

**CONSTITUTION OF THE  
METAL RECYCLERS ASSOCIATION OF SOUTH AFRICA  
Amended 2018**

**1. NAME**

The name of the Association shall be the METAL RECYCLERS ASSOCIATION OF SOUTH AFRICA (MRA).

**2. STATUS OF THE ASSOCIATION**

This Association shall be a body corporate with perpetual succession capable of entering into contractual and other relations and of suing and being sued in its own name and shall be an organisation not for gain.

**3. DEFINITIONS**

3.1 FERROUS and NON-FERROUS metal recycling shall mean:

3.1.1 The purchasing, selling and distributing of ferrous and non-ferrous metals in any form, including scrap, ingots, semi-manufactured and manufactured articles;

3.1.2 The purchasing of plant, machinery, equipment and other manufactured articles made from ferrous and non-ferrous metals for the purpose of dismantling, cleaning, sorting and grading; and

3.1.3 the dismantling, smelting, cleaning, shredding, granulating, sorting, grading, cutting, preparing and baling of ferrous and non-ferrous metals, either by hand or by the use of specialised plant, machinery and equipment, for their use by the consuming works such as foundries, mills, smelters, refiners and manufacturers; but excluding

3.1.3.1 the business carried on mainly

or exclusively for the sale of motor vehicles or motor vehicle parts and/or spares and/or accessories (whether new or used) pertaining thereto, whether or not such sale is conducted from premises which are attached to a portion of an establishment wherein is conducted the assembly of, or repair to, motor vehicles;

3.1.3.2 the business of motor graveyards.

#### 4. **OBJECTS**

The objects of the Association shall be –

- 4.1 to co-operate with other organisations of employers and/or trade unions or any bargaining council or conciliation board which may be established to deal with matters which affect members;
- 4.2 to promote the interests of members and the industry as a whole;
- 4.3 to promote, support or oppose, as may be deemed expedient, any proposed legislative or other measures affecting the interests of members or the industry;
- 4.4 to seek direct representation on government and other forums which directly affect members or the industry;
- 4.5 to lobby government and other authorities and stakeholders to introduce measures which support and promote the industry and ensure the sustainability and growth of the industry through the formulation of specific strategies and priorities;
- 4.6 to encourage and promote ethical, legal and environmentally compliant business practices by all its members;
- 4.7 to seek ethical trading standards from related parties;
- 4.8 to work towards ensuring balanced reporting on the industry by the media.
- 4.9 to do such other lawful things as may appear to be in the interests of the organisation and its members

and which are not inconsistent with the objects or any matter specifically provided for in this Constitution.

#### 5. **MEMBERSHIP**

Employers or business owners engaged in the ferrous and non-ferrous metal recycling trade, or employers or business owners engaged in industries allied to that of metal recycling, shall be eligible for membership of the Association, but only South African registered entity members will be entitled to vote or nominate a representative to the Executive Committee.

#### 6. **APPLICATION FOR MEMBERSHIP**

- 6.1 Applications for membership shall be lodged with the Secretary of the Association in such form as is from time to time determined by the Executive, which shall include the advance payment of an entrance fee and/or accreditation fee and/or administration fee and/or inspection fee, in addition to a pro rata amount of one (1) year's subscriptions calculated from the date of acceptance to the 31st of March.
- 6.2 Applications for membership shall be circularised to all members. Any member shall be entitled to object to any application within fourteen (14) days of despatch of such circular. Every application shall, after the period for lodging objection has expired, be considered by the Executive Committee at the subsequent Executive Committee meeting, to which meeting all objectors (if any) shall be invited, to state the grounds of such member or member's objection. An objecting member, if not a member of the Executive Committee shall, after stating his/her objection, leave the meeting while the application is considered.
- 6.3 If admission to membership is refused by the Executive Committee, the applicant concerned shall be notified

in writing and shall have a right of appeal to the next General Meeting of the MRA which shall have power to confirm or reverse the decision of the Executive Committee. Such an appeal shall be in writing and shall be submitted to the Secretary at least two (2) weeks before the General Meeting of the MRA. The General Meeting's decision shall be final.

