

# CONSTITUTION/ GRONDWET

SIMBRA CATTLE BREEDERS OF SOUTHERN  
AFRICA/ SIMBRA BEESTELERS  
GENOOTSKAP CAN SUIDELIKE AFRIKA

REGISTRATION NUMBER: 62/98/R-13



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## The constitution of the Simbra Cattle Breeders' Society of Southern Africa

### DEFINITIONS

When used in this constitution and bye-laws, words shall have its ordinary grammatical meaning, unless a contrary meaning is apparent from the context. In the following specific instances, the words and phrases shall have the indicated meaning:

**"Act"** means the Animal Improvement Act, 1998 (Act No. 62 of 1998) and includes the regulations promulgated in terms thereof;

**"animal"** means a bovine of the Simbra breed registered or recorded or eligible for registration or recording in the Herd book and includes the words "cattle", "calf/calves",

**"dam/s", "female/s", "bull/s", "male/s" and "sire/s"** shall have the ordinary meaning attributable to the words;

**"birth"** means the birth of a calf;

**"Breed Director"** means an employee appointed by Council and assigned the duties and responsibilities of chief executive officer for the Society;

**"breeder"** means a member of the Society who is the owner of a breeding female animal **"breeding female animal"** means any one of the following:

(a) A dam with registered or recorded progeny;

- (b) A dam at the date of birth of an animal conceived by natural or artificial conception, at the time of birth of the progeny due to be registered or recorded;
- (c) A female animal at the date of acceptance of an application for its registration in the Basic Section of the Herd book;
- (d) A female animal at the date of acceptance of an application for registration in the Appendix or Stud Book Proper Section of the Herd book;
- (e) The recipient dam at the date of birth of the animal to be registered as a result of an embryo transfer;

**"buyer"** means the person or persons to whom ownership/joint ownership of an animal is transferred by the seller of such animal;

**"Constitution"** means the constitution (inclusive of the bye-laws) of the Society;

**"Council"** means the Council of the Society duly elected in terms of the Constitution;

**"Department"** means the Government Department charged with the administration of the Act;

**"embryo"** means a fertilised ovum of an animal;

**"herd book"** means the South African Simbra Herd book in which shall be recorded or registered, as the case may be, by the registering authority, the details of all animals;

**"inspector/s"** means a person/s appointed by Council for the purposes referred to in the Constitution;

**"integrated registration and genetic information system"** or **"intergis"** mean the registration system for registered or recorded animals for use in compliance with requirements set out in the Act;

**"Minister"** means the Minister of the relevant Government Department that is tasked with the administration of the act;

**"ovum"** means the ovum of an animal and includes an embryo;

**"owner"** means the person who -

(a) is entitled to exercise control of the animal according to the records kept by the registering authority for Simbra cattle; or

(b) submits proof to the satisfaction of the Council that the animal concerned is eligible to be so registered, recorded or inscribed in the relevant person's name;

**"Recording"** refers to the procedure of listing an animal in any section of the Herd book;

**"Region(s)"** refers to the geographic divisions of the Territory as determined from time to time by Council;

**“registered animal”** refers to an animal recorded in any category or appendix list of the Society; also to an animal submitted for registration by a breeder (inclusive of an animal whose registration has been put on hold for verification of animal information submitted, whilst it remains so on hold, and until it is registered and/or recorded and/or until it is withdrawn from the registering and/or recording thereof by the breeder concerned)

**"Registering"** refers to the procedure of registering and incorporating an animal in any list or appendix kept by the Society, excluding the basic section, or in the Stud Book Proper Section of the Herd book, or by which a prefix or herd designation mark is placed on the records of the registering authority;

**"Registering authority"** means a person or entity with registered status in terms of section 8 of the Act, and which is duly qualified to register and record Simbra cattle; such meaning to include the society, if so registered, and/or the society's appointee as registering authority for Simbra cattle.

**"Registrar"** means the officer designated as Registrar of Animal Improvement in terms of the Act;

**"Secretary"**, in relation to statutory duties, means the person designated by council to perform, and to be responsible for-, such duties that are classified as statutorily required secretarial duties of the Society;

**"Seller"** means the person or persons being the owner/joint owner/s of an animal according to the records of the registering authority or, in the case of an imported animal, the owner in the country of origin who disposes of such animal;

**"semen"** means the semen of an animal;

**"Society"** means "the Simbra Cattle Breeders' Society of Southern Africa", which shall also be referred to as "Simbra SA";

**"Southern African-bred Simbra"** means an animal born in or whilst in transit to, Southern Africa: Provided that an animal born from an imported ovum or embryo shall be regarded as an imported Simbra; and

**"Territory"** means the geographical area in Southern Africa incorporated by the boundaries of the Republic of South Africa, Namibia and such other countries or areas as the Society may from time to time determine to be included within the meaning of the phrase.

**"Vote"** means the exercising of a member of his rights to participate in decision making of the Society as allowed for in this constitution; by ordinary vote and/or weighted vote.

Words, abbreviations and phrases in this Constitution, not defined above, and having a technical meaning, shall, unless a contrary meaning clearly appears from the context, have the same meaning assigned thereto in the Act.



In the Constitution, unless the contrary intention appears clearly from the context, words referring to persons in the masculine gender shall include females, words in the singular shall include the plural, and words in the plural shall include the singular.

#### **14. Name of the Society**

The name of general application of the society shall be “**The Simbra Cattle Breeders’ Society of Southern Africa**”, or in abbreviated form, “**Simbra SA**”, any exact / contextual translation thereof into any of the recognized languages in Southern Africa.

#### **15. Objectives of the Society**

15.1 The objectives of the Society shall be:

2.1.1 to encourage and promote the breeding and the improvement of the genetic production potential of animals in the Territory;

2.1.2 to maintain and expand the Simbra breed in the Territory and promote the interests and use of the breed by all possible and available means;

2.1.3 to encourage the collection, preservation and further development of the breed by sound selection in accordance with the accepted description of a Simbra animal and to limit the influence of foreign breeds to the extent provided for by the Breed-, and Performance Standards.

2.1.4 to compile and maintain a "Minimum Breed-, and Performance Standard" based on:

- 2.1.4.1 records submitted by members in terms of a standardised protocol for performance testing adopted on a general meeting of members and which prescribes participation by all members;
- 2.1.4.2 Data and information submitted in terms of protocols recommended by the breed improvement committee, and approved by council for that purpose;
- 2.1.4.3 visual appraisal for genetic defects and conformation;
- 2.1.4.4 animal breeding and genetic science and information, and in general
- 2.1.4.5 with regard to all factors related to the breeding of animals and the improvement of functional efficiency of animals.
- 2.1.5 To apply and refine the set standards whereby animals are selected and recommended for recording and or registration, by inter alia appointing inspectors and/or sub-Committee/s to apply selection criteria to animals that are submitted for selection by breeders for their recording and/or to registration in the herd book and to instruct the selectors and/or subcommittees to only recommend selected animals to be recorded and registered in the Herd book and appendices;
- 2.1.6 to prescribe that selection should be based on the minimum breed and performance standard and to provide such selectors or sub-Committees with all performance data available to the Council for that purpose;
- 2.1.7 to set standards and to develop methods, and to obtain approval for such standards and methods, for the verification in respect of the correctness of parentage of animals, the recording of inter birth cycle of the dam, the ownership of the parents at the time of serving and the registration of the birth of the animal and to determine the manner in which records are created and kept;

- 2.1.8 to compile, keep and maintain accurate records of the pedigrees and particulars of all animals duly registered or recorded through the Society; to determine the methods and standards for the keeping and maintenance of records in compliance with standards set in terms of the Act;
- 2.1.9 to apply for registration as a registering authority in terms of section 8 of the Act, and to uphold such registration status once secured, by complying with all statutory requirements therefore, including but not limited to, the payment of applicable fees, if any, for the registration of prefixes and suffixes and for participation in the integrated registration and genetic information system, referred to in section 15 (3) (a) of the Act, and to provide such services to breeders;
- 2.1.10 to provide breeders with the best possible genetic information system and to allow breeders to directly participate in the integrated registration and genetic information system in all circumstances where the Act prescribes;
- 2.1.11 to safeguard and advance the common interests of breeders in the Territory, and generally to give effect to the objectives contemplated by the Act.
- 2.1.12 to actively engage and participate in the Beef Industry within Southern Africa within the framework of the African paradigm and the ambit of a socially responsible and equitable participant.
- 2.1.13 To manage the Breed according to acceptable scientific breeding science practices.

