

# CONSTITUTION

for

## NATIONAL OIL RECYCLING ASSOCIATION OF SOUTH AFRICA ("NORA-SA")

### 1. NAME

The name of the organisation is the National Oil Recycling Association of South Africa ("NORA-SA"), being a voluntary association of persons with a common aim and purpose as set out in this Constitution (hereinafter referred to as "the Association").

### 2. INTERPRETATION AND DEFINITIONS

In this Constitution, unless the context otherwise requires:

- |     |                    |  |
|-----|--------------------|--|
| 2.1 | "Association"      | means the National Oil Recycling Association of South Africa ("NORA-SA"), an unincorporated association created in terms of this Constitution; |
| 2.2 | "Branch Committee" | means a Branch Committee or the Association established and operating in terms of clause 19;   |
| 2.3 | "Companies Act"    | means Act 61 of 1973, as amended or any Act which replaces it;   |
| 2.4 | "Constitution"     | means the constitution of the Association as contained in this document and any amendments hereto from time to time;                           |
| 2.5 | "Exco Member"      | means any member of the Exco from time to time;  |
| 2.6 | "Exco"             | means the executive committee of the Association elected and/or appointed in terms of this Constitution;                                       |
| 2.7 | "Full Member"      | means the persons referred to in this Constitution and who become members of the Association; refer to clause 7.1.1;                           |
| 2.8 | "Member"           | means the persons referred to in this Constitution and who become members of the Association;  |

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Reference:  
Date:



- 2.9 "ROSE Foundation" means the ROSE Foundation, an association incorporated under Section 21 of the Companies Act under registration number 1994/002717/08;
- 2.10 "Statutes" means every statute, regulation or ordinance from time to time in force concerning unincorporated associations, the collection of used oil, the environment and any other law necessarily affecting the Association or its Members;
- 2.11 "Used Oil" means used lubricating oils;
- 2.12 "Associate Member" means the persons referred to in this Constitution and who become members of the Association; Refer to clause 7.1.2
- 2.13 "Register" means the register of members kept in terms of this Constitution;
- 2.14 "Republic" means the Republic of South Africa;
- 2.15 references to Members represented by proxy shall include Members represented by an agent appointed under a general or special power of attorney and references to Members present or acting in person shall include corporations represented or acting in the manner prescribed in the Statutes;
- 2.16 words in the singular number shall include the plural and words in the plural number shall include the singular, words importing the masculine gender shall include females, and words importing persons shall include bodies corporate.

### 3. UNINCORPORATED NON-PROFIT ASSOCIATION

- 3.1 The Association is an unincorporated association or universitas with the ability to sue or be sued in its own name.
- 3.2 The Association shall be a non-profit association and shall be apolitical in all respects.

### 4. OBJECTS

- 4.1 The main objects of the National Oil Recycling Association shall be to:
- 4.1.1 act in the best interest of all Members and protect and further the interests of the Members in ensuring a sustainable, environmentally sound, profitable and organised industry and business environment for the collection, transportation, processing and utilisation of Used Oil;

- 4.1.2 promote a code of conduct and good practice, including but not limited to good environmental practice, for the Used Oil industry;
  - 4.1.3 promote the continuation of the Used Oil industry by inter alia requiring all Members and encouraging all participants in the industry to adhere to the principles set out in this Constitution and Statutes, specifically those relating to sound environmental practices;
  - 4.1.4 lobby and engage government on a national, provincial and local level to further the general interests of the Association and its Members and if necessary, promote, support or oppose, as may be deemed expedient any proposal, legislative or other measures which may affect the interests of Members;
  - 4.1.5 actively encourage and advance Black Economic Empowerment (historically disadvantaged individuals) in the Used Oil Industry in accordance with this Constitution and the relevant Statutes and the industry specific charters provided by government;
  - 4.1.6 take all such steps as may be necessary and expedient to ensure that all collectors of Used Oil become Members of the Association and subscribe to this Constitution and the principles set out in this Constitution;
  - 4.1.7 co-operate with such other organisations and entities when expedient to do so in the overall interest of the Environment and the Members of the Association;
  - 4.1.8 endeavour to promote representation of all stakeholders throughout the Used Oil industry; and
  - 4.1.9 promote co-operation and goodwill among Members for the good of their common interests.
- 4.2 The Association shall have all ancillary objects as may be necessary for it to attain its main objects.

