

AFRICAN AGRI-CITIES

CONSTITUTION



AFRICAN AGRICULTURAL CITIES was formed in August 2021 to improve the lives of African communities and their living conditions, African Farming Businesses, African Economy and taking charge in determining the future of the African people in their Continent.

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CONSTITUTION

1. NAME

1.1 The organisation hereby constituted will be called African Agri-Cities.

1.2 Its shortened name will be AAC (hereinafter referred to as the organisation).

1.3 The business of the organization shall be conducted in the English Language

1.4 The office of the organisation shall be situated in Johannesburg.

1.5 The organization shall be a non-profit body. Its Income and property shall be applied solely towards promoting and attainment of the objects of the organization. All payments made on behalf of the organization shall be as determined and approved by the members, and may include the remuneration to any officer or member in return for any services actually rendered to the organization.

2. BODY CORPORATE

The organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

3. VISION

Globally commercialise poultry farming and developing agricultural green and smart cities.

4. MISSION

Meet poultry demand by leveraging on the African Continental Free Trade Area (AfCFTA) and utilizing cutting edge technology and smart green renewable energy for agriculture cities.

5. OBJECTIVES

- a. The organisation's main objectives are to:
 - i) Facilitate effective co-operation of member for the development, education and participation of the previously disadvantaged in the Poultry Industry.
 - ii) Organise poultry education, seminars and courses for its members
 - iii) Establish partnerships with government bodies, Non-Governmental Organisations and any other relevant public entities in the interest of the Poultry Industry.
 - iv) Promoting the establishment of local and export markets for South African poultry products.
 - v) Establish relationships with entities involved in the poultry value chain as determined from time to time.

- vi) Mobilise resources to facilitate the achievement of the SA Poultry Master Plan or any such similar initiatives as may be relevant at any time in the future.
- vii) Carry out and promote both Skill improvement and to educate, encourage and support the local population in business seminars by working with statutory and non-statutory agencies.
- viii) Take any action that is lawful, which would help it to fulfil its aims.
- ix) Harness black excellence and black unity.
- x) Make rural areas the preferred environment to live in.
- xi) Promote and facilitate the creation of Black Agricultural multi billionaires in Africa.

b) Pillars Of The Entity

i) African Unity

The main objectives of the OAU (Organizational African Unity) was to rid the continent of the remaining traces of colonisation and apartheid in order to promote unity and solidarity amongst African States and to coordinate and intensify cooperation for development. OAU has since relaunched and changed its name to African union.

South African government through the department of Trade has signed a new trade agreement with African Union countries which enables African union countries to trade freely.

Africa Agri-Cities should take advantage and make use of the new agreement which ensures free trade between countries. Trading with the rest of the continent is a critical source of output and jobs growth.

ii) Ubuntu Concept

To have ubuntu is to have the ability of being human and valuing the good of the community above self-interest.

- **African Agri-Cities** should portray **Humanness, be caring, sharing, show respect and compassion** in order to succeed.
- **African Agri-Cities** should be accountable and answerable for the actions that it has taken and should make the society as open and the economy as transparent.

iii) Black Consciousness

Black Consciousness is the realization of blacks to raise Black self-awareness and to unite Black students, professionals, and intellectuals. Black people need to rally together and fight the cause of their oppression.

In essence, members of **African Agri-Cities** should believe in their potential and value as black people and work together in order to achieve a common goal.

iv) Integrity

Integrity is a concept of consistency of actions, values, methods, measures, principles, expectations, and outcomes. Integrity is critically important to the long-term success of any business.

African Agri- Cities leaders should do the following to ensure success:

- Do the right things because it's the right thing to do.
- Keeping promises and follow through on the promises without fail
- Not be afraid of the truth or be afraid to face the truth.

v) Honesty

Honesty is an essential virtue that **African Agri-Cities** should cultivate. **African Agri-Cities** should take pride in the work it does, believe in the service it provides, and should not try to be something it is not. This will determine the success or failure of the organization. One of the main reasons that makes companies to be dishonest is to make customers buy products on a false promise with a purpose of increasing sales and profitability for the company.

Being honest means that the reputation of **African Agri-Cities** will be improved and also improve stakeholders relationship which will ensure long term success of **African Agri-Cities**.

