

CONSTITUTION

Of

THE SOUTH AFRICAN NATIONAL

SECURITY EMPLOYERS ASSOCIATION

2 March, 2001

MISSION STATEMENT

**TO BE THE PREFERRED EMPLOYERS
ORGANISATION IN THE SECURITY SECTOR
THROUGH SUSTAINED DILIGENCE, INTEGRITY
AND EFFORT TOWARDS PROFESSIONAL AND
MEASURABLE SERVICE LEVELS AND
STANDARDS THAT WOULD BENEFIT THE
EMPLOYER, THE EMPLOYEE AND,
ULTIMATELY, THE CUSTOMER.**

CODE OF ETHICS

PREAMBLE

With the knowledge that the supply of a quality professional security service is dependent upon the integrity of companies, directors and members, the South African National Security Employers' Association adopts the following Code of Ethics and mandates its total compliance as a condition of membership of the Association.

1.

All members will discharge their duties in accordance with the laws of the country.

2.

All members will maintain the highest standards of honesty and integrity towards their clients, employees and each other.

3.

All members will discharge their professional responsibilities diligently and in good faith.

4.

All members must be competent to discharge their professional responsibilities.

5.

All members will maintain confidentiality and exercise due care to prevent unauthorised disclosure of confidential matters.

6.

A member shall not maliciously injure the reputation of his colleagues.

1. NAME

The name of the Association shall be THE SOUTH AFRICAN NATIONAL SECURITY EMPLOYERS ASSOCIATION

2. DEFINITIONS

Any word or expression used in this Constitution shall have the meaning as herein defined, unless the context clearly indicates otherwise and unless contrary to the definition as defined in the Labour Relations Act No 66 of 1995 as amended in which case the meaning as defined in the aforesaid Act shall apply.

2.1 ASSOCIATION means THE SOUTH AFRICAN NATIONAL SECURITY EMPLOYERS ASSOCIATION

2.2 MEMBER means any sole trader, firm, partnership, company, close corporation, or in-house security operation, who are employers of employees as defined in clause 2.3, which has been accepted as a member of the ASSOCIATION and is in good standing.

2.3 EMPLOYEES shall mean those persons who are employed by any MEMBER.

2.4 SECURITY PROFESSION means the trade or work in which employers and EMPLOYEES are associated for the purposes of guarding or protecting premises, buildings, structures, any property, vehicles, vessels, boats, watercraft, persons or employees, and includes the depositing, withdrawal and cashing or transportation of money or negotiable instruments of any sort for and on behalf of any client, the making up thereof in specified amounts, the placing of specified envelopes or other packages and the handing over of such envelopes or packages to persons as instructed by the client, or the transportation of any other goods that are to be guarded or protected while in transit pursuant to any instruction given and any investigations or services carried out of a security or sensitive nature for or on

behalf of any client, or the training of Security Personnel in accordance with the minimum standards as laid down by the Security Officers Act No. 92 of 1987 or any amendments thereto.

- 2.5 NATIONAL SECRETARY shall mean the SECRETARY of the ASSOCIATION
- 2.6 DIVISIONAL SECRETARY shall mean the SECRETARY of any DIVISION of the ASSOCIATION.
- 2.7 NATIONAL EXECUTIVE COMMITTEE shall mean the duly elected NATIONAL EXECUTIVE COMMITTEE of the ASSOCIATION whose members must be duly elected members of a Divisional Executive.
- 2.8 DIVISIONAL EXECUTIVE COMMITTEE means the duly elected executive committee of a DIVISION.
- 2.9 DIVISION shall mean the LOCAL DIVISION established in a particular area in terms of this CONSTITUTION.
- 2.10 NATIONAL PRESIDENT shall mean the PRESIDENT of the ASSOCIATION. This shall be an honorary post appointment being at the discretion of the National Executive Committee each year, who may if it so wishes, reappoint such National President who will have no voting power at the National Executive Committee. Unless the majority of National Executive vote otherwise this position will automatically be held by the NATIONAL CHAIRPERSON immediate past.
- 2.11 NATIONAL CHAIRPERSON shall mean the CHAIRPERSON of the ASSOCIATION.
- 2.12 DIVISIONAL CHAIRPERSON shall mean the CHAIRPERSON of a DIVISION.

2.13 NATIONAL TREASURER shall mean the TREASURER of the ASSOCIATION.

2.14 The masculine gender may include the feminine and neuter genders.

2.15 The singular may include the plural and vice versa.

2.16 Any reference to a numbered paragraph shall mean a reference to the paragraph of that number in this constitution.

3. OBJECTS

The objects of the ASSOCIATION shall be:

3.1 To plan and organise its administration and lawful activities.

3.2 to regulate relations between MEMBERS and their EMPLOYEES and to protect, further and promote the interests of MEMBERS in relation to their EMPLOYEES;

3.3 to promote the interests of MEMBERS;

3.4 to encourage the settlement of disputes between MEMBERS and their EMPLOYEES or Trade Unions by conciliatory methods, mediation or arbitration.

3.5 to promote, support or oppose or suggest amendments additions or deletions as deemed expedient or reasonable to any proposed legislative measure affecting the interests of MEMBERS.

3.6 to provide and when necessary charge for such assistance to MEMBERS on any matter affecting the relationship between MEMBERS and their EMPLOYEES or

Trade Unions including, without limiting, the generality of same, any legal assistance as might be necessary.

