

SOUTH AFRICAN SUGAR TECHNOLOGISTS' ASSOCIATION

CONSTITUTION

(14 January 2015, adopted at AGM 7 October 2015)

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;

- 4.5 align all of the afore-mentioned activities as far as reasonably practicable with the governance standards specified in the 3rd King Report on Corporate Governance 2009 ("King III") or any update thereof.

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 Substantially the whole of the Association's funding will be derived from its annual or other long-term members or from an appropriation by the Government of the Republic in the national, provincial or local sphere.
- 5.3 The Association shall utilise substantially the whole of its funds for the sole or principal object for which it has been established.
- 5.4 Substantially the whole of the activities of the Association shall be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
- 5.5 The Association shall not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 5.6 The Association will comply with such reporting requirements as may be determined by the Commissioner from time to time.
- 5.7 The Association will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in the Income Tax Act of South Africa, or a transaction, operation or scheme contemplated in the Act.
- 5.8 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 as its main object the promotion of the interests of the Association.

6. MEMBERSHIP

- 6.1 No member shall, directly or indirectly, have any personal or private interest in the Association.

-
- 6.2 The Association shall not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 6.3 There shall be the following categories of members (collectively "the members"):
- 6.3.1 Full members;
 - 6.3.2 Associate members;
 - 6.3.3 Corporate members;
 - 6.3.4 Honorary members;
 - 6.3.5 Retired members;
 - 6.3.6 Exhibitor Members.
- 6.4 Full Membership
- 6.4.1 The persons eligible as Full Members shall be:
 - 6.4.1.1 those persons engaged in the growing, milling or processing of cane or refining of sugar in South Africa, and employees of such persons;
 - 6.4.1.2 those persons engaged in scientific or technical research work into any aspect of sugar production or sugarcane processing by any recognised Research Institute in South Africa;
 - 6.4.1.3 those persons employed by SASA or any of its constituent or related bodies in work concerned with sugar production or sugarcane processing in South Africa.
 - 6.4.2 Full Members shall be entitled to:
 - 6.4.2.1 nominate candidates for the SASTA Council and the Association;
 - 6.4.2.2 vote to elect SASTA Council Members;
 - 6.4.2.3 vote at the Annual General Meeting and Special General Meetings;
 - 6.4.2.4 stand for election to the SASTA Council.
- 6.5 Associate Membership

The persons eligible as Associate Members shall be natural 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.

6.5.1 The Associate Members shall be:

6.5.1.1 eligible to attend and speak at the Annual General Meeting and Special General Meetings of SASTA, the SASTA Congress, Roadshows and other organised events at Member rates;

6.5.1.2 ineligible to vote to elect SASTA Council Members;

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

6.5.1.4 ineligible to stand for election to the SASTA Council.

6.6 Corporate Membership

6.6.1 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.

6.6.2 Corporate Member benefits will include provision for a single membership addressed to the appropriate Chief Executive Officer of the organisation.

6.6.3 The Corporate Members shall be:

6.6.3.1 eligible to send any four members of their organisation to the SASTA Congress, Roadshows and other organised events at Member rates;

6.6.3.2 ineligible to vote to elect SASTA Council Members;

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

6.6.3.4 ineligible to stand for election to the SASTA Council.

6.7 Honorary Membership

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

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

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

-
- 6.7.4 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 or in writing to SASTA Council members no later than 14 (fourteen) days prior to the SASTA Council meeting at which the election is to be held.
- 6.8 Retired Members
- 6.8.1 Full Members who reach 65 years of age are eligible to become Retired Members.
- 6.8.2 The Retired Members shall be:
- 6.8.2.1 eligible to attend the SASTA Congress, Roadshows and other organised events at Member rates;
- 6.8.2.2 ineligible to vote to elect SASTA Council Members;
- 6.8.2.3 ineligible to vote at the Annual General Meeting and Special General Meetings;
- 6.8.2.4 ineligible to stand for election to the SASTA Council.
- 6.9 Exhibitor members
- 6.9.1 Any company, firm, individual or organisation who wishes to exhibit or sponsor items and events at Congresses or other SASTA events.
- 6.9.2 Exhibitor members shall be
- 6.9.2.1 eligible to attend the SASTA Congress at Member rates;
- 6.9.2.2 ineligible to vote to elect SASTA Council Members;
- 6.9.2.3 ineligible to vote at the Annual General Meeting and Special General Meetings;
- 6.9.2.4 ineligible to stand for election to the SASTA Council.
- 6.10 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.

