

CONSTITUTION

NATIONAL WOOLGROWERS ASSOCIATION OF SOUTH AFRICA



The English version of the Constitution shall be the official version.

1. NAME

The name of the Association, to which recognition is given by this Constitution, is the National Wool Growers' Association of South Africa.

The National Congress has the power to make a decision regarding a possible name change, on recommendation by the Executive Committee / National Management.

2. DEFINITIONS AND INTERPRETATION

In this Constitution:

- Clause headings are inserted for convenience and shall not be used in its interpretation;
- Unless the context clearly indicates a contrary intention, an expression which denotes one gender includes the other gender and neuter as applicable, a natural person includes a juristic person and vice versa, the singular includes the plural and vice versa and the following expressions bear the meanings:
 - 2.1 **“Affiliation”**, any constituted producer-, small stock- or interest group whose objectives is not in conflict with that of the Association and which is recognized as an affiliation by the National Body.
 - 2.2 **“Area Branch”**, shall mean one or more political province in which wool is produced;
 - 2.3 **“Association”**, the National Woolgrowers Association of South Africa as mentioned in Section 1 and constituted in terms of Section 6 & 7;
 - 2.4 **“Chairman”** and **“Vice Chairmen”**, the National Chairman and National Vice Chairmen elected in terms of Sub-section 10 (7), who exercise their duties instructed to them accordingly;
 - 2.5 **“Democratically constituted gathering”**, the National Congress of the Association as constituted in terms of Section 9.4;
 - 2.6 **“Executive Committee” (EC)**, the Committee, having fiduciary responsibility of the Association, as constituted to manage the Association according to the policy of the Association;
 - 2.7 **“Levy”**; shall mean a wool levy that can also be a voluntary levy which will serve as a membership fee;
 - 2.8 **“Membership fee”**, shall mean a fee (as determined by the National Congress from time to time) that is paid over to the NWGA by a producer to become a member of the Association.

- 2.9 **“National Management” (NM)**, the Committee as constituted in terms of section 9.3 and exercising the powers conferred upon it by the Constitution;
- 2.10 **“Official number”**, the Springbok Head Number as mentioned in Section 3;
- 2.11 **“Statutory levy”**; shall be the statutory levy as defined in the Marketing of Agricultural Products Act as amended;
- 2.12 **“Steering Committee” (SC)**, the Committee constituted to manage the Association from day to day according to the policy of the Association;
- 2.13 **“The Manager”**, the General Manager of the Association, Mr Daniel Johannes Kriek

3. OFFICIAL MARK

The **“Springbok Head”** is the official mark of the Association and any person who complies with the relevant qualification can register as a Springbok Head Classer. A registration number is allocated to each Springbok Head Classer and if it is applied to any bale, it is an indication that the wool in that bale has been classed according to the standards as set out by the Association.

4. OBJECTIVES

- 4.1 The Association acts as the mouthpiece of its members and its affiliations in the Republic of South Africa so that they speak as one and that all matters that are in the interest of the wool sheep industry, which makes a contribution to the total economy of South Africa, can be attended to.
- 4.2 In order to succeed, the Association must have a substructure, which enables it to consult with its members as well as to pass commodity information through to grass roots level.
- 4.3 The Association accepts as its highest duty to protect, promote and extend the wool industry and in order to achieve this, has the following goals:
- a) to enhance development and extension of production technology for all wool sheep farmers to ensure that South African wool producers stay competitive in the world market.
 - b) to establish absolute confidence with the wool buyers in all countries where South African wool is offered for sale, by encouraging wool producers in South Africa to produce the right type of wool and to pack it in the most efficient, honest and attractive method;
 - c) to be of assistance in every possible way with regard to the marketing of the South African wool clip in the most effective and profitable manner;
 - d) to set standards from time to time in accordance with requirements for the packing and marking of wool and to apply the necessary means for the application thereof;
 - e) to create amenities for the training of wool classers and the registration of qualified wool classers in terms of the requirements as set out by the Association;
 - f) to propagate and promote the registration of the Springbok Head to encourage producers to apply the registration number to wool bales;