## 2.2 The Society shall not -

- 2.2.1 carry on any profit making activities; or participate in any business, profession or occupation carried on by any of its members, or provide any financial

- assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession or occupation by them; and
- 2.2.2 have the power to carry on any business, including, *inter alia*, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.
- 2.2.3 The Society shall be entitled to recover the cost for all its activities and actions in pursuit of the Society's objectives from its members on the basis of "cost to the Society" only. The Society shall, *inter alia*:
- 2.2.3.1 levy membership fees on its members;
- 2.2.3.2 levy a charge called the "per capita fee" on its members;
- 2.2.3.3 charge for the cost of services rendered to its members and that are rendered on authority of Council.

### **3 Legal Persona of Society and powers**

- 3.1 The society shall have legal personality and function as a voluntary association as from the date of its founding and the adoption of this constitution by the founding members. The society shall apply for its registration as an animal breeders' society in terms of the Act as soon as practically possible after its founding.
- 3.2 The Society shall be a juristic person as allowed for by the Act from the date of its registration in terms of the Act and its powers, duties and obligations shall be determined by the Act, the declarations of the Minister and as it is applied to the Society in terms of the Act and the terms and conditions of the constitution, the bye-laws and as it is determined in terms of the constitution.

- 3.3 If any person or entity held any assets or rights in his or her personal and/or representative capacity for and on behalf of the Society before its founding; or if any persons acting in his/her/their representative capacities as members of the group of persons acting as founders of the Society after its founding but before its registration held such assets or rights for or on behalf of the Society, such assets and rights shall pass on to the Society from the date of its registration.
- 3.4 If any person had incurred any liabilities, or assumed any responsibilities or duties in his or her personal and/or representative capacity for and on behalf of the Society before its founding; or if any persons acting in his/her/their representative capacities as members of the group of persons acting as founders of the Society after its founding but before its registration, incurred any such liabilities, or assumed any responsibilities or duties in his or her personal capacity for and on behalf of the society before its registration; such liabilities incurred, or duties assumed, shall pass on to the Society from the date of its registration.
- 3.5 Subject to the terms of the Constitution, the Society shall have the power:
- 3.5.1 To, prior to its registration in terms of the Act, carry out such functions and perform such duties as are or may be allowed for by law applicable to voluntary associations;
- 3.5.2 To, once registered in terms of the Act, carry out such functions and perform such duties as are or may be imposed upon it by virtue of its incorporation in terms of the Act; and
- 3.5.3 generally, to do all such acts as a body corporate may by law perform and which the Society may deem necessary for the attainment of its objectives.

3.5.4 The Society shall not be liable for- or be held accountable for the actions of any member, or group of members acting in unison in pursuance of its own endeavours. Inasmuch as the Society may be held liable, or be held accountable for acts performed or information supplied in good faith and in reliance upon any member or group of members, it shall be indemnified by the member or group of members.

## **4 Membership**

Any person and/or entity being a member of the Simmentaler and Simbra Cattle Breeders Society of Southern Africa directly prior to the establishment of this Society, that was a Simbra breeder, shall be deemed as an accepted member at the effective date of this Society.

### **4.1 Eligibility**

Any natural person above the age of 18 years, or a group of persons of whom all are above the age of 18 years acting jointly, or a juristic person or body corporate is eligible for membership of the Society and shall become members of the Society on approval of its application in terms of clause 4.2.

### **4.2 Application for Membership**

4.2.1 Application for Ordinary, Life, Junior, Associate or Affiliated/Commercial Membership of the Society shall be made to the Breed Director in writing in such format as may be prescribed by Council, and shall be accompanied by the relevant subscription and/or entrance fees as set out in the Society's Schedule of Fees and Charges. In applying an applicant indicates willingness to participate in the integrated registration and genetic evaluation system of the Society.

4.2.2 Council may admit any applicant to membership of the Society either unconditionally or on such conditions as it may determine, or it may refuse admission to membership, without disclosing the reason for such refusal.

4.2.3 An applicant to whom admission to membership has been refused shall be entitled to a refund of any fees forwarded with his application for membership.

### 4.3 **Categories of Members**

Upon approval of application for membership Council shall denote the category of Membership attributed to the applicant. Council shall retain the right to re-assign any member to any other category of membership for which such member qualifies, but subject to the condition that a member may not be assigned to category which would have the effect that such member would forfeit or lose benefits that he would otherwise be entitled to, unless such assignment is done with the written approval of the member.

#### 4.3.1 **Ordinary Members**

Persons, who are engaged, directly or indirectly, in the breeding of animals, and who are resident in the territory, shall be eligible for membership of the Society as Ordinary Members, and shall enjoy all the rights and privileges of membership, including the right to vote at any general meeting of the Society, and the right to be elected to the Council. Provided that:

4.3.1.1 Persons who are active breeders of animals shall be termed Active Ordinary Members; and

4.3.1.2 All other Ordinary Members shall be termed Non-Active Ordinary Members.

#### 4.3.2 **Life Members**



Any Ordinary Member may, with the approval of the Council, become a Life Member by paying such fee or subscription as is laid down by the Council.

#### **4.3.3 Honorary Life Members**

For special services in the interest of the Simbra breed, a person may at an Annual General Meeting be elected an Honorary Life Member, who shall enjoy all the rights and privileges of membership, including the right to vote at any meeting of the Society, and the right to be elected to Council: Provided that no person shall be eligible for Honorary Life Membership unless recommended by Council.

#### **4.3.4 Junior Members**

Any person under the age of 18 years may become a Junior Member on approval of Council: Provided that a Junior Member may not vote at meetings of the Society, is not eligible for election to Council, but upon payment of the scheduled fees may partake in the other activities of the Society; and provided further that the Junior Member's parents or guardians countersign the application and accept full responsibility for the financial and other commitments towards the Society on behalf of such Junior Member.

#### **4.3.5 Affiliated Members**

Any person with a general interest in the Simbra breed, including but not limited to breeders of commercial cattle, may become an Affiliated Member of



the Society by applying for membership in the prescribed form and by paying the annual and prescribed fees as it is determined by Council for such membership, provided the application is approved by Council. An Affiliated Member may not vote at meetings of the Society, is not eligible for election to Council, and may not apply for inscribing, recording, or registration of animals under the Society's rules, but will receive newsletters and any other relevant correspondence from the Society.

#### **4.3.6 Company, Close Corporation, Body Corporate, Partnership or Trust**

4.3.6.1 For the purposes of membership, a company, close corporation, body corporate, partnership or trust shall be deemed to be a person and be eligible for Ordinary Membership of the Society.

4.3.6.2 A company, close corporation, body corporate, partnership or trust applying for Ordinary Membership shall disclose to the Society such facts as may be necessary to determine the nature of the controlling interest therein and, subsequent to being accepted for membership and becoming a member, keep the Society informed of any changes in such interest and do so within 45 days of such changes taking effect.

4.3.6.3 Upon first applying for ordinary membership of the Society, the company, close corporation, body corporate, partnership or trust applying for membership shall meet all requirements imposed in respect of all applications. It shall also disclose to the Society who it has appointed and mandated to be its authorized representative for all societal purposes. It shall also furnish the Society with the name, address and full contact details of any such person.