- 6.4 An applicant to whom admission to membership is refused shall be provided with reasons for such refusal and shall be entitled to a refund of any membership subscriptions paid, but not the administration nor inspection fee.
- 6.5 A member who has resigned or been expelled from the MRA may be readmitted to membership on such conditions as the Executive Committee may determine.
- 6.6 It is a condition of membership that members who trade in ferrous and/or non ferrous scrap metal must at all times comply with the Second Hand Goods Act of 2009 and the supporting regulations thereof, which includes allowing annual inspections of all sites by a duly appointed Association representative.

## **7. CHANGE IN INFORMATION**

- 7.1 Every member shall notify the Secretary in writing of changes in –
  - 7.1.2 postal address and/or trading address;
  - 7.1.3 trading name;
  - 7.1.4 directors or partners;
  - 7.1.5 shareholders of private companies (only);
  - 7.1.6 company & VAT registration status;
  - 7.1.7 telephone, fax and email contact details;
  - 7.1.8 representative contact person;
  - 7.1.9 changes to or new branch details.

## **8. SUBSCRIPTIONS**

- 8.1 Annual membership subscriptions will be reviewed annually by the Executive Committee which will determine the necessary fee after considering the Association's projected income and expenditure per annum, provided such amounts do not exceed the Association's total projected expenditure divided equally by the total number of members. Subscriptions will not exceed R10 000 per annum excl VAT for the period commencing April 2014, subject to an annual escalation for each year thereafter which shall not exceed 10% per annum.
- 8.2 Subscription fees shall become due and payable against presentation of invoice at the start of each new financial period commencing 01 April.

## **9. REPRESENTATION OF MEMBERS**

A member shall be entitled to appoint one person in the employ of the member, to represent him/her for MRA matters. Such representative shall at all times be a person acceptable to the Executive Committee. A member may change their representative from time to time. The name and address of the person so appointed shall be communicated to the Secretary of the MRA in writing by the member concerned, who shall as a matter of course advise the Executive Committee of the change for approval by the Executive Committee, which approval shall not be unreasonably refused. Notwithstanding anything to the contrary contained in this Constitution, a reference to a member shall be deemed to include a person appointed to represent that member.

## **10. MEETINGS**

- 10.1 **Frequency and Type of Meeting**
  - 10.1.1 'Annual General Meetings' shall be held annually.

- 10.1.2 'General Meetings' of the Association shall be held as and when deemed necessary by the Chairperson or Vice Chairperson of the Association;
- 10.1.3 'Special General Meetings' of the Association shall be called whenever desired by a majority of the Executive Committee or upon a requisition signed by not less than ten (10) members of the Association in good financial standing.
- 10.1.4 'Executive Meetings' of the Association shall be held as and when deemed necessary by either the Chairperson or Vice Chairperson of the Association.

**10.2 General Procedure**

- 10.2.1 All motions at meetings of the Association shall, if the Chairperson of the Association so decides, be reduced to writing and shall be delivered to the Secretary to be read to the meeting. No motions shall be considered unless seconded. All matters forming the subject of motions shall be decided by the votes of a majority of those present except in the case of elections when the candidates to the required number receiving the highest number of votes shall be declared elected (and unless otherwise provided herein), voting shall be by a show of hands or via a ballot. Each member shall have one vote only. A member not represented by a single individual shall appoint a representative duly appointed in compliance with the provisions of clause 9 hereof, and only such representative shall have the right to vote.

This clause shall not be deemed to prevent more than one principal of any member from attending MRA meetings.

- 10.2.2 No member shall be allowed to speak for longer than ten minutes on any matter unless a majority of members present agree.
- 10.2.3 All matters of procedure on which this Constitution is silent shall be decided by a majority vote of the members at a General Meeting.
- 10.2.4 The proceedings of any meeting shall not be invalidated by reason of the non-receipt of any member of the Notice of Meeting.
- 10.2.5 At every meeting of the Association, the minutes of the last preceding like meeting shall be tabled and signed by the Chairperson or Vice Chairperson after confirmation.
- 10.2.6 All notices for meetings shall have an agenda attached, which will be circulated by e-mail prior to the meeting date.

