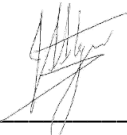




THE SOUTH AFRICAN SOCIETY OF DAIRY TECHNOLOGY

CONSTITUTION

It is certified that this document constitutes the Constitution of The South African Society of Dairy Technology that was adopted by a resolution duly passed at the Annual General Meeting of the Society held at Kievits Kroon, Pretoria on 25 April 2018.


JS STEYN
Chairperson

25 April 2018
Date

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1. DEFINITIONS

1.1 In this Constitution, unless the context indicates a contrary meaning, the following words and expressions will have the meanings set out below:

- 1.1.1 “Competition Act” will mean the Competition Act 89 of 1998, as amended;
- 1.1.2 “Constitution of the Republic of South Africa, 1996” will mean the Constitution of the Republic of South Africa, 1996, as amended;
- 1.1.3 “Council” will mean the Council of the Society;
- 1.1.4 “Council Management Committee” will mean the executive body of the Council;
- 1.1.5 “Division” will mean a Division of the Society;
- 1.1.6 “Divisional Management Committee” will mean the executive body of a Division of the Society;
- 1.1.7 “Financial Services Board Act” will mean the Financial Services Board Act 97 of 1990, as amended;
- 1.1.8 “Income Tax Act” will mean the Income Tax Act 58 of 1962, as amended;
- 1.1.9 “National President” will mean the President of the Council Management Committee;
- 1.1.10 “National Secretary” will mean the Secretary of the Council Management Committee;
- 1.1.11 “National Treasurer” will mean the Treasurer of the Council Management Committee;
- 1.1.12 “National Vice-President” will mean the Vice-President of the Council Management Committee;
- 1.1.13 “Natural Scientific Professions Act” will mean the Natural Scientific Professions Act 27 of 2003, as amended;
- 1.1.14 “Society” will mean “The South African Society of Dairy Technology”;
- 1.1.15 “Stock Exchanges Control Act” will mean the Stock Exchanges Control Act 1 of 1985, as amended.

- 1.2 Any reference to a gender will include the other genders.
- 1.3 Words importing natural persons will include juristic persons and *vice versa*.
- 1.4 Words importing the singular will include the plural and *vice versa*.

2. NAME OF THE SOCIETY

- 2.1 The name of the Society in English is “The South African Society of Dairy Technology”.
- 2.2 The shortened name of the Society in English is “SASDT”.
- 2.3 The name of the Society in Afrikaans is “Die Suid-Afrikaanse Vereniging vir Suiweltegnologie”.
- 2.4 The shortened name of the Society in Afrikaans is “SAVST”.

3. OBJECTIVE

The Society is a non-profit organisation established for the following public benefit objective:

The objective of the Society is to promote and encourage technological and scientific advancement in the dairy industry by the dissemination and application of knowledge and by the provision of opportunities for discussion, co-operation, education, training and research.

4. LEGAL STATUS

- 4.1 The Society is a *universitas* with its own legal identity which is separate from its individual members.
- 4.2 The Society will continue to exist despite any changes to its membership.
- 4.3 The Society may own property, enter into contracts and sue or be sued in its own name.
- 4.4 The Society is liable for its own debts.
- 4.5 The liability of the members will be limited to the annual membership fees and such other fees and charges as may be determined by the Council at its Biennial General Meeting or at a Special Meeting of the Council.
- 4.6 The income and property of the Society must be used solely for the promotion of its stated objective.
- 4.7 The members and office-bearers will have no rights to the property or other assets of the Society solely by virtue of them being members or office-bearers.

- 4.8 No portion of the income or property of the Society will be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Society, except as reasonable compensation for services actually rendered to the Society or reimbursement of actual costs or expenses reasonably incurred on behalf of the Society.
- 4.9 Upon the dissolution of the Society, after all debts and commitments have been paid, any remaining assets will not be paid to or distributed amongst the members of the Society, but will be transferred by donation to some other non-profit organisation which the Council, and failing which, any division of the High Court, considers appropriate and which has an objective the same or similar to the objective of the Society. In the event that the Society is registered as a public benefit organisation at the time of its dissolution, the remaining assets must be transferred to:
- 4.9.1 A similar public benefit organisation which has been approved in terms of Section 30 of the Income Tax Act; or
 - 4.9.2 Any institution, board or body which is exempt from tax under the provisions of Section 10(1)(cA) of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity; or
 - 4.9.3 Any department of state or administration in the national or provincial or local sphere of government of the Republic of South Africa contemplated in Section 10(1)(a) or (b) of the Income Tax Act.

