

DAIRY AND MEAT PRODUCTS CO- OP CONSTITUTION

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2015



This constitution is a draft that was produced by Antony Jakopo the Chief Executive of TRAMPEC Pvt Ltd responsible for co-operative formation in Zimbabwe and beyond borders. The co-operative members are to review and approve and make changes at its first general meeting to come in the near future.

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CONSTITUTION

1. Preliminary

1.1 Name of Co-operative

DAIRY AND MEAT PRODUCTS CO-OP also known by acronym DAMP CO-OP. This name could be changed by the Registrar or members of the society.

1.2 Addresses and Business locations

- a. 14633 Isilwane Road, Selbourne Park, Bulawayo (offices)
- b. Farm 98 Chitowa 2, Murehwa (business): These premises belong to TRAMPEC Pvt Ltd and have been offered for society's use and this constitution also serves as contract.

2. DEFINITIONS

Act means the Co-operative Societies Act [Chapter 24:05] or any subsequent legislation having similar objectives than the said Act and includes the regulations promulgated in terms thereof.

Active Member means a co-operative member who has shares and up to date subscription fees.

Allowance, in relation to a collective society, means any payment made to a member of the society in terms of its by-laws for work done for the society.

Animal means a bovine of the stock breed registered or eligible for registration in the Herd Book and words "cow", "cattle", "calf or calves", "ram", "goat" and/or "lamb" shall have the same meaning.

Annual General Meeting means a general meeting held in terms of society constitution or Act.

By-laws mean the registered or provisionally registered by-laws of a society.

Central Fund means the Central Co-operative Fund as required by the Act

Central Fund Committee means the committee appointed in terms of subsection (1) of section ninety-two of the Act.

Certificate of Provisional Registration means a certificate issued in terms of the Act.

Certificate of Registration means a certificate issued in terms of the Act

Chairman means the chairman of a registered society elected in terms of society's by-laws.

Co-operative Officer means a co-operative officer as required by section five of the Act.

Contract means an agreement, understanding or any other binding arrangement made by TRAMPEC Pvt Ltd on behalf of the co-operative, whether in writing or not.

TRAMPEC Pvt Ltd means an organisation responsible for establishing the co-operatives, training, management and land resources for the members. All the marketing of farm products shall be done through the organisation.

Dividend means a share of the net surplus of a society paid to the members in proportion to the shares held by them.

Employee includes any person, other than a member of the society, who receives any form of remuneration from a society.

General Meeting means a meeting of members of a registered society or a meeting of delegates referred to in section forty-six of the Act, and includes a first general meeting, an annual general meeting or a special general meeting.

Honorarium means a payment to a member of a registered society made in accordance with a resolution of a general meeting of the society in consideration for services by the member which would not otherwise be remunerated

Liquidator means a person appointed in terms of section one hundred and three to wind up a registered society.

Management Committee means the governing body of a registered society.

Manager means a person who has been appointed to be the manager of a registered society.

Member means any person who has been admitted to the membership of a registered society in accordance with the by-laws thereof and who is not disqualified from membership.

Minister means the Minister of National Affairs, Employment Creation and Cooperatives or any other Minister to whom the President may, from time to time, assign the administration of this Act.

Net Surplus means the portion of a society's surplus remaining after contributions have been made to the society's reserve fund and the Central Fund and any other funds provided for in the society's by-laws

Officer, in relation to a society, means—

- (a) the chairman, secretary, treasurer or manager of the society; or
- (b) a member of the management committee or any supervisory committee of the society;
or
- (c) any other person empowered in terms of the by-laws of the society or this Act to give directions in regard to the business of the society.

Patronage Bonus means a portion of the surplus of a society divided amongst its members in proportion to the amount of business they have done with the society.

Provisionally Registered, in relation to a society or by-laws, means provisionally registered in terms of the Act. DAMP Co-op may be provisionally registered until membership requirement is met.

Register means the Register of Co-operative Societies kept in terms of section ten of the Act.

Registered, in relation to a society or by-laws, means registered in terms of section seventeen of the Act.

Registrar means the Registrar of Co-operative Societies referred to in section four or any other person who performs any function of the Registrar that has been delegated or assigned to him in terms of section one hundred and twenty-one of the Act.

Secretary means the secretary of a registered society elected in terms of the society by-laws.

