



RULES TO THE MEMORANDUM OF INCORPORATION

(North Eastern Free State Fire Protection Association NPC)



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1. Definitions

- 1.1. **NEFSFPA NPC** – means “**NORTH EASTERN FREE STATE FIRE PROTECTION ASSOCIATION NON PROFIT COMPANY**”.
- 1.2. **NEFSFPA** – means “**NORTH EASTERN FREE STATE FIRE PROTECTION ASSOCIATION**”.
- 1.3. **MOI** – refers to the Memorandum of Incorporation of the **NORTH EASTERN FREE STATE FIRE PROTECTION ASSOCIATION NON PROFIT COMPANY**.
- 1.4. **The Act** – refers to the Companies Act, 2008, as amended together with any regulations published in terms thereof.
- 1.5. **FPA(s)** – means “**FIRE PROTECTION ASSOCIATION(S)**”.
- 1.6. **NVFFA** – refers to the National Veld and Forest Fire Act, Act 101 of 1998, as amended together with any regulations published in terms thereof.

In addition to any provisions as set out in the Memorandum of Incorporation, as well as the Companies Act of 2008, the **NEFSFPA NPC** shall form and govern an Association in terms of the National Veld and Forest Fire Act (Act 101 of 1998), as set out in these rules, as amended from time to time.

2. Name of the Association

- 2.1. The name of the Association will be **NORTH EASTERN FREE STATE FIRE PROTECTION ASSOCIATION**.
- 2.2. Abbreviation: **NEFSFPA**

3. Area of the Association

- 3.1. The **NEFSFPA** area will cover all landowners in Phumelela and Maluti-A-Phofung in the Eastern Free State.

4. Addresses of Association

4.1. PHYSICAL ADDRESS:

1 JERSIG STREET
WARDEN
9890

4.2. POSTAL ADDRESS:

PO Box 32
WARDEN
9890



5. What is NEFSFPA?

- 5.1. **NEFSFPA** is a not-for-profit association governed by a board of Directors and management control is by an Executive Committee, which is run by permanent staff in its Warden-based office and represents registered Landowners, which in turn is made up of active members.

6. NEFSFPA Vision

- 6.1. **NEFSFPA** aims, through excellence in education and representation, to promote the protection of life, assets and the environment from veld & forest fires, inclusive of other related emergencies.

7. NEFSFPA Mission

- 7.1. To promote an efficient system that supports the activities of all landowners and land users in the execution of their duties as set out in the **NVFFA** and is consistent with the provisions of the **NVFFA**, the Disaster Management Act, and other relevant legislation.
- 7.2. Our purpose is to work cooperatively with all governments, corporate and community organizations for the continuous improvement in standards, legislation, education, products and services.

8. NEFSFPA Values

The values that guide the association are:

- 8.1. **Integrity** — behaving ethically, acting with loyalty and honesty, and being prepared to express our views.
- 8.2. **Independence** — being prepared to establish alliances, build trust and foster cooperation without showing favour.
- 8.3. **Professionalism** — an ongoing commitment to the continuous improvement in the delivery of quality fire protection services and standards.

9. The aims of NEFSFPA

- 9.1. **Representative Membership** - To maintain a broad membership base which is accurately representative of the fire safety community, in order to provide the resources to build awareness of the association so that the NEFSFPA can achieve its other goals.
- 9.2. **Member Services** - To be the primary source of fire protection information and advice that is of benefit to NEFSFPA members, the veld & forest fire safety industry and the wider community.
- 9.3. **Continual Improvement in Fire Education** - To support and contribute to the continuing development of national competencies and training packages to



meet legislative requirements and to improve the effectiveness of those employed in veld & forest fire safety and protection.

- 9.4. **Influence Decision Makers** - To take a leading role in influencing all bodies whose decision-making processes affect fire safety.
- 9.5. **Support for Corporate Members** - To support corporate members and their businesses through networking with governments, trade Organisations, international fire protection associations and related bodies, to promote South African fire safety standards, services and expertise to a global audience.
- 9.6. **Communication of the Fire Safety Message** - To be a successful and vital link in communicating the fire safety message to our members, to the fire safety industry, to other businesses and industry, and to the wider community.

