



CONSTITUTION

OF THE

FIRE FIGHTING EQUIPMENT

TRADERS ASSOCIATION

16th April 2015

.....

Chairperson

.....

Date

1. NAME

1.1 The Association hereby constituted will be called the **FIRE FIGHTING EQUIPMENT TRADERS ASSOCIATION**.

1.2 Its shortened name will be FFETA (Hereinafter referred to as the Association).

2. BODY CORPORATE

The Association shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

3. OBJECTIVES

The Association's main objectives are to:

- 3.1 To promote high standards in equipment, workmanship, maintenance and service to the public and ethical conduct within the industry.
- 3.2 To encourage the development of, and to protect and promote the interests of manufacturers, distributors, companies engaged in the supply, installation and maintenance of fire extinguishers of all types, hose-reels, portable fire-fighting equipment and fittings, sprinklers, fire alarms and detection and gaseous systems. (This definition of equipment may be amended or expanded as the Association from time to time sees fit).
- 3.3 To take such steps as the Association deems necessary and as may appear to be for the benefit of the members generally and to give advice and render assistance on most favoured terms to members of the Association.
- 3.4 To provide a central organisation for Manufacturers, Distributors, Installers and maintenance companies of the Equipment defined in 3.2 above, and generally to do all such lawful things as may from time to time be necessary to advance the interests of the Fire Extinguishing Trade.
- 3.5 To promote, encourage, carry on, organise and support the establishment and conduct of all forms of publicity and advertising as may be beneficial to the Association as agreed upon from time to time by the Association.
- 3.6 To represent the members of the Association or any of them in any negotiations (which they so desire) in conducting affairs with any Government, Local or other Authority, Committees, Boards, the insurance industry or other bodies, whether now in existence or established hereafter.
- 3.7 To canvass for and collect and accept subscriptions, donations, bequests and benefits of any kind from any source whatsoever and to utilise such funds for the benefit of the Association and its members.
- 3.8 To acquire any rights or privileges which may be necessary or convenient for the Association or its members.
- 3.9 Subject to approval by a General or Special Meeting of members to acquire in any manner or to sell, donate or otherwise alienate immovable property in furtherance of the Association's objects.

- 3.10 To acquire in any manner and to sell, donate or otherwise alienate movable property.
- 3.11 To invest funds in any suitable securities.
- 3.12 Generally, to do all things necessary or expedient as are incidental to attainment or the furtherance of any or all of the objects of the Association.
- 3.13 To take steps to eradicate any harmful business practices, or prejudicial conduct that proves detrimental to the industry.

4. MEMBERSHIP

- 4.1 Membership of the Association shall consist of full Corporate members, Branch members, and Affiliate members.
- 4.2 Full Corporate membership shall be open to businesses engaged in the manufacture, sale, installation or maintenance of fire-fighting equipment as defined in Clause 2 (b) hereof, provided that such persons are in agreement with the objects of the Association. Corporate members shall have one vote.
- 4.3 Branch membership shall be open to branch offices or subsidiaries of full Corporate members who qualify for membership in the same manner as a full Corporate member. A Branch member will only have voting rights at regional committee level.
- 4.4 Affiliate membership shall be granted to any person or organisation not engaged in the manufacture, sales, installation or maintenance of fire-fighting equipment but with a direct interest in the aims and objectives of the Association.
- 4.5 Application for membership should be made on the recognised membership application form together with the relevant entrance and annual fees.
- 4.6 Every member of the Association undertakes to contribute to the assets of the Association relevant entrance fees, annual subscriptions and levies as determined by the executive committee.

New member subscriptions shall be pro-rata of the balance of the coming year in which they join, but in each case it shall be calculated from the first day of the calendar month as the case may be, prior to their application.
- 4.7 Upon receipt of an application form duly filled in as well as the requisite fees, the Secretary shall send the copy of the Constitution and a Certificate to the applicant after his application has been approved and he is then deemed to be a member.

5. REGIONAL COMMITTEES

Once there are at least four Corporate or Branch members within a Province or geographical area, the Executive Committee may establish a regional committee in that Province or area and may for any good and sufficient reason dis-establish a regional committee whereupon the assets and liabilities of the said regional committee shall devolve on the Association.

Each Regional Committee so established shall have complete authority in dealing with all matters of purely local character on behalf of the Association and not affecting the general interest of the Association or industry throughout the Republic of South Africa.

The Executive Committee shall prescribe regulations governing finances and administration which will not be inconsistent with the Constitution, the Act or any other law.

The provisions made in Clause 8 - (Auditors) of the Association shall apply to regions of the Association.

