

**CONSTITUTION/
GRONDWET**

**OF THE /
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**SOUTHERN AFRICAN POULTRY ASSOCIATION /
SUIDER-AFRIKAANSE PLUIMVEEVERENIGING**

May 2010

CONSTITUTION
OF THE SOUTHERN AFRICAN POULTRY ASSOCIATION

1. **NAME OF THE ASSOCIATION**

The Association shall be known as "**THE SOUTHERN AFRICAN POULTRY ASSOCIATION**".

2. **OBJECTIVES OF THE ASSOCIATION**

- 2.1 To establish and maintain a national organisation in South Africa, embracing the subsidiary organisations established to provide for the various specialised sections of the poultry industry, so that these subsidiaries and their members can co-operate effectively for the development of the poultry industry.
- 2.2 To co-ordinate the views, aims and efforts of the subsidiaries of the Association in the interests of the whole poultry industry in South Africa.
- 2.3 To advance all matters tending towards the improvement of the poultry and allied industries in Southern Africa by embracing and co-ordinating the objectives of these subsidiary organisations and particularly by:
 - 2.3.1 Protection of the poultry industry from adverse legislation and any other aggression and by initiating, fostering and assisting in obtaining legislation and regulations beneficial to the poultry and allied industries.
 - 2.3.2 Encouragement of poultry education, conducting and/or assisting in investigational work of a practical and scientific nature and the organisation of seminars and courses.
 - 2.3.3 Publishing literature, journals, pamphlets, and circulars dealing with all matters pertaining to the poultry and allied industries, and conducting propaganda on behalf of the industry.
 - 2.3.4 Acting as arbitrators in the settlement of any dispute in the interests of members which may arise in any matter pertaining to the poultry or allied industries.
 - 2.3.5 Dealing with any matter which may be in the interest of the industry, the Association and its members.
 - 2.3.6 Raising statistics from all members of subsidiaries for maintaining suitable databases to use in the furtherance of the aims of the Association.

3. **SUBSIDIARIES AND MEMBERS**

3.1 **Membership shall be confined to:**

3.1.1 **Subsidiaries**

The following shall be the subsidiaries of the Southern African Poultry Association:

- 3.1.1.1 Chick Producers' Organisation

- 3.1.1.2 Broiler Organisation
- 3.1.1.3 Egg Organisation
- 3.1.1.4 Developing Poultry Farmers Organisation

These bodies shall be subsidiaries of the Southern African Poultry Association, each with full autonomy regarding its particular interests, but subject to the powers of the Management Committee as described in this Constitution and subject to the authority of the Southern African Poultry Association's Congress over all Southern African Poultry Association subsidiaries and members on matters of mutual concern or, in case of conflict, between any subsidiaries or members.

The Constitutions of the Chick Producers' Organisation, the Egg Organisation and the Broiler Organisation of SAPA shall be deemed to be a part of and shall be read in conjunction with this Constitution, and no person who is a member of any of these subsidiaries and falling under the jurisdiction of the Southern African Poultry Association, shall be absolved from responsibility of any contravention thereof on the plea of ignorance.

3.1.2 **Honorary Life Members**

Honorary Life Members shall be nominated by the Management Committee for this award for services rendered. Such nomination is to be ratified at Congress. Notice of the Management Committee's nomination shall be published with the Congress Agenda. Honorary Life Membership shall be awarded to natural persons only.

3.1.3 **Associate Members**

Individuals and organisations associated with the industry may become associate members of the Southern African Poultry Association through payment of a fee to be determined by the Management Committee. They will be accorded certain privileges as determined by the Management Committee from time to time.

4. **SUBSCRIPTIONS**

- 4.1 All subscriptions and other fees due by members of the Southern African Poultry Association's subsidiaries shall be due and payable to the Southern African Poultry Association on the first day of January of each year.
- 4.2 Subscriptions and other fees due by members of the Southern African Poultry Association's subsidiaries shall be as stipulated in the Constitutions of these subsidiaries. These fees and subscriptions shall be determined from time to time by the committees of the subsidiaries, subject to confirmation by the Management Committee.

