



Federation of Printing, Packaging,
Signage & Visual Communication

Reg No.: NPC (1990/001772/08)



CONSTITUTION OF PRINTING INDUSTRIES FEDERATION OF SOUTH AFRICA (PIFSA) NON-PROFIT COMPANY

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DIRECTORS: *Chief Executive Officer:* Dr AM Mahomed | *Non-Executive Directors:* LRS Wright (President); A Read; DH Joubert; GD Currie; M Burger; MJ Wiese | *Executive Directors:* Dr AM Mahomed (CEO); KA Leid (British); Z Bagus
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www.printingsa.org



Thus, approved by the Board of the Printing Industries Federation of South Africa on:

At Johannesburg, 16 February 2021



Mr LRS Wright
President



Dr AM Mahomed
Chief Executive Officer



Mr A Read
Non-Executive Director




Mr DH Joubert
Non-Executive Director



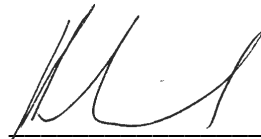
Ms M Burger
Non-Executive Director



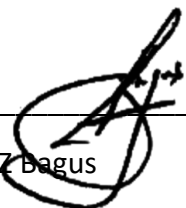
Mr L McDowall
Non-Executive Director



Mr GD Currie
Non-Executive Director



Mr K Leid
Director



Mr Z Bagus
Director

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1. CONSTITUTION, NAME AND CORPORATE PERSONALITY

- 1.1. This is the Constitution of the body known as "Printing Industries Federation of South Africa ", also trading as Printing SA, which Federation is the national body which duly represents the interests of the printing, packaging, branding, creative design, marketing and communications industries and strives to ensure that the industries are sustainable and that all stakeholders and members prosper, hereinafter referred to as PIFSA.
- 1.2. The provisions of this Constitution are founded upon and shall be implemented and administered in the recognition of the objectives of the federation and the supremacy of Constitution of the Republic of South Africa (1996), the rule of law and good corporate governance.

2. DEFINITIONS AND ABBREVIATIONS USED

For the purposes of this Constitution, the following words and expressions shall have the following meanings unless the subject or context indicates otherwise:

- 2.1. "Act" the Companies Act, 71 of 2008 (as amended);
- 2.2. "A.G.M." means the Annual General Meeting of Members held in accordance with the provisions of this Constitution.
- 2.3. "Associate Member/s" means any Person who is a supplier to the Printing Industry who is eligible to join a Chamber and who is a Non-Voting member.
- 2.4. "Appeal Board" means a body of appeal appointed by the Board in terms of this Constitution.
- 2.5. "Annual Financial Statements" means the annual audited balance sheet, income and expenditure account, AIRC report and Auditor's report.
- 2.6. "Audit, Investment and Risk Committee" means the committee duly formed to perform the duties set out in clause 11 below and hereinafter referred to as "AIRC".
- 2.7. "Board" means the board of Directors of the Company.
- 2.8. "Cape Chamber" means a local branch office of the Company situated in Cape Town
- 2.9. "Central Chamber" means a local branch office of the Company situated in Johannesburg
- 2.10. "Chairman" means the duly appointed Chairperson of the Board

- 2.11. "Chamber" means a local branch office of the Company which is comprised of the Central Chamber, Northern Chamber, KZN Chamber and the Cape Chamber and which chambers may be designated from time to time by the Board
- 2.12. "Committees" means the Regional Executive Committee, Audit, Investment and Risk Committee, Remuneration Committee, Marketing Committee, and the Training council to be formed by the Board
- 2.13. "Company" means Printing Industries Federation of South Africa, registration number, 1990/001772/08, a non-profit company duly registered and incorporated under the laws of the RSA
- 2.14. "Compliance" means that the members, chambers or individual has fulfilled the necessary provisions of this Constitution in regard to specific requirements as contained herein, and as such is regarded as being in good standing with PIFSA.
- 2.15. "Constitution" means this Constitution with the Schedule/s thereto, as amended from time to time.
- 2.16. "Day" means a calendar day and "Working day" means a calendar day excluding Saturdays, Sundays and Public Holidays.
- 2.17. "Honorary Members" any natural person who by reason of their eminence in the industry or public life by reason of outstanding service to the Company may be admitted to a Chamber, on the authority of the Board if they are eligible and who is a non-voting member.
- 2.18. "Income Tax Act" means the Income Tax Act, 58 of 1962 (as amended)
- 2.19. "Kwa-Zulu Natal Chamber" means a local branch office of the Company situated in Durban
- 2.20. "Member/s" means collectively the Voting Members and the Non-Voting Members
- 2.21. "Month" means a calendar month.
- 2.22. "National Office" means the Head Office of the Company situated in Johannesburg.
- 2.23. "Non-Voting Members" means Associate Members, Honorary Members and Special Members which are Non-Voting Members
- 2.24. "Northern Chamber" means the local branch office of the Company situated in Pretoria
- 2.25. "Ordinary Members" means any legal person or company which is eligible to join a local Chamber of the Company and which is a Voting Member and specifically excludes Special Members, Associate Members and Honorary Members
- 2.26. "Ordinary General Meeting" means a meeting convened in terms of this Constitution."
- 2.27. "Person" means a natural or legal person.
- 2.28. "PIFSA" means the body recognised in the industry which duly represents the interests of the printing, packaging, branding, creative design, marketing and communications industries

