

CONSTITUTION

OF THE

DEVELOPING POULTRY FARMERS ORGANISATION

OF THE

SOUTHERN AFRICAN POULTRY ASSOCIATION

31 May 2010

**CONSTITUTION
OF THE DEVELOPING POULTRY FARMERS ORGANISATION
OF THE SOUTHERN AFRICAN POULTRY ASSOCIATION**

1. NAME OF THE ORGANISATION

The Organisation shall be known as DEVELOPING POULTRY FARMERS ORGANISATION OF SAPA'

2. DEFINITIONS

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

2.1 Organisation

Developing Poultry Farmers 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 DEVELOPING POULTRY FARMERS Organisation of SAPA.

2.5 Committee

The Committee of the Developing Poultry Farmers Organisation of SAPA.

2.6 Table Poultry

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

2.7 Egg production

The production and marketing of eggs of poultry for table consumption by consumers in the RSA or abroad

2.8 **Bona Fide Farmer.**

A bona fide Developing Poultry farmer shall be all engaged in developing poultry farming, open on racial grounds and include producers of indigenous birds who derives a part of his or her poultry income from the production of table poultry or table eggs and is:

2.8.1 a producer of hens eggs for the purpose of sale to the public or for private use

and/or

2.8.2 a rearer of table poultry who produces slaughtered or live birds for use or sale.

2.9 **Regional group members**

Regional group members shall be associations, individual or community groups, resource centres or other groups of Developing Poultry farmers.

2.10 **Secretariat**

The Secretariat of the Southern African Poultry Association.

3. **OBJECTIVES OF THE ORGANISATION**

3.1 To establish and maintain a fourth leg of SAPA , an independent Organisation, the Developing Poultry Farmers Organisation of SAPA with equal rights to the other legs of SAPA with the view to promote and advance the SMME sector of the poultry industry in the RSA,

3.2 To promote and advance all matters tending toward the improvement of the total broiler, egg and allied industries in South Africa, including production, grading, packing, transportation, storage and marketing as a financially feasible industry as required to ensure a healthy Developing sector, (by defining common problems and collective needs and promoting action which could address these problems and needs, either in own right or through outside agencies)

3.3 Some of these activities could include:

3.3.1 Securing profitable **production and supporting the** sustainability of projects to provide adequate supplies of broiler products to the consuming public in the areas where Developing poultry farmers are active.

- 3.3.2 **Facilitating, lobbying and communicating** with national and provincial government agencies to better the plight of all developing poultry farmers in the RSA, by ensuring efficient and suitable **state delivery** of support and services in each area.
- 3.3.3 To foster and encourage Inter Departmental and other stakeholders **communication**, with the view to optimising services to developing poultry farmers.
- 3.3.4 To bring suitable **training** programmes to SMME's either centrally or locally, as resources are created or procured in the form of funding and service providers. This training to also include training of state officials in a position to guide and advise SMME's
- 3.3.5 Encouraging the establishment of **resource centres** in each region to ensure sustainable poultry and egg production in each area.
- 3.3.6 Collectively address **input costs** to the degree that it can be influenced collectively.
- 3.3.7 Promote **access to finance** for members.
- 3.3.8 **Marketing**
Collate information and market intelligence and make it available to the members to assist them in **Marketing** their products with understanding of the overall market phases and by doing so set the table for the individual to market successfully.
To consider Market development strategies which can be of value to the members.
- 3.3.9 Protection of the developing poultry and egg producer and/or industry from adverse legislation and any other aggression, and initiating, fostering and assisting in obtaining legislation and regulations beneficial to the developing farmers and allied industries.
- 3.3.10 Improvement of production, testing, grading, packing, transportation, storage, marketing and export of egg and broiler production,
- 3.3.11 Encouragement of poultry education, conducting and/or assisting in investigational work of a practical and scientific nature, and the organisation of seminars or courses to establish and enhance a learning culture amongst all poultry farmers.

3.3.12 Publishing literature, journals, pamphlets and circulars dealing with all matters pertaining to the developing poultry sector and conducting communication on behalf of this industry.

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

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

4. **MEMBERSHIP**

Forms of membership: Associations, individual or community groups will be allowed as members.

The membership of the DPFO of SAPA shall consist of:

4.1 **Ordinary Members**

Shall be persons who are producers of broilers and eggs

4.2 **Regional Members**

Shall be community groups, or organisations of developing farmers, organised as resource centers or associations or community farming groups, who may affiliate to the DPFO, within the prescripts of this constitution.

In the case of community groups or organisation, the membership shall be vested in an individual nominated by such group or organisation.

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 directly 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 Regional group members

Existing as well as newly established regional poultry farming groups, consisting of producers as defined under "Definitions" in this constitution, may join on approval of their application by the committee subject to submission of full information of all their members.

