

# CONSTITUTION



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# AGRI WES-CAPE

## CONSTITUTION AND REGULATIONS

### 1. NAME

The name of the organisation is Agri Wes-Cape, a legal entity with the power, in own right, to:

- 1.1 Own, purchase or otherwise acquire, or to sell, rent or let, pawn and/or encumber in any other way, or to offer or take as surety, and/or alienate or dispose of in any other way, or to obtain or give any right *in rem* or other right thereon, and in general, enter into any legal action in respect thereof;
- 1.2 Lend out and/or in any other way whatsoever invest any funds or monies, with or without security and on such conditions as may be decided from time to time;
- 1.3 Borrow and take up money, and to secure and incur loans of any kind and provide such security as may be necessary for such loans;
- 1.4 Open bank accounts and to draw or overdraw on such accounts;

- 1.5 Where necessary, guarantee the obligations of any person or legal entity or to stand surety for them and to sign and incur surety and/or security bonds;
- 1.6 Institute and defend legal action and to subject any dispute to arbitration and, in respect of such legal action or arbitration proceedings or judicial inquiries, appoint and remunerate the necessary legal counsel and/or experts;
- 1.7 Appoint or employ any person or organisation to conduct its operations or business, with such powers and on such conditions in terms of remuneration and otherwise as may be determined from time to time;
- 1.8 Pay honoraria and allowances to directors, committee members and staff for services rendered;
- 1.9 Compensate directors and employees for any loss or damages suffered by them in the course of their duties;
- 1.10 Join any retirement scheme to the benefit of its employees;
- 1.11 Support financially any cause, the promotion of which is included in the objectives mentioned hereinafter;
- 1.12 Accept and receive gifts and/or contributions of any nature;

1.13 Do everything necessary to give effect to the above-mentioned powers and the objectives mentioned hereinafter; and

1.14 Affiliate with Agri SA.

## **2. OBJECTIVES**

2.1 With a view to co-ordinated policy-making, to organise the agricultural and rural communities within the Western Cape region, together with the agribusiness sector and agricultural commodities in this area, into a united agricultural front so that they can speak with one voice on matters of general as well as specific interest.

2.2 To co-operate with other sectors to promote a stable and sound national economy, with full cognisance of the interests and needs of the country as a whole.

2.3 Where necessary, to communicate the co-ordinated views of the agricultural industry and rural communities in the Western Cape Province to the relevant authorities at national, provincial and local level, or to Agri SA, and to co-operate with them in promoting the welfare of the agricultural industry and that of rural communities by addressing existing problems and striving for the necessary legislation.

- 2.4 To promote agricultural co-ops and agribusinesses in general.
- 2.5 To keep agricultural producers in the region informed on all matters affecting their particular branch of the sector, their general interests as well as agriculture, within the general framework of the national economy.
- 2.6 To strive for the systematic development of the agricultural industry, including the conservation and sustainable utilisation of natural agricultural resources.
- 2.7 Through collective action, to ensure the creation of the necessary facilities and services for the agricultural and rural community and, for this purpose, organise the agricultural and rural communities in the region.
- 2.8 To strive constantly to facilitate the best possible understanding between agricultural producers and consumers and to propagate this objective.
- 2.9 To strive for the development of a sound agricultural economy in South Africa.
- 2.10 With a view to achieving the above objectives --

2.10.1 as far as possible, conduct business in the appropriate official languages of the Western Cape Province; and

2.10.2 to treat all matters solely on merit.

2.11 To do all such things which, in the opinion of the annual congress or the Board of Directors, have a bearing on or may be conducive to the achievement of the above objectives, or are in the direct or indirect interests of the agricultural sector.

2.12 In accordance with the following procedures and via the relevant authority structures of Agri Wes-Cape, to pay appropriate tribute to persons who had provided outstanding service to the organisation and/or to agriculture: Provided that, unless stated otherwise, it does not endow such person with any rights in terms of this Constitution:

2.12.1 The annual congress may, on the recommendation of the Board of Directors, present an outgoing or retired President with an honorary presidency, in which case such honorary president shall be entitled to attend annual congresses at own cost and without having the rights of a delegate; and

2.12.2 The Annual Congress may, on the recommendation of the Board of Directors, present any person or organisation with an honorary award in the form of an illuminated address for outstanding service rendered to the organisation or to agriculture: Provided that the Board of Directors is authorised to limit the number of such awards presented annually.

2.13 Agri Wes-Cape's objectives do not include a profit motive. The funds at its disposal shall be used solely to promote its objectives or for investment and no funds or profits may be divided among members or other persons.

2.14 The organisation may not be involved in any trade activity or other activities aimed at profit-making, or participate in the business, professional or career activities of any of its constituent members and/or their affiliated members, or furnish them with any financial aid, premises, ongoing services or facilities required by them to conduct a business or practise a profession.

2.15 Funds available for investment shall only be invested with registered financial institutions, as defined in section 1 of the Financial Institutions Act (Investment of Funds), 1984, and in shares listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).

### **3. MEMBERSHIP**

#### **3.1 Constituent members**

The following agricultural organisations functioning in the Western Cape Province are constituent members of Agri Wes-Cape:

3.1.1 Agri Wes-Cape General Affairs Chamber;

3.1.2 Agri Wes-Cape Business Chamber; and

3.1.3 Agri Wes-Cape Commodity Chamber.

#### **3.2 Autonomy of constituent members**

Each constituent member shall have full autonomy within its own sphere: Provided that:

3.2.1 All matters that also affect other interests or constituent members, or appear to have wider application after discussion thereof, shall be referred to Agri Wes-Cape for co-ordination and further action; and

3.2.2 Should a constituent member, after following the procedure mentioned in sub-clause 3.2.1, find it impossible to agree

with the majority, such member shall have the right to submit their views to any organisation.

### **3.3 Requirements for membership**

3.3.1 Each constituent member shall annually submit a declaration to Agri Wes-Cape regarding the composition and membership of its affiliated members.

### **3.4 Membership fees**

3.4.1 Membership fees, as determined by the Board of Directors, shall be payable annually to Agri Wes-Cape by its constituent members.

### **3.5 Termination of membership**

3.5.1 Any constituent member that decides to terminate its membership of Agri Wes-Cape, shall give notice of such termination in writing at the beginning of Agri Wes-Cape's financial year. Should it fail to do so, such member shall be considered a constituent member for that year.

3.5.2 The Board of Directors may terminate the membership of any constituent member which constantly fails to meet its financial obligations or to comply with the conditions of

membership: Provided that –

3.5.2.1 The Board of Directors may, at an ordinary meeting, decide to place the matter on the agenda of the next meeting;

3.5.2.2 The relevant member shall be given written notice of such decision; and

3.5.2.3 Two thirds of the Board members present at the second meeting vote per closed ballot for such termination of membership.

3.5.3 A member which resigns or whose membership is terminated shall -

3.5.3.1 with effect from the date of termination of membership, forfeit all rights and privileges relating to membership of Agri Wes-Cape, as well as all interest in the financial affairs or property of, or say in the affairs of Agri Wes-Cape; and

3.5.3.2 be liable for all outstanding fees until the end of the relevant financial year.

### 3.6 **Other affiliates**

Other affiliates within organised agriculture may only affiliate if:

3.6.1 There is not already a constituent member representing the relevant interest group within Agri Wes-Cape; and

3.6.2 The relevant agreed-upon affiliation fee, as determined by the Board of Directors and ratified by the congress, has been paid in full.

## 4. **MANAGEMENT AND AUTHORITY**

### 4.1 **Annual Congress**

Within the structure of organised agriculture in the Western Cape region, the highest authority shall be vested in Agri Wes-Cape's Annual Congress.

#### 4.1.1 **Composition**

4.1.1.1 The Board of Directors;

4.1.1.2 The Chairman, Vice Chairman and Executive of the Agri Wes-Cape General Affairs Chamber;

4.1.1.3 Representatives of agricultural associations and district agricultural associations, calculated as follows:

Agricultural associations:

Fewer than 50 members	-	1 delegate
50 - 99 members	-	2 delegates
100 - 149 members	-	3 delegates
150 and more members	-	4 delegates

District agricultural associations:

50 - 99 members	-	2 delegates
100 - 199 members	-	3 delegates
200 - 299 members	-	4 delegates
300 - 399 members	-	5 delegates
400 and more members	-	6 delegates

- provided that a district agricultural association's number of delegates may, in special circumstances, with the approval of the Executive and bearing in mind the provisions of sub-clause 5.2.1.2, be equal to its number of constituent agricultural associations;

4.1.1.4 Representatives of the Provincial Farm Worker Association, the *Vroue Landbou-unie van*

*Kaapland (VLVK)* and the Cape of Good Hope Agricultural Society, calculated as follows:

15 - 200 members - 1 delegate

More than 200 members - 2 delegates

4.1.1.5 The Chairman of every functional committee of the Agri Wes-Cape General Affairs Chamber or another member nominated by the relevant committee;

4.1.1.6 One delegate per organisation as contemplated in 5.2.1.5 and 5.2.1.6;

4.1.1.7 The Executive of the Agri Wes-Cape Business Chamber; and

4.1.1.7.1 One delegate for each affiliated member of the Agri Wes-Cape Business Chamber;

4.1.1.7.2 Members of the Agri Wes-Cape Business Chamber Executive if they are not already delegates in terms of sub-clause 4.1.1.7.1; and

4.1.1.7.3 The Chairmen of all functional committees of the Agri Wes-Cape Business Chamber if they are not already delegates in terms of sub-clause 4.1.1.7.1 or 4.1.1.7.2.

4.1.1.8 The Executive of the Agri Wes-Cape Commodity Chamber and one representative of each commodity organisation that qualifies for membership of the Commodity Chamber in terms of clause 7.2: Provided that, with regard to executive members of the organisations mentioned in sub-clauses 4.1.1.2, 4.1.1.7 and 4.1.1.8 who already serve on the Board of Directors, the relevant organisation(s) may nominate other delegates in their place for the annual congress.

#### 4.1.2 Quorum

A quorum for the annual congress shall consist of more than two-fifths of the number of delegates nominated to attend the congress: Provided that, for this purpose, the number of members shall be calculated according to the number of votes they received in terms of sub-clause 4.1.3.4.2.

### 4.1.3 Rules for the Annual Congress

#### 4.1.3.1 General

4.1.3.1.1 An annual congress shall be held annually within six months after the end of the organisation's financial year;

4.1.3.1.2 The date, time and venue of the annual congress shall be determined by the Board of Directors;

4.1.3.1.3 The date of the annual congress shall be determined by the Board of Directors at least three months in advance;

4.1.3.1.4 The Managing Director of Agri Wes-Cape shall, at least 60 days before the date on which the annual meeting is to take place, inform each member of the Board of Directors and all affiliated members, committees and internal commodity organisations of each constituent member referred to in sub-clauses 4.1.1.2, 4.1.1.7 and 4.1.1.8, of such date, time and venue.