- 2.29. "President" means the President of PIFSA, duly elected in terms of this Constitution.
- 2.30. "Printing Industry" means the printing industry in its broadest sense and includes the production of printed matter and/or packaging as well as auxiliary, ancillary and subsidiary services to the printing, packaging, branding, creative design, marketing, and communications industry industries
- 2.31. "Regional Executive Committee (REC)" means the Ordinary members of the Chamber, appointed from time to time, and who voluntarily accept, to represent the other local Members and hereinafter referred to as "REC"
- 2.32. "Remuneration Committee" means the committee duly formed to perform the duties set out in clause 11 below and hereinafter referred to as "RC"
- 2.33. "RSA" means the Republic of South Africa
- 2.34. "Rules & Regulations" means the rules and regulations of PIFSA
- 2.35. "Special Members" means any Person which falls outside the jurisdiction of a Chamber of the Company and which is a Non-Voting Member
- 2.36. "Secretary" means the person appointed by the board of PIFSA, to be employed in terms of an employment contract. It is specifically recorded that such person may be a member of the Board but shall not be entitled to any voting rights in terms of this Constitution.
- 2.37. "Special General Meeting" means a meeting convened in terms of this Constitution.
- 2.38. "Training Council" means the council duly formed to perform the duties set out in clause 11 below and hereinafter referred to as "TC"
- 2.39. "Voting Members" means Ordinary Members which each have one vote per paying member from time to time in respect of all matters pertaining to the Members of the Company.
- 2.40. "Year" means a calendar year.
- 2.41. Any words indicating one gender includes the other.

3. INTERPRETATIONS

- 3.1. The headings to the clauses or paragraphs of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 3.2. Unless the context indicates a contrasting intention, the singular shall include the plural and vice versa.

4. HEADQUARTERS

The National Office Headquarters shall be in Gauteng, Republic of South Africa and shall remain at that place until the Board shall decide that the National Office shall be moved to another place, provided that the National Office shall always be at a place within the Republic of South Africa.

5. AREA OF JURISDICTION OF PIFSA

The geographical area of jurisdiction of PIFSA shall be the Republic of South Africa.

6. OBJECTIVES OF PIFSA

- 6.1 The Federation is a non-profit organisation established for the following objectives:
- 6.1.1 to provide representation and protect the Printing Industry's interests with government, sectoral bodies, and any other relevant entities, in policy matters that affect the operations of the industry
 - 6.1.2 to ensure that the interests of the Printing Industry are taken into consideration by relevant government departments in any legislation that might affect the Members
 - 6.1.3 to ensure that the Members are represented either directly or indirectly on national bodies that may affect such Members' interests
 - 6.1.4 to provide competitively priced and relevant services to the Members
 - 6.1.5 to actively campaign for access to lower priced raw materials for the Printing industry
 - 6.1.6 to encourage Members to address the challenges of prevailing market factors and to assist in providing solutions to Members
 - 6.1.7 to encourage sound practice amongst the Members in the areas of financial management, industrial relations, and general business practice
 - 6.1.8 to provide a forum for the Members to discuss common needs within the confines of legislation
 - 6.1.9 to provide support services to the Members of the Printing Industry and to conduct all ancillary and necessary activities in relation thereto

