



*Promoting, supporting and facilitating the exchange of knowledge and information relating to all forms of intensive, protected and ornamental agriculture (including aquaculture and aquaponics) to the benefit of all producers, suppliers, markets and other role-players in the value chain.*

## **CONSTITUTION OF THE INTENSIVE GROWERS' ASSOCIATION**

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

1.1 There shall be and hereby is constituted, in accordance with this constitution, a voluntary association with perpetual succession to be called "The Intensive Growers' Association".

1.2 The Association is a non-profit making organisation, and any income of the Association shall be used for the promotion of the objectives of the Association.

1.3 The Association shall be capable, in its own name and independently of its members, of suing and being sued, and of purchasing or otherwise acquiring, holding, managing and disposing of movable and immovable property, or any interest or right therein.

1.4 The Association shall affiliate with other organisations with similar objectives and interests in southern Africa, for example the Association for Cut Flower Growers in Southern Africa.

1.5 A logotype for the Association shall be designed and approved at an AGM. The use of the logotype shall be controlled by the Executive Committee.

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

The objectives of the Association shall be:

2.1 Bring together as many interested parties for the advancement, protection and development of the intensive crop production industry mainly or predominately in KwaZulu-Natal.

2.2 Create an effective organisation to lobby controlling bodies or government with a more effective power block.

2.3 Collection, dissection and dissemination of information for the benefit of the intensive crop production industry.

2.4 Collective purchasing power.

2.5 Assistance in marketing and promoting intensive crop production.

2.6 Consumer education about intensive crop production.

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

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

3.1 No member shall, by virtue of his membership, have any proprietary right, title or claim to, or interest in, any property of the Association.

3.2 The liability of any member of the Association for any obligation of the Association shall be limited to the membership fees payable by him in a single financial year.

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

### **4. MEMBERSHIP**

4.1 Members shall be interested parties who have paid their annual dues and whose membership has been ratified by the Executive Committee.

4.2 A member shall be a person, a firm, or a partnership. All partners of a firm or partnership may participate in the affairs of the Association.

4.3 Applications for admission as a member shall be submitted to the Executive Committee on the prescribed form.

4.4 No member may directly or indirectly have a personal or private vested interest in the Association.

4.5 Classes of Member

There shall be two classes of member, namely

4.5.1 Ordinary members

4.5.2 Associate members



4.6 Ordinary members shall be all members other than Associate members.

4.7 Associate members shall be a person, a firm or a partnership, decided upon by the members of the Executive Committee. An Associate member shall have no voting rights, and shall receive information from the Association at the discretion of the Executive Committee.

4.8 Membership fees: The membership fees shall be as proposed by the Executive Committee and accepted at a general meeting, or as notified to all members by post four weeks prior to ratification.

## 5. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association shall run from 1 March to 28 February.

## 6. ANNUAL GENERAL MEETING (AGM)

6.1 An AGM shall be held within eight weeks of the end of the financial year.

6.2 The agenda for the AGM shall include:

6.2.1 Chairman's report.

6.2.2 Annual statement of accounts and balance sheet.

6.2.3 Election of the Executive Committee to take office at the conclusion of the meeting.

6.2.4 Motions submitted in writing to the Secretary / Treasurer not less than one month prior to the date of the AGM.

6.3 The Chairman of the Association shall at any Annual General Meeting take the chair or, in his absence, the Vice-chairman.

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

6.5 Subject to Clause 6.6, ten members with voting rights (or their appointed representatives) shall constitute a quorum.

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

6.7 Each decision shall be taken by a majority vote of those present and entitled to vote.

6.8 All matters (except the election of members of the Executive Committee and amendments to the Constitution, which shall be by ballot) shall be voted upon by the raising of hands, unless any six persons, entitled to vote, request that voting takes place by ballot.

6.9 In case of equal votes in whatever manner, the chairman of the meeting shall, in addition to his ordinary vote, have at his disposal a casting vote.

## 7. VOTING RIGHTS

7.1 Each person, partnership or firm shall be entitled to a single vote.

7.2 Each member shall be entitled to one representative with voting rights. The member shall inform the Secretary of the identity of his representative.

7.3 No person shall be entitled to vote on behalf of more than one proxy member.

7.4 No single person may directly or indirectly control the decision making powers of the Association.

## 8. EXECUTIVE COMMITTEE

8.1 The Executive Committee of the Association shall consist of at least five members elected at the Annual General Meeting.

8.2 The Executive Committee shall elect the Chairperson and Vice Chairperson.

8.3 Nominations for membership of the Executive Committee shall be in writing, must be received by the Secretary at least 1 hour prior to the Annual General Meeting, and be signed by one member entitled to vote, as well as by the nominee confirming his acceptance of the nomination.