Society means DAMP Co-operative.

Special General Meeting means a general meeting held in terms of section forty nine of the Act.

Supervisory Committee means a committee elected in terms of section sixty-five.

Surplus means an excess of income over the expenditure of a society at the end of a financial year, as reflected in its audited financial statement.

Treasurer means the treasurer of a registered society elected in terms of section forty-seven or fifty-four of the Act

Winding-up order means an order for the winding up of a registered society issued in terms of subsection (6) of section sixteen or subsection (1) of section one hundred and two of the Act.

Zim-Asset Policy means a policy document produced by Zimbabwean Government to promote investment in all areas of industries.

3. OBJECTIVES

Subject to the provisions of the Act, Zim-Asset Policy and of this constitution the co-operative objectives shall be as follows:

- a. Promoting the economic and social interest of its members in accordance with Zim-Asset Policy and this constitution and as directed by TRUMPEC Pvt Ltd.
- b. Performing economic or social activity in the interest of its members.
- c. Participating in the overall economic and social development of the nation by increased production, improvement of supply and marketing channels and the mobilization of human resources.
- d. To encourage and promote the breeding and the genetic improvement of the production potential of animals in Zimbabwe.
- e. To maintain unimpaired the purity of the breed in Zimbabwe and promote the interests of the breed by all possible and available means. To promote the interest of the breed by all possible means and to encourage the preservation and development of the breed

- by using modern proven technology, to promote both production and management traits of economic value.
- f. To compile and maintain breed standards based on production testing records and visual appraisal for genetic defects and conformation in as far as it is related to functional efficiency. For this purpose all production data shall be made available to the Council, technical advisors, government, clients and appointed subcommittees.
 - g. To compile, keep and maintain accurate records of the pedigrees and performance particulars of all animals duly registered through the Society by the Association in the Herd Book.
 - h. To prescribe the format of classes at specific shows, to nominate judges who are considered qualified and competent to judge the breed; and to impress upon agricultural and show societies and others the advisability and necessity of appointing only judges recommended by the Society.
 - i. To allow the competitive showing of animals at Agricultural Shows.
 - j. To promote sales of recorded or registered livestock and to charge commission on such sales
 - k. To safeguard and advance the common interests of breeders in Zimbabwe, and generally to give effect to the objectives contemplated by the Act.

4. POWERS OF THE SOCIETY

Subject to the terms of the Constitution, the Society shall have the power:

- a. To carry out such functions and perform such duties as are or may be imposed upon it by virtue of its incorporation in terms of the Act and its membership of the Association.
- b. Generally to do all such acts as a body corporate may perform and which the Society may deem necessary for the attainment of its objectives.
- c. So long as the society is a corporate body, it shall not knowingly engage in, or support directly or indirectly, financially or otherwise, political activities.
- d. The society shall be able to amend its by- laws in accordance with the Act. The amendment shall come into effect once approved by the Registrar.
- e. Before the chairman submits the amendment to the Registrar, society members shall be informed of the change, at least 15 days before the amendment is passed by three quarters of the society.
- f. If the amendment is refused an appeal can be lodged to the Registrar.

5. MEMBERSHIP

5.1 Legible Members

Any natural person or group of natural people (to help each other meet the requirements of membership) who has attained eighteen years and is a citizen or ordinarily domicile in Zimbabwe is allowed to be a member of the society. Overseas Zimbabweans are encouraged to join and choose representatives in the country for the purposes of meetings and services required by the society. There is no need of a representative if the abroad member is able to attend. In order to become a member, the person shall meet the following:

- a. Be present and sign the constitution proposal at the preliminary general meeting.
- b. Apply by completing a registration form and getting accepted and registered by the society.

- c. Pay the required registration fee.
- d. Nothing in this constitution prohibits employees of the society or its clients or other affiliates to become members of the society.

5.2 Active Members

To become an active member, the person shall meet the following:

- a. Buy some shares or own an animal/s which meets the requirements of the society and is registered by the society.
- b. Pay an annual subscription fee and associated costs of the up keep of the animal and keep them up to date.
- c. A group which can meet the requirements in subsection (a) and (b). The group shall be considered as one individual member and shall have one number in the register. The group shall nominate one member to represent their interest and for the purposes of communication with the society.

