



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

1. **NAME**  
The name of the Association shall be "SOUTH AFRICAN AVOCADO GROWERS ASSOCIATION" (SAAGA)
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 objects of the Association shall be:-
  - 4.1 The collection, collation and distribution of information concerning the production and marketing of Avocados;
  - 4.2 To encourage the co-ordination of export and local marketing of avocados 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 Avocados;
  - 4.5 To carry our research, to have research carried out and to co-ordinate such research concerning the production and marketing of Avocados.
  - 4.6 To increase the demand Avocados 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 Avocado 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 AVOKADOKWEKERSVERENIGING**

1. **NAAM**  
Die naam van die Vereniging is "SUID-AFRIKAANSE AVOKADO-KWEKERSVERENIGING (SAAKV)
2. **HOOFKANTOOR VAN DIE VERENIGING**  
Die hoofkantoor van die Vereniging is in Tzaneen of op sodanige ander plek of plekke as wat die Direksie besluit.
3. **KORPORATIEWE STATUS**  
Die Vereniging is 'n regspersoon wat onafhanklik van sy lede bestaan, met permanente opvolging en bevoegdheid om roerende en onroerende eiendom te hê en te besit, en al sy bates word op die naam van die Vereniging geregistreer of gehou; die individuele lede van die Vereniging is nie aanspreeklik om die skulde, verbintenisse of aanspreeklikhede van die Vereniging te vereffen wat op naam van die Vereniging aangegaan moet word nie, die aanspreeklikheid van die lede is beperk tot bedrae wat hulle verskuldig is ten opsigte van hul subskripsies of ten opsigte van ander gelde wat ingevolge hierdie Statute deur hulle betaalbaar is.
4. **OOGMERKE EN DOELSTELLINGS**  
Die oogmerke en doelstellings van die vereniging is:
  - 4.1 Die versameling, opstel en verspreiding van inligting met betrekking tot die produksie en bemarking van avokado's;
  - 4.2 Om die koördinering van uitvoer en binnelandse bemarking van avokado's 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 avokado's;
  - 4.5 Om navorsing te doen, om navorsing te laat doen en om sodanige navorsing met betrekking tot die produksie en bemarking van avokado's te koördineer;
  - 4.6 Om die vraag na avokado's binne- sowel as buitelandse te vergroot deur reklame, bevordering en op sodanige ander wyse as wat die Vereniging goedgevind;
  - 4.7 Om fondse in te samel by wyse van toetreegelde, jaarlikse subskripsies en donasies, sowel as heffings op lede se vrugte ingevolge die Statute en Reëls;  
  
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 Avokadokwekersbedryf in alle onderhandelinge met regeringsliggame en die georganiseerde landbou;
  - 4.9 Om geld te leen na goeddunke van die raad van direkteure 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 doeleindes daarvan die bates van die Vereniging as sekuriteit te verbind;

- 4.10 To insure any or all of the Association's properties or assets or undertakings against risk of loss by fire, burglary, riot of 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 Ofr 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 **Grower Members:**  
Grower members shall be all persons who grow Avocados.
- 6.2 **Non-Grower Members:**  
Non-Grower members shall be all persons who are involved in the packing, distribution, processing and or marketing of Avocados 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 Avocado industry;
- 6.3.1 Special members may be invited to join the association and their appointment shall be for such periods as the board may determine.
- 6.4 **Honorary Life Members:**  
Honorary life members shall be members who in recognition of special or extraordinary services rendered to the Avocado Industry, are appointed Honorary Life members for their lifetimes.
- 4.10 Om enige of al die eiendomme of bates of ondernemings van die Vereniging te verseker teen die risiko van verlies weens brand, inbraak, oproer of ander verlies en om enige werknemer of dienaar 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, promesses, 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 bereiking van die voorgaande doelstellings of engeen 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 doelstellings van die Vereniging soos hierin uiteengesit, en geen deel daarvan mag regstreeks of onregstreeks oorgedra word by wyse van 'n dividend, bonus of andersins by wyse van wins aan die persone wat op daardie tydstip 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 avokado's kweek
- 6.2 **Nie kwekerlede:**  
Nie-kwekerlede is alle persone wat betrokke is by die verpakking, verspreiding; verwerking en/of bemarking van avokado's 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 Avokadobedryf;
- 6.3.1 Spesiale lede mag uitgenooi word om by die vereniging aan te sluit vir sodanige tydperke as wat die Direksie bepaal;
- 6.4 **Lewenslange Erelede**  
Lewenslange Erelede is lede wat uit erkenning vir spesiale of buitengewone dienste wat aan die Avokadobedryf gelewer is vir die duur van hulle lewens as Lewenslange Erelede aangestel word.

