



CONSTITUTION

OF THE

DEVELOPING POULTRY FARMERS ORGANISATION

OF THE

SOUTH AFRICAN POULTRY ASSOCIATION

Revised June 2014, following the 2014 AGM

CONSTITUTION:

**OF THE DEVELOPING POULTRY FARMERS ORGANISATION (DPFO),
OF THE SOUTH AFRICAN POULTRY ASSOCIATION (SAPA)**

1. NAME OF THE ORGANISATION

The Organisation shall be known as the 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’:** The Developing Poultry Farmers Organisation (DPFO) of SAPA.
- 2.2 **‘SAPA’:** The South African Poultry Association.
- 2.3 **‘Management Committee’:** The Management Committee of the South African Poultry Association.
- 2.4 **‘Member’:** A member in good standing in terms of the DPFO Constitution and Regulations of the Developing Poultry Farmers Organisation of SAPA, as amended from time to time.
- 2.5 **‘Committee’:** The Committee of the Developing Poultry Farmers Organisation of SAPA.
- 2.6 **‘Table Poultry’:** Live, dressed or processed chickens, ducks, geese or turkeys, grown or prepared for consumption as meat within South Africa, or as exports.
- 2.7 **‘Egg Production’:** The production and marketing of eggs of poultry for table consumption by consumers in South Africa or as exports.
- 2.8 **‘SMME’:** Small micro medium entrepreneurs.
- 2.9 **‘Bona Fide Farmer’:** A bona fide Developing Poultry Farmer shall be engaged in developing poultry farming, open on racial grounds, and also include producers of indigenous birds and who derives a part of his/her poultry income from the production of table poultry or table eggs and is:
 - 2.9.1 A producer of hens’ eggs for the purpose of sale to the public, directly or via retail outlets, or for private use, and/or
 - 2.9.2 A rearer of table poultry who produces slaughtered or live birds for own use or for sale.

2.10 **'Regional Group Members'**: Regional group members shall be organisations, associations, individual or community groups, resource centres or other groups of Developing Poultry Farmers.

2.11 Categories of farmers are defined as follows (as per DAFF, 2012):

2.11.1 **Subsistence/ resource-poor Farmers**: farmers that, due to resource constraints, and using limited technology, produce food to supplement their household food needs, with little or no selling of produce to the market.

2.11.2 **Smallholder Farmers**: Smallholder farmers produce food for home consumption, and also sell surplus produce to the market. Due to the erratic nature of their production, less successful smallholders will sometimes regress into resource-poor/ subsistence category. However, the more successful ones will graduate into the commercial category. This category intermediates between subsistence and commercial.

2.11.3 **Commercial Farmers**: This category of farmers produces primarily for the market and makes considerable living from farming. In practical terms, in order to be classified as commercial, farm income must exceed a minimum economic size. Due to the expensive nature of capital formation and implementation of technological processes, the landowners of such farms are often large to counteract the low returns on investment of the sector.

2.12 **Secretariat**

The Secretariat is the Secretariat of the South African Poultry Association.

3. OBJECTIVES OF THE ORGANISATION

3.1 To be an independent operating division of SAPA with equal rights to the other divisions of SAPA to promote and advance transformation in the developing / smallholder sector of the poultry industry in South Africa, facilitating the entry of developing / smallholder farmers into the main-stream agricultural economy.

3.2 To fulfill a dynamic capacity building and advocacy role, and exert pressure to mobilise resources from various quarters, including Government and the donor community.

3.3 To promote and advance all matters tending toward the improvement of the broiler, egg and allied poultry industries in South Africa, including production, grading, packing, transportation, storage and marketing as a financially feasible industry as required to ensure a healthy developing / smallholder farmer sector - defining common problems and collective needs and promoting action which could address these problems and needs, either in their own right or through outside agencies.

