

CONSTITUTION
OF
THE ASSOCIATION OF DEBT RECOVERY AGENTS
(“ADRA”)

1. NAME

The name of the association is: THE ASSOCIATION OF DEBT RECOVERY AGENTS and in abbreviated form shall be known as “ADRA”.

2. OBJECTIVES

2.1 The principle objectives of ADRA are:

2.1.1 To be the recognised umbrella professional association and home of that segment of the debt recovery occupation which voluntarily endorse the highest standards of ethics and excellence.

2.1.2 Promote, safeguard and maintain the, competence, independence, objectivity and integrity of its Members.

2.1.3 To promote the debt recovery occupation and the broad interest of the public and debtors in general and in particular the interests of credit grantors and its Members.

2.1.4 To establish, maintain, control and administer a fund for the purpose of guaranteeing the fidelity of ADRA, should the National Board so decide.

2.2 Without prejudice to the generality of the foregoing, ADRA shall have the following ancillary objectives:

2.2.1 To achieve and maintain affiliations to relevant national and international organisations with similar objectives.

- 2.2.2** To actively participate in the promulgation and/or amendment of legislation whether existing or proposed insofar as it affects the best interests of its Members.
- 2.2.3** Be materially representative of the debt recovery occupation, to inform and lobby Government on matters relevant to the occupation.
- 2.2.4** To represent Members general interests at all relevant statutory and non-statutory bodies, including statutory regulators of the industry.
- 2.2.5** To create and/or facilitate networking opportunities and structures for the benefit of its members
- 2.2.6** To participate in skills and development initiatives.
- 2.2.7** To monitor and promulgate best practice trends.
- 2.2.8** To facilitate the exchange of opinions and views relevant to the debt recovery occupation, and to obtain from Members and other sources relevant information, and to disseminate such information amongst Members and interested parties and/or the public in general by means of journals, circulars, publications, lectures, seminars, conferences or otherwise.
- 2.2.9** To elevate the professional status and credibility of the occupation in general and its Members in particular.
- 2.2.10** To do all such other lawful things as are incidental or conducive to the attainment of the above objectives.

2.3 In pursuance of its objects, ADRA shall-

- 2.3.1** not be aligned or associated with any political organisation;
- 2.3.2** not discriminate against any Member or person on the basis of race, colour, gender, religion, language, political affiliation or creed;
- 2.3.3** take cognisance of the discriminatory practices and inequalities of the past and to remove such inequalities in all areas of the debt recovery occupation.

3. LEGAL STATUS

- 3.1** ADRA is and shall be a juristic person, independent of its members, with the capacity to acquire rights and obligations and having perpetual succession.

- 3.2** All actions or suits, proceeding at law or any arbitration shall be brought by or against ADRA in the name of ADRA and the National Board may authorize any person or persons to act on behalf of ADRA and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings

4. NON-PROFIT DISTRIBUTING CHARACTER

- 4.1** The income and property of ADRA shall be used solely for the promotion of its stated objectives. No portion of the income or property of ADRA shall be paid or distributed directly or indirectly to any person or to any member of ADRA or Management Committee, except as:

4.1.1 reasonable compensation for services actually rendered to ADRA.

4.1.2 reimbursement of actual costs or expenses reasonably incurred on behalf of ADRA.

- 4.2** Upon the dissolution of ADRA, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the National Board considers appropriate, and failing such determination, by the High Court in accordance with Section 21(2)(b) and which:

4.2.1 has objectives the same or similar to the objectives of ADRA; and

4.2.2 should ADRA be exempt from the payment of any taxes and duties, is also exempt from the same taxes and duties.

5. MEMBERSHIP

5.1 MEMBERSHIP CRITERIA

5.1.1 Persons or organisations meeting the respective requirements and paying the required annual membership fee may be admitted to the membership categories of ADRA specified in this clause.

5.1.2 Persons or organisations who do not meet the membership criteria, may be refused admission to membership or admitted to membership under a different membership category or required to resign membership, as applicable and recommended by the National Board.

In the event of a dispute regarding eligibility for membership, the decision of the National Board shall be final.

5.1.3 ADRA shall not be required to furnish reasons for refusal of membership or the granting of membership to a category other than that applied for or the qualification of membership.

5.1.4 A member in good standing shall be defined as a member, registered within the appropriate membership category of ADRA and whose membership fees are paid in full and whose status as such has not been revoked or suspended following a disciplinary enquiry.

5.1.5 All members subscribe to and accept the responsibility of maintaining interest in the aims and objectives of ADRA by signing and adhering to the ADRA Code of Conduct and the Criteria for Membership, which include inter alia that:

5.1.5.1 The Member shall exhibit ethical and professional conduct with regard to all matters pertaining to management, marketing, conduct towards clients and debtor, and co-operation with other Members.

