

THE SOUTH AFRICAN SOCIETY OF DAIRY TECHNOLOGY

CONSTITUTION

1. NAME

The name of the Society shall be "THE SOUTH AFRICAN SOCIETY OF DAIRY TECHNOLOGY".

2. GENERAL INTERPRETATION

2.1 Definition of terms

In this Constitution, unless the contrary be expressed, or is to be inferred from the context, words signifying the singular shall include the plural and vice-versa: words importing the masculine gender shall include the feminine gender and vice-versa; and the following terms shall have the meanings set out against them respectively -

"COUNCIL" shall mean the Council of the Society.

"COUNCIL MANAGEMENT COMMITTEE" shall mean the Executive body of the Council.

"DIVISION" shall mean a Division of the Society.

"DIVISIONAL MANAGEMENT COMMITTEE" shall mean the Executive body of a Division of the Society.

"MAJORITY" shall mean 50% of members present + 1 except where otherwise specified.

"SOCIETY" shall mean the South African Society of Dairy Technology.

"SOUTH AFRICA" shall mean the Republic of South Africa and such other territories or states as may be approved by COUNCIL.

2.2 Omission or Doubt

If any matter shall arise at any time which is not specifically provided for in the Constitution, or in respect of which any doubt or difficulty arises as to the interpretation thereof, such matter shall be determined by the COUNCIL.

2.3 Competition Law Declaration

2.3.1 In respect of the South African dairy industry, collective issues of strategic importance exists which:

- Cannot be addressed through competition in the market;
- Should be addressed in the interests of the South African dairy industry, the consumer, and economic development, and which
- Can, in terms of the Competition Act, be addressed by collective action by the members of the dairy industry.

- 2.3.2 The Society's goals are to promote and encourage technological and scientific advancement in the Dairy Industry by: the dissemination and application of knowledge, and the provision of opportunities for discussion, co-operation, education, training and research.
- 2.3.3 It is important to recognize that these activities are subject to certain legal limits imposed by Government, such as published in the Competition Act of 1998 (Act no 89 of 1998).
- 2.3.4 Therefore, discussions among members and participants during any SASDT meetings involving aspects that might be regarded as anti-competitive, must be avoided. It is the responsibility of each SASDT member to be acquainted with the content of the Competition Act and other relevant law imposed by Government.
- 2.3.5 Should any members of the association be aware of activities or statements or actions that may lead into an unlawful area, such concerns should be raised directly with the respective regional as well as national management of the SASDT.

3. **OBJECTS**

The objects of the SOCIETY are to promote and encourage technological and scientific advancement in the Dairy Industry by the dissemination and application of knowledge, and by the provision of opportunities for discussion, co-operation, education, training and research.

4. **ACHIEVEMENT OF OBJECTS**

- 4.1 In the achievement of these objects, the SOCIETY may
 - 4.1.1 Make representations to any Governmental or other body in respect of existing or proposed legislation, or standards, relating to Dairy Technology or Dairy Science.
 - 4.1.2 Make by-laws to act as a guide to Divisions of the SOCIETY
 - 4.1.3 Do all such other acts and things, as any individual may lawfully do or cause to be done, provided that all such acts and things shall have as their object the pursuance, or the attainment, of any of the objects of the SOCIETY.
- 4.2 The SOCIETY shall not engage in political activities or discussions, and shall not participate in any political controversies whatsoever, except inasmuch as representations in terms of article 4.1.1 above can be construed as political.

5. MEMBERSHIP

5.1 Classes

The SOCIETY shall consist of Honorary members, Professional members, Members, Student members and Sponsor members. Honorary members and Professional members shall be corporate members, and Members, Student members and Sponsor members shall be non-corporate members, provided that the COUNCIL MANAGEMENT COMMITTEE, on its own initiative, or on request of a Divisional Management Committee may upgrade non-corporate members to the rank of Corporate members provided that at any time at least two thirds of Corporate members of the SOCIETY shall be Professional members.