6. LEGAL STATUS

The organisation is an incorporated entity, a juristic body having power and authority to engage in or respond to legal action

7. RESOLUTIONS

A resolution, which was passed at a meeting of members can be rescinded or withdrawn if it is so decided by the members. In the case of a board resolution, it may be cancelled by passing a fresh resolution at any subsequent board meeting. In the case of a general meeting resolution, the board of directors will approve the cancellation at any subsequent board meeting; then at a fresh general meeting, cancellation will be raised wherein the cancellation will be approved / rejected.

8. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

8.1 The Office Bearers will oversee the organisation. The Office Bearers will be made up of the Directors. They are the Board of governance of the organisation.

8.2 Term of office: Office bearers will serve for a period been agreed to by the general membership at an AGM, and which shall not exceeding three years. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.

8.3 Vacancies: The Office Bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Office Bearers.

8.4. Resignation: An Office Bearer may resign from office in writing.

8.5 Disqualification or Removal:

Grounds for disqualification include:

- 8.5.1** Inability to make payments required within the stipulated time re the initial contributions and purchase of shares as provided in the attached document
- 8.5.2** Non – attendance to three (3) consecutive , scheduled meetings
- 8.5.3** Non-delivery of their mandated requirements within any agreed upon timeframe and without a request of needed extensions
- 8.5.4** Deliberate damage to the organisation's reputation
- 8.5.5** Irresponsible actions leading to damage to the organisation's reputation
- 8.5.6** Being found to be dishonest in any of the dealings
- 8.5.7** Failing to further the mission of the organization
- 8.5.8** Disclosure of information that should remain within the organization
- 8.5.9** In the case of disqualification, the Office bearer may be removed and a new member should replace them unless otherwise agreed by all.

8.6 Roles and duties of Directors

- 8.6.1** Duty of Care: Take care of the nonprofit company by ensuring prudent use of all assets, including facility, people, and good will. This will include
- 8.6.2** Attending meetings and actively participating in committees
- 8.6.3** Communicating with the executive director and other board members
- 8.6.4** Following through on assignments
- 8.6.5** Supporting program initiatives
- 8.6.6** Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; Recognize and disclose conflicts of interest; Make decisions that are in the best interest of the nonprofit corporation; not in the best interest of the individual board member (or any other individual or for-profit entity).
- 8.6.7** Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations; follows its own bylaws; and that the nonprofit adheres to its stated corporate purposes/mission. Members have an obligation to follow your organization's guidelines.

9. POWERS OF THE ORGANISATION

9.1 The Board shall carry out the powers on behalf of the organisation and they shall manage the affairs of the organisation in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the organisation.

9.2 The Board is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organisation as stated in point number 2 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa. No single member shall directly or indirectly control the decision-making powers relating to the organisation.

9.3 Eligibility to hold the position of Board member shall, among other requirements be dependent on the member being in good standing.

9.4 The Board shall have the general powers and authority to:-

9.4.1 raise funds or to invite and receive contributions.

9.4.2 buy, hire or exchange for any property that it needs to achieve its objectives.

9.4.3 make by-laws for proper governance and management of the organisation.

9.4.4 form sub-committees as and when it is necessary for proper functioning of the organisation

9.5 If the Board thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example

9.6 The Board may delegate any of its powers or functions to a sub-committee provided that:-

9.6.1 such delegation and conditions are reflected in the minutes for a meeting

9.6.2 at least one Office Bearer serves in the sub-committee.

9.6.3 there are three or more people on a sub-committee.

9.6.4 the sub-committee must regularly report back to the Board on its activities.

9.6.5 prepare an annual report on the activities, statistics and finances of the Organisation;

9.6.6 determine, draft and submit proposals for the agenda and venue for AGM

9.6.7 conclude any contracts on behalf of the Organisation in order to give effect to any of the abovementioned powers and/or the objectives of the Organisation; and

9.6.8 co-opt other persons to the Board, to serve in an advisory/specialist capacity only

9.6.9 impose disqualifications on, discipline, suspend or expel any defaulting Member for contravention of the Constitution, the Rules and/or the Codes of Practice, or whose conduct has been, in the opinion of the AAC Board, detrimental or injurious to the interests of the Organisation and/or the National Organisations and/or their affiliations and members, either

9.6.10 The Board must in advance approve all expenditure incurred by the subcommittee, and may revoke the delegation or amend the conditions of the delegation.

