

TANNERS AND SHOE MANUFACTURERS' ASSOCIATION

CONSTITUTION

Amended – Annual General Meeting 25 November, 2024

TANNERS AND SHOE MANUFACTURERS' ASSOCIATION

CONSTITUTION

1. NAME

The name of the Employers; Organisation shall be the TANNERS AND SHOE MANUFACTURERS' ASSOCIATION (hereinafter referred to as "the TASMA").

2. DEFINITIONS

Any expressions used herein which are defined in the Act shall have the same meaning as in the Act, and any reference to the Act shall include any amendments thereto. Further, unless inconsistent with the context.

“Act” means the Labour Act (Chapter 28:01), or any similar legislation that may repeal and replace the Labour Act (Chapter 28:01).

“Alternate” means a person appointed by a Constituent Member to act on behalf of a Representative in his absence;

“Association” means the TANNERS AND SHOE MANUFACTURERS ASSOCIATION;

“Employer” means any person whatsoever who employs or provides work for another person and remunerates or expressly or tacitly undertakes to remunerate him, and includes—

- (a) The manager, agent or representative of such person who is in charge or control of the work upon which such other person is employed; and
- (b) The judicial manager of such person appointed in terms of the Companies Act [Chapter 24:03];
- (c) The liquidator or trustee of the insolvent estate of such person, if authorised to carry on the business of such person by—
 - (i) the creditors; or
 - (ii) in the absence of any instructions given by the creditors, the Master of the High Court;
- (d) The executor of the deceased estate of such person, if authorised to carry on the business of such person by the Master of the High Court;
- (e) The curator of such person who is a patient as defined in the Mental Health Act [Chapter 15:12] (No. 15 of 1996), if authorised to carry on the business of such person in terms of section 88 of that Act;

“Executive Committee” means the committee elected in terms of Clause 11 of this Constitution;

“Industry” means those industries as represented by the National Employment Council for the Leather and leather goods , Skins and Taxidermy, Footwear, Sports Equipment, luggage ware and Canvas Goods Manufacturing Industries or any other industry so represented by the said National Employment Council;

“Member” means an employer whose Membership has been formally accepted by the TASMA;

“Representative” means a person appointed by a Constituent Member of the TASMA to represent the Member thereon;

“Secretary” means the Secretary of the TASMA.

3. LEGAL STATUS

Upon registration in terms of the Acts, the Association shall become a body corporate and shall, in its name, be capable, in law, of suing and being sued, of purchasing or otherwise acquiring, holding and alienating property, movable and immovable and of doing any other act or thing which its Constitution requires or permits it to do or a Body Corporate may, by law perform.

4. OBJECTS

The objects of the Association shall be:

4.1 to consult and regulate the relations between Members and their employees;

4.2 to promote the interests of Apprentices/learners, to encourage the practical and Technical training of Apprentices/Learners, to encourage every effort, through Apprenticeship/Learnership and training, to turn out efficient craftsmen and Operatives in the industry;

4.3 to encourage the establishment of good conditions in premises in which work is done, in regard to structure, ventilation, lighting, sanitation and cleanliness, machinery, the prevention of accidents, and generally to promote the reasonable interests;

4.4 to promote the interests of Members;

- 4.5 to promote or establish mutual benefits scheme for members;
- 4.6 to encourage the settlement of disputes by conciliatory methods;
- 4.7 to promote, support or provide constructive comment, as may be deemed expedient, when proposed changes to legislation or alterations to existing laws affecting the interests of Members are made known;
- 4.8 to use every legitimate means to include all persons who are eligible for Membership to become Members;
- 4.9 to provide, when deemed necessary, legal assistance to members;
- 4.10 to do such other lawful things as may appear to be in the interests of Members;
- 4.11 to become, if deemed necessary, a member of anybody or Association, either locally or internationally, which has similar or related interests;
- 4.12 to establish an Employment Council if required by the Members.
- 4.13 to acquire, either by purchase, or otherwise, any movable or immovable property and also to sell, let, mortgage or otherwise deal with assets belonging to the Association or use such property for other purposes as members may approve.
- 4.14 to establish and administer funds for the benefits of its members and their dependents;
- 4.15 to borrow, invest, subscribe or donate money for the furtherance of the objects of the Association