## 5. **POWERS OF THE ASSOCIATION**

The Association shall, *mutatis mutandis* in accordance with the provisions of Section 32 of the Companies Act have plenary powers to enable it to realise its main and ancillary objects including all the common powers stated in Schedule 2 of the Companies Act.

## 6. SPECIAL CONDITIONS

The following special conditions shall apply to the Association and its assets:

- 6.1 the income and property of the Association whencesoever derived shall be applied solely towards promotion of its main objects and ancillary objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, to Members of the Association; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Association or to any Member thereof in return for any services actually rendered to the Association;
- 6.2 upon its winding up or dissolution, the assets of the Association remaining after the satisfaction of all its liabilities, shall be given or transferred to some other association or institution or associations or institutions having objects similar to the main object of the Association, to be determined by the Members of the Association, by majority vote at or before the time of its dissolution or, failing such determination, the assets of the Association shall be transferred to the ROSE Foundation;
- 6.3 the profits of the Association which are derived from any transaction with Members of the public contemplated in the main and ancillary objects shall, having regard to the future needs of the Association be kept to a minimum;
- 6.4 the Association shall not carry on any business other than a business which is directly connected to its main objects;
- 6.5 all donations, contributions or levies payable to the Association from whatsoever source shall be irrevocable; and
- 6.6 the activities of the Association shall be confined to the Republic of South Africa and any assets, income, or funds received by the Association shall be applied for the furtherance of its main object in the Republic.

## 7. MEMBERS

- 7.1 Membership shall be divided into two main classes, namely:
  - 7.1.1 a class of membership of persons, associations or companies carrying on business concerned wholly or in part with recycling and/or re-use, processing and/or trading of Used Oil, the Members of which class shall be designated as "Full Members" in this Constitution; and
  - 7.1.2 a class of membership for persons, associations, companies, government departments and educational institutions, who whilst not engaged in the

Used Oil industry in the manner set out in clause 7.1.1, have an interest in the Used Oil industry and/or are able to or wish to support the aims and objects of the Association, which class shall be designated as "Associate Members" in this Constitution;

as more fully set out in Articles 7.2 and 7.3.

- 7.2 The Full Members shall consist of:
- 7.2.1 those listed in Annexure "A" hereto; and
  - 7.2.2 any other person who meets the criteria set out in clause 7.1.1 and who applies for Full Membership of the Association in writing and whose application is accepted by a majority of Exco Members in a meeting of Exco in accordance with the provisions of this Constitution.
- 7.3 The Associate Members shall consist of:
- 7.3.1 those listed in Annexure "B" hereto; and
  - 7.3.2 any other person who meets the criteria set out in clause 7.1.2 and who applies for Associated Membership of the Association in writing and whose application is approved by a majority of Exco Members in a meeting of Exco in accordance with the provisions of this Constitution.
- 7.4 The membership of the Association shall further only consist of such persons who have accepted membership and have agreed to be bound by the terms of this Constitution and any code of good practice adopted by the Association from time to time. Subject to the provisions of this Constitution, any such person who makes a written application to become a member of the Association and whose application is accepted by the majority of the Exco Members in a meeting of Exco shall be and become a Member of the Association.
- 7.5 A Member shall *ipso facto* cease to be a Member of the Association:
- 7.5.1 if, being a natural person, he ceases to represent the body which nominated him to membership or his nomination is withdrawn;
  - 7.5.2 if, being a natural person, he dies or his estate is finally sequestrated, or he is placed under curatorship or he is no longer capable of managing his affairs;
  - 7.5.3 if, being a body corporate, an order for the final winding-up or judicial management of the Member is granted or a special resolution for the

winding-up of the Member is duly passed and registered in terms of the Companies Act;

7.5.4 if, being a Full Member he is removed as a Member by a majority of the Members in a general meeting of the Association;

7.5.5 if, being an Associate Member, he is removed as a Member by the majority of the Exco Members in a meeting of Exco;

7.5.6 if by notice in writing to the Association he resigns as a Member.

