

**THE COMPANIES ACT, NO. 61 OF 1973
(AS AMENDED)
A COMPANY NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
SOUTH AFRICAN ASSOCIATION FOR THE CONFERENCE INDUSTRY
(Association incorporated under Section 21)**

Registration No. of Company
("the company")

1 GENERAL

In these presents the words shall bear the meaning given to them, if not inconsistent with the subject or content.

INTERPRETATION

"the Act" means the Companies Act 1973, or any amendment thereof, in force at the date at which these Articles become binding on the Association;

"the Association" means the company;

"the By-laws" means the By-laws of the Association as provided for in these Articles;

"the Co-ordinating Council" means the board of directors of the Association;

"Co-ordinating Council Member" means a director of the Association;

"month" means calendar month;

“Paid”	includes “credited as paid”;
“the Office”	means the registered office of the Association;
“Register”	means the register of members to be kept pursuant to Section 105 of the Act;
“Secretary”	includes any person appointed to perform the duties of secretary temporarily;
“in Writing”	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing in a visible form.
“Words”	which have a special meaning assigned to them in the Act shall have the same meaning in these presents. Words importing the masculine gender only shall include the feminine gender. Words importing the singular member only shall include the plural, and vice versa. Words importing persons shall include bodies corporate.

2 NUMBER OF MEMBERS AND REGISTER

- 2.1 There must at no time be less than 7 (SEVEN) members of the Association and the maximum number of members will be unlimited. In the event of the membership being reduced to less than 7 (SEVEN) members, the Co-ordinating Council shall be entitled to approve and appoint further members to fill the requisite vacancies;
- 2.2 The Association shall maintain at its registered office a register of members of the Association as provided in Section 105 of the Act. The register of members shall be open to inspection, as provided in Section 113 of the Act.

3 **PURPOSE OF THE ASSOCIATION**

The Association is established for the purposes expressed in the Memorandum of Association.

4 **MEMBERSHIP**

4.1 Subject to the Memorandum and Articles and all By-laws passed by the Association, the Association may from time to time set out the terms and conditions of membership and the categories of membership of the Association provided that all members are given 14 (FOURTEEN) days notice of any changes to the terms and conditions.

4.2 The Co-ordinating Council has the right to reject any application for membership in accordance with the terms and conditions of membership.

4.3 Notwithstanding anything to the contrary contained in these Articles, members may, at the discretion of the Co-ordinating Council, maintain their membership upon any change to their vocation to one unrelated to the purposes of the Association, subject to the payment of an additional subscription fee, which fee shall be determined by the Co-ordinating Council from time to time.

4.4 All categories of members are entitled to vote subject always to any conditions pertaining to the various categories' voting rights as may be set out in the By-laws from time to time.

4.5 Membership shall not be transferable or transmissible and a prospective member must apply for membership in the manner set out in the terms and conditions.

4.6 Membership will cease immediately upon an individual member becoming a lunatic or being declared medically to be of unsound mind.

5 **RESIGNATION OF MEMBERSHIP**

Any member may resign by giving notice to the Chairman of the Co-ordinating Council provided that acceptance of such resignation shall not constitute a waiver by the Association to recover unpaid subscription fees from the resigning member.

6 FORFEITURE OF MEMBERSHIP ON NON PAYMENT OF SUBSCRIPTION

6.1 Any member, whose subscription is outstanding for a period exceeding 2 (TWO) months will immediately cease to be a member of the Association provided that the Co-ordinating Council may in their sole discretion suspend this termination of membership.

6.2 Provided that all arrears are settled by a member within 90 (NINETY) days of any termination contemplated in 6.1 above, the lapsed member will be reinstated within 3 (THREE) months without having to reapply for election.

6.3 After the 90 (NINETY) day period referred to in 6.2 above has lapsed and after a reminder notice has been sent to the defaulting member in respect of non-payment of his annual subscription, the member will, at the discretion of the Co-ordinating Council, be liable to disqualification from future election as a member.

6.4 The Association's newsletters and Chronicle will carry a notice that should subscription not be paid within 2 (TWO) months, membership will be terminated.