5. POWERS

- 5.1 The Society will have all the powers necessary for it to carry out its stated objective effectively. Such powers will include, but not be limited to, the power to:
- 5.1.1 Employ staff and hire professional and other services;
 - 5.1.2 Institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Society;
 - 5.1.3 Open and operate accounts with registered banks and building societies;
 - 5.1.4 Make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Society must be with registered financial institutions as defined in Section 1 of the Financial Services Board Act and/or in securities listed on a stock exchange as defined in Section 1 of the Stock Exchanges Control Act;
 - 5.1.5 Accept donations made to the Society and retain them in the form in which they are received or to sell them and to invest the proceeds;

- 5.1.6 With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - 5.1.6.1 To purchase or acquire property and assets;
 - 5.1.6.2 To maintain, manage, develop, exchange, lease, sell or in any way deal with the property and assets of the Society;
 - 5.1.6.3 To donate and transfer the property and assets of the Society to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Society;
- 5.1.7 Borrow and to use the property or assets of the Society as security for borrowing;
- 5.1.8 Guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objective of the Society;
- 5.1.9 Execute any act or deed in any deeds registry, mining titles or other public office;
- 5.1.10 Work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Society;
- 5.1.11 Exercise all management and executive powers that are normally vested in the Board of Directors of a Company;
- 5.1.12 Exercise all the powers and authority of the Society not only in the Republic of South Africa but in any other part of the world;
- 5.1.13 Make representations to any Governmental and/or other body in respect of existing and/or proposed legislation and/or standards relating to dairy technology and/or dairy science;
- 5.1.14 Make by-laws which are binding on its members; and
- 5.1.15 Do all such other lawful acts, deeds and things which are necessary in order to pursue and attain its objective.

6. MEMBERSHIP

6.1 Categories

Membership of the Society will consist of the following five (5) categories:

6.1.1 Professional members;

6.1.2 Ordinary members;

6.1.3 Student members;

6.1.4 Sponsor members; and

6.1.5 Honorary members.

6.2 Classification

6.2.1 Professional and Honorary members will be classified as corporate members.

6.2.2 Ordinary, Student and Sponsor members will be classified as non-corporate members.

6.2.3 The Council Management Committee may, upon its own initiative or at the special instance and request of a Divisional Management Committee, reclassify a non-corporate member as a corporate member, provided that at any given time at least fifty-one percent (51%) of all corporate members of the Society must be Professional members.

6.3 Qualifications for membership

The qualifications for membership will be as follows:

6.3.1 Professional members

A Professional member must be a person who qualifies as a professional natural scientist or as a candidate natural scientist or as a certified natural scientist in terms of Section 20 of the Natural Scientific Professions Act.

6.3.2 Ordinary members

An Ordinary member must be a person who does not qualify for Professional membership but who has attained a position of responsibility of a technological, administrative, scientific or educational nature in or connected with the dairy industry or who has a fundamental interest in or knowledge of the dairy industry.

6.3.3 Student members

A Student member must be a *bona fide* student who is enrolled in any course in or connected with the dairy industry which is recognised by the Council. Student members will be required to produce proof of their enrolment with their application.

6.3.4 Sponsor members

A Sponsor member must be a person, whether natural or juristic, incorporated or unincorporated, who has a *bona fide* interest in and desire to further the objective of the Society.

6.3.5 Honorary members

The Council may confer Honorary membership on any person who, in its sole discretion, has rendered eminent service to the Society or the dairy industry.

6.4 Application for membership

6.4.1 All applications for membership must be made on the prescribed application form of the Society and forwarded to the National Secretary.

6.4.2 Membership is subject to approval by the Council Management Committee, whose decision will be final.

6.4.3 The applicant will be informed in writing of the outcome of their application.

6.5 Register

6.5.1 The National Secretary must keep a register showing separately the full names, contact details, classification and Division of each Professional, Ordinary, Student, Sponsor and Honorary member of the Society and such other particulars as the Council Management Committee may prescribe.

6.5.2 All members, including the representatives of Sponsor members, must, immediately upon request, furnish the National Secretary with such particulars and documentation as required by the Council Management Committee and this Constitution.

6.6 Division

6.6.1 Anyone who is accepted for membership of the Society will automatically become a member of the Division in which they are usually domiciled unless they apply in writing to the Council Management Committee to become a member of a different Division. The Council Management Committee will, in its sole discretion, decide whether or not to grant the member's request and its decision will be final.

6.6.2 A Sponsor member may enrol in more than one (1) Division provided that:

6.6.2.1 It is not a natural person;

6.6.2.2 It designates a separate representative to represent it in each Division in which it is enrolled; and

6.6.2.3 It pays a membership fee and such other fees and charges as determined by the Council in respect of each of the Divisions in which it is enrolled.