10. Objects, Duties & Functions and Role & Responsibilities of the Association

In addition to any objects as set out in section 1.2 of the **MOI**, the association **may** also perform the following:

- 10.1. **Duties & Functions**
 - 10.1.1. Inform its members of equipment and technology.
 - 10.1.2. Promote fire awareness in the NORTH EASTERN FREE STATE.
 - 10.1.3. Coordinate available fire-fighting resources.
 - 10.1.4. Execute the powers and duties delegated to **NEFSFPA** by the minister.
 - 10.1.5. Monitor and evaluate performance of member's.
 - 10.1.6. Provide a strategy for agreed mechanisms for the co-ordination of actions with landowners in the event of fire crossing boundaries.
 - 10.1.7. Make rules that binds its members.
- 10.2. **Role & Responsibilities**
 - 10.2.1. **Appointment of Operations Manager**, including aerial operations responsibility.
 - 10.2.2. **Strategic policy and planning** for all landowners in the North Eastern Free State and assist with **legal compliancy**.
 - 10.2.3. **Liaison and co-ordination** with the district and local disaster management centers by **improving communication** and setting a platform for all role players.
 - 10.2.4. **Communicating fire danger** ratings to **Landowners** and others.
 - 10.2.5. **Weather data collection** for improvements to the predictions from the NFDRS [National Fire Danger Rating System], and collection and dissemination of other relevant data and information.
 - 10.2.6. Providing **input data for fire danger ratings** on behalf of its **Landowners**, such a veld curing information.
 - 10.2.7. Training of **fire incident command specialists** for support and co-ordination between **Sectors** and other fire-fighting agencies in escalating fire conditions.



- 10.2.8. **May assist or advise members of FPAs where court cases arise**, such as providing expert witness, statistical and weather information.
- 10.2.9. **Management and maintenance of aerial support** services.
- 10.2.10. **Assist with the Coordination of Ground** support.
- 10.2.11. **Co-ordination functions**, such as co-ordination of equipment and other resources
- 10.2.12. **Implementing Integrated Fire Management.**

11. Membership

- 11.1. Any **Landowner**, may become a member of **NEFSFPA**.
- 11.2. Only **Landowners** that elect to be members of **NEFSFPA** are allowed to become members. **Landowners** must apply to become a member of **NEFSFPA** and agree to abide by the rules of the **NEFSFPA**.

12. Rights and Duties of Members

Membership of the association includes:

- 12.1. Paying any fees and charges set by the Board of Directors from time to time.
- 12.2. Allow members to have specified benefits of membership.
- 12.3. Does not give a member a right to any of property or monies of **NEFSFPA**.

13. Termination of Membership

- 13.1. A member may terminate membership by written notice to the secretary of the **NEFSFPA**, except in the case of Municipalities and organs of state who are permanent members.
- 13.2. Termination of membership will mean that the member forfeits all monies, already paid to the association.
- 13.3. Membership is automatically terminated if a member does not pay membership fees, charges or interest within 90 days, after the due dates of these fees or charges.

14. Fees, Charges and Interest

- 14.1. The Board of Directors may from time to time:
 - 14.1.1. Fix fees and charges for membership and services that are necessary for the proper management of the **NEFSFPA**.
 - 14.1.2. Charge interest on unpaid fees that the law allows.
- 14.2. The fees of the **NEFSFPA** shall be determined by the Board of Directors.
- 14.3. Any increase in registration and membership fees or charges for services must be decided at a Board Meeting.