- g) in conjunction with other wool producing countries, to create the means for the most beneficial marketing and promotion of South Africa's wool clip.
- h) to nominate members and representatives on all sub committees and organizations as decided by the Association from time to time;
- i) to affiliate to Agri SA and to co-operate with Agri SA according to conditions as determined from time to time;
- j) to provide support and to affiliate with other organizations whose objectives and dealings are beneficial to the goals of the Association;
- k) to arrange gatherings, congresses and functions which the Executive deems as beneficial to the abovementioned goals and to carry the costs thereof with the exception that the expenses of functions in a particular financial year do not exceed the budget of the Association;
- l) in general to promote a spirit of co-operation and support by encouraging wool producers to build the Association through joint actions;
- m) to nominate members on organizations or institutions according to the method determined in Section 10 of this Constitution;
- n) the Association has the right to nominate directors on co-operatives or companies in which it has shares;
- o) to obtain or to alienate assets, including shares in co-operatives of companies, in order to achieve the above mentioned goals;
- p) to support and follow the guidelines of the Code of Best Practice.

4.4 **Summary:**

Substantially, the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.

5. **STATUS**

- 5.1 The National Woolgrowers' Association of South Africa, a primary producer organization, is a juristic person without gain, duly constituted in terms of this Constitution and possesses all rights attached thereto. Service of process and other documents upon the Manager is deemed to be service upon the Association.
- 5.2 The Association is separate from its individual members and shall continue to exist even if the members of the Association change.
- 5.3 The Association does not seek to economically benefit any of its members in any manner inconsistent with the stated objectives of the Association and no portion of its assets are paid out in any manner whatsoever to any member or official, with the exception that any of the Associations members, officials or other persons who have rendered a service to the Organisation, may be remunerated and that such persons on the basis of services rendered, can be paid a pension, honorarium or a gift for an amount as determined by the EC.
- 5.4 Remuneration paid in terms of paragraph 5.3 shall not be excessive taking into account the particular service provided by the Association's members, officials or other persons and the remuneration shall be considered to be reasonable for the wool industry.

- 5.5** The majority of the Association's funding will consist of wool levies and/or membership fees paid by members to be part of the Association as well as funding by other national and/or international Organisations and government departments for development work. Such funds shall be utilised for the promotion of the stated objectives set out in Section 4 of this constitution.
- 5.6** The Association can receive gifts, donations and/or contributions of any nature and utilise such gifts, donations and/or contributions for the promotion of the stated objectives as stated under Section 4 of this constitution.
- 5.7** No member or group of members of the Association shall directly or indirectly hold any interest in the Association. The Association shall hold no interest in any business, profession or occupation carried on by any member or group of members.
- 5.8** In the event of liquidation or dissolution:
- a) the liability of the members of the Association are limited to moneys owing by them to the Association with regards to membership fees or outstanding accounts; and
 - b) in the event that the NWGA of South Africa should dissolve, the NWGA members shall decide if all assets of the NWGA, after all its debts have been settled:
 - i) must be paid over to a wool organization with similar objectives as that of the NWGA for the utilization and promotion of the wool industry in South Africa.
or
 - ii) Agri South Africa for the promotion of the wool industry in South Africa, provided that the above organisations must be exempt in terms of section 30B of the Income Tax Act.
- provided that the organization previously mentioned:
- i) is a similar public benefit organization which has been approved in terms of section 30 of the Income Tax Act,
 - ii) in the absence of any organization i) or ii) above, any institution, board or body which is exempt from tax under the provisions of Section 10(1)(cA), which has as its sole or principal object the carrying on of any public benefit activity, or
 - iii) any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in Section 10(1)(a) or 10(1)(b).
- 5.9** No member of the Association will personally be liable for any debts of any claim or action that is instituted against the Association irrespective of the cause of action.

6. DISSOLVING THE ORGANISATION

The Organisation may dissolve if at least two thirds of the members are present and vote in favour of the dissolving, at a meeting where the matter is being considered. A meeting to dissolve the Organisation is called by the National Congress or the NM (as applicable).

7. COMPOSITION: AREA BRANCHES AND AFFILIATIONS

7.1 Composition

As national body for all wool producer members in the provinces of South Africa, the Association consists of Area Branches and affiliations as determined by the Area Branches and approved by the National Congress.

7.2 Area Branches

7.2.1 Above-mentioned Area Branches serve as a sub-structure to the Association and consists of geographic areas, or as determined by the needs of the Area Branches among themselves.

