professing to act as an agent or trustee for the Association while it has not as yet been incorporated as an association not for gain of which copies are being lodged with the Register of Companies shall be considered to have been ratified or adopted by, and the rights and obligations in respect of such contract acquired by the Association at the time of its incorporation as an association not for gain.

9.0 **MEMBERSHIP**

9.1 **Classes of Membership**

There shall be one class of member;

(1) Regular Members

9.2 Any organisation, approved by the South African Civil Aviation Authority under part 147 of the SACAR 2011, as an Approved Design Organisation and any Candidate Organisation who has applied for approval, which is under review by the SACAA, may apply for regular Membership.

9.3 **Application for Membership**

(1) Application for membership shall be in writing and in such a manner and form as the Executive Committee may from time to time prescribe.

(2) Upon receipt of an application the Executive Committee, at its next meeting, shall determine whether the application is to be decided upon by the Executive Committee or to be referred to a General Meeting.

(3) If the application is to be dealt with by the Executive Committee, the acceptance of the applicant as a member shall require a simple majority of the votes of those present; Provided that in the event of an equal number of votes being cast for and against the applicant's acceptance the application shall be referred to a meeting of the full Executive Committee and, if still no majority is obtained, to the General Meeting.

(4) If an application is to be dealt with by a General Meeting, acceptance of the applicant as a member shall require a simple majority of votes cast in a

secret ballot; Provided that the Chairman will have a deciding vote if an equal number of votes were cast for and against the applicant's acceptance. The applicant shall be afforded an opportunity to state its case personally to the General Meeting and may, if it so desired, call witnesses in support of any statement made by it.

- (5) If membership has been refused by the Executive Committee, the applicant concerned shall be notified by the Secretary and be informed of its right of appeal to the next General Meeting. If taken up, the appeal shall be lodged in writing with the Secretary. The appellant shall be afforded an opportunity to state its case personally to the General Meeting and may, if it so desires, call witnesses in support of any statement made by it. If membership has been refused by the General Meeting, either in terms of paragraph (4) of Article 9.3 or on appeal, a period of six months shall elapse before a re-application for membership is accepted.

9.5 **Grant of membership**

- (1) Founder of the Association, i.e. the persons present at the inaugural meeting and having agreed to the forming of the Association as well as those agreed to join the Association before the first Executive Committee Meeting on the strength of the inaugural meeting's minutes, have been granted membership without application.
- (2) In all other cases membership is granted only after a duly completed application has been lodged, been duly accepted as set forth herein, and payment of the appropriate fees has been made, at which stage the member's name shall be entered in the Association's Register of Members and such member informed accordingly.

9.6 **Rights and Obligations of Members**

- (1) Any person accepted a registered as a member shall be bound by the provisions of the Constitution as if the same had been signed by him to observe all the provisions thereof.
- (2) Any member is entitled to receive at its request a copy of this constitution, which shall be sent to the member in electronic format.
- (3) The rights and privileges of every member shall be personal and shall not be transferable to any other person either by the act of member or by operation of law or in any other way, unless such transfer has been authorised by the Executive Committee.
- (4) Every member shall from time to time notify the Secretary as to its postal address and any change in it, and the address so notified shall be deemed to be its address for all purposes as between himself and the Association.

9.7 **Resignation of Membership**

- (1) A member may terminate its membership by notice in writing to that effect addressed and delivered to the Secretary before the last day of the Association's financial year, failing which such a member shall be liable to pay the membership fees for the next year: Provided that the Executive committee in its discretion may release any member from such obligation in full or in part.
- (2) The date of membership termination shall be the date stated in the notice of termination or the date of receipt of such notice whichever is the later.
- (3) A member shall *ipso facto* cease to be a member and shall forfeit all right in and claim upon the Association and its property should he fail by the 31st March in any year to pay its membership fees: Provided that the provisions of this clause may be relaxed at the discretion of the Executive committee to such an extent as it deems fit in any particular year and in respect of any particular member.
- (4) A member shall *ipso facto* cease to be a member and shall forfeit all right in and claim upon the Association and its property should the member

organisation's Design Organisation Approval with the SACAA be revoked or the member elects not to renew this approval.

