

# The Southern African Natural Products Trade Association

## CONSTITUTION

*As agreed by the Membership of the Association at its launch,  
Gaborone, Botswana, 6 September 2001*

*And Amended by the Membership of the Association at its first Annual General  
Meeting, Windhoek, Namibia, 25 April 2002*

*And Amended by the Membership of the Association at its second Annual General  
Meeting, Limbe, Malawi, 8 April 2003*

*And Amended by the Membership of the Association at its third Annual General  
Meeting, Livingstone, Zambia, 17 June 2004*

*And Amended by the Membership of the Association at its fourth Annual General  
Meeting, Harare, Zimbabwe, 16 June 2005*

*And Amended by the Membership of the Association at its fifth Annual General  
Meeting, Johannesburg, South Africa, 31<sup>st</sup> May 2006*

## 1. Establishment

- 1.1 It is hereby established the Southern African Natural Products Trade Association (hereinafter called PhytoTrade Africa).
- 1.2 PhytoTrade Africa shall be a non profit making organisation with the status of a common law *universitas*, endowed with powers to sue and be sued in its own name, to own property and dispose of property, and shall have the right of perpetual succession with separate existence from its members.

## 2. Definitions

In this Constitution, unless otherwise specified or inconsistent with the context, words and expressions shall have the following meanings;

- 2.1 "PhytoTrade Africa" shall mean the Southern African Natural Products Trade Association.
- 2.2 The "Board" shall mean the Board of Directors for the time being elected to run the affairs of PhytoTrade Africa in terms of this Constitution.
- 2.3 "Financial year" shall mean the period of 12 months from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December each year.
- 2.4 "Members" shall mean those members of the Association whose membership dues are fully paid.
- 2.5 The masculine shall include the feminine.
- 2.6 "Person" shall include corporate bodies.

## 3. Membership

There shall be two categories of membership of PhytoTrade Africa, as follows:

- 3.1 Corporate membership shall be accorded to any corporate body, governmental or non-governmental, trading or non-trading, profit-making or non-profit-making, which has applied and been accepted as a member of PhytoTrade Africa, and which has paid the appropriate annual membership fees. Corporate membership will generally be approved for any institution which demonstrates a significant commitment towards the alleviation of poverty in local communities through the promotion of fairly traded natural products.
- 3.2 Individual membership shall be accorded to any individual who has applied and been accepted as a member of PhytoTrade Africa, and who has paid the appropriate annual membership fees. Individual membership will generally be approved for any individual who demonstrates a significant commitment towards the alleviation of poverty in local communities through the promotion of fairly traded natural products, and who has reasonably shown his inability to join PhytoTrade Africa as a Corporate member, for whatever reason.

## 4. Application for membership

Any person or organisation shall be deemed to be a member upon acceptance of a written application for membership by the Board, as determined by two-thirds (2/3) of the

attending members at a Board meeting vote. Membership shall not become effective until payment of an annual subscription fee, which shall be determined by the Board from time to time, and signature to the provisions of this constitution. Membership categorisation shall be dependent upon the criteria laid down in section 3.1 and 3.2 of this Constitution. Where disputes may arise as to the acceptance of an application for membership, or the appropriate categorisation of a member, final decision shall rest exclusively with the Board.

5. Termination of membership

5.1 Membership of PhytoTrade Africa shall terminate if two-thirds (2/3) of the attending members of the Board at a Board meeting vote for a motion sustaining the expulsion.

5.2 A motion for the expulsion of a member shall always be included in the agenda for the meeting at which the motion will be voted on.

6. Register of members

The Board of the Association shall keep an up to date record of all members of PhytoTrade Africa from time to time, and each acceptance of membership or termination of membership shall be entered therein.

7. Voting

7.1. Every member shall be entitled to vote at an Annual General Meeting or a Special General Meeting.

7.2 Any member who owes money to PhytoTrade Africa, a payment of which is in arrears, shall not be entitled to vote at any meeting of PhytoTrade Africa.

8. Objects

8.1 To enable poor rural communities in the Southern African region to generate income through the sustainable utilisation of natural products.

8.2 To establish an effective institutional framework for market information exchange between member organisations and the affected communities.

8.3 To facilitate research and development efforts in the identification and sustainable utilisation of natural products.

8.4 To improve marketing efficiency and quality standards in natural products within the member countries and the world at large.

8.5 To establish strategic regional and international partnerships in natural products trade.

8.6 To promote fair trade practices in natural products in the Southern African region and internationally.

8.7 To provide a forum of member organisations and other professional interests for the exchange of ideas and knowledge on natural products trade and development.