65	Members of the Association may include individuals, Companies, Co-operatives and Corporate bodies or institutions.	65	Lede van die vereniging kan insluit individue, maatskappye, koöperasies en korporatiewe liggame of instellings.
7.	<b><u>APPLICATION FOR MEMBERSHIP</u></b>	7.	<b><u>AANSOEK OM LIDMAATSKAP</u></b>
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 Board of Directors who in their sole discretion shall be entitled to accept or reject any such application;	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 by die Direksie wat na sy uitsluitlike goeddunke geregtig is om enige sodanige aansoek te aanvaar of van die hand te wys.
72	A register of members shall be kept by the managing Director of the Association.	72	'n Lederegister moet deur die Besturende Direkteur van die vereniging gehou word.
8.	<b><u>VOTING RIGHTS OF MEMBERS:</u></b>	8.	<b><u>STEMREG VAN LEDE</u></b>
8.1	Only Grower and Non-Grower members, in good standing (i.e. members who have paid their subscriptions 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 vote only, provided that Grower members, shall, in respect of the year following that in which they have exported more than 200 000 (Two hundredthousand levied kgs cartons) of Avocados, have one additional vote in respect of every additional 200 000 (Two hundredthousand levied kgs cartons) of Avocados grown and exported. 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.	8.1	Slegs presterende kweker- en nie-kwekerlede (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 'n enkele stem, met dien verstande dat kwekerlede ten opsigte van die jaar wat volg op die jaar waarin hulle meer as 200 000 (twee honderd duisend kg) heffingkartonne avokado's uitgevoer het een bykomende stem het ten opsigte van elke bykomende 200 000 (twee honderd duisend kg heffingkartonne avokado's wat uitgevoer 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.
82	Where a member's levy is limited to 4 000 000 kgs in respect of the running cost of SAAGA, the voting rights shall be limited to 20 votes.	82	Indien 'n lid se ledegeld beperk is tot 4000 000 kg met betrekking tot die lopende uitgawes van SAAGA, sal sy stemreg beperk word tot 20 stemme.
9.	<b><u>TERMINATION OF MEMBERSHIP</u></b> Membership of the Association shall terminate:-	9.	<b><u>BeëINDIG VAN LIDMAATSKAP</u></b> Lidmaatskap van die Vereniging eindig:
9.1	On the date that a members ceases to be qualified as provided for in paragraphs 6.1 and 6.2 above; or	9.1	Op die datum waarop 'n lid ophou om te kwalifiseer soos in paragrawe 6.1 en 6.2 hierbo bepaal word; of
9.2	On the expulsion and removal of a member from the register of members in terms hereof.	9.2	By die uitsetting of skraping van 'n lid van die register van lede ingevolge hiervan.
10.	<b><u>ENTRANCE FEES AND SUBSCRIPTIONS:</u></b> The entrance fees and subscriptions payable by members shall be those prescribed from time to time in terms of the Bye-Laws.	10.	<b><u>INTREEGELD EN SUBSKRIPSIES</u></b> Die intreegeld en subskripsies wat deur lede betaalbaar is, is die wat van tyd tot tyd ingevolge die Reëls voorgeskryf word.
11.	<b><u>RESIGNATION, SUSPENSION AND EXPULSION OF MEMBERS</u></b>	11.	<b><u>BEDANKING, SKORSING EN UITSETTING VAN LEDE</u></b>
11.1	A members shall be entitled to resign at any time provided that he shall have notified the Association in writing of his intention so to do.	11.1	'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	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	Die Direksie 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	Breaches any of the provisions of this constitution and or the Bye-Laws of the Association: or	11.2.1	Enigeen van die bepalings van hierdie Statute of Reëls van die Vereniging verbreek, of
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.	11.2.2	Versuim om sy verpligtinge ten opsigte van gelde wat hy aan die Vereniging verskuldig is binne 30 (DERTIG) dae na te kom na die einde van die maand waarin sodanige gelde betaalbaar word.
11.3	Any suspension of membership shall be such period as the board 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 Direksie 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