**10.3 Annual General Meeting**

- 10.3.1 The Annual General Meeting of the Association shall be held within six months of the end of the financial year of the Association.
- 10.3.2 **Notice of Meeting**  
Notice of the Annual General Meeting of the Association showing the business to be transacted shall be given to members not less than fourteen (14) days before the date of such meeting.
- 10.3.3 **Quorum**  
The quorum for Annual General Meetings shall be 20% of the MRA's members. If

within fifteen minutes of the time fixed for any meeting a quorum is not present, the meeting shall stand adjourned to a future date as determined by the last elected Executive Committee. At such adjourned meeting, of which written notice shall have been given, the members present shall form a quorum.

#### 10.3.4 **Business of the Meeting**

The purpose of the Annual General Meeting shall be:

- 10.3.4.1 to confirm the minutes of the previous meeting;
- 10.3.4.2 the election of no less than seven (7) and no more than nine (9) office bearers to the Executive Committee for the ensuing term of office, elected from a list of persons nominated who have had their names submitted in writing to the Association Secretary within a predetermined timeframe, prior to the commencement of the AGM;
- 10.3.4.3 to confirm the appointment of the Secretary for the ensuing term of office;
- 10.3.4.4 to confirm the appointment of auditors for the ensuing term of office;
- 10.3.4.5 the adoption of the financial statements;
- 10.3.4.6 to attend to any other matters on the proposed agenda;
- 10.3.4.7 The purpose of the Annual General Meeting shall not, however, be to

discuss any commercial issues of any nature whatsoever.

### 10.4 **General Meetings**

#### 10.4.1 **Notice of Meeting**

Notices of General Meetings of the Association showing the business to be transacted thereat shall be given to members not less than twenty-four (24) hours prior to such meetings. The period of notice of meetings shall otherwise be decided by the Chairperson of the Association.

#### 10.4.2 **Quorum**

The quorum for General Meetings of the Association shall be 20% of the members in good financial standing. If within fifteen minutes of the time fixed for any meeting, or within any extended time as may be decided on by the Executive Committee at the time, a quorum is not present, the meeting shall stand adjourned until a future date as determined by the Executive Committee. At such adjourned meeting of which written notice shall be given the members present shall form a quorum.

### 10.5 **Special General Meetings**

#### 10.5.1 **Notice of Meeting**

Notices of Special General Meetings of the Association shall be called by the Chairperson within one month from the date of receipt of the requisition by a majority of the Executive Committee or upon a requisition signed by not less than ten (10) members of the Association.

### 10.5.2 **Quorum**

The quorum for Special General Meetings shall be 20% of the members. If within fifteen minutes of the time fixed for any meeting, or within any extended time as may be decided on by the Executive Committee at the time, a quorum is not present, the meeting shall stand adjourned until a future date as determined by the Executive Committee. At such adjourned meeting of which written notice shall be given the members present shall form a quorum.

## 10.6 **Executive Committee Meetings**

10.6.1 The Executive Committee of the Association shall meet as and when deemed necessary by the Chairperson of the Association, but not less than once every three (3) months.

10.6.2 Meetings of the Executive Committee of the Association shall otherwise be called by the Chairperson of the Association upon a requisition received from the majority of members of the Executive Committee in which event the meeting shall be called within three (3) days of receipt of the requisition by the Chairperson of the Association.

### 10.6.3 **Notice of Meeting**

Members of the Executive Committee shall be notified in writing of the time and place of meetings of the Executive Committee by the Secretary not less than twenty-four (24) hours prior to such meeting. The period of notice of meetings shall otherwise be decided by the Chairperson of the Association. All matters for consideration by the Executive

Committee shall be decided on a motion duly seconded and voted upon by a show of hands.

### 10.6.4 **Quorum**

The quorum for meetings of the Executive Committee shall be a majority of the members of that body. If within fifteen minutes of the time fixed for any meeting, or within any extended time as may be decided on by the Executive Committee at the time, a quorum is not present, the Meeting shall stand adjourned until a future date as determined by the Executive Committee and at such adjourned meeting, of which written notice shall have been given, the members present shall form a quorum.

## 11. **OFFICE BEARERS AND OFFICIALS**

The duties of the Office Bearers and Officials shall be:

11.1 To elect from within the elected Office Bearers a Chairperson, Vice Chairperson and Treasurer.

### 11.2 **The Chairperson of the Association**

The Chairperson of the Association shall preside at all meetings, enforce observance of the Constitution of the Association, sign Minutes of meetings after confirmation, generally exercise supervision over the affairs of the Association, and perform such other duties as by usage and custom pertaining to the office. He/she shall not have a deliberative vote but shall, in the event of an equality of voting, have a casting vote.