6.6.3 Any member moving out of the jurisdiction of their Division must notify the Secretary of their Divisional Management Committee at least two (2) months in advance. The Secretary will then notify the National Secretary who will transfer the member's membership to the Division in which they will become domiciled unless the member applies to the Council Management Committee in writing to remain a member of their current Division. The Council Management Committee will, in its sole discretion, decide whether or not to grant the member's request and its decision will be final.

6.6.4 Any member wishing to transfer their membership to another Division must apply in writing to the Council Management Committee. The Council Management Committee will, in its sole discretion, decide whether or not to grant the member's request and its decision will be final.

6.7 Membership fees

6.7.1 Every member must pay an annual membership fee as determined by the Council at its Biennial General Meeting or at a Special Meeting of the Council, provided that certain members and/or categories of members may be exempted from paying annual membership fees.

- 6.7.2 Membership fees are payable yearly in advance on the date of admission of the member to the Society and annually thereafter on the date determined by the Council at its Biennial General Meeting or at a Special Meeting of the Council.
- 6.7.3 New members will be billed on a *pro-rata* basis.
- 6.7.4 The Council Management Committee may, in its sole discretion, waive any portion of a member's membership fees or agree to adequate payment terms.
- 6.7.5 Any member whose membership fees are in arrears more than ninety (90) calendar days will not be entitled to vote at any meetings.

6.8 Other fees and charges

- 6.8.1 Every member must pay such other fees and charges as determined by the Council at its Biennial General Meeting or at a Special Meeting of the Council.
- 6.8.2 The Council will determine the date of payment of such other fees and charges at its Biennial General Meeting or at a Special Meeting of the Council.
- 6.8.3 New members will be billed on a *pro-rata* basis.
- 6.8.4 The Council Management Committee may, in its sole discretion, waive any portion of such other fees and charges or agree to adequate payment terms.
- 6.8.5 Any member whose other fees and charges are in arrears more than ninety (90) calendar days will not be entitled to vote at any meetings.

6.9 Reclassifying of membership

- 6.9.1 A non-corporate member may apply in writing to their relevant Divisional Management Committee for the reclassification of their membership as "corporate".
- 6.9.2 The member must provide sound reasons for their application.
- 6.9.3 The Divisional Management Committee will refer the application to the Council Management Committee for their approval.
- 6.9.4 The reclassification of a member's membership will be at the sole discretion of the Council Management Committee and will be subject to the proviso contained in article 6.2.3 above.

6.10 Termination of membership

A member's membership may be terminated under the following circumstances:

6.10.1 Resignation

Any member wishing to resign from the Society must give at least two (2) calendar months' written notice to the Secretary of their relevant Divisional Management Committee, who, in turn, will notify the National Secretary at least one (1) calendar month prior to the date of termination of the member's membership. Upon termination of their membership:

6.10.1.1 The member's particulars will be removed from the register held by the National Secretary; and

6.10.1.2 The member will forfeit their membership fee and such other fees and charges paid by them in advance.

6.10.2 Expulsion

A Divisional Management Committee may recommend to the Council Management Committee that the membership of any of its members be terminated due to conduct which is detrimental to the Society. Should the Council Management Committee be in agreement, the National Secretary will give the member at least fourteen (14) calendar days' written notice of a meeting by the Council Management Committee at which a resolution to terminate the member's membership will be proposed and the member will be invited to make written and/or verbal representations at the meeting. A resolution by at least fifty-one percent (51%) of the Council Management Committee members present at the meeting will be required in order to terminate the member's membership. In the event that the Council Management Committee resolves to terminate the member's membership, the member may within thirty (30) calendar days after termination of their membership, appeal in writing against the decision of the Council Management Committee and request that the matter be decided by a Special General Meeting of the Council. In the event of the member appealing their expulsion, the member's membership will be suspended pending the outcome of their appeal. A resolution by at least fifty-one percent (51%) of the Council members present at the meeting will be required in order to uphold the member's appeal.

6.10.3 Default

The Council Management Committee may terminate the membership of any member whose membership fees and/or other fees and charges are in arrears more than ninety (90) calendar days.

6.10.4 Death

A member's membership will automatically terminate upon their death.

6.10.5 Insolvency

A member's membership will automatically terminate upon their insolvency.

6.10.6 Dissolution

A member's membership will automatically terminate upon the dissolution of the Society.

6.11 Re-admission

No former member of the Society whose membership was terminated for any reason whatsoever will be eligible for re-admission to the Society unless their previous arrears have been paid in full.

7. STRUCTURE OF THE SOCIETY

7.1 Structures

The Society will consist of the following structures:

7.1.1 Council;

7.1.2 Council Management Committee;

7.1.3 Divisions; and

7.1.4 Divisional Management Committees.

7.2 Management of Society

Notwithstanding the powers given to the various Divisions and their respective Divisional Management Committees, the management and control of the Society and its funds will vest in the Council and the Council Management Committee.