5. MEMBERSHIP

- 5.1 Membership of the Association shall be open to Employers in the Industry in terms of the Rules.
- 5.2 Application for Membership shall be made in the manner prescribed by the Executive Committee and lodged with the Secretary and be accompanied in each case by the Entrance Fee prescribed in clause 7 of this constitution.
- 5.3 Applications for Membership shall be considered by the Executive Committee at their next Meeting following receipt of application.
- 5.4 If admission to Membership is refused by the Executive Committee, the Applicant concerned shall have the right to appeal to the next Special General Meeting of the Association.

- 5.5 An Applicant whose admission to Membership is refused, shall be entitled to a refund of the Entrance Fee paid on application and shall upon request be given written reasons for the refusal.
- 5.6 A Member who has resigned or been expelled from the Association may be re-admitted to Membership on such conditions, subject to the provisions of Clauses 18 and 19 of this Constitution, as the Executive Committee may determine. Where an applicant for re-admission considers the conditions fixed by the Executive Committee unreasonable, he may appeal to the next special General Meeting of the Association.
- 5.7 Whenever an appeal is lodged in terms of sub clauses 4 or 6 of the Clause, the appellant shall be afforded an opportunity to state his case personally to the Special General Meeting.
- 5.8 Every Member shall notify the Secretary in writing of his contact details (postal and physical address) and changes thereof within fourteen days of the date on which the change took place.
- 5.9 only one representative of a member company or partnership which is a member of the Association shall be entitled to vote on its behalf at meetings of the Association or in ballots conducted by the Association

6. REPRESENTATION

- 6.1 A Member may nominate s person engaged in the Industry to represent in the Association. The name, postal, e-mail and physical address and telephone and mobile cell phone number of the person nominated shall be communicated to the secretary, in writing, by the Member concerned.
- 6.2 A Member may nominate an alternate Representative to the Members Representative. Such Alternate shall be a person engaged in the Industry and the Alternate's name shall be communicated to the Secretary prior to the meeting commencing.
- 6.3 If a Representative or Alternate is withdrawn by a Member and another Representative or Alternate nominated, the name, name, postal, email and physical address and telephone and mobile cell phone numbers of the nominated Representative or Alternate, as the case may be, shall be similarly notified.

7. ENTRANCE FEES AND SUBSCRIPTIONS

- 7.1 An Entrance Fee as determined by the Executive Committee shall be payable

on application for membership. The Executive Committee may, in extraordinary circumstances, exempt an employer from payment of an entrance fee.

7.2 An Annual Subscription shall be set by the Executive Committee and may be amended by a Special General Meeting; the approved Subscription shall be payable by every Member of the Association of presentation of Subscription invoice.

7.3 Such Subscription shall be based on the employment figures of the Member on a formula recommended by the Executive Committee and approved at a Special General Meeting from time to time.

7.4 Any former Member may be re-admitted on the payment of the current re-entrance fee.

7.5 Every Member who pays any monies whatsoever to the Secretary shall be given a receipt showing his name, date of payment and the amount of Subscription, fines or levies paid.