6.11 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.

6.12 Change of Membership

6.12.1 Any person who ceases to fulfil the requirements of his category of membership is obliged to inform SASTA Council of their change in status.

6.12.2 Any person who ceases to fulfil the requirements of his category of membership may retain that membership with the permission of Council.

6.12.3 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, VICE-PRESIDENT, TREASURER AND CONGRESS ORGANISING CHAIRPERSON

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;

7.1.2 Vice-President;

7.1.3 Treasurer; and

7.1.4 Congress Organising Committee Chairperson (also eligible for one of offices detailed in 7.1.1 to 7.1.3)

7.2 Election

7.2.1.1 The President, Vice-President and Congress Organising Committee Chairperson for the ensuing year shall be elected by the retiring SASTA Council at the SASTA Council meeting immediately prior to the date on which the new SASTA Council is to be elected.

7.2.2 The Treasurer shall be elected by the SASTA Council in office subject to the provisions described in clauses 7.3.4 and 7.4.3.

7.3 Period of Office

7.3.1 The President, Vice-President and Congress Organising Committee Chairperson shall take office on completion of the Annual General Meeting of that year.

7.3.2 The President, Vice-President and Congress Organising Committee Chairperson shall hold office for periods of one year at a time.

7.3.3 The President, Vice-President and Congress Organising Committee Chairperson may be re-elected for subsequent terms of office. .

7.3.4 The Treasurer shall remain in office until he resigns or is removed from office by the SASTA Council.

7.4 Vacancy of Office

7.4.1 In the event of the position of the office of President, Vice-President or Congress Organising Committee Chairperson of the Association becoming vacant at any time during the year the vacancy shall be filled by a member of the SASTA Council as elected by the SASTA Council and shall remain in office up until and including the following Annual General Meeting.

7.4.2 Prior to the following Annual General Meeting, the new offices of President, Vice-President and Congress Organising Committee Chairperson shall be elected in accordance with 7.2.

7.4.3 In the event of the Treasurer retiring or being removed from office, he shall be replaced by election by the SASTA Council then in office.

7.5 Responsibilities of President

The responsibilities of the President shall be as follows:

7.5.1 Overall responsibility for all of the affairs of SASTA;

7.5.2 Financial affairs;

7.5.3 Matters relating to membership.

7.6 Responsibilities of Vice-President

The responsibilities of the Vice-President shall be such matters as the President would normally deal with, but is not able to deal with for reasons of capacity, absence or otherwise.

7.7 Responsibilities of the Treasurer

The responsibilities of the Treasurer shall be as follows:

- 7.7.1 Liaison with the Secretariat with regard to financial matters;
- 7.7.2 Liaison with auditors where required and ensuring that the internal and external audit functions of SASTA are effectively implemented;
- 7.7.3 Preparing the annual budget of SASTA;
- 7.7.4 Reporting of financial position to the Council;
- 7.7.5 Appointment of banking signatories, which shall include himself;
- 7.7.6 Presentation of the financial statements to the Annual General Meeting.

7.8 Responsibilities of the Congress Organising Committee Chairperson

The responsibilities of the Congress Organising Committee Chairperson shall be as follows:

- 7.8.1 Chair the Congress Organising Committee as detailed in 10.1.2;
- 7.8.2 Report as necessary to the SASTA Council

8. **SECRETARIAT**

- 8.1 A financial and secretarial service ("the Secretariat") shall be administered by the SA Sugarcane Research Institute 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.
- 8.3 The role and responsibilities of the Secretariat shall be prescribed:
 - 8.3.1 If the Secretariat consists of one person only, by a job description;

- 8.3.2 If the Secretariat consists of more than one person, by job descriptions for each such person making up the Secretariat together with a broad written mandate for the Secretariat.

9. SASTA COUNCIL

- 9.1 The business of the Association shall be carried out by a SASTA Council comprising of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Association.

9.2 PURPOSE

The SASTA Council shall provide leadership, direction and oversight with regard to the governance, regulatory policies, procedures and obligations of SASTA, including those relating to:

- 9.2.1 Compliance with such reporting requirements as may be determined by the Commissioner: South African Revenue Service from time to time;
- 9.2.2 Corporate Governance in alignment with the governance standards specified in the 3rd King Report on Corporate Governance 2009 or any update thereof ("King III");
- 9.2.3 Strategic direction of SASTA;
- 9.2.4 Financial stability of SASTA.
- 9.3 The SASTA Council shall comprise of (collectively "the SASTA Council Members"):
- 9.3.1 the President as elected under Rule 7.2;
- 9.3.2 the Vice-President as elected under Rule 7.2;
- 9.3.3 the Congress Organising Committee Chairperson as elected under Rule 7.2
- 9.3.4 the Treasurer as elected under Rule 7.2
- 9.3.5 Full or Honorary Members as elected under clause 9.5 to make up a Council comprising a maximum of 12 (twelve) members;
- 9.3.6 additional members co-opted at any meeting of the SASTA Council and as decided by SASTA Council.