5.1.5.2 The Principle Member and each debt collector shall be in possession of a valid registration certificate with the Council for Debt Collectors as prescribed by the Debt Collectors Act, Act 114 of 1998.

5.1.5.3 The member shall actively participate in the activities of ADRA which shall include but not be limited to a Member attending at least one General Meeting or one Regional Meeting or official ADRA function per annum. Apologies for non-attendance are required.

5.2 MEMBERSHIP REGISTRATION

5.2.1 A member may only be registered as such after:

5.2.1.1 submission of a properly completed and signed membership application form, including substantiation of relevant qualifications and experience as required in terms of the relevant bylaws, to the Secretary; and

5.2.1.2 submission to the Secretary of a properly completed and signed undertaking to comply with the requirements of membership, including maintenance of professional ethics and standards of professional competence; and

5.2.1.3 payment of the applicable membership fee to the Treasurer; and

5.2.1.4 consultation regarding the member's *bona fides* by the relevant structures with the relevant Regional Committee or, in the absence of a functioning Regional Committee, with members located within the relevant province, as may be determined to be appropriate by the National Board and under the supervision and guidance of the National Board.

5.2.2 The details of members shall be kept on a central database maintained under the supervision of the Secretary. Each member shall be registered with a single address and other contact details as determined by the secretary, which in the case of individual members shall be the work address of the member concerned unless they work from home, in which case their residential address must be registered.

5.2.3 The powers to accept or re-grade members, to cancel membership and to exercise control over membership of ADRA will be vested in the National Board.

5.3 MEMBERSHIP CATEGORIES

5.3.1 PRINCIPAL MEMBER

A Principal Member shall be a business entity, whether a sole proprietor, partnership or incorporated:

5.3.1.1 who is registered as a “debt collector” with the Council for Debt Collectors, or

5.3.1.2 who has a separate division exclusively dedicated to the recovery of their own debt and who employs at least 20 full time employees in such an in-house debt recovery department.

5.3.1.3 who is registered with the relevant Law Society and practises as a law firm.

(Amended at 2014 AGM)

5.3.2 AFFILIATE MEMBERS

Affiliated membership may be granted to business entities and/or individuals who are not directly involved in the occupation of debt collection but has a vested interest in the well being of the debt recovery industry such as:

5.3.2.1 Entities permanently involved in educational programs relevant to the debt recovery industry.

5.3.2.2 Service providers who provide services or products associated with the debt recovery industry.

5.3.2.3 Business entities which are users of the services provided by debt collectors.

5.3.3 HONORARY MEMBERS

Any member or past member nominated by a Member for outstanding achievement and receives a unanimous vote by the National Board.

5.4 MEMBERSHIP FEES

5.4.1 All members shall be liable for the payment of an annual membership fee, the levels of which for the respective categories of membership

shall be tabled at the Annual General Meeting (“AGM”) in conjunction with and in support of an annual budget, and approved by the members at the AGM as an amendment to the relevant bylaw.

5.4.2 Membership fees are due in full on submission of application for membership and thereafter on each anniversary of registration of membership. Failure to pay the required membership fee by the latter date shall cause the membership to cease.

5.5 MEMBERSHIP RIGHTS

5.5.1 Save as is otherwise expressly provided in the Constitution the rights and privileges of every member of ADRA shall vest in the member only and shall not be transferable or transmissible by the member’s own act or by operation of law.

5.5.2 Members in good standing have the right to nominate office-bearers for election onto the National and Regional Boards.

5.5.3 Members in good standing have the right to hold the National and Regional Boards accountable in general meeting for:

5.5.3.1 the fulfilment of the objectives of ADRA; and

5.5.3.2 the effective, efficient and economical leadership and management of ADRA, in full compliance with:

5.5.3.2.1 the provisions of this constitution and bylaws;

5.5.3.2.2 company laws and other applicable statutes;

5.5.3.2.3 generally-accepted accounting practice (GAAP).

5.5.4 Members in good standing have the right to attend any National or Regional Board meeting should the member request to attend such meeting and show a vested interest in taking part in any specific discussion at that meeting, with the proviso that:

5.5.4.1 The member shall attend such meeting in person and may not delegate such powers to any other member or third party without the prior consent of the National Board.

5.5.4.2 The member's attendance at such meeting shall be for the specific discussions approved only.

5.5.4.3 The member shall not have any vote at such meeting.

5.5.5 Every Principal Member in good standing shall have the right to one vote at any Annual or General Meeting.

5.5.6 Subject to the limitations contained in clause 8 and 8.1.3.1 each Member has the right to have one duly authorised representative of the Member nominated and elected to the National Board.