- 3.7 to negotiate with other organisations of employers and EMPLOYEES or with the CCMA, ECC, Bargaining Council/Forum, Trade Union, Labour Court, Security Officers Board or any other Government or Quasi-Government body or any other body whatsoever which may be established to deal with any matter which might affect MEMBERS.
- 3.8 to affiliate with and participate in the affairs of any international employers organisation or the International Labour Organisation.
- 3.9 to acquire either by purchase lease or otherwise any movable or immovable property and to sell, let or otherwise deal with or dispose of any movable or immovable property or other assets belonging to the ASSOCIATION or use such property for such other purposes as the MEMBERS may decide on.
- 3.10 to borrow, invest, lend, subscribe or donate money for the furtherance of any of the objects of the ASSOCIATION.
- 3.11 to promote and use every legitimate means to induce employers to become members of the ASSOCIATION.
- 3.12 to establish, promote and encourage the science and professional practice of security and all operations and matters connected therewith ;
- 3.13 to promote and make more effective security measures and to improve the status of MEMBERS and to provide for the exchange, collection, collation, co-ordination and distribution of any knowledge, information, experience, and ideas in all matters of common interest and mutual concern ;

- 3.14 to foster and encourage ethical and professional standards of work and conduct of MEMBERS ;
- 3.15 to carry out any survey or study, hold conferences, forums, training courses and seminars, and to arrange for the presentation of lectures and the reading of papers on matters of interest to MEMBERS and to foster, promote, encourage and facilitate discussion, study and research on matters of interest to MEMBERS and to represent the MEMBERS of the ASSOCIATION in negotiations with any Government, Local or other authority, Committee, Board or any other body where now in existence or hereafter established ;
- 3.16 to canvas, collect, and accept subscriptions, donations, bequests of any kind from any source whatsoever and to utilize such funds for the benefit of the ASSOCIATION and MEMBERS ;
- 3.17 to acquire any rights or privileges which may be necessary or reasonably required for the ASSOCIATION ;
- 3.18 to establish and administer funds for the benefit of its members, their employees and or dependants ;
- 3.19 to do such other things as might be in the interests of MEMBERS of the ASSOCIATION which are not inconsistent with any of the objects set out herein ;
- 3.20 to institute or defend any action at law as deemed necessary by the NATIONAL EXECUTIVE COMMITTEE ;
- 3.21 the ASSOCIATION is not established for the purpose of gain, and accordingly – the association’s income and assets, however derived, shall be applied only

towards the promotion of its objects and no part thereof shall be paid or transferred under any circumstances to any of its members

4. STATUS OF THE EMPLOYER'S ORGANISATION

This employer's organisation shall be a body corporate with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name and shall be an organisation not for gain.

5. MEMBERSHIP

5.1 The following shall qualify as a member of the Association, providing that they can show documentary proof of Registration in terms of the Security Officers Act No. 92 of 1987 or any amendment thereto.

5.1.1 **ACTIVE MEMBERS:** Any sole trader, firm, partnership, company, close corporation or association which is engaged in the Security Profession in Southern Africa shall be eligible for election as an ACTIVE MEMBER and shall be entitled to vote at all meetings of the ASSOCIATION.

5.1.2 **AFFILIATE MEMBERSHIP:** Any institution or in-house security operation which performs duties associated with the Security Profession in Southern Africa, shall be eligible for acceptance as an AFFILIATE MEMBERSHIP MEMBER, but shall have no vote. For the purpose of representation a non-voting member shall be regarded as a member of the Association.

5.1.3 **HONORARY LIFE MEMBERS:** Any person whom the ASSOCIATION wishes to honour may be appointed by a majority vote at an annual general meeting of the ASSOCIATION. Honorary life membership shall be considered the highest mark of esteem the ASSOCIATION can bestow and shall be given only to those who have rendered special and distinguished service to the country or to the Security

Profession or to the ASSOCIATION. Honorary Life Members may attend all general meetings of the Divisions or National General Meetings and enjoy all other ASSOCIATION privileges, but shall have no vote. This honour may be removed by the National Executive from any person on whom it was bestowed should it be found they have committed any act, which brings the ASSOCIATION or the profession into disrepute. This includes any action which by such action and their status in the association conflicts with the objectives and code of ethics ;

- 5.2 The number of HONORARY LIFE MEMBERS in the ASSOCIATION shall not exceed 10% of the total Active membership of the ASSOCIATION;
- 5.3 Application for admission or re-admission to membership together with the yearly membership fee shall be lodged in writing on the form prescribed by the NATIONAL EXECUTIVE COMMITTEE with the NATIONAL or DIVISIONAL SECRETARY of the ASSOCIATION.
- 5.4 Every application for membership shall be considered by the Divisional executive committee within **six** weeks of receipt thereof by the secretary ;
- 5.5 An applicant to whom admission to membership is refused need not be provided with reason for such refusal but entitled to a refund of the membership fee paid.
- 5.6 If admission to membership is refused by the DIVISIONAL EXECUTIVE COMMITTEE concerned the applicant shall be notified in writing of such fact by the DIVISIONAL SECRETARY and shall be informed that he has the right of appeal to the NATIONAL EXECUTIVE COMMITTEE. An applicant wishing to appeal shall lodge in writing with the NATIONAL SECRETARY such appeal and forward his application together with all payments required in terms hereof to the NATIONAL SECRETARY. Such an appeal shall be lodged by the prospective member within 21 (twenty one) days. A prospective MEMBER lodging an appeal with the NATIONAL EXECUTIVE

COMMITTEE shall be afforded an opportunity to state his case personally should he so wish and to call any witnesses in support of any statement made by him in support of his application should he so desire.

- 5.7 The decision of the NATIONAL EXECUTIVE COMMITTEE in regard to any appeal by a prospective MEMBER shall be final and binding and the NATIONAL SECRETARY shall notify the prospective MEMBER and the DIVISIONAL SECRETARY of the outcome of the appeal.
- 5.8 Every member shall notify the NATIONAL SECRETARY, in writing, of his/her postal address and any change thereof within four weeks of the date on which the change had occurred.
- 5.9 An employer who has resigned or been expelled from the organisation may be re-admitted to membership on such conditions as the NATIONAL EXECUTIVE COMMITTEE may determine.
- 5.10 The DIVISIONAL SECRETARIES shall inform the NATIONAL SECRETARY of any new members and shall forward a duplicate copy of the application to the NATIONAL SECRETARY within 21 (twenty one) days of admission to membership of the ASSOCIATION of any new member.

