



## CONSTITUTION

Amendments:

6 April 2001; AGM: 30 MAY 2003; AGM: 1 Aril 2005; AGM: 6 April 2006; AGM: 13 April 2007; AGM: 2 May 2008;  
AGM: 2 October 2009; AGM: 30 September 2010; AGM: 21 November 2014; AGM: 16 September 2017;  
22 October 2022; AGM

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<b>WORD</b>	<b>DEFINITION</b>
<b>A SOUTH AFRICAN BRED ANIMAL</b>	(for the purpose of recording or registration), an animal born in or en route to South Africa: Provided that an animal born from an imported ovum or embryo shall be regarded as an imported animal;
<b>ACT</b>	The Animal Improvement Act, 1977 (Act No. 25 of 1977), including the regulations declared in accordance therewith. The Animal Improvement Act, 1998 (Act No. 26 of 1998), including the regulations promulgated in terms therewith. Other words, abbreviations and phrases in this Constitution, not defined above, shall, unless a contrary meaning clearly appears from the context, have the same meaning assigned thereto in the Act. In this Constitution, unless the contrary intention appears clearly from the context, words referring to persons in the masculine gender shall include females and words in the singular shall include the plural and words in the plural shall include the singular.
<b>ANIMAL</b>	A SA Boerperd recorded in the Herd Book or which is registered or eligible for registration and the words “stallion\’s”, mare\’s”, horse\’s” and “foal\’s” will have the same meaning;
<b>ASSOCIATION</b>	The South African Stud Book and Animal Improvement Association
<b>BIRTH</b>	The birth of an animal;
<b>BREED</b>	The SA Boerperd breed;
<b>BREEDER</b>	(of an animal), the owner of (a) the dam at the time of birth of an animal, (b) such animal at the time of application for the recording or registration thereof in the (c) the mare carrying such embryo at the time of the birth of a foal begotten from an embryo transfer;
<b>BUYER</b>	The person, persons or legal entity to whom ownership or joint ownership of an animal is transferred by the seller of such animal.
<b>CONSTITUTION</b>	The constitution (excluding the Bye-Laws of the Society);
<b>COUNCIL</b>	The Council of the Society;
<b>DEPARTMENT</b>	The Department or Departments responsible for administrating the Act;
<b>EMBRYO</b>	A fertilised ovum of an animal;
<b>FOAL BOOK</b>	The Foal Book of the Society wherein the detail of all SA Boerperd foals are recorded in respect of which birth notifications were submitted and
<b>HERD BOOK</b>	The Herd Book of the Society in which the details of all animals are recorded;
<b>HYBRID MEETING</b>	Hybrid meeting: A meeting of members at which some participants are attending the meeting in person and others are attending virtually.
<b>INSPECTOR</b>	A person appointed in such capacity by the Council;
<b>MINISTER</b>	The Minister of the relevant Department;
<b>OVUM</b>	The ovum of an animal and includes an embryo;
<b>OWNER</b>	The person that (a) (according to the records of the Association), is the owner of such animal or (b) to the satisfaction of Council is able to submit proof that such animal is suitable for recording or registration in his name
<b>RECORDING</b>	The procedure of recording in the Basic Register of the Herd Book ;
<b>REGISTER</b>	The procedure of registration of animals by the Association in the Stud Book Proper and Appendix sections of the Herd Book or whereby a prefix is recorded by the Association ;
<b>REGISTRAR</b>	The official appointed as Registrar of Animal Improvement in terms of the Law;The officer designated as Registrar of Animal Improvement in terms of the Act;
<b>SECRETARY</b>	The Secretary of the Society;
<b>SELLER</b>	the person, persons or legal entity being the owner\joint owner\’s of an animal according to the records of the Association or in the case of an imported animal, the owner in the country of origin who disposes of such an animal;
<b>SEMEN</b>	The semen of an animal;
<b>SOCIETY</b>	SA Boerperd Breeders’ Society;
<b>TERRITORY</b>	South Africa and such other countries determined by Council from time to time with the approval of the Association.
<b>VIRTUAL MEETING</b>	A meeting of members where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication approved by Council.



# CONSTITUTION

## 1. NAME OF THE SOCIETY

The name of the Society is the SA Boerperd Breeders Society.

## 2. OBJECTIVES

Subject to the provisions of the Act and of this Constitution, the objectives of the Society shall be:

- (a) to encourage and promote in the Territories the breeding and improvement of the breed by means of the powers and duties appointed to the Society in accordance with the Act, as regards recording or registration of pedigrees with the Association, the importation or exportation of animals, semen and embryos, technical, advisory and inspection services or in any other way whatsoever;
- (a) to encourage and promote the breeding and improvement of the breed in the Territory by means of the powers and duties conferred on the Society in terms of the Act, regarding the recording or registration of pedigrees with the Association, the importation or exportation of animals, semen and embryos, technical, advisory and inspection services or in any other way whatsoever;
- (b) to maintain unimpaired and conserve the purity of the breed in the Territory and promote the interests of the breed by all possible and available means;
- (c) to compile, keep and maintain accurate records of pedigrees and particulars of animals or to have it compiled, kept and maintained for the purpose of recording or registration by the Association ;
- (d) to draw up and maintain a Standard of Excellence for the breed;
- (e) for showing purposes to obtain various classes for the breed and to appoint competent judges to judge such classes; to encourage and convince show societies of the feasibility thereof to appoint only judges recommended by the Society.
- (e) for showing purposes, to obtain various classes for the breed and to appoint competent judges to judge the breed and to impress upon Agricultural Societies and others the advisability and necessity of appointing only judges recommended by the Society.
- (f) to promote the sale of animals;
- (g) by virtue of cooperation with the Association and the Department, to provide information in order to improve the breed;
- (h) in general to do all that is necessary to promote the interests of its members with regard to the breed;
- (h) in general, to do everything in its power to promote its members' interests in relation to the activities related to the breed;
- (i) to gather and distribute information with regard to the best and most beneficial ways in which breeding should be done, promoted and maintained and to keep members posted with scientific and other progress being made;
- (i) to gather and distribute information regarding the best and most beneficial ways to select and breed potential breeding animals and to keep members informed with scientific and other progress being made;
- (j) to erect a non profitable organisation (NPO) in the name of the SA Boerperd Breeders' Society to promote and execute the same objectives as above (a to j), as stated in the Constitution of the Breeders' Society.
- (j) to erect a non-profitable organisation to promote and execute the objectives as contained in the Constitution of the Society. The summarised objectives as incorporated in the Memorandum of incorporation will include all the objectives (a-j) as contained in the Constitution of the Society.