5.3 Inactive Members

To become an inactive member, the person shall have:

- a. Failed to meet the requirements of close 5.2 subsection (a) and (b).
- b. Been under investigation or accused of an offence.
- c. A person or supplier who wishes to sell their products (milk or meat) through the society. The person has to pay commission and costs resulted from such a deal.

5.4 Disqualification of Members

A member can lose the membership, if the person is:

- a. Found to have falsely represented the society or acted as a member before all due fees are paid or acted in a way which is detrimental to the society.
- b. Convicted of a criminal offence.
- c. Failing to become an active member.
- d. Found to be forging signatures, or delete a record, or destroy or deface any society's documentation or certificates of registration.
- e. Deceased and no one is registered to take over.

5.4.1 Expulsion Procedure

- a. The management committee shall decide if the act of a member guarantees a disqualification or meets one of the elements in section 5.4.
- b. If found guilty the member shall be notified through writing and given a chance to respond within 30 days of that notification.
- c. If a member appeals, the member shall be called for a hearing with the management and if management is not convinced, the member shall get struck from the register without further notification.
- d. Members failing to become active members of the society after six months of qualifying shall be notified in writing to meet their membership requirements. The member shall respond within two weeks of such notification and suggest an

ultimatum on when they intend to become active. If no response is received the management shall struck the member of the register.

- e. If a member fails to honour the suggested ultimatum, then the member shall cease to be a member.

5.5 Restrictions on Members

Except with the consent of the Registrar no member shall:

- a. Join more than one society with the same objectives
- b. Hold more than one fifth of the total share capital of the society.
- c. Act as a member before holding any shares within the society.

5.6 Rights of Members

Members shall express their freedom and be able to either contribute fully or withdraw from the society all together:

- a. A member may suggest area of improvement or concern through writing, phone or report to the committee. Members should be informed of such a request and action taken.
- b. A member shall receive all reports and other matters published by the society.
- c. A member shall attend general meetings of the society unless otherwise indicated through writing that they are unable to attend.
- d. A member has the right to vote at the general meetings.
- e. In cases of members overseas or members unable to attend shall have representatives to attend and vote on their behalf at general meetings.
- f. Representatives mentioned in subsection 5.6 (e) shall not be appointed to hold any business or office for the society.
- g. All members of the society are bound by the provisions of this constitution and subsequent amendments or additions thereto and any additional rules or regulations laid down by a resolution taken at general meeting of the society.
- h. A member may withdraw the membership if they so wish. The notice period shall be two years as required by the Act.
- i. Members may elect a delegate to represent them in cases where the membership has gone over two thousand **(To be decided in the future)**.

5.7 Deceased Members

- a. Deceased members shall not be liable for debts or obligations of the society beyond the amount unpaid on shares held by them.
- b. The liability of the deceased member for the debts of the society as they existed on the date on which they cease to be member shall continue for a period of two years. If the first audit shows a credit balance in favour of the society, such liability shall forthwith cease.
- c. The estate of the deceased member shall be liable for debts of the society as they existed on the date of their death for a period of two years. . If the first audit shows a credit balance in favour of the society, such liability shall forthwith cease.
- d. If the deceased member has a natural person appointed in their will to take over the estate, then that person resumes the full membership of the society and liable for debts or obligations of the society.

- e. In cases of a group, one group deceased member shall not be considered as deceased.

5.8 Membership Admissions

- a. The society may admit any applicants to membership if they meet conditions in close 5.1.
- b. If an applicant has been refused admission the applicant shall be entitled to a refund equivalent to the joining fee.
- c. When making applications, the applicant shall choose a region as shown in section 7.2 where they wish to operate in and the registration would be entered according to their requirement.
- d. Members who get rejected have the right to appeal to the committee and shall be resolved according to subsection 5.4.1 c.

