



CONSTITUTION

THE INTERNATIONAL PLANT PROPAGATORS' SOCIETY

SOUTHERN AFRICA REGION

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1. NAME OF THE ASSOCIATION

The name of the Association is: THE INTERNATIONAL PLANT PROPAGATORS'
SOCIETY - SOUTHERN AFRICA REGION

The shortened name is: IPPS - SA

2. OBJECTIVES

The Association is a non-profit organisation established for the following public benefit objectives:

- 2.1 To secure recognition for the plant propagator as a craftsman,
- 2.2 To provide for the dissemination of knowledge through the proper channels,
- 2.3 To provide helpful guidance and assistance to plant propagators,

3. LEGAL STATUS

The Association is a society with its own legal identity which is separate from its office bearers and members. The Association will continue to exist even if its members change.

4. INCOME AND PROPERTY OF THE ASSOCIATION

- 4.1 Members and office bearers have no rights in the property or assets of the Association solely by virtue of their being members or office bearers.
- 4.2 The income and property of the Association shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of the Association or office bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.

5. TAXATION OF THE ASSOCIATION

The Association may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act. Upon approval the provisions set out in Schedule A shall bind the Association.

6. POWERS OF THE ASSOCIATION

The Association shall have the same powers as that of a company under the Companies Act. As amended. Such powers include:

- 6.1 To institute or defend any legal or other proceedings and to settle any claims,
- 6.2 To prudently invest funds of the Association,

- 6.3 To buy, attain, maintain, manage, lease, sell, or in any way deal with the property of the Association,
- 6.4 To donate and transfer the property and assets of the Association to public benefit organisations with similar objectives,
- 6.5 To borrow and to use the property or assets of the Association as security for borrowing,
- 6.6 To execute any act or deed in any deeds registry, mining titles or other public office,
- 6.7 To exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company, and
- 6.8 To carry out the powers and authority of the Association in South Africa and in any other part of the world.

7. THE GOVERNING BOARD

7.1 **Powers:** The Governing Board shall manage the affairs of the Association in accordance with the constitution and the resolutions of the members in General Meeting.

7.2 **Number and Portfolios:** A minimum of eight members shall serve on the Governing Board bearing the following portfolios: President, Vice-President, Secretary, Treasurer, Editor, International Director (Immediate Past President), Additional members (2).

7.3 Election and term of office:

- a. The President shall be elected at the Annual General Meeting from among the full membership of the Society. The term of President shall be for two consecutive years.

The President upon vacating such office, is eligible to become the International Director, representing the region on the International Plant Propagators' Society' Board of Directors (the "International Board"), subject to a majority confirmation from the floor at the Annual General Meeting. The International Directors' term shall be for two consecutive years as designated by the International Board. The term commences on the date of the regional AGM. The President of the Society may designate an alternative person to be the International Director when the Immediate Past President is unable or unwilling to serve. In all cases the person nominated or delegated must have previously served a term as President of this Society.

- b. The Vice President and two Additional members shall be elected at the Annual General Meeting from among the full membership of the Society. They shall hold office for a one-year term and are eligible for re-election to serve one additional term (maximum of two consecutive years as either Vice President or as Additional member).
- c. The Secretary, Treasurer, and Editor shall be appointed annually for a one year term. The Governing Board shall make recommendations for these positions to the floor at the Annual General Meeting to be voted upon. The position of Secretary shall have no voting rights.

The Secretary shall:

- I. Notify members of the Society of each meeting of the Society and Board members of each meeting of the committee in accordance with these rules.
- II. Keep a register of members.
- III. Keep a record of all proceedings of meetings and attendance at such meetings. The minutes are purported to be signed by the chairman of the meeting or the chairman of the next succeeding meeting and shall be receivable as conclusive evidence of the matters stated in such minutes.
- IV. Do such other acts in relation to the affairs of the Society as the Committee or President may require.

The Treasurer shall:

- I. Bank or cause to be banked in the manner of the society all monies received.
- II. Disburse the funds of the Society as may be authorised by the Board.
- III. Keep the Society's books of account and prepare the necessary financial accounts and statements and render the same to the auditor annually.

- d. Upon appointment of Southern Africa as the site for the International Board Meeting a nominee for the office of International Vice-President shall be elected at the Annual General Meeting three years prior to the holding of such a meeting and that person, upon such election, shall hold said office for the period of 2 years preceding the International meeting in the Region. This office holder shall have previously held the position of President and International Director.

The International Vice-President, upon vacating such office, shall become the International President of The International Plant Propagators' Society for a period of one year.

