



CONSTITUTION

1. NAME AND ORIGIN

The full name of the Organisation shall be **South African Olive Industry Association** abbreviated to **SA Olive**. SA Olive was constituted in November 2004 as a successor to the South African Olive Growers Association (SAOGA) which was founded on 13 August 1956. All assets, entitlements, liabilities and obligations of SAOGA vest in SA Olive after acceptance of this constitution by the members of SAOGA. The members of SAOGA were the first members of SA Olive.

2. OBJECTIVES AND ACHIEVEMENT THEREOF

The objectives of SA Olive are:

- a. To act as the national mouthpiece for the Olive Industry in SA;
- b. To foster, encourage and safeguard the interests of members;
- c. To collect, compare and distribute relevant information regarding the Olive Industry in general to members;
- d. To render and/or obtain assistance for members by collective representation;
- e. To deal with any matter that may be in the interests of members and the local Industry;
- f. To liaise and co-operate with Government Departments, the Agricultural Unions and other allied bodies in the interests of the Olive Industry;
- g. To assist in creating a positive climate in which members can conduct their marketing and promotional activities and
- h. To do whatever is necessary and proper to facilitate the achievement of the above.

3. AFFILIATION

The Organisation shall affiliate to Agri South Africa through Agri Western Cape in the prescribed manner.

4. MEMBERSHIP

- a. Two categories of membership will exist:

i. Primary Member

Any individual or body who is directly involved in the primary Olive Industry in SA and specifically is either an olive tree nursery, an olive grower, a processor of table olives or a processor of olive oil.

ii. Associate Member

Any other individual or body in SA having interest in the Olive Industry or related topics.

- b. Membership is achieved by making application in writing, supplying the prescribed information and making all relevant declarations, paying the stipulated membership fees and being accepted by the Management Board.
- c. The membership fees and voting rights are as indicated in Appendix 1.
- d. Subject to the approval of the General Assembly the Management Board may propose Honorary Members as a mark of esteem for services rendered to the Olive Industry in any capacity whatsoever. Clauses 4b and 4c and 5b shall not apply to Honorary Members.
- e. For all purposes in terms of this Constitution the word "member" shall be deemed to include the duly appointed representative of a member who is a juristic person.

5. DUTIES OF MEMBERS

All members are obliged to:

- a. Subscribe and conform fully to this Constitution and its appendices.
- b. Pay within the first month of the financial year the applicable annual membership fee. In the case of late payment, the Management Board shall be entitled to suspend the rights of the member in question whilst in default.
- c. Foster and spread the ideas of SA Olive and to supply it with any relevant information and/or suggestions for the sake of achieving the objectives of the Organisation.
- d. Notify without delay the office of SA Olive of any changes of the persons entitled to represent such member. Should the member in question fail to do so, SA Olive will continue to regard the previous person as still entitled to represent the member.
- e. Refrain from any initiative contrary to the goals of SA Olive as passed by its bodies.

6. RIGHTS OF MEMBERS

All members have the right to:

- a. Receive information, news and notices from SA Olive that are published in and with the SA Olive News or other publications.
- b. Put forward persons of their choice for election to vacant Management Board posts in accordance with this Constitution.
- c. Submit to the relevant bodies of SA Olive documents, presentations and papers for publication in the SA Olive News. Selection and decisions in this regard shall be effected by the applicable bodies, whose decisions are binding.
- d. Participate in events organised by SA Olive at lower rates when applicable.
- e. Make use of any special logo, mechanism or privilege available only to members of SA Olive as may be implemented from time to time.

7. EXPIRATION OF MEMBERSHIP

Membership expires when:

- a. The annual membership fee has not been paid within four months of falling due;
- b. The member is barred by resolution of the General Assembly because the member has violated the Constitution of SA Olive or the resolutions passed by its bodies (see Appendix 2).

8. THE BODIES OF SA OLIVE

SA Olive has the following bodies:

- a. The General Assembly;
- b. The Management Board;
- c. The Executive.

9. THE GENERAL ASSEMBLY

- a. The General Assembly comprises the representatives of all the members.
- b. Non-members may attend the General Assembly meetings but may only contribute to the debates and discussions with the prior permission of the Chairperson.
- c. The General Assembly shall meet at least once per year during the annual general meeting (AGM).
- d. An extraordinary General Assembly meeting can be called for by at least half of the members of the Management Board or at least 25% of the members.

10. PROCEDURES FOR MEETINGS OF THE GENERAL ASSEMBLY

- a. Any General Assembly meeting shall be properly called by the Executive at least one month prior to the date set. The Notice of Meeting must include the agenda, place, date and time of the meeting. If there is a request for a resolution to change the Constitution of SA Olive, then the Notice of Meeting must include the suggestions and motivation for the article(s) to be changed.
- b. The General Assembly has a quorum when members representing at least 10% of the total number of votes are present and when two-thirds of the representatives attending confirm that notice of the meeting was properly given. In the event of there not being a quorum, the meeting shall be reconvened at the same place and time, two weeks after the date and time first appointed for the meeting and the members personally present at that meeting shall form the quorum. In the event of an extraordinary General Assembly meeting, convened by petition, the meeting shall in the event of there being no quorum present, be regarded as finally adjourned.
- c. The Chairperson of SA Olive, or in his/her absence the Vice-chairperson, shall act as the chairperson of the General Assembly. If both persons are prevented from attending, the members present shall choose the chairperson from the Management Board.
- d. Resolutions shall be passed with a simple majority of the members present.
- e. Changes to any Appendix of the Constitution are adopted with a majority of the votes represented.
- f. Any change to the Constitution of SA Olive requires a two-thirds majority of the votes represented.
- g. The winding up of SA Olive, the transfer of its assets, the appointment of the liquidator and the determination of his/her powers requires a three-quarters majority of the votes represented.
- h. The provisional minutes of any meeting shall be distributed to all members at least one month prior to the next similar meeting.