7.2.2 Structural and territorial amendments of the Area Branches are subject to the approval of the National Congress.

7.2.3 Area Branches can be subdivided into sub branches, district executives and or regions in the manner as determined by each Area Branch, for the most effective liaison and distribution of commodity information to producer members at grass roots level according to the provisions as contained in Section 13 of this Constitution (powers of the Area Branches and affiliations).

7.2.4 Area Branches and their sub-structures will function according to the provisions of their own constitutions, provided that the said constitutions do not conflict with any provision of the Constitution of the National Association. Any amendment to existing constitutions of the various Area Branches will be subject to approval by the National Annual Congress of the Association.

Area Branches should ensure that the National Head Office is provided with a copy of their latest provincial Constitution, as approved at their Provincial Congress and at the National Congress (as indicated above) by 31 October annually

7.2.5 Area Branches are to submit their audited Financial Statements to the NWGA Head Office for record-keeping purposes, by no later than 31 October annually.

7.2.6 Sub branches within the Area Branches will allow all wool producers as members subject to the provisions of Section 8.1, and a structure must be put there for the effective liaison with all members and the transfer of commodity information.

7.3 Area Branch Executives

7.3.1 The control of an Area Branch lies with the Area Branch executive.

7.3.2 The Area Branch executive consists of elected representatives from the geographical areas of the Area Branch or as agreed upon amongst themselves according to the needs of the Area Branches.

7.3.3 Members of the Area Branch executive are appointed in terms of the constitution for that particular Area Branch.

7.3.4 Executive members of an Area Branch that originate from a particular province, shall act as executive members for that particular province with regards to matters that are applicable at provincial government level or matters that are specifically of a provincial nature.

7.4 Affiliations

7.4.1 The affiliations of other producer-, small stock- or interest organizations to the National Association will be subject to the approval of the National Congress.

7.4.2 Any Southern African wool producer organization can affiliate to the Association with the approval of the National Congress.

7.4.3 Affiliations will be responsible for their own subsistence and travel costs.

7.4.4 A register of all affiliations will be placed on record.

8. MEMBERSHIP

8.1 Any wool producer (or wool producing legal entity) who has completed a membership form and who has paid the approved level of statutory levy or levy on wool and/or membership fee in terms of the funding system as contained in the provincial constitution, and who has a membership number, can be a member of the Association provided he is also a member of a sub-branch of the Association, should such structure exist in his province.

8.2 Any person who is associated with the sheep and wool industry, but is debarred from membership in terms of sub-section 1, may be admitted as member by the NM, but without voting power.

8.3 Any person, while he/she is a student or lecturer at one of the Universities, Technicons or recognized Agricultural Colleges in the Republic of South Africa, and studies/lectures on sheep and wool as the case may be, may be allowed to become a member of a sub branch of the Area Branch, but such a person's voting power is limited to and within the applicable sub branch.

8.4 Full time officials are not available for election as office bearers.

8.5 No member may simultaneously be a member of more than one wool producer organization of association that represents wool producers.

8.6 a) Any member who does not promote the objectives of this Association (as set out in Section 4) or who no longer meets the membership requirements (as set out in Section 8.1) of the Association can have his membership terminated by the National Chairman upon proposal and approval of the NM.

b) Any member who does not act in the best interests of the Association can have his membership terminated by the National Chairman upon proposal and approval of the NM.

8.7 A past Chairman and/or Vice Chairman who has rendered excellent service to the Association, may be elected to the Special Membership position of Honorary Vice Chairman of the Association. The election of an Honorary Vice Chairman must be by secret ballot and by a 2/3 majority of the National Management Meeting. A person may only be nominated as a Honorary Vice Chairman within 2 years of the expiry of his/her term of office. Honorary Vice Chairmen are entitled to attend the National Congress and National Management Meetings but shall not have a vote.

9. ORGANISATIONAL STRUCTURE

The Management of the Association shall be structured as follows:

9.1 STEERING COMMITTEE (SC)

Composition:

- 9.1.1 National Chairman (1)
National Vice Chairmen (2)
General Manager (1)

9.1.2 These members shall be independent in relation to one another.

Duties:

9.1.3 The SC manages day-to-day affairs of the Association to deal with URGENT matters that cannot wait for an EC meeting, but all decisions taken by the SC should be ratified by the EC.

Meetings:

9.1.4 The SC shall meet either in person or by means of electronic media, as and when the need arises, but shall meet at least 3 times per annum on a date and at a venue mutually agreed upon.