### 11.3 **Vice Chairperson of the Association**

The Vice Chairperson would ordinarily succeed the Chairperson upon the commencement of a subsequent term of office, unless agreed otherwise by the Executive Committee, and he or she shall

exercise the powers and perform the duties of the Chairperson in the absence of the latter.

#### 11.4 **Treasurer of the Association**

11.4.1 The Treasurer shall generally supervise all financial affairs of the Association.

11.4.2 The Treasurer shall submit records in regard to the financial position of the Association to the Executive Committee and perform such other duties as the Executive Committee or General Meeting may direct.

11.4.3 In addition to the above duties, the Treasurer shall keep or oversee proper books of account, and shall ensure the auditing of such books and the preparation of the annual balance sheet and statement of income and expenditure and the making available thereof to members.

#### 11.5 **Secretary of the Association**

11.5.1 The Secretary shall keep books in such form as shall be prescribed by the Executive Committee; receive requisitions for meetings; issue notices of meetings; conduct correspondence of the Association; keep originals of letters and emails received and copies of those despatched and at each meeting of the Executive Committee table those despatched and received since the previous meeting if so required; attend all meetings and record Minutes of proceedings, but shall have no voting power at such meetings; keep a register of members, record therein every member's address, date of enrollment, and in respect of every year the subscriptions, entrance fees and any levies paid by such member, and in the event of the resignation or expulsion of a member, the date thereof; collect

subscriptions, and levies, issue official receipts for all monies, bank all monies and perform such other duties as the Executive Committee or General Meeting may direct.

11.5.2 In addition to the above duties, the Secretary shall take the necessary steps to ensure that the requirements of Sections 98-101 of the Labour Relations Act 66 of 1995 are complied with. The Secretary shall, together with the Treasurer, ensure the keeping of proper books of account, the auditing of such books and the preparation of a balance sheet and statement of income and expenditure, and the submission or making available thereof to members.

11.5.3 The Secretary may resign on giving three month's notice in writing to the Executive Committee and may be discharged by the Executive Committee on similar notice being given for serious neglect of duty or misconduct. In the event of the office becoming vacant, the Executive Committee shall appoint a temporary incumbent who shall hold office until the next Annual General Meeting.

#### 11.6 **Acting Chairperson of the Association**

In the event of both the Chairperson and Vice Chairperson being unable, either temporarily or permanently, to perform their duties, the Executive Committee shall appoint a member of the Executive Committee to act as Chairperson. Such appointment shall, unless it is of a temporary nature, be subject to confirmation or otherwise at the first ensuing General Meeting. The Acting Chairperson shall hold office until the Chairperson or Vice Chairperson is able to resume his duties or until the next election, whichever is the shorter period.

## 12. EXECUTIVE COMMITTEE

- 12.1 The management of the affairs of the Association between Annual General Meetings shall be vested in an Executive Committee consisting of the Chairperson, Vice Chairperson, Treasurer and in addition six (6) representatives of members in good standing.
- 12.2 The Executive Committee, elected at the Annual General Meeting of the Association, shall hold office until the next Annual General Meeting and thereafter until their successors are appointed. They shall be eligible for re-election on termination of their period of office, and may co-opt, during their term of office, four (4) further members, provided that the members co-opted to the Executive Committee shall have no voting power at meetings of this committee.
- 12.3 Vacancies occurring on the Executive Committee shall be filled at the first ensuing General Meeting. A member appointed to fill a vacancy shall hold office for the unexpired portion of the period of office of his/her predecessor.
- 12.4 A member of the Executive Committee shall vacate his/her seat in any one of the following circumstances:
- 12.4.1 On suspension or expulsion from membership of the Association;
  - 12.4.2 On absenting himself/herself without permission of the Executive Committee from three consecutive General Meetings or meetings of the Executive Committee;
  - 12.4.3 On resigning by giving one month's written notice to the Secretary;
  - 12.4.4 On his/her membership of the Association ceasing to be in good financial standing.
- 12.5 **Powers of Executive Committee**  
The Executive Committee shall, subject to the general

direction and control of General Meetings and to the provision of this Constitution, have power:

- 12.5.1 to recommend the Association's participation in the establishment of a bargaining or statutory council under the provisions of the Labour Relations Act 66 of 1995;
- 12.5.2 to engage and dismiss employees, including the Secretary of the Association, to fix their remuneration and to define their duties;
- 12.5.3 to appoint sub-committees as it may deem necessary for the purpose of investigating and reporting on any specific matter referred to such sub-committee by the Executive Committee. These sub-committees shall comprise no less than three and no more than five Executive Committee members (excluding co-opted persons) and any decision made must be based on absolute consensus being achieved by the (voting) members of that sub-committee. In the event that a sub-committee fails to achieve such consensus, the sub-committee will first defer to the Chairman and thereafter the remaining Executive Committee. Decisions made by sub-committees may be over-riden by a majority vote at any subsequent Executive Committee Meeting;
- 12.5.4 to admit or refuse to admit employers to membership of the Association, to fix the conditions under which former members of the Association may be re-admitted to membership and to suspend, fine or expel any member for cause appearing sufficient to a majority of the Executive Committee;
- 12.5.5 to obtain legal advice on any question



of law affecting the administration of the Association, to institute or defend legal proceedings by or against the Association, or on behalf of or against individual members, to employ an attorney or an attorney and Counsel in any legal matter which may have an effect on the members of the MRA;

- 12.5.6 to acquire either by purchase, lease or otherwise, any movable or immovable property on behalf of the Association and to sell, let or mortgage or otherwise deal with or dispose of any movable or immovable property belonging to the Association;
- 12.5.7 to open and operate a banking account in the name of the Association;
- 12.5.8 To do such other lawful tasks as, in the opinion of the Executive Committee, appear to be in the interest of the Association and which are not inconsistent with the objects set out in Clause 3 or any matter specifically provided for in this Constitution.

### 13. FINANCE

- 13.1 The funds of the Association shall be applied to the payment of expenses, the acquisition of property, the attainment of the objects specified in Clause 3 of this Constitution and such other purposes as may be decided upon by the Executive Committee or a General Meeting of members voting by a ballot for the attainment of the said objects.
- 13.2 The Executive Committee may at any time, with a view to securing funds for a particular purpose, impose a special levy on each member, subject to such action being ratified by the majority of members present at an Annual General Meeting or a Special General Meeting.

13.3 The Executive Committee shall strive to maintain reserves equal to 1 x total annual operating expenses, calculated as the average of the three years preceding the current period.

13.4 A balance sheet and a statement of income and expenditure in respect of each year ending 31 March, shall be audited by a Public Accountant appointed by a General Meeting. The auditor shall be appointed from amongst persons other than the members of the Executive Committee of the Association, and true copies of the audited balance sheet and statement of income and expenditure for the year and of the auditor's reports thereon shall be circulated to all members.

13.5 A member who resigns, or is expelled, shall have no claim on the funds of the Association as and from the date on which the resignation or expulsion takes place.

13.6 Payment via electronic transfer, cheques, promissory notes, bills of exchange and other negotiable instruments shall be authorized by any two of the following: the Chairperson, the Vice Chairperson, the Treasurer, a single other member of the Executive Committee as approved of by the Executive Committee.

### 14. REPRESENTATIONS ON BARGAINING AND STATUTORY COUNCILS

14.1 A General Meeting may at any time decide that the Association shall become a party to a bargaining or statutory council established in terms of the Labour Relations Act 66 of 1995 and may, subject to the provisions of its Constitution, determine the number of representatives to be appointed by the Association on such body.

- 14.2 Candidates for election as representatives on any such bargaining or statutory council may be nominated at the meeting and the elections shall take place by ballot.
- 14.3 Representatives on a bargaining or statutory council may be removed by a General Meeting and may resign on giving one month's notice to the Executive Committee, or such notice as may be prescribed in the Constitution of the council concerned.
- 14.4 In the event of the resignation or death of a representative or his/her removal by a General Meeting, the vacancy shall be filled by a representative of the Executive Committee pending the next General Meeting.
- 14.5 Representatives shall have full power to enter into agreements on behalf of the Association and such Agreements shall not be subject to ratification by the Executive Committee or a General Meeting.
- 14.6 Representatives on any bargaining or statutory council shall be appointed to represent the Association at a General Meeting and the provisions as to appointment and removal shall be as set out in Clauses 14.3 and 14.4 hereof or on ceasing to be a member of the Association or a representative of a member as prescribed in Clause 9 hereof.

