

**CONSTITUTION OF THE  
SOUTH AFRICAN METAL FINISHING ASSOCIATION**

*CARING FOR OUR RESOURCES IS A STRATEGY  
FOR SUSTAINABLE LIVING!*

# CONSTITUTION OF THE SOUTH AFRICAN METAL FINISHING ASSOCIATION

## 1. NAME

The name of the association shall be the South African Metal Finishing Association (hereinafter known as the SAMFA).

## 2. OBJECTIVES

The objectives of the SAMFA are:

- 2.1 to operate as an overarching body that promotes, centralises and concentrates the efforts of member regional and/or national bodies that represent the various sectors of the metal finishing industry in South Africa.
- 2.2 to act as a forum for the member associations/organisations where national policy guidelines can be agreed upon to promote uniformity of purpose.
- 2.3 to provide administrative services to its member associations/organisations
- 2.4 to assist member associations/organisations in the acquisition of funding from potential donors
- 2.5 to assist in the establishment of metal finishing associations in regions that are not represented by such a body
- 2.6 to assist in public relations, marketing and advertising exercises designed to bring the activities of the member associations/organisations to the attention of target groups
- 2.7 To assist the member associations/organisations in achieving the following objectives:
  - 2.7.1 promoting the interests of the Metal Finishing Industry
  - 2.7.2 promoting, researching and improving waste management, improving environmental management, reducing the impact of the metal finishing industry on the environment and generally promoting cleaner production in the metal finishing industry in co-operation with government agencies, scientific and educational institutions, government authorities and organisations;
  - 2.7.3 promoting the participation of the metal finishers in a programme of waste minimisation with a view to the reduction of all sources of waste including, but not limited to liquid, solid, energy and gaseous waste;
  - 2.7.4 providing a forum for the promotion and advancement of the metal finishing industry, including forums for the discussion and debate by the industry with respect to legislation, common issues and the setting of standards;
  - 2.7.5 providing on-going education of the members, the dissemination of information, particularly scientific and technical knowledge and the sharing of skills and knowledge within the metal finishing industry;

- 2.7.6 facilitating training and education within the industry;
- 2.7.7 generating unity within the industry as a group and providing a means of mutual support for shared issues and interest;
- 2.7.8 doing all things necessary and ancillary to achieve these objectives.

### **3. NON-PROFIT ASSOCIATION**

Notwithstanding anything to the contrary herein contained:

- 3.1 The SAMFA is a non-profit organisation and is not formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the SAMFA or its individual members.
- 3.2 The income and assets of the SAMFA shall be applied solely for the investment and for the promotion of the objects for which it is established.
- 3.3 No part of the income or assets of the SAMFA shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person. However, payments may be made to bona fide employees or contractors providing a specific service under terms of reference agreed to by the management committee as envisaged in clause 11.3.1 and 11.3.2.
- 3.4 Members or office bearers of the SAMFA do not have rights over things that belong to the organisation.
- 3.5 The SAMFA shall not be entitled to carry on any trading or other profit-making activities or participate in any business, profession or occupation carried on by any of its members or provide to any of its members financial assistance in respect of the member's business, or any premises or continuous services or facilities for the purpose of carrying on any business, profession or occupation.
- 3.6 Notwithstanding the above, the SAMFA may manage short term projects financed by donor funding to explore new technologies for the promotion of resource conservation and environmentally friendly alternatives for metal finishing industries. In this regard the association may use volunteer member companies for purposes of experimentation and evaluating such technology. Such demonstration projects shall not be construed to be financial assistance as contemplated in terms of clause 3.5 above. Volunteer companies engaging in such trials must make the results and data derived from these trials available to other SAMFA member associations to promote the implementation of eco friendly technologies nationally in line with objectives envisaged in clause 2.7.2 above.