9.2 EXECUTIVE COMMITTEE (EC)

Composition:

9.2.1 There must be an Executive Management, consisting of:

- National Chairman (1)
- National Vice Chairmen (2)
- Chairmen of the various Area Branches (6)
- Communal Vice Chairman of East Cape (1)
- General Manager (1)

9.2.2 When a National Chairman or National Vice Chairman is the Chairman of an Area Branch, the Vice Chairman of the branch represents that branch on the EC. Should the Chairman of the Area Branch not be available for a meeting of the EC, the Vice Chairman of the particular Area Branch may represent him.

9.2.3 These members shall be independent in relation to each other;

Duties:

9.2.4 The control of the Association lies with the EC, who has full fiduciary responsibility of the Association;

9.2.5 No single person may directly or indirectly control the decision-making powers relating to that entity;

9.2.6 The EC attends to all matters that are referred to it by the SC, NM or the National Congress. Such actions must be reported to the NM during the forthcoming meeting of the NM.

9.2.7 An Executive Committee member undertakes to comply with the objectives and regulations and objectives as set out in the National Constitution, the Provincial Constitution, as well as the accepted rules and procedures appropriate for the position of Chairman of a provincial Area Branch. Non-compliance of the above may be reason for the Committee to request said member to resign from his position.

Meetings:

- 9.2.8 The EC meets according to their respective needs, or on the written request of a third of its members, but at least as follows:
- i) By 30 April in order to approve budgets / business plans;
 - ii) Prior to the Annual Congress;
 - iii) Midyear Meeting
 - iv) Either by means of electronic media or in person, on a date and at a venue mutually agreed upon;

9.3 NATIONAL MANAGEMENT (NM)**Composition:**

- 9.3.1 There must be a National Management (NM), consisting of:
- i) Executive Management as in 9.2.1; (11)
 - ii) Vice Chairmen of the various Area Branches (6)
 - iii) CWSA Chairman
 - iv) Producer member/s from the CWSA Board
 - v) Producer member/s from Wool Testing Bureau
 - vi) Producer member/s from Wool Trust
 - vii) General Manager
 - viii) A member from each Affiliation in the Register
 - ix) Honorary Vice Chairmen
- 9.3.2 The remainder of the members as elected by each Area Branch mentioned in Section 7.3 according to the branch's proportional contribution to the joint wool production realization value of the Area Branches, calculated on the basis of the previous three years' sliding average wool production value, with a minimum of one member per Area Branch. These members will join the NM meeting prior to congress only. The number of these members will be determined by the NM.
- 9.3.3 Should the Chairman of the Area Branch hold the office of either National Chairman or National Vice Chairmen of the National Body, then his nominee.
- 9.3.4 The National Chairman and National Vice Chairmen are ex officio members of the NM and are for their period of office respectively the National Chairperson and National Vice Chairpersons of these Committees.
- 9.3.5 In the absence of both the National Chairman and National Vice Chairmen, the meeting shall appoint a Chairman from its midst for such meeting.

Election:

- 9.3.6 Members of the NM must be elected by the Provincial Executive or Annual General Meeting or Annual Congresses of the Area Branches, as applicable, or from the applicable Affiliations. The elected persons names and addresses must be handed to the Manager immediately after the election.
- 9.3.7 Vacancies in the NM must be filled by a way of nomination by the applicable Area Branch or affiliation for the remaining period of office.

Duties:

- 9.3.8 To perform all such duties as may be required from time to time in terms of the Constitution as well as to perform such other functions as may be deemed necessary to achieve the objectives of the Association.
- 9.3.9 To approve Golden, Silver Ram or Merit awards to persons who have delivered exceptional service to the SA wool industry, according to the rules set out.

- 9.3.10 To draft or, amend bylaws that contain rules and regulations that are not included in the provisions of the Constitution with regards to:
- a) the rules of procedure to be applied at meetings of the National Management and the National Congress;
 - b) the conditions of membership of an Area Branch or affiliation as well as the conditions of a membership application of a private person.
 - c) the qualifications, registration and duties of qualified and registered wool classers as well as the disciplinary procedures that will apply in the event of any such classer not complying with the provisions lay down by the Association.
 - d) general provisions for the execution of the Association's functions and methods according to which the goals of the Association are to be attained.

Provided that such rules or regulations or any amendment or revocation thereof, shall not be binding until the National Congress approves it.

