

**CONSTITUTION
OF THE
COMMERCIAL PRODUCERS ASSOCIATION OF SOUTH AFRICA**

1. NAME

- 1.1 The name of the Association is the Commercial Producers Association of South Africa

2. LEGAL STATUS

- 2.1 The Association is an association not for gain
- 2.2 The Association shall have full legal status and shall be capable of suing and being sued in its own name.

3. REGISTERED ADDRESS

- 3.1 The registered address of the Association is c/o Conrad Botha and Associates, 37 Cross Avenue, Atholl, 2196.
- 3.2 The service of any process or document shall be deemed to have been validly delivered if sent by registered post to the registered address of the Association, or if delivered to the Association at the above address.

4. DEFINITIONS

- 4.1 Any reference to the “masculine gender” shall also include the “female gender or other sexual orientation” and the “singular” shall also include the “plural”, unless inconsistent with context.
- 4.2 “Advertising and communication film material making” means the manufacture, physical production or translation of idea into finished cinematographic or video taped moving picture advertisements for showing in public and private cinema circuits or on public or private television networks or any other media.
- 4.3 “Committee” means duly elected committee members of the Association.

- 4.4 “Constitution” means the Constitution of the Association duly ratified at an Annual General Meeting and registered in terms of the Act, including any amendments from time to time.
- 4.5 “CPA” means the Association.
- 4.6 “Day” excludes public holidays and weekends.
- 4.7 “Film Production House” means those organizations which collectively comprise the Industry.
- 4.8 “Member/s” means duly registered member/s of the Association.
- 4.9 “Officer/s / office bearers” means duly elected office bearer/s of the Association.
- 4.10 “Rules and Regulations” means rules and regulations made in terms of this Constitution as amended from time to time.
- 4.11 “The Association” means the Commercial Producers Association of South Africa.
- 4.12 “The Industry” means the South African advertising film-making and film facilitation industry.
- 4.13 “Financial Year end” means the Association’s Financial Year end, which is 30 June each year.

5. OBJECTS

- 5.1 The objects and aims for which the Association is formed are, *inter alia*, that it shall be empowered through or by its Executive Committee to:
- 5.1.1 Promote and foster good relations between the Association and all persons and organizations with whom the industry is in association both locally and internationally including:
- 5.1.1.2 the advertising profession;
 - 5.1.1.3 all broadcasters
 - 5.1.1.4 processing and facility houses
 - 5.1.1.5 laboratories
 - 5.1.1.6 suppliers of goods

- 5.1.1.7 government departments, National, Provincial and Metropolitan structures.
- 5.1.1.8 people, Organizations, Associations and Federations that provide services to the Industry
- 5.1.1.9 all independent theatrical venues and distributors;
- 5.1.1.10 crew agents and those represented by them;
- 5.1.2 Adopt codes of conduct and ethics and such other instruments as may be appropriate to regulate the conduct of its members, including any procedures applicable to the alleged breach of such codes and the sanctions therefore.
- 5.1.3 Set standards of membership of the Association such that those employing the services of, or having dealings with members shall have such assurance and safeguard of professional competency and honourable dealing as shall justly encourage them to deal preferentially with members.
- 5.1.4 Protect the industry from unfair competition by organizations or person whose businesses cannot be legally classified within the Industry.
- 5.1.5 Provide a forum for the members to raise concerns, and matters for the general benefit of the entire Industry.
- 5.1.6 Ensure that members are aware of their legal rights and obligations.
- 5.1.7 In general, provide, *inter alia*, such services as shall be considered commensurate with an association of this nature.

6. MEMBERSHIP

- 6.1 The members of the Association shall consist of all natural persons, registered companies, partnerships or proprietorships from the Industry
- 6.2 On admission as a member of the Association, a member agrees to be bound by this Constitution, the Code of conduct, the Transformation charter and the rules and regulations of the Association, as amended from time to time.

