Constitution

SAEOPA

Southern African Essential Oil Producers Association

The Southern African Essential Oil Producers Association (SAEOPA)

INDEX

BY-LAWS

THE SOUTHERN AFRICAN ESSENTIAL OIL PRODUCERS ASSOCIATION (SAEOPA)

1. THE ASSOCIATION

1.1 Name

The name of the Association is 'The Southern African Essential Oil Producers Association hereinafter referred to as 'the Association' or 'SAEOPA'.

1.2 Objectives

The Association is established for the advancement of Essential oil production, to promote and uphold the status of this profession in all sectors of the population, and to perform such functions as may be desirable for the attainment of these objectives.

2. MEMBERSHIP

2.1 Grades of membership

The Association shall consist of Honorary Members, Ordinary Members, Researchers, Processor's and Buyers. This includes communities and role players in the value adding chain..

2.2 Corporate Membership

Honorary Members, Ordinary Members and all other members shall be entitled to the rights and privileges of Corporate Membership.

2.3 Honorary Membership

Honorary Members shall be persons whom the Association specially desires to honour in consideration of exceptional service rendered by them to the Association or to the Industry.

2.4 Qualifications for Ordinary Membership

An Ordinary Member at the time of his/her/her election shall fulfil the following conditions: he/she shall have been involved or interested in being active engaged in the practice of the industry, be in the interests of the Association.

2.7 Qualifications for Student Membership

A Student Member shall be a full time bona fide student, training with the object of qualifying for the practice of Essential oil crops.

Student Membership is valid only for the year in which the membership application is made and must be renewed annually. Membership fees should accompany every application. It is not necessary to complete a membership form in the case of a reapplication.

2.10 Liability

The liability of members for the debts and engagements of the Association is limited to the amount of any unpaid subscriptions.

2.11 Termination of membership

Membership of any member may be terminated by the Committee if it is convinced that such membership is not to the advancement of the Industry or the Association.

3. COMMITTEE

3.1 Management

Subject to the Constitution and in conformity with the By-laws, the management of the affairs of the Association shall be vested in the Committee.

3.1.1 The Committee shall meet from time to time to conduct the affairs of the Association. The meeting can also be by means of arrangements to Skype.

3.1.2 At meetings of the Committee, the quorum shall be six members.

3.2 Composition of the Committee

3.2.1 The Committee

The Committee consists of ten members, of which seven members are volunteers, *"The president is appointed from any Committee member and serves as Vice-president for one year, after which he/she automatically becomes President".* The President then serves on the Committee as immediate Past-President for the next consecutive year.

3.3 Eligibility of Committee Members

Members of the Committee shall be Corporate Members of the Association in good standing.

3.4 Committee Members or volunteering members

Members of the Committee shall be elected in accordance with the By-laws.

3.5 Vacancies among Committee Members

3.5.1 Any vacancy among elected members of the Committee shall be filled by the candidate who obtained the greatest number of votes among the unsuccessful candidates at the previous election. Should there be no such unsuccessful candidate, the vacancy shall be filled by means of a by-election, unless the vacancy arose after 30 September of the second year of the Committee Member's term of office, in which case the Committee shall have the authority to fill the vacancy.

3.5.2 If an elected Office Bearer of the Committee resigns his/her office, he/she shall automatically cease to be a Committee Member. The Committee shall have the authority to fill the vacancy. The person appointed by the Committee shall be so domiciled as to permit the rest of the Executive Committee to function effectively.

3.5.3 Any vacancy filled by the Committee, or by means of a by-election, shall be occupied by the new member only until the completion of the term of office of the retired member.

3.6 Alternates to Committee Members

If a Committee Member cannot attend a Committee Meeting, he/she must appoint an Alternate who is not already a member of the Committee and who is a Corporate Member of the Association in good standing. If a member of the Committee and his/her Alternate are present at a Committee Meeting simultaneously, the Alternate shall have no vote. If a Committee Member twice during his/her term of office fails to appoint an Alternate in writing when he/she is unable to attend a Committee Meeting, he/she may be suspended, as member of the Committee by the Committee and Clause 3.5 will become operative.