### **3. POWERS OF THE SOCIETY**

Subject to the terms of the Constitution the Society shall have the power -

- (a) to carry out such functions and perform such duties as are or may be imposed upon it by virtue of its incorporation in terms of the Act and its membership of the Association; and
- (a) to carry out such functions and perform such duties as are or may be imposed upon it under the Act and by affiliation to the Association and the granting of a legal personality to the Society in terms of the act; and
- (b) generally to do all such acts as a body corporate may by law perform and which the Society may deem necessary for the attainment of its objectives.

### **4. MEMBERSHIP**

#### **4.1 ELIGIBILITY**

Membership of the Society is open only to persons older than 18 years.

Membership of the Society shall be limited to persons above the age of 18 years.

#### **4.2 CATEGORIES OF MEMBERSHIP**

Membership categories are as follows –

Membership will consist of members as described below:

##### **4.2.1 Ordinary members**

Persons residing in the Territory that are directly or indirectly involved in the breeding of SA Boerperde shall be eligible for Ordinary membership of the Society. For the purposes of this sub clause a company, close corporation, partnership or body corporate is regarded as a person and as such will be eligible for ordinary membership of the Society.

Persons who are engaged, directly or indirectly, in die breeding of SA Boerperde, resident in the Territory, shall be eligible for membership of the Society as Ordinary members. For the purposes of this sub clause a company, close corporation, partnership or body corporate shall be deemed to be a person and eligible for ordinary membership of the Society.

Persons actively involved in the breeding of SA Boerperde and that record and register SA Boerperde in accordance with the stipulations of this Constitution will be known as Active Ordinary Members.

Persons actively involved in the breeding of SA Boerperde and record or register such animals in accordance with this Constitution shall be termed Active Ordinary Members.

Such Active Members will enjoy all rights and privileges of membership and will be eligible for election to Council. These members will enjoy the following voting powers at all meetings:

- (a) Active Ordinary members with 0 – 10 registered animals have one (1) vote.
- (b) Active Ordinary Members with 11 or more registered animals have two (2) votes.
- (c) An Active Ordinary member of the Society with more than 10 (ten) registered breeding animals qualifies as a breeder and holds an additional vote at the Annual General Meeting of the Society

All other members will be known as Non Active Ordinary Members. Such Non active members will enjoy all rights and privileges of membership including voting powers at any meeting of the Society and will also be eligible for election to Council.

##### **4.2.2 Honorary Life members**

For special services rendered in the interests of the breed a person may at an Annual General Meeting be elected as Honorary Life Member who shall enjoy all the rights and privileges of membership including the right to vote at any meeting of the Society and the right to be elected to the Council: Provided that no person shall be eligible for Honorary Life Membership unless recommended by the Council.

##### **4.2.3 Special Honorary Members**



Any person not necessarily actively engaged in the breeding of animals may be elected as Special Honorary Member by the Council upon such conditions as the Council may determine: Provided that a Special Honorary member may not vote at meetings of the Society and is not eligible for election to Council.

#### **4.2.4 Foreign members**

Any person including a company, close corporation, partnership or body corporate residing outside of the Territories that are interested in the breeding of animals and who are directly or indirectly engaged in the breeding of animals, shall be eligible for acceptance as Foreign Members.

With the exception of the right

- (a) to vote at an annual general meeting and
- (b) to be elected to Council.

All rights, privileges and obligations of such members shall *mutatis mutandis* apply to all members applying to be registered or already registered with the Society as Foreign Members. Foreign members are *ipso facto* liable for Association fees.

#### **4.2.5 Honorary Vice President**

For special services rendered in the interests of the breed the Annual General Meeting may appoint a person as Honorary Vice President of the Society: Provided that it be done at the recommendation of Council. Such Honorary Vice president will enjoy all rights and privileges of membership including the right to vote at any meeting of the Society where he holds an ex officio seat. There will not simultaneously be more than three Honorary Vice Presidents and such person will be exempted from membership fees.

#### **4.2.6 Showing Membership**

Any person or legal entity that is interested in the S A Boerperd breed, may join as a Showing member at an annual fee to be determined by Council from time to time. Such membership of the Society allows such member to participate at any show that is presented under the auspices of the Society during the membership year and to also receive literature, notices and newsletters from the Society.

A showing member will not:

- (a) be allowed to vote at a meeting of the Society;
- (b) be eligible for election to Council ;
- (c) receive any other privileges other than the right to participate at any show presented under the auspices of the Society.

### **4.3 COMPANY, CLOSE CORPORATION, PARTNERSHIP OR BODY CORPORATE**

4.3.1 A company, close corporation, partnership or body corporate applying for Ordinary Membership, shall disclose to the Society such facts as may be necessary to determine the nature of the controlling interest therein and shall then, or at any time thereafter, in addition to the requirements imposed in respect of all applications, furnish the Society with the name and address of the person appointed by it to act as its representative at meetings of the Society. Such person shall have the right to nominate an alternate in writing, which nomination shall be handed to the Society not later than the time of the meeting at which such alternate will be present.

