

**CONSTITUTION  
GRONDWET**

**OF THE  
VAN DIE**

**BROILER ORGANISATION  
BRAAIKUIKENORGANISASIE**

**OF THE  
VAN DIE**

**SOUTHERN AFRICAN POULTRY ASSOCIATION  
SUIDER-AFRIKAANSE PLUIMVEEVERENIGING**

MAY / MEI 2010

# **CONSTITUTION**

## **OF THE BROILER ORGANISATION OF THE SOUTHERN AFRICAN POULTRY ASSOCIATION**

1. **NAME OF THE ORGANISATION**

The Organisation shall be known as 'THE BROILER ORGANISATION OF SAPA'.

2. **DEFINITIONS**

For the purpose of this Constitution and any regulations framed thereunder, the following terms, words, phrases and names shall be defined as follows :

2.1 **Organisation**

The Broiler Organisation of SAPA.

2.2 **SAPA**

The Southern African Poultry Association.

2.3 **Management Committee**

The Management Committee of the Southern African Poultry Association.

2.4 **Member**

A member in good standing in terms of the Constitution and Regulations of the Broiler Organisation of SAPA.

2.5 **Committee**

The Committee of the Broiler Organisation of SAPA.

2.6 **Table Poultry**

Live, dressed or processed fowls, ducks or turkeys, grown or prepared for consumption as meat.

2.7 **Bona Fide Producer**

A bona fide producer shall be a person, company or organisation who derives the greater part of his or its poultry income from the production of table poultry and is:

2.7.1 a processor of table poultry and falls within the purview of the Abattoir Hygiene Act (Act 121/1992)

and/or

2.7.2 a rearer of table poultry who produces not less than 10 000 live birds per annum.

2.7.3 A Contract grower of poultry who produces not less than 10 000 live birds per annum

## 2.8 **Secretariat**

The Secretariat of the Southern African Poultry Association.

## 3. **OBJECTIVES OF THE ORGANISATION**

3.1 To establish and maintain a national organisation in the Republic of South Africa for the promotion, development and guidance of the broiler industry, as an independent subsidiary of the Southern African Poultry Association.

3.2 To promote and advance all matters tending toward the improvement of the broiler and allied industries in South Africa, including production, grading, packing, transportation, storage and marketing by:

3.2.1 Securing profitable production to provide adequate supplies of broiler products to the consuming public.

3.2.2 Protection of the broiler producer and/or industry from adverse legislation and any other aggression, and initiating, fostering and assisting in obtaining legislation and regulations beneficial to the broiler and allied industries.

3.2.3 Improvement of production, testing, grading, packing, transportation, storage, marketing and export of broiler productions, and the means in this regard.

3.2.4 Setting and revising of marketing standards.

3.2.5 Encouragement of poultry education, conducting and/or assisting in investigational work of a practical and scientific nature, and the organisation of seminars or courses.

3.2.6 Publishing literature, journals, pamphlets and circulars dealing with all matters pertaining to the broiler industry and conducting propaganda on behalf of this industry.

3.2.7 Acting as arbitrators in the settlement of any dispute in the interests of members which may arise in any matter pertaining to the broiler or allied industries.

3.2.8 Dealing with any matter which may be in the interest of the Industry, the Organisation and its members.

3.2.9 Submitting individual data to the SAPA office for establishing a suitable statistical system to further the aims of the SAPA.

## 4. **MEMBERSHIP**

The membership of the Broiler Organisation of SAPA shall consist of:

### 4.1 **Ordinary Members**

Shall be persons, companies or organisations who are producers of broilers.

At no time shall the members who are not 'Bona Fide Producers', as defined under Clause 2.7, exceed 30% (thirty percent) of the total ordinary membership.

In the case of companies or organisations, the membership shall be vested in an individual nominated by such company or organisation.

#### 4.2 **Contract growers**

#### 4.3 **Honorary Life Members**

Elected by the Annual General Meeting for services rendered. There shall not be, at any time, more than two honorary life members.

### 5. **ELECTION OF MEMBERSHIP**

5.1 Application for any type of membership shall be made direct to the Committee who will consider all applications. The Committee shall have the power to accept or reject any application without assigning any reason.