10. Management of the organization

10.1 A management committee will manage the organisation. They are the office bearers of the organisation.

10.2 If a member of the management committee does not attend 3 (three) management committee meetings in a row, without having approved leave, will lead to replacement of that member.

10.3 A member needs to advise at least twenty-four (24) hours in advance that they are unable to attend a meeting

10.4 The management committee will meet weekly More than half (50% + 1) of members need to be at the meeting as a quorum in order to make decisions.

10.5 Minutes must be recorded at every meeting to record the management committee decisions. Minutes of the previous meeting must be circulated to management committee members before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the management committee and shall thereafter be signed by all members.

10.6 The organisation has the right to form sub-committees. Decisions taken by the sub-committees must be referred to the management committee who decides on whether to adopt the motions before the next Committee meeting. This must take place at a Management Committee meeting soon after the sub-committee one

10.7 All members of the organisation have to abide by decisions that are taken by the management committee.

10.8 Management structure roles may include but will not be limited to:

- Chairperson
- Treasurer
- Secretary
- Stakeholders and advocacy
- Legal & Compliance
- Technical
- R & D

11. MEETINGS

11.1 Annual General Meetings (AGM)

Stakeholders/Directors of the organisation must attend its annual general meetings.

11.1.1 The purpose of an Annual General Meeting (AGM) is to:

- Agree to the items to be discussed on the agenda.
- Write down who is there and who has sent apologies because they cannot attend.
- Read and confirm the previous meeting's minutes with matters arising.
- Chairperson's and the Office Bearers report back to stakeholders on the achievements and work of over the year.
- Receiving a report and presentation of the last financial year's accounts from the Treasurer on the finances of the group. *

11.1.2 The annual general meeting must be held once every year, towards the end of the organisation's financial year.

11.1.3 The organisation should deal with the following business, amongst others, at its annual general meeting: • Agree to the items to be discussed on the agenda. • Write down who is there and who has sent apologies because they cannot attend. • Read and confirm the previous meeting's minutes with matters arising. • Chairperson's report. (including financials) • Treasurer's report. • Changes to the constitution that members may want to make. • Elect new office bearers. • General. • Close the meeting.

11.2 Special General Meetings

11.2.1 The Special General Meeting (SGM) or any other special meeting is held outside of the normal or regular meetings.

11.2.2 Special or extraordinary meetings can take the shape of an Annual General Meeting (AGM) or any ordinary meeting of members.

11.2.3 The Board or not less than one-third of the members may call a Special General Meeting of the organisation.

11.2.4 Special meetings may be called when the Board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

11.3 Ordinary Meetings

11.3.1 Ordinary members meetings are conducted to complete a standard order of business of the organisation. These are held once a quarter and are attended by the board.

11.3.2 The meetings of the Board will be held at least once a quarter or when a need arises from time to time to conduct the business of the Board.

11.4 Notices of Meetings

11.4.1 The Chairperson of the Board shall convene meetings. The Secretary must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.

11.4.2 However, when convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.

11.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.

11.4.4 The notices for all meetings must indicate the reasons for the meeting and the matters that will be discussed in the meeting.

11.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

11.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.

11.5 Quorums

11.5.1 Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of relevant members who are expected to attend

11.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, then a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.

11.5.3 All meetings of the organisation must reach a quorum before they can start.

11.5.4 If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

11.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

6.6 Procedures at Meetings

11.5.6 The Board may regulate its meetings and proceedings as it deems fit, subject to the following: • That the Chairperson shall chair all meetings of the organisation, including that of the Board. • That, if the Chairperson is not present, the Vice-Chairperson shall chair such meeting. In the event both are absent, the Board members present at the meeting shall elect a chairperson for that meeting.

11.6 Making decisions in meetings

11.6.1 Where possible, the decisions of the organisations shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

11.6.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting

11.6.3 However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.

11.6.4 All members must abide by the majority decision

11.6.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the organisation, shall only be dealt with in terms of clauses 16 and 19 of this constitution.

