

CONSTITUTION OF THE SOUTHERN AFRICAN PLANT BREEDERS ASSOCIATION

NAME

The Association will be known as:-The Southern African Plant Breeders Association (Hereinafter referred to as the "S.A.P.B.A.")

1 OBJECTIVES

1.1 To establish plant breeding as a professional occupation with its own identity and to promote it as such.

1.2 To make a positive contribution to the training of future plant breeders.

1.3 To create a forum for communication for all persons skilled in the profession.

1.4 To establish and promote interaction between all plant breeders in Southern African states and other foreign countries.

1.5 To expand plant breeding as a profession in order to ensure healthy competition within the profession.

1.6 To promote a spirit of co-operation and solidarity amongst members.

1.7 To promote in general the interests of plant breeding as a professional occupation and trade.

1.8 To promote co-operation and maintain closer involvement and better contact with agriculture.

2 LEGAL CAPACITY

2.1 The S.A.P.B.A. has full corporate capacity with perpetual existence and is consequently entitled to exercise the following rights in its own name.

2.1.1 To institute legal proceedings.

2.1.2 To act as either defendant or respondent in a legal suit.

2.1.3 To enter into obligations and to negotiate benefits.

2.1.4 To enter into agreements and settlements.

2.1.5 To purchase, acquire by other means, possess or alienate property, both movable and immovable.

2.1.6 To act as a body corporate in the promotion of its objectives or as otherwise approved by a properly constituted meeting of the members.

2.2 The members of the S.A.P.B.A. are consequently:

2.2.1 Not personally liable for the obligations of the S.A.P.B.A. except in respect of and to the extent of inception fees and annual subscription fees already paid and/or payable for a period/s in which a person was a member of the S.A.P.B.A.

2.2.2 Not authorized to bind the S.A.P.B.A. by their acts or deeds irrespective of whether executed in the name of the S.A.P.B.A. or on behalf of the S.A.P.B.A., unless such action or deed is authorized by the S.A.P.B.A. prior to the execution thereof or is ratified thereafter, as provided herein.

2.3 *The S.A.P.B.A is consequently entitled to and reserves the right to: -*

2.3.1 Discuss any member's actions insofar as it concerns the S.A.P.B.A. and its objectives and the promotion thereof by such member, whether as member or as individual; and

2.3.2 Suspend or request any member whose actions or deeds cannot be reconciled with the objectives of the S.A.P.B.A., to which he has bound himself as member, and who does not pay his membership fees and whose actions are or may otherwise be unlawful, irregular or disadvantageous to the S.A.P.B.A., to resign.

2.4 The general meeting of members is the S.A.P.B.A. 's highest authority and the highest executive authority is the management, whose actions are regulated by the provisions of this constitution, any amendments thereof as well as resolutions properly adopted by the general meeting of members of the S.A.P.B.A. The management is consequently responsible for the executing of the main objectives of the S.A.P.B.A. and the resolutions of the general meeting of members. The management may furthermore delegate a person or person's from its ranks to perform certain tasks on behalf of the management. Such delegation must be in writing and entered in the minutes. Such a task executed, although not entered in the minutes may however, be ratified at a later date, by making a short note of what was done in execution of the task and by accepting it as note of what was done in execution of the task and by accepting it as executed on behalf of the S.A.P.B.A.

3 MEMBERSHIP

The S.A.P.B.A. is made up of honorary members, ordinary members, institutional members, co-members and students members. Membership is open to all

persons regardless of the individual's sex, race or political and/or religious beliefs.

3.1 Honorary members: An honorary member is a person whom the S.A.P.B.A. wants to honour as a result of the specific person's particular services to and promotion of the objectives of the S.A.P.B.A. or because of his or her exceptional achievements as plant breeder. Honorary members enjoy all the privileges of ordinary members but are exempt from the paying of membership fees. Honorary members are not eligible for selection to the management.