- 9.3.11 To attend to all financial matters of the Association for which the Constitution makes provision.
- 9.3.12 During the NM meeting prior to the National Congress, the NM shall have the right to discuss and propose to the National Congress, a suitable member/s of the Association to fill the position of Chairman and/or Vice Chairmen, for election during that congress
- 9.3.13 The NM shall also nominate from the members of the Association according to the provisions of sub section (7) mutatis mutandis, a secundu or secundi for representation(s) on Boards of Directors, Boards, Trusts, Committees or Executives or any other organization as deemed necessary from time to time.
- 9.3.14 The NM elects, from the members of the Association, according to the provisions of Sub section (7) mutates mutandis, a representative(s) for Boards of Directors, Boards, Trusts, Committees or Executives or any other organization as deemed necessary from time to time.
- 9.3.15 Should a vacancy arise for any of the above-mentioned representatives, and the secundu or secundi are not able to fill such position, such vacancy will be left to the forthcoming National Management Meeting for nomination.
- 9.3.16 All further nominations shall be made verbally unless the meeting otherwise decides and an official ballot paper shall be used for all further elections.
- 9.3.17 Ballot papers of the Area Branch members shall be divided proportionately, according to realization value, between the Area Branch members.
- 9.3.18 Members of the NM who are eligible to vote will be the National Chairman, National Vice Chairmen, and those who are NWGA Area Branch representatives.
- 9.3.19 For voting purposes, the following provisions apply:
- i) The wool production value is as provided by the official statistical source as approved by the NWGA from time to time;
 - ii) The number of members is calculated and rounded off as follows:
2.50 = 3 Members; 2.49 = 2 Members;
- 9.3.20 The National Chairman shall have a decisive as well as a casting vote.

Meetings:

- 9.3.21 One half of the number of members of the NM constitutes a quorum at its meetings.
- 9.3.22 The NM shall meet in person or by means of electronic media as and when necessary, but shall meet at least twice per annum on a date and at a venue mutually agreed upon, and shall be attended by the members, as follows:
- i) **Midyear Meeting & Prior to Congress:**
 - Members according to Paragraph 9.3.1 (i – vii)
 - ii) **Prior to Congress Meeting only:**
 - Members according to Paragraph 9.3.1 (i – ix)
 - Members according to Paragraph 9.3.2

9.4. CONGRESS

- 9.4.1 The Association must hold a National Congress or an Annual General Meeting either annually or bi-annually at a place and on a date determined by the NM.
- 9.4.2 The National Congress is the highest authority of the Association.
- 9.4.3 Minutes of all meetings must be preserved and available to members for perusal at all times.

Composition:

- 9.4.4 The size of the National Congress is determined by the NM and shall consist of delegates, excluding affiliations as set out in the Register and is composed of as follows:
- i) National Chairman
 - ii) National Vice Chairmen
 - iii) The balance of the members from the Area Branches (as mentioned in Section 7.2) are elected according to the Area Branches comparative contribution to the combined wool production value of the Area Branches, calculated on the basis of the previous three years sliding average wool production value, with the following provision:
 - 2.50 = 3 delegates
 - 2.49 = 2 delegates
 - iv) Two delegates of each affiliation.
- 9.4.5 Only bona fide delegates of Area Branches or the Affiliations or their secundi, are entitled to attend the National Congress and they alone shall have the right to vote or take part in the discussions on any matter appearing on the agenda of the National Congress. Any other person can only participate in the discussions with the consent of the Chairman.
- 9.4.6 A Quorum at a National Congress or Special Congress shall consist of half of the persons who were delegated to attend the Congress.

Resolutions:

- 9.4.7 Each Area Branch is entitled to submit resolutions for discussion by the National Congress, provided that the Management Committee may group certain points for discussion, and reject those points which it does not consider to be of a national nature.
- 9.4.8 The SC, EC and NM are entitled to submit resolutions for discussion at the National Congress.

9.4.9 The Affiliations have the right to submit a maximum of three resolutions per affiliation to the National Congress provided that the EC can group together certain points for discussion or can reject those points it does not consider to be of a national nature.

9.4.10 The EC has the right to accept or reject late resolutions.

9.4.11 The Area Branches and/or affiliations must submit all resolutions for discussion at the National Congress as well as their Executive's annual Reports, together with the names and addresses of all delegates, at least sixty (60) days prior to the National Congress, to the General Manager.

