



## **CONSTITUTION OF THE SOUTH AFRICAN LITCHI GROWERS' ASSOCIATION**

1. **NAME**  
The name of the Association shall be "SOUTH AFRICAN LITCHI GROWERS' ASSOCIATION" (SALGA)
2. **HEADQUARTERS OF THE ASSOCIATION:**  
The headquarters of the Association shall be at Tzaneen or at such other place or places as the Board of Directors may decide.
3. **CORPORATE STATUS**  
The Association shall be a body corporate having an existence independent of its members, with perpetual succession and with power to own and hold movable and immovable property, and all its assets shall be registered or held in the name of the Association; the individual members of the Association shall not be liable to meet the debts, engagements or liabilities of the Association, which shall be incurred in the name of the Association and the liability of the members shall be limited to the amounts due by them in respect of their subscriptions or in respect of other monies payable by them in terms of this Constitution.
4. **AIMS AND OBJECTIVES:**  
The aims and objectives of the Association shall be:
  - 4.1 the collection, collation and distribution of information concerning the marketing and production of litchis;
  - 4.2 to encourage the co-ordination of export and local marketing of litchis and to assist in the distribution of information to exporters;
  - 4.3 to make provision for the necessary quality requirements and the application thereof in conjunction with the relevant State bodies;
  - 4.4 to make recommendations concerning the handling and distribution of litchis;
  - 4.5 to carry out research, to have research carried out and to co-ordinate such research concerning the marketing and production of litchis;
  - 4.6 to increase the demand for litchis locally and overseas by advertising, promoting and by such other means as the Association shall deem fit;
  - 4.7 to collect funds by way of entrance fees, annual subscriptions and donations as well as levies on members' fruit in terms of the constitution and bye-laws;  
  
such income shall be used to defray administrative expenses and to further the objects of the Association;
  - 4.8 to act as the official mouthpiece of the Litchi Growing Industry in all negotiations with State bodies and organised agriculture;
  - 4.9 to lend money at the discretion of the board of directors to its employees or third persons, with or without security and to borrow monies in the interest of and for the benefit of the members and for the purposes thereof to bind the assets of the Association as security;

## **STATUUT VAN DIE SUID-AFRIKAANSE LIETSJIEKWEKERSVERENIGING**

1. **NAAM**  
Die naam van die Vereniging is "SUID-AFRIKAANSE LIETSJIEKWEKERSVERENIGING" (SALKV)
2. **HOOFKANTOOR VAN DIE VERENIGING**  
Die hoofkantoor van die Vereniging is te Tzaneen of op sodanige ander plek of plekke soos wat die Direksie besluit.
3. **KORPORATIEWE STATUS**  
Die Vereniging sal 'n regs persoon wees wat onafhanklik van sy lede bestaan, met onophoudelike opvolging en by magte om roerende en onroerende eiendom te hê en te besit, en al sy bates sal op die naam van die Vereniging geregistreer of gehou word; die individuele lede van die Vereniging sal nie aanspreeklik gehou word om die skulde, verbintenisse of aanspreeklikhede van die Vereniging te vereffen wat in naam van die Vereniging aangegaan sal word nie en die aanspreeklikheid van die lede sal beperk wees tot bedrae wat hulle verskuldig is ten opsigte van hul ledegeld of ten opsigte van ander gelde wat ingevolge hierdie Statute deur hulle betaalbaar is.
4. **DOEL EN DOELWITTE**  
Die doel en doelwitte van die vereniging sal wees:
  - 4.1 die insameling, opstel en verspreiding van inligting met betrekking tot die bemaking en produksie van lietsjies;
  - 4.2 om die koördinering van uitvoer en binnelandse bemaking van lietsjies te bevorder en om behulpsaam te wees met die verspreiding van inligting aan uitvoerders;
  - 4.3 om voorsiening te maak vir die noodsaaklike gehaltevereistes en die toepassing daarvan in oorleg met die toepaslike regeringsliggame;
  - 4.4 om aanbevelings te doen met betrekking tot die hantering en verspreiding van lietsjies;
  - 4.5 om navorsing te doen, om navorsing te laat doen en om sodanige navorsing met betrekking tot die bemaking en produksie van lietsjies te koördineer;
  - 4.6 om die vraag na lietsjies binne- sowel as buitelandse te laat toeneem deur middel van promosies en op enige sodanige wyse soos na goëddunke van die Vereniging.
  - 4.7 om fondse in te samel by wyse van toetreegelde, jaarlikse ledegeld en donasies, sowel as heffings op lede se vrugte ingevolge die Statute en Bepalings;  
  
sodanige inkomste moet aangewend word vir administratiewe uitgawes en om die doelstellings van die Vereniging te bevorder;
  - 4.8 om op te tree as die amptelike mondstuk van die Lietsjiekwekersbedryf in alle onderhandelinge met regeringsliggame en die georganiseerde landbou;
  - 4.9 om na goëddunke van die raad van direkteure geld uit te leen aan sy werknemers of derde partye, met of sonder sekuriteit, en om geld te leen in die belang van en tot voordeel van die lede en om vir die doel daarvan die bates van die Vereniging as sekuriteit daar te stel;