7. APPLICATION FOR MEMBERSHIP AND MEMBERSHIP FEES

- 7.1 Application for membership of the Association shall be made on the official application form addressed to the Executive Officer.
- 7.2 The Executive Officer shall submit the application to the Executive Committee.
- 7.3 The Executive Committee shall have the sole discretion of approving or rejecting the application provided only that such approval/rejection is endorsed by the majority of the members of the Executive Committee.
 - 7.3.1 the reasons for the rejection of membership may only be disclosed at the discretion of the Executive Committee.
 - 7.3.2 in the event that membership is denied, applicants may reapply at the next Annual General Meeting.
- 7.4 An initial membership fee shall be payable by any duly admitted applicant as a member of the Association and an annual subscription shall be payable thereafter (the annual subscription shall not be paid in addition to the initial membership fee) subject to the following conditions:
 - 7.4.1 the initial membership fee shall be decided by the Executive Committee and will be payable within thirty (30) days after admission as a member of the Association.
 - 7.4.2 the membership fee is subject to revision at the discretion of the Executive Committee and shall be ratified at the Annual General Meeting.
 - 7.4.3 the annual subscription shall be payable by all members of the Association not later than the first day of August each year;
 - 7.4.4 where the Association has not received the initial membership fee or the annual subscription of a member by the due date;
 - 7.4.4.1 the Executive Officer shall cause a written notice to be addressed to such a member by registered post requiring such a fee to be paid within thirty (30) days;
 - 7.4.4.2 from the date of posting the notice to date of payment such defaulting member shall automatically be suspended from the Association.
- 7.5 The appropriate sub-committee may, on good grounds, cancel the membership of such defaulting member.

7.6 For the purposes of termination of membership or other matters in terms of this Constitution, a member shall be deemed to be responsible for the actions of its directors, members/ agents and employees.

8. EXECUTIVE COMMITTEE

8.1 The business of the Association shall be managed by an Executive Committee. The Executive Committee shall be elected each year at the Annual General Meeting. The Executive Committee shall consist of:

8.1.1 the Executive Officer, who may be a paid employee of the Association and appointed by the Executive Committee;

8.1.2 eight elected Committee members.

8.2 The Executive Committee shall hold office for a period of twelve (12) months. This does not preclude a member from being re-elected in accordance with the provisions of the Constitution.

9. DUTIES OF EXECUTIVE COMMITTEE

9.1 The Executive Committee shall be empowered to make rules and regulations for the management and conduct of the affairs of the Association and regulations for the conduct of its proceedings at meetings.

9.2 The Executive Committee may from time to time entrust to, delegate or confer upon a sub-committee or a member or a non-member such of its powers and authority as the said committee may in its sole discretion deem fit and may likewise revoke, vary and alter such powers and authorities.

9.3 The Executive Committee may:

9.3.1 appoint persons to represent the Association in respect of any of its affairs including legal representation.

9.3.2 appoint paid employees of the Association

9.4 The Executive Committee shall:

9.4.1 hold meetings at least once a calendar month or as often as may be required. Five (5) members of the committee shall constitute a quorum.

9.4.2 call general meeting of the Association when matters affecting the interests of the industry arise or with a view to obtaining the mandate of a general meeting.

- 9.4.3 negotiate with the Government of South Africa and respective authorities on matters of interest to the Association.

10. SUB-COMMITTEES

- 10.1 The Executive Committee is empowered to set up additional permanent and Ad Hoc sub-committees to deal with matters including but not limited to :

10.1.1 the infringement of any provision of a code or standard established in terms of clause 5.1.2

10.1.2 disputes arising between the Association and its Office bearers or members; and

10.1.2.1 disputes arising between the members and their employees, suppliers, commissioning principals or independent contractors.

