CONSTITUTION OF THE LAWN MOWER ASSOCIATION OF SOUTH AFRICA

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# GENERAL

## NAME

### The registered name of the Association shall be the LAWN MOWER ASSOCIATION of South Africa, “LMA” in short. The LMA shall trade as the OUTDOOR POWER PRODUCTS ASSOCIATION of South Africa, “OPPASA” in short.

## AREA OF OPERATION

### The area of operation shall be the Republic of South Africa

## OFFICE

### The office of the association shall be an E-operation meaning that members shall interact on a web-based system.

## NON-PROFIT BODY

### The association shall be a non-profit making organization.

# DEFINITIONS

## Any expression used in this Constitution which is defined in the Labour Relations Act, 1995, shall, unless the contrary intention appears, have the same meaning as in that Act.

## The LMA means the industry in which employers and their employees are engaged in the sale, and/ or renovation, and/ or servicing, and/ or assembly during repair of Small Plant and Equipment, for example:

### lawn and garden tools and equipment

### small farming tools and equipment

### small workshop tools and equipment

### small cleaning tools and equipment

### small forestry equipment

# AIMS AND OBJECTS

## The objects of the Association shall be:

### to regulate relations between members and their employees and to protect and further the interests of members in relation to their employees;

### to encourage the settlement of disputes between members and their employees by conciliatory methods;

### to promote, support or oppose, as may be deemed expedient, any proposed legislative or other measure affecting the interests of members;

### to provide, when deemed necessary, legal assistance to members on matters affecting the relationship between themselves and their employees;

### to co-operate with organisations of employers and/ or employees, or with any conciliation board which may be established to deal with matters which affect members;

### to borrow, invest, lend, subscribe or donate money for the furtherance of the objects of the Association;

### to use every legitimate means to induce all persons who are eligible for membership to become members;

### to foster and encourage the training of employees in the industry;

### to do such other lawful things as may seem to be in the interest of the Association or its members and which are not inconsistent with the Labour Relations Act, 1995, or any other law, or any matter specifically provided for in this constitution.

# MEMBERSHIP

## ELIGIBILITY

### ORDINARY MEMBERSHIP

#### Employers engaged in the sale, and/ or renovation, and/ or servicing, and/ or assembly during repair of Small Plant and Equipment, as defined in Article 2.2, in the Republic of South Africa, shall be eligible for ordinary membership of the Association.

#### Membership classification as per addendum B hereto

### ASSOCIATE MEMBERSHIP

#### The Association may admit employers engaged in the manufacture and/ or the distribution of machinery and/ or supplies concerned with the industry or who are furnishing services of any description to ordinary members as Associate members.

#### Associate members shall be subject to the same benefits and obligations as ordinary members, provided that associate members who are not eligible for ordinary membership of the Association may attend general meetings but shall not have the right to vote nor shall they be taken into consideration in determining the representativeness or membership strength of the Association, or for any purpose of the Labour Relations Act, 1995.Records of the Association shall clearly specify the respective classes of membership.

#### Membership classification as per addendum C hereto

# APPLICATION FOR MEMBERSHIP

## Step 1

### Complete an online application form,

#### Enter the name and e-mail address of the person that would represent the applicant in all association matters with which he/she is concerned. Such representative shall have full authority to act on behalf of the member, shall be entitled to vote on his behalf at meetings of the Association or in ballots conducted by the Association, and shall be eligible for election to any Association committee if so selected.

#### Enter the name and e-mail address of an alternate to his representative who, in the absence of the member or his representative, shall be entitled to attend any meetings of the Association and to exercise all the powers of the said member or representative, except that he shall not be eligible for the election to any committee.

#### Select a member from the list of members that made themselves available to serve or currently serves on the National Executive Committee to represent the applicant on the National Executive Committee.

#### Indicate by means of marking the required block on the application form if the applicant makes him/her self-available to serve on the National Executive Committee.

### Do the required online payment,

### Adhere to such additional information as may be requested by the Association.

#### Agree to the constitution of the association.

## Step 2

### The application for membership would automatically be distributed between the members with the purpose of finding a recommendation for membership approval.

### After 5.02.(a) every application for membership, together with the entrance fee and subscription, as prescribed, shall be electronically forwarded to the National Executive Committee. The National Executive Committee electrically approves or rejects the application.

#### The entrance fee and any subscription paid shall be refunded to the applicant in the event of rejection of the application.

