

DEPARTMENT OF LABOUR

HEAD OFFICE PRETORIA



REGISTERED MAIL

Enquiries: A Wasserfall
Tel. Direct: (012) 309-4129
Reference: LR 2/6/3/24

The Secretary
CATRA
P O Box 917
FLORIDA HILLS
1716

Dear Sir

LABOUR RELATIONS ACT, 1995 – REPLACEMENT OF CONSTITUTION AND CHANGE OF NAME

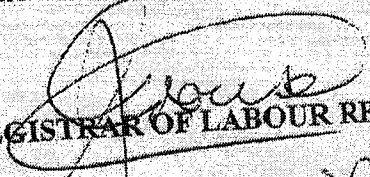
With reference to your application to replace the organisation's constitution and change the name of the organisation dated 7 April 2010, please be advised that the constitution and the change of name have been approved with effect from

.....21 April 2010.....

Attached herewith a copy of the approved constitution and the new certificate of registration.

A notice of the change of name in terms of section 109(2) of the Act, will be published in the *Government Gazette* on 21 May 2010.....

Yours faithfully


REGISTRAR OF LABOUR RELATIONS

DATE:21 April 2010.....



LRA Form 6.3
Labour Relations Act 1995
Section 96(7)(a)

Department of Labour

Republic of South Africa

CERTIFICATE OF REGISTRATION OF AN EMPLOYERS' ORGANISATION

This is to certify that

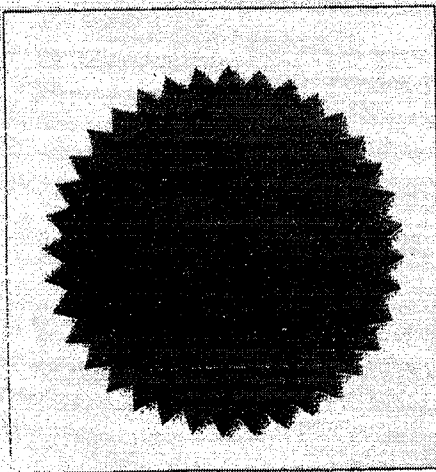
CATRA

(Name of employers' organisation)

has in terms of section 96(7)(a) of the Labour Relations Act, 1995, been registered as an
employers' organisation with effect from

21 April 2010
(date)

Reference number: LR 2/6/3/24



(Official stamp of Registrar)

Date: 21.04.2010

[Signature]
Registrar of Labour Relations

Constitution

Of

CATRA

Handwritten signature

Constitution of CATRA

1. NAME

The name of the Association shall be: CATRA.

2. INTERPRETATION

2.1 in this Constitution, unless the context otherwise requires:

2.1.1 "board" means the board established in terms of clause 7;

2.1.2 "management committee" means the committee establishment in terms of clause 8;

2.1.3 "president", "chairman" and secretary" shall mean the president, chairman and secretary respectively for the time being of the Association:

2.1.4 "Act" means the Labour Relations Act No. 66 of 1995 as amended or substituted as the case may be;

2.1.5 words importing the singular number shall include the plural and *vice versa*;

2.1.6 words importing the masculine gender shall include females and *vice versa*.

3. AREA AND HEAD OFFICE

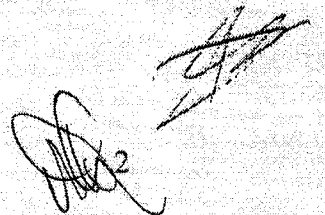
3.1 The Head Office of the association shall be situated in Johannesburg or such other place as the board may decide.

3.2 The Association may operate, carry on its activities and/or promote its objects in all areas of the Republic of South Africa as it shall determine from time to time and shall be entitled to establish provincial or regional divisions and sections or branches whether to represent the special interests in the sector of any group/s of members or by virtue of their specific location or specific activities or otherwise.

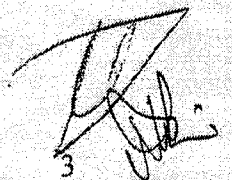
4. OBJECTS AND POWERS

4.1 The objects of the Association shall be:

4.1.1 to enrol in the Association as members employers carrying on business in the Republic of South Africa;