3.4 Some activities that will support the objectives could include:

- 3.4.1 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.
- 3.4.2 Facilitating, lobbying and communicating with national and provincial government agencies to better the plight of Developing / smallholder Poultry Farmers by ensuring efficient and suitable state delivery of support and services in each area.
- 3.4.3 To foster and encourage Inter-Departmental and other stakeholder communication, with the view to optimising services to developing poultry farmers.
- 3.4.4 To ensure suitable training programs for DPFO Members farmers 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 who are in a position to guide and advise smallholder farmers.
- 3.4.5 Encouraging the establishment of resource centres in each region to ensure sustainable poultry and egg production in each area.
- 3.4.6 Collectively address input costs to DPFO members to the degree that they can be influenced collectively.
- 3.4.7 Promote access to finance for DPFO members.
- 3.4.8 Collate information and market intelligence and make it available to DPFO members to assist them to successfully market their products with an understanding of the overall supply chain. To especially consider market development strategies which can be of value to DPFO members.
- 3.4.9 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.
- 3.4.10 Improvement of production, testing, grading, packing, transportation, storage, marketing and export of egg and broiler production,
- 3.4.11 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 DPFO members.
- 3.4.12 Publishing literature, journals, pamphlets and circulars dealing with all matters pertaining to the developing poultry sector and conducting communication on behalf of this industry.

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

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

4. MEMBERSHIP

Forms of DPFO membership: Ordinary (individual) members, special members, regional / community groups or organisations, associate and corporate members will be allowed as members as defined below.

Membership fees for DPFO members will be different according to the category of the DPFO member.

The **membership categories** of the DPFO shall consist of:

4.1 Ordinary Members – persons who are producers of broilers and/or table eggs and who farm more than 1000 broiler or layer birds in any one production cycle. It is only ordinary members who qualify to become DPFO Committee members.

Ordinary members are further defined into three sub-categories being:

Blue – pays membership for one year at a time, in advance.

Gold – pays membership for two years at a time, in advance.

Platinum – pays membership for three years at a time, in advance.

4.2 Special Members – persons who are producers of broilers and/or table eggs and who farm less than 1000 birds per cycle.

4.3 Regional Members – who are community groups or organisations of developing farmers, organised as resource centres or associations of community farming groups or clusters that produce poultry meat or table eggs, who may affiliate to the DPFO, within the prescripts of this constitution. In the case of community groups or organisations, the membership shall be vested in an individual nominated by such group or organisation.

4.4 Associate Members – who are not farmers / producers, but organisations of various types, who directly support poultry production such as trainers, mentors, researchers and the like.

4.5 Corporate Members – being companies directly related to the poultry industry.

4.6 Honorary Life Members – persons elected by the Annual General Meeting for services rendered to the industry.

There shall not be, at any one 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** [ordinary, special, associate or corporate] may be admitted to membership on approval by the Committee of their applications in terms of item 5.1 above.
- 5.3 **Regional 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 in writing no less than eight weeks (8) prior to the date of the Annual General Meeting.
- 5.5 The names and addresses of the members of the DPFO 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 at Annual General Meetings and Elections.
- 6.2 **Regional group members**
Regional Group Members shall carry one vote for every five members of their group at Annual General Meetings and Elections.
- 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 General Meetings shall be cast by such members present personally or by proxy.
 - 6.4.2 The signing of a membership form shall be a distinct acknowledgement of acquiescence to the Constitution of the Organisation, and/or its regulations and any subsequent amendment thereof.

6.5 SUBSCRIPTION

6.5.1 Subscriptions and other fees payable by the different categories of DPFO members may be imposed from time to time by the DPFO Committee, subject to the approval of the SAPA Management Committee and Development Poultry Farmers Organisation's Annual General Meeting or any Special DPFO General Meeting.

6.5.2 Annual subscription fees for Members shall be determined according to the membership categories defined in clause 4.

For the period 2014 – the annual fees, excluding VAT, will be:

For Ordinary members – fee is to be not less than R 500,00 pa.

