



Air Line Pilots' Association South Africa

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Annex "A"

RESOLUTION AND CERTIFICATE

- i) This serves to certify that during the National Executive Committee meeting of the Air Line Pilots' Association - South Africa, held on the 21st of July 2021, it was resolved that the amendments to the entire Constitution of the Association was approved.
- ii) This also serves to certify that during the National Executive Committee meeting of the Air Line Pilots' Association - South Africa, held on the 18th of August 2021, it was resolved that the name of the Association be changed to Aviation Professionals Association – South Africa (AVPA-SA).

It is further certified that all the provisions of the constitution relating change of name and the adoption of the amendments to the entire constitution have been complied with.

Jacques Lemmer
Acting General Manager: ALPA-SA

Dated at Kempton Park on the 10th of May 2022.

HEREBY CERTIFY IN TERMS OF SECTION 101 OF THE ACT THAT THE AMENDMENT TO/ REPLACEMENT OF THE CONSTITUTION HAS BEEN REGISTERED ON:-
DATE: 22 June 2022
REGISTRAR OF GROUP RELATIONS

AVIATION PROFESSIONALS' ASSOCIATION –
SOUTH AFRICA

(AVPA-SA)

CONSTITUTION

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1. NAME

The name of the Association is "Aviation Professionals' Association – South Africa" (hereinafter referred to as "AVPA-SA") and the head office of AVPA-SA shall be at such place as may be decided by the National Executive.

2. DEFINITIONS

Any expression used in this Constitution and which is defined in the Labour Relations Act, 1995 (Act No. 66 of 1995), shall have the same meaning as in the Act.

Any reference in this Constitution to the masculine gender shall be understood to include the feminine and any reference to the singular shall be understood to include reference to the plural and vice versa, unless the context indicates otherwise.

"Airline" means a company primarily engaged in scheduled public air transport or any other airline operator which is registered as an airline in South Africa.

"Base" means a location or place at which a number of members of AVPA-SA, employed by the same operator are stationed.

"Branch Committee" means the elected members of a branch.

"Branch Committee member" means an Ordinary Member of AVPA-SA who is elected in accordance with the provisions of this Constitution, to represent AVPA-SA members of a branch at the workplace, and may be referred to as AVPA-SA representative.

"By-laws" means by-laws made by the National Executive in terms of this Constitution.

"Company" means operator, company, business undertaking or other enterprise or division thereof.

"Credentials" means letter of introduction.

"General Secretary" means General Manager of AVPA-SA, appointed by the National Executive in terms of this constitution.

"Office Bearer" has the same definition of office bearer as defined in section 213 of the LRA.

"Official" has the same definition of officials as defined in section 213 of the LRA

"Review Committee" means an appeals body for members' grievances and/or disciplinary actions whose status is greater than that of the National Executive.

3. OBJECTIVES

The objectives of AVPA-SA shall be:

- 3.1 to regulate relations between members and their employers including any employers' organisation and to protect and further the interests of members in relation to their employers;
- 3.2 to promote and maintain the highest standard of conduct, skill and efficiency amongst its members;
- 3.3 to promote the highest standard of flight safety in the aviation industry;
- 3.4 to promote the interests and welfare of members;
- 3.5 to encourage the settlement of disputes between members and employers and/or employers' organisations by conciliation, mediation and arbitration.
- 3.6 to promote, support or oppose as may be deemed expedient, any proposed legislative or other measures affecting the interests of members;
- 3.7 to use every legitimate means to induce all persons who are eligible for membership to become members;
- 3.8 to provide, when deemed necessary, legal assistance to members in connection with their employment;
- 3.9 to establish and administer funds for the benefit of its members, provided that such fund or funds shall be administered in terms of the rules of this constitution;
- 3.10 to do such lawful things as may appear to be in the interests of AVPA-SA or its members and which are not inconsistent with the objects or any matter specifically provided for in this Constitution;
- 3.11 to plan and organize its administration and lawful activities;
- 3.12 to affiliate with and participate, as approved by the National Executive, in the affairs of any approved national or international workers' organisation or the International Labour Organisation.

4. STATUS OF AVPA-SA

- 4.1 AVPA-SA shall be an organisation not for gain with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name.

5. INDEMNITY

- 5.1 Members of all committees provided for in this constitution and all paid officials of AVPA-SA shall, provided they have acted in good faith, in compliance with the constitution, and the Law be indemnified by AVPA-SA against all proceedings, cost and expenses incurred by any

reason or any omissions, or other act, done and performed in accordance with the provisions of this constitution. Nor shall they be held personally liable for the liabilities of AVPA-SA.

- 5.2 Provided that if any member, committee member or paid official incurs expenditure not provided for in this constitution or contrary to any lawful resolution taken by AVPA-SA, or without the necessary authorisation such person shall be held liable for refunding the amount in question to AVPA-SA.

6. MEMBERSHIP

6.1 Register of Members

6.1.1 The National Executive shall cause a register of members of AVPA-SA to be kept, which shall record:

- 6.1.1.1 the names and addresses of members;
- 6.1.1.2 the date each member joined AVPA-SA; and
- 6.1.1.3 any and all other personal and employment-related details relevant to AVPA-SA;
- 6.1.1.4 a detailed breakdown of monthly membership contributions made by each member.

6.2 Ordinary Members

6.2.1 Ordinary membership of the Union shall be opened to employees as reflected below in South Africa

- 6.2.1.1 Any flight deck crew member employed by a South African Operator in an active flying capacity shall be eligible to apply for Ordinary Membership of ALPA-SA.
- 6.2.1.2 Any licenced Air Traffic Controller, Air Traffic Service Officer or Aeronautical Information Management Officer employed by the ATNS or by a South African Service Provider.
- 6.2.1.3 Any licenced Ground Engineer employed by a South African Operator.
- 6.2.1.4 Any licenced employee holding a SACAA Flight Operations qualification, operating within a Flight Operations Department of a South African Operator.
- 6.2.1.5 Any licenced Drone Pilot employed by a South African registered business with a valid RPAS Operating Certificate in the primary capacity of operating drones.

6.2.2 An Ordinary member shall be entitled to all the privileges of membership, to elect voting members to the National Executive and shall have voting rights at Annual General Meeting, save as provided for in this Constitution, and Branch General Meetings.

6.2.3 Membership shall be at the discretion of the National Executive.

6.3 Absentee Members

- 6.3.1 This class of membership shall be optional for Ordinary Members who are temporarily unemployed, furloughed, have temporarily lost or had their flying licence or medical certificate suspended or are on a leave of absence. In such cases, either upon application by such member in writing or otherwise, the National Executive may decide that such members shall forthwith be Absentee Members.
- 6.3.2 An Absentee Member shall be entitled to all the privileges of membership, subject to payment of a nominal subscription as determined by the National Executive, but shall not have the right to vote or hold office.
- 6.3.3 Upon termination of such temporary unemployment, furlough period, loss or suspension of licence or medical certificate, or leave of absence, Ordinary membership shall automatically be reinstated.