In the case of a partnership the full names and addresses of all partners must, at the time of application for membership, be disclosed to the Society and such partners will jointly and severally be responsible for meeting all obligations to the Society.

4.3.2 All communications addressed to such authorized representative referred to in Clause 4.3.1 shall be deemed to be duly served upon the company, close corporation partnership or body corporate and at all meetings at which authorized representative is in attendance on behalf of the company, close corporation, partnership or body corporate, such company, close corporation, partnership or body corporate shall be deemed to be duly represented.

4.3.3 The principal person so appointed in terms of sub clause 4.3.1 to represent such company, close corporation, partnership or body corporation shall be eligible for election to Council.

4.3.4 Should such a company, close corporation, partnership or body corporate fail to comply with the requirements of Ordinary Membership as set out in Clause 4.2, the Membership of the Society



shall be terminated and the provisions of the following Clause 4.3.5 will apply *mutatis mutandis* in respect of such a company, close corporation, partnership, or body corporate.

- 4.3.5 In the case of the liquidation of a company or close corporation or if the partnership or body corporate is dissolved, membership of the Society will automatically terminate provided that:
- (a) All monies or amounts owing to the Society as at the date of liquidation or dissolution shall be recoverable by the Society from the liquidator of such company or close corporation or from the members (either jointly or severally) of such partnership or body corporate.
  - (b) The liquidator of such company or close corporation and the members of such partnership, body corporate shall be obliged to discharge all the obligations of such a company, close corporation, partnership or body corporate in respect of registrations, transfers or any obligations which the company, close corporation, partnership, or body corporate would have to discharge as a member of the Society; and
  - (c) Whatever fees that may become due and payable, such as the Association fees, registrations, transfers, or other obligations, which have of necessity to be fulfilled after such automatic termination of membership, shall be raised on the scale payable for Ordinary Members or Life Members.

#### **4.4 APPLICATION FOR MEMBERSHIP**

- 4.4.1 Application for membership of the Society must be directed to the Secretary on the prescribed form and must be accompanied by the relevant subscription and/or entry fees detailed and decided on by the Society from time to time.
- 4.4.2 An application for membership must be accompanied by the necessary proof that all requirements have been met.
- 4.4.3 Council may accept the application for membership of any person without any proviso or on such proviso as it may determine or it may refuse any application. Provided that reasons for such refusal are made known.
- 4.4.3 Council may accept the application for membership from any person either unconditionally or on such conditions as Council may determine or may refuse any application: Provided that reasons for such refusal shall be furnished.
- 4.4.4 Should an application for membership be refused the applicant would be entitled to reimbursement of any fees that had accompanied the relevant application.
- 4.4.4 An applicant to whom admission to membership has been refused shall be entitled to a refund of any fees forwarded with his application for membership.

#### **5. REGISTER OF MEMBERS**

- 5.1 The Society will keep a register of all its members reflecting the commencement date of membership of the Society, their postal addresses or other contact details, monies received with the dates of payment, monies in arrear, if any, as well as the date on which the last animals were recorded or registered in their names.
- 5.2 Each member must notify the Society within one month of a change of postal address or other contact details and all notices or publications posted or sent by means of electronic mail to the registered address or contact of a member shall be considered as duly delivered to him.
- 5.3 All correspondence and notices sent by the Society to members whether electronically, by email, sms or any similar means or posting thereof on the Society's web site will be regarded as accepted means of communication and will be deemed to be legally considered as binding.
- 5.4 It is the responsibility of all members to ensure access to electronic communications.

#### **6. RIGHTS AND PRIVILEGES OF MEMBERS**

Save for executors of deceased estates, trustees of insolvent estates and liquidators of legal companies or close corporations, the rights and privileges of every member of the Society shall be personal to



themselves and shall not be transferable or transmissible either by his own act or by operation of law.

Subject to the prescriptive provisions of Clauses 4 and 8.3 the rights of members will include the following :

- (a) To receive all reports and other documents published by the Society for distribution amongst members.
- (b) to attend all general meetings of the Society and to vote at such meetings;
- (c) to apply for the recording and registration of animals in accordance with the stipulations of this constitution;
- (d) to, if available, receive expert technical advice from inspectors and officials as regards matters pertaining to the breed. All costs in this regard to be borne by the applicant.
- (d) to receive, if available, expert technical advice pertaining to matters concerning the breed from the Society's inspectors and officials. All costs in this regard would be for the account of the applicant.
- (e) to consult and use the Society's official reports;
- (f) to enjoy all rights and privileges set out in the Constitution; and
- (g) to receive an annual inspection from inspectors should it be necessary and should circumstances allow. All costs in this regard to be borne by the applicant.
- (g) to receive annual inspection services from inspectors, if required and if circumstances permit. All cost in this regard would be for the account of the applicant.