8. QUORUMS

8.1 The quorum for a general meeting shall be 5 percent of the members in good standing and the quorum for an Executive Committee meeting shall be a majority of the members of the committee. If within 15 minutes of the time fixed for a meeting of the Executive Committee of the Association a quorum is not present, the meeting shall stand adjourned to the same day of the week following, and if that day is a public holiday, then to the next succeeding working day, at the same time and place. At such adjourned meeting of which written notice shall be given, the members present shall form a quorum. If within 15 minutes of the time fixed for a General Meeting a quorum is not present, the meeting shall stand adjourned for thirty minutes. When the meeting resumes after the thirty minute period, the members present shall form a quorum. At general meetings or in ballots conducted by the Association each member or his representative shall have votes based on the member's total number of employees as follows

1	-	49	(1 vote)
50	-	99	(2 votes)
100	-	149	(3 votes)
150	-	199	(4 votes)
200	-	249	(5 votes)
250	-	299	(6 votes)
300	-	349	(7 votes)
350	-	399	(8 votes)
400	-	449	(9 votes)
450	-	above	(10 votes)

- 8.2 If between meetings of the Executive Committee or General Meeting any question arises that is of extreme urgency and can be answered by a simple "yes" or "no", the Chairperson may authorise a vote of the members of the Association or of the Executive Committee to be taken by electronic mail and shall take action according to the decision of the members who have voted.
- 8.3 At every General Meeting the minutes of the last preceding meeting shall be read by the Secretary and signed by the Presiding Officer after confirmation. Minutes of meetings of the Executive Committee shall be similarly dealt with by that body.
- 8.4 The proceedings of any meeting shall not be invalidated by reason of the non-receipt by any member of the notice of the meeting providing that the notice has been sent to the last address provided by the member.
- 8.5 Secretary of the Association, or a person appointed by him/her, shall keep minutes of all of the meetings of the Executive Committee and of all other meetings of the Association.

At the end of the Association's financial year, every Member shall provide the Secretary with amended employment figures.

9. ANNUAL GENERAL MEETING

9.1 The Annual General Meeting of the Association shall be held no later than the month of May each year.

9.2 Notice of every Annual General Meeting showing the business to be transacted thereat shall be given to Members not less than twenty-one days before date of such meeting provided that in the case of a Special General Meeting such shorter notice, as may be decided by the Chairperson, may be given.

9.3 The business of the Annual General Meeting shall be disposed in the following order:

- 9.3.1 the reading of the Notice convening the Meeting;
- 9.3.2 Apologies and Announcements;
- 9.3.3 the adoption and confirmation of the Minutes of the previous Annual General Meeting;
- 9.3.4 the Chairperson's Annual Report;
- 9.3.5 Elect the office bearers who shall form the Executive Committee of the Association;
- 9.3.6 Determine the authority and duties of the Executive Committee;
- 9.3.7 ratify all financial statements approved by the Executive Committee
- 9.3.8 Amend the constitution of the Association as required subject to clause 22; and
- 9.3.9 determine the general strategic direction of the Association.

10. SPECIAL GENERAL MEETINGS

- 10.1 A Special General Meeting shall be called whenever desired by a majority of the Executive Committee or upon a requisition signed by Members holding not less than sixty percent (60%) of the votes of paid-up Members of the Association.
- 10.2 Notice of every Special General Meeting, showing the business to be transacted thereat, shall be given to members not less than seven days before the date of such Meeting provided that in the case of a Special General Meeting, such shorter notice as may be decided by the Chairperson may be given.
- 10.3 All motions for consideration at a Special Meeting shall be reduced to writing and shall be delivered to the Secretary who will circulate such motions not less than seven days prior to the Meeting. No motion shall be considered unless seconded at the meeting.
- 10.4 All matters forming the subject or motions shall be decided by a majority of the votes of the Representatives present.
- 10.5 No Representatives shall speak on any one matter for longer than ten minutes except with the permission of the Chairperson.
- 10.6 All matters on which this Constitution is silent shall be decided by the Chairperson.
- 10.7 The quorum for any Special General Meeting shall be Members in person or proxy, representing sixty percent (60%) of the votes of paid-up Members. If thirty minutes after time fixed for any Meeting a quorum is not present, the Meeting shall stand adjourned to a day as may be decided by those Representatives present, provided it is held within fourteen days such adjourned Meeting. At such adjourned Meeting, the Representatives present shall form a quorum.