6.4 Life Members

- 6.4.1 Members who have retired from employment in an active flying capacity shall automatically become Life Members subject to the By-laws of this Constitution.
- 6.4.2 Members who have retired from employment in an active flying capacity and subsequently join the ranks of another airline or organisation, or continue with active flying employment in whatever form do not qualify for Life Membership. In such cases they may revert to the status of Ordinary member upon payment of the relevant subscription.
- 6.4.3 A Life Member shall be entitled to all the privileges of the Association with the exception of legal and/or industrial representation / assistance, without the payment of a subscription, but shall not have the right to vote, nor hold office.
- 6.4.4 A Life Member shall be entitled to participate in the structures and activities of the Association, subject to the provisions of this Constitution and the By-laws
- 6.4.5 A Life Member shall not pay a subscription.

7. APPLICATION FOR MEMBERSHIP

7.1 Right to Apply

- 7.1.1 The National Executive shall consider applications for membership. On approval of such applications by a simple majority of voting members, the applicant shall be advised in writing of his acceptance. Membership shall be activated after National Executive approval and following payment of the first month's subscription.
- 7.1.2 In the event that AVPA-SA already represents the majority of a specific category of employees employed by a specific company, have

concluded a Recognition Agreement with such Company and have established a branch in such workplace, a person will automatically become a member of the Branch at his employer, upon being accepted by AVPA-SA as an Ordinary Member.

- 7.1.3 Should admission to membership be refused by the National Executive, the applicant concerned shall be notified in writing. Such person shall have the right of appeal to the Review Committee, whom shall have the power to confirm or reverse the decision of the National Executive. Such appeal shall be in writing and submitted to the General Secretary, who will inform the Review Committee. The decision of Review Committee shall be final.

7.2 Fees to be Paid Before Membership

- 7.2.1 A prospective member shall not be entitled to the privileges of membership until written notification by the National Executive of admission and payment of the first month's subscription.

7.3 Refunding of Membership Fees

- 7.3.1 An applicant to whom admission to membership is refused, shall be entitled to a refund of any membership fee paid by him on application.

8. SUBSCRIPTIONS

- 8.1 A maximum monthly subscription fee of 2% of basic salary shall be payable by each Ordinary Member of AVPA-SA.
- 8.2 Absentee members shall pay a maximum monthly subscription of 50% of the subscription that would be payable according to his employment and branch status.
- 8.3 The subscription of each member shall become due on the first day of each month and shall be payable in advance by debit order to the designated AVPA-SA bank account.
- 8.4 A member shall notify the General Secretary immediately, in writing, of any changes to his bank account, personal details, address and any other change that might affect his subscription or membership status.
- 8.5 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.

9. TERMINATION OF MEMBERSHIP

9.1 Disqualification

- 9.1.1 Membership of AVPA-SA shall terminate if a member no longer meets the criteria for eligibility in terms of this Constitution, save in the special circumstances provided for therein.

- 9.1.2 A Branch's status shall terminate if that Branch no longer meets the criteria for eligibility in terms of this Constitution or if the Recognition Agreement concluded with such respective Companies are cancelled.

9.2 Failure to Pay Subscriptions

- 9.2.1 Membership shall be terminated automatically by the National Executive if a member's subscription is in arrears by 60 days. Notice of such termination shall be sent to the member in writing.
- 9.2.2 Such terminated member shall not be precluded from re-applying to re-join AVPA-SA subject to compliance with the constitution.

9.3 Resignation

- 9.3.1 A member may resign from AVPA-SA by giving one calendar months' notice in writing to the General Secretary.
- 9.3.2 A member who has resigned from AVPA-SA may be readmitted to membership on such conditions as the National Executive may determine.

10. DISCIPLINARY ACTION AND EXPULSION OF MEMBERS

- 10.1 In the event of it being brought to the notice of the National Executive that any member has conducted himself in a manner not becoming his profession, or has contravened the provisions of this Constitution, or has acted in a manner which is contrary to the interests and / or objectives of AVPA-SA, By-laws, Rules or Cannons and Ethics of AVPA-SA, the National Executive may investigate the matter to satisfy itself of the truth of the allegations.
- 10.2 No member may be suspended or expelled unless he has been afforded an opportunity to state his case personally at a meeting of the National Executive of which he has received not less than 30 days' notice in writing from the General Secretary. The matter with which he is charged shall be set out in such notice.
- 10.3 A member shall be entitled to call witnesses in support of his case when attending a meeting of the National Executive in terms of sub-clause 10.2 supra.
- 10.4 The National Executive may suspend or expel such member, provided that there shall be right of appeal against the suspension or expulsion to the Review Committee of AVPA-SA.

11. APPEALS AGAINST DISCIPLINARY ACTION

- 11.1 Notice of appeal against rejection of a membership application, or disciplinary action, or expulsion of a member, must be given to the General Secretary in writing within 7 days of the date on which the decision of the National Executive was communicated to the person concerned. Such an appeal shall be considered by the Review Committee.
- 11.2 An appeal shall only be heard provided there are new witnesses or evidence that may change the outcome of the initial finding.

- 11.3 Review Committee shall consider the appeal within 7 days of the granting of the appeal hearing.
- 11.4 During the period between the noting of an appeal and the final adjudication thereon, a member expelled by the National Executive shall be suspended, and not be entitled to exercise any of the rights of membership including that of voting.
- 11.5 Upon expulsion of a member, all monies due to AVPA-SA by such member shall become payable. If payment is not made within 14 days the National Executive may take such steps as it deems necessary to secure a settlement.
- 11.6 The Review Committee, after hearing the appeal may confirm, vary or reverse the decision of the National Executive.
- 11.7 A member who has been expelled from AVPA-SA by the Review Committee, may not be readmitted as a member of AVPA-SA.

12. ORGANISATIONAL STRUCTURE

- 12.1 The structure of AVPA-SA shall comprise the following:
 - Review Committee;
 - Annual General Meeting
 - National Executive;
 - Branches;
 - Ordinary members that are not part of a branch.

13. REVIEW COMMITTEE

- 13.1 A 'Review Committee' shall be elected by ballot during the Annual General Meeting and the term of office shall be 2 (two) years. The Review Committee will consist of one delegate of each Company represented by the members of AVPA-SA.
- 13.2 National Executive Committee members will not be eligible for nomination to the Review Committee.
- 13.3 The purpose of the Committee is to hear and adjudicate appeals from members as allowed for in accordance with this Constitution. The decision of the Review Committee shall be final.

14. NATIONAL EXECUTIVE

14.1 Composition of National Executive

14.1.1 The management of the affairs of AVPA-SA shall be vested in the National Executive, consisting of the following persons as National Office Bearers:

- President;
- Vice President;
- Elected Ordinary Members;
- Non-voting Ordinary Members including Secretary Treasurer
- Chairman of each Branch;
- Representatives of Non-Branch members;

14.1.1.1 The above National Office Bearers shall be members of the Union in good standing only.

14.1.1.2 Shall comprise of a minimum of 5 and a maximum of 20 National Office Bearers.

14.1.2 The National Executive shall comprise of National Officials without voting rights who are employees of the Union as reflected below:

- General Manager;
- Manager: Finance and Administration
- Official: Industrial Relations.

14.2 Election of National Executive National Office Bearers

14.2.1 Nominations:

14.2.1.1 The nomination forms shall be posted at least 14 days before the date of the Annual General Meeting via e-mail to all Ordinary members of AVPA-SA.

14.2.1.2 Nominations shall close at least 7 working days prior to the Annual General Meeting to allow time for the election process in the event that more than one person was nominated for a vacancy and more than one nominee have accepted such nomination.