- 7.3 **Vacancies:** The Governing Board must, as soon as reasonable possible, appoint someone to fill any vacancy that reduced the number of board members to less than five. The next General Meeting must confirm the office of any board member appointed, otherwise it will lapse.
- 7.4 **Co-option:** The Governing Board may co-opt additional non-voting members as it may consider appropriate.
- 7.5 **Resignation, Disqualification and Removal:** A Governing Board member may resign from office in writing. A Governing Board member shall be disqualified from office upon termination of membership to the Association and becoming incapable by reason of mental illness. A member can be removed from office through a two-thirds resolution of the remaining Governing Board members, consisting of not less than four.
- 7.6 **Delegation of Powers:**
 - a. Unless otherwise specified, the President shall appoint all necessary and authorised committees, subject to approval of the Committee.
 - b. The President shall serve as an ex-officio member of all committees.
- 7.7 **Procedures at Meetings:** The Governing Board may regulate its meetings and proceedings as it finds fit, subject to the following:
 - a. The Chairperson shall chair all meetings of the Governing Board.

- b. Meetings of the Governing Board may be conducted face-to-face or electronically which would allow Governing Board members to be present and participate through electronic means.
- c. If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Vice-Chairperson shall chair such meeting. In both their absence, the Board members present at the meeting shall elect a chairperson for that meeting.
- d. The Chairperson shall convene a meeting of the Governing Board at least once a year and at the written request of any two members of the Governing Board.
- e. The quorum for a meeting of the Governing Board shall be two-thirds of the serving Governing Board members, either personally present or represented by proxy.
- f. If no quorum is present, the Governing Board may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.
- g. Each Governing Board member present or represented through written proxy shall have one (1) vote.
- h. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.
- i. Proper minutes and attendance records must be kept of all meetings of the Governing Board. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on two days' notice to the Secretary or the Vice-Secretary.
- j. A resolution signed by all members of the Governing Board shall be as valid as if passed at a duly convened meeting of the Governing Board.
- k. The Governing Board may appoint employees upon such lawful terms and conditions as it may deem necessary.

7.8 **Conflicting Interests:** Any actual, potential or perceived conflict of interest on the part of any member of the Governing Board, on a matter pertaining to the Association, must be disclosed in writing to the Governing Board which shall record such conflict of interest in the minutes of the Board meeting. Such member may be requested by the Governing Board to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

7.9 **Confidentiality:** All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Governing Board, must be treated as confidential and only the actual decisions may be disclosed to the general public,

8. MEMBERSHIP

8.1 **First and Subsequent Members:** The Governing Board may admit natural persons, over the age of eighteen, as members to the Association.

8.2 **Conditions and Criteria:** The Governing Board may determine the conditions and criteria for membership. Applications for membership that do not comply with such conditions and criteria may be refused by the Governing Board. Membership shall conform with the requirements specified in the constitution of the International Plant Propagators Society (Incorporated) and consist of the following classes:

- a. Active members - Any person actively engaged in propagating plants for commercial purposes or employed or engaged in teaching, extension or research in plant propagation in Southern Africa.
- b. Honorary members - A special category of membership for individuals who have made outstanding contributions to the field of plant propagation in Southern Africa, or Individuals who have actively participated in the Society for ten years or more and who have retired from their previous engagements related to plant propagation in Southern Africa. The Governing Board shall establish procedures for the election of Honorary Members.

Any eligible person wishing to become a member of any class shall submit a written application to the Governing Board in a form to be approved by the Board. Upon the application being approved by the Board and the payment of the annual subscription then the applicant's name shall be entered into the register of members.

The annual subscription shall be determined by the Board and shall be due and payable within three months of the date of rendering the invoice / statement. A different rate of subscription may be adopted for each class of membership.

8.3 **Transfer of Membership:** Membership is not transferrable.

8.4 **Register of Members:** The Governing Board must keep a register with the names and addresses of all the members.

8.5 **Automatic Termination of Membership:** Membership automatically terminates upon the receipt by the Association of a notification of the death of a natural member or dissolution of an organisational member, and written resignation.

A member shall cease to be a member in the following events:

- a. If having failed to pay the subscription within three months of the due date his or her name may be removed from the register of members. Written notice of default of payment shall be served by e-mail on the member at least one month prior to removal from the register of members with the authority of a resolution of the Committee.
- b. If having not attended a meeting of the society in the last four years nor having in lieu of attendance contributed a written article for publication in the regional newsletter then his or her name may be removed from the register of members with the authority of a resolution of the Committee. Written notice of default shall be served by e-mail on the member at least one month prior to removal from the register.
- c. If by resolution of a two thirds majority of the Committee he or she shall be expelled. Seven days notice of such a committee meeting shall be given and the notice shall state that the business will be the consideration of the expulsion of the member in question. The member in question shall receive notice by e-mail of such meeting and be entitled to be heard before the passing of the resolution.