4.1.3.1.5 Each constituent member's affiliated members and internal commodity organisations shall, before such requested date, provide a list of names and addresses of its delegates to the Managing Director, and also pay over any outstanding membership fees to Agri Wes-Cape.

#### 4.1.3.2 Special congress

The Chairman may at any time, and shall, when the majority of a legally constituted Board meeting requires it, convene a special congress: Provided that proper notice, accompanied by particulars of the purpose of the congress, shall in any case be posted to each member of the Board of Directors, the executives and all affiliated members, committees and internal commodity organisations of each constituent member of Agri Wes-Cape, at least 30 days before the date on which the congress is to be held.

#### 4.1.3.3 Points and matters for discussion

4.1.3.3.1 Affiliated members, committees and internal commodity organisations of constituent members shall be entitled to submit one discussion point to the Board of Directors for consideration, finalisation and/or inclusion in the agenda of the annual congress: Provided that the Board of Directors shall make the final decision regarding the composition of

the agenda for the annual meeting, and  
for this purpose -

4.1.3.3.1.1 all discussion points shall  
be referred to an Agenda  
Committee appointed by  
the Board of Directors;

4.1.3.3.1.2 such Agenda Committee  
shall co-ordinate the  
discussion points and,  
subject to final approval by  
the Board of Directors,  
decide on the agenda for  
the congress;

4.1.3.3.1.3 where a discussion point is  
included in a combined  
proposal, the relevant  
affiliate shall reserve the  
right to submit its original  
proposal separately if it so  
prefers; and

4.1.3.3.1.4 the relevant affiliated  
members shall be provided

with detailed information regarding a discussion point not included in the congress agenda.

4.1.3.3.2 Except for the number of discussion points mentioned in sub-clause 4.3.1.3.3.1, affiliated members shall be entitled to refer any number of points to the Board of Directors for consideration, finalisation or submission to congress.

4.1.3.3.3 Matters referred to in sub-clause 4.1.3.3.1 shall reach the Managing Director of Agri Wes-Cape at least thirty (30) days before the date of the annual congress or on a date as indicated in the “Notice of the Annual Report”. No other matters from constituent members shall be considered for the agenda of the annual congress without requesting and obtaining the approval of the annual congress in advance and provided that the President of Agri Wes-Cape shall decide at what point during the annual

congress any such additional matters may be discussed.

4.1.3.3.4 The annual congress shall deal with all matters referred to it, including consideration of the financial statements and the appointment of an auditor.

#### 4.1.3.4 Voting

Voting at all annual congresses and special congresses of Agri Wes-Cape shall take place by show of hands: Provided that -

4.1.3.4.1 the President may decide that voting on a particular matter should take place per closed ballot, and shall rule thus should at least ten (10) of the voting members present require it.

4.1.3.4.2 delegates representing more than one of the executives, organisations, associations or committees referred to in sub-clauses 4.1.1.2, 4.1.1.3, 4.1.1.4, 4.1.1.5, 4.1.1.6, 4.1.1.7 and 4.1.1.8, shall be entitled to an agreed-upon number of

votes in all cases where voting takes place per closed ballot.

#### 4.1.3.5 President

The President, or in his absence, the Vice President, shall act as chairman of the annual congress or a special congress. The President shall have both an ordinary and a deciding vote, except in the event of a tie of votes, in which case election of a person shall be determined by casting lots. The President shall also rule on the sequence of matters dealt with during the annual congress or a special congress.

#### 4.1.3.6 Time limits

The Agenda Committee of the Executive shall determine the time limit for speakers: Provided that the congress may decide to allow a speaker a longer speaking time.

#### 4.1.4 Regional congresses

Regional congresses shall be held annually within the Western Cape region according to arrangements as

approved by the Board of Directors: Provided that, where applicable, the congress arrangements as mentioned in sub-clauses 4.1, 4.1.2 and 4.1.3.4.1 shall also apply to regional congresses, unless the Board of Directors makes alternative arrangements in this regard for a particular series of regional congresses, and provided further that the Board of Directors may, in extraordinary circumstances, grant approval for a regional congress / regional congresses not to be held in a certain year.

## **4.2 Board of Directors**

The affairs of the organisation shall be managed by the Board of Directors which, for this purpose, shall have the power to determine policy and supervise financial and accounting responsibilities.

No person who is a member of, or who at the time the election of the Board of Directors makes himself available as candidate for election to the Provincial Legislature or Parliament, may serve on the Board of Directors.

### **4.2.1 Composition**

The Board of Directors shall consist of:

4.2.1.1 The President and Vice President van Agri Wes-Cape;

4.2.1.2 Three members nominated by the Agri Wes-Cape General Affairs Chamber;

4.2.1.3 Three members nominated by the Agri Wes-Cape Business Chamber;

4.2.1.4 Three members nominated by the Agri Wes-Cape Commodity Chamber representing each of the following three commodity organisation groupings affiliated with the Chamber, namely horticulture, field crops and animal production;

4.2.1.5 A maximum of three members co-opted by the Board of Directors, with full voting rights, on the basis of their expertise in a specific field; and

4.2.1.6 The Managing Director of Agri Wes-Cape.

#### 4.2.2 Alternative directors

The constituent organisations shall also nominate alternative directors for those nominated in terms of sub-clauses 4.2.1.2, 4.2.1.3 and 4.2.1.4.

#### 4.2.3 Quorum

A quorum for a meeting of the Board of Directors shall consist of one more than half the number of members, as represented by the directors and alternative directors.

#### 4.2.4 Meetings

The Board of Directors shall meet at least twice a year: Provided that the Chairman of the Board may decide to call more meetings, and the Chairman shall be compelled to convene a meeting should at least two thirds of the Board members request such a meeting.

#### 4.2.5 Powers and duties

Subject to the control and general policy of the organisation, the Board of Directors shall have all the powers and duties described in clause 1 of this Constitution and may, at its own discretion, delegate such powers to ensure that everything necessary is done to achieve the objectives listed in clause 2, and for this purpose shall -

4.2.5.1 deal with all matters referred to it by the constituent members and carry out their instructions;

- 4.2.5.2 appoint a Managing Director and delegate the necessary powers to such managing Director;
- 4.2.5.3 appoint an Executive Committee as well as functional committees, as may be needed for specific purposes; delegate powers to such committees, and compile household rules for them;
- 4.2.5.4 nominate Agri Wes-Cape representatives for the General Council and the General Affairs Chamber of Agri SA, as well as delegates to the Agri SA Congress;
- 4.2.5.5 make provision for the appointment of trustees when Agri Wes-Cape wishes to establish a trust fund and shall determine procedures for the employment of such funds;
- 4.2.5.6 approve a code for payment of the subsistence and travel costs of Board members, representatives serving on functional committees, delegations, officials, etc.;

4.2.5.7 according to sub-clause 1.8, pay the Chairman and Vice Chairman such annual allowances as deemed necessary;

4.2.5.8 from time to time, determine where the head office of Agri Wes-Cape should be situated;

4.2.5.9 submit to every annual congress a report on its activities, together with duly audited financial statements for the preceding financial year or years, as well as a budget(s) for the following financial year or years;

4.2.5.10 appoint and remunerate auditors;

4.2.5.11 maintain an organisation for the effective execution of its function, and for this purpose -

4.2.5.11.1 acquire or rent suitable office accommodation and procure the necessary office furniture;

4.2.5.11.2 appoint such staff as deemed necessary at salaries to be decided on, and subject to such conditions as deemed desirable;

4.2.5.11.3 make provision for the indemnification for its senior officials;

4.2.5.11.4 make provision for accident and other insurance for senior officials and members of the Board in the execution of their duties;

4.2.5.11.5 make provision for medical and retirement benefits for its staff and pay a portion of the premiums with Agri Wes-Cape's funds; and

4.2.5.11.6 take such other steps as may be necessary to maintain an effective agricultural organisation within the Western Cape region.

### **4.3 Executive Committee**

#### **4.3.1 Composition**

The Executive Committee shall consist of:

4.3.1.1 the President, Vice President and two additional members appointed by the Board of Directors: Provided that all the constituent members of Agri Wes-Cape shall be represented in the Executive Committee; and

4.3.1.2 persons co-opted by the Board of Directors or by the President of Agri Wes-Cape for specific meetings, which co-opted persons shall have no voting rights.

#### 4.3.2 Meetings

The President of Agri Wes-Cape may at any time convene a meeting of the Executive Committee.

#### 4.3.3 Quorum

A quorum for the Executive Committee shall consist of one more than half of the number of voting members.

#### 4.3.4 Powers and duties

The Executive Committee shall be accountable to the Board of Directors and shall exercise and perform such powers and duties as may be delegated or entrusted to it from time to time by the Board of Directors.

#### 4.3.5 Substitutes

In the absence of a director, the relevant alternative director shall attend the Executive Committee meeting.

### **4.4 President and Vice President**

4.4.1 The delegates to the Agri Wes-Cape Annual Congress, as composed in terms of sub-clauses 4.1.1.1 to 4.1.1.8, shall elect, by an absolute majority of the number of votes cast by voting members present, a Chairman and Vice Chairman from among the delegates at the congress. Such Chairman and Vice Chairman shall serve until after the first annual congress following the congress at which

they were elected: Provided that, at such elections, the voting members shall nominate and vote per closed nomination and voting ballot, and that the following rules shall apply:

4.4.1.1 All nominees shall be placed on a candidate list;

4.4.1.2 If more than one person is nominated, voting shall take place and, if a candidate secures an absolute majority, he or she shall be declared elected;

4.4.1.3 If no person secures an absolute majority, the three (3) persons with the highest number of votes shall be placed on the candidate list for a further vote: Provided further that -

4.4.1.3.1 if the difference in the number of votes between the person who comes second and the person who comes third, is greater than the total number of votes in favour of the third, only two (2) candidates shall appear on the candidate list; and

4.4.1.3.2 if, in the second vote, no candidate secures an absolute majority to be

declared elected, the one with the least votes shall be omitted (a tie shall be decided by casting lots).

4.4.2 In the event that the position of President becomes vacant, the Vice Chairman shall fill the position of Chairman until the next annual congress.

4.4.3 Where the position of Vice Chairman becomes vacant, the Board of Directors shall at its first meeting elect a Vice Chairman from its own ranks for the remainder of the term.

4.4.4 In the absence of the President, the Vice President shall be vested with all the powers of the President and shall act as chairman at meetings. Should both be absent, the meeting shall choose its own chairperson for that meeting.

4.4.5 The President and Vice President shall be *ex officio* members of each functional committee of Agri Wes-Cape, but the decision whether or not they wish to attend such meeting shall rest with them.

4.4.6 The procedure at meetings and discussions shall be at the discretion of the person who chairs the meeting. His/her decision shall be final, except that it could be set aside by a majority decision adopted at the meeting.