6 Subscriptions

- a. A member shall pay a joining fee of \$200.00 upon application for membership. The fees shall be kept in a reserve fund for the rest of membership and may not be used for anything else except as equity of the society.
- b. A member shall pay an annual fee of \$100.00 in advance which would be due on or before 1 January of each year.
- c. No annual fee shall be paid on the first financial year of joining.
- d. Members shall be liable for all costs associated with the animal up keep. The costs range from labour, pasture, grain/silage feed, health, energy, transport, repairs to fences and administration.
- e. A member shall pay a total of \$2280.00 (dairy) or \$1026.00 (beef) per cow (goats, lambs and or pigs are to be covered in future) annually to TRAMPEC Pvt Ltd for the costs mentioned in subclause 6 (d).
- f. A monthly total of \$190.00 or \$85.50 (dairy or beef) would be paid in advance on or before end of each month. These costs would be deducted by the society on behalf of its members once the milk production starts.
- g. Failure to pay due fees and costs may lead to fines or charges laid by the committee and may result in expulsion of the member as detailed in section 5.4.1
- h. Fines and charges laid against a member by the society shall be considered as debt due to the society.

Note: Costs will always vary depending on the input variations as well as the milk price.

7. Records and Registers

7.1 Custody and Inspection

- 1. The society must have at the office where the registers are kept and available during all reasonable hours for inspection by any member free of charge the following:
 - a. A copy of the Act and the regulation.
 - b. A copy of the rules of the society.
 - c. A copy of the minutes of each general meeting of the society.
 - d. A copy of the last annual report of the society.
 - e. The register of Directors, members and shares.
 - f. The register of names of persons who have given loans or deposits to or hold securities, debentures issued by the society.
 - g. The register of any loans made by or guaranteed by the society, and of any securities taken by the society.
 - h. The register of memberships cancelled under Part 6 of the Act.

- i. The register of notifiable interests.
- j. The register of subordinated debt.
- k. Such other registers as the regulation provides are to be open for inspection.
2. If a register is not kept on a computer, the person inspects the register itself.
3. If the register is kept on a computer, the person inspects a hard copy of the information on the register unless the person and the society agree that the person can access the information by computer.
4. A member is entitled to make a copy of entries in a register specified in sub-section (1) and to do so free of charge.
5. The Co-operative must:
 - a. Permit a member to inspect a document or make a copy of a document that the member is entitled to inspect or make under this section; and
 - b. Give the member all reasonable assistance to inspect the document or make the copy.
6. The Co-operative must have at the registered office and available during all reasonable hours for inspection by any such person such documents in relation to the society as are prescribed including:
 - a. A copy of the Act and the regulation;
 - b. A copy of the rules of the society
 - c. A copy of the last annual report of the society
7. The registers shall be kept up to date and showing the following:
 - a. Members name and address.
 - b. Date on which they became members.
 - c. Number and value of shares held by the member. Each member shall have a Herd Book copy.
 - d. When a member ceases to be a registered member the date on which a member ceased to be a member.
 - e. Such other particulars that may be deemed necessary by the society.
8. The audit and financial records of the society shall be kept and open to any interested parties.

7.2 Offices

DAMP Co-op offices are going to be established in the main centres of the provinces. In the initial stages of the society the office would be at TRAMPEC Pvt Ltd business locations and offices. Members shall access the registers on the company's website in the near future. The regions shall be as follows:

PROVINCE	REGION	IDENTIFIER CODE
BULAWAYO	1	1BYO
HARARE	2	2HRE
MANICALAND	3	3MAN
MASHONALAND CENTRAL	4	4MC
MASHONALAND EAST	5	5ME
MASHONALAND WEST	6	6MW
MASVINGO	7	7MAS
MATEBELELAND NORTH	8	8MATN
MATEBELELAND SOUTH	9	9MATS
MIDLANDS	10	10MID

8. SHARES

8.1 Member Shares

- a. A member shall have at least 2300 shares valued at \$1.00 each.
- b. A member shall buy at least one cow or pay an equivalent of \$2300.00.
- c. A member shall hold as many shares as they can but not exceeding one fifth of the total capital of the society.
- d. No member shall dispose animals or shares without the society's consent.
- e. If a member is in breach of subsection (d) the member shall pay to the society as liquidated damages a sum ascertained or as assessed by the society.
- f. All sales or transfers of shares shall be done through the society.
- g. If the member sales the animal or shares through the society, that sale shall become liable to any security or debt duly to be paid by that member to the society.
- h. Shares shall not be used as security or liable for any reason or loan acquired by such a member.

8.2 Transfer of Shares

Shares shall be transferable or movable between members as stipulated in the Act.

