

THE COMPANIES ACT, NO 61 OF 1973
(AS AMENDED)
A COMPANY NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association

Of

**UNITED TOWING ASSOCIATION
OF
SOUTH AFRICA**

(Association incorporated under Section 21)

Reg no of Company

Ck 2006/031990/08

UNITED TOWING ASSOCIATION SOUTH AFRICA

CONSTITUTION

1. NAME

The name of the association shall be the:
“**United Towing Association South Africa**”

2. AREA OF OPERATION

UTASA shall operate and function within the South African Borders.

3. LEGAL NATURE

UTASA shall be a voluntary towing and accident recovery association constituting a Body Corporate with separate legal persona which shall have perpetual succession and shall be capable of entering into contractual and other relationships and shall be capable of suing and being sued in its own name.

This association will be registered according to the laws of the republic of South Africa as a Company not for gain in terms of Section 21 of the Company’s Act No 61 Of 1973 as amended.

4. AIMS AND OBJECTIVES

UTASA aims and objectives shall be to strive to: -

Protect, secure and promote the interests of the Association's members as well as the insurers and consumers;

Create uniformity in the conduct of members and to regulate such conduct to ensure professional, disciplined service delivery;

Establish a trust worthy mutual relationship between members of the public and governmental organizations as well as members of the association.

Maximise memberships;

Create a disciplinary code to ensure compliance with rules and regulations

Actively engage in negotiations and to make representations anti appeals to the various State, Provincial and local authorities, as well as commercial Enterprises in the interest of its members and their employees;

Ensure fair labour practices by all its members, thereby promoting the Interests of all members' employees;

Encourage, promote and improve the standard of living and quality of life of its members and their employees;

Encourage, promote and improve road safety education and all other Education of its members and their employees;

Oppose all matters tending or calculating to impinge upon the rights and privileges of its members;

Take all such steps as may be deemed necessary by the association to preclude any misconduct on the part of any of the association's members or the drivers; and to take such further steps regarding the suspension or expulsion of the defaulting members as may be deemed necessary;

Raise funds for the association by any legal manner;

Apply all funds for the purpose of giving effect to the objectives of the Association.

Live and work to a code of conduct;

To amend, add to or repeal any of the rules that may be determined by the Association from time to time;

Work according to a Grievance Procedure to avoid conflict within the Association;

Develop structures and procedures to enable the motorist to communicate dissatisfaction with the service provided;

Co-operate with and to give input to any other towing associations having similar objectives, or to encourage and strive for the co-operation and coordination of similar organizations and bodies, which will include, but will not necessarily be restricted to government, provincial and local councils and bodies created by statute, for the attainment and fulfilment of the objectives of its members;

Exercise all or any such powers as may be necessary to achieve, as are ancillary to the achievement of, one, or more as affect the interest of the towing industry;

Act in all such general matters as affect the interests of the towing industry;

5. THE COMMITTEE

The **Committee** members of **UTASA** consist of the following-:

- **Chairperson**
- **Vice Chairperson**
- **Secretary**
- **Treasurer**
- **Other**

5.1 Appointment of the Executive Committee

The Executive Committee (hereinafter referred to as "the Committee") shall be appointed at every fifth annual general meeting and shall hold such office for a period of five years until elections held at the following fifth annual general meeting.

All members elected to this Committee shall be obliged to sign a Confidentiality and Non-disclosure Agreement and, shall be bound by the terms thereof in order to ensure confidentiality within the Committee.

Office bearers shall be eligible for re-election.

Voting for office bearers of the Committee shall be done by way of nomination duly seconded and voted by raising of hands.

The member receiving the most votes for a specific position within the Committee shall be considered elected.

Any vacancies occurring in the Committee shall be filled at the first ensuing committee meeting on nomination duly voted upon by raising of hands by Committee members.

The person receiving the majority vote shall be considered.

Office bearers of the Committee shall serve without remuneration.

Office bearers may be paid all travelling or other expenses properly incurred by them in attending meetings of the Committee or any other meetings, which involves the Committee.