7.6 The Association shall maintain at the office of the ROSE Foundation or any other nominated address a register of Members of the Association. The Register shall be open to inspection by all Members during normal office hours.

## 8. MEETINGS OF MEMBERS

8.1 The Association shall hold its first Annual General Meeting within eighteen months after the date of adoption of this Constitution and shall thereafter in each year hold an Annual General Meeting; provided that not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Other Special General Meetings of the Association may be held at any time in accordance with the provisions of this Constitution.

8.2 The Exco Members may, at their discretion, convene a Special General Meeting, on a requisition by Full Members representing not less two-thirds of the total voting rights of all the Full Members of the Association having at the date of the lodgement of the requisition a right to vote at general meetings of the Association.

8.3 Every meeting of Full Members shall be held at such location as may have been decided and nominated by Exco.

8.4 An Annual General Meeting or a Special General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and a meeting of the Association, other than an Annual General Meeting or a meeting for the passing of a special resolution, that is, an ordinary meeting, shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association at a meeting of Members, to such persons as are, under this Constitution, entitled to receive such notices from the Association: provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been

duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting who hold not less than ninety-five percent of the total voting rights of all the Members. The non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

## 9. PROCEEDINGS AT MEETINGS OF MEMBERS

- 9.1 All business that is transacted at a General Meeting, and all that is transacted at the Annual General Meeting, with the exception of the consideration of the audited financial statements, the election of auditors and the fixing of the remuneration of the auditors, shall be deemed to be special business.
- 9.2 Business may be transacted at any meeting of Members only while a quorum is present.
- 9.3 Save as herein otherwise provided, the quorum at a meeting of Members shall be not less than one third of the number of Full Members entitled to vote, personally present, or if a member is a body corporate, represented, provided that at all times at least 3 (three) Full Members shall be present in person or, in the case of a Member which is a body corporate, represented.
- 9.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Full Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting then, the Full Members present shall be a quorum.
- 9.5 The Chairman, of the Exco shall preside at every meeting of Members of the Association, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Full Members present shall choose some Exco Member, or if no Exco Member be present, or if all the Exco Members present decline to take the chair, they shall choose some Full Member present to be Chairman of the meeting.
- 9.6 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at a meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 10. DECISIONS AND VOTES OF MEMBERS

- 10.1 Every Full Member shall have one vote at any meeting of Members.
- 10.2 Associate Members shall not have any vote at meetings of Members.
- 10.3 The Full Members shall endeavour to pass all decisions on a consensus basis. However, if consensus cannot be achieved, at any meeting of Members a resolution put to the vote of the meeting shall be decided by majority vote on a show of hands. A declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given. Any such objection shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 10.4 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote, in addition to his deliberative vote as a Full Member.
- 10.5 A resolution in writing signed by all the persons for the time being entitled to receive notice of and to attend and vote at a meeting of Members or by duly authorised representatives on their behalf shall be as valid and effectual as if it had been passed at a meeting of the Association duly convened and held.
- 10.6 On show of hands, each Full Member present in person or by proxy or, if the Full Member is a body corporate, duly represented, at any meeting of the Association shall have one vote.

## 11. PROXIES

- 11.1 The form appointing a proxy shall be in writing under the hand of the appointer or of his agent duly authorised in writing or, if the appointer is a body corporate, under the hand of an officer or agent authorised by that body. The same applies to the holder of a general or special power of attorney given by a Member to attend and take part in the meetings and proceedings of the Association or companies generally, whether or not he be himself a member of the Association. A proxy need not be a member of the Association.
- 11.2 The form appointing a proxy or other authority, under which it is signed or a notarially certified copy of such power or authority shall be deposited at the office of the ROSE Foundation or other nominated address not less than twenty-four hours (or such

lesser period as the Exco may unanimously determine in relation to any particular meeting) before the time for holding the meeting (including an adjourned meeting) at which the person named in the form proposes to vote, and in default the form of proxy shall not be treated as valid. No form appointing a proxy shall be valid after the expiration of six months from the date when it was signed, except at an adjourned meeting unless otherwise specifically stated in the proxy.

