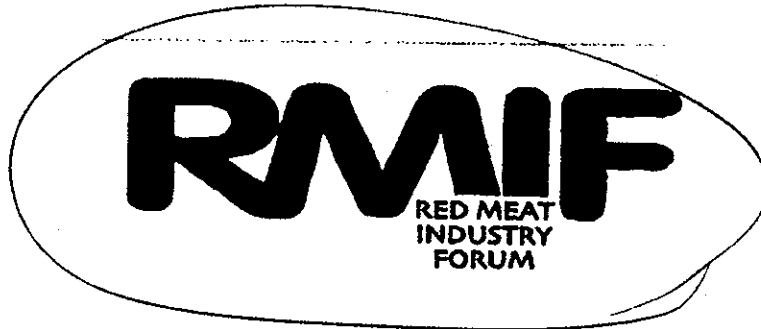


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CONSTITUTION

(Adopted at the AGM on 29 November 2004 and amended later)

1. NAME

The name of the Forum shall be "Red Meat Industry Forum of South Africa" (Hereinafter referred to as "the Forum").

2. DEFINITIONS

Any expression used in this Constitution shall have the meaning assigned to it and for the purpose of clarity the following expressions shall have the following meanings:

2.1 "affiliated member"

shall mean any organisation or association that represents the interests of directly affected group in the meat industry which has been accepted as a member of the Forum.

2.2 "meat industry"

means all participants engaged in the process of benefaction of red meat and by-products thereof from the producer to the retailer and shall include both the established and emerging participants in this sector.

2.3 "representatives of the Council"

means the members of the affiliated members who are nominated to serve on the Council.

2.4 Council

As described in 8.1.

2.5 "directly affected group"

shall mean an association or group of participants in the commercial and emergent sectors of the production, distribution and processing of red meat products.

3. OBJECTIVES OF THE FORUM

3.1 To promote, co-ordinate, supervise, and secure the interests of its members.

- 3.2 To promote, support, or oppose, if necessary, in the interests of the meat industry, any legislation or regulation introduced by Government, Provincial or local Government bodies, including any international organisations, which could affect its members.
- 3.3 To acquire either by purchase, lease or otherwise, any moveable or immovable property on behalf of the Forum and to sell, let, mortgage or otherwise deal with any movable or immovable property belonging to the Forum provided that no immovable property shall be acquired, sold or leased unless two thirds of the members affiliated to the Forum agree to the proposed action to be taken on behalf of the Forum.
- 3.4 To raise funds by Entrance Fees and/or Special Subscriptions and by Donations, Grants or any form of voluntary contributions for securing of the objectives of the Forum which shall include the right to recover monies due to the Forum.
- 3.5 To foster or stimulate the proficiency of production, processing and marketing, the demand for red meat, offal and red meat products and the image of the red meat industry as a whole.
- 3.6 To foster and promote relations between the role players in the red meat industry as well as between members of the affiliated members of the Forum.
- 3.7 To encourage a code of conduct of members of the affiliated members of the Forum such as to command the confidence and respect of the public in general.

- 3.8 To do such other lawful things as may appear to be in the interests of the affiliated members of the Forum.
- 3.9 To appoint trustees to the Meat Industry Trust as prescribed for in Clause 4.1.4 of the Deed of Trust of the Meat Industry Trust.
- 3.10 To appoint directors to serve on any company which may be formed to provide services as provided for in the Marketing of Agricultural Products Act no 47 of 1996 as amended.
- 3.11 To nominate industry representatives on the Planning Committees of the RMRDT.
- 3.12 To approve the financing of service providers as set out in any business plan submitted to and approved by the Minister of Agriculture regarding the implementation of a Statutory Measure as envisaged in the Marketing of Agricultural Products Act.
- 3.13 To hold a Council Meeting within three months of the financial year end.

