

# **SOUTH AFRICAN SUGAR TECHNOLOGISTS' ASSOCIATION**

## **CONSTITUTION**

(July 2008)

### **1. NAME**

- 1.1 The name of the Association shall be the South African Sugar Technologists' Association (SASTA) ("the Association").
- 1.2 The Association is a Technical Society associated with the South African Sugar Association ("SASA"), so long as SASA exists as constituted under the Sugar Act of 1978 (as amended) or its successor.

### **2. LEGAL PERSONA**

The Association is a legal persona which is capable of suing and being sued in its own name.

### **3. OFFICES**

The offices of the Association shall be established in such a place as SASTA Council may from time to time decide ("the SASTA offices").

### **4. OBJECTS**

The Association is established in order to:

- 4.1 promote the interchange of scientific knowledge of, and the discussion and investigation of technical problems related to, the production and processing of sugarcane products;
- 4.2 promote the improvement in the accuracy and rational standardisation of methods of factory chemical control;

---

4.3 encourage and assist in the improvement of the technical knowledge of persons engaged in the South African Sugar Industry;

4.4 encourage research into all aspects of sugarcane agriculture and sugar milling practice and in such ancillary fields as the SASTA Council may consider fit.

5. **NO PROFIT**

5.1 The Association is a non-profit organisation and accordingly may not at any time distribute any of its surplus funds, profits or gains to any person. It must at all times utilise its funds solely for the objects as set out in this constitution.

5.2 Upon dissolution of the Association any funds or assets remaining after settlement of all of the Association's liabilities must be transferred to another body having its main object the promotion of the interests of the Association.

6. **MEMBERSHIP**

6.1 There shall be the following categories of members (collectively "the members"):

6.1.1 Full members;

6.1.2 Associate members;

6.1.3 Corporate members;

6.1.4 Honorary members;

6.1.5 Retired members.

6.2 Full Membership

6.2.1 The persons eligible as Full Members shall be:

6.2.1.1 those persons engaged in the growing, milling or processing of cane or refining of sugar in South Africa, and employees of such persons;

- 
- 6.2.1.2 those persons engaged in scientific or technical research work into any aspect of sugar production by any recognised Research Institute in South Africa;
  - 6.2.1.3 those persons employed by SASA or any of its constituent or related bodies in work concerned with sugar production in South Africa.
  - 6.2.2 Full Members shall be entitled to:
    - 6.2.2.1 nominate candidates for the SASTA Council and the Association;
    - 6.2.2.2 vote to elect SASTA Council Members;
    - 6.2.2.3 vote at the Annual General Meeting and Special General Meetings;
    - 6.2.2.4 stand for election to the SASTA Council.

### 6.3 Associate Membership

The persons eligible as Associate Members shall be persons not directly engaged in the growing, milling or processing of cane or refining of sugar in South Africa but who have business relationships with the Sugar Industries of South Africa or such other persons as SASTA Council may decide to admit as Associate Members.

### 6.4 Corporate Membership

- 6.4.1 Organisations eligible as Corporate Members shall be any firm, corporation, company or organisation not directly engaged in the growing, milling or processing of cane or refining of sugar, but who have business relationships with the Sugar Industries of South Africa, or such other organisations as SASTA Council may decide to admit as Corporate Members.
- 6.4.2 Corporate Member benefits will include provision for a single membership addressed to the appropriate Chief Executive Officer of the organisation, and any four members of the organisation will be eligible to attend the annual congress at member rates.

### 6.5 Honorary Membership

---

6.5.1 The persons eligible as Honorary Members shall be such persons as the SASTA Council deems worthy of the honour.

6.5.2 Honorary Members are not required to pay a subscription amount.

6.5.3 Such Honorary Members shall be entitled to the same privileges as Full Members (as described in Rule 6.2.2).

6.5.4 Honorary Members shall be nominated and elected by the SASTA Council, but notice of such an election must be given at a previous SASTA Council meeting.

## 6.6 Retired Members

6.6.1 Full Members who reach 65 years of age are eligible to become Retired Members.

6.6.2 The Retired Members shall be:

6.6.2.1 ineligible to vote to elect SASTA Council Members;

6.6.2.2 ineligible to vote at the Annual General Meeting and Special General Meetings;

6.6.2.3 ineligible to stand for election to the SASTA Council.

