



**CONSTITUTION
OF THE
SOUTH AFRICAN NETWORK FOR WOMEN IN
TRANSPORT
{An Organisation incorporated under sec 21
Companies Act 61 of 1973 as amended}**

“SANWIT”



CONSTITUTION

SOUTH AFRICAN NETWORK FOR WOMEN IN TRANSPORT

(SANWIT)

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DEFINITIONS

In this Constitution, unless the context otherwise requires:

- Articles of Association means the Constitution of the South African Network for Women in Transport (SANWIT)
- “the Act ” means the Companies Act of 1973 as amended;
- “the Organisation / Network” means SOUTH AFRICAN NETWORK FOR WOMEN IN TRANSPORT;
- “Chapter” shall mean a duly constituted provincial branch of the Network;
- “the National Council” shall mean the National Council elected in terms of this constitution;
- “Provincial Chapter Committee” or “Chapter Committee” means the committee of that Chapter elected by the members of the province to run the Chapter;
- “the Constitution” means the subsisting and duly adopted constitution of SANWIT;
- “Member” means the persons referred to in clause 10
- “the Board” shall mean the Board of Directors appointed to manage the affairs of the Company as per provisions of the Company Act, with common powers itemized in schedule 2 of the Act;
- “Chief Executive Officer (CEO)” means the individual who is appointed by SANWIT to fulfil the duties as noted in Clause ;
- “the Republic” means the Republic of South Africa;
- DOT means the Department of Transport nationally responsible for the establishment of SANWIT



SECTION A

PREAMBLE

WHEREAS WE, THE BUSINESS WOMEN IN THE TRANSPORT INDUSTRY OF SOUTH AFRICA - Are committed to the advancement and empowerment of women in transport in order to achieve gender equality in the transport sector.

WE NOTE THAT-

As South Africans we come from a history of legalised and institutionalised injustice based primarily on a combination of race, gender and other factors.

WE RECOGNISE THAT –

The social consequences of our unjust past continues to undermine equal enjoyment of all fundamental rights and freedoms. Our unjust past impacts negatively on women's access to economic and productive resources, including equal benefits from the transport industry.

WE COMMIT OURSELVES TO-

- a) The eradication of gender discrimination and other forms of inequality
- b) Play an effective role in the transformation of the transport industry.
- c) Encourage and promote the role of women across the board and the business fraternity aligned to this industry.
- d) Promote unity and co-operation among all women including youth and disability in the transport industry

SECTION B

SUPREMACY OF THE CONSTITUTION

- (a) This Constitution shall be recognised as the supreme law of the Network and any rule or regulation inconsistent with its provisions shall, unless otherwise provided expressly or by necessary implication in this Constitution be of no force or effect to the extent of the inconsistency.
- (b) This Constitution shall bind the National Council and its subsidiaries, SANWIT Leadership, members and any other structure, which may be created by the Network



SECTION C

1. NAME

The organisation hereby constituted will be called South African Network for Women in Transport. The shortened form of the name of the organisation is “SANWIT”

2. LEGAL STATUS

- 2.1 SANWIT shall be a voluntary organisation of a public character established not for gain, with corporate personality, perpetual succession and legal personality distinct from its members.
- 2.2 No member shall have any right to the assets of SANWIT and the liability of the members shall be limited to the amount of their unpaid subscription, if any.
- 2.3 SANWIT may sue and be sued in its own name.
- 2.4 SANWIT will continue to exist even when its membership changes and there's a different National Council;
- 2.5 SANWIT must be able to own property and other possessions

3. DOMICILIUM CITANDI

Department of Transport
Forum Building,
cnr Struben and Bosman Streets,
Pretoria



4. VISION

SANWIT will champion and articulate the aspirations and socio-economic development of women in transport

5. MISSION

SANWIT will facilitate and promote opportunities to support, empower, connect and grow women in business

6. MAIN OBJECTIVES

The Network's main objective is to encourage women to enter and succeed in the transport industry through:

- 6.1 Facilitating enterprise development;
- 6.2 Networking and supporting women for success and growth;
- 6.3 Negotiating on behalf of members for wealth generation; and
- 6.4 Lobbying and advocating for a policy environment that will support and enable the sustainability of women enterprises.