6. DEFAULTING MEMBERS

Any member who fails to comply within fourteen days after despatch by registered post of notice by the Executive Committee requiring him to discharge his liability to the Association may be declared by the Executive Committee to be a defaulting member and shall therefore be suspended from membership provided that no such notice shall be despatched to any member before sixty days after the due date of payment of subscriptions. The subscriptions shall be due on the first day of every financial year.

- 6.1 The liability of all members shall be limited to the payment of entrance fees and annual subscriptions and the payment of any special levy decided upon by members.

7. MANAGEMENT OF THE ASSOCIATION

- 7.1 This shall subject to any direction which may be given by the members in a General Meeting, be under the control of the Executive Committee of elected, appointed or co-opted members whose head shall be the Chairman. Minutes of the meeting shall be kept by the Secretary or any other person nominated at a meeting.

- 7.2 The Committee shall be limited to a maximum of twelve (12) persons and shall comprise the following members:-

- Chairman
- Vice-chairman
- Secretary
- At least four (4) other Corporate or Associate members

In addition, a representative from the following associations or bodies shall be invited to attend the Executive Committee Meetings.

- SAQCC (Fire)
- The South African Insurance Association
- The Industrial Fire Technology Association
- The South African Emergency Services Institute
- The Fire Detection Installers Association

The representatives of the above associations or bodies shall have no vote.

The Chairman of any Regional Committee, shall, whilst serving in that office, be a member of the Executive Committee.

- 7.3 The Executive Committee shall elect from its members a Chairman and Vice-Chairman who shall take office after the closure of the Annual General Meeting and shall serve annually in such capacity for a period of not more than three successive years subject to annual re-election. For a period of 12 months from the date of appointment of a New Chairman, the former Chairman shall continue to be a member of the FFETA Executive Committee.

8. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

- (i) This will take place at the Annual General Meeting each calendar year and held in accordance with the next succeeding sub-section.
- (ii) Any two members of the Association shall be at liberty to nominate one other person to the Executive Committee.

A signed nomination form as laid down by the Executive Committee from time to time shall be handed in to the Administration Office at any time prior to the start of the Annual General Meeting.

Should the number of nominations handed in be insufficient to meet the required minimum, additional nominations will be called for at the meeting itself.

In the event of the number of valid nominations not exceeding the number of vacancies, then the persons so nominated shall be declared elected. In the event of the number of nominations exceeding the number of vacancies, then a list shall be prepared containing the names of the nominees only in alphabetical order and each member present at the meeting entitled to vote shall vote for the same number of candidates as there are vacancies.

If two or more candidates receive an equal number of votes and one or more of such candidates are required to fill vacancies, then a second vote on a show of hands as between two or more candidates who in the previous ballot received an equal number of votes shall be taken.

In the event of the nominations being less than the vacancies, then any unfilled vacancies shall be filled by the Committee appointing one or more eligible members to fill the Committee.

- (iii) All persons nominated for the Committee shall sign the form so provided, giving his or her consent to be so nominated. Both the proposer and seconder shall sign the nomination forms.
- (iv) Members in arrears with subscriptions shall not have voting rights and not be eligible for nomination.
- (v) Members elected to the Executive Committee shall be in an honorary capacity and shall receive no remuneration whatsoever for services rendered to the Association, provided that any member may be reimbursed for any out-of-pocket expenses in connection with any authorised business carried out on behalf of the Association.

The Executive Committee shall meet at least once every two months and all proceedings shall be recorded. At least two days' notice of any Committee meeting shall be given provided that if a Committee meeting is called upon shorter notice, the Secretary shall certify in writing that the

meeting is required as a matter of urgency and in any event no vote shall be taken at such meeting unless all members present waive their rights to receive the two days' notice. Each committee member shall have a vote and the Chairman shall not have a casting vote.

Should a vote be taken it shall be carried by a simple majority provided that no vote taken by an Executive Committee may over-rule a Resolution passed by the Association in General Meeting.

- (vii) The Chairman, Vice-Chairman or a Committee member may be granted leave of absence at the discretion of the Committee. Any Committee member absenting himself without leave for more than THREE (3) consecutive meetings of the Committee, shall, at the discretion of the Committee forfeit his office as a Committee member.
- (viii) FOUR (4) elected Committee members shall form a quorum.
- (ix) Regional Committees – Three (3) elected regional committee members should form a quorum

9. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall subject to the general provision of the Association's Constitution, have power:-