8.4 The committee may not be made up of connected persons in relation to each other if the portfolio of those members is of a fiduciary nature within the Association.

8.5 Members of the Executive Committee shall hold office until the election of a new Executive Committee at the next Annual General Meeting.

8.6 Should a vacancy occur in the membership of the Executive Committee, the Executive Committee shall co-opt a member of the Association to fill the vacancy.

8.7 The Executive Committee shall appoint a Secretary and a Treasurer who need not necessarily be members of the Association. The Secretary or Treasurer shall have no vote unless she or he is an



elected member of the Executive Committee.

## 9. DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

9.1 The affairs of the Association shall be managed by the Executive Committee in terms of this Constitution and the decisions of the AGM. The Executive Committee shall carry out the objectives of the Association and in addition to the other powers herein assigned to the Executive Committee shall exercise the following power on behalf of the Association. The Executive Committee may:

9.1.1 receive, administer and apply the funds and other property of the Association, invest funds not immediately required by the Association and vary or realise such investments.

9.1.2 enter into any contract on behalf of the Association and institute or cause to be conducted, defend, or cause to be defended, settle or abandon any legal proceedings on behalf of the Association and defend or settle any legal proceedings against the Association;

9.1.3 authorise the signature of any document on behalf of the Association. Provided that all documents involving the finances of the Association shall be signed by the Treasurer and by at least one other member of the Executive Committee authorised thereto by the Executive Committee;

9.1.4 appoint sub committees of members and define their terms of reference and powers;

9.1.5 regulate its meetings as well as those of its committees;

9.1.6 pay travelling costs and subsistence allowances to any person if it is deemed necessary and in the interests of the Association.

9.1.7 The Association shall not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule (SARS NPO ruling), which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

9.2 The Executive Committee shall meet as often as the business of the Association may require, but at least one meeting shall be held during a financial year.

9.3 Four members shall constitute a quorum at a meeting of the Executive Committee.

9.4 The Chairperson or, in his absence, the Vice Chairperson shall preside at meetings of the Executive Committee.

9.5 The Executive Committee shall apply for membership of, or formal recognition by, any such organisations or bodies as contemplated under 2 above, in the furtherance of the objectives of the Association. Where necessary, the Executive Committee shall elect a delegate to represent intensive crop production in such bodies or organisations. One example would be a delegate to represent KwaZulu-Natal on the Executive Council of the Association for Flower Growers in Southern Africa.

## 10. ANNUAL STATEMENT OF ACCOUNTS, BALANCE SHEET AND USE OF FUNDS

10.1 The Executive Committee shall appoint a suitably qualified person to ascertain and certify that all income has been recorded and all payments were authorised by the Committee.

10.2 The Annual Statement of Accounts and Balance Sheet shall be presented for approval at the Annual General Meeting.

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

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

10.5 The whole of the Association's funding must be derived from its annual or other long-term members or, from an appropriation by the government of the Republic in the national, provincial or local sphere.

## 11. DISSOLUTION OF THE ASSOCIATION

11.1 The Association shall be dissolved if at least two-thirds of those entitled to vote at an AGM vote in favour of such dissolution by ballot.

11.2 No motion for the dissolution of the Association shall be considered unless all members were advised thereof by the Executive Committee, at least three months prior to the consideration of the motion.

11.3 If upon liquidation or dissolution of the Association there remains any property whatsoever after the satisfaction of all debts and liabilities, it shall not be paid to or distributed among members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to those of the Association, and which are themselves exempt from income tax, to be



determined by the members of the Association, at or before the time of dissolution, and in default thereof by the Minister concerned and in line with South African Revenue Service ruling at the time.

#### 12. AMENDMENT OF THE CONSTITUTION

12.1 This Constitution may be amended by a decision adopted at an Annual General Meeting by a majority of two-thirds of the members present who are entitled to vote. Voting shall be by ballot.

12.2 Every proposal for an amendment of the Constitution shall be contained in the Agenda for the Annual General Meeting concerned, together with a recommendation of the Executive Committee.

12.3 The Executive Committee may of its own accord propose, recommend and adopt an amendment to the Constitution; such amendments will have to be ratified by a Special General Meeting.

#### 13. SPECIAL GENERAL MEETING

13.1 Special general meetings may be called by the Executive Committee, providing a full agenda and two weeks' notice is given in writing to the paid up members.

13.2 A special general meeting may be called by a signed petition by one-third of the paid up members, providing a full agenda and two weeks' notice is given in writing to the paid up members, including the Executive Committee.