9.4 Period of Office

-
- 9.4.1 SASTA Council Members shall take office on completion of the Annual General Meeting of that year
- 9.4.2 SASTA Council Members shall hold office for one year at a time and shall be eligible for re-election at the expiry of their term of office.
- 9.4.3 Co-opted Council Members shall hold office until the expiry of the elected Members' term of office.
- 9.5 Election of SASTA Council Members
- 9.5.1 Nomination
- 9.5.1.1 Only Full and Honorary Members may nominate candidates for the SASTA Council.
- 9.5.1.2 Subject to 9.5.1.1, each nominee shall be nominated in writing by one Member, seconded by another Member and shall on the nomination form signify his own acceptance of nomination in writing.
- 9.5.1.3 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 in terms of 9.5.1.2.
- 9.5.2 Eligibility
- 9.5.2.1 Only Full and Honorary Members shall be eligible for election to the SASTA Council.
- 9.5.3 Submission of Nominations
- 9.5.3.1 Nominations for membership of the SASTA Council shall be forwarded to the SASTA office not later than three weeks before the Annual General Meeting each year.
- 9.5.3.2 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. Voting by email will be acceptable.

-
- 9.5.4 Submission of Voting Papers
- 9.5.4.1 All voting papers shall be emailed or returned in the envelope marked 'Voting Paper', duly sealed, so as to reach the SASTA office not later than 09h00 three working days prior to that appointed for the Annual General Meeting.
- 9.5.4.2 Voting papers and emailed voting arriving after that time shall be rejected.
- 9.5.4.3 Following 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.
- 9.5.4.4 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.
- 9.5.5 Result of Ballot
- 9.5.5.1 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.
- 9.5.5.2 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.
- 9.5.6 Vacancy of Office
- 9.5.6.1 Should any vacancy occur in the SASTA Council during any year, such vacancy may be filled by the SASTA Council at its discretion.
- 9.5.6.2 The Full or Honorary Member/s so appointed shall serve for the unexpired term of office of the retiring SASTA Council Member.
- 9.5.6.3 Any SASTA Council Member who has been absent for three consecutive meetings without satisfactory reason shall automatically cease to be a SASTA Council Member.
- 9.6 SASTA Council Meetings, Quorum and Voting
- 9.6.1 Meetings

-
- 9.6.1.1 Meetings shall be held not less than five times each year;
- 9.6.1.2 The President of the SASTA Council, Vice-President of the SASTA Council or any two members of the SASTA Council may request a meeting if they consider that one is necessary.
- 9.6.2 Quorum
- 9.6.2.1 A quorum shall consist of fifty percent (50%) of the elected SASTA Council Members (including President and Vice-President) personally present, but shall exclude any SASTA Council Member who was co-opted;
- 9.6.2.2 In the event of the President being absent, the Vice-President shall preside over each meeting as Chairperson;
- 9.6.2.3 In the event of both of these officers being absent, the Chairperson for the meeting shall be elected by the SASTA Council Members present.
- 9.6.3 Voting of SASTA Council
- 9.6.3.1 Resolutions of the SASTA Council shall be passed at meetings of the SASTA Council on the basis of a simple majority of elected and co-opted members present;
- 9.6.3.2 In the event of an equality of votes in relation to any particular issue, the Chairperson for the meeting shall have a casting vote;
- 9.6.3.3 Notwithstanding the provisions of 9.6.3.1, resolutions of the SASTA Council may, in exceptional circumstances be passed by round-robin resolution on the basis that:
- 9.6.3.3.1 Any resolution which is to be passed on a round-robin basis must be circulated to and noted by all Council Members;
- 9.6.3.3.2 Such resolution will be passed upon the signature of the resolution or confirming emails of a simple majority of all SASTA Council Members then in office;
- 9.6.3.3.3 In the event of an equality of votes, the President of the SASTA Council, or in his absence vice-president or chairperson elect shall thereupon have a casting vote.
- 9.7 Powers and Duties of SASTA Council