- (5) Termination of membership, however it occurs, shall not affect the obligations of a member as such which arose and remained unfulfilled prior to the happening of that event; and neither shall it affect the rights of such member if the termination was voluntary.

9.8 **Expulsion of Members**

- (1) If a member reportedly violates the Association's Code of Ethics, review of the members alleged violation by the Executive Committee is in order.
- (2) The complainant against the member shall present to the Executive Committee tangible evidence of violation. The member shall have every chance to review the charges and to present its side of the case.
- (3) If the Executive Committee has reasons to believe that a member in one way or another causes harm to the Association or its good name, it may call such member before it to explain matters.
- (4) If the Executive committee comes to the conclusion that the member has violated the code of Ethics indeed or in any way has harmed the Association or its good name, it may caution the member, or impose a fine not exceeding two year's membership fees, or suspend its membership, or require him to resign, or revoke its membership.
- (5) A member expelled under this Article shall be notified accordingly in writing by the Secretary and shall forfeit all right to any claim upon the Association and its property with immediate effect.
- (6) (i) Any affected member shall have the right to appeal to the General Meeting against any decision taken by the Executive Committee in terms of Paragraph (4) of Article 9.8. The appellant shall be afforded an opportunity to state its case personally to the General Meeting and may, if it so desires, call witnesses in support of any statement made by it.

- (ii) Whatever the outcome of the appeal, the member shall not have the right to institute any action against the Executive Committee, any of its individual members, or any Officer of the Association, if the original decision was taken in good faith.

(6) The Association's President, or any other officer duly authorised by the Executive Committee, shall have the right to suspend any member pending investigation of the Code of Ethics or any other misconduct which, in its opinion, justifies such suspension. The provisions of Subparagraph (6) (ii) of Article 9.8 shall *mutatis mutandis* apply.

9.9 **Bankruptcy of Member**

If any member be adjudged bankrupt, or shall make any composition or arrangement with its creditors, or shall go into voluntary or compulsory liquidation, it shall forfeit all rights in and any claim upon the Association and its property: Provided that upon application being made by such a member to the Executive Committee stating the cause of such adjudication in bankruptcy, making of any composition or arrangement as aforesaid, or liquidation as the case may be, such member may be re-admitted and restored to its former rights by the Executive Committee in its absolute discretion.

9.10 **Re-application for Membership**

A person who has resigned or been expelled from the Association, but who still qualifies for membership in terms of Articles 9.2 may re-apply for membership and be re-admitted to membership on such conditions as the Executive Committee or the General Meeting, as the case may be, may determine: Provided that any financial or other commitment to the Association still outstanding shall first be settled to the satisfaction of the Executive Committee before such re-application shall be considered.

9.11 **Membership Fees & Levies**

- (1) Membership fees shall be fixed by the General Meeting and shall be confirmed or adjusted annually by the Annual General Meeting.
- (2) Applicants for membership, may be required to pay an Entrance fee, fixed from time to time by the General Meeting but not exceeding the amount of

five hundred rand (R500.00), but the payment of such fee shall not confer any additional rights, privileges or voting powers upon anybody.

- (3) In respect of any membership granted during any year the membership fee for that year shall be reduced by one-fourth for each and every full expired quarter of that year: Provided that the General Meeting may set a minimum amount that has to be paid at the time of application.
- (4) The Executive Committee shall have the power to impose levies, either as a contribution to the Association, or as a loan on terms to be decided by the Executive Committee, but only if such additional funds are required to meet expenditure incurred in its normal course of business, or for special projects authorised by the General Meeting unless approved otherwise by a exceed the annual subscriptions payable by the respective classes members.
- (5) Whenever the Executive Committee notifies the members of its intention to impose a levy, it shall wait fourteen days before it commences the collection of the levy, in order that members may requisite an extra ordinary General Meeting in accordance with the relevant provisions of this Constitution, and should such a meeting be requisited it shall not commence the collection of the levy before the General Meeting has ruled thereon.