11. EXECUTIVE COMMITTEE

- 11.1 (a) The Management of the affairs of the Association in between Special General Meetings shall be vested in an Executive Committee consisting of six Representatives elected at the Association's Annual General Meeting. Such Representative shall hold office for one year and shall be eligible for re-election on the expiry of their term of office.
- (b) Each Member shall be entitled to nominate up to a maximum of two Representatives for election for the Executive Committee. In the event of more than six nominations being submitted, election will be by a majority vote.

- (c) At the first Meeting of the Executive Committee following the Annual General Meeting, the Committee Representatives shall elect a Chairperson, Vice-Chairperson and Secretary from amongst themselves provided that, if the Executive Committee so determines, the Secretary may be appointed from outside of the membership, and may be remunerated for services rendered.
 - (d) Vacancies occurring on the Executive Committee may be filled temporarily by the Executive Committee by co-option, until the next Special General Meeting. The Representatives co-opted at that Meeting shall hold office until the next Annual General Meeting.
- 11.2 A Member who is more than three months in arrears with his subscriptions or who is under suspension in terms of Clause 18 shall not be eligible for election to the Executive Committee
- 11.3 Nomination for membership of the Executive Committee shall, subject to provisions of Sub Clause 2 of this Clause be lodged in writing with the Secretary at least seven days before the Special General Meeting.
- 11.4 A representative of a Member of the Executive Committee shall vacate his seat in any one of the following circumstances;
- (a) on resigning by giving on month's written notice to the Secretary;
 - (b) on absenting himself without the permission of the Executive Committee, from three consecutive Meetings;
 - (c) on suspension or expulsion of a member he represents, from Membership of the Association.
 - (d) on ceasing to a Representative of a Member.
- 11.5 Any member of the Executive Committee may be removed from office on a majority decision of a Special General Meeting.
- 11.6 The Executive Committee shall, subject to the general direction and control of Representatives in Special General Meeting and to the provisions of this Constitution, have power;
- (a) to propose subscription rates based on a salary and wage formula;
 - (b) to apply for the establishment of an Employment Council;

- (c) to engage and dismiss employees of the Association, to fix their remuneration and to define their duties;
- (d) to appoint, from to time, such Sub-Committee as it may deem fit and delegate such powers as it may deem fit to such Sub-Committees;
- (e) to admit or refuse to admit persons to Membership of the Association, to fix conditions under which former Members of the Association may be re-admitted to Membership, and to suspend, penalise or expel any Member for sufficient cause as appears to a majority of the Executive Committee;
- (f) to institute or defend legal proceedings by or against the Association or against individual Members as may be deemed necessary;
- (g) to acquire, either by purchase, lease or otherwise, any movable or immovable property on behalf of the Association and sell, let, mortgage or otherwise deal with or dispose immovable property belonging to the Association, provided that no immovable property shall be acquired, sold, mortgaged, let or leased for a period longer than one year, unless at least fourteen days' notice of intention to do so has been given to each Member of the Association; if, during this period not less than sixty percent (60%) of representatives demand in writing that a ballot be taken on the proposed action, such ballot shall be taken;
- (h) to endeavour to settle disputes by conciliatory methods;
- (i) to provide, when deemed necessary, legal assistance to Members on matters affecting their interests;
- (j) to open a banking account in the name of the Association;
- (k) to apply for the establishment or participation in provident or mutual benefit funds;
- (l) to do such other things as, in the opinion of the Executive Committee, appear to be in the interest of the Association.

12. EXECUTIVE COMMITTEE MEETINGS

- 12.1 The Executive Committee shall meet at least 3 times per annum. Special Meetings of the Executive Committee shall be called by the Chairperson whenever he deems it advisable or upon a requisition signed by not less than four of the Members of the Committee.