### **4. POWERS OF THE SAMFA**

The SAMFA shall have all such powers as are necessary for the proper attainment of the objects set out in clause 2 above and shall, in particular, have the following powers:

- 4.1 to facilitate the exchange of ideas and act as a forum for the ideas, priorities, interests, and issues of the metal finishing industry in general;

- 4.2 to liaise and co-operate with other organisations in order to promote the above mentioned objective;
- 4.3 to act as a mouthpiece of the metal finishing industry in matters that affect the interests of the industry through communication and representations to the industry and government institutions;
- 4.4 to arrange and hold training sessions, meetings, exhibitions and social functions;
- 4.5 to accept donations, grants and bequests and to distribute such funding to its member associations
- 4.6 to purchase, hire or acquire in any manner any moveable and immovable property to carry out the aims and objectives of the SAMFA;
- 4.7 to open and operate any account with any financial institution in the name of the SAMFA, including a cheque account, and all funds shall be invested in a registered financial institution;
- 4.8 to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or society whose objectives are similar or partly similar to the objectives of the SAMFA, provided that no subscriptions be paid to any such other associations out of the funds of the SAMFA with the exception of ***bone fide membership subscriptions***.
- 4.9 all such powers as are necessary and / or ancillary to carry out the aims and objectives of the SAMFA, and to carry out all its powers hereunder on such terms and conditions as it deems fit.

## 5. LEGAL STATUS

- 5.1 The SAMFA is and shall continue to be a distinct and separate legal entity and body corporate and with the capacity to acquire rights and obligations and having perpetual succession.
- 5.2 All actions, suits, proceedings at law or any arbitration shall be brought by or against the SAMFA, in the name of the SAMFA and the committee may authorise any person or person to act on behalf of the SAMFA and to sign all documents and to take all such steps as may be necessary in connection with any such proceedings.

## 6. MEMBERSHIP

The SAMFA shall have the following members:

- 6.1 A minimum of 3 regional metal finishing associations, or comparable bodies. The founding members are the KZN MFA, the Cape MFA and the Gauteng MFA. These regional associations will operate as SAMFA KZN Region, SAMFA Cape Region, and SAMFA Gauteng Region.
- 6.2 As many honorary association memberships as may be decided upon by the SAMFA committee
- 6.3 Individual members who are members of a represented MFA or comparable body.
- 6.4 Individual Honorary members who are members of a represented MFA or comparable body.

## 7. QUALIFICATION FOR MEMBERSHIP OF SAMFA

- 7.1 **Association membership:** Non-profit associations representing regional or national interests of operations active in the metal finishing industry and who subscribe to the objectives of SAMFA are eligible for membership. Such qualifying associations shall be represented by a single delegate of their choice on the committee of the SAMFA.
- 7.2 **Honorary Association Membership:** At the discretion of the SAMFA committee honorary membership may be conferred on an association where such honorary membership is considered to be in the best interests of the SAMFA. Such members will be invited to be represented by a single delegate at SAMFA committee meetings but not enjoy voting rights on the SAMFA committee.
- 7.3 **Individual Membership:** Where an individual or a representative of a business undertaking enjoys ordinary membership of a regional MFA subject to the provisions of its constitution, and where that MFA is also member of the SAMFA, such member shall also be recognised as an individual member of the SAMFA. The interaction of such an individual member with the SAMFA shall be via the regional MFA of which he/she/the business undertaking is a member.
- 7.4 **Honorary Individual Membership:** Where an individual or a representative of a business undertaking enjoys honorary membership of a regional MFA subject to the provisions of its constitution, and where that MFA is also member of the SAMFA, such member shall also be recognised as an honorary member of the SAMFA. The interaction of such a member with the SAMFA shall be via the regional MFA of which he/she/the business undertaking is an honorary member.