- 4.10 to insure any or all of the Association's properties or assets or undertakings against risk of loss by fire, burglary, riot or other loss and to insure any employee or servant of the Association under any Fidelity Insurance Policy or against risk of loss of life or disablement or injury arising out of or in the course of such employment;
- 4.11 to invest and from time to time to re-invest the monies of the Association and or alter of vary such investments: to receive and collect income, interest or rental: to buy, sell, let and hire immovable property: to maintain, repair and improve immovable property: to cancel, cede and make over mortgage bonds and to institute and defend legal proceedings in any competent Court;
- 4.12 to engage and dismiss employees of the Association and to fix the terms of service and rates of remuneration of such employees;
- 4.13 to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments;
- 4.14 to do all such other things as may be deemed incidental or conducive to the attainment of the foregoing objects of any one of them.
5. **INCOME, PROPERTIES AND MONIES**  
The income property and monies of the Association from whatsoever source derived, shall be applied solely towards the promotion of the objects of the Association as herein set forth and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to the persons who are at the time or have been members of the Association, or to any other persons claiming through them, provided, however, that nothing herein contained shall prevent the payment in good faith of the out-of-pocket expenses of any officers, servants or members of the Association or the payment in good faith of remuneration to any person whomsoever in return for any services actually rendered to the Association.
6. **MEMBERSHIP**  
Membership of the Association shall be limited to:
- 6.1 **Growers Members:**  
Grower members shall be all persons who grow litchis.
- 6.2 **Non-Grower Members:**  
Non-Grower members shall be all persons who are involved in the packing, distribution, processing and or marketing of litchis and who are not themselves growers.
- 6.3 **Special Members:**  
Special members shall be any person who, in the sole discretion of the Board of Directors, merits membership by virtue of special qualifications or experience, of value to the Litchi industry;
- 6.3.1 Special members may be invited to join the association and their appointment shall be for such periods as the Board of Directors may determine.
- 4.10 om sekere of al die eiendomme of bates of ondernemings van die Vereniging te verseker teen die risiko van verlies weens brand, inbraak, oproer of ander verliese en om enige werknemer van die Vereniging te verseker ingevolge enige getrouheidsversekeringspolis of teen die risiko van lewensverlies of ongeskiktheid of besering wat in die loop van sodanige diens voortspruit of plaasvind;
- 4.11 om van tyd tot tyd die gelde van die Vereniging te belê of te herbelê en om sodanige beleggings te verander of te wysig: om inkomste, rente of huurgeld te ontvang of in te vorder: om vaste eiendom te koop, te verkoop, te verhuur en te huur. om vaste eiendom in stand te hou, te herstel en te verbeter: om verbande te kanselleer, te sedeer en oor te maak en om regsgedinge in enige bevoegde hof in te stel en te verdedig;
- 4.12 om werknemers van die Vereniging aan te stel en te ontslaan en om die diensvoorwaardes en vergoedingskale van sodanige werknemers vas te stel;
- 4.13 om tjeks, promesse, wissels, vragbriewe, skuldbriewe en ander verhandelbare of oordraagbare instrumente te trek, te maak, te aanvaar, te endosseer, te verdiskonteer en uit te voer;
- 4.14 om al sodanige en ander dinge te doen wat geag word verband te hou met of bevorderlik te wees vir die uitvoering van die voorgaande doelstellings of enigeen van hulle.
5. **INKOMSTE, EIENDOMME EN GELDE**  
Die inkomste, eiendom en gelde van die Vereniging, hoe dit ookal verkry is, word uitsluitlik aangewend vir die bevordering van die doelwitte van die Vereniging soos hierin uiteengesit, en geen deel daarvan mag direk of indirek oorgedra word by wyse van 'n dividend, bonus of andersins by wyse van wins aan die persone wat op daardie tyd stip lede van die Vereniging is of voorheen lede was of aan enige ander persoon wat namens hulle eis nie, met dien verstande egter dat niks wat hierin vervat is, sal verhoed dat die toevallige uitgawes van sy beamptes, dienaars en lede van die Vereniging te goedertrou betaal word, of die betaling te goedertrou van vergoeding aan enige persoon, wie ook al, in ruil vir sy dienste wat werklik aan die Vereniging gelewer is nie.
6. **LIDMAATSKAP**  
Lidmaatskap van die Vereniging word beperk tot:
- 6.1 **Kwekerlede:**  
Kwekerlede is alle persone wat lietsjies kweek.
- 6.2 **Nie kwekerlede:**  
Nie-kwekerlede is alle persone wat betrokke is by die verpakking, verspreiding; verwerking en/of bemarking van lietsjies en wat nie self kwekers is nie.
- 6.3 **Spesiale lede**  
'n Spesiale lid is enige persoon wat na die uitsluitlike goeddunke van die Direksie merietelidmaatskap regverdig uithoofde van spesiale kwalifikasies of ervaring of waarde vir die Lietsjiebedryf;
- 6.3.1 Spesiale lede mag uitgenooi word om by die vereniging aan te sluit vir sodanige tydperke as wat die Direksie bepaal;