8. COUNCIL AND COUNCIL MANAGEMENT COMMITTEE

8.1 Members

The Council will consist of:

8.1.1 Divisional representatives who must be corporate members, elected biennially by their respective Divisional Management Committees. The number of representatives elected from each Division will be one (1) for every fifty (50) members or part thereof, with a maximum of four (4) representatives per Division; and

8.1.2 The immediate past National President, if they are willing and able to serve and have not been elected to the Council in any other capacity.

8.1.3 Casual vacancies

If a casual vacancy occurs on the Council, the Divisional Management Committee concerned must, subject to the provisions of article 8.1.1 above, appoint a representative to fill the vacancy. Any member so appointed must retire at the next Biennial General Meeting of the Council, but will be eligible for re-election.

8.1.4 Election of officers

8.1.4.1 At each Biennial General Meeting of the Council held prior to the Biennial General Meeting of the Society, the Council must appoint, from those members of the Council that have been elected to serve on the Council for the coming two (2) years, a National President and National Vice-President.

8.1.4.2 At the same Biennial General Meeting, the Council must appoint a National Secretary and National Treasurer. In the event that the appointed National Secretary and/or National Treasurer is not a member of the Council who has been elected to serve on the Council for the coming two (2) years, such National Secretary and/or National Treasurer will become an *ex-officio* member of the Council and will be entitled to vote at Council meetings.

8.1.4.3 The Council may appoint one and the same person to undertake simultaneously the duties of National Secretary and National Treasurer, provided that such person will only have one (1) vote at meetings.

8.1.5 Council Management Committee

- 8.1.5.1 The Council Management Committee will be responsible for the day-to-day running of the Society.
- 8.1.5.2 The Council Management Committee will consist of the following office-bearers:
 - 8.1.5.2.1 The National President;
 - 8.1.5.2.2 The National Vice-President;
 - 8.1.5.2.3 The National Treasurer;
 - 8.1.5.2.4 The National Secretary; and
 - 8.1.5.2.5 The President of each Division, if they are not already an *ex-officio* member of the Council Management Committee.
- 8.1.5.3 The members of the Council Management Committee will have the power to co-opt and the President of a Division may nominate a representative from their Division who is a corporate member to replace them if they are not willing or able to serve.
- 8.1.5.4 The Council Management Committee may conduct its meetings and regulate its proceedings as it finds convenient, failing which, the provisions of articles 8.1.11.3, 8.1.11.4, 8.1.11.5, 8.1.11.6, 8.1.11.7, 8.1.11.9 and 8.1.11.10 below will apply *mutatis mutandis*.

8.1.6 Term of office

- 8.1.6.1 Each of the members of the Council and Council Management Committee will serve for a period of two (2) years, unless they are re-elected or resign or their membership is terminated for any reason whatsoever.
- 8.1.6.2 Each term of office will in the case of members of the Council Management Committee begin on the day following the Biennial General Meeting of the Council at which they were elected and will in the case of other members of the Council begin on the day of such Biennial General Meeting of the Society as provided for in article 9.9.9 below.

8.1.7 Equality of votes

If, at the election of the National President of the Council, the number of votes cast for two (2) or more candidates is equal, the issue will be resolved by the drawing of lots. In the event of an equality of votes in the election of the National Vice-President, National Secretary or National Treasurer, the newly elected National President of the Council will have a casting or second vote.

8.1.8 Election in absentia

A member may be elected in their absence to any office of the Council Management Committee provided that, at the time of the election, there is adequate evidence before the Council that such member is eligible for election and is willing to accept the appointment.

8.1.9 President of the Society

The National President will also be known as the President of the Society.

8.1.10 Appointment of committees

The Council will have the power to appoint such committees, not necessarily from among its own members or members of the Society, as it may deem necessary to assist in the conduct of the affairs of the Society. The Council will specify the duties, responsibilities and powers of any such committees, which will always be directly responsible to the Council.

8.1.11 Council meetings

8.1.11.1 Ordinary meetings

The Council must meet at least once a year, but the National President, in consultation with the National Vice-President, National Treasurer and National Secretary, may call further meetings in circumstances where the nature of the business is such that it cannot satisfactorily be dealt with by way of a written resolution.

8.1.11.2 Special meetings

A special meeting of the Council must be called upon receipt of a written requisition signed by five (5) or more members of the Council which is delivered to the National Secretary or as otherwise provided for in this Constitution.