8.8 To promote research and development of new natural products in the member countries.

- 8.9 To facilitate the creation or identification of markets for natural products.
- 8.10 To promote sustainable growth within the Southern African natural products industry.
9. Powers of the Board
- 9.1 To deal with the property and funds of PhytoTrade Africa for meeting objectives and purposes of PhytoTrade Africa, and to enter into all such contracts and to do all such other acts and things as may be necessary or expedient from time to time.
- 9.2 To enter contracts, sign leases, acquire permits or insurance as necessary.
- 9.3 To open and close banking accounts in the name of PhytoTrade Africa with commercial banks and to operate any such accounts by way of deposit and withdrawal as may be necessary for the proper conduct of the financial affairs of PhytoTrade Africa. All such cheques, promisory notes, bills of exchange and other instruments or documents which may be required in conduct and administration of the financial affairs of PhytoTrade Africa shall be signed by such persons as the Board may by resolution from time to time appoint.
- 9.4 To delegate its functions in respect of any of the affairs of PhytoTrade Africa which fall under its jurisdiction to any organisation or person as may be stated in the resolution of the Board from time to time.
- 9.5 To appoint, hire and dismiss employees, agents or contractors, and to set their conditions of service and remuneration either through its properly constituted meeting or through the executive officers of the association.
- 9.6 To fix and pay allowances and any costs and charges to any person or body in favour of furtherance of the objectives of the PhytoTrade Africa.
- 9.7 To form standing or adhoc committees as may be in the interests of the PhytoTrade Africa and to determine membership, duties, rights and obligations of such committees as it sees fit, and dissolve such standing or adhoc committees at its discretion.
- 9.8 To delegate powers to such agents or committees of PhytoTrade Africa as it sees fit.
- 9.9 To institute, conduct, defend, compound or abandon any legal proceedings by or against PhytoTrade Africa or any of its agents or otherwise concerning the affairs of PhytoTrade Africa and also to compound and allow time for payment or satisfaction of any such debts due to PhytoTrade Africa and of any claim or demand by or against PhytoTrade Africa.
- 9.10 To promote and amend or reject operational plans, activities or proposals other than those agreed upon by the Annual General Meeting or the Special General Meeting for the purposes of utilisation of funds received and/or earned by PhytoTrade Africa.
- 9.11 To employ agents and professional advisors and experts in any sphere where deemed necessary or advisable in the interests of the Association.
- 9.12 To collect dividend, rentals, subscription, interest and other income from time to time accruing to PhytoTrade Africa and to grant and issue valid receipts and acquittances.
- 9.13 To take out, maintain, relinquish and cede any policies or insurance.

10. Responsibilities of the Board

- 10.1 Within two weeks of each Annual General Meeting, the Board shall elect from among its members, a Chairperson, a Vice-Chairperson and a Treasurer.
- 10.2 The Board shall formulate policies and give directions to the activities of PhytoTrade Africa, through the executive office.
- 10.3 The Board shall be answerable to the Annual or Special General Meeting and shall carry out the resolutions of such meetings.
- 10.4 The Board shall make decisions and give mandate to the executive office to carry out the activities of PhytoTrade Africa.
- 10.5 The Board shall convene meetings through the Chairperson three times each year and as often as necessary.
- 10.6 The Board shall cause proper books of accounts to be kept and shall ensure that these are audited once in each financial year.
- 10.7 It shall keep a register showing the names of donors to PhytoTrade Africa and their addresses as supplied by them, including all such changes of address as they may from time to time advise, the amount of money or details of the assets donated by them.
- 10.8 Each Board member shall declare any conflicts of interests with the activities of PhytoTrade Africa or issues being discussed, voted upon or managed by the Board. No Board member shall be entitled to vote on any decision concerning any such matter where a conflict of interests exists.
- 10.9 The Board shall cause at the end of each financial year a report and an audited financial statement to be prepared of the assets of PhytoTrade Africa and of the manner in which the capital and the income thereof have been dealt with during the financial year in question. The statement shall be circulated at the Annual General Meeting to all members and other interested bodies.
- 10.10 The Board shall apply for or cause to be applied for all necessary permits, licenses, leases as may be required for the purposes of PhytoTrade Africa.
- 10.11 The Board shall deliberate and vote on any motions during its meetings concerning the conditions of service for the employees of PhytoTrade Africa.

11. Constitution of the Board

- 11.1 The Board shall consist of six members elected by the membership of PhytoTrade Africa.. no more than two of whom shall be from the same country. Each of these elected Board members shall be either the designated representative of a Corporate Member, or an Individual Member, of the Association.
- 11.2 The term of office for each elected Board member shall be for a period of three years. Upon completion of the term, Board members shall be eligible for re-election for further terms of three years each.

