



**CONSTITUTION**  
OF THE  
**CONSTRUCTION INDUSTRIES FEDERATION**  
**OF NAMIBIA**

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## **SECTION 1: NAME**

The name of the Federation shall be THE CONSTRUCTION INDUSTRIES FEDERATION OF NAMIBIA. The abbreviated name of the Federation shall be C I F.

## **SECTION 2: INTERPRETATION**

- 2.1 In this constitution, except in a context indicating that some other meaning is intended,
- 2.1.1 “the Executive Committee” means the executive committee of the Federation;
  - 2.1.2 “the Federation” means the Construction Industries Federation of Namibia;
  - 2.1.3 “financial year” means a period of one year commencing on the first day of July of each calendar year and ending on the last day of June of the following calendar year;
  - 2.1.4 “the industry” means the construction industry;
  - 2.1.5 “members” means members of the Federation;
  - 2.1.6 “the Secretary” means the secretary of the Federation;
  - 2.1.7 expressions in the singular also denote the plural, and vice versa;
  - 2.1.8 words and phrases denoting natural persons refer also to juristic persons, and vice versa; and
  - 2.1.9 pronouns of any gender include the corresponding pronouns of the other gender.
  - 2.1.10 “SMME” shall mean Small Medium and Micro Enterprises
- 2.2 Section headings appear in this constitution for purposes of reference only and shall not influence the proper interpretation of the subject matter.
- 2.3 This constitution shall be interpreted and applied in accordance with the laws of Namibia.

## **SECTION 3: OBJECTIVES**

The objects of the Federation are:

- 3.1 to register and remain registered as an employers’ organisation in the industry;
- 3.2 to serve the individual, sectional and collective needs of members and to promote and protect the interests of members;
- 3.3 to develop and promote a prosperous business environment for the industry;
- 3.4 to develop and promote the SMME sector within the industry
- 3.5 to promote the image and good name of the industry;

- 3.6. to recognise the interests of the industry's customers and the interests of the public;
- 3.7. to facilitate education, training and development of employers and employees in the industry;
- 3.8. to undertake and support research on all matters related to the industry;
- 3.9. to foster equitable employment practices within the industry, to help ensure compliance with relevant laws that regulate the industry and to report illegal practices to the authorities;
- 3.10. to foster equitable trading practices within the industry;
- 3.11. to provide a forum for interaction, debate and the exchange of information;
- 3.12. to represent the industry's interests to authorities at national level;
- 3.13. to promote relations between members and their employees and to protect and further the interest of members in relation to their employees;
- 3.14. to encourage the settlement of disputes by conciliatory methods;
- 3.15. to promote, support or oppose as may be deemed expedient, any proposed legislative or other measure affecting the regulation of the industry;
- 3.16. to negotiate with employee organisations and trade unions;
- 3.17. to affiliate with, or to become a member of, or amalgamate with any other employers' organisations whose objects are wholly or in part similar to those of the Federation; and
- 3.18. to acquire either by purchase, lease or otherwise, any movable or immovable property, and also to sell, let, mortgage or otherwise deal with, and dispose of movable or immovable property or other assets belonging to the Federation or use such property for such other purposes as the members may approve of.

## **SECTION 4: MEMBERSHIP**

### **4.1 CATEGORIES**

Membership of the Federation in the following categories is and shall be open to all persons who apply therefore and who meet the requirements of the particular category:

#### **4.1.1 CONTRACTING MEMBERS**

Organisations who are Building Contractors or Civil Contractors or other Main Contractors or Sub-contractors, who comply with all legislation governing labour and are the employers of skilled and unskilled labour in the industry.

#### **4.1.2 TRADE MEMBERS**

Organisations whose main business is the manufacture or supply of goods, articles or materials used in the construction, erection, alteration, repair, maintenance or completion of buildings.

#### **4.1.3 AFFILIATED MEMBERS**

Affiliated members shall be organisations, bodies, legal entities or individuals with interests connected to or supplementary to the construction industry. Acceptance shall be at the sole discretion of the Executive Committee with the recommendation of the respective Affiliated Group Committee.

