

CONSTITUTION OF THE SOUTH AFRICAN BONSAI ASSOCIATION

1. INTERPRETATION

1.1. Throughout this Constitution and in any Regulations framed under it, words importing the singular shall include the plural, words importing the masculine gender shall include the feminine and neuter genders and vice versa unless such interpretation is inconsistent with the context thereof.

2. NAME

2.1. The name of this body shall be the South African Bonsai Association, hereafter referred to as SABA.

3. POLICY

3.1. All members will adhere to the policies defined, implemented and amended from time to time by SABA.

3.2. SABA shall not engage in any activity or transaction, which has as its object, the financial gain of any person or persons or any institution other than SABA. The income and property of SABA shall be used solely for the pursuit of SABA's objectives.

3.3. The objectives of SABA shall be:

3.3.1. To promote co-operation between South Africa Bonsai and associated arts and International Bonsai organisations, irrespective of race, colour, creed or national origin for the purpose of improving the art and image of bonsai.

3.3.2. To serve as the official accredited representative of members in matters of national and international concerns and to nominate a person or persons to act as representative(s) of the Association.

3.3.3. To promote and provide information on bonsai through activities such as symposia, conventions, demonstrations, workshops, newsletters, magazines and other meetings.

3.3.4. To be responsible for the definition, maintenance and implementation of bonsai policy for South Africa.

3.3.5. To honour the autonomy and undisturbed identity and authority, of all member clubs.

4. Structure of SABA

4.1. Board of Representatives which shall be the ultimate decision making body consisting of :

4.1.1. Club delegates/representatives

4.1.2. Regional Representatives (R Reps)

4.1.3. Executive committee (Exco)

4.2. The Executive Committee shall be elected by the BOR and consist of:

4.2.1. President

4.2.2. Vice President

4.2.3. Treasurer

4.2.4. Two ordinary members

4.2.5. Secretary

4.3. Management committee (Manco) consisting of:

4.3.1. Exco members

4.3.2. Regional representatives

- 4.4. Regional representatives consisting of:
 - 4.4.1. One representative for each region approved by the BoR and elected by the region.
- 4.5. Clubs and regional committees consisting of:
 - 4.5.1. Regional committee co-ordinating clubs and activities within a region.
 - 4.5.2. Clubs who have registered and paid all subscriptions for their members.
- 4.6. Other interested parties consisting of individuals, organisations and visitors.

5. POWERS

5.1. Board of Representatives (BoR)

- 5.1.1. To do all such things as are incidental or conducive to the attainment of the SABA objects, to make, vary and repeal the rules and regulations for the better conduct of SABA, subject to approval of a two-thirds majority of members with voting rights present at a General or Special Meeting.
- 5.1.2. To invest the funds and assets of SABA in securities (unit trusts, shares etc.) nominated by the Exco subject to approval of a two-thirds majority of votes cast
- 5.1.3. Determine, amend or delete rules and regulations applicable to SABA and its members subject to approval by a two thirds majority of votes cast.
- 5.1.4. Determine/approve the quantum of subscriptions, honoraria etc.
- 5.1.5. Give direction to the Exco.

5.2. Executive committee(Exco)

- 5.2.1. Manage the day to day affairs in accordance with the direction given by the BoR
- 5.2.2. To collect, canvass for and to accept subscriptions, donations, bequests, endowments and benefits of any nature, from any person or body or from any source whatsoever,
- 5.2.3. The Exco, may open and invest the funds in interests bearing accounts on behalf of SABA
- 5.2.4. To arrange functions, competitions etc. for members and guests
- 5.2.5. To buy, dispose of, rent, lease and/or hire movable property, goods and services required for the effective conduct of SABAs affairs.
- 5.2.6. To levy affiliation fees, entrance fees, subscriptions and any other monitory contributions as may be seen to be necessary to promote the objectives of SABA.
- 5.2.7. To expedite the conduct of SABA business.
- 5.2.8. To appoint both temporary and permanent committees and sub-committees as may be found necessary for the efficient administration of the organization or for any special purpose and to delegate thereunto such powers as may seem desirable. The Chairman of any such committee or sub-committee shall be an ex-officio member of and shall report to the Executive Committee for as long as such committee or sub-committee is in existence but have no vote on the Exco committee.
- 5.2.9. To appoint experts and advisors, to committees and sub-committees, as required. Such experts and advisors may attend Exco committee meetings and participate in deliberations but shall have no vote.
- 5.2.10. Liaise with the member clubs through the R Reps
- 5.2.11. Duties:
 - 5.2.11.1. President
 - 5.2.11.1.1. Act as the trustee of SABA