For Gold and Platinum members the fee will be a multiple of R 500,00 pa.

For Special members – fee is to be not less than R 50,00 pa

For Regional members – the fee will be determined as appropriate according to the number of birds produced per cycle

For Associate members – the fee is to be not less than R 2 000,00 pa

For Corporate members – the fee is to be not be less than R 10 000,00 pa.

6.5.3 All membership fees shall become due and payable to the South African Poultry Association.

6.6 Proxies

Each member in good standing may appoint any other member in good standing of the Organisation as a proxy to participate in, and speak and vote at, any General Meeting on behalf of that member, subject to the following:

6.6.1 in order for the appointment by a member of a proxy to be valid, the member shall use the form set out in Schedule 1 attached to this Constitution for purpose of appointing a proxy and shall deliver such form to the Committee Secretary, to be received by the Committee Secretary not less than 48 hours before the appointed time for the beginning of the General Meeting;

6.6.2 a member may not appoint two (2) or more persons concurrently, as proxies in respect of the same voting rights;

6.6.3 a proxy may not delegate the proxy's authority to act on behalf of a member to another person;

6.6.4 the Committee Secretary and/or the Committee shall be entitled to disregard any proxy form and to disregard the vote of any proxy or purported proxy if:

(a) the proxy form does not comply with the form set out in Schedule 1;

- (b) the member chooses to attend the General Meeting in person and exercise all or some of its voting rights at the General Meeting;
- (c) the authority of the proxy has been revoked by the member; or
- (d) the vote of the proxy is not in accordance with the express directions as to voting specified by the member in the proxy form;

6.6.5 a vote given by a proxy in accordance with the terms of the proxy form shall be valid, notwithstanding the previous death or insanity of the principal, or revocation of the authority, unless notice in writing of the death, insanity or revocation has been received by the Committee before the commencement of the General Meeting.

See Schedule 1 attached hereto.

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 votes as determined in Clause 6.

7.2 Honorary Life Members shall be entitled to attend personally or by proxy all General Meetings and to exercise one vote each.

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 South 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 South 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 South African Poultry Association may place any resolution submitted to the Congress of the South African Poultry Association on the Agenda of the Annual General Meeting of this Organisation.

8.2 Special General Meeting

8.2.1 Subject to Clause 18.1:

- (a) a Special General Meeting may be called by the Committee as it requires; and
- (b) a Special General Meeting shall also be called at the written request of members representing not less than thirty (30) per cent of the total voting strength at the time, for a date within six (6) weeks of such request being received by the SAPA Secretariat.

The notice of the Special General Meeting, together with the agenda, shall be posted / emailed / faxed to members at least four (4) weeks prior to the date fixed for the Special General Meeting, stating the business for which such a meeting has been called, and no other business than that stated in the notice and the agenda shall be discussed at such a 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 Chair-person 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 DPFO Committee

- 9.1.1 The executive powers of the Organisation shall be vested in a managing body termed the Committee. The Committee will consist of nine (9) elected Ordinary Members, one per province and each elected by their provincially based Ordinary Members, plus a Chairperson elected from these provincial representatives.
- 9.1.2 Once the Chairperson is elected (see clause 9.3.1) the Chairperson will cease to represent his/her province, and must be replaced by another duly elected provincial representative from his/her province. The Committee will then consist of ten (10) elected Ordinary Members.
- 9.1.3 The DPFO Committee shall consist of ten (10) elected DPFO Ordinary Members, one per province plus the Chairperson, and each being elected via a provincial regional structure, for a period not exceeding three years, in line with the provisions of the national Constitution regarding the terms of office of committee members. Only Ordinary Members in any province / region are eligible to vote to elect their representative. Such provincial elected representatives shall be the chairperson of that province's regional Committee.
Regional members are not eligible for election to the DPFO Committee unless each producer in the group farms more than 1000 birds per cycle.
- 9.1.4 No person shall be an elected member of the Provincial Committee unless he/she has duly completed and signed the necessary application form to become a member of the Developing Poultry Farmers Organisation.