- 114 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.
- 114 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 shall consist of at least 11 (ELEVEN) directors, who are members of the association and will consist of the following:
- 12 **RAAD VAN DIREKTEURE**  
Die Raad van Direkteure sal bestaan uit minstens 11 (ELF) direkteure wat lede van die Vereniging is en word as volg saamgestel:
- 121 **Chairman (1)**  
The Chairman shall be elected by the Board of Directors and shall be ratified by the members an AGM The Chairman shall hold office for a period of two years.
- 121 **Voorsitter (1)**  
Die Voorsitter sal verkies word deur die direksie en sal bekragtig word deur die Algemene Jaarvergadering Die Voorsitter sal die amp vir twee jaar beklee.
- 122 **Vice-Chairman (1)**  
The Vice-Chairman shall be elected by the Board of Directors- The Vice-Chairman shall hold office for a period of two years.
- 122 **Ondervoorsitter (1)**  
Die Ondervoorsitter sal verkies word deur die direksie Die Ondervoorsitter sal die amp vir 'n periode van twee jaar beklee.
- 123 **Past Chairman (1)**  
The Past Chairman shall be the outgoing Chairman. The Past Chariman shall hold office for a period of two years.
- 123 **Voorafgaande Voorsitter (1)**  
Die Voorafgaande Voorsitter sal die uitredende Voorsitter wees. Die Voorafgaande Voorsitter sal die amp vir twee jaar beklee.
- 124 **Regional Directors (5 plus)**  
Each regional committee shall appoint a representative to the functions of  
marketing: Overseas Market Development  
Shipping Logistics Committee/Growers' Forum  
Local Market Development Committee  
Technical: Post Harvest Committee  
Grading Committee  
Research Committee
- 124 **Streeksdirekteure (5 plus)**  
Elke streekskomitee sal 'n verteenwoordiger aanwys vir die funksies van:  
Bemarking: Oorsese Markontwikkeling  
Verskepinglogistiek Komitee/Kwekers Forum  
Lokalemark Ontwikkelingkomitee  
Tegnies: Na-oeskomitee  
Graderingskomitee  
Navorsingskomitee
- 124.1 The Regional Directors shall be the Chairman of each Regional Committee representing the following five regions:
- 124.1 Die Streeksdirekteure sal wees die Voorsitters van elke Streekskomitee wat die volgende vyf streke verteenwoordig:
- Kiepersol
  - KwaZulu Natal
  - Letaba
  - Nelspruit
  - Zoutpansberg
- Kiepersol
  - KwaZulu Natal
  - Letaba
  - Nelspruit
  - Zoutpansberg
- Members of the Regional Committee shall elect a chairman of the Regional Committee He shall hold office for a minimum period of two years and thereafter annually but not exceeding five consecutive years. The past Chairman of a Regional Committee may be elected as Vice-Chairman thereof one year after completing his term as Chairman
- Lede van die streekskomitee verkies 'n voorsitter van die streekskomitee. Hy sal die amp vir 'n minimum tydperk van twee jaar beklee en daarna jaarliks, maar nie vir langer as vyf aaneenlopende jare nie. Die voorafgaande Voorsitter van die Streekskomitee mag as Ondervoorsitter daarvan verkies word een jaar nadat hy sy termyn as Voorsitter voltooi het.
- 1242 Any producer producing an average of more than four million export kgs (one million cartons) of export fruit per annum, over a period of three years, qualifies to appoint a Director to the Board of Directors as on additional Regional Director.
- 1242 Enige produsent wat 'n gemiddeld van vier miljoen kg uitvoervrugte per jaar oor 'n tydperk van drie jaar produseer, kwalifiseer om 'n Direkteur tot die Raad van Direkteure as addisionele Streeksdirekteur aan te stel.
- 125 **Marketing Director (1)**  
The marketing committee shall consist of the Chairman of the Overseas Market Development Committee, the Shipping Logistics Committee and the Local Market Development Committee. These chairmen shall elect a chairmen and Vice Chairman of the Marketing Committee.  
He shall hold office for a minimum period of two years and thereafter annually but not exceeding five consecutive years. Thereafter the Chairman by virtue of his position will serve as marketing Director of the Board
- 125 **Bemarkingsdirekteur (1)**  
Die bemarkingkomitee bestaan uit die voorsitters van die Oorese bemarkingkomitee, die verskepinglogistieke komitee en die Lokalemark Ontwikkelingkomitee. Hiedie voorsitters verkies 'n voorsitter en ondervoorsitter van die bemarkingskomitee.  
Hy sal die amp vir 'n minimum tydperk van twee jaar beklee en daarna jaarliks, maar nie vir langer as vyf aaneenlopende jare nie. Hierna sal die voorsitter uit hoofde van sy amp dien as die Bemarkingdirekteur op die Direksie. Die voorafgaande Voorsitter van die

of Directors. The past Chairman of the Marketing Committee may be elected as Vice-Chairman thereof one year after completing his term as Chairman.

Should the Marketing Committee be unable to elect a Chairman for whatsoever reason, thus obviating the appointment of a Marketing director, the board of directors may decide to appoint in their discretion a marketing director to the board of directors. Such appointment may be "ex officio" or be any paid up member of SAAGA in good standing.