4. MEMBERSHIP

- 4.1 The following organisations and associations shall be the founding members of the Forum under its new Constitution:
 - 4.1.1 The National Federation of Meat Traders
 - 4.1.2 The Red Meat Abattoir Association
 - 4.1.3 The South African Meat Processors Association
 - 4.1.4 The Skins, Hides and Leather Council
 - 4.1.5 The Red Meat Producers Organisation (small-stock)

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- 4.1.6 The Red Meat Producers Organisation (large stock)
- 4.1.7 The South African Pork Producers Organisation
- 4.1.8 The South African Feedlot Association
- 4.1.9 The South African Livestock Agents and Meat Brokers Association
- 4.1.10 The Federation of Meat Trade Unions
- 4.1.11 The National Emergent Red Meat Producers Organisation
- 4.1.12 The South African National Consumers Union
- 4.1.13 The Association of Meat Importers and Exporters

4.2 Notwithstanding the above, any organisation or association satisfying the following criteria may apply for membership of the Forum:

- 4.2.1 any organisation or association within the red meat industry which can demonstrate majority support of a particular sector where more than one organisation is active in that particular sector;
- 4.2.2 any entity registered in terms of any law and which entity has as one of its objectives the generation of profits, shall not be eligible to be admitted as a member of the Forum.

5. APPLICATION FOR MEMBERSHIP

- 5.1 Application for membership of the Forum shall be made in writing, in compliance with the criteria set down by the Council from time to time, to the Secretary.
- 5.2 Applicants shall be required to furnish such information as may be required by the Forum.

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- 5.3 Applicants for membership of the Forum shall be considered by the Council at the next meeting following receipt of such application by the Secretary.
- 5.4 The Forum shall not be obliged to assign any reason for refusal/admission to membership.
- 5.5 Should admission to membership be refused by the Council, the applicant shall have the right of appeal to the next annual general meeting of the Forum.
- 5.6 An applicant to whom admission to membership is refused shall be entitled to a refund of any entrance fee and/or subscriptions paid on application.
- 5.7 Any affiliated member who has resigned or been expelled from Membership of the Forum may be re-admitted to Membership on such terms and conditions as the Council may determine.
- 5.8 Any affiliated member admitted to the Forum shall be bound by the provisions of this Constitution, and any amendments thereof as are affected from time to time and shall be bound by any regulations and any rules and any resolutions and any code of ethics in force from time to time as passed by a competent authority within the terms of this Constitution.
- 5.9 The Forum respects the right and functions of affiliated members and members of affiliated members.

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6. RESIGNATION

- 6.1 Any affiliated member may resign from the Forum by giving three months' notice, in writing, to the Secretary provided that no resignation shall have effect until twelve months of membership has been completed and all monies due to the Forum have been paid and, provided that, notwithstanding such resignation, the amount of any current annual subscription shall remain due and payable in full.
- 6.2 Any affiliated member who resigns from the Forum shall not have any claim on the funds of the Forum.

7. FINANCE

7.1 Entrance Fee

- 7.1.1 Each applicant for the Forum shall pay to the Forum an entrance fee as determined by the Council from time to time.

7.2 Subscriptions

- 7.2.1 Each affiliated member shall pay to the Forum an annual subscription as determined by the Council from time to time.
- 7.2.2 The Council of the Forum may raise a special subscription upon its affiliated members for any specific purpose from time to time.
- 7.2.3 All dues to the Forum by affiliated members shall become due and payable in advance on the first day of each and every new financial year.

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- 7.2.4 The financial year of the Forum shall be determined by the Council from time to time.
- 7.2.5 The funds of the Forum shall be applied to the payment of expenses, the acquisition of property and such other purposes which may be considered by the Council within the terms of the Constitution.
- 7.2.6 All monies due to the Forum shall be paid to the Secretary, who shall deposit them in such financial institution as may be decided upon by the Council.
- 7.2.7 An auditor may be appointed by the Council if they so decide who shall prepare audited financial statements in respect of each financial year of the Forum. Failing the appointment of an auditor, the Secretary of the Forum will prepare financial statements. These financial statements shall be tabled for adoption at the annual general meeting of the Forum.
- 7.2.8 The provisions of clause 7.2.1, 7.2.2 and 7.2.3 shall not apply on their request to the following founding members:
- > The South African National Consumers Union
 - > The Federation of Meat Trader Unions

Should either or both of the above founding members apply for exemption from clause 7.2.1, 7.2.2 and 7.2.3 the said founding members will lose their right to vote as provided for in Clause 8.6.7 of this constitution.