## 8. ADMISSION OF MEMBERS AND TERMINATION OF MEMBERSHIP

- 8.1 With the exception of the founding member associations all applications shall be tabled at the first committee meeting after receipt of the application and approved upon a majority vote of the committee.
- 8.2 Individual MFA members automatically become SAMFA members through membership of their regional associations of the SAMFA.
- 8.3 Membership shall terminate in the event that:-
- 8.3.1 the association's elected SAMFA committee representative has given written notice of his association's decision to resign to the SAMFA secretary;
- 8.3.2 Individual MFA members automatically terminate their membership of the SAMFA when they resign from the regional association in terms of its constitution and through whom they were associated with SAMFA.
- 8.3.3 The three founding member associations i.e. the KZN MFA, the Cape MFA and the Gauteng MFA may not resign from the South African Metal Finishing Association. If one of these experiences difficulties related to management or membership then the SAMFA will assist in whatsoever manner necessary to keep the regional association viable. Only additional associations that may elect to join the SAMFA as contemplated in clause 7.1 may exercise this right.

## **9. SUBSCRIPTION FEES**

All associations that are members of the SAMFA shall pay such subscription fees as are determined by the SAMFA committee from time to time. Where an association is applying for membership, the subscription fee determined shall be lodged with the application.

## **10. THE COMMITTEE AND ITS ELECTION**

- 10.1 The SAMFA committee shall consist of one delegate per member association, the delegate having been nominated by the governing body of the member association.
- 10.2 Delegates thus elected remain in office until the governing body of the association they represent decide to replace that delegate.
- 10.3 The management committee must hold at least 2 ordinary meetings each year, for which reasonable notice has been given.
- 10.4 Minutes shall be kept of every meeting and circulated to the regional association committee members within 14 days of the said meeting having taken place.
- 10.5 In the event that the majority of the members of the SAMFA committee are unhappy with the performance of, or the working relationship with, a delegate serving on the SAMFA committee, then such complaint shall be made in writing to the governing body/executive committee of the represented association. That organisation or association is obliged to investigate the issue and has the opportunity to make a replacement, but is not compelled to do so if they conclude that they remain satisfied with their original choice. A written report of their findings and decision must be made to the SAMFA within 14 days of such complaint being lodged.
- 10.6 With the exception of a founding member association, in the event of any other member association failing to make a delegate available to the SAMFA committee for a scheduled meeting on more than 2 consecutive occasions, and without providing acceptable written reasons for this action, that association or body shall be deemed to have resigned from the SAMFA.
- 10.7 Founding member associations must make a delegate available for each meeting, and if this is impossible, then they must select a delegate from another region to represent them on the SAMFA management committee and duly authorise that delegate in writing to act on their behalf.

## **11. MANAGEMENT OF THE AFFAIRS OF THE ASSOCIATION**

- 11.1 A Management committee will manage the SAMFA. The management will be made up of not less than 3 members who represent the regional constituencies. They are the office-bearers of the organisation.
- 11.2 The committee shall maintain proper financial records of the SAMFA. The financial year end of the organisation is the end of February each year.
- 11.3 The management committee shall have full power and authority to perform any act or task. In addition to the general powers and authorities hereby conferred on the committee, and

without limiting such power and authority, the committee shall have the following special powers:

- 11.3.1 to appoint such agents, officers, clerks and servants for permanent, temporary or special services as they think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances, and to such amounts as they may think fit, and to suspend or discharge any such persons at their discretion;
- 11.3.2 to execute any contracts in the name of the SAMFA;
- 11.3.3 to make, vary and repeal by-laws for the regulation of the affairs of the SAMFA, its officers and servants or the members of any class of the SAMFA, and in particular by-laws relating to the conduct of the industry with regard to environmental pollution and to provide for a process of sanction for such members, provided that such by-laws are not inconsistent with or contrary to this constitution.
- 11.3.4 to delegate to any subcommittee or subcommittees all or any of the part of the authorities conferred on the committee by the constitution. There should be at least 3 members on a sub-committee. The sub-committee must report back to the management committee on its activities. It should do this regularly.