- 12.2 Members of the Executive Committee shall be notified, in writing by the Secretary of the time and place of any Meeting of the Committee at least seven days before the date of such Meeting, provided that shorter notice may, at the discretion of the Chairperson, be given in respect of a Special. To every notice of a Meeting, an Agenda shall be attached.
- 12.3 The quorum for any Meeting of the Executive Committee shall be four members. If thirty minutes after the time fixed for a Meeting, a quorum is not present, the Meeting shall stand adjourned to a day as may be decided by those Members present, provided it is held within fourteen days of such adjourned Meeting. At such adjourned Meeting, the Members present shall form a quorum.
- 12.4 For the purpose of determining any matter at a Meeting of the Executive Committee, the decision of the Committee shall be the decision which is supported by a majority of the Members present.
- 12.5 At every Meeting of the Executive Committee, the Minutes of the last preceding Meeting, having been circulated by the Secretary prior to the Meeting, shall be taken as read and signed by the Chairperson, after confirmation.
- 12.6 The proceedings of any meeting shall be not invalidated by reason of the non-receipt by any member of the notice of the meeting providing that the notice has been sent to the last address provided by the member.
- 12.7 The secretariat or any person appointed by the Chairperson shall keep minutes of all the meetings of the Executive Committee and of all other meetings of the Association.

OFFICE BEARERS AND OFFICIALS

13.1 The duties of the Office Bearers shall be:

(a) Chairperson

The Chairperson shall preside at all Meetings at which he/she is present, enforce observances of the Constitution of the Association, sign Minutes of Meetings after confirmation, endorse all accounts for payment, after approval by the Executive Committee, sign cheques on the banking account of the Association, generally exercise supervision over the affairs of the Association and perform such other duties as by usage and custom pertain to the office. Except as a Member of the Executive Committee, he /she shall not have a deliberative vote, but shall in the event of equality of voting, have a casting vote.

(b) Vice Chairperson

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

(c) Acting Chairperson

In the event of both the Chairperson and the Vice-Chairperson being unable, either temporarily or permanently to perform their duties, the Executive Committee shall appoint a Member of the Executive Committee to act as Chairperson.

13.1 (d) Secretary

- (i) The Secretary shall be elected or appointed by the Executive Committee in terms of Sub-Clause 11.1 (c). In the event of the office becoming vacant, the Executive Committee shall appoint a temporary incumbent.
- (ii) The Secretary shall keep such books and documents as may be prescribed by the Executive Committee; receive requisitions for meetings; issue Notice of Meetings; conduct all correspondence of the Association; keeping originals of letters and copies of those despatched and attend Meetings and record Minutes of the proceedings; keep the register of Members; record therein every Member's address, date of enrolment, entrance fee paid and, in respect of every year, the subscriptions, levies and fines paid by such Members and, in the event of the resignation or expulsion of a Member, the date thereof; collect entrance fees, subscriptions, levies and fines, issue official receipts for all monies received, bank all monies within seven days of receipt; submit reports in regard to the financial position of the Association to the Executive Committee as and when required by the Executive Committee; prepare the Statement of Income and Expenditure referred to in Sub Clause 8 of Clause 14 of this Constitution; comply with all requirements of the Act and Regulations thereunder, and perform such other duties as the Executive Committee or Representative in Special General Meeting may direct.

13.2 Any Member of the Executive Committee may resign by giving one month's notice, in writing, to the Executive Committee and may be expelled by majority vote of the Executive Committee for serious neglect of duty or misconduct.

