

GRAIN HANDLING ORGANISATION OF SOUTHERN AFRICA

CONSTITUTION

1. INTERPRETATION

In this document, unless contrary to the context the following mean:

1.1. Industry

All institutions and individuals who are directly or indirectly involved in the handling, storage, marketing, distribution and processing of grain.

1.2. Annually, year and per year

The financial year of the Organisation: 1 July to 30 June (12 months)

1.3. Constitution

This document constituting the rules and regulations of the Organisation.

1.4. Member

A member as set out in clause 5.

1.5. Organisation

The Grain Handling Organisation of Southern Africa.

1.6. Board

The Body elected in terms of clause 6.

1.7. Southern Africa

The Republic of South Africa and neighbouring states.

2. NAME AND STATUS

The Organisation is known as the Grain Handling Organisation of Southern Africa (Abbreviation GOSA).

The Board decides on the location of the administrative office.

The Organisation is representative of its members.

The Organisation has no assets other than those required for the performance of its main objective and main business.

The Organisation is a legal entity with rights and liabilities but does not act for gain of its members.

The Organisation shall act impartially and without discrimination at all times and shall not misuse its influence to benefit anyone in other levels of business.

The official languages of the Organisation are Afrikaans and English and either of these may be used to conduct the business of the Organisation.

3. MAIN OBJECTIVE

The main objective of the Organisation is to create an environment in which the handling, storage, marketing, financing, distribution, processing and related industries can fulfil their roles effectively.

4. MAIN BUSINESS

The main business of the Organisation to further its main objective is as follows:

- 4.1. To establish a forum for the gathering and exchange of information and knowledge to the furtherance of the industry.
- 4.2. To establish standards for the training of personnel in the industry and the co-ordination of training.
- 4.3. To compile, interpret and distribute information to the industry as a neutral and objective organisation.
- 4.4. To co-ordinate expertise to the advantage of the industry.
- 4.5. To promote goodwill within the industry.

5. MEMBERSHIP AND FEES

5.1. Membership

Individuals who are directly or indirectly involved in the industry can become a member of the Organisation.

Institutions who are directly or indirectly involved in the industry can become a member of the Organisation and must nominate an individual(s) to represent it in the Organisation.

Application for membership must be submitted on the form supplied for this purpose.

The Board reserves the right to accept or refuse applications without giving reasons.

The Board must notify the applicant of its decision within three (3) months after having received the application. Should the application be refused, the membership fee, payable in terms of clause 5.3, shall be refunded.

5.2. Classification of membership

Membership of the Organisation is classified as follows:

5.2.1. Ordinary member – (Voting member)

Is an individual that is directly or indirectly involved in the industry or an individual that has an academic qualification or experience in the industry that is acceptable to the Board, who is a resident of the Republic of South Africa and whose application has been supported by two members of the Organisation.

5.2.2. International Member

Is an individual who is directly or indirectly involved in the Industry, but who is not a resident of the Republic of South Africa. Such a member has no voting rights and is not eligible for any position in the Organisation.

5.2.3. Honorary Member

Is an individual who has made an exceptional contribution to the advantage of the industry and who has been accepted by the Board as an honorary member.

No membership fees are payable by an honorary member.

5.3. Membership fees

All members, excluding honorary members, must pay an annual membership fee, the amount, which is determined from time to time by the Board.

In the case of institutions who are members, membership fees are payable annually for each individual representing it.

Membership fees are payable on the first day of July of each year.

5.4. Termination of membership

A member may resign from the Organisation by submitting his resignation in writing to the Board.

A member, whose membership fees are overdue for more than six (6) months can be removed from the membership register by the Board, and be notified as such.

A member who does not meet his obligations towards the Organisation can be removed from the membership register after resolution by the Board.

Membership fees are not refundable to members who have resigned or whose membership has been cancelled.

5.5. Membership Register

The Organisation shall keep a register of its members and their addresses at its administrative office. Founder members of the Organisation must be shown clearly in the Register.

6. THE BOARD

6.1. Management

The Board shall manage the business of the Organisation. The Board has by virtue of the provision of this Constitution, the power to carry out the main business of the Organisation.

6.2. Composition of the Board

The Board shall consist of:

- Elected members
 - The President.
 - The Vice-President.
 - The Treasurer.
 - Five members.
- Additional members with voting rights
 - The chairman of each Branch or his representative.
- Co-opted Members
 - A maximum of two members with voting rights may be co-opted by the Board

6.3. Election of the Board

The seven elected members of the Board shall be elected for a period of two years with four and three members respectively elected per year.

At least six (6) weeks prior to the Annual General Meeting, a notice requesting nominations for the Board shall be sent to all voting members.

Nominations shall be limited to voting members. Nominations must be seconded by a voting member.

Each nomination must be supported by a written statement from the nominee declaring his willingness to serve on the Board.

Nominations must be submitted to the Secretary at least three (3) weeks prior to the Annual General Meeting.