8.1.11.3 Notice of meetings

- 8.1.11.3.1 All meetings of the Council will be convened by the National President.
- 8.1.11.3.2 The National Secretary will send out the relevant notices.
- 8.1.11.3.3 At least fourteen (14) calendar days' written notice must be given to all members of the Council stating the date, time and place of the meeting and the matters that will be discussed.
- 8.1.11.3.4 Notwithstanding anything to the contrary contained herein, the National President may, in exceptional circumstances, authorise the giving of shorter notice, which may not be less than three (3) calendar days.
- 8.1.11.3.5 Notices may be given personally, by prepaid registered post or by electronic communication to the address provided by the member.
- 8.1.11.3.6 The accidental omission to address any notice/s to any member/s will not nullify the proceedings of any meeting.
- 8.1.11.3.7 A member present in person at any meeting will be deemed to have received notice of such meeting.
- 8.1.11.3.8 If posted, notices will be deemed to have been received seven (7) calendar days after posting.

8.1.11.4 Quorum

- 8.1.11.4.1 The quorum for all meetings of the Council will be a simple majority, in other words, fifty-one percent (51%) of all the members of the Council or their alternates.
- 8.1.11.4.2 All meetings of the Council must reach a quorum before they can start.

8.1.11.4.3 If a quorum is not present within thirty (30) minutes after the appointed time of the meeting, the meeting will be adjourned for thirty (30) minutes. If no quorum is present when the meeting reconvenes, the members who are present or represented by proxy will constitute a quorum for that meeting.

8.1.11.5 Procedures at meetings

8.1.11.5.1 The Council will conduct its meetings and regulate its proceedings as it finds convenient, provided that:

8.1.11.5.1.1 The National President or in his or her absence, the National Vice-President, will chair all meetings of the Council.

8.1.11.5.1.2 In the event that both the National President and the National Vice-President are absent, the members of the Council that are present must elect from amongst themselves a person to be Chairperson of the meeting.

8.1.11.6 Method of voting

8.1.11.6.1 Voting at all meetings of the Council will be decided by a show of hands, unless a simple majority, in other words, fifty-one percent (51%) of the members and alternate representatives present request a secret ballot to be taken on any question.

8.1.11.6.2 Each member or alternate representative present will be entitled to one (1) vote.

8.1.11.6.3 Unless where this Constitution requires a higher threshold, questions arising will be decided by a simple majority of votes, in other words, fifty-one percent (51%) of the members and alternate representatives who are present. Should there be an equality of votes the Chairperson will have a casting or second vote.

8.1.11.7 Record of meetings

8.1.11.7.1 Proper minutes and attendance records must be kept for all meetings of the Council.

8.1.11.7.2 The minutes must be confirmed as a true record of proceedings by the next meeting of the Council and must be signed by the Chairperson.

8.1.11.7.3 Minutes must thereafter be kept safely and always be on hand for members to consult.

8.1.11.8 Alternatives appointed by Divisions

8.1.11.8.1 Each Divisional Management Committee may appoint alternate representatives who must be corporate members to attend, act and vote in place of its elected representatives at meetings of the Council when such representatives are unable to attend.

8.1.11.8.2 The alternate representative must hand to the Chairperson or National Secretary a valid written proxy prior to the commencement of the meeting.

8.1.11.9 Approval of a written resolution

A written resolution which is sent to every member of the Council and is approved in writing by at least fifty-one percent (51%) of the total members will be as valid as if it had been passed at a meeting of the Council. Such approved resolution must be duly noted in the minutes of the following meeting of the Council.

8.1.11.10 Notice of motion

Matters which do not appear on the agenda of a meeting of the members of the Council will not be discussed, debated or determined unless a request to insert them is approved by fifty-one percent (51%) of the members and alternate representatives present at the meeting.

8.1.11.11 Postal Ballot

The Council may refer any matter on which it considers an expression of opinion by the members of the Society to be desirable, to a postal ballot by all corporate members in good standing, notwithstanding that a prior decision thereon might have been made by the Council or by a General Meeting of the Society and the collective opinion of the Society will be as indicated by a majority of the votes cast. A decision taken by postal ballot of corporate members may only be rescinded by another postal ballot of corporate members.

9. **DIVISIONS AND DIVISIONAL MANGEMENT COMMITTEES**

9.1 Formation

The Council will have the power to approve the formation of a new Division of the Society in response to a written request from at least twenty (20) members of the Society for such a Division to be formed.

9.2 Constitution and by-laws

9.2.1 Each Division will operate as a separate business unit under this Constitution.

9.2.2 Each Division must pass by-laws within the framework of this Constitution to regulate its affairs.

9.2.3 All Divisional by-laws will be subject to approval by the Council Management Committee.

9.3 Funding

9.3.1 Each Division will receive funding from the Society based primarily on its membership.

9.3.2 The Divisional Management Committee of any Division may apply to the National Treasurer for additional funding, when required, which will be subject to approval by the Council.