8.6 **Executive committee:** The Executive Committee ("The Committee") shall consist of the President, Immediate Past-President, Vice-President and the Treasurer.

- a. A member of the Committee may resign upon giving one (1) months notice in writing to the Secretary and such resignation shall take effect upon the expiration of such notice. Otherwise the members of the committee shall hold office until the appointment of their successor at the Annual General Meeting.
- b. The Committee shall have the authority to fill from the members vacancies occurring in elective positions between meetings.

- c. The President shall serve as Chairman and the Secretary shall be responsible for the secretarial needs of the Committee. In the absence of the President the Vice-President shall preside. If both should be absent, the Committee shall elect a Chairman from among the Committee members present.
- d. No member of the Committee of the Society shall be liable for the acts, receipts, neglect or defaults of any other member of the Committee of the Society or of any loss occasion by any error of judgement or oversight on his or her part or for any other loss, damage or misfortune whatever which happens in the execution of the duties of his or her office or in relation thereto unless the same happens through his or her own wilful default or dishonesty.
- e. Unless otherwise decided the Committee shall meet during the Annual General Meeting of the Society. Special meetings of the Committee may be called by the President or upon the petition of any three members of the Committee. Fourteen (14) days notice of the time and place of such special meetings must be given by the Secretary.

8.7 **Powers of the executive committee:** The Committee may subject to any direction given by resolution of a general meeting exercise all or any of the powers, authorities, functions and discretion vested in the Society including the following:

- a. To fix its own quorum and standing orders.
- b. To purchase, take lease or otherwise acquire any real personal property, estate or other rights or privileges and to maintain and repair and to sell, mortgage, let, exchange, lease or otherwise dispose of the same with power to erect buildings and to remove and pull down or re-erect any buildings.
- c. To make, draw, accept, endorse discount and issue bills of exchange, cheques, promissory notes, stock or other warrants and any other instruments negotiable or transferrable by delivery or to order otherwise.
- d. To enter into contracts and agreements for any purpose within the powers of the Society or for the furtherance of any of its aims and objects.
- e. To delegate any of its powers to one or more of its officers and to sub-committees.
- f. To do all things which are deemed necessary, advantageous, convenient or incidental to the carrying out of the objects of the Society.

9. MEETINGS OF MEMBERSHIP

9.1 **Annual General Meetings:** The Society shall meet annually within the month March/April at a time and place designated by the Committee, the business must include:

- a. The Chairperson's report,
- b. The presentation of the Association's Annual Financial Statements,
- c. The election of Governing Board members,
- d. The appointment of Auditors, and

- e. Other appropriate matters.

9.2 **Special General Meetings:**

- a. A special general meeting shall be convened by the Secretary on the request of the President or the Committee or upon a requisition in writing signed by not fewer than five members.
- b. Notice shall be delivered to members at least fourteen (14) days before the date fixed for the holding of the special general meeting and shall specify the business to be transacted thereat and not other business shall be considered.

9.3 **Powers of the General Meetings:** The members in a properly convened General Meeting of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in General Meeting may review, approve or amend any decision taken by the Governing Board but no such resolution of the Association shall nullify any earlier resolution taken by the Governing Board in accordance with the provisions of this Constitution.

9.4 **Procedures at General Meetings:** The Members may regulate their meetings and proceedings as it finds fit, subject to the following:

The Society shall meet annually, usually within the month March/April, at a time and place designated by the Committee, the business must include:

- a. The Vice-President shall serve as Programme Chairman and is responsible for organising the Education Programme at each Annual General Meeting.
- b. The business at the Annual General Meeting shall be:
 - To receive a Presidents Annual Report
 - To elect the officers and the committee members of the Society
 - To receive the balance sheet and statement of accounts for the proceeding year.
- c. A quorum shall, unless otherwise determined by a general meeting, be one fifth of the members either personally present or represented by proxy. If within half an hour a quorum is not present the meeting shall be adjourned, to be held at the same place at such time at least twenty four hours later as is determined by the majority present. At such an adjourned meeting those present shall be deemed a quorum.
- d. The President or in his or her absence the Vice-President or in his or her absence a member elected by the majority of these members present shall chair the Annual General Meeting.
- e. Voting shall be in such manner whether by ballot, voices, show of hands or other means as the chairman shall direct unless any two members present shall demand the voting be by ballot.
- f. Every member present shall be entitled to one vote but in the event of an equality of votes the chairman shall have a casting vote as well as a deliberative vote.
- g. A member if he or she wishes may in writing appoint another member as his or her proxy to vote at such meeting and a member so appointed may vote for the appointer accordingly so long as notice of the appointment is received by the Secretary at least two days before the meeting.