14.2.1.3 Nominees with the fewest number of nominations may be eliminated (i.e. only nominees with more than one nomination will qualify).

14.2.1.4 Nominees who qualify will be requested individually via e-mail whether they accept such nomination.

14.2.1.5 If more than one nominee has accepted the nomination, a ballot of the Ordinary members of AVPA-SA will be held. A simple majority vote shall determine the new holder of a position on the National Executive.

14.2.1.6 If at the close of nominations not more than one candidate is nominated for any one position, the person nominated shall be declared elected unless the candidate be standing for a higher position in terms of the order set out hereunder, in which case the declaration shall be withheld until that higher position is determined. In the event the candidate is elected to the higher position his nomination for the lower position shall be declared void. The order of positions shall be:

- President;
- Vice President;
- National Executive Member who are National Office Bearers.

14.2.1.7 The result of the election shall be declared at the Annual General Meeting at latest.

14.2.1.8 National Executive Office Bearers elected in accordance with this sub-clause shall take office at the Annual General Meeting.

14.2.1.8 The Annual General meeting may be held virtually and a recording and minutes confirming attendees shall be kept in order to, amongst others, confirm attendance.

14.3 President and Vice-President

14.3.1 Powers, duties and term of office

14.3.1.1 The President shall be entitled to preside at all meetings of the National Executive, Annual or Special General Meetings of AVPA-SA and shall ensure observance of this Constitution.

14.3.1.2 The Vice-President shall exercise the powers and perform the duties of the President in the latter's absence and shall assist the President in the discharge of his duties.

14.3.1.3 The President and Vice-President shall be elected by ballot in accordance with sub-clause 14.2 of this Constitution.

14.3.1.4 The President shall hold office for a minimum period of two (2) years after election at an Annual General Meeting of AVPA-SA.

14.3.1.5 The Vice-President shall hold office for a minimum period of two (2) years after election at an Annual General Meeting of AVPA-SA

14.3.1.6 Neither the President nor the Vice President of AVPA-SA, during their term of office, may hold any position on a Branch Committee nor may they be appointed to the position of Director of a Portfolio within AVPA-SA.

14.3.2 Filling a Casual Vacancy in the Presidency or Vice Presidency

Should the President or Vice President vacate their office before his/her term of office expires, the position(s) will be filled by simple majority vote of the National Executive.

14.3.3 Duration of the Appointment

Should a President or Vice-President be appointed in terms of sub-clauses 14.3.2 then such appointment shall be effective until the next Annual General Meeting of AVPA-SA when a new President and Vice-President must be elected in terms of sub-clause 14.2.

14.3.4 Voluntary Resignation of the President or Vice President

Voluntary resignation by the President or Vice-President from either office shall not ipso facto disqualify the member from his seat on the National Executive, provided that a vacancy exists within the National Executive. Such resignation shall take effect upon the expiration of fourteen (14) days' notice given in writing to the National Executive.

14.4 Elected Ordinary Members

14.4.1 Election of Elected Ordinary Members

A maximum of nine (9) Ordinary Members of AVPA-SA shall be elected to the National Executive by ballot in accordance with sub-clause 14.2 of this Constitution. Their term of office shall be for a period of two years after their election at the Annual General Meeting of AVPA-SA.

14.4.2 Resignation of an Elected Ordinary Member

A member of the National Executive may resign his office by giving fourteen days' notice in writing to the General Secretary of AVPA-SA of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the National Executive.

14.4.3 Filling of Vacancies amongst Elected Ordinary Members

Should an elected member of the National Executive elect to vacate his/ her office before such term of office expires, the National Executive may decide to fill the vacant position by simple majority vote of the National Executive or by means of Special General Meeting in the event that the number of Office Bearers holding office on the National Executive have become less than the minimum number stipulated in 14.1.1.3. Such new member shall be elected by ballot and his term of office shall be until the next Annual General Meeting.

14.5 Chairman of each Branch Committee

14.5.1 The Chairman of each Branch Committee will normally represent that Branch, on the National Executive as a full voting member, with the Vice-Chairman as his alternate and shall be a member of the union in good standing..

14.5.2 Notwithstanding sub-clause 14.5.1, the Branch may choose to elect, at a Branch Committee Meeting, a different Branch member to represent it on the National Executive.

14.5.3 The Chairman and Vice Chairman of a Branch may not hold any additional voting positions on the National executive.

14.5.4 Reference to a Branch Committee Chairman on the National Executive shall be understood to mean either a Branch Committee Chairman, or Vice Chairman, or another Branch representative elected in terms of sub-clause 14.5.2.

14.6 Non-Voting Ordinary Members

14.6.1 The Non-Voting Ordinary Members shall be subject matter experts and be appointed by the incoming National Executive at their first National Executive meeting, and in terms of sub-clause 20.2 of this Constitution shall sit ex-officio as non-voting members of the National Executive for a period of two years. Should a member hold dual Elected Member and Portfolio Director status, he shall be entitled to vote as an Elected member, as provided for in sub-clauses 15.1.8.3 and 19.1.

14.7 General Secretary

14.7.1 A General Secretary shall be appointed by the National Executive with the following duties:

- Conduct all head office correspondence of AVPA-SA;
- Keep originals of letters received and copies of those dispatched, and at each meeting of the National Executive lay on the table correspondence which has taken place since the previous meeting;
- Attend all National Executive meetings and record minutes of the proceedings;
- Issue official receipts for all monies received;
- Attend all meetings of the National Executive but shall have no voting power at such meetings;
- Receive requisitions for meetings of the National Executive of AVPA-SA;
- Issue notices of meetings;
- Submit reports in regard to the financial position of AVPA-SA to the National Executive not less than every 3 (three) months;
- Represent AVPA-SA;
- Perform such other duties as are imposed by this Constitution or as the National Executive may direct.

14.7.2 In addition to the duties laid down in sub-clause 14.7.1, the General Secretary shall perform the duties imposed on him by sections 98, 99 and 100 of the Labour Relations Act, 1995 (Act no. 66 of 1995) relating to the keeping of records and the furnishing of information to the Registrar.

14.7.3 The General Secretary's duties may, with the approval of the National Executive, be delegated to other officials, office bearers or staff members of AVPA-SA.

14.7.4 The General Secretary may resign on giving three months' notice in writing to the National Executive and, subject to the provision of sub-clause 19.3.15, his services may be terminated on a similar period of notice being given to him by the National Executive. In the event of the office becoming vacant, the National Executive shall appoint a new incumbent.

14.8 Official: Industrial Relations

- 14.8.1 Any branch or member is eligible to seek industrial relations advice and/or representation, the extent of which is to be determined at the discretion of the National Executive of AVPA-SA, based on the merits of each and every matter.
- 14.8.2 Any Branch or member may apply for outside legal assistance/representation on advice from and via the Official: Industrial Relations and prior approval by the National Executive. Taking advice from the Official: Industrial Relations, the National Executive may at its absolute own discretion grant outside legal assistance/representation and elect to appoint an outside legal adviser to provide initial legal advice, ongoing legal advice and representation in both contentious and non-contentious matters and proceedings.
- 14.8.3 To be eligible to receive outside legal assistance a member must normally have 3 months' continuous full membership of AVPA-SA at the time of application and the matter at hand may not precede the member's commencement of membership.
- 14.8.4 It is specifically stated that the National Executive has the absolute sole discretion in all cases not to provide legal assistance regardless of the underlying merits of the case (for example including but not limited to situations where the provision of the same may carry significant adverse political, legal, or other risks to AVPA-SA, its members, or the airline industry, or whether this may conflict with any industrial objectives pursued by AVPA-SA).