- 64 **Honorary Life Members:**  
Honorary life members shall be members who in recognition of special or extraordinary services rendered to the Litchi Industry, are appointed Honorary Life members for their lifetimes.
- 65 Members of the Association may include individuals, companies, co-operatives and corporate bodies or institutions.
7. **APPLICATION FOR MEMBERSHIP**  
7.1 Application for membership shall be made in writing on the prescribed form accompanied by the entrance fee and subscriptions, provided for in the Bye-Laws, to the Management who in their sole discretion shall be entitled to accept or reject any such application;
- 72 A register of members shall be kept by the General Manager of the South African Litchi Growers' Association.
8. **VOTING RIGHTS OF MEMBERS:**  
Only Grower and Non-Grower members, in good standing (i.e. members who have paid their subscriptions and levies in respect of the current period) and Honorary Members shall be eligible to hold any office in the Association or to vote at general meetings of the Association at which each such member shall be entitled to one (1) vote only, provided that Grower members, shall, in respect of the year following that in which they have grown more than 200 (TWO HUNDRED) levied tons of litchis, have one additional vote in respect of every additional 200 (TWO HUNDRED) levied tons of litchis grown. No member, duly authorised by proxy in writing shall be entitled to vote on behalf of more than two members of the Association not present at any meeting of the Association.
9. **TERMINATION OF MEMBERSHIP AND NOTICE PERIOD**  
Membership of the Association shall terminate:
- 9.1 On the date that a members ceases to be qualified as provided for in paragraphs 6.1 and 6.2 above; or
- 9.2 On the expulsion and removal of a member from the register of members in terms hereof.
10. **ENTRANCE FEES AND SUBSCRIPTIONS:**  
The entrance fees and subscriptions payable by members shall be those prescribed from time to time in terms of the Bye-Laws.
11. **RESIGNATION, SUSPENSION AND EXPULSION OF MEMBERS**  
11.1 A member shall be entitled to resign at any time provided that he shall have notified the Association in writing of his intention so to do.
- 11.2 The Board of Directors shall be entitled to suspend or expel and remove from the register of members, any member who, without good cause:
- 11.2.1 Breaches any of the provisions of this constitution and or the Bye-Laws of the Association, or
- 11.2.2 fails to discharge his liability in respect of any monies due by him to the Association within 30 (THIRTY) days of the month end in which such monies become due.
- 64 **Lewenslange Erelede**  
Lewenslange Erelede is lede wat uit erkenning vir spesiale of buitengewone dienste wat aan die Lietsjiedbedryf gelewer is vir die duur van hulle lewens as Lewenslange Erelede aangestel word.
- 65 Lede van die vereniging kan insluit individue, maatskappye, koöperasies en korporatiewe liggame of instellings.
7. **AANSOEK OM LIDMAATSKAP**  
7.1 Aansoek om lidmaatskap moet skriftelik gedoen word op die voorgeskrewe vorm en vergesel wees van die intreegeld en subskripsies waarvoor daar in die Reëls voorsiening gemaak word deur die Bestuur wat na sy uitsluitlike goeddunke geregtig is om enige sodanige aansoek te aanvaar of van die hand te wys.
- 72 'n Lederegister moet deur die Algemene Bestuurder van die Suid-Afrikaanse Lietsjie Kwekersvereniging gehou word.
8. **STEMREG VAN LEDE**  
Slegs presterende kweker- en nie-kwekerslede (d.w.s. lede wat hul subskripsies ten opsigte van die lopende tydperk betaal het) en erelede kom in aanmerking om enige amp in die Vereniging te beklee of om te stem op 'n algemene vergadering van die Vereniging waarop enige sodanige lid geregtig is op een (1) stem, met dien verstande dat kwekerlede ten opsigte van die jaar wat volg op die jaar waarin hulle meer as 200 (TWEË HONDERD) heffingstone lietsjies geproduseer het een bykomende stem het ten opsigte van elke bykomende 200 (TWEË HONDERD) heffingstone lietsjies wat geproduseer is. Geen lid, behoorlik skriftelik gemagtig, is geregtig om te stem vir meer as twee ander lede van die vereniging wat nie op enige vergadering van die vereniging teenwoordig is nie.
9. **BeëINDIG VAN LIDMAATSKAP EN KENNIS PERIODE**  
Lidmaatskap van die Vereniging eindig:
- 9.1 Op die datum waarop 'n lid ophou om te kwalifiseer soos in paragrawe 6.1 en 6.2 hierbo bepaal word; of
- 9.2 By die uitsetting of skraping van 'n lid van die register van lede ingevolge hiervan.
10. **INTREEGELD EN SUBSKRIPSIES**  
Die intreegeld en subskripsies wat deur lede betaalbaar is, is die wat van tyd tot tyd ingevolge die Reëls voorgeskryf word.
11. **BEDANKING, SKORSING EN UITSETTING VAN LEDE**  
11.1 'n Lid is geregtig om op enige tydstip te bedank, mits hy die Vereniging skriftelik in kennis gestel het van sy voorneme om dit te doen.
- 11.2 Die Raad van Direkteure is geregtig om enige lid te skors of uit te sit en van die Register van Lede te skrap wat sonder goeie rede:
- 11.2.1 Enigeen van die bepalings van hierdie Statute of Reëls van die Vereniging verbreek, of
- 11.2.2 versuim om sy verpligtinge ten opsigte van gelde wat hy aan die Vereniging verskuldig is binne 30 (DEERTIG) dae na te kom na die einde van die maand waarin sodanige



- 11.3 Any suspension of membership shall be such period as Management may determine, during which period, the member affected shall not be entitled to exercise his voting rights or attend Association meetings.
- 11.3 Enige opskorting van lidmaatskap is vir sodanige tydperk as wat die Bestuur bepaal, en gedurende daardie tydperk is die betrokke lid nie geregtig om sy stemreg uit te oefen nie en enige vergaderings van die Vereniging by te woon nie.
- 11.4 Any such resignation, suspension or expulsion shall not thereby release such defaulting member from his liability to the Association and neither shall such resignation and or defaulting member be entitled to any refund of his entrance or subscription fee, or any part thereof.
- 11.4 Enige sodanige registrasie, opskorting of uitsetting onthef nie daardeur sodanige versuimende lid van sy verpligting teenoor die Vereniging nie, en in die geval van sodanige bedanking of versuim is die lid ook nie geregtig op enige terugbetaling van sy intree- of subskripsiegeld of enige gedeelte daarvan nie.
- 12 **BOARD OF DIRECTORS**  
The Board of Directors consist of 17 (SEVENTEEN) directors, who are members of the association and will consist of the following:
- 12 **RAAD VAN DIREKTEURE**  
Die Direksie bestaan uit 17 (SEWENTIEN) direkteure wat lede van die Vereniging is. Die samestelling is soos volg:
- 121 **Area Directors (5)**  
One Director each of the following regions/areas:  
  
Far Northern Transvaal: Louis Trichardt, Levubu and Venda  
North Eastern Transvaal: Tzaneen and Hoedspruit  
Eastern Transvaal: White River, Kiepersol, Nelspruit, Hazyview and Kangwane  
Far Eastern Transvaal: (Onderberg) Malelane and Baberton.  
Natal
- 121 **Streekdirekteure (5)**  
'n Direkteur wat een van die volgende 5 gebiede verteenwoordig:  
  