- 4.1.2 to regulate relations between members and their employees and to protect, promote and further the interests of members in relation to their employees;
- 4.1.3 to protect and promote the interests of members, including the provision of services and benefits for members;
- 4.1.4 to encourage the settlement of disputes between members and their employees or trade unions by Conciliation, Mediation or Arbitration;
- 4.1.5 to appoint and or arrange for suitably qualified persons to represent and assist members in disputes;
- 4.1.6 generally to promote harmonious relationships between employers and employees;
- 4.1.7 to stipulate, from time to time rules of conduct for members in the conduct of their businesses within the Republic of South Africa, provided that such rules shall not be contrary to the Act or any other law;
- 4.1.8 to amalgamate with any association(s) having the same or similar objects of those of the Association;
- 4.1.9 to acquire by purchase, exchange, lease or otherwise and to hold, sell and/or otherwise dispose of, mortgage or pledge any property, both movable and immovable, and any estate or interest therein, and any rights over or connected with lands, buildings, property, leases, grants or concessions of and over lands or other properties, either absolutely or conditionally, and to turn same to account in such manner as may seem expedient, and in particular by letting and hiring the same; to acquire by purchase or otherwise. From time to time to dispose of, mortgage or otherwise encumber or in any other manner deal with any property, business or assets so acquired, or any revenue or fruits accruing there from as the members may approve;
- 4.1.10 to deal with all matters affecting and/or which are liable to affect the industries and/or members in any manner whatsoever;
- 4.1.11 to regulate from time to time the conditions of employment of employees;
- 4.1.12 to promote, support or oppose, as may be deemed expedient, any proposed legislation or other measures affecting the interests of members;
- 4.1.13 to make rules, regulations and bye-laws for the regulation and conduct of the affairs of the association and to alter, repeal or revoke them;
- 4.1.14 to assist and or provide legal assistance, entirely at the discretion of the management committee, financially either in business or otherwise any member of the Association.



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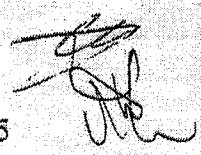
- 4.1.15 to promote the interest of members by distributing amongst members information affecting the industries, to print, publish, issue and circulate such newspapers, periodicals, books, circulars and other publications as may seem to be conducive to the attainment of the objects of the Association or in the interest of members or the industries;
- 4.1.16 to utilise the accumulated funds of the Association from time to time in furtherance of any and all of the objects of the Association in such manner as may seem advisable to the Association;
- 4.1.17 to establish and conduct training schools, programmes, course and/or seminars for the benefit of and/or which may be in the interests of members or employees and generally to do any and all other lawful acts or things which are, or may be deemed to be, in the interests of the Association, the industries and/or members or any class, section or group of members;
- 4.1.18 to affiliate with and participate in the affairs of any international employers' organisation or International Labour Organisation; and
- 4.1.19 to establish and administer funds for the benefit of its members and their dependants.

5. MEMBERSHIP

- 5.1. Any employer carrying on business in the Republic of South Africa shall be eligible for membership of the Association.
- 5.2 Any company, partnership or firm admitted to membership in accordance with the provisions of this clause shall be deemed to be, and shall be treated as a single member notwithstanding the number of persons constituting such member;
- 5.3 Every member shall notify the Chief Executive Officer, in writing, of his/her postal address and any change thereof within four weeks of the date on which the change occurred;
- 5.4 Application forms for membership shall be as prescribed by the management committee from time to time;
- 5.5 Application for membership for each outlet where the applicant conducts a business shall be lodged with the Chief Executive Officer, together with the prescribed entrance fee and not less than twelve month's subscription;
- 5.6 Application for membership, shall be placed before the management committee for consideration at its next meeting following receipt of an application;

- 5.7 The Chief Executive Officer shall advise the applicant of the management committee's decision in writing as soon as practicable after such decision is taken;
- 5.8 If an applicant for membership is not approved by the management committee, the applicant may appeal to the board against such decision. Such appeal shall be in writing setting out fully the basis thereof and be lodged with the Chief Executive Officer within 30 days of the date of the advice of the management committee's decision to the applicant;
- 5.9 If an applicant for membership is refused the Chief Executive Officer shall provide reasons for such refusal and shall refund to the Applicant the entrance fee and subscription submitted with the application;
- 5.10 Members who are companies, close corporations, partnerships or firms shall be represented by any person whom they may nominate or authorise at any time and this shall be done in writing. Any member, and any person representing a member, shall be eligible for election to any office in the Association. The tenure of office of any person elected to any office in the Association shall be deemed to terminate with effect from the date upon which such person act on behalf of a member or cease to represent a member.
- 5.11 Any person carrying on business in the Republic of South Africa who does not employ any employees may be admitted as an associate member.
- 5.12 Associate members shall not be taken into consideration for the purpose of the Act. They shall have the right to attend general meetings and participate in the discussions thereat, but shall not have the right to vote nor shall they be eligible for election to any office in the Association.
- 5.13 If admission to membership is refused by the management committee the applicant concerned shall have a right of appeal to the next general meeting of the association which shall have the power to confirm or reverse the decision of the management committee. Such an appeal shall be in writing and shall be submitted to the chief executive officer at least four weeks before the general meeting of the association. The general meetings decision shall be final;
- 5.14 An employer who has resigned or been expelled from the association may be readmitted to membership on such conditions as the management committee may determine.