4.3.6.4 If the company, close corporation, body corporate, partnership or trust at any time after becoming a member, and for whatever reason, desire to effect a change in the identity of its appointed representative, it shall be incumbent on the

company, close corporation, body corporate, partnership or trust to furnish the Breed Director with a written resolution to that effect and to appoint its replacing authorized representative (rendering full particulars of the name, address and full contact details of any such person.) The effective date for the change will be the date on which the change is noted and acknowledged in writing by the Breed Director.

4.3.6.5 All communications addressed to the authorized representative and directed to its stated address and/or contact point shall be deemed to be duly served upon the company, close corporation, body corporate, partnership, or trust.

4.3.6.6 The appointed authorized representative shall, whilst appointed as such, act as the entity member's sole and only representative at all meetings of the Society. Such person shall however have the right to nominate an alternate in writing, (which nomination shall be handed to the Breed Director not later than the time of the meeting at which such alternate will be present).

4.3.6.7 The company, close corporation, body corporate, partnership or trust shall be deemed to be duly represented at all meetings at which such authorized representative is in attendance.

4.3.6.8 The principal person so appointed to represent such company, close corporation, partnership or body corporate shall be eligible for election to Council.

4.3.6.9 Should such company, close corporation, body corporate partnership or trust cease to comply with the requirements of Ordinary Membership as laid down herein its rights shall automatically be terminated, and all the relevant provisions pertaining to membership in general, shall *mutatis mutandis* apply in respect thereof and of its representative.

4.3.6.10 The liquidation of a company or close corporation and the dissolution of a partnership or body corporate shall automatically result in the suspension of its membership of the Society as anticipated in clause 4.6 hereof.

#### **4.3.7 Associate members**

Any person over the age of 18 years and who is employed by a registered ordinary member, or who farms with his or her parent (who is a registered ordinary member), may become an Associate Member on approval of his or her application by Council, and upon payment of the scheduled fees. No application for associated membership shall be entertained by Council unless the Associate Member's employer, and/or parent shall have countersigned the application for membership. Upon being accepted as associated member the member shall be allowed to partake in the activities of the Society, including the inscribing, recording, or registration of animals under the Society's rules. An associate member may not vote at meetings of the Society and is not eligible for election to Council.

#### **4.4 Effect of membership**

##### *4.4.1 General*

Upon being accepted as a member of the Society the member shall immediately become entitled to the rights and privileges and become subject to the duties and obligations of membership as set out in this constitution and all bye laws made in terms thereof.

##### *4.4.2 Ownership of Records*

Members, through the Society, retain copyright on all information supplied and generated by them with regard to the animal's pedigree, performance, and DNA database and also retain ownership of the information/data administered by the

Society. The Society undertakes that the utilization of such data will not be to the disadvantage of any member or members of the Society or the integrated registration and genetic evaluation system, and that the further processing of such data will not be contrary to the interests of the Society or the integrated registration and genetic evaluation system.

#### 4.4.3 *Rights and Privileges of Members*

Save for executors of deceased estates, trustees of insolvent estates and liquidators of companies or close corporations, the rights and privileges of every member of the Society shall be personal to him and shall not be transferable or transmissible either by his own act or by operation of law. These shall include the following rights –

- 4.4.3.1 to receive all reports and other matters published by the Society for distribution amongst members;
- 4.4.3.2 to apply for the inscribing, recording or registration of animals under the Society's rules;
- 4.4.3.3 to attend all general meetings of the Society and, subject to Clause 4.2, have the right to vote at such meetings; The number of votes per member will be determined as follows:
  - 4.4.3.3.1 Each paid up member shall have one ordinary vote.
  - 4.4.3.3.2 For the duration of any financial year each member shall have additional, weighted votes, attributed to it on the basis of 1 vote for every full 50 animals for which such member is liable to pay a per capita fee at the beginning of the year.
  - 4.4.3.3.3 At general and special meetings of the society voting shall be by voting certificate issued before the commencement of the meeting indicating the number of casting votes that a member has at his

disposal. Such certificates shall reflect the membership number and the number of votes only. The certificates shall be issued in sufficient quantities to enable voting.

4.4.3.3.4 In all other instances voting shall be by ordinary vote only.

4.4.3.3.5 to receive technical advice on Simbra matters from the Society's inspectors and officials (cost of same to be defrayed by the applicant);

4.4.3.3.6 to consult and use the Society's official reports; and

4.4.3.3.7 to participate in the integrated registration and genetic evaluation system in terms of Section 11(2) (b) (iv) of the Act.

4.4.3.3.8 To receive notification of council resolutions within 30 days after it has been made; provided that council shall retain the right to classify any resolution as “confidential”, in which event such resolution shall be communicated in accordance with council’s instructions. Discussion and deliberation by council shall be confidential, and not be disclosed to any third party, including members, unless specifically authorised by council;

#### **4.5 Financial obligations of members: Subscription and Fees**

4.5.1 All members shall be obliged to meet all financial obligations arising from their membership punctually and on due date.

4.5.2 The Council shall on an annual basis determine, and submit for approval at the ensuing Annual General Meeting of the Society, proposals for the amount of all membership fees, animal registration fees (“per capita fees”) or any other dues and commissions payable to the Society from time to time. The

proposals, or any amended version thereof, shall become prescript upon resolution carried at the annual general meeting.

4.5.3 Membership fees are payable annually and in advance and shall become due and payable on such date as the Council may determine. Membership fees are paid in order to secure the financial sustainability of the Society structures, and are not refundable, either wholly or in part, and irrespective of whether the membership remains active during the currency of the year in respect of which they are paid, or not.

4.5.4 Council shall determine the formula for the computing of membership fees payable by new members for the first year of membership, or part thereof, and falling due upon approval of their application for membership.

4.5.5 All members shall also, in addition to their membership fees, be liable for a “per capita fee” in respect of each animal registered with the Society. The per capita fee shall, with the exceptions referred to hereunder, be determined and ensue yearly on the last day of December of every year, and it shall be of application for the subsequent calendar year.

4.5.6 The per capita fees shall not be repayable or reduced if the member’s membership is suspended, or if he resigns, retires, dies, is liquidated, is sequestrated, is expelled, does not require the services of the Society, or for any reason whatsoever.

4.5.7 Despite the general applicability of this prescript in clause 4.5.6, Council may, at its sole and final discretion, and if special circumstances exist therefor refer any request pertaining to the payment of the per capita fees levied for review in terms of the review process of Council prescribed for such purpose.

4.5.8 Council shall from time to time determine the cost structure of all services rendered by it in the general pursuit of the achievement of the Society's goals and envisaged in clause 2 hereof.

4.5.9 Council may cause an interest charge to be levied and collected on arrear accounts at a rate determined by Council from time to time.

4.5.10 Any member who, for any reason whatsoever, has ceased to be a member of the Society shall remain liable for all amounts due to the Society, as at the date on which his membership ceases.

4.5.11 Should the Council determine that an account is in arrear and should such account be handed over to a firm of attorneys for collection, then the member shall be liable to the Society for payment of all legal charges, collection, and attorney and client costs incurred in addition to the principal amount, fines and penalties owing by him.

4.5.12 Council shall at all times deal with amounts owing to the Society by members in terms of general and accepted accounting practice with regard to the writing off of bad debt and debt collection, and shall act with due regard to the principles of sound financial management of the Society's affairs. Council shall compile, and maintain, a protocol in this regard and submit it to the Annual General Meeting for its approval as and when required.