Verre Noord-Transvaal: Louis Trichardt, Levubu, Venda  
Noord-Oos Transvaal: Tzaneen en Hoedspruit  
Oos-Transvaal: Witrivier, Kiepersol, Nelspruit, Hazyview en Kangwane  
Verre Oos-Transvaal: (Onderberg) Malelane en Baberton.  
Natal
- 121.1 Area Directors shall be elected by the members of that area, at the Annual General Meeting of the Association.
- 121.1 Die streekdirekteure, word deur die lede van daardie gebied op 'n algemene jaarvergadering van die Vereniging verkies.
- 122 **Co-operative Directors (3)**  
One Director nominated by the Co-operative in each area which has packed the greatest average volume of levied litchis over the immediate preceding two seasons, and of which Co-operative he is either a Director or the Manager, provided that the area in which such Co-operative serves, packs at least 10% of the litchi crop levied by the Association.
- 122 **Koöperatiewe Direkteure (3)**  
Een direkteur wat benoem is deur die koöperasie in elke gebied wat die grootste gemiddelde volume heffinglietsjies gedurende die onmiddellik voorafgaande twee seisoene verpak het en van welke koöperasie hy of 'n direkteur of die bestuurder is, met dien verstande dat die gebied waarin sodanige koöperasie werksaam is minstens 10% van die lietsjie-oes verpak wat die Vereniging hef.
- 123 **Non Grower Directors (5)**  
One director who is a Non-Grower member (or his nominee) for each area who personally or directly packs the minimum quantity of litchis prescribed in the Bye-Laws.
- 123 **Nie-Kweker-Direkteure (5)**  
Een direkteur wat 'n kwekerlid is, (of sy benoemde vir elke gebied), en wat persoonlik of regstreeks die minimum hoeveelheid lietsjies verpak wat die Reëls voorskryf.
- 124 **Additional Directors (3)**  
The Board of Directors shall appoint 3 Additional Directors to represent research, marketing or any other function as deemed necessary.
- 124 **Bykomende Direkteure (3)**  
Die raad van Direkteure stel 3 bykomende Direkteure aan om bemaking, navorsing en enige ander funksie te verteenwoordig soos nodig geag.
- 125 **Managing Director (1)**  
A Managing Director who shall be appointed by the Board of Directors.
- 125 **Besturende Direkteur (1)**  
'n Besturende Direkteur word deur die Direksie aangestel.
- 13 **TERM OF OFFICE OF DIRECTORS**  
Apart from the Managing Director who shall be a paid employee of the Association and who shall hold office for such period as the Board of Directors may decide, all
- 13 **AMPSTERMYN VAN DIREKTEURE**  
Behalwe die Besturende Direkteur wat 'n betaalde werknemer van die Vereniging is en wat sy amp beklee vir die tydperk wat die Direkteure bepaal, beklee alle ander



other Directors shall hold office for year, but shall thereafter be eligible for re-election or re-nomination.

14. **VOTING RIGHTS OF DIRECTORS**

Directors shall each have one vote at meetings of the Board of Directors and shall be entitled to nominate in writing an alternate Director to be present and to vote at meetings of the Board on his behalf.

15. **PROCEEDINGS AT MEETINGS OF THE BOARD:**

15.1 The Board shall meet or confer at least once per year and as often and at such times as the Board may deem necessary for the despatch of business and may adjourn or otherwise conduct its proceedings in such a manner as it may determine. Matters arising at any meetings shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. A two thirds majority of the directors present at any meeting shall be required in respect of all fiscal matters to be decided upon by the board. A member of the Board may and the Secretary, on the requisition of a member of the Board shall, at any time summon a meeting of the Board.

15.2 The Board shall ensure that proper minutes of all meetings are kept and the minutes of each meeting are submitted for approval to the next meeting of the Board for approval and thereafter be signed by the Chairman.

15.3 The Board shall in addition ensure that accurate records are kept of all financial and contractual transactions.

15.4 A Chairman and Vice-Chairman of the Board of Directors shall be nominated by the Board at their first meeting.

15.5 The Board shall be entitled to expel from the Board of Directors any Director who without good cause is absent from 2 consecutive meetings of the Board.

15.6 The quorum necessary for the transaction of the business of the Board shall be 40% of the elected Board Members.

16. **POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall have the following powers:

16.1 The business of the Association shall be administered by the Board who may exercise all such powers of the Association as are not by these presents required to be exercised by the Association in general meeting, subject nevertheless, to such directions as may from time to time be given to the Board by the Association in general meeting, but no direction given by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such direction had not been given.

16.2 The Board shall appoint a Managing Director / General Manager for such period as the Board may determine to administer and manage the day to day affairs of the Association.

16.3 The board may delegate any of its powers to sub-committees, consisting of such members or member or such other persons as it may deem fit. Any sub-

Direkteure hulle amp een jaar, maar hulle is daarna beskikbaar om herkies of herbenoem te word.

14. **STEMREG VAN DIREKTEURE**

Die direkteure het elkeen een stem op vergaderings van die Direksie en is geregtig om skriftelik 'n alternatiewe direkteur te benoem om teenwoordig te wees en op direksievergaderings namens hulle te stem.

15. **VERRIGTINGE OP DIREKSIEVERGADERINGS**

15.1 Die Direksie vergader of beraadslaag minstens een keer per jaar en so dikwels en op sodanige tye as wat die Direksie nodig ag vir die afhandeling van sake en kan verdaag of andersins sy verrigtinge op sodanige wyse afhandel as wat hy bepaal. Sake wat voortspruit uit enige vergadering word beslis volgens 'n meerderheid van stemme en in die geval van 'n staking van stemme het die Voorsitter, 'n tweede of beslissende stem. 'n Tweederde meerderheid van die direkteure wat op enige vergadering teenwoordig is, word vereis ten opsigte van alle fiskale aangeleenthede waarvoor die Direksie moet besluit. 'n Lid van Direksie kan, en die Sekretaris moet op versoek van 'n lid van die Direksie op enige tydstip 'n vergadering van die Direksie belê.

15.2 Die Direksie moet toesien dat behoorlike notules van alle vergaderings gehou word, en die notule van elke vergadering moet op die eersvolgende vergadering van die Direksie vir goedkeuring voorgelê word en daarna deur die Voorsitter onderteken word.

15.3 Daarbenewens moet die Direksie toesien dat akkurate rekords gehou word van alle finansiële en kontraktuele transaksies.