#### **4.1.4 SMME MEMBERS**

Organisations who are Building Contractors or Sub – contractors and who are registered as a SMME company according to the law as defined by the relevant government authorities.

#### **4.1.5 HONOURARY MEMBERS**

Persons, who in the opinion of the the Executive Committee should be recognized for any special and outstanding contribution which they have rendered to the industry can be granted Honorary Membership. Such members shall be entitled to all the privileges of the Federation except that of voting at general meetings and shall be exempt from membership fees.

### **4.2 APPLICATION FOR MEMBERSHIP**

4.2.1 Applications for membership shall be lodged in writing on the prescribed application form with the Secretary.

4.2.2 Applications for membership shall be considered by the Executive Committee within one month of the receipt thereof by the Secretary.

4.2.3 An applicant for membership shall be notified in writing of the Executive Committee's decision within fourteen days of such decision.

4.2.4 A member who has resigned or has been expelled from the Federation may upon application be re-admitted to membership on such conditions as the Executive Committee may determine.

### **4.3 CONDITIONS OF MEMBERSHIP**

All members shall:

4.3.1 Abide by the Constitution of the Federation;

4.3.2 Abide by the Code of Conduct and By-Laws of the Federation;

4.3.3 Comply with all legislation governing the industry;

4.3.4 Comply specifically with the Labour Act of 2007 and any subsequent amendments thereof; and in addition

4.3.5 Comply with the minimum terms and conditions of the industry (also known as the industry agreement) as gazetted from time to time by the Ministry of Labour and Social Welfare

4.3.6 Act at all times in the best interest of the Federation;

- 4.3.7 At no time commit an act or be guilty of conduct which in the opinion of the Executive Committee renders a member unworthy of membership;
- 4.3.8 At all times timeously fulfil his financial obligations as further described in Section 5, i.e. within the stipulated invoicing period failing which, membership may be terminated.

#### 4.4 **LAPSING**

Where a member directly or indirectly whether in his/its own name or through a nominee has an interest in or an association with any person, firm or company within the industry, who/which is not a member of the Federation, then his/its membership shall lapse and a renewed application for membership of the Federation may be submitted. Again, it shall be at the discretion of the Executive Committee to decide whether such application will be accepted on the condition that the associated person, firm or company likewise applies for membership.

#### 4.5 **DISCIPLINARY MEASURES**

Where a member is in alleged breach of this Constitution, particularly any Condition of Membership as defined in Section 4.3:

- 4.5.1 Any member (“complainant member”) may lodge a written complaint against such member (“defendant member”) with the Executive Committee. The Executive Committee shall by registered mail inform the defendant member of the complaint against him whereupon he shall then be entitled to submit, in writing, his defence to the Executive Committee. Such defence submission shall be made within fourteen days of receipt of the registered letter.
- 4.5.2 The Executive Committee shall be entitled to summons the complainant member and defendant member to appear before the Executive Committee. The members shall be summoned at least fourteen days before the meeting, in such manner as the Executive Committee deems fit.
- 4.5.3 Both the complainant member and defendant member shall attend the meeting of the Executive Committee when the matter is heard. The said members shall be given the opportunity to state their cases in person. Should the defendant member wish to do so, he shall be given the opportunity to question the complainant member and to pose questions to the Executive Committee.
- 4.5.4 Should the defendant member fail to attend the meeting of the Executive Committee without an acceptable excuse, the Executive Committee shall not be barred from making a decision.
- 4.5.5 The Executive Committee shall be entitled to suspend or expel the defendant member from membership should it find that the defendant member has breached any of the Conditions of Membership.
- 4.5.6 The Executive Committee shall be entitled to determine the reasonable costs incurred in bringing the complaint to finality and to award such costs to the complainant or defendant member or apportion such costs between them as the Executive Committee deems fit.
- 4.5.7 The Executive Committee shall notify the defendant member by registered mail of the Committee’s decision.

Where an organisation or a person from the public complains about a member, then the Executive Committee shall similarly follow the steps as set out immediately above.