15. Decision Making Bodies of NEFSFPA

15.1. NEFSFPA NPC BOARD OF DIRECTORS

- 15.1.1. In addition to Section 2.1 of the **MOI**, the following rules shall also be followed.
- 15.1.2. The **NEFSFPA** directors will be formally registered through the ***Companies and Intellectual Properties Commission (CIPC)*** as Directors of the **NEFSFPA NPC**.
- 15.1.3. The details of these directors can be found on the registration documents, as registered with the **CIPC**.
- 15.1.4. Appointment or additions of directors will be in line with good corporate governance and as per recommendations from EXCO and must be approved by the other directors.
- 15.1.5. This is the body that is responsible for sound financial management of **NEFSFPA**.

15.1.6. Purpose of the Board

- 15.1.6.1. All directors shall act in a constructive, accountable and responsible manner in dealing with issues that are brought to them.
- 15.1.6.2. All directors shall be given access to information relating to the work of the directors in order to facilitate due consideration by the EXCO and OPCO.
- 15.1.6.3. All discussions relating to the tasks and functions of the directors shall be open and transparent.
- 15.1.6.4. All proceedings of formal meetings of the directors shall be recorded.
- 15.1.6.5. All matters relating to the directors shall be addressed with the necessary urgency.
- 15.1.6.6. To facilitate the provision of information and feedback to EXCO and OPCO.
- 15.1.6.7. The NEFSFPA Board of directors will appoint all permanently employed staff, e.g. Manager, Planning officer and Administration Staff.
- 15.1.6.8. The NEFSFPA Board will ensure that King III Code of governance principles are adhered to with regard to the Board Composition. The specific principles adhered to in terms of Chapter 2 of King III of King III Code of governance principles are as follows:
 - 2.14 - The Board of Directors should act in the best interests of the company.
 - 2.16 - The Board should elect a chairman of the board who is an independent non-executive director. The CEO of the company should not also fulfil the role of chairman of the board.
 - 2.17 - The Board of Directors should appoint the Chief



Executive Officer (CEO) of company.

2.18 - The Board should comprise a balance of power, with a majority of non-executive directors. The majority of non-executive directors should be independent.

15.1.7. Primary Responsibilities

- 15.1.7.1. Assist with the financial policy and planning for the **NEFSFPA NPC**.
- 15.1.7.2. Overall financial direction and planning, including the signing off on the budget and the financial statements.
- 15.1.7.3. Accountability over financial management.

15.1.8. Aims of the Board

- 15.1.8.1. To promote sustainable, equitable and efficient financial management.

15.1.9. Composition of the Board

- 15.1.9.1. Formally appointed directors of **NEFSFPA NPC**.
- 15.1.9.2. From the above Board Members (EXCLUDING co-opted members), the following Office Bearers shall be elected:
 - 15.1.9.2.1. Chairman.
 - 15.1.9.2.2. Vice Chairman.
 - 15.1.9.2.3. Secretary.
 - 15.1.9.2.4. Treasurer.

One person may hold more than one position at any time.

15.2. NEFSFPA EXECUTIVE COMMITTEE (EXCO)

- 15.2.1. The **NEFSFPA** Executive Committee (EXCO) has been established to ensure a coordinated approach to fire risk management in respect of aerial and ground operations throughout the Area of Operations, in turn ensuring **Landowners** achieve common standards with regard to overall ground operations - awareness, training, prevention and control – in line with the aims mentioned above.
- 15.2.2. The EXCO will work closely with provincial and local government structures, as well as other fire related service providers and stakeholders.
- 15.2.3. The EXCO will be represented by one member per Fire Management Area as well as the Chairman, FPO / Manager.
- 15.2.4. This is the body that is responsible for strategic direction of **NEFSFPA**.

15.2.5. Purpose of the Committee

- 15.2.5.1. To establish strategic direction for **Fire Management Areas** discussions on the OPCO and participation in fire risk management issues.