- 5.2.11.1.2. Facilitate the implementation of SABA objectives and the BOR directives
- 5.2.11.1.3. Strategic planning on behalf of SABA
- 5.2.11.1.4. Chair the AGM, SGM and Exco meetings
- 5.2.11.2. Vice president
 - 5.2.11.2.1. Assist the President
 - 5.2.11.2.2. Act on behalf of the President when he is unavailable
- 5.2.11.3. Treasurer
 - 5.2.11.3.1. Manage the financial affairs
 - 5.2.11.3.2. Collect dues and pay accounts
 - 5.2.11.3.3. Keep the books and financial records and determine annual budgets
- 5.2.11.4. Secretary
 - 5.2.11.4.1. Record the minutes of the meetings
 - 5.2.11.4.2. receive and send information and notices
 - 5.2.11.4.3. Assist the President

5.3. Management committee

- 5.3.1. A consultative committee whereby the Exco can exchange ideas and information with member clubs and vice versa, through the Regional representatives

5.4. Regional Representatives

- 5.4.1. Attend the Exco meetings and be responsible for liaison between Exco and the Clubs

6. TRUSTEES

- 6.1. The President of SABA, shall be the Trustee of SABA, in who shall be vested all movable and immovable property of SABA and who shall be entitled to sue and accept service in the name of SABA. In handling the property of SABA and in dealing with legal issues the Trustee shall always act on behalf of SABA and in accordance with such directions given or decisions made from time to time by the Exco or passed by members of SABA in a General Meeting.

7. INDEMNITY

- 7.1. All office bearers and members of SABA shall be indemnified by SABA in respect of any legal liability incurred while acting on behalf of SABA, provided they acted in accordance with directions or restriction given or decisions made from time to time by the Exco or passed by members of SABA in general meeting.

8. MEMBERSHIP

- 8.1. Membership shall be open to all constituted bonsai club members, individuals and legal entities wishing to pursue the objectives of SABA and registered with SABA.
- 8.2. Membership of SABA will be granted by the executive committee on payment of the required fee. Where clubs are paying subscriptions on behalf of their members, they must submit a list of members.
- 8.3. A registered member may benefit from any SABA activities or discounts.
- 8.4. The Exco shall have the right to terminate a membership of SABA, without recourse if:
 - 8.4.1. Upon failure to pay the initial and/or any renewal subscription within sixty (60) days of the date on which it became due;

- 8.4.2. Upon the receipt by the Secretary or President of written notice of resignation.
- 8.4.3. All fees, subscriptions and other moneys due prior to the date of receipt of the notice of resignation shall remain due and payable.
- 8.4.4. Upon the death of a member, insolvency or liquidation
- 8.4.5. Upon the event of any member being convicted of any offence and sentenced to imprisonment without the option of a fine until their sentence has been served in full.
- 8.4.6. Upon the member being disqualified or suspended by any member organization.
- 8.4.7. Any member who is deemed to have damaged the public image of SABA, the Exco committee shall first give the member a reasonable opportunity of placing before them explanations and reasons for his actions. The information provided must be complete and no additional submissions may be made. After considering such explanations and reasons, the Exco committee may, at their discretion, find that it is in the best interests SABA to terminate such a person's membership of SABA.
- 8.4.8. The member may appeal against loss of membership to the BOR who shall review the submission for and against and submit their vote by email to the Exco within 14 days of the notice of appeal being sent to the BOR representatives or by a vote at any AGM or Special meeting where this is included on the agenda. The decision to terminate membership will be based on a simple majority vote and in the case of a tie the meeting chairperson will have a casting vote

9. MANAGEMENT

9.1. Board of Representatives

9.2. The overall management of SABA shall be vested in a Board of Representatives which shall consist of the representatives from each affiliated club and the members of the Exco. The Board shall meet as and when required for the Annual and Special General meetings.