#### **4.6 RIGHT OF APPEAL**

4.6.1 A member expelled or suspended in terms of Section 4.5.5 shall have a right of appeal to three arbitrators, one to be appointed by the member, one to be appointed by the Executive Committee and one to be appointed by the aforesaid two arbitrators.

4.6.2 Notice of such appeal shall be lodged with the Executive Committee in writing within fourteen days of dispatch of the registered letter from the Executive Committee notifying the member of the decision of the Executive Committee.

4.6.3 The provisions of sections 4.5.2 to 4.5.7 shall apply *mutatis mutandis* to the appeal hearing.

4.6.4 The majority decision of the Arbitrators on the appeal hearing shall be final and binding.

4.6.5 The costs for the arbitration proceedings shall be shared by the appealing member and the Federation.

#### **4.7 RESIGNATIONS**

A member may resign as member of the Federation by giving one month's notice in writing to the Secretary, provided that no resignation shall take effect until all moneys due to the Federation by the member concerned have been paid.

#### **4.8 FORFEITURE**

A member who resigns or is expelled shall have no claim on the funds of the Federation, nor for any prepaid membership fees.

### **SECTION 5: MEMBERSHIP FEES**

Subject to approval thereof by a majority vote of members present at an Annual General Meeting or at a Special General Meeting, annual membership fees and the due dates for payment thereof, for the different categories of membership for a financial year, shall be determined by the Executive Committee.

### **SECTION 6: MEETINGS OF MEMBERS**

#### **6.1 ANNUAL GENERAL MEETINGS**

6.1.1 An Annual General Meeting open to all members shall be held within three months after the end of each financial year or as soon as possible thereafter.

6.1.2 Notices of Annual General Meetings and the Agenda shall be circulated to all members in writing not less than 14 days before such a meeting.

6.1.3 The proceedings of an Annual General Meeting shall not be invalidated on the ground that notice was not received by any member.

6.1.4 The quorum for any Annual General Meeting shall be twenty-five members whose membership fees are fully paid. Should a quorum not be present after

fifteen minutes from the scheduled time of the meeting, it shall stand adjourned for a further thirty minutes after which those members present shall form a quorum.

- 6.1.5 All matters or motions shall be decided upon by a majority vote by a show of hands.
- 6.1.6 Every member shall have one vote.
- 6.1.7 The Chairperson of any meeting shall have a casting vote in the event of an equality of votes.
- 6.1.8 Minutes of every Annual General Meeting shall be kept by the Secretary.
- 6.1.9 The business to be transacted at an Annual General Meeting shall include:
  - Registration of members in attendance and apologies.
  - Reading and adoption of minutes of previous Annual General Meeting.
  - Dealing with matters arising out of previous minutes.
  - Report on the preceding year by the President.
  - Presentation and approval of the Financial Statements for the past financial year.
  - Appointment of Auditors.
  - Election of the President, Vice-President, Treasurer and the ten other members of the Executive Committee, subject to the provisions of Section 7.1.1.

## 6.2 **SPECIAL GENERAL MEETINGS**

- 6.2.1 A Special General Meeting may be called by the Executive Committee at any time to resolve any extraordinary or urgent matters.
- 6.2.2 A Special General Meeting shall also be called by the Executive Committee if requested thereto by at least ten fully paid up members.
- 6.2.3 Sections 6.1.3 to 6.1.8 shall also apply to Special General Meetings.

## 6.3 **REPRESENTATION AT MEETING**

A member shall be entitled to nominate another member of the Federation to represent him at general meetings. The name and address of the person so nominated shall be communicated to the Secretary in writing by the member concerned.

## 6.4 **BALLOTS**

- 6.4.1 A ballot on any matter or motion shall be taken:
  - if a general meeting or the Executive Committee so decides,  
or
  - if demanded in writing by not less than three members of the Federation whose membership fees are fully paid.