6 TERMINATION OF MEMBERSHIP.

- 6.1 A member may resign by giving **one** month's notice in writing to the SECRETARY provided that no resignation shall take effect until all moneys due to the organisation by the MEMBER concerned have been paid.
- 6.2 A MEMBER whose membership fees are more than **three** months in arrears shall automatically cease to be a member of the organisation. Such person shall,

however, be liable for all moneys due to the organisation as at the date on which he/she ceases to be a MEMBER of the organisation.

- 6.3 Any MEMBER who has resigned or has been expelled from the ASSOCIATION in terms of this CONSTITUTION shall be entitled to apply for re-admission to MEMBERSHIP.

7 CONDUCT AND DISCIPLINE.

- 7.1 A MEMBER may be suspended, fined or expelled as may be determined by the DIVISIONAL EXECUTIVE COMMITTEE -

- (a) if he/she fails within **fourteen** days of demand, in writing, to the MEMBERS' last known address by the SECRETARY to pay membership fees, fines or levies which are more than **two** months in arrears.
- (b) If he/she infringes any of the terms of this CONSTITUTION or acts in a manner which is detrimental to the interests of the ASSOCIATION.

Provided that there shall be a right of appeal against suspension. Notice of any such appeal shall be given to the SECRETARY in writing within **fourteen** days of the date on which the decision of the DIVISIONAL EXECUTIVE COMMITTEE was communicated to the MEMBER concerned. The decision of the NATIONAL EXECUTIVE COMMITTEE shall be final and binding.

- 7.2 No MEMBER may be suspended, fined, or expelled unless he/she has been afforded an opportunity to state his/her case personally at a meeting of the DIVISIONAL EXECUTIVE COMMITTEE, of which he/she has received not less than **seven** days notice in writing from the DIVISIONAL SECRETARY. The matter with which the member is charged shall be set out in such notice. This does not apply to a member in default in terms of 7.1(a).

- 7.3 A MEMBER who has appeared before the DIVISIONAL EXECUTIVE COMMITTEE in accordance with sub-clause (7.2) shall, if he/she is dissatisfied with the decision of the committee and has lodged an appeal in the manner herein provided, have the right to state his/her case personally to the NATIONAL EXECUTIVE COMMITTEE which shall consider the matter.
- 7.4 A MEMBER shall be entitled to call witnesses in support of his/her case when attending a meeting of the EXECUTIVE COMMITTEE in terms of sub-clause (7.2) or (7.3), as the case may be.
- 7.5 Any decision taken by the NATIONAL EXECUTIVE COMMITTEE in terms of this clause shall, when an appeal has been lodged, be final and binding.
- 7.6 Upon expulsion of a MEMBER, all moneys due to the organisation by such MEMBER shall become payable. If payment thereof is not made within **fourteen** days the EXECUTIVE COMMITTEE may take such steps as it deems necessary to secure settlement.
- 7.7 A member shall cease to be entitled to any of the benefits of membership including the right to vote –
- (a) if the membership fees or other charges due by him/her to the organisation are not more than **one** month in arrears ;
 - (b) during any period while he/she is under suspension in terms of this CONSTITUTION.
- 7.8 Whatever this CONSTITUTION provides for the imposition of a fine on a MEMBER, such fine shall not exceed **R1000.00** in the case of a first offence and **R5000.00** in respect of every further offence.

8. MEMBERSHIP FEES.

- 8.1 The entrance fee payable by a MEMBER shall be determined by the NATIONAL EXECUTIVE COMMITTEE annually in accordance with Annexure A attached hereto.
- 8.2 Annual subscriptions shall be determined by the NATIONAL EXECUTIVE COMMITTEE on an annual basis, having prepared a Budget of expected expenses for the period covered by such annual subscriptions, and must be in accordance with Annexure A attached hereto.
- 8.3 Subscriptions shall be payable annually in advance to the NATIONAL TREASURER or on a monthly scale which shall be at the discretion of the NATIONAL EXECUTIVE COMMITTEE.
- 8.4 The NATIONAL EXECUTIVE COMMITTEE may at any time, with a view to securing funds for any particular purpose falling within the objects specified in clause 3 impose a levy on each MEMBER. In the event of such special levy exceeding 50% of the annual subscriptions, approval of such levy must be obtained from MEMBERS at a special general meeting called for that purpose.
- 8.5 Should subscriptions, levies or dues not have been paid by any MEMBER before any annual general meeting of the ASSOCIATION such MEMBER shall not be entitled to vote at the annual general meeting or at any subsequent meeting until such subscriptions, levies or dues have been paid.
- 8.6 No entrance and subscription fees shall be payable by an Honorary Member.
- 8.7 In addition to the membership fee a MEMBER shall also be liable for the payment in the same manner of such other fees as may be prescribed in terms of the rules governing any fund established in terms of clause 3.

9. DIVISIONS

- 9.1 The NATIONAL EXECUTIVE COMMITTEE shall have the power from time to time to consent to the formation of further DIVISIONS on such terms and conditions as it deems fit,
- 9.2 There shall initially be 3 (THREE) DIVISIONS established in terms of this Constitution namely :
- 9.2.1 Gauteng Division; (Incorporating Mpumalanga, Free State and Northern Cape).
- 9.2.2 Kwazulu Natal (Incorporating Eastern Cape).
- 9.2.3 Western Cape; (Incorporating Border).
- 9.3 DIVISIONS shall not make representations to any Government or Quasi Government Body or to any ECC, CCMA, Security Officers Board or Bargaining Council Forum without the express permission of the NATIONAL EXECUTIVE COMMITTEE. Should any DIVISION desire to make any representations to any such body same shall be forwarded to the NATIONAL EXECUTIVE COMMITTEE for the consideration of such committee and possible onward transmission.

