

Constitution, SAVSEG

SOUTH AFRICAN VETERINARY SEMEN and EMBRYO GROUP (SAVSEG)

A Group of the Ruminant Veterinary Association NPC (RuVASA)

1. Name:

This group will be known as the S.A. Veterinary Semen and Embryo Group, a Group of the Ruminant Veterinary Association (RuVASA), and will be fully compliant with the MOI and Rules of the RuVASA.

2. Interpretations:

In the interpretation of this Constitution and unless contrary to or excluded by the subject or context:

2.1. Any word herein signifying:

2.1.1. The singular shall include the plural and vice versa;

2.1.2. The masculine shall include the feminine and the neuter;

2.2. Any word herein which is defined in the Act and is not defined in Clause 1.4 shall bear that statutory meaning in this Constitution;

2.3. Each term, power or authority herein shall be given the widest possible interpretation;

2.4. Each of the following words and expressions herein shall have the meaning stated opposite it and, where applicable, shall include the word or expression stated opposite it:

2.4.1. "The Association" means the Ruminant Veterinary Association of South Africa (RuVASA);

2.4.2. "The Chairperson" shall mean the Chairperson of the Management Committee for the time being of the Association elected in terms of this Constitution;

2.4.3. "Constitution" shall mean the Constitution of the Group for the time being in force, as contained in this constitution;

2.4.4. "The Council" means the SA Veterinary Council (SAVC);

2.4.5. "Graduate" shall mean a person who has successfully completed a relevant training course at any one of the recognised training facilities in South Africa and has received an appropriate degree and is thus qualified as a veterinarian;

2.4.6. "Group" shall mean the S.A. Veterinary Semen and Embryo Group;

2.4.7. "General meeting" shall mean any general meeting of the Association or any adjournment thereof, including an annual general meeting convened in terms of Clause 13 as the case may be;

2.4.8. "Member" shall mean a person who, at the relevant time, is a properly admitted Member in any one of the classes of Membership stated in Clause 8 of this Constitution;

2.4.9. "Member in good standing" means a person who is not in breach of this Constitution;

2.4.10. "The office" shall mean the registered office for the time being of the Association;

2.4.11. "Ordinary Resolution" shall mean a resolution where the majority of those members entitled to vote, vote in favour of the proposed resolution;

2.4.12. "Person" shall include any natural person, Association or body corporate, a statutory body, a partnership or an association of persons, as the case may be;

2.4.13. "The Republic" shall mean the Republic of South Africa;

1.4.14. Register shall mean the register of members kept by the Group as provided for in this Constitution.

2.4.15. "Secretary" shall mean a person appointed to perform the duties of a Secretary of the Group in accordance with the Policies and Procedures of the Association.

2.4.16. "Sign" shall include the reproduction of signature by lithography, printing with an india-rubber stamp or any other mechanical or electronic process including partly the one and partly the other process and "signature" has the corresponding meaning;

2.4.17. "Writing" shall include printing, typewriting, lithography or any other mechanical or electronic process, or partly one and partly the other.

3. Aims:

SAVSEG aims to:

- a. unites veterinarians for the sake of the semen and embryo industry in the R.S.A.
- b. provides standards of excellence in order to ensure the best possible results for the clients making use of these techniques and protect them against malpractices.
- c. create a good working relationship between organizations and people involved in the fields of embryo transfers and semen processing, such as
 - 1) Directorate Animal Health
 - 2) Breed societies
 - 3) All veterinarians involved
 - 4) Registrar of Stock Improvement and Department of Agriculture
 - 5) Academic institutions

4. Conditions

a. The SAVSEG shall ensure that substantially the whole of its activities are directed to the furtherance of its principal aims and not for the specific benefit of an individual member or minority group.

b. The SAVSEG is prohibited from having a share or other interest in any business, profession or occupation which is carried on by the members.

c. The SAVSEG must not:

1. Directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is a member or Management Committee member of the SAVSEG, except as:

1.1. reasonable remuneration for goods delivered or services rendered to, or at the direction of, the SAVSEG; or

1.2. Payment of, or reimbursement for, expenses incurred to advance a stated AIM of the SAVSEG; or

1.3. As a payment of an amount due and payable by the SAVSEG in terms of a valid agreement between the SAVSEG and that person or another; or

1.4. as a payment in respect of any rights of that person, to the extent that such rights are administered by the SAVSEG in order to advance a stated object of the SAVSEG; or

1.5. in respect of any legal obligation binding on the SAVSEG.

1.6. The SAVSEG may not, directly or indirectly, distribute any of its funds or assets to any person other than in the furtherance of its aims.

5. Membership:

5.1. Voting Members;

a. Veterinarians registered with the Council, as well as cadet members of the S.A. Veterinary Association may join as full members.

5.2. Non- Voting Members

- a. Veterinarians living outside of South Africa who are not members of the SAVA may join as assessor members;
- b. Other members: Animal scientists and technicians already registered with the Registrar of Stock Improvement as semen collectors, inseminators or to do embryo transfers, as well as animal scientists with a direct interest in the reproduction of production animals.

6. Member Application.

a. Applications for membership must be submitted in writing to the Secretary.

- b. Membership of this group will be maintained as long as the conditions set out in the constitution of this group are met.
- c. Membership will be cancelled if membership fees have not been paid for 24 months.