- 11.3 Subject to the provisions of the Companies Act, a form appointing a proxy may be in any usual or common form.

## 12. EXCO

- 12.1 Until otherwise determined by a meeting of Members, the number of Exco Members shall not be less than 6 (Six) nor more than 12 (Twelve).
- 12.2 The first Exco Members of the Association may be determined in writing by a majority of the subscribers of this Constitution. Until Exco Members are elected, whether or not the Exco Members have been named by a majority of the subscribers of this Constitution, every Full Member shall be deemed for all purposes to be an Exco Member of the Association.
- 12.3 The Association may from time to time at any meeting of Members increase or reduce the number of Exco Members.
- 12.4 Unless otherwise decided by a meeting of Members, any casual vacancy occurring in the Exco may be filled by Exco, which Exco Member so appointed shall vacate his office by not later than the annual general meeting following his appointment (but may be available for re-appointment).
- 12.5 The Association at a meeting of Members or the Exco shall have power at any time, and from time to time, to appoint any person as an Exco Member but so that the total number of Exco shall not at any time exceed the maximum number fixed by or in terms of this Constitution.
- 12.6 Notwithstanding anything in this Constitution contained, but subject to Article 12.1, the ROSE Foundation shall, for so long as it remains a Full Member be entitled to appoint one Exco Member, and the Full Members shall use their best endeavours to ensure that they each appoint to, and maintain on, the Exco a representative number of Exco Members.

## 13. REMUNERATION OF EXCO

The remuneration of Exco Members (if any) shall from time to time be determined by the Members in a general meeting, but subject always to the provisions of Article 6(1) of this

Constitution concerning remuneration paid in good faith to any Exco Member in return of any services actually rendered to the Association. Exco may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as Exco Members, including those of attending and travelling to and from approved meetings of the Exco or any committee of the Exco or at any meeting of Members of the Association.

#### 14. ALTERNATES

14.1 Any Exco Member shall have the power to nominate another person to act as alternate in his place during his absence or inability to act as such, and on such appointment being made, the alternate shall, in all respects, be subject to the terms and conditions existing with reference to the other Exco Members of the Association.

#### 15. GENERAL POWERS AND DUTIES OF EXCO

15.1 The business of the Association shall be managed by Exco who may exercise all such powers of the Association as are not by the Statutes or by this Constitution required to be exercised by the Association at any meeting of Members (including without derogating from the generality of the foregoing or from the rights of the Members, the power to resolve that the Association be wound up), subject nevertheless to the provisions of this Constitution and of the Statutes and to such regulations being not inconsistent with this Constitution or the Statutes, as may be prescribed by the Association at any such meeting; but no regulation made by the Association at such meeting shall invalidate any prior act of Exco which would have been valid if that regulation had not been made.

15.2 The Chairman shall be one of Exco appointed by them, provided that no such Chairman shall hold office for longer than two years.

15.3 Exco may from time to time appoint one or more of their body to the office of Chief Executive Officer, and/or Manager/s for such period and generally on such terms as they may think fit. The appointment of a Chief Executive Officer, or Manager shall terminate *ipso facto* if he shall cease for any reason to be a Exco Member, or if the Association at any meeting of Members shall resolve that his tenure of the office of Chief Executive Officer, or Manager to be terminated.

15.4 Exco may from time to time entrust to and confer upon a Chief Executive Officer or Manager for the time being such of the powers vested in them as they may think fit, and may confer such powers for such time and to be exercised for such objects and upon such terms and with such powers either collaterally or to the exclusion of, and in substitution for, all or any of the powers of Exco, and may from time to time revoke or vary all or any of such powers. A Chief Executive Officer or Manager appointed

pursuant to the provisions hereof shall not be regarded as an agent or delegate of Exco and after powers have been conferred upon them by Exco in terms hereof they shall be deemed to derive such powers directly from this Article.

15.5 Exco shall have the power from time to time to delegate, or to allocate, to any one of their Members or to any other person, whether in the Republic or not, such of the powers as are vested in Exco under this Constitution, as they may deem fit.