#### **4.6 Suspension of rights of membership**

4.6.1 The rights and privileges of membership of any member may, subject to the procedure set out therefore, be suspended by the Executive committee in the event of any one or more of the occurrences:



- 4.6.1.1 If the member fails to pay his membership fees on due demand thereof, and remains indebted to the Society in respect thereof for a period of more than 30 days;
- 4.6.1.2 If the member fails to pay the per capita fees on due demand thereof, and remains indebted to the Society in respect thereof for a period of more than 30 days on due demand thereof, and remains indebted to the Society in respect thereof for a period of more than 30 days;
- 4.6.1.3 If the member fails to pay any due amount for services rendered by the Society to him and remains indebted to the Society in respect thereof for a period of more than 30 days on due demand thereof;
- 4.6.1.4 If the member brings the Society or any other member or members into disrepute by any of his actions or neglect or act in any manner which in the opinion of the Council is or may be prejudicial to the interests of the Society or any of its members, including but not limited to:
- 4.6.1.4.1 Willfully or negligently submits false, wrong or questionable information to the Society;
  - 4.6.1.4.2 Through his actions or neglect, act in contravention with the objectives of the Society as it is set out in this Constitution;
  - 4.6.1.4.3 Actions of a member whilst acting as a council member, and which does not comply with the code of ethics and standard of behavior for council members adopted by members at a general meeting of members;
  - 4.6.1.4.4 has infringed any provision of the Constitution;
  - 4.6.1.4.5 has been found guilty of an offence under the Act.



- 4.6.2 In the event of the executive committee resolving to suspend the membership of any member, the executive committee shall, within 5 days, instruct the Breed Director in writing, annexing a specified copy of the duly minuted and recorded resolution to its instruction, to cause a formal “notice of intention to suspend” to be issued setting out the reasons for the intended suspension, the steps to be taken by the member in order for the suspension to be averted, the time within which the remedying steps are to be taken in order to avert suspension, and the commencement date of the suspension should the failure not be remedied. The letter shall allow for at least 20 days from the date of delivery for complying with the terms and demands of the letter.
- 4.6.3 Should a member whose membership stands to be suspended desire to contest the intended suspension, he shall submit a written statement to the Breed Director within the 20 days allowed for compliance. Upon receipt of the statement, the matter shall be dealt with by council at its next meeting.
- 4.6.4 Council shall consider the actions of the executive committee and either ratify or review it.
- 4.6.5 Council shall take the content of the statement, any *viva voce* presentation of the member, and in general, any additional information at its disposal having bearing on the suspension into consideration, make decision, and notify the member of the outcome.
- 4.6.6 If the member whose membership stands to be suspended complies in full with the demands in the notice, or if the Council should resolve that the suspension is unjustified and that it should be lifted, the member shall not be suspended.

4.6.7 If membership is suspended for non-compliance with the notice, or for whatever reason, the Breed Director shall as soon as practically possible thereafter, but not later than 10 days, notify the member in writing of the suspension.

4.6.8 Should the member's membership be suspended, the matter shall immediately and without delay be referred to a disciplinary committee set up by Council and appointed by Council, comprising of three persons, of whom at least two shall be non-members with applicable knowledge and experience, in order for the matter to be considered in terms of clause 4.7.2 (termination of membership / expulsion)

4.6.9 The suspension of any member's rights and privileges and/or termination of membership / expulsion from the Society, shall have no bearing upon the member's obligation to comply with all of the rules and prescripts of the constitution; including with regard to the payment of any amounts due to the Society whilst his membership remains suspended or in the event of the termination thereof.

#### **4.7 Termination of membership**

##### **4.7.1 Resignation as member**

Any member may resign from the Society by giving not less than one month's written notice to the Breed Director. The resigning member shall, notwithstanding the resignation, be obliged to discharge all of his obligations in respect of registrations, recordings, transfers, payment of due amounts or any other obligation he would have had to discharge as a member of the Society.

##### **4.7.2 Termination of membership by Society: Expulsion of Members**

Any member whose rights of membership is suspended in terms of clause 4.6, and whose membership and/or the continuation thereof is referred to a disciplinary committee in terms of 4.6.7 shall be notified of a date, time and place when and where at his continued membership shall be taken into consideration. This notice shall afford the member at least 30 days opportunity to prepare for the meeting.

4.7.3 At the meeting the member, in person, or through his duly authorized representative, shall be afforded opportunity to address the members of the Committee in respect of the alleged infringement, and on why his membership should not be terminated, and why he should not be expelled from the Society and his membership terminated.

4.7.4 The Committee shall consider the matter and deliver its finding to Council within a reasonable period. Upon receipt Council shall submit the finding, and any recommendation that it may make, to a general meeting of members for decision. A resolution at such general meeting of members settles the issue fully and finally, and it shall thereafter be binding on the member.

4.7.5 The Breed Director shall notify any member who has been expelled from the Society of his expulsion within a period of ten days from the date upon which the resolution effecting his expulsion was passed, or upon which his membership was forfeited.

4.7.6 Upon expulsion of a member, Council may, at its discretion, direct the Breed Director forthwith to remove from the Herd book and any other registers or records of the Society, the name of the member so expelled and to cancel such registrations and recordings in respect of animals bred by the expelled member and owned by him at date of his expulsion as council may deem to be fair and appropriate in the circumstances.

4.7.7 From the date of his expulsion no transfer of an animal bred by the expelled member shall be registered or recorded in his name, no notifications of birth shall be accepted from him, and he shall be notified accordingly.

4.7.8 A person who, for whatever reason, has ceased to be a member of the Society may thereafter again be admitted to membership, upon application made in terms of Clause 4.5.

#### **4.8 Register of Members**

4.8.1 The Society shall keep an up to date register of all members of the Society and of their membership status. The register shall be kept at the Society's office and it shall be open for inspection by members during business hours.

4.8.2 The register shall reflect the name of the member, the date of his admission to membership, his herd letters and herd name, his postal-, physical-, and electronic address and such additional information as may reasonably be required to identify the member and establish what his relationship is with any specific registered animal.

4.8.3 Every member shall be obliged to inform the Breed Director in writing or by electronic mail of any changes in his particulars as recorded in the register within 21 days of the changes being made.

4.8.4 All notices and communication with members shall be via electronic means (e-mail) unless a breeder shall inform the Breed Director by registered post that he requires the Society to communicate with him by regular mail, or by such means as may be acceptable to the Society. Notices concerning general meetings (annual and special) shall be given by registered post.

4.8.5 All communication, correspondence and notices, shall be given or effected by such means that there shall be a reasonable expectation that it shall be received by the members.

4.8.6 All communication directed to a member at his given addresses and reflected in the register shall be considered as duly delivered to him.

## **5 ORGANIZATION OF SOCIETY**

### **COUNCIL AND EXECUTIVE COMMITTEE**

#### **5.1 Election of Council**

5.1.1 Council is elected from the ranks of paid up active members, whose membership is not suspended and whose term as councilor has not been terminated previously in terms of 5.1.3.2 hereto.

5.1.2 Nominations of members for election as ordinary members of council, other than a councilor elected in terms of 5.1.3, shall open 20 days before the elective meeting, and close 5 days before the meeting. Any nomination shall be in writing, be signed by two members who are eligible to vote, be accompanied with a resumé of the candidate, and the candidate's written acceptance of the nomination.

5.1.3 Upon nomination for election as a member of Council by any means, and before any appointment as a member of council, such nominee shall be required to commit and subject himself to the "code of conduct for Councilors". Such code shall be compiled by the Ethics committee of Council and be presented to a general meeting of members for approval.

5.1.3.1 If any complaint is received in respect of the conduct of any member of Council from a member or a group of members, in writing and duly signed

rendering particulars to substantiate the complaint, the president, or if he is personally involved, the vice-president, or in his absence, the breed director, shall request the auditor to appoint an independent legal practitioner with at least 10 years' appropriate experience to investigate the matter, to take evidence from the implicated council member, and to report his findings and recommendation to Council within 30 days.