If the number of nominations is less than or equal to the number stipulated in this clause, the members shall be declared duly elected.

If the number of nominations is more than the number as stipulated in this clause, an election shall be done by ballot at the Annual General Meeting.

The Board may co-opt members to fill vacancies.

6.4. Election of officials

The Board shall elect from its members (excluding co-opted members) the President, Vice-President and Treasurer at the first meeting of the Board that takes place after the Annual General Meeting.

Each of the positions of President, Vice-President and Treasurer shall be nominated by two members of the Board. Should more than one member be nominated, election shall be done by ballot.

6.5. Meeting

Meetings of the Board shall be held at least twice per year.

A meeting of the Board may be called at the request of the President or after a written request by at least two Board members.

The President shall preside as Chairman at the meeting of the Board.

6.6. Quorum

Four elected members of the Board shall constitute a quorum at all meetings of the Board.

6.7. Forfeiting membership of the Board

A member who is absent without permission from two consecutive meetings of the Board shall forfeit his position as a member of the Board who shall notify him in writing as such.

7. POWERS, DUTIES AND PROCEEDINGS OF THE BOARD

7.1. Additional powers

In order to further the objective and apply the policy of the Organisation, the Organisation shall have the following additional powers, which may be exercised by the Board.

7.1.1. To buy, hire or otherwise obtain assests as may be deemed necessary for the purpose of the Organisation.

7.1.2. To manage, bind, let, sell or deal with all or any of the assets of the Organisation, as it deems fit.

7.1.3. To open an account or accounts at a bank and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments.

7.1.4. To borrow money or take on credit with any security, including binding the Organisation's assets, or by means of an overdraft at its bank.

- 7.1.5. To invest moneys of the Organisation that is not immediately required for any of its liabilities, in such a manner as may be determined from time to time, provided that the income or profits from investments shall be used to further the objectives of the Organisation.
- 7.1.6. To arrange insurance as may be deemed necessary to protect the property of the Organisation.
- 7.1.7. To acquire policies that will indemnify the Organisation against accidental losses or claims in whatever way it may occur.
- 7.1.8. To employ or dismiss employees. This includes a secretary, general manager as well as any other official as required.
- 7.1.9. To appoint such committees as may be necessary and to grant such powers to committees as it may deem fit.
- 7.1.10. To enter into contracts to publish publications.
- 7.1.11. To file lawsuits in the name of the Organisation and to defend or oppose a lawsuit filed against the Organisation and for this purpose, to appoint attorneys and advocates and to pay their fees.
- 7.1.12. To establish branches in appropriate areas.
- 7.1.13. To appoint an accountant, registered at a professional body, to compile yearly financial statements and sign them off.

8. GENERAL MEETINGS

8.1. General Meetings

General meetings of the Organisation shall be held at such a place and time as determined by the Board.

8.2. Annual General Meeting

The Annual General Meeting of the Organisation shall take place within twelve months after the end of the Financial Year and at such a place and time as determined by the Board, to:

- 8.2.1. consider the Balance Sheet, Income Statement and Accountant's report
- 8.2.2. consider the report of the Board
- 8.2.3. elect Board members
- 8.2.4. decide on the appropriation of any surplus funds with the provision that any surplus shall only be appropriated for the purpose of furthering the main objectives and shall not be divided

8.3. Special Meetings

A Special Meeting of the Organisation shall be called:

- 8.3.1. When the Board deems it necessary.
- 8.3.2. By written request to the Board – signed by at least 20 members of the Organisation. At such a meeting, only matters exclusively set out in the

request shall dealt with. Should the Board fail to call a Special Meeting within twenty-one days after having received such a request, or fail to hold a meeting within twenty-one days after the date of issue of such a notice, the signatories thereto, may call a meeting.

Any reasonable expense incurred by the signatories of the request to obtain the names and addresses of members, to notify members about the meeting and to hire a venue for the meeting, and provided that it has been approved at such a meeting, shall be refunded by the Organisation to the signatories of the request.

8.4. Notice of Meetings

8.4.1. All meetings shall be called by means of notices to be sent to members, at least twenty-one days before the date of the meeting. Such notice must be in a form as determined by the Board and shall stipulate the date, place and time of the meeting as well as the nature of the matters to be dealt with. A meeting shall not be rendered invalid if a member fails to take note of the notice of the meeting.

8.5. Chairman

The President, or in his absence, the Vice-President shall chair the General Meeting unless the meeting decides otherwise.

8.6. Quorum

8.6.1. At least twenty voting members shall constitute a quorum at any General Meeting.

8.6.2. No business shall be dealt with at a General Meeting unless a quorum is present at the time when the meeting commences.

8.6.3. If a quorum is not present within an hour after commencement of the meeting, if it was called on request of members, such a meeting shall be dissolved; in any other instance, the meeting shall be adjourned until the same day in the following week, or, if that day should be a public holiday, it will be held on the following day provided that it is not also a public holiday. Should a quorum not be present within an hour after the appointed time at the postponed meeting, the members who are present or who are presented by proxy, shall be a quorum.