5.2 Qualifications for membership and the rights of members

The qualifications for membership and the rights of members shall be as follows -

- 5.2.1 A Professional member shall be a person
- (a) who qualifies for registration as a professional natural scientist or as a professional natural scientist in training or as a professional natural science technologist or professional natural science technologist in training in terms of section 18 of the Natural Scientists Act, 1982 (Act 55 of 1982), and
 - (b) who has applied to and been accepted by the Council Management Committee as a Professional member.
- 5.2.2 A Member shall be a person who does not qualify for Professional membership, but who has attained a position of responsibility of a technological, administrative, scientific or educational character in, or connected with, the Dairy Industry, or has a fundamental interest in, or knowledge of, the Industry.
- 5.2.3 A Student member shall be a person who is attending a course of technical, practical or scientific training in dairying or a related field as approved by the Council Management Committee.
- 5.2.4 A Sponsor member shall be a Company, Institution, Organisation or person who has an interest in the furtherance of the objects of the SOCIETY. Such a Company, Institution or Organisation shall designate a representative to represent it in a division or divisions of the SOCIETY, as it may desire, provided that the requisite membership fee, applicable to Sponsor membership, as determined, is paid in respect of each such nomination.
- 5.2.5 Honorary membership may be conferred by the COUNCIL upon persons who, in the opinion of the COUNCIL, have rendered eminent service to the SOCIETY or the Dairy Industry and shall possess all the rights and privileges of Corporate members.

5.3 Admission

Persons who qualify for membership shall be admitted to membership of the Society only if they are recommended by the Divisional Management Committee to and accepted by the COUNCIL MANAGEMENT COMMITTEE.

However, the Divisional Management Committee or the Council Management Committee respectively, may refuse to accept any application for membership of the SOCIETY, or an application for a change in the status of a member, without assigning any reason therefor. The act of applying for membership of a division shall *ipso facto* be construed to be an application for membership of the SOCIETY.

5.4 **Register**

The Secretary of the SOCIETY shall keep a register showing separately, all Honorary, Professional, Member, Student and Sponsor members and other particulars as the Council Management Committee may prescribe.

All members as well as nominated representatives of Sponsor members shall furnish the Council Management Committee with such information as it may require for the purpose of compiling a record of their qualifications. Such particulars as the COUNCIL may decide necessary for the register shall be forwarded to the Secretary of the SOCIETY by the Secretary of each Divisional Management Committee.

5.5 **Upgrading**

A Non-corporate member may apply to the Divisional Management Committee for upgrading to the rank of Corporate member, stating the grounds for such an application. A Divisional Management Committee may also initiate procedures for the upgrading of a Non-corporate member. All upgrading shall be subject to the approval of the Council Management Committee and proviso contained in paragraph 5.1 of the Constitution..

A Student member shall automatically be reclassified as a Member from the beginning of each financial year of the SOCIETY. However, Student membership may be retained on submission to the Divisional Management Committee of satisfactory evidence of continued student status.

5.6 **Attachment to Divisions**

All members and the nominated representative of a Sponsor member, may select the Division to which he shall be attached. A member shall be attached to one division only.

5.7 **Termination of Membership**

5.7.1 **Resignation**

Any member wishing to resign from the SOCIETY shall give written notice at least 2 (two) calendar months prior to the end of the financial year of the SOCIETY to the Secretary of the Divisional Management Committee concerned, who in turn will notify the Secretary of the SOCIETY at least 1 calendar month prior to the end of the financial year of the SOCIETY.

5.7.2 **Expulsion**

A Divisional Management Committee may recommend to the COUNCIL MANAGEMENT COMMITTEE, the termination of the membership of any of its members for conduct considered by it, to have been prejudicial to the SOCIETY. Such a member shall have the right of appeal to the COUNCIL.

5.8 **Re-admission**

When applying for re-admission any former member of the SOCIETY shall not be eligible for re-admission until he has paid any arrear subscriptions or dues owing by him to the SOCIETY, as at the date when his former membership ceased.

6. **COUNCIL**

6.1 COUNCIL shall consist of -

6.1.1 Divisional representatives who shall be Corporate members, elected annually by the Divisional Management Committees and the number of such representatives elected from each division shall be one for every fifty, or part of fifty, members, with a maximum of four representatives for any one division.

6.1.2 The immediate Past-President of the SOCIETY, if he has not been elected to COUNCIL in another capacity.

6.2 **Casual Vacancy**

If a casual vacancy occurs on the COUNCIL, the Divisional Management Committee concerned, subject to the provisions of article 6.1.1, shall appoint a representative to fill the vacancy. Any member so appointed, shall retire at the next Annual General Meeting of the COUNCIL, but shall be eligible for re-election.

