

# CONSTITUTION

## 1. NAME

The name shall be THE PROPERTY MAINTENANCE AND REPAIR ASSOCIATION hereinafter referred to as the PMRA.

## 2. ALTERATIONS TO CONSTITUTION AND RULES

No alterations of or additions to the Constitution or the Rules shall be made except at a Special General Meeting, the notice for the calling of which shall give the nature of the proposed alterations or additions. A proposal by a Member of any such alteration or addition shall be submitted in writing to the Management Committee which shall forthwith call a Special General Meeting to consider it. Not less than 21 days' notice shall be given for the calling of a Special General Meeting for the purpose of the Rule. Any alteration of or addition to the Constitution or the Rules must be approved by at least two-thirds of the members entitled to vote.

## 3. INDEMNIFICATION OF OFFICERS

Every officer of the PMRA and all members of the Management Committee and of its Sub-Committees shall be indemnified by the PMRA against all costs, losses or expenses which such persons may incur, or become liable to, by reason of any litigation arising from any act or thing done or omitted to be done by them in the discharge of their duties on behalf of the PMRA.

## 4. QUALIFICATION FOR MEMBERSHIP

- a. Full membership of the PMRA shall be confined to persons, firms and companies engaged in the manufacture and/or supply of products and services relating to maintenance and repair of property assets or to parties whose major activities are related to this as described in the objectives above. Members shall conform to the established Rules of the PMRA adopted by Resolution at General or Special General Meetings.
- b. Firms, companies and branches and/or subsidiary companies and/or controlled companies (as defined by the Companies Act No. 61 of 1973) shall have one vote for each such branch/company joining the PMRA as a full member, providing such a branch/company pays the entrance fee, annual membership fee and any special levies.
- c. No firm, company, branch or subsidiary shall qualify to join as contractor as well as manufacturer/supplier but must elect at the time of application to apply for membership either as contractor or as manufacturer/ supplier.
- d. Full membership of PMRA shall be limited to firms/companies qualifying as to the minimum requirements for membership, as laid down from time to time by the Management Committee.
- e. Affiliated membership will be granted to manufacturers and suppliers of ancillary materials, and contractors and suppliers of material in allied trades; and such membership will be subject to an entrance fee and annual subscription fee.

Such affiliated membership will not entitle the holder to a vote, but members may be co-opted to serve with full members on sub-committees from time to time.

- f. Associate membership will be granted to technical or professional individuals or organisations concerned with or engaged in the manufacture and/or supply of products and services relating to aintenance and repair of property assets, and such membership will not be subject to annual subscriptions, entry fees or levies. Such associate membership will not entitle the holder to a vote.

## **5. APPLICATIONS FOR MEMBERSHIP AND ELECTION OF MEMBERS**

Every application for membership shall be submitted to the Management Committee which, if the following criteria have been met, shall proceed along the following lines:

### **A. CRITERIA FOR MEMBERSHIP**

#### **(a) Contractors**

- (i) An existing Contractor Member of minimum three years' standing, as proposer;
- (ii) An existing Contractor Member of minimum one year's standing, as seconder;
- (iii) The member personally to have been involved with the supply of services relating to maintenance and repair of property assets for a minimum of three years;
- (iv) The applicant to have attended at least 2 consecutive General Meetings;
- (v) The applicant to have attended an interview with the Management Committee, if deemed necessary due to any special circumstances.

#### **(b) Manufacturers**

- (i) An existing Contractor Member of minimum three years' standing, as proposer;
- (ii) An existing Contractor Member or Manufacturing Member of minimum one year's standing, as seconder;
- (iii) The member personally to have been involved in the manufacture and/or supply of products relating to maintenance and repair of property assets for a minimum of three years;
- (iv) The applicant to have attended at least two consecutive General Meetings;
- (v) The applicant to have attended an interview with the Management Committee, if deemed necessary due to any special circumstances.

### **B. METHOD OF ACCEPTANCE**

- (i) The committee shall interview any prospective new member. The prospective member will be requested to supply three references for checking by the committee as regards his good standing in the Industry. The committee shall then circulate to all full members the names and details of all applicants for membership. Objections are to be lodged with the committee within 21 days of receipt of the said circular. If any objection is received, no decision shall be taken by the committee on acceptance of the new member until the objection has been overcome to the satisfaction of all parties involved. Any objection must be for valid reasons and the committee shall have the authority to decide on the validity of any objections.
- (ii) If after the 21-day period no objections are received, or if any objections have been received and been successfully resolved to the satisfaction of all parties, the committee shall again meet and decide on acceptance of the applicant as a full member.
- (iii) If at this meeting the applicant does not receive the necessary acceptance by the committee he may, if so desired, serve a probationary period of one year, after which time the committee shall again take a decision on his acceptance as a full member. During this period, no voting rights will be given, but conversely no payment of fees will be required.
- (iv) Upon acceptance, the applicant will be so notified in writing and presented with his membership certificate.

