

CONSTITUTION OF **THE SOUTH AFRICAN FLUID POWER ASSOCIATION**

THIS CONSTITUTION INCORPORATES ALL AMENDMENTS AND ALTERATIONS APPROVED BY THE MEMBERS
UP TO AND INCLUDING 23rd October 2008

1. **NAME :**
The name of the association shall be "**The South African Fluid Power Association**" (the Association).

2. **OBJECTIVES :**
The objectives for which the Association is established are :
 - 2.1 To raise the professional standards of the pneumatics and hydraulics industries.
 - 2.2 To encourage, promote, aid in and effect voluntary interchange amongst members of the Association, of data, information, experience, ideas and knowledge about methods, processes and techniques relating to the pneumatics and hydraulics fields.
 - 2.3 To stimulate and promote education, training and original research in the pneumatics and hydraulics fields.
 - 2.4 To promote a representative and centralised body or organisation to collect, collate, co-ordinate and distribute data, ideas, knowledge, methods and techniques by any suitable means for the purpose of improving the efficiency of pneumatic and hydraulic techniques.
 - 2.5 To build synergistic rapport between companies in the pneumatics and hydraulics industries.
 - 2.6 To create liaison with similar institutes and organisations outside of South Africa.
 - 2.7 To encourage companies to establish their own training facilities, guided by the Association's knowledge.
 - 2.8 To do all such other things as are or may be necessary for the attainment of any or all of the above objectives.

3. **DOMICILIUM CITANDI :**
The Domicilium Citandi of the Association shall be decided upon from time to time by the Executive Council.

4. **ASSOCIATION :**
The Association shall be an organisation which is not established for the purposes of gain, and accordingly :
 - 4.1 The Association's and its branches' income and assets, however derived, shall be applied only towards the promotion of its objectives, and no part thereof shall be paid or transferred under any circumstances to any of its members.
 - 4.2 The Association shall not pay any of its members or any member of the Executive Council any remuneration or give them any benefit of any nature whatsoever for any services rendered by them to the Association, provided that nothing contained herein shall prevent the payment in good faith to any officer or member of the Association in respect of any "out of pocket" expenses incurred by them on behalf of the Association or as remuneration for services rendered to the Association as an employee of the Association and which are correctly approved and authorised by the Executive Council.

5. **MEMBERS :**
 - 5.1 **CORPORATE MEMBERSHIP :**
Corporate membership of the Association shall be limited to companies, close corporations, partnerships and trusts registered both inside and outside of the Republic of South Africa, that have been carrying on a core business in the pneumatics and/or hydraulics industries or are major consumers of pneumatic and/or hydraulic products for at least three (3) years immediately prior to their application for membership. The Council can, at their sole discretion, waive or amend the three (3) year period that a new applicant is required to have been involved in the pneumatic and/or hydraulic business at the time of their application.

Each Corporate Member shall appoint one (1) person to represent it at general meetings of the Association.

- 5.2 **INDIVIDUAL MEMBERSHIP :**
An individual who is at least twenty-five (25) years of age, and has at least three (3) years experience in the pneumatics and/or hydraulics industries may apply to become a member of the Association.
- 5.3 **HONORARY LIFE MEMBER :**
An individual, who has rendered important services to the Association or the pneumatics and/or hydraulics industries may be honoured by being appointed an Honorary Life Member by the Executive Council. Such members shall not be subject to any entrance fees or annual membership fees but will have the same voting rights as an Individual Member.
- 5.4 **ASSOCIATE MEMBERSHIP :**
Any corporate body or individual who does not meet with the criteria for normal classes of membership above, may apply to become an Associate member of the Association. Such membership shall not carry any voting rights whatsoever.

6. MEMBERSHIP APPLICATION AND FEES :

- 6.1 Written applications for membership must be made to the Association on the forms prescribed by the Executive Council. Such application shall be accompanied by the entrance fee and annual subscription ruling at the time of the application. Corporate applications shall be accompanied by details of their appointed representative.
- 6.2 Entrance fees and annual subscriptions for all classes of membership excepting that of Honorary Life Member shall be fixed by the Executive council from time to time. Such annual subscriptions shall apply from 1 March of each year to 28 February of the following year. Should any body corporate or individual become a member during the course of the year, the annual subscription shall be pro rated in periods of three (3) months to the length of time that they are a member before the next 28 February.
- 6.3 Applications for membership shall be considered by the Executive Council at their next meeting, and the decision of the Executive Council shall be final as to whether the membership application shall be approved or not.

7. EXECUTIVE COUNCIL :

- 7.1 The administration and management of the affairs of the Association shall be vested in an Executive Council to be elected by the members of the Association. The Executive Council shall be elected at the first General Meeting of the Association and at the Annual General meeting held every year thereafter.
- 7.2 The Executive Council shall consist of nine (9) persons. Only Individual Members and Corporate Members' appointed representatives, eligible to attend and vote at the Annual General Meeting as well as Honorary Life Members shall vote for the Executive Council appointments.
- 7.3 Every member of the Executive Council shall be an Individual Member or a representative of a Corporate Member entitled to attend and vote at an Annual General Meeting. Membership of the Executive Council shall be limited to not more than one (1) employee or representative from any one (1) Corporate Member.
- 7.4 The members of the Executive Council shall, at their first meeting after election, elect from amongst themselves a President and two (2) Vice Presidents.
- 7.5 One third of the Executive Council members shall retire each year by rotation. Those that retire each year shall be eligible for re-election.
- 7.6 The Executive Council shall have the power to fill any casual vacancies that may arise during their term of office. Any person so appointed must be eligible to be a member of the Executive Council in terms of 7.3 above and shall be asked to retire at the next Annual General Meeting. They shall be eligible for re-election at that meeting.
- 7.7 A person shall cease to hold office on the Executive Council should :
7.7.1 They, or the Corporate Member that they represent, become insolvent.
7.7.2 They become of unsound mind.
7.7.3 They become absent from Executive Council meetings for four (4) consecutive months without leave of absence being granted by the Executive Council.
7.7.4 They, or the Corporate Member that they represent, ceases to be a member of the Association.