5. **DELEGATES AND VOTING AT CONGRESS**

5.1 **Delegates**

The delegates to the Southern African Poultry Association Congress shall be:

- 5.1.1 A maximum of five delegates appointed by the Chick Producers' Organisation.

5.1.2 A maximum of ten delegates appointed by the Broiler Organisation.

5.1.3 A maximum of ten delegates appointed by the Egg Organisation.

5.1.4 A maximum of five delegates appointed by the Developing Poultry Farmers Organisation

(**Note:** The delegates referred to in 5.1 shall include the two that represent that subsidiary on the Management Committee)

5.1.5 One delegate representing Honorary Life Members who shall be elected as follows:

- a) Nominations shall be called for by the Association not later than sixteen (16) weeks prior to the date of Congress and to be received not later than twelve (12) weeks prior to Congress.
- b) Voting papers shall be posted to members (entitled to vote) eight (8) weeks prior to the date of Congress.
- c) The ballot shall be completed at least four (4) weeks prior to the date of Congress and results notified to the elected delegate.
- d) If no reaction is received as per the above procedure, the Management Committee will appoint a delegate to represent Honorary Life Members at Congress.

5.1.6 The Chairperson of the Southern African Poultry Association's Management Committee.

5.1.7 The Management Committee, in its discretion, may contribute all or part of the expenses of delegates to Congress.

5.2 **Voting**

5.2.1 Each delegate referred to above and present at Congress shall have one direct vote. Each delegate may also have a maximum of one proxy vote, subject to the maximum stipulated in Clause 5.1.

5.2.2 All delegates to the Annual General Meetings of the subsidiaries of the Southern African Poultry Association, described in Clause 5.1 may attend the Southern African Poultry Association Congress and shall be entitled to take part in any debate. Voting shall be restricted to the official delegates as described in Clause 5.1.

5.2.3 Voting shall be by a show of hands, except when a ballot is requested by a majority of the votes present at Congress at the time of voting.

6. **GENERAL MEETINGS**

6.1 **Annual**

6.1.1 A General Meeting styled "The Southern African Poultry Association Congress" shall be held annually within six months of the close of the financial year. The Management Committee shall fix the date of Congress, which shall not be held prior to the first week in March.

6.1.2 The business of the Congress shall be to:

- a) receive and consider the Report of the Management Committee and the Statement of Revenue and Expenditure for the past financial year;
- b) consider such matters as may be included in the Agenda;
- c) determine the headquarters of the Association. Any proposal for a change of headquarters shall be subject to a two-thirds majority at Congress and confirmation by the same margin at the next Congress;
- d) appoint a Honorary President of the Association for the current year. The Honorary President shall be nominated by the Management Committee;
- e) appoint auditors for the ensuing year; and
- f) transact general business.

6.1.3 Only proposals received from subsidiaries, regional affiliates of the subsidiaries, the Management Committee and Honorary Life Members shall appear on the Agenda for Congress.

6.1.4 All proposals for discussion at Congress and the Annual General Meetings of the subsidiaries shall be in the hands of the Secretariat at least eight (8) weeks prior to the date fixed for Congress. The Agendas, together with a list of affiliations of subsidiaries stating their voting power at the Annual General Meetings and Congress shall be posted to all members not later than four (4) weeks prior to the date fixed for Congress.

6.1.5 The Management Committee may edit and, if necessary, amend any proposal submitted for inclusion on the Congress Agenda, provided that no amendment alters the basic intention as contained in the original copy. The Management Committee may place any proposal submitted for the Agenda of the Annual General Meeting of any subsidiary also on the Agenda for Congress in as far as it may reflect upon the interests of the Industry as a whole.

6.1.6 Notice of the date of Congress shall be given at least eight (8) weeks prior to Congress.

6.2 **Special General Meeting**

A Special General Meeting may be called by the Management Committee as required. At least sixteen (16) weeks notice of such a meeting shall be given to the members by post, stating the business for which such a meeting has been called, and no other business than that stated in the notice shall be discussed at such a meeting.