- 15.2.5.2. To set strategic direction in issues related to fire risk management and aerial and ground resources within the North Eastern Free State, networking closely with relevant institutions.
- 15.2.5.3. To evaluate and monitor impacts of fire on land use, and develop strategic direction to reduce such impacts within the North Eastern Free State.
- 15.2.5.4. To assist in the compilation of documents in respect fire risk management - providing proposals and plans that may improve aerial and ground operations i.r.o. fire.
- 15.2.5.5. To liaise and interact with *Working on Fire (WoF)* with regard to partnership agreements, WoF fire-fighting crews, strategic locations, etc.

15.2.6. Primary Responsibilities

- 15.2.6.1. Appointment of a FPO and /or Manager who would delegate certain powers and duties to the Fire Management Area Coordinators and interact with *Working on Fire (WoF)* and other relevant organizations. This position may be filled by either one or two people.
- 15.2.6.2. Assist with the strategic policy and planning for the common area administered by several **Fire Management Areas**.
- 15.2.6.3. To provide strategic direction for fire related training.
- 15.2.6.4. Facilitate communication to Government departments, Parastatals and corporates regarding veldfire management in the area.
- 15.2.6.5. Initiate Awareness / Media Campaigns from a provincial perspective.
- 15.2.6.6. Facilitating mutual aid agreements (between fire related parties as well as the **NEFSFPA** (WoF, DAFF, etc.).
- 15.2.6.7. Overall strategic direction and planning, including the contributions to local disaster management plans.
- 15.2.6.8. Assist with the development of Standard Operating Procedures (SOPs).
- 15.2.6.9. To guide in the strategic direction in terms of fire related equipment for the benefit of the **Fire Management Areas** and their sectors, with respect to -
Aerial operations: Helicopters, Fixed wing Bombers, etc.
Ground operations: Fire equipment – pumps, hoses, Fire Tenders, Hand crew equipment, Personal Protective Equipment (PPE), Radio Communications, Chemicals & Gels, etc.
- 15.2.6.10. Assist **Fire Management Areas** where possible with prescribed burning, common rules, joint fire preparedness & response plans, thereby ensuring common standards.



15.2.7. Aims of the Committee

- 15.2.7.1. To provide strategic direction to promote sustainable, equitable and efficient fire risk management principles within the North Eastern Free State.
- 15.2.7.2. To promote fire awareness and capacity building in the North Eastern Free State with regard to veld and forest fire issues.
- 15.2.7.3. To promote cooperative governance among stakeholders and authorities.
- 15.2.7.4. To liaise closely with the Local, District and Provincial Government, *Working on Fire* and the *Department of Agriculture, Forestry & Fisheries*.

15.2.8. Composition of the Committee

- 15.2.8.1. One **Fire Management Area** representative per area (preferably a Fire Protection Officer (FPO) or FPA Chairman).
- 15.2.8.2. **NEFSFPA NPC** Board Members.
- 15.2.8.3. **NEFSFPA** Manager(s).
- 15.2.8.4. **NEFSFPA** FPO.
- 15.2.8.5. Representative from Disaster Management.
- 15.2.8.6. Ground Operations Manager of *Working on Fire* in the North Eastern Free State.
- 15.2.8.7. Representative from DAFF (Department of Forestry Fisheries and Environment).
- 15.2.8.8. Any other specialist may be co-opted to this committee as the need arises. All co-opted members will be confirmed at the onset of each meeting.
- 15.2.8.9. From the above committee members (EXCLUDING co-opted members), the following Office Bearers shall be elected:
 - 15.2.8.9.1. Chairman.
 - 15.2.8.9.2. Vice Chairman.
- 15.2.8.10. Any member of the **NEFSFPA** may be elected to the EXCO.
- 15.2.8.11. The chairperson is elected for a period of two years, but may stand for re-election at the end of this period.
- 15.2.8.12. Any additional members are elected for two years, but may stand for re-election at the end of this period.
- 15.2.8.13. If the chairperson or any additional member(s) resigns, dies, becomes incapacitated or is disqualified, or is removed from office by the majority vote of the association, the respective position shall become vacant.
- 15.2.8.14. A member of the EXCO becomes disqualified if he or she –
 - 15.2.8.14.1. Is declared to be of unsound mind by a court.
 - 15.2.8.14.2. Is declared insolvent by a court.