- 6.1.10 to adhere to all legislation and regulations pertaining to non-profit Companies which may be applicable from time to time in the RSA, including, *inter alia* the Non-Profit Organisations Act, No.71 of 1997 (as amended)
- 6.1.11 to receive subscriptions from the Members which will be utilised towards the objects and ancillary objects of the Company
- 6.1.12 to receive irrevocable grants and donations from donors, which income and property will be applied solely towards the promotion of the objects as set forth in the MOI and the Constitution of the Company, as amended from time to time, and no member, Director, employee or any other person of the Company will have any personal claim on any of the said income or property of the Company
- 6.1.13 to confer, consult, maintain contact and co-operate with any authorities, federations, societies, institutions, non-profit organisations, non-governmental organisations and/or bodies of persons established or to be established in the RSA or elsewhere to promote the aforementioned objects of the Company
- 6.1.14 to make arrangements for the carrying on of the work of the Company and for such purpose to engage and provide in whole or in part for the salaries, pensions, superannuation and gratuities for Directors, officers, servants and employees of the Company
- 6.1.15 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in South Africa for the promotion of the objects of the Company and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Company
- 6.1.16 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company; to administer the affairs and property of the Company in all respects without any restrictions whatsoever and in the same manner as an individual may manage his own affairs and property and, in particular:
 - 6.1.16.1 to take over and acquire all the property and assets of the Company and to assume the obligations of the Company and to do all such acts and things as may be incidental thereto, including but not limited to:
 - 6.1.16.2 to seek and accept donations and legacies
 - 6.1.16.3 to borrow monies, whether on the security of any or all of the property of the Company, or without security
 - 6.1.16.4 to invest the funds of the Company not immediately required for its purposes in such manner as which may be prescribed by the Board
 - 6.1.16.5 to accept obligations and liabilities

- 6.1.16.6 to undertake and execute any trusts which may be lawfully undertaken by the Company in order to further its objects
- 6.1.16.7 to establish and support, or aid in the establishment and support of, any Federation or institution having objects similar to those of the Company and to subscribe or guarantee money for purposes calculated to further its objects
- 6.1.16.8 to give guarantees to registered financial institutions and any similar bodies whether in pursuance of continuing arrangements or not and generally to provide such assistance in connection with the Printing, packaging, signage, or visual communication industry.
- 6.1.17 The income and property of the Federation shall be used solely for the promotion of its stated objectives. The members and the office-bearers shall have no rights to the property or other assets of the Federation solely by virtue of them being members or office-bearers. No portion of the income, funds or property of the Federation shall be paid or distributed directly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Federation or of any Management Committee, except as:
- 6.1.17.1 reasonable compensation for services actually rendered to the Federation
- 6.1.17.2 reimbursement of actual costs or expenses reasonably incurred on behalf of the Federation.
- 6.1.18 Upon the dissolution of the Federation, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Members, but shall be transferred by donation to some other public benefit organisation which the Board of the Federation (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Federation:
- 6.1.18.1 which has been approved in terms of section 30 of the Income Tax Act, or
- 6.1.18.2 any institution, board or body which is exempt from tax under the provisions of section 10(1) (CA), which has as its sole or principal object the carrying on of any public benefit activity, or
- 6.1.18.3 any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1) (a) or (b).
- 6.1.19 The Federation intends to apply to the Commissioner for the South African Revenue Service for exemption from appropriate taxes and duties, in compliance with the provisions of the Income Tax Act and in order to qualify this Constitution.

7. ORGANISATIONAL STRUCTURE

7.1. PIFSA consists of chambers and members as defined by their geographical areas as set out in this Constitution, and as such they shall be obliged to promote, develop and participate in the objectives of PIFSA.

Chambers

7.2. Four branches (referred to as Chambers) with offices in:

- 7.2.1. Johannesburg incorporating Gauteng, Free State and Northern Cape (Central Chamber)
- 7.2.2. Pretoria incorporating Mpumalanga, North West and Limpopo (Northern Chamber)
- 7.2.3. Durban incorporating KwaZulu-Natal, and Eastern Cape - East (KwaZulu-Natal Chamber)
- 7.2.4. Cape Town incorporating Western Cape and Eastern Cape - West (Cape Chamber).
- 7.2.5. These Chambers report into Shared Services also known as the National Office (based in Johannesburg).