- 10.2 The structure and membership of any committee established in terms of 10.1 shall be determined by the Executive Committee and may include:

10.2.1 a full time employee of the CPA;

10.2.2 a non-member of the CPA who may be a practicing attorney appointed at the discretion of the Executive Committee

10.2.3 a member of the Executive Committee

10.2.4 any other person who may be appropriate by virtue of their training, skills experience, knowledge of the industry etc.

- 10.3 Any sub-committee established in terms of 10.1 may propose any method of resolving a matter which falls under the ambit of that sub-committee including the private resolution of disputes provided that :

10.3.1 the terms of reference of any such private dispute resolution process shall be contained in a private dispute resolution agreement signed by all parties concerned; and

10.3.2 in the event that the dispute concerns an issue provided for in 10.1.1, due regard shall be had to any applicable process contained in the instrument/code concerned.

11. OFFICE BEARERS

- 11.1 The election of office bearers shall take place at the Annual General Meeting of the Association subject to the following conditions:
- 11.1.1.1 all candidates shall be nominated in writing by a member who shall sign the nomination form and submit same to the Executive Officer at least fourteen (14) prior to the Annual General Meeting
 - 11.1.2 all candidates shall be elected by a show of hands at the Annual General Meeting;
 - 11.1.3 there will be a minimum of four (4) South African director based Executive members.
- 11.2 Where the nominations exceed the number of positions available and the nominees all wish to stand, the general body of members shall be required to vote by secret ballot on the basis of one vote per member.
- 11.3 The newly elected Executive Committee shall fix a date which is not less than thirty(30) days after such Annual General Meeting, for its first meeting at which meeting elections shall be held for the specific positions on the committee.
- 11.4 If a member of the Executive Committee vacates his or her office, the replacement will be elected by the Executive Committee.
- 11.5 The Executive Committee shall exercise all such rights and powers of the Association as are not by this Constitution required to be exercised by the Association in a General meeting.
- 11.6 The Executive Committee shall be empowered to make rules and regulations for the management and conduct of the affairs of the Association.
- 11.7 The Executive Committee may from time to time entrust to, delegate or confer upon a sub-committee or a committee member or a non-member such of its powers and authority as the said committee may in its sole discretion deem fit and may likewise revoke, vary and alter such powers and authorities.

12. DUTIES OF OFFICE BEARERS

- 12.1 The Executive Officer

- 12.1.1 The role of the Executive Officer shall be to chair and conduct all meetings of the CPA at which he/she is present and shall also include:
- 12.1.1.1 to give all instructions necessary to give effect to the decisions and policies of the CPA and this Constitution;
 - 12.1.1.2 to do all secretarial duties on behalf of the Association including:
 - 12.1.1.2.1 dealing with all correspondence by and with the Association;
 - 12.1.1.2.2 notification of meetings to members;
 - 12.1.1.2.3 the issuing of statements concerning the Association;
 - 12.1.1.2.4 keeping and maintaining a register of all members of the Association;
 - 12.1.1.2.5 cause proper minutes to be made in the books of the Association provided for this purpose of all resolutions and proceedings at all meetings of the Association and of the committee and to ensure the proper circulation of such minutes to the members of the Association.
 - 12.1.1.2.6 receive all the moneys of the Association;
 - 12.1.1.2.7 ensure that all the moneys so received are credited to the Association's bank account;
 - 12.1.1.2.8 make payments on the Association's behalf;
 - 12.1.1.2.9 prepare accounts of the Associations' finances for the Annual General Meeting, or when requested to do so by the Committee;
 - 12.1.1.2.10 ensure that all cheques or Electronic transfers made out in the name of the Association, shall be authorized/ signed by and Executive and the Executive Officer.
 - 12.1.1.2.11 within 30 days of receipt of the auditor's report, provide the Registrar with a certified copy thereof.

12.2 Elected Executive Committee Members

- 12.2.1 The role of the elected executive committee members shall be to attend all committee meetings and assist in the general running of the Association's affairs.