9.3.3 Notwithstanding anything to the contrary contained herein, the Council Management Committee may approve any additional funding in the event of an emergency.

9.4 Bank Account

The Divisional Management Committee of each Division must open a bank account in the name of their Division with a registered bank or building society.

9.5 Receipt of funds

The Treasurer of each Division must ensure that all monies received by the Division are deposited into the Division's bank account as soon as possible after receipt of such funds.

9.6 Signing power

Cheques, promissory notes and other documents requiring signature on behalf of the Division must be signed by at least two (2) persons authorised by the Divisional Management Committee.

9.7 Internet banking

9.7.1 The Divisional Management Committee of each Division may authorise the use of internet banking facilities on the Division's bank account.

9.7.2 Only persons authorised by the Divisional Management Committee may access the Division's internet banking facilities and initiate electronic funds transfers.

9.7.3 All passwords and access information must be kept in the strictest confidence.

9.8 Financial Year End

The financial year end of each Division must coincide with the financial year end of the Society.

9.9 Divisional Management Committee

9.9.1 Each Division will be managed by a committee, known as the Divisional Management Committee.

9.9.2 The Divisional Management Committee will be responsible for the day-to-day running of the Division.

- 9.9.3 The Divisional Management Committee will consist of the following office-bearers:
- 9.9.3.1 President;
 - 9.9.3.2 Vice-President;
 - 9.9.3.3 Treasurer;
 - 9.9.3.4 Secretary; and
 - 9.9.3.5 Such additional members as are specified in the by-laws of each Division.
- 9.9.4 The President of each Divisional Management Committee must be a corporate member.
- 9.9.5 The role of Secretary and Treasurer may be undertaken by one and the same person, provided that such person will only have one (1) vote at meetings.
- 9.9.6 The members of each Divisional Management Committee will be elected in accordance with their Division's by-laws.
- 9.9.7 Each of the members of the Divisional Management Committee will serve for a period of two (2) years, unless they are re-elected or resign or their membership is terminated for any reason whatsoever.
- 9.9.8 The members of each Divisional Management Committee will be entitled to vote at their Division's Divisional Management Committee meetings, regardless of whether or not they are corporate or non-corporate members.
- 9.9.9 The representatives of each Division on the Council must be elected by the Divisional Management Committee at its first meeting following its Biennial General Meeting, provided that such meeting must take place prior to the Biennial General Meeting of the Society and at least one of the representatives must be the President of the Division or his or her representative. The term of office of the representatives of each Division on the Council will commence on the date of such Biennial General Meeting of the Society.
- 9.9.10 If the representative of any Division on the Council is not a member of the Divisional Management Committee, such representative shall become an *ex-officio* member of the Divisional Management Committee.

- 9.9.11 Each Divisional Management Committee must, after every meeting of the Divisional Management Committee or General Meeting of the Division, send to the National Secretary a copy of the minutes of such meeting.
- 9.9.12 Each Divisional Management Committee must, when the information is available, advise the National Secretary of the date, time and place of its next meeting or of a General Meeting of the Division and the matters that will be discussed.

9.10 Biennial General Meetings of Divisions

- 9.10.1 Each Division must hold a Biennial General Meeting on even years at least thirty (30) calendar days prior to the Biennial General Meeting of the Society.
- 9.10.2 All Biennial General Meetings of Divisions must be held in accordance with the relevant by-laws of the Division, failing which, the provisions of articles 11 and 12 below will apply *mutatis mutandis*.
- 9.10.3 The voting rights of each member will be prescribed the Division's by-laws or, failing which, each member will be entitled to vote regardless of whether or not they are corporate or non-corporate members.
- 9.10.4 The business of each Biennial General Meeting must include:
 - 9.10.4.1 The Divisional President's report on the activities of the Division;
 - 9.10.4.2 The consideration of the Division's Annual Financial Statements for the preceding two (2) financial years;
 - 9.10.4.3 The approval of the Division's biennial budgets;
 - 9.10.4.4 The election of its new Divisional Management Committee.
- 9.10.5 The Divisional Management Committee may include such other business on the agenda which it deems necessary.
- 9.10.6 The Divisional Management Committee may determine the manner of dealing with any business deferred at any Biennial General Meeting.

9.11 General Meetings of Divisions

- 9.11.1 All General Meetings of Divisions must be held in accordance with the relevant by-laws of the Division, failing which, the provisions of articles 11 and 12 below will apply *mutatis mutandis*.

9.11.2 All General Meetings of Divisions will be open to any member of the Society who will have the right to participate in accordance with the by-laws of that Division.

9.12 Reports and Annual Financial Statements

9.12.1 Each Division must forward annually to the National Secretary a report on its activities for the year, such report must include a summary of the activities of any committee or sub-committee within the Division.