11. POWERS OF THE GENERAL ASSEMBLY

The General Assembly shall be responsible for:

- a. Determining SA Olive activity, especially with respect to important features of the objectives and the passing of guidelines;
- b. Approval of the annual activity reports;
- c. Election of the Management Board;
- d. Endorsing the appointment of the auditing body;
- e. Revoking membership;
- f. Approving the financial report and budget;
- g. Approving the Appendices including the membership fees;
- h. Approving changes to the Constitution;
- i. When necessary, the winding up SA Olive, the use of the assets and the appointment of the liquidator.

12. THE MANAGEMENT BOARD

- a. The Management Board (MB) will comprise 6-8 primary members elected by the General Assembly to be representative, as far as possible and practical, of the whole spectrum of the SA Olive Industry. This means that the MB must have at least one member per primary category (see Appendix 1).
- b. All members of the MB shall be elected for two years and can be re-elected. Half of all the positions shall be put forward for re-appointment during each AGM.
- c. Preconditions for members to be elected to the MB are specific skills to fulfil the duties of the position and a personal commitment to do so. To be eligible for election, the member must have been a member for at least one year.
- d. The members of the MB shall exercise their functions in an honorary capacity. Compensation and payment of expenses necessarily incurred will be paid however if funding allows, subject to approval by the MB.
- e. The composition of the MB shall be such that no less than 50% of the MB comprises bona fide olive growers at any point in time.

13. NOMINATION AND ELECTION PROCEDURE FOR THE MANAGEMENT BOARD

The following procedure will apply for filling vacant posts in the Management Board:

- a. Only members in good standing qualify for posts in the MB;
- b. Nominations and election will be done at the AGM;
- c. Voting may be done by written proxies.

14. MEETINGS OF THE MANAGEMENT BOARD

- a. The Management Board shall meet at least every 3 months.
- b. The Notice of Meeting must be sent at least 3 weeks prior to the date set and must include the agenda, place, date and time of the meeting.
- c. The MB shall have a quorum when half plus one of the members are present.
- d. The MB shall reach its decisions by simple majority. In the event of a tied vote, the Chairperson shall have a casting vote.
- e. The provisional minutes of any meeting shall be distributed to all MB members within 14 days after such meeting.
- f. Any MB member failing to attend any 2 consecutive meetings without prior notice of his/her reasonable excuse/apology or any 3 meetings per year, shall cease to be a member of the MB at the discretion of the other members.

15. DUTIES OF THE MANAGEMENT BOARD

The duties of the Management Board shall be as follows:

- a. Carrying out, as far as possible, the resolutions of the General Assembly;
- b. Making decisions on all general matters and issues of interest for the Olive Industry in SA;
- c. Electing a chairperson, vice-chairperson and the Executive;
- d. Determining the powers of the Chairperson and the Executive;
- e. Effecting proper management of SA Olive in all relevant aspects;
- f. Effecting proper communication with all members at all times;
- g. Co-opting additional persons at their discretion to assist the management task. (Co-opted persons will have no vote at Management Board meetings and will have to be re-appointed annually if necessary.)

16. THE EXECUTIVE

- a. The Executive shall comprise of any two Management Board members from three being the Chairperson, Vice-chairperson and one additional member appointed by the MB.
- b. The Executive shall meet when any one of its members deems it necessary and arranged at a place and time as is convenient for all. An agenda will be drawn up as well as a set of minutes, which shall be delivered to all members of the Management Board within 14 days.
- c. The main duty, amongst others, of the Executive is to effect sound financial and administrative management at all times.

17. THE CHAIRPERSON

- a. The Chairperson, or in his/her temporary absence the Vice-chairperson, shall legally represent SA Olive with respect to the members and third parties.
- b. At all gatherings and meetings, the Chairperson shall take the chair and if unable to attend, he/she will be represented by the Vice-chairperson.

18. ASSETS

The assets of SA Olive shall be managed by the Management Board.

19. FINANCIAL YEAR

- a. The financial year shall be from 1 November to 31 October.
- b. Proper financial statements and a detailed budget shall be drawn up within one month of the end of the financial year, for discussion by the Management Board and submission to the General Assembly.

20. CHANGES TO THE CONSTITUTION

- a. Petitions for changing the Constitution can be submitted by the Management Board, the Executive or members.
- b. Any such petition must be received by the Management Board three months or more prior to the AGM.
- c. The Executive shall pass such request on to all members at least one month prior to the AGM.

21. WINDING UP

In the event of SA Olive being wound up, the General Assembly shall decide on the transfer of the assets to the benefit of one or more national organisations with which SA Olive has been connected and that can carry on the activities in the interests of the national Olive Industry.

22. ORIGINAL TEXT

The binding text of this Constitution shall be in the English language. It shall be the principal text for all evaluations, discussions and interpretations.

John Scrimgeour

CHAIRPERSON: J SCRIMGEOUR

14 January 2005

DATE