The office bearers of the Company

- 7.3. Cape Chamber Chairman (non-executive director)
- 7.4. Cape Chamber Manager (permanent employee)
- 7.5. Central Chamber Chairman (non-executive director)
- 7.6. Central Chamber Manager (permanent employee)
- 7.7. Chief Executive Officer (executive director & permanent employee)
- 7.8. Company Secretary /Group Accountant (public officer & permanent employee)
- 7.9. KwaZulu-Natal Chamber Chairman (non-executive director)
- 7.10. KwaZulu-Natal Chamber Manager (permanent employee)
- 7.11. National Commercial and Technical Manager (permanent employee)
- 7.12. National Marketing Manager (permanent employee)
- 7.13. National Operations Director (executive director & permanent employee)
- 7.14. National Past President (non-executive director)
- 7.15. National President (non-executive director)
- 7.16. National Training Director (executive director & permanent employee)
- 7.17. Northern Chamber Chairman (non-executive director)
- 7.18. Northern Chamber Manager (permanent employee)

7.19. **The organisational flow**

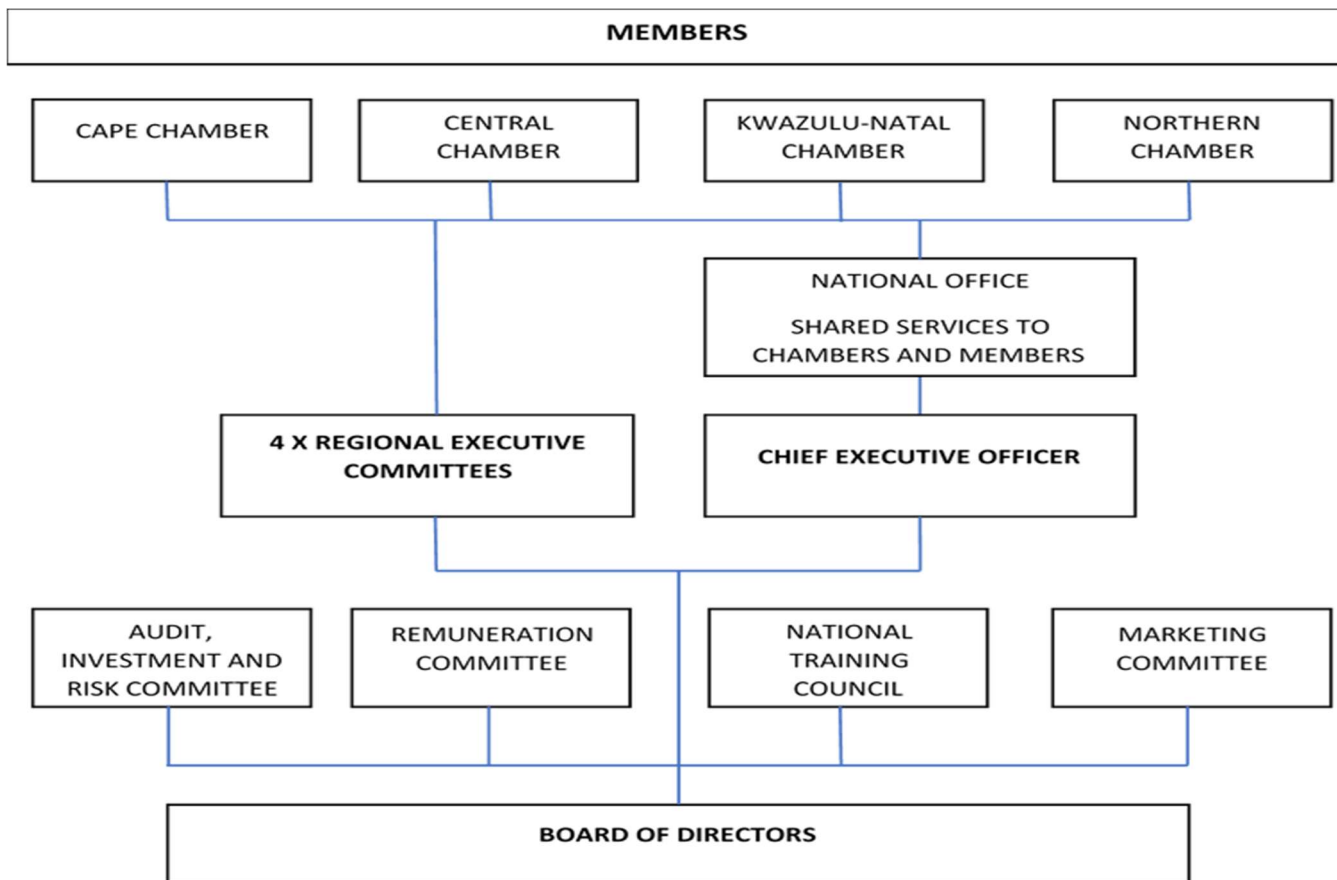


Figure 1: Organisational flow

8. POWERS OF PIFSA TO CARRY OUT ITS OBJECTIVES

- 8.1. PIFSA shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of their objectives. These powers and authorities shall be exercised by the body or person authorised thereto in accordance with and subject to the provisions of this Constitution and the Act. Without in any way limiting the generality of the foregoing, the powers and authorities of PIFSA shall include those set out below.
- 8.2. To acquire by purchase, exchange, hire, sub-lease, donation or otherwise movable and/or immovable property of any kind.
- 8.3. To maintain, manage, develop, sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property or rights of PIFSA.
- 8.4. To enter into contracts of any and all kinds necessary to carry out, give effect to or secure the objectives of PIFSA.