6.3 **Council Management Committee**

The Council Management Committee shall consist of corporate members and comprise the following officers of the Society: President, Vice-President, Treasurer, Secretary as well as the President of each Division, should he not already be an *ex officio* member of the Management Committee. The Management Committee shall have the power to co-opt and a President of a Division may nominate his Division's representative, should he not wish to serve.

6.4 **Management of SOCIETY**

Notwithstanding the powers given to Divisional Management Committees by this Constitution, the management and control of the SOCIETY and of its funds shall be vested in the COUNCIL; or, during the period between meetings of the COUNCIL, in the Council Management Committee, except where the Constitution requires a matter to be decided by the COUNCIL. The COUNCIL shall direct the policy of the SOCIETY in accordance with the Constitution.

6.5 **Election of Officers**

At each Annual General Meeting of the COUNCIL, held prior to the Annual General Meeting of the SOCIETY, the COUNCIL shall elect, from those members of COUNCIL that have been elected as representatives to the COUNCIL for the forthcoming year, a president and vice-president. An outgoing president may be re-elected as president in spite of him not being a representative on the COUNCIL.

At the same Annual Meeting, the COUNCIL shall either elect or appoint a Secretary and a Treasurer. In the event of the election or appointment of the Secretary or Treasurer who is not a representative elected to the COUNCIL, for the forthcoming year, such Secretary or Treasurer shall become an *ex-officio* member of COUNCIL and shall be entitled to vote.

The COUNCIL may elect or appoint one and the same person to undertake simultaneously the duties of the two offices of Treasurer and Secretary.

6.6 **Term of Office**

Members of the COUNCIL shall hold office for one year and shall be eligible for re-election, provided they are still members of the SOCIETY in good standing. Each term of office shall in the case of Council Management Committee begin on the day following the Annual General Meeting at which the election is announced or at the conclusion of a conference held in conjunction with such an Annual General Meeting and shall in the case of other members of the COUNCIL begin on the day of the meeting at which the new Council Management Committee is to be elected.

6.7 **Equality of Votes**

If, at the election of the President, the number of votes cast for two or more candidates is equal, the issue shall be resolved by the drawing of lots. In the event of an equality of votes in the election of the Vice-President, Secretary or Treasurer, the President of the COUNCIL shall have a deliberative and casting vote, as per articles 7.7 and 7.8.

6.8 **Election in Absentia**

A member may be elected, in his absence, to any office of the COUNCIL provided that, at the time of the election, there is adequate evidence before the COUNCIL that such member is willing to accept nomination.

6.9 **Appointment of Committees**

The COUNCIL shall have the power to appoint such committees, not necessarily from among its own members or members of the SOCIETY, as it may deem necessary to assist in the conduct of the affairs of the SOCIETY. The COUNCIL shall specify the duties, responsibilities and power of any such Committee, which shall always be directly responsible to the COUNCIL.

7. **MEETINGS OF COUNCIL**

7.1 **Ordinary Meetings**

COUNCIL shall meet at least once a year, but this can be more often in the discretion of the President in consultation with the Vice-President, Treasurer and Secretary, in circumstances where the nature of the business is such it cannot satisfactorily be dealt with by a vote of members by post.

7.2 **Special Meetings**

A Special Meeting of COUNCIL shall be called upon receipt of a written requisition signed by five or more members of the COUNCIL.

7.3 **Alternates Appointed by DIVISIONS**

Each Divisional Management Committee may appoint alternate representatives who shall be Corporate Members to attend, act and vote in place of its elected representatives at meetings of the COUNCIL when such representatives are unable to attend, provided that the COUNCIL be informed accordingly.

7.4 **Notice of Meeting**

At least twenty-eight days' notice of a meeting of the COUNCIL shall be given in writing to every member of the COUNCIL. The Prtesident, in his sole discretion, may authorise the giving of shorter notice, which in any event shall not be less than three days.