14 FINANCE

14.1 The Financial Year of the Association shall be the calendar year.

- 14.2 All amounts due to or collected on behalf of the Association shall be paid the Secretary, who shall deposit them in such financial institution as may be decided upon by the Executive Committee.
- 14.3 The funds of the Association shall be applied to the payment of the administrative expenses of the Association, the acquisition of property and such other in the furtherance of the objects of the Association as may be decided upon by the Executive Committee or by Members of Special General Meeting.
- 14.4 No single item of expenditure in excess of such amount as may be determined by the Executive Committee from time to time (other than the remuneration of employees of the Association shall be met from the funds of the Association, unless such expenditure is approved by the Executive Committee.
- 14.5 All payments shall be made by cheque or electronic transfers signed by two Members of the Executive Committee, except when the amount in question is less than \$5 000 (five thousand dollars) when payment may be made from petty cash.
- 14.6 Funds required for a petty cash account, which shall be kept in such form as the Executive Committee may determine, shall be provided by the drawing of cheques signed by two Members of the Executive Committee. Unless the Executive Committee approves, cheques amounting in the aggregate to more than \$10 000 (ten thousand) shall not be drawn during any one month in respect of petty expenses.
- 14.7 A Special General Meeting may at any time with a view of securing funds for any particular purpose, impose a monthly or annual levy on each Member, provided that notice of the proposed levy appeared on the Agenda for the Meeting.
- 14.8 A statement of income and expenditure in respect of each financial year of the Association shall be audited by an auditor appointed at the Annual General Meeting. Certified copies of the audited accounts and any report thereon shall be circulated to Members along with the Notice of the Annual General Meeting.
- 14.9 A Member who resigns or is expelled from Membership shall have no claim on the funds of the Association.
- 14.10 All accounts and supporting vouchers shall be kept for a period of three years from the close of the financial year concerned.

14.11 On dissolution of the Association, the funds on hand shall, after all liabilities and obligations have been met, be disposed of in such manner as was decided by the Special General Meeting at which it was decided to dissolve the Association in terms of Clause 21.

14.12 The income and property of the Association shall be applied solely to the promotion of the objects of the Association as set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to Members of the Association or to any other person.

15. ELECTION OF REPRESENTATIVES ON AN EMPLOYMENT COUNCIL

15.1 A Special General Meeting may, at any time, decide that the Association shall become a party to an Employment Council and make application in terms of the Act and may recommend the number of Representatives to be appointed by the Association on such Body.

15.2 Candidates for appointment as Representatives and Alternates shall be decided upon by the Executive Committee.

15.3 Representatives may be removed by the Executive Committee, withdrawn by the Members, or may resign on giving one month's notice to the Executive Committee.

16 BALLOTS

16.1 A ballot on any question shall be taken if a General Meeting or the Executive Committee so decide, and shall also be taken:-

(a) if demanded, in writing, by not less than 25% of members of the Association in good standing.

(b) On any proposal to declare or take part in a national lock -out

16.2 Ballots shall be conducted in the following manner:

(a) Notice of a ballot shall be given by publication in the press, or to each Member of the Association, in writing by the Secretary, at least three days before the ballot is to be taken, provided that a ballot may be taken without notice at any Special Meeting on the decision of a majority of the Representative present and voting in favour of a ballot.

(b) Two scrutineers shall be appointed by the Executive Committee or Representatives in Special General Meeting to supervise any ballot and to

ascertain the result thereof.

- (c) Ballots shall be conducted at the place, on the date and during the hours as may be specified in the notice referred to in paragraph (a) of this sub-clause.
- (d) Ballot papers shall be provided by the Executive Committee. One ballot paper only shall be issued on demand at the place and during the hours fixed for the taking of the ballot to each Representatives who is entitled to cast a vote(s).
- (e) The ballot box shall be inspected by the scrutineers and sealed by the Secretary in their presence prior to the issue of ballot papers.
- (f) Each Representatives shall, in the presence of the scrutineers, be issued with a ballot paper, stating his number of votes, which he shall thereupon, complete, fold and deposit in the said ballot box.
- (g) Ballot papers shall not be signed or marked in any way, except as specified in paragraph (f) of this Sub-Clause apart from the mark required to be made by a Representative in recording his vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.
- (h) On completion of the ballot, or as soon thereafter as possible, the result thereof shall be ascertained by the scrutineers in the presence of the Secretary and made known through this Officer.
- (i) Ballot papers, including spoilt papers, shall be placed in a sealed box again after they have been counted and shall be retained by the Secretary for not less than three months, during which period they shall, on a written demand from Members holding not less than sixty percent (60%) of the votes of paid-up Members, be recounted by two scrutineers appointed by Representatives in Special General Meeting.
- (j) If the seal of the ballot box is broken, except in the presence of the scrutineers and the Secretary at the close of a ballot, all ballot papers shall be destroyed and a new ballot taken.
- (k) The Executive Committee shall be bound to take action according to the decision of a majority of the Representatives voting by ballot.