- 5.1.3.2 Upon receipt the breed director shall immediately distribute the said report to all members and call for a general meeting of members where the findings will be reported, and where a vote will be taken on whether the councillor's appointment will be terminated.
- 5.1.3.3 The auditor shall chair the meeting, and determine the agenda, the protocol to be followed, and voting procedures.
- 5.1.3.4 Should the appointment be terminated, the meeting shall forthwith proceed to elect a replacing councillor from the ranks of members, by following the rules for such election.
- 5.1.3.5 The term of the elected councillor shall end when the vacating councillor's term would have ended.
- 5.1.4 The Council shall consist of a minimum of five elected members, one of which is elected and nominated by breeders located in Namibia. Other countries within Southern Africa will be permitted to nominate an additional member to the Council once they have registered animals in excess of 15% of the total registered animals on record with the Society.
- 5.1.5 Directly elected members.

Council members shall be elected to Council from amongst the members present, in person or virtually, and entitled to vote at the Annual General Meeting.

#### 5.1.6 Additional and co-opted members

Two additional members may be co-opted or elected at the discretion of Council.

5.1.7 Elected Council members and co-opted members shall hold office for a period of two years, and shall retire at the Annual General Meeting at the end of this period. Retiring members shall be eligible for re-election but no member shall be eligible for a continuous term exceeding 4 years, having regard to clause 5.1.8.

5.1.8 At the first AGM two council members shall be elected for a first term of three years in order to ensure continuity in management and may be elected thereafter for a period of two years. This is a once off arrangement.

### 5.2 Election of President and Vice-President

5.2.1 The President, who shall hold office for a period of two (2) years, shall be nominated from the existing board and shall be elected by ballot by the members present, in person or virtually, at the AGM.

5.2.2 The Vice-President, who shall hold office for a period of one (1) year, shall be elected by ballot by the members of the newly elected Council.

5.2.3 Members elected as President and Vice-President shall be eligible for re-election as such, subject to the proviso that the term of office of a council member who is elected president or vice president, as the case may be, shall not exceed the term of any member elected to council.

### 5.3 Additional Council Members



In addition to the elected and/or co-opted members of Council, the following persons shall also serve on Council in an advisory capacity and are also entitled to attend any Council or general meeting, but without the right to vote at any such meeting:

#### **5.3.1 Representative of the Minister**

The Minister may nominate an officer of the Department to represent him.

#### **5.3.2 Honorary Life Vice-Presidents**

For exceptional services rendered to the Society, persons may at an Annual General Meeting be proposed and elected as Honorary Life Vice-Presidents: Provided that the proposal is recommended by the Council and supported by at least three-quarters of the members present at the meeting.

#### **5.3.3 The Breed Director**

The Breed Director shall attend all meetings of Council, and shall act as the Secretary at Council meetings.

5.3.4 The chairperson of the breed improvement committee shall serve as an ex officio member of Council with voting rights.

#### **5.4 Executive Committee**

The Executive Committee of the Council shall consist of the President, Vice-President and one additional member of Council (the latter to be appointed by Council). The Breed Director shall attend all meetings of the executive committee and shall act as its secretary. All actions agreed to, and decisions taken by the Executive Committee, shall be duly minuted and distributed to all Council members



within 7 days from any meeting. All actions or decisions of the Executive Committee shall be submitted for review, and if approved, be confirmed, at the ensuing Council Meeting.

## **5.5 Breed improvement committee**

5.5.1 One council member nominated by council and the breed director shall constitute the core members of the breed improvement committee, a permanent committee of the society.

5.5.2 The breed improvement committee shall be entitled to co-opt a maximum of four additional members, with appropriate knowledge and skill. Two of such co-opted members need not be members of the society. The remuneration of such members shall be determined by council and included in the budget.

5.5.3 The breed improvement committee shall elect a chairman, who must be a member of the Society, from their ranks. The breed director shall act as secretary. Co-opted members who are not members of the Society will have no voting rights.

5.5.4 The breed improvement committee's brief is to advise council and the members on breed improvement in pursuance of the society's goals as it is set out and anticipated in this constitution and required by the act and the regulations.

5.5.5 The chairman shall be, ex officio, a member of council.

## **5.6 Vacancies in Council**

Should any member of the Council die, resign, be suspended as member, cease to be a member of the Society, or be called upon to fill the office of President or Vice-

President as provided for in Clause 5.2, the Council may appoint another member of the Society as his substitute with full powers and for the unexpired period of his term of office. The Council shall be deemed to be duly constituted and shall continue exercising all the powers conferred upon it, notwithstanding any vacancies in its body.

#### **5.7 Vacancies in the office of President or Vice President**

In the event of the office of President or Vice-President becoming vacant before the expiration of the period for which he was elected, the Council, at its first ensuing meeting, shall by ballot or in such manner as the meeting may determine, elect another of its members to fill the vacancy for the unexpired portion of that period.

#### **5.8 Automatic vacation of seat by members of Council**

Members of Council absenting themselves from two consecutive meetings without leave, or other satisfactory reasons, shall automatically vacate their seats.

#### **5.9 Powers and duties of council**

Council shall, subject to the terms of the Constitution and subject further to the directives of the general meetings of the Society as given from time to time, have the power to do all such things it deems necessary or advisable in the interests of the Society and for the advancement and attainment of the Society's objects and in particular:

5.9.1 to appoint, dismiss or suspend a breed director and employees of the society from permanent, temporary or special services as it may deem fit,

- 5.9.2 to appoint, dismiss or suspend such attorneys, or other legal representatives, agents, officers or officials as may be required for the society's business from time to time;
- 5.9.3 to determine the powers and duties and to fix the remuneration and conditions of service and to require such security for the due performance of their functions of any of its appointees in terms of clause 5.9.1 and 5.9.2 as it may in particular cases deem expedient;
- 5.9.4 to institute, conduct, defend, compound or abandon any legal proceedings by or against any of its officers or officials or other employees in connection with the affairs of the Society, and to compound or allow, or ask for time for payment or satisfaction of any debts due to or any claim or demand by or against the Society;
- 5.9.5 to open one or more banking accounts in the name of the Society, and to draw, accept, endorse, make or execute any bill of exchange, promissory note, cheque or other negotiable instrument in connection with the conduct of the affairs of the Society;
- 5.9.6 to invest, or in any other manner deal with any moneys not immediately required for the purposes of the Society, upon such securities and on such terms as it may deem fit and, from time to time, to change or realize any such investments: Provided that funds available for investment may only be invested with due regard to the Financial Institutions (Protection of Funds) Act 28 of 2001, and/or in securities listed on a licensed stock exchange as defined in the Financial Markets Act 19 of 2012;

- 5.9.7 to manage all assets of the Society, including intellectual property, trademarks images and logos, paraphernalia, and in general, the goodwill attached to the name “Simbra”, for the benefit of all members of the Society as a collective;
- 5.9.8 to compile a code of conduct for the use of any of the aforementioned assets of the Society by members, and to take such action, including legal action, to prohibit the use of any of the assets or the intellectual property of the Society and/or its members and/or the passing off by any person or entity (including members) by utilizing or appropriating any of the aforementioned;
- 5.9.9 to lend or borrow money for the purposes of the Society upon security as determined by it; to enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way; to make donations; to undertake and execute any trust; to secure the payment of moneys borrowed in any manner, including the mortgaging and pledging of property, and, without detracting from the generality thereof, in particular by the issue of any kind of debenture or debenture stock, with or without security provided that the any such action has been allowed for-, and is limited to, the cumulative amount budgeted for and approved in terms of the budget process.
- 5.9.10 to purchase, hire, take on lease or acquire for the purpose of the Society, buildings, land, goods, chattels and effects; to sell, mortgage, pledge, let, alienate or otherwise dispose of any movable or immovable property belonging to the Society, and to apply the consideration arising there from in such a manner as it may consider to be to the best advantage of the Society; to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with all, or any part, of its property and assets; provided that the any such action

has been allowed for-, and is limited to, the cumulative amount budgeted for and approved in terms of the budget process.