15. MEETINGS

Any meeting of AVPA-SA may be held virtually and a recording and minutes of such meeting, confirming attendees, must be kept in order to, amongst others, confirm attendance.

15.1 Annual General Meeting (AGM)

- 15.1.1 An Annual General Meeting of AVPA-SA shall be held between the months of September and October of each year.
- 15.1.2 **Notice of Meeting:** 30 days' notice of an Annual General Meeting, specifying the place, date and hour of the meeting and the nature of the business to be transacted thereat shall be given by electronic notice to each member of AVPA-SA.
- 15.1.3 **Chairman of the Annual General Meeting-:** The President of AVPA-SA, or, in his absence, the Vice President or, in the latter's absence, a person appointed by the National Executive shall preside over the proceedings at the Annual General Meeting. If such persons fail to preside, the Ordinary Members present may choose one of their number to preside.

15.1.4 Proxies:

15.1.4.1 Any Branch Chief Delegate who is unable for any reason to attend the Annual General Meeting shall appoint a proxy.

15.1.4.2 Any voting member of the National Executive who is unable, for any reason, to attend the AGM shall appoint a proxy.

15.1.4.3 No person shall be appointed a proxy who is not a Member of the AGM.

Proxies may be appointed via e-mail sent to a pre-determined e-mail address.

15.1.5 **Quorum:** The quorum for all Annual General Meetings shall be not less than 75% of the total number of voting members of the National Executive, or their proxies.

15.1.6 **Adjournment if a Quorum is not present:** If within half an hour of the time appointed for any AGM of AVPA-SA a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same place and time, unless the same shall be a public holiday, when it shall be adjourned to the next working day following the public holiday at the same time, and if at such adjourned meeting a quorum be not present, then those members present shall be a quorum and may transact the business for which the meeting was called.

15.1.7 **Adjournment of meetings:** The Chairman of an AGM of AVPA-SA may, with the consent of the majority of members present, adjourn the same from place to place and from time to time, but no business other than the business left unfinished at such meeting shall be dealt with at the adjournment thereof.

15.1.8 Voting:

15.1.8.1 Each Branch shall be represented at an AGM by a Chief Delegate, who shall be the Branch Chairman, or in his absence, the Vice Chairman.

15.1.8.2 Sub-clause 15.1.8.1 notwithstanding, a Branch Committee may choose to appoint a different Branch Member as the Chief Delegate to an Annual General Meeting.

15.1.8.3 The following persons shall be entitled to vote at Annual and Special General Meetings:

15.1.8.3.1. The President, Vice President and Elected members of the National Executive, and

15.1.8.3.2. The Chief Delegates of each Branch.

15.1.8.4 The following persons shall be entitled to speak at any session of the Conference, but they shall not be entitled to vote:

15.1.8.4.1. Office bearers of AVPA-SA who are not elected to the National Executive or elected as a representative of their branch/affiliated group or do not hold the proxy of a branch representative.

15.1.8.5 Questions submitted to an Annual General Meeting of AVPA-SA, save and except the election of the President, Vice President and Elected Members of the National Executive, shall normally be decided by Chief Delegates voting by a show of hands.

15.1.8.6 Decisions shall be made by a simple majority of votes by Chief Delegates. For this purpose, each Chief Delegate shall have one vote, and in the case of an equality of votes the Chairman of the meeting shall have a casting vote.

15.2 Attendance

All Annual General Meetings shall be open to all members, excepting that the AGM may declare any session to be closed and exclude any or all persons who are not accredited Members of the AGM.

15.3 Votes of members

15.3.1 An Ordinary Member present at an Annual General Meeting may at any time call for a members' vote on any question referred to in sub-clause 15.1.8.5. If seconded and agreed to by a show of hands of a majority of Ordinary Members present, a member's' vote shall be held.

15.3.2 In the event of a members' vote each Ordinary Member of AVPA-SA present shall be entitled to one vote. Votes may be given either personally or by proxy.

15.3.3 Every question submitted to a members' vote at a AGM of AVPA-SA shall be decided in the first instance by a show of hands.

15.3.4 In the case of an equality of votes, the Chairman of the Meeting shall, both by at a show of hands and by ballot have a casting vote in addition to the vote which he may entitled to as a member.

15.3.5 A members' vote shall override a Chief Delegates' vote on any question.

15.4 Formulation of policy and by-laws:

15.4.1 AVPA-SA policy and by-laws may be formulated, amended or rescinded by the AGM by means of a two-thirds majority vote in terms of sub-clauses 15.1.8 and 15.3 above.

15.4.2 Proposed new policy or by-laws must have the support of the National Executive.

16. BUSINESS OF ANNUAL GENERAL MEETING

The business of an AVPA-SA AGM shall primarily be:

16.1 The consideration of the accounts of AVPA-SA and the report of the National Executive on the affairs of AVPA-SA during the preceding year and the adoption of a budget for the following year;

16.2 The formulation of AVPA-SA policy;

16.3 Consideration, adoption or rejection, of any amendments to the Constitution of AVPA-SA;

- 16.4 The consideration of appeals, if applicable;
- 16.5 The discussion of matters as per the agenda;
- 16.6 Confirmation of the Executive Committee office bearers
- 16.7 Assumption of office of newly elected Executive Committee office bearers.

17. SPECIAL GENERAL MEETINGS

- 17.1 The National Executive may, whenever it thinks fit, and shall, on the request of 50%+1 of the members of AVPA-SA, convene a Special General Meeting of AVPA-SA.
- 17.2 Following from 17.1 above, any requisition for a Special General Meeting shall specify the objects of the meeting required and shall be handed to the General Secretary. The National Executive shall call the meeting required within 30 days of receipt of the requisition.
- 17.3 Fourteen days' notice of a Special General Meeting, specifying the place, date and hour of the meeting and the nature of the business to be transacted thereat, shall be given to each member of AVPA-SA.

18. MEETINGS OF THE NATIONAL EXECUTIVE

The National Executive shall meet to despatch business, and to adjourn or otherwise regulate their meetings as they think fit.

18.1 Quorum

- 18.1.1 60% of voting members of the National Executive shall form a quorum. The 60% shall always be rounded down to the nearest whole number.
- 18.1.2 In the event of the President not being present within fifteen minutes of the time fixed for the holding of the meeting or should he fail to preside, then the Vice-President shall be Chairman of the meeting, and failing the Vice-President, the other members of the National Executive present shall choose one of their number to be Chairman of the meeting.

18.2 Convening of National Executive Meetings

- 18.2.1 The President of AVPA-SA shall at such time as business necessitates convene a meeting of the National Executive.
- 18.2.2 Reasonable notice of any such meeting shall be given to each member of the National Executive by the General Secretary, provided that such notice may be waived by all members of the National Executive.
- 18.2.3 A meeting of the National Executive shall be called at any time, subject to the aforementioned notice being given, by or at the request of any member of the National Executive.