7.5 **Quorum**

At meetings of the COUNCIL, a quorum shall be one-half of the members or their alternates, provided this quorum represents at least one-half of the different DIVISIONS of the SOCIETY. If at the announced time of the commencement of the meeting a quorum is not present, the meeting shall stand adjourned for 30 minutes and on resumption the members then present shall form a quorum.

7.6 **Chairman**

The President and in his absence, the Vice-President, shall take the chair at all meetings of the COUNCIL; should both be absent, the members of the COUNCIL shall elect from amongst themselves a person to be Chairman of the meeting.

7.7 **Method of Voting**

Voting at all meetings of the COUNCIL shall be decided by a show of hands, unless any two members present request a secret ballot to be taken on any question. In the case of an equality of votes being cast, the Chairman of the meeting shall have deliberative and a casting vote.

7.8 **Approval of a written resolution**

A resolution in writing, a copy of which has been sent to every member of the COUNCIL, and approved in writing by at least three-quarters thereof, shall be as valid as if it has been passed at a meeting of the COUNCIL. Such approved resolution shall be duly noted in the minutes of the following meeting of the COUNCIL.

7.9 **Notice of Motion**

Except by permission of the majority which is two-thirds of its members or alternates present at any meeting of the COUNCIL, no subject shall be discussed, debated or determined unless that subject has been duly inserted on the agenda for the meeting.

7.10 **Postal Ballot**

In connection with any matter on which the COUNCIL considers an expression of opinion by the members to be desirable, the COUNCIL may refer such matter to a postal ballot by all Corporate members in good standing, notwithstanding that a prior decision thereon might have been made by the COUNCIL, or by a General Meeting of the Society; and the collective opinion of the SOCIETY shall be as indicated by a majority of the votes cast. A decision taken by postal ballot of Corporate members may only be rescinded by another postal ballot of Corporate members.

7.11 **Attendance by Non-Council Members**

Any member of the SOCIETY may attend meetings of the COUNCIL, but only members of the COUNCIL and the Council Management Committee shall be entitled to vote.

8. **FINANCES OF THE SOCIETY**

8.1 The income and property of the SOCIETY, whensoever derived, shall be applied solely towards the promotion of the objects of the SOCIETY, as set forth in this constitution and no portion shall be paid or transferred directly, or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the SOCIETY; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the SOCIETY, or to any member thereof, in return for any services rendered to the SOCIETY.

8.2 The liability of the members is limited to the annual subscriptions as may be determined from time to time, as per articles 8.6.1.

8.3 Proper accounts shall be kept of all sums of money received and expended by the SOCIETY and the manner in respect of which such receipts or expenditure takes place and the property, credits and liabilities of the SOCIETY. Subject to reasonable restriction as to time and manner of inspection, determined by the COUNCIL, the books of accounts of the SOCIETY shall be open to inspection by the members of the SOCIETY.

8.4 **Financial Year**

The financial year of the SOCIETY shall be from the first of January to the thirty first of December.

8.5 **Entrance Fee**

COUNCIL shall determine annually the entrance fee, if any, to be payable upon admission to the SOCIETY.

8.6 **Annual Subscriptions**

8.6.1 **General Subscriptions**

Each member of the SOCIETY, except for Honorary members, shall pay a general annual subscription, as determined by the COUNCIL.

8.7 **Honorary Members**

Honorary Members shall not be required to pay any subscriptions.

8.8 **Time of Payment**

All annual subscriptions shall be payable upon admission to membership and thereafter annually after conclusion of the annual general meeting of the SOCIETY.

8.9 **Proportional Payment**

Any member admitted to the SOCIETY after six calendar months of any financial year have elapsed shall only be liable for half the annual subscription/s for that financial year.

8.10 **Default of Payment**

Any member failing to pay any subscription within a period of 3 calendar months from the date such subscription is due and payable, shall receive written notice of the provisions of this article. Membership will automatically lapse in the case of a member not paying such subscription within a period of thirty days from the date of such written notice.

8.11 **Exemption of Payment**

The COUNCIL may, at its discretion, exempt a member from the payment of any subscription.

8.12 **Liability after Termination of Membership**

Resignation by a member, or cancellation of membership under any article hereof, shall not relieve a member from the payment of any subscription or other money payable by such member at the date of such resignation or cancellation of membership.