5.9.11 to co-opt the services of any member of the Society or other person and to appoint persons or sub-Committees upon such terms and with such powers as it may from time to time deem expedient: Provided that the President and Vice-President of the Society shall be *ex officio* members of all sub-Committees with full rights and privileges;

5.9.12 to appoint or discharge inspectors for the examination of animals submitted for registration or recording, and for such other purposes as members of the Society may require the service of such inspectors and to give such inspectors instructions and powers in regard to their duties for the purpose of ensuring that the objects of the Society are being carried out;

5.9.13 to order an investigation by inspectors of the Society in any case where records are not properly kept or where any doubt should arise as to the

correctness of the identity of any animal or animals, and to take such action as it may consider advisable in the interests of the Society;

5.9.14 to remunerate any person or persons for services rendered and to establish schemes for the provision of pensions, gratuities and other incentives for its office-bearers and employees;

5.9.15 to convene a general or any other meeting of the Society, either in compliance with a special request thereto made in accordance with the provisions of the Constitution or otherwise if it is deemed necessary;

5.9.16 to grant leave of absence to any member of Council or any official or employee of the Society, for such period and upon such terms as it may in each case determine;

5.9.17 to impose and exact such penalties as may be prescribed from time to time for contravention or infringement of the Constitution, rules and regulations of the Society;

5.9.18 from time to time, subject to the provisions of Clause 5, to adjust or revise subscriptions, fees or dues and to prescribe any such additional fees or dues as it may deem necessary;

5.9.19 to pay all costs and charges in connection with the administration and management of the affairs of the Society;

5.9.20 to receive and consider applications for membership and to accept or refuse such applications at its discretion;

5.9.21 to collect and receive subscriptions, fees, donations, other dues and funds and to devote same towards the objectives of the Society and towards promoting the Simbra breed;

5.9.22 to organize the Society's financial affairs and management in such way as to enable itself to achieve the Society's objectives and to apply for registration as a credit provider in terms of the National Credit Act, if Council considers it prudent and in the best interest of the Society's affairs, and the financial management of the Society;

5.9.23 to frame, alter and rescind rules and regulations for conducting the business and carrying out the objectives of the Society, to frame or amend any schedule pertaining to the Constitution as may be deemed necessary from time to time, and to investigate disputes arising from the application of the Constitution and to give decisions in regard thereto;

5.9.24 to organize and promote sales for the benefit of all members, either by public auction or private treaty or for such purposes to appoint auctioneers and agents;

5.9.25 to develop a protocol for the showing of animals, if mandated by members in terms of a members' resolution made at a general meeting of members;

5.9.26 to nominate a person or persons to represent the Society on any Committee, body or organization as may be necessary;

5.9.27 for the better and more convenient carrying on and fulfillment of the business of the Society to appoint one or more members or officials with power and



authority to sign and receive documents, papers and process, and to act, sue and be sued on behalf of the Society;

5.9.28 to cancel membership of any person in accordance with the terms of this constitution;

5.9.29 to refuse inspection, registration and other work for members whose accounts are overdue;

5.9.30 to compile a "Standard of Excellence" for the breed, and to lay down minimum performance criteria and other minimum breed and Performance standards, by which the following shall be conducted, but not limited thereto:

5.9.30.1 animals shall be inspected by inspectors;

5.9.30.2 applications for importation and exportation of animal's semen and ova shall be recommended;

5.9.30.3 semen and ova donors shall be approved for embryo transfer purposes;

5.9.30.4 bulls shall be recommended for approval for the sale of semen in terms of the Act;

5.9.31 to arrange for, or to facilitate the selection and selection criteria for semen and ovum donors and to give approval for embryo transfer purposes; and

5.9.32 to maintain and keep in good order the society's registration as a registering authority and as it is anticipated in Section 18(7)(3)(ii) and the Regulations

5.9.33 to manage the data registration system, and/or to make recommendation at any Annual General Meeting to contract the service out to an external service provider on such terms and conditions as it may settle with the external service provider.

5.9.34 To manage any affiliation or incorporation with any other society, breeder's association or organization that has the same aims as this Society, for the

purpose of the management and maintenance of the data registration system and in the best interest of the members of the Society.

5.9.35 To recommend any affiliation or incorporation of the nature set out in clause 5.8.37 for approval at an annual general meeting of the Society in terms of the Act.

5.9.36 And, generally, to perform all such acts as may be necessary for the welfare of the Society, the conduct of its affairs and in furtherance of the Society's objectives, provided always that any action taken, or instructions given, shall not be contrary to the terms of the constitution.

## **5.10 Regional structure**

### **5.10.1 Regions**

5.10.1.1 The Territory shall be divided in geographic areas, as council decides, for the purposes of management and administration of the Society's affairs, and in pursuit of the objectives of the Society.

5.10.1.2 The boundaries of Regions shall be demarcated with reference to the geographical location and spread of members, the cohesiveness of the demarcated areas and the infrastructure serving the geographical areas interlinking members, the needs of the Society and the collective membership, the needs of the members situate in a specific area, financial benefit to the members concerned and the Society and its collective membership and, in general, the attainment of the objectives of the Society with due consideration of the views of the members within any identified region.

5.10.1.3 Council shall from time to time, but at least once every two years, compile a demarcation report and submit it to the members of each region prior to presentation at the annual general meeting for consideration and approval. The report shall make recommendation with regard to the boundaries of the regions.

5.10.1.4 The Regions shall be known as clubs.

### 5.10.2 **Organization of Regions**

5.10.2.1 The members of each Region shall conduct its affairs as a Society. It shall for that purpose arrange for a meeting, and meet, at least once a year. It shall elect an Executive Committee consisting of at least three members for its governance, *viz* a chairman, a Secretary and a treasurer, have a constitution and keep an up to date register of members.

5.10.2.2 The constitution and all amendments thereof shall be submitted to Council for approval, which shall not be unreasonably withheld.

5.10.2.3 The affairs of the Regions shall at all times be conducted with due reference to, and subject to the prescripts of, the constitution of the Simbra Breeders Society of Southern Africa, the bye laws of the Society and the Act.

5.10.2.4 The Breed Director shall be invited to all meetings of the members and he, or his representative, shall be allowed to attend and give input at such meetings.

5.10.2.5 The minutes of all meetings of the Regions shall be submitted to Council within 20 days of the meeting being held.

### 5.10.3 ***Objectives of Regions***

The Regional structures shall:

- 5.10.3.1 Promote the interest of its members and the Simbra breed in the Region;
- 5.10.3.2 Be the link between the Regional membership and the Council and in its broadest sense the Society;
- 5.10.3.3 Create marketing opportunities for every member in the Region;
- 5.10.3.4 Promote breeding and the objectives of the Society amongst the members in the Region;
- 5.10.3.5 Create a culture of mutual cooperativeness and cohesion between members;
- 5.10.3.6 Create and maintain channels of communication between members.

### 5.10.4 ***Meetings of members in Region***

All meetings in the Regions shall be properly constituted, conducted and minuted in terms of the constitution for the Region.

### 5.10.5 ***Liaison with regions***

- 5.10.5.1 Council shall set up, and maintain, a committee for liaison with the regions.
- 5.10.5.2 The committee shall be comprised of the president, who shall act as the convenor of meetings, the breed director, and a representative of each of the regions.

5.10.5.3 The committee shall meet at the times, venues, and in the format allowed for any meeting of members, but at least four times per year.

5.10.5.4 The committee shall determine its own agenda, but it shall, inter alia, allow for discussion of resolutions made by council at its most recent meeting, and determine points for discussion by council at the next council meeting under the heading "points raised by regions".

## **6 MEETINGS**

### **6.1 General**

6.1.1 Meetings shall, in general terms, be attended to in person.

6.1.2 All meetings may, however, be held by electronic / video conferencing means. Council must develop a protocol for such meetings, including for voting procedures, maintain it, and keep it up to date.