6.5 All Branch Honorary Secretaries and Honorary Treasurers are to follow-up the payment of fees.

7 DISQUALIFICATION OF MEMBERS

7.1 Any member who in the opinion of the Co-ordinating Council has been guilty of:

7.1.1 unprofessional conduct affecting the welfare or prestige of the Association or its members;

7.1.2 committing any serious or persistent breach of the Articles, By-laws and regulations of the Association for the time being in force;

shall be required to appear before a disciplinary committee set up by the Co-ordinating Council who shall have the power either to expel or suspend the member or require him to resign.

7.2 Any member who has, under the preceding Article, been expelled, suspended or required to resign may appeal to the Co-ordinating Council to hold a meeting to review the same. The member shall receive not less than 14 (FOURTEEN) days notice of such meeting and any decision taken by the Co-ordinating Council may only be varied by a decision of two-thirds of the members present and voting thereat.

8 SUBSCRIPTIONS ON RESIGNATION OR DISQUALIFICATION OR DEFAULT

8.1 Any member who under the provisions of these Articles, resigns from or ceases to be a member of, or is required to resign, or is expelled or suspended from the Association shall remain liable to pay the Association the full amount of the outstanding annual subscription as a member and all other moneys due from him to the Association for the entire year in which the cessation of his membership occurred.

8.2 An outgoing member shall return his certificate of membership to the Association and the ownership of all such certificates shall remain vested in the Association.

9 CESSATION OF MEMBERSHIP DUE TO CHANGE IN VOCATION AND RE-ADMISSION

9.1 Subject to the presents, if any member ceases to hold the required qualifications or vocation stipulated in the terms and conditions of the Association, his membership will

continue only until the first day of the following January upon which date his membership shall terminate.

9.2 should any member referred to in 9.1 above, obtain the required qualifications to become a member subsequent to the cessation of his membership, his application to the Association for re-admission must follow the normal procedure save that he shall only be required to pay an entrance 12 (TWELVE) months after the date of his readmission.

10 **SUBSCRIPTION FEES**

10.1 Every member is bound to pay the Association an entrance fee and annual subscription as from time to time determined by the Co-ordinating Council.

10.2 Every new application is subject to an initial administration fee as set by the Co-ordinating Council from time to time.

10.3 All payments due shall be made at the times and in the manner as provided for by the By-laws.

10.4 The annual membership year of the Association is 1 July to 30 June.

11 **BRANCHES**

11.1 The Co-ordinating Council may from time to time, for the purpose of promoting any objects specified in the Memorandum and Articles, establish branches of the Association and dissolve such branches.

11.2 On representation by a branch, the Co-ordinating Council may grant authority to form a group under the administration of the branch, and may dissolve such a group.

- 11.3 The Co-ordinating Council may from time to time prescribe and repeal By-laws for the management and conduct of any branch.

12 **HONORARY PRESIDENT**

There shall be an Honorary President of the Association who shall serve as an executive figurehead and shall be appointed by the Co-ordinating Council and who shall retire at the dissolution or adjournment of the Co-ordinating Council and shall hold office for the period and upon terms as Co-ordinating Council thinks fit.

13 **CO-ORDINATING COUNCIL MEMBERS**

- 13.1 Unless and until otherwise determined by the Association in general meeting, the number of Co-ordinating Council Members shall be not less than 6 (SIX). The first Co-ordinating Council Members may be appointed by the subscribers to the Memorandum of Association and until Co-ordinating Council Members are so appointed every subscriber to the Memorandum of Association shall be deemed, for all purposes, to be a Co-ordinating Council Member of the Association.

- 13.2 All Co-ordinating Council Members must also be members of the Association.

- 13.3 The Co-ordinating Council shall consist of the Branch Chairmen, any Category Chairman that may exist, from time to time, in terms of the By-laws and 5 (FIVE) elected Co-ordinating Council Members. The elected Co-ordinating Council Members shall be determined by the Association at the annual general meeting in accordance with the procedure set out in these Articles;

- 13.4 the Chairman, Vice Chairman and Treasurer (when the office carries no salary or remuneration) of the Association shall be elected from the Co-ordinating Council by the Co-ordinating Council Members at the first meeting of Co-ordinating Council Members following the election of new Co-ordinating Council Members;

13.5 In addition there may be 2 (TWO) co-opted Co-ordinating Council Members elected by the Co-ordinating Council.

13.6 There shall be no alternate Co-ordinating Council Members other than in the case of the Co-ordinating Council Members who are Branch Chairmen where the Vice-Chairmen of the respective branches may act in the place of the Co-ordinating Council Member who is the Branch Chairman of their branch and may exercise and discharge all his duties and functions in his stead should the respective Branch Chairman so nominate.