Duties:

9.4.12 Election: National Chairman & National Vice Chairmen

The National Congress elects from its members by an absolute majority of votes cast at the National Congress by members entitled to vote, a National Chairman and National Vice Chairmen (commercial and communal) who shall hold office until conclusion of the next succeeding National Congress, provided that at such elections, the members present at the National Congress and entitled to vote, shall nominate and vote by secret ballot and provided further that the following rules shall apply:

9.4.13 Additional Paragraph:

- i) The members entitled to vote, may be presented with the names of eligible and suitable candidates for the above positions, by a representative of the NM, as discussed at the NM meeting prior to the Congress. It is however, ultimately the decision of Congress, to accept or reject these recommendations, and nominate a person of their choice.
- ii) A candidate shall be declared nominated if he has received at least **five** nominations;
- iii) If only one person has been nominated, no election will take place and the person shall immediately be declared elected;
- iv) Should more than one person be nominated, all the names will be put on a candidate list, a ballot shall be held and should a candidate obtain an absolute majority of votes cast, he shall be declared elected.
- v) Should no candidate obtain an absolute majority of votes cast, a process of elimination will be followed whereby the names of the candidate(s) who collectively or individually received fewer votes than any other candidate will be removed from the list of candidates for the next ballot. This procedure shall be followed until a candidate shall be elected with an absolute majority of votes cast. Should there be any equality of votes in the final voting, a lot shall be drawn to decide which candidate shall be declared elected.
- vi) The National Chairman may only serve for an uninterrupted period to a maximum of four years. However, the EC may request that the National Chairman avail himself for an additional year / years under special circumstances, and as decided by the EC annually

9.4.14 The National Chairman must always chair all Congresses and meetings of the SC, EC, NM, and in his absence, one of the National Vice Chairmen must act as Chairman. Should the National Chairman and National Vice Chairmen be absent, the members present should elect a Chairman from their midst for that meeting.

9.4.15 The Chairman has a decisive as well as a casting vote.

- 9.4.16 Should a vacancy arise in the Organisation for the position of Chairman and/or Vice Chairmen for any reason whatsoever, (eg. resignation, death) prior to a National Congress, the NM shall elect from their midst, by secret ballot, a Chairman and/or Vice Chairmen, who will lead the Organisation up to and including the next National Congress, during which an official election will take place. The election of such a position/s shall take place by means of a secret ballot during an NM meeting, or by means of electronic media.

9.5 SPECIAL MEETINGS / CONGRESSES

- 9.5.1 The NM can at any time after due notice has been given; call a Special National Congress on request of an Area Branch executive. A written notice clearly stating the business to be considered by such congress shall be issued not less than thirty (30) days before the meeting of such congress. No other business than that referred to in such notice shall be considered by such congress.
- 9.5.2 The Secretariat can also at any time after it has received a written request from one third or more members of the NM, call together a Special NM Meeting. A written notice clearly stating the business to be considered by such a Special NM meeting shall be issued not less than thirty (30) days prior to such meeting. No other business than that referred to in such notice shall be considered at such meeting.

10 FINANCIAL MATTERS

- 10.1 The EC has full fiduciary responsibility for all the activities of the Association.
- 10.2 The expenditure of the Association shall be covered from a wool levy and/or membership fee or any other source of income, which is immaterial to the total funds of the Association, as determined by the Association fee or any other source of income or as determined by the Association.
- 10.3 Area Branch Executives shall submit recommendations to the National Association regarding financial assistance for the effective distribution of commodity information to producer members at grass roots level or any other expenses that may be incurred in the interest of the industry by way of a grant.
- 10.4 The Association must open an account(s) at an approved bank or financial institution and withdrawals from such an account(s) can only be done by way of a cheque or instrument signed by at least two persons as determined by the EC.
- 10.5 Honorariums shall be paid out to the National Chairman and National Vice Chairmen, according to a decision of the EC. Subsistence and Travel expenses are paid to the National Chairman, National Vice Chairmen, SC, EC, NM, and Congress Delegates as decided by the EC.
- 10.6 The EC authorizes the General Manager, Mr Daniel Johannes Kriek and one of the nominated personnel members who have signing power on the NWGA Banking Accounts, to, besides usual documentation, also sign contracts, tenders etc. on behalf of the NWGA.
- 10.7 The EC is responsible for the financial management of the Association and therefore adopts and approves budgets and financial statements as follows:
- 10.7.1 The Production Technology Services Budget should be considered and approved by the EC before submission of the Business Plan and Budget to Cape Wools SA by no later than 30 April annually.