5.2 **Members** may be admitted to membership on approval by the Committee of their applications in terms of item 5.1 above.

5.3 **Honorary Life Members** may only be elected at Annual General Meetings by a two-thirds majority vote for services rendered, which fact shall be recorded in the minutes of the Annual General Meeting. Notice of the motion for the election of Honorary Life Members shall be given eight weeks (8) prior to the date of the Annual General Meeting.

5.4 The names and addresses of the members of the Organisation shall not be disclosed to any person for any purpose unless by special permission of the Committee.

### 6. **SUBSCRIPTION AND VOTING POWER**

#### 6.1 **Ordinary Members**

Ordinary members shall carry votes in accordance with the schedule of subscriptions and votes as tabled and approved at every Annual General Meeting. One vote is to be added to each successive subscription category from a base of one (1) vote held by the smallest category to a maximum of ten (10) votes.

The subscription fee shall be reviewed annually and put to each Annual General Meeting for consideration and acceptance. In the case of organisations, the fee payable by the organisation shall be equal to the total fee which would have been payable by a single member of equivalent size.

#### 6.2 **Honorary Life Members**

Each of the Honorary Life members shall carry one vote at Annual General Meetings and Elections.

#### 6.3 **Notes**

6.3.1 All membership fees shall become due and payable to the Southern African Poultry Association.

6.3.2 Votes by Honorary Life Members and Ordinary Members at Annual General Meetings shall be cast individually by Honorary Life Members and Ordinary Members actually present at Annual General Meetings, and no proxy shall be allowed. All such delegates shall be members in good standing of the Organisation.

- 6.3.3 No member of the Organisation shall nominate any person for election to any post or vote at any election or general meeting of the Organisation or enjoy any other benefit from the Organisation unless such member is in good standing at the time of nomination and at the time of voting.
- 6.3.4 The signing of a membership form shall be a distinct acknowledgement of an acquiescence in the Constitution of the Organisation and its by-laws or regulations and any subsequent amendment thereof.
- 6.3.5 Subscriptions and all other fees payable by members may be instituted from time to time by the Committee, subject to the approval of the SAPA Management Committee.

## **7. ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- 7.1 Voting at General Meetings by Ordinary Members shall be by a show of voting cards depicting the number of votes awarded according to the schedule of subs and votes as determined in Clause 6.1. supra.
- 7.2 Honorary Life Members shall be entitled to attend personally all General Meetings and to exercise one vote each. This vote shall be cast by an Honorary Life Member actually present at the meeting. All such delegates shall be members in good standing of the Organisation.

## **8. GENERAL MEETINGS**

### **8.1 Annual General Meeting**

- 8.1.1 A General Meeting called the Annual General Meeting of the Broiler Organisation of SAPA shall be held at the time and place determined for the SAPA Congress. The Management Committee of the Southern African Poultry Association shall stipulate the date of the SAPA Congress which shall not be held prior to the first week in March.
- 8.1.2 The business of the Annual General Meeting shall be to:
- a) receive and consider the report of the Committee, the report of the Chairman and the Statement of Revenue and Expenditure of the Southern African Poultry Association for the past financial year;
  - b) consider such matters as may be included in the agenda;
  - c) appoint a maximum of five delegates, in addition to the five delegates appointed by the Committee, to represent the Organisation at the SAPA Congress and any Special General Meetings of SAPA. The meeting shall appoint these delegates at its discretion from those present at the General Meeting, and may appoint any or all of the delegates appointed by the Committee. A delegate appointed by the General Meeting in addition to his appointment by the Committee shall have the right to exercise both votes at such Congress or General Meeting (one direct vote and one proxy vote, as provided for in the Southern African Poultry Association Constitution); and to
  - d) transact general business.
- 8.1.3 All proposals for discussion at the Annual General Meeting shall be in the hands of the Secretariat at least eight weeks (8) prior to the date fixed for the Annual General Meeting. The Agendas shall be posted to all members not later than four (4) weeks prior to the date fixed for the Annual General Meeting.

- 8.1.4 The Committee may edit and, if necessary, amend any proposal submitted for inclusion on the Agenda, provided no amendment alters the basic intention as contained in the original copy.
- 8.1.5 Notice of the date of the Annual General Meeting shall be given to all members at least sixteen (16) weeks prior to the meeting.
- 8.1.6 The Management Committee of the Southern African Poultry Association may place any resolution submitted to the Congress of the Southern African Poultry Association on the Agenda of the Annual General Meeting of this Organisation.