3.7 Terms of office of Committee Members

With the exception of the President, members of the Committee shall hold office for two consecutive years, from the end of the Annual General Meeting at which their election to the Committee becomes operative, to the end of the Annual General Meeting two years later. Ideally, three or four members shall retire in rotation, but shall be eligible for re-election. The maximum period any member may serve on the Committee shall be two consecutive periods of two years, giving a total of four years, after which time a member may not stand for re-election until two years have elapsed. The immediate Past-President is automatically a member of the Committee for one further year.

3.8 Executive Committee

The Executive Committee of the Committee shall consist of the Office Bearers.

3.8.1 The quorum at meetings of the Executive Committee shall be three members.

3.8.2 The Executive Committee shall act on behalf of the Committee in cases of emergency.

3.8.3 Any action taken by the Executive Committee shall be reported to the next Committee meeting for approval.

3.9 Secretariat

The Committee shall have the authority to appoint a Secretary and other officers and servants, and to remunerate them. Such Secretary, officers and servants shall hold office during the pleasure of the Committee and they shall perform such duties as the Committee shall require.

3.10 Minutes

The Committee shall cause minutes to be kept of the proceedings of all meetings of the Committee, the Association, the Regional Branches and the various Committees.

3.11 Subscriptions

The Committee shall have the authority to levy, fix, and amend entrance fees and annual subscriptions subject to approval at a General Meeting.

3.12 Assets and accounts

All assets, property and funds of the Association shall be held and registered in the name of the Association. The Committee shall have the authority to buy, sell, improve, manage, lease, mortgage or dispose of all payment of money, and to accept donations in furtherance of the Association's objectives. True accounts shall be kept of all funds received and expended by the Association and of the assets and liabilities of the Association. The Committee shall have the authority to open such banking accounts, as it deems necessary for the purposes of the Association. The Secretary or Treasurer shall administer the funds of the Association in accordance with the directions of the Committee, to whom he/she shall be responsible. The funds of the Association shall be applied solely for the promotion of the promotion of the Association.

3.13 Auditing of accounts

The accounts of the Association shall be audited at least once a year by an auditor who shall be appointed at each Annual General Meeting for the ensuing year. No member or officer of the Association shall be eligible for the position of auditor. If any casual vacancy occurs in the office of auditor, it shall be filled by the Committee.

3.14 Signatories

All documents and instruments required to be signed on behalf of the Association shall be signed by persons duly authorized by a resolution of the Committee.

3.15 Annual Report and accounts

At each Annual General Meeting, the Committee shall submit an Annual Report on the affairs of the Association, together with an audited Statement of Revenue and Expenditure and a Balance Sheet made up to the latest 30 November.

3.16 Indemnity

Each member of the Committee shall be accountable only in respect of his/her own actions and not for the actions to which he/she has not expressly assented, and no member of the Committee shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorized or suffered by him, being done in good faith for the benefit of the Association, although in excess of his/her legal power.

3.17 Incorporation of kindred institutions

The Committee may, upon receipt of a request to that effect from any organization with objectives kindred to those of the Association, arrange for its affiliation to or incorporation into the Association on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of the Association convened for the purpose.

3.18 Regional Branches

The Committee may, at its discretion, and upon receipt of a written request signed by at least five Corporate Members resident in a specific Region in southern Africa, create a Regional Branch of the Association in such district. The affairs of such a Regional Branch shall be conducted in accordance with the Constitution and By-laws and shall be subject to the control of the Committee.

3.19 By-laws

The Committee shall formulate By-laws, which must be consistent with the provisions of the Constitution, for the conduct of the business and the management of the affairs of the Association; such By-laws may at any time be added to, repealed or amended by the Committee. Any addition to, repeal or amendment of By-laws shall be subject to ratification by Corporate Members voting at an Annual General Meeting.

3.20 Interpretation

In the case of doubt as to the meaning and import of any portion of the Constitution and By-laws, the interpretation of the Committee shall be binding upon the members.