- 8.5. From time to time, in accordance with sound business and financial principles to invest the funds of PIFSA in such property or assets or other security as may be deemed advisable.
- 8.6. To employ, suspend or dismiss and remunerate employees, professional assistants and experts.
- 8.7. To regulate relations between its Members.
- 8.8. To insure against losses, damage, risk and liability of all kinds.
- 8.9. To open and operate accounts with registered banks and to electronically transfer funds, draw, make, accept, endorse, execute, negotiate and issue cheques, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- 8.10. To institute, conduct, defend, compound or settle or abandon any legal or arbitration proceedings by and against PIFSA or its officers or otherwise concerning the affairs of PIFSA, or the action of its Members, and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against PIFSA
- 8.11. To raise money whether by subscription fees or other means which are to be paid to PIFSA each year from its Members as well as to obtain funding from any other source, and to recover by legal process monies due by any of the above.
- 8.12. To borrow and guarantee or otherwise secure the repayment of money upon such security, in such manner and upon such terms and conditions as it may deem fit.
- 8.13. To make and pass rules, by-laws or regulations and to add to, repeal or alter such rules, by-laws or regulations, with or without penalties for the *carrying out, administration and* implementation of this Constitution and the attainment of the objectives of PIFSA
- 8.14. To impose fines, to suspend for a period of time, to ban and/or implement any other disciplinary measures on its Members or former Members or on any individual connected with any contravention or breach of the provisions of this Constitution or any rule, by-law or regulation passed by the Board.
- 8.15. To take all such action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature and howsoever arising which may be owed to PIFSA by its Members, former Members or any other persons or body.

9. MEMBERSHIP, VOTING RIGHTS AND TERMINATION OF MEMBERSHIP

- 9.1. The Company has Voting Members and Non-Voting Members.
- 9.2. Voting Members consist of Ordinary Members which are each entitled to exercise 1 (one) vote each.

- 9.3. Ordinary Members are eligible to join the Company through their relevant Chamber and upon acceptance of such membership by the Regional Executive Committee.
- 9.4. Non-Voting Members consist of Associate Members, Honorary Members and Special Members.
- 9.5. Associate Members are prohibited from taking up any employment or office bearing position at any Chamber.
- 9.6. Honorary Members may be admitted as such by the Board.
- 9.7. Admission to membership of the Company is conditional upon approval by the Board or the relevant Chamber's REC, as the case may be, and the Board or the relevant Chamber's REC reserves the right in its sole and absolute discretion to reject any Admission to Membership.
- 9.8. Applications for admission to membership of the Company or re-admittance to membership of the Company will be determined in accordance with the Constitution.
- 9.9. A voting member may appoint 1 (one) person, concurrently, as proxy, which proxy must be in writing and signed by the voting member. The proxy remains valid for 1 (one) year from date of signature or for any period expressly set out in such appointment. Only Members whose representatives are personally present at the meeting concerned shall have the right to vote.
- 9.10. Nomination by a member of a proxy shall be addressed to the Secretary and must be received by the National Office not less than 72 (seventy-two) hours prior to the time for the commencement of that meeting.
- 9.11. The subscriptions for Membership to the Company will be determined by the Board from time to time, provided that different subscription rates may be determined for the different classes of Membership.
- 9.12. Any voting members in arrears with their subscriptions for a period longer than 3 (three) months shall not be eligible to vote
- 9.13. The REC's decision to admit or refuse any application for membership shall be referred to the next meeting of the REC for ratification.
- 9.14. Any member of any classification may, at any time, tender their resignation from PIFSA. Any member so resigning shall continue to be liable for any monies due and owing by such member, to PIFSA at the date of their resignation.