14 **ELECTION OF CO-ORDINATING COUNCIL**

14.1 Branch and Category Chairmen, elected in accordance with the regulations of each branch of the Association, shall automatically become Co-ordinating Council Members and should a Branch Chairmen resign as such then he shall automatically resign as a Co-ordinating Council Member and the incoming Branch Chairman shall be appointed as a Co-ordinating Council Member in his stead.

14.2 50 (FIFTY) days before the annual general meeting each member must be sent a nomination form for the nomination of Co-ordinating Council Members, which forms must provide for the nominating members signature and that of the nominated member as well as for the curriculum vitae of the nominated member. In order to be considered nominations must be returned to the Association Secretary not less than 30 (THIRTY) days before the date set for the annual general meeting.

14.3 Ballot papers will be sent by the Association's Secretary to all members 21 (TWENTY-ONE) days prior to the annual general meeting and must be returned no later than 3 (THREE) working days prior to the annual general meeting.

14.4 The Co-ordinating Council shall be entitled to such remuneration as the members may from time to time determine, which remuneration shall be divided amongst them in such proportion as they may agree or, failing agreement, equally, except that any Co-ordinating Council member holding office for part only of a year in respect of which

remuneration falls to be divided shall be entitled to a part only of his share of remuneration in proportion to the part of the year that he holds office

15 PERIOD OF OFFICE OF CO-ORDINATING COUNCIL

The elected Co-ordinating Council Members shall retire by rotation, but a retiring Co-ordinating Council Member shall be eligible for re-election. At the second annual general meeting 2 (TWO) of the elected Co-ordinating Council Members (who shall be chosen by lot) shall retire from office. At the following year's annual general meeting and thereafter the 2 (TWO) Co-ordinating Council Members who have been in office longest shall retire each year. Where necessary any anomaly shall be determined by lot.

16 DISQUALIFICATION OF CO-ORDINATING COUNCIL MEMBERS

The office of Co-ordinating Council Member shall be vacated if the Co-ordinating Council Member:

- 16.1 ceases to be a Co-ordinating Council Member or becomes prohibited from being a Co-ordinating Council Member by virtue of any provision of the Act; or
- 16.2 resigns his office by notice in writing to the Association and the Registrar; or
- 16.3 for more than six months is absent without permission of the Co-ordinating Council Members from meetings of the Co-ordinating Council Members held during that period; or
- 16.4 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare his interest and the nature thereof in the manner required by the Act; or
- 16.5 is removed from office by an ordinary resolution of the Association.

17 CASUAL VACANCIES

The Co-ordinating Council may act with vacancies, provided that there are no less than 6 (SIX) Co-ordinating Council Members, otherwise the remaining Co-ordinating Council Members may only act to the extent necessary to increase their numbers to 6 (SIX) or more. The Co-ordinating Council Members may at any time appoint any member of the Association to be a Co-ordinating Council Member to fill a vacancy or as an additional Co-ordinating Council Member save that any vacancy in respect of a Branch Chairman, shall be filled with the new Branch Chairman and that the total number of Co-ordinating Council Members shall not at any time exceed the maximum number fixed and provided that every appointment made in terms of this article shall be subject to the confirmation of the Association in general meeting at the next annual general meeting.

18 POWERS OF THE CO-ORDINATING COUNCIL

The business of the Association is managed by the Co-ordinating Council who may pay all expenses incurred in promoting and incorporating the Association, and may exercise all such powers of the Association as are not by the Act, or by these Articles, required to be exercised by the Association in general meeting, subject to these Articles, to the provisions of the Act or modification thereof and to such regulations not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Co-ordinating Council Members which would have been invalid if such regulations had not been made.

19 BUDGET, ACCOUNTS AND ANNUAL FINANCIAL STATEMENTS

19.1 A budget for the following year is to be prepared by the Co-ordinating Council by the end of October every year, reflecting fixed and variable costs.