(Provision inserted at following resolution at the 2014 AGM)

6. TERMINATION OF MEMBERSHIP

6.1 Once membership has been formally bestowed, the member shall remain a member until her/his membership lapses or is terminated or amended in accordance with the provisions of this constitution and bylaws.

6.2 Membership of ADRA shall be terminated if:

6.2.1 The Member forwards to the secretary of ADRA a notice in writing, signed by him and addressed to the Secretary stating that he wishes to resign his membership of ADRA as from a specified date. If no date is specified, membership shall cease as from the date upon which the resignation is accepted by the National Board.

6.2.2 The National Board in accordance with the Disciplinary Code suspend, terminate or alter such membership with or without conditions.

6.3 Any member:

6.3.1 Whose subscription is more than **four** month in arrears; or

6.3.2 Who is declared insolvent; or

6.3.3 Who enters into any arrangement or compromise with his creditors; or

6.3.4 Who is wound up otherwise than for the purpose of reconstruction or amalgamation, or which ceases to exist,

shall on a resolution to that effect passed by the National Board with notice of intention to consider the case, at which no less than 50% of members of the National Board participate, have his name struck off the register of members and shall cease to be a member, provided that no member shall be deprived of his membership without written notice addressed to him stating that:

6.3.5 The name of a member referred to in 6.2.2 and/or 6.3 shall be struck from the register of members at a meeting of the National Board to be held at the date and time specified in the notice, or via electronic means, which shall be a date at least 20 days thereafter.

6.4 Any member, who has been deprived of his membership under any of the provisions of these Articles and Constitution, may at any time be re-admitted to membership by ADRA upon such terms and conditions as the National Board in its absolute discretion may determine.

7. REGISTER OF MEMBERS AND NOTICES

7.1 Every member shall, from time to time, notify to the Secretary a place to be registered as his or her address. This should include his electronic mail address and telefax number, to which all notices of any General Meeting or other proceedings, or communications of ADRA shall be sent. Where the member has notified ADRA of an electronic mail address or telefax number, notices may be sent to such electronic mail address or telefax number and will be deemed to have been delivered the day following the day upon which it was transmitted. Any meeting or any subsequent proceedings will not be invalidated by reason of his or her not having received notice as aforesaid.

7.2 Should the member prefer to receive notices by post, he should specifically notify the Secretary in writing of this requirement, otherwise all such notices will be sent out by electronic mail.

7.3 The register of members may be inspected by members at the office of ADRA during office hours subject to reasonable notice being given. The register of

members shall not be used for promotional purposes by members without prior written approval of the National Executive Committee.

- 7.4** Notification in writing of any change in the representatives of a Member shall be delivered to the registered office of ADRA, or sent to the Secretary by electronic mail.

8. NATIONAL ORGANISATION AND CONTROL

The overall management and control of the Association vests in the National Board, consisting of no less than 3 (three) nor more than 10 (ten) directors, of which not more than 4 (four) directors shall be representatives of members who are not registered as “Debt Collector[s]” with the Council for Debt Collectors, who serve as elected or appointed office bearers of the Association for a term of 2 (two) years.

(Amended by resolution at the 2014 AGM: Number of Non-Debt Collector Directors)

(Amended by resolution at the 2017 AGM: Term extended from 1 to 2 years)

8.1 ELECTION

- 8.1.1** At the Annual General Meeting or a meeting duly convened for that purpose, a National Board of Directors will be elected, who shall hold such office for a term of 2 (two) years.

- 8.1.2** The immediate past president shall automatically be appointed as a director of the newly formed National Board for a period of 1 year.

- 8.1.3** The election of National Board Members will be conducted according to the following stipulations:

8.1.3.1 Nominations for elections to the Board of Directors shall be made in writing and shall be signed by the proposer who shall be a Member in good standing of the Association of not less than 1 (one) year standing and the nominee who shall be a Member in good standing.

(Provision amended at 2017 AGM: Nominees Amendment: Term of 1 year good standing for nominees amended to require of nominees to only be an official of a member in good standing)

8.1.3.2 Such written nomination must be lodged at the National Office of the Association not less than 96 (ninety six) hours before the date scheduled for the commencement of the Annual General Meeting.

8.1.3.3 The Secretary shall confirm that the nominated candidates are willing and able to stand for election to the respective offices on the Executive

Committee.