ELECTRONIC BALLOTS

16.4. A General Meeting or the Executive Committee may decide that an electronic ballot of members shall be taken in which event the ballot shall be conducted in the following manner:-

(a) The Secretary shall send a ballot by electronic mail to each member of the Association or in the case of sector specific issues to each member within that sector.

(b) The outcome of the ballot will be calculated by an automated system which will not disclose the identity of members voting but only the vote cast.

(c) The provisions of paragraph (a), (d) (h) and (j), with the required contextual changes, of sub-clause (12.3) shall mutatis mutandis apply in the case of an electronic ballot.

(d) The Executive Committee shall be bound to take action according to the decision of a majority of the members voting in a ballot.

LOCK-OUT BALLOT

16.5 A lock-out ballot includes any system of voting which is recorded in secret.

NOTICE

16.6 Reasonable notice must be given to members of the holding of a ballot. Notice may be given to employers by direct communication, including emails or SMS, or by the display of notices at the employers' Association's offices. While there is no fixed standard, a period of 3 (three) days would generally be considered to be reasonable notice.

16.7 The notice must specify the time and the place of the ballot.

BALLOT PAPERS

16.8 The question that is the subject of the ballot must be clearly phrased and must be consistent with the terms of the dispute referral.

16.9 Ballot papers must be prepared in accordance with any applicable provisions as contained herein.

16.10 Ballots must not contain any information that would make it possible to identify voters.

VOTERS' ROLL

16.11 A ballot must be conducted in terms of a voters' roll of those members who are in good standing, in terms of the applicable provisions hereof, that the employers' Association proposes to call on a lock-out. The voters' roll will be derived from the employers' Association's membership records. The voters' roll identifies which members are entitled to vote and must be marked to ensure that members vote once only.

16.12 In the case of a postal ballot, the voters' roll must reflect the postal addresses of the members.

16.13 Records of voting must be retained for a period of 3 (three) years. These records include the voters' rolls, ballots in sealed ballot boxes or other containers and any documents used to calculate the outcome of the ballot.

16.14 Notwithstanding anything to the contrary contained in this constitution, members of the association shall not be disciplined or have their membership terminated for failure or refusal to participate in a lock-out if: -

SCRUTINEERS AND OBSERVERS

16.15 Two scrutineers, one of which must be independent, shall be appointed by the Executive Committee or a General Meeting to supervise a lock-out ballot and to ascertain the result thereof.

BALLOTING AND COUNTING

16.16 The Employers' Association must provide ballot boxes for a secret ballot. Members listed on the voters' roll must receive a ballot paper and be able to mark it and place it in an unmarked ballot box without their vote being observed by any other person. This provision will not apply where an electronic ballot is conducted.

16.17 Ballots may be counted at the voting place, at an Employers' Association's office or at another place determined by the Independent Scrutineer. Where the ballot boxes are transported to another place, they must be sealed. This provision will not apply where an electronic ballot is conducted.

RECORDS OF BALLOT

16.18 In the case of electronic ballots, appropriate records must be retained.

16.19 No ballot involving the declaration of or participation in a lock-out shall be taken until the matter giving occasion therefore has been dealt with as provided for in the Labour Act,(Chapter 28:01).