## **7. MEMBERSHIP AND FEES**

- 7.1 All membership and other fees as well as commission payable to the Society shall from time to time be determined by Council and shall be notified to members at the ensuing Annual General Meeting of the Society. No financial statements will at any time be published on public platforms.
- 7.1 All suscription fees and any other dues and commissions payalbe to the Society shall, from time to time, be determined by the Council and reported to the ensuing Annual General Meeting of the Society.
- 7.2 The annual subscription fees shall become due and payable in advance on April 1 in each year and shall be deemed to be in arrears if not paid by June 30 of the same year.
- 7.3 Any member
  - (a) whose subscription is in arrears or
  - (b) who is indebted to the Society in respect of any monies or obligations for more than 30 days after a demand for payment thereof had been addressed to him by the Secretary will thereafter no longer enjoy any rights or privileges of membership until such time as all dues had been paid.
  - (b) who is indebted to the Society in respect of any fees or dues for a period longer than 30 days after a demand for payment thereof has been addressed to him by the Secretary, shall cease to enjoy any of the rights and privileges of membership until such time as such indebttness has been paid.
- 7.4 Council may cause an interest charge to be levied and collected on arrear accounts at a rate determined by Council from time to time.
- 7.4 Council may cause an interest charge at a rate determined by the Council from time tot time to be levied on all overdue accounts.
- 7.5 Any member who, for any reason whatsoever, has ceased to be a member of the Society, shall remain liable for all amounts due to the Society as at the date on which his membership ceases.
- 7.6 Should Council determine that an account is in arrears and should such account be handed over to a firm of attorneys for collection, then the member shall be liable to the Society for payment of all legal charges, collection and attorney and client costs entailed in addition to the principal amount, interest, fines and penalties owing by him.
- 7.6 Should the account of the member be in arrears as determined by the Council or outstanding on termination of his membership, such member shall, if and when his account is handed over to a firm of attorneys, or any other firm entrusted to collect such outstanding debt, be liable to the

Society for payment of all legal charges, collection, attorneys and client costs entailed in addition to the principal amount, fines and penalties owing by him.

## **8. RESIGNATIONS, EXPULSION AND SUSPENSION OF MEMBERS**

### **8.1 RESIGNATION OF MEMBERS**

Any member may resign from the Society by giving written notice to the Society, Provided that:

- (a) such resignation shall only take effect at the end of the financial year in which it is submitted;
- (b) no subscription fees or any portion thereof would be reimbursed to the relevant member and
- (c) all monies owing to the Society have been paid and furthermore until such member has discharged all his obligations in respect of registration, transfers or any other obligation in respect of his membership as required by the Society.

### **8.2 EXPULSION OF MEMBERS**

8.2.1 Council may expel a member who:

- (a) despite due notice and demand directed to him by registered letter from the Society continues to remain in arrears in respect of any fees or dues for a further period of 60 days;
- (b) has infringed the Constitution or any other rule of the Society or has acted in any manner which in the opinion of the Council is or may be prejudicial to the character or interests of the Society or any of its members;
- (b) has infringed any provision of the Constitution or any rule of the Society or who has, in the opinion of the Council, acted dishonourably or in any way derogatory to the character or prejudicial to the interest of the Society;
- (c) by virtue of his conduct or lack thereof brought disrespect to the Society or that is guilty of misconduct transgressing the objectives of the Society.
- (c) has, by his act or omission, brought actual or potential dishonour upon the Society or who has been guilty of conduct to the actual or potential prejudice of the objectives of the Society.
- (d) has deliberately or for personal gain or advantage submitted incorrect information to the Society or any of its officials or to officials or judges at shows or that has affected such changes to the body of an animal so as to mislead any other person;
- (e) has attempted to bribe a Society official or
- (f) has been found guilty of an offence in terms of the Act ;

PROVIDED THAT no proceedings for expulsion shall be initiated against any member of the Society unless the Society has at least 30 days prior to the date of the Council Meeting at which such expulsion has to be dealt with, addressed a registered letter to such member notifying him of his proposed expulsion and calling upon him, if he so wishes, to be present either personally or through his duly authorised representative, to put his side of the case at such meeting of the Council.

8.2.2 Council or any Committee of Council has the power to undertake an investigation into the behaviour of a member and to receive such information at such a place, by such a person, firm or concern and to act thereupon as Council may see fit.

The normal rules pertaining to the giving of evidence will not be applicable to such bona fide enquiry and no member will have any action, claim and or right of recourse against Council or its Committee in regard to any matter and/or act arising from such enquiry or information submitted.

8.2.2 Council or any Committee of Council shall be entitled to do proper inquiry in connection with the conduct of a member and to receive such information at such place, by such person, company and/or organisation and to act on it in such manner as Council may deem fit.

The usual rules regarding the delivery of evidence will not apply to such *bona fide* inquiry and no member shall have any action, claim and or right of recourse against Council or its Committee in connection of any matter and/or act arising from such inquiry or information that was obtained.

8.2.3 Any member who has been expelled shall be notified by the Society in writing within three days





- after the date on which the decision to expell him was taken.
- 8.2.3 Any member who has been expelled shall be notified by the Society in writing withing a period of three days from the date upon which the resolution affecting his expulsion was passed or upon which his membership was forfeited.
- 8.2.4 Upon [due] expulsion of a member, the Council may at its discretion direct the Secretary forthwith to remove from the Herd Book and any other registers or records of the Society, the name of the member so expelled and to apply to the Association for the cancellation of all registrations effected by it in respect of animals bred by the expelled member and owned by him at date of his expulsion. The Council shall moreover call upon the expelled member forthwith to deliver to the Society the registration certificates in respect of all animals bred and owned by him at the date of his expulsion and after such date no horses bred by him will be recorded or registered or transferred; neither will any birth notifications be accepted from him and he shall be notified accordingly.
- 8.2.5 Any expelled member will be liable for payment of all outstanding monies by him to the Society at the date of his expulsion and will moreover be liable for meeting all other obligations in respect of notifications and\or registrations, transfers or any other obligations pertaining to his membership.
- 8.2.6 Any person expelled as a member of the Society remains liable for all memberhsip fees and fees due by him to the Society at the time of his expulsion.