- 15.2.8.14.3. Is convicted of a crime involving dishonesty.
- 15.2.8.14.4. Has been absent without leave or a good reason from two consecutive meetings of the committee.
- 15.2.8.15. If there is a vacancy on the committee, it must be filled by the election of another member for the remaining period of the service.

15.3. NEFSFPA OPERATIONS COMMITTEE (OPCO)

- 15.3.1. The **NEFSFPA** Operations Committee (OPCO) has been established to ensure a coordinated approach to fire risk management in respect of ground operations throughout the North Eastern Free State, in turn ensuring ~~s~~ achieve common standards with regard to overall ground operations - awareness, training, prevention and control – in line with the aims mentioned above.
- 15.3.2. The OPCO will work closely with provincial and local government structures, as well as other fire related service providers and stakeholders.
- 15.3.3. OPCO will be represented by one of its members per Municipal District area on the **NEFSFPA** EXCO to ensure integration of OPCO into the EXCO.
- 15.3.4. This is the body that is responsible for operational management of **NEFSFPAs** strategy and implementation of Integrated Fire Management (IFM).

- 15.3.5. Purpose of the Committee
 - 15.3.5.1. To provide a platform for **Fire Management Area Coordinators** discussion and participation in fire risk management issues.
 - 15.3.5.2. To actively participate in issues related to fire risk management and aerial and ground resources within the North Eastern Free State, networking closely with all **Fire Management Areas** and other relevant institutions.
 - 15.3.5.3. To evaluate and monitor impacts of fire on land use, and develop and build appropriate resources to reduce such impacts within area of operation.
 - 15.3.5.4. To assist in the compilation of documents in respect fire risk management - providing proposals and plans that may improve aerial and ground operations i.r.o. fire.
 - 15.3.5.5. To facilitate the provision of information and feedback in relation to fire risk management issues to **NEFSFPA**, their members, the respective communities and relevant stakeholders.
 - 15.3.5.6. To liaise and interact with *WoF* in regard to **NEFSFPA** partnership agreements, *WoF* fire-fighting crews, strategic locations etc.



15.3.6. Primary Responsibilities

- 15.3.6.1. Assist with the strategic policy and planning for the common area administered by **NEFSFPA**.
- 15.3.6.2. To facilitate and co-ordinate fire related training for the benefit of the **NEFSFPA** and their members in cases where training is not provided by the training industry – formulate training manuals.
- 15.3.6.3. Facilitate communication to landowners and the public regarding veldfire management in the area.
- 15.3.6.4. Undertake Awareness / Media Campaigns from a district / local **FPA** perspective.
- 15.3.6.5. Facilitating mutual aid agreements (between fire related parties and **NEFSFPA**).
- 15.3.6.6. Providing personnel and training standards, where the fires services have not provided these.
- 15.3.6.7. Develop Standard Operating Procedures (SOPs).
- 15.3.6.8. To investigate, facilitate and co-ordinate fire related equipment for the benefit of the **NEFSFPA** and their members, with respect to;
Aerial operations: Helicopters, Fixed wing Bombers, etc.
Ground operations: Fire equipment – pumps, hoses, Fire Tenders, Hand crew equipment, Personal Protective Equipment (PPE), Radio Communications and Chemicals & Gels, etc.
- 15.3.6.9. Assist **Fire Management Areas** where possible with prescribed burning, common rules, joint fire preparedness & response plans, thereby ensuring common standards.

15.3.7. Aims of the Committee

- 15.3.7.1. To promote sustainable, equitable and efficient fire risk management principles within the North Eastern Free State FPA and the area of operations.
- 15.3.7.2. To promote fire awareness and capacity building in the North Eastern Free State with regard to veld & forest fire issues.
- 15.3.7.3. To promote cooperative governance among stakeholders and authorities.
- 15.3.7.4. To liaise closely with the Local, District Government, *Working on Fire* and the *Department of Agriculture, Forestry & Fisheries*.