8.13 **Collection of General Subscriptions**

The collection of the general annual subscription due in respect of membership of the SOCIETY shall be entrusted to the National Secretary.

8.14 **Grants of Divisions**

The COUNCIL may grant at any time to a Divisional Management Committee such moneys as the COUNCIL may consider necessary for the promotion of some special activity.

8.15 **Banking and Payment**

All moneys received by the COUNCIL shall be paid into a Banking Account to be kept in the name of the SOCIETY, and all payments made therefrom shall be authorized by the Treasurer.

8.16 **Audit of Accounts**

Once at least in every year, the books of account of the SOCIETY shall be audited by one or more Auditors appointed by the members of the SOCIETY at the annual general meeting. A member of the COUNCIL shall not be eligible for election as Auditor. At each Annual General Meeting of the SOCIETY, the COUNCIL shall submit a properly audited balance sheet and statement of accounts.

8.17 **Signing of Documents**

All contracts, agreements and official documents connected with the business of the SOCIETY shall be signed by the President or Vice-President, and counter-signed by the Secretary, and upon the signing of such contracts, agreements and official documents, the terms and provisions thereof shall be binding upon the COUNCIL.

9. **DIVISIONS OF THE SOCIETY**

9.1 **Formation**

The COUNCIL shall have the power to approve the formation of Divisions of the SOCIETY in response to a request from at least thirty (30) members for such a Division to be formed.

9.2 **Constitution of Divisions**

Each Division shall operate under the Constitution of the SOCIETY, but shall have By-Laws for the conduct of its own affairs within the framework of this Constitution and subject to approval by COUNCIL.

9.3 **Divisional Management Committee**

Each Division shall be managed by a Committee, known as the Divisional Management Committee, which shall be elected in accordance with the Divisional By-Laws, on or before the latest date fixed for the Annual General Meeting of the Division, and by and from the voting members of such Divisions.

9.4 **Composition of Divisional Management Committee**

A Divisional Management Committee shall consist of a President and Vice-President, the immediate Past-President, a Treasurer and Secretary (or Secretary/Treasurer), and such additional members as shall be specified in the By-

Laws of each Division. At least one of the Divisional Management Committee shall be a corporate member of the SOCIETY.

If the representative of any Division on the COUNCIL of the SOCIETY is not a member of the Divisional Management Committee, such representative shall become an ex-officio member of the Divisional Management Committee.

9.5 **Voting rights of Divisional Management Committee Members**

Corporate as well as non-corporate members shall have the right to vote.

9.6 **Minutes to COUNCIL**

Each Divisional Management Committee shall, after every meeting of the Divisional Management Committee or a General Meeting of the Division, send to the Secretary of COUNCIL, a copy of the minutes of such meeting/s and shall also advise the Secretary of the COUNCIL of the date and subject of future meetings as and when decided.

9.7 **Annual Report to COUNCIL**

Each Division shall forward annually to the COUNCIL a report on its activities for the year, such report to include a summary of the activities of any Committee or Sub-Committee within the Division. Such report shall be in the hands of the Secretary of the COUNCIL at least 30 days before the appointed date of the Annual General Meeting of the Society.

9.8 **Annual Accounts to COUNCIL**

Each Division shall forward annually to the COUNCIL its financial statements.

9.9 **Rights of Transferred Member**

When a member transfers to another Division he automatically becomes subject to the By-Laws of such Division excepting that if his transfer to such other Division occurs after a period of one month has elapsed after the commencement of any financial year, then in so far as such By-Laws relate to divisional annual subscriptions for the year in which the transfer occurs, the amount paid or payable by such member shall be governed by the By-Laws of the Division from which he has transferred.

9.10 **Annual General Meeting**

The Annual General Meeting of each Division shall be held before or on 31st March of each year.

9.11 **Meetings open to all Members**

All General Meetings of Divisions, shall be open to any member of the SOCIETY who shall have the right to participate in accordance with the by-laws of that Division.

9.12 **Election of Representative**

Representatives of a Division on the COUNCIL shall be elected by the Divisional Management Committee at its first meeting after the Annual Meeting of the DIVISION, and such meeting shall be held not later than the 31st March in each year.

10. **ANNUAL GENERAL MEETING AND CONFERENCE**

10.1 **When Held**

An Annual General Meeting of the SOCIETY shall be held in conjunction with the Annual Meeting of the COUNCIL, before or on 31 May of each year.