### **6.2 Executive Committee Meetings**

The Executive Committee shall meet when necessary in order to carry out the duties delegated to it by Council.

### **6.3 Council Meetings**

6.3.1 Council shall meet at such time and place as it may from time to time determine, but at least once every two months.

6.3.2 At least two meetings during any specific financial year shall be attended to in person, unless good reason exists not to do so.

6.3.3 Subject to clause 6.4.1, 6.4.2 and 6.4.5, all council meetings are called by the President. The time, place and in the format to be decided by council.

6.3.4 Council Meetings conducted by electronic means/ video conference shall be deemed to have taken place in the Office of the Society. If the office does not keep a regular office, the deemed venue of the meeting shall be resolved by the meeting. If no resolution is made, it shall be deemed to have been held at the offices of the auditors of the Society for the relevant year.

6.3.5 Not less than six Council meetings shall be held during any financial year.

6.3.6 A special Council meeting -

6.3.6.1 may be called by the Executive Committee at such time and place as such office-bearer may decide stating the reason for such a meeting; or

6.3.6.2 shall be called upon a requisition signed and addressed to the Breed Director, by not less than four members of the Council stating the reasons for such meeting.

6.3.6.3 Such meeting may be held on 24 hours telephonic notice. Due to the time constraint council members can elect to participate via a digital platform.

6.3.7 Not less than 10 days prior to the holding of a Council meeting, other than a special council meeting, written format notice of the time, date and place of such meeting shall be e-mailed by the Breed Director to each member of Council. Such notice shall be accompanied with an agenda for the meeting, allowing for expansion thereof, or at any time before the meeting, or at the meeting.

6.3.8 No resolution of Council in respect of any matter shall be varied or rescinded unless the resolution varying or rescinding the same is passed at a meeting in respect of which not less than 10 days' notice specifying the intention to vary

or rescind has been given to all Council members: Provided that a resolution may be varied or rescinded without such notice if all members of the Council are present and at least 5 members of council so decide.

## **6.4 General Meetings**

6.4.1 A general meeting of the Society to be known as the *Annual General Meeting* shall be held once a year, within six months after year end, at such time and place as may be determined by Council.

6.4.2 At such Annual General Meeting, Council shall submit its annual report, together with a duly audited balance sheet and statement of the financial affairs of the Society as at the end of the previous financial year.

6.4.3 At least three months before the end of the financial year council shall call for a special general meeting of members to discuss and adopt a financial plan / budget for the society for the next financial year, duly adjusted to achieve the objectives of the society. At this meeting council shall present the plan arrived at in terms of the procedure set out in clause 8 hereof. and present the budget for the new year, duly adjusted to achieve the objectives of the Society and obtain approval for the ensuing forecast budget taking inflation into account

6.4.4 A *Special General Meeting* of the Society, may at any time upon 30 days' written notice to members, be called -

6.4.4.1 by Council; or

6.4.4.2 by the Executive Committee; and



- 6.4.4.3 shall be so called, upon a written requisition signed and addressed to the Breed Director, by not less than ten members of the Society stating the business to be transacted at such meeting.
- 6.4.5 Not less than 60 days prior to the holding of the Annual General Meeting a preliminary notice of the time, date and place of the meeting shall be given by the Breed Director to every member.
- 6.4.5.1 Any member intending to put forward any matter for discussion at the Annual General Meeting shall give written notice thereof to reach the Breed Director not less than 40 days prior to the holding of the meeting. No subject put forward by any member shall be put on the agenda of the Annual General Meeting unless the requisite notice of motion has been given in terms of this sub clause.
- 6.4.5.2 Not less than 30 days prior to the holding of any general meeting a final notice of the time, date and place of such meeting together with the agenda of such meeting shall be given to each member of the Society.
- 6.4.5.3 No resolution shall be taken at a general meeting in respect of any matter unless notice thereof appears in the agenda sent to the members with the notice calling the meeting, unless such meeting agrees by two-thirds of the members present and entitled to vote that any matter not specifically on the agenda, shall be discussed and be voted upon.

**6.5** Any general meeting may be adjourned by a two-thirds majority of the members present thereat and entitled to vote.

## **6.6 Chairperson**

The President, Vice-President or an Honorary Life Vice-President, in this order, shall preside at all meetings and should all these office-bearers be absent from any meeting, the members present thereat shall elect another member to preside at such meeting, and any person so elected shall in relation to that meeting, have all the powers and fulfill all the duties of the President: Provided that in the event of the death or legal incapacitation of the President, the Vice-President shall act as President until the next Annual General Meeting of the Society.

## **6.7 Voting Procedures**

All matters submitted to any meeting shall, save as is otherwise provided, be decided by the votes of the majority of those members present, be it in person or virtually, and entitled to vote. In the event of an equality of votes, the person presiding at the meeting shall have a casting vote as well as a deliberative vote. Voting at all meetings shall be as determined by the protocol for voting developed by council. At meetings where presence in person is held, voting shall be by show of hands, unless voting by ballot is demanded by two-thirds of the members present and entitled to vote in which event voting shall be by secret ballot.

## **6.8 Non-receipt of Notices**

No business otherwise properly and constitutionally transacted at any meeting shall be invalidated by reason only of the non-receipt by any member of the notice required to be given to such person in terms of the Constitution.

## **6.9 Quorums**

- 6.9.1 Ten members of the Society present, including virtual presence in the event of meetings by electronic means/video conference, at the commencement of any general meeting and entitled to vote shall form a quorum for such meeting.
- 6.9.2 Four members of Council personally present, including virtual presence in the event of meetings by electronic means/video conference, at any Council meeting and entitled to vote shall form a quorum for such Council meeting.
- 6.9.3 Any two members of the Executive Committee present, including virtual presence in the event of meetings by electronic means/video conference, at the commencement of any meeting of the Executive Committee shall form a quorum.
- 6.9.4 If at any meeting a quorum is not present, the meeting shall stand adjourned to a time (not being less than 14 days and not more than 30 days thereafter) and place and/or format determined by the members actually present, in person or virtually, and at such adjourned meeting the members present in the above sense shall form a quorum: Provided that any meeting at which the President, Vice-President or an Honorary Life Vice-President is not present in the above sense, the meeting shall, if there is no quorum, stand adjourned for half an hour. The members then present shall then constitute a quorum; and shall elect a member from their ranks to preside over the meeting and dispose of such business (other than any amendment to the Constitution), as the presiding member may declare to be of an urgent nature. Such adjournment for half an hour shall be without prejudice to the rights of the meeting, to, after dealing with such urgent business, adjourn to a time, date and place as herein provided.

6.9.5 When a meeting has been thus adjourned, a notice shall be sent to all relevant members within 14 days after the adjournment, in which shall be stated the time, date and place to which the meeting has been adjourned and the reason for the adjournment.

## **6.10 Minutes of Meetings**

6.10.1 All meetings of the society, including meetings of Council, Executive Committee meetings and meetings of other sub-Committees Clubs shall be minuted.

6.10.2 A copy of the minutes of all general meetings shall be supplied to each member of the Society within 30 days after the meeting.

6.10.3 Copies of the minutes of the Council and Executive Committee meetings and meetings of other sub-Committees shall be supplied to all persons serving on council, the executive committee, or the executive Committee concerned and as the case may be within 14 days after the meeting.

6.10.4 Minutes referred to in clause 6.11.3 are confidential, and shall not be disclosed to third parties, unless authorised by council.

6.10.5 The minutes of all meetings approved at a subsequent meeting and signed by the President or the person who may chair the subsequent meeting, shall be proof thereof that all the proceedings were conducted properly and that all elections, appointments and resolutions adopted at the meeting are valid and binding.

## **6.11 Resolutions**

Minutes of meetings shall incorporate a section whereby resolutions that carried are specifically distinguished from discussion. Such resolutions shall be noted in a separate register for resolutions and for the meetings of that kind. The breed director shall keep the registers current and up to date, any member shall be entitled to have access thereto.

