

CONSTITUTION
of the
SOUTH AFRICAN FLAMEPROOF ASSOCIATION

1. The association hereby constituted shall be known as the “The South African Flameproof Association”, using the acronym “SAFA”, with an associated slogan “Explosion prevention in the interest of safety.”

2. BODY CORPORATE

The association shall exist separately from its members and will continue to exist even when its membership changes and there are different office bearers, and shall be able to own property and other possessions and can sue and be sued in its own name.

3. DOMICILE

The Office of the Association, for administration purposes, shall be at Suite 17, Saint Andrews Office Park, Meadowbrook Ln, Epsom Downs, Bryanston, Sandton or at such other address as the executive committee may determine from time to time.

4. VISION

To be the recognised authority in South Africa on explosion prevention technology used in potentially hazardous locations.

OBJECTIVES

- Drive safety and best practices in industry;
- Develop competencies and promote training;
- Influence the formulation and implementation of national and international standards and regulations.
- Improve and maintain excellent stakeholder relationships;
- Maintain industry explosion prevention technology leadership;
- Collect, collate, tabulate and disseminate any information likely to be of value to the industry.

Exclusions:

- Provision of training
- Test house and testing activities

- Engineering and consulting activities
- Promotion of companies and products

5. MEMBERSHIP

- Full Membership:** The voting membership of the association consists of organisations, operating units, companies or individuals who manufacture, assemble, repair, supply or use explosion prevention equipment and/or services for use in potentially hazardous locations. Each such Full Member in good standing is represented by one voting employee. Any number of its employees may participate in the association. All members will adhere to the Association's code of conduct and will act responsibly in upholding reputation of the association.
- Honorary Life Membership:** The executive committee may award honorary life membership to individuals who have served the explosion prevention industry or the association with distinction. Honorary life membership is non-voting and entitles the member to full participation in the association at no charge.
- Master Installation Electrician (MIE):** An MIE membership will be for individuals who are registered with SAFA and the Regulating Body as a master installation electrician. MIE membership is a non-voting member class and has specific member benefits which are set out at the discretion of the executive committee.
- Cancellation of Membership:** The executive committee may cancel the membership of any person or organisation that causes interpersonal friction in the organisation or brings the organisation or discipline into disrepute, has by their conduct rendered themselves unfit to remain a member of the association, or has committed any breach of the constitution. Members may appeal such a cancellation as set out in the membership policy. Full membership lapses if the annual renewal fee is not paid by the end of the fourth month of the new financial year.

6. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

The governing body of the association shall be an executive committee consisting of at least eight (8) members appointed by the members by electronic ballot, from which the president and president elect will be elected by the members of the executive committee.

- Term of Office:** An executive committee member's term of office shall be three years, after which re-election of the committee shall be done by electronic ballot. Members may serve for more than one term. The president's term of office will be for a period of three

consecutive years, after which the president elect will take office. The president may be elected to serve on the committee for another term and may also be elected as president-elect.

- b. **Office Bearers:** The executive committee shall elect from amongst themselves a president, president-elect, and a treasurer.
- c. **Vacancies:** The committee may fill vacancies on the executive committee, whose appointments shall expire at the next annual general meeting of members.
- d. **Co-opted Executive Committee Members:** The executive committee may by consensus co-opt non-voting executive committee members, who need not be members of the association, for a period of up to one year at a time.
- e. **Removal of Executive Committee Members:** The executive committee may remove and replace members of the committee who do not attend meetings regularly (5 consecutive meetings), are no longer in good financial standing, brings the association into disrepute. Membership of the executive committee can be terminated by letter of resignation.
- f. **Executive Committee Accountability:** The Executive Committee shall be accountable to the members of the general meeting.
- g. **General Secretary** shall be *ex-officio* a member of the executive committee.
- h. **International Technical Liaison:** The executive committee shall appoint an international technical liaison to represent the association on international forums and meetings, and to act as technical advisory to the executive committee.

7. POWERS OF THE ORGANISATION

The Executive Committee shall carry out the powers of the association on behalf of the association, as directed by the members from time to time in general meetings.

The Ex Steering Committee shall be constituted from members of the association and shall act as the Technical Advisory Committee of the association.

- a. **Powers of the Executive Committee:** The executive committee shall have the general powers to pursue the objectives and purpose of the association, to employ staff and contractors, to contract with third parties, to recover operating costs of the association from

members, to form and operate subcommittees, branches and special interest groups of the association.

- b. **Powers of the Ex Steering Committee:** The purpose of the Ex Steering committee shall be to discuss all matters of a technical nature, institute any required action, and report to the executive committee on its findings, discussions and decisions. The Ex steering committee may form sub-work groups to carry out work as required from time to time. Membership of such work groups shall be decided by the Ex steering committee.

The Ex steering committee shall be responsible for the deliberation and submission of all the association's decisions on matters of national interest, including voting on national and international documents, standards and regulations.

The Ex Steering committee shall adhere to any instructions given to it by the executive committee.

8. MEETINGS

Meetings of the association may be by video conference or in person or any combination of meeting methods.