## Step 3

### The applicant concerned shall be notified by the system of the decision of the National Executive Committee.

### An approved applicant would be issued with an electronic generated membership certificate.

### Any applicant, having been refused admission as a member, may re-apply after a period of 6 (six) months.

## Step 4

### Membership is valid for one year. Members can continue membership for the following year by doing the required online payment or resign without reason by rejecting the payment notification.

# MEETINGS

## All meetings shall take place on an online platform as selected by the National Executive Committee.

### A general meeting of the Association shall ordinarily be held once every 12 (twelve) months.

### Special General Meetings shall be called whenever desired by most of the National Executive Committee or upon a requisition electronically signed by not less than 60 (sixty) percent of the members of the Association in good standing, in which event the meeting shall be called within 14 (fourteen) days of receipt of such requisition.

## Notification of meetings

### Notices of General Meetings of the Association showing the business to be transacted shall be given to members by means of online notification not less than 21 (twenty-one) days before the date of such meetings, provided that in the case of Special General Meetings such shorter written notice, being not less than 7 (seven) day, as may be decided by the President, may be given.

### The Annual General Meeting of the Association shall be held in the month of August each year, or as soon as possible thereafter, but not later than the month of October in each year.

### The notice of the Annual General Meeting shall include a copy of the Annual Report of the National Executive Committee, a copy of the audited income and expenditure account and the balance sheet of the Association, together with the auditor’s report thereon.

### The following business shall be transacted at the Annual General Meeting:

#### receive and adopt the Annual Report of the National Executive Committee.

#### receive and approve the audited income and expenditure accounts and balance sheet of the Association together with the report of the auditors thereon.

#### As members representing five or more ordinary members automatically become members of the National Executive Committee the members elect the President, Vice-president, and Treasurer from these members.

#### approve the audit fee for the past year and appoint the auditor for the ensuing year.

### The Annual General Meeting and Special General Meeting shall be open to all members of the Association provided that the right to vote shall be confined to all ordinary members in good standing or their representatives appointed in terms of Article 5 Section 5.01. In case of none of the members representatives is present the member agrees to the outcome of the meeting.

### All matters of procedure on which this constitution is silent shall be decided on motion by a majority vote of the members present at the General Meeting of the Association.

### The National Executive Committee shall ordinarily meet at least quarterly basis on a date to be fixed by the President. Special Meetings of the National Executive Committee shall be called by the President whenever he/she deems it advisable or upon a requisition signed by not less than two members of the Committee, in which event the meeting shall be called within 14 (fourteen) days of receipt of the requisition by the President.

### Members of the National Executive Committee shall be notified by means of online notification of the time and place of meetings of the Committee by the system at least 14 (fourteen) days before the dates of such meetings, provided that shorter notice, being not least than 7 (seven) days, may, at the direction of the President, be given in respect of special meetings. To every notice of meetings an agenda shall be attached. All matters for consideration by the National Executive Committee shall be decided on motion duly seconded and voted upon by means of recorded online indication.

### The proceedings of any meeting shall not be invalidated by reason of the non-receipt by any member of the notice of meeting.

# NATIONAL EXECUTIVE COMMITTEE

## COMPOSITION

### The management of the affairs of the Association between general meetings shall be vested in a National Executive Committee consisting of the President, Vice-President, Treasurer, and those members representing five or more ordinary members as elected in terms of Article 5

## NOMINATIONS

### Nominations for President, Vice-president and treasurer of the association shall automatically be compiled and distributed by the system at least 30 (thirty) days before the date of the Annual General Meeting.

## ELECTION

### The National Executive Committee shall be elected at every third General Meeting of the Association, voted upon online ballot, except where there is but one nominee for an office, when the person nominated shall be declared duly elected. A majority of votes shall be required for election. The National Executive shall, subject to the provisions of Article7.5, hold office until the completion of the Annual General Meeting, and shall be eligible for re-election on termination of their terms of office. The President and Vice-President of the Committee shall, ipso facto, be President and Vice-President of the Association. A member shall not be eligible for election as President or Vice-President unless he has served for at least one year on the Executive Committee.

## CO-OPTION

### The National Executive Committee shall be empowered to co-opt a representative from each area not yet established as a region or division, whose terms of office shall correspond with those of the elected members of the National Executive Committee.