6.3 **Chairperson**

The Chairperson of the Congress shall be nominated by the affiliation or members whose invitation had the previous year been submitted through the relevant subsidiary and accepted by that year's Congress.

The Management Committee shall appoint the Chairperson of a Special General Meeting.

6.4 **Quorum**

Fifteen delegates personally present and entitled to vote shall form the quorum for Congress or a

Special General Meeting called by the Management Committee.

In the absence of a quorum, Congress or a Special General Meeting called by the Management Committee, shall stand adjourned for one hour, after which the delegates present at the adjourned Congress or Special General Meeting shall form the quorum.

7. **MANAGEMENT**

7.1 **Management Committee**

The executive powers of the Association shall be vested in a managing body, termed the Management Committee. The Management Committee shall be the supreme administrative and controlling head of the Southern African Poultry Association, subject only to instructions from Congress.

7.2 **Compilation and Functioning**

7.2.1 The Management Committee shall consist of a Chairperson and six subsidiary members as well as the Chairpersons of the Standing Advisory Committees who do not already serve on the Management Committee in first mentioned capacity. The six persons shall be from the following subsidiaries and nominated by the Committees of the Subsidiaries, namely:

- a) Chick Producers' Organisation - one
- b) Broiler Organisation - two
- c) Egg Organisation - two
- d) Developing Poultry Farmers Organisation.....one
- e) The two members representing the subsidiaries in b) and c) shall not both be from the same province.
- f) Chairpersons of standing advisory committees as described in clause 8.2.8.

7.2.2 As members of the Management Committee have to serve both language groups, it is not only advisable but worthy of recommendation that persons so nominated should be able to carry out their duties in both official languages.

7.2.3 An alternate to each Management Committee member shall be nominated by the subsidiaries and bodies entitled to nominate.

7.2.4 No person representing a subsidiary shall be a member of the Management Committee unless he is a member in good standing of that subsidiary of the Southern African Poultry Association.

7.2.5 Members of the Management Committee are elected for one year that is for the period from the rising of one Congress to the rising of the next Congress. Retiring members are eligible for re-nomination.

7.3 **Chairperson**

7.3.1 The Chairperson of the Management Committee shall be elected by the Management Committee from amongst its own members annually at its first meeting after Congress. Upon the election of a Chairperson, the Committee of the subsidiary by which he/she was nominated to the Management Committee shall be called upon to fill the vacancy caused by

his/her election to the Chair.

7.3.2 The Management Committee shall, at its first meeting after the Annual Congress, appoint from amongst its members a Vice-Chairperson who shall, in the absence of the Chairperson, exercise all the rights and privileges of the Chairperson as defined throughout this Constitution.

7.3.3 The Chairperson shall preside at all meetings of the Management Committee and Sub-Committee meetings. He/she shall be entitled to exercise a deliberative as well as a casting vote.

7.4 Any member of the Management Committee who fails to attend two consecutive Management Committee meetings without having obtained prior leave shall be deemed to have resigned his/her seat on the Management Committee.

7.5 Casual vacancies on the Management Committee, which may occur, shall be filled by the Committee of the subsidiary concerned.

7.6 Members of the Management Committee must advise their alternates as early as possible when unable to attend meetings.

7.7 The Management Committee shall meet at the discretion of the Chairperson or when at least six members of the Management Committee request a meeting of the Committee.

7.8 All members of the Management Committee and its sub-committees shall be entitled to travelling and reasonable out-of-pocket expenses incurred when attending Management Committee and Committee meetings.

7.9 The quorum for all Management Committee and sub-committee meetings shall be the members present.

7.10 The Management Committee shall, at its first meeting after the Annual Congress, appoint from its own members an Action Committee. This Action Committee shall consist of the Chairman and two members of the Management Committee who reside within a reasonable distance of the headquarters of the Association.

8. **POWERS OF THE MANAGEMENT COMMITTEE**

8.1 The Management Committee shall give effect to all resolutions passed at Congress and Special General Meetings. The Management Committee's main purpose is to deal with matters of general policy as these affect the Poultry Industry as a whole.