4.4.7 In all matters of an urgent nature, the President (and in his absence, the Vice President) shall, where possible and depending on circumstances, after consultation with the Vice President and/or the Chairman of the Agri Wes-Cape Business Chamber and/or the Agri Wes-Cape General Affairs Chamber and/or the Agri Wes-Cape Commodity Chamber, act in the best interest of Agri Wes-Cape: Provided that he shall, depending on the circumstances -

4.4.7.1 report to the subsequent meeting of the Executive Committee and/or the Agri Wes-Cape Business Chamber and/or the Agri Wes-Cape General Affairs Chamber and/or the Agri Wes-Cape Commodity Chamber; and

4.4.7.2 have the right, at his discretion, to secure the opinions of any constituent member or functional committee of Agri Wes-Cape, per letter, telephone, fax or in any other manner.

4.4.8 The President may, at his discretion, invite or allow representatives of other organisations or any person or persons, to attend the annual congress and meetings of the Board of Directors or any functional committee, and to

participate in discussions. Such persons, however, shall have no voting rights at such meetings.

4.4.9 The President shall have the right to co-opt any person to an *ad hoc* committee for a specific purpose.

4.4.10 The President and Vice President, respectively, shall be the representative and the substitute for the representative of Agri Wes-Cape in Agri SA's General Council.

4.4.11 In the event that the President or the Vice President is elected as President or Vice President of Agri SA, or as Chairman of the Agri SA Business Chamber (and therefore already serves in one of those capacities within the General Council), the Board of Directors shall nominate another representative to serve in the General Council.

#### **4.5 Honorary President**

An Honorary President shall -

4.5.1 be elected by Congress on the recommendation of the Board of Directors: Provided that recommendations may be made in this regard to the Board of Directors by the Executive of the Agri Wes-Cape General Affairs Chamber,

the Business Congress or the Executive of the Commodity Chamber;

4.5.2 irrespective of any other provision in this Constitution, be entitled to attend the Agri Wes-Cape Annual Congress and Executive meetings of the Agri Wes-Cape General Affairs Chamber, the Commodity Chamber and the Business Chamber or congress, at own cost;

4.5.3 be entitled to participate in discussions at the meetings mentioned in sub-clause 4.5.2 but shall not be able to vote or to submit or second proposals, and for purposes of a quorum shall not be deemed a member of any congress or executive; and

4.5.4 be entitled to receive all official documents of Agri Wes-Cape.

## **SERVICE STRUCTURE FOR GENERAL AGRICULTURAL AFFAIRS**

### **5. THE AGRI WES-CAPE GENERAL AFFAIRS CHAMBER**

#### **5.1 Purpose**

The purpose of the Agri Wes-Cape General Affairs Chamber, in terms of all relevant provisions of the Agri Wes-Cape Constitution

and bearing in mind the provision in the Constitution relating to service structures for agribusiness (clause 6) and agricultural commodities (clause 7), shall be to form a organisation representative of leaders of general agricultural commodity organisations in the Western Cape region.

## **5.2 Membership**

### **5.2.1 Affiliated members**

Any of the following agricultural organisations functioning within the Western Cape region, which applies in writing for membership according to sub-clause 5.2.2 and whose application is approved by the Executive of the Agri Wes-Cape General Affairs Chamber, may become affiliated members of the Agri Wes-Cape General Affairs Chamber:

5.2.1.1 An agricultural association on behalf of which a district agricultural association is not affiliated and which, in the opinion of the Executive, is representative of the farmers and rural community within its service area, and which pays the requisite affiliation fee to the Agri Wes-Cape General Affairs Chamber on behalf of its members;

5.2.1.2 A district agricultural association, composed of agricultural associations not directly affiliated with the Agri Wes-Cape General Affairs Chamber and of which the total membership on whose behalf the requisite affiliation fees are paid to the Agri Wes-Cape General Affairs Chamber, is at least fifty (50), and subject to such district agricultural association being affiliated on behalf of all its constituent agricultural associations with the Agri Wes-Cape General Affairs Chamber: Provided that, subject to sub-clause 5.2.1.1, a constituent agricultural association of a district agricultural association affiliated with the Agri Wes-Cape General Affairs Chamber may indeed, under special circumstances and with the approval of the other constituent agricultural associations, apply to the Agri Wes-Cape General Affairs Chamber for direct affiliation;

5.2.1.3 The Provincial Farm Worker Association;

5.2.1.4 The Cape of Good Hope Agricultural Society;

5.2.1.5 Junior agricultural associations at educational and training institutions in the Western Cape region;  
and

5.2.1.6 Other agriculture-related organisations (e.g. the VLKV) as approved by the Executive.

5.2.2 Application for membership

5.2.2.1 Any organisation mentioned in sub-clause 5.2.1 which wishes to affiliate with the Agri Wes-Cape General Affairs Chamber shall apply formally in writing to the Agri Wes-Cape General Affairs Chamber for such affiliation, and shall submit the following:

- i) A declaration of the number of members;
- ii) A copy of its constitution; and
- iii) A declaration to the effect that the relevant organisation subscribes to the Agri Wes-Cape Constitution.

5.2.2.2 Before any organisation is accepted as a member, the Executive may request any other information from the relevant organisation and may deny it membership without giving reasons.

5.2.2.3 Where a district agricultural association or an agricultural association, which is established in an area that was previously served by another affiliated district agricultural association or agricultural association, applies for membership, the Executive shall first consult the existing affiliated district agricultural association or agricultural association before membership is approved.

5.2.2.4 Where any affiliated member, after its application for membership had been approved, wishes to change the name of the organisation, its objectives or requirements for membership, the Agri Wes-Cape General Affairs Chamber shall be informed in writing of the proposed amendments and later also of such final amendments.

### 5.2.3 Autonomy of affiliated members

Each affiliated member shall have full autonomy within its own sphere of interest: Provided that -

5.2.3.1 all matters that also affect other interests or affiliated members, or which appear to be of broader application after discussion, shall be

referred to the Agri Wes-Cape General Affairs Chamber for co-ordination and further action: and

5.2.3.2 should an affiliated member, after following the procedure mentioned in sub-clause 5.2.3.1, find it impossible to agree with the majority, such member shall have the right to submit its views to any organisation.

#### 5.2.4 Requirements for membership

5.2.4.1 Each affiliated member shall annually provide the Agri Wes-Cape General Affairs Chamber with a declaration quantifying its membership; and

5.2.4.2 The Executive may also determine special categories of membership, affiliation fees payable and benefits for such affiliated members, and review them as necessary.

#### 5.2.5 Membership fees

5.2.5.1 Agricultural associations and district agricultural associations

Agricultural associations and district agricultural associations may only affiliate if the relevant affiliation fees as determined by the Agri Wes-Cape General Affairs Chamber Executive and ratified by the congress have been paid in full.

5.2.5.2 The Cape of Good Hope Agricultural Society, the *Vroue Landbouvereniging van Kaapland (VLVK)* and agriculture-related organisations contemplated in sub-clause 5.2.1.6

The basis on which the affiliation fees of the above-mentioned organisations are calculated shall be determined by the Agri Wes-Cape General Affairs Chamber Executive and ratified by the congress.

5.2.5.3 Junior agricultural associations

Junior agricultural associations shall pay no affiliation fees.

## 5.2.6 Termination of membership

5.2.6.1 Any affiliated member which decides to terminate its membership of the Agri Wes-Cape General

Affairs Chamber shall submit its resignation in writing within three months after the beginning of the Agri Wes-Cape General Affairs Chamber's financial year. Should it fail to do so, it shall be regarded as an affiliated member for that year.

5.2.6.2 The Executive may terminate the membership of any member which constantly fails to meet its financial obligations or to comply with the conditions of membership: Provided that -

5.2.6.2.1 the Executive shall decide at an ordinary meeting to place the matter on the agenda of the next meeting;

5.2.6.2.2 the relevant members shall be given written notice of such decision; and

5.2.6.2.3 two thirds of the members present at the second meeting vote per closed ballot in favour of termination of membership.

5.2.6.3 A member that resigns or whose membership is terminated shall -

5.2.6.3.1 as from the date of termination of membership, forfeit all rights and privileges relating to membership of the Agri Wes-Cape General Affairs Chamber, as well as all interests in the financial affairs or property of, and all say in the affairs of the Agri Wes-Cape General Affairs Chamber; and

5.2.6.3.2 be liable for all outstanding fees up to the end of the relevant financial year.

### **5.3 The Executive and Authority**

#### **5.3.1 The Executive**

Within the structure of the general agricultural organisation in the Western Cape Province the highest authority shall be vested in the Executive of the Agri Wes-Cape General Affairs Chamber.

No person who is a member or who, at the time of electing the Executive, makes him/herself available as a candidate for election to a Provincial Legislature or Parliament, may serve in the Executive;

### 5.3.1.1 Composition

The Executive shall consist of:

5.3.1.1.1 The Chairman and Vice Chairman;

5.3.1.1.2 Fifteen (15) members with substitutes, each of whom had been elected in advance by the affiliated members in each area of the Western Cape Province – as defined from time to time by the congress of the Agri Wes-Cape General Affairs Chamber and approved by the relevant regional congress;

5.3.1.1.3 One member nominated by the *Vroue Landbouvereniging van Kaapland* (VLVK); and

5.3.1.1.4 One member nominated by the Provincial Farm Worker Association.

#### 5.3.1.2 Quorum

A quorum for an Executive meeting shall consist of one more than half the number of representatives in the Executive.

#### 5.3.1.3 Meetings

The Executive shall meet at least twice a year: Provided that the Chairman or the Executive may decide to meet more often and the Chairman shall also convene a meeting at the request of at least five affiliated members.

#### 5.3.1.4 Powers and duties

Subject to the control and general policy of the Agri Wes-Cape congress, the Executive shall execute and perform all its powers and duties by, among others, delegating such powers and duties, at its own discretion, to ensure that everything necessary is done to achieve the objectives contemplated in clause 2 of the Constitution, and to this end, shall –

5.3.1.4.1 deal with all matters referred to it by the Agri Wes-Cape Annual Congress or Board of Directors;

5.3.1.4.2 deal with all decisions adopted by the congress and other matters as submitted by affiliated members;

5.3.1.4.3 appoint such functional committees as deemed necessary for specific purposes, delegate powers to them and compile household rules for them;

5.3.1.4.4 attend the annual congress of Agri Wes-Cape as delegates and, where necessary, also appoint substitutes for this purpose;

5.3.1.4.5 bearing in mind sub-clause 5.3.5.10, nominate three directors to serve on Agri Wes-Cape's Board of Directors as well as three alternative directors;

5.3.1.4.6 approve a code for paying subsistence and travel costs of members of the Executive and representatives in

functional and other committees, delegates, officials, etc.

5.3.1.4.7 pay the Chairman and Vice Chairman such annual allowances as deemed necessary;

5.3.1.4.8 submit to every congress of Agri Wes-Cape a report on its activities, together with an income and expense statement of the Agri Wes-Cape General Affairs Chamber for the previous financial year as part of the audited financial statements of Agri Wes-Cape, as well as a budget for the next financial year for purposes of determining the affiliation fees of agricultural associations: Provided that the Agri Wes-Cape General Affairs Chamber shall decide on the application or reservation of its surpluses after expenses, but shall also accept liability for own shortfalls;

5.3.1.4.9 maintain an organisation for the effective execution of its functions, and for this purpose shall -

5.3.1.4.9.1 acquire or rent suitable office accommodation and purchase the necessary office furniture;

5.3.1.4.9.2 acquire management, administrative, organisational and consultation services from Agri Wes-Cape or any other organisation or person, and shall pay for such services in consultation with the affiliated members; and

5.3.1.4.9.3 take such other steps as deemed necessary for maintaining an effective general agricultural organisation within the Western Cape region.