10. DIVISIONAL EXECUTIVE COMMITTEE

- 10.1 The affairs of the DIVISION shall be managed by the DIVISIONAL EXECUTIVE COMMITTEE which shall consist of a DIVISIONAL CHAIRPERSON a DIVISIONAL VICE-CHAIRPERSON, a DIVISIONAL SECRETARY and two other divisional MEMBERS. All of the said divisional office bearers shall be elected at the annual general meeting of each DIVISION on nomination by any MEMBER duly seconded and voted upon by ballot. All provincial office bearers shall hold office subject to the provisions of clause 10 until the close of the next annual general meeting of

the DIVISIONS concerned. All office bearers shall be eligible for re-election. The DIVISIONAL CHAIRPERSON shall be chairperson at all DIVISIONAL EXECUTIVE COMMITTEE meetings and at any DIVISIONAL general meeting or annual general meeting. In the absence of the DIVISIONAL CHAIRPERSON the DIVISIONAL VICE – CHAIRPERSON shall be the CHAIRPERSON. If both are absent those MEMBERS present will elect a CHAIRPERSON for that meeting.

10.1.1 Nominations for election of the DIVISIONAL Executive Committee shall, subject to the provisions of Sub-Clause 7.1, be lodged in writing with the DIVISIONAL Secretary at least 14 (fourteen) days before the date of the Annual General Meeting of the provincial division.

10.1.2 Notwithstanding the provisions of Clause 7.1 and in the interest of continuity, under normal circumstances the Vice–Chairperson shall become the Chairperson the following year.

10.2 The DIVISIONAL EXECUTIVE COMMITTEE shall have the power of co-option to co-opt any MEMBER, as they deem fit. A co-opted MEMBER shall likewise hold office until the close of the next annual general meeting of the DIVISION but shall have no vote at meetings of the DIVISIONAL EXECUTIVE COMMITTEE.

10.3 The DIVISIONAL EXECUTIVE COMMITTEE shall have the power subject to the provisions of this Constitution to;

10.3.1 appoint from time to time any sub-committee as it may deem fit for the purpose of investigating and reporting on any matter;

10.3.2 deal with disputes between MEMBERS and to endeavor to settle disputes by conciliatory methods;

- 10.3.3 do such lawful things as is in the interests of the DIVISION which are not inconsistent with the objects set out in Clause 3 hereof.
- 10.4 DIVISIONAL office bearers shall be eligible for re-election to office, but the CHAIRPERSON may only stand for a maximum of three consecutive terms in office.

11. NATIONAL EXECUTIVE COMMITTEE

- 11.1 The affairs of the ASSOCIATION on a national basis shall be dealt with, co-ordinated, and managed by the NATIONAL EXECUTIVE COMMITTEE who shall determine matters of national interest, deal with negotiations with any CCMA, ECC, Security Officers Board or Government departments or Quasi Government organization and any other matter of common interest to MEMBERS as they might deem fit and to co-ordinate the activities of the DIVISIONS.
- 11.2 The NATIONAL EXECUTIVE COMMITTEE shall consist of the duly appointed CHAIRPERSON AND VICE-CHAIRPERSON, or their alternates, from each Division.
- 11.3 The NATIONAL EXECUTIVE COMMITTEE shall have the power to co-opt further executives, and employ the services of a professional to fulfill the duties of a NATIONAL SECRETARY and a NATIONAL TREASURER, as they may deem fit or necessary, but such co-opted or employed executives shall have no vote at meetings of the NATIONAL EXECUTIVE COMMITTEE.
- 11.3.1 The position of SECRETARY and TREASURER may be combined and given to one person or organisation.
- 11.4 A CHAIRPERSON and VICE-CHAIRPERSON, of the NATIONAL EXECUTIVE COMMITTEE shall be nominated and elected by the MEMBERS making up the

NATIONAL EXECUTIVE COMMITTEE from among themselves. Such appointments are to be made prior to the Annual General Meeting each year and to be announced at the Annual General Meeting of the ASSOCIATION. Office bearers shall be eligible for re-election on termination of their period of office. The NATIONAL CHAIRPERSON may not serve more than 3 (three) consecutive terms in office. The NATIONAL CHAIRPERSON and VICE CHAIRPERSON of the EXECUTIVE COMMITTEE shall be CHAIRPERSON and VICE CHAIRPERSON of the ASSOCIATION.

11.4.1 Notwithstanding the provisions of clause 11.4 in the interest of continuity under normal circumstances the NATIONAL VICE-CHAIRPERSON shall become NATIONAL CHAIRPERSON on the position of NATIONAL CHAIRPERSON requiring change either in terms of clause 11.4 or by vote, and the NATIONAL CHAIRPERSON shall become the NATIONAL PRESIDENT the following year.

11.5 The NATIONAL CHAIRPERSON shall be chairman of all NATIONAL EXECUTIVE MEETINGS. In the absence of the NATIONAL CHAIRPERSON the VICE – CHAIRPERSON shall be chairperson. If both are absent the MEMBERS then present shall elect a chairman for that meeting.

11.6 The NATIONAL EXECUTIVE COMMITTEE shall, subject to this Constitution, have the power to:

- 11.6.1 recommend the ASSOCIATION'S participation in the establishment of any Statutory body and Bargaining Council formed under the provisions of the Labour Relations Act of 1995 as amended;
- 11.6.2 appoint from time to time such sub-committees as it may deem fit for the purposes of investigating and reporting on any matter;
- 11.6.3 to hear any appeal by any proposed MEMBER as provided for herein;

- 11.6.4 to fix conditions under which any former member shall be readmitted and to suspend, fine or expel any MEMBER for cause appearing sufficient in the sole discretion of the NATIONAL EXECUTIVE COMMITTEE;
- 11.6.5 institute or defend legal proceedings on behalf of or against the ASSOCIATION;
- 11.6.6 acquire by purchase, lease or otherwise any movable or immovable property on behalf of the ASSOCIATION to sell, let or otherwise deal with or dispose of any movable or immovable property belonging to the ASSOCIATION;
- 11.6.7 make and enforce any by-law relating to procedural administrative and disciplinary matters not inconsistent with the provisions of this Constitution, The Labour Relations Act No. 66 of 1995 as amended, or any other law;
- 11.6.8 open and operate a banking account in the name of the ASSOCIATION;
- 11.6.9 Institute legal proceedings on behalf of MEMBERS and provide legal assistance to MEMBERS on matters effecting relationships between themselves and their EMPLOYEES and to institute legal proceedings against individual MEMBERS;
- 11.6.10 do such other lawful things as, in the opinion of the NATIONAL EXECUTIVE COMMITTEE, appear to be in the interests of the ASSOCIATION which are not inconsistent with the objects as set out in clause 3 hereof or provided elsewhere herein.