8.2 The Management Committee shall, on behalf of the Southern African Poultry Association, have the power to:

8.2.1 Acquire movable or immovable property, sell it, hire it or hire it out, pledge and/or mortgage it, take or give it as security and/or alienate it in any other way, or dispose of it and give or obtain any business or other right on it and, in general, enter into any legal proceedings in connection with it.

8.2.2 Loan and/or invest in any way whatsoever and on such conditions as may be stipulated from time to time any funds or money that it may have at its disposal.

8.2.3 Borrow and take up money and obtain and enter into loans of any description and give such

security for these as may be necessary.

- 8.2.4 Open bank accounts and draw and overdraw on them.
- 8.2.5 Institute and defend legal proceedings and subject any dispute to arbitration and to appoint and remunerate the necessary legal practitioners in connection with such legal proceedings or arbitration proceedings and any commission of enquiry. In all such cases the Chairperson of the Management Committee and the Chief Executive Officer of the Southern African Poultry Association shall act on behalf of the Association.
- 8.2.6 Engage sufficient staff to carry on the business of the Association and shall fix their salaries and determine their duties, and shall have the right to suspension and dismissal. The Chief Executive Officer shall have no voting power at any meeting.
- 8.2.7 Appoint an Action Committee and sub-committees to deal with any branch of the industry, or with any particular work of the Management Committee, carry out any of the objectives of the Association, or institute the enquiries in regard to any matters pertaining to the industry.
- 8.2.8 Appoint Standing Advisory Committees for a period of two years to deal with matters of mutual concern to more than one subsidiary. The Chairpersons of such Committees shall serve as full members on the Management Committee.
- 8.2.9 Co-opt other persons to the Management Committee, such persons to serve in an advisory capacity only.
- 8.2.10 Act and decide on any matter arising between Congresses, such action or decision not being contrary to any resolution of Congress.
- 8.2.11 Veto any action or decision of the Southern African Poultry Association's subsidiaries as described in Clause 3.1 hereof. It may act in what it considers to be in the best interests of the Industry whenever it is of the opinion that any action of one subsidiary infringes on the interests of another. It may, on any such occasion, call the subsidiaries concerned together if necessary by representation.
- 8.2.12 Rent offices or other accommodation.
- 8.2.13 Make disbursements incidental to the objectives, functions and activities of the Association.
- 8.2.14 Allocate to the subsidiaries, described in Clause 3.1, out of the South African Poultry Association's funds amounts expendable by these subsidiaries.
- 8.2.15 Impose disqualifications on, discipline, suspend or expel any defaulting subsidiaries and their affiliations or member for contravention of the Constitution, or whose conduct has been, in the opinion of the Management Committee, detrimental or injurious to the interests of the Association and/or its subsidiaries and their affiliations and members.
- 8.2.16 Grant awards.
- 8.2.17 Exercise jurisdiction over all subsidiaries and their affiliations and members as it relates to the field of activity of the Association.
- 8.2.18 Cause every officer in the employ of the Association occupying a position of trust to give adequate security.

8.2.19 Draft and submit proposals for the Agenda of Congress.

8.2.20 Nominate the Honorary President of the Association.

8.2.21 Determine the venue of the annual general meeting referred to I 6.1.1 above

8.2.22 Do everything that may be necessary to carry into effect the above-mentioned powers and objects.

9. **APPEALS**

Appeals against the Management Committee's decisions on any of the above penalties may be made to Congress. The decision of Congress shall be final.

10. **FINANCES**

10.1 The Southern African Poultry Association shall be financed by :

10.1.1 Subscriptions from affiliations and members of the Southern African Poultry Association subsidiaries, as described in Clause 4.1 hereof.

10.1.2 Donations, commissions and royalties.

10.1.3 Any other means approved by the Management Committee including statutory levies.

10.2 The financial year shall close on the 31st day of December.

10.3 The assets of the Association, together with all rights, powers and duties therein shall be deemed vested in the Management Committee.

10.4 The funds of the Association shall be deposited to the account of the "Southern African Poultry Association" at a commercial bank, as approved by the Management Committee, and the accounts shall be operated jointly by the Chairperson or Management Committee member duly authorised, and the Chief Executive Officer and/or other person duly authorised, for the purpose for which the Association has been established. All payments shall be sanctioned by the Management Committee and issued per cheque.