9.12.2 Each Division must forward annually to the National Treasurer a copy of its annual financial statement.

9.12.3 The annual financial statement of a Division does not need to be audited unless the Council Management Committee resolves that it must be audited.

9.12.4 Any reports and annual financial statements which are due in the same year as the Biennial General Meeting of the Society, must reach the National Secretary at least thirty (30) calendar days prior to the date appointed for such Biennial General Meeting.

10. BIENNIAL GENERAL MEETINGS OF THE SOCIETY

10.1 The Society must hold a Biennial General Meeting on even years.

10.2 The Biennial General Meeting must take place by no later than the 31st of May of that year.

10.3 The provisions relating to “Procedures at General Meetings of the Society” and “Notices”, as provided for in this Constitution, will apply, *mutatis mutandis*, to the Society’s Biennial General Meetings.

10.4 Notwithstanding anything to the contrary contained in this Constitution, the agenda for any Biennial General Meeting and any notices of motion to be considered at such Biennial General Meeting may be delivered to the members at least twenty-one (21) calendar days before the date of the meeting.

10.5 The business of each Biennial General Meeting must include:

10.5.1 The National President’s report on the activities of the Society;

10.5.2 The consideration of the Society’s audited Annual Financial Statements for the preceding two (2) financial years;

10.5.3 The approval of the Society’s biennial budgets;

- 10.5.4 The appointment of the Society's Auditors.
- 10.6 The Council may include such other business on the agenda which it deems necessary.
- 10.7 A notice of motion to be considered by the Society at its Biennial General Meeting may be given by any Divisional Management Committee or group of six (6) or more corporate members, provided that such notice of motion is in writing, signed by a duly authorised representative and is delivered to the National Secretary at least thirty (30) calendar days prior to the meeting.
- 10.8 The Council may determine the manner of dealing with any business deferred at any Biennial General Meeting.

11. PROCEDURES AT GENERAL MEETINGS OF THE SOCIETY

- 11.1 The National President will chair all General Meetings.
- 11.2 If the National President is not present within fifteen (15) minutes after the appointed time of the meeting, the National Vice-President will chair such meeting.
- 11.3 If both the National President and the National Vice-President are absent, the members present at the General Meeting must elect a Chairperson for that meeting who is a corporate member.
- 11.4 The quorum for General Meetings of the Society will be fifty-one percent (51%) of all the corporate members of the Society.
- 11.5 If a quorum is not present within thirty (30) minutes after the appointed time of the meeting, the meeting will be adjourned for thirty (30) minutes. If no quorum is present when the meeting reconvenes, the members who are present or represented by proxy will constitute a quorum for that meeting.
- 11.6 A resolution put to the vote must be decided by means of a show of hands or by ballot. A vote by ballot will be held only if demanded by not less than fifty-one percent (51%) of the corporate members who are present or represented by proxy.
- 11.7 Each member present or represented by proxy will be entitled to one (1) vote, provided that for certain decisions only corporate members may vote.
- 11.8 Except where this Constitution requires a higher threshold, questions arising will be decided by a simple majority of votes, in other words, fifty-one percent (51%). Should there be an equality of votes, the Chairperson will have a casting or second vote.
- 11.9 Proper minutes and attendance records must be kept for all General Meetings of the Society.

11.10 The minutes must be confirmed as a true record of proceedings by the next meeting of the Society and must be signed by the Chairperson.

11.11 Minutes must thereafter be kept safely and always be on hand for members to consult.

11.12 The Council may determine the manner of dealing with any business deferred at any General Meeting of the Society.

12. NOTICES

12.1 All notices in terms of this Constitution must be given to members in writing either personally, through prepaid registered post or by means of electronic communication to the address provided by the member.

12.2 The accidental omission to address any notice/s to any member/s will not invalidate the proceedings of any meeting, provided that a quorum is established for the meeting.

12.3 Any member present in person or represented by proxy at any meeting will be deemed to have received notice of such meeting.

12.4 If posted, notices will be deemed to have been received seven (7) calendar days after posting.

12.5 Unless otherwise provided for in this Constitution, all meetings of the Society must be on at least thirty (30) calendar days' notice.

12.6 All notices must stipulate the date, time and place of the meeting and the matters that will be discussed.

13. INSTITUTIONAL RELATIONSHIPS AND AFFILIATIONS

13.1 By reason of shared interests and concerns, the Society can develop institutional relationships with other organisations having the same or similar objects and concerns, as the Council may deem appropriate.

13.2 The Council may nominate one or more of its members to attend and participate in meetings and proceedings of any such institutions with which the Society establishes an affiliation or other similar relationship.