12. DUTIES OF OFFICE BEARERS OF THE ASSOCIATION AND OF THE PROVINCIAL DIVISION

The duties of office bearers of the ASSOCIATION and of the DIVISIONS where applicable shall be as set out hereunder;

12.1 THE CHAIRPERSON

The Chairperson shall preside over all meetings at which he is present, and enforce observance of the CONSTITUTION of the ASSOCIATION, and shall sign minutes of any meetings after confirmation and endorse all accounts for payment after approval by the relevant EXECUTIVE COMMITTEE and generally exercise supervision over the affairs of the organisation and perform such other duties as by usage and custom pertain to the office. A Chairman shall have in the event of deadlock or equality of voting a casting vote.

12.2 VICE CHAIRPERSON

The Vice-Chairperson shall exercise the powers and perform the duties of a chairperson in the absence of the latter.

12.3 ACTING CHAIRPERSON

In the event of both the CHAIRPERSON and VICE-CHAIRPERSON being unable, either temporarily or permanently, to perform their duties, the EXECUTIVE COMMITTEE shall appoint a MEMBER of the organisation to act as CHAIRPERSON or VICE-CHAIRPERSON until the CHAIRPERSON or VICE-CHAIRPERSON is able to resume his/her duties or until the next election, as the case may be.

12.4 SECRETARY

The Secretary shall keep proper records in such form as may be prescribed by the NATIONAL EXECUTIVE COMMITTEE and see to the proper recording of minutes, the relevant issue of notices of meetings, the conduct of all correspondence for and on behalf of the ASSOCIATION or the DIVISION and shall keep originals of all

letters received and dispatched and report on all correspondence entered into since the previous meeting, keep a register of MEMBERS, and record therein inter alia every MEMBER'S full names, address, date of enrolment and whether or not the annual subscription has been paid.

- 12.4.1 The NATIONAL SECRETARY shall take the necessary steps to ensure that the requirements of Section 99 of the Labour Relations Act No. 66 of 1995 as amended are complied with.

12.5 TREASURER

- 12.5.1 The TREASURER shall keep proper books in such form as may be prescribed by the NATIONAL EXECUTIVE COMMITTEE of accounts in accordance with normally accepted bookkeeping practice, shall issue receipts, bank all monies and cheques and the like received, see to the proper preparation of balance sheet and statement of income and expenditure, keep a register of all assets of the ASSOCIATION or of the PROVINCIAL DIVISION concerned, and record subscriptions received from MEMBERS and table at each and every GENERAL or EXECUTIVE MEETING a monthly statement of income and expenditure. Monthly accounts shall be submitted to the NATIONAL EXECUTIVE COMMITTEE each month.

13. ELECTION OF DIVISIONAL OFFICE BEARERS.

- 13.1 Two active members must nominate candidates for each office. Written nominations, duly signed by the proposer and the seconder, and by the nominee in token of his acceptance, must be handed to the DIVISIONAL SECRETARY no later than 14 (fourteen) days prior to the general meeting called for the election of the COMMITTEE. Voting for officers shall be by ballot if there are more than two

nominations for any office. The voting shall follow the preferential Electoral College System.

13.2 If there is only one nomination for a position, the electoral officer shall declare that candidate elected. If there is more than one candidate, the following procedure shall be adopted.

13.2.1 The electoral officer shall appoint a polling officer to assist him with the gathering and counting of votes.

13.2.2 The polling officer shall hand to each member entitled to vote, a ballot form on which the member shall record the name of the candidate for whom he is voting. The polling officer shall then collect the ballot forms and hand them to the electoral officer, who shall count them and announce the result.

13.2.3 If a candidate has an absolute majority, i.e. more than 50% of the votes, he shall be declared elected.

13.2.4 Should no candidates obtain an absolute majority, the candidate with the least number of votes shall be eliminated and the remaining candidates shall be voted upon by ballot again. If any candidate then obtains an absolute majority, then he shall be declared elected.

13.2.5 This procedure shall be followed until one candidate obtains an absolute majority.

13.2.6 Should two or more candidates tie for the least number of votes at any stage, the electoral officer shall secretly exercise a vote against any one of them and allow the others to continue in the election.

13.2.7 Should two candidates each obtain 50% of the votes, the matter shall be put to the vote by ballot again until one candidate obtains an absolute majority, if, after the third tie, no candidate obtains an absolute majority, the election shall be decided by the spinning of a coin by the electoral officer, the candidate whose name is first in alphabetical order having the right to call.

13.3 At any meeting where an election is held, the meeting may decide to adopt the preferential electoral college system of voting by ballot at that election.

14. VACATION OR REMOVAL OF OFFICE BEARERS AND OFFICIALS FROM OFFICE.

Any MEMBER of the NATIONAL EXECUTIVE COMMITTEE or of any DIVISIONAL EXECUTIVE COMMITTEE shall vacate his seat in any one of the Following circumstances;

- 14.1 On resignation, suspension or expulsion from membership of the ASSOCIATION ;
- 14.2 On absenting himself without permission from 3 (three) consecutive committee meetings ;
- 14.3 On ceasing to be in good standing ;
- 14.4 On any written resignation being filed by such office bearer and accepted by the next meeting of the NATIONAL EXECUTIVE COMMITTEE.
- 14.5 An office bearer or official may be removed from office-
 - (a) If he/she infringes any of the provisions of the CONSTITUTION ; or
 - (b) If he/she acts in a manner, which is detrimental to the interests of the organisation.
- 14.6 No office bearer or official may be removed from office unless he/she has been afforded a chance to state his/her case personally at a meeting of the EXECUTIVE COMMITTEE.
- 14.7 An office bearer or official who has appeared before either the NATIONAL or DIVISIONAL EXECUTIVE COMMITTEE and who is dissatisfied with the decision of the COMMITTEE shall have the right

to appeal to the first ensuing general meeting of the organisation. Notice of appeal shall be given to the SECRETARY, in writing within **seven** days of the date on which the decision of the EXECUTIVE COMMITTEE was communicated to the person concerned. The general meeting may confirm or reverse the decision of the EXECUTIVE COMMITTEE and the decision of the general meeting shall be final.