15.4 'n Voorsitter en Vise-voorsitter van die Direksie moet op sy eerste vergadering deur die Direksie benoem word.

15.5 Die Direksie is geregtig om enige direkteur uit die Direksie te sit wat sonder goeie rede van 2 agtereenvolgende vergaderings van die Direksie afwesig is.

15.6 Die kworum wat nodig is vir die afhandeling van die sake van die Direksie is 40% van die gekose Direkteure op die Raad.

16. **BEVOEGDHEDE VAN DIE DIREKSIE**

Die Direksie het die volgende bevoegdhede:

16.1 Die sake van die vereniging word geadminestreer deur die Direksie wat alle sodanige bevoegdhede van die Vereniging kan uitoefen wat nie anders deur die Vereniging op 'n algemene vergadering uitgeoefen kan word nie, nietemin onderworpe aan sodanige diskresie wat van tyd tot tyd deur die Vereniging aan die Direksie op 'n algemene vergadering verleen word, maar geen opdrag wat die Vereniging op 'n algemene vergadering verleen, maak enige vorige optrede van die Direksie ongeldig wat geldig sou gewees het indien sodanige opdrag nie gegee was nie.

16.2 Die Direksie moet 'n Besturende Direkteur / Algemene Bestuurder aanstel vir sodanige tydperk wat die Direksie bepaal om die daaglikse werksaamhede van die Vereniging te administreer en te bestuur.

16.3 Die Direksie kan enige van sy bevoegdhede deleger aan subkomitees, wat bestaan uit sodanige lede of 'n lid of sodanige ander persone as wat hy goedgeind. Enige



committee, shall in the exercise of the powers so delegated, conform to any directions that may have been given to it by die Board and shall, subject to such directions, conduct its proceedings in such manner as it may itself determine.

164 The Board shall have power to frame the Bye-Laws in terms of this Constitution providing for the election and qualifications of members and Directors of the Association, the rates of subscriptions and entrance fees, the qualifications for membership, the use of the Associations property and facilities, the formation, control and management of the business and affairs of the Associations generally and make amendments and additions thereto from time to time;

165 The Boards shall have the power to suspend or terminate a member's membership on the grounds set out herein and in the Rules. Such expelled or suspended member shall have the right to appeal to the general meeting of members in the area in which he conducts his Litchi business.

17. **ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS:**

17.1 The annual and Special General Meetings of the Association shall be convened by notice in writing to each member, at least 14 (FOURTEEN) days prior to the date of the meeting, specifying the date, place, time and agenda of the meeting:

172 The Annual General Meeting shall be held not later than two months after the 30 September in each year, to deal with the following matters:-

1721 To receive and consider the annual report of the Chairman of the Board;

1722 To receive and approve the annual financial statements and budget for the ensuing year;

1723 To elect Directors as provided for in Clause 12 above or to take note of Area Directors elected at separate meetings held in each area prior to the Annual General Meeting.

1724 To consider matters of general interest.

173 A Special General Meeting may be called by the Chairman and one member of the Board or at the request of three members who shall deliver such a request to the Managing Director in writing and the Special General Meeting so called shall only deal with the specific matter for which the meeting was called or requested;

174 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, which quorum, unless otherwise determined by the Association, shall be 5% of the total number of members appearing in the membership register on the last day of the month preceding the meeting;

175 Should there not be a quorum as aforesaid further notice of 14 (FOURTEEN) days shall be given of a general meeting and if within one half hour of the time appointed

subkomitee moet in die uitoefening van sy bevoegdhede wat aldus gedelegeer is, voldoen aan enige opdragte wat die Direksie gegee het en moet, onderworpe aan sodanige opdragte op sodanige manier beraadslaag as wat hy self bepaal.

164 Die Direksie is bevoeg om enige regulasies ingevolge hierdie Statute te formuleer wat voorsiening maak vir die verkiesing en kwalifikasies van lede en direkteure van die Vereniging, die bedrae van subskripsies en intreegelde, die kwalifikasies vir lidmaatskap, die gebruik van die vereniging se eiendom en die fasiliteite, die stigting, beheer en bestuur van die besigheid in sake van die Vereniging in die algemeen en om van tyd tot tyd wysiginge en byvoegings daartoe aan te bring.

165 Die Direksie is bevoeg om 'n lid se lidmaatskap op te skort of te beëindig ingevolge die redes soos hierin en in die Reëls uiteengesit is. 'n Aldus uitgesette of 'n geskorste lid het die reg tot appèl op die algemene vergadering van lede in die gebied waarin hy sy lietsjiesak bedryf.

17. **ALGEMENE JAARVERGADERING EN SPESIALE VERGADERINGS**

17.1 Die Algemene Jaarvergadering en spesiale algemene vergaderings van die Vereniging moet belê word deur skriftelike kennisgewing aan elke lid, minstens 14 (VEERTIEN) dae voor die datum van die vergadering met vermelding van die datum, plek, tyd en agenda vir die vergadering;

172 Die Algemene Jaarvergadering moet elke jaar gehou word nie langer as twee maande na 30 September om die volgende sake af te handel:

1721 Om die Jaarverslag van die Voorsitter van die Direksie te ontvang en te oorweeg;

1722 Om die finansiële jaarstaat en begroting vir die komende jaar te ontvang en goed te keur;

1723 Om direkteure te kies waarvoor daar in 12 hierbo voorsiening gemaak is of kennis te neem van die Area Direkteure wat verkies is op vergaderings in elke area voor die jaarvergadering gehou is;

1724 Om sake van algemene belang te oorweeg.

173 'n Spesiale algemene vergadering kan belê word deur die Voorsitter en een lid van die Direksie of op versoek van drie lede wat so 'n versoek skriftelik by die Besturende Direkteur moet indien en die spesiale algemene vergadering wat aldus belê is, kan slegs die spesifieke saak behandel waarvoor die vergadering belê of versoek is;

174 Geen saak kan op 'n algemene vergadering behandel word tensy 'n kworum van lede teenwoordig is op die tydstip wanneer die vergadering met sy werksaamhede begin nie en sodanige kworum is 5% van die totale getal lede wat op die laaste dag van die maand wat die vergadering voorafgaan in die lederegister verskyn, tensy die Vereniging anders bepaal.