6.4.2 A ballot shall be conducted in the following manner:

- notice of the ballot shall be given to each member of the Federation in writing by the Secretary at least three days before the ballot is to be taken provided that a ballot may be taken without such notice at any general meeting on the decision of a majority of the members present.
- ballots shall be conducted at the place, on the date and during the hours as may be specified in the aforesaid notice.
- two scrutineers shall be appointed by the Executive Committee to supervise any ballot and to ascertain the result thereof.
- each member present shall, in the presence of the scrutineers, be issued with one ballot paper which he shall thereupon complete, fold and deposit in a container provided for the purpose.
- ballot papers shall not be signed or marked any way apart from the mark required to be made by a member in recording his vote. Papers bearing any other marks shall be regarded as spoilt and shall not be counted.
- on completion of the ballot, the result thereof shall be ascertained by the scrutineers in the presence of the Secretary and made known by the Secretary.

## **SECTION 7: OFFICE BEARERS**

### **7.1 EXECUTIVE COMMITTEE**

7.1.1 The management of the affairs of the Federation shall be vested in an Executive Committee consisting of the President, the Vice-President, the Treasurer

- two persons representing the SMME members,
- two persons representing large-sized contracting members (between category A and D)
- two persons representing medium-sized contracting members (between category E and H)
- two person representing suppliers of building material to the industry
- two persons representing subcontractors (e.g. electrical, plumbers, joiners, steelworkers, air-conditioning, cooling system providers).
- All persons must be from members of the Federation and all who have been elected at an Annual General Meeting. Of the said ten additional persons three shall be a person based in another town in Namibia outside Windhoek.

7.1.2 The persons serving on the Executive Committee shall not represent their organisations (members), but the CIF and only one person from a fully paid member may be elected to the Executive Committee

7.1.3 Every office bearer, other than the owner or director of the member, is required to present to the Executive Committee a resolution from his company stating that he may represent the CIF in the Executive Committee.

7.1.4 The term of office of the Executive Committee shall be for the period commencing at the Annual General Meeting of its election and terminating at the following Annual General Meeting.



7.1.5 Vacancies occurring on the Executive Committee shall be filled by co-opting a member who shall hold office for the unexpired portion of the period of office of his predecessor. At no time is the person who was elected to the Executive Committee allowed to appoint a substitute himself.

7.1.6 The duties of the office bearers shall be as follows:

- *President:*  
The President shall preside at all meetings at which he is present, enforce observance of the constitution of the Federation, sign minutes of meetings after confirmation, generally exercise supervision over the affairs of the Federation and perform such other duties as by usage and custom pertain to the office. He shall not have a deliberate vote, but shall, in the event of an equality of votes, have a casting vote.
- *Vice-President:*  
The Vice-President shall exercise the powers and perform the duties of the President in the absence of the latter.
- *Acting President:*  
In the event of both the President and the Vice-President being unable either temporarily or permanently to perform their duties, the Executive Committee shall appoint a member of the Executive Committee to act as President until the President or Vice-President is able to resume his duties or until the next election, as the case may be.
- *Treasurer:*  
The Treasurer shall supervise the finances of the Federation and ensure that systems are in place in compliance with good corporate governance principles. He shall further ensure that the accounts are audited in good time for the AGM
- *SMME Representatives:*  
The interest of SMME members are represented by the two persons.

## 7.2 **NOMINATION FOR ELECTION**

Nominations for election to the Executive Committee shall be made verbally by members at an Annual General Meeting and each such nomination shall require a seconder. Whenever more than one candidate is nominated for each of the offices of President or Vice-President, the Treasurer, the SMME Representative or more than five candidates are nominated for the offices of additional office bearers, election shall be conducted by secret ballot or as otherwise decided and conducted in terms of this constitution.

## 7.3 **REMOVAL FROM OFFICE**

An office bearer of the Executive Committee shall vacate his seat during his term of office in any one of the following circumstances:

- 7.3.1 upon resignation, suspension or expulsion from membership of the office bearer's organisation from the Federation.
- 7.3.2 upon the office bearer's resigning by giving one month's written notice to the Secretary.
- 7.3.3 upon falling in arrears with the payment of membership fees.