15. MEETINGS OF THE ASSOCIATION

- 15.1 The ASSOCIATION shall hold an annual general meeting. The annual general meeting shall, so far as is possible, be held in the month of June of each year. DIVISION annual general meetings shall be held in April of each year.
- 15.2 The NATIONAL CHAIRPERSON shall be chairman and in his absence the NATIONAL VICE CHAIRPERSON shall be chairperson of the ASSOCIATION'S general or Annual General Meetings. If both are absent the meeting shall elect a MEMBER to be chairperson of the annual general meeting or of any special general meeting.
- 15.3 Special meetings of the NATIONAL EXECUTIVE COMMITTEE shall be called by the CHAIRPERSON whenever he deems it advisable or upon a requisition signed by not less than 3 (three) MEMBERS of the NATIONAL EXECUTIVE COMMITTEE in which event a meeting shall be held within 14 (fourteen) days of the receipt of the requisition by the CHAIRPERSON.
- 15.4 Notices of annual general meetings or any special general meetings showing the business to be transacted thereat shall be given to MEMBERS in writing by the secretary not less than 21 (twenty one) days if sent by post and 14 (fourteen) days if sent by fax/e-mail before the date of such meeting provided in the event of a special general meeting such shorter

written faxed/e-mailed notice being not less than 48 (forty eight) hours as may be decided by the CHAIRPERSON.

- 15.5 All matters on which this Constitution is silent shall be decided on motion by simple majority of MEMBERS present at a meeting of the NATIONAL EXECUTIVE COMMITTEE or of any annual general meeting or special general meeting of the ASSOCIATION.
- 15.6 All matters for consideration by the NATIONAL EXECUTIVE COMMITTEE or by the ASSOCIATION or any DIVISION shall be decided on motion duly seconded and voted on by show of hands unless a ballot is demanded by a simple majority of MEMBERS.
- 15.7 A quorum for any annual general meeting or special general meeting or extra ordinary meeting of the ASSOCIATION or of any DIVISION or any general meeting of any DIVISION shall be 25% of the MEMBERS in good standing in person or by proxy. If within 30 minutes of the time fixed for any meeting a quorum is not present, those members then present will constitute a quorum. Each ACTIVE MEMBER shall have 1 (one) vote only on any matter to be voted on at any meeting.
- 15.8 At each general meeting the minutes of the last preceding meeting shall be Read or alternatively may be tabled, should MEMBERS unanimously agree and shall after confirmation be duly signed by the presiding CHAIRPERSON.
- 15.9 The proceedings of any meeting shall not be invalidated by reason of non-receipt by any MEMBER of the notice of a meeting.
- 15.10 The quorum at a meeting of the NATIONAL EXECUTIVE COMMITTEE of the

ASSOCIATION shall be 50% of MEMBERS in good standing. If within 30 (thirty) minutes of the time fixed for any meeting a quorum is not present, the meeting shall stand adjourned to the same day in the week following (and if that is a public holiday, then to the next succeeding working day) at the same time and place. The MEMBERS of the NATIONAL EXECUTIVE COMMITTEE then present shall form a quorum.

15.11 The quorum for any DIVISIONAL EXECUTIVE COMMITTEE meeting of the ASSOCIATION shall be at least three (3) MEMBERS in good standing in person or by proxy.

15.12 A secret ballot shall be taken at any meeting on any issue should such secret ballot be demanded by not less than 25% of the MEMBERS then present and entitled to vote at such meeting. The provisions of clause 18.2 shall be applied to any such secret ballot.

16. FINANCES OF THE ASSOCIATION

16.1 All amounts due to or collected on behalf of the ASSOCIATION shall be paid to the NATIONAL TREASURER who shall deposit them in such bank as may be decided upon by the NATIONAL EXECUTIVE COMMITTEE. Receipts shall be issued for all cash monies received. All monies receivable shall be deposited within 4 (four) days of receipt thereof.

16.2 The funds of the ASSOCIATION shall be applied to the payment of expenses, the acquisition of property, the attainment of the objectives set forth in clause 3 and such other purposes as may be decided upon by a the EXECUTIVE COMMITTEE or by MEMBERS voting by ballot for the attainment of any of the said objects.

- 16.3 Payments shall require the prior approval of the EXECUTIVE COMMITTEE and shall be made by cheque signed by the CHAIRPERSON and the SECRETARY, except when the amount in question is less than R50-00, when payment may be made from petty cash. In the absence of the CHAIRPERSON or the SECRETARY, cheques shall in his/her stead be signed by a MEMBER of the NATIONAL EXECUTIVE COMMITTEE appointed by it for that purpose.
- 16.4 Funds required for petty cash both NATIONALLY and DIVISIONAL LEVEL shall be kept in such a form, as decided by the NATIONAL EXECUTIVE COMMITTEE
- 16.5 A COMMITTEE MEMBER who resigns or is expelled from membership shall have no claim on the funds of the organisation as from the date on which the resignation or expulsion takes place.
- 16.6 Statements of income and expenditure and the financial position of the ASSOCIATION shall be prepared monthly by the TREASURER and submitted to the EXECUTIVE COMMITTEE.
- 16.7 In accordance with the provisions of the Labour Relations Act, 1995 the TREASURER shall prepare a statement of income and expenditure and a balance sheet in respect of each financial year ending on the 28th February each year. Such statements and balance sheets shall be audited and within 30 days of receipt thereof the SECRETARY shall provide the registrar with a certified copy of the auditor's report and the financial statements. Such auditor may not be a MEMBER of the ASSOCIATION.
- 16.8 Such accounts shall be distributed to all MEMBERS at the next AGM of the ASSOCIATION.