6. ENTRANCE FEE AND SUBSCRIPTION

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6.1 The entrance fee payable on admission to membership as well as the annual/ monthly membership subscription payable by members shall be determined by the management committee from time to time: provided that neither the entrance fee nor any monthly membership subscription shall exceed R600,00 for each outlet where the member conducts a business unless a resolution to this effect is passed at an Annual General Meeting or Special General Meeting, the latter of which should have been convened for that purpose, and subject to the provisions of clause 21.

6.2 In addition to the membership fee a member shall also be liable for the payment in the same manner of such other fees as may be prescribed in terms of the rules governing any fund established in terms of clause 4.1.19.

7. THE BOARD

7.1 Subject to what may be contained elsewhere the Board shall, together with such other duties as are specifically prescribed elsewhere in the Constitution, be responsible for the general control of the Association's affairs and the fulfilment of its objects. To this end, it shall review the activities of the Association from time to time and may issue directives to the management committee for the committee's attention and compliance therewith.

7.2 Within 30 days of its election, the board shall hold its first meeting at which it shall elect the management committee.

7.3 The president, in conjunction with the other members of the board, shall have the power to appoint from amongst members of the Association, additional members and members to fill casual vacancies as they occur. Additional members appointed in terms of this sub-clause shall not have the right or be entitled to vote on any aspect raised at a meeting of the Board. The appointment of additional members shall run until the next elections are held in accordance with the provisions of clause 7.4 and the appointment of members to fill casual vacancies shall run until the person previously occupying the office is able to resume office or for the remainder of such person's term of office, as the case may be.

7.4 Subject to sub-clause (3), the board shall consist of not more than 13 members of the Association, elected every 2 years by members at the annual general meeting who shall hold office until the annual general meeting next

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ensuing but one at which a new board shall be elected. Board Members shall be eligible for re-election;

8. MANAGEMENT COMMITTEE

- 8.1 The management committee shall comprise of the president and chairman of the Association and at least five other members elected by the Board at its annual meeting from amongst its members. The members of the management committee shall hold office for 2 years until their successors are elected at the Board's meeting provided for in sub-clause 7.4 hereof. Management Committee Members shall be eligible for re-election.
- 8.2 The president, in conjunction with the other members of the management committee, shall have the power to appoint from amongst members of the Board, additional members and members to fill casual vacancies as they occur. Additional members appointed in terms of this sub-clause shall not have the right or be entitled to vote on any matter raised at a meeting of the management committee. The appointment of members to fill casual vacancies shall run until the person previously occupying that office is able to resume office or for the remainder of the term of office of such person. Each member so appointed to the management committee shall hold office for the full terms of the appointment and shall be an ex officio member of the Board.
- 8.3 The management of the Association and its operation, the conduct of its affairs, the promotion of its objects and the exercise of its powers, shall vest in the management committee subject, however, to anything specifically provided herein to the contrary. In conjunction with its general responsibilities, the management committee shall:
- 8.3.1 appoint the paid officials of the association and the other employees necessary for the Association's operation and the conduct of its affairs;
 - 8.3.2 enter into contracts of employment with the paid official and other employees and fix their conditions of employment;
 - 8.3.3 nominate persons to represent the Association on any body on which it is desirable or necessary for the Association to be represented;
 - 8.3.4 make and enforce rules, regulations and by-laws not inconsistent with the terms of this Constitution, the Act or any other laws which, however, shall be subject to approval by the Board;

- 8.3.5 appoint from time to time sub-committees as it may deem fit, to investigate and advise it on any matter and to carry out any of its functions or duties;
- 8.3.6 institute or defend legal proceedings by or against the Association;
- 8.3.7 acquire either by purchase, lease or otherwise any moveable or immovable property belonging to the Association and to sell, let, mortgage or otherwise deal with or dispose of any movable or immovable property belonging to the Association;
- 8.3.8 to encourage the settlement of disputes between members and their employees or trade unions by conciliation, mediation or arbitration;
- 8.3.9 do such other things, not in conflict with this Constitution as, in the opinion of the management committee, may appear to be in the interest of the Association or its members or necessary or expedient at the time;
- 8.3.10 to appoint organisers, agents and/or officials, the main duties of the organiser(s), agents and/or officials will be to enrol members, investigate complaints from members, to represent the association and its members at the Commission for Conciliation, Mediation and Arbitration, collect membership fees and to perform such other duties as the management committee may direct.
- 8.3.11 to appoint and or arrange for suitably qualified persons to represent the association and its members in all labour disputes as well as at the Commission for Conciliation, Mediation and Arbitration, and to perform such other duties as the management committee may direct.