7.3.4 upon the office bearer's absence from three consecutive meetings of the Executive Committee

#### **7.4 FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall, subject to the direction and control of general meetings and to the provisions of this constitution, have power:

- 7.4.1 To recommend to the relevant authorities the Federation's participation in the establishment of any Commission, Council, or Conciliation Board under the provisions of the Labour Act of 2007 or any subsequent amendment thereof, and subject to the constitution of any such established body, to determine the Federation's representation thereon.
- 7.4.2 To appoint from time to time such Sub-Committees as it may deem fit.
- 7.4.3 To admit or refuse persons or organisations to membership of the Federation, to determine the conditions under which former members of the Federation may be re-admitted to membership, and to suspend or expel a member in accordance with Section 4.5.
- 7.4.4 To institute or defend legal proceedings by or against the Federation.
- 7.4.5 To acquire, either by purchase, lease or otherwise, any movable or immovable property on behalf of the Federation, and to sell, mortgage, or otherwise deal with or dispose of any movable or immovable property belonging to the Federation, provided that no immovable property shall be acquired or sold or mortgaged or let or leased, unless at least thirty days' written notice of intention to do so has been given to all members of the Federation by the Secretary. If during this period not less than five members demand in writing that a ballot be taken on the proposed action, such ballot shall be taken.
- 7.4.6 To control the financial affairs of the Federation in a responsible and gainful manner and be responsible for the preparation of the Balance Sheet and a Statement of Income and Expenditure as at 30<sup>th</sup> June each year by the appointed Auditors.
- 7.4.7 To determine membership fees whenever necessary for approval at a Special General Meeting or an Annual General Meeting.
- 7.4.8 To operate a bank account, to appoint any two Committee members to sign cheques and to invest any surplus funds in an approved and registered Namibian Financial Institution.
- 7.4.9 To determine expenditures or surplus funds on bursaries, training or other development.
- 7.4.10 To appoint a General Manager and such other staff as the Executive Committee may decide provided that should such appointments affect the financial position of the Federation materially, such appointments shall be approved at a general meeting of members.
- 7.4.11 To appoint a Secretary against remuneration and on such conditions as determined by it to oversee the secretarial and administrative duties which are customary and as directed by the Executive Committee.

7.4.12 To promote and initiate processes which, in the opinion of the Executive Committee, are in the best interest of the Federation, including the manner of amalgamation with, the affiliation to, the participation in the affairs of, or the acceptance of any financial or other assistance from any other employers' organisation whether within or outside Namibia.

## **SECTION 8: STANDING COMMITTEES, SPECIAL COMMITTEES**

- 8.1 The President with the advice and consent of the Executive Committee upon taking office, will appoint Standing Committees and establish Special Committees committees as it deems necessary from time to time.
- 8.2 The members of the committees shall be drawn from the Executive Committee and from the CIF membership at large. It is highly recommend that the chairperson of respective committees must be an Executive Committee member appointed to a committee.
- 8.3 The chairpersons for standing committees shall be elected for one-year term at the first Executive Committee meeting after the AGM.
- 8.4 The President may, with the advice and consent of the Executive Committee remove the chairperson or member (s) of any committee appointed pursuant to this Article.
- 8.5 Resignation from committees shall be in writing, addressed to the President.
- 8.6 Failure of any member to attend three (3) consecutive meetings of such committee, without just cause, may be considered by the President as a resignation.
- 8.7 Committees should be promptly dissolved, and so notified, upon completion of their work.
- 8.8 Meetings must take place on a bi-monthly basis; all meetings must be minuted and delivered (electronically per e-mail to the CIF Offices).
- 8.9 Copies of all correspondence conducted by any committee in connection with the work of the CIF and all documents shall be transferred to the CIF's files for reference and information.
- 8.10 A simple majority vote in a committee shall decide any issue provided a quorum (2/3 of the committee members) is present. Proposals and reports must be presented to the Executive Committee in writing at their monthly meeting.
- 8.11 Standing or Special Committees may not agree to any financial or other CIF resource commitment without the explicit approval of the Executive Committee. No standing or special committees shall have power to bind the CIF by any action without first having the approval of the Executive Committee.
- 8.12 For the sake of co-ordination and consistency in branding all public announcements (press releases, media interviews, press conferences) must be made through the CIF media spokesperson once approved by the President of the CIF.
- 8.13 Meetings are taking place upon the call upon the chairperson of a committee and with the approval of the President or General Manager of the CIF. Approval must be sought at least 7 (seven) working days prior to when committee meetings are taking place, or when meetings are held with third parties, for the effective co-ordination of resources. The CIF endeavours to make a *Staff Contact* available, to sit in and minute the meeting.
- 8.14 Any public meetings must take place with the consent of the CIF Executive Committee.
- 8.15 STANDING COMMITTEES