- 8.1.3.4** If fewer candidates have been nominated for election than the amount of vacancies on the National Board, the elections officer of the AGM shall call for additional nominations from the floor. If with nominations received from the floor only the number of nominations have been received to fill the posts available on the National Board, they shall be deemed to have been elected by acclamation unless an objection is raised against the appointment of a candidate and the majority of members present vote against the appointment as director of such applicant. If more nominations were received than available posts on the National Board, those members present shall vote from the floor by way of secret ballot on the candidates so nominated.
- 8.1.3.5** The Secretary shall distribute election ballots containing the names, and other details of the nominated candidates and/or allow the candidates to introduce themselves as the National Board considers appropriate to enable the members to cast an informed vote.
- 8.1.3.6** The election of National Board members shall be conducted by way of a secret ballot.
- 8.1.3.7** All directors, excluding only a National President who has not completed his two year term of office, and a National President who has completed his term of office and who accepts his appointment as immediate past president on the National Board to be elected will be deemed to have resigned as Director immediately prior to the election of a Board of Directors.
- 8.1.3.8** Should there be an objection against the appointment of a National President who has completed his term of office and the majority of members present vote against his appointment as immediate past president, that post shall immediately become vacant and may be filled by the election of a candidate as a director.
- 8.1.3.9** Each voting member may cast not more votes than the number of vacancies on the National Board.
- 8.1.3.10** The National Board shall consist of the nominees receiving the most votes with the proviso that should more than four (4) nominees acting as representatives of members who are not registered as debt collectors with the Council for Debt Collectors be amongst those receiving the most votes, that only the four (4) such nominees receiving the most votes will be appointed to the National Board and the

remaining positions will be filled by representatives of members who are registered as debt collectors with the Council for Debt Collectors.

(Provision 8.1.3.10 inserted by resolution at the 2014 AGM)

8(A) Not more than 7 (Seven) directors, which includes directors who automatically assumes directorship as provided for, shall be elected by the membership at a duly convened Annual General Meeting.

8(B) Without derogating from the national board of directors authority to appoint directors to fill vacancies as contemplated in clause 8.3.3, the directors so elected or appointed in terms of clause 8.3.3 shall on a majority vote appoint not more than 3 (three) additional directors to support specific requirements of the board of directors, which appointed directors shall have the same rights and obligations as if elected by the membership.

Should the board be unable to reach a majority vote on the appointment of a candidate to one or more of the available positions, the member who received the next most votes at the AGM will be appointed to fill such position/s.

(Clauses 8 (A) and (B) adopted by unanimous resolution at the 2016 Annual General Meeting)

8.1 ELECTION OFFICER

8.1.1 The Secretary and, in the absence of the Secretary, or should he for whatever reason be unable to act as election officer or refuse to do so, a Member appointed by the National President shall act as election officer.

8.1.2 The election officer shall:

8.1.2.1 Introduce the nominees to the meeting;

8.1.2.2 Ensure that one ballot sheet per Member present at the meeting and the number of ballot sheets corresponding with the number of proxies held by each voting member is distributed to such Members present at the meeting;

8.1.2.3 Collect the completed ballot sheets from the Members;

8.1.2.4 Count the ballot sheets and instruct a National Board Member of the previous National Board to recount the votes in order to ensure that results are accurate;

8.1.2.5 Announce the elected National Board Members;

8.1.2.6 Keep the ballot papers in safe keeping for a period of not less than 30 days, during which period any Member is entitled to inspect the ballot papers.

COMPOSITION OF BOARD

- 8.1.3** As soon as reasonably possible after the adjournment of a meeting where a new Board or Directors were elected, the newly elected Board of Directors shall, from their ranks, elect a National President should the previous National President have completed his 2 (two) year term of office, a National Vice President, Legal Officer and Treasurer and an Executive Committee consisting of the National President, National Vice President, Legal Officer and Treasurer and any number of remaining directors as the newly formed National Board may determine necessary.
- 8.1.4** An election referred to in 8.3.1 shall be conducted under the control and supervision of the secretary and shall be conducted by way of secret ballot.
- 8.1.5** The National Board may co-opt members to the National Board to fill any vacancies which may arise during the year. Any member so appointed shall be deemed to have been elected at the immediate previous Annual General Meeting and shall hold office accordingly.
- 8.1.6** The Board shall, in its discretion, be entitled, on a temporary basis, to co-opt additional persons for expertise in any given field; provided that such persons shall not be entitled to vote at meetings of the Board or at meetings of the Executive Committee.