8.7. Vote and pole on resolutions

8.7.1. At any General meeting a resolution put to the vote of the meeting shall be decided on by means of a show of hands, unless a ballot (before or on the declaration of the result of the show of hands) is demanded.

8.7.2. Unless a ballot is so demanded, a declaration by the Chairman shall declare that a resolution has, on the show of hands, been carried unanimously or by a particular majority, or lost, and an entry to this effect in the book of proceedings of the meeting shall be conclusive evidence of the fact, without proof of the number and proportion of the votes recorded in favour of, or against, such resolution.

8.7.3. A ballot shall be held if demanded by two or more members of the meeting.

8.7.4. When voting by a show of hands, every voting Member present in person shall have one vote. When voting by a poll every voting Member present

shall have one additional vote for each voting member whom he represents by proxy. If any such person (representative) holds a number of three proxies or more, the vote shall be taken by ballot.

- 8.7.5. The instrument appointing a proxy shall be in such a form as may be determined from time to time by the Organisation. A proxy, given by the voting member, shall be signed by such voting member and shall be submitted to the Secretary at least 48 hours prior to the time appointed for the meeting. A proxy is only valid for the meeting stipulated in such a proxy.

8.8. Postal votes

In addition to the provision for a postal vote as stipulated in this Constitution, the Board shall hold a postal vote when it is considered desirable; on any matter or dispute regarding the Organisation.

9. MINUTES

The Board shall take minutes of:

- Names of the Board members present at each meeting of the Board.
- All proceedings at all meetings of the Board and the Organisation.

Such minutes shall be signed by the Chairman of the meeting or by the Chairman of the next meeting.

10. ACCOUNTS

The Board shall cause true accounts of the Organisation to be kept. The books of accounts shall be kept at the administrative offices of the Organisation or at another place or places as the Board deems fit and shall at all times be available for inspection by members of the Board. The Board shall appoint a Registered Accountant for this purpose.

11. INSURANCE

The Organisation's financial interests shall be covered by an insurance policy which shall cover persons involved in the insured's activities with regard to collecting, handling and/or payment of funds. The amount of such insurance shall be determined from time to time by the Board.

12. ACCOUNTABILITY OF MEMBERS

No Board member shall be held accountable or be responsible for any loss or damage which may have been caused or which resulted because of any reason whatsoever, except or unless such loss or damage occurred due to or as a result of his/her own personal and intentional dishonesty.

No Board member shall be responsible for any action of deceit committed by any other member of the Board, unless he or she was an accessory.

13. BRANCHES

13.1. Founding of Branches

- 13.1.1. To promote the objective of the Organisation in an area the Board may at its discretion found and control a Branch of the Organisation in such area. Except in special circumstances, a branch will not be founded unless a written request has been received from at least twenty voting members

resident in such an area.

- 13.1.2. The Board may, from time to time, grant such funds to branches, as it deems fit.

13.2. Composition of the Branch

- 13.2.1. A branch shall consist of all the members who reside in the area of such a Branch, as defined from time to time by the Board.
- 13.2.2. In special circumstances and after approval by the Board, a member may be registered at a Branch of his own choice, with the provision that he may not be registered at more than one branch.

13.3. Branch rules

Branches shall manage their own affairs in accordance with the Constitution and the rules of the branch. Such rules and the modifications thereof, must be approved by the Board.

13.4. Branch Committee

Each branch shall annually elect from its voting members, a branch chairman, a branch secretary and other members as determined in the branch rules to form a branch committee. Such elections shall take place by poll by the voting members present at a branch meeting, which shall be exclusively arranged for this purpose. This procedure shall be set out in the branch rules.

- 13.4.1. Branch committees shall have authority to co-opt committee members, as determined in the branch rules.
- 13.4.2. The Branch Chairman or his representative represents the Branch on the Board.

13.5. Branch Meetings

Branches shall meet at least twice per year.

13.6. Annual Reports of Branches

Every branch shall submit an Annual Report of the activities and expenditure of the Branch for the previous year to the Board.

13.7. Dissolution of Branches

The Board is authorised, after deliberation with the Branch Committee, to close a Branch if the membership of such a Branch declines to less than ten members or if, for any other reason, it is considered to be in the interest of the Organisation.

At the dissolution all branch funds shall be paid over to the Organisation. Should such a branch be re-opened within 5 years, such funds may be paid back to the branch at the discretion of the Board.

14. AMENDMENT TO THE CONSTITUTION

The Constitution may only be amended, if the proposed amendments are supported and accepted by a two-thirds majority of the voting members at the Annual General Meeting with the provision that no proposal to amend the Constitution shall be referred to voting unless it is supported by the Board or by the signatures of twenty voting members. All such proposals to amend the constitution must be submitted in writing to the Secretary who shall arrange that it be put before the Annual Meeting for consideration. The proposed amendments, accompanied by the views of the Board, shall be sent to members, together with the documents of the meeting.