## **7 REVIEW PROCEDURE**

- 7.1** The Council of the Society shall constitute and maintain a separate Committee, which Committee shall be known as the "Review Committee".
- 7.2** Any resolution made, or any application of the bye Laws, and not otherwise provided for, shall be subject to review by the review Committee and further subject to the prescript with regard to the review as it is set out hereunder. This competence shall be applicable to (but not be limited to-), inter alia, the following: the noting and registration or submitting of any animal, the de-registration of any animal and/or of the traits of any animal in herd book of the Society.
- 7.3** The review Committee shall consist of the President, who shall act as the Chairman, the Breed director and an additional member elected to that the position at the Annual General Meeting of the Society. The Committee shall be entitled to co-opt an additional member, who need not be a member of the Society, as a member of the Review Committee if the Committee considers it

necessary and relevant for the specific matter that serves before it or in general.

- 7.4** The Review Committee shall and may meet every three months in order to consider matters referred to it by the Council and for its finalization.
- 7.5** The Review Committee shall compile its own rules and procedures for the handling and finalization of matters referred to it, but it shall do so with reference to the procedure adopted for all meetings of the Society.
- 7.6** In considering the handling of matters at hand, the Review Committee shall take all information at its disposal and that concerns the matter into consideration in its review thereof. The Review Committee shall further be entitled, but not be obligated to, give consideration to any oral presentation made to it, and to receive any documentary proof or information or advise that it considers necessary or appropriate, be it from the owner or previous owner of the animal, the office personnel of the Society or any member of the Society or any professional person and who is considered to be an expert, or in general any information that the Committee considers of importance or of value for its consideration. This shall include the right to visitation and to make inspection.
- 7.7** The Review Committee shall make decision by majority vote. The Committee shall be entitled to record its proceedings electronically. The Committee shall also be entitled to treat any matter and conclude its proceedings in confidence.

- 7.8** Any finding and resolution of the Review Committee shall be final and binding and it shall communicate its decision within a reasonable time after the review has been concluded and a resolution made, to the relevant applicant and who submitted the matter to review. It shall, in all instances, be finalized within two months after the conclusion of the review.
- 7.9** The member who submits a matter to review shall initiate the proceedings within one month after the application of the bye law or the resolution that is put to review has come to member's attention or when it should be reasonable have been noted by him. Any delay in this regard shall render the matter unsuited for review, unless it shall be condoned by the Review Committee on good cause submitted. Any resolution of the Review Committee with respect to condonation or the refusal of condonation is final and binding.
- 7.10** Review procedure commences when the member submits a written request to the Breed director against acknowledgement of receipt, incorporating all particulars of the resolution or application, the grounds on which the application for review and based upon (rendering all facts and/or proof upon which the application of review is based and which substantiates it and where in which the desired relief that the member requests is set out. All evidence, documentary proof, factual particulars and particulars on which the application is based must be included with the application and be submitted in the form that the Review Committee may prescribe in the instance. Any further information that the member may wish to submit for consideration, and which was not included in the application, shall not be taken into consideration



unless the Chairman and the Committee shall approve thereof which decision shall be final and binding at the rendering thereof.

## **8 FINANCIAL PROVISIONS**

- 8.1** Council shall cause one or more banking accounts to be opened in the name of the Society and any amounts accruing to the Society shall be deposited in such banking account or accounts as Council may direct.
- 8.2** All payments from societal funds shall only be made at the instance of the Breed Director and a Council member designated for that purpose by Council.
- 8.3** All payments effected by electronic bank transfers shall be pre-approved in writing by the Breed Director and the designated Council member;
- 8.4** Nothing herein contained shall prevent Council from directing the Breed Director to maintain and operate a petty cash fund, and to pay in cash such ordinary and usual monthly accounts as do not in total exceed an amount determined by Council, and to prescribe the measures for financial control in this regard; Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee or other person/s for services rendered to the Society.
- 8.5** Council shall cause proper books of account of income and expenditure to be kept in respect of the Society. All accounts shall be audited from time to time, but not less than once every year. The auditor or auditors shall be appointed by the AGM.
- 8.6** All the property of the Society shall vest in Council.
- 8.7** The income and property of the Society, from whatever source derived, including profits or gains, shall be applied solely to the promotion and

furtherance of the objectives of the Society, and no part thereof shall be paid or transferred, directly or indirectly by way of dividend or bonus or otherwise, to any person: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee or other person/s for services rendered to the Society.

**8.8** The Society's financial year shall commence on 1 January of each year and end on 31 December of each year.

**8.9 *Financial planning***

8.9.1 Council is engaged to do proper financial planning for the Society and with the object to render the society financially viable and able to meet its financial obligations in the short-, medium-, and long term.

8.9.2 In pursuance of the above, Council shall, on an annual basis, submit its detailed financial plan ("budget"), for the next financial year for approval at the special General Meeting of the society anticipated in clause 6 hereof.

8.9.3 In such plan council shall set out expected income (including with regard to the setting of membership fees, per capita fees and charges for services rendered) and expenditure for the ensuing year, make provision for future expenses, project for future expansion and growth, allow for inflation and contingencies, and in general, plan for the future.

8.9.4 In compiling its plan, council shall, not later than four months prior to the end of any current financial year, submit a preliminary budget to all members and invite and engage members to make submissions in respect of the budget and to alert council of all aspects that will, or may, impact on future income and expense and allow at least 15 days therefore.

8.9.5 The breed director shall, after the expiry of the period allowed for comment and input, engage members who submitted comment or input, and prepare and submit his report to council within 10 days.

8.9.6 Council shall then, and after due consideration of the breed director's report, finalize its proposed plan, and submit it timeously to the breed director for dissemination with the agenda for the Special General Meeting provided for in this constitution, where it will be discussed, and put to the vote as is, or with approved amendments thereto.

8.9.7 Council shall at all times strive to adhere strictly to the approved budget.

## **9 AFFILIATIONS**

The Society may by a majority vote of at least two-thirds of the members personally present, voting and entitled to vote at any general meeting, affiliate with or incorporate any association, Society or organisation having aims and objects kindred to those of the Society.

## **10 AMENDMENTS TO THE CONSTITUTION**

10.1 The Constitution may be amended by a simple majority vote in favour of by the members present, in person or virtually, and entitled to vote at an annual general meeting of the Society. Any amendment of the Constitution shall not be in conflict with the Animal Improvement Act and any amendment shall be in accordance with the procedure for amendment as it is set out in the Constitution.

**10.2** Any proposal for amendment for the Constitution shall be incorporated in the agenda for the meeting and shall be submitted for the discussion thereof and unless it shall be accepted universally, the Chairman shall put it to the vote.

**10.3** The resolution shall be noted in the minutes of the meeting.

**10.4** The Breed Director shall, in accordance with Section 12(2) of the Act give notice to the Registrar within thirty days after the acceptance of the amendment and request him to exercise his discretion in terms of Section 12(3) of the Act.

**10.5** If the Registrar shall lodge no objection to the amendment, or in the event of the

**10.6** time for objection lapsing, the Constitution shall become of force in its amended form and be of application for all members of the Society.

## **11 OFFICE OF THE SOCIETY**

The office of the Society shall be at any center as may be determined by Council from time to time subject to confirmation by the ensuing annual general meeting of members.

## **12 DISSOLUTION OF THE SOCIETY**

If, upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to such other institution or institutions having objects similar to

those of the Society as may be determined by a majority decision of a general meeting of the Society and which is itself exempt from income tax in terms of section 10(1)(cB)(i)(ff) of the Income Tax Act. 16

### **13 AUTHENTIC VERSION OF CONSTITUTION**

This Constitution and Schedules hereto having been drawn, submitted and considered in English, the English version shall be deemed to be the authentic version. The Society shall at all times keep an up to date version of the constitution and all its bye laws at its office, and posted on its website.