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8. ADMINISTRATION OF THE FORUM

8.1 Council

- 8.1.1 The affairs of the Forum shall be vested in a Council.
- 8.1.2 Representatives of the Council shall be appointed by the affiliated members.
- 8.1.3 Each of the affiliated members shall nominate two of their representatives to serve on the Council of the Forum, of which one shall be the representative and the other his/her secundus, provided that such nominees meet the criteria as set down in sub section 8.1.4. The affiliated member, out of whom the Chairman is elected, gets an additional representative with full voting rights.
- 8.1.4 Any representative of an affiliated member or his secundus shall be a member in good standing or paid official of that organisation or association.

8.2 Management Committee

- 8.2.1 The daily affairs of the Forum shall be delegated by the Council to a Management Committee that shall consist of the Chairman, Vice-Chairman and two members, with the right to co-opt further members which Committee shall be appointed by affiliated members at the Annual General Meeting of the Forum.

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8.3 Chairman

8.3.1 A Chairman shall be appointed from the representatives of the Council. Should more than one person be nominated for the office of Chairman, a ballot will be held.

8.3.2 The Chairman of the Council may not be elected as the Chairman of any structure referred to in Clause 3.9 and 3.10 of this Constitution.

8.3.3 In the event of the Chairman no longer being eligible for membership of a member organisation he represents, he will resign. A new Chairman will be elected at the next meeting of the Council. The Vice-Chairman will take over the responsibilities of the office in the interim until the next Council Meeting of the Forum.

8.4 Vice-Chairman

A Vice-Chairman shall be appointed from the representatives of the Council. The provisions of Clauses 8.2.1, 8.3.2 and 8.3.3 shall *mutatis mutandis* apply.

8.5 Powers of the Council

The Council shall have the following powers in addition to any other powers mentioned in this Constitution:

8.5.1 To conduct the ordinary business of the Forum and to further and promote any and all of its objects.

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- 8.5.2 To rent or hire suitable premises for the purpose of the business of the Forum, to appoint or dispense with the services of any employee and to purchase such furniture and equipment, etc., as may be required for the efficient conduct of the affairs of the Forum.
- 8.5.3 To control the funds and property of the Forum and to apply the funds in such manner as may be necessary to carry out its functions.
- 8.5.4 To open, operate, or close the banking accounts of the Forum and to control its finances.
- 8.5.5 To approve, or refuse, any application for affiliated membership.
- 8.5.6 To suspend or expel any affiliated member.
- 8.5.7 To recover subscriptions and any other monies due to the Forum.
- 8.5.8 To co-operate with other bodies or persons in furthering meat industry interests.
- 8.5.9 To acquire, either by purchase, lease or otherwise, any movable or immovable property or other assets, and also to sell, let, mortgage, deal or dispose of movable or immovable property belonging to the Forum.
- 8.5.10 To appoint Sub Committees from its affiliated members and to delegate power to such Sub Committees.

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8.5.11 To appoint financial auditors should it be deemed necessary (refer clause 7.2.7).

8.5.12 To do all other things that it may consider conducive to the interests and efficient administration of the Forum or the promotion of its objects.

8.6 Meetings of the Council

8.6.1 The Council of the Forum shall meet as often as may be necessary for the efficient transaction of the affairs of the Forum, but there shall not be an interval greater than four months between each meeting.

8.6.2 Representatives of the Council shall be given at least fourteen days notice by the Secretary of the time and place of a meeting and shall be furnished with an agenda indicating the nature of the business to be transacted.