### **8.3 ANNULMENT OF VOTING POWERS**

- 8.3.1 Any member with the exception of those meant in Clause 4.2.2 that do not record or register any animals in his name for a period determined by Council from time to time or that do not buy recorded or registered animals during such period for transfer to his name, will forfeit his voting powers referred to in Clause 6(b).
- 8.3.1 Any member other than members in Clause 4.2.2, who has, for a term as determined by the Council from time to time, not recorded or registered any animal in his name or did not buy registered or recorded animals during such period of which the transfers are registered in his name shall forfeit his voting power as referred to in Clause 6(b).
- 8.3.2 No voting powers will be suspended unless the relevant member is notified thereof in writing by the Secretary at least 30 days prior to the date of the meeting at which such suspension will take effect.
- 8.3.2 The Secretary shall advise the member in writing of the annulment of his voting power at least 30 days prior to the meeting on which the annulment is applicable.
- 8.3.3 Such suspension will apply until such time as the relevant member once again apply for recording or registration of horses in his name whereafter the suspension will be cancelled with immediate effect without any prior notice having been submitted to the relevant member.
- 8.3.3 Such annulment of voting powers shall apply until the member record or register horses in which case the annulment will immediately be lifted without further notice.
- 8.3.4 The suspension of voting powers in the way described above will not in any way affect the other rights and\or obligations of membership whatsoever.
- 8.3.4 The annulment of voting power will have no effect on the rights and/or responsibilities regarding membership.

### **9. REINSTATEMENT OF MEMBERSHIP**

Any person that had ceased to be a member of the Society may again apply for membership in accordance with Clause 4.4 and after all outstanding monies had been settled.

Any person who has ceased to be a member of the Society may thereafter again be admitted to membership in accdordance with Clause 4.4 and after all arrears fees have been settled.

### **10. ELECTION OF COUNCIL AND EXECUTIVE COMMITTEE**

- 10.1 The affairs of the Society shall be controlled and administered by a Council consisting of the



- following nine members and in accordance with Clause 10.3 annually be elected and confirmed at the Annual General Meeting:
- (a) a President;
  - (b) a Vice-President; and
  - (c) seven (7) members.
- 10.2 Only existing members for a minimum period of two years, are eligible for election to Council.
- 10.2 Only existing members who have been members of the Society for a minimum of two years, are eligible for election to Council.
- 10.3 The method of election shall be as follows:
- (a) Election shall be by secret ballot. Such ballot shall contain no number, and/or signature that can reveal the identity of the voter.
  - (a) Election shall be by secret ballot. Such voting paper shall not be numbered nor have a signature or any form of identification of the voter.
  - (b) Members elected in this way, shall hold office until the first Annual General Meeting after their election when three members elected by ballot, shall retire. During the second Annual General Meeting after election, three of the six members who hold office the longest chosen by ballot shall retire, and thereafter at each Annual General Meeting, the three members longest in office, shall resign.
  - (c) All outgoing Council members are re-elected and hold office for three years.
  - (c) All outgoing Councillors shall be eligible for re-election and will hold office for three years, if elected as such.
  - (d) Upon election of each new Council the Annual General Meeting shall elect a President and Vice President by secret ballot from among the members of the newly elected Council, that will hold the respective position for a period of one year.
  - (d) The President and Vice-President shall be elected by ballot by the Annual General Meeting from the members of the newly elected Council and will hold office for one year.
  - (e) No person may hold the office of President for longer than three consecutive years, but can be re-elected after one year expiration of such period.
  - (e) After having served as Chairman for three consecutive years, the Chairman shall retire as Chairman and shall not be eligible for re-election as Chairman for a period of one year where after he will again be eligible for election as Chairman.
- 10.4 If a member of the Council dies, resigns, ceases to be a member of the Society, moves to another province or forfeited his office under Clause 10.6, the Council can convene an election meeting in the relevant province and appoint another member of the Society as his replacement with full powers for the remainder of his term. The Council shall be deemed to be duly constituted and will continue to perform all the powers conferred upon the Council notwithstanding any vacancies that may occur therein.
- 10.4 Should any member of the Council die, resign, cease to be a member of the Society, moves to another province or forfeited his office under Clause 10.6, the Council may appoint another member of the Society as his substitute with full powers for the unexpired period of office. The Council shall be deemed to be duly constituted and will continue exercising all the powers conferred upon it, notwithstanding any vacancies in its body.
- 10.5 In the event that the office of President or Vice-President becomes vacant before the expiration of the period for which he was elected to the Council, the Council must at the next meeting nominate by ballot from amongst its members and elect one to fill the vacancy for the unexpired period.
- 10.5 In the event that the office of President or Vice-President becomes vacant before the expiration of the period for which he was elected to the Council, shall at its first ensuing meeting by ballot, elect another of its members to fill the vacancy for the unexpired portion of that period.
- 10.6 Members of the Council who attend less than 75% of the meetings may be requested to vacate their seats.
- 10.6 Members of the Council who attend less than 75% of the meetings can forfeit their office.
- 10.7 In addition to the nine elected members of Council, the following persons will also serve on

Council in an advisory capacity, but without the right to vote -

- (a) an officer appointed by the Minister in accordance with the provisions of the Act; and
- (b) the Secretary who shall attend all meetings of the Association and shall have the right to participate in discussions, but shall not have the right to vote.

10.8 The Executive Committee of the Council, that will hold powers determined by Council from time to time, may consist of the President, Vice-President and two members elected annually by the Council. All actions or decisions of the Executive Committee must be approved at the ensuing Council meeting. An alternative internal communication platform between Council Members, as agreed upon by the Council members, can also be used for discussion, decisions and voting between meetings.