19. VOTING AT NATIONAL EXECUTIVE MEETINGS

- 19.1 Voting members of the National Executive shall be the President, Vice President, Elected Ordinary Members and Branch Committee Chairmen.
- 19.2 Questions arising at any meeting of the National Executive will normally be decided by a simple majority of votes of members present. For this purpose, each voting member shall have one vote and in the case of an equality of votes, the President or Vice President in his absence of the meeting shall have a casting vote.

20. POWERS AND DUTIES OF THE NATIONAL EXECUTIVE

- 20.1 The National Executive shall manage all assets, property, revenue, affairs and business of AVPA-SA and shall be entitled to exercise all such powers and do all such acts as may be necessary in which are not required by this Constitution to be exercised or by a ballot of members or otherwise.
- 20.2 The National Executive may establish standing Portfolio Committees and appoint Directors thereto as it sees fit. It may also establish committees and/or sub-committees to investigate and report on matters which are in the interests of AVPA-SA and which are not inconsistent with the objectives of AVPA-SA. It may delegate powers to and impose regulations on these committees as it sees fit.
- 20.3 Without prejudice to the general and special powers conferred upon the National Executive it is hereby expressly declared that the National Executive, shall be entrusted with the following powers, in furtherance of the objectives of AVPA-SA:

20.3.1 Acquisition of Property

To acquire by purchase, lease, donation, bequest or any other mode of acquisition both immovable and movable property but the acquisition of immovable property shall require the approval of all the voting members of the National Executive of AVPA-SA.

20.3.2 Alienation of Property

To sell, donate, exchange, partition or dispose of by any mode of alienation immovable and movable property but the alienation of immovable property shall require the approval of all the voting members of the National Executive of AVPA-SA.

20.3.3 Powers of Mortgage

To mortgage the immovable property of AVPA-SA and to mortgage or pledge the movable property for an unlimited amount but such mortgage or pledge shall require the approval of all the voting members of the National Executive of AVPA-SA.

20.3.4 Agreements with Other Authorities

To enter into any arrangement with any authorities Supreme, Municipal, Local or otherwise, that may seem conducive to AVPA-SA's objectives, and to obtain

from any such authority, any rights, privileges, and concessions which AVPA-SA may deem it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions. Such arrangements shall have the prior approval of the majority of the voting members of the National Executive.

20.3.5 To Operate Banking Accounts

To open and operate banking accounts in the name of AVPA-SA and to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, and other negotiable or transferable instruments connected with the business and objects of AVPA-SA.

20.3.6 To Invest Monies

To lend, invest or otherwise deal with the monies and assets of AVPA-SA not immediately required, upon such securities and in such manner as may from time to time be determined, and to purchase or otherwise acquire and to hold for purposes of investment any lands, shares in other companies, bonds or securities issued by any Local, Municipal, Public, Provincial or Government Body, and to realise or dispose of same.

20.3.7 To Arrange for Bank Overdrafts etc.

Notwithstanding the provisions contained in sub-clause 20.3.3 to borrow on bank overdraft or otherwise any sum or sums of money which the National Executive may from time to time require or consider necessary for the conduct of the business of AVPA-SA, provided that such sums of money so borrowed shall not exceed one third of AVPA-SA's total annual operating budget at any given time.

20.3.8 To Secure fulfilment of contracts etc.

To secure fulfilment of any contracts or engagements entered into by AVPA-SA in such manner as it may think fit.

20.3.9 To Institute and Define Legal Actions etc.

To institute, conduct, defend, compound, or abandon any legal proceedings by or against AVPA-SA or its members concerning the affairs of AVPA-SA, or its members, and also to compound and allow time for payment and satisfaction of any debts due, and any claims or demands by or against AVPA-SA, and for the purpose of instituting or defending of any action at law by or against AVPA-SA, shall require a resolution passed by the majority of voting members of the National Executive.

20.3.10 To Arbitrate

To refer any claim or demand by or against AVPA-SA to arbitration, and to perform or refuse to perform the award.

20.3.11 To Grant Receipts, Releases and Discharges

To make and give receipts, releases and other discharges for monies or other considerations payable to AVPA-SA, and for the claims and demands of AVPA-SA.

20.3.12 To Call Meetings

Subject to the giving the requisite notice as provided in this constitution, to call meetings of members for the consideration and conduct of such business as it thinks fit.

20.3.13 To Make and Repeal By-laws

From time to time to make, vary, and repeal By-laws for the regulation of the business and furtherance of the objectives of AVPA-SA, its officers, servants, or any member of AVPA-SA or any section thereof.

20.3.14 To Make Changes to the Constitution

To make such changes to the Constitution as may be required by law. Such changes shall be ratified at the next Annual General Meeting.

20.3.15 To Appoint and Remove Officials, Solicitors and Secretaries and Other Officers, Clerks, etc.

To appoint at their discretion, remove or suspend solicitors, secretaries, officers, clerks, agents, servants, and the like for permanent, temporary, or special services from time to time as they think fit, and to invest them with such powers (including the power to sub-delegate) as they may think expedient, and to determine their duties and fix and vary their salaries and emoluments, and to require security in any such interests, and to such amount as they may think fit.

21. BRANCHES

21.1 Formation of Branches

- 21.1.1 A minimum of ten Ordinary members who are employed by the same company and who are based at the same location may form a Branch of AVPA-SA. However, less than ten Ordinary Members may form a Branch with the prior approval of the National Executive.
- 21.1.2 Application for the establishment of a branch shall be made in writing to the National Executive at least 1 (one) month before its next meeting.
- 21.1.3 The National Executive may at its discretion authorise the establishment of a branch at its next meeting, during which the members, lodging the application will present its credentials.
- 21.1.4 Upon formation of a Branch, any existing members of AVPA-SA at the place of employment covered by such Branch, will automatically become a member of that Branch. No member may belong to more than one Branch.

21.1.5 Any existing group or organisation of employees who qualify for membership may apply to the National Executive to join as a Branch of AVPA-SA. If accepted as such, the group or organisation will become a Branch governed by this Constitution and the members will become Ordinary Members of AVPA-SA.

21.1.6 The General Secretary shall notify the members from whom the application has been received of its decision.

21.2 Branch General Meetings

21.2.1 Branch Annual General Meeting

21.2.1.1 Each Branch shall hold a Branch Annual General Meeting between the months of May and August of each year. The business of the Branch Annual General Meeting shall be primarily the consideration of the report of the Branch Committee on the affairs of the Branch during the preceding year and the election of a new Branch Committee.

21.2.2 Branch Special General Meetings

21.2.2.1 The Branch Committee may whenever it thinks fit, and shall at the request of the National Executive or one tenth of the Ordinary Members of the Branch, convene a Branch Special General Meeting of the Branch.

21.2.2.2 Any requisition for a Branch Special General Meeting shall specify the objects of the meeting required and shall be handed to the Branch Secretary.

21.2.2.3 The meeting shall be convened for the purpose defined in the requisition and the Branch Committee shall call the meeting required within 14 days of receipt of the requisition.

21.2.3 Quorum and Proxies

21.2.3.1 A quorum shall be 15% of the Ordinary Members of the Branch in good standing and entitled to vote. Proxy votes shall be included in this percentage except that a minimum of 8% or fifty (50) of such members, whichever is the lesser, shall attend in person or electronically.

21.2.3.2 The maximum number of proxy votes a member may hold is the greater of 2 or the equivalent of 3% of the Branch membership total.