13. VACATION OF OFFICE

- 13.1 The office of a member of the Executive Committee shall become vacant if such member:

13.1.1 resigns by giving one (1) month written notice to the Executive Officer;

13.1.2 if such member fails to attend three (3) consecutive meetings of the committee or any sub-committee without just and proper cause;

13.1.3 upon the dismissal of a member by the disciplinary sub-committee.

14. ANNUAL GENERAL MEETINGS

- 14.1 The Annual General Meeting of the Association shall be held each year during the month of August.

14.2 The Executive Officer shall upon formal instructions by the Committee give not less than twenty one (21) days' notice in writing to each member of the Association to the date and venue of the Annual General Meeting.

14.3 A quorum of members necessary for the purposes of holding duly constituted annual general meeting or extra-ordinary general meeting shall be 30% of the total number of members attending in person or by proxy at the said meeting.

14.4 Where no quorum is present, the Executive Officer shall adjourn the meeting to the fourteenth day thereafter unless such day is a holiday, in which case adjournment of the meeting shall be the first working day after the fourteenth day.

14.5 Those present at the adjourned meeting shall constitute a quorum.

14.6 Attendance at general meetings shall be open to all interested persons.

14.7 In the event of any member wishing to submit a motion or resolution for consideration at an annual general meeting such member must furnish formal notice thereof in writing to the Executive Officer at least ten (10) days prior to the said annual general meeting.

- 14.8 The Executive Officer shall circulate the motion or proposed resolution to all members.
- 14.9 The agenda of an annual general meeting shall be modeled along the following:
 - 14.9.1 Minutes of the previous annual general meeting;
 - 14.9.2 Correspondence and matters arising;
 - 14.9.3 Executive Officers report and matters arising;
 - 14.9.4 Special motions or resolutions of which notice has been given;
 - 14.9.5 Election and admission of members not automatically eligible under the Constitution;
 - 14.9.6 Election of honorary office bearers;
 - 14.9.7 Election of new committee;
 - 14.9.8 General.

15 VOTING

- 15.1 At annual general meetings voting shall be by show of hands and each member shall have one vote save that where two thirds of the members present at an annual general meeting so determined voting shall be by way of secret ballot.
- 15.2 In conducting a ballot the Executive Officer shall cause slips of paper to be distributed only to those duly enrolled members of the Association entitled vote, who shall record thereon:
 - 15.2.1 their name;
 - 15.2.2 the name of the production house which they represent;
 - 15.2.3 their endorsement either for or against any resolution or if an office bearer is to be elected, the name of such preferred candidate.
- 15.3 The ballot slips shall be scrutinised and counted by not less than two members of the committee.
- 15.4 If the principal place of business of a member is situated more than 50 kilometers from the place of the Annual General Meeting or the extraordinary Annual General Meeting, the member may vote in writing on any matter before the meeting by means of a letter addressed to the Executive Officer. Such vote shall be null and void if it is not received by the Association in time to be included among the votes when these are counted at such meeting.

16 EXTRA ORDINARY GENERAL MEETINGS

- 16.1 The executive committee may, whenever they consider it fit, convene an Extra-Ordinary General Meeting for the purpose of any special business of the Association, alternatively at the request of not less than 20% of the members of the Association.
- 16.2 The request shall be in writing stating the purpose of such meeting.
- 16.3 The Executive Officer shall convene an Extra Ordinary General Meeting on notice to all members. The procedure for the conduct of the Extra-Ordinary General Meeting shall be the same as that of conducting the Annual General Meeting.