7. SECONDARY OBJECTIVES

The Network's secondary objectives are to:

- 7.1 Add to the body of knowledge and guiding best practices through research and development on women related issue
- 7.2 Empower, train and transfer skills;
- 7.3 Provide coaching and mentorship;
- 7.4 Provide a central reference point of publications and experiences; and
- 7.5 Raise awareness of the different components of transport within all modes of transport and related services



8. POSITIONING STATEMENT

- 8.1 SANWIT intends to position itself as a network because it will recruit other women enterprise entities/groups as members and co-ordinate them into the umbrella body (SANWIT)
- 8.2 SANWIT will deliver direct services to members in exchange for subscription payments and other fees.
- 8.3 The main purpose is to ensure the sustainability of SANWIT, which advances government's agenda by empowering women within the transport industry.
- 8.4 SANWIT intends to collaborate with other women enterprise development offerings within and outside the department, to facilitate the availability of development products and improve the socio-economic situation of women.
- 8.5 SANWIT's services will compliment other women enterprise development services to bridge the divide amongst organisations.

9. INCOME AND PROPERTY

- 9.1 The organisation will keep proper records of all its movable and immovable Assets.
- 9.2 The organisation may not distribute its money or income to its members or office bearers, except in the instance of remunerating a member or office bearer for a service rendered to the organisation, which remuneration must be reasonable.
- 9.3 Members and office bearers of the organisation have no rights over the organisation's property, save for the property's reasonable use which is necessary for the execution of its objectives.



10. MEMBERSHIP

- 10.1 Any woman who wishes to become a member of the organisation must complete the prescribed membership application documents.
- 10.2 The National Council has the right to decline an application.
- 10.3 Members of the organisation must attend its Annual General Meetings, at which they may exercise their right to determine or amend the Constitution of the organisation.
- 10.4 Membership rules, subscription and category guidelines will also be decided by the Annual General Meeting.
- 10.5 The following principles will apply to the organisation's membership structure:
 - 10.5.1 Membership is open to all South African women as well as entrepreneur groupings or organisations whose members are women entrepreneurs.
 - 10.5.2 The membership shall embrace all women, regardless of race, ethnic or social origin, colour, sexual orientation, age, disability, religion, conscience, belief, culture, language, youth and birth.
 - 10.5.3 Members shall join via the provincial chapter in which they carry on their trade or business. In the cases where provincial chapters do not yet exist, the National office will handle memberships.
 - 10.5.4 At the launch of the organisation and before the establishment of provincial chapters of the organisation, the interim secretariat shall receive all applications for membership from the various provinces. On establishment of the respective chapters such members will automatically be transferred to the provincial chapters' membership register.



11. REGISTER OF MEMBERS

- 11.1 Each Chapter shall keep a register of the names and particulars of their members. Each member must make sure that the register has the correct information in the prescribed form, at all times.
- 11.2 Each Chapter must provide the National Council with up to date records of Chapter membership as and when required, and the records kept by the National Council shall be deemed to be correct for the purposes of the National Council business. The Chapter members shall be the members recorded as such by the National Council in the Register of Members.
- 11.3 Members may inspect the National Council Register and a Chapter Register at a convenient time, by arrangement.
- 11.4 Members shall be the persons recorded as such in the membership register in one of the classes specified in this constitution, who have been accepted into membership by the National Council.

12. CATEGORIES OF MEMBERSHIP

There shall be four categories of membership to the organisation, namely:

12.1 Ordinary membership

Any women owned business engaged in trade or commerce within the transport sector, who on application and on payment of the membership fee and all or any other fees or payments due and applicable, may be admitted to membership of the organisation.

12.2 Group Membership

Any formation (group, modular, co-operative, association or organisation) of not more than 10 members that is engaged in any services of all modes of transport within South Africa, but does not qualify for ordinary membership may apply to for this category. On acceptance of membership application, the affiliate member shall agree to pay any such subscription determined by the annual general meeting, as well as abide by the rules governing affiliated members.

12.3 Associate Membership

Any individual, or group, or organisation of women who are presently not entrepreneurs in the field of transport but aspire to be. In the event of any individual, group or other organisation being eligible for associate membership of the organisation and wishing to be designated an associate member; she/they must apply to the organisation, and upon acceptance of such application, shall be subject to the rules governing associate members and not ordinary members. Associate members will not be eligible for all organisation benefits.



12.4 Corporate Membership

A corporate member shall be an organisation engaged in business or commerce within or outside the transport industry that, due to expressed support of the goals and objectives of the organisation, is invited by the organisation to be a corporate member.