10. NOTICES OF MEETINGS

- 10.1 All notices in terms of this constitution must be given to members in writing (personally, post or electronic communication) to the address provided by the members.
- 10.2 The accidental omission to address notices to any member shall not nullify the proceedings of any meeting.
- 10.3 A member present in person at any meeting shall be deemed to have received notice of such meeting.
- 10.4 If posted, notices shall be deemed to have been received seven days after posting.

11. FINANCES AND REPORTS

- 11.1 **Bank Account:** The Governing Board must open a bank account in the name of the Association with a registered Bank.
- 11.2 **Signing:** Cheques and other documents requiring signature on behalf of the Association shall be signed by at least two persons authorised by the Governing Board. Electronic payments made by the Treasurer must be authorised by either the President or Vice-President.
- 11.3 **Financial year-end:** The financial year end of the Association shall be end of December.
- 11.4 **Financial Report:** The Governing Board must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies are appropriate and have been appropriately applied with in preparing the financial statements and the Association has complied with the financial provisions of this constitution.

12. AMENDMENTS AND DISSOLUTION:

- 12.1 This Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of two-thirds of the members present at a General Meeting.
- 12.2 At least twenty-one days' notice of the Meeting stating the nature of the resolution to be proposed must be given to all the members of the Association.
- 12.3 Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the Governing Board (and failing which the members in General Meeting) considers appropriate and which has objectives the same or similar to the objectives of the Association, and should the Association be exempt from the payment of any taxes and duties;
 - i. Any similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act,
 - ii. Any institution, board or body which is exempt from tax under the provisions of section 10 (1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity,

- iii. Any department of state or administration in the national or provincial or local sphere of government of the Republic.

13. INDEMNITY

- 13.1 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 13.2 Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

SCHEDULE A

REQUIREMENTS FOR APPROVAL AS PUBLIC BENEFIT ORGANISATIONS

As provided for in Clause 5 of this Constitution, The Association intends to apply to the Commissioner for SARS for approval as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act. Upon approval the Association shall:

1. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organisation.
2. Ensure that no single person directly or indirectly controls the decision making powers relating to the Association.
3. Is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established.
4. Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
5. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
6. Submit to the Commissioner a copy of any amendment to this constitution.
7. Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
8. Comply with such reporting requirements as may be determined by the Commissioner.
9. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph 10(iii) of Part 1 of the Ninth Schedule of the Act are utilised for the purpose for which they are provided.
10. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

SCHEDULE B

SOUTHERN AFRICA REGION OF THE INTERNATIONAL PLANT PROPAGATORS' SOCIETY OFFICE BEARERS DUTIES

Members of the Governing Board

All members take office from the date of the Annual General Meeting.

1. Immediate Past President:
 - Represents Southern Africa as our director on the International Board.
 - Reports on decisions of International Board to the Southern African Executive and region.

2. President:
 - Alternate director to the International Board.
 - Presides over the Southern Africa Executive meetings, Governing Board meetings and the Annual General Meeting.

3. Vice-President:
 - Programme chairman of the Annual Conference.
 - Head of the organizing site committee.

4. Editor:
 - Assists the programme chairman as required with papers for conference.
 - Liaises with conference speakers to produce papers of a standard required for acceptance in the Combined Proceedings.
 - Nominates a closing date for acceptance of manuscripts.
 - Edits conference papers in conjunctions with speakers as required.
 - Submits edited Southern African region conference papers to the International Editor for inclusion in the Combined Proceedings.
 - Liaises with the International Editor as required.
 - Organises supply of annual conference papers to Southern African region members who were unable to attend.
 - Prepares a report for the Executive and the Annual General Meeting.
 - Produce a Newsletter to be sent out as frequently as the Executive may decide.

5. Board Members:
 - Additional members (2).

6. Secretary:
 - Appointed by Southern African Executive.
 - Duties as directed by the Executive Committee. Outline follows:
 - Attend AGM and Executive meetings
 - Write a secretary and treasurer's report for the newsletters.
 - Reply to enquiries about IPPS.
 - Keep contact with the International Secretary / Treasurer and keep his deadlines.
 - Assist all area meetings and programme chairman
 - Send out and receive subscription renewals
 - Keep membership list up to date
 - Provide names of applicants to the executive committee

7. Treasurer:
 - Pay accounts

Keep cash book

Provide auditor with all his requirements to audit accounts

- membership list
- cash book
- all receipts, bills, etc
- bank statements for all accounts plus receipts and bills
- cheque and deposit books
- letter to banks re audit

Letters when required for opening new bank account

Auditor:

- Appointed by the Governing Board and ratified by the general membership at the AGM.

International Vice-President / President:

- A person nominated by the Southern African Region to head the International Board when it meets in Southern Africa.