## 11. POWERS AND DUTIES OF COUNCIL

The Council shall, subject to the terms of the Constitution, and subject further to the directives of the Society as given from time to time, have the power to act as it deems necessary in the interests of the Society and for the advancement and attainment of the Society's objectives. In particular the Council shall have the power:

- 11.1 to secure the payment of loans including the mortgaging and pledging of property and without detracting from the generality thereof in particular by the issue of any kind of debenture or debenture stock with or without security;
- 11.2 to lend money to any person or company;
- 11.3 to enter into indemnities, guarantees and surety ships and to secure payment there under in any way;
- 11.4 to make donations and grants;
- 11.5 to form and execute a trust;
- 11.6 to remunerate any person or persons for services rendered and to establish schemes for the provision of pensions, gratuities and other incentives for its office bearers and employees;
- 11.7 from time to time, subject to the provisions of Clause 7 to adjust or revise Members fees or obligations and to prescribe any additional fees as it may deem necessary.
- 11.8 to open one or more banking accounts in the name of the Society and to draw, accept, endorse, and make use of cheque transactions, electronic bank transfers / payments or other negotiable instruments in connection with the conduct of the affairs of the Society;
- 11.9 to purchase, hire, take on lease, or acquire for the purpose of the Society buildings, land, goods, chattels and effects; to sell, mortgage, pledge, let alienate or otherwise dispose of any moveable or immovable property belonging to the Society and to apply the consideration arising there from in such a way considered to be to the best advantage of the Society.
- 11.10 to invest, or in any other manner deal with any monies not immediately required for the purposes of the Society upon such securities and on such terms as the Council may deem fit and, from time to time, to change or realize any such investments.
- 11.11 to pay all costs/charges billed to the Society in connection with the administration, management or affairs of the Society;
- 11.12 to collect and receive all monies, donations, other dues and funds that are paid to the Society and to devote same towards the objectives of the Society and towards promoting the breed;
- 11.13 to lend or borrow money for the purposes of the Society upon security of any property of the Society;
- 11.14 in accordance with Clause 7.3, to refuse inspection, registration and other work for members whose accounts are overdue;
- 11.15 to convene a general or any other meeting of the Society, either in compliance with a special request thereto made in accordance with the provisions of the Constitution or otherwise if it is deemed necessary;
- 11.16 to appoint, dismiss or suspend such attorneys, or other legal representatives, auditors, agents, officers or officials or other employees for permanent, temporary or special services as it may



- deem fit; to determine their powers and duties and to fix their remuneration and conditions of service and to require such security for the due performance of their functions as it may in particular cases deem expedient;
- 11.17 to institute, conduct, defend, compound or abandon any legal proceedings by or against any of its officers or officials or other employees in connection with the affairs of the Society and to compound or allow or ask for time for payment or satisfaction of any debts due to or any claim or demand by or against the Society;
- 11.18 To reduce any debts or to ask for extension for the down payment thereof or any claim or demand by or against the Society;
- 11.19 To close contracts outside the Territories and to obtain contracts, deeds and documents in foreign countries;
- 11.20 to appoint or discharge inspectors for the examination of animals presented for recording or registration and for such other purposes as members of the Society may require the service of such inspectors and to give such inspectors instructions and powers in regard to their duties for the purpose of ensuring that the objectives of the Society are being carried out;
- 11.21 to order as investigation by inspectors or officials of the Society in any case where records are not properly kept or where any doubt should arise as to the correctness of the identity of any animal or animals, and to take such action, as it may consider advisable in the interests of the Society;
- 11.22 to co-opt the services of any Member of the Society or other person and to appoint Sub-committees upon such terms and with such powers as it may from time to time deemed expedient. The President and Vice President of the Society shall be ex-officio Members of all sub-committees with all rights and privileges. Additional members may be co-opted to Council but such co-opted members will not be entitled to vote at meetings of Council.
- 11.23 to set requirements, standards and qualifications that are considered necessary with regard to the qualification and appointing of judges of the breed: Provided that no person will be appointed as a judge of the breed before he complies with such requirements as the Council may deem fit. Further, from time to time, to revise the panel of judges and to remove there from such names as may be deemed necessary;
- 11.23 to set rules and conditions relating to the qualifications and appointment of judges of the breed as may be deemed necessary: Provided that no person shall be appointed as a judge of the breed before he meets such requirements as the Council may determine from time to time. In addition, from time to time, to reconsider the panel of judges and to consider to remove such names as necessary;
- 11.24 to put in place a system of judging and the inspection of animals and to formulate the rules, provisions and terms in respect of such inspections and screening: Provided that any amendments to such rules be tabled at the subsequent general meeting of the Society for the information of members.
- 11.24 set up a system for judging and the inspection of animals and to formulate the rules, conditions and terms regarding such inspections and formulate selections: Provided that if Council repeal or change any rules, such rules must be submitted at the ensuing Annual general Meeting of the Society for the information of the meeting.
- 11.25 to organize and promote sales, either by public auction or by private treaty **and** for such purposes appoint auctioneers and/or agents if required;
- 11.26 to grant leave of absence to any member of the Council or any official of the Society for such period and upon such terms as it may in each case determine;
- 11.27 for the better and more convenient carrying on and fulfilment of the business of the Society to appoint one or more members or officials with power and authority to sign and receive documents, papers, to institute legal proceedings, to act, sue and be sued on behalf of the Society.
- 11.28 in terms of Clause 16 at the Annual General Meeting, to appoint representatives and to appoint a person or persons to represent the Society on any committee, body or organisation;
- 11.28 in accordance of Clause 16, to elect a representative/s to the Annual General Meeting of the Association and to nominate a person or persons to represent the Society on any committee, body or organisation;
- 11.29 to receive and consider applications for Membership and to accept or refuse such applications at its discretion; to in accordance with Clause 4.2.2, nominate Honorary Life members and to elect