8.2 MEETINGS OF THE NATIONAL BOARD

- 8.2.1** The Board of Directors will meet at least once every 6 (six) months in person, or through telecommunication conference facilities, or in any other suitable manner, in order to discuss, deliberate and decide on matters relating to administration, functioning, policy, or any other matter requiring discussion, debating or decisions, which is of importance to, and in accordance with, the objectives of the Association.
- 8.2.2** All meetings will be formal, will have an agenda, and all resolutions will be reduced to writing.

- 8.2.3** A meeting of the Board shall be convened at any reasonable time upon the request of the National President (Chairperson) or when proposed by a director, which proposition is supported by not less than the majority of directors and such meeting shall be held within 21 (twenty one) days of the date of the request. Reasonable notice shall be given in writing to all Directors.
- 8.2.4** Questions arising at any meeting of the Board shall be decided by a majority of the votes recorded and each Director present shall have one vote. In cases of equality of voting, the National President (Chairperson) of the meeting shall have a second or casting vote.
- 8.2.5** The National President (Chairperson of the Board) shall preside at all meetings of the Board but if at any such meeting the National President (Chairperson) is not present within fifteen minutes of the time appointed for the meeting or on his refusing to preside the National Deputy President shall be called upon to preside. Should both President and the Deputy President be unavailable due to any reason whatsoever to preside over the Board proceedings, the Directors present shall choose one of the members present to be Chairperson of that meeting.
- 8.2.6** A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in the Board.

8.3 DIRECTORS MANDATE

The Board of Directors may without prejudice to the general powers vested in a Board of Directors:

- 8.3.1** Find prizes or establish scholarships for members with such conditions attached as it may think fit.
- 8.3.2** At its discretion appoint, remove or suspend such secretaries, officers, clerks, agents, servants, employees or preferred service providers for or from such permanent, temporary or special services as it may from time to time deem fit and may determine their duties and fix their salaries or emoluments and may require security in such instances and to such amount as it shall deem fit.

- 8.3.3** Appoint from time to time the bankers and legal advisers of the Association.
- 8.3.4** Purchase, lease, rent hold and/or furnish any building or premises and may from time to time dispose of the same or any part thereof.
- 8.3.5** Appoint a manager or managers of the Association, which manager/s shall be entitled to hold other offices in the Association.
- 8.3.6** Make and from time to time amend, enlarge, or revoke and make new regulations and/or by-laws ancillary to but not inconsistent with these Articles or the Constitution on all matters not expressly reserved for the Members in a general meeting whether the same be expressed among its powers or not. It may from time to time prescribe all forms and all other documents which it may consider necessary or expedient for the purpose of carrying out its duties.
- 8.3.7** Establish regions, divisions, branches, centres or agencies at such places in or outside the borders of South Africa as it may from time to time determine.
- 8.3.8** Issue instructions to the various Regions as and when required, relating to the governing and administration, the policy and objectives, or any other and incidental matters affecting the Association.
- 8.3.9** Take disciplinary action against any national and/or regional office bearer where such an office bearer omits to, or refuses to, carry out instructions from the Board, or did so in an inappropriate and/or negligent manner or fails to respond to a request or a demand made on it, or where such a Director, committee member or employee acts in breach of the Constitution or otherwise bring the Association in disrepute or where it is in the interest of the Association to do so.
- 8.3.10** The steps contemplated in 8.5.9 may be dealt with in any appropriate manner other than as provided for in the Disciplinary Code and in particular a director, committee member or employee may be where a degree of urgency exists, be suspended pending the outcome of such proceedings.

8.4 CONTRACTUAL POWERS

- 8.4.1** The members of the Executive Committee shall have the power to manage the day-to-day affairs of the Association, including authority to contract with external parties insofar as this is directly necessary for the achievement of the Objectives of the Association, and provided that such transactions do not conflict with the provisions of this constitution and bylaws or with the provisions of the Articles and Memorandum of Association of the Section 21 company or with applicable company law or other relevant statutes.
- 8.4.2** All contracts with external parties shall be signed by the President and co-signed by a member of the Executive Committee.

8.5 ACCOUNTABILITY

The National Board is accountable for the direction, management and administration of ADRA to members, through the following mechanisms:

8.5.1 ANNUAL REPORT

The President shall table an annual report summarising progress towards achievement of the Association's strategic plan for the previous financial year at the Annual General Meeting for review by members, and summarising and explaining any material deviations from that strategic plan and its associated budget.

8.5.2 AUDITED ANNUAL FINANCIAL STATEMENTS

The Treasurer shall table the annual financial statements of the Association for the previous financial year, duly completed and audited in compliance with generally-accepted accounting practice (GAAP) and applicable company law, at the Annual General Meeting for consideration by members.

8.5.3 ANNUAL STRATEGIC PLAN

The President shall table a strategic plan outlining the Association's strategic objectives and activities for the financial year within 30 days from date of the previous Annual General Meeting.