4. MEETINGS OF THE ASSOCIATION

4.1 Annual General Meeting

The Annual General Meeting of the Association shall be held on a date early in January to be decided by the Committee each year, to receive and consider the Annual Report of the Committee, the audited Revenue and Expenditure Account and Balance Sheet, an announcement of the Committee Members for the ensuing year, and to conduct such other business as the Committee may decide. Items for the Annual General Meeting may be submitted, in accordance with the By-laws, by any Corporate Member. All motions, signed by the proposer and seconded, should be handed to the Secretary at least 48 hours before the Annual General Meeting in order to be pinned to the notice board in time.

4.2 Special General Meetings

All meetings of the Association other than those detailed in 4.1 shall be designated Special General Meetings.

4.2.1 The Committee may convene a Special General Meeting (See 4.3).
4.2.2 The Committee shall convene a Special Meeting within thirty days of the receipt of a written application from not less than twenty Corporate Members in good standing, provided such application specifies the objectives for which the meeting is required.
4.2.3 The Association shall endeavour to hold regular scientific meetings to be hosted by a pre-determined South African tertiary institution or botanical research organization.

4.3 Notice of Annual General and Special General Meeting

Notice convening Annual General and Special General Meetings shall be dispatched to members at their registered addresses not less than fourteen days prior to the date for such meetings.

4.4 Omission of notice of meeting

The accidental omission to give notice of any meeting of the Association to any Corporate Member shall not invalidate any resolution passed at such a meeting.

4.5 Voting

Only Corporate Members in good standing shall be entitled to vote.

4.6 Voting by proxy

A Corporate Member unable to be present at a Special General Meeting may vote by proxy; the person appointed as Proxy shall be a Corporate Member of the Association in good standing and such appointment shall be made in writing to the Honorary Secretary.

4.7 Amendments to the Constitution

Should the Committee consider it necessary to propose any change to the Constitution by way of addition, alteration or repeal, or should not less than twenty Corporate Members express in writing a desire for such change, the same shall either be considered at a Special General Meeting convened for that purpose, which may be concurrent with the Annual General Meeting, when it shall be necessary for the adoption of any amendment to the Constitution that not less than two-thirds of the votes cast shall be in the affirmative, or, if deemed desirable by the Committee, be submitted to all Corporate Members in good standing for decision by a postal ballot. For the adoption of the proposed amendment, it shall be necessary that not less than twenty-five percent of the members entitled to vote cast their votes, and that not less than two-thirds of the votes cast be in favour of the amendment.

4.8 Dissolution of the Association

The Association may be liquidated and its affairs wound up, or it may be amalgamated with any similar body, by a resolution submitted to and adopted at an Annual General or Special General Meeting, at which not less than seventy- five percent of the votes cast are in favour of such dissolution or amalgamation, subject to confirmation by a postal ballot, in which not less than twenty-five percent of the members entitled to vote cast their votes, and not less than two-thirds of the votes cast are in favour of dissolution or amalgamation.

4.8.1 In submitting the resolution to members, it shall be necessary to decide the manner in which any surplus assets of the Association, after settlement of its debts, shall be applied, and the voting in this connection shall be by postal ballot on the same basis as in 4.8.

4.8.2 The following conditions shall govern the disposal of surplus funds and assets on dissolution of either the Association or any of its Regional Branches: surplus assets can only be used to the advantage of the public in the Republic of South Africa; surplus assets must be transferred to institutions which are either of an educational, religious or charitable nature, or which are of a public nature serving these three areas which are themselves exempt from tax.

BY-LAWS

1. ELECTION TO MEMBERSHIP

1.1 Election to or transfer between grades of membership by the Committee

The election or transfer of candidates to any grade of membership of the Association shall be regulated and controlled by the Committee.

1.2 Election of Ordinary and Affiliate Members

Candidates for election to the grades of Ordinary Member and Affiliate Member shall complete the prescribed application form and shall provide the names of a proposer and two seconders, all of whom shall be Corporate Members.

1.3 Election of Student Members

A candidate for election to the grade of Student Member shall complete the prescribed form and shall be proposed by a Corporate Member who shall testify from personal knowledge as to the candidate's suitability.

1.4 Transfer to new grades of membership

By-law 1.2 shall apply to the transfer of a member from one grade to another.