7. General Meetings of Members:

7.1. Annual General Meeting (AGM)

- a. An annual general meeting will be convened every second calendar year
- b. All members will be notified of this meeting at least 30 days in advance in writing
- c. A quorum exists of 5 members
- d. Should there not be a quorum present 30 minutes after the set time on the predetermined date, the AGM will be postponed by 14 days and all members will be informed of this in writing. The meeting will then take place on the second date, irrespective of the number of members present.
- e. The constitution can only be changed by a majority vote during the AGM
- f. Proposed amendments to the constitution, seconded by a member, must be submitted to the secretary at least one month prior to the AGM. Members must be informed in writing of all proposed amendments.

7.2. Special General Meeting (SGM)

- a. Management may convene a Special General Meeting at any time deemed necessary, or, upon receipt of a written requisition signed by not fewer than ten (10) Ordinary members, it shall convene such a Special General Meeting.
- b. The business transacted at the Special General Meeting shall be limited to that stated in the Notice convening the meeting.
- c. The Executive Committee shall issue Notice to all members whose electronic addresses are known, stating the place, date and time of the meeting and specifying the business to be transacted thereat.
- d. Such notice shall be posted at least 14 (fourteen) clear days before the date of the meeting.
- e. The non-receipt of such Notice by any member(s) shall not invalidate the proceedings of the meeting.

8. Voting at General Meeting

- a. Voting Members shall each have one vote. Except where otherwise expressly required, a plain majority vote shall prevail. Voting shall be by show of hands, unless a secret ballot is requested by the Chairman or by a majority of the Voting Members present at the meeting.
- b. At all Meetings, in the event of an equality of votes, the Chairman shall have a second or casting vote.
- c. Any Voting Member unable to attend a General Meeting in person may appoint, in writing, another Voting Member as proxy to vote for him at that Meeting. All proxies shall be lodged with the Secretary not less than twenty-four (24) hours before the Meeting at which they are to be used. Such proxies shall be valid only at the General Meeting for which they are intended and at any resumption of that Meeting if adjourned.

9 Management:

- a. The AGM will, by majority vote, elect the Chairperson and 4 members of the SAVSEG management in accordance with the Rules, Policies and Procedures of the RuVASA.
- b. The management itself will then assign members of the management to the posts of secretary, treasurer and representatives of the various interest groups.
- c. The chairperson and the members of the management will be elected for a term of 2 years, until the next AGM.
- d. The chairperson may serve only 2 consecutive terms. After serving 2 consecutive terms, he may however continue to serve on the management.
- b. The SAVSEG management will handle the affairs of SAVSEG and have the power to conduct the duties and act in the best interest of SAVSEG at all times.
- c. The SAVSEG management has the power to appoint additional members and sub-committees if needed.

10. Duties and Obligations of Management

10.1. The duties and obligations of Management shall comply with the MOI, Rules, Policies and Procedures of the RuVASA

11. Relationship with RuVASA

SAVSEG shall retain its autonomy as a Special Interest Group within the RuVASA structures in accordance with the Rules, Policies and Procedures of RuVASA. To this end, SAVSEG shall:

- a. manages its own affairs in accordance with this Constitution;
- b. be entitled to run its own annual congress for the SAVSEG members.
- c. be entitled to retain its own banking accounts and internal controls;

d. adheres to the RuVASA MOI and agreed RuVASA policies and principles of good corporate governance;

12. Finances:

- a. The treasurer will manage the financial affairs of the group in consultation with and under the instructions of the chairperson and in accordance with the Rules Policies and Procedures of the RuVASA.
- b. Membership fees and other funds received by the treasurer must be deposited into SAVSEG's bank account.
- c. The financial year will be 24 calendar months.
- d. After each financial year, the treasurer must compile a financial statement, which must be submitted at the following AGM. Any member may request a copy of the latest financial statement within 6 months after the AGM.

13. Membership fees:

- a. Membership fees are due at the start of the calendar year, payable to the treasurer on presentation of invoice.
- b. Membership fees will be used to cover the general administrative costs of SAVSEG.
- c. Membership fees can be changed at the AGM by a majority vote.

14. Indemnity

- a. Every Official or servant of the SAVSEG shall be indemnified by the SAVSEG and it shall be the duty of the Executive Committee, out of the funds of the SAVSEG, to pay all costs, losses and expenses which any such Officer may incur or become liable for by reason of any contract entered into or act or deed done in the discharge of his duties.

- b. No Office Bearer, official or servant of the SAVSEG shall be liable for the acts or defaults of any other Officer or for loss of expense happening to the SAVSEG through the insufficiency or deficiency of any security in or upon which any of the funds of the SAVSEG shall be invested or for any loss or damage arising from the insolvency or tortious act of any person with whom any monies, securities or effects of the SAVSEG shall be deposited, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her irrespective office or in relation thereto, unless the same happen through his own wilful act or default.

15. Alterations to Constitution

- a. This Constitution shall not in any way be rescinded, amended, altered or added to except by Resolution passed at a Special General Meeting convened for that purpose.
- b. The Notice convening such a meeting shall specify the nature of the rescission, alteration, amendment or addition. Such Resolution shall be deemed to be passed only if assented to by not less than two-thirds (2/3rd s) of the members voting in person or by proxy.
- c. All amendments, rescissions, alterations or additions to this Constitution shall, unless therein otherwise provided become effective from the date of the passing thereof.

16. Winding up

- a. The SAVSEG may be wound up upon a resolution of two-thirds (2/3rd s) of the members present in person or represented by proxy at a Special General Meeting summoned for the purpose.

- b. If SAVSEG should cease to exist, all remaining funds will be transferred to the RuVASA.