

# **CONSTITUTION OF THE SOUTH AFRICAN CHERRY GROWERS ASSOCIATION**

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## **1.0 NAME**

The name of the Association shall be the SOUTH AFRICAN CHERRY GROWERS ASSOCIATION (SACGA), hereinafter referred to as the "Association".

## **2.0 OBJECTIVES**

- 2.1 To ensure an economically viable and sustainable cherry industry via co-ordinated joint actions as agreed from time to time.
- 2.2 To establish uniform grading regulations for cherries produced in South Africa.
- 2.3 To liaise with other cherry groups in the world to exchange information of mutual benefit.
- 2.4 To look at ways of promoting sales and consumption of cherries on the local and export markets.
- 2.5 To facilitate research into the growing, packing, storing and marketing of cherries.
- 2.6 To disseminate knowledge regarding production, packing and marketing aspects of cherries.
- 2.7 To ensure the availability of certified plant material.

## **3.0 LEGAL STATUS**

The Association shall be a Body Corporate independent of its members.

## **4.0 POWERS**

- 4.1 To acquire, hold, buy, sell, alienate, encumber, mortgage, pledge, dispose, use and utilise any fixed or moveable property.
- 4.2 To invest in any manner whatsoever the funds of the Association and to use and utilise the funds of the Association in any manner and for any purpose which will be to the advantage of the Association and for the attainment of its objectives.
- 4.3 To borrow money and raise loans of any kind and provide such security as may be required.
- 4.4 To institute and/or defend legal or arbitration proceedings.
- 4.5 To open banking accounts and to draw and overdraw on such accounts.
- 4.6 To give sureties, guarantees and indemnities of all kinds.
- 4.7 To act in any other matter which is in the interest of members of the Association.

- 4.8 To do all such things as may be necessary or incidental to achieve any of the above-mentioned powers, aims and objectives.
- 4.9 The above-mentioned powers shall be exercised by the Executive Committee or its nominees insofar as such powers are entrusted to it in terms of the Constitution or delegated by the Executive Committee.

5.0 **MEMBERSHIP AND MEMBERSHIP FEES**

- 5.1 The Association shall consist of primary producer members and special interest groups as defined from time to time.
- 5.2 Any bona fide cherry producer or special interest group shall be eligible to become a member of the Association on payment of an entrance fee and an annual membership fee as determined by the General Meeting of the Association. The basis of calculating the entrance fee and the membership fee, the extent and time of payment thereof shall be determined by the General Meeting annually.
- 5.3 Members shall have one vote at all meetings of the Association. The member which is a partnership or artificial person, shall nominate a natural person to act and vote on his behalf.
- 5.4 The Executive Committee shall have the right to accept applicants for membership on the basis of these regulations or to refuse membership with or without assigning any reason for doing so.

6.0 **OBLIGATION OF MEMBERS**

- 6.1 The financial obligations of each member shall be limited to such membership and/or other fees which he owes the Association.
- 6.2 By becoming a member, a person subscribes to the aims and ideals of the Association and he is expected to promote them.
- 6.3 Each member agrees to protect the common values and intellectual rights of the association.

7.0 **RESIGNATION, TERMINATION AND FORFEITURE OF MEMBERSHIP**

- 7.1 A member of the Association may resign by submitting his resignation in writing to the Secretariat provided that his outstanding obligations to the Association have been fulfilled.
- 7.2 The Executive Committee may suspend or cancel the membership of any member of the Association:
  - 7.2.1 Whose membership fees are in arrears for a period of three (3) months after becoming due.
  - 7.2.2 If the Executive Committee is of the opinion that such a member has acted in any manner which is or can be detrimental to the interests of the Association or which is subversive to the aims of the Association.

- 7.3 Any member whose membership fees are in arrears for any period longer than one (1) year, calculated from the date on which they became due, shall cease to be a member of the Association.
- 7.4 A person who has ceased to be a member of the Association, may subsequently again be admitted to membership if he so applies, provided that such admittance to membership may be granted subject to such conditions as may be decided upon by the Executive Committee in any particular case.
- 7.5 No person deprived of membership of the Association, shall be re-admitted as a member until a period of one (1) year has elapsed from the date of cancellation, except in cases of termination as a result of non-payment of membership fees.