## 8.2 **Special General Meeting**

- 8.2.1 A Special General Meeting may be called by the Committee as required.

A Special General Meeting shall be called at the written request of members representing not less than thirty (30) per cent of the total voting strength of the Organisation at the time for a date within six (6) weeks of such request being received by the Secretariat. At least four (4) weeks' notice of such meetings shall be given to the members by post, stating the business for which the meeting has been called, and no other business except as stated in the notice shall be discussed at such meeting.

### 8.2.2 **Emergency Special General Meeting**

If, in the opinion of the Committee, an Emergency Special General Meeting is necessary to discuss matters of urgency, the Committee may call such meeting for a date not less than two (2) weeks from the date of despatch of the notice of the meeting.

- 8.2.3 The provisions of this Constitution shall apply to all general meetings.

## 8.3 **Chairperson**

The Chairperson of the Committee and in his absence the Vice-Chairperson, shall be Chairperson at all General Meetings and in the absence of both the Chairperson and Vice-Chairperson, the meeting shall appoint a Chairperson.

## 8.4 **Quorum**

Five members personally present and entitled to vote shall form the quorum for an Annual General Meeting or a Special General Meeting called by the Committee. The quorum at a Special General Meeting requisitioned by members shall be by members personally present and entitled to vote representing at least fifty-five (55) per cent of the total voting strength of the Organisation at that time.

In the absence of a quorum, the Annual General Meeting, or a Special General Meeting called by the Committee shall stand adjourned for one hour after which the delegates present at the adjourned Annual General Meeting, or the Special General Meeting, shall form the quorum. Failing a quorum at a Special General Meeting requisitioned by members, such meeting shall stand adjourned sine die.

## 9. **MANAGEMENT**

### 9.1 **Committee**

- 9.1.1 The executive powers of the Organisation shall be vested in a managing body termed the Committee.
- 9.1.2 The Committee shall consist of five members, including the Chairman. These five shall be members of the Organisation, elected in terms of Clause 10 hereof.
- 9.1.3 No person shall be an elected member of the Committee unless he is a member in good standing of the Organisation.
- 9.1.4 If a company employee serving on the Committee leaves the employment of the company, he is compelled to resign his seat on the Committee. Such a position can then be filled by ballot or co-option or by replacement by another member of the same company for the duration of the term of office.
- 9.1.5 At the Annual General Meeting organisations of small broiler producers as well as contract growers shall be requested to meet and agree on a nominee who will be co-opted onto the Committee to ensure representation of the interests of small producers and contract growers. Should such organisations not be able to agree on a nominee, the Committee shall decide on who should be co-opted for this purpose. Such a nominated member shall not have a Committee vote.

### 9.2 **Executive Committee**

An Executive Committee shall be elected by the Committee from its members and shall consist of the Chairman, Vice-Chairman and one member.

The Executive Committee shall have power to co-opt further members of the Committee only to serve in an advisory capacity.

### 9.3 **Chairman**

- 9.3.1 The Committee shall, at its first meeting after the Annual General Meeting, appoint from amongst its members a Chairman and a Vice-Chairman. The Vice-Chairman shall, in the absence of the Chairman, exercise all the rights and privileges of the Chairman as defined throughout this Constitution.
  - 9.3.2 The Chairman shall preside at all meetings of the Committee and Executive Committee and sub-committee meetings. He shall be entitled to exercise a deliberative as well as a casting vote.
- 9.4 Any member of the Committee, who fails to attend two consecutive Committee meetings without having obtained prior leave, shall be deemed to have resigned his seat on the Committee.
  - 9.5 Casual vacancies on the Committee, which may occur, may be filled by the Committee.
  - 9.6 Elected members of the Broiler Organisation Committee and the Executive Committee should personally attend at least 50 per cent of the Committee meetings of the Broiler Organisation.
  - 9.7 The Committee and Executive Committee shall meet as follows:

- 9.7.1 The Committee shall meet, when deemed necessary by the Chairman, only when matters on the Agenda cannot be handled by the Executive Committee.
- 9.7.2 The Executive Committee shall meet when necessary.
- 9.7.3 The meetings under this sub-section shall be convened at the Chairman's discretion, except when at least three Committee members request a meeting of the Committee.
- 9.8 All members of the Committee and its Executive Committee and sub-committees shall be entitled to travelling and reasonable out-of-pocket expenses incurred when attending meetings of these Committees.
- 9.9 The quorum for all Committee, Executive Committee and sub-committee meetings shall be the members present.