10.5 Trust funds as well as statutory levy funds shall be deposited in a separate banking account.

10.6 The Chief Executive Officer shall maintain an adequate and correct record of the Association's financial affairs in a recognised form of account.

11. **DEFUNCT AFFILIATIONS**

11.1 In the event of any affiliation or membership, as the case may be, to any Southern African Poultry Association subsidiary for any cause whatsoever becoming defunct, all assets belonging to such affiliation or membership, shall be vested in the subsidiary concerned in trust for one year, whereafter it will become the property of the Association and shall be dealt with at the discretion of the Management Committee.

11.2 On the termination of any affiliation or membership, as the case may be, to any Southern African Poultry Association subsidiary for any cause whatsoever, such affiliated body or member shall, ipso facto, forfeit and cease to have any rights in or claims upon the Association and its property.

12. **OFFICIAL ORGAN**

12.1 The Southern African Poultry Association's Poultry Bulletin, owned and published by the Association, shall be the official organ of the Association.

12.2 The Management Committee, in its discretion, may recognise other publications as official organs.

13. **LANGUAGE**

English and Afrikaans shall be the official languages of the Association.

14. **CONSTITUTION - AMENDMENTS**

14.1 No alteration of the Constitution shall be made except where such alteration is carried by a two-thirds majority of the votes represented at Congress, at the time of voting. Any notice of motion to amend the Constitution shall be submitted to the Secretariat not less than eight (8) weeks prior to the date of Congress.

14.2 Amendments to a proposed resolution appearing on the Congress Agenda affecting the Constitution shall be in the hands of the Secretariat at least seven (7) days before the date of Congress.

14.3 Any amendments to the Constitution will be submitted to the Commissioner for Inland Revenue.

15. **CONSTITUTION - INTERPRETATION**

15.1 In the case of a dispute or doubt as to the meaning or application of this Constitution, the interpretation of the Management Committee shall be binding upon the members until the next Congress.

15.2 In the case of a dispute or doubt, the English version of the Constitution shall be regarded as the official Constitution.

16. **BY-LAWS**

16.1 There may be framed by the Management Committee from time to time, if and when necessary, by-laws or regulations - not inconsistent with the Constitution - which shall have the effect as though part of this Constitution, when approved by Congress.

16.2 By-laws or regulations may be added, amended or rescinded by a majority vote at any Congress.

17. **LEGAL MATTERS**

17.1 The Management Committee shall represent the Association in legal matters and shall have the power to institute and defend legal proceedings by or against the Association. Legal documents shall be signed by the Chairperson and Chief Executive Officer in conformity with resolutions passed by the Management Committee.

17.2 Members of the Management Committee and Committees of the Southern African Poultry Association's subsidiaries shall not incur any personal responsibility of whatsoever nature to any person or body in the execution of their duties as office bearers of the Association and shall be

indemnified by the Southern African Poultry Association.

17.3 The Association does not hold itself in any way responsible for the liabilities incurred by members of any affiliation.

18. **WAIVING OF RIGHTS**

Every affiliation or member of a subsidiary of the Association or member of the affiliation shall be deemed to have waived the right against the Association for any damage consequent to the operation or enforcement of the Constitution.

19. **DISSOLUTION AND DISTRIBUTION OF PROFITS OR GAINS**

19.1 The Association shall utilize its funds solely for investment or for the promotion of the objectives of the Association and no portion of its profits or gains shall be distributed to any person.

19.2 If, upon winding up or dissolution of the Association there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to another Institution or Institutions having objectives similar to the objectives of the Association, to be determined by members of the Association at or before the time of dissolution.

20. **PROFIT-MAKING ACTIVITIES**

The Association will not carry on any trading or profit-making activities without the express permission of the Management Committee, nor will it participate in any business, profession or occupation carried on by any of its members, nor will it provide any of its members with financial assistance, premises or continuous services or facilities required by its members for the purpose of carrying on any business, profession or occupation.