## 8.0 **EXECUTIVE COMMITTEE**

- 8.1 The affairs of the Association shall be administered by an Executive Committee consisting of five (5) members, who are bona fide producers, each having one (1) vote, who shall be elected and appointed as follows:
  - 8.1.1 One (1) from the Western Cape;
  - 8.1.2 One (1) from the North Eastern OFS;
  - 8.1.3 One (1) from the South Eastern OFS;
  - 8.1.4 One (1) from Kwazulu-Natal;
  - 8.1.5 One (1) from Mpumalanga.
- 8.2 Members indicated in sub-section 8.1.1 and 8.1.2 shall initially serve one (1) year where after they or their replacement may be re-elected for subsequent two (2) year terms. The members indicated in sub-section 8.1.3, 8.1.4 and 8.1.5 will initially serve two (2) years after which they or their replacement may be re-elected for subsequent two (2) year terms.
- 8.3 Members will have one (1) vote each.
- 8.4 A member so elected to the Executive Committee may be re-elected.
- 8.5 The Executive Committee may co-opt any person who in the opinion of the Executive Committee may by reason of his special knowledge or ability further the aims of the Association provided however:
  - 8.5.1 that such a person shall retire at the first Annual General Meeting after his co-option but shall be eligible to be co-opted again;
  - 8.5.2 co-opted members shall have no vote.
- 8.6 In the event of only the number of members to which an area is entitled being nominated, such nominees shall be declared as duly elected.
- 8.7 No person shall act as a proxy unless he is an individual member of the Association or an individual authorised representative of an organisation which is a member of the Association, and no person shall at any meeting act as proxy for more than five (5) members of the Association.
- 8.8 The Executive Committee shall have the power to fill any casual vacancy and the person appointed shall retire at the same time as the person in whose stead he has been appointed, would have retired.

- 8.9 A person filling a casual vacancy on the Executive Committee shall be from the same group of members in whose stead he has been appointed.

#### 9.0 **POWERS AND DUTIES OF THE EXECUTIVE**

The Executive shall, subject to the general policy of the Association and the provisions of the Constitution, have all such powers as may be exercised by the Association, but shall be responsible to the members' meeting and shall have the power to delegate powers to any committee appointed in terms of Section 10.0 and to do everything which may be necessary in order to achieve the aims set out in Section 2.0, and for this purpose;

- 9.1 Deal with all matters specifically entrusted by a meeting of members to the Executive Committee and carry out the instructions of such meetings;
- 9.2 Appoint such staff at such salaries and subject to such conditions as it may deem necessary and to dismiss such staff;
- 9.3 Submit to each annual general meeting a report on its activities for the past year, together with properly audited financial statements for the past financial year;
- 9.4 Open one or more banking accounts in the name of the Association and authorise persons to sign cheques on behalf of the Association;
- 9.5 Appoint such committees as it may deem necessary and appoint the members of these committees;
- 9.6 Determine membership and other fees payable by members to the Association;
- 9.7 Execute all such actions generally as may be necessary for the exercise of its powers, the execution of its functions or for the realisation of the aims of the Association.

#### 10.0 **COMMITTEES**

- 10.1 The Executive Committee may invest any committee appointed by it with the powers as it may deem fit, provided that the Executive shall not be divested of any power with which it may invest any such committee.
- 10.2 The Executive shall in respect of any committee appointed by it, make rules with regard to the conduct and procedure at meetings.
- 10.3 The Chairman shall ex officio be a member of every committee appointed in terms of sub-section 10.1 of this section.

#### 11.0 **CHAIRMAN AND VICE-CHAIRMAN**

- 11.1 At the inaugural meeting and at the first meeting of the Executive Committee after the Annual General Meeting in every year, a Chairman and Vice-Chairman for the Association shall be elected by the Executive Committee from its own members by means of a closed ballot. Each member shall exercise one (1) vote for each position.
- 11.2 In the event of the office of Chairman becoming vacant, the Vice-Chairman shall act as Chairman until the next meeting of the Executive Committee, when a new Chairman shall be elected by the Executive Committee.
- 11.3 In the event of the office of Vice-Chairman becoming vacant, the Executive Committee shall fill the vacancy at its next meeting.

- 11.4 The Chairman or in his absence, the Vice-Chairman, or in the event of both being absent, a person thereto elected by the meeting, shall take the chair at all meetings of the Association.

## 12.0 **NOTICE OF MEETINGS**

- 12.1 Notice of meetings shall be in writing and posted a reasonable period before the date on which the meeting is due to take place, provided that in the case of general members' meetings, it shall be posted not less than twenty one (21) days before the date on which the meeting is due to be held.
- 12.2 Notice of any intended proposal at general meetings must reach the Secretary of the Association at least twenty-eight (28) days before the date fixed for the meeting.
- 12.3 Proposals of which notice has not been given, as specified under sub-section 12.1 but which are approved, shall be referred to the Executive Committee.