11.6.6 Voting shall be by a show of hands, except when a poll is requested by a majority of the Members present at the meeting at the time of voting.

11.7 Records of meetings

11.7.1 Proper minutes and attendance records must be kept for all meetings of the organisation.

11.7.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members as the case may be, and shall thereafter be signed by the chairperson.

11.7.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

12. INCOME AND PROPERTY

12.1 The organisation will keep a record of everything it owns.

12.2 The organisation may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that an Office Bearer or member has done for the organisation. The payment must be a reasonable amount for the work that has been done.

12.3 The Board or a member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation, and for which authorisation has been granted.

12.4 The Board or members of the organisation do not have rights over things that belong to the organisation.

13. FINANCES AND REPORTS

13.1 Bank Account: The Board must open a bank account in the name of the organisation with a registered Bank.

13.2 Signing: Cheques and other documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the organisation must sign the withdrawal or cheque.

13.3 Financial year-end: The financial year end of the Organisation shall be end of February each year.

13.4 Financial Report: The Board must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation.

13.5 The Treasurer is responsible for making sure that the money of the organisation is safe and is accounted for

13.6 The Treasurer must also make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the organisation.

13.7 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation can go to different banks to seek advice on the best way to look after its funds.

14. VOTING RIGHTS

Each member will have one vote in order to participate on key issues. Decisions will be carried by a simple majority on a show of hands at a meeting. A member who abstains from voting on any action shall be presumed to have taken no position with regard to the action. Directors may not vote by proxy, although a proxy may attend meetings if two weeks (2 weeks) notice is given of the specific proxy and approval has been given therein

15. CODE OF ETHICS

The Executive Committee may design, frame and circulate to all Members a code of ethics for implementation.

16. AMENDMENTS TO THE CONSTITUTION

16.1 The constitution can only be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) (or at least 67%) of the members of the board who are at a meeting arranged for such purpose or special general meeting. Members must vote at this meeting to change the constitution.

16.2 For the purpose of considering changes to this constitution, a two thirds ($\frac{2}{3}$) of the members shall be present at a meeting to make a quorum before a decision to change the constitution is taken. Any annual general meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in clause 6 of this constitution

16.3 As provided for in clause 6, written notices must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The

notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

16.4 No amendments may be made which would cause the organisation to close down or stop to function or die away.

17. MEMBERSHIP- Affiliates

17.1.3 The Board Committee shall have the power to refuse admission of an affiliate, where it is considered such membership would be detrimental to the aims, purposes or activities of the group.

17.2 Registration and termination of membership.

17.2.1 Any Affiliate Member of AAC may resign his/her membership and any representative of a member organisation or section may resign such position, by giving to the secretary of the organisation written notice to that effect to the Secretariat. Such Member will remain liable for all membership fees which were due and owed by that Member immediately prior to that resignation..

17.2.2 The Board Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion his/her conduct is prejudicial to the interests and objects of the organisation, **PROVIDED THAT** the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the Disciplinary Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

17.2.3 Any Affiliate Member who fails to pay their membership fees within the prescribed time periods may have their membership terminated subject to any such AAC rules as may be determined from time to time.

17.2.4 In the case of a Affiliate Member who is a juristic person or corporate entity, such Member shall be entitled to appoint a single representative to act on its behalf at all meetings which the former is entitled to attend. Subject to a written instruction made to the Secretariat by the juristic person or corporate entity, or a non-executive director of the Member. Such instruction shall clearly identify of such representative in its application for Membership or whenever there is a change.

17.2.5 Affiliate Membership in ACC will not carry any voting rights with it.

18. INDEMNITY

18.1 Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the organisation shall be indemnified by the organisation for all acts done by them in good faith on its behalf. 18.2 Subject to the provisions of any relevant law, no member of the organisation or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the organisation, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

18.3 The organization may take any such insurance as necessary including Directors' and Officers' Liability Insurance.

19. DISSOLUTION/CLOSING DOWN

19.1 The organisation may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down. 19.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another nonprofit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be. This constitution was approved and accepted by members of

This constitution was approved and accepted by members of

At a special (general) meeting held on ____/____/____

Day/Month/Year

Chairperson

Secretary