13. HONORARY MEMBERSHIP

The Board may grant Honorary membership for such period as it deems fit to persons of distinction who have made significant contributions to the objectives of the Association. Honorary members shall have no voting rights and need not pay fees.

14. PATRONS OF THE ORGANISATION

- 14.1 The Annual General meeting is responsible for the appointment of the organisation's patrons who may be: –
- elected from honorary members of the organisation; or
 - nominated by any chapter of the organisation and supported by at least three other chapters and voted on at the Annual General Meeting
- 14.2 A patron shall pay no subscriptions to the organisation, nor shall he or she have any voting powers in any matter, discussion or debate concerning the policies, function or administration of the organisation.
- 14.3 A patron will provide the organisation with access to financial and other political support, as well as provide strategic guidance. The patron is also expected to champion and defend the cause of the organisation.

15. APPLICATION FOR MEMBERSHIP

- 15.1 When recorded in the Register, the member shall enjoy all the rights and shall be subject to all obligations of membership
- 15.2 A member may transfer Membership from one Chapter to another.
- 15.3 Each member by virtue of her application is deemed to have agreed to be bound by the Constitution
- 15.4 The National Council may invite any person to become a member, whereupon such person shall enjoy the rights and obligations of membership



16. RESIGNATION

Any member may resign from the organisation by giving written notice to the Chief Executive Officer of the organisation. Such member shall not be entitled to a refund of any subscription having been paid and such resignation will take effect immediately.

17. TERMINATION OF MEMBERSHIP

Membership shall terminate when the Board has recorded in the Register that membership has been terminated after any one of the following events:

- 17.1 If in the opinion of the Board after sending a letter of enquiry to the member, the member no longer meets the requirements for membership or for any other reason, the National Council may at any time remove a member's name from the Register.
- 17.2 The National Council may review membership, and the National Council in consultation with a Chapter, shall, decide whether the member still meets the criteria for membership, or whether membership shall be terminated.
- 17.3 The National Council decides to terminate the membership because the member has not paid monies due by her, or has failed to ensure that her correct particulars are in the Register for 6 months (e.g. after one letter has been returned by the post office) or if the member would be disqualified to hold office as a director in terms of the Companies Act, or for any other reason that the National Council in its discretion may deem appropriate.



18. MEMBERSHIP FEES

The National Council shall decide what membership fees, annual subscriptions and other levies shall be paid by any class, group or sub-group of members determined by the National Council from time to time and endorsed by the AGM.

The following categories and fees will be applicable for membership:

- Membership fee: R100
- Annual Subscription fee/Renewal fee: R200

19. STRUCTURE OF THE ORGANISATION

The organisation shall consist of the following:

- 19.1 The National Council
- 19.2 Advisory Committee
- 19.3 Provincial Chapters

20. THE NATIONAL COUNCIL

The National Council will consist of members that represent:

- 20.1 South Africa's 9 provinces Chairpersons
- 20.2 3 members from the Department of Transport
- 20.2 4 National Office Bearers elected by AGM
- 20.3 Members representing donors or investor (sponsorship)

21. POWERS OF THE NATIONAL COUNCIL

The National Council:

- 21.1 has all the powers and authority necessary in order to execute and achieve the objectives of the organisation. The committee's activities must be lawful.
- 21.2 has the power and authority to raise funds or to invite and receive contributions for and on behalf of the organisation.



- 21.3 may buy, hire or exchange any property necessary in order to achieve the organisation's objectives
- 21.4 has the right to make by-laws for proper management of the Network, including the procedure for application, approval and termination of membership.
- 21.5 will determine the powers and functions of the National and Provincial offices.
- 21.6 Shall appoint subsidiary committees such as the Advisory Committee, HR, Finance etc.

22. DUTIES OF THE NATIONAL COUNCIL

- 22.1 The National Council shall be responsible for the fiduciary duties in terms of the Companies Act and any amendments thereto.
- 22.2 The National Council shall appoint the Chief Executive Officer and the Financial Officer.
- 22.3 The National Council shall be responsible for the appointment and performance of the auditors including the accounting for donor monies.
- 22.4 The National Council shall ensure that the proper control systems are employed by or on behalf of SANWIT.
- 22.5 The National Council shall provide the Network with strategic direction and policies of the organisation, which shall be ratified by the general membership at the organisation's Annual General Meeting and implemented by the secretariat and its Provincial offices;
- 22.6 The National Council inform the Network's lobbying and advocacy efforts.
- 22.7 The National Council may appoint such committees as it sees fit for this purpose; and to submit a report of member feedback on the organisation's services to the Annual General meeting

23. ELECTION OF NATIONAL COUNCIL

- 23.1 National Council members representing their provinces shall be elected at the provincial AGMs of SANWIT.
- 23.2 The Annual General Meeting shall elect at least for four (4) office bearers of the Network amongst the membership. The AGM shall elect the Chairperson, Deputy Chairperson, Treasurer, and the Secretary as office bearers.