- a. Any member who ceases to be a registered member shall dispose of the shares.
- b. Every transfer shall be recorded and kept as per subsection 7.1 (7).
- c. A transfer shall be done to a nominated person who has a written notice signed before two witnesses or in a will in accordance with the Act.
- d. If the nominated person does not qualify to be a member, the shares shall be paid to the value and interest of the shares held by the deceased within six months.

8.3 Share Certificates

After buying any share in the society or registering a transfer of any share the society shall issue Share Certificate showing the following:

- a. The name of the society.
- b. The nature and value of the share.
- c. The name of the member or transferee as the case may be.
- d. Any conditions subject to which a share is issued.
- e. The amount, if any, unpaid on the share.
- f. The date on which the certificate is issued.

8.4 Debentures

The society shall seek approval of the Registrar in order to issue debentures after 3 years of operation if there is need to do so. The members shall review this at general meetings. However the society shall accept other funds either by pledges or voluntary savings from the members.

9. Audits of the Society

The society shall ensure that all its financial statements are audited at the end of each financial year as required by the Act Chapter 27:12. **(Financial year to be decided at the first general meeting)**

10. Property

- a. No society property shall be sold by a member or society without approval from the Registrar. Society's property includes buildings, furniture or equipment which is movable or not movable.
- b. The society shall acquire properties or equipment to do all its intended businesses.

11. Funds of the Society

The funds of the society shall consist of:

- a. Joining fee which is not refundable.
- b. Shares paid up by members.
- c. Voluntary savings by the members, which can be withdrawn after giving a notice to the society of at least three months.
- d. Deposits and loans made by non-members
- e. Any surplus in the reserve fund.
- f. Any donations received by the society.

11.1 Loans and Grants

- a. The society shall not grant a loan or allow a credit
- b. The society shall accept deposits or loans from non-members not exceeding one fifth of the total capital of the society.
- c. The society shall determine its maximum liability it may incur at a general meeting.
- d. Maximum liability shall not be exceeded.
- e. Five percent of the surplus may be allocated to the reserve fund.
- g. The reserve fund shall not be claimed by any member of the society according to the Act.

11.2 Pension

- a. The society may establish a contributory pension or provident fund for its members according to Pension and Provident Funds Act Chapter 24:09.
- b. Pension fund shall be used for pension services only.

11.3 Distribution of Surplus and Bonuses

- a. If at the financial year there is net surplus, after making contributions to the central fund and reserve fund, the society shall distribute the remainder as dividends or patronage bonuses among its members.
- b. The society shall pay dividends or issue paid up share as prescribed by the Minister.
- c. The society may contribute ten percent of the net surplus to a charitable organisation when passed by at least two thirds of the society at the general meeting.
- d. The distribution shall be in the form of share bonus.
- e. A member or past member holding bonus shares shall be entitled to redeem or transfer the shares after six months.

12. Central Fund

The society shall establish a central fund after the society meets the requirements of registering as a federation co-operative according to the Act.

13. Meetings

The supreme authority of the society shall be vested in the general meetings of its members. Every member shall have the right to attend and vote at general meetings.

13.1 General Meetings

- a. Every member shall be notified in writing fifteen days or more before the general meeting.
- b. Every notice shall have the agenda of the meeting and no other business to be discussed without the consent of the members.
- c. A member shall have one vote and in case of overseas members may vote if they meet requirements of sub-section 5.6 c, d and e.
- d. A member who fails to attend the meeting due to non-receipt of notice may apply in writing to the Registrar for the meeting to be nullified.
- e. Subject to sub-section 13.1 (d), a member shall prove beyond doubt that such a notice was never delivered and had no knowledge of the general meeting.
- f. If both chairman and the vice-chairman are absent, the members shall appoint one of the members to chair the meeting.
- g. Note: TRAMPEC Pvt Ltd management shall not be appointed as officers of the society but only have at least one representative to guide on the main objectives of the company as well as the society.

13.2 First General Meeting

- a. The society shall hold the first annual general meeting within three months of registration.
- b. Approval to defer the date shall be sorted from the Registrar if members are not able to meet the deadline.
- c. The business shall include election of management committee officers, constitution review and appointments of any other officers that may be required by the society.

13.3 Annual General Meetings

The society shall hold an annual general meeting attended by management committee not later than six months after the end of financial year.