The following Standing Committees shall be appointed by the Executive Committee

#### 8.15.1 Government Liaison Committee

The Government Liaison Committee shall be responsible for all government related affairs and liaison with city council.

#### 8.15.2 Labour Committee

The Labour Committee shall be responsible for matters relating to industrial relations. Negotiations for employment conditions and minimum wages in the industry with labour union representatives in the construction industry take place as and when initiated by the union or the CIF. The *CIF negotiation team* will comprise of members of the Labour Committee unless otherwise determined by the Executive Committee.

#### 8.15.3 Standard Practices Committee

The Standard Practices Committee shall be responsible for tendering procedures. It shall promote the use of standard tender and contract forms, and other construction documents.

### 8.16 SPECIAL COMMITTEES

Special committees may be appointed by the Board of Directors to deal with subjects as may from time to time be deemed necessary.

## **SECTION 9: AFFILIATED GROUP COMMITTEES**

- 9.1 The President with the advice and consent of the Executive Committee, will appoint Affiliated Group Committees (e.g. association for electrician, plumbers, air-conditioning installers, laboratories).
- 9.2 Five members (minimum of three) as well as the chairpersons for the respective Affiliated Group Committees shall be elected for a one year term at the respective Affiliated Group annual general meetings, at the latest one week prior to the CIF AGM. It is highly recommend that the chairpersons of the respective Affiliated Group Committees will represent the Affiliated Group Committee on the CIF Executive Committee.
- 9.3 *The President may, with the advice and consent of the Executive Committee remove the chairperson or member (s) of any Affiliated Group Committee,*
- 9.4 Resignation from committees shall be in writing, addressed to the Chairperson of the respective Affiliated Group Committees.
- 9.5 Failure of any member to attend three (3) consecutive meetings of such Affiliated Group Committee, without just cause, may be considered by the President as a resignation.
- 9.6 Affiliated Group Committee meetings must take place minimum on a bi-monthly basis; all meetings must be minuted and delivered (electronically per e-mail to the CIF Offices) during the last week of the month prior to the next CIF Executive Committee meeting.
- 9.7 Copies of all correspondence conducted by any Affiliated Group in connection with the work of the CIF and all documents shall be transferred to the CIF's files for reference and information.
- 9.8 A simple majority vote in a Affiliated Group Committee shall decide any issue provided a quorum (2/3 of the committee members) is present. Proposals and reports must be presented to the Executive Committee in writing at their monthly meeting.
- 9.9 Affiliated Group Committee may not agree to any financial or other CIF resource commitment without the explicit approval of the Executive Committee. No Affiliated Group Committee shall have power to bind the CIF by any action without first having the approval of the Executive Committee.

- 9.10 For the sake of co-ordination and consistency in branding all public announcements (press releases, media interviews, press conferences) must be made through the CIF media spokesperson and in conjunction with the chairperson of the respective Affiliated Group once approved by the President of the CIF.
- 9.11 Meetings are taking place upon the call upon the chairperson of a Affiliated Group Committee and with the approval of the President or General Manager of the CIF. Approval must be sought at least 7 (seven) working days prior to when the Affiliated Group Committee meetings are taking place, or when meetings are held with third parties, for the effective co-ordination of resources.
- 9.12 Any public meetings by the Affiliated Group Committee must take place with the consent of the CIF Executive Committee.