21.2.4 The Chairman of the Branch shall be entitled to take the chair at any general meeting of Branch Members. If such officer has not been appointed or if for any reason he fails to preside, then in the absence of the Vice Chairman the Branch Members present may choose one of their number to take the chair.

21.2.5 Minutes shall be kept by the Branch Secretary, and a copy of such minutes shall be lodged with the General Manager as soon as practicable.

21.2.6 Decisions at Meetings of the Branch shall be binding on the Branch Committee.

21.3 Election of Branch Committees

21.3.1 Branch Structure

21.3.1.1 The Branch Committee shall consist of a Chairman, a Vice Chairman, a Secretary/Treasurer and an additional committee member for each one hundred (100) Branch members or part thereof and will be regulated by the provisions of the Recognition Agreement between the respective branches and employers. The Branch may decide to increase or decrease the number of additional Committee members with the approval of the National Executive, provided that the number of office bearers serving on the branch committee will not be less than two.

21.3.1.2 Where a Branch includes more than one base, each base shall be represented on the Branch Committee by at least one committee member, elected by those members stationed at the specific base.

21.3.1.3 Candidates for election to the Branch Committee shall be Ordinary Members of the Branch in good standing. Should there be only one candidate for a position, that candidate shall be regarded as having been duly elected to that position.

21.3.1.4 Should there be more than one candidate, elections shall be held by ballot of Ordinary Members of the Branch as laid out below and in accordance with clause 22.

21.3.1.5 The term of office of a Branch Chairman and all Branch Committee Members shall be 2 years and shall be elected every second Branch General Meeting.

21.3.2 Nominations

21.3.2.1 At least 14 days before a meeting at which an election is to take place a list calling for nominations shall be distributed electronically to members entitled to vote in that election.

21.3.2.2 Nominations shall close at least 7 working days prior to the Branch Annual General Meeting to allow time for the election process in the event that more than one person was nominated for a vacancy and more than one nominee have accepted such nomination.

21.3.2.3 Nominees with the fewest number of nominations may be eliminated (i.e. only nominees with more than one nomination will qualify). Nominees who qualify will be requested individually via e-mail whether they accept such nomination.

21.3.2.4 If more than one nominee have accepted the nomination, a ballot of the Ordinary members of the Branch will be held. A simple majority vote shall determine the new holder of a position on the Committee.

21.3.2.5 If at the close of nominations not more than one candidate is nominated for any one position, the person nominated shall be declared elected unless the candidate be standing for a higher position in terms of the order set out hereunder, in which case the declaration shall be withheld until that higher position is determined. In the event the candidate is elected to the higher position his nomination for the lower position shall be declared void.

21.3.2.6 The result of the election shall be declared at the Branch Annual General Meeting at latest.

21.3.2.7 Branch Committee members elected in accordance with this sub-clause shall take office at the Branch Annual General Meeting.

21.3.3 Counting of Votes

21.3.3.1 Votes are calculated electronically by the independent organisation facilitating/ conducting the vote and shall be verified by the General Secretary.

21.3.3.2 Once the counting is complete, the scrutineers shall cause the results to be announced to the meeting.

21.4 Proceedings at Branch General Meetings

21.4.1 Notice to Branch Members

21.4.1.1 At least fourteen days' notice of a General Meeting, specifying the place, the date and hour of the meeting and the nature of the business to be transacted thereat, shall be given to each Ordinary Member of that specific branch electronically.

A proxy voting form shall be made available to all members of the Branch.

21.4.2 Adjournment if a Quorum is not Present

21.4.2.1 If within half an hour of the time appointed for a meeting a quorum is not present either in person or electronically, the meeting shall stand adjourned to the same day in the next week, at the same place and time, unless the same shall be a public holiday, when it shall be adjourned to the next working day following the public holiday at the same time.

21.4.2.2 The adjourned meeting shall be re-advertised in terms of paragraph 21.4.1.1 and if at such adjourned meeting a quorum be not present, then those members present shall be a quorum, and may transact the business for which the meeting was called.

21.4.3 Method of Voting

21.4.3.1 Every question, save and except the election of Branch Committee members shall be decided in the first instance by a simple majority vote.

21.4.3.2 Each Ordinary Member in good standing shall be entitled to one vote.

21.4.3.3 Votes may be given either personally or by proxy.

21.4.3.4 In the case of an equality of votes the Chairman shall have a casting vote in addition to the vote which he may be entitled to as a member.

21.5 Filling of Vacancies in a Branch Committee

21.5.1 Resignation of a Branch Committee member

A Branch Committee Member may resign his office by giving fourteen days' notice in writing to the General Secretary of his intention so to do, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Branch Committee.

21.5.2 Filling of Vacancies in a Branch Committee

Should a Branch Committee member elect to vacate his/ her office before such term of office expires, the Branch Committee may decide to fill the vacant position by simple majority vote of the Branch Committee members or by means of Special General Meeting in the event that the number of Office Bearers holding office on the Branch Committee have become less than the minimum number stipulated in 21.3.1.1 Such new member shall be elected by ballot and his term of office shall be until the next Annual General Meeting of that Branch.

21.6 Powers and Duties of Branch Committees

21.6.1 Branch Committees shall:

- 21.6.1.1 manage the affairs of AVPA-SA at the company level;
- 21.6.1.2 deal in the first instance with industrial matters and members' grievances at the Branch level;
- 21.6.1.3 be empowered to do all lawful things which, in the opinion of the Branch Committee, further the interests of AVPA-SA and its members and which are not in conflict with the decisions and policy of the National Executive, the Annual General Meeting or Branch General Meeting, nor inconsistent with the provisions of this constitution or its by-laws.

21.6.2 The Branch Committee members shall:

- 21.6.2.1 implement and give effect to the decisions of the Annual General Meetings, the National Executive, Branch Annual and Branch General Meetings and the Branch committee;
- 21.6.2.2 recruit members;
- 21.6.2.3 generally promote the interest of the members of the Association and the Branch; and
- 21.6.2.4 perform the functions of a trade union representative in terms of Section 14(4) of the Labour Relations Act, 1995, as well as any other functions as the National Executive, Annual General Meeting, Branch Annual and Branch General Meetings and Branch Committee may direct.

21.6.3 A Branch Committee shall, subject to the general direction and control of branch general meetings, and to the provisions of this Constitution have power to:

- 21.6.3.1 deal with disputes between members and their employers and endeavour to settle disputes; and
- 21.6.3.2 open and operate a banking account in the name of the Branch.

21.7 Branch Committee Meetings

- 21.7.1 Branch Committees shall meet at least once every four months. A majority of committee members shall constitute a quorum. Reasonable notice of any such meeting shall be given to each member of the Branch Committee by the Secretary, provided that such notice may be waived by all members of the Branch Committee.
- 21.7.2 The Branch Chairman shall be entitled to preside over Branch Committee meetings, failing which the Vice Chairman or another committee member elected by the committee for this purpose, shall act as Chairman for a particular meeting.
- 21.7.3 Decisions shall be taken by majority vote and the Chairman shall have a deliberative and casting vote. The Branch Secretary shall ensure that minutes are kept of each meeting and that a copy of each is given to the General Manager as soon as practicable.