## **12. MEETINGS OF THE COMMITTEE**

- 12.1 The quorum for a meeting of the committee shall be 3 members present at the commencement of and throughout the meeting. Any decision shall be by a majority vote by show of hands of those present. If there is no quorum present at the meeting it shall be postponed.
- 12.2 The management committee serve as representatives of the body that elected them to that post.
- 12.3 The management committee shall keep a minute of all meetings and decisions taken at such meetings. These minutes must be kept safely and always be on hand for members to consult.
- 12.4 Chairmanship of the management committee meeting shall rotate among the delegates, with a different delegate chairing each meeting until all delegates have served in that capacity, when the cycle repeats itself.
- 12.5 Any one or more members of the management committee, can call a special meeting if they so wish. But, the individual/s calling the meeting must let the other management committee member/s know the date of the proposed meeting no less than 21 days before it is due to take place. They must also tell the other member/s of the management committee which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new management committee member, then those calling the meeting must give the other management committee member/s not less than 30 days notice.

### **13. AMENDMENTS TO THE CONSTITUTION**

- 13.1 The constitution of the SAMFA or any part thereof may be amended by a resolution adopted by a majority of two-thirds of the SAMFA management committee at an annual or special general meeting of SAMFA management committee members of which due and proper notice has been given at least 30 days in advance.
- 13.2 In such an event, prior to voting, each delegate on the SAMFA committee must produce individual signed statements from at least 60% of the registered membership of the body he represents where the individual member indicates that he has been informed of the nature of the proposed change and the reasons therefore and indicating his approval.
- 13.3 Failure to produce the requisite number of the above-mentioned signed statements dictates that the delegate representing that constituency must return a NO vote.
- 13.4 The delegate must vote in accordance with the wishes of his constituency.

### **14. INTERPRETATION**

Save where the contrary appears from the context, singular words shall be deemed to import the plural and vice versa. Gender references may be male or female and one may import the other.

### **15. GENERAL**

A copy of the SAMFA constitution may be inspected by the regional association members upon application to the secretary. Every regional association or body upon becoming a member of the SAMFA shall receive a copy of the constitution and the by-laws (if any). Each member association or body will ensure that each of its members receives a copy of the constitution.

### **16. INDEMNITY**

Every member, officer, servant and / or committee member shall be indemnified by the SAMFA against all costs, losses and expenses which he / she may incur or become liable for by reason of any act or thing done by him / her as such in the discharge of their duties, unless the loss in question is caused by the gross negligence, dishonesty or breach of trust by the person.

### **17. WINDING-UP**

- 17.1 The SAMFA may be dissolved by a resolution passed at a general or special general meeting provided that such resolution is passed by a majority of two thirds of the members present and entitled to vote at such meeting and that the same procedure is adopted as for a change to the constitution.
- 17.2 In such an event, prior to voting, each delegate on the SAMFA committee must produce individual signed statements from at least 60% of the registered membership of the body he represents where the individual member indicates that he has been informed of the proposal for winding-up and the reasons therefore and indicating his approval.

- 17.3 Failure to produce the requisite number of the above-mentioned signed statements dictates that the delegate representing that constituency must return a NO vote.
- 17.4 The delegate must vote in accordance with the wishes of his constituency.
- 17.5 (Deleted)
- 17.6 In the event of such resolution being passed and the dissolution of the SAMFA, the organisation 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 organisation but should be given in some way to another non-profit organisation that has similar objectives. The organisations general meeting can decide what organisation this should be.
- 17.7 In the event that there is no body previously represented on SAMFA that qualifies as a recipient of assets arising out of a winding-up of SAMFA, such assets must be transferred to another suitable organisation of similar aims and objectives provided that such organisation is exempt from tax under the laws relating to income tax and donations tax.

This constitution was amended on the 27<sup>th</sup> day of March 2010

Signed by the KZN MFA representative:

Mark Wright. Date: March 27, 2010

Signed by the CMFA representative:

Stephen Codd Date: March 27, 2010

Signed by the GMFA representative:

Nico van Heerden Date: March 27, 2010