9.3. The following delegates/representatives shall be eligible to one vote each:

9.3.1. Members of the Exco

9.3.2. Registered clubs based on membership as follows:

- 9.3.2.1. 1 delegate for 10 or more registered members
- 9.3.2.2. 2 delegates for 20 or more registered member
- 9.3.2.3. An additional delegate /representative for every 20 registered members in excess of 20.

9.4. Exco committee

9.4.1. The day to day management and decision making authority shall be vested in the Executive Committee consisting of the Exco committee:

9.4.2. Exco committee

- 9.4.2.1. President
- 9.4.2.2. Vice President
- 9.4.2.3. Treasurer
- 9.4.2.4. Secretary
- 9.4.2.5. Two ordinary members

9.4.3. Members of the Exco excluding the secretary, shall hold office for a period of two years.

- 9.4.4. Only fully registered and paid up members of SABA may offer themselves for election to the Exco committee.
- 9.4.5. Not more than one (1) member of any family may hold office as an Exco committee member and a Regional representative at the same time.
- 9.4.6. All Exco Committee members upon conclusion of their term of office may offer themselves for re-election provided they remain eligible in all respects, but no Exco member other than the Secretary may serve more than two consecutive terms in the same portfolio.
- 9.4.7. A Exco Committee member's seat shall fall vacant if such member :
 - 9.4.7.1. Dies – from the date of his death;
 - 9.4.7.2. Is declared insolvent;
 - 9.4.7.3. Is liquidated;
 - 9.4.7.4. Resigns – from the date of such resignation;
 - 9.4.7.5. Otherwise ceases to be a member of SABA or an affiliated club;
 - 9.4.7.6. Fails to attend three (3) consecutive meetings of the Committee without the permission of the Committee.
- 9.4.8. The Committee may appoint a suitable member of a SABA affiliated club to fill any vacancy caused by insufficient members offering themselves for election at the Annual General Meeting or arising in terms of subsection 9.4.7 above and such a member shall hold office for the remainder of the term of office of the committee member he has replaced.

10. MEETINGS

10.1. Annual General Meeting

- 10.1.1. Any meeting may delegate their authority to a lower committee and the chairman shall have a casting vote in the case where the votes are equal unless there is a specified percentage of votes.
- 10.1.2. An Annual General Meetings (A.G.M) shall be held at a time and venue decided by EXCO.
- 10.1.3. Formal notice of the meeting, together with a statement of accounts and an agenda, which shall incorporate any special business matters, shall be sent to all members at least 30 days prior to the meeting. The business of the meeting shall be:
 - 10.1.3.1. To confirm the minutes of the previous A.G.M.
 - 10.1.3.2. To receive and approve the report of the President on the affairs of SABA during the preceding twelve months.
 - 10.1.3.3. To receive and approve the report of the Treasurer, together with the audited Annual Financial Statement.
 - 10.1.3.4. To review and approve a budget on expected expenditure
 - 10.1.3.5. Confirm the rates for member subscriptions
 - 10.1.3.6. Approve the regions who will have representation on the Exco
 - 10.1.3.7. To elect the Exco Committee for the ensuring period.
 - 10.1.3.8. Determine, replace or modify rules and regulations
- 10.1.4. The quorum for an A.G.M. shall be 50% of the total number of the Exco members and the number of registered clubs.
- 10.1.5. If a Quorum is not achieved within 1hr of the scheduled starting time the Exco shall reschedule the meeting within 60 days and the Exco members and

delegates/representatives present shall form a quorum. Alternatively the Exco shall submit all the relative information, motions etc. for discussion to the registered clubs along with a voting form which shall be returned to the secretary by the date and time specified.