## 5.3.2 Executive Committee

### 5.3.2.1 Composition

The Executive Committee shall consist of:

5.3.2.1.1 the Chairman and the Vice Chairman;

5.3.2.1.2 two additional members appointed by the Executive; and

5.3.2.1.3 persons co-opted by the executive, the Executive Committee or the Chairman of the Agri Wes-Cape General Affairs Chamber for special meetings, which co-opted persons shall have no voting rights.

#### 5.3.2.2 Substitutes

The Executive shall appoint substitutes for members or co-opted members of the Executive Committee.

#### 5.3.2.3 Meetings

The Chairman of the Agri Wes-Cape General Affairs Chamber may at any time convene a meeting of the Executive Committee.

#### 5.3.2.4 Quorum

A quorum for the Executive Committee shall consist of one more than half the number of voting members.

#### 5.3.2.5 Powers and duties

The Executive Committee shall be accountable to the Executive and shall exercise and perform such powers and duties as delegated or entrusted to it by the Executive from time to time.

### 5.3.3 Chairman and Vice Chairman

5.3.3.1 After the election of the President and Vice President of Agri Wes-Cape, the General Affairs Chamber delegates to the Agri Wes-Cape annual congress shall elect, in terms of sub-clauses 4.1.1.2 to 4.1.1.6 and on the basis of an absolute majority of votes cast by voting members present at the congress convened specifically for this purpose, a Chairman and Vice Chairman for the General Business Chamber from among delegates at the congress. Such Chairman and Vice Chairman shall serve until after the congress

following the one at which they were elected:  
Provided that nomination and voting for such elections shall take place per closed ballot and that the following rules shall apply:

5.3.3.1.1 All nominees shall be placed on a candidate list.

5.3.3.1.2 If more than one person is nominated, voting shall take place and if a candidate secures an absolute majority, he/she shall be declared elected.

5.3.3.1.3 If no person secures an absolute majority, the five (5) persons with the highest number of votes shall be placed on the candidate list for further voting:  
Provided that -

5.3.3.1.3.1 if the difference in the number of votes between the person who came second and the person who came third exceeds the total votes in favour of the third and all other

candidates lower down, only two (2) candidates shall appear on the candidate list, or only three (3) if a similar test is passed in respect of the gap between the third and the fourth persons, or only four (4) if a similar test is passed in respect of the gap between the fourth and the fifth person; and

5.3.3.1.3.2 if the maximum of five (5) candidates for the second vote is influenced by ties, lots shall be cast to decide who of those subject to a tie should be placed on the candidate list to make up the five for the next vote, subject to the test described in sub-clause 5.3.5.1.3 above.

5.3.3.1.4 If no candidate secures an absolute majority in the second vote in order to be declared elected, the person with the least vote (a tie to be decided by casting lots) shall be omitted, or more shall be omitted if the test described in sub-clause 5.3.5.1.3 is passed when applied to the gaps between the second and third persons or between the third and the fourth persons and a further vote is taken.

5.3.3.1.5 The date and time of the election of the Chairman and Vice Chairman shall be as per congress notice.

5.3.3.2 In the case where the position of Chairman becomes vacant, the Vice Chairman shall fill such position until after the next congress, and the Executive may in the meantime elect a Vice Chairman from own ranks for the remainder of the term.

5.3.3.3 Should the position of Vice Chairman become vacant, the Executive may from own ranks elect a Vice Chairman for the remainder of the term.

5.3.3.4 In the absence of the Chairman, the Vice Chairman shall be entrusted with all the powers of chairman and shall serve as chair at meetings. If both are absent, the meeting shall choose its own chair for that meeting.

5.3.3.5 The Chairman and Vice Chairman shall be *ex officio* members of each functional committee of the Agri Wes-Cape General Affairs Chamber, but can decide whether or not to attend such meetings.

5.3.3.6 The procedure followed at meetings and discussions shall be at the discretion of the Chairman. His/her decision shall be final, except that it may be set aside by a majority decision adopted at the meeting.

5.3.3.7 In all matters of an urgent nature, the Chairman (and in his absence, the Vice Chairman), shall, where possible and after consultation with the Vice Chairman and/or available members of the Executive Committee, act in the best interests of the Agri Wes-Cape General Affairs Chamber:  
Provided that -

5.3.3.7.1 he shall report to the next meeting of the Executive Committee; and

5.3.3.7.2 he shall have the right, depending on circumstances and at his discretion, to seek the opinion of any affiliated member or committee of the Agri Wes-Cape General Affairs Chamber, per letter, telephone, fax or in any other manner.

5.3.3.8 The Chairman may at his discussion invite or allow representatives of other organisations or any person or persons to attend meetings of the Executive or any committee and to participate in discussions. Such persons may not, however, vote under any circumstances.

5.3.3.9 The Chairman shall have the right to co-opt any person to an *ad hoc* committee for a specific purpose.

5.3.3.10 The Chairman and Vice Chairman shall be the representatives of the Agri Wes-Cape General Affairs Chamber on the Board of Directors of Agri Wes-Cape, and the Executive shall appoint one

further representative as well as three alternative directors from the ranks of both the Executive Committee and the Executive.

#### 5.3.4 Subsistence & travel costs

5.3.4.1 The Agri Wes-Cape General Affairs Chamber shall pay subsistence and travel allowances to the following persons according to the code approved in terms of sub-clause 5.3.3.4.6:

5.3.4.1.1 the Agri Wes-Cape General Affairs Chamber's Chairman and Vice Chairman and members of the Executive, for attending the Agri Wes-Cape's annual congress if they are not already delegates of affiliated members of the Chamber;

5.3.4.1.2 members of the Executive, the Executive Committee, functional committees and delegations of the Agri Wes-Cape General Affairs Chamber, when they attend meetings of the Executive, committees or discussions on behalf of

the Agri Wes-Cape General Affairs Chamber; and

5.3.4.1.3 the Chairman and Vice Chairman where they have to be present in their official capacity.

5.3.4.2 All affiliated members shall be liable for the costs of their delegates attending the Agri Wes-Cape congress.

5.3.4.3 The Executive shall decide on cases for which no provision is made in sub-clauses 5.3.7.1.1 to 5.3.7.1.3 or in respect of which disputes may arise.

#### 5.3.5 Funds and financial year

5.3.5.1 The funds of the Agri Wes-Cape General Affairs Chamber shall consist of affiliation fees and income received from other sources.

5.3.5.2 Such funds shall be deposited in a bank account in the name of Agri Wes-Cape and may only be withdrawn by way of cheques signed by persons authorised to do so by Agri Wes-Cape.

5.3.5.3 The financial year of the Wes-Cape General Affairs Chamber shall extend from May of one year to 30 April of the following year.

## **SERVICE STRUCTURE FOR AGRIBUSINESSES**

### **6. AGRI WES-CAPE BUSINESS CHAMBER**

#### **6.1 Purpose**

The purpose of the Agri Wes-Cape Business Chamber in terms of its objectives and other relevant provisions of the Agri Wes-Cape Constitution, bearing in mind the provision in the Constitution relating to service structures for general affairs (clause 5) and for agricultural commodities (clause 7), shall be to form an organisation representative of agribusinesses within the Western Cape Province.

#### **6.2 Membership**

##### **6.2.1 Affiliated members**

Co-ops, companies formed when co-ops were restructured and the groupings of such co-ops, or producer associations and companies may apply to become affiliated members of the Agri Wes-Cape Business Chamber.

## 6.2.2 Application for membership

6.2.2.1 Any organisation mentioned in sub-clause 6.2 which wishes to affiliate with the Agri Wes-Cape Business Chamber shall apply formally in writing to the Agri Wes-Cape Business Chamber, and shall submit the following:

- i) A declaration of number of members; and
- ii) A declaration to the effect that the relevant organisation subscribes to the Agri Wes-Cape Constitution.

6.2.2.2 Before accepting any organisation as a member, the Agri Wes-Cape Business Chamber may request the relevant organisation to provide any information, and may deny such organisation membership without giving reasons.

6.2.2.3 Where an organisation established for an area which had previously been served by another affiliated organisation(s), applies for membership, the Agri Wes-Cape Business Chamber shall first

consult the existing affiliated organisation(s) before membership is approved.

6.2.2.4 Where any affiliated member, after its application for membership has been approved, wishes to change the name of the organisation, its objectives or requirements for membership, the Agri Wes-Cape Business Chamber must be informed in writing of the proposed amendments and later also advised of the final amendments.

### 6.2.3 Autonomy of affiliated members

Each affiliated member shall have full autonomy within his own sphere: Provided that -

6.2.3.1 all matters which also affect other interest groups or affiliated members or which appear to have a broader application after discussion, shall be referred to the Agri Wes-Cape Business Chamber for co-ordination and further action; and

6.2.3.2 should an affiliated member, after following the procedure mentioned in sub-clause 6.2.3.1, find it impossible to agree with the majority, such

members shall have the right to submit its views independently to any organisation.

#### 6.2.4 Requirements for membership

6.2.4.1 Each affiliated member shall annually submit to the Agri Wes-Cape Business Chamber a declaration quantifying its membership.

6.2.4.2 The Agri Wes-Cape Business Chamber may also determine special categories of membership, affiliation fees payable and the benefits of such affiliated members, and review them as necessary.

6.2.4.3 For membership and organisational purposes, affiliated members shall be combined in the following groupings:

6.2.4.3.1 Agricultural trade co-ops and businesses;

6.2.4.3.2 Agri-industry co-ops and businesses;

6.2.4.3.3 Packaging co-ops and businesses;

6.2.4.3.4 Marketing co-ops and businesses; and

6.2.4.3.5 Other businesses not accommodated  
under sub-clauses 6.2.4.3.1 to 6.2.4.3.5.

#### 6.2.5 Membership fees

The basis on which the affiliation fees of affiliated organisations are calculated shall be determined by the Agri Wes-Cape Business Chamber Executive and ratified by the Agri Wes-Cape Business Congress, after which the Executive, bearing in mind the financial needs of the Agri Wes-Cape Business Chamber, shall determine and collect the membership fees of affiliated organisation: Provided that the Agri Wes-Cape Business Chamber shall decide on the application or reservation of its surpluses but shall also accept liability for its own shortfalls.

#### 6.2.6 Termination of membership

6.2.6.1 Any affiliated member that decides to terminate its membership of the Agri Wes-Cape Business Chamber shall submit its resignation in writing within three months after the beginning of the Agri Wes-Cape Business Chamber's financial year.

Should it fail to do so, it shall be regarded as an affiliated member for that year.