- (i) From time to time to make, alter and repeal all such Bye-Laws as it shall deem necessary or expedient or convenient for the proper conduct and management of the Association, provided only that such Bye-Law shall not be in conflict with the Constitution.
- (ii) To purchase or otherwise acquire for the Association, any goods, property, rights or privileges which the Association is authorised to acquire at such price and on such terms and conditions and to further the aims and objects of this Fund.
- (iii) To appoint ad hoc committees where it deems it necessary to further the aims of the Association and which sub-committee shall keep proper minutes of their proceedings with copies to the Executive Committee.
- (iv) To open and operate Banking accounts on behalf of the Association and to invest and deal with the Association's monies in such a manner as the Committee deems fit and in the interests of the Association.
- (v) To appoint, remove and determine the duties of a ~~Secretary/Manager~~ office bearers as well as their remuneration.
- (vi) To regulate the form of procedure at meetings.
- (vii) To vest, in writing, limited powers in members wishing to form themselves into Zone committees and their sub-committees in various points of the Republic of South Africa to further the aims of the Association. It, however, being understood that such limited powers be subject at all times, to the scrutiny and control of the Executive Committee.
- (viii) To remove any member from a Committee for any cause, provided that two-thirds of the Committee members entitled to be present shall vote for such removal and shall not be compelled to assign reasons therefore.

Such members shall be notified prior to any deliberation and shall be afforded an opportunity of being heard.

- (ix) The Chairman, or if he is not present, then the Vice-chairman shall preside at all Committee meetings and if both the Chairman and Vice-Chairman are absent, then the Committee men present shall elect one of their members to preside as Chairman of that particular meeting.

10. MEETINGS

- 10.1 An Annual General Meeting shall be held at least once every calendar year, at such time (not being more than FIFTEEN (15) months after the holding of the last Annual General Meeting) and at such place as may be determined by the Committee.

The Annual General Meeting shall comprise all paid-up members of the Association.

- 10.2 The Committee shall have the power to call an extraordinary meeting and/or a Special General Meeting at any time and shall do so upon receiving a requisition to that effect specifying the objects of such Meeting and signed by not less than TWENTY PER CENT of its members.
- 10.3 **TWENTY ONE (21) DAYS** notice to the members specifying the place, day and hour of meetings and in case of special business, the general nature of such business shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided.
- 10.4 The stated non-receipt of any notice by any of the members shall not invalidate any Resolution passed at any such meeting.

11. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

- 11.1 The Agenda for the Annual General Meeting shall be:

- (i) Notice convening the Annual General Meeting
- (ii) Receipt of the Chairman's report, Balance Sheet and Statement of Accounts for the preceding year.
- (iii) Election of Executive Committee members.

Appointment of Auditor and arrangement for remuneration for the past year, unless such Auditor is serving in an Honorary capacity.

- (v) General

- 11.2 Any member desirous of moving any Resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than THREE (3) WEEKS before the date of calling such meeting. FOURTEEN (14) DAYS at least before any Meeting, a Notice of such meeting and the business to be transacted thereat shall be sent to every member.
- 11.3 **SIX (6)** members present at an Annual General Meeting shall constitute a quorum.
- 11.4 The Chairman of the Association or in his absence, the Vice-Chairman, shall take the chair at every General Meeting. If the Chairman or failing him the Vice-Chairman is not present within

fifteen minutes of the time appointed for holding such meeting, or is unwilling to act, the members present may choose a Chairman.

- 11.5 If within HALF AN HOUR of the time appointed for a meeting, a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be adjourned but in any other case it shall stand adjourned for ONE HOUR. If at such adjourned meeting a quorum is not present it shall proceed with such members as are present and transact the business for which the meeting was called.
- 11.6 Every question submitted to a meeting shall be decided in the first instance by a show of hands. In the case of equality of votes by a second show of hands and failing the majority, the motion will be lost.
- 11.7 At any General Meeting unless a count is demanded by the Chairman or by FIFTY PER CENT (50%) of members present and entitled to vote at the meeting, a declaration by the Chairman that a Resolution has been carried or carried by a particular majority, and an entry to that effect in the record of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 11.8 The Chairman of a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.9 On a show of hands every member present shall have one vote.
- 11.10 Any temporary vacancy in the office of Chairman or Vice-Chairman may be filled by the Committee who may elect from their number an Acting Chairman or Acting Vice-Chairman as the case may be. If, however, any permanent vacancy arises in either of such offices, the Committee shall then elect from the Committee another Chairman or Vice-Chairman as the case may be and he shall hold such office until the next Annual General Meeting.
- 11.11 No member of the Committee or other Officer of the Association, save as it may otherwise be provided in the Constitution or specifically so resolved by General Meeting, shall receive any remuneration for his services in the capacity of Committee-man or other Officer, but nothing herein contained shall be deemed to prohibit the payment by the Association of any sum to any Secretary for clerical or other assistance.
- 11.12 An election of Office bearers in terms of Clause 4(b) shall take place within SEVEN (7) DAYS of an Annual General Meeting; such meeting shall be convened by the Secretary or failing the Secretary, the outgoing Chairman. Nominations for Office bearers within the Executive Committee shall be by ballot.
- 11.13 At any Annual General Meeting, proxies shall be acceptable if lodged within TWENTY FOUR (24) HOURS of the date of the Annual General Meeting if on the prescribed form and duly signed by a full Corporate member in good standing.