17. REPRESENTATION ON STATUTORY/BARGAINING COUNCILS

- 17.1 A general meeting or annual general meeting of the ASSOCIATION may at any time decide that the ASSOCIATION shall become a party to a Bargaining or Statutory Council, in terms of The Labour Relations Act No. 66 of 1995, as amended.
- 17.2 Candidates for election as representatives on any such council or board shall be nominated at the meeting and the election shall take place by ballot as provided for in terms of this Constitution. Only MEMBERS present and entitled to vote at such meeting shall be entitled to cast ballots. This procedure shall also apply if the board is established at the request of some other party.
- 17.3 ASSOCIATION representatives on such Councils may be removed by resolution taken at any general or annual general meeting of the ASSOCIATION. Representatives may resign on giving 2 (two) months' notice to the NATIONAL SECRETARY or such notice as may be prescribed in the Constitution of the Council concerned.
- 17.4 In the event of the resignation or death of a representative on any Council or his removal by general meeting the vacancy shall be filled by the NATIONAL EXECUTIVE COMMITTEE pending the next general or annual general meeting and pending election of a new representative.
- 17.5 Representatives shall have full power subject to prior ratification by the NATIONAL EXECUTIVE COMMITTEE or by any general or annual general meeting to enter into agreements on behalf of the

ASSOCIATION relating to the business for which they have been elected.

18. BALLOTS

18.1 In addition to those cases in respect of which the taking of a ballot of MEMBERS of the whole organisation is compulsory in terms of this CONSTITUTION, a ballot on any question shall be taken if the EXECUTIVE COMMITTEE so decides, and shall also be taken-

- (a) if demanded in writing by at least 25% of the MEMBERS present of the organisation; and
- (b) on any proposal to call a lock-out.

18.2 Such ballots shall be conducted in the following manner :

18.2.1 Notice of ballot shall be given to each MEMBER of the ASSOCIATION In writing at least 3 (three) days before the ballot is to be taken provided that a ballot may be taken without notice at any general meeting of the ASSOCIATION or DIVISION on the decision of a majority of the MEMBERS present.

18.2.2 Two scrutineers shall be appointed by the EXECUTIVE COMMITTEE at a general or annual general meeting of the ASSOCIATION or DIVISION at which such ballot is being taken to supervise any ballot and to ascertain the result thereof.

18.2.3 Except in the case of postal ballots and ballots taken at general meetings on the decision of a majority of MEMBERS present, ballots shall be conducted at the place on the date and during the hours as may be specified in the said notice.

18.2.4 Ballot papers shall be provided by the SECRETARY. The issue to be voted upon shall be set forth clearly on the ballot paper and such

paper shall not contain any information by means of which the identity of any voter can be ascertained.

18.2.5 One ballot paper only shall be issued on demand at the place during the hours fixed for the taking of the ballot to each MEMBER who is entitled to vote.

18.2.6 Each voter shall in the presence of the scrutineers be issued with one ballot paper, which shall be completed, folded and deposited in a ballot box provided for the purpose.

18.2.7 Ballot boxes shall be inspected by the scrutineers and sealed by the SECRETARY in their presence prior to the issuing of ballot papers. Ballot papers bearing marks other than the marks required in recording the vote shall be regarded as spoilt and shall not be counted.

18.2.8 On completion of the ballot or so soon thereafter as possible the result shall be ascertained by the scrutineers in the presence of the SECRETARY and made known to the EXECUTIVE COMMITTEE.

18.2.9 Ballot papers, including spoilt papers, shall be placed in a container which shall be sealed after they have been counted and retained by the SECRETARY for not less than three years unless **all** of those present agree the ballot papers be destroyed.

18.3 shall be taken, in which event the ballot shall be conducted in the following manner;

(a) The SECRETARY shall send by registered post to each MEMBER of the organisation a ballot paper and a stamped and addressed envelope marked "Ballot". The ballot paper shall on completion be inserted in the envelope provided for the purpose, shall be sealed and posted so as to reach the SECRETARY within 14 days from date of dispatch from head office to such MEMBER. On receipt of such envelopes, the

SECRETARY shall immediately place such envelopes in a sealed ballot box.

- (b) Two scrutineers shall be appointed by the EXECUTIVE COMMITTEE to ascertain the result of the ballot. The ballot box shall be opened and the ballot papers counted by scrutineers in the presence of the SECRETARY, who shall immediately advise the EXECUTIVE COMMITTEE of the result of the ballot.
- (c) The same procedure shall **mutatis mutandis** apply to a postal ballot confined to MEMBERS of the EXECUTIVE COMMITTEE.

- 18.4 In any ballot conducted in connection with any election, the candidates, up to the required number, receiving the highest number of votes shall be declared elected.
- 18.5 The EXECUTIVE COMMITTEE shall be bound to take action according to the decision of a majority of the MEMBERS voting in a ballot.
- 18.6 The organisation shall, before calling a lock-out, conduct a ballot of those of its MEMBERS in respect of whom it intends to call the lock-out.
- 18.7 Notwithstanding anything to the contrary contained in the CONSTITUTION, MEMBERS of the organisation shall not be disciplined or have their membership terminated for failure or refusal to participate in the lock-out if-
 - (a) no ballot was held about the lock-out; or
 - (b) a ballot was held, but a majority of the MEMBERS who voted did not vote in favour of the lock-out.
- 18.8 No ballot involving the declaration of or participation in a lock out shall be taken until the matter has been dealt with as provided for in The Labour Relations Act No. 66 of 1995 as amended.

19. NOTICES

All notices to be forwarded in terms hereof shall be forwarded by fax, prepaid registered post, post or electronic mail, and shall be presumed to have been received on the third business day after posting, or in the case of a fax or electronic mail, the day of transmission.

All notices posted shall be forwarded to the last address of the MEMBER.