19.2 The Co-ordinating Council shall cause such accounting records as are prescribed by Section 284 of the Act to be kept. Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary fairly to present the state of affairs and business of the Association and to explain the transactions and financial position of the trade or business of the association.

Subject to the provisions of the Act, the books of account shall be kept at the registered office of the Association or at such other place or places as the Co-ordinating Council think fit, and shall always be open to the inspection of the Co-ordinating Council.

The Co-ordinating Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Co-ordinating Council Members, and no member (not being a Co-ordinating Council Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Co-ordinating Council Member or by the Association in general meeting.

19.3 The Co-ordinating Council shall from time to time, in accordance with Sections 286 and 288 of the Act, cause to be prepared and laid before the Association in general meeting such annual financial statements as are referred to in those Sections.

19.4 A copy of every account and balance sheet (including every document required by law) to be laid before the Association at the annual general meeting, together with the Auditor's report, shall be sent to every person entitled to receive notices of general meetings of the Association, not less than twenty one days prior to the meeting. The Auditor's report shall be open to the inspection of members.

20 **BANKING ACCOUNT AND SIGNATORIES**

20.1 The Co-ordinating Council may determine the Association's Bankers from time to time. A bank reconciliation must be carried out by the Co-ordinating Council on a monthly basis along with the preparation of an income and expenditure account.

20.2 Only persons authorised by the Co-ordinating Council may give receipts or sign cheques on behalf of the Association, within given limits of authority.

21 **VACATION OF OFFICE MEMBERS OF THE CO-ORDINATING COUNCIL**

The office of members of the Co-ordinating Council will be vacated if a receiving order made against him or arrangements made with his creditors, if he is found to be a lunatic or of unsound mind, if he ceases to be a member of the Association, if he resigns his office or he is not an elected member.

22 **CASUAL VACANCIES IN THE CO-ORDINATING COUNCIL**

The Co-ordinating Council shall have power from time to time and at any time to appoint any member of the Association to be a Member of the Co-ordinating Council to fill a casual vacancy or as an additional member, except in the case of the Branch Chairmen, any such vacancy to be filled by the respective Branch. Any member so appointed will hold office until the next Annual General Meeting and if appointed to fill a casual vacancy among the elected members shall not be taken into account in determining the members who retire by rotation at such meeting. Any casual vacancy among the officers referred to in Article 38 shall be filled by the Council.

23 **REMOVAL OF A CO-ORDINATING COUNCIL MEMBER**

The Association, may by ordinary resolution remove any member of the Co-ordinating Council, and appoint an elected member.

24 **GENERAL MEETINGS**

24.1 The annual general meeting is to be held in every calendar year, as specified in notices and is to be held not more than fifteen months after the holding of the last preceding annual general meeting.

24.2 Other general meetings of the Association may be held at any time.

24.3 Annual general meetings and other general meetings shall be held at such time and place as is determined if the meetings are convened under Section 179(4), 181, 182 or 183 of the Act.

25 **NOTICES OF MEETING**

An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 (TWENTY ONE) clear days notice in writing and any other general meeting shall be called by not less than 14 (FOURTEEN) clear days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association; provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority holding not less than 95% (NINETY FIVE PER CENTUM) of the total rights of all members.

The accidental omission to give notice of any meeting to any particular member or members shall not invalidate any resolution passed at any such meeting.

26 **PROCEEDINGS AT GENERAL MEETING**

The annual general meeting shall deal with and dispose of all matter as prescribed by the

Act, including the consideration of the annual financial statements, the election of Co-ordinating Council Members and the appointment of an auditor, and may deal with any other business laid before it. All business laid before any other general meeting shall be considered special business.

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 11 (ELEVEN) members entitled to vote personally present (or if a member is a body corporate, represented) shall be a quorum.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or, if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Where a meeting has been adjourned as aforesaid, the Association shall, upon a date not later than three days after the adjournment, publish in a newspaper circulating in the province where the registered office of the company is situated a notice stating:-

- (a) the date, time and place to which the meeting has been adjourned;
- (b) the matter before the meeting when it was adjourned; and
- (c) the ground for the adjournment.

The Chairman, if any, of the Co-ordinating Council shall preside as Chairman at every general meeting of the Association, if he is not present within fifteen minutes of the time appointed for holding the meeting then the Vice Chairman will preside. If neither Chairman nor Vice Chairman is present within fifteen minutes, or if neither are willing to preside, then members will choose one member of the Co-ordinating Council to

preside. If no Co-ordinating Council member is present then some member of the Association will preside.