15.6 Exco may by resolution establish management committees, and may appoint as members of such management committees any persons, whether they are members of Exco or not, provided at least 1 (One) Exco Member shall be a member of any management committee and the chairman of such management committee shall always be an Exco Member. Exco may delegate, or allocate any of their powers to such management committees; any management committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by Exco. Save as aforesaid, the meetings and proceedings of management committees consisting of more than one member shall be governed by the provisions of this Constitution regulating the meetings and proceedings of Exco.

## 16. **DISQUALIFICATION AND PRIVILEGES OF EXCO**

16.1 The office of an Exco Member shall be vacated:

16.1.1 if by notice in writing to the Association he resigns his office; or

16.1.2 if he dies or he is placed under curatorship or he is no longer capable of managing his affairs or he becomes insolvent or assigns his estate for the benefit of or compounds with his creditors; or

16.1.3 if he brings the Association into disrepute and Exco resolves that such person be removed from office; or

16.1.4 if he ceases to be a Member or the Member who appointed or nominated him as an Exco Member, ceases to be a Member; or

16.1.5 if he does not attend 3 (three) consecutive meetings of Exco and the Exco then resolves, in its discretion, that such person be removed from office; or

16.1.6 if his office be terminated in terms of this Constitution.

16.2 No person shall be disqualified from his office if he contracts with the Association in any manner whatsoever; provided that such person shall not be entitled to vote at any Exco meeting or general meeting or otherwise in relation to such contract and he shall not be reckoned for the purpose of constituting a quorum.

## 17. PROCEEDINGS OF EXCO

- 17.1 A quorum (17.7) of Exco Members may, at any time summon a meeting of the Exco.
- 17.2 Exco may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, but not less than 2 (two) meetings per year .
- 17.3 All meetings of Exco shall be held in such place as nominated by Exco.
- 17.4 Questions arising at any meeting of Exco shall be decided by consensus, except if consensus is not possible, a decision shall be taken by a majority of votes.
- 17.5 The Chairman shall have a second or casting vote in addition to his deliberative vote as an Exco Member.
- 17.6 Exco may determine what period of notice shall be given of meetings of Exco and may determine the means of giving such notice which may include telephone, email or telefax. It shall not be necessary to give notice of a meeting of Exco to any Exco Member for the time being absent from the Republic, but notice of any such meeting shall be given to his alternate, if he has appointed one, provided that such alternate is in the Republic.
- 17.7 A quorum shall consist of not less than one half of the then existing number of Exco Members.
- 17.8 The continuing Exco Members may act notwithstanding any vacancy in their body.
- 17.9 A resolution in writing, including through the medium of telefax, signed by all Exco Members for the time being present in the Republic shall be as valid and effectual as if it had been passed at a meeting of Exco duly called and constituted: Provided that where an Exco Member is not present in the Republic, but has an alternate who is, the resolution must be signed by that alternate. The resolution may consist of several documents, each signed by not less than one half of the Exco Members or their alternates in terms of this Article.
- 17.10 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding it, the Exco Members present may choose one of their number to be Chairman of the meeting.

## 18. VALIDITY OF ACTS OF EXCO AND COMMITTEES

As regards all persons dealing in good faith with the Association, all acts done by any meeting of Exco or of a committee of Exco or of any executives, or by any person acting as a Exco Member, shall, notwithstanding that it be afterwards discovered that there was such defect in

the appointment or continuance in office of any such Exco Members or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to hold office or were not entitled to vote, be as valid as if every such person had been duly appointed or was qualified or had continued to be an Exco Member or was entitled to vote, as the case may be.