10. ANNUAL GENERAL MEETING ("A.G.M.")

- 10.1. Subject to 10.2 below, an A.G.M. shall be held once in every calendar year provided that not more than fifteen months shall elapse between one A.G.M. and the next.
- 10.2. The Board shall decide the date, time and venue on and at which each A.G.M. shall be held. The A.G.M. must be held not later than 3 (three) months from the end of each financial year.
- 10.3. Voting members have the right to requisition a meeting on the condition that the right is exercised by a minimum of 10% (ten percent) of the voting members.
- 10.4. The following persons shall be entitled to attend and speak at the A.G.M:
 - 10.4.1. All members of the Board
 - 10.4.2. One representative of each of the Members.
 - 10.4.4. All Honorary Life Members
 - 10.4.5. Any other person who may be invited by the Board to do so.
- 10.5. The business to be transacted at an A.G.M. shall be:
 - 10.5.1. To read the notice convening the Meeting
 - 10.5.2. To read and confirm the Minutes of the previous A.G.M., Special General and General meetings, and to consider any matters arising therefrom
 - 10.5.3. To receive and consider the Annual Report of the President, for the period since the date of the previous A.G.M.
 - 10.5.4. To adopt with or without modification, the audited Annual Financial Statements for the period since the date of the previous A.G.M., provided that if not so adopted the Annual Financial Statements shall stand for consideration and adoption, with or without modification, or rejection by the Board or by the Board as per the decision of the A.G.M.
 - 10.5.5. To appoint the auditors of PIFSA to hold office until the next A.G.M.
 - 10.5.6. To consider and to adopt with or without modification, or to reject any recommendations of Board
 - 10.5.7. To consider all nominations by Board of persons to be Honorary Life Members and to accept or to reject any such recommendation or nomination
 - 10.5.8. To elect the Board in terms of clause 13 as read with clause 14
 - 10.5.9. To discuss and consider any matter of which 30 (thirty) days written notice has been given.

- 10.6. Notice of each A.G.M. shall be sent to all the Members, Board and Honorary Life Members not less than 20 (twenty) working days prior to the date of the A.G.M.
- 10.7. Not less than 7 (seven) working days prior to the date of any A.G.M., copies of the Agenda for that A.G.M. and the Annual Financial Statements for the financial year preceding the date of the A.G.M., and any motions received shall be disseminated to all Members and Honorary Life Members by post, and/or by hand, and /or by fax, and/or by electronic mail.
- 10.8. The Board may conduct the A.G.M electronically and each voting member or its proxy must present satisfactory identification in order to attend.
- 10.9. The Quorum requirements for an A.G.M is as follows:
 - 10.9.1. 20 (twenty percent) of voting members entitled to exercise voting rights
 - 10.9.2. Members representing not less than 2(two) chambers are present at the meeting
 - 10.9.3. Members must be personally present or by proxy.
- 10.10. If within 1 (one) hour after the appointed time for a meeting to begin, the requirements for a quorum for that meeting have not been met the meeting will be postponed, without motion, vote or further notice for a period of a week and further, in accordance, with the Company's MOI.
- 10.11. For an ordinary resolution to be adopted it must be supported by at least 51% (fifty one percent) of the members who voted on the resolution.
- 10.12. For a special resolution to be adopted it must be supported by at least 75% (seventy five percent) of the members who voted on the resolution.

11. COMMITTEES

Regional Executive Committee (**REC**)

- 11.1. Each Chamber has its own Regional Executive Committee (REC) which comprises members who want to be actively involved in the organisation and the industry and must consist of a minimum of 7 (seven) members per Chamber.
- 11.2. The business of the regional Chamber shall be conducted by the REC as elected and shall consist of the Chairman, Vice-Chairman and not more than eleven and not less than 5 (five) additional members excluding Chamber staff.
- 11.3. Written nominations to fill these positions, including those of the Chairman and the Vice-Chairman, shall be called for by the Chamber Manager at the time that notice of the Chamber's annual general meeting (AGM) is

given and the closing date for such nominations shall be fourteen days before the date of the AGM. Provided that, to be eligible for nominations as Chairman or Vice-Chairman, the nominee shall be a full member of the REC and shall have been a member for not less than two years.