126 **Technical Director (1)**

The Technical committee shall consist of the Chairman of the Post Harvest Committee, the Grading Committee and the Research Committee. These chairmen shall elect a chairman and Vice Chairman of the Technical Committee.

He shall hold office for a minimum period of two years and thereafter annually but not exceeding five consecutive years. The Chairman by virtue of his position will serve as Technical Director of the Board of Directors. The past Chairman of the Technical Committee may be elected as Vice-chairman thereof one year after completing his term as chairman.

Should the Technical Committee be unable to elect a Chairman for whatsoever reason, thus obviating the appointment of a Technical director, the board of directors may decide to appoint in their discretion a technical director to the board of directors. Such appointment may be "ex officio" or be any paid up member of SAAGA in good standing.

127 **Executive Director (1)**

An Executive Director who shall be appointed by the Board of Directors.

**Executive Committee**

128 The Executive Committee of the Board of directors shall consist of the chairman, Vice Chairman, Past Chairman and Executive Director.

129.1 The Board of Directors are granted the power of co-option should they for whatever reason deem it necessary to invite a member of SAAGA in good standing to join the Board of Directors.

1292 The appointment must be a unanimous decision of all the Directors of the Board.

1293 The appointment shall be for an initial period of 2 years and shall be renewed thereafter annually. Such renewal to be by unanimous agreement from the remaining Board of Directors.

13. **TERM OF OFFICE OF DIRECTORS**

Save for the Executive 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 other Directors shall hold office for the term as specified in section 12 of the Constitution.

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

Bemerkingskomitee mag as Ondervoorsitter daarvan verkies word een jaar nadat hy sy termyn as Voorsitter voltooi het.

Indien die bemerkingskomitee vir watter rede ookal nie in staat wees om 'n bemerkingdirekteur te kies nie, en sodoende die aanwys van 'n bemerkingsdirekteur noodsaak, mag die direksie besluit om volgens hulle diskresie 'n bemerkingdirekteur aan te wys. So 'n aanstelling kan "ex officio" wees of enige opbetaalde lid van SAAGA wees.

126 **Tegniese Direkteur (1)**

Die Tegniese komitee bestaan uit die voorsitters van die Na-oeskomitee, die Graderingskomitee en die Navorsingskomitee. Hiedie voorsitters verkies 'n voorsitter en ondervoorsitter van die bemerkingskomitee.

Hy sal die amp vir 'n minimum tydperk van twee jaar beklee en daarna jaarliks, maar nie vir langer as vyf aaneenlopende jare nie. Die voorsitter uit hoofde van sy amp dien as die Tegniese direkteur op die Direksie. Die voorafgaande Voorsitter van die Tegniese komitee mag as Ondervoorsitter daarvan verkies word een jaar nadat hy sy termyn as Voorsitter voltooi het.

Indien die Tegniese komitee vir watter rede ookal nie in staat wees om 'n tegniese direkteur te kies nie, en sodoende die aanwys van 'n tegniese direkteur noodsaak, mag die direksie besluit om volgens hulle diskresie 'n tegniese direkteur aan te wys. So 'n aanstelling kan "ex officio" wees of enige opbetaalde lid van SAAGA wees.

127 **Uitvoerende Direkteur (1)**

Uitvoerende Direkteur sal deur die Raad van Direkterer aangestel word.

128 **Uitvoerende Komitee**

Die Uitvoerende Komitee van die Raad van Direkteure sal uit die Voorsitter, Ondervoorsitter, voorafgaande Voorsitter en die Uitvoerende Direkteur bestaan.

129.1 Die direksie het die bevoegdheid om indien hulle dit vir watter rede ookal noodsaaklik ag, om 'n lid van SAAGA te nooi tot die Direksie.

1292 Die aanstelling moet 'n eenparige besluit van die Direksie wees.

1293 Die aanstelling sal vir 'n aanvanklike periode van 2 jaar wees waarna dit jaarliks hernu moet word. Sodanige hernuwing moet eenparig deur die oorblywende direkteure gedoen word.

13. **AMPSTERMYN VAN DIREKTEURE**

Benewens die Uitvoerende Direkteur wie 'n betaalde werknemer van die Vereniging sal wees en wie sy amp sal beklee vir sodanige tydperk as wat die Raad van Direkteure mag besluit, sal alle ander Direkteure hulle amp beklee soos in artikel 12 van die Statuut.

14. **STEMREG VAN DIREKTEURE**

Die direkteure het elkeen een stem om 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

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.

152 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.