9. OFFICE BEARERS

The office bearers of the Association shall be:

9.1 PRESIDENT OF THE ASSOCIATION

- 9.1.1 The president of the Association shall be elected by the Board from amongst its members at its first meeting and he/she shall hold office until his/her successor is elected (or he/she is re-elected) at the next ensuing annual general meeting at which elections for this position are held. The president of the Association shall be ex officio chairman of the Board and of the management committee;
- 9.1.2 The president shall preside at all meetings at which he/she is present and endorse the observance of the Constitution, sign minutes of meetings after

confirmation, endorse all accounts for payment after approval by the management committee, sign all cheques on the banking account of the Association, generally exercise supervision over the affairs of the Association and perform such other duties as by usage and custom pertain to the office. He/She shall have a deliberate vote but, in the event of an equality of voting, shall not have a casting vote.

- 9.1.3 The president shall attend all meetings of the Association and, in his/her absence, and the absence of the chairman, either the president or the chairman, as the case may be, may delegate whatever powers and functions he/she may have insofar as the conducting of meetings is concerned to any member of the management committee as he/she may deem appropriate. The President shall be eligible for re-election.

9.2 CHAIRMAN OF THE ASSOCIATION

- 9.2.1 The chairman of the Association shall be elected by the Board following on the election of the president and shall hold office for the same period as the president. The chairman shall exercise in the manner prescribed the powers and carry out the duties of the president in his/her absence. A chairman shall be eligible for re-election.

9.3 SECRETARY

- 9.3.1 The secretary of the Association shall be elected by the Board from amongst its members at its first meeting and he/she shall hold office until his/her successor is elected (or he/she is re-elected) at the next ensuing annual general meeting at which elections for this position are held.
- 9.3.2 The secretary shall endorse the observance of the Constitution, sign minutes of meetings after confirmation, endorse all accounts for payment after approval by the management committee, sign all cheques drawn on the banking account of the Association and perform such other duties as by law, usage and custom pertaining to the office;
- 9.3.3 The secretary shall take the necessary steps to ensure that the requirements of section 98, 99 and section 100 of the Labour Relations Act, 1995 are complied with.

10 PAID OFFICIALS

10.1 CHIEF EXECUTIVE OFFICER

- 10.1.1 The Chief Executive Officer shall receive requisitions for meetings of the board, issue notices of meetings, conduct all head office correspondence of the Association, keep originals of letters received and copies of those despatched and at each meeting of the board, lay on the table correspondence which has taken place since the previous meeting, attend all board meetings and record minutes of the proceedings, issue official receipts of all monies received, submit reports in regard to the financial position of the Association to the Board not less than once every three months and perform such other duties as are imposed by this Constitution or as the board or management committee may direct, attend and record minutes of the proceedings of management committee meetings whenever required to do so and carry out the instructions of the management committee. In addition, he/she shall be required to perform such duties as may, from time to time be determined by the management committee, the president or chairman as the case may be;
- 10.1.2 in addition to the duties laid down in sub-paragraph 10.1.1, the Chief Executive Officer shall also take the necessary steps to ensure that the requirements of section 98, 99 and section 100 of the Labour Relations Act, 1995 are complied with;
- 10.1.3 he/she also takes the necessary steps to ensure that the requirements of section 98, 99 of the Act relating to the maintenance of a register of members, the keeping of the preparation of a balance sheet and a statement of income and expenditure and the submission or making available thereof to members, are complied with;
- 10.1.4 the terms of service of the Chief Executive Officer shall be determined by the management committee;
- 10.1.5 the provision of clause 10 may be varied or denoted from by the management committee from time to time having regard to the financial position of the Association and its varying needs and exigencies;
- 10.1.6 to the extent that the Labour Relations Act confers certain obligations on the secretary, such obligations shall be undertaken by the Chief Executive Officer or his/her nominee from time to time;

- 10.1.7 the Chief Executive Officer may, in the performance of his/her duties delegate any of the functions entrusted to him/her to the secretary or any other member of the management committee.