20. RESIGNATION

Any MEMBER of the ASSOCIATION may resign by giving 1 (one) months notice in writing to the NATIONAL SECRETARY.

21. WINDING UP

21.1 The ASSOCIATION shall be wound up if a ballot conducted in the manner prescribed in this CONSTITUTION indicates that not less than seventy five percent of the total number of MEMBERS of the ASSOCIATION entitled to vote, vote in favour of a resolution that the ASSOCIATION be wound up in terms of the provisions of The Labour Relations Act No 66 of 1995 as amended or if for any reason the ASSOCIATION is unable to continue to function.

21.2 The last-appointed CHAIRPERSON of the ASSOCIATION, or if he/she is not available, the available MEMBERS of the last-appointed EXECUTIVE COMMITTEE of the ASSOCIATION, shall forthwith transmit to the Labour Court a statement signed by him/her or them setting forth the resolution adopted of the reasons for the organisation's inability to continue to function, as the case may be, and request the Labour Court to grant an order in terms of section 103 of the Labour Relations Act 66/1995.

21.3 (a) The liquidator appointed by the Labour Court shall call upon the last appointed office bearers of the organisation to deliver to him/her the organisation's books of accounts showing the assets and liabilities together with the register of MEMBERS for the 12 months prior to the date on which the resolution for winding-up was passed or to the date as from which the organisation was unable to continue to function, as the case may be (hereinafter referred to as the date of dissolution), showing the membership fees paid by each MEMBER and his/her address as at said date.

or

21.3 (b) The liquidator shall also call upon the said office bearers to hand over to him/her all unexpended funds of the organisation and to deliver to him/her the organisation's assets and the documents necessary in order to liquidate the assets.

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

21.5 After the payment of all debts in accordance with paragraph (21.4), the remaining funds, if any, shall be distributed among the remaining MEMBERS of the organisation on the basis of membership fees actually paid during the 12 months prior to the date of dissolution.

21.6 After payment of all the liabilities any assets that can not be disposed of in accordance with the provisions of this clause shall be realised by the liquidator and the proceeds paid to the Commission of Conciliation, Mediation and Arbitration in accordance with section 103(5) of the Labour Relations Act 66/1995.

21.7 The liability of MEMBERS shall for the purpose of this clause be limited to the amount of subscriptions due by them to the organisation in terms of this Constitution as at the date of dissolution.

22. AMENDMENTS

22.1 The provisions of this Constitution may be repealed, amended, deleted or added to by resolution duly passed by any special or annual general meeting of the ASSOCIATION provided that at least 14 (fourteen) days notice of any proposed alteration shall have been given to MEMBERS. No amendments, alterations, additions or deletions shall have any force or effect until certified in terms of Section 101 (3)(b) of The Labour Act. No 66 of 1995, as amended.

22.2 Not less than two-thirds of the votes of members present and voting at the meeting shall be required to authorise the alteration of this Constitution or By-laws.

23. REPRESENTATION AND ALTERATIONS

A MEMBER shall be entitled to nominate another MEMBER of the ASSOCIATION to represent him to act as his alternative. The name and address of the person so nominated shall be communicated to the NATIONAL SECRETARY in writing by the

MEMBER concerned. If a change is made to such representative or alternate MEMBER such change shall be notified to the NATIONAL SECRETARY.

24. VOTING

- 24.1 Each ACTIVE MEMBER shall have one vote, except that the chairman of a meeting shall have both a deliberative and a casting vote, either of which he may exercise at his own discretion.
- 24.2 Unless otherwise stated, all motions put to the vote at meetings shall be decided by the vote of a majority of the MEMBERS present and voting, on a show of hands, unless a secret ballot is beforehand demanded by at least 25% of the MEMBERS then present and entitled to vote at such meeting.
- 24.3 ACTIVE MEMBERS who are unable to attend a meeting, and whose alternatives are unable to attend that meeting, may vote by proxy. Proxy votes must be submitted in writing, recorded on the official letterhead of the ACTIVE MEMBER, or any special form circulated by the SECRETARY for this purpose and signed by the nominated representative of the ACTIVE MEMBER, to the SECRETARY, clearly identifying the person nominated to vote on behalf of that ACTIVE MEMBER.
- 24.4 Whereas the NATIONAL EXECUTIVE COMMITTEE consists of duly elected representatives from each DIVISION, and each representative is entitled to a vote at the NATIONAL EXECUTIVE COMMITTEE which he may cast at his discretion; the duly elected representatives may be instructed by a majority vote of members present at a meeting of a DIVISION to vote for or against a particular motion at a meeting of the NATIONAL EXECUTIVE MEETING, which instruction shall be binding.

25. LIABILITY OF MEMBERS AND OFFICE BEARERS

25.1 The fact that a person is a MEMBER of the ASSOCIATION does not make the MEMBER liable for any of the obligations or liabilities of the ASSOCIATION.

25.2 A MEMBER or OFFICE BEARER of the ASSOCIATION will not be personally liable for any loss suffered by any person as a result of an act performed or omitted in good faith by the MEMBER or OFFICE BEARER while performing their functions for and on behalf of the ASSOCIATION

NATIONAL SECRETARY:

NATIONAL CHAIRMAN:

DATE:

Certificate in terms of Section 95 (b) Of the Labour Relations Act 66/1995

We, the undersigned, hereby certify that the provisions of the Constitution of the South African National Security Employers Association regulating the alteration of the said Constitution have been duly complied with in respect of the alterations adopted by the Special General Meeting held on _____.

NATIONAL SECRETARY:

NATIONAL CHAIRMAN:

RESOLUTION

AT A GENERAL MEETING OF THE SOUTH AFRICAN NATIONAL

SECURITY EMPLOYERS ASSOCIATION HELD AT MEGAWATT PARK, SANDTON

ON _____ IT WAS:

RESOLVED THAT

The existing constitution be amended by being replaced in Toto by the proposed constitution submitted to the members by the constitutional sub committee.

CHAIRMAN:

SECRETARY: