

**CONSTITUTION
OF THE
AGRICULTURAL BUSINESS CHAMBER
(AGBIZ)**

(As amended at Members' meeting during the Congress on 29 August 2014.)



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CONSTITUTION OF THE AGRICULTURAL BUSINESS CHAMBER (Agbiz)

(As amended at Members' meeting during the Agbiz Congress on 29
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1. NAME

The name of the association is the Agricultural Business Chamber (hereinafter referred to as Agbiz).

2. BUSINESS ADDRESS

The business address of Agbiz is The Grain Building, 477 Witherite Road, The Willows, Pretoria, or such other address on which the Council may decide from time to time.

3. OBJECTIVES

The objectives of Agbiz are:

- 3.1 To represent enterprises or organisations, which do business with or are involved in the total agricultural industry in the Republic of South Africa, in all matters that influence the environment in which agribusinesses function in order to facilitate increased competitiveness, sustainable agricultural performance and food security for South Africa.
- 3.2 To act as independent and autonomous entity to promote and support South African agriculture in general.

4. COMPOSITION, POWERS AND CONTROL

4.1 Composition

- 4.1.1 Agbiz consists of enterprises and organisations that subscribe to the objectives of Agbiz and which comply with the requirements for membership as described hereafter.

4.1.2 The nature and scope of membership shall be determined in accordance with the terms of this Constitution.

4.2 Powers

Agbiz shall be entrusted with all the powers necessary to enable it to achieve its objectives and, more specifically but without detracting from the generality of aforesaid powers, Agbiz shall have the right to:

4.2.1 own, purchase or otherwise obtain, sell or otherwise dispose of, rent or let, pledge or mortgage, offer as surety, or cede or secure any other right on any fixed or movable property, and, in general, engage in any juristic act in respect thereof;

4.2.2 borrow or lend money, or obtain or incur loans of any nature, and to offer or accept security for such loans as may be necessary;

4.2.3 advance money to any person or entity;

4.2.4 open bank accounts, and draw from and overdraw on such accounts;

4.2.5 invest funds in any way;

4.2.6 make donations to or accept donations from any person or entity;

4.2.7 institute and defend legal action, and subject to arbitration any dispute and, in respect of legal proceedings, arbitration or judicial inquiries, appoint and remunerate the necessary counsel;

4.2.8 appoint staff to execute and handle its work and affairs, with such powers and on such conditions in terms of salary and otherwise as may be determined from time to time;

4.2.9 pay honoraria and allowances to office bearers and management for services rendered.

4.3 Control

Agbiz shall be managed and controlled by the Council and Executive Committee, which shall be appointed in terms of clauses 8.2 and 8.3 respectively.

5. CORPORATE BODY

5.1 Agbiz shall be a corporate body, irrespective of its members, and shall be the owner of all its assets.

5.2 The financial obligations of members are limited to the membership fees payable in terms of this Constitution.

6. MEMBERSHIP

- 6.1 The members of Agbiz shall consist of enterprises and organisations whose written applications for membership were accepted by Agbiz and which subscribe to this Constitution and comply with the terms thereof.
- 6.2 Agbiz shall consist of the following classes of membership:
- 6.2.1 Corporate members.
- 6.2.2 Basic members.
- 6.2.3 Dedicated desk members.
- 6.3 The class of membership of each member will be determined by his own choice on each occasion of payment of membership fees. Dedicated desk members must however first be either corporate or basic members before qualifying for designated desk membership.
- 6.4 The terms of the respective membership classes are determined by the Council from time to time.

7. TERMINATION OF MEMBERSHIP

Membership shall be deemed terminated when a member:

- 7.1 Submits a written resignation, provided that, in such a case, the member's resignation shall only be effective at the end of Agbiz's financial year subsequent to expiry of a period of three (3) months, calculated from the date on which such resignation was received by Agbiz;
- 7.2 ceases to comply with the conditions of membership, and Agbiz, on the grounds of such non-compliance, gives the member written notice of termination of their membership; and
- 7.3 fails to pay their membership fees within two (2) months after such fees became payable, and where the Council, on the basis of such non-payment, decide to terminate the member's membership.

8. MEETINGS AND EXECUTIVE

8.1 Members' Meetings

8.1.1 General Members' Meeting

- 8.1.1.1 The General Members' Meeting of Agbiz is held at least once every two (2) years at a venue, date and time as determined by the Agbiz Council, in order to:

- (i) receive and consider the Chairperson's report;
- (ii) receive and consider the Agbiz's financial report;
- (iii) elect the Chairperson and Vice-Chairperson of Agbiz who shall serve as Chair and Vice-Chair until the end of the subsequent Annual Members' Meeting;
- (iv) elect five (5) representatives from the corps of basic members that will serve on the Council;
- (v) determine the basis for calculating membership fees payable by members, with the understanding that membership payments will be in relation to voting power;
- (vi) consider, discuss and, if necessary, vote on motions placed by the Executive Committee on the agenda;
- (vii) deal with such other matters as the Executive Committee may include in the agenda.

8.1.2 Special Members' Meetings

Special members' meetings –

8.1.2.1 may be convened from time to time as deemed necessary by the Council; and

8.1.2.2 must be convened within sixty (60) days as from receipt of a written request for such a meeting (specifying the purpose of the meeting) from five (5) or more members;

8.1.3 General rules applicable to Members' Meetings

8.1.3.1 Notice

The Council shall inform members of a Members' Meeting by way of written notice, which shall be sent at least twenty-one (21) days before the date of the relevant meeting. Such notice shall include the venue, date and time as well as the agenda of such Members' Meeting.

8.1.3.2 Chairperson

The Chairperson of Agbiz, or in his absence, the Vice-Chairperson, shall preside over Members' Meetings, provided that, if neither person is present within ten (10) minutes from the scheduled commencement time, those representatives present shall, from their own ranks, elect a person to chair the meeting.

8.1.3.3 Voting rights and representation

- (i) In the case where voting takes place per closed ballot, a Corporate member shall have ten (10) votes, and a basic member five (5) votes. In a case where voting takes place

by a show of hands, each member shall have one (1) vote.

- (ii) Members are each entitled to one (1) representative at a Members' Meeting, unless decided otherwise by the Council before commencement of such a meeting. Members may also, at their discretion, send observers to a Members' Meeting, provided that such observers shall have no voting rights.
- (iii) A person may represent more than one member for voting purposes.
- (iv) If requested to do so by the Executive Committee, a person attending the meeting as the representative of a member, shall before commencement of such meeting, submit written proof of authorisation to act as such.
- (v) Voting at Members' Meetings shall take place by way of a show of hands, or per closed ballot, if the Chairperson decides on the latter or if at least ten (10) representatives present prefer it, provided that in the election of the Chairperson or Vice-Chairperson of Agbiz and the five (5) Council members to be elected in terms of 8.1.1.1 (iv) above, voting shall always take place per closed ballot.

8.1.4 Motions

Each member as well as the Council members shall be entitled to submit any number of motions for the agenda of a Members' Meeting, subject to the following:

8.1.4.1 Motions shall reach the Chief Executive Officer of Agbiz before or on a date that will be made known to each member by way of a written notice, but which date shall be not later than thirty (30) days before the date of the relevant Members' Meeting. No further motions shall be placed on the agenda of the Members' Meeting without the consent of the meeting, provided that the Chairperson shall decide at what point during the meeting such additional matters may be discussed.

8.1.4.2 All motions shall, after receipt thereof, be referred to the Executive Committee, which shall co-ordinate such motions and decide on the programme and agenda of the Members' Meeting.

8.1.5 Quorum

Forty per cent (40%) of registered members shall form a quorum for a Members' Meeting, provided that if a quorum is not present within thirty (30) minutes after the scheduled time of the meeting, those representatives present shall constitute a quorum.

8.2 Council

8.2.1 The Agbiz Council shall be constituted as follows:

8.2.1.1 The Chairperson of Agbiz

8.2.1.2 The Vice-Chairperson of Agbiz

8.2.1.3 One (1) representative each for Corporate Members.

8.2.1.4 The five (5) members who were elected in terms of 8.1.1.1 (iv) above by the General Members' Meeting.

8.2.2 General

8.2.2.1 The term of office of Council members shall take effect immediately after the General Members' Meeting where they were elected, and shall expire at the end of the next General Members' Meeting.

8.2.2.2 The Chairperson of Agbiz, or in his absence the Vice-Chairperson, shall preside over Council meetings: Provided that, if neither person is present at the meeting within ten (10) minutes after the scheduled commencement time, those Council members present shall from own ranks elect someone to chair the meeting.

8.2.2.3 If the office of Chairperson should become vacant for any reason, the Council members shall, at their next meeting, elect a Chairperson from their own ranks who shall serve in this capacity until after the next General Members' Meeting.

8.2.2.4 If interim vacancies were to arise within the Council, such vacancies shall be filled by way of nominations by the Council.

8.2.2.5 If a member of the Council for any reason no longer represents a member of Agbiz, such member shall vacate his office as Council member.

8.2.3 Powers

8.2.3.1 When a Members' Meeting is not in session, the Council shall have full autonomy over agricultural business aspects and matters of a household nature, provided that matters of a household nature may be discussed in so far as the agribusiness sector is concerned.

8.2.3.2 The Council may address representations to any authority or government body regarding specific or general agricultural business matters.

8.2.3.3 The Council may annually spend and use such amount of Agbiz funds for education, advertising or any other purpose which, in the opinion of the Council, shall be to the direct or indirect benefit of members of the agribusiness sector.

8.2.3.4 The Council may establish trust funds, appoint trustees for said funds and dispose of the proceeds of such funds.

8.2.3.5 The Council may refer any matter to the Executive Committee or any other body, institution or working group.

8.2.3.6 The Council may appoint such committees, working groups and/or dedicated desks as may be necessary, and entrust them with such powers as may be deemed advisable and necessary.

8.2.3.7 The Chairperson of Agbiz shall have the right to co-opt any person to any ad hoc committee and to invite any person to attend Members' Meetings or meetings of the Council or the Executive Committee, and to serve the Council or the relevant committee with advice.

8.2.3.8 The Chairperson shall be ex officio member of all the Agbiz's committees and working groups.

8.2.3.9 The Council shall calculate and specify membership fees on the basis of a resolution adopted at a General Members' Meeting in terms of 8.1.1.1 (v) above.

8.2.3.10 The Council may award an outgoing Chairperson honorary chairmanship of Agbiz, which honorary chairmanship shall entitle the person to attend Members' Meetings of Agbiz but without the rights of a representative.

8.2.3.11 The Council may present an honorary award in the form of an illuminary address to any person who has provided excellent service to the agricultural business sector.

8.2.4 Quorum

A quorum for a Council meeting shall consist of a majority of the members of the Council.

8.2.5 Functions and duties

8.2.5.1 The task of the Council shall be to manage the activities of Agbiz in accordance with the instructions of Members' Meetings and a strategic plan.

8.2.5.2 The objectives that the organisation should strive to achieve are:

- (i) to promote and represent agribusiness in South Africa;
- (ii) to create and promote a spirit of co-operation and goodwill among agricultural businesses and organisations;
- (iii) to co-ordinate, protect and promote the interests of its members, and to identify obstacles, carry out studies and submit recommendations with regard to agribusiness development and actions, provided that, with regard to internal decision-making by individual members, members themselves shall assume the initiative to implement such recommendations;
- (iv) to maintain co-operation between national and provincial agricultural organisations, commodity and business organisations and member organisations;
- (v) To promote agribusiness training.

8.2.5.3 The Council shall furthermore be responsible for:

- (i) convening congresses and conferences of agricultural business groups, or other members, as may be deemed necessary;

- (ii) addressing representations to the government or any state department or other body and to advise them on all matters affecting agricultural business;
- (iii) to control the finances of Agbiz, to have such finances inspected and to report thereon to the General Members' Meeting;
- (iv) to handle matters submitted by members to the Council;
- (v) to accept or reject the membership application of any person or organisation, without giving reasons for the decision; and
- (vi) to undertake any other function of duty that may be deemed to promote the agricultural sector.

8.2.6 Meetings

8.2.6.1 Council Meetings shall be held when necessary and shall be convened at any time at the instructions of the Chairperson, provided that at least two (2) meetings shall be held each year.

8.2.6.2 A Council Meeting shall be convened if such meeting is requested by at least five (5) members of the Council.

8.2.6.3 No substitutes may act on behalf of Council members and a member shall forfeit his membership of the Council if he misses more than two (2) consecutive Council Meetings without the consent of the Chairperson.

8.2.7 The code of conduct of Agbiz shall be complied with under supervision of the Council.

8.3 Executive Committee

8.3.1 The Council shall elect an Executive Committee which shall be composed as follows:

8.3.1.1 The Chairperson of Agbiz.

8.3.1.2 The Vice-Chairperson of Agbiz.

8.3.1.3 Two (2) additional members of the Council.

8.3.1.4 The CEO is an ex officio member of the Executive Committee with full voting rights.

8.3.2 Quorum

A quorum for the Executive Committee shall be a majority of members.

8.3.3 Powers and duties

8.3.3.1 The Executive Committee shall have such powers and perform such duties as the Council may from time to time delegate or assign, and shall be accountable to the

Council, but may address representations and adopt views on behalf of the Council on condition that it reports fully to the Council in this regard.

8.3.3.2 The Executive Committee shall be responsible for appointing the Chief Executive Officer.

9. FINANCIAL YEAR AND FINANCE

9.1 The financial year of Agbiz shall extend from 1 March every year to the end of February of the following year.

9.2 Books and accounts that reflect the financial transactions of Agbiz as well as an inventory of Agbiz's assets shall be kept by the Chief Executive Officer. All such books and accounts, and entries therein, shall be audited annually and a duly compiled income and expenditure statement and balance sheet shall be submitted to the Council for approval.

9.3 An Audit Committee will be appointed annually by the Council.

9.4 External auditors will be appointed annually by the Council, after receiving a recommendation from the Audit Committee.

10. AMENDMENT OF THE CONSTITUTION

10.1 The Constitution may be amended solely by way of a resolution adopted at a Members' Meeting by at least a two-thirds majority of votes cast by those member representatives present at the meeting.

10.2 The proposed amendment of the Constitution shall accompany the notice of the relevant Members' Meeting and shall, essentially in its circulated form, be either accepted or rejected by the relevant Members' Meeting.

11. DISSOLUTION

11.1 Agbiz may only be dissolved at a Special Members' Meeting where at least two thirds of the members have voted in favour of such dissolution.

11.2 In the event of a decision in favour of dissolution, the assets of Agbiz that remain after compliance with any obligations, shall be donated or made over to another organisation, society, association or institution with similar objectives as those of Agbiz. If, on dissolution, no such other organisation, society, association or institution exists, the members at the aforesaid Members' Meeting shall, by way of an ordinary majority of votes, decide on the way in which such assets should be dealt with.

12. GENERAL

- 12.1 For purposes of this Constitution the singular form shall also denote the plural, and vice versa, and words that indicate the male shall also denote the female, and words that refer to individuals shall be deemed to include corporate bodies.
- 12.2 Any reference in this Constitution to an enterprise or organisation shall be deemed to include a company, close corporation, partnership, trust, association, business, firm or similar entity.
- 12.3 In the event of a tie of votes, the Chairperson at any meeting shall, besides his ordinary vote, also have a deciding vote.
- 12.4 In case of uncertainty in respect of the meaning or interpretation of any of the terms of this Constitution, the Council shall be the final arbitrator and its decision shall be binding on all members.



CHAIRMAN: AGRICULTURAL BUSINESS CHAMBER



CHIEF EXECUTIVE OFFICER