11. MEETINGS

11.1 GENERAL MEETINGS

- 11.1.1 The Annual General Meeting of members of the Association shall be held in the month of June of each year or as soon thereafter as may be practicable. The management committee shall determine the date of the Annual General Meeting.
- 11.1.2 A Special General Meeting shall be held:
- 11.1.2.1 whenever the board, the management committee or the president consider it necessary;
- 11.1.2.2 upon a written requisition signed by at least 20 members in good standing which shall be lodged with the Chief Executive Officer. Requisitioned Special General Meetings shall be held within 30 days of the receipt of the requisition by the Chief Executive Officer;
- 11.1.3 only business or matters of which notice is given in the notice convening a Special General Meeting shall be dealt with at such meeting. A requisition by members in terms of 11.1.2.1 and 11.1.2.2 shall state the purpose of, and business of, and business to be dealt with at the Special General Meeting.
- 11.1.4 All questions and matters raised at general meetings shall be decided by a majority of votes of the members present and/or represented at such meeting by show of hands unless a ballot is called for. All resolutions passed at a general meeting shall be binding on all members of the Association.
- 11.1.5 No business shall be transacted at any general meeting unless the requisite quorum, which shall be at least 20 members in good standing are present, personally, by representation or proxy, at such meeting and should the requisite quorum not be present within a half an hour of the appointment time for such meeting, the meeting shall be adjourned to such date, time and place as the members present and /or represented may decide, not exceeding 14 days. If, at the adjourned meeting, there be no quorum, the members present and/or represented shall constitute a quorum and may proceed to business as if a quorum were actually present.
- 11.1.6 At all meetings of the Association, each member shall be entitled to one vote.

11.1.7 Every member shall be entitled to be personally present or represented at all general meetings of the Association. Companies, partnerships, close corporations and firms may be represented by anyone who is their representative. Any member, whether a natural person or not, may be represented by any person, whether a member or not, whom it appoints to act as its proxy at any general meeting or any adjournment or postponement thereof. The appointment of a proxy shall be in writing by means of a proxy form or by a power of attorney and shall be made under the hand of the appointer or of his/her agent duly authorised in writing. The instrument appointing the proxy shall be deposited with the executive officer not less than 24 hours, or such lesser period as the management committee may determine in relation to any particular meeting, before the time for holding the meeting.

11.2 BOARD MEETINGS

11.2.1 The Board shall meet at least twice in each year. Its first meeting of the year, which shall be its annual meeting, shall be held within 30 days of the holding of the Annual General Meeting of the members of the Association.

11.2.2 Special Meetings of the Board shall be held at the instance of the management committee, president or chairman or receipt by the Chief Executive Officer of a requisition duly signed by 20 members of the Association in good standing. Requisitioned special meetings shall be held within 30 days of the receipt of the requisition by the Chief Executive Officer.

11.3. MANAGEMENT COMMITTEE MEETINGS

11.3.1 The management committee shall meet at least six times annually.

11.3.2 Special meetings shall be held at the instance of the president, chairman, or a majority of the management committee. All motions shall be duly proposed and seconded, and if required by the Chair, put in writing.

11.3.3 Voting shall be by show of hands except if this Constitution otherwise provides that a ballot is called for.

11.3.4 Quorums for Board and management committee meetings shall be the majority of its members from time to time respectively. In the absence of a quorum at any meeting, it shall stand adjourned up to 30 minutes and if on

the expiry of this period a quorum is not present, the meeting shall be adjourned to such date, time and place as the members present may decide not exceeding 10 days. If, at an adjourned meeting there be no quorum, the members present shall constitute a quorum and may proceed to business as if a quorum were actually present.

- 11.3.5 The president shall have a deliberative vote, but shall not have a casting vote in the event of an equality of votes occurring in respect of any motion.
- 11.3.6 In the case of elections, if an equality of votes results in more candidates qualifying for election than the number of officers to be filled, then those candidates who have received equal votes shall stand in a further election or successive further elections until one or more of them, depending on the number of officers to be filled, shall have received more votes than the other or others of them.
- 11.3.7 At general meetings no member, except with the acquiescence of the Chair, shall speak for longer than 10 minutes on any matter.
- 11.3.8 The minutes of meetings of the Board and the management committee shall only be available to the members thereof save at the discretion of the Board.
- 11.3.9 Notices of meetings shall be:
 - 11.3.9.1 in the case of a general meeting – at least 10 days;
 - 11.3.9.2 in the case of a Board or management committee meeting – at least 7 days
- 11.3.10 subject to sub-clauses 11.3.9 and 11.3.11, notices of meetings shall be in writing, faxed or posted to the members' registered postal addresses.
- 11.3.11 The president or in his/her absence the chairman may authorise the giving of shorter notice of a particular Board or management committee meeting, and in such event such notice to the members concerned may be telephonic or telegram. Meetings of the management committee may be fixed at a management committee meeting in which event no notice need be given to the members thereof save for members absent when the meeting is fixed.