- 23.3 Nominations of office bearers shall be submitted to the National office four (6) weeks before the scheduled National AGM and shall emanate from the chapters.
- 23.4 The nominees who obtain the most votes shall be elected as office bearers and their names shall be announced at the national AGM
- 23.5 The Chairperson shall fill vacancies when necessary and from time to time determine the duties of the Officers set out in job descriptions adopted from time to time by the National Council.

24. MEETINGS OF THE NATIONAL COUNCIL

- 24.1 The National Council shall meet four times a year and special meetings arranged if so desired
- 24.2 The National Council must meet during the (6) weeks prior to an Annual General Meeting to prepare the agenda for the Annual General Meeting in consultation with the Chief Executive Officer.
- 24.3 Two-thirds (66 percent) of National Council members shall form a quorum at each meeting.
- 24.4 Any member of the National Council who absents herself from three consecutive meetings without any reasonable excuse shall subject to confirmation by the National Council meeting, be relieved of her post. Such member shall be notified in writing of the decision stating the reasons for such action.
- 24.5 Special meeting shall be called by the Chairperson of the National Council.
- 24.6 Each member on the National Council shall have 1 (one) vote and all decisions by the National Council shall be taken by simple majority of the votes exercisable by members, present and voting at a meeting of the National Council. The Chairperson of the National Council shall have a casting vote.
- 24.7 If the Chairperson of the National Council is not present at any meeting of the National Council, the Deputy Chairperson will chair the meeting or members present shall appoint from amongst themselves a chairperson to act as such for the purpose of the meeting in question and such chairperson shall not have a casting vote.
- 24.8 The members may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting by the director or directors so participating.



- 24.9 The proceedings of and resolutions made at such meeting must be confirmed by the written minutes of the meeting.
- 24.10 A written resolution passed and that has been signed by all of the members of the National Council shall be as valid as if it had been passed at a meeting of the National Council , duly held and constituted. Any such resolution may consist of several documents in like form, each signed by one or more of the signatories to the resolution. It shall also be entered into the directors' minute book and be noted at the next succeeding meeting of the National Council.
- 24.11 If during the decision making process a deadlock is reached at a members' meeting, the Chairperson of the Board shall have a casting vote.

25. TERM OF OFFICE

The National Council shall be elected for (2) years

26. TERMINATION OF OFFICE

Any person appointed as a member of the National Council shall hold office until she:

- 26.1 End of her term
- 26.2 Resigns by notice in writing to the Network; or
- 26.3 Dies or becomes incapacitated due to ill health for a period exceeding[6] months or mental incapacity; or
- 26.4 Is disqualified from holding such office in terms of the Act.
- 26.5 Absents herself from meetings of the National Council for (3) consecutive meetings of the National Council, without the leave of the other members, and they resolve that her office shall be vacated.
- 26.6 The Members of the National Council, Provincial Chapters and Advisory Council shall be reimbursed for travelling, accommodation and attendance of meetings.



27 ROLES AND RESPONSIBILITIES OF OFFICE BEARERS

27.1 The Chairperson

- 42.1.1 The Chairperson convenes and chairs the meetings of the National Council, Advisory Council and the Annual General Meetings
- 42.1.2 Signs the minutes of meeting after confirmation.
- 42.1.3 Generally exercises supervision over the affairs of SANWIT
- 42.1.4 Shall prepare a comprehensive annual report on the activities of SANWIT. Such report shall represent all her activities which took place during her tenure in office.
- 42.1.5 Shall generally perform such other duties as by usage and custom pertain to her office.
- 42.1.6 The Chairperson shall terminate participation of National Council members with reasons based on performance or absence from meetings

27.2 The Deputy – Chairperson

- 42.2.1 The Deputy –Chairperson shall assume the role of acting Chairperson.
- 42.2.2 She shall assume this role either in the absence or incapacitation of the Chairperson or by assignment of the Chairperson or the Board

27.3 The Secretary

- 42.3.1 She shall conduct all correspondence on behalf of the National Council
- 42.3.2 She shall hold a proper documentation of the financial report and other activities of the Network.
- 42.3.3 She shall take and keep a record of all meetings and shall provide minutes from such records for the inspection of all members present at the Network's meetings not later than the next convening date of the National Council.
- 42.3.4 In the event of the general meeting of the Network, minutes will be distributed to all members not later than 7 (seven) days after the convening of the meeting. She shall give written notice of a general meeting to the members not less than 14 (fourteen) days before that meeting.