8.5.4 ANNUAL BUDGET

The Treasurer shall, simultaneously with the tabling of the annual strategic plan, table a budget outlining the funding of the Association's strategic plan for the financial year, including the specification of annual membership fees.

8.5.5 PORTFOLIO COMMITTEE REPORTS

The National President shall report to members on portfolio developments and activities during the past year and on planned portfolio activities for the following year, during the Annual General Meeting.

8.6 DELEGATION OF POWERS

- 8.6.1** The National Board may appoint Portfolio and sub-committees to assist with specific duties and/or projects on an ad hoc basis.
- 8.6.2** The Director under whose leadership the portfolio committee resort remain jointly and severally liable to the members for all actions, omissions and activities of these sub-committees, and delegation of any issues to a sub-committee does not relieve the members of the National Board of their joint responsibility.
- 8.6.3** On being formally constituted, each Portfolio Committee shall draft its own Terms of Reference, subject to the provisions of this clause, for review and approval by the National Board. These Terms of Reference shall cover the Committee's composition; objectives, purpose and activities; delegated authority and extent of power to make decisions and/or recommendations; tenure; and reporting mechanisms to the National Board.

8.7 NATIONAL EXECUTIVE COMMITTEE

- 8.7.1** There shall be established a National Executive Committee.
- 8.7.2** The National Executive Committee shall be elected as stated in 8.3.1
- 8.7.3** This Committee's primary function shall be to
 - 8.7.3.1** Manage, facilitate and resolve day – to – day matters of the Association on behalf of the association, and
 - 8.7.3.2** Represent the National Board in all dealings with third parties.

- 8.7.4** The National Executive Committee shall have only the powers and functions stipulated in the Constitution and/or delegated to it by the National Board and shall act within the policy decisions taken by the National Board. Any act performed or decision taken by the National Executive Committee not specifically mandated by the National Board shall be ratified by the full board at their next meeting.
- 8.7.5** A meeting of the National Executive Committee shall for purpose of procedure be deemed to be a meeting of the National Board of Directors, and shall accordingly comply with the procedures laid down herein for such meetings.
- 8.7.6** A meeting of the National Executive Committee shall be convened as soon as reasonably possible, where -
- 8.7.6.1** Administrative and/or operational matters in furtherance of a decision taken by the National Board need to be attended to, or
 - 8.7.6.2** A Region Committee reasonably demands the assistance of the National Board in circumstances which could not await a Board Meeting.
 - 8.7.6.3** Such a meeting is called for by the National President,
- 8.7.7** All decisions taken by the Executive Committee shall be taken on a unanimous vote by all member of the Executive Committee. A motion not passed by the Executive Committee may be referred to the National Board by any member of the Executive Committee and may be decided on by the full National Board.

8.8 CENTRAL ADMINISTRATION

- 8.10.1** The Association will establish and maintain a National Office.
- 8.8.1** The Association will appoint or otherwise engage or contract with a person or persons who will be responsible for:
- 8.8.1.1** All administrative functions relating to the functions of the National Board and Executive Committee,
 - 8.8.1.2** Attending to specific requirements of the National Board, any Director, or any Regional President; and,

8.8.1.3 Under the supervision and control of the Treasurer, carry out all functions relating to the recording of all financial activities of the Association, such as the accurate recording of all income and expenditure, and who will be charged specifically to ensure that the Association receives all money from whatever source, which it is entitled to receive.

9. REGIONAL ORGANISATION AND CONTROL

- 9.1** A Regional Committee may be elected in each region designated by the Board, at a Regional Annual General Meeting, to serve for one term of office.
- 9.2** Unless otherwise determined by the National Board the number of Regional Committee Members of any particular Regional Committee shall be not less than three nor more than 7 (seven).
- 9.3** Elections to a Regional Committee shall be made annually by the Members in that particular Region and the Regional Committee currently in office shall make all arrangements for such elections, subject to the Constitution and any directives the Board may issue.
- 9.4** Regional Committee Members shall hold office until no later than the conclusion of the next Annual General Meeting of the Region, except that the Regional President will hold office until the election of a new Regional President
- 9.5** Members shall be entitled to 1 (one) vote at any such Regional Annual General Meeting.
- 9.6** The Regional Committee so elected, will elect from their ranks a Regional President for that region within one week of the Regional Annual General Meeting. A Regional President may not hold office for more than 2 (two) consecutive years and must retire after the 2 (two) consecutive years, but shall be eligible for re-election at the Regional Annual General meeting and shall not require to be nominated, such extended period of office must specifically be approved by the National Board.
- 9.7** The outgoing Regional President will relinquish his office immediately on the election of a new Regional President.
- 9.8** The Regional President shall appoint from their own ranks a Treasurer/Secretary, and portfolios for as deemed necessary.