3.2 Ordinary members: Ordinary members are persons who are or were involved with research, education or guidance in respect of plant breeding or who are concerned with the practical application of plant breeding, and/or accepted by the management as a result of their knowledge of, or exceptional contribution to the promotion of any branch of plant breeding. Any ordinary member shall have one vote and may be elected to be management.

3.3 Institutional members: Institutional members are institutions or organisation, which have been accepted by the management to become members. Two representatives from each institutional member are entitled to and shall enjoy the privileges of ordinary members. Every institutional member must inform the management at the beginning of each year who its representative or two representatives will be for that specific year.

3.4 Student members: Student members are students up to and including a Baccalaureus degree, who are involved as full time members at any recognised University and who are accepted by the management as members. Student

members are entitled to reduced membership fees but do not have the right to vote and are not eligible for election to the management.

3.5 Co-members: Co-members are persons who are involved with research, education, instruction or administration in respect of plant breeding, or who are connected with commerce regarding plant breeding, or who are concerned with the practical application of plant breeding, but who do not qualify as ordinary members. Co-members shall enjoy all the rights and privileges of the S.A.P.B.A., but do not have the right to vote and are not eligible for election to the management. After five years of membership, co-members are entitled to apply to the management for “full” membership. The right and form of membership, however, remains reserved by the management.

4 CANVASSING OF MEMBERS

All new members are proposed by nomination form and such form must be signed by the nominee as well as by the person who proposed the specific member. The nomination form must be sent to the management’s secretary, who will then submit the form for consideration and approval or disapproval at a properly constituted management meeting. The granting of membership, as well as the specific type of membership granted is decided by the management and any objection against such decision may be directed to the secretary by means of a written representation, duly signed by both the nominee and the proposer. In the event of such an objection the management may reconsider its decision. Honorary members are introduced at the biannual general meeting.

5 MEMBERSHIP FEES

The annual membership fees of ordinary members, institutional members, co-members and student members will be determined by the management from time to time. Any decision by the management in respect of increased

membership fees must be submitted to and approved by the biannual general meeting before such an increase can be enforced.

6 AFFLIATIONS

Affiliations to related organisations can be proposed and considered at a meeting of members and in the event of the proposal being accepted by a majority of votes, the proposed affiliation may be entered into, provided that before the said meeting notice is given to all members that such a proposal is to be submitted.

7 FINANCE

7.1 The financial year of the S.A.P.B.A. commences on 1 January and ends 31 December of each year. The S.A.P.B.A. will open accounts, including checkbook accounts at a commercial bank.

7.2 The management will designate those persons (members) who will be given authority to sign.

7.3 The books and financial statements of the S.A.P.B.A. shall be audited by a firm of auditors appointed annually by the general meeting for that purpose.

8 MANAGEMENT

8.1 The interests of the S.A.P.B.A. will be managed by the management of which the members are chosen

8.1.1 President – A person chosen from the ranks of honorary members, ordinary members or institutional members at a general meeting of members.

8.1.2 Vice-President – A person chosen from the ranks of honorary members, ordinary members or institutional members at a general meeting of members.

The same person may not serve as vice-president for more than two consecutive terms.

8.1.3 Other members – Four (4) other members shall be chosen from the ranks of the honorary members, ordinary members, or institutional members at a general meeting of members. In order to ensure continuity on the management, two ordinary members from the existing management in the 1996/1997 shall automatically remain on the management for a second term. In order to introduce this system, the existing management for 1996/97 shall elect two ordinary members who shall automatically remain as ordinary members for a second term in 1998/1999.

8.1.4 The chosen management members shall appoint a secretary/treasurer from the ranks of the chosen management members.

8.1.5 The management may co-opt other members to serve on the management as additional members. Co-opted members shall not be entitled to vote.

8.2 Members of the management are elected by the biannual general meeting of members by means of a ballot. Only members who have paid their membership fees may vote.

8.3 All members making themselves available for election to the management must be nominated by means of a nomination form, which must be signed by the member, the person proposing the nominee as well as the person seconding the proposal.

8.4 A quorum at a meeting of the management will be four (4) members.

8.5 Should a member of the management resign, such a vacancy shall be filled by means of co-option by the management.

8.6 The management may establish divisional sub-committees and the chairperson of any such sub-committee will serve on the management an additional member.