175 Indien daar nie 'n kworum soos hierbo teenwoordig is nie, moet verdere kennis van 14 (VEERTIEN) dae gegee word van 'n vergadering en indien 'n kworum nie binne 'n

# SALGA

for such meeting a quorum is not present, the members then present shall form a quorum.

17.6 At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands. A declaration by the Chairman of the meeting that a resolution has been carried or lost and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact, without proof of the actual number or proportion of the votes recorded in favour or against such resolution;

17.6.1 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the voting takes place shall be entitled to a second or casting vote.

## 18. AMENDMENT OF THE CONSTITUTION

No alteration to the Constitution shall be made, except at a General meeting, of which at least 28 (TWENTY EIGHT) days notice in writing specifying the proposed amendment to the Constitution, has been sent to all members and unless the amendment be approved by a majority of two thirds of those present and voting at the meeting.

## 19. BOOKS OF ACCOUNT

The Association shall keep proper books of account which shall, during business hours, be available for inspection at the Headquarters of the Association, to any member who shall be entitled to make copies of or extracts therefrom. The financial year of the Association shall commence on the 1<sup>st</sup> day of OCTOBER in each year.

## 20. DISSOLUTION OF THE ASSOCIATION

The association shall be dissolved if at least two thirds of those entitled to vote at the Annual General Meeting, vote in favour of such dissolution. No motion for dissolution of the association shall be considered unless all members are advised thereof at least three months prior to the consideration of the motion;

20.1 If upon liquidation or dissolution of the Association, there remains any property whatsoever, after the satisfaction of all the debts and liabilities of the Association, it shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to those of the Association to be determined by the members of the Association at or before the time of the dissolution.

## 21. Despite anything to the contrary contained elsewhere in this Constitution, the following provisions will apply:

21.1 The South African Litchi Growers' Association (referred to hereafter in the sub clauses of this clause 21 as SALGA) must have a committee, board of management or similar governing body consisting of at least three (3) persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of SALGA;

21.2 No single person may directly or indirectly control the decision-making powers relating to SALGA;

halfuur na die vasgestelde tyd vir sodanige vergadering teenwoordig is nie, maak die lede wat dan teenwoordig is 'n kworum uit.

17.6 Op enige algemene vergadering word 'n besluit waaroor daar gestem word met die opsteek van hande aangeneem. 'n Verklaring deur die voorsitter van die vergadering dat 'n besluit aangeneem is al dan nie en 'n inskrywing te dien effekte in die notuleboek van die Vereniging is afdoende bewys van die feit, sonder dat die werklike getal of verhouding van stemme wat ten gunste of teen sodanige besluit uitgebring is, opgeteken word;

17.6.1 In die geval van 'n gelykoptelling van stemme, hetsy daar deur die opsteek van hande of met briefies gestem is, is die Voorsitter van die vergadering waarop die stemming plaasvind, geregtig op 'n tweede of beslissende stem.

## 18. WYSIGING VAN DIE STATUTE

Geen wysiging van die Statute word gedoen nie behalwe op 'n algemene vergadering waarvan minstens 28 (AGT EN TWINTIG) dae skriftelike kennis gegee is en die voorgestelde wysiging van die Statute uiteengesit is en gestuur is aan alle lede, en tensy die wysiging deur 'n tweederdemeerderheid goedgekeur word van diegene wat teenwoordig is en op die vergadering stem.

## 19. REKENINGBOEKE

Die Vereniging moet behoorlike rekeningboeke byhou wat gedurende sake-ure ter insae lê by die hoofkantoor van die Vereniging vir enige lid wat geregtig is om afskrifte daarvan of uittreksels daaruit te maak. Die boekjaar van die Vereniging begin elke jaar op die eerste dag van OKTOBER.

## 20. ONTBINDING VAN DIE VERENIGING

Die Vereniging is ontbind indien minstens twee derdes van die lede wat geregtig is om op 'n algemene Jaarvergadering te stem ten gunste van sodanige ontbinding stem. Geen voorstel vir die ontbinding van die Vereniging word oorweeg tensy alle lede minstens drie maande voor die oorweging van die voorstel daarvan in kennis gestel word nie.

20.1 Indien daar by likwidasie of ontbinding van die Vereniging enige eiendom van watter aard ook al oorbly nadat al die skulde en verpligtinge van die Vereniging nagekom en vereffen is, word dit nie onder die lede van die Vereniging verdeel of aan hulle uitbetaal nie maar word geskenk of oorgedra aan die een of ander instelling of instellings met soortgelyke doelstellinge as die van die Vereniging en die betrokke instelling of instellings moet deur die lede van die Vereniging voor of ten tyde van die ontbinding bepaal word.

## 21. ONGEAG ENIGE TEENSTELLING ANDERS VERVAT IN DIE STATUTE, SAL DIE VOLGENDE VOORSIENINGS GELD:

21.1 Die Suid Afrikaanse Lietsjie Kwekersvereniging (hierna verwys in die subklousules van klousule 21 as SALKV) moet uit 'n kommitee, bestuursraad of soortgelyke beheerliggaam bestaan wat ten minste uit drie (3) persone bestaan, wat geensins aan mekaar verbonde is nie, om die fidusiêre verantwoordelikheid van SALKV te aanvaar;

21.2 Geen persoon op sy eie mag direk of indirek die besluitnemingmagte met betrekking tot die SALKV beheer



nie;