22. THE MANNER IN WHICH BALLOTS MUST BE CONDUCTED

22.1 National Executive and Branch Ballots

22.1.1 In addition to those cases in respect of which the taking of a ballot is compulsory in terms of this Constitution, a ballot on any question shall be taken if the National Executive or Branch so decide, and shall also be taken:

22.1.1.1 if demanded in writing by not less than 10% of the Ordinary Members of AVPA-SA or such Branch in good standing, OR

22.1.1.2 to fill a vacancy/vacancies on the National Executive or branch committee, OR

22.1.2 The National Executive shall decide whether the National Executive ballots should be conducted amongst all members in good standing of AVPA-SA, or amongst the members of the National.

22.1.3 Ballots shall be conducted in the following manner:

22.1.3.1 Notice in writing of a Ballot shall be given electronically by the General Secretary to each Ordinary member of AVPA-SA or the Branch. The ballot shall run over 7 days and allow for an additional 7-day period in the event that a vote needs to be taken on any split decision from a ballot. A Ballot may be taken without notice at any National Executive or Branch Meeting on the decision of a majority of the members present.

22.1.3.2 The General Secretary and additional scrutineers may be appointed by the National Executive/ respective Branch of AVPA-SA to supervise any ballot and to verify the result thereof.

22.1.3.3 Electronic ballots shall be during the dates as specified in the notice referred to in sub-clause 22.1.3.1

22.1.3.4 Ballots shall not identify the voters. The issue to be voted upon shall be set forth clearly in the ballot instructions.

22.1.3.5 Ballots shall not be signed or marked in any way apart from the mark required to be made by a member in recording his vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.

22.1.3.6 On completion of the ballot or so soon thereafter as possible, the result thereof shall be ascertained by the independent organisation conducting/facilitating the vote or by the scrutineers and made known to the Executive.

22.1.3.7 Ballot results shall be retained by the General Secretary for not less than three years.

22.1.3.8 Ballots for the election of office bearers shall be destroyed after being properly scrutinised and the results issued.

23. STRIKE BALLOT

23.1 "BALLOT" means any system of voting by the members of a trade union that is recorded and is in secret. Provide that the trade union, before calling a strike, must conduct a ballot of those of its members in respect of whom it intends to call the strike.

23.2 The following are indicative of the procedures that should be followed when conducting a secret ballot:

23.2.1 Notice

23.2.1.1 Reasonable notice must be given to members of the holding of a ballot. Notice may be given to employees by direct communication, including emails or SMSes, or by the display of notices at the workplace and at trade union offices. While there is no fixed standard, a period of three days would generally be considered to be reasonable notice.

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

23.2.2 Ballots

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

23.2.2.2 Ballots must be prepared in accordance with AVPA-SA's Constitutional provisions.

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

23.2.3 Voter's roll

23.2.3.1 A ballot must be conducted in terms of a voters' roll of those members who are in good standing in terms of AVPA-SA's constitution that AVPA-SA proposes to call on strike. The voters' roll may be derived from the union's membership records. The voters' roll identifies which members are entitled to vote and must be marked to ensure that members vote once only.

23.2.3.2 In the case of an electronic ballot conducted by email or SMS, the voters' roll must reflect the email address or mobile phone number of the members concerned and must be scrutinized and conducted by the CCMA or any independent organisations. The CCMA or any independent organisation must keep the records of balloting for three months and thereafter submit AVPA-SA for record keeping.

23.2.3.3 In the case of a postal ballot, the voters' roll must reflect the postal addresses of the members and the CCMA or any independent organisation must keep the postal ballots for three months and thereafter submit to AVPA-SA for record keeping.

23.2.3.4 AVPA-SA may elect to ballot members outside of the bargaining unit in respect of which it proposes to call a strike or to ballot non-members within the bargaining unit. However, those ballots must be conducted and recorded separately from the ballot of members in respect of whom the trade union proposes to call on strike.

23.2.4 Scrutineers and observers

23.2.4.1 AVPA-SA may employ independent scrutineers to conduct or observe the ballot. However, there is no obligation to do so, unless provided for in a collective agreement or the trade union's constitution.

23.2.4.2 There is no requirement on a trade union to permit employer observers at a ballot, unless provided for in a recognition or other collective agreement.

23.2.5 **Balloting and counting**

23.2.5.1 In the event of postal ballots, AVPA-SA 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.

23.2.5.2 Ballots may be counted electronically, at the voting place, at a union office or at another place determined. Where the ballot boxes are transported to another place, they must be sealed.

23.2.6 **Records of ballot**

23.2.6.1 Records of voting must be retained for a period of 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. In the case of electronic ballots, appropriate records must be retained.

23.2.7 **Balloting for strikes**

23.2.7.1 Despite any other provision in this Constitution-

a strike may only be called in terms of this Constitution after a secret ballot has been conducted of those members in respect of whom the strike is called; a member shall not be disciplined or have their membership terminated for failure or refusal to participate in a strike if-

- i. a secret ballot was not held about the strike:
- ii. a secret ballot was held, but a majority of the members who voted did not vote in favour of the strike.

24. **REPRESENTATION ON BARGAINING OR STATUTORY COUNCILS**

24.1 The National Executive may at any time decide that AVPA-SA shall become a party to a Bargaining Council or statutory council in terms of the Labour Relations Act, 1995.

24.2 Representatives and their alternates shall be appointed by the National Executive. Members to represent AVPA-SA on any such Council or Board shall be appointed by the National Executive.

24.3 In the event of the resignation or death of a representative, or his removal by the National Executive, the resulting vacancy shall be filled by a member of the National Executive.

24.4 Representatives shall have the power to enter into agreements on behalf of AVPA-SA, subject to any mandate given by the National Executive or at an Annual General Meeting of AVPA-SA.

24.5 Representatives or their alternates on a bargaining or statutory council may be removed by the National Executive, and may resign by giving 1(one) months' notice to the National Executive or such notice as may be prescribed in the constitution of the council concerned.

25. REMOVAL AND REINSTATEMENT OF AVPA-SA OFFICE BEARERS, BRANCH COMMITTEE MEMBERS AND OFFICIALS

- 25.1 An office-bearer, committee member or official may be removed from office:
- 25.1.1 if he infringes any of the provisions of this Constitution; and/or
 - 25.1.2 if he acts in a manner which is detrimental to the interests of AVPA-SA or contrary to the Cannons and Ethics.
- 25.2 No office-bearer or Committee member may be removed from office unless he has been afforded an opportunity to state his case personally at the National Executive.
- 25.3 An office bearer or Committee member who has appeared before the National Executive and who is dissatisfied with its decision shall have the right to an appeal to the Review Committee. Notice of appeal shall be given to the General Manager within 30 days of the date on which the decision of the National Executive was communicated to the person concerned. The Review Committee may reverse the decision of the National Executive and the decision of the Review Committee shall be final.
- 25.4 If at any time not less than 20% of the Ordinary Members of AVPA-SA in good standing, submit a written request to the National Executive for the taking of a ballot of members in order to determine whether an office-bearer or branch committee member named in such request, shall be removed from office, the National Executive may grant such request by conducting a ballot within 30 days of the receipt of the request. If at the resultant ballot not less than 60% of the relevant members in good standing vote in favour of his removal the office-bearer or branch committee member concerned shall vacate his office as from the date on which the result of the ballot is known. Any vacancy resulting from such removal shall be filled in the manner laid down in this Constitution.
- 25.5 The office of a member of the National Executive shall be vacated if he is promoted to any Executive or Managerial post in his company, or ceases to be a member of AVPA-SA, or is absent from three consecutive meetings of the National Executive without having obtained leave, provided his official duties shall not have been the cause of his unavailability.
- 25.6 All of the above procedures shall also be applicable to Branches.
- 25.7 The procedure for discipline/dismissal and reinstatement of officials shall be governed by South African labour legislation.