- Special Honorary members in accordance with Clause 4.3.2;
- 11.29 to receive and consider applications for Membership and to accept or refuse such applications at its discretion; to nominate persons for Honorary Life Members in terms of Clause 4.2.2 and to elect Special Honorary members in accordance with Clause 4.2.3;
- 11.30 to frame alter and rescind rules and regulations for conducting the business and carrying out the objectives of the Society;
- 11.31 in accordance with Clause 8 to terminate the membership of any person;
- 11.31 to cancel membership of any person in accordance with Clause 8;
- 11.32 to impose and exact such penalties as may be described from time to time for contravention or infringement of the Constitution, rules and regulations of the Society.
- 11.33 to investigate disputes arising from the application of the Constitution and to give decisions in regard thereto;
- 11.34 to alter or amend any bye-law to the Constitution as may be deemed necessary from time to time;
- 11.35 To draw up a Standard of Excellence and to lay down minimum requirements and other standards by which:
- (a) animals must be inspected for the purpose of recording or registration and
  - (b) subject to the stipulations of the Act, applications for the importation and exportation of animals, semen and ova should be considered;
- 11.36 to from time to time, revise the Standard of Excellence and to make recommendations to the Annual General meeting;
- 11.37 generally to perform all acts as may be necessary for the welfare of the Society and to conduct its affairs, provided always that any action taken, or instructions given, shall not be contrary to the terms of the Constitution.

## **12. MEETINGS**

### **12.1 MEETINGS OF THE EXECUTIVE COMMITTEE**

The Executive Committee will meet when necessary to execute duties referred to it by Council.

The Executive Sommittee shall meet when necessary either in person, hybrid or entirely virtual meeting as decided by the Executive Committee, to carry out the duties delegated to it by Council.

- 12.1.1 A councillor may request permission from the President to submit any matter of importance to the Executive Committee: Provided that the nature of the matter be put in writing. Should the President be of the opinion that the relevant matter carries sufficient importance and urgency he may grant permission for such councillor to attend the Executive Committee meeting to, with the permission of the Committee, address the committee.
- 12.1.1 A Councillor may request the President to personally submit any matters of interest to the Executive Committee: Provided that he would put the full matter in writing. If the President be of the opinion that the case is of sufficient importance and urgency, he may grant leave to such a Councillor to attend the Executive Committee meeting, with the Committee's consent to address the Committee meeting on such matter.
- 12.1.2 Should the President be of the opinion that the matter does not carry sufficient importance he may refuse permission for attendance of the Executive Meeting.
- 12.1.2 If the President concludes that the matter is not of sufficient importance he may refuse the request and if he conludes otherwise ensure that the matter is to be placed on the agenda of the meeting.

### **12.2 COUNCIL MEETING**

- 12.2.1 Council shall meet as such time and place as it may from time to time be determined by the President or in his absence, the Vice President: Provided that at least two Council Meetings will be held during each financial year.
- 12.2.2 A special Council Meeting:
- a) may be called by the President (or in his absence by the Vice President) at such time and place as such office bearer may decide; or
  - b) shall be called upon a requisition signed and addressed to the Secretary by not than less

than five Councillors, stating the reasons for such meeting.

- 12.2.3 The Council may decide that a Council meeting is in person, hybrid or entirely as a virtual meeting, as long as the electronic communication used enables all persons participating in the meeting to be able to communicate with each other at all times, with no intermediary, and to participate in the meeting reasonably effectively.
- 12.2.4 Not less than 21 days prior to the holding of a Council Meeting, written notice of the time, date, place and form of participation of such a meeting shall be posted or send by electronic mail by the Secretary to each member of Council. Where arrangements have been made for a virtual or hybrid meeting, the notice must state that fact and include the details of the manner in which a member can attend the meeting, to enable members access to the available electronic communication medium.
- 12.2.5 Access to the medium or means of electronic communication is at the member's expense, unless the Council determines otherwise.

### **12.3 GENERAL MEETINGS**

- 12.3.1 A General meeting of the Society to be known as the Annual General Meeting shall be held once within every financial year at such time, date and place as may be determined by Council
- 12.3.2 At such Annual General Meeting the Council shall submit its annual report together with a duly audited balance sheet and financial report and statement of the financial affairs of the Society as at the end of the previous financial year  
Such Annual General Meeting must be held -
  - (a) no later than six months after the end of each financial year of the Society (end of June of each year) and
  - (b) within maximum 15 months after the date of the immediately preceding Annual General meeting of the Society .
- 12.3.3 A special general meeting of the Society may at any time be convened by
  - (a) the Council; or
  - (b) the President (or in his absence the Vice President) and shall be so called upon a written requisition signed and addressed to the Secretary by not less than ten members of the Society. Such request must clearly stipulate the business to be transacted and at such meeting only the transacted business may be discussed.
- 12.3.4 No less than 60 days prior to the holding of the Annual General Meeting a preliminary notice of the time, date and place of the meeting shall be posted or send by electronic mail by the Secretary to every member of the Society or published in the official mouth piece of the Society. Any member intending to put forward any matter for discussion at the Annual General Meeting shall give written notice thereof to reach the Secretary no less than 40 days prior to the meeting.
- 12.3.5 No less than 30 days prior to the holding of any general meeting a final notice of the time, date and place of such meeting together with the agenda of such meeting shall be posted or send by electronic mail to each member of the Society.
- 12.3.6 No resolution shall be taken at a general meeting in respect of any matter unless notice thereof appears in the agenda sent to the members, with the notice calling the meeting unless such meeting agrees by two thirds of the members present and entitled to vote that any matter not specifically on the agenda, shall be discussed and voted upon regardless the stipulations of Clause 12.3.3(b).
- 12.3.7 Any general meeting may be adjourned by a two thirds majority vote of the members present thereat and entitled to vote.
- 12.3.8 A two third majority vote is futhermore required to rescind decisions taken by the Annual General Meeting.
- 12.3.8 To rescind any resolution taken at a General Meeting of the Society, a two-third majority vote shall be required.

### **12.4 CHAIRPERSON**

The President holds the chairmanship at all meetings or in his absence, the vice President. Should all these office bearers be absent from any meeting, the members present thereat shall elect another member to



preside at such meeting and any person so elected shall in relation to that meeting have all the powers and fulfil all the duties of the President.