### **C. RESIGNATION FROM MEMBERSHIP**

Members may resign from the PMRA by giving to the Secretary not less than one month's notice in writing, which notice may be given at any time.

Notice of resignation shall be accompanied by all monies due to the PMRA to the end of the current financial year. Upon resignation a Member shall not have any claim against the funds or assets of the PMRA.

### **D. EXPULSION FROM MEMBERSHIP**

The PMRA shall have power to expel from membership any Member who:

- (i) fails to pay the PMRA the annual subscription, or any special levy due within the period fixed by the Management Committee;
- (ii) fails to comply with any Resolution of the PMRA;
- (iii) commits an Act of Insolvency;
- (iv) enters into a Deed of Arrangement with creditors;
- (v) enters into liquidation except for purposes of reconstruction or amalgamation;
- (vi) fails to comply with the Constitution and Rules of the PMRA;
- (vii) misses three consecutive meetings in a row. Expulsion will be applicable if two-thirds of the Management Committee votes for same. Upon expulsion from Membership a Member shall not have any claim against the funds or assets of the PMRA.

## **6. FINANCE**

- (a) Funds shall be raised by annual subscriptions, special levies or by any other method which the Management Committee may recommend, subject to ratification in the General Meeting.
- (b) Membership subscription shall be determined as follows and shall be subject to revision by agreement of the General Meeting:

#### **Full Membership**

- Entrance Fee: R500
- Annual subscription will be determined at every Annual General Meeting, based on the approved budget to be submitted by the Management Committee
- Effective: 1 September - 31 December 2012
- Payable: Annually in advance

#### **Affiliated Membership**

- No voting rights
- Entrance Fee: R150
- Annual subscription will be determined at every Annual General Meeting.
- Effective: 1 September - 31 December 2012
- Payable: Annually in advance

## **Associated Membership**

- No voting rights
  - By invitation only and elected by two-thirds of the Management Committee
- (c) The Management Committee shall prepare a budget of expenditure for the ensuing year, commencing on the 1st day of January and it shall be submitted to the Annual General Meeting for approval.
- (d) Annual subscriptions shall be due on the first day of January every year and if not paid by the first day of February next following, shall be regarded as in arrears.

Subscriptions shall be pro-rata for members joining during the year.

- (e) All the income and property of the PMRA shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred directly or indirectly to any members, provided that nothing herein contained shall prohibit the payments of bona-fide remuneration to any servant of the PMRA.

## **7. MANAGEMENT COMMITTEE**

(a) The business of the PMRA shall be conducted by a Management Committee which shall exercise the powers and authorities of the PMRA delegated to it in General Meetings.

(b) The PMRA shall appoint at each Annual General Meeting a Management Committee from amongst its full members or their representatives of firms or companies. The number of members of the Management Committee (excluding ex-officio members) shall be not less than three and not more than seven.

Not more than one representative of a member (other than ex-officio members) shall serve as a member of the Committee at any one time.

Not more than one member of the Management Committee (other than ex-officio members) may represent a company or firm of manufacturers or suppliers at any time.

Representatives of firms or companies and their branches and/or subsidiary companies and/or controlled companies (as defined by the *Companies Act No.61 of 1973*) that are individual and separate full members, shall not serve as a member of the Management Committee (excluding ex-officio members) simultaneously with a representative of such branch and/or subsidiary and/or controlled company.

The term of office for any individual will be one year and he may be re-elected, with the Chairmanship invested for no more than two successive terms, except in terms of paragraph 9(a).

Three members present shall constitute a quorum.

The chairman and the immediate past Chairman of the PMRA shall be ex-officio members of the Management Committee.

(c) Sub-Committees:

The Management Committee shall be composed of selectees from the Membership at large and shall have power to appoint Sub-Committees to consider and to report on specific subjects and such Sub-Committees shall have power to co-opt.

The Management Committee may appoint a Secretary and other salaried officials and staff on such terms of engagement and remuneration as may be appropriate. Such appointments shall be subject to ratification by the PMRA.

(d) Treasurer:

The Management Committee shall cause to be kept true and proper, accounts of the finances and properties of the PMRA and for this purpose the Management Committee shall appoint a Treasurer.

The office of Secretary and Treasurer may be held by the same person if thought expedient.