5.4 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.

5.5 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 one vote each.

6.2 Regional group members

Regional Group Members shall carry one vote for every five members of their group.

6.3 Honorary Life Members

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

6.4 Notes

6.4.1 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.

6.4.2 The signing of a membership form shall be a distinct acknowledgement of acquiescence to the Constitution of the Organisation and its or regulations and any subsequent amendment thereof.

6.5 SUBSCRIPTION

6.1.1 Subscriptions and other fees payable by members may be imposed from time to time by the Committee, subject to the approval of the SAPA Management Committee and Development Poultry Farmers Organisation's Annual General Meeting.

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

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 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.

8. GENERAL MEETINGS

8.1 Annual General Meeting

8.1.1 A General Meeting called the Annual General Meeting of the Developing Poultry Farmers 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 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, 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 shall have the right to exercise a vote at such Congress or General Meeting
- 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
At the institution of the Organisation a Pilot committee will be formed with the objective of Electing a representative committee as soon as possible. This pilot committee will have a moral responsibility to represent all, will be temporary and be the members who attended the launch.
The Final committee will consist of 9 elected members, 1 per province with an executive of 4, elected by the full committee. The committee will allow positions for 9 advisors/observers from the ranks of Provincial Extension officers and Veterinary officers, who may attend the meetings at the expense of the provincial governments
- 9.1.2 The Committee shall consist of nine producer members one per province and nine observer advisors from the ranks of the provincial Agricultural authorities – one per province, including the Chairman.

9.1.3 No person shall be an elected member of the Committee unless he has duly completed and signed the necessary application form to become a member of the Developing Poultry Farmers Organisation.

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, or an amended compilation as decided upon by the main committee.

The Executive Committee shall have power to co-opt further members of the Committee to serve only 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 Developing Poultry Farmers Organisation Committee and the Executive Committee should personally attend at least 50 per cent of the Committee meetings of the Developing Poultry Farmers 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 traveling and reasonable out-of-pocket expenses incurred when attending meetings of these Committees, if the budget allows.

9.9 The quorum for all Committee, Executive Committee and sub-committee meetings shall be the members present.

10. COMMITTEE

10.1 Committee members shall serve terms of three (3) years

10.2 The Secretariat, at least six (6) weeks before the date of the Annual General Meeting, shall send a nomination form to each member. Such form shall indicate the name of retiring Committee members and further indicate which members are available for re-election. The form shall request the member to make a nomination or nominations if he/she so wishes. The nomination form must be properly signed by the member making a nomination or nominations.

Nomination forms must reach the Secretariat at least four (4) weeks days prior to the Annual General meeting. Nomination forms may be returned to the Secretariat by facsimile transmission.

10.2.1 Nominators should, before making a nomination, ascertain from the intended nominee whether, if elected, he/she will serve on the Committee and appropriately indicate this on the nomination form. If the nominator has not done so, then the Secretariat will do so. Only the names of nominees, whose affirmations have been obtained, will be put forward for election.

10.2.2 If the number of candidates nominated exceeds the number of vacancies on the Committee, then such Committee members shall be elected by ballot for purposes whereof the official ballot forms shall be used.

10.2.3 Members may thus not vote for more candidates than the number of vacancies, failing which their ballot forms shall be treated as spoilt.

10.2.4 The votes shall be counted immediately after the election. Those candidates who obtain the highest number of votes shall be regarded as elected. The elected members shall be announced prior to the Annual General Meeting being adjourned.

10.2.5 A casual vacancy on the Committee shall be filled by the remaining Committee members who may appoint a member until the next Annual General Meeting.

10.3. Failing the nomination or election of a representative or representatives, the Committee may make the appointment or appointments.

10.4 Notwithstanding the provisions of clause 10.1 and 10.2 the chairman of a duly organised provincial developing poultry farmer's organisation shall be the representative of that province on the DPFO committee.

10.4 The term of office of the chairman mentioned in 10.4 shall not exceed three years

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 one representative to serve on the Management Committee of the Southern African Poultry Association. This representative 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 R500.00 lodged with the Secretariat which amount shall be forfeited if the appeal is not upheld.

13. FINANCES

13.1 All administrative costs of the Developing Poultry Farmers 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 Developing Poultry Farmers 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

In order to foster good communication the Organisation shall be flexible and accommodative regarding the communication medium. All the official languages of the RSA will be the languages of the Association. This policy will be applied within pragmatic boundaries.

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. RULES AND REGULATIONS

- 20.1 There may be framed by the Committee from time to time, if and when necessary, rules and regulations - not inconsistent with the Constitution - which shall have effect as though part of this Constitution.
- 20.2 Rules and regulations may be added, amended or rescinded by the Committee.
- 20.3 Rules and regulations may be contested

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.