- 11.4. The Chamber may receive no more than two nominations per member company.
- 11.5. Not more than one representative of a member company may be elected to the REC at any one time.
- 11.6. Persons who have been nominated on due date shall be declared elected at the AGM provided the number of nominations is not in excess of the maximum number. In the event of the number of nominations received being excess of the maximum number, a ballot shall be conducted at the meeting and those receiving the greater number of votes shall be declared elected. In the event of a tie for the last position, such appointment shall be decided by the presiding Chairman.
- 11.7. In the event of any member of the REC being temporarily or permanently unable to fulfil his duties therein, the REC shall have the power to co-opt another member in his stead.
- 11.8. The REC shall be elected for a period of two years from the date of the AGM and may be re-elected.
- 11.9. From the members in each Committee, a Chamber Chairman is elected. The Chairman may only serve in such office provided the member company's account is in good standing with the regional Chamber. The Chamber Chairman represents their region on the Board.
- 11.10. The Chairman, as elected, is required to serve a two-year period and may be re-elected to serve an additional term of two years, but not more.
- 11.11. Appointment of Office bearers for the REC shall be announced at the Annual Regional Meeting of the Chamber.
- 11.12. Any member, with the permission of the Chairman, may appoint an alternate to stand in his absence. The REC shall have the power to co-opt but such person shall have no voting rights.
- 11.13. The REC shall meet as often as required but not less than every second month or six times in a calendar year.
- 11.14. At every region's REC meeting, the minutes of the last preceding meeting shall be read, and the presiding officer shall sign them after confirmation.
- 11.15. The quorum for meetings shall not be less than 1/3 (one third) of all members of a Chamber, excluding Chamber staff.
- 11.16. The powers and functions of each of the Regional Boards, with respect to their Chambers, shall be as follows:
 - 11.16.1. to appoint a Chairman for the local Chamber who shall hold such office and perform the duties as set out by the Board and who shall represent the local Chamber at National level.
 - 11.16.2. to carry on the ordinary business of the Chamber and for that purpose rent or hire suitable premises, and purchase furniture, equipment and supplies.

- 11.16.3. to control the funds and property of the Chamber and to apply the funds in such a manner to carry out the main object of the Company, under scrutiny of the Audit, Investment and Risk Committee and subject to Board approval.
 - 11.16.4. to institute or defend all legal proceedings by or on behalf of the Chamber, as authorised by the Board.
 - 11.16.5. to open, operate or close the transactional banking accounts of the Chamber as authorised by the Board.
 - 11.16.6. to carry out any such tasks or projects as delegated to it by the Board.
 - 11.16.7. to deal with applications for membership.
 - 11.16.8. to recover subscriptions, enforce fines and levies and impose penalties for outstanding and overdue accounts.
 - 11.16.9. to expel or suspend any member or members from membership or impose a fine as decided by the REC, and to totally or partially rescind or vary any penalty imposed.
 - 11.16.10. to co-operate with other bodies, persons or associations in enforcing and giving effect to its decrees.
 - 11.16.11. to settle disputes and act as arbitrators in disputes between Chambers and members of all categories.
- 11.17. Each Chamber is required to prepare an annual report and present such at an Annual Regional Meeting which its local members may attend.
- 11.18. Special general meetings may be called whenever desired by a majority of the Chamber REC members or upon a requisition signed by five or more Chamber members.
- 11.19. All decisions relating to clauses 11.16.1 to 11.16.5 shall be subject to the REC's approval.

Audit, Investment and Risk Committee

- 11.20. The duties of the Audit, Investment and Risk Committee of the Company shall be:
- 11.20.1 To assist and advise the Board and the RECs in the investment affairs of the Company and/or REC.
 - 11.20.2 To invest, retain, realise and re-invest any funds not required for the immediate business of the Company.
- 11.21 The Audit, Investment and Risk Committee members of the Company are:

- 11.21.1 National President
- 11.21.2 Chief Executive Officer
- 11.21.3 National Operations Director
- 11.21.4 Company Secretary /Group Accountant
- 11.21.5 Cape Chamber Chairperson
- 11.21.6 Central Chamber Chairperson
- 11.21.7 KZN Chamber Chairperson
- 11.21.8 Northern Chamber Chairperson
- 11.21.9 National Training Director

- 11.22 One of the Chamber representatives above shall be elected to serve as Chairman. The Chairman and Chamber representatives are required to serve a two-year period and may be re-elected to serve an additional term of two years, but no more.
- 11.23 The Audit Committee shall meet at least four times per year.
- 11.24 The quorum for meetings shall not be less than two Chamber representatives, and either the CEO or Company Secretary /Group Accountant.

Remuneration Committee

- 11.25. The Remuneration Committee members of the Company are:
 - 11.25.1 National President to serve as Chairperson
 - 11.25.2 Chief Executive Officer
 - 11.25.3 Cape Chamber Chairperson
 - 11.25.4 Central Chamber Chairperson
 - 11.25.5 KZN Chamber Chairperson
 - 11.25.6 Northern Chamber Chairperson
- 11.26. The duties of the Remuneration Committee of the Company shall be:
 - 11.26.1. to assist and advise the Board on policy decisions affecting the Cost-to-Company structures of permanent employees.