5.2 Vacating Seat

A member of the Committee shall vacate his or her seat in the event of:

- Resignation or suspension or expulsion.
- The Committee shall be entitled but not obliged to request a committee member to vacate his or her seat in the event of the member Being absent from any three (3) consecutive committee or general meetings without notice given at least 6 hours prior to the meeting.
- Acting contrary to the activities underwritten by the **UTASA**
- Being declared insolvent or alienating the business.
- Being convicted of any criminal offence for a crime of dishonesty or violence.

5.3 Meetings

Committee meetings shall be held at least once a month. Such a meeting shall be referred to as a "Committee Meeting" and shall be attended by the Committee members only, unless otherwise determined by the Committee.

Committee meetings shall be convened by the Chairperson or Vice Chairperson by way of written notice, or if short notice, telephonically to all Committee members at least 5 (five) days prior to such meeting and in which notice the time and venue for such meeting will be stipulated.

No business shall be transacted at any committee meeting unless a quorum of the Committee members is present at the time when the meeting proceeds to business.

A quorum shall mean 60% of the members present in person. If within 15 minutes of the scheduled time a quorum is not present, such meeting shall stand adjourned to the same day the following week and if such day is a public holiday, then the same time and venue on the first working day thereafter.

The proceedings of any committee meeting shall not be invalidated by reason of non-receipt by any member of the notice of the meetings.

The Chairperson of the Committee shall whenever he may deem fit, convene a general meeting by way of written notice or telephonically to the members.

The minutes of a previous meeting will be circulated to all members with the appropriate notice of the agenda of the forthcoming meeting as herein provided for.

At the subsequent committee meeting the minutes of the previous meeting will be approved by way of a proposer and seconder confirming the previous meeting's minutes.

Voting shall take place by raising of hands and in the event of an equality of votes, the Chairperson of the meeting, in addition to his own vote, shall have a casting vote.

5.4 Rights and Duties of the Committee

The Committee shall:

- At all times strive to meet and promote the objectives of **UTASA** and the members in their respective capacities;
- Be responsible for the day to day running of the administration of **UTASA**.
- Communicate with authorities and pursue the interests of the members with the relevant authorities;
- appoint such sub-committees as it deems fit;
- Invest funds of **UTASA** with the mandate from its members.
- Enter into agreement with other associations or authorities which it deems to be in the interest of the members.
- By two-thirds majority of the Committee members frame rules consistent with the constitution of **UTASA** or with any other Law of the Republic of South Africa.
- Such rules shall be published to members by way of written notices and shall be abided by at all times by the members, and any committees created in terms hereof;
- Establish a disciplinary committee for the purpose of enforcing rules and regulations laid down by **UTASA**;
- Fine and/or suspend a member of **UTASA**.
- The Committee shall have the power to determine maximum or minimum fines which the Disciplinary Committee may impose;
- Determine membership fees which shall require prior ratification by a simple majority of **UTASA** members at either a general meeting or special meeting;
- Appoint any professional person(s) to provide assistance where deemed necessary and to effect payment of such professional fees, reasonably incurred.

The Committee shall not;

- Have the power to elect Committee Members other than to fill vacancies until the next Annual General Meeting;
- Have the power to authorise any payments of amounts exceeding R 10 000-00 (TEN THOUSAND RAND); unless authorised by the majority of the committee.
- Appoint any members or staff or any other person for remuneration without authority given by way of vote at a General meeting.

6. MEMBERSHIP OF THE ASSOCIATION

6.1 Eligibility and Qualifications

Potential members shall be eligible and shall qualify, subject to making application (and subject to the discretion by the Committee to accept or reject such application) for membership of **UTASA**:

The Association may liaise with other interest and associate groups. Such groups will be (subject to prior invitation from the Excom), allowed to attend general meetings and annual general meetings. Such interest groups will have no rights in respect of voting. They will however be permitted to act as observers and be allowed to contribute input to the meeting.

In the event of any matter pertaining strictly to the Association being required to be adjudicated upon or voted upon, then in that event the Chairperson shall be empowered to request such interest groups to leave the meeting.