- 9.9** The Regional President will ensure that an adequate number of Regional Committee Members are available to administer the portfolios determined by the Regional Board and may co-opt additional Regional Committee Members as and when required to fill any vacancy, provided that new elections will take place when a Regional Committee is reduced to less than 3 (three) elected Members.
- 9.10** The main functions of Regional Committees revolve around the co-ordinating of Members' active involvement and participation in Association activities, and in general, the promotion of the aims and objectives of the Association.
- 9.11** All Regions are accountable to the National Board for all funds administered by it, and must submit all statements and related documents at least once per month or as the National Board may demand or request from time to time.
- 9.12** Where a Regional Committee is established, such committee shall organise functions for the benefit of its Members, where Members can meet, can socialise, discuss and debate, and where they will be able to acquire relevant knowledge and information, through the organising of theme functions to cater for their needs, such as speakers addressing Members on topics relevant to their work environment, or training seminars, workshops, congresses, etc.
- 9.13** Every Regional President shall liaise with the National Office with regards to membership lists, membership dues and all Association matters dealt with by that Regional Committee.
- 9.14** The Regional Treasurer will present quarterly statements of income and expenditure to the National secretary, who will be responsible for submitting these records to the Board.
- 9.15** Regional Committees will meet at least quarterly, will minute all such meetings, and will provide the National Office with copies of these minutes for distribution to other regions and to the National Board.
- 9.16** Any Regional Committee Member excusing himself or herself from two consecutive Regional Committee meetings is liable to sanction by the Regional President.
- 9.17** Continued, regular absence will be regarded as indicating a lack of interest in the Association, empowering the Regional Committee at a formal meeting to declare that portfolio as vacant, to advise the Regional Committee Member, and to co-opt or elect a new Regional Committee Member.
- 9.18** All Regional Committees will actively recruit new Members.

- 9.19** All Regions Committees will actively strive towards incorporating new Members into the Regional organisational structure, will deliberately involve itself with the education activities in each and will promote the Association, its aims, objectives and activities.

10. INDEMNITY

- 10.1** Subject to the provisions of any relevant statute, members of the National or a Regional Board and other office bearers shall be indemnified by ADRA for all acts done by them in good faith on its behalf. It shall be the duty of ADRA to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of ADRA.

- 10.2** Subject to the provisions of any relevant statute, no member of the National or a Regional Board and or other office bearer of ADRA shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by ADRA, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

11. GENERAL MEETINGS

- 11.1** An Annual General Meeting of the Association shall be held once in every calendar year and not more than fifteen months after the holding of the last preceding meeting, at such time and place as may be determined by the Board, for the purposes of:

11.1.1 Receiving and considering the reports referred to in 8.7;

11.1.2 The appointment, where necessary, of the auditors;

11.1.3 The election of Directors to the National Board for the following year;
and

- 11.1.4** the consideration of any other matter of which due notice has been given.
- 11.1.5** no other business may be transacted at an Annual General Meeting.
- 11.2** All other meetings of Members of the Association, called for the purpose of conducting the affairs of the Association shall be called "General Meetings".
- 11.3** The Board may call a General Meeting at any time, by giving not less than 21 (twenty-one) days' notice and shall, upon a requisition signed by at least five Members, within 21 (twenty one) days of the receipt of the requisition, call a General Meeting to be held not later than three months from the date of the requisition by which such meeting is requisitioned or called. The notice of such meeting shall specify the nature of the business to be conducted and no other business shall be considered at such meeting.
- 11.4** Not less than 21 (twenty one) days' notice of any general meeting, specifying the day, hour and place of the meeting, and the general nature of the business to be dealt with, shall be given to the Members, but the non-receipt of such notice by any Member shall not invalidate the proceedings of any general meeting.
- 11.5** Any notice or document may be served on any Member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such a Member at the address appearing in the books of the Association or, if no such address be given therein, then at the last address of such Member known to the Secretary or his nominee. The certificate of a Director of the Association indicating that a notice or document has been delivered or mailed shall be prima facie evidence of the delivery or mailing of such notice or document.
- 11.6** Any notice sent by post shall be deemed to have been served and given on the seventh day after that on which the letter, envelope or wrapper containing same is posted. The non-receipt of any notice by any Member or Members shall not invalidate any resolutions passed or proceedings taken at any meeting.
- 11.7** A Member wishing to bring any motion before a general meeting shall give written notice thereof to the Board not later than ten (10) clear days before the meeting and no such motion shall come before the meeting unless notice thereof has been so given.