7.5 **Minority Rights**

In each case where the Executive Committee adopts a resolution which involves criticism of any authority or other association or body, or if the Executive Committee resolves to make representations to any authority or to any other association or body, a copy of such resolution shall forthwith be sent to all members of the Association and, provided any member in writing or by telephone disassociates himself from the views expressed within seven (7) days of the resolution being forwarded to all members, he shall be entitled to submit to the Executive Committee a memorandum explaining his views and to be advised by the Executive Committee of the reasons upon which the resolution was based; and, if the member insists, a note to the effect of his disassociation shall be attached to the statement or representation: Provided this wish is expressed in writing and received by the Executive Committee within fourteen (14) days of the Executive Committee's

announcement of its decision to issue the critical statement or to make the said representations. The Executive Committee secretary or other nominated person shall acknowledge receipt of this “disassociation” to the originator and forward it to all members for information.

10.0 **GENERAL MEETINGS**

- 10.1 The Association shall in each year hold an Annual General Meeting: Provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next and that such Annual General Meeting shall be held within six months after the expiration of the financial year of the Association.
- 10.2 Other General Meetings of the Association, called “Extra ordinary General Meetings: may be held at any time.
- 10.3 General Meetings shall be held at such time and place as the Executive Committee shall appoint: Provided that if a General Meeting is requisitioned in writing by five or more members, the Executive Committee shall within fourteen days of the lodging of the requisition issue a notice to members, convening such General Meeting for a date not less than twenty-one and not more than thirty- five days from the date of the notice, failing which the requisitioners may themselves on twenty-one and not more days, notice convene a General Meeting but no meeting so convened shall be held after the expiration of three months of the date that the requisition was lodged with the Secretary.
- 10.4 Any requisitions in terms of Article 10.3 shall state the objects of the meeting and shall be signed by the requisitionists and lodged with the Secretary, and may consist of several documents in like form, each signed by one or more requisitionists.
- 10.5 Any annual General Meeting and any meeting called for the passing of a special resolution shall be called by not less than fourteen clear days notice in writing. The notice shall be inclusive of the day on which it is served or deemed to be served and exclusive of the day for which it is given, and shall specify the place, the day and the hour of the meeting, provided that a General Meeting of the Association shall, notwithstanding that fact that it is

called by shorter notice than that specified in this Article, be deemed to have been duly called if it did so agreed by not less than attend and vote at the meeting.

10.6 Notice of General Meetings shall be served by electronic mail service or in such other manner as prescribed by a General Meeting:-

- (1) To every member of the Association:
- (2) to the Auditor for the time being of the Association.

10.7 The accidental omission to give notice to, or the non-receipt of any such notice by any of the members shall not invalidate any resolution passed at any such meeting.

10.8 Resolutions carried by any General Meeting shall be binding upon all members of the Association while they remain members.

10.9 **Proceedings at General Meetings**

- (1) The annual General Meeting shall deal with and dispose of all matters prescribed by the Act, including:
 - (i) the consideration of the audited annual financial statements and the President's Report:
 - (ii) the election of an Executive Committee
 - (iii) the appointment of an Auditor:
 - (iv) the fixing of entrance and membership fees: and
 - (v) any other business lay before it.
- (2) Other General Meetings shall deal with such matters as are set out in the notice of such meetings, which matters shall be considered 'special businesses.
- (3) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall exist if ten or one-half of the members entitled to vote, whichever number is the smaller, are present in person or by proxy.

- (4) If within half an hour after the time appointed for the Meeting a quorum is not present, the Meeting:-
- (i) if convened upon the requisition of members, shall be dissolved:
 - (ii) in any other case it shall be adjourned to a day not earlier than seven days and not later than twenty-one days after the date of the meeting if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present in person by proxy shall be a quorum.
- (5) Where a meeting has been adjourned as aforesaid, the Association shall, upon date not later than three working days after the adjournment, issue a notice to its member, stating:
- (i) the date, time and place to which the meeting has been adjourned;
 - (ii) the matter before the meeting when it was adjourned; and
 - (iii) the grounds for the adjournment.
- (6) The president or in his absence the acting-President, if any, shall preside as Chairman at every General Meeting of the Association. If he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the most senior Executive Member present shall preside as Chairman. If no Executive Member is present or is unwilling to act as a chairman, the members present shall elect one of their numbers to be chairman.
- Note: "Senior" in this context refers to:
- (i) seniority as a member of the Executive Committee, in first instance;
 - (ii) Seniority as a Regular Member, in second instance;
 - (iii) Seniority in years of age, in third instance.
- (7) The chairman may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the General Meeting). adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished

at the meeting at which the adjournment took place. When a meeting is adjourned, the provisions of Paragraphs (5) and (6) of Article 10.9 shall *mutatis mutandis* apply to such adjournment; Provided that if the meeting is to be adjourned under the provisions of this article for not more than twelve hours the provisions of Paragraph (5) of Article 10.9 shall not apply.