6.2.6.2 The Agri Wes-Cape Business Chamber may terminate the membership of any member which constantly fails to meet its financial obligations or to comply with the conditions of membership: Provided that -

6.2.6.2.1 the Agri Wes-Cape Business Chamber Executive shall at an ordinary meeting decide to place such matter on the agenda of the next meeting;

6.2.6.2.2 written notice of such decision shall be given to the relevant member; and

6.2.6.2.3 two thirds of the members present at the second meeting voted per closed ballot in favour of such termination of membership.

6.2.6.3 A member who resigns or whose membership is terminated shall -

6.2.6.3.1 as from the date of termination of membership, forfeit all rights and privileges relating to membership of the Agri Wes-Cape Business Chamber, as well as all interest in the financial affairs or property of, or say in the affairs of the Agri Wes-Cape Business Chamber; and

6.2.6.3.2 be liable for all outstanding fees up to the end of the relevant financial year.

### **6.3 The Executive and Authority**

#### **6.3.1 Business Congress**

Within the structure of the Agri Wes-Cape Business Chamber in the Western Cape Province, the highest authority shall vest in the Agri Wes-Cape Business Congress.

##### **6.3.1.1 Composition**

6.3.1.1.1 Two delegates from each affiliated member of the Agri Wes-Cape Business Chamber.

6.3.1.1.2 Members of the Executive of the Agri Wes-Cape Business Chamber if they are not already delegates in terms of sub-clause 6.3.1.1.1.

6.3.1.1.3 The Chairmen of all functional committees of the Agri Wes-Cape Business Chamber, if they are not already delegates in terms of sub-clauses 6.3.1.1.1 and 6.3.1.1.2.

#### 6.3.1.2 Congress rules

6.3.1.2.1 The Business Congress shall meet every second year during a year that no Agri SA Agricultural Business Chamber congress takes place.

6.3.1.2.2 A Special Agri Wes-Cape Business Congress or conferences of affiliated members may be held from time to time as deemed necessary by the Agri Wes-Cape Business Chamber.

6.3.1.2.3 At the written request (mentioning the purpose thereof) of five or more affiliated

members, the Agri Wes-Cape Business Chamber shall hold regional or smaller conferences of affiliated members within 60 (sixty) days after receipt of the request.

6.3.1.2.4 Only affiliated members that had paid their affiliation fees for the previous two years, or if affiliated with the Agri Wes-Cape Business Chamber for less than two years, for the full period of membership, shall be entitled to representation at the Agri Wes-Cape Business Congress, unless determined otherwise by the Executive of the Agri Wes-Cape Business Chamber before the date of the congress.

6.3.1.2.5 A delegation may represent more than one affiliated members, but not more than five.

6.3.1.2.6 Each congress delegate shall have one vote by way of a show of hands: Provided that, if voting takes place per closed ballot, each delegate shall have

one vote for each affiliated member he/she represents, and provided further that the Chairman may decide whether voting on a specific matter should take place per closed ballot, and shall rule thus if at least 10 (ten) of the delegates present prefer it.

6.3.1.2.7 Each affiliated member, functional committee and the Executive of the Cape Business Chamber shall be entitled to submit any number of discussion points for inclusion in the congress agenda: Provided that -

6.3.1.2.7.1 such discussion points reach the secretariat of the Agri Wes-Cape Business Chamber within 30 (thirty) days before the date of the Agri Wes-Cape Business Congress or, per earlier written agreement, before the meeting of the Agenda Committee. No further discussion points shall be

considered unless such permission had been requested and obtained from the congress in advance. The Chairman shall decide at what point during the congress such additional matters may be discussed; and

6.3.1.2.7.2 all discussion points shall be referred to an Agenda Committee appointed by the Executive of the Agri Wes-Cape Business Chamber, and that such Agenda Committee shall co-ordinate the discussion points and decide on the agenda for the congress, with the further proviso that such decision shall always be subject to the final decision of the Agri Wes-Cape Business Chamber Executive.

### 6.3.1.3 Powers and duties

6.3.1.3.1 The Agri Wes-Cape Business Congress shall enjoy full autonomy in purely agricultural business matters and in all matters of a household nature, and for this purpose shall issue instructions to the Executive of the Agri Wes-Cape Business Chamber.

6.3.1.3.2 The Agri Wes-Cape Business Congress may also make recommendations to the Agri Wes-Cape Board of Directors.

6.3.1.3.3 The Agri Wes-Cape Business Congress may, on the recommendation of the Agri Wes-Cape Business Chamber Executive, award an honorary chairmanship of the Agri Wes-Cape Business Congress to an outgoing or retired Chairman of the Agri Wes-Cape Business Chamber Executive, which honorary chairman shall be entitled to attend Agribusiness congresses at own cost but without the rights of a delegate.

6.3.1.3.4 The Business Congress may, on the recommendation of the Agri Wes-Cape Business Chamber Executive, present an honorary award in the form of an illuminated address to any person who had rendered outstanding service to the co-operative movement and the agribusiness sector.

6.3.1.3.5 The Business Congress shall elect -

6.3.1.3.5.1 thirteen (13) members to serve in the Business Chamber Executive until after the following Business Congress: Provided that such members shall vote per closed ballot and the respective members shall each represent one of the following business sectors within the Western Cape region as may be determined and approved by the Business Congress from time to time:

<u>Business sector</u>	<u>Number</u> _____ <u>of</u> <u>representatives</u>
Trade	4
Industry	2
Wine	3
Packaging	1
Marketing	2
Other	1

#### 6.3.1.4 Quorum

A quorum for the congress shall consist of at least one third of the number of delegates nominated: Provided that at least one third of the number of affiliated members shall be present.

#### 6.3.2 Executive

When the Agri Wes-Cape Business Congress is not in session, the Agri Wes-Cape Business Chamber Executive shall have full autonomy in purely agribusiness matters and in matters of a household nature.

No person who is a member of, or who at the time of electing the Executive, makes him/herself available for election to the Provincial legislature or Parliament, may serve in the Agri Wes-Cape Business Chamber Executive.

#### 6.3.2.1 Composition

The Executive shall be composed as follows:

6.3.2.1.1 Thirteen (13) members, elected by the Business Congress in terms of sub-clause 6.3.1.3.5.1 on a business sector basis and who shall serve until after of the following Business Congress;

6.3.2.1.2 Serving members of the Business Chamber of Agri SA, who reside in the Western Cape region and who are not already elected or nominated members of the Business Chamber; and

6.3.2.1.3 A maximum of two (2) further members who, if deemed necessary, may be co-opted by the Executive, but without voting rights.

#### 6.3.2.2 Quorum

A quorum for an Executive meeting shall consist of at least six members.

#### 6.3.2.3 Powers and duties

Subject to the control and general policy of Agri Wes-Cape and the Agri Wes-Cape Business Congress, the Executive shall exercise and perform all powers and duties by, among other things, delegating such powers and duties, at their discretion, to ensure that everything necessary is done to achieve the relevant objectives mentioned in clause 2 of this Constitution, by -

6.3.2.3.1 creating and promoting a spirit of co-operation and a good attitude among agricultural producers and agricultural co-ops/businesses;

6.3.2.3.2 protecting and promoting the agribusiness organisation in the Western Cape region;

6.3.2.3.3 maintaining the closest and most satisfactory co-operation possible among all agricultural co-ops/businesses;

6.3.2.3.4 annually approving an amount from the balance of the affiliation fees of member organisations and other income – after all obligations to Agri Wes-Cape in terms membership fees and the acquisition of services had been met – to promote co-operative education and agribusiness training and for advertising and any other cause which, in the opinion of the Executive, would be to the direct or indirect benefit of agricultural co-ops/businesses in the Western Cape region;

6.3.2.3.5 convening conferences for affiliated members of the Agri Wes-Cape Business Chamber or groupings of affiliated members as may be necessary;

6.3.2.3.6 addressing representations to the national or regional government or any state department or to Agri SA, and to

advise them in respect of specific or general agribusiness issues in the Western Cape region;

6.3.2.3.7 acting as advisers and mediators in case of dispute or unhealthy overlapping between co-ops or in incidents that could have an inhibitive or adverse effect on agribusinesses in the Western Cape region;

6.3.2.3.8 dealing with matters submitted by members to the Agri Wes-Cape Business Chamber Executive;

6.3.2.3.9 nominating three (3) directors and alternative directors to the Board of Directors of Agri Wes-Cape and delegates to the Agri Wes-Cape annual congress, as well as appointing functional committees as needed and entrusting them with such powers as considered advisable;

6.3.2.3.10submitting to each congress a six-monthly report on its activities, together

with duly audited financial statements of Agri Wes-Cape for the preceding two years as well as a budget for the next two financial years for purposes of determining the affiliation fees of member organisations;

6.3.2.3.11 ensuring that a special income and expense statement for the Agri Wes-Cape Business Chamber is included in the financial statements of Agri Wes-Cape;

6.3.2.3.12 approving a code for paying the subsistence and travel costs of Executive members, representatives in committees, delegations, etc.;

6.3.2.3.13 paying annual allowances to the Chairman and Vice Chairman as deemed necessary;

6.3.2.3.14 acquiring the necessary management, administrative, organisational and consultation services from Agri Wes-Cape or any other organisation or

person, in consultation with the affiliated members of the Agri Wes-Cape Business Chamber; and

6.3.2.3.15 drafting such household rules as may be necessary for the sound functioning of the Agri Wes-Cape Business Chamber.

#### **6.4 Chairman and Vice Chairman**

6.4.1 The Agri Wes-Cape Business Chamber Executive shall, from own ranks, at its first meeting following the two-yearly Agri Wes-Cape Business Congress, appoint a person who shall serve as Chairman of the Agri Wes-Cape Business Congress and at executive and other meetings of the Agri Wes-Cape Business Chamber until after the next Agri Wes-Cape Business Congress.

6.4.2 The Executive shall, from own ranks, also appoint a person as Vice Chairman who, in the absence of the Chairman, shall act as chair at the Congress and executive and other meetings of the Agri Wes-Cape Business Chamber.

6.4.3 Should the position of Chairman of the Agri Wes-Cape Business Chamber become vacant, the Vice Chairman

shall fill that position until the Executive is reconstituted, and the Executive shall in the meantime, from own ranks, elect a Vice Chairman for the remainder of the term.

6.4.4 The Chairman and Vice Chairman shall in terms of sub-clauses 4.2.1.3 and 6.3.2.3.9 serve as two of the three representatives of the Agri Wes-Cape Business Chamber on the Board of Directors of Agri Wes-Cape.

## **6.5 Executive Committee**

6.5.1 The Chairman, Vice Chairman and such persons as co-opted by the Chairman for specific meetings, with or without voting rights, shall serve as the Executive Committee of the Agri Wes-Cape Business Chamber.

6.5.2 The Executive Committee shall be assigned such powers and duties as may be delegated or entrusted to it from time to time by the Agri Wes-Cape Business Chamber Executive.

6.5.3 The Executive Committee shall be accountable to the Executive but may act on behalf of the Executive on condition that a detailed report in this regard is submitted to the next Executive meeting.