- 11.8** Twenty (20) Members personally present and entitled to vote shall be a quorum for a general meeting.
- 11.9** The National President (Chairperson) by virtue of his office shall take the chair, or in his absence, or if he is not willing to act, the Vice President shall act as chairperson and in his absence, or if he is not willing to act a director shall be chosen to take the chair at every such general meeting of the Association and if at any meeting no person entitled to take the chair shall be present within ten minutes after the time appointed for holding such meetings or if all such persons present decline to take the chair, then the Members present shall choose one of their number to be the Chairperson.
- 11.10** If at any annual or other general meeting, a quorum be not present within half an hour of the time appointed for the holding of the meeting, the meeting, if convened upon the request of Members, shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as may be agreed upon by the Members present or represented at the meeting, subject to the provisions of Section 199 (2)(a) of the Companies Act, 1973. At such adjourned meeting, the Members present shall form a quorum.
- 11.11** The Chairperson 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 the meeting from which the adjournment took place.
- 11.12** When a meeting is adjourned, notice of the adjourned meeting shall be given in terms of Section 192(2) of the Companies Act, 1973. Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 11.13** Every question submitted to an annual or other general meeting shall be decided in the first instance by a show of hands, unless three or more Members personally present and entitled to vote demand that a certain question before the meeting be decided by poll, which poll may be taken in such manner as the Chairperson may direct. In the case of an equality of votes, whether on a show of hands or at a poll, the Chairperson shall have a casting vote in addition to the vote to which he may be entitled as a Member.

- 11.14** At any meeting unless a poll is demanded a declaration by the Chairperson that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry in the minute book of the Association to that effect 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.
- 11.15** The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on any question of adjournment.
- 11.16** Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days notice to the Secretary or his or her deputy

12. PROXY

- 12.1** Every Member who is qualified to vote and who is present at any Annual or other General meeting in person shall on a show of hands have one vote only, but upon a poll, such Member shall have in addition one vote for every Member represented by him in proxy. On a poll taken at any such meeting a Member entitled to more than one vote, need not if he votes use all his votes or cast all the votes he uses in the same way.
- 12.2** The instrument appointing a proxy shall be in writing under the hand of the appointee. Such instrument of proxy shall be valid only for the meeting named therein and for any adjournment of such meeting.
- 12.3** Every instrument of proxy shall be substantially in the form set out in Annexure 'A' hereto or with such variations in any particular case as the Chairperson of the meeting may accept. To be valid this form must be completed and received at the National Office of the Association not less than 48 hours before the time appointed for the meeting and must clearly identify the parties and the specific meeting for which the proxy is intended.
- 12.4** All Members of the Association who have acquired membership shall be entitled to one vote on any question raised at any Annual or other General Meeting. Company Members wishing to exercise their vote must ensure that their representative is duly authorised by proxy to vote on behalf of the Member, and each Member shall have one vote only.
- 12.5** The instrument appointing a proxy shall be handed to, or forwarded, so as to

be received by the Secretary or be deposited at the National Office of the Association not less than **48** hours before the time of holding the meeting, or the adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.

13. AMENDMENTS TO THE CONSTITUTION

The Constitution, Code of Conduct, Ethical Standards and Grievance Procedure, may only be amended or revoked, by a referendum, agreed by 75% of the members of ADRA, or at a general meeting of the Association and passed by 75% of the members at the meeting as indicated by a show of hands or on a poll.

14. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a Resolution passed by a majority of two-thirds of the Members present at a properly constituted Annual or Extraordinary General Meeting. Should the Association be wound up:

14.1 Each members shall be liable to contribute to the Association for the payment of its liabilities and for the cost of such winding-up, such amount as may be required (if there should be a shortfall between the assets and the liabilities of the Association), providing that:

14.1.1 any contribution payable by any Member shall be limited to the amount of the annual membership fee payable by such a Member; or an amount of R1.00, whichever is the smallest.

14.1.2 A former Member shall not be obliged to make a contribution in respect of any liability of the Association arising after that former Member ceases to be a Member.

14.2 No Member shall share in any excess funds after payment of all liabilities and the cost of winding-up.

- 14.3** All Members agree that any such surplus shall be donated to a similar Association or body, or where no such Association or body can be found, to donate it to any association which in the opinion of the National Executive, is representative of the objectives and ethics pursued by the Association and which association or body does not have gain as an objective and holds a valid certificate exempting such association and/or body from income tax.
- 14.4** There shall not be any final dividend payable to any Member of the Association.
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