- a. If the society fails to meet after six months for any reason the Registrar shall be notified specifying the reasons why the meeting wasn't held.
- b. Shall look at minutes of the general meeting preceding that annual general meeting.
- c. Shall look and discuss the audit reports and financial statements.
- d. Shall look and approve the work-plan presented by management of the society.
- e. Shall consider and agree on the way the surplus should be distributed.
- f. Shall discuss any amendments that may be included in the constitution.
- g. Shall elect management or officers as required by the society.
- h. Shall consider and determine the limits of borrowing by the society, if there is need to do so.
- i. Shall discuss any other business or matters raised by members or the Registrar.

13.4 Special Meetings

A special meeting could be called at any time by the management committee or the Registrar where it is considered to be necessary in the interest of the society to discuss urgent matters.

13.5 Quorum

The quorum at general meetings shall be twenty or one quarter of members or delegates of the society.

- a. If the meeting fail to meet the quorum within two hours, the meeting shall be adjourned and postponed by seven days and held at the same time and venue.
- b. Subject to subsection (a), if the quorum is not met for the second time, the members present shall be considered to constitute the quorum.
- c. If a meeting is held according to subsection (b) and the members present do not meet three quarters of the majority then the general meeting shall not have power to amend any by-laws of the society.

13.6 Voting

Every member shall have one vote on a matter or question to be decided at the general meeting of the society. Voting by proxy shall be allowed only for overseas members who may choose to use representatives subject to Registrar approval.

- a. Any question shall be decided by a majority vote.
- b. Votes shall be by show of a hand or secret ballot, whichever is decided by the members.
- c. In case of equal votes, the presiding officer shall cast a vote.

13.7 Minutes

The society management shall ensure that proper minutes of the proceedings of every general meeting are kept as required by the Act. Minutes of the previous general meeting shall be read and passed as a true record of the previous sitting. The chairman and secretary shall sign the minutes as evidence of the business transacted at that general meeting. The minutes shall include:

- a. The names of members or delegates present
- b. Name of the officer presiding as the chairman
- c. All resolutions and decisions taken

14 Management Committee

The society shall elect the management committee at its first general meeting as detailed in section 13.2. Members of the committee shall include the following:

- a. The Chairman
- b. The Vice-chairman
- c. The Secretary
- d. The Treasurer
- e. Committee members and/or delegates

Number of committee members shall be decided at the meeting and shall always include at least one delegate from CRAMPET Group management. Other delegates from the Registrar or government or clients may attend the meeting.

14.1 Removal of Management Committee Members

A management member may be suspended or removed only by a majority vote of members or delegates at a general meeting.

- a. If a member has been removed or suspended the committee may co-opt a member to fill in the vacant position.

14.2 *Qualifications of Management Committee*

No member shall be elected or co-opted as a member of the management committee if the member:

- a. Has been found guilty of criminal law in any country.
- b. Has been adjudged or declared insolvent or bankrupt or failed to honour their creditors.
- c. Is under investigation of fraud or any offence.
- d. Has been imprisoned for six months or more within five years of the election or co-option.
- e. Is not a member of the society.
- f. Has taken part, directly or indirectly, in any activity that is in competition with the society.
- g. Is an employee of the society
- h. Has been dismissed from employment by any other society.

14.3 *Term of Office*

The society management shall have a term of three years at most. A third of the management committee members shall retire at every annual general meeting to enable a smooth transition.

- a. Management committee member shall vacate the office if that member has failed to be at three consecutive meetings.

14.4 *Duties of the Management Committee*

The management committee shall be vested with the conduct and management of the affairs and business of the society. The management may exercise all powers that are necessary to achieve and maintain the goals of the society. The duties of the society shall:

- a. Prepare the society's budget before the start of the financial year.
- b. Present the budget to the society's annual general meeting for members' approval.
- c. Adhere to the approved budget in all respects.
- d. Call a special general meeting if there were revisions required on the budget for members' approval.
- e. Appoint sub-committees to carry out delegated work and other functions.
- f. May appoint a manager to do day to day activities of the society and reporting back to management every three months.
- g. May ask other employees to submit reports on membership, shares and other functions of the society.
- h. Open and operate banking accounts as detailed in section 11.
- i. Employ such persons required by the manager to assist in administer society's services.
- j. Fix terms and conditions of the employees.
- k. Dismiss or suspend any employee for any irregularity in the performance of society's duties.
- l. Report to the Registrar of any dismissals or suspensions of an officer.