## 13.0 **MEETINGS**

- 13.1 The Association shall hold an Annual General Meeting at such place or places and time or times as the Executive Committee may decide.
- 13.2 Special members' meetings may be convened by the Executive Committee as it deems fit. A special members' meeting shall be convened by the Executive Committee on a written request, signed by at least ten (10) members of the Association, stating reasons for such a request. If within thirty (30) days after receipt of such a written request, a Special General Meeting is not convened by the Executive Committee, it may be convened by the requisitionists.
- 13.3 The Executive Committee shall meet once a year as soon as possible after the annual general meeting and further hold as many meetings as the Executive Committee may decide.
- 13.4 Meetings of the Executive may be convened at any time by the Chairman. The Chairman shall convene a meeting on a written request of at least two (2) other members of the Executive. If within fourteen (14) days after the receipt of such requisition an Executive meeting is not convened by the Chairman, it may be convened by the requisitionists.
- 13.5 Committees as provided for in section 10, shall meet at such times and places as it may be decided upon by the Chairmen of such committees.
- 13.6 Quorums for meetings shall be as follows:
- 13.6.1 The quorum for a general members' meeting shall be members holding thirty (30) percent of the total votes of the Association.
- 13.6.2 The quorum for an Executive Committee meeting shall consist of a majority of the number of members serving on the Executive.
- 13.6.3 The quorum for committee meetings shall consist of the majority of the number of members of any such committees.
- 13.7 If at any members' meeting of the Association, a quorum is not present, the meeting shall be postponed to a date and place, determined by the members present and of which due

notice be given to all members entitled to attend such meeting, and at such a postponed meeting, the members present shall constitute a quorum.

13.8 The matters to be disposed of at an Annual General Meeting, shall be:

- 13.8.1 To consider the report of the Executive Committee as well as any matter which may arise from it and to adopt it, if thus decided.
- 13.8.2 Consideration of the financial statements and auditor's report. A copy of the balance sheet and income and expenditure account duly signed by the auditor and the Chairman on behalf of the Executive Committee. Such balance sheet, income and expenditure account and auditor's report shall also be read at the annual general meeting, unless these documents have been circulated amongst all members or the meeting otherwise determines.
- 13.8.3 The appointment of auditors.
- 13.8.4 To consider all proposals affecting the interests of the Association, of which notice has been properly given, and to decide thereon. Proposals, of which notice has not been given, may be discussed, but decisions shall not be taken on them; such matters shall be referred to the Executive Committee for further investigation and decision.
- 13.9 Except when at least five (5) members request that a closed ballot be held, all matters submitted to any general meeting shall be decided upon by a show of hands when every member present shall have one (1) vote. In the event of a ballot being requested every member present in person or represented by proxy or power of attorney shall have at least one.

#### 14.0 **MINUTES**

Proper minutes shall be kept of all General, Executive and Committee meetings.

#### 15.0 **FINANCE**

- 15.1 All monies of the Association shall be deposited in a banking account and only drawn on by appropriate means signed by persons thereto authorised by the Executive Committee.
- 15.2 The financial year of the Association shall annually terminate on 30 June.
- 15.3 No member of the Executive Committee may be appointed as Auditor.
- 15.4 The revenue and assets of the Association, in whichever manner acquired, shall be used exclusively for promoting the aims of the Association.

#### 16.0 **INTERPRETATION**

Should any dispute arise in regard to the Constitution of the Association which cannot be amicably settled, a Special General Meeting shall be called at which three members, from different groups of members, shall be elected as arbitrators. The decision of the arbitrators shall be final and may not be appealed against.

#### 17.0 **AMENDMENTS TO THE CONSTITUTION**

- 17.1 The Constitution of the Association may be changed by a resolution taken at a general meeting of which not less than twenty-one (21) clear days' notice, specifying the intention to

propose the resolution, the terms and effect of the resolution and the reasons for it, has been given, and at which members holding in the aggregate not less than one-fourth of the total votes of all the members entitled to attend the meeting and vote thereat, are present in person or by proxy; on a show of hands, but not less than three-fourths of the number of members of the Association entitled to vote at the meeting who are present in person or by proxy, or where a secret ballot has been demanded by not less than three-fourths of the total votes to which the members present in person or by proxy are entitled.

- 17.2 Notice of a proposed amendment of the Constitution must be submitted to the Secretary at least twenty-eight (28) days prior to a meeting and it must be specified in the notice of the meeting.

18.0 **DISSOLUTION**

- 18.1 The Association may be dissolved by a resolution taken at a general meeting of which not less than twenty-one (21) clear days' notice, specifying the intention to propose the resolution, the terms and effect of the resolution and the reasons for it, has been given, and at which members holding in the aggregate not less than one-fourth of the total votes of all the members entitled to attend the meeting and vote thereat, are present in person or by proxy; on a show of hands, by not less than three-fourths of the number of members of the Association entitled to vote at the meeting who are present in person or by proxy or, where a secret ballot has been demanded, by not less than three-fourths of the total votes to which the members present in person or by proxy are entitled.
- 18.2 The assets of the Association remaining after the satisfaction of its liabilities shall on dissolution of the Association be given or transferred to some other Company, Society or Association with objectives similar to those of the Association.