### Such co-opted members shall have no voting powers.

## TERM OF OFFICE

### The members of the National Executive Committee shall serve for as long as they represent five or more ordinary members as elected in terms of article 5, subject to the provisions of Section 7.05(b)

### A member of the National Executive Committee shall vacate his seat in any one of the following circumstances:

#### on resignation, suspension, or expulsion from membership of the association.

#### on absenting himself, without permission of the National Executive Committee, from three consecutive general meetings or meetings of the committee.

#### on ceasing to be in good standing.

#### on resigning as a member of the National Executive Committee by giving 4 (four) weeks written notice to the Secretary.

#### on ceasing to be an employee of the member he represents.

## VACANCIES

### Vacancies occurring in terms of the President, Vice-president and treasurer shall be filled by a member nominated by the National Executive Committee of the association. A member appointed to fill a vacancy shall, subject to the provisions of Article 7.5, hold office for the unexpired portion of the period of office of his predecessor.

## POWERS OF NATIONAL EXECUTIVE COMMITTEE

### The National Executive Committee shall, subject to the general direction and control of General Meetings, and the provisions of this Constitution, have power: -

#### to recommend the Association’s participation in the establishment of a conciliation board under the provisions of the Labour Relations Act, 1995;

#### to appoint from time to time such sub-committees as it may deem fit for the purpose of investigating and reporting on any matter referred to them by the National Executive Committee;

#### subject to the provisions of Article 4, to admit or refuse to admit persons to membership of the Association, to fix the conditions under which former members of the Association may be re-admitted to membership, and to suspend or expel a member for cause appearing

#### to institute legal proceedings on behalf of or to defend proceedings against the Association;

#### to deal with or enter into agreement as in terms of Article 3 Section 3.01(d) with a third party to deal with disputes between members and their employees and to endeavour to settle disputes by conciliatory methods

#### to make and enforce by-laws relating to procedural, administrative and disciplinary matters which are not inconsistent with the provisions of this Constitution, the Industrial Conciliation Act, 1956, or any other law;

#### to engage or dismiss a secretary and other employees of the Association and to fix their conditions of employment and define their duties;

#### to open and operate a banking account in the name of the Association; matters affecting the relationship between themselves and their employees and to institute legal proceedings against individual members;

#### to do such other lawful things as, in the opinion of the National Executive Committee, are in the interest of the Association and which are not inconsistent with the objects set out in Article 3 or any matter specifically provided for in this Constitution;

# OFFICE BEARERS

## The duties of the office bearers shall be:-

### PRESIDENT

#### The president shall preside at all meetings at which he/she is present,

#### enforce observance of the Constitution of the Association,

#### sign minutes of meetings after confirmation, and

#### generally, exercise supervision over the affairs of the Association and perform such other duties as by usage and custom pertain to the office.

#### He/she shall have a deliberative vote, and, in the event of equality of voting, have a casting vote.

### VICE-PRESIDENT

#### The Vice-President shall exercise the powers and perform the duties of the President in the absence of the latter.

### TREASURER

#### Endorse all accounts for payment after approval by the National Executive Committee

#### Sign audited statements

#### General financial oversight. Oversee and present budgets, accounts and financial statements to the management committee.

#### Funding, fundraising and sales.

#### Financial planning and budgeting.

#### Financial reporting.

### SECRETARY

#### The secretary may resign on giving 2 (two) months’ notice in writing to the National Executive Committee and his/her services may be determined by the Committee after a like period of notice has been given to him/her, provided that he/she may be summarily discharged by the Committee for serious neglect of duty or misconduct.

#### The Secretary shall:

##### receive requisitions for meetings; issue notices of meetings;

##### keep proper books of account in such form as may be prescribed by the National Executive Committee

##### conduct all correspondence of the Association; keep originals of letters received and copies of those dispatched and at each meeting of the National Executive Committee report on the correspondence which has taken place since the previous meeting; attend all meetings and record minutes of the proceedings;

##### issue official receipts for all moneys received; bank all moneys within 3 (three) days of receipt; submit reports in regard, to the financial position of the Association to the National Executive Committee not less than once every (three) months; prepare the balance sheet and statement of income and expenditure

##### referred to in Article 9.8 of this Constitution and perform such other duties as the National Executive Committee or a general meeting may direct. He/she shall attend all meetings of the National Executive Committee and all general meetings but shall have no voting power.

##### Assist users of the online system on queries they might have.

#### The Secretary shall also take the necessary steps to ensure that the requirements of the Labour Relations Act, 1995, are complied with.

### CEO

#### The Chief Executive Officer (CEO) has overall responsibility for creating, planning, implementing, and integrating the strategic direction of an organization. This includes responsibility for all components and departments of a business.