12. INCOME AND PROPERTY

- 12.1 The Association will keep a record of everything it owns.

- 12.2 The Association may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that an Office Bearer or member has done for the Association. The payment must be a reasonable amount for the work that has been done.
- 12.3 The Board or a member of the Association can only get money back from the Association for expenses that she or he has paid for or on behalf of the Association, and for which authorisation has been granted.
- 12.4 The Board or members of the Association do not have rights over things that belong to the Association.

13. FINANCES AND REPORTS

- 13.1 A qualified Auditor shall be appointed as the accounting officer of the Association by the members at the Annual General meeting and shall be eligible for re-appointment. His or her duty is to audit and check on the finances of the Association and to examine the correctness of the Balance Sheet.
- 13.2 Bank Account: The Board must open a bank account in the name of the Association with a registered Bank.
- 13.3 Signing: Cheques and other documents requiring signature on behalf of the Association shall be signed by at least two persons authorised by the Board.
- 13.4 Whenever funds are taken out of the bank account, an office bearer may prepare the payment to be made on the Association's internet banking profile, but the treasurer has to release the payment. In the absence of the treasurer, the chairperson may release payments.
- 13.5 Financial year-end: The financial year end of the Association shall be end of May each year.
- 13.6 Financial Report: The Board must ensure that proper records and books of account which reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the Association are consistent with its accounting policies and practices of the Association.
- 13.7 The Treasurer is responsible for making sure that the money of the Association is safe and is accounted for.
- 13.8 The Treasurer must also make regular reports to the Board on the finances of the Association, which should include all incomes, expenditures and balances that remain according to accounting practices of the Association.
- 13.9 If the Association has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the Association can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The Association can go to different banks to seek advice on the best way to look after its funds.

14. AMENDMENTS TO THE CONSTITUTION

- 14.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) (or at least 67%) of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
- 14.2 For the purpose of considering changes to this constitution, a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution
- 14.3 As provided for in clause 6, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 14.4 No amendments may be made which would cause the Association to close down or stop to function or die away.
- 14.5 No alterations, amendments or additions made at any time to this Constitution shall in any way interfere with the progress, spirit and principles of the Association or change and/ or modify the status of the Association.

15. INTERPRETATION.

Should any ambiguity of meaning be considered to exist in this Constitution, the interpretation put upon them by the Executive Committee shall be considered to be the correct reading thereof and any question arising not provided for in this Constitution shall be decided by the Executive Committee.

16. CONDUCT OF MEMBERS

- 16.1 It is intended that if an incorporated Company is a member of the Association, such member shall be entitled to nominate, in writing, not more than two representatives any one of whom may attend Association meetings. It is contemplated that any such representative should be an Executive of the Member company but in any event such representative shall be deemed to be duly authorised and empowered to bind the Company which he is representing.
- 16.2 If a member wilfully disregards the Constitution and rules or bye-laws or acts in a manner which in the opinion of the Executive Committee is prejudicial or injurious to the Association's interests and character, the Executive Committee having given him the opportunity to attend a meeting called for the purpose, shall have the power to expel him and the Secretary shall forthwith advise him by a letter sent by pre-paid registered post of the Committee's decision.

Such member shall have the right to appeal to and to state his case before a Special General Meeting provided that he calls upon the Secretary (within TWO (2) WEEKS) after the date of despatch of the notice advising him of his expulsion, to convene such a meeting.

Having stated his case to such meeting the member shall retire if the Chairman requires him to do so. If the meeting, by a two thirds majority of those present (excluding the member's vote) shall decide to reject his appeal, he shall thereupon cease to be a member and shall not be entitled to apply again for membership for ONE (1) YEAR thereafter.

17. SPECIAL LEVY

17.1 The Association may at any time and from time to time, at a General Meeting specially called to consider the particular business, decide to increase the entrance fee or the annual subscription or to make a special levy upon all members for any purpose that may be deemed beneficial to the interests of the Association or any particular purpose, for example any contribution towards the expenses of any member incurred on behalf of the Association or to pay for any special advertising or other expenses and the like. Any vote of such nature shall only be valid if passed by TWO-THIRDS of the members present at such meeting and entitled to vote.

18. DISSOLUTION/CLOSING DOWN

18.1 The Association may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

18.2 When the Association closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the Association. It should be given in some way to another non-profit organisation that has similar objectives. The Association's general meeting can decide what organisation this should be.

This constitution was approved and accepted by members of _____

At a special (general) meeting held on _____
Day/Month/Year

Chairperson

Secretary