



**Addendum to the Fire Fighting
Equipment Traders'
Association ~ FFETA ~
Memorandum of Incorporation
(M.O.I.)**

November 2023

**OBJECTIVES & MEMBERSHIP
PROCEDURES**

1. OBJECTIVES

The Association's main objectives are to:

- 1.1 To promote high standards in equipment, workmanship, maintenance and service to the public and ethical conduct within the industry.
- 1.2 To encourage the development of, and to protect and promote the interests of manufacturers, distributors, companies engaged in the supply, installation and maintenance of fire extinguishers of all types, hose-reels, portable fire-fighting equipment and fittings, sprinklers, fire alarms and detection and gaseous systems. (This definition of equipment may be amended or expanded as the Association from time to time sees fit).
- 1.3 To take such steps as the Association deems necessary and as may appear to be for the benefit of the members generally and to give advice and render assistance on most favoured terms to members of the Association.
- 1.4 To provide a central organisation for Manufacturers, Distributors, Installers and maintenance companies of the Equipment defined in 1.2 above, and generally to do all such lawful things as may from time to time be necessary to advance the interests of the Fire Extinguishing Trade.
- 1.5 To promote, encourage, carry on, organise and support the establishment and conduct of all forms of publicity and advertising as may be beneficial to the Association as agreed upon from time to time by the Association.
- 1.6 To represent the members of the Association or any of them in any negotiations (which they so desire) in conducting affairs with any Government, Local or other Authority, Committees, Boards, the insurance industry or other bodies, whether now in existence or established hereafter.
- 1.7 To canvass for and collect and accept subscriptions, donations, bequests and benefits of any kind from any source whatsoever and to utilise such funds for the benefit of the Association and its members.

- 1.8 To acquire any rights or privileges which may be necessary or convenient for the Association or its members.
- 1.9 Subject to approval by a General or Special Meeting of members to acquire in any manner or to sell, donate or otherwise alienate immovable property in furtherance of the Association's objects.
- 1.10 To acquire in any manner and to sell, donate or otherwise alienate movable property.
- 1.11 To invest funds in any suitable securities.
- 1.12 Generally, to do all things necessary or expedient as are incidental to attainment or the furtherance of any or all of the objects of the Association.
- 1.13 To take steps to eradicate any harmful business practices, or prejudicial conduct that proves detrimental to the industry.

2. MEMBERSHIP

- 2.1 Membership of the Association shall consist of full Corporate members, Branch members, and Affiliate members.
- 2.2 Full Corporate membership shall be open to businesses engaged in the manufacture, sale, installation or maintenance of fire-fighting equipment as defined in Clause 2 (b) hereof, provided that such persons are in agreement with the objects of the Association. Corporate members shall have one vote.
- 2.3 Branch membership shall be open to branch offices or subsidiaries of full Corporate members who qualify for membership in the same manner as a full Corporate member. A Branch member will only have voting rights at regional committee level.
- 2.4 Affiliate membership shall be granted to any person or organisation not engaged in the manufacture, sales, installation or maintenance of fire-fighting equipment but with a direct interest in the aims and objectives of the Association.

- 2.5 Application for membership should be made on the recognised membership application form together with the relevant entrance and annual fees.
- 2.6 Every member of the Association undertakes to contribute to the assets of the Association relevant entrance fees, annual subscriptions and levies as determined by the executive committee.
- 2.7 New member subscriptions shall be pro-rata of the balance of the coming year in which they join, but in each case it shall be calculated from the first day of the calendar month as the case may be, prior to their application.
- 2.8 Upon receipt of an application form duly filled in as well as the requisite fees, the Secretary shall send the copy of the MOI and a Certificate to the applicant after his application has been approved and he is then deemed to be a member.

3. REGIONAL SUB COMMITTEES

Once there are at least four Corporate or Branch members within a Province or geographical area, the Board of Directors and Executive Committee may establish a regional committee in that Province or area and may for any good and sufficient reason dis-establish a regional committee whereupon the assets and liabilities of the said regional committee shall devolve on the Association.

Each Regional Committee so established shall have complete authority in dealing with all matters of purely local character on behalf of the Association and not affecting the general interest of the Association or industry throughout the Republic of South Africa.

4. DEFAULTING MEMBERS

Any member who fails to comply within fourteen days after despatch by registered post of notice by the Executive Committee requiring him to discharge his liability to the Association may be declared by the Executive Committee to be a defaulting member and shall therefore be suspended from membership provided that no such notice shall be despatched to any member before sixty days after the due date of payment of subscriptions. The subscriptions shall be due on the first day of every financial year.

- 4.1 The liability of all members shall be limited to the payment of entrance fees and annual subscriptions and the payment of any special levy decided upon by members.

5. MANAGEMENT OF THE ASSOCIATION

As set out in the MOI – the Board of Directors will form part of an Executive Committee.

The Committee shall be limited to a maximum of twelve (12) persons and shall comprise the following members:-

- Chairperson – who is also Chair of the Board of Directors
- Vice-Chairperson – who is also Vice Chair of the Board of Directors
- Treasurer – who is also a Director

- At least four (4) other Corporate or Associate members

In addition, a representative from the following associations or bodies shall be invited to attend the Executive Committee Meetings.

