

## **CONSTITUTION OF THE SOUTH AFRICAN MANGO GROWERS' ASSOCIATION**

### **1. NAME OF THE ASSOCIATION**

- 1.1 There shall be and hereby is constituted in accordance with the constitution, a voluntary association with perpetual succession, to be styled "The South African Mango Growers' Association".
- 1.2 The provisions of this constitution shall take effect from date and time of its adoption at a General Meeting of members.
- 1.3 The English text shall be the constitution and the Afrikaans text is a translation thereof. In case of conflict between the two texts, the English text shall take precedence.
- 1.4 The ASSOCIATION does not aim at any profit-seeking or other pecuniary benefit for its members.
- 1.5 The ASSOCIATION shall be capable, in its own name and independently of its members, of suing and being sued and of purchasing an or otherwise acquiring, holding, managing and disposing of movable and immovable property, or any interest or right therein:

### **2. OBJECTIVES OF THE ASSOCIATION**

The objectives of the ASSOCIATION shall be:

- 2.1 To raise funds that may be needed for furthering the objectives of the Association by means of a levy on all fruits trades/sold by members and subscriptions payable by associated members.
- 2.2 To provide business guidance and instrumental respect of the mango industry, to render practical service to its members, and to protect them from any unfair measure which may affect them prejudicially; To discuss matters in the interest of members. To make decisions and take steps for the implementation of such decisions.
- 2.3 To acquire and to distribute to its members information concerning the propagation, handling, packaging and marketing of mangoes.
- 2.4 To conduct thorough investigations into any matter which affects the mango industry and to collect, process and disseminate any information which may be of value to its members.
- 2.5 To take such lawful action as may be expedient for the protection and promotion of the rights and interests of members and the industry as a whole.
- 2.6 To take such lawful actions as may be expedient to increase the demand for mangoes in all spheres.
- 2.7 To arrange and hold conferences and other meetings for the reading of papers and discussion of subjects appertaining to the trade and to make recommendations on matters requiring joint action from the mango industry. Further to make the necessary arrangements for the implementation of such recommendations with the Government Departments concerned and organised agriculture.
- 2.8 To identify the mango industry's research requirements and priorities and to activate and co-ordinate research within the industry's financial means.
- 2.9 To affiliate with organised agriculture
- 2.10 To do all things which are wholly or partially connected to or beneficial to the realisation of the objectives set out above.



### **3. PROPRIETARY RIGHTS OF MEMBERS AND LIMITATIONS OF LIABILITY**

- 3.1 No member shall, by virtue of his membership, have any proprietary right, title or claim to, or interest in, any property of the ASSOCIATION.
- 3.2 The liability of any member of the ASSOCIATION for any obligation of the ASSOCIATION shall be limited to the membership fees payable by him in a single financial year.

### **4. MEMBERSHIP**

- 4.1 Application for membership of the ASSOCIATION shall be made in writing to the secretary of the ASSOCIATION on an appropriate application for membership form.
- 4.2 All persons actively engaged in the commercial growing of mangoes shall qualify for ordinary membership of the ASSOCIATION.
- 4.3 Agents and processors/manufactures actively engaged in the Mango Industry shall qualify for associate membership with no voting powers, except on such sub-committees to which they may be appointed by the Management Committee.
- 4.4 An honorary member is a person who has distinguished himself and whom the ASSOCIATION desires to honour for outstanding services rendered to the mango industry and is exempted from subscription fees or levies. Honorary members have no voting rights.
- 4.5 The Management Committee shall have the right to accept an application for membership on a basis of this constitution, or to refuse membership without assigning any reason for doing so.
- 4.6 The Secretary shall notify each applicant of the decision of the Management Committee as soon as possible.