**15. BALLOTS**

- 15.1 In addition to those cases in respect of which the taking of a ballot is compulsory in terms of this Constitution, a ballot on any question may be taken if a General Meeting or the Executive Committee so decide, and shall in addition be taken –
  - 15.1.1 if demanded in writing by not less than ten (10) members of the Association in good financial standing;

- 15.1.2 on any proposal to declare or take part in a lock-out.
- 15.2 Ballots shall be conducted in the following manner –
  - 15.2.1 notice of a ballot shall be given to each member of the Association in writing by the Secretary at least seven (7) days before the ballot is to be taken, provided that a ballot may be taken without notice at any General Meeting on the decision of a majority of the members present.
  - 15.2.2 Two scrutineers shall be appointed by the Executive Committee or a General Meeting to supervise any ballot and to ascertain the result thereof;
  - 15.2.3 Ballots shall be conducted at the place, on the date, and during the hours as may be specified in the notice referred to in paragraph 15.2.1 of this sub-clause.
  - 15.2.4 Ballot papers shall be provided by the Executive Committee. One ballot paper only shall be issued on demand at the place and during the hours fixed for the taking of the ballot to each member who is entitled to vote.
  - 15.2.5 Each member's representative shall, in the presence of the scrutineers, be issued with one ballot paper, which he/she shall thereupon complete, fold and deposit in a container provided for that purpose.
  - 15.2.6 For the purpose of reconciling, only those votes received from paid-up members in good standing will be considered valid.
  - 15.2.7 Ballot papers shall be marked to specifically record the voting member's company name. Papers not marked in this manner and

bearing any other uncalled for marks shall be regarded as spoilt and shall not be counted.

15.2.8 On completion of the ballot or as soon thereafter as possible the result thereof shall be ascertained by the scrutineers in the presence of the Secretary and made known through this officer.

15.3 Except as provided in the Labour Relations Act 66 of 1995, the Executive Committee shall be bound to take action according to the decision of a majority of the members voting by ballot.

15.4 No ballot involving the declaration of or participation in a lock-out shall be taken until the matter given occasion therefor has been dealt with as provided in the Labour Relations Act 66 of 1995.

## 16. FINES

Whenever in this Constitution provision is made for the imposition of a fine on a member, such fine shall not exceed R10 000.00 (ten thousand Rand) in the case of a first offence, and R50 000.00 (fifty thousand Rand) in respect of any further offence.

## 17. SUSPENSION OF MEMBERSHIP

17.1 A member firm may be suspended where the Executive Committee considers that by virtue of one or more of the following changes without appropriately informing the Secretary of the Association, the member no longer qualifies as a member in good standing:

17.1.1 a member firm has admitted or omitted a partner or partners.

17.1.2 where there has been a change of shareholders in a private company.

17.1.3 where there has been a change in directors.

17.1.4 the representative of a member firm who has

been suspended shall, during the period of suspension, be suspended from holding any office in the Association.

## 18. RE-ADMISSION OF SUSPENDED MEMBER

18.1 A member firm whose membership has been suspended in terms of Clause 17 hereof shall apply for a removal of the suspension and shall have its suspension withdrawn, alternatively its membership terminated.

18.2 The application or reinstatement as a member shall be lodged with the Secretary of the Association in such form as is from time to time determined by the Executive Committee.

18.2.1 The Secretary of the Association shall circularise to all members the application for reinstatement.

18.2.2 Any member shall be entitled to object to the application for reinstatement within fourteen (14) days of dispatch of such circular. Every application shall, after the period of lodging objection has expired, be considered by the Executive Committee at a meeting, to which meeting all objectors shall be invited to state the grounds of objection. An objecting member shall, after stating its objection, if not a member of the Executive Committee, leave the meeting while the application for reinstatement is considered.

18.2.3 If reinstatement is refused by the Executive Committee, the applicant concerned shall be notified in writing and shall have a right of appeal to the next General Meeting of the Association which shall have power to confirm or reverse the Executive Committee's decision.