42.3.5 She shall distribute an agenda not less than 14 (fourteen) days before the meeting.

27.4 Treasurer

27.4.1 Shall assist the Chairperson in fundraising

27.4.2. Make sure that the organisation has proper accounting systems

28 INTERESTS OF BOARD MEMBERS TO BE DECLARED

No Board member shall be disqualified by virtue of her office from contracting with SANWIT, whether as a vendor or otherwise. The Board member shall declare full details of her interest to the Board or Chapter committee prior to a decision being taken on whether any such contract or arrangement shall be entered into, and such member shall not vote on such matter.

29 ADVISORY COMMITTEE

29.1 The National Council shall appoint an advisory committee as its subsidiary committee to assist it in developing SANWIT

42.1.1 The Advisory Committee will meet monthly for as long as the chair deems it necessary to do the ff:

42.1.2 Develop business plan

42.1.3 Strategy

42.1.4 Institutional framework

42.1.5 Skills development

42.1.6 Identification of opportunities

42.1.7 Policy development



42.1.8 Source funding

42.1.9 Structure transactions

42.1.10 Monitoring and evaluation

42.1.11 Recommendation of patrons, nationally and provincially

42.1.12 Creation of code of conduct and ethics

42.1.13 Development of loyalty cards and other related fundraising strategies

42.1.14 Develop mechanism for tracking opportunities and contributions to SANWIT

30 DISPUTE RESOLUTION

30.1 In the event of any dispute arising out of the interpretation and application of this document, the management of SANWIT or such other incidental matters, the structure declaring the dispute shall notify the other in writing in a manner provided for under this constitution.

42.1.1 The notice of the dispute must in the minimum contain the following:

42.1.2 Issues in dispute

42.1.3 The nature of the dispute – whether it is procedural or substantive

42.1.4 The period during which such issues pertained

42.1.5 Whether there have been any preliminary attempts to resolve the dispute within the internal structure of the Association

42.1.6 On receipt of the notice by the structure declaring a dispute, both structures must endeavour in good faith to resolve the dispute expeditiously using any of the recognized alternative dispute resolution methods

42.1.7 If both structures do not agree within seven (7) days of receipt of the notice as to:

42.1.8 The dispute resolution method and procedure to be adopted;



42.1.9 The timetable for all steps in those procedures;

42.1.10 The selection and compensation of independent person/s required to conduct the Alternative Dispute Resolution; Then the dispute shall be settled in accordance with the Mediation and Arbitration Laws of South Africa.

31 THE CHIEF EXECUTIVE OFFICER

31.1 The National Council shall appoint an independent individual as the CEO of the organisation subject to a performance contract.

31.2 Subject to the direction and control of the Board there shall vest in the CEO the powers and functions assigned to him in terms of his contract of employment and, without derogating from the generality thereof, such powers and functions shall include the following:

42.2.1 To manage the affairs of the Network;

42.2.2 To develop company policies, develop a business plan and execute these;

42.2.3 To appoint and manage members of staff in a manner which will lead to the successful attainment of the objectives of the Network;

42.2.4 To liaise with members, government, other organizations and the media, both nationally and internationally, and to represent the Network in domestic and public affairs and act as an official spokesperson for the Network in accordance with the policies of the Network;

42.2.5 To report and make recommendations to the National Council;

42.2.6 To prepare and submit quarterly and annual report to the National Council for its approval;

42.2.7 To prepare, in consultation with the Financial Officer and to submit annual financial statements to the Annual General Meeting;

42.2.8 To ensure that the overall finances are in accordance with the relevant budgets approved by the National Council;

42.2.9 To ensure, in the administration of the Network, that the relevant provisions of the Act are complied with;

42.2.10 The Chief Executive Office shall be appointed on a performance contract basis for a period of three (3) years, which contract may be renewed at the discretion of the National Council



42.2.11 The National Council reserves the right of not renewing the contract referred to in paragraph 23.1 above, provided that the said Chief Executive Officer shall be given a notice period of not less than 3 (three) months' written notice of the decision by the National Council to terminate her services.