- (8) (i) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll by ballot is demanded by the Chairman or by at least five members having the right to vote or their proxies, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority or negative, and an entry to that effect in the book containing the Minutes of the Proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (ii) The demand of a poll by ballot may be withdrawn.
- (9) (i) if a poll by ballot is duly demanded it shall be taken in such manner as the Chairman direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
- (ii) Scrutineers shall be elected to determine the result of the poll.
- (iii) A poll by ballot demanded on the election of a Chairman or on question of adjournment, shall be taken forthwith. A poll by ballot demanded on any other question shall be taken at such time as the Chairman of the meeting directs but not later than thirty days after the appointed date of the General Meeting at which such poll was demanded.

10.10 **Voting Rights and Voting**

- (1) All members' representatives shall have the right to be heard at a General Meeting but only a paid-up member through their accredited representative shall have the right to vote; Provided that such may also be executed to proxy.
- (2) In the case of an equality of votes, whether on a show of hands, a poll or a secret ballot, the Chairman of the meeting at which the show of hands or the secret ballot takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (3) If any votes are counted which ought not to have been counted or might have been rejected or if any votes are not counted which ought to have been counted, the error shall not vitiate the resolution unless it be pointed out at the meeting and in that case not unless it was in the opinion of the Chairman, of sufficient magnitude to vitiate the resolution.
- (4)
 - (i) No objection shall be raised to the qualification of any vote except at the General Meeting or its adjournment at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - (ii) Any such objection made in due time shall be referred to the Chairman of the General Meeting, whose decision shall be final and conclusive.
- (5)
 - (i) Unless objected to in writing by five or more members with voting rights, their accredited representatives or their proxies, the Executive Committee may put resolutions to the vote by electronic mail services: Provided that—
 - (aa) at least thirty clear days are given to cast such vote:
 - (bb) all votes so cast are retained for inspection by the first General Meeting convened after such voting, in case such inspection is demanded by the meeting.

- (ii) If the resolution is so duly carried, and provided it is entered in the book of Minutes of Proceedings, such resolution shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held, unless the inspection referred to in Sub-paragraph (5) (i) (bb) of Article 10.10 brings to light sufficient irregularities to vitiate the ballot.
 - (iii) The provisions of Paragraphs (3) and (4) of Article 10.10 shall *mutatis mutandis* apply to such ballot.
- (6) In terms of Section 8 (6) (b) of the Act all voting by ballot shall be secret and ballot papers shall be kept in safe custody by the Secretary for a period of three years.

11.11 **Proxies**

- (1) (i) Any member of the Association shall be entitled to appoint another person (whether a member or not) as its proxy to attend, speak and, in the case of a member with voting rights, in its stead at any General Meeting.
 - (ii) A proxy includes an agent appointed under a general or special power of attorney, if duly authorised under that power to attend and take part in the proceedings.
- (2) The instrument appointing a proxy shall:-
- (i) be deposited with the Secretary not later than forty-eight hours before the appointed time of the General Meeting (Saturdays, Sundays and public holidays not taken into account) or such lesser period as the Executive Committee may unanimously determine in relation to any particular General Meeting; and

If issued on the Association's expense:-

- (ii) contain adequate blank space immediately preceding the name of or names of the person or persons specified therein to enable a member to write in the name and, if so desired, an alternative name of a proxy of its own choice:

- (iii) provide for the member to indicate whether its proxy is to vote in favour of or against any resolution or resolutions to be put at the meeting or is to abstain from voting or may vote as he thinks fit.

11.0 THE EXECUTIVE COMMITTEE

11.1 The Executive Committee of the Association shall consist of:

- (1) a President, a Honorary Secretary/Treasurer, a Past President or President Elect, and three other members:
- (2) if approved by a General meeting, an officer appointed for remuneration by the Executive Committee in a chief executive position, carrying the title of Chief Executive Officer – or should the Association be registered as an association not for gain: the title of Executive Director.