## 10. **COMMITTEE**

### 10.1 **Nominations for the Election of Members**

- 10.1.1 Nominations for election to the Committee of the five elected members described in Clause 9.1.2 shall be made by members as described in Clauses 4.1 and 4.2.
- 10.1.2 Committee members shall be able to carry out their duties in the languages of the Association as determined in Clause 17 below.
- 10.1.3 In every case, the nominee shall intimate his acceptance of nomination in writing to reach the Secretariat not later than eight (8) weeks prior to the Annual General Meeting.
- 10.1.4 All nominations shall be called for by the Secretariat not later than twelve (12) weeks, to be received not later than nine (9) weeks prior to the Annual General Meeting. Nomination forms are to be returned either by registered post or by facsimile transmission.

### 10.2 **Period of Office**

- 10.2.1 Members elected in terms of clause 10.1 hereof shall be elected for a period of three (3) years. Their terms of office shall commence at the rising of the Annual General Meeting after their election and shall end at the rising of the third Annual General Meeting held during their term of office.
- 10.2.2 Retiring Committee members may be re-elected.

### 10.3 **Voting**

- 10.3.1 Voting at elections as per Clause 10.1 hereof shall be by members described in Clauses 4.1 and 4.2 hereof in good standing at the time of nomination and at voting.
- 10.3.2 All members entitled to vote shall exercise the voting power allotted to them in Clause 6.
- 10.3.3 Voting shall be per postal ballot on the prescribed form, which shall be posted to members seven (7) weeks prior to the Annual General Meeting. Ballot papers may be returned to the office either by registered post or by facsimile transmission.

- 10.3.4 The ballot shall be conducted by the Secretariat, and shall be completed at least four (4) weeks prior to the date of the Annual General Meeting and the result notified to members. On the giving of such notification by the Secretariat, the Committee member shall be deemed to have been duly elected, subject to the provisions of Clause 10.2.1.
- 10.3.5 In the event of a tie occurring in the election of a Committee member, a further election on the same nominations shall be held. In the event of a further tie, the terms of sub-clause 10.3.6 of this section shall apply.
- 10.3.6 Failing the nomination or election of a representative or representatives, the Committee may make the appointment or appointments.

## 11. **POWERS**

11.1 The Committee shall give effect to all resolutions passed at General Meetings.

11.2 The Committee shall have power to:

11.2.1 Draft and submit resolutions to the SAPA Congress.

11.2.2 Appoint a maximum of five delegates and their alternates to represent the Organisation at the SAPA Congress and determine to what extent it can contribute toward their expenses. These appointments shall be made not less than four (4) weeks before the date fixed for the SAPA Congress.

11.2.3 Appoint two representatives to serve on the Management Committee of the Southern African Poultry Association. These two representatives shall be appointed from the Committee as elected in terms of Clause 10.1.

The Committee shall also appoint reserves should one of the original nominees be elected Chairman of the Management Committee.

11.2.4 Appoint an Executive Committee and sub-committee to deal with any branch of the industry, or with any particular work of the Committee, carry out any of the objects of the Organisation, or institute inquiries with regard to any matters pertaining to the Industry.

11.2.5 Co-opt other persons to the Committee, such persons to serve in an advisory capacity only.

11.2.6 Act and decide on any matter arising between Annual General Meetings, such action or decision not being contrary to any resolution of an Annual General Meeting.

11.2.7 Apply to the SAPA Management Committee for and allocate funds incidental to the objects, functions and activities of the Organisation.

11.2.8 Impose disqualifications on, discipline, suspend or expel any defaulting member for contravention of the Constitution or Rules or whose conduct has been, in the opinion of the Committee, detrimental or injurious to the interests of the Organisation and/or its members.