42.2.12 In terms of the shareholders compact designed by the Department of Transport, the CEO is required to submit a report in all the aspects she is required to report in terms of the department's compact and the PFMA.

32 FINANCIAL CONTROLS

32.1 The banking account of the Network shall be in the name of the Network held at the financial institution to be determined by the National Council. All monies received for the account of the Network shall as far as possible be deposited with such bank within 48 hours.

32.2 Any payments made on behalf of the Network (other than those which would normally be paid from petty cash) shall be made by drawing Association cheques or via electronic transfers.

32.3 The financial procedures of the account shall be adopted for any transaction with the C.E.O. being the final signatory.

32.4 The National Council shall ensure that the Council receives regular monthly financial reports in a format suitable to the board.

32.5 An accounting officer shall be appointed for the organisation at its Annual General Meeting, whose duties are to perform yearly audits on the organisation's finances and to see to the financial well-being of the organisation

32.6 The treasurer of the organisation will be appointed by the members of the management committee, whose duties include the day- to-day management of the organisation's finances, deposit of the organisation's funds into a bank account opened in its name and proper record-keeping of the organisation's finances.

32.7 Whenever funds are withdrawn from the organisation's bank account, the chairperson and at least two other members of the National Council must sign the cheque or the withdrawal.

32.8 Any funds available for investment by the organisation may only be invested with registered financial institutions provided for in section 1 of the Financial Institutions (Investment of Funds) Act, 1984. The organisation may also get securities listed on a licensed stock exchange as provided for in the Stock Exchange Control Act, 1985, or may request investment advice from any bank.



33 BOOKS AND RECORDS

- 33.1 The Chief Executive Officer of the Network shall cause proper books and records of all transactions concerning the Association to be kept, and the Association's auditors shall audit such books and records annually.
- 33.2 Such books and records of the Network shall be kept at the offices of the Association from time to time and be open for inspection at all reasonable times by each member of the Association or auditors.
- 33.3 As soon as possible after the end of each financial year of the organisation, the auditors of the organisation shall audit a balance sheet and income statement.

34 PROVINCIAL CHAPTERS

- 34.1 All Chapters of SANWIT shall fall under the jurisdiction and authority of the National Council.
- 34.2 In naming the Chapter, each Chapter will use SANWIT as the prefix followed by the official name of the province it is located in (for example 'SANWIT Northern Cape').
- 34.3 The National Council shall delegate to a Chapter such powers as are needed to manage its membership and administer its own affairs. Such powers shall include but not be limited to:
- 42.3.1 The formation of Chapter Committees to run the province;
 - 42.3.2 Raising funds for the Chapter in consultation and with the approval of the National Office.
 - 42.3.3 The Chapters may establish regional and local co-ordination committees to assist with member recruitment, administration and outreach. These local committees will operate under the terms and conditions of the Constitution.
- 34.4 A Chapter shall be constituted on application being made to the National Council, by not less than a hundred and fifty members, who are engaged in commerce or who trade in the same locality and on acceptance of the application by the Board that the Chapter be constituted. Once a Chapter has been established, additional Chapter applications coming from the same province will not be considered.
- 34.5 The provincial committee of any Chapter on the date on which this constitution comes into effect shall be deemed to have been constituted in terms of this constitution and shall hold office until the next Annual General Meeting of the Chapter.



- 34.6 Each Chapter shall report to the C.E.O. on a monthly basis in a format as determined by then C.E.O. detailing the following:
- 42.6.1 Membership details
 - 42.6.2 Strategy implementation
 - 42.6.3 Fundraising matters

35 RESPONSIBILITES OF THE CHAPTER COMMITTEE

The responsibilities of the Chapter committee shall be:

- 35.1 To manage the affairs of the Chapter subject to the procedure established by the National Council.
- 35.2 To elect a Chairperson of the committee at the first committee meeting after the AGM annually from among its committee members; the Chairperson may hold office for a total period of not more than (2) consecutive years and two (2) terms of office.
 - 42.2.1 To appoint an honorary treasurer from among its members
 - 42.2.2 To submit a quarterly report to the National Council covering the activities and finances of the branch.
 - 42.2.3 To establish sub-committees to deal with specific issues. The chairpersons of such sub-committees shall be members of the branch committee, but the members of the sub-committees should be members of the branch in good standing.
 - 42.2.4 To adhere to the constitution and to the standing rules of the Network.
 - 42.2.5 To account to the National Council for the control of its financial affairs.
 - 42.2.6 To supply the National Council with copies of accounts and minutes and shall provide such information as may be requested; the Chapter Chairperson, Secretary and Treasurer shall keep the National Council fully informed of its affairs.
- 35.3 A Chapter shall be bound by the provisions of this constitution and all amendments to it and shall conform to the spirit of this constitution wherever there is no clear provision on any matter.
- 35.4 A Chapter shall be established in respect of a particular geographic area and shall use the name prescribed for it by the Board
- 35.5 The Board may by agreement of (66%) of its voting members at any time dissolve the Chapter, after consultation with the Chapter Committee.



36 CHAPTER MEETING

- 36.1 The Chapter committee shall meet (4) times a year.
- 36.2 A special resolution of the Chapter committee may be called at the request of (66%) of the members of the committee provided that the business to be conducted at such a meeting shall be fully motivated.
- 36.3 Notices of chapter committee meetings shall be given in accordance with the standing rules of the Network, provided that non-receipt of a notice by a chapter committee member shall not invalidate the business transacted at a meeting.
- 36.4 The quorum for chapter committee meetings shall be (66%) of the members of the committee.
- 36.5 The Chairperson of the chapter committee shall preside at all meetings of the chapter. In the absence of the Chairperson, the meeting shall elect a Chairperson from among their number.
- 36.6 If within thirty (30) minutes of the time appointed for any general meeting of the chapter, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth (14th) working day after the original date of the meeting. Written notice of such an adjourned meeting shall be sent to members at least seven (7) days before the date of the meeting. At the adjourned meeting, the member present shall constitute a quorum



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37 MEETINGS OF THE NETWORK

37.1 National Annual

General Meeting

- 42.1.1 An Annual General Meeting (A.G.M.) shall be held once a year between the first day of May and the last day of August unless circumstances dictate otherwise.
- 42.1.2 Thirty days written notice shall be given to the Members. Such notice shall be circulated through the Chapters.
- 42.1.3 The A.G.M. shall discuss and vote on all matters on the agenda and elect such members to the National Council as is applicable:
- 42.1.4 Nominations for the nine provincial representatives elected by each Chapter shall not be voted on at the A.G.M. but shall be declared duly elected by the elections officer.
- 42.1.5 The agenda shall compile the CEO, which shall be approved by the Council. Any Chapter wishing to place items on the agenda shall notify the Council in writing fifteen days prior to the date of the AGM
- 42.1.6 Simultaneously with the notification of the notice of the A.G.M., the C.E.O. shall call upon the Chapters to submit nominations for the election of members to the Board. Such nominations together with written acceptance of the nomination by the Member shall be sent to the C.E.O. no later than fifteen days prior to the date of the AGM. All nominated Members shall be fully paid-up, failing which the nomination shall be declared invalid.
- 42.1.7 Only fully paid-up Members, present at the A.G.M. shall be entitled to vote for the items on the agenda. Voting by proxy shall be allowed at the sole discretion of, and in the manner agreed to by, the National Council, prior to the meeting.
- 42.1.8 Voting on all items shall be by secret ballot and shall be decided on by way of simple majority. In all matters the Chairperson shall have a casting and a deliberate vote.
- 42.1.9 The results of all votes shall be announced at the A.G.M.
- 42.1.10 The C.E.O. shall be the national elections officer and in the event of any dispute, disagreement or dissatisfaction, raised by any Member in relation to the voting, the decision of the C.E.O. shall be final.