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

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

155 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.

156 The quorum necessary for the transaction of the business of the Board shall be 4 (FOUR).

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.

162 The Board shall appoint a \* "**Managing Director**" for such period as the Board may determine to administer and manage the day to day affairs of the Association.

163 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-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

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 Tweederdemeerderheid van die direkteure wat op enige vergadering teenwoordig is, word vereis ten opsite van alle fiskale aangeleenthede waaroor die Direksie moet besluit. 'n Lid van Direksie kan, en die Sekretaris moet op versoek van 'n lid van die Direksie op enige tyd 'n vergadering van die Direksie belê.

152 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.

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

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

155 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.

156 Die kworum wat nodig is vir die afhandeling van die sake van die Direksie is 4 (VIER) direkteure.

16. **BEVOEGDHEDE VAN DIE DIREKSIE**  
Die Direksie het die volgende bevoegdhede:

16.1 Die sake van die vereniging word geadmistrateer 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.

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

163 Die Direksie kan enige van sy bevoegdhede delegeer aan subkomitees, wat bestaan uit sodanige lede of 'n lid of sodanige ander persone as wat hy goeddink. Enige 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 reëls 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

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 Avocado business.

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 appell op die algemene vergadering van lede in die gebied waarin hy sy avokadosaak bedryf.

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

17. **ALGEMENE JAARVERGADERING EN SPESIALE VERGADERINGS**

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:

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;

17.2 The Annual General Meeting shall be held not later than two months after the 31<sup>st</sup> December in each year, to deal with the following matters:-

17.2 Die Algemene Jaarvergadering moet elke jaar gehou word uiterlik twee maande na 31 Desember om die volgende sake af te handel:

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

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

17.2.2 To receive and approve the annual financial statement and budget for the ensuing year;

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

17.2.3 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.

17.2.3 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;

17.2.4 To consider matters of general interest.

17.2.4 Om sake van algemene belang te oorweeg.

17.3 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;

17.3 '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;

17.4 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;

17.4 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.

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

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

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 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 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.

17.6.1 In die geval van 'n staking 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. **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

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

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 MARCH 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 Avacado Growers' Association (referred to hereafter in the sub clauses of this clause 21 as SAAGA) 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 SAAGA;

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

21.3 SAAGA may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;

21.4 SAAGA is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;

21.5 No member may directly or indirectly have any personal or private interest in SAAGA;

21.6 Substantially the whole of the activities of SAAGA 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;

21.7 SAAGA may not have a share or interest in any business, profession or occupation which is carried on by its members;

21.8 SAAGA 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;  
Substantially the whole of SAAGA's funding must be

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 geregig is om afskrifte daarvan of uittreksels daaruit te maak. Die boekjaar van die Vereniging begin elke jaar op die eerste dag van MAART.

20. **ONTBINDING VAN DIE VERENIGING**

Die Vereniging is ontbind indien minstens twee derdes van die lede wat geregig 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 likwidasië 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 Avokado Kwekersvereniging (hierna verwys in die subklousules van klousule 21 as SAAKV) moet uit 'n komitee, bestuursraad of soortgelyke beheerliggaam bestaan wat ten minste uit drie (3) persone bestaan, wat geensins aan mekaar verbonde is nie, om die fidusiëre verantwoordelikheid van SAAKV te aanvaar;

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

21.3 Die SAAKV mag nie direk of indirek enige van sy fondse of bates aan enige persoon oordra nie, behalwe in die normale gang van bevordering van SAAKV doelwitte;

21.4 Daar word van die SAAKV verwag om substansieël al sy fondse aan te wend vir die primêre doel waarvoor dit tot stand gebring is;

21.5 Geen lid mag direk of indirek enige persoonlike of private belang in SAAKV hê nie;

21.6 In geheel moet die aktiwiteite van SAAKV 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 Die SAAKV mag geen aandele of belang hê in enige besigheid, profesie of beroep wat deur lede van die vereniging beoefen word nie;

21.8 Die SAAKV 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	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 SAAKV 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	SAAGA must as part of its dissolution transfer its assets to:	21.10	Die SAAKV moet as deel van sy ontbinding sy bates oordra aan;
21.101	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.
21.102	A Public Benefit Organisation approved in terms of Section 30.	21.10.2	'n Openbare weldaadorganisasie goedgekeur in terme van Seksie 30.
21.103	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
21.104	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	SAAGA 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 SAAKV moet voldoen aan verslagleweringvereistes soos van tyd tot tyd deur die Kommissaris van die Suid Afrikaanse Inkomstediens bepaal mag word;
21.13	SAAGA 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 SAAKV 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.