### **5. RESIGNATION, SUSPENSION AND EXPULSION**

- 5.1 A member may resign at any time, but shall give two months written notice to the secretary of his intention to resign.
- 5.2 A member may be suspended or expelled from the ASSOCIATION in terms of clause 9.9.3 of this constitution.
- 5.3 A member who repeatedly contravenes a provision of this constitution, or who refuses to comply with such provision or to meet an obligation imposed on him by the ASSOCIATION may be suspended as a member for a period to be determined by the Management Committee but which shall not be longer than the date of the next Annual General Meeting.
- 5.4 All expulsions/suspensions by the Management Committee shall be submitted to the Annual General Meeting for consideration and approval. The Annual General Meeting may uphold, set aside or amend the terms of such expulsions or suspensions.
- 5.5 Any member expelled or suspended shall have the right to address the Annual General Meeting and make representations before the meeting makes its decision in terms of clause 5.4 above. However, such member will not have the right to vote on that issue.
- 5.6 A member shall not be suspended or expelled unless he has been given prior written notice of at least 10 (ten) days of the Management Committee's intention to suspend him. The notice to such member shall contain the following particulars:
- a.) The reason for the proposed suspension or expulsion; and
  - b.) A time of at least 10 (ten) days after the written notice, and place where the member may appeal in person with or without witnesses before the Management Committee or to which he may send a written statement signed by himself, setting out his objections to the proposed suspension or expulsion.
- 5.7 The ASSOCIATION shall, if it is decided to suspend or expel a member, notify him in writing of:
- a.) The date on which his suspension or expulsion comes into effect;



- b.) The period of time during which the suspension will apply; and
- c.) The disciplinary measures which will be taken.

## **6. VOTING BY MEMBERS**

- 6.1 Each ordinary member who has paid his levies, shall, at any General Meeting, be entitled to one vote.
- 6.2 A member whose levies are still outstanding shall have no voting rights.
- 6.3 No other member or representative shall have voting rights.
- 6.4 An ordinary member whose levies are fully paid, may appoint any authorised person to speak and vote in his stead at a General Meeting of the ASSOCIATION, provided:
  - a.) Such member shall not be entitled to appoint more than one proxy;
  - b.) The same person shall not act as proxy to more than three members or representatives.

## **7. THE MANAGEMENT COMMITTEE, CHAIRMAN AND VICE-CHAIRMAN**

- 7.1 The ASSOCIATION shall be administered and controlled by the Management Committee consisting of a maximum of 15 members representing the various production areas defined by the Management Committee, depending on the area and industry.
- 7.2 Only members of the ASSOCIATION or persons duly appointed by members to represent such members, shall be elected to serve on the Management Committee.
- 7.3 For administrative convenience, members of the ASSOCIATION may be allocated to different regions, according to their geographic location. Each region will have its own secretary who must convene a meeting of that region to be held before the 31<sup>st</sup> of July each year. The secretary shall convene such meeting with at least 14 (fourteen) days written notice and ensure that proper minutes of such meetings are kept. The agenda of such meetings must include the nomination of members to serve on the Management Committee referred to in 7.1 above, provided that there will be a maximum to the number of nominees each region may submit. That maximum will be the nearest integer arrived at by dividing 15 by the number of regions in existence at the time of the meeting.
- 7.4 The Chairman and Vice-Chairman shall be elected by the Management Committee at its first meeting after the annual General Meeting.
- 7.5 Committee members shall serve for three years. Outgoing members must be replaced by members of the same region.
- 7.6 Appointment of the Management Committee shall be subject to approval of the Annual General Meeting of the ASSOCIATION.

## **8. MEETINGS AND PROCEDURE OF THE MANAGEMENT COMMITTEE**

- 8.1 The Management Committee shall meet as often as the business of the ASSOCIATION may require.
- 8.2 Five members shall constitute a quorum at a meeting of the Management Committee.
- 8.3 The Chairman or, in his absence, the Vice-Chairman, shall preside at meetings of the Committee. If they are both absent, the Committee shall elect a member as a Chairman for that meeting.