- 11.3 The Board shall be authorised after its election into office to co-opt a maximum of two additional members, who need not be either the designated representatives of a Corporate Member or Individual members of the Association. They shall be so co-opted on the basis of special skill or knowledge in specific areas which Board members deem essential for the furtherance of the objectives of PhytoTrade Africa.
- 11.4 The term of office of co-opted Board members shall be for a period of one year. Upon completion of the term, co-opted Board members shall be eligible for co-option for further terms of one year each.
- 11.5 Termination of membership to the Board shall take place on the occurrence of any of the following:
- i) Where a member has been elected to the Board and absents himself from three consecutive Board meetings without satisfactory explanation being given prior to the meeting, he shall automatically cease to be a member of the Board.
  - ii) Where a member has been elected to the Board as either a designated representative of a Corporate Member, or as an Individual Member, of the Association, and then subsequently ceases to be either a designated representative of a Corporate Member, or an Individual member, of the Association, he shall automatically cease to be a member of the Board.
  - iii) A member may resign from the Board by giving the Chairperson or the Chief Executive Officer 30 days written notice of his intention to do so.
  - iv) A Board member's membership shall terminate on the death of such member, declaration by a Court of competent jurisdiction that he is insolvent, a declaration by a competent Court that the member is insane in terms of the Mental Health Act Chapter 15:06 or its equivalent in the member countries, the member being convicted of any offence and being sentenced for a term of imprisonment without the option of a fine, or a finding approved by the two thirds (2/3) majority at a duly convened meeting of the Board that there is a serious impropriety in the conduct of the Board member, which conduct would include but would not be limited to, failure to disclose a conflict of interests, mismanagement of the Association's assets, conduct detrimental to the interests of PhytoTrade Africa or the engagement of the Board member in any trade or pursuit which in the opinion of the Board is of such a nature as to bring the name of PhytoTrade Africa into disrepute.
- 11.6 The co-opted members of the Board shall not have voting rights during the meetings of the Board and shall be so co-opted on the basis of special skill or knowledge in specific areas which Board members deem essential for the furtherance of the objectives of PhytoTrade Africa.
- 11.7 The Chief Executive Officer shall be an ex officio member of the Board but will not have voting powers.
- 11.8 The Chief Executive Officer shall act as a secretary to the Board and shall take minutes of the meetings and advise the Board on the day to day affairs of PhytoTrade Africa.

- 11.9 The Board shall continue to function notwithstanding that any vacancy would have arisen from amongst its members provided that its membership shall not fall below four in number.
- 11.10 Vacancies arising within the Board shall be filled in the following way:
1. A vacancy arising within the Board shall be notified to all PhytoTrade Africa members by the Chief Executive Officer. The notification to the members shall request members to make nominations within two weeks of the date of receipt of the notice.
  2. The notice requiring nominations shall be issued by the Chief Executive Officer within a period of four weeks from the date on which the vacancy arises.
  3. On receipt of the nominations, the Chief Executive Officer shall conduct a postal ballot amongst all members to elect a replacement to fill the vacancy.
12. The proceedings of the Board
- 12.1 Meetings of the Board shall be convened at the discretion of the Chairperson and in terms of this constitution three times a year or on the written request from at least three members of the Board or on a written request from at least one-third (1/3) of the general members of PhytoTrade Africa.
- 12.2 Four voting members of the Board shall constitute a quorum.
- 12.3 Written notice of the holding of a Board meeting shall be served on all Board members at least fourteen days before the proposed date of the meeting. The notice shall be accompanied by an agenda containing details of all resolutions to be discussed at the meeting and shall provide for the consideration of any other business as may arise.
- 12.4 If the Chairperson, the Vice-Chairperson and the Chief Executive Officer agree, that there is an urgent matter, a Special Meeting of the Board may be called on seven days written notice. Only matters of which notice have been given may be dealt with at the Special Meeting of the Board.
- 12.5 A Chairperson or if absent a Vice-Chairperson shall preside at every meeting of the Board or in the absence of both the members present shall choose one of their number to preside at the meeting.
- 12.6 All motions proposed for a decision by the Board at the meeting at which the quorum is present shall be determined by a majority of the votes of the members present and voting.
- 12.7 Each member present including the Chairperson shall have one vote and in the event of a tie the Chairperson or person presiding shall have in addition to the original vote, a casting vote provided always that no Board member owing monies to the Association shall be entitled to vote.
- 12.8 The Board meeting shall be held in the executive office of the Association unless otherwise specified in the written notice given.
13. The Annual General Meeting