## 19. BRANCH COMMITTEES

- 19.1 At every branch Annual General Meeting, the Members shall appoint Branch Committees being representative bodies from each of the regions of the Republic of South Africa, which regions shall be demarcated and decided by Exco from time to time depending on the membership spread of the Association and taking into account the objects of the Association as set out in clause 4.
- 19.2 Each Full Member shall, together with his application for membership indicate in which of the regions determined in terms of clause 19.1 his main business activities take place and, will for all purposes in terms of this clause 19 be deemed to be a Full Member of that region.
- 19.3 At every branch Annual General Meeting, Full Members of each region shall elect a Branch Committee to represent their region, which Branch Committee shall consist of a minimum of 3 (three) and a maximum of 12 (twelve) Members.
- 19.4 Each Branch Committee shall meet at least quarterly to discuss issues of relevance to that region and, the minutes of all such Branch Committee meetings together with the Branch Committees' recommendations and/or requests as approved by a majority of such meetings, shall be forwarded to the Exco and shall form part of the Exco's agenda for their next Exco meeting.
- 19.5 Every Branch Committee shall have the power to co-opt such Members as it deems necessary for the proper functioning of the Branch Committee, but such co-opted Members shall not have voting rights on the Branch Committee in respect of any recommendations and requests to be submitted to the Exco. Over and above the quarterly meetings, the Branch Committee shall meet on receiving a request signed by not less than two-thirds of all the Members of that region to consider any business raised in such request.
- 19.6 The quorum for any Branch Committee meeting shall be one half of all the Branch Committee members then holding office.
- 19.7 Each Branch Committee may appoint a chairman who shall be entitled to attend any meeting of Exco as an observer.
- 19.8 Each Branch Committee may recommend membership applications to Exco.

## 20. RESERVES

Exco may set aside out of the surplus of the Association and carry to reserve such sums as they think proper. All sums standing to the credit of revenue and general reserve shall at the discretion of Exco be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Association, for repairing, improving or maintaining any property of the Association, or for any other purpose to which surplus of the Association may appropriately be applied. Pending such application such sums may either be employed in the business of the Association or be invested.

## 21. NOTICES

21.1 A notice by the Association to any Member shall be regarded as validly given if it is either delivered personally to the Member, sent by prepaid post to him at his registered address, sent to him by telefax at his telefax number or sent by electronic mail.

21.2 The Association shall not be bound to enter any person in the Register of Members until that person gives the Association an address for entry in the Register.

21.3 In proving the giving of the notice sent by the Association to its Members it shall be sufficient to prove that the notice was sent to the relevant Member.

## 22. INDEMNITY

Every Exco Member, manager and officer of the Association and every person (whether an officer of the Association or not) employed by the Association as auditor shall be indemnified out of the funds of the Association against all liability incurred by him as such Exco Member, manager, officer or auditor, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

## 23. AMENDMENT OF CONSTITUTION

This Constitution may be amended by a two-thirds majority of Full Members present and/or represented at a Special General Meeting of the Association; provided that the consent of the ROSE Foundation will be required to amend Articles 6.1, 6.2 and this 23.

## 24. ACCOUNTS AND ANNUAL FINANCIAL STATEMENTS

24.1 Exco shall cause all such books of account to be kept as are required by law.

24.2 Exco shall from time to time, if required in law cause to be prepared and laid before the Association in general meeting such annual financial statements as are referred to in those sections.

24.3 The Association's financial year shall be from September to August unless changed by a special resolution of the Members.

**25. AUDIT**

An auditor may be appointed should a majority of Full Members in a general meeting so resolve or if required by law.

**26. FUNDING AND LEVIES**

26.1 It is recorded that it is the intention that the Association will be self funding, such, funding coming primarily from contributions paid by Members.

26.2 It is further recorded that the ROSE Foundation may fund the initial requirements of the Association on an ad hoc basis, but that this funding is in the entire discretion of the ROSE Foundation and will be on such terms and conditions as the ROSE Foundation and Association may agree from time to time.

26.3 All Members shall be obliged to contribute annual membership fees as calculated and set out in Annexure "C" hereto, which amount shall be due and payable on or before 01 September of every year provided that all new Members must pay the said annual contribution in full against the approval of their membership application by Exco and prior to them being recorded in the Register.

26.4 The annual contribution payable by each Member shall be set and determined at the Association's annual general meeting each year and may be amended at any annual or special general meeting by a two-thirds majority of Full Members present or represented at such meeting ("special resolution").

26.5 Special levies may be raised by the Association to pay for activities of the Association, but may only be levied once approved by a special resolution of the Members at a special annual general meeting.

**27. WINDING UP**

If the Association shall be wound up the liquidator shall comply with the provisions of this Constitution.