(e) Chairman:

The Chairman or, in his absence, the Vice-Chairman, shall take the chair at General Meetings and Management Committee Meetings.

In the absence of the Chairman and Vice-Chairman, those present by show of hands shall elect one of their number to act as Chairman of that particular meeting.

(f) Secretary:

The Secretary shall keep the minutes of all meetings of the Management Committee and shall conduct correspondence and the affairs of the PMRA under the direction of the Management Committee.

Minutes of meetings of the Management Committee shall be issued to all Members of the Committee within 14 days of the meeting.

## **8. GENERAL MEETINGS**

### **(a) Annual General Meeting:**

The business to be transacted at an Annual General Meeting shall be to receive the report of the Management Committee; to consider the financial statement and reports of the PMRA; to elect the Management Committee and to appoint the Treasurer and Secretary for the ensuing year; and to transact any such other business which may properly be transacted at an Annual General Meeting.

The Chairman and Vice-Chairman shall hold office until the next Annual General Meeting and be eligible for re-election, but the same person shall not be elected Chairman for more than two consecutive terms, unless otherwise recommended by the Management Committee and duly ratified at the Annual General Meeting by not less than two-thirds of voting members present.

### **(b) Special General Meetings:**

Special General Meetings may be called by the Chairman or by the Management Committee at any time.

Special General Meetings may also be called by not less than three members of PMRA; in this case requisition shall be sent to the Secretary in writing and it shall be the duty of the Management Committee to give notice of a Special General Meeting within 21 days of the receipt of the requisition for a date not less than 21 days thereafter.

### **(c) Notice of Meetings:**

Notice of all General Meetings shall be posted to Members and shall include an Agenda of the business to be transacted at these meetings and provision made for the submission of proxy votes for those members unable to attend.

The period of notice shall be as follows:

Annual General Meeting - 21 days

Special General Meeting - 21 days

Notice of all Management Committee Meetings shall be sent to all Management Committee Members. The period of notice shall be 14 days.

### **(d) Minutes:**

All minutes of General Meetings of the PMRA shall be entered in a Minute Book and signed by the Chairman at the subsequent meeting and shall be circulated to Members.

All Resolutions passed at a General Meeting so signed shall be binding on all members of the PMRA.

### **(e) Distribution:**

All members of the PMRA shall receive the notices, agenda and minutes of General, Special General and Annual General Meetings and may attend such meetings in an observer capacity.

### **(f) Voting:**

At all General Meetings a Resolution put to the vote of the Meeting shall be decided on a show of hands and taken together with proxy votes received will constitute the total vote. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote.

(g) Quorum:

One quarter of the total number of voting members represented in person or by proxy for the time being shall constitute a quorum.

If within half an hour after the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to a date and time to be decided by those present; such a date and time to not be less than 14 days later, due notice of which shall be sent to all members.

If at such adjourned meeting a quorum should not be present, those members who are present in person and by proxy will constitute a quorum and may proceed to transact the business for which the meeting was called. Should a vote need to be taken on any matter, those present and those represented by proxy may vote on the matter.

However, all members not present or represented by proxy shall be notified in writing within 7 days of the meeting and informed of the business voted upon. Those members must then be given the opportunity to vote on the matter and return their ballots within 21 days of receipt. If no return is received by the committee, those members not returning a ballot will be deemed to be voting in the affirmative. These votes must then be added to the votes taken at the meeting and the majority vote will then be decisive.

## **9. POWER OF ASSOCIATION TO ENTER INTO LEGAL ARRANGEMENTS**

PMRA shall have power from time to time to authorise the Chairman, Vice-Chairman and Secretary or Treasurer on its behalf to enter into legal arrangements on such conditions as PMRA may think fit.

## **10. MEETINGS**

(a) Management Committee meetings will take place once every six to eight weeks.

(b) General Meetings will take place every three months or by request.

(c) Annual General Meetings will take place by 31 March every year.

(d) The convenor of any sub-section (i.e. manufacturers, contractors, etc.) may, with consent of the Management Committee, if so desired, call meetings of all his own sub-section from which all other members may be excluded unless they are invited. Any proposed resolutions from such meetings can only be validated in full General Meeting of the PMRA members.

## **11. WINDING UP**

The PMRA may be wound up if at a special general meeting, duly called, not less than sixty (60) percent of total voting members of the PMRA in good standing vote in favour thereof. In such case available members of the last appointed Management Committee shall first ensure the settlement of all outstanding monies due by, or to, the PMRA; where after, the PMRA's nett assets, if any, shall be given or transferred to some other body that shall have similar objects.