21.3	SALGA may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;	21.3	Die SALKV mag nie direk of indirek enige van sy fondse of bates aan enige persoon oordra nie, behalwe in die normale gang van bevordering van SALKV doelwitte;
21.4	SALGA is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;	21.4	Daar word van die SALKV verwag om substansieel al sy fondse aan te wend vir die primêre doel waarvoor dit tot stand gebring is;
21.5	No member may directly or indirectly have any personal or private interest in SALGA;	21.5	Geen lid mag direk of indirek enige persoonlike of private belang in SALKV hê nie;
21.6	Substantially the whole of the activities of SALGA must be directed to the furtherance of its sole or principal object and not for the specific benefit of any individual member or minority group;	21.6	In geheel moet die aktiwiteite van SALKV gefokus word op die bevordering van die vereniging se primêre doelwitte, en nie tot voordeel van enige persoon, individuele lid of minderheidsgroep nie;
21.7	SALGA may not have a share or interest in any business, profession or occupation which is carried on by its members;	21.7	Die SALKV mag geen aandele of belang hê in enige besigheid, profesie of beroep wat deur lede van die vereniging beoefen word nie;
21.8	SALGA must not pay to any employee, office bearer, member or other person any remuneration as defined in the Fourth Schedule of the Income Tax Act which is excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered;	21.8	Die SALKV mag aan geen werknemer, ampsdraer, lid of persoon vergoeding betaal soos in Skedule Vier van die Inkomstebelasting Wet bepaal, wat oormatig is nie, met inaggenome dit wat redelik is binne die bedryf en in verhouding tot die diens wat gelewer word;
21.9	Substantially the whole of SALGA's funding must be derived from its annual or other long term members or from an appropriation by the government of the Republic of South Africa in the national, provincial or local sphere;	21.9	In geheel moet SALKV se befondsing verkry word van uit sy jaarlikse of lang termyn lede of van 'n toewysing van die regering van die Republiek van Suid Afrika op nasionale, provinsiale of plaaslike vlak;
21.10	SALGA must as part of its dissolution transfer its assets to:	21.10	Die SALKV moet as deel van sy ontbinding sy bates oordra aan;
21.10.1	Another entity approved by the Commissioner or the South African Revenue Service in terms of Section 30(B) of the Income Tax Act.	21.10.1	'n Ander entiteit goedgekeur deur die Kommissaris van die Suid Afrikaanse Inkomstediens in terme van Seksie 30(B) van die Inkomstebelastingwet.
21.10.2	A Public Benefit Organisation approved in terms of Section 30.	21.10.2	'n Openbare weldaadorganisasie goedgekeur in terme van Seksie 30.
21.10.3	An institution, board or body which is exempt from tax under Section 10(1)(cA)(i); or	21.10.3	'n Institusie, raad of liggaam wat vrygestel is van belasting deur Seksie 10(1)(cA)(i); of
21.10.4	The government of the Republic of South Africa in the national, provincial or local sphere.	21.10.4	Die regering van die Republiek van Suid Afrika op nasionale, provinsiale of plaaslike vlak.
21.11	The persons contemplated in Article 21.1 above must submit any amendment of this constitution to the Commissioner of the South African Revenue Service within thirty (30) days of such amendment;	21.11	Die persone soos omskryf in Artikel 21.1 hierbo moet enige wysiging van die statute aan die Kommissaris van die Suid Afrikaanse Inkomstediens binne dertig (30) dae na so 'n wysiging indien;
21.12	SALGA will comply with such reporting requirements as may be determined by the Commissioner of the South African Revenue Service from time to time;	21.12	Die SALKV moet voldoen aan verslagleweringvereistes soos van tyd tot tyd deur die Kommissaris van die Suid Afrikaanse Inkomstediens bepaal mag word;
21.13	SALGA is not and may not knowingly become a party to and will not knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part 11A of Chapter 111 of the Income Tax Act or a transaction, operation or scheme contemplated in Section 103(5) of the Act.	21.13	Die SALKV is nie en mag nie willens en wetens so 'n party word nie, en sal nie willens en wetens toelaat om betrokke te raak by 'n ontoelaatbare vermydingsreëling soos omskryf in Deel 11A van Hoofstuk 111 van die Inkomstebelasting wet, of 'n transaksie, onderneming of uitgewekte plan soos omskryf in Seksie 103(5) van die Wet.





**BYE-LAWS OF THE SOUTH AFRICAN LITCHI GROWERS' ASSOCIATION**

**REëLS VAN DIE SUID-AFRIKAANSE LIETSJIEKWEKERSVERENIGING**

**1. ENTRANCE FEES AND SUBSCRIPTIONS:**

1.1 The entrance fees and annual subscriptions shall be, in respect of:-

1.1.1 **Existing Grower Members** – members who are paying levies and are currently growing litchis, shall be liable for annual subscription at R50/ha.

1.1.2 **New Grower Members** – any prospective new grower wishing to join the Association shall be liable for an initial entrance fee of R1000.00 (ONE THOUSAND RAND) but will not be liable for further annual subscriptions. Such new members will be required to pay levies as stipulated in the Constitution.

1.1.3 **New and Existing Non-Grower Members** (e.g. Co-operative Companies, Packhouses etc) will be liable for an annual subscription of R1000.00 (ONE THOUSAND RAND).

1.1.4 **New and existing Exporter Members** – will be liable for an annual subscription fee of R1000.00 (ONE THOUSAND RAND).

1.2 Special and Honorary Life Members shall not be required to pay an entrance or a subscription fee;

1.3 The entrance fee and annual subscription may be revised by the board from time to time provided that changes in annual subscription shall only take effect from the commencement of the next financial year of the Association;

1.4 Entrance fees and subscriptions shall become payable on approval of membership and thereafter within 30 (THIRTY) days of the commencement of the financial year of the Association;

1.5 Any member intending to resign shall notify the Chairman in writing before the date on which such subscription become due and failing which shall be liable to pay one half of the annual subscription.

**2. LEVIES**

2.1 Grower-Members shall be liable to pay to the Association a levy on the following sales:

2.1.1 Export Sales: 46c/2kg carton exported

2.1.2 Local Sales: 46c/2kg carton on all local sales

2.1.3 Processing Sales: 2% of the price paid to the grower by the Processor

2.1.4 Bakkie sales: 2% of the price paid by the vendor to the grower.

2.2 All monies payable in terms of this paragraph, shall unless recovered directly by the Association, be payable to the Association within 45 (FORTY FIVE) days of payment being received by the member.