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) in terms of Section 192 of the Act, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned as a result of a direction given in terms of Section 192 as aforesaid, then notice of the adjourned meeting shall be given in the manner provided in that section, and save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27 **VOTING AND DEMAND FOR POLL**

A resolution at any general meeting will be decided upon by a show of hands, unless the Chairman or at least five members request a poll in writing. An entry as to the outcome must be entered into the Association Minute Book without proof of the number or proportion of votes received. The demand for a poll may be withdrawn.

28 **METHOD OF TAKING A POLL**

If a poll is demanded it will take place at a time and in the manner as directed by the Chairman. The results of a poll is deemed to be the resolution of the meeting. No poll is demanded on the election of a Chairman of a meeting, or any question of adjournment.

29 **CHAIRMAN TO HAVE CASTING VOTE**

In the case of equality of votes, the Chairman is entitled to a second or casting vote.

Resolution to			
Resolution to			
Resolution to			
Resolution to			

" (Indicate instruction by a cross or tick in the space provided).

" Unless otherwise instructed, the proxy will vote as he thinks fit.

" Signed this _____ day of _____, 20__

_____”

SIGNATURE

32 VARIATION OF CONSTITUTION OF COUNCIL

The Association may from time to time at any annual general meeting reduce the number of the Co-ordinating Council members, vary its constitution, determine the period during which members of the Co-ordinating Council hold office, and make any appointments necessary to increase its members.

PROCEEDINGS OF THE COUNCIL

33 MEETINGS OF THE CO-ORDINATING COUNCIL

The Co-ordinating Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, but must meet at least quarterly, and determine the quorum necessary for the transaction of business. Unless otherwise determined one third of Co-ordinating Council Members entitled to attend shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Any Co-ordinating Council Member who is absent from more than two meetings of the Co-ordinating Council in their year of office without good and acceptable reason as

decided by the Co-ordinating Council will be required to stand down and their membership of the Co-ordinating Council will become invalid. They shall be so informed in writing by the Secretary. On request of the Chairman or any four Co-ordinating Council Members, the Secretary shall, at any time summons a meeting of the Council by notice served upon the several Co-ordinating Council Members. A Member of the Co-ordinating Council who is absent/abroad shall not be entitled to notice of a meeting. Where feasible, Co-ordinating Council meetings should rotate by branches.

34 **CHAIRMAN OF THE CO-ORDINATING COUNCIL**

The Co-ordinating Council may from time to time elect a Chairman of their meetings and determine the period for which he is to hold office. The Chairman of the Co-ordinating Council shall preside at all meetings of the Co-ordinating Council, but if there is no Chairman or if at any meeting he is not present within five minutes after the time appointed for holding the same or be unwilling to preside, then a Vice Chairman shall preside. If there is no Chairman or Vice Chairman or if at any meeting neither of them is present within the period of five minutes aforesaid or if neither of them is willing to preside, then the Co-ordinating Council Members present shall choose a Co-ordinating Council Member to be the Chairman.

35 **COMMITTEES OF THE CO-ORDINATING COUNCIL**

The Co-ordinating Council may delegate its powers to Committees consisting of such members of the Co-ordinating Council as it thinks fit, or co-opt non Co-ordinating Council Members to serve on any Committees. Such Committees must conform to Co-ordinating Council imposed regulations. The meetings and proceedings of such committees, must conform with the provisions of the Articles. No vote of any Committee will be valid at which members of the Association do not constitute the majority.

36 **VALIDITY OF THE CO-ORDINATING COUNCIL'S ACTS**

Any acts done at the Co-ordinating Council meeting will qualify, even if afterwards it is discovered that there was a defect in the appointment of the Co-ordinating Council Members.

37 VALIDITY OF RESOLUTION BY AGREEMENT IN WRITING

Any resolution in writing signed by all Co-ordinating Council Members or of any Committee of the Co-ordinating Council shall be valid and have the same effect as if it had been passed at a properly convened and constituted meeting.