#### Represent the association at key industry role players with the intent to grow the association. As per article 10

# FINANCE

## FINANCIAL YEAR

### The financial year of the Association shall commence on the 1st (first) day of July and terminate on the 30th (thirtieth) day of June.

## BANKING

### All amount due to the association shall be deposited into the associations bank account.

## USE OF FUNDS

### The funds of the Association shall be applied to the payment of expenses, including those incurred through activities of the Association operating in terms of this Constitution, the attainment of the objects set forth in this Constitution and such other purposes may be decided upon by a General Meeting or by members voting by ballot for the attainment of the said objects.

## APPROVAL OF EXPENDITURE

### As per approval of the budget on the annual general meeting by the members of the association.

## SIGNATORIES

### Payment other than those specified in Section 9.04 shall require the prior approval of the National Executive Committee and shall be made by Electronic Fund Transfer created and authorised by any two of the following:

#### The President, Vice-President, Treasurer, Secretary or an appointed National Executive member.

### Payments of amounts less than the amount as stipulated in Addendum ~~E~~F hereto attached may be made from Petty Cash subject to the provisions of Article 9.6.

## PETTY CASH

### The amount specified in the budget as approved by the members would be kept by the secretary.

## ADDITIONAL FUNDS

### A General or Special General Meeting may, at any time, with a view to securing funds for any particular purpose falling within any of the objects specified in this Constitution, impose a levy not exceeding the annual subscription of the member during any period of twelve months provided that notice of the proposed levy appeared in the agenda for the meeting.

## AUDIT

### A balance sheet and a statement of income and expenditure in respect of each year ending 30th June shall be audited by a public accountant appointed by a General Meeting. Such accountant shall be appointed from amongst persons other than the members of the National Executive Committee or the office-bearers and officials of the Association and true copies of the audited balance sheet and statement of income and expenditure for each year and of the auditor’s report thereon shall be available at the Association’s online presence for inspection by members who shall be entitled to make copies thereof or to take extracts therefrom.

## ASSETS

### All property, movable and immovable assets and effects of the Association shall be deemed for all purposes to be vested in the National Executive Committee of the Association for the time being, in trust for the Association, and shall be dealt with by them as the Association may, in terms of this Constitution, determine by resolution.

## LIABILITY OF MEMBERS

### The liability of an individual member for the debts of the Association shall be limited to the amount, if any, of unpaid money due by him/her.

### A member who resigns or is expelled from membership shall have no claim on the funds of the Association as and from the date on which the resignation or expulsion is effective.

# REPRESENTATION ON INDUSTRIAL COUNCILS OR CONCILIATION BOARDS

### Subject to sub-article 6, a General Meeting may at any time decide that the Association shall become a party to an industrial council or apply for a conciliation board in terms of the Industrial Labour Relations Act, 1995.

### Candidates for election as representative on any such council or board may be nominated at the meeting and by means of electronic election. This shall also apply if the Association is cited as a party to a conciliation board established at the request of some other party.

### Representatives on an industrial council may be removed by a General Meeting and may resign on giving 4 (four) weeks’ notice to the National Executive Committee, or such notice as may be prescribed in the Constitution of the Industrial Council.

### In the event of the resignation or death of a representative or his removal by a General Meeting the vacancy shall be filled by the next General Meeting.

### Representatives shall have full power to enter into agreements on behalf of the Association, and such agreements shall not be subject to the ratification by the National Executive Committee or a General Meeting,

# BALLOTS

## In addition to those cases in respect of which the taking of a ballot is compulsory in terms of this Constitution, a ballot on any question shall be taken if a General Meeting or the National Executive Committee so decide, and shall also be taken –

### If demanded in writing by not less than 5 (five) of the members of the Association in good standing, or

### on any proposal to declare or take part in a lock-out.

## Ballots shall be conducted in the following manner:-

### Notice of ballots shall be given to each member of the Association in writing by the Secretary, at least 3 (three) days before the ballot is to be taken, provided that a ballot may be taken without notice at any General Meeting on the decision of a majority of the members present.

### Scrutineering shall be by means of an electronic counting system in the case of online voting alternatively two scrutineers shall be appointed by the National Executive Committee or a General Meeting to supervise any ballot and to ascertain the result thereof.

### A Ballot paper could be an electronic system in case of a virtual vote and a physical paper in case of physical vote. Ballot papers shall be provided by the National Executive Committee. The issue to be voted upon shall be set forth clearly on the ballot papers and such papers shall not contain any information by means of which it would be possible to identify the voters.