- 13.1 The Board shall within six months of the end of each financial year convene an Annual General Meeting, except that the Board may authorise the postponement of the Annual General Meeting for a period not exceeding two months to allow adequate time for the preparation of the Annual Accounts and Annual Audit report and if it is satisfied that such a postponement is absolutely necessary.
- 13.2 Written notice specifying the date, place and time of the proposed Annual General Meeting shall be served on every member of PhytoTrade Africa at least 2 calendar months in advance of the meetings.
- 13.3 The Chairperson or if absent the Vice Chairperson of the Board shall preside at every Annual General Meeting. Twenty-five percent (25%) of the Corporate members, including members not physically present but represented by virtue of a duly signed proxy form, shall constitute a quorum for the Annual General Meeting, provided that at least ten percent (10%) of the Corporate members are physically present.
- 13.4 The agenda for the Annual General Meeting shall include but not limited to:
- a) The reading and adoption of the minutes of the previous Annual General Meeting and any Special General Meeting held during the previous year.
  - b) Matters arising from those minutes.
  - c) The presentation of the Annual Report from the Chairperson of the Board and on the activities and operations of the PhytoTrade Africa during the previous year.
  - d) The presentation of the financial report, which shall include audited financial statements, an audited balance sheet, a statement of the Board's surpluses and retained for the previous year.
  - e) The nomination and approval of auditors for the coming financial year.
  - f) The Chief Executive Officer shall record all minutes of the Annual General Meeting including a list of the persons attending.
14. Special General Meeting
- 14.1 A Special General Meeting may be convened by the Board, or on the written request of at least one-third (1/3) of the Association's fully paid up members.
- 14.2 A Special General Meeting requested by the one-third (1/3) of Association members shall be convened by a notice issued by the Chief Executive Officer to all members within 30 days of the receipt of the request.
- 14.3 Twenty-five percent (25%) of the Corporate members, including members not physically present but represented by virtue of a duly signed proxy form, shall constitute the quorum at any Special General Meeting, provided that at least ten percent (10%) of the Corporate members are physically present.
- 14.4 A Special General Meeting shall deal with specific motions for the amendment of the Constitution, the expulsion of a member or any such matters as may be included in the notice of the said meeting.

14.5 The Chief Executive Officer shall take and record all the minutes of the Special General Meeting and shall function *mutatis mutandis* as if attending the Annual General Meeting.

15. Votes of Members

15.1 Every member shall be entitled to vote at an Annual General Meeting or a Special General Meeting

15.2 On a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote.

15.3 Any member who owes money to the Association, the payment of which is in arrears, shall not be entitled to vote at any meeting of the Association.

16. Proxies

16.1 The instruments appointing a proxy shall be in writing under the hand of the appointee or of his agent duly authorised in writing. A proxy must be a member of the Association, provided that no member may carry proxy votes for more than two other members at any one time.

16.2 The instrument appointing a proxy shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and no proxy shall be used at an adjourned meeting which could not have been used at the original meeting.

16.3 The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit:

I, \_\_\_\_\_  
being a member of \_\_\_\_\_  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_

as my proxy to vote for me and on my behalf at the Annual General Meeting (as the case may be) of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof as follows:

	In Favour	Against	Abstain
Resolution to			
Resolution to			
Resolution to			

(indicate instruction to proxy by way of a cross in space provided above). Unless otherwise instructed, my proxy may vote as he thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 200

SIGNATURE

(Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and on a poll vote in his stead, provided such proxy also be a fully paid up member of the Association).

17. Remuneration

17.1 The Board members shall not receive any remuneration or fees for services rendered, but where necessary, PhytoTrade Africa shall have the right to pay to the Board members the reasonable expenses incurred by them in attending official meetings of PhytoTrade Africa out of its funds.

17.2 The Board members may receive sitting allowances and/or travel allowances for official meetings of PhytoTrade Africa as prescribed by a motion approved at the Annual General Meeting.

17.3 The motion proposing allowance rates and an annual limit to the number of such paid official meetings shall be discussed at a properly convened Annual General Meeting.

18. The Executive Office

The Executive Office shall be employed by the Board for the execution of the Association's annual workplans.

19. Amendment

The provisions of this Constitution may be amended provided that all members have been duly notified of the motion for the amendment and that such motion has been approved by two-thirds (2/3) majority of voting members at a General Meeting duly convened.

20. Zimbabwean Law

This Constitution and its interpretation and effect shall be in terms of the laws of Zimbabwe and all disputes arising in connection with such interpretation or application of this Constitution shall be resolved in terms of Zimbabwean law.

21. Domicilium citandi et executandi

The *domicilium citandi et executandi* of PhytoTrade Africa shall be at the offices of the host organisation for the time being Number 6 Divine Rd, Milton Park, Harare or any such office as the Board may choose from time to time.