18.2.4 Any member who has applied for reinstatement and whose application for reinstatement has been refused shall cease to be a member of the Association.

**19. TERMINATION OF MEMBERSHIP**

19.1 A member shall cease to be a member where –

19.1.1 a member has resigned; or

19.1.2 a member has been expelled from the Association.

19.2 A member may resign on giving one (1) month's notice in writing to the Secretary, provided that no resignation shall take effect until all monies due to the Association by the member concerned have been paid.

19.3 A member whose membership fees are more than twelve (12) months in arrears shall automatically cease to be a member of the Association. Such person shall, however, be liable for all monies due to the Association as at the date on which it ceases to be a member of the Association.

**20. RE-ADMISSION TO MEMBERSHIP**

A member whose membership has been terminated may re-apply for membership and may be re-admitted on such conditions in regard to payment of subscriptions as the Executive Committee may determine.

**21. DISCIPLINE**

21.1 A member may be suspended, fined or expelled as may be determined by the Executive Committee –

(a) if he/she fails within thirty (30) days of demand by the Secretary to pay subscriptions, fines or levies which are more than three months in arrears;

(b) if he/she infringes any of the terms of this

Constitution or acts in a manner which the Executive deems is detrimental to the interests of the Association or brings the Association into disrepute, provided that there shall be a right of appeal against suspension, the imposition of a fine or expulsion to the first ensuing General Meeting. Notice of any such appeal shall be given to the Secretary in writing within twenty-one (21) days of the date on which the decision of the Executive Committee was communicated to the member concerned.

21.2 No member may be suspended, fined or expelled unless it has been afforded an opportunity to state its case via its representative at a meeting of the Executive Committee of which it has received not less than seven (7) days notice, in writing from the Secretary. The matter with which the member is charged shall be set out within this notice.

21.3 A member who has appeared before the Executive Committee in accordance with sub-section 21.2 shall, if it is dissatisfied with the decision of the Executive Committee and has lodged an appeal in the manner herein stated, have the right to re-state his/her case personally to the General Meeting which shall consider the matter further.

21.4 A member shall be entitled to call witnesses in support of his/her case, when attending a meeting of the Executive Committee or a General Meeting in terms of sub-clause 21.2 or sub-clause 21.3 of this section, as the case may be.

21.5 Any decision taken by the Executive Committee in terms of this section shall, when an appeal has been lodged, be subject to ratification or otherwise by a General Meeting.

21.6 Upon expulsion of a member, all monies due to the Association by such member shall become due and payable within (30) days of the member's expulsion. If payment thereof is not made within thirty (30) days, the Executive Committee may take such steps as it deems necessary to secure settlement.

21.7 (a) A member shall cease to be entitled to any of the benefits of membership including the right to vote and shall be deemed to be out of good financial standing –

- (i) if the subscriptions or other charges due by him/her to the Association are more than three (3) months in arrears;
- (ii) during any period while he/she is under suspension in terms of this Constitution.

(b) In the event of the subscriptions or other levies or charges due to the Association by a member being more than three (3) months in arrears, he/she shall continue to be subject to the disabilities imposed by paragraph 21.7(a) of this sub-clause until all arrears have been paid.

21.8 Notwithstanding anything to the contrary contained herein, members may not be disciplined or have their membership terminated for failure or refusal to participate in a strike or lock-out if:

- (a) no ballot was held about the strike or lock-out; or
- (b) a ballot was held but a majority of the members who voted did not vote in favour of the strike or lock-out.

## 22. REMOVAL OF OFFICE BEARERS AND OFFICIALS

22.1 An office bearer or official may be removed from office:

- (a) if he/she infringes any of the provisions of this Constitution; or
- (b) if he/she acts in a manner which is detrimental to the interests of the Association

22.2 Any office bearer or official may not be removed from office unless he/she has been afforded an opportunity to state his/her case personally at a meeting of the Executive Committee.

22.3 An office bearer or official who has appeared before the Executive Committee and who is dissatisfied with the decision of the Committee shall have the right to appeal to the first ensuing General Meeting of the Association. Notice of appeal shall be given to the Secretary, in writing, within fourteen (14) days of the date on which the decision of the Executive Committee was communicated to the individual concerned. The General Meeting may confirm or reverse the decision of the Executive Committee and the decision of the General Meeting shall be final.