The SASTA Council shall particularly have the power and duties to:

- 9.7.1 Regulate the form of procedure in SASTA Council;
- 9.7.2 Accept donations or grants to SASTA for special and general objectives;
- 9.7.3 Fix the dates and times for meetings of the SASTA Council, of the Annual General Meeting, of Congresses, Workshops, Factory/Field Visits, Roadshows and any other sessions;
- 9.7.4 Determine:
 - 9.7.4.1 who shall be entitled to sign any documents on behalf of the Association;
 - 9.7.4.2 levels of authority for financial and other decision-making on behalf of SASTA;
- 9.7.5 From time to time review and fix rates of annual subscriptions to be paid by members ;
- 9.7.6 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;
- 9.7.7 Ensure that the internal and external audit functions of SASTA are effectively implemented;
- 9.7.8 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;
- 9.7.9 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 and to define the powers and duties of any such referees or sub-committees so appointed, including:
 - 9.7.9.1 such functions or sub-committees as may be appropriate and recommended by King III;
 - 9.7.9.2 having the power to include in such sub-committees, persons who may not be members of the Association;
- 9.7.10 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;

-
- 9.7.11 Invest any surplus monies of the Association in such manner as they may think fit, with power to withdraw and vary investments;
 - 9.7.12 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;
 - 9.7.13 Consider applications for membership and keep a register of such members;
 - 9.7.14 Formulate and adopt strategic plans for the management and operation of SASTA;
 - 9.7.15 Monitor the operational performance of SASTA;
 - 9.7.16 Monitor the performance of management, referees and sub-committees;
 - 9.7.17 Determine policies, methodology and processes in order to ensure the integrity of SASTA's risk management implementation and practice;
 - 9.7.18 Identify, evaluate and control all risks pertaining to SASTA and, without in any way limiting the scope or generality of the foregoing, in particular the risks associated with the organisation of the annual Congress of SASTA and financial risks to SASTA;
 - 9.7.19 Ensure the integrity and implementation of all internal controls;
 - 9.7.20 Determine communications policies and protocols;
 - 9.7.21 Provide guidance to SASTA members with regard to, and manage, the election of SASTA Council members and office bearers.

10. SUB-COMMITTEES

- 10.1 In addition to such referees and sub-committees as may be appointed by the SASTA Council in accordance to 9.7.9, the following are permanent sub-committees of the SASTA Council:
 - 10.1.1 A committee to be known as the Factory Control Advisory Committee ("FCAC") which shall:
 - 10.1.1.1 be responsible for the standardisation and improvement of chemical control in the factories affiliated to the Council and revising and updating the "Laboratory Manual for South African Sugar Factories including the Official Methods";

-
- 10.1.1.2 be made up of such members as may be nominated in accordance with the FCAC Charter which should be approved by the SASTA Council;
 - 10.1.1.3 draft and adopt its own charter which shall regulate its internal proceedings;
 - 10.1.1.4 report and make recommendations periodically to the SASTA Council;
 - 10.1.2 A sub-committee to be known as the Congress Organising Committee (“COC”) which shall:
 - 10.1.2.1 be chaired by the Congress Organising Committee Chairperson;
 - 10.1.2.2 be responsible for organising the Congress of SASTA;
 - 10.1.2.3 manage its own budget, subject to obtaining approval for items of expenditure exceeding any maximum amount to be determined from time to time by the SASTA Council;
 - 10.1.2.4 be constituted of such members as may be nominated from time to time by the SASTA Council;
 - 10.1.2.5 report as necessary to the SASTA Council.
 - 10.1.3 A sub-committee to be known as the Finance Committee which shall:
 - 10.1.3.1 be chaired by the Treasurer;
 - 10.1.3.2 consist of at least three persons, who are not connected persons in relation to each other;
 - 10.1.3.3 accept the fiduciary responsibility of the Association. All decisions of the Finance Committee shall be ratified by the Council.

11. SUBSCRIPTIONS

- 11.1 Amount
 - 11.1.1 The subscription payable by all categories of members other than Honorary Members and Co-opted Members (as defined in Rules 6.5 and 6.8) shall be an amount decided by the SASTA Council in terms of 9.7.5, payable in advance.
 - 11.1.2 Retired Members shall pay 25% of the full membership fee.
- 11.2 Arrears

No member whose subscription is in arrears at any time shall be entitled to take part in the business of the Association, whether at the Annual General Meeting, or otherwise.