11.2.9 Exercise jurisdiction over all members in terms of this Constitution.

12. **APPEALS**

Appeal against the Committee's decision on any of the above penalties may be made to the Annual General Meeting, provided that at least thirty (30) days' notice thereof shall have been given, and a deposit of R50,00 lodged with the Secretariat which amount shall be forfeited if the appeal is not upheld.

13. **FINANCES**

13.1 All subscriptions, entry fees and all other income due by members in terms of this Constitution and Rules and Regulations shall be paid direct to the Southern African Poultry Association, and all administrative costs of the Broiler Organisation shall be borne by the Southern African Poultry Association. The Management Committee of the Southern African Poultry Association shall, from time to time, allocate amounts expendable by the Broiler Organisation out of the general funds of the Southern African Poultry Association.

13.2 The Secretariat shall maintain accounts giving an adequate and correct record of the amounts allocated to this Organisation and the expenditure thereof.

14. **SOUTHERN AFRICAN POULTRY ASSOCIATION**

14.1 This Organisation shall be a subsidiary of the Southern African Poultry Association with full autonomy on issues regarding its particular interests, but subject to the powers of the Management Committee as described in the Constitution of the Southern African Poultry Association.

The SAPA Congress shall be and is recognised as the supreme authority over all SAPA subsidiaries and members.

14.2 The Constitution of the Southern African Poultry Association shall be deemed to be a part of and shall be read in conjunction with this Constitution, and no person falling under the jurisdiction of the Organisation shall be absolved from responsibility for any contravention thereof, on the plea of ignorance.

14.3 The Southern African Poultry Association shall be the Secretariat of this Organisation.

15. **TERMINATION OF MEMBERSHIP**

On the termination of any membership for any cause whatsoever such member shall, ipso facto, forfeit and cease to have any rights in or claims upon the Organisation of the Southern African Poultry Association.

16. **OFFICIAL ORGAN**

The Southern African Poultry Association's Bulletin, owned and published by the Southern African Poultry Association, or any other publications recognised as official organs by the Management Committee of the Southern African Poultry Association, shall be the official organ of the Organisation.

17. **LANGUAGE**

English and Afrikaans shall be the languages of the Association.

18. **CONSTITUTIONAL AMENDMENTS**

18.1 No alteration to the Constitution shall be made except where such alteration is carried by a two-thirds majority of the votes represented at an Annual General Meeting, at the time of voting. Any notice of a motion to amend shall be submitted to the Secretariat not less than twelve (12) weeks

prior to the date of the Annual General Meeting.

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

18.3 Any amendments to the constitution will be submitted to the Commissioner for Inland Revenue.

19. **CONSTITUTIONAL INTERPRETATION**

19.1 In the case of doubt or dispute as to the meaning or application of this Constitution, the interpretation of the Committee shall be binding upon the members until the next Annual General Meeting.

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

20. **BY-LAWS**

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

20.2 By-laws or regulations may be added, amended or rescinded by the Committee subject to the approval of the Annual General Meeting.

21. **LEGAL MATTERS**

21.1 The Management Committee of the Southern African Poultry Association shall represent the Organisation in legal matters and shall have the power to institute and defend legal proceedings by or against the Organisation. Legal documents shall be signed by the Chairman of the Management Committee and the Executive Director of the Southern African Poultry Association in conformity with resolutions passed by the Committee or Executive Committee of the Organisation, and confirmed by the Management Committee.

21.2 Members of the Committee or of the Executive Committee or of Special Committees, shall not incur any personal responsibility of whatever nature to any person or body in the execution of their duties, and shall be indemnified by the Southern African Poultry Association.

21.3 The Organisation does not hold itself in any way responsible for the liabilities incurred by any members.

22. **WAIVING OF RIGHTS**

Every member of the Organisation shall be deemed to have waived any right against the Organisation for any damages consequent on the operation or enforcement of the Constitution and Rules.

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

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

23.2 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 among the members of the Association, but shall be given or transferred to another institution or institutions having objects similar to the objects of the Association, to be determined by members of the Association at or before the time of dissolution

24. **PROFIT-MAKING ACTIVITIES**

The Association shall not carry on any trading or profit-making activities; nor shall it participate in any business, profession or occupation carried on by any of its members; nor shall 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.