- 10.7.2 The Own Affairs Budget should be considered and approved by the EC by no later than 30 June annually.
- 10.7.3 Financial reports (Income and Expenditure Statements) should be presented to the EC at all scheduled meetings throughout the year.
- 10.7.4 The EC shall approve the audited financial statements at the first available EC meeting after receipt of the AFS under review.
- 10.7.5 All the above financial documentation should be circulated to members of the SC and EC at least 5 working days prior to each of the above gatherings.
- 10.8 The NM shall:
- be presented with all the above financial documentation for cognizance.
 - review the audited Balance Sheet annually.
 - review the Annual Report annually.
 - submit the Balance Sheet and Annual Report to the National Congress for approval.
- 10.9 A competent firm of Chartered Accountants as appointed by the NM must audit the accounts of the Association annually for approval.
- 10.10 The financial year of the Association ends on the last day of June each year.

11. POWERS OF THE AREA BRANCHES AND AFFILIATIONS

- 11.1 Area Branches and affiliations have the power to draft their own Constitutions, provided that the provisions of said Constitutions or amendments thereto, would not be of force and effect until the National Congress has approved it.
- 11.2 Area Branches and affiliations have the power:
- (a) to execute any actions that are permitted by their respective Constitutions and which has the objective of promoting the goals of the Association or affiliations;
 - (b) to draft rules and regulations to execute the provisions of their respective constitutions and to govern their actions.
- 11.3 The provisions of the Constitutions of the Area Branches and Affiliations may not in any way whatsoever contradict any provision of the Constitution of the National Association.

12 AMENDMENT OF THE NATIONAL CONSTITUTION, RULES AND REGULATIONS

- 12.1 The Constitution of the National Association may be amended at the National Congress, provided that 30 (thirty) days prior written notice shall have been given to the Manager together with a clear explanation of the purpose and nature thereof.
- 12.2 The General Manager must give written notice of such amendments to the Congress delegates, 14 (fourteen) days prior to the Congress.
- 12.2.1 Any amendment to the provisions of the Constitution will only be effective if passed by two-thirds majority of votes cast at the National Congress and such amendment or provocation is of immediate force and effect unless the content thereof determines otherwise.

12.2.2 The SC shall provide the Commissioner for the South African Revenue Services with any amendment to the Constitution or written document within 30 days of its amendment.

12.2.3 Notwithstanding any provisions of this Constitution, the National Congress can amend or revoke any rules or regulations of the NM and such amendments and revocation is of immediate force and effect.

13 REVOCATION OF CONSTITUTION

The existing Constitution of the Association is hereby repealed and substituted by this Constitution.

14 THE COMMISSIONER FOR THE SOUTH AFRICAN REVENUE SERVICES

14.1 The Association shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Services from time to time.

14.2 The Association is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in Section 103(5) of the Income Tax Act.

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Signed:

WILLIAM GRAHAM VAN ZYL (National Chairman)
ID: 7112225003082

Date : 13 June 2024



Signed:

ZOLANI SAMSON TSHEKO (National Vice Chairman: Communal)
ID: 5603015998087

Date: 13 June 2024



Signed:

HENDRIK BALTAZAR VAN DER WALT (National Vice Chairman: Commercial)
ID: 7805145006081

Date: 13 June 2024

ANNEXURE TO CONSTITUTION

REGISTER OF AFFILIATIONS

- a) Red Meat Producers' Organisation
- b) All Wool Breeders' Societies
- c) Federation of Small Stock Breeders Society
- d) Lesotho National Wool and Mohair Growers Association

(Above institutions are entitled to one representative on the National Executive and two representatives at the National Congress).

Amendments:

- 2018 Paragraph 7.2.5 added and approved.
- 2019 Paragraph 10.7.4 amended and approved
- 20/21 Election of Chairmen / Vice Chairmen & Annual / National Congress
9.3.12; 9.3.14; 9.4.13; 9.4.15
- 2022 Paragraphs 9.2.7, 9.2.9, 7.2.4, 8.1
- 2024 Paragraph 2.13 & 10.6 (new General Manager)