- a. **Annual General Meetings** of members must be held no later than six months after the end of the financial year of the association. Each such meeting shall at least approve its agenda, the minuted records of decisions of its previous meeting, most recent funding records of the association, determine or confirm the composition of its executive committee and make changes to the constitution of the association.
- b. **Motions:** Members wanting to table motions at the annual general meeting must submit a notice of such motions at least two weeks before the meeting, in writing to the secretariat. Special general meetings of members may be convened by the executive committee and will have the same standing as an annual general meeting.
- c. **Executive committee meetings:** must be held at least twice a year.
- d. **Chairmanship:** The executive committee will annually elect, from the elected committee, a president and president-elect for the association who will chair all meetings of members and meetings of the executive. If at any meeting no, president or president-elect is present, the members will elect a member to chair.
- e. **Quorum:** A quorum for any meeting shall be 50% of those eligible to vote, plus one. For a meeting of members, a quorum shall be 20% of the voting members. If a quorum is not

present, members present may proceed with the meeting and the decisions minuted and circulated to the entire committee. Any objections may be raised within 30 days. If no objections are received the decisions shall stand and can be ratified at the next meeting.

- f. **Decisions:** Meetings agree on matters by consensus. If consensus is not reached, a vote by show of hands must be called for by the chair. Voting on offices and office-bearers must in all cases be by electronic or another secret ballot method.
- g. **Notice of Meetings:** At least two weeks' notice must be given by email for any executive or members meeting. Meetings of the executive are convened by the secretariat or by the president, or by any four members of the executive. Meetings of members are convened by the executive or by any ten members in good standing.
- h. **Deciding Vote:** In any meeting, if there is an equality of votes, the chair shall have a deciding vote.
- i. **Members are Bound:** All members present in a meeting are bound by the decisions of the meeting.
- j. **Minutes and Agendas:** All meetings must have a written and pre-circulated agenda. A minuted record of decisions and an attendance register must be published to members within a reasonable time after every meeting. Minuted records of decisions shall be kept for at least five years and be open for inspection by any member providing reasonable notice.

9. FUNDING FINANCES AND REPORTING

The association will recover its operating expenses from its members by levying membership subscription fees, as well direct event and sponsorship charges on an equitable basis.

- a. **Non-Trading Entity:** The association is not a trading entity and any surplus funding recoveries from members must be held over to cover costs of the next financial period, and may not be distributed to members, other than as reasonable compensation for services rendered. Funding and assets left on dissolution of the association must be given to a non-profit institution with similar objectives. Members and office-bearers have no rights in the property or other assets of the association solely by virtue of their being members or office-bearers.
- b. **Corporate Secretaries and Trustees:** The executive committee shall appoint a suitably qualified professional firm or person, to act as financial trustees and corporate secretaries of the association, who will operate bank accounts on behalf of the association, maintain its

financial and membership records, ensure legal compliance of the association, and act as its statutory offices and public officers. The trustees and secretaries shall report to the executive committee and to the members on a regular basis.

- c. **Financial Yearend:** The financial yearend of the association shall be the last day of July of every year.
- d. **Financial Reporting and Audit:** A financial report reflecting the expenditure and fund recoveries for the year as well as a budget for the following year shall be approved by the executive committee and by the members. The statement of expenditure and funding must be counter signed by the trustees and by the auditors of the trustees.

10. TRANSFORMATION

The executive committee undertakes to encourage the transformation of the association bearing in mind the voluntary nature of the association and availability of volunteers.

11. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

This constitution may be amended by an annual general meeting or special meeting of members, by a two thirds majority, or by a unanimous electronic ballot, provided that two weeks' notice was given to members of the resolution. The association may be dissolved by a two thirds majority of the members and its assets disposed of as determined in Section 30B of the Tax Act.

12. COMPLIANCE

The following limitations imposed by Section 30B of the Income Tax Act are recorded:

- a. the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;
- b. no single person may directly or indirectly control the decision-making powers relating to that entity;
- c. the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- d. the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- e. no member may directly or indirectly have any personal or private interest in that entity;

- f. substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- g. the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- h. the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- i. substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- j. the entity must as part of its dissolution transfer its assets to—
 - another entity approved by the Commissioner in terms of this section;
 - a public benefit organisation approved in terms of section 30;
 - an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
- k. the government of the Republic in the national, provincial or local sphere;
- l. the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- m. the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- n. the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

13. COMPETITION ACT AND CONFLICTS OF INTEREST

Members of the association will represent diverse interests, some of which may pose legal risks to the association and other members.

- a. **Commercial Competitors:** It is recorded that some members of the association may be commercial competitors and that the activities of the association and its members are subject to the Competition Act. No matter may be discussed at any meeting of the association that is likely to be in breach of this act.
- b. **Conflicts of Interest:** In any meeting of the association, members who are likely to have conflicting interests in matters on the agenda are obliged to alert the chairperson at the beginning of the meeting. Chairpersons should consider recusals where appropriate.

Conflicts of interests in an association context may include not only personal interests but also be third party interests that a member may represent.

This constitution was adopted on 02 SEPTEMBER 2020



PRESIDENT



GENERAL SECRETARY