11.2 No person shall be allowed to hold the position of President for more than two consecutive years. However, at the completion of his two years in office, such person shall remain a member of the Executive Committee or is removed from the Executive Committee by a General Meeting or for any other reason ceases to be a member of the Executive Committee.

11.3 At the end of the Past President's term in office – or whenever the position of Past President has become vacant for whatever reason – the Executive Committee shall nominate a President Elect whose appointment must be confirmed by the Annual General Meeting. There shall be at least one year having passed since the end of his term as Past President before a person may be appointed as President Elect or President again. The President Elect shall take office as President as soon as the office of President becomes vacant for whatever reason unless he resigns from the Executive Committee is removed from the Executive Committee by a General Meeting or for any other reason ceases to be a member of the Executive Committee.

11.4 Nominations

- (1) Any two members of the Association shall be at liberty to nominate an accredited representative of such body, to be an Executive Member. The nomination of each person, and statement by that individual of

consent to serve, if elected, shall be given at a General Meeting as soon as the Chairman calls for such nominations.

- (2) All Executive Committee Members shall be eligible for re-election without nomination.

11.5 **Election**

- (1) Voting shall be secret ballot.
- (2) Ballot papers handed in, listing more names than there are vacancies, shall be considered as spoilt and be disregarded.
- (3) If two or more candidates receive an equal number of votes and there are not enough vacancies for all of them, then a second secret ballot shall be held to the Executive Committee.
- (4) In the event of the nominations not exceeding the number of vacancies, the persons so nominated shall be declared elected.
- (5) In the event of the nominations being less than the vacancies in the Committee or in the event of any casual vacancy occurring on the Committee, such vacancies shall be filled by the Executive Committee.
- (6) Any appointment to the Executive Committee is subject to the provisions of the Act: however, the acts of an Executive Member shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification.

11.6 **Alternates**

- (1) Each Executive Member, except the 'ex-officio' members referred to in Articles 11.2 and 11.3 of this Constitution, shall have the power to nominate another member, or if he is the representative of a corporate body, another representative of that body - provided that the appointee has the necessary qualifications to serve as an Executive Member, to act as alternate Executive Member in his place during his absence or inability to act as Executive Member: Provided

that the appointment of an alternate Executive Member shall meet with the approval of the Executive Committee.

- (2) The alternate Executive Member shall, in all respects be subject to the terms, qualifications and conditions existing with reference to the other Executive Members of the Association.
- (3) An alternate Executive Member whilst acting in the stead of the Executive Member who appointed him, shall exercise and discharge all the powers, duties and functions of the Executive Member he represents: Provided that no alternate Executive Member shall be allowed to act as Honorary Secretary or Honorary Treasurer, unless specifically authorised by the Executive Committee, and never a President.
- (4) The appointment of an alternate Executive Member shall be revoked, and he shall cease to hold office, whenever the Executive Member who appointed him ceases to be an Executive Member or gives notice to the Secretary that the alternate Executive Member representing him no longer is to represent him as his alternate.

11.7 **Acting President**

Except in the case provided for in Paragraph (6) Article 10.9 of this Constitution, in the event of the President being absent or temporarily unable to carry out his functions as President, the Past President or the President Elect – as the case may be – shall exercise and discharge all the powers, duties and functions of the President of the Association, or should there be neither a Past President or a President elect, the Executive Committee shall appoint from amongst its members one person as Acting Chairman who shall exercise and discharge all the powers, duties and functions of the President of the Association until such time as his appointment is revoked by the Executive Committee.

11.8 **Non-Attendance**

Any Executive Member not attending personally or by representation through his alternate three consecutive Executive Committee meetings shall

ipso facto cease to be member of the Executive Committee, unless leave of absence was granted by the Committee.