## **9. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE**

- 9.1 The affairs of the ASSOCIATION shall be managed by the Committee in terms of the constitution and the decisions of the Annual General Meeting. The committee shall carry out the objectives of the ASSOCIATION and in addition to added powers herein assigned to the Committee shall exercise the following powers on behalf of the ASSOCIATION;



- 9.2 To enter into any contract on behalf of the ASSOCIATION and to institute, settle or abandon any legal action on behalf of the ASSOCIATION and to defend or settle any legal action against it;
- 9.3 To authorize the signature of any documents on behalf of the ASSOCIATION.
- 9.4 To appoint sub-committees and/or ad hoc committees and to define their terms of reference and powers and to delegate any of these powers to such sub-committees and/or ad hoc committees.
- 9.5 To receive, administer and apply the funds and other property of the ASSOCIATION, to invest funds not immediately required by the ASSOCIATION and to vary or realise such investment.
- 9.6 The Management Committee shall have the power to engage staff and shall fix their salaries and determine their duties. The Committee shall also have the right to suspend or to dismiss employees.
- 9.7 The Committee shall cause books of accounts to be opened and kept in an approved form.
- 9.8 The Committee shall cause Minutes to be taken of the proceedings at all official meetings of the Management Committee, sub-committees, ad hoc committees and general meetings and such contain properly arranged details of the business conducted at such meetings. The Minutes of each meeting shall be submitted at the next ensuing meeting, and if passed as correct, shall be confirmed by the signature of the Chairman of such meetings.
- 9.9 The Committee shall have the power:
- 9.9.1 To make by-laws, provided such by-laws are not in conflict with this constitution.
- 9.9.2 To co-opt members or any other person, who, by virtue of their special qualification, would be of assistance to the Committee, and shall have the power to decide whether such co-opted members shall, or shall not have the right to vote.
- 9.9.3 To expel or suspend a member of the ASSOCIATION for such a period as may be decided by the Management Committee for any breach of this constitution, or for any act considered by the Committee to be in conflict with the objectives of the ASSOCIATION, or to the detriment of the industry and the provisions of 5.3, 5.4, 5.5, 5.6 and 5.7 above shall apply.
- 9.10 The Management Committee shall report to the Annual General Meetings on the activities of the ASSOCIATION within three months of the end of each financial year.

#### **10. SECRETARY/TREASURER**

- 10.1 The Management Committee shall appoint as Secretary/treasurer either an individual or a body corporate.
- 10.2 The duties of the Secretary/Treasurer shall include the following:
- 10.2.1 The keeping of a membership register of the ASSOCIATION;
- 10.2.2 The keeping of the accounts of the ASSOCIATION;
- 10.2.3 The secretarial work concerned with conferences, general meetings and committee meetings; and
- 10.2.4 The presentation of the Annual General Meeting of the audited financial accounts of each financial year.

#### **11. APPOINTMENT OF AUDITOR**

The ASSOCIATION shall annually appoint an auditor to the ASSOCIATION.

#### **12. GENERAL MEETINGS**

- 12.1 An Annual General Meeting shall be held within three months of the end of each financial year for the purpose of:



- 12.1.1 Considering the Chairman's report of the year's activities;
- 12.1.2 Considering and adopting the balance sheet for the year;
- 12.1.3 Dealing with any general business, including complaints that may have been submitted by members; and
- 12.1.4 Appointing an auditor to the ASSOCIATION for the ensuing year.

12.2 The Chairman and one Management Committee member may, whenever they think fit, convene a Special General Meeting.

12.3 A Special General Meeting shall further be convened at any time upon the requisition in writing to the Secretary, signed by not less than 3 ordinary members of the ASSOCIATION, who have paid their levies, for considering the business as may be specifically stated in the requisition.

### **13. PROCEDURE AT GENERAL MEETING**

13.1 The Chairman of the Management Committee shall at any General Meeting take the chair or in his absence the Vice-Chairman.

13.2 The decision of the Chairman on any point of order or question of procedure shall be final.

13.3 All General Meetings shall be convened by notice posted at least two weeks before the date of the meeting and such notice shall specify the date, venue and time of the meeting and the nature of the business to be transacted.