(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.

16.20 If a question arises, whether in respect of this Constitution or not, which in the opinion of the Chairperson, is of extreme urgency and can be answered by a plain "yes" or "no" vote, of the Members of the Association or the Executive Committee, as the case may be taken by facsimile, e-mail or post. If there is no written objection by a member, the motion submitted to facsimile, e-mail or postal vote shall be regarded as carried if two-thirds of the total number of Members of the Association or

Executive Committee, as the case may be, have voted in favour. If the motion is not carried, or if a Member has objected to the ballot, the motion shall be referred to the next meeting of the Association or the Executive Committee as appropriate.

17. PENALTIES

Whenever, in this Constitution, provision is made for the imposition of a penalty on a Member, such penalty shall not exceed \$100 in the case of the first default or \$1000 in respect of every further default.

18. DISCIPLINE

18.1 A Member may be suspended, penalised or expelled as may be determined by the Executive Committee

(a) If he fails, within fourteen days of demand in writing by the Secretary, to pay subscriptions, penalties or levies which are more than three months in arrears;

(b) If he 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, the imposition of a penalty or expulsion to the first ensuing Special General Meeting. Notice of any appeal shall be given to the Secretary in writing, within ten days of the date on which the decision of the Executive Committee was communicated to the Member concerned.

18.2 No Member may be suspended, penalised or expelled unless he has been afforded an opportunity to state his case personally at a Meeting of the Executive Committee of which he has received not less than seven days' notice in writing. The matter with which the Member is charged shall be set out in such notice.

18.3 A Member who has appeared before the Executive Committee in accordance with the Sub-Clause (2) of this Clause shall, if he is dissatisfied with the decision of the Executive Committee and has lodged an appeal in the manner herein provided, shall have the right to re-state his case to the Special General Meeting shall consider the matter.

18.4 A Member shall be entitled to call witnesses in support of his case when attending a Meeting of the Executive Committee or a Special General Meeting in terms of Sub-Clause (2) or (3) of this Clause as the case may be.

18.5 Any decision taken by the Executive Committee in terms of this Clause shall, when an appeal has been made.

18.6 Any Member who is expelled from Membership shall, upon application, be given written reasons for such expulsion. Upon expulsion of a Member, all monies due to the Association by such Member shall become payable. If payment thereof is not made within seven days, the Executive Committee may take such steps as it deems necessary to secure a settlement.

18.7 (a) A Member shall cease to be entitled to any of the benefits of Membership including the right to vote;

(i) If the subscriptions or other charges due by him to the Association are more than three months in arrear;

(ii) During any period while he is suspension in terms of the Constitution.

(b) In the event of the subscription or other monies due to the Association by a Member being more than three months in arrears, he shall continue to be subject to the disabilities imposed by paragraph (a) of this Sub-Clause until arrears have been paid.

19. RESIGNATION

A Member may resign by giving one month's notice, in writing, to the Secretary, provided that no resignation shall take effect until all monies due to the Association by such Member have paid been paid.

20. RULES

The Executive Committee may make for the better administration of the Association and may amend or repeal any rule so made and any amendment thereto or repeal shall, subject to the provisions of the Act, be effective unless and until such time as a resolution revoking such or such amendment or repeal, as the case may be, has been passed by a majority vote of the

Representatives present and entitled to vote at a Special General Meeting of the Association.

21. DISSOLUTION

The Association may be dissolved if a majority of the Members present so decide by a ballot taken at a Special General Meeting called for the purpose. The Members present at the Meeting shall appoint one or more persons to wind up the affairs of the Association.

22. AMENDMENTS

Any of the provisions of this Constitution may be repealed, amended or added to in any manner by Resolution of a Special General Meeting of the Association, provided that at least fourteen days' notice of any proposed alteration shall have been given to Members.