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- | 37.2 | Chapter | Annual | General Meetings |
|-------------|-------------------|--|-------------------------|
| 42.2.1 | An Annual Chapter | General Meeting of each Chapter shall be held once a year | (C.A.G.M.) |
| 42.2.2 | | Thirty days written notice shall be given to the Members. Notice shall also be sent simultaneously to the C.E.O. | |
| 42.2.3 | | Members of the Board and Council shall be entitled to attend the C.A.G.M. but shall have no voting powers | |
| 42.2.4 | | The C.A.G.M. shall: | |
| 42.2.5 | | Discuss and vote on all matters on the agenda. | |
| 42.2.6 | | Elect such members to the Chapter committee as is applicable in relation to the number of members retiring in terms of the Constitution. | |
| 42.2.7 | | Simultaneously with the notification of the notice of the C.A.G.M, the Chapter chairperson shall call upon the Members to submit nominations for the election of members to the Chapter committee. Such nominations together with written acceptance of the nomination by the Member shall be sent to the Chapter Chairperson no later than fifteen days prior to the date of the C.A.G.M. All nominated Members shall be fully paid-up, failing which the nomination shall be declared invalid. | |
| 42.2.8 | | The Chairperson shall circulate the nominees and profiles to the Members at least fourteen days prior to the C.A.G.M. | |
| 42.2.9 | | Members paid up and present at the C.A.G.M. shall be entitled to vote for the items on the agenda. Voting by proxy shall be allowed at the sole discretion of, and in the manner agreed to by, the Chapter committee. | |
| 42.2.10 | | Voting on all items shall be by secret ballot and shall be decided on by way of simple majority. In all matters the chairperson shall have a casting and a deliberate vote. | |
| 42.2.11 | | Results of all votes shall be announced at the C.A.G.M. The Chairperson shall submit the names of the office bearers of the Chapter committee to the C.E.O. within fourteen days of any such election. In the event of any dispute arising out of the composition of the committee such dispute shall be dealt with in terms of the Articles of Association. | |
| 42.2.12 | | The chairperson shall be the elections officer. | |



37.3 Extra-ordinary

General Meeting

- 42.3.1 A National Extra-ordinary General Meeting may be convened upon request in writing by either:
- 42.3.2 The National Council; or
- 42.3.3 Five Chapters; or
- 42.3.4 One hundred Members: or
- 42.3.5 The National Council where the matter to be discussed falls under the jurisdiction of the board.
- 42.3.6 Chapter Extra-ordinary General Meeting may be convened upon request in writing by twenty percent of the members registered in the Chapter.
- 42.3.7 Any notice of an Extra-ordinary General Meeting shall be subject to twenty-one days notice, clearly describe the issue to be discussed and be held in all other aspects in accordance with the Articles governing Annual General Meetings.

38 NOTICES

- 38.1 A notice by the Network to any member shall be regarded as validly given if it is either delivered personally to the member or sent by registered mail to her at her registered address. Members shall be responsible for notifying the Association of any changes in their address.
- 38.2 Any notice, if given by registered post, shall be deemed to have been received within 14 (fourteen) days following the day on which the letter or envelope containing such notice is posted, and in proving the giving of the notice sent by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as per the receipt issued by the Post Office.
- 38.3 When a given number of days' notice or notice extending over any period is required to be given, the day of service shall not be counted in such number of days or period.



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39 INDEMNITY

Every member of the National Council and any duly constituted committee, and every officer and employee of SANWIT shall be indemnified against all costs, losses, expenses, damage and the consequence of any bona fide act, which such member, officer or employee may incur or become liable for in any way in the execution of their office; unless the same shall be incurred or occasioned by their own negligence, default or dishonesty.

40 FINANCIAL YEAR

The financial begin on the 1st of April each year and end on the 31st of March of each year.

41 AMENDMENTS

- 41.1 Any amendments shall be by simple majority of the Council.
- 41.2 The organisation's constitution may be changed by a resolution agreed upon and passed by a two third majority (a quorum) of the members present at an Annual General Meeting or a special general meeting.
- 41.3 A written notice must be sent out at least 14 days in advance of the Annual General Meeting or special general meeting at which the proposed changes to the constitution will be discussed and voted upon. The notice must indicate the proposed changes which will be discussed.
- 41.4 No amendments may be made to the constitution which will have the effect of terminating the organisation's existence.

42. DISSOLUTION

- 42.1.1 A (66%) vote of the general assembly in a national Annual General Meeting or an Extra-ordinary General Meeting may dissolve SANWIT or merge SANWIT with another entity with similar objects, provided that it that such special resolution is in compliance with the provisions of the Companies Act.
- 42.1.2 Should there be any surplus standing to the credit of SANWIT after its debts and liabilities have been settled such moneys and/or assets shall be donated to charitable organizations with similar objects as the network.



43. CODE OF CONDUCT

The Board shall within six months of the first Annual General Meeting compile and distribute to each Member a code of conduct. Members shall at all times observe the rules embodied in this Constitution and the code of conduct.

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