13.4 A quorum shall consist of ten percent of the existing members of the ASSOCIATION who have paid their levies.

13.5 If a quorum is not present within fifteen minutes of the time for which the meeting was convened, the meeting shall be postponed for one hour, and if there is then no quorum present, the meeting shall proceed, and the members present shall constitute a quorum.

13.6 Every question for decision, except where otherwise stated in this constitution, shall be decided by a simple majority. In the case of an equality of votes, whether by show of hands or by any other means of voting on a poll, the Chairman shall have a casting vote in addition to his deliberative vote.

### **14. AMENDMENT OF CONSTITUTION**

No alterations shall be made to this constitution, unless such alterations have been approved by a two-thirds majority at a General Meeting specially convened for that purpose.

### **15. LEVIES AND SUBSCRIPTIONS**

15.1 All ordinary members who produce mangoes on a commercial scale shall pay an annual fee as determined by the Management Committee and approved by the Annual General Meeting.

15.2 All ordinary members who produce mangoes on a commercial scale, pay an annual fee determined by the Management Committee and approved by the Annual General Meeting.

15.3 All associate members shall pay an annual subscription as determined by the Management Committee and approved by the Annual General Meeting.

### **16. DISSOLUTION OF THE ASSOCIATION**

16.1 The ASSOCIATION shall be dissolved if at least two thirds of those entitled to vote at a Special General Meeting, especially called for that purpose, vote in favour of such dissolution.

16.2 No motion for the dissolution of the ASSOCIATION shall be considered, unless all members were advised by the Management Committee thereof at least two months prior to the Consideration of the motion.

16.3 In case of dissolution any property and/or funds of the ASSOCIATION shall be transferred to the Citrus and Subtropical Fruit Research Institute, Nelspruit.



**17. GENERAL**

17.1 All communications shall be addressed to the Secretary.

17.2 The address of the ASSOCIATION shall be the address of the Secretary.

17.3 This constitution shall become effective upon approval at the Special General Meeting especially called for that purpose.

**18. DESPITE ANYTHING TO THE CONTRARY CONTAINED ELSEWHERE IN THIS CONSTITUTION, THE FOLLOWING WILL APPLY TO QUALIFY THE ASSOCIATION FOR EXEMPTION IN TERMS OF SECTION 10(1) (D) OF THE INCOME TAX ACT:**

18.1 The Board of Directors shall consist of at least 3 (three) persons who are not connected persons in relation to each other and who accept the fiduciary responsibility of the Association.

18.2 No single person may directly or indirectly control the decision-making powers relating to the ASSOCIATION..

18.3 The ASSOCIATION may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.

18.4 The ASSOCIATION is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established.

18.5 No member may directly or indirectly have any personal or private interest in the ASSOCIATION..

18.6 Substantially the whole of the activities of the ASSOCIATION must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.

18.7 The ASSOCIATION may not have a share or other interest in any business, profession or occupation which is carried on by its members.

18.8 The ASSOCIATION must not pay any employee, office bearer, member or other person any remuneration as defined in the 4th Schedule of the Income Tax Act which is excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

18.9 Substantially the whole of the ASSOCIATION's funding must be derived from its annual or other long term members or from an appropriation by the Government of the Republic of South Africa in the national, provisional or local sphere.

18.10 The ASSOCIATION must as part of its dissolution transfer its assets to:

- a.) Another entity approved by the Commissioner in terms of Section 30B of the Income Tax Act;
- b.) A public benefit organisation improved in terms of Section 30 of the Income Tax Act;
- c.) An institution board or body which is exempt from tax under Section 10(1)(cA)(i) of the said Act; or
- d.) The Government of the Republic of South Africa in the national, provisional or local sphere.

18.11 The board must submit any amendment of the Constitution of the Association to the Commissioner within 30 (thirty) days of the amendment.

18.12 The ASSOCIATION will comply with such reporting requirements as may be determined by the Commissioner from time to time.

18.13 The ASSOCIATION may not knowingly become a party to nor knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part 11A of Chapter 111 or a transaction, operation or scheme contemplated in Section 103(5) of the Income Tax Act.