8. POWERS OF THE EXECUTIVE COUNCIL

Without, in any way, derogating from the powers conferred by this Constitution, the Executive Council shall have the following specific powers :

- 8.1 To carry on the business of the Association and for that purpose, to rent or hire suitable premises and to purchase furniture, accessories and books as needed.
- 8.2 To open, operate and close banking and investment accounts and to control the finances of the Association.
- 8.3 To institute and defend legal proceedings by or on behalf of the Association in its name.
- 8.4 To delegate any of its powers and discretions to any person and to vary or withdraw the powers so delegated.
- 8.5 To employ, remunerate and discharge officials and employees of the Association.
- 8.6 To enter into such contracts and to do such other things as may be necessary to achieve the aims and objectives of the Association.

9. PROCEEDINGS OF THE EXECUTIVE COUNCIL :

- 9.1 The Executive Council shall meet at least four (4) times in each financial year and shall meet, adjourn and otherwise regulate their meetings as they see fit.
- 9.2 A quorum for any meeting of the Executive Council shall be four (4) members.
- 9.3 Any member of the Executive Council, and the Secretary upon the request of a member, shall convene a meeting of the Executive Council.
- 9.4 The President shall preside over all meetings of the Executive Council. In the absence of the President, one of the Vice Presidents shall be chosen to preside over the meeting. If there is no Vice President present, then the members present shall select one of their own number to preside over the meeting.
- 9.5 All voting at an Executive Council meeting will be on a show of hands.
- 9.6 The Executive Council shall maintain a written record of all meetings, showing attendance, matters discussed and decisions made thereon. These records shall be open to inspection by any eligible member of the Association.

10. GENERAL MEETINGS :

- 10.1 An Annual General Meeting of members shall be held once every year, within four (4) months of the financial year end.
- 10.2 A General Meeting of members will be held at least twice each year in addition to the Annual General Meeting.
- 10.3 The dates and venues of these meetings will be set by the Executive Council.

11. PROCEEDINGS AT GENERAL MEETINGS :

- 11.1 In the case of an Annual General Meeting, at least fourteen (14) days notice shall be supplied to members. For any other General Meeting at least seven (7) days notice shall be required. Such notices shall contain details of all matters to be formally raised at those meetings.
- 11.2 A quorum of a least twenty-five percent (25%) of the members shall be required for any general meeting of the Association.
- 11.3 Any member who is in arrears with their annual subscription will not be eligible to vote at any general meeting.
- 11.4 Each Individual and Corporate Member shall be entitled to one vote at a general meeting. Corporate Members shall exercise their votes through their duly appointed representative. All voting shall be on a show of hands unless otherwise requested by members at the meeting.
- 11.5 All members entitled to be present and vote at a general meeting shall also be entitled to appoint one or more proxies to attend and vote on their behalf.
- 11.6 The President shall preside over any general meeting. In the absence of the President, one of the Vice Presidents shall be selected to preside over the meeting. If there is no Vice President present, the members shall select one of their own number present to preside over the meeting.
- 11.7 The Executive Council shall maintain a written record of attendance and of any decisions taken by the members at any general meeting. Such records shall be open to inspection by any eligible member of the Association.

12. FINANCES :

- 12.1 The monetary expenses of the Association shall be met by annual subscriptions and entrance fees payable by members to the Association.
- 12.2 The Executive Council shall maintain accurate financial records of all transactions relating to income and expenditure and of assets and liabilities of the Association. Annual financial statements are to be presented to members for their approval at the Annual General Meeting held each year.

13. BRANCHES :

- 13.1 The Executive Council may approve the establishment of branches of the Association in various locations throughout Southern Africa.
- 13.2 Any such branches that are established shall be managed by a Branch Executive. This Executive shall report to the Executive Council and shall be bound by the rules of this Constitution.

14. INDEMNITY :

- 14.1 Subject to the Statutes, the members of the Executive Council shall be indemnified by the Association against all costs, losses, expenses and claims which they may become liable to by reason of any act done in the discharge of their duties on behalf of the Association.
- 14.2 The Association shall pay any costs of such indemnity from the funds of the Association.

15. AMENDMENTS TO THIS CONSTITUTION :

- 15.1 Any amendment to this Constitution shall require the affirmative votes of at least two thirds of all eligible members present in person or by proxy, at a general meeting.

16. DISSOLUTION :

- 16.1 Should it be found by the Executive Council or the members, that the Association is not fulfilling the objectives for which it was created, or for any other reason that may give cause, then the Association shall be dissolved.
- 16.2 This dissolution shall require the affirmative votes of at least two thirds of the eligible members present in person or by proxy at a general meeting called for that purpose.
- 16.3 Should a quorum not be present at that general meeting, it shall be postponed seven (7) days to the same time and place where those present shall form a quorum.
- 16.4 If, upon dissolution of the Association, there remains, after satisfying all of its debts and liabilities,, any assets whatsoever, these assets shall not be paid to, nor distributed to any members. The remaining assets shall be transferred to some other institute or institutions, having similar objectives to the Association at the time of dissolution. Such decision shall be made by the final active members of the Association.

Signed at.....on200..

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Willem Gijzelaar – President

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SAFPA Council Member