- SAQCC (Fire)
- The South African Insurance Association
- The Industrial Fire Technology Association
- The South African Emergency Services Institute
- The Fire Detection Installers Association

Other relevant bodies can apply to the Executive Committee for representation. which would be granted at the discretion of the Committee.

The representatives of the above associations or bodies shall have no vote.

The Chairperson of any Regional Committee, shall, whilst serving in that office, be a member of the Executive Committee.

These shall serve in such capacity for a period of not more than three successive years and may be re-elected/re-appointed. No person may serve more than two consecutive terms in the position of Chairperson, Vice Chairperson or Treasurer.

6. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

- (i) This will take place at the Annual General Meeting every third year and held in accordance with the next succeeding sub-section.
- (ii) Any two members of the Association shall be at liberty to nominate one other person to the Executive Committee.

A signed nomination form as laid down by the Executive Committee from time to time shall be handed in to the Administration Office at any time prior to the start of the Annual General Meeting.

Should the number of nominations handed in be insufficient to meet the required minimum, additional nominations will be called for at the meeting itself.

In the event of the number of valid nominations not exceeding the number of vacancies, then the persons so nominated shall be declared elected. In the event of the number of nominations exceeding the number of vacancies, then a list shall be prepared containing the names of the nominees only in alphabetical order and each member present at the meeting entitled to vote shall vote for the same number of candidates as there are vacancies.

If two or more candidates receive an equal number of votes and one or more of such candidates are required to fill vacancies, then a second vote on a show of hands as between two or more candidates who in the previous ballot received an equal number of votes shall be taken.

In the event of the nominations being less than the vacancies, then any unfilled vacancies shall be filled by the Committee appointing one or more eligible members to fill the Committee.

- (iii) All persons nominated for the Committee shall sign the form so provided, giving his or her consent to be so nominated. Both the proposer and seconder shall sign the nomination forms.
- (iv) Members in arrears with subscriptions shall not have voting rights and not be eligible for nomination.

- (v) Members elected to the Executive Committee shall be in an honorary capacity and shall receive no remuneration whatsoever for services rendered to the Association, provided that any member may be reimbursed for any out-of-pocket expenses in connection with any authorised business carried out on behalf of the Association.

The Executive Committee shall meet at least once every two months and all proceedings shall be recorded. At least two days' notice of any Committee meeting shall be given provided that if a Committee meeting is called upon shorter notice, the Secretary shall certify in writing that the meeting is required as a matter of urgency and in any event no vote shall be taken at such meeting unless all members present waive their rights to receive the two days' notice. Each committee member shall have a vote and the Chairperson shall not have a casting vote.

Should a vote be taken, it shall be carried by a simple majority provided that no vote taken by an Executive Committee may over-rule a Resolution passed by the Association in General Meeting.

- (vii) The Chairperson, Vice-Chairperson or a Committee member may be granted leave of absence at the discretion of the Committee. Any Committee member absenting himself without leave for more than THREE (3) consecutive meetings of the Committee, shall, at the discretion of the Committee forfeit his office as a Committee member.
- (viii) FOUR (4) elected Committee members shall form a quorum.
- (ix) Regional Committees – Three (3) elected regional committee members should form a quorum

7. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall subject to the general provision of the Memorandum of Incorporation (MOI):

- (i) From time to time to make, alter and repeal all such Byelaws as it shall deem necessary or expedient or convenient for the proper conduct and

management of the Association, provided only that such Bye-Law shall not be in conflict with the MOI

- (ii) To purchase or otherwise acquire for the Association, any goods, property, rights or privileges which the Association is authorised to acquire at such price and on such terms and conditions and to further the aims and objects of this Fund.
- (iii) To appoint ad hoc committees where it deems it necessary to further the aims of the Association and which sub-committee shall keep proper minutes of their proceedings with copies to the Executive Committee.
- (iv) To open and operate Banking accounts on behalf of the Association and to invest and deal with the Association's monies in such a manner as the Committee deems fit and in the interests of the Association.
- (v) To appoint, remove and determine the duties of an Administrator
- (vi) To regulate the form of procedure at meetings.
- (vii) To vest, in writing, limited powers in members wishing to form themselves into Zone committees and their sub-committees in various points of the Republic of South Africa to further the aims of the Association. It, however, being understood that such limited powers be subject at all times, to the scrutiny and control of the Executive Committee.
- (viii) To remove any member from a Committee for any cause, provided that two-thirds of the Committee members entitled to be present shall vote for such removal and shall not be compelled to assign reasons therefore.

Such members shall be notified prior to any deliberation and shall be afforded an opportunity of being heard.

- (ix) The Chairperson, or if he is not present, then the Vice-Chairperson shall preside at all Committee meetings and if both the Chairperson and Vice-Chairperson are absent, then the Committee men present shall elect one of their members to preside as Chairperson of that particular meeting.