- 10.1.6. The clubs shall confirm their representatives/delegates in writing to the Exco prior to the meeting

10.2. **Special General Meetings**

- 10.2.1. Three members of the Exco Committee, or ten SABA registered clubs may call a Special General Meeting by notifying the Secretary and providing details of all items to be discussed at the Special General Meeting. The Exco shall have fourteen (14) days to determine a date, time and venue of the meeting. The Exco shall give notice of the Special General Meeting and matters and details shall be circulated to all other members not less than 21 (twenty one) days before the SGM is due to take place and the notice must advise details of the agenda items to be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Committee member or to change the Constitution, then the notice period shall be not less than 30 (thirty) days before the meeting is due to take place.
- 10.2.2. Special General Meeting shall take place on the date and venue decided upon by the Exco or voting maybe conducted by way of correspondence through any means of national communication.
- 10.2.3. The quorum for a special general meeting shall be 50% of the total number of the Exco members and the number of registered clubs.
- 10.2.4. If a Quorum is not achieved within 1hr of the scheduled starting time the Exco shall reschedule the meeting within 60 days and the Exco members and delegates/representatives present shall form a quorum. Alternatively the Exco shall submit all the relative information, motions etc. for discussion to the registered clubs along with a voting form which shall be returned to the secretary by the date and time specified.
- 10.2.5. Any motion presented shall require at least a two-thirds majority of the votes cast at the meeting prior to acceptance.
- 10.2.6. No business except that stated in the notice convening the meeting may be transacted at any Special General Meeting.

10.3. **Executive Committee Meetings**

- 10.3.1. The Exco shall meet for the dispatch of business as often as is necessary but not less than once every three (3) months.
- 10.3.2. The Secretary shall convene a meeting of the Committee immediately on receipt of a written request by at least two (2) members of the Committee and setting out in full the purpose of the meeting.
- 10.3.3. Not less than seven (7) days' notice of all meetings of the Committee shall be given.
- 10.3.4. One half of the full Committee forms a quorum, when meeting via electronic telecommunication.
- 10.3.5. Management Committee meetings
- 10.3.6. The Manco shall meet to exchange opinions related to SABA .

- 10.3.7. The Secretary shall convene a meeting of the Committee immediately on receipt of a written request by at least two (2) members of the Committee and setting out in full the purpose of the meeting.
- 10.3.8. Not less than seven (7) days' notice of all meetings of the Committee shall be given.
- 10.3.9. One half of the full Committee forms a quorum, when meeting via electronic telecommunication.

10.4. **Voting**

10.4.1. AGM and Special general meetings(BoR)

- 10.4.1.1. Only the Exco committee and club delegates, whose SABA registration for the current year has been confirmed by the Exco, shall be eligible to vote at any meeting.
- 10.4.1.2. Individual members, club members not authorised to represent the club and other legal entities will not have the right to vote
- 10.4.1.3. At all General Meetings of SABA every Exco member or club delegate present shall be entitled to only one vote.
- 10.4.1.4. General matters before such meetings shall be decided by a simple majority of the votes of those present and entitled to vote. Where a specific majority is required in terms of this Constitution or where six (6) or more voting members so demand then such voting shall be conducted by secret ballot. The result of the ballot shall be deemed to be a decision of the meeting at which the ballot was requested.
- 10.4.1.5. At all special and general meetings of SABA at which members of the Exco are due to be elected or motion have been proposed, any member entitled/delegated to vote, who is unable to attend the meeting in person, may cast their vote on this matter by postal vote (letter or by email) or delegating their vote to a proxy.
- 10.4.1.6. All Postal Votes must be received by SABA Secretary no later than three (3) days prior to the meeting and must be accompanied with a copy of the voter's identity document.
 - 10.4.1.6.1. The votes are to be counted by one member of the Exco and a neutral party.
 - 10.4.1.6.2. All Postal and email Votes will be available for inspection at the end of the meeting.
- 10.4.1.7. Proxy votes shall be formally appointed and accepted by both parties completing the proxy vote nomination form
 - 10.4.1.7.1. No member may hold more than two proxy votes
 - 10.4.1.7.2. members holding proxy votes shall identify themselves by submitting the form to the secretary at or before the meeting

10.4.2. Exco committee and sub-committees

- 10.4.2.1. At Exco meetings each Exco member shall have 1 vote
- 10.4.2.2. At Committee meetings all committee members shall have one (1) vote. Matters before the Committee shall be decided upon by a simple majority of the votes of those present and voting.
- 10.4.2.3. At all meetings of SABA or any SABA Committee or Sub-Committee, the Chairman of the meeting shall, in the event of an equal number of votes cast for and against a motion, have a casting vote in addition to his deliberative vote.