The criteria that shall be applicable for purposes of membership to the Association both relating to persons and vehicles shall be determined by the Committee from time to time.

7. CODE OF CONDUCT

The Committee shall determine a code of conduct by which all members shall be bound.

The code of conduct shall be subject to annual review by the Committee and shall, in the discretion of the Committee, and if deemed necessary by the Committee, be amended annually or at such greater frequency, as the Committee may deem necessary and appropriate.

8. GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

An annual general meeting for all members as well as Committee members shall be held at least once a year on such date as determined by the Committee.

Such a meeting shall be referred to as an Annual General Meeting (AGM) and may be attended by all executive committee members of the recognized metro/municipal towing associations being a member at the time, date and venue set for such meeting.

The Committee may call a general meeting at any stage and may be attended by all metro/municipal associations being a member of the **UTASA** at the time, date and place stipulated for such meeting.

Annual General Meetings and General Meetings shall be convened by the Chairperson or the Vice Chairperson by way of written notice to all members (7) seven days prior to the meeting and which notice shall contain the time and venue of such meeting together with an agenda for issues to be discussed.

No business shall be transacted at any annual general meeting or general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

A quorum shall mean 60% of the members present in person. If within 15 minutes of the scheduled time a quorum is not present, such meeting shall stand adjourned to the same day the following week and if such day is a public holiday, then the same time and venue on the first working day thereafter.

The proceedings of any meeting shall not be invalidated by reason of non receipt by any member of the notice of the meetings.

The Chairperson of the Executive Committee shall whenever he or she may deem fit, convene a general meeting by way of written notice or telephonically to the members.

The minutes of a previous meeting will be circulated to all members with the appropriate notice of the agenda of the forthcoming meeting as herein provided for.

At the subsequent committee meeting the minutes of the previous meeting will be approved by way of a proposer and seconder confirming the previous meeting's minutes.

Members may convene a general meeting at any time provided that such meeting is called for by 40% of the members. A notice shall be presented to the Secretary calling for a general meeting; this notice shall set out the names of the members calling for such meeting together with an agenda to be discussed. Once the Chairperson is satisfied that the meeting is called for by 40% of the members, and then the Chairperson shall convene such a general meeting as he is empowered to do so.

9. VOTING AT GENERAL MEETINGS

All matters for consideration shall be decided on by the raising of hands or by ballot and may be decided by the majority of those present at the meeting.

By the raising of hands, every executive committee member present shall have one vote.

Only persons duly elected to the executive committee, or their proxy (only one of their fellow executive committee members may be given such proxy in writing) has the right to vote.

In the event of an equality of votes, the Chairperson of the meeting, in addition to his deliberative vote shall have a casting vote.

10. DUTIES OF THE CHAIRPERSON

The Chairperson of the Association shall: -

- preside at all meetings of **UTASA** at which he is present.
- enforce observance of the constitution and rules of **UTASA**.
- Endorse all accounts for payments after approval by the committee
- Exercise supervision over the affairs of **UTASA**
- Have a deliberate vote and shall have a casting vote in the event of equality of voting.
- Perform such other duties as by usage and custom pertaining to his office
- Act as Chairperson at every **UTASA** meeting.
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11. DUTIES OF THE VICE CHAIRPERSON

The Vice Chairperson of the Association shall, in the absence of the Chairperson, exercise the powers and perform the duties of the Chairperson mentioned above.

12. DUTIES OF THE TREASURER

The Treasurer shall:

- receive all payments paid to **UTASA**;
- deposit same into the account held at a recognised banking institution;
- make all payments authorised by the Committee from the said account;
- have signing powers on such account together with either the Chairperson or one other Committee member jointly;
- hold record of all receipts and all payments as well as vouchers accompanying such deposits or payments to be open for inspection at all times by any **UTASA** member;
- report on all financial subjects at every Annual General Meeting or General Meeting or Committee Meeting.
- prepare and maintain a set of accounts (books) for **UTASA**
- see to preparation and submission of annual financial statements to auditors and relevant authorities.