## 6.7 Co-opted persons

Persons, not members of the Association, who have been co-opted as members of technical Sub-Committees shall be considered as Associate members during the year in which they are acting on such Sub-Committees, but shall be exempt from payment of annual subscriptions.

## 6.8 Application for Membership

All candidates applying for membership of the Association, except for Honorary Members, shall be nominated by two Full or Honorary Members of the Association, and the nominations shall be placed before the SASTA Council. The decision of the SASTA Council shall be final.

## 6.9 Change of Membership

- 
- 6.9.1 Any person, who ceases to fulfil the requirements of his/her category of membership is obliged to inform SASTA Council of their change in status.
  - 6.9.2 Any person who ceases to fulfil the requirements of his/her category of membership may retain that membership with the permission of Council.
  - 6.9.3 SASTA Council may terminate a person's membership for any reason which it, in its absolute discretion, deems to be a good and sufficient reason.

## **7. OFFICES OF PRESIDENT AND VICE PRESIDENT**

The Patron of the Association shall be the Chairman of SASA.

### **7.1 Officers of the Association**

The officers of the Association shall be:

- 7.1.1 President; and
- 7.1.2 Vice-President.

### **7.2 Election**

The President and Vice-President for the ensuing year shall be elected by the retiring SASTA Council at the meeting immediately prior to the date at which nominations are called for the election of members of SASTA Council.

### **7.3 Period of Office**

The President and Vice-President shall take office on completion of the Annual General Meeting of that year.

### **7.4 Vacancy of Office**

In the event of the position of the office of President or Vice President of the Association becoming vacant at any time during the year the vacancy shall be filled by members of the SASTA Council as elected by the SASTA Council.

---

**8. SECRETARIAT**

- 8.1 A financial and secretarial service shall be administered by the SA Sugarcane Research Institute ("the Secretariat") to meet the requirements of the Association.
- 8.2 The fee to be charged shall be determined annually following consultation between the Officers of the Association and the Director of the SA Sugarcane Research Institute.

**9. SASTA COUNCIL**

- 9.1 The business of the Association shall be carried out by a SASTA Council.
- 9.2 The SASTA Council shall comprise of:
- 9.2.1 the President as elected under Rule 7.2;
  - 9.2.2 the Vice-President as elected under Rule 7.2;
  - 9.2.3 ten Full or Honorary Members;
  - 9.2.4 additional members co-opted at the first meeting of the newly-elected SASTA Council as decided by SASTA Council (collectively "the SASTA Council Members").
- 9.3 Period of Office
- 9.3.1 SASTA Council Members shall hold office for one year and shall be eligible for re-election at the expiry of their term of office.
  - 9.3.2 Members of Council shall continue in office until the appointment of their successors.
- 9.4 Election of SASTA Council Members
- 9.4.1 Nomination
    - 9.4.1.1 Only Full and Honorary Members may nominate candidates for the SASTA Council.

- 
- 9.4.1.2 Each nominee shall be nominated in writing by two Full or Honorary Members and shall on the nomination form signify their acceptance of nomination in writing.
- 9.4.1.3 Not more than two (2) candidates may be proposed by any one Full or Honorary Member in each year. This restriction shall not apply to a person acting as a seconder.
- 9.4.2 Eligibility
- 9.4.2.1 Full and Honorary Members shall be eligible for election to the SASTA Council.
- 9.4.3 Submission of Nominations
- 9.4.3.1 Nominations for membership of the SASTA Council shall be forwarded to the SASTA office not later than six weeks before the Annual General Meeting each year.
- 9.4.3.2 If more nominations are received in any year than the number required for the SASTA Council, a list of accepted nominations shall then be prepared by the SASTA office in a form suitable for voting. Such list, with instructions as to the manner of voting, shall be posted to each Full and Honorary Member at the same time as the Notice of the Annual General Meeting, together with an envelope endorsed Voting Paper for use of each such Full and Honorary Member in which to return the voting paper to the SASTA office.
- 9.4.4 Submission of Voting Papers
- 9.4.4.1 All voting papers shall be returned in the envelope marked Voting Paper, duly sealed, so as to reach the SASTA office not later than 09h00 on the day before that appointed for the Annual General Meeting.
- 9.4.4.2 Voting papers forwarded in any other way or arriving after that time shall be rejected.
- 9.4.4.3 On the closing date officials appointed by the SASTA Council shall open the ballot papers received in the presence of the Secretariat and the Secretariat shall

---

prepare a Certificate of Ballot. Such certificate shall be placed in an envelope and handed to the Chairman of the Annual General Meeting by the Secretariat.