26. FINANCIAL

26.1 Financial Year

The financial year of the AVPA-SA shall commence on 1 January and end 31 December the same year. The General Secretary shall prepare a statement of income and expenditure and a balance sheet in respect of each financial year. Such statements and balance sheets shall be dealt with as required by section 98(2) of the Labour Relations Act, 1995.

26.2 Non-Profit Organisation

The income and property of AVPA-SA whensoever derived, shall be applied solely towards the promotion of the objects of AVPA-SA as set forth in this Constitution, and for such other lawful purposes as may be decided upon by the National Executive, and no portion thereof

shall be paid or transferred directly or indirectly, by way of profit, to the members of AVPA-SA without prior approval by the National Executive.

26.3 Vesting of Assets

26.3.1 All the assets of AVPA-SA shall vest in the National Executive as Trustees or in persons or bodies nominated by the National Executive for this purpose.

26.3.2 Such Trustees, persons or bodies shall not be obliged to file security under any law whatsoever.

26.4 Branch Contingency Funds

26.4.1 A Branch contingency fund may be established for each Branch into which the National Executive shall effect payment of monies levied by the Branch on its membership for the specific use of the Branch over and above minimum AVPA-SA subscriptions.

26.4.2 The National Executive may not draw on the Contingency funds of a Branch without the consent of the Branch Committee.

26.5 Appointment of Auditors

Each year the incoming National Executive shall, prior to the end of that financial year, confirm the appointment of Auditors for the following financial year.

26.6 Liability of Members

The liability of members of any class is limited to the amount of unpaid subscriptions or other monies owing by them to the Association.

26.7 Claims on Funds

A member who resigns or is expelled from membership of AVPA-SA shall have no claim on the funds of AVPA-SA.

26.8 Funds Received

The funds received by AVPA-SA shall be deposited directly into the bank account of AVPA-SA by the member via debit order, eft or manual deposit. The General Secretary shall not receive any money on behalf of AVPA-SA.

26.8.1 Statements of income and expenditure reflecting the financial position of the union shall be prepared quarterly by the general secretary and submitted to national executive. The general secretary shall also be responsible for furnishing the Annual General Meeting with the trade union's latest financial statements.

26.8.2 In accordance with the provisions of section 98(1)(b) of the Labour Relations Act, 1995, the general secretary shall prepare a statement of income and expenditure and a balance sheet in respect of each financial year ending on the 31st of December. Such statements and balance sheets shall be audited and dealt with as required by section 98(2) of the Act.

- 26.8.3 Legal and other professional expenses shall be borne by the trade union.
- 26.8.4 A member who resigns or is expelled from membership shall have no claim on the funds of the trade union.

27. INTERPRETATION

In case of bona fide doubt or dispute as to the meaning or interpretation of any of the rules and by-laws of AVPA-SA, or in connection with any other matter whatsoever, the National Executive for the time being shall be the arbiter and its decision shall be binding upon the members of all classes of AVPA-SA, subject to any resolution of a Annual General Meeting of AVPA-SA.

28. AMENDMENTS TO THE CONSTITUTION

- 28.1 It shall be lawful, by a majority of not less than 66% of the votes of those present in person or holding proxies and entitled to vote at an Annual General Meeting of AVPA-SA, to add to, repeal, amend, vary, modify, or alter anything contained in the Constitution.
- 28.2 It shall further be lawful for the National Executive to conduct an electronic ballot of Ordinary Members on any Constitutional amendment which may have been approved by the majority of voting members at a National Executive meeting. If, as a result of the electronic ballot, 66% of the total Ordinary Membership are in favour of the proposed alterations to the rules, provided that abstentions would not count as being in favour, the alterations shall be incorporated into the Constitution.
- 28.3 No amendment or addition shall have any force or effect until certified in terms of Section 101(3) of the Labour Relations Act, 1995.

29. WINDING UP

- 29.1 AVPA-SA shall be wound up if at a ballot conducted in the manner prescribed in the Constitution not less than 75% of the total number of Ordinary Members of AVPA-SA in good standing vote in favour of a resolution that AVPA-SA be wound up or, subject to the provisions of Section 103 of the Labour Relations Act, 1995 if for any reason the AVPA-SA is unable to continue to function.
- 29.2 If a resolution for the winding up of AVPA-SA has been passed as provided in sub-clause 29.1 or if for any reason AVPA-SA is unable to continue to function the following provisions shall apply:
 - 29.2.1 The last-appointed President of AVPA-SA or if he is not available, the available members of the last-appointed National Executive of AVPA-SA shall forthwith transmit to the Labour Court, a statement signed by him or them setting forth the resolution adopted or the reasons for the Association'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 LRA, Act 66 of 1995 (as amended).
 - 29.2.2 The liquidator so appointed shall call upon the last-appointed office-bearers and officials of the AVPA-SA to deliver to him AVPA-SA's books of account showing AVPA-SA's assets and liabilities together with the

register of members showing for the twelve months prior to the date on which the resolution for winding-up was passed or the date as from which AVPA-SA was unable to continue to function, as the case may be, hereinafter referred to as the date of dissolution, the subscriptions paid as at the said date. The liquidator shall also call upon the said office-bearers and officials of AVPA-SA to hand over to him all unexpended funds of AVPA-SA and to deliver to him AVPA-SA's assets and the documents necessary in order to liquidate the assets.

- 29.2.3 The liquidator shall take the necessary steps to liquidate the debts of AVPA-SA from its unexpended funds and any other monies realised from any assets of AVPA-SA and if the said funds and monies 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 that prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent estate and liquidator's fees and the expenses of winding-up shall rank in order of preference as though he were a liquidator of an insolvent estate and as though the expenses were the costs of sequestration of an insolvent estate.
- 29.2.4 After the payment of all debts in accordance with sub-clause, 29.2.3 the remaining funds, if any, shall be distributed by the liquidator in the first instance to any one or more of the branches that continue to operate as organisations of aviation professionals and which are exempt from tax. Thereafter to any similar organisation with the Republic of South Africa, which is itself exempt from income tax.
- 29.2.5 The liability of members shall for the purposes of this clause be limited to the amount of subscriptions due by them to AVPA-SA in terms of this Constitution as at the date of dissolution.

29.3 Branches

- 29.3.1 A Branch shall be wound up if at a ballot conducted in the manner prescribed in the Constitution not less than three-fourths of the total number of Ordinary Members of the Branch in good standing vote in favour of a resolution that the Branch be wound up.
- 29.3.2 A Branch may resign from the Association by giving one month's notice in writing to the National Executive. Such Branch shall be liable for all monies due to the Association up to the effective date of the resignation.
- 29.3.3 Branch status shall be terminated if a Branch no longer meets the criteria for eligibility in terms of this Constitution, save in the special circumstances provided for therein. Such termination shall be ratified by a majority vote at a meeting of the National Executive.