1.5 Election of Honorary Members

1.5.1 All matters concerning the proposal of Honorary Membership will be confidential at all times in order to protect the proposed candidate.
1.5.2 Honorary Membership shall be proposed by a member, and be seconded by ten or more members. All proposers and seconders shall be Corporate Members in good standing. The proposal shall be accompanied by a full curriculum vitae as well as by reasons motivating the proposal.
1.5.3 The proposal shall be considered by a Committee of three experts in the same field as the candidate. The Committee will be nominated by the Committee.
1.5.4 The Committee shall use the following guidelines during their consideration: eminence in the particular field of botanical work concerned; service to Botany in

southern Africa; and honour to the candidate whilst still alive, although not necessarily still active in botanical work. Professional qualifications need not be an overriding factor.
1.5.5 The Committee shall, in confidence, submit to the Committee a report including their recommendation. The Committee shall make a final decision and then instruct the Secretary either to write to the candidate asking whether the proffered Honorary Membership is acceptable, or to inform the proposer in writing that the matter is closed with no action being taken, but that the matter is still confidential.

2. FEES AND SUBSCRIPTIONS

2.1 Subscriptions

Current annual subscriptions fees may be obtained from the Secretary.

2.2 Annual subscriptions due

Annual subscriptions shall become due on I December each year and are payable in advance.

2.3 Defaulters

A member whose annual subscription is unpaid after 28 February in any year shall cease to be in good standing and shall not be entitled to receive the notices or publications of the Association, or to exercise any of the rights and privileges of membership.

2.3.1 Any member whose annual subscription remains unpaid for one year may, by resolution of the Committee, be excluded from the Association. He/she shall thereupon cease to be a member. Notice to this effect shall be sent to him in writing at his/her last registered address three months prior to the termination of his/her membership. Such exclusion shall not relieve him of the liability for the payment of any amounts owing by him. Any person whose membership has so ceased may, at the discretion of the Committee, and on payment of all fees due, be reinstated within one year of the date of the resolution excluding him. Thereafter he/she may be readmitted only on such conditions as the Committee may decide.

2.5 Remission of subscriptions

The Committee may, in exceptional circumstances, reduce or remit the subscriptions due by any member.

2.6 Institutional delegates

Institutional Members of the Association are entitled to send two delegates to congresses, workshops or other functions at the normal charges applicable to Ordinary Members.

3. ELECTION OF MEMBERS OF THE COMMITTEE

3.1 Elected Committee Members

Committee Members are elected on merit. Elected members of the Committee shall be nominated by Corporate Members of the Association who are in good standing and who shall each be entitled to nominate not more than four candidates. The Committee shall cause nomination forms to be issued to all Corporate Members not later than 31 October. All nominations duly signed by a proposer, together with certification that the nominees accept nomination, shall be lodged with the Secretary of the Association not later than 14 November.

3.1.1 Should the number of nominations exceed the number of vacancies, a ballot list, giving the full names of candidates, their business addresses and occupations, shall be posted to all Corporate Members not later than 21 November. Ballot papers, duly completed, shall be returned to the Secretary not later than noon on 7 December.

3.1.2 Should the nomination list not include the names of as many members as required to fill the vacancies, the Executive Committee shall nominate eligible members to complete the list.

3.1.3 At a Committee Meeting prior to the AGM (4.1) three scrutineers shall be elected from among the Committee Members. It shall be their duty to open and examine the ballot papers, and report the results of their scrutiny, which shall be final, to the Executive Committee.

3.1.4 In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, the Executive Committee shall ballot to decide which candidate(s) shall be elected. The President shall have a casting vote in the event of an equal number of votes being recorded for two or more candidates.

3.1.5 The ballot paper shall have a brief curriculum vitae of each candidate attached. If they so wish, the Regional Committees can indicate that they endorse any nomination.

3.2 Executive Committee of the Committee

3.2.1 The Executive Committee consists of the Office Bearers as stipulated in the Constitution (3.2.2), namely the President, Vice-President, Honorary Secretary and Honorary Treasurer.

3.2.1.1 A year before the term of office of the President expires, the Committee shall appoint a Vice-President from within its own ranks, who will, on expiry of the term of office of the President, automatically serve as President for a two-year term.

3.2.1.2 The Past-President will serve on the Committee as Vice-President for one year, immediately following his/her term as President.