2.3 The Association may call on members to produce such documentation or evidence as it may deem necessary to support the sales of Litchis by members;

**1. TOETREEGELD EN SUBSKRIPSIES**

1.1 Die toetreegeld en jaarlikse subskripsie is ten opsigte van:

1.1.1 **Bestaande Kwekerlede** – lede wie hul heffings betaal en wie huidig lietjies kweek, sal aanspreeklik wees vir hul jaarlikse ledegeld van R50/ha.

1.1.2 **Nuwe Kwekerlede** – enige toekomstige nuwe kweker wat graag by die Vereniging wil aansluit, sal aanspreeklik wees vir intreegeld van R 1000.00 (EEN DUISEND RAND). Die nuwe lede sal verplig wees om heffings te betaal soos in die statute neergelê.

1.1.3 **Nuwe en Bestaande Nie-kwekerlede** (bv. Koöperasies, Pakhuise ens) – hierdie lede sal aanspreeklik wees vir die jaarlikse ledegelde van R1000.00 EEN DUISEND RAND).

1.1.4 **Nuwe en bestaande Uitvoerlede** – hierdie lede sal aanspreeklik wees vir 'n jaarlikse ledegeld ten bedrae van R1000.00 (EEN DUISEND RAND).

1.2 Spesiale lede en lewenslange erelede betaal nie toetreegeld of subskripsie nie;

1.3 Die Raad kan die toetreegeld en jaarlikse subskripsie van tyd tot tyd hersien met dien verstande dat veranderinge in die jaarlikse subskripsie slegs vanaf die aanvang van die eersvolgende boekjaar van die Vereniging van krag word;

1.4 Toetreegelde en subskripsies is betaalbaar by goedkeuring van lidmaatskap en daarna binne 30 (DERTIG) dae na die aanvang van die boekjaar van die Vereniging;

1.5 'n Lid wat van voorneme is om te bedank, moet die Voorsitter voor die datum waarop sodanige subskripsie betaalbaar word skriftelik daarvan in kennis stel en indien hy in gebreke bly om dit te doen, is hy verplig om die helfte van die jaarlikse subskripsie te betaal.

**2. HEFFINGS**

2.1 Kwekerlede sal aanspreeklik wees vir die volgende heffings op verkope aan die Assosiasie:

2.1.1 Uitvoer Verkope: 46s/2kg karton

2.1.2 Lokale Verkope: 46s/2kg karton

2.1.3 Verwerkings Verkope: 2% van die prys betaal deur die Verwerker aan die Kweker

2.1.4 Bakkie Verkope: 2% van die prys betaal aan Kweker deur die handelaar.

2.2 Alle gelde wat ingevolge hierdie paragraaf betaalbaar is, tensy dit regstreeks deur die Vereniging verhaal word, is aan die Vereniging betaalbaar binne 45 (VYF EN VEERTIG) dae nadat die lid betaling ontvang het;

2.3 Die Vereniging kan van lede vereis om sodanige dokumente of bewys voor te lê as wat hy nodig ag ter staving van die verkoop van lietsjies deur lede.



3. **APPLICATION FOR MEMBERSHIP BY GROWERS AND NON GROWERS:**

3.1 The proposal of a new member shall be on an application form prescribed by the Board and signed by the candidate. The proposal form shall be submitted to the Secretary together with the prescribed fees and subscriptions and membership of a candidate will become effective on approval by the Board.

3.2 The signed application form for membership shall constitute an acknowledgement by the member that he agrees to be bound by the Constitution and the Rules and Regulations of the Association.

4. **NON-GROWER DIRECTORS**

The minimum quantity of Litchis to be handled personally or directly by a Non-Grower Member to qualify him in terms of paragraph 12.3 of the Constitution as a Non-Grower Director shall be 200 (TWO HUNDRED) levied tons of Litchis.

5. **SUSPENSION AND / OR EXPULSION OF MEMBERS:**

5.1 Any member who breaches any of the provisions of the constitution or these Bye-Laws may have his membership of the Association suspended for such period as the Board of Directors may deem fit or be expelled from the Association and have his name removed from the register of members.

5.2 Any member whose membership is suspended or who is expelled and his name removed from the register of members and who is a member of the Board of Directors shall automatically on the date of such suspension or expulsion, cease to be a member of the Board of Directors.

3. **AANSOEK OM LIDMAATSKAP DEUR KWEKERS EN NIE-KWEKERS**

3.1 'n Nuwe lid moet aansoek doen op 'n aansoekvorm wat die Raad voorskryf en die kandidaat onderteken het. Die aansoekvorm moet by die Sekretaris ingedien word saam met die voorgeskrewe geld en subskripsie, en lidmaatskap van die kandidaat word van krag wanneer die Raad dit goedgekeur het.

3.2 Die ondertekende aansoekvorm om lidmaatskap is erkenning deur die lid dat hy instem om hom te laat bind deur die Statute en Reëls en Regulasies van die Vereniging.

4. **NIE-KWEKERDIREKTEURE**

Die minimum hoeveelheid lietsjies wat 'n kwekerlid regstreeks moet hanteer en verpak om ingevolge paragraaf 12.3 van die Statute as Nie-kwekerdirekteur te kwalifiseer, is 200 (TWEË HONDERD) heffingstonne lietsjies.

5. **SKORSING EN / OF UITSETTING VAN LEDE**

5.1 Die lidmaatskap van 'n lid van die Vereniging wat enige van die bepalinge van die Statute of hierdie Reëls oortree, kan opgeskort word vir sodanige tydperk as wat die Direksie goeddink of hy kan uit die Vereniging gesit word en sy naam kan van die lederegister geskrap word.

5.2 Enige lid wie se lidmaatskap opgeskort word of wat uitgesit word en wie se naam van die lederegister geskrap word en wat 'n lid van die Direksie is, hou by sodanige skorsing of uitsetting outomaties op om 'n lid van die Direksie te wees.