11.9 **Powers**

- (1) The business of the Association shall be managed by the Executive Committee who may pay all expenses incurred in promoting and incorporating the Association and may exercise all such powers of the Association as are not by the Act or by this Constitution required to be exercised by the Association in General Meeting: subject to the provisions of the Act, this Constitution and such regulations, not inconsistent with the provisions of the aforesaid Act or the Constitution, as may be prescribed by the General Meeting, but no regulation prescribed by the General Meeting shall vitiate any prior act of the Executive Committee Members which would have been valid if such regulation had not been prescribed.
- (2) In addition to the above powers, the Executive Committee shall have the power:-
 - (i) to permit any person to use gratuitously in common with the members of the Association all the premises and property of the Association on such conditions as the Executive Committee may from time to time determine for any period:
 - (ii) to institute legal proceedings on behalf of or to defend proceedings against the Association:
 - (iv) to institute legal proceedings against individual members:
 - (v) to deal with disputes between members and between members and their customers, and to endeavour to settle disputes by conciliatory methods.
- (3) The Executive Committee may from time to time entrust to or confer upon any person, including the Chief Executive Officer/Executive Director, appointed for the time being in terms of article 10.10, such of the powers and authorities vested in them as

they may think fit, and may confer such powers and authorities for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient, and they may confer such powers and authorities either collaterally or to the exclusion of, or in substitution for, all or any of the powers and authorities of the Executive Members and may from time to time revoke or vary all or any of such powers and authorities: Provided that the powers, duties and functions of President of the Association may never be transferred to any other person other than as provided for in Article 11.7: and furthermore provided that such person may not delegate such power to any other person in turn, unless specifically authorised thereto.

- (4) The Executive Committee of the Association is the sole authority for the interpretation of this Constitution and of the regulations made here in: Provided that in the event of any question arising for which no provision is made under this Constitution, or of any inconsistency between this Constitution and the Act, the provisions of the Act shall prevail: and furthermore provided that nothing in this Article shall be construed to mean any restriction whatsoever on the rights extended by any legislation enacted by the Parliament of South Africa to the members of any Association.

11.10 **Chief Executive Officer/Executive Director**

- (1) Notwithstanding the provisions of Article 11.3 of this Constitution, the Executive Committee may from time to time appoint one or more of their body to the office of Chief Executive Officer or Executive Director, as the case may be, for such term and at such remuneration as they may think fit and may revoke such appointment subject to the terms of any agreement entered into in any particular case.

- (2) A person so appointed shall not, while holding such office, be subject to annual retirement, but his appointment shall determine if he ceases for any reason to be an Executive Member.

11.11 **Proceedings**

- (1) (i) The Executive Committee shall meet as often as shall be requisite for the despatch of business, and may adjourn and otherwise regulate their meetings as they think fit: Provided that they shall meet not less than once in every three months.
- (ii) Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the Chairman shall have a second or casting vote except when voting on a membership application as set forth in Paragraph (3) of Article 9.4 of this Constitution.
- (iii) A resolution in writing, signed by not less than half the number of Executive Members, including its 'ex-officio' members or their alternates shall be as valid and effectual as if it has been passed at an Executive Committee Meeting duly called and constituted; provided that such resolution has been entered in the Book of Minutes of Proceedings of the Committee.
- (iv) Any Executive Member may, and the Secretary on the request of an Executive Member shall, at any time convene an Executive Committee on a seven days period of notice: Provided that the Executive Committee may agree to waive the requirement for such period of notice for any particular meeting.
- (2) An Executive Member shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there from, and if he does so vote, his vote shall not be counted.

- (3) The quorum necessary for the transaction of the business of the Executive Committee shall be: the President or a Committee Member appointed by him to act as chairman in his absence plus two other Committee Members which may be 'ex-officio' Members but not the Chief Executive Officer/Executive Director appointed in terms of Article 11.3.
- (4) The President shall be Chairman of all the Executive Meetings or, if he should be absent, the Committee Member appointed by him as Acting Chairman. Should neither the President be present, nor a Committee Member having been appointed by him as Acting Chairman, the Meeting shall elect a Chairman for that particular meeting and its adjournments, and may proceed notwithstanding the provisions of Paragraph (3) of Article 11.11 if at least, four Executive Committee Members, whether appointed 'ex-officio' or appointed in terms of Article 11.3 are present.