11.3 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.

12. ACCOUNTS

12.1 The SASTA Council shall cause proper books of account to be kept according to Accounting policies accepted by the Association, and presented at Council meetings:

12.1.1 of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, in the form of a statement of comprehensive income (income statement);

12.1.2 of the credits and liabilities of the Association, in the form of and a statement of financial position (balance sheet).

12.2 Financial Year

The Financial Year of the Association shall be from 1st April to 31st March in each twelve-month period unless otherwise decided upon by the SASTA Council.

12.3 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, which need not necessarily be members of the SASTA Council, provided that if any such signatory is not a member of the SASTA Council, his authority as a signatory shall be formally approved by the SASTA Council.

13. AUDITORS

13.1 Auditors shall be appointed at the Annual General Meeting.

14. MEETINGS

14.1 Congress

14.1.1 The SASTA Congress shall be held annually, unless decided otherwise by the SASTA Council.

14.1.2 Subject to 14.1.1, 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.

14.2 Annual General Meeting

14.2.1 The Annual General Meeting shall be held on a date deemed suitable by Council.

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

14.3 Special General Meeting

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

14.3.2 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.

14.3.3 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.

14.4 Eligibility for Attendance at Meetings

All categories of members shall be entitled to attend:

14.4.1 the Annual General Meeting;

14.4.2 the Special General Meeting; and

14.4.3 all technical discussions at the Congress or other technical meetings.

14.5 Voting

14.5.1 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").

-
- 14.5.2 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 17 hereof.
- 14.6 Quorum for a General Meeting
- 14.6.1 The quorum of Voting Members for any General Meeting shall be twenty-five (25) Voting Members personally present.
- 14.6.2 No business shall be transacted at any General Meeting unless a quorum of Voting Members is present when the meeting proceeds to business.
- 14.7 Chairing of Meetings
- 14.7.1 The President shall preside as Chairperson at every General Meeting.
- 14.7.2 If within fifteen minutes from the time appointed for the Meeting the President is not present or declines to preside, the Vice-President, if he is present, shall take the chair.
- 14.7.3 Should the Vice-President not be present or decline to preside, the Voting Members present shall vote one of their number to be Chairperson of the meeting.
- 14.8 Resolutions
- 14.8.1 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.
- 14.8.2 If a ballot is demanded it shall be taken in such a manner as the Chairman may direct.
- 14.8.3 A ballot shall be taken on the demand of one-fifth in number of the Voting Members personally present.
- 14.9 Ballot
- 14.9.1 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.
- 14.9.2 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 discretion, to exercise a casting vote in addition to his vote as a Voting Member.

- 14.9.3 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.

15. INTELLECTUAL PROPERTY

- 15.1 SASTA shall own the copyright for all manuscripts from all contributors at SASTA Congress, Roadshows and other organised events of SASTA. It is acknowledged, however, that the authors own any other Intellectual Property arising from the work reported on.

- 15.2 The SASTA Council shall ensure that the following is agreed to, in writing or by e-mail correspondence, by all contributors at SASTA Congress, Roadshows and other organised events of SASTA:

- The manuscript has not been published previously, is not presently being considered for publication elsewhere and that all necessary permission has been given for them to disclose the content of the Paper
- To the best of their knowledge, nothing in the manuscript infringes any intellectual property right or discloses any confidential information vested in a third party
- The manuscript does not contain any subject matter that contravenes any laws (including any defamatory material and misleading and deceptive material)
- The manuscript meets ethical standards applicable to the research discipline
- All authors have read the manuscript and have agreed to its publication

- 15.3 The Corresponding Author shall also give SASTA permission to:

- Publish the final manuscript as part of the Congress Proceedings
- Publish the final manuscript on the SASTA website

16. INDEMNITY

Every member of the SASTA Council or of any sub-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 sub-committee

of any of the powers and functions which are or may be conferred upon it by or pursuant to this Constitution.

17. ALTERATION OF THE CONSTITUTION

17.1 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.

17.2 Any amendment of the constitution of the Association shall be submitted to the Commissioner within 30 days of such amendment.

18. INTERPRETATION OF THE CONSTITUTION

18.1 Headings in the Constitution shall be taken into consideration in the interpretation of the Constitution.

18.2 Any use of the words "he" or "him" in the Constitution, or derivatives thereof, shall be construed to include as an alternative the words "she", "her" or other logical derivatives thereof.

18.3 Any noun used in the singular form shall include the plural, as the context requires and permits, and *vice versa*.