8. MEETINGS

8.1 An Annual General Meeting shall be held at least once every calendar year, at such time (not being more than FIFTEEN (15) months after the holding of the last Annual General Meeting) and at such place as may be determined by the Committee.

The Annual General Meeting shall comprise all paid-up members of the Association.

8.2 The Committee shall have the power to call an extraordinary meeting and/or a Special General Meeting at any time and shall do so upon receiving a requisition to that effect specifying the objects of such Meeting and signed by not less than TWENTY PER CENT of its members.

8.3 **TWENTY ONE (21) DAYS** notice to the members specifying the place, day and hour of meetings and in case of special business, the general nature of such business shall be given either by advertisement or by notice sent by post or otherwise served as hereinafter provided.

8.4 The stated non-receipt of any notice by any of the members shall not invalidate any Resolution passed at any such meeting.

9. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

9.1 The Agenda for the Annual General Meeting shall be:

- (i) Notice convening the Annual General Meeting
- (ii) Receipt of the Chairperson's report, Balance Sheet and Statement of Accounts for the preceding year.
- (iii) Election of Executive Committee members.
- (iv) Appointment of Auditor and arrangement for remuneration for the past year, unless such Auditor is serving in an Honorary capacity.
- (v) General

- 9.2** Any member desirous of moving any Resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than THREE (3) WEEKS before the date of calling such meeting. FOURTEEN (14) DAYS at least before any Meeting, a Notice of such meeting and the business to be transacted thereat shall be sent to every member.
- 9.3 SIX (6)** members present at an Annual General Meeting shall constitute a quorum.
- 9.4** The Chairperson of the Association or in his absence, the Vice-Chairperson, shall take the chair at every General Meeting. If the Chairperson or failing him the Vice-Chairperson is not present within fifteen minutes of the time appointed for holding such meeting, or is unwilling to act, the members present may choose a Chairperson.
- 9.5** If within HALF AN HOUR of the time appointed for a meeting, a quorum is not present, the meeting if convened upon such requisition as aforesaid shall be adjourned but in any other case it shall stand adjourned for ONE HOUR. If at such adjourned meeting a quorum is not present it shall proceed with such members as are present and transact the business for which the meeting was called.
- 9.6** Every question submitted to a meeting shall be decided in the first instance by a show of hands. In the case of equality of votes by a second show of hands and failing the majority, the motion will be lost.
- 9.7** At any General Meeting unless a count is demanded by the Chairperson or by FIFTY PER CENT (50%) of members present and entitled to vote at the meeting, a declaration by the Chairperson that a Resolution has been carried or carried by a particular majority, and an entry to that effect in the record of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 9.8** The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.9 On a show of hands every member present shall have one vote.

9.10 Any temporary vacancy in the office of Chairperson or Vice-Chairperson may be filled by the Committee who may elect from their number an Acting Chairperson or Acting Vice-Chairperson as the case may be. If, however, any permanent vacancy arises in either of such offices, the Committee shall then elect from the Committee another Chairperson or Vice-Chairperson as the case may be and he shall hold such office until the next Annual General Meeting.

9.11 No member of the Committee or other Officer of the Association, save as it may otherwise be provided in the MOI or specifically so resolved by General Meeting, shall receive any remuneration for his services in the capacity of Committee-man or other Officer, but nothing herein contained shall be deemed to prohibit the payment by the Association of any sum to any Secretary for clerical or other assistance.

9.12 An election of Office bearers in terms of Clause 4(b) shall take place within SEVEN (7) DAYS of an Annual General Meeting; such meeting shall be convened by the Secretary or failing the Secretary, the outgoing Chairperson. Nominations for Office bearers within the Executive Committee shall be by ballot.

9.13 At any Annual General Meeting, proxies shall be acceptable if lodged within TWENTY FOUR (24) HOURS of the date of the Annual General Meeting if on the prescribed form and duly signed by a full Corporate member in good standing.

10 . CONDUCT OF MEMBERS

10.1 It is intended that if an incorporated Company is a member of the Association, such member shall be entitled to nominate, in writing, not more than two representatives any one of whom may attend Association meetings. It is contemplated that any such representative should be an Executive of the Member company but in any event such representative shall be deemed to be duly authorised and empowered to bind the Company which he is representing.

10.2 The Association shall have a Disciplinary Code and the Chair, Vice, Treasurer and one nominated member of the Executive Committee shall be responsible for the disciplinary hearing after investigation by the Company Secretary.

The disciplinary hearing shall be conducted in accordance to the Disciplinary procedures and Appeal. By becoming a Member of the Association, the Member agrees to abide by the Disciplinary Code of the Association.”

11. SPECIAL LEVY

11.1 The Association may at any time and from time to time, at a General Meeting specially called to consider the particular business, decide to increase the entrance fee or the annual subscription or to make a special levy upon all members for any purpose that may be deemed beneficial to the interests of the Association or any particular purpose, for example any contribution towards the expenses of any member incurred on behalf of the Association or to pay for any special advertising or other expenses and the like. Any vote of such nature shall only be valid if passed by TWOTHIRDS of the members present at such meeting and entitled to vote.