38 SIGNED MINUTES TO BE DEEMED CORRECT

Proper Minutes are to be kept of all general meetings and meetings of the Co-ordinating Council, signed by the Chairman will serve as conclusive evidence without further proof of the facts stated. Minutes of the Co-ordinating Council meetings are to be distributed within seven days following meeting to all Co-ordinating Council Members. Any decisions made by Co-ordinating Council Members outside of Co-ordinating Council meetings which are contrary to minuted decisions, must be communicated to all Committee members immediately. The Secretary is to be informed of all decisions.

In particular, in terms of Section 204 of the Act, Minutes must be kept:

- (a) of all appointments of officers;
- (b) of the names of the Co-ordinating Council Members present at each meeting of the Association and of the Co-ordinating Council Members and of any committee of the Co-ordinating Council Members;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Co-ordinating Council Members and of committees of Co-ordinating Council Members.

Every Co-ordinating Council Member present at any meeting of the Co-ordinating Council or committee of Co-ordinating Council Members shall sign his name in a book to be kept for that purpose.

39 **SEAL**

The Co-ordinating Council is to provide safe custody of the Seal. The seal is the authority of the Co-ordinating Council or a Committee of the Council. Every instrument affixed with the Seal is to be signed by the Secretary and a second member of the Co-ordinating Council, or some other person appointed by the Co-ordinating Council.

40 **DISPUTES**

If a dispute arises between Members, the Co-ordinating Council will endeavour to settle the dispute. If unsuccessful, the dispute will be submitted to an arbitration panel, composed of five members. Each Branch Chairman is a member of the Arbitration Committee, with a neutrally elected Chairman. This panel will also rule in disputes arising between Co-ordinating Council and members. The decision of the arbitration panel shall be final and binding. Any complaints from members are to be submitted to the Arbitration Committee in writing. No verbal complaint will be acted upon.

SECRETARY AND TREASURER

41 **APPOINTMENT OF SUBSTITUTE FOR SECRETARY AND TREASURER**

The Co-ordinating Council may from time to time by resolution appoint a substitute Secretary or Treasurer.

42 **BY-LAWS**

Any By-laws made under the Seal of the Association may be varied or annulled under

the Seal of the Association. Any alterations or additions to be published and take effect 30 (THIRTY) days after publication. All By-laws so made shall be binding on all members. These By-laws will not be inconsistent with the Articles, and can only lawfully be made by special resolution.

43 **AUDITORS**

The duly appointed Auditors of the Association shall, subject to the provisions of the Act, hold office until another appointment or other appointments to the office shall be made at an annual general meeting of the Association, and the provisions of Sections 270 and 271 of the Act shall apply to and be complied with in connection with any appointment proposed to be made, or not made of an Auditor or Auditors of the Association. The remuneration of the Auditor or Auditors shall be fixed by the Association at each annual general meeting.

The appointment, powers, rights, remunerations and duties of the Auditors shall be regulated by the provisions of the Act.

44 **NOTICES**

A notice may be given by the Association to any member personally, or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if he has no registered address in the Republic) at the address (if any) within the Republic supplied by him to the Association for the giving of notices to him.

Notice of every general meeting shall be given in any manner authorised:

- (a) to every member of the Association except, in the case of notices to be given personally or sent by post, those members who (having no registered address within the Republic) have not supplied to the Association an address within the Republic for the giving of notices to them;
- (b) to the Auditor for the time being of the Association.

No other person shall be entitled to receive notice of general meetings.

Any notice by post shall be deemed to have been served at the time when the letter containing the same was posted, and in proving the giving of the notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

46 **WINDING UP**

The provisions of the By-laws relating to winding up shall have effect as if it were in these Articles.

SIGNATORIES TO ARTICLES OF ASSOCIATION

Particulars of Subscriber:	Date and Signature:	Particulars of Witness:	Date and Signature:
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Full Names:

Brett Dungan

Signed in terms of a Power
of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Hotelier

Occupation:

Clerk

Residential Address:

1 Fleetwood
Lonehill
2062

Residential Address:

283 Roots Avenue
Eersterust
Pretoria
0022

Business Address:

Business Address:

41 Sloane Street
Bryanston
2021

23rd Floor
SALU Building
Cnr Andries and Schoeman Str
Pretoria
0022

Postal Address:

P O Box 71517
Bryanston
2021

Postal Address:

P O Box 276
Pretoria
0001

Full Names:

Sibylle Yvonne Rutherford

Signed in terms of
a Power of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Travel Agent and PCO

Occupation:

Clerk

Residential Address:

29 Weltevreden Avenue
Rondebosch
7700

283 Roots Avenue
Eersterust
Pretoria
0022

Residential Address:**Business Address:**

29 Weltevreden Avenue
Rondebosch
7700

23rd Floor
SALU Building
Cnr Andries and Schoeman Street
Pretoria

Business Address:

0002

Postal Address:

29 Weltevreden Avenue
Rondebosch
7700

Postal Address:

P O Box 276
Pretoria
0001

Full Names:

Godfrey King Signed in terms of a
Power of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Publisher

Occupation:

Clerk

Residential Address:

105 Abelia Road
Kloof
3610

Residential Address:

283 Roots Avenue
Eersterust
Pretoria
0022

Business Address:

Suite 1
Fields Shopping Centre
Kloof
3610

Business Address:

23rd Floor
SALU Building
Cnr Andries and Schoeman Stre
0002

Postal Address:**Postal Address:**

7407

0001

Full Names:

Denise Marion Kemp Signed in terms of a
Power of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Conference / Events Co. Owner

Occupation:

Clerk

Residential Address:

17 Mill Park Road
Mill Park
Port Elizabeth
6001

Residential Address:

283 Roots Avenue
Eersterust
Pretoria
0002

Business Address:

17 Mill Park Road
Mill Park
Port Elizabeth
6001

Business Address:

23rd Floor
SALU Building
Cnr Andries and Schoeman Str
0002

Postal Address:

P O Box 12612
Centrahil
6006

P O Box 276
Pretoria
0001

Full Names:**Full names:**

Leora Joy Berger

Signed in terms of a
Power of Attorney

Clarissa Edith Swarts

Occupation:

Conference Organiser

Occupation:

Clerk

Residential Address:27 Rutland Road
Parkwood
Johannesburg
2193**Residential Address:**283 Roots Avenue
Eersterust
Pretoria
0022**Business Address:**1st Floor
Protea Assurance Building
3 Sturdee Avenue
Rosebank**Business Address:**23rd Floor
SALU Building
Cnr Schoeman and Andries Str
Pretoria
0002**Postal Address:**P O Box 1722
Parklands
2121**Postal Address:**P O Box 276
Pretoria
0001

Full Names:

Keith Graeme Parr Murcott

Signed in terms of
a Power of Attorney**Full names:**

Clarissa Edith Swarts

Occupation:

General Manager

Occupation:

Clerk

Residential Address:

7 Thakwray Avenue
Miramar
Port Elizabeth
6070

Residential Address:

283 Roots Avenue
Eersterust
Pretoria
0022

Business Address:

Baakens Street
Port Elizabeth
6001

Business Address:

23rd Floor
SALU Building
Cnr Andries and Schoeman Str
Pretoria
0002

Postal Address:

P O Box 374
Port Elizabeth
6000

Postal Address:

P O Box 276
Pretoria
0001

Full Names:

Leonard Alexander Gilbert Signed in terms of
a Power of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Occupation:

Director – Marketing and Sales

Clerk

Residential Address:

163 Ridge Road
Umhlanga Rocks
4320

Residential Address:

283 Roots Avenue
Eersterust
Pretoria
0022

Business Address:

45 Ordinance Road
Durban
4001

Business Address:

23rd Floor
SALU Building
Cnr Schoeman and Andries Str
Pretoria
0002

Postal Address:

P O Box 155
Durban
4000

Postal Address:

P O Box 276
Pretoria
0001

Full Names:

Bongji Mosia

Signed in terms of a
Power of Attorney

Full names:

Clarissa Edith Swarts

Occupation:

Tourism Marketing

Occupation:

Clerk

Residential Address:

Residential Address:

2041 Nhlapo Section
Katlehong
1432

Business Address:

No. 12 Rivonia Road
Sandton
2196

Postal Address:

Private Bag 10012
Sandton
2146

283 Roots Avenue
Eersterust
Pretoria
0022

Business Address:

23rd Floor
SALU Building
Cnr Andries and Schoeman Str
Pretoria
0002

Postal Address:

P O Box 276
Pretoria
0001

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