- 9.1.5 Whilst DPFO members must be poultry producers, producing meat or eggs, if a producer ceases production but starts producing again within a period of six (6) months, that producer can remain a DPFO member. If not, then that producer will cease to be a DPFO member.
- 9.1.6 Each duly elected Committee member must appoint an alternate /deputy from his / her province who will attend DPFO Committee and other DPFO meetings in the absence of the provincial chairperson.

10. COMMITTEE

10.1 Committee members shall serve terms of not more than three (3) years – unless specifically agreed to by the Committee.

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 DPFO Chairman mentioned in 9.3.1 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 South African Poultry Association. This representative shall be appointed from the Committee as elected in terms of Clauses 9.3 and 10.1.

The Committee shall also appoint reserves should one of the original nominees be elected Chairman of the SAPA 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.
- 11.2.10 Appoint DPFO Committee members to serve as DPFO representatives on each of the Broiler, Chick Producers' and Egg Organisation Committees. Such appointees will take specific note of these Organisations' objectives and also ensure that the DPFO needs are properly represented and in particular in order to enhance industry transformation.

12. APPEALS

Appeal against the Committee's decision on any of the above penalties in clause 11.2.8 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 South African Poultry Association. The Management Committee of the South African Poultry Association shall, from time to time, allocate amounts expendable by the Developing Poultry Farmers Organisation out of the general and industry levy funds of the South 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. SOUTH AFRICAN POULTRY ASSOCIATION

- 14.1 This Organisation shall be a subsidiary of the South 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 South 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 South 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 South African Poultry Association shall be the Secretariat of the Developing Poultry Farmers 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 South African Poultry Association.

16. OFFICIAL ORGAN

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

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 of 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 or at a Special General Meeting, at the time of voting, subject to the following:

18.1.1 Any resolution to amend the Constitution may be proposed in writing by either the Management Committee or by at least three (3) of the nine (9) provincial representatives elected pursuant to Clause 9.1.2, and shall be submitted to the SAPA Secretariat together with a proposal as to whether the resolution is to be considered at the Annual General Meeting or at a Special General Meeting;

18.1.2 To the extent that the resolution is to be considered at the Annual General Meeting, the proposed resolution shall be submitted to the SAPA Secretariat not less than eight (8) weeks prior to the date of the Annual General Meeting;

18.1.3 The SAPA Secretariat shall call a meeting of the Committee for the consideration and, if deemed fit, the acceptance of the proposal to amend the Constitution, which meeting shall be held within three (3) weeks of the SAPA Secretariat having received the proposal. Should the Committee accept the proposal at such meeting:

- (a) the proposed resolution to amend shall appear on the Agenda for the Annual General Meeting, to the extent that the matter is to be considered at the Annual General Meeting; or
- (b) to the extent that the matter is to be considered at a Special General Meeting, the Committee shall call a Special General Meeting which shall be held at least eight (8) weeks following the date on which the Secretariat first received the proposal to amend the Constitution, and the proposed resolution shall appear on the agenda for the Special General Meeting.

18.2 Amendments to a proposed resolution appearing on the Annual General Meeting Agenda or on the Special General Meeting agenda affecting the Constitution shall be in the hands of the SAPA Secretariat at least two (2) weeks before the date of the Annual General Meeting or the date of the Special General Meeting, as the case may be, and shall be circulated to all members by the SAPA Secretariat at least seven (7) days before the date of the relevant 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 South 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 Chief Executive Officer of the South 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 South 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

Unless otherwise ruled by the SAPA Management Committee:
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.

-----oOo-----

This version dated 29th July 2013

**Schedule 1
Proxy Form**

..... **Organisation of the South African Poultry Association**

This proxy form is for use by members of the Organisation of the South African Poultry Association as determined in accordance with the Organisation's Constitution.