9.4.4.4 The omission to post a notice or voting paper to any Full or Honorary Member, or the non-receipt thereof by any such Full or Honorary Member, shall not invalidate any election.

9.4.5 Result of Ballot

9.4.5.1 At the Annual General Meeting the result of the ballot as recorded in the certificate by the SASTA office referred to in the preceding sub-section shall be announced by the Chairman.

9.4.5.2 In the event of two or more candidates receiving an equal number of votes and it being necessary for the election of the requisite number of Full or Honorary Members, the matter shall be decided by a ballot of the Full or Honorary Members present at the Annual General Meeting.

9.4.6 Vacancy of Office

9.4.6.1 Should any vacancy occur in the SASTA Council during any year, such vacancy shall be filled by the SASTA Council at its discretion.

9.4.6.2 The Full or Honorary Member/s so appointed shall serve for the unexpired term of office of the retiring SASTA Council Member.

9.4.6.3 Any SASTA Council Member who has been absent for three consecutive meetings without satisfactory reason shall automatically cease to remain a SASTA Council Member.

9.5 SASTA Council Meeting's Quorum

9.5.1 A quorum shall consist of six SASTA Council Members personally present; in the event of the President being absent, the Vice-President shall preside; in the event of both of these officers being absent, the Chairman for the meeting shall be elected by the SASTA Council Members present.

9.6 Powers and Duties of SASTA Council

---

The SASTA Council shall carry out the business of the Association generally, and without prejudice to such generality shall have the power to:

- 9.6.1 regulate the form of procedure in SASTA Council;
- 9.6.2 accept donations or grants for special and general objectives;
- 9.6.3 fix the dates and times for meetings of the SASTA Council, of Members and of Congresses, Workshops, Factory/Field Visits and any other sessions;
- 9.6.4 determine who shall be entitled to sign any documents on behalf of the Association;
- 9.6.5 fix rates of subscription to be paid by members from time to time;
- 9.6.6 open a Banking Account or Accounts at such Bank or Banks as they may decide upon in the name of the Association, into which all monies received on behalf of and belonging to the Association shall be paid, and to determine who shall operate and sign cheques, drawn on such account or accounts;
- 9.6.7 institute or defend proceedings in the name of its President for the time being in all cases where it may be necessary or expedient to do so;
- 9.6.8 appoint referees and sub-committees for special work in connection with the functions of the SASTA Council in carrying out the objectives of the Association, with power to include in such sub-committees, persons who may not be members of the Association and to define the powers and duties of any referees or sub-committees so appointed;
- 9.6.9 receive reports from referees and sub-committees and to decide upon any recommendations made therein; also to take any action considered necessary or advisable consequent upon such recommendations;
- 9.6.10 invest any surplus monies of the Association in such manner as they may think fit, with power to withdraw and vary investments;
- 9.6.11 prepare a report of the year's proceedings which shall be presented together with a statement of Revenue and Expenditure to the Annual General Meeting;

---

9.6.12 consider applications for membership and to keep a register of such members.

## 10. **SUBSCRIPTIONS**

### 10.1 Amount

10.1.1 The subscription payable by all categories of members other than Honorary Members and co-opted persons (as defined in Rules 6.5 and 6.7) shall be an amount decided by the SASTA Council, payable in advance ("the full membership fee").

10.1.2 Retired Members shall pay 25% of the full membership fee.

### 10.2 Arrears

No member shall be entitled to take part in the business of the Association, whether at the Annual General Meeting or otherwise whose subscription shall be in arrears for more than one year.

### 10.3 Resignation

Any member desirous of resigning their membership must give written notice to the SASTA office to that effect, not later than the last day of February, failing which such member shall be liable for the ensuing year's subscription.

## 11. **ACCOUNTS**

11.1 The SASTA Council shall cause proper books of account to be kept:

11.1.1 of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

11.1.2 of the credits and liabilities of the Association.