12. VACATION OF OFFICE

- 12.1 The president, chairman or a member of the Board or management committee shall vacate his/her seat in any one of the following circumstances:
 - 12.1.1 on resignation, suspension or expulsion of the member he represents from membership of the Association;

- 12.1.2 on absenting himself / herself without the permission of the board or management committee as the case may be, from three consecutive meetings of the body concerned;
- 12.1.3 on resignation as president, chairman or a member of the board or management committee of which he/she shall give 4 weeks written notice to the Chief Executive Officer;
- 12.1.4 on ceasing to be a member of the association in good standing of the company he/she represents.
- 12.2 In the event of a permanent vacancy occurring in the office of president or chairman, the vacancy or vacancies shall be filled by the Board at its first ensuing meeting.
- 12.3 An incumbent filling a vacancy shall hold office for the remaining period of office of his/her predecessor.

13. REPRESENTATION ON BARGAINING AND STATUTORY COUNCILS

- 13.1 The Board may at any time decide that the Association shall become a party to a bargaining or statutory council established in terms of the Labour Relations Act, 1995.
- 13.2 Representatives and alternates on any such council shall be elected by the management committee.
- 13.3 Representatives on a bargaining or statutory council may be removed by the management committee and may resign on giving one months' notice to the management committee or such notice as may be prescribed in the constitution of the council concerned.
- 13.4 In the event of the resignation or death of a representative or his/her removal by the management committee the vacancy shall be filled by the management committee.
- 13.5 Representatives shall have full power to enter into agreements on behalf of the Association, and such agreements shall not be subject to ratification by the board or a general meeting.

14. DISCIPLINE

- 14.1 A member may be suspended or expelled by the management committee:

- 14.1.1 if he/she fails, within 14 days of demand in writing by the secretary or the Chief Executive Officer to pay subscription, or levies which are more than three months in arrears;
- 14.1.2 if he/she infringes any of the provisions of this Constitution or acts in a manner which in the opinion of the management committee, is detrimental to the interests of the Association;
- 14.2 No member may be suspended, or expelled unless he/she has been afforded an opportunity to state his/her case personally at a meeting of the management committee, of which he/she received no less than 14 days notice in writing from the Chief Executive Officer. The matter with which the member is charged shall be set out in such notice.
- 14.3 A member who has appeared before the management committee in accordance with sub-clause 14.2 of this clause shall, if he/she is dissatisfied with the decision of the management committee and has lodged an appeal in the manner herein provided, have the right to re-state his/her case personally to the Board.
- 14.4 A member shall be entitled to call witnesses in support of his/her case when attending a meeting of the management committee or a Board in terms of sub-clause 14.3 or sub-clause 14.4 of this section, as the case may be;
- 14.5 Any decision taken by the management committee in terms of this clause shall, when an appeal has been lodged, be subject to ratification or otherwise by the Board;
- 14.6 Upon expulsion of a member, all moneys due to the Association by such member shall become payable. If payment hereof is not made within 14 days, the management committee may take such steps as it deems necessary to secure a settlement;
- 14.7 Unless the management committee determines otherwise, a member shall cease to be entitled to any of the benefits of membership including the right to vote and shall be deemed to be out of good standing:
- 14.7.1 If the subscriptions or other charges due by him/her to the Association are more than three months in arrears;
- 14.7.2 During any period while he/she is under suspension in terms of this Constitution;
- 14.7.3 In the event of the subscriptions or other charges due to the Association by a member being more than three months in arrear, he/she continue to be subject to the disabilities imposed by clause 14.1 until all arrears have been paid.

15. RESIGNATIONS

A member may resign by giving three months notice in writing to the Chief Executive Officer, provided that no resignation shall take effect until all moneys due to the Association by the member concerned have been paid.

16. WINDING-UP

16.1 The Association shall be wound-up, if at a ballot, not less than three-fourths of the total number of members of the Association in good standing vote in favour of a resolution that the Association be wound up or, subject to the provisions of the Section 103 of the Act, if for any reason the Association is unable to continue to function.