11. FINANCE

- 11.1. The financial year of SABA shall run from 1st July to 30th June of each year.
- 11.2. Exco shall be empowered to open banking accounts at any registered financial institution. All accounts opened shall be in the name of the South African Bonsai Association.
- 11.3. The authorized signatories on cheques to affect withdrawals or payments from such accounts shall be any two members of Exco, one of whom must be the Treasurer and the other an appointed member of the committee who may not be the spouse or close relative or member of the household of the Honorary Treasurer. In the case of Electronic payments the appointed committee member shall approve the payment prior to the treasurer making the payment and receive a confirmation direct from the financial institution confirming the beneficiary and amount paid. Failure by the Treasurer to follow this procedure will result in the Treasurer being liable to refund the amount paid to SABA
- 11.4. At the end of each financial year the Exco shall appoint an Auditor, who need not necessarily be a member of SABA, but shall hold adequate qualifications and experience to discharge his duties. He shall audit the books of account, verify the assets of SABA, audit the annual income and expenditure and balance sheet and report thereon prior to the Annual General Meeting.
- 11.5. No member of the Exco or any other committee or sub-committee of SABA or any of their close family shall be eligible for appointment as Auditor.
- 11.6. An affiliation fee for each individual member shall be payable by each member club, individual or business to SABA annually. The amount of this fee shall be proposed and accepted at the AGM preceding its due date. Payment shall be due within 60 days of the start of the financial year.
- 11.7. No profits or gains will be distributed to any person and the funds of the Association will be utilized solely for investment or the objects for which it was established.
- 11.8. No indebtedness shall be incurred in the name of SABA without the sanction of the Exco.
- 11.9. The Treasurer shall keep the books of account, which shall be open for inspection at all reasonable times.
- 11.10. The liability of members shall be limited to the amount of their affiliation fees.
- 11.11. The Exco shall not be empowered to borrow funds from a financial institution without approval from at least two thirds majority of the affiliated clubs. Should the need arise, member clubs and individual members are to be canvassed for financial assistance.

12. REMUNERATION

- 12.1. SABA is founded not for gain
- 12.2. No office bearers or members of the management are remunerated for services rendered.
- 12.3. A member may be reimbursed for reasonable expenditure related to SABA matters. Any such expenditure must be approved by the Exco committee.
- 12.4. No member shall be entitled, by virtue of being a member or office bearer, to property, which belongs to SABA.
- 12.5. Honoraria
 - 12.5.1. The BoR shall, at an AGM, determine the value of and which Exco members could receive an honoraria. Such honoraria, or portion thereof, shall only be paid after approval at the following AGM and this decision shall be based on the acceptable performance of the member.

13. AMENDMENTS TO THE CONSTITUTION

- 13.1. This constitution may be amended at any AGM or Special General meeting, provided that at least two thirds of those present vote in favour of the change a written notice must be circulated not less than thirty (30) days before the meeting at which the changes to the constitution are going to be processed. The notice must give details of the proposed changes that will be discussed at the meeting.
- 13.2. Any amendments made must be submitted to the commissioner for Inland Revenue.

14. DISSOLUTION

- 14.1. Immediately a decision to dissolve SABA has been carefully taken in terms of this section, the Committee shall forthwith liquidate the affairs of SABA and if there is any surplus of assets on realisation, such surplus shall be disposed of to another body (or bodies) of similar interests and/or proportionally distributed back to the member clubs who are registered as non-profit organisations, based on the number of registered /paid up members at the time when the meeting to dissolve was held and in the manner prescribed by the Special General Meeting.
- 14.2. Should there be no effective membership or committee; any interested party may seek assistance from an independent body with similar objectives regarding the liquidation of SABA's affairs, including the disposal or allocation of any surplus assets.

This constitution was approved at the Annual General Meeting held on 18 November 2016 in Bloemfontein.

Signed: W Pretorius

Chairman: Willem Pretorius

Witnessed: 1) [Signature] 2) [Signature]