17 FINANCES

- 17.1 The Association must open and maintain an account in its name with a bank of its choice that is registered in the Republic, and –
 - 17.1.1 deposit all moneys it receives in that account within three (3) days of receipt; and
 - 17.1.2 pay the expenses of and make all payments on behalf of the Association by cheques or Electronic transfers drawn on that account.
- 17.2 The Association may invest any surplus funds not immediately required for current expenditure or contingencies, in –
 - 17.2.1 savings accounts, permanent shares or fixed deposits in any registered bank or financial institution.
 - 17.2.2 internal registered stock as contemplated in section 21 of the Exchequer Act, 1975 (Act No.66 of 1975)
 - 17.2.3 a registered unit trust
 - 17.2.4 any other manner
- 17.3 All payments from the Associations funds must be-
 - 17.3.1 made by cheques or Electronic payments drawn on the Association's bank account and signed/authorised by the Executive Officer and one Executive member. However, the Association, by special resolution, may authorize any committee member to sign or countersign/authorise cheques/electronic payments drawn on the Association's bank account in the event of the Executive Officer not being readily available for that purpose.

17.4 Despite the above:

17.4.1 the Association may maintain a petty cash account, out of which the Executive Officer may make cash payments not exceeding R800.00 at any one occasion;

17.4.2 funds required for the petty cash account may be transferred to that account only by drawing a cheque issued and signed in the manner required by the above clause;

17.4.3 except with the approval of the Association, cheques drawn to transfer funds to petty cash may not exceed R1,500.00 per month in aggregate;

17.4.4 the Association may determine the form of the records to be kept for the petty cash account.

17.5 At the end of each quarter of the financial year, the Executive Officer must prepare a statement showing the income and expenditure of the Association for that quarter, and another reflecting its assets, liabilities and financial position as at the end of that period.

17.6 The financial year of the Association begins on 1 July in each year and ends on 30 June of the following year, except the first financial year, which begins on the day that the Association is registered and ends on 28th February of the following year.

17.7 Not later than 6 months after the end of the financial year, the Executive Secretary must prepare a statement of the Association's financial activity in respect of that financial year, showing –

17.7.1 all moneys received for the Association;

17.7.2 expenditure incurred on behalf of the Association, under the following heads:

17.7.2.1 remuneration and allowances of officials and employees

17.7.2.2 amounts paid to officers for their attendance at meetings, the travelling and subsistence expenses incurred by them, and the salary or wage deducted or not received by them due to their absence from work by reason of their involvement with the Association;

17.7.2.3 office accommodation

- 17.7.2.4 printing and stationery requirements; and
- 17.7.2.5 miscellaneous operating expenditure; and
- 17.7.2.6 the Association's assets, liabilities and financial position as at the end of that financial year.
- 17.7.2.7 the annual financial statement must be signed by the Executive Officer and submitted to an auditor for auditing and preparing a report to the Association.
- 17.7.2.8 certified copies of the audited statements and the auditor's report must be made available for inspection at the office of the Association to members who are entitled to make copies of those statements and the auditor's report.
- 17.7.3 The Executive Officer must send certified copies of the audited financial statement and the auditor's report to the registrar within 30 days of receipt thereof.
- 17.8 Every year the Executive Officer must prepare, for submission at the annual general meeting of the Association, a budget for the Association for the next financial year.
- 17.9 The Association shall preserve each of its books of account, supporting vouchers, records of subscriptions or levies paid by members, income and expenditure statements and auditor's reports for a period of 5 years from the end of the financial year to which they relate.
- 17.10 At the Annual General Meeting the Association must appoint an auditor to perform the audit of the Association for the next financial year.

18 AMENDING THIS CONSTITUTION

- 18.1 The Association may change this constitution at any time –
 - 18.1.2 by a resolution adopted by unanimous vote of all the members on a motion to amend tabled without prior notice; or
 - 18.1.3 by a resolution adopted by at least two-thirds of all the members after at least –
 - 18.1.3.1 one month's notice of that motion to amend had been given to the Executive Officer; and

18.1.3.2 two weeks' notice of that motion had been given to all the other members.

19 DISSOLUTION OF ASSOCIATION

19.1 The Association may be dissolved by a special resolution passed at an Extra Ordinary General Meeting. The special resolution shall be passed by not less than three quarters of all members present and voting at such meetings.