### One ballot paper only, electronic, or physical shall be issued on demand at the place and during the hours fixed for the taking of the ballot, to each member who is entitled to vote.

### Each voter shall, in the presence of the scrutineers, be issued with one ballot paper which he/she shall thereupon complete, electronically submit or fold and deposit in a container provided for the purpose.

### Ballot papers shall not be signed or marked in any way apart from the mark required to be made by a member in recording his vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.

### On completion of the ballot or so soon thereafter as possible, the result thereof shall be ascertained by the scrutineers in the presence of the Secretary and made known through this official. In the case of elections, the candidates up to the required number receiving the highest number of votes shall be declared elected.

### Ballot boxes shall be inspected by the scrutineers and sealed by the Secretary in their presence prior to the issue of ballot papers.

### Ballot papers, after they have been counted, including spoilt papers, shall be placed in a container which shall be sealed and retained by the Secretary for not less than 3 (three) years.

# AFFILIATION

## The Association may be affiliated to any other representative commercial or industrial organisation and shall pay all affiliation fees levied by such bodies. Affiliation to or withdrawal from membership of such bodies by the Association shall be decided by a majority vote at a General Meeting.

# DISCIPLINE

### The system will automatically block the user from using the system in case of the member not being in good standing.

### A member must be in good standing to use the system.

# WINDING UP

### The Association shall be wound up if at a ballot conducted in the manner prescribed in the constitution not less than three-fourths of the total number of members of the Association in good standing vote in favour of a resolution that the Association be wound up, or, if for any reason the Association is not able to continue to function.

### If a resolution for the winding up of the Association has been passed as provided in (Article XIV a), or if for any reason the Association is unable to continue to function the following provisions shall apply: -

#### The last-elected President of the Association, or, if he is not available, the available members of the last-elected Executive Committee of the Association shall forthwith transmit to the Industrial Registrar appointed in terms of the Labour Relations Act, 1995, a statement signed by him or them setting forth the resolution adopted or the reasons for the Association’s inability to continue to function, as the case may be, and the available members of the Association’s last-elected Executive Committee shall appoint a liquidator to carry out the winding up. The liquidator shall not be a member of the Association and shall be paid such fees as may be agreed upon between him and the said members of the Association’s last-elected Executive Committee who were in good standing as at the date of dissolution. Should the parties fail to agree upon the fees to be paid, the said Registrar shall fix the basis on which the liquidator shall be paid.

#### The liquidator so appointed shall call upon the last-elected office-bearers of the Association to deliver to him the Association’s books of accounts showing the Association’s assets and liabilities together with the register of members showing for the twelve months prior to the date on which the resolution for winding-up was passed or to the date as from which the association was not able to continue to function as the case may be, hereinafter referred to as the date of dissolution, the subscriptions paid by each member and his address as at the said date. The liquidator shall also call upon the said office-bearers to hand over to him all unexpended funds of the Association and to deliver to him the Association’s assets and the documents necessary in order to liquidate the assets.

#### The liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other moneys realised from any assets of the Association and, if the said funds and moneys are insufficient to pay all creditors after liquidator’s fees and expenses of winding-up have been met, the order in which creditors shall be paid, shall, subject to the provisions of Article 18.2.5, be the same as that prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent estate, and the liquidator’s fees and the expenses of winding-up shall rank in order of preference as though he were a liquidator of an insolvent estate and as though the expenses were the costs of sequestration of an insolvent estate.

#### After the payment of all debts in accordance with Article 18.2.3 the remaining funds, if any, shall be distributed by the liquidator amongst the members of the Association who were in good standing as at the date of dissolution and each member shall be awarded a share in proportion to the subscriptions paid by him in respect of the twelve months immediately preceding the said date.

#### The liability of members shall, for the purpose of this Article be limited to the amount of subscriptions due by them to Association in terms of this Constitution as at date of dissolution.

# AMENDMENTS

### Any of the provisions of this Constitution may be repealed, amended or added to in any manner by resolution of a General or Special General Meeting of the Association provided that at least 30 (thirty) days’ notices of any proposed alteration shall have been given to members. No amendments or additions shall have any force or effect until certified in terms of Section 9 (3) of the Labour Relations Act, 1995. A resolution to repeal or amend this Constitution shall require a two-thirds majority vote by ballot of all the members in good standing present at the General Meeting.