9 POWERS AND DUTIES OF THE MANAGEMENT

The management is designated to execute the following duties and consequently has the necessary authority to: -

9.1 Do everything in general which would be to the advantage of the S.A.P.B.A. and its members and to promote the objectives of the S.A.P.B.A.;

9.2 Decide on the membership of new applicants as well as that of existing members;

9.3 Appoint sub-committees composed of members of the management as well as ordinary members and to delegate to such sub-committees such managerial powers as may be decided by the management;

9.4 Meet as often as necessary;

9.5 Report to the biannual general meeting of members at the end of each term of service, and to submit a properly audited balance sheet and set of account;

9.6 See to it that proper minutes of all meetings, including meetings of the management are kept in an official minute book;

9.7 See to it that proper account is kept of the income and expenditures of the S.A.P.B.A.

9.8 Elect a member of the management to act as chairperson should the chairperson of the management not be present at a meeting.

10 MEETINGS OF THE MEMBERS OF THE S.A.P.B.A.

10.1 The highest authority in the S.A.P.B.A. is a properly constituted general members' meeting.

10.2 The general meeting of members will be held every second year during the period of the biannual symposium. This implies automatic notice of the general meeting to all members.

10.3 The time and venue of all meetings must be determined by the management.

10.4 A quorum at a general meeting of members will consist of all-enrolled members eligible to vote and present in person at the meeting of which proper notice has been given.

10.5 No member, who is in arrears with his membership fees, shall be entitled to vote at any meeting of the S.A.P.B.A. or to be taken into account in determining the quorum.

10.6 Should the management decide that, due to the urgency of a matter, a meeting is warranted, a special meeting of the members may be convened subject thereto that the members shall be given not less than twenty one (21) days' notice.

10.7 The chairperson has an ordinary vote at all meetings, but in the event of an equality of votes he also has a casting vote.

10.8 All matters and decisions are decided by a majority of votes, except where the constitution determines otherwise;

10.9 Meetings of the management may be organized by the chairperson or a nominated member of the management who must make the necessary arrangements, subject thereto that all such members must receive at least seven (7) days' notice of each meeting, or should a shorter period of notice be deemed necessary, all the managing members agree to meet, after they have been informed as to the necessity of a meeting with such short notice. Notices are considered to have been received by the person to whom it was sent

- a) four days after it was sent by post, or
- b) on the day on which it was delivered by hand.

11. CONSTITUTION

11.1 This constitution shall be binding on all members of the S.A.P.B.A. from the date of confirmation hereof.

11.2 Every member undertakes and admits that, by joining the S.A.P.B.A. he/she accepts the constitution abides thereby and also accepts as such any change or alteration made from time to time in terms of 12.3 of this constitution.

11.3 The constitution may only be changed or altered if it is done by means of a decision taken by a biannual general meeting or a special meeting of members, of which not less than twenty one (21) days' notice is given and the resolution is supported by not less than two thirds of all members at the meeting and entitled to vote.

12. SUSPENSION OF MEMBER/S

A member of the S.A.P.B.A. may be suspended by means of a majority of votes at a general meeting or special meeting of members on recommendation of the management, provided the concerned member

- a) is given notice of the recommendation of proposal that he/she is to be suspended, not less than twenty one (21) days before such a meeting, and
- b) shall have the opportunity to defend him/herself.

13. DISSOLUTION

13.1 The S.A.P.B.A. may be dissolved or voluntarily liquidated by means of a resolution supported by no less than two thirds of all subscribed members who are entitled to vote.

13.2 In the event of dissolution, the S.A.P.B.A.'s financial obligations must first be met. Remaining assets, if any are carried over or paid over to a similar society which also promotes the interests of the industry or to a body, industry or a society of various bodies, industries of societies upon which the members decide during the dissolution meeting.

14 HEAD OFFICE

The constituency of the Head Office of the S.A.P.B.A. will be determined annually by the management.