## **6.6 Functional committees**

6.6.1 The respective groupings of affiliated members, as grouped together in terms of sub-clause 6.2.4.3, shall each appoint a functional committee of the Agri Wes-Cape Business Chamber.

6.6.2 Each affiliated member within a particular grouping shall appoint one representative to serve on the relevant functional committee.

6.6.3 The functional committees shall be appointed at the Agri Wes-Cape Business Congress and shall each elect a chairman and vice chairman who shall also serve as the representatives of the relevant committees in the Agri Wes-Cape Business Chamber Executive. Where applicable, the functional committees shall also at this meeting nominate their additional representative(s) in the Executive.

6.6.4 A functional committee shall deal with all matters referred to the particular committee by affiliated members of the Agri Wes-Cape Business Chamber Executive. Matters that affect only the particular grouping of affiliated members, shall be dealt with directly by the relevant functional committee, while recommendations on matters that also

affect other groupings shall be referred to the Agri Wes-Cape Business Chamber Executive.

**6.7 Meetings and household rules**

6.7.1 The Agri Wes-Cape Business Chamber Executive shall meet at least once a year: Provided that meetings may be convened at any time at the instructions of the Chairman of the Agri Wes-Cape Business Chamber.

6.7.2 An Executive meeting shall be convened if requested in writing by at least four members of the Executive.

6.7.3 In case of a vacancy in respect of a member elected by the Agri Wes-Cape Business Congress in terms of sub-clause 6.3.1.3.5.1, the Executive shall nominate a representative for the particular business sector for the remainder of the elected member's term.

6.7.4 A. Executive member shall forfeit his/her membership if he/she is absent without valid excuse at more than two consecutive Executive meetings.

## **6.8 Privileges of affiliated members**

- 6.8.1 To receive copies of reports and such information as may be made available by the Agri Wes-Cape Business Chamber.
- 6.8.2 To nominate delegates to the two-yearly Agri Wes-Cape Business Chamber Congress, as well as representatives for attending all conferences hosted by the Agri Wes-Cape Business Chamber and which they are entitled to attend.
- 6.8.3 To refer any matter of interest to them to the Agri Wes-Cape Business Chamber for consideration.
- 6.8.4 When available, to obtain the services of Agri Wes-Cape officials on request.
- 6.8.5 To make full use of the protection and scope for expansion and development which the work done by the Agri Wes-Cape Business Chamber and Agri Wes-Cape offers the agribusiness sector in the Western Cape.

## **6.9 Funds and financial year**

6.9.1 The funds of the Agri Wes-Cape Business Chamber shall consist of affiliation fees as well as income received from other sources.

6.9.2 Such funds shall be deposited in a bank account held in the name of Agri Wes-Cape and may only be withdrawn by way of cheques signed by persons duly authorised to do so by the Board of Directors of Agri Wes-Cape.

6.9.3 The Agri Wes-Cape Business Chamber's financial year shall extend from 1 May of one year to 30 April of the next year.

## **SERVICE STRUCTURE FOR AGRICULTURAL COMMODITIES**

### **7. AGRI WES-CAPE COMMODITY CHAMBER**

#### **7.1 Purpose**

In terms of the objectives and other relevant provisions in the Agri Wes-Cape Constitution, bearing in mind the provision in the Constitution relating to service structures for general agricultural interests (clause 5) and agribusinesses (clause 6), the purpose of the Agri Wes-Cape Commodity Chamber shall be to maintain an

organisation representative of the leaders of commodity organisations within the Western Cape region.

## **7.2 Membership**

### **7.2.1 Affiliated members**

Any one of the following commodity organisations functioning within the Western Cape Province which applies in writing for membership in terms of sub-clause 7.2.3.1, and whose application is approved by the Executive, may become an affiliated member of the Agri Wes-Cape Commodity Chamber:

7.2.1.1 Producer organisations established to promote one or other branch of agriculture, hereinafter referred to as special producer organisations, as well as associations created for the main purpose of conducting research and disseminating scientific knowledge within a specific agricultural sector, hereinafter referred to as special agricultural associations, which, in the opinion of the Agri Wes-Cape Commodity Chamber Executive, render specialised services to a particular agricultural sector.

### 7.2.2 Internal commodity organisations

Internal commodity organisations and commodity committees which, in terms of the provisions in Annexure 1 of this Constitution, are established or constituted by the Agri Wes-Cape Commodity Chamber Executive in consultation with the Agri Wes-Cape General Affairs Chamber, shall be regarded as members of the Chamber.

### 7.2.3 Application for membership

7.2.3.1 Any commodity organisation mentioned in sub-clause 7.2.1, which wishes to affiliate with the Agri Wes-Cape Commodity Chamber, shall apply formally in writing to the Agricultural Commodity Chamber for such affiliation and shall submit the following:

Declaration of number of members;

Copy of its constitution; and

Declaration to the effect that the relevant organisation subscribes to the Agri Wes-Cape Constitution.

Before any organisation is accepted as a member, the Agri Wes-Cape Commodity Chamber Executive may request any other information relating to the particular organisation and may deny such organisation membership without providing reasons.

Where any affiliated member, after its application for membership has been approved, wishes to change its name, objectives or requirements for membership, the Agri Wes-Cape Commodity Chamber shall be informed in writing of the proposed changes and later also of the final amendments.

#### 7.2.4 Autonomy of affiliated members

Each affiliated member shall have full autonomy within its own sphere: Provided that -

7.2.4.1 all matters that also affect other interests or affiliated members, or which appear to have broader application after discussions, shall be referred to the Agri Wes-Cape Commodity Chamber for co-ordination and further action; and

7.2.4.2 if an affiliated member, after following the procedure mentioned in sub-clause 7.2.4.1, finds it impossible to agree with the majority, such member shall have the right to submit its views to any organisation.

## 7.2.5 Requirements for membership

7.2.5.1 Each affiliated member shall annually submit to the Agri Wes-Cape Commodity Chamber a declaration quantifying its membership.

7.2.5.2 A special producer organisation shall only qualify for membership if its members, where at all possible, are also members of agricultural associations in respect of which the associations pay affiliation fees to the Agri Wes-Cape General Affairs Chamber.

7.2.5.3 A special agricultural association shall only qualify for membership if at least 50% of its members are also members of agricultural associations in respect of which the relevant associations pay affiliation fees to the Agri Wes-Cape General Affairs Chamber.

7.2.5.4 Notwithstanding the above, the Executive may approve the membership of any commodity organisation or association if affiliation fees are paid over to the Wes-Cape General Affairs Chamber in respect of individual members.

7.2.5.5 The Executive may also determine special categories of membership, affiliation fees and benefits for such affiliated members, and review this as necessary.

#### 7.2.6 Membership fees

7.2.6.1 The basis on which the membership fees of affiliated members and internal commodity organisations are calculated shall be determined by the Agri Wes-Cape Commodity Chamber Executive.

#### 7.2.7 Termination of membership

7.2.7.1 Any affiliated member or internal commodity organisation which decides to terminate its membership of the Agri Wes-Cape Commodity Chamber shall submit its resignation in writing within three months after the beginning of Agri Wes-Cape's financial year. Should it fail to do so, it shall be regarded as an affiliated member for that year.

7.2.7.2 The Executive may terminate the membership of any member which constantly fails to meet its financial obligations or to comply with the conditions of membership: Provided that -

7.2.7.2.1 the Executive shall at an ordinary meeting decide to place the matter on the agenda of its next meeting;

7.2.7.2.2 written notice of such decision is given to the relevant members; and

7.2.7.2.3 two thirds of the members present at the second meeting vote per closed ballot in favour of such termination of membership.

7.2.7.3 A member which resigns or whose membership is terminated shall -

7.2.7.3.1 as from the date of termination forfeit all rights and privileges relating to membership of the Agri Wes-Cape Commodity Chamber, as well as all interest in the financial affairs or property

of, or say in the affairs of the Chamber;  
and

7.2.7.3.2 be liable for all outstanding fees up to  
the end of the relevant financial year.

### **7.3 The Executive and Authority**

#### **7.3.1 The Executive**

The Executive shall serve as the highest authority of the Agri Wes-Cape Commodity Chamber. No person who is a member or who, at the time of electing the Executive, makes him/herself available as member of the Provincial Legislature or Parliament, may serve on the Agri Wes-Cape Commodity Chamber Executive.

##### **7.3.1.1 Composition**

The Executive shall consist of seven (7) representatives (with substitutes) from agricultural commodity branches within the Western Cape region, nominated by the relevant commodity organisations on a basis as may be determined from time to time by the Agri Wes-Cape Commodity Chamber Executive in consultation

with the Board of Directors of Agri Wes-Cape. The relevant commodity organisations as such shall, on reorganisation, nominate a representative and a substitute in the Executive. Any change in representatives shall come into effect immediately, except where the previous representative had served in the position of Chairman or Vice Chairman, in which case the new representative shall have a seat in the Executive as a co-opted member without voting rights until such time that the Executive again elects a Chairman and Vice Chairman as mentioned in sub-clauses 7.4.1 and 7.4.2.

#### 7.3.1.2 Quorum

A quorum for an Executive meeting shall consist of one more than half the number of representatives in the Executive.

### 7.3.1.3 Meetings

The Executive shall meet at least twice a year: Provided that the Chairman of the Executive may decide to convene more meetings, and shall also call a meeting at the request of at least five of the affiliated members and internal commodity organisations.

### 7.3.1.4 Powers and duties

Subject to the control and general policy of Agri Wes-Cape, the Executive shall be assigned all the powers and duties by, among other things, delegating such powers and duties at its discretion, to ensure that everything necessary is done to achieve the objectives set out in clause 2, and for this purpose shall -

7.3.1.4.1 create and promote a spirit of co-operation and a good attitude among agricultural producers and agricultural commodity organisations;

7.3.1.4.2 co-ordinate, protect and promote agricultural commodity interests within the Western Cape region;

7.3.1.4.3 ensure that the closest and most satisfactory co-operation possible is maintained among the general agricultural organisations, agricultural business organisations and commodity organisations within the region;

7.3.1.4.4 deal with all matters that affiliated members of the Agri Wes-Cape Commodity Chamber refer to it for co-ordination and finalisation: Provided that:

7.3.1.4.4.1 this does not detract from the authority of the Agri Wes-Cape and its other constituent members as co-ordinating structures;

7.3.1.4.4.2 the Agri Wes-Cape Commodity Chamber is convinced that matters cannot be addressed better

at a lower organisational level, including a grouping of commodities.

7.3.1.4.4.3 decisions are preferably made on a consensus basis; and

7.3.1.4.4.4 if no consensus can be reached on an issue, or where the matter also affects other interests not represented in the Agri Wes-Cape Commodity Chamber, or which have a wider application, such matters shall be referred to the Board of Directors of Agri Wes-Cape.

7.3.1.4.5 convene conferences for agricultural commodity organisations or groupings of agricultural commodity organisations as may be deemed necessary;

7.3.1.4.6 address representations to the national or provincial government or any state department or to Agri SA, and to advise them in respect of agricultural commodity issues within the Western Cape region.