## 23. WINDING-UP

23.1 The Association shall be wound-up if, at a ballot conducted in the manner prescribed in the Constitution, a majority of the total number of members of the Association vote in favour of a resolution that the Association be wound-up.

23.2 If a Resolution for the winding up of the Association has been passed as provided in sub-clause 23.1 or if for any reason the Association is unable to continue to function, the following provisions shall apply –

- (i) The last appointed Chairperson of the Association or, if he/she is not available, the available members of the last appointed Executive Committee of the Association, shall forthwith transmit to the Labour Court a

- statement signed by him/her or them setting forth the resolution adopted or the reasons for the Association's inability to continue to function as the case may be, and request that the Labour Court grant an order in terms of Section 103 of the Labour Relations Act 66 of 1995.
- (ii) The available members of the Association's last appointed Executive Committee shall approach the Labour Court to appoint a liquidator to carry out the winding-up. The Liquidator shall not be a member of the Association and shall be paid such fees as may be agreed upon between him/her and the said members of the Association's last-appointed Executive Committee. Should the parties fail to agree upon the fees to be paid, the Labour Court shall fix the basis on which the liquidator shall be remunerated.
  - (iii) The liquidator so appointed shall call upon the last appointed Treasurer of the Association to deliver to him/her the Association's books of account showing the Association's assets and liabilities together with the register of members showing for the twelve (12) months prior to the date on which the resolution for winding-up was passed or the date as from which the Association was unable to continue to function, as the case may be (hereinafter referred to as the date of dissolution) the subscriptions paid by each member and its address as at the said date.
  - (iv) The liquidator shall also call upon the Treasurer to hand over to him/her all unexpended funds of the Association, and to deliver to him the Association's assets and the documents necessary in order to liquidate the assets.
  - (v) The liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other monies realised from any assets of the Association and, if the said funds and monies are insufficient to pay all creditors after the liquidator's fees and the expenses of winding-up have been met. The order in which creditors shall be paid shall, subject to the provisions of paragraph (v) of this sub-clause, be the same as that prescribed in any law in force at the time relating to the distribution of the assets of an insolvent estate. The liquidator's fees and the expenses of winding-up shall rank in order of preference as though he/she were a liquidator of an insolvent estate and as though the expenses were the costs of sequestration of an insolvent estate.
  - (vi) After the payment of all debts in accordance with paragraph (iii) of this sub-clause, the remaining funds, if any, shall be distributed by the liquidator amongst the members of the Association who were in good financial standing as at the date of dissolution, subject to members being in good financial stead,
  - (vii) After the payment of all liabilities, any assets that cannot be disposed of in accordance with the provisions of this clause shall be realised by the liquidator and the proceeds paid to the Commission for Conciliation, Mediation and Arbitration (CCMA) in accordance with Section 103(5) of the Labour Relations Act 66 of 1995.
  - (viii) The liability of members shall for the purpose of this section be limited to the amount of subscriptions due by them to the Association in terms of this Constitution as at the date of dissolution.

## 24. AMENDMENTS

Any of the provisions of this Constitution may be repealed, amended or added to in any manner by resolution of General Meeting of the Association, provided that at least fourteen (14) days' notice of any proposed alteration shall have been given to members. No amendments or additions shall have any force or effect until certified in terms of Sub-section 3 of Section 101 of the Labour Relations Act 66 of 1995.

(All notices and other communication to be delivered "in writing" as referred to in this Constitution include delivery by e-mail.)

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## CODE OF CONDUCT



1. To promote the image and standards of the MRA.
2. To trade in an ethical manner.
3. To provide safe and healthy working conditions.
4. To uphold the concept of free enterprise.
5. To trade in accordance with legislation.
6. To promote the preservation of the environment.
7. To counter the trade of illicit goods.
8. To co-operate with and assist all persons endeavouring to stop unlawful practices.
9. To supply consumers with raw material in accordance with accepted international specification standards.
10. To engage constructively with all stakeholders, including government offices.

## CONSTITUTION of the METAL RECYCLERS ASSOCIATION OF SOUTH AFRICA

**Amended 2018**





# CONSTITUTION