3.2.1.3 Nominated members (Honorary Secretary and Honorary Treasurer) are appointed by the Committee in consultation with the elected Vice-President, so that, when he/she assumes the office of President, the Executive Committee, apart from the Vice-President, will be resident in the same centre.

3.2.2 The travelling expenses of Committee Members and the paid secretary attending Committee and/or Executive Committee meetings that do not coincide with the Annual General Meeting will be paid (if required) at the most economical air fare.

4. COMMITTEE MEETINGS AND DUTIES OF COMMITTEE MEMBERS

4.1 Chairman

The President, or in his/her absence the Vice-President, or in the absence of both, a member of Committee elected by the Meeting, shall take the chair at meetings of the Committee.

4.2 Voting procedure

At meetings of the Committee, all matters shall be decided by
vote of the majority, provided that where matters are discussed of which due notice was not given at a previous meeting or on the agenda, then at the request of a member present supported by a seconder, voting shall be postponed until the next succeeding meeting when a notice of the matter thus postponed shall appear on the agenda.

4.2.1 The Chairman shall have an ordinary vote, and in the event of an equality of votes, a casting vote.

4.3 Appointment of Committees and representatives

The Committee shall appoint Committees and representatives with their alternates as required.

4.3.1 The President shall be an *ex officio* member of all Committees.

5. GENERAL MEETINGS

5.1 Chairman

The President, or, in his/her absence, the Vice-President or, in the absence of both, a member elected by the meeting, shall take the chair at meetings of the Association.

5.2 Quorums

The quorum for Annual General Meetings shall be the number of members present.

5.2.1 The quorum for Special General Meetings shall be 25 Corporate Members in good standing.

5.2.1.1 If there is no quorum at a Special General Meeting, the meeting shall be postponed for a period of not less than fourteen days or more than thirty days from the date of such Special General Meeting, and any number of Corporate members in good standing present at such postponed Special General Meeting shall constitute a quorum

5.3 Voting

Every proposal submitted to an Annual or Special General Meeting shall be decided by vote of the majority, provided that a secret ballot may be demanded by any two Corporate Members.

5.3.1 The Chairman at an Annual or Special General Meeting shall have an ordinary vote and a casting vote.

6. REGIONAL BRANCHES

6.1 Rules

Regional Branches shall conduct their affairs in accordance with the rules approved by the Committee.

6.2 Requests to form Regional Branches

Requests should comply with Article 3.19 of the Constitution of the Association. This entails that requests to the Committee must be in writing, signed by at least five Corporate Members resident in the specific Region in Southern Africa, and that the affairs of a Regional Branch shall be conducted in accordance with the Constitution and By-laws of the Association where these are applicable, and shall be subject to the control of the Committee.

6.3 Regional Committees

It is recommended that Regional Committees should consist of at least a chairman, a vice-chairman, an honorary secretary/treasurer and four Ordinary Members.

6.4 Minutes

Copies of the minutes of all proceedings of Regional Branches shall be submitted to the Committee in compliance with Article 3.11 of the Constitution of the Association.

6.5 Annual Reports and accounts

The Regional Branches shall submit an Annual Report on the affairs of the Regional Branches together with a statement of Revenue and Expenditure and a Balance Sheet made up to the latest 30 November to reach the Secretary at least 14 days before the Annual General Meeting of the Association.

6.6 Finances

The Committee shall reimburse properly constituted Regional Branches at a rate determined annually by the Committee for every registered member in good standing in the Regional Branch.

6.7 Student Branches

(See Article 3.18.1 of the Constitution of the Association)

6.8 Dissolution of a Regional Branch

(See Article 3.18.2 of the Constitution of the Association).

7. DELIMITATION OF THE REGIONS

Five Regions are recognized within South Africa:

7.1 Northern Region

Consisting of the following provinces: Northern, North West, Gauteng and Mpumalanga.

7.2 KwaZulu-Natal Region

Consisting of the KwaZulu-Natal Province.

7.3 Free State Region

Consisting of the following provinces:
Free State and Northern Cape.

7.4 Eastern Cape Region

Consisting of the Eastern Cape Province

7.5 Western Cape Region

Consisting of the Western Cape Province.

There are provision for other countries to become members but is not subdivided

Adopted: 2007