## **SECTION 10: INDEMNIFICATION**

- 10.1.1 No member shall have any claim of whatsoever nature and howsoever arising against the Federation, Executive Committee, other office bearers, the General Manager, the Secretary or employees of the Federation unless such claim arises from dishonesty, fraud, breach of trust, wilful default or wilful breach of duty.
- 10.2 The Executive Committee members, other office bearers, the General Manager Secretary and employees of the Federation are hereby indemnified and held harmless by the Federation against all costs, losses and expenses he may incur as a result of his carrying out the instructions of the Federation or in the performance of his legitimate official duty. The said indemnification shall not apply to any costs, losses and expenses attributed to the dishonesty, fraud, breach of trust, wilful default or wilful breach of duty of any such Executive Committee member, other office bearer, Secretary or employee.
- 10.3 An Executive Committee member, other office bearer, the General Manager, Secretary or employee of the Federation shall not be liable for any act or omission of any other Executive Committee member or office bearer or General Manager or Secretary or employees of the Federation; or for any loss or expenses suffered by the Federation in consequence of any absence of, or any defect in, any title to any property acquired by order of the Executive Committee for or on behalf of the Federation; or for any absence of, or default in, any security upon which any of the monies of the Federation shall be invested; or for any loss or damage arising from the insolvency or delictual act of any person with whom monies, securities or assets shall be deposited; or for any loss or damage occasioned by any error or judgement or oversight on the part of such Executive Committee member, other office bearer, General Manager or Secretary or employee; or for any loss or damage occasioned by any advice given or recommendation made by such Executive Committee member, other office bearer, General Manager or Secretary or employees, or for any other loss, damage or misfortune of whatsoever nature unless the same shall happen in or in relation to the execution of his office or employment and unless the same be attributable to his own dishonesty, fraud, breach of trust, wilful default or wilful breach of duty.

## **SECTION 11: WINDING-UP**

- 11.1 The Federation shall be wound up if at a ballot conducted in the manner prescribed in this constitution not less than three fourths of the total number of members of the Federation whose membership fees are fully paid vote in favour of a resolution that the Federation be wound up.

11.2 If a resolution for the winding-up of the Federation has been passed as provided in Section 9.1 or if for any reason the Federation is unable to continue to function the following provisions shall apply:

9.2.1 The last appointed Executive Committee of the Federation shall forthwith transmit to the Labour Commissioner, appointed in terms of the Labour Act of 2007, a statement signed by them setting forth the resolution adopted or the reasons for the Federation's inability to continue and the last appointed Executive Committee shall then appoint a Liquidator to carry out the winding-up.

- The Liquidator shall not be a member of the Federation and shall be paid such fees as may be agreed upon between him and the last Executive Committee.
- The Liquidator so appointed shall call upon the last appointed office bearers of the Federation to deliver to him the Federation's books of accounts showing the Federation's assets and liabilities together with the register of members to the date on which the resolution for winding-up was passed or the date as from which the Federation was unable to continue to function, as the case may be, hereinafter referred to as the date of dissolution and the subscriptions paid by each member and his address as at the said date.
- The Liquidator shall also call upon the said office bearers to hand over to him all unexpended funds of the Federation and to deliver to him the Federation's assets and the documents necessary in order to liquidate the assets.
- The Liquidator shall take the necessary steps to liquidate the debts of the Federation from its unexpended funds and any other moneys realised from any assets of the Federation and if the said funds and moneys are insufficient to pay all creditors after the Liquidator's fees and the expenses of winding-up have been met, the order in which creditors shall rank and be paid shall be the same as that applicable to insolvent estates at the time.
- After the payment of all debts the remaining funds, if any, shall be distributed by the Liquidator in accordance with a decision to be taken at a Special General Meeting.
- The liability of members shall for the purpose of this Section be limited to the amount of membership fees due by them to the Federation in terms of this constitution as at the date of dissolution.

## **SECTION 12: SUSTITUTION OR ALTERATION OF CONSTITUTION**

Subject to approval by the Labour Commissioner, this constitution may be substituted or altered from time to time if not less than two thirds fully paid up members present at a general meeting, vote in favour of such substitution or alteration.

**END**