14.4.1 Duties of the chairman and vice-chairman

- a. The chairman shall preside at all society's meetings.
- b. The vice-chairman exercises the duties of the chairman any time the chairman is unable to carry out his duties.

14.4.2 Duties of the secretary

- a. Shall maintain an up to date record of all records, documents and registers of the society.
- b. Shall keep an inventory of the property of the society.
- c. Shall sign and conduct the correspondence of the society.
- d. Shall summon members to attend meetings of the management and general meetings.
- c. Shall record the proceedings of every meeting.
- d. Shall perform any other duties that may be required the society's management.
- e. Where a manager has been appointed, the manger shall assume the duties of the secretary subject to general supervision.

14.4.3 Duties of the treasurer

- a. Shall handle all the financial transactions of the society including receipt of moneys and loans and disbursements and expenditure of the society.
- b. Shall prepare all the receipts, vouchers and documents required by the by-laws.
- c. Shall keep and maintain all the accounts and books of the society as required by the Act.
- d. Where a manager has been appointed, the manger shall assume the duties of the treasurer subject to general supervision.

14.4.4 Duties of the Manager

The duties of an appointed manager shall include but no limited to:

- a. Managing the business and property of the society.
- b. Attending general meetings and management committee meetings.
- c. Ensuring safe keeping of books and records of the society.
- d. Recruiting employees of the society with the approval of the management committee.

* **Supervisory committee** shall be formed when the membership number surpasses 50.

14.5 *Proceedings of Management Meetings*

The management committee shall meet at least once every month. Overseas officers may be waved to miss two meetings by the members if they see it fit to allow them time.

- a. The quorum of the management shall be three where the number of the management committee is five or less and 50% of the number where members are more than five.
- b. Minutes shall be recorded and kept according to section 13.7.
- c. The minutes shall be available for inspection by the Registrar or Auditor at any time.

14.6 *Liability of Management Committee*

The management committee of the society shall ensure that they discharge their duties diligently and shall be liable jointly and severally to the society for any loss incurred by the society due to their negligence, default, breach of duty or trust or due to any action taken by them contrary to the Act, the by-laws of the society or to a direction given by a general meeting.

14.7 *Restrictions of Management Committee*

No member of the management committee of the society shall:

- a. Make a profit for them-selves, from the business of the society.
- b. Receive a salary in respect of their duties.
- c. Receive an honorarium without the approval of the Registrar.
- d. Make a request of an allowance without the receipt of expenses incurred whilst carrying out duties of the society.
- e. Receive an allowance without the approval of the Registrar or general meeting resolution to meet any reasonable expenses the members may incur.

15 *Dissolution of the Society*

If for any reason the society decides to wind up or dissolve, the decision shall only be by order from the Registrar after:

- a. An enquiry has been held, in accordance to the Act, into the constitution, administration, management or the finances of the society.
- b. An audit of the society's accounts and books.
- c. Receiving a request to wind up or dissolve the society from the members' resolution at a general meeting called specifically for winding up.
- d. On receipt of an application from a creditor of the society to recover their money.
- e. The society has ceased to operate for a period of at least one year.
- f. If the membership falls below the minimum membership.
- g. Issuing a notice of society's winding up and published in the Gazette.

15.1 *Winding up Proceedings*

Members of the society may make an appeal if they are not happy with the decision made by the Registrar or the Liquidator.

- a. Upon winding up, the Registrar shall manage and control the society's liquidation and distribute the funds as required by the Act.
- b. Any member who, within six months before winding up order, conceals, remove, mutilates or falsifies any book or documents relating to the society property or affairs shall be guilty of an offence and liable to a fine.

16 *Special Conditions*

1. Nothing in this constitution prohibits TRAMPEC Pvt Ltd to deal with other people who are not members of the society. Individuals or organisations shall sell their milk or meat products to TRAMPEC Pvt Ltd if they so wish.
2. TRAMPEC Pvt Ltd shall be the sole buyer; trainer and provider of the society's pasture resources, milk harvesting and transportation of the society's produce.
3. Individual members who have enough resources to manage and run their own farms may do so, provided they meet the requirements and standards of TRAMPEC Pvt Ltd; and sell their products through TRAMPEC Pvt Ltd.