13. DUTIES OF THE SECRETARY

The Secretary shall:

- prepare a formal agenda of all meetings in appropriate format
- maintain and record minutes of every meeting held.
- be responsible for the distribution of written notices of all meetings to all members concerned.
- have the duties set forth in the Constitution maintain an attendance register at all meetings
- Maintain an updated form of the Code of Conduct as it may be amended from time to time and ensure effective circulation to all members as and when the said Code of Conduct may be amended.
- Collect, distribute and respond appropriately to all correspondence addressed to the Association.
- File all records appropriately to ensure effective administrative procedures at all times.
- Receive and log all complaints from members and or members of the public or any other Association or
- Body and, insofar as necessary table such complaints as will have to be decided upon at any meeting.
- Receive and distribute, as required, all legal processes and to ensure appropriate responses thereto.
- Together with the Treasurer, ensure that all financial statements of the company are timeously prepared and filed with the South African Revenue Services and or any other appropriate body.

14. DISCIPLINARY COMMITTEE

A disciplinary committee shall be appointed by the Committee for the purpose of hearing complaints received from any person regarding the conduct of any member(s).

This disciplinary committee shall consist of any five persons appointed by the executive committee.

14.1 Procedure of the Disciplinary Committee

The Disciplinary Committee shall meet on dates as determined by the **UTASA** Committee from time to time.

The Committee may summon any member to appear before the Disciplinary Committee by way of a written notice which shall be given 7 (seven) days prior to the elected date and shall state the time, date and venue of the hearing.

The member shall be informed of such a written notice of the complaint, and shall be informed to his or her right to call any witnesses and may question any other witness present at the hearing.

The member may be represented by another member.

Should a **UTASA** member intend to have legal representation at the hearing he or she must inform the Presiding Officer of the Disciplinary Committee thereof at least (2) two days prior to the date of hearing.

The Disciplinary Committee shall come to a finding based on all evidence placed before it and shall be entitled to exercise its discretion within the limits set by the committee from time to time.

Any member shall have the right to appeal to the Committee provided that such right is exercised within 7 (seven) days from the date of hearing in writing to the Chairperson of the Committee.

The written notice shall set out the reason for the appeal and the reasons of the objection to the decision of the Disciplinary Committee.

Should the **UTASA** member be more than 1(one) hour late for his or her appeal hearing without a valid reason, the appeal will be scrapped.

The Committee shall have the right to vary, set aside or underwrite any decision of the Disciplinary Committee.

The committee shall base its decision on all evidence, which was brought before the Disciplinary Committee, and no further evidence shall be admitted for purposes of such appeal.

All complaints shall be addressed in writing to the Chairperson or the Secretary of the Committee setting out full details of such complaint.

The Secretary will be responsible to forward such complaint to the Chairperson of the Disciplinary Committee.

The Chairperson of the Disciplinary Committee shall be responsible for summoning any member to appear before the Disciplinary Committee and ensure that the Disciplinary Committee is placed in possession of all matters to be heard as well as the date, time and venue of any hearings.

The Chairperson of the Disciplinary Committee shall advise that Chairperson of the Association in writing of the outcome of all matters with which the Committee is dealing.

It shall be the responsibility of the Committee to ensure that the orders from the Disciplinary Committee are complied with by the relevant matters.

Failure by any member to comply with any fine imposed by the Disciplinary Committee shall be misconduct on the part of such member and such member may be expelled from **UTASA** without notice.

Members of the **UTASA** shall abide by the decision of the Disciplinary Committee.

The Chairperson of the UTASA shall have the power to suspend a member who has been charged with a criminal offence.

The suspension shall be binding for the duration of the SAPS investigation but shall only be imposed after the seriousness of the charge and the test of the "reasonable man" has received due consideration.

The Chairperson in conjunction with the Disciplinary Committee will have the power to decide whether and what action should be taken or not, in respect of complaints received.

15. FINANCIAL

Membership Fee

The Committee shall annually determine the monthly and or annual membership fee payable by the members to **UTASA**.

The Committee shall determine annually whether the membership fee shall be payable annually in advance alternatively monthly in advance and the manner of such payment and the method of collection of such membership fees.