7.3.1.4.7 serve as advisers and mediators in disputes between commodity organisations in the Western Cape region or in incidents which could have an inhibitive or adverse effect on agricultural commodities within the region;

7.3.1.4.8 nominate three directors and alternative directors on the Agri Wes-Cape's Board of Directors in terms of sub-clause 4.2.1.4 of this Constitution, and also nominate the Executive of the Chamber or their substitutes to serve as delegates to Agri Wes-Cape's annual meeting.

7.3.1.4.9 appoint such sub-committees as deemed necessary and assign them such powers as considered advisable;

7.3.1.4.10 determine the amount, over and above the membership fees referred to in sub-clause 7.2.6.1, as calculated and collected annually from participating commodity organisations, bearing in mind the commodity branches' proportional contribution to the gross value of agriculture in the Western Cape Province, as well as the financial needs of the Agri Wes-Cape Commodity Chamber: Provided that the Agri Wes-Cape Commodity Chamber shall decide on the application or reservation of surpluses after expenses but shall also accept liability for own shortfalls;

7.3.1.4.11 ensure that a special income and expenditure statement for the Agri Wes-Cape Commodity Chamber is included in the statements of Agri Wes-Cape and audited;

7.3.1.4.12 ensure that the necessary management, administrative, organisational and consultation services are acquired from Agri Wes-Cape or any other organisation or person in consultation with the affiliated and internal commodity organisations;

7.3.1.4.13 approve a code for the payment of subsistence and travel costs of members of the Executive and representatives in sub-committees, delegations, officials, etc.;

7.3.1.4.14 pay such annual allowances to the Chairman and Vice Chairman as may be deemed necessary; and

7.3.1.4.15 annually submit the following to the affiliated members of the Agri Wes-Cape Commodity Chamber and internal commodity organisations:

- a report on its activities;

- the audited financial statements of Agri Wes-Cape for the previous financial year;
- the budget of the Agri Wes-Cape Commodity Chamber for the next financial year; and
- the basis for determining the membership fees of affiliated and internal commodity organisations.

#### **7.4 Chairman and Vice Chairman**

7.4.1 The Agri Wes-Cape Commodity Chamber shall annually at its first meeting after the end of Agri Wes-Cape's financial year, elect from own ranks a person who shall serve as chair at meetings of the Executive and other Chamber meetings, as described in sub-clauses 4.2.1.4 and 7.4.4 of this Constitution.

7.4.2 The Agri Wes-Cape Commodity Chamber shall also annually, at its first meeting after the end of Agri Wes-Cape's financial year, elect someone from own ranks as Vice Chairman who shall in all cases serve as chair in the absence of the Chairman, with due consideration of the provisions in sub-clauses 4.2.1.4 and 7.4.4 of the Constitution.

7.4.3 Should the position of Chairman of the Agri Wes-Cape Commodity Chamber become vacant, the Vice Chairman shall fill this position until such time that the Executive is reconstituted, and the Executive shall in the meantime elect from own ranks a Vice Chairman for the remainder of the term.

7.4.4 The Chairman and Vice Chairman shall in terms of sub-clause 4.2.1.4 of the Constitution serve as two of the three representatives of the Agri Wes-Cape Commodity Chamber on the Board of Directors of Agri Wes-Cape.

## **7.5 Executive Committee**

7.5.1 The Chairman, Vice Chairman and one additional member shall be appointed by the Executive to serve as the Executive Committee, in such a way that the three persons represent the commodity branches field crops, horticulture and animal production respectively.

7.5.2 The Executive Committee shall have such powers and duties as the Executive may from time to time delegate or entrust to it.

7.5.3 The Executive Committee shall be accountable to the Executive but may act on behalf of the Executive on condition that it reports in full to the next Executive meeting in this regard.

7.5.4 The Chairman shall have the right to co-opt other Executive members to the Executive Committee for specific meetings, with or without voting rights.

## 7.6 **Meetings and household rules**

7.6.1 The Agri Wes-Cape Commodity Chamber Executive shall meet at least once a year: Provided that meetings may be convened at any time on the instructions of the Chairman of the Chamber or the Chairman of Agri Wes-Cape.

7.6.2 A meeting of the Agri Wes-Cape Commodity Chamber Executive shall be called if such meeting is requested in writing by at least four members of the Executive.

7.6.3 Voting at all meetings of the Agri Wes-Cape Commodity Chamber Executive shall take place by a show of hands, except for the election of the Chairman and Vice Chairman which shall take place per closed ballot: Provided that -

7.6.3.1 the Chairman may decide that in a specific matter voting should take place per closed ballot and shall rule thus if at least four of the members present request it;

7.6.3.2 a member of the Executive who represents more than one affiliated member and/or internal commodity organisation of the Agri Wes-Cape Commodity Chamber shall be entitled to a corresponding number of votes in all cases where voting takes place per closed ballot; and

7.6.3.3 the Chairman shall have both an ordinary and a deciding vote, except in cases where a decision has to be made about persons, in which case a tie of votes with the nomination of a person shall be resolved by casting lots.

7.6.4 Should a vacancy occur in the Executive, the elected substitute shall serve as representative until the particular commodity organisation has nominated a member and substitute for the remainder of the elected representative's term.

7.6.5 A member of the Executive shall forfeit his/her membership if he/she fails to attend two consecutive Executive meetings without valid excuse.

## **7.7 Funds and financial year**

7.7.1 The funds of the Agri Wes-Cape Business Chamber shall consist of affiliation fees as well as income received from other sources.

7.7.2 Such funds shall be deposited into a bank account in the name of Agri Wes-Cape and may only be withdrawn by way of cheques signed by person duly authorised by Agri Wes-Cape to do so.

7.7.3 The financial year of the Agri Wes-Cape Business Chamber shall extend from 1 May of one year to 30 April of the next year.

## **7.8 Privileges of affiliated members**

7.8.1 To receive copies of reports and such information as may be made available by the Agri Wes-Cape Commodity Chamber.

7.8.2 To nominate representatives for attending all conferences and meetings that may be convened by the Agri Wes-Cape Commodity Chamber and which they are entitled to attend.

7.8.3 To refer any matter of interest to them to the Agri Wes-Cape Commodity Chamber for consideration.

7.8.4 When available, to employ the services of Agri Wes-Cape officials on request.

7.8.5 To fully utilise the protection, expansion and development which the work of the Agri Wes-Cape Commodity Chamber and Agri Wes-Cape offers agricultural commodities in the Western Cape Province.

## **8. SUBSISTENCE & TRAVEL ALLOWANCE**

8.1 The basis of and tariff for the payment of subsistence and travel allowances shall be determined from time to time by the Board of Directors.

8.2 Agri Wes-Cape shall be liable for the subsistence and travel allowances of the following:

8.2.1 Agri Wes-Cape's delegates to the Agri SA Congress;

8.2.2 members of the Board of Directors, the Executive Committee, functional committees and delegations of Agri Wes-Cape for attending meetings of the Board, the

Executive Committee and other committees or discussions on behalf of Agri Wes-Cape;

8.2.3 The Chairman, Vice Chairman and officials of Agri Wes-Cape when they have to be present in their official capacity; and

8.2.4 The Chairman, Vice Chairman and members of the Board of Directors for attending Agri Wes-Cape's annual congress, if they are not delegates to the annual congress in terms of sub-clauses 4.1.1.2 to 4.1.1.8.

8.3 Constituent members and their affiliated members shall be liable for the costs of their representatives at Agri Wes-Cape's annual congress.

8.4 The Board of Directors shall decide in cases for which no provision is made in sub-clauses 8.2.1 to 8.2.4, or where disputes may arise.

## **9. FUNDS AND FINANCIAL YEAR**

9.1 The funds of Agri Wes-Cape shall consist of membership fees and income received from other sources.

9.2 Such funds shall be deposited into a bank account in the name of Agri Wes-Cape and may only be withdrawn by way of cheques signed by persons duly authorised to do so by the Board of Directors.

9.3 The Agri Wes-Cape's financial year shall extend from 1 May of one year to 30 April of the next year.

## **10. AMENDMENT OF THE CONSTITUTION**

This Constitution may be amended by the annual congress or at a special congress convened for this purpose: Provided that -

10.1 notice of the proposed amendments shall reach the Managing Director at least 90 (ninety) days before the annual meeting, except where the Board of Directors propose amendments;

10.2 the managing Director shall notify the constituent members and their affiliated members, where applicable, at least 60 (sixty) days before the annual congress of the proposed amendments, giving full particulars;

10.3 a two-thirds majority of delegates present are in favour thereof, always provided that a delegate shall have a vote for every constituent member or affiliated member he/she represents; and

10.4 any amendment to the Constitution shall be submitted to the Commissioner of Internal Revenue.

## **11. APPLICATION**

This Constitution shall replace any previous constitution, but shall not invalidate any decision adopted legally according to previous constitutions and shall in no way detract from such decisions.

## **12. DISSOLUTION**

On liquidation or dissolution, Agri Wes-Cape's remaining assets after all obligations had been met, shall be donated or ceded to another company, society, association or organisation with objectives similar to those of Agri Wes-Cape and which is also exempt from paying income tax in terms of section 10(1)(cB)(i)(ff) of the Income Tax Act. If, on dissolution, no such organisation with similar objectives exists, Agri Wes-Cape's assets shall be held in trust until such an organisation is established: Provided that such organisation is established within a period of 12 (twelve) months.

## **13. OFFICIAL TEXT**

The Afrikaans text shall be deemed the official text of the Constitution for all purposes.

Revised: July 2007

## **ANNEXURE 1**

### **ANNEXURE TO COMMODITY SERVICE STRUCTURE**

#### **INTERNAL COMMODITY ORGANISATIONS**

##### **1. INCEPTION**

For each commodity branch that requests it, an internal commodity organisation or commodity committee may be established, constituted, operated, left dormant or dissolved, at the discretion of the Agri Wes-Cape Commodity Chamber and subject to the provisions of this Constitution.

##### **2. PURPOSE**

The purpose of an internal commodity organisation shall be to maintain an organisation representative of leaders in a commodity branch within the Western Cape region, which shall assume the initiative to strive, in a co-ordinated manner based on own inquiries and submissions from stakeholders and through liaison and negotiation, for the best possible position in terms of economic prosperity for producers in a particular commodity branch in matters of a commodity-specific nature.

### **3. STATUS**

Each internal commodity organisation shall be recognised by Agri Wes-Cape and the Agri Wes-Cape Commodity Chamber as the representative organisation and mouthpiece for the specific commodity branch and product(s), and shall serve as the highest authority within the relevant commodity branch, with full autonomy in matters that affect only that commodity branch, as well as matters of a household nature: Provided that general matters, insofar as they affect the particular commodity branch as well as other commodity branches and products, may be addressed by the organisation, after which any resultant decisions in this regard shall be referred as recommendations to the Agri Wes-Cape Commodity Chamber for co-ordination and further action.