### **12.5 TAKING OF RESOLUTIONS**

All matters submitted to any meeting shall, save as is otherwise provided, be decided by the votes of the majority of those members present and entitled to vote and in the event of an equality of votes, the person presiding at the meeting shall have a casting vote as well as a deliberative vote.

Resolutions taken on matters discussed at any meeting shall be resolved by a majority vote of members present. In the case of a tie of votes, the person who takes the chair at that meeting, in addition to his vote, also have a casting vote.

### **12.6 VOTING PROCEDURE**

Subject to the provisions of Clause 10.3, voting at all meetings shall be by show of hands unless voting by ballot is demanded by any member present and entitled to vote in which event voting shall be by secret ballot.

### **12.7 INVALIDITY OF DECISIONS**

No business otherwise properly and constitutionally transacted at any meeting shall be invalidated by reason only of the non receipt by any member of the notice required to be given to such person in terms of the constitution.

### **12.8 QUORUMS**

12.8.1 Fifteen (15) members of the Society personally present at the commencement of any general meeting and entitled to vote shall form a quorum for such meeting

12.8.2 Five (5) Council members personally present at any Council meeting and entitled to vote shall form a quorum for such Council meeting

12.8.3 Two Executive Committee members personally present at any Executive Committee meeting shall form a quorum.

12.8.4 If at any meeting, a quorum is not present, the meeting shall stand adjourned to a time (not being less than seven (7) days thereafter and place determined by the members present. At such adjourned meeting, the members present shall form a quorum: Provided that any meeting at which the President, Vice President or Life Vice President is present shall, if there is no quorum, stand adjourned for half an hour. The members then present shall form a quorum for the disposal of such business (other than any amendment to the Constitution) as the presiding member may declare to be of an urgent nature. Such adjournment for half an hour shall be without prejudice to the rights of the meeting after dealing with such urgent business to adjourn to a time, date and place as herein provided.

### **13. MINUTES OF MEETINGS**

13.1 A copy of the minutes of all general meetings shall be supplied to each member of the Society. Copies of the minutes of Council meetings and meetings of other sub committees shall be supplied to all councillors.

13.2 The minutes of all meetings approved at a subsequent meeting and signed by the President or the person who may chair the subsequent meeting shall be proof thereof that all the proceedings were conducted properly and that all elections, appointments and resolutions adopted at the meeting are valid and binding,

### **14. FINANCIAL PROVISIONS**

14.1 Council shall cause one or more banking accounts to be opened in the name of the Society and any amounts accruing to the Society shall be deposited.

14.2 All electronic payments from the funds of the Society shall be approved in writing, by the Secretary



or a person appointed by Council to perform such duty as well as such person so appointed in terms of Clause 11.27: Provided that nothing herein contained shall prevent Council from operating and maintaining a petty cash fund.

Cash withdrawals are made by cheque after approval has been obtained and has been signed by the person or persons appointed by Council. Ordinary and usual monthly accounts which does not exceed a amount determined by Council, is made electronically.

- 14.3 The Society shall keep proper books of accounts that shall be audited from time to time but not less than once every year by a auditor appointed by the Annual General Meeting of the Society, who is to prepare a properly audited balance sheet and report of the Society's financial situation as on the end of June of the financial year to which the report relates as stipulated in Clause 12.3.2, and present it to the Annual General Meeting of the Society.
- 14.4 All the property of the Society is vested in Council.
- 14.5 The income and property of the Society, from whatever source derived shall be applied solely to the promotion and furtherance of the objectives of the Society; no part thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, to any persons who at any time are or were members of the Society: provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee or other person for services rendered to the Society.
- 14.6 If, upon the winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed amongst the members of the Society but shall be donated or transferred to any other institution/s having objectives similar to those of the Society as may be determined by a majority decision at a General Meeting of the Society.
- 14.7 The financial year of the Society shall commences on July 1 of each year and closes at the end of June of the following year.

## **15. MEMBERSHIP OF THE ASSOCIATION AND AFFILIATION**

The Society will maintain its membership of the Association in terms of the provisions determined by the Association. Further, by a majority vote of at least two thirds of the members personally present, voting and entitled to vote at any general meeting, affiliate with or incorporate any association, society or organisation having aims and objectives kindred to those of the Society.

## **16. ELECTION OF A REPRESENTATIVE TO THE ANNUAL GENERAL MEETING OF THE ASSOCIATION**

In accordance with Clause 11.28 Council shall elect a representative or representatives to the Annual General Meeting of the Association from Active Ordinary or Honorary Life Members.

## **17. CONSTITUTIONAL AMENDMENTS**

- 17.1 The constitution may be added to or altered by a resolution approved by no less than two thirds of the members present and entitled to vote at a general meeting of the Society of which meeting and of which proposed addition to, alteration, variation or amendment of the constitution no less than 21 days written notice has been given to each member of the Society.
- 17.2 Such addition to or amendment to the clauses of the constitution which were approved in terms of Clause 17.1 herein contained, must within 30 days after such amendment had been effected, be submitted to the Association and will come into effect 90 days after such submission: Provided that should the Association find such addition or amendment not to be in line with current legislation and/or the constitution of the Association, the Society will be advised accordingly where after such addition or amendment will be declared nul and void.
- 17.3 Additions to and amendments to existing Bye Laws contained in the constitution may by



unanimous vote be amended by a decision of Council. Provided that such additions or amendments to the bye laws in the constitution may not be contradictory to the stipulations of the constitution of the Association.

**18. OFFICE OF THE SOCIETY**

The office of the Society shall be at such address as determined by Council.

**19. AUTHENTIC VERSION OF THIS CONSTITUTION**

This Constitution, Regulations and the Schedules thereto having been drawn up in Afrikaans, the Afrikaans version is deemed the authentic version.