15.3.8. Composition of the Committee

- 15.3.8.1. The Committee shall be open to all **Landowners**, within the North Eastern Free State and affiliated to the **NEFSFPA**.
- 15.3.8.2. Two **FPA** representatives per (preferably a Fire Protection Officer (FPO) or FPA Chairman).



- 15.3.8.3. **NEFSFPA NPC Board Members.**
- 15.3.8.4. All members of the EXCO.
- 15.3.8.5. **NEFSFPA Manager(s).**
- 15.3.8.6. **NEFSFPA FPO.**
- 15.3.8.7. *Working on Fire* representative.
- 15.3.8.8. *DAFF* representative.
- 15.3.8.9. Co-opted representatives from commercial timber growers, agricultural, interested and affected communities, relevant governmental & non-governmental and statutory organizations, and provincial and local government structures, as and when required.
- 15.3.8.10. From the above committee members (EXCLUDING co-opted members), the following Office Bearers shall be elected:
 - 15.3.8.10.1. Chairman.
 - 15.3.8.10.2. Vice Chairman.
- 15.3.8.11. The chairperson is elected for a period of two years, but may stand for re-election at the end of this period.
- 15.3.8.12. If the chairperson resigns, dies, becomes incapacitated or is disqualified, or is removed from office by the majority vote of the association, the respective position shall become vacant.
- 15.3.8.13. A member of the OPCO becomes disqualified if he or she –
 - 15.3.8.13.1. Is declared to be of unsound mind by a court.
 - 15.3.8.13.2. Is declared insolvent by a court.
 - 15.3.8.13.3. Is convicted of a crime involving dishonesty.
 - 15.3.8.13.4. Has been absent without leave or a good reason from two consecutive meetings of the committee.
- 15.3.8.14. If there is a vacancy on the committee, it must be filled by the election of another member for the remaining period of the service.

15.4. GUIDING PRINCIPLES OF NEFSFPA COMMITTEES

The following guiding principles apply to all the decision making Bodies of the **NEFSFPA**:

- 15.4.1. All parties within the Committee shall act in a constructive, accountable and responsible manner in dealing with issues brought before the Committee.
- 15.4.2. All parties shall be given access to information relating to the work of the Committee in order to facilitate due consideration by the respective members.
- 15.4.3. All discussions relating to the tasks and functions of the Committee shall be open and transparent.



- 15.4.4. All proceedings of formal meetings of the Committee shall be recorded and be made accessible to the members.
- 15.4.5. All matters relating to the committee shall be addressed with the necessary urgency.

15.5. DECISION MAKING PROCEDURES

- 15.5.1. Decision-making shall be guided by the principle of democracy and in terms of the **NEFPA** Rules and Regulations.
- 15.5.2. Where possible, issues shall be debated until consensus is reached.

15.6. MEETINGS

- 15.6.1. The committee shall meet at least three times per year and at such other times as a majority of the members may agree in order to discuss matters pertaining to its responsibilities as outlined above.
- 15.6.2. In the event of an unusual incident, any member may request an emergency meeting of the committee to deal with the incident.
- 15.6.3. Meetings will be held in a central venue accessible to all stakeholders.

15.7. CHAIRPERSON

- 15.7.1. It shall be the duty of the Chairperson to ensure the orderly conduct of meetings and to ensure that all persons present and willing to speak, are given a reasonable opportunity.

15.8. ACCOUNTABILITY

- 15.8.1. Members of the committee are accountable to their **Fire Management Areas** and are responsible for keeping members informed of the committee's proceedings.
- 15.8.2. The committee has powers to raise specific issues and make recommendations to the other **NEFPA** decision making bodies, as well as other regulatory bodies on fire related matters.