### **4. STRUCTURE AND AUTHORITY**

The structure of each internal commodity organisation shall consist of:

- 4.1 A commodity congress which shall function as the highest authority, and a committee or executive which shall - within the broad policy as laid down by the congress – act on behalf of the relevant commodity branch when the congress is not in session: Provided that, in cases where an internal commodity organisation serves more than one sub-commodity branch within a commodity branch -

- 4.1.1 sub-commodity congresses may be introduced for such sub-commodity branches, which congress shall then serve as the highest authority in respect of commodity matters which relate solely to a specific sub-commodity branch;
- 4.1.2 the commodity congress shall serve as the highest authority in respect of commodity matters that affect a specific commodity branch as a whole, the household matters of the internal commodity organisation and the administration of the organisation;
- 4.1.3 committees of national executives may also be appointed for such sub-commodity branches, which shall – within the broad policy laid down by the relevant sub-commodity congress – act in respect of commodity matters that relate exclusively to a specific sub-commodity branch, when the sub-commodity congress is not in session; and
- 4.1.4 the commodity committee or executive for a commodity branch as a whole (including the relevant sub-commodities) shall act on behalf of the relevant commodity branch in respect of commodity matters that affect the commodity branch as a whole, the household matters of the internal commodity organisation and the administration of the organisation, when the relevant commodity congress is not in session;

or

4.2 a committee or executive shall serve as highest authority in cases where a commodity branch has no need for a commodity congress or has not yet introduced a congress: Provided further that, where an internal commodity organisation represents more than one sub-commodity branch within a commodity branch -

4.2.1 separate commodity committees or national executives may be appointed for such sub-commodity branches, which shall deal with commodity matters relating solely to the respective sub-commodity branches; and

4.2.2 the commodity committee or executive for a commodity branch as a whole shall act on behalf of the relevant commodity branch in respect of matters that affect the commodity branch as a whole, the household matters of the internal commodity organisation and the administration of the organisation.

## **5 BASIS OF THE COMPOSITION OF THE COMMODITY CONGRESS AND COMMITTEE OR EXECUTIVE**

The commodity congress (where applicable) as well as the committees or national executives shall be representative and consist of:

5.1 Representatives of affiliated members of the Agri Wes-Cape General Affairs Chamber with an interest in the relevant commodity branch, bearing in mind considerations such as geographic distribution of representation, proportional number of organised producers and production in different areas: Provided further that, where an internal commodity organisation serves different sub-commodity branches within a commodity branch, the relevant commodity congress and/or committee or executive shall also be representative of such sub-commodity branches.

## **6 COMMODITY CONGRESS**

### **6.1 Authority**

In cases where an internal commodity organisation has a commodity congress in terms of sub-clause 4.1, such congress shall serve as the highest authority within the relevant organisation in respect of commodity matters and matters of a household nature.

### **6.2 Composition**

With due consideration of the provisions of clause 5, the committee or executive shall decide on the composition of a first commodity congress, after which such congress shall from time to

time - on the recommendation of the committee or executive –  
decide on the composition of future congresses.

### 6.3 Quorum

A quorum shall consist of half plus one of the number of voting delegates that may attend the commodity congress.

### 6.4 Congress rules

6.4.1 The commodity congress shall be held periodically at a venue and on a date which shall be decided by the committee or executive at least 90 (ninety) days in advance. The interval between congresses shall be determined by the commodity congress on the recommendation of the committee or executive.

6.4.2 The secretariat shall, at least 60 (sixty) days in advance, notify each organisation or body which may nominate delegates of the date and venue of the commodity congress.

6.4.3 Each organisation or body involved shall, at least 30 (thirty) days before the commodity congress provide the secretariat with a list of the names and addresses of its delegates: Provided that in cases of unavoidable absence

of a delegate, the relevant body or organisation may, until the congress commences, nominate a substitute delegate in writing.

6.4.4 Each organisation that may send delegates to the congress, and the committee or executive shall be entitled to submit discussion points for possible inclusion in the congress agenda: Provided that –

6.4.4.1 the discussion points shall reach the secretariat at least 30 (thirty) days before the date of the congress, or by an earlier date before the Agenda Committee meeting, of which written notice shall be given; and

6.4.4.2 all discussion points shall be referred to an Agenda Committee appointed by the committee or executive, for co-ordination and a decision as to the congress agenda, but still subject to the final decision of the committee or executive.

6.4.5 Should the majority of members of the committee or executive decide so at a legally constituted meeting, a special commodity congress shall be convened: Provided that in each case proper notice, accompanied by particulars of the purpose, venue, date and time of the congress, shall

be posted to each body or organisation that may nominate delegates, at least 30 (thirty) days before the date of the special commodity congress. In the case of a special congress, the provisions of sub-clause 6.4.3 shall not apply, except that substitute members may in fact be nominated.

6.4.6 Voting shall take place per show of hands: Provided that -

6.4.6.1 the Chairman may decide that in a certain case voting shall take place per closed ballot, and shall rule thus if at least 10 (ten) delegates present request it; and

6.4.6.2 delegates who represent more than one constituent body or organisation in the congress shall be entitled to a corresponding number of votes in all cases where voting takes place per closed ballot.

6.4.7 Chairman and Vice Chairman

6.4.7.1 The commodity congress shall have the choice of deciding whether to elect the Chairman and/or Vice Chairman of the relevant commodity organisation or whether the committee or executive should elect

such Chairman and Vice Chairman from own ranks. If the congress elects a Chairman and/or Vice Chairman, voting shall take place per closed ballot on an absolute majority basis.

6.4.7.2 If the Chairman is to be elected by the commodity committee or executive, the relevant person – and in his absence, the Vice Chairman – shall serve as Chairman of the commodity congress: Provided that if both are absent, the congress shall elect from own ranks a chairman for the particular congress.

6.4.8 The Chairman shall have an ordinary vote but not a deciding vote, except in cases where a decision must be made on a specific matter at that particular meeting.

6.4.9 A motion on which there is a tie of votes shall be regarded as rejected, except in cases where a decision must be made on a matter at that particular meeting, in which case the Chairman shall use his deciding vote in terms of sub-clause 6.4.8.

## **7. COMMITTEE OR EXECUTIVE**

### **7.1 Composition**

7.1.1 The committee or executive shall be constituted annually in accordance with the provisions of clause 5: Provided that the relevant organisations shall nominate their representatives annually in writing, including a substitute for each representative who shall have the same rights as a full member, if the primary member is unable to be present at a meeting.

7.1.2 In cases where the commodity congress does not elect the Chairman and/or Vice Chairman in terms of sub-clause 6.4.7, such persons shall be elected by the committee or executive on an absolute majority basis per closed ballot. In the event of a tie, lots shall be cast.

7.1.3 The committee or executive may annually from own ranks elect a representative executive committee consisting of the Chairman, Vice Chairman and one to a maximum of three additional members, depending on the circumstances within a particular commodity branch, who shall between meetings of the committee or executive have the relevant powers of the committee or executive : Provided that all decisions of the Executive Committee shall be submitted to the next meeting of the committee or executive for approval and/or review.

7.1.4 The committee or executive may appoint committees for specific purposes within the relevant commodity branch: Provided that the decisions adopted by such committees shall be subject to approval by the committee or executive before they are implemented or taken forward, unless the committee or executive had explicitly authorised it in advance.

## 7.2 Powers

7.2.1 When the commodity congress is not in session, all authority and responsibility shall vest in the committee or executive in terms of the relevant provisions of this Constitution.

7.2.2 Where an internal commodity organisation does not have a commodity congress, the highest authority shall vest in the committee or executive, which in such cases shall also have the powers of congress in terms of the provisions of this Constitution.

7.2.3 Where this Constitution makes it possible for an internal commodity organisation, depending on the circumstances within the particular commodity branch, to make appropriate

arrangements at its own discretion, the committee and executive shall have the power to do so.

### 7.3 General rules

7.3.1 Meetings of the committee or executive shall be convened by the secretariat at the instructions of the committee or executive or Chairman: Provided that a special or extraordinary meeting shall be concerned should the Chairman request it, or if a majority of the members of the committee or executive request such meeting in writing.

7.3.2 A majority of the voting members of the committee or executive shall form a quorum.

7.3.3 The Chairman shall have an ordinary vote but not a deciding vote, except in cases where a decision must be made regarding a specific matter at that particular meeting.

7.3.4 In the election of a Chairman for the committee or executive, an official of Agri Wes-Cape shall serve as chair.

7.3.5 A motion in respect of which there is a tie of votes shall be regarded as rejected, except in cases where a decision on a matter has to be taken at that particular meeting, in which

case the Chairman shall use his deciding vote in terms of sub-clause 7.3.3.

7.3.6 Minutes shall be taken of all meetings, and shall be approved, signed and kept in a minute book at Agri Wes-Cape's offices.

7.3.7 If a member is unable to attend a meeting, a substitute nominated by the relevant organisation may attend such meeting.

7.3.8 If an affiliated member of the Agri Wes-Cape General Affairs Chamber fails to nominate a representative in the committee or executive, or where the relevant affiliate temporarily fails to comply with the conditions for affiliation, the committee or executive may nominate someone to handle the affairs of that grouping and such person shall be a full member of the committee or executive until such time that the relevant affiliate has duly appointed a representative.

7.3.9 The committee or executive shall draft a nomination procedure in respect of bodies in which Agri Wes-Cape must nominate representatives for the relevant commodity branch.

## **8. ADMINISTRATION**

- 8.1 Officials of Agri Wes-Cape shall administer the secretariat, technical contributions and executive responsibilities in respect of internal commodity organisations: Provided that arrangements for the deployment of such officials and financing of their services shall be made in consultation with the relevant commodity organisation.
- 8.2 Officials of Agri Wes-Cape shall be responsible for secretarial and organisational services to commodity organisations: Provided that Agri SA officials shall be responsible for technical inputs in respect of such organisations that are incorporated in an internal national commodity organisation.
- 8.3 Internal commodity organisations shall be responsible for the annual drafting and submission of budgets regarding income and expenditure;
- 8.4 Should a commodity branch be unable to fully finance the expenses relating to an internal commodity organisation from own resources, the composition of the relevant congress and the committee or executive, as well as the holding of such and follow-up meetings and the incurrence of any other expenses shall be

subject to prior approval by Agri-Wes-Cape's Agricultural Commodity Chamber.

- 8.5 Subsistence and travel costs shall be paid in accordance with the code formulated by the Agri Wes-Cape Commodity Chamber Executive.
- 8.6 With a view to the co-ordination of actions and the strengthening and expansion of a united front within agriculture, all interviews with Cabinet members shall take place in consultation with the Chairman of Agri Wes-Cape, while all interviews with any person, body or organisation shall be arranged via the secretariat.
- 8.7 An internal commodity organisation may, in consultation with the relevant organisations mentioned in clause 5, compile a list of producers within the relevant commodity branch.

## **9. HONORARY AWARDS**

A Commodity Congress, national executive or commodity committee, whichever structure serves as the highest authority of an internal commodity organisation, may on the recommendation of the relevant national executive or commodity committee, present an honorary award in the form of an illuminated address to any person or body for outstanding service rendered to the relevant organisation or commodity branch.