For instructions on the use of this proxy form and a summary of the rights of the Member and the proxy, please see the instructions and notes at the end of this form.

I/We _____

(please print full names)

of _____

do hereby confirm that I/we have considered the resolutions which are to be proposed at the [Annual General Meeting / Special General Meeting] to be held on _____ 20__ at _____ and, after due consideration thereof, appoint

1. _____ or failing him / her

2. _____ or failing him / her

the chairperson of the [Annual General Meeting / Special General Meeting], as my/our proxy to attend, speak and to vote or abstain from voting on my/our behalf at the [Annual General Meeting / Special General Meeting] or at any adjournment or postponement thereof, in accordance with the instructions set out below.

Indicate with a cross how you wish your votes to be cast (each Member shall have one vote). If you do not do so, the proxy may vote or abstain at his/her discretion.

	For	Against	Abstain	Member's position regarding resolution to be explained by the proxy at the general meeting
1. Resolution number 1 [insert]				
2. Resolution number 2				

[insert]			
----------	--	--	--

Signed at _____ on _____ [insert date]

Signature: _____

NOTES TO THE FORM OF PROXY

Instructions on signing and lodging the form of proxy

Members who are entitled to attend the General Meeting of the Organisation pursuant to the Organisation's Constitution and who wish to appoint another person for the purposes of voting at the meeting are entitled to complete this proxy form.

A Member may insert the name of a proxy in the space/s provided. Any such proxy must be a member of the Organisation. If the name of the proxy is not inserted, the chairperson of the General Meeting will be appointed as proxy. If more than one name is inserted, then the person whose name stands first on the form of proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.

The proxy appointed in this proxy form may not delegate the authority given to him / her in this proxy form to any other person.

Unless revoked, the appointment of a proxy in terms of this proxy form remains valid until the end of the General Meeting, even if the meeting or a part thereof is postponed or adjourned.

If -

a Member does not indicate on this instrument that the proxy is to vote in favour of or against or to abstain from voting on any resolution; or

the Member gives contrary instructions in relation to any matter; or

any additional resolution/s which are properly put before the General Meeting; or

any resolution listed in the proxy form is modified or amended,

the proxy will be entitled to vote or abstain from voting, as he or she thinks fit, in relation to that resolution or matter. If, however, the Member has provided further written instructions which accompany this form and which indicate how the proxy should vote or abstain from voting in any of the circumstances referred to in 0 to 0, then the proxy shall comply with those instructions.

This proxy form is revoked if the Member who granted the proxy -

cancels the proxy appointment in writing; and

delivers a copy of the revocation instrument to the Committee of the Organisation ("**Committee**") and to the proxy concerned, so that it is received by the Committee by not later than 24 (twenty four) hours before the time of the General Meeting; or

makes a later, inconsistent appointment of a proxy.

If this proxy form is signed by a person on behalf of the Member, whether in terms of a power of attorney or otherwise, then this proxy form will not be effective unless -

it is accompanied by a certified copy of the authority given by the Member to such signatory; or the Committee Secretary has already received a certified copy of that authority.

The completion and lodging of this form of proxy will not preclude the relevant Member from attending, participating in and voting at the General Meeting, to the exclusion of any proxy appointed in terms thereof.

The chairperson of the General Meeting, may, at his/her discretion either reject a proxy form or other written appointment of a proxy which has not been completed and/or received in accordance with these instructions, or he/she may accept such proxy form or other written appointment of a proxy which is received prior to the time at which the General Meeting deals with a resolution or matter to which the appointment of the proxy relates. However, the chairperson shall not accept any such appointment of a proxy unless the chairperson is satisfied that it reflects the intention of the Member appointing the proxy.

Any alterations or corrections made in this form of proxy must be initialled by the authorised signatory/ies.

A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced.

Documentary evidence establishing the authority of a person signing the proxy form in a representative capacity must be attached to this proxy form.