### 11.2 Financial Year

---

The Financial Year of the Association shall be from 1st April to the last day of March in each twelve-month period unless otherwise decided upon by the SASTA Council.

### 11.3 Official Signatories

Until otherwise decided by the SASTA Council, all cheques drawn on the Association's Bank Account, shall be signed by any two of the persons appointed by Council as signatories.

## 12. **AUDITORS**

12.1 Auditors shall be appointed at the Annual General Meeting.

## 13. **MEETINGS**

### 13.1 Congress

13.1.1 A Congress or any other technical meeting of special or general interest may be held at such a time and place as the SASTA Council may think desirable.

### 13.2 Annual General Meeting

13.2.1 The Annual General Meeting shall be held in the month of the Congress in each year as the SASTA Council may decide. In the event of no Congress being held in any year, Council may decide on a suitable date for the Annual General Meeting.

13.2.2 Not less than twenty-one (21) days' notice shall be given by prepaid post or electronic mail, specifying the place and hour, of the Annual General Meeting and specifying the business to be carried out.

### 13.3 Special General Meeting

13.3.1 The SASTA Council may call a Special General Meeting at any time; or

---

13.3.2 Upon receipt of a request in writing, signed by not less than twenty (20) Full Members, the President shall instruct the SASTA office to call a Special General Meeting, stating the purpose of such meeting.

13.3.3 Not less than fifteen (15) days' notice shall be given by prepaid post or electronic mail, specifying the place and hour of the Special General Meeting, and specifying the business to be carried out.

#### 13.4 Eligibility for Attendance at Meetings

All categories of members shall be entitled to attend:

13.4.1 the Annual General Meeting;

13.4.2 the Special General Meeting; and

13.4.3 participate in all technical discussions at the Congress or other technical meetings.

#### 13.5 Voting

13.5.1 The voting on all matters brought before the Annual General Meeting or any Special General Meeting shall be confined to the Full and Honorary Members present ("the Voting Members").

13.5.2 The votes of the majority of such Voting Members shall be binding on the Association, except in the case of an alteration to these rules, as provided for under Rule 15 hereof.

#### 13.6 Quorum for a General Meeting

13.6.1 The quorum of Voting Members for any General Meeting shall be twenty-five (25) Voting Members personally present.

13.6.2 No business shall be transacted at any General Meeting unless a quorum of Voting Members is present when the meeting proceeds to business.

#### 13.7 Chairing of Meetings

---

13.7.1 The President shall preside as Chairman at every General Meeting, and if within fifteen minutes from the time appointed for the Meeting he is not present or declines to preside, the Vice-President, if he is present, shall take the chair, and failing him, the Voting Members present shall vote one of their number to be Chairman of the meeting.

#### 13.8 Resolutions

13.8.1 At any General Meeting, a resolution put to the vote of the Voting Members shall be decided on a show of hands, unless a ballot is demanded.

13.8.2 If a ballot is demanded it shall be taken in such a manner as the Chairman may direct.

13.8.3 A ballot shall be taken on the demand of one-fifth in number of the Voting Members personally present.

#### 13.9 Ballot

13.9.1 Officers may be appointed to supervise the ballot and the result thereof shall be given by the Chairman, and shall be deemed to be the resolution of the meeting at which the ballot is demanded.

13.9.2 In the case of any equality of votes, whether on a show of hands, or on a ballot, the Chairman of the Meeting shall be entitled, at his/her discretion, to exercise a casting vote in addition to his/her vote as a Voting Member.

13.9.3 The demand for a ballot shall not prevent the continuation of the meeting for the transaction of any business other than the question upon which the ballot has been demanded.

### 14. **INDEMNITY**

Every member of the SASTA Council or of any committee appointed by it (and every employee of the Association) is hereby indemnified and held harmless by the Association against any personal liability incurred by him arising out of or in

---

connection with the due and diligent exercise or performance by the SASTA Council or by any such committee of any of the powers and functions which are or may be conferred upon it by or pursuant to this Constitution.

15. **ALTERATION OF THE CONSTITUTION**

No alteration or amendment to the Constitution shall be made without the sanction of not less than three-fifths of the Voting members present and voting at a General Meeting of the Association and any such alteration or amendment shall, unless otherwise provided, become effective from the date of passing thereof.