8.6.3 Special meetings may be called at shorter notice by the Chairman and/or the Secretary at any time when requested to do so in writing by at least three representatives of the Council.

8.6.4 The quorum for any meeting of the Council shall consist of a representative of at least 50% of the affiliated members.

8.6.5 At all meetings of the Council, the minutes of the last preceding meeting shall be tabled by the Secretary and signed by the Chairman after confirmation.

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8.6.6 Decisions shall be reached by consensus. In the event of consensus not being reached, the Chairman shall declare a deadlock whereat a ballot will be held to determine the issue. In the case of deadlock, the Chairman shall have a casting vote.

8.6.7 In the event of a ballot being held as provided for in 8.6.6 above or for the election of office bearers as provided for in Clauses 3.9, 3.10 and 8.3.1 each of the following representative members of the Council of the Forum shall have one vote each:

- The Red Meat Producers Organisation (small-stock)
- The Red Meat Producers Organisation (large stock)
- The South African Pork Producers Organisation
- The South African Feedlot Association
- The National Federation of Meat Traders
- The Red Meat Abattoir Association
- The South African Meat Processors Association
- The South African Livestock Agents and Meat Brokers Association
- The National Emergent Red Meat Producers Organisation
- The Skins, Hides and Leather Council
- The South African National Consumers Union
- The Federation of Meat Trade Unions
- The Association of Meat Importers and Exporters

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8.7 Duties of the Officials

8.7.1 Chairman of the Council - the duties of the Chairman or, in his absence, the appointed Chairman, shall be to preside at meetings of the Council and to enforce the observance of the Constitution, sign minutes of meetings after confirmation, act as spokesman for the Forum on all matters agreed to by the Council and generally perform such duties and functions as by usage and custom pertaining to such office.

8.7.2 Secretary - shall generally carry out the duties and functions pertaining to such office and as instructed to by the Council from time to time.

9. DISSOLUTION

9.1 The Forum may be dissolved if two-thirds of the affiliated members entitled to vote, so decide by ballot.

9.2 Upon dissolution of the Forum, the funds on hand should, after all liabilities have been met, be transferred to an organisation having similar aims and objectives.

10. ANNUAL GENERAL MEETING

10.1 The annual general meeting of the Forum shall be held on a date to be determined by the Council but within three months of the financial year end of the Forum.

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10.2 Each affiliated member shall have a vote at the annual general meeting and the representative members of the Council of the Forum shall have the number of votes assigned to each as per Clause 8.6.7 of this Constitution.

10.3 All affiliate members shall receive at least twenty-one (21) days notice of the date and venue of the annual general meeting.

10.4 The following business of the Forum will, *inter alia*, be conducted at the annual general meeting:

10.4.1 presentation of a report on the activities of the Forum during the period under review.;

10.4.2 presentation of and confirmation of the financial statements of the Forum;

10.4.3 any matter which any affiliated member refers to the Secretary twenty days prior to the annual general meeting for inclusion on the agenda;

10.4.4 all motions put to the annual general meeting which had been decided by a majority of affiliated members present at the meeting, shall be referred to the Council for consideration and action.

11. CONFERENCE

11.1 The Forum may arrange a Conference which may be attended by all members of the affiliated members and other interested parties.

11.2

12. HEAD OFFICE

12.1 The Head Office of the Forum shall be at such venue as may be decided by the Council from time to time.

13. AMENDMENTS

- 13.1 Any of the provisions of this Constitution may be repealed, added to or amended on a two thirds majority of the affiliated members of the Forum at a properly constituted general meeting, provided the Secretary received thirty days notice in writing of the proposed alteration and the Secretary shall duly notify the affiliated members of the proposed alteration twenty days prior to the general meeting.

2005-02-15...
Corrections on 2005-03-07
Corrections: 2005-10-28
Corrections: 2007-03-27
Corrections: 2007-11-08
Corrections - 2008-10-20