15.9. ADMINISTRATION

- 15.9.1. A representative from **NEFPA** shall act as the secretary of the committee and shall be responsible for ensuring meetings are convened, take minutes and ensure the minutes are disseminated.
- 15.9.2. The secretary shall take steps to ensure that all members of the committee are notified of the dates and venues of the meetings, and that all relevant information is sent to committee members.



16. Finances

- 16.1. The financial year of the **NEFSFPA NPC** runs from the date of its recognition to end of February of that financial year, and then from 1 March every year to the end of February of each year.
- 16.2. The Treasurer, in conjunction with the **NEFSFPA NPC** Board of Directors, is responsible for all the financial business of the association and must keep a record of all this business.
- 16.3. The treasurer must every year at the Annual General Meeting, present a Financial Statement of the **NEFSFPA NPC** accounts for the previous financial year.
- 16.4. The Financial Statement must be available for inspection at reasonable times by any member for 4 weeks, from the date of the Annual General Meeting.

17. Annual General Meeting

- 17.1. An annual general meeting must be called by the Board of Directors, alternatively the **NEFSFPA EXCO** –
 - 17.1.1. Within 60 days of the end of the financial year.
 - 17.1.2. On 21 Days' notice to all members.
- 17.2. In addition to any other business, the Annual General Meeting must deal with –
 - 17.2.1. The Chairman's general report on general affairs of the association.
 - 17.2.2. The Treasurer's presentation of the financial statements of the **NEFSFPA NPC**.
- 17.3. A quorum will be 25% of all members.
- 17.4. If there is no quorum, the members present must be given notice that a further meeting will be held at least 7 days later.
- 17.5. If there is no quorum at the further meeting, the members present form a quorum.
- 17.6. Co-opted members to **NEFSFPA** has no vote.

18. Special General Meeting

- 18.1. The Board of Directors or the EXCO may convene a Special General Meeting at any time on 14 Days' notice.
- 18.2. A Special General Meeting must be convened by the Board of Directors or the EXCO if –
 - 18.2.1. 10% of the paid-up members request this meeting in writing and name the issues to be dealt with.
 - 18.2.2. The requested meeting is to be held at least 60 Days' before an Annual General Meeting.
 - 18.2.3. A quorum will be 25% of all members.



- 18.3. If there is no quorum at a Special General Meeting, the meeting must be closed and the business for discussion will go to the next Annual General Meeting.

19. Dispute Resolution

- 19.1. The rules of the association must provide for dispute resolution between members.
- 19.2. In the absence of a resolution, the Minister is to appoint a mediator or arbitrator acceptable to the Board of Directors & EXCO from a panel referred to in section 45(1) or 45(2) of the **NVFFA**. Everyone, including the complainant, will have to co-operate with the mediator and follow the decision of the arbitrator.

20. Dissolution

- 20.1. In addition to the provisions stipulated in Section 1.2 (3) of the **MOI**, the following rules shall also apply.
- 20.2. The association may be dissolved by the dissolution thereof –
 - 20.2.1. Being approved by at least two-thirds majority of members present and forming a quorum at any Special General Meeting; or
 - 20.2.2. Being approved at any other special meeting by a simple majority vote of the members then present, provided that such special meeting was called by the Board of Directors on at least 30 days prior written notice to all members and which notice specified that the Board of Directors intends dissolving the association by passing the relevant resolution at such meeting.
- 20.3. After the approval of the dissolution of the association as provided in 21.2. above, the Board of Directors shall appoint a suitably qualified liquidator to dissolve the association.
- 20.4. The liquidator referred to in 21.3. above, shall dissolve the association in the following chronological sequence:
 - 20.4.1. Liquidate all assets of the association;
 - 20.4.2. Prepare a final liquidation account in accordance with international financial reporting standards and present same to the Board of Directors;
 - 20.4.3. Settle all the liabilities of the association;
 - 20.4.4. Transfer any surplus or residue remaining as a donation made to any non-profit organisation which has objectives the same or similar to the objectives of the organisation as nominated by the Board of Directors.