11.12 **Committees**

- (1) The Executive Committee may delegate any of their power to committees consisting of such member or members of the Association as they see it fit. Any Committee so formed shall, in the exercise of the powers so delegated, conform to the rules that may be imposed on it by the Executive Committee.
- (2) The Executive Committee shall appoint the Chairman for all other Committees. If at any such meeting the Chairman is not present within five minutes after the time appointed, the Committee Members present may elect one of their number to be chairman of the meeting.
- (3) A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the Committee Members present, and in the event of any equality of votes the Chairman shall have a second or casting vote.
- (4) The Chairman of any Committee may convene a meeting: Provided that all Committee Members shall receive seven clear days notice of

such meeting unless the Committee has agreed to waive the requirement for such period of notice for any or all Committee Meetings.

11.13 **Representation**

- (1) The Executive Committee shall have the power to appoint representatives to serve on an industrial council and/or conciliation board, established in terms of the Labour Relations Act of 1995 and on any other body on which the Association needs to be represented for the furtherance of its objects.
- (2) Representatives appointed in terms of Paragraph (1) of the Article 11.12 may be removed by a General Meeting and may resign on giving one month's notice to the Executive Committee or such notice as may be prescribed in the constitution or the regulations of the body appointed to.
- (3) Unless specifically authorised otherwise, representatives do not have the power to enter into any agreements on behalf of the Association but shall submit any agreement for ratification by the Executive Committee.

11.14 **Expenses**

The Executive Committee Members, Members of Committees constituted under the provision of Paragraph (1) of article 11.12 and representatives appointed in terms of Article 11.13 of this Constitution shall be entitled to payment of all their travelling and other expenses properly and necessarily expended by them in or about the performance of their appointed duties.

11.16 **Minutes**

- (1) The Executive Committee shall cause minutes to be kept:
 - (i) of all appointments of officers:
 - (ii) of names of Committee Members present at all meetings of the Association and its Committees:

- (iii) of all proceedings at all meetings of the Association and its Committees and.
- (2) Such minutes shall be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting.
- (3) Any minute book of the Association kept under this Article shall be open to inspection by any member of the Association, without charge, at the Office of the Association or the office where its made up, subject to any restrictions imposed by the General Meeting, and any member of the Association shall be entitled to be furnished, within seven days after he has made a written request therefore to the Secretary, with an electronic copy of the minutes of the proceedings at any General Meeting of the.
- (4) One copy of all minutes of all meetings of Committees constituted under the provision of Paragraph (1) of Article 11.12 of this Constitution shall be forwarded to the Secretary for the inspection by the Executive Committee not later than fourteen days after the day of that such meeting or its adjournment was closed.

12.0 **ACCOUNTING & OTHER RECORDS**

12.1 The Executive Committee shall cause such records to be maintained as are prescribed by Section 8 (5) of the Act including such accounting records as:-

- (1) records containing entries from day to day in sufficient detail all cash received and paid out and of the matters in respect of which receipts and payments take place:
- (2) records of all goods sold and purchased and, except in the case of ordinary retail trade, records showing the goods and the buyers and the sellers thereof in sufficient detail to enable the nature of those goods and those buyers and sellers to be identified:

12.2 A copy of any manual financial statement which are to be laid before the Association in Annual General Meeting, shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Association and, in case the Association has been registered as an association not for gain, to the Registrar of Companies.

12.3 The Executive Committee, furthermore, shall cause such records as are prescribed by Section 11 of the Act to be kept in a manner and for such time as required by the Act and such information to be furnished the Industrial Registrar as prescribed by Section 11 of the Act.

13.0 **ADMINISTRATION**

The Executive Committee shall cause to be carried out all those administrative and secretarial tasks which the Association is compelled to carry out in terms of the provisions of the Act and/or any other legislation.

14.0 **WINDING UP**

14.1 The Association shall be wound up if a ballot consisting of not less than 75% of the total members of the Association in good standing vote in favour of a resolution that the Association be wound up, or subject to the provisions of Section 103 of the Labour Relations Act 66 of 1995, if for any reason the Association is unable to continue.

14.2 After payments of all debts the remaining funds shall be dealt with as contemplated in 5.2 of this constitution.

15.0 **ALTERATION OF CONSTITUTION**

Any alteration of this Constitution shall be considered 'special business' and subject to not less than twenty-one clear days' notice having been given, specifying the intention to propose the change to the constitution.