16.2 If a resolution for the winding-up of the Association has been passed as provided in sub-clause 16.1 or if, for any reason, the Association is unable to continue to function, the following provisions shall apply:

16.2.1 the last-appointed president of the Association, or if he/she is not available, the available members of the last-appointed Board of the Association, shall forthwith transmit to the Labour Court a statement signed by him/her or them setting forth the resolution adopted or the reasons for the Association's inability to continue to function, as the case may be, and request the Labour Court to grant an order in terms of section 103 of the Labour Relations Act, 1995. The Registrar of the Labour Court shall determine the liquidators fees;

16.2.2 the liquidator appointed by the Labour Court shall call upon the last-appointed office-bearers and officials of the Association to deliver to him/her the Association's books of account showing the Association's assets and liabilities together with the register of members showing for the twelve months prior to the date on which the resolution for winding-up was passed or the date as from which the Association was unable to continue to function, as the case may be (hereinafter referred to as the date of dissolution), the subscriptions paid by each member and his/her address as at the said date. The liquidator shall also call upon the said office-bearers and officials of the Association to hand over to him/her all unexpended funds of the Association's assets and the documents necessary in order to liquidate the assets;

- 16.2.3 the liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other moneys realised from any assets of the Association and if the said funds and moneys are insufficient to pay all creditors after the liquidator's fees and the expenses of winding-up have been met, the order in which creditors shall be paid shall be the same as the prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent company and the liquidator's fees and the expenses of winding-up shall rank in order of preference as though he were a liquidator for an insolvent company and as though the expense were the costs of winding-up of an insolvent company;
- 16.2.3.1 after the payment of all debts in accordance with sub-clause 16.2.3, the remaining funds, if any, shall be distributed by the liquidator amongst the members of the Association who were in good standing as at the date of dissolution and each member shall be awarded a share in proportion to the subscriptions actually paid by him/her in respect of the twelve months immediately preceding the said date;
- 16.2.3.2 the liability of members shall, for the purpose of this section, be limited to the amount of subscriptions due by them to the Association in terms of this Constitution as at the date of dissolution;
- 16.2.3.3 after the payment of all the liabilities any assets that cannot be disposed of in accordance with the provisions of this clause shall be realised by the liquidator and the proceeds paid to the Commissioner for the Conciliation, Mediation and Arbitration in accordance with section 103(5) of the Act.

17. REMOVAL OF OFFICE-BEARERS AND OFFICIALS

- 17.1 An office-bearer or official may be removed from office:
- 17.1.1 if he/she infringes any of the provisions of this Constitution; or
- 17.1.2 if he/she acts in a manner which is detrimental to the interests of the organisation.
- 17.2 No office-bearer or official may be removed from the office unless he/she has been afforded a chance to state his/her case personally at a meeting of management committee.
- 17.3 An office-bearer or official who has appeared before the management committee and who is dissatisfied with the decision of the committee shall have the right to appeal to the first ensuing general meeting of the Association. Notice of appeal shall be given to the Chief Executive Officer, in

writing within 14 days of the date on which the decision of the management committee was communicated to the person concerned. The general meeting may confirm or reverse the decision of the management committee and the decision of the general meeting shall be final.

18. BALLOTS

- 18.1 In addition to those cases in respect of which the taking of a ballot of members of the whole Association is compulsory in terms of this Constitution, a ballot on any question shall be taken if the Management Committee so decides, and shall also be taken:
- 18.1.1 if demanded in writing by at least 20 members of the organisation; and
 - 18.1.2 on any proposal to call a lock-out.
- 18.2 Ballots shall be conducted in the following manner.
- 18.2.1 Notice of a ballot shall be given to each member of the Association in writing by the Chief Executive Officer, at least three days before the ballot is to be taken, provided that a ballot may be taken without notice at any general meeting on the decision of a majority of the members present.
 - 18.2.2 Two scrutineers shall be appointed by the Management Committee or a general meeting to supervise any ballot and to ascertain the result thereof.
 - 18.2.3 Except in the case of postal ballots and ballots taken at general meetings on the decision of a majority of the members present, ballots shall be conducted at such other places as may be specified in the notice referred to paragraph 18.2.1 on the date and during the hours specified in the said notice.
 - 18.2.4 Ballot papers shall be supplied by the Chief Executive Officer. The issue to be voted upon shall be set forth clearly on the ballot paper and such papers shall not contain any information by means of which it will be possible to identify the voter.
 - 18.2.5 Ballot boxes shall be inspected by the scrutineers and sealed by the Chief Executive Officer in their presence prior to the issuing of ballot papers.
 - 18.2.6 One ballot paper only shall be issued on demand at the place and hours fixed for the taking of the ballot to each member who is entitled to vote
 - 18.2.7 Each voter shall, in the presence of the scrutineers, be issued with one ballot paper which he/she thereupon complete, fold and deposit in a ballot box provided for the purpose.