10.2 **Notice of Meeting**

At least one calendar months' notice of the time and place of the Annual General Meeting shall be given to all members of the SOCIETY. The agenda for the meeting shall be submitted to all members at least twenty-one days before the date of the meeting.

10.3 **Business of Meeting**

The business of the Annual General Meeting shall include the report of the COUNCIL on the work of the SOCIETY and its Divisions for the past year, the presentation of the audited statement of accounts and balance sheet, the appointment of an Auditor or Auditors, the determination of subscriptions for the year, and such other business as COUNCIL, or any member of the SOCIETY, may wish to be placed on the agenda of the meeting.

10.4 **Notice of Motions**

Notice of a Motion to be considered by an Annual General Meeting may be given by any Divisional Management Committee, or by six or more members. All notices of motion shall be in writing, and duly signed, and shall be in the hands of the Secretary thirty days before the meeting.

10.5 **Chairman**

The President or, in his absence, the Vice-President shall be Chairman at the Annual General Meeting. If both should be absent the Corporate members present shall elect one of their number as Chairman.

10.6 **Quorum**

Twenty Corporate members personally present at the Annual General Meeting shall constitute a quorum. If a quorum be not present within thirty minutes after the time appointed for the meeting, those then present shall constitute a quorum, but the business of the meeting shall be confined to the Annual Report of the COUNCIL, financial statements, the election of Auditors, and the presentation of addresses or discussion of papers.

10.7 **Deferred Business**

The COUNCIL may determine the manner of dealing with any business deferred at an Annual General Meeting, either through lack of a quorum, or through the inability of the meeting to complete its business in the time allotted.

10.8 **Voting**

Voting at the Annual General Meeting shall be decided by a show of hands, but should five or more Corporate members present request that a ballot be taken, the motion or question shall be determined by a ballot taken in such manner as the Chairman may direct.

10.9 **Equality of Votes**

In the case of an equality of votes, the Chairman of the Annual General Meeting shall have both a deliberative and a casting vote.

10.10 **Conference**

A conference, consisting of addresses, discussions or other activities that promote the objectives of the SOCIETY, may be held in conjunction with the Annual General Meeting of the SOCIETY, or at any other such time and place as the COUNCIL may determine.

11. **OFFICIAL LANGUAGES**

The official languages of the SOCIETY shall be Afrikaans and English, and members shall be at liberty to use any one of the two official languages at meetings of the SOCIETY. Any DIVISION of the SOCIETY may use either of the two official languages in official correspondence with members; however, the official notifications of the SOCIETY shall be in both official languages.

Technical papers and discussions may be presented in either Afrikaans or English and may be published in the language in which they were presented and should be accompanied by an abstract or resumé in the other official language of the SOCIETY.

12. **ALTERATION OF CONSTITUTION**

12.1 No amendment, variation, alteration, deletion and/or addition shall be made to the Constitution of the SOCIETY without authority of a Resolution passed by a two-thirds majority of Corporate members, represented personally or by proxy, at a Special General Meeting or Annual General Meeting of the SOCIETY, exercising the voting rights determined in article 10.8.

12.2 No special resolution shall be valid or binding unless at least one calendar months' notice of time and place of the meeting shall first have been given to all members of the SOCIETY, sent to the address of such member, appearing in the records of the SOCIETY. The non-receipt of such notices shall not in any way invalidate the proceedings of such meeting for which the notice was given.

13. **DISSOLUTION**

13.1 The SOCIETY may only be dissolved by a two-thirds majority vote of Corporate members present at a General Meeting of the SOCIETY especially called for such purpose.

13.2 Upon dissolution any funds to the credit of the SOCIETY, after all expenses, including the expenses of dissolution, have been paid, shall not be distributed to members but shall be transferred to a body or organisation having objects similar to that of the SOCIETY as may be decided by the General Meeting called to dissolve the SOCIETY.

CONSTITUTION REVISED : JUNE 2016

**ADDRESS: S A Society of Dairy Technology
PO Box 1853, Silverton 0127**

Tel: 012-991 4164

Fax: 012-991 4134

E-mail: Yvonne@sampro.co.za