13.3 Any collaboration with other organisations must comply with any relevant laws, especially with regard to anti-competitive practices.

14. ANTI-COMPETITIVE PRACTICES

- 14.1 The Society must comply with all anti-competitive and anti-trust laws.
- 14.2 The Council must ensure that its members and the members of the Society are familiar with the provisions of the Competition Act.
- 14.3 The Society's members, office-bearers, appointed delegates and affiliates must not engage in any prohibited practices as defined in Chapter 2 of the Competition Act.
- 14.4 Generally speaking, the Competition Act prohibits any agreement between parties that substantially prevents or lessens competition unless the agreement can be justified based on technology, efficiency or other pro-competitive gains. Some agreements or practices have been prohibited outright ("per se"), without the possibility of justifying them on economic grounds. To continue with these practices, parties must apply for an exemption. The Competition Act prohibits outright any agreement or concerted practice between competitors or a decision of an industry association, which results in direct or indirect price fixing, allocation of markets between competitors or collusive tendering. The Competition Act also prohibits the setting or maintenance of minimum resale prices. Firms with an annual turnover or assets above the threshold set by the Minister (currently R5 million) which are dominant in a market are prohibited by the Competition Act from abusing their dominance or market power. The abuse of a dominant position by a firm may include excessive pricing of goods or services, denying competitors access to an essential facility, price discrimination (unjustifiably charging customers different prices for the same goods or services) and other exclusionary acts (such as refusal to supply scarce goods to a competitor, inducing suppliers or customers not to deal with a competitor, charging prices that are below cost so as to exclude rivals, bundling goods or services and buying up a scarce input required by a competitor).
- 14.5 Any anti-competitive practices must be reported to the Council Management Committee.

15. FINANCES AND REPORTS

15.1 Bank Account

The Council Management Committee must open a bank account in the name of the Society with a registered bank or building society.

15.2 Receipt of funds

The National Treasurer must ensure that all monies received by the Society are deposited into the Society's bank account as soon as possible after receipt of such funds.

15.3 Signing power

Cheques, promissory notes and other documents requiring signature on behalf of the Society must be signed by at least two (2) persons authorised by the Council Management Committee.

15.4 Internet banking

15.4.1 The Council Management Committee may authorise the use of internet banking facilities on the Society's bank account.

15.4.2 Only persons authorised by the Council Management Committee may access the Society's internet banking facilities and initiate electronic funds transfers.

15.4.3 All passwords and access information must be kept in the strictest confidence.

8.4 Financial year end

The financial year end of the Society will be the end of December each year.

15.5 Financial records

The Council must ensure that:

15.5.1 Proper records and books of account which fairly reflect the affairs of the Society are kept;

15.5.2 An annual narrative report of the Society's activities and an Annual Financial Statement conforming to generally accepted accounting principles are prepared for each financial year;

15.5.3 Within six (6) months after its financial year end a report is compiled by an auditor stating whether or not the financial statements of the Society are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Society has complied with the financial provisions of this Constitution; and

15.5.4 The Annual Financial Statements, annual narrative reports and annual auditor's reports must be made available to all members to inspect.

16. SYMPOSIUMS AND PUBLIC GATHERINGS

- 16.1 The Society may hold symposiums and other public gatherings provided that it complies with all relevant laws.
- 16.2 The Society may not engage in any political activities or discussions, save for making representations to any Governmental or other body in respect of existing or proposed legislation or standards relating to the dairy industry.
- 16.3 The Society must at all times uphold the values and principles enshrined in the Constitution of the Republic of South Africa, 1996 and its Bill of Rights.

17. AWARDS AND PRIZES

The Society may grant an award and/or prize to any person selected by the Council Management Committee, in its sole and absolute discretion, who has achieved academic excellence in any course in or connected with the dairy industry or who has rendered eminent service to the Society or the dairy industry or who has furthered the objectives of the Society.

18. AMENDMENTS AND DISSOLUTION

The terms of this Constitution may be amended, the name of the Society may be changed and the Society may be dissolved by a resolution of two-thirds of all the members present or represented by proxy at a General Meeting of the Society.

19. INDEMNITY

- 19.1 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Society will be indemnified by the Society for all acts done by them in good faith on its behalf.
- 19.2 Subject to the provisions of any relevant law, no member, office-bearer or appointed delegate of the Society will be liable for the acts, receipts, neglects or defaults of any other member, office-bearer or appointed delegate or for any loss, damage or expense suffered by the Society which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty or failure to exercise the degree of care, diligence and skill required by law.

20. OFFICIAL LANGUAGE

- 20.1 The official language of the Society will be English.
- 20.2 Any person requesting a copy of the Society's Constitution or any other document in any other language will be liable for such translation costs.