- 18.2.8 Ballot papers shall not be signed or marked in any way apart from the mark required to be made by a member in recording his/her vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.
- 18.2.9 On completion of a ballot or as soon as possible thereafter, the result thereof shall be ascertained by the scrutineers in the presence of the Chief Executive Officer and made known to the management committee.
- 18.2.10 Ballot papers, including spoilt papers, shall be placed in a container which shall be sealed after they have been counted and retained by the Chief Executive Office for not less than three years.
- 18.3 The Management Committee may decide that a postal ballot of members shall be taken, in which event the ballot shall be conducted in the following manner:
- 18.3.1 The Chief Executive Officer shall send by registered post to each member of the organisation a ballot paper and a stamped and addressed envelope marked "Ballot". The ballot paper shall on completion be inserted in the envelope provided for the purpose, shall be sealed and posted so as to reach the Chief Executive Officer within 30 days from the date of despatch from head office to such member. On receipt of such envelopes, the Chief Executive Officer shall immediately place such envelopes in a sealed ballot box.
- 18.3.2 Two scrutineers shall be appointed by the Management Committee to ascertain the result of the ballot. The ballot box shall be opened and the ballot papers counted by the scrutineers in the presence of the Chief Executive Officer, who shall immediately advise the Management Committee of the result of the ballot.
- 18.3.3 The same procedure shall *mutatis mutandis* apply to a postal ballot confined to members of the Board of the Association.
- 18.4 In any ballot conducted in connection with any election the candidates, up to the required number, receiving the highest number of votes shall be declared elected.
- 18.5 The Management Committee shall be bound to take action according to the decision of a majority of the members voting in a ballot.
- 18.6 The organisation shall, before calling a lock-out, conduct a ballot of those of its members in respect of whom it intends to call the lock-out.
- 18.7 Notwithstanding anything to the contrary contained in this Constitution, members of the Association shall not be disciplined or have their membership terminated for failure or refusal to participate in a lock-out if -

- 18.7.1 no ballot was held about the lock-out; or
18.7.2 a ballot was held but a majority of the members who voted did not vote in favour of the lock-out.

19. FINANCE

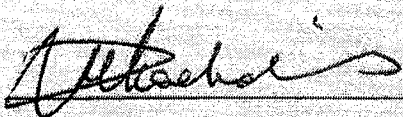
- 19.1 The Association may open a banking account with any bank it may decide upon, and all cheques drawn thereon shall be drawn in the name of the Association and subject to sub-clause 13.8, signed in such manner as the board shall determine;
- 19.2 The funds of the Association shall be applied to the payment of current expenses, the acquisition of property and other expenditure connected with the objects and the carrying on of the affairs of the Association;
- 19.3 No single item of expenditure in excess of R500,00 (other than salaries, rent, phone and commission) shall be met from the funds of the Associations unless such expenditure is approved by the management committee at its next meeting;
- 19.4 When the amount of payment is less than R500,00, payment may be made from petty cash for which purpose the secretary may keep a float of R1000,00;
- 19.5 The membership year shall cover the twelve calendar month period from January 1 to December 31 and this period shall likewise be the financial year of the Association;
- 19.6 Proper books of account shall be kept and they shall be audited at the end of each financial year. A statement of income and expenditure and a balance sheet in respect of each financial year shall be prepared;
- 19.7 The annual statement of income and expenditure and balance sheet together with the auditor's report thereon, shall be submitted to the Annual General Meeting for scrutiny and comment and shall be available at the offices of the Association for inspection by members in good standing. The audit shall be carried out by a public accountant or accountants registered as an account and auditor under Section 23 of the Public Accounts' and Auditors' Act No. 51 of 1951 in compliance with Labour Relations Act, 1995.

20. STATUS OF THE ASSOCIATION

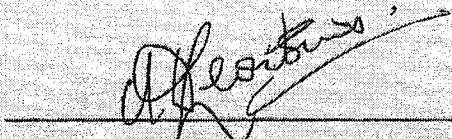
- 0.1 The Association shall be a body corporate with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name and shall be an organisation not for gain.

1. AMENDMENTS

- 1.1 Any of the provisions of the Constitution and the name of the Association may be repealed, amended or added to in any manner by resolution of a general meeting passed by two thirds of the votes of the members present or represented at that general meeting. No amendments or additions shall have any force or effect until certified in terms of subsection (3) of section 101 of the Labour Relations Act, 1995.



PRESIDENT OF THE ASSOCIATION



SECRETARY OF THE ASSOCIATION