11.26.2. to discuss salary increases for all employees on an annual basis and make recommendations to the Board regarding such.

11.26.3. to discuss criteria surrounding performance and other bonuses payable to employees as and when applicable.

11.27. The Remuneration Committee shall meet at least once per annum.

11.28. The quorum for meetings shall not be less than two Chamber representatives, and the CEO.

Training Council

11.29 The duties of the Training Council of the Company shall be:

11.29.1 to assist and advise the Chambers in the training affairs of the Company.

11.29.2 to ensure accuracy and relevance of training material within the industry.

11.29.3 to liaise with the relevant Government bodies on the future and relevance of training for the industry.

11.30 The Training Council members of the Company are:

11.30.1 Chief Executive Officer

11.30.2 Cape Chamber Chairperson

11.30.3 Central Chamber Chairperson

11.30.4 KZN Chamber Chairperson

11.30.5 Northern Chamber Chairperson

11.30.6 National Operations Director

11.30.7 National Training Director

11.30.8 Other Industry and / or Member representatives by invitation.

11.31 The training council will meet 4 (four) times per annum, such frequency to be decided and amended by the board of PIFSA, should it be deemed necessary and a quorum for such meeting shall consist of the CEO, the National Training Director and the Chairperson of at least 2 (two) Chambers.

12. THE BOARD OF PIFSA

- 12.1. The Board of PIFSA ("Board") shall consist of the following persons:
 - 12.1.1 National President (non-executive director) – Voting member
 - 12.1.2 National Past President (non-executive director) – Voting member
 - 12.1.3 Chief Executive Officer (executive director & permanent employee) – Voting member
 - 12.1.4 Company Secretary / Group Accountant (public officer & permanent employee) – Non-voting member
 - 12.1.5 Cape Chamber Chairman – (non-executive director) - Voting member
 - 12.1.6 Central Chamber Chairman – (non-executive director) - Voting member
 - 12.1.7 KwaZulu-Natal Chamber Chairman – (non-executive director) - Voting member
 - 12.1.8 Northern Chamber Chairman – (non-executive director) – Voting member
 - 12.1.9 National Operations Director (executive director) – Voting member
 - 12.1.10 National Training Director (executive director) – Voting member
- 12.2. Board meetings are scheduled to be held 4 (four) times per year at such time and place as may be decided by the National President of the Company.
- 12.3. A decision made on behalf of the organisation is made by the members of the Board where the final liability and risk rests. The Board's decisions filter down to the Chambers where they are carried out.
- 12.4. Special meetings may be called by the President when deemed advisable or shall be called by not less than one member from each of the four RECs wherein the nature of the business to be transacted shall be clearly stated.
- 12.5. The quorum for meetings shall be not less twenty five percent of voting members of the Board and representing not less than two chambers.
- 12.6. At every meeting, the minutes of the last preceding meeting shall be read, and the presiding officer shall sign such after confirmation.
- 12.7. On all matters requiring the decision of the Board, the President or presiding officer may, when expedient, instruct the Chief Executive Officer to take a vote (postal or electronic) on such matters.
- 12.8. Resolutions of the Board shall be passed on the majority vote of those present and where an equality of voting occurs, the President or presiding officer shall have a casting as well as deliberative vote.

13. SPECIAL GENERAL MEETINGS ("S.G.M.'s")

- 13.1. A S.G.M. of Members shall be convened:
 - 13.1.1. By resolution of the Board, or
 - 13.1.2. Upon the written requisition of not less than 10% (ten percent) of voting members, addressed to the Secretary and delivered to the National Office provided that such written requisition shall state the exclusive purpose for which the S.G.M. is to be called and the text of the motion to be put to the meeting.
- 13.2. Within 14 (fourteen) working days after receipt of the resolution or requisition referred to in subclause 13.1, the Secretary shall send written notification to all Members, which notice shall specify the time, date and place of the S.G.M., which time, date and place shall have been determined by the Board provided that the date shall not be less than 21 (twenty-one) working days and not more than 7 (seven) working days after the date of posting of the notification, together with written notification of the purpose of and measures to be transacted at the S.G.M. and the text of motions to be put forward to and considered by the meeting.
- 13.3. No business other than that stated in the notification, referred to in sub-clause 13.2, shall be transacted at the S.G.M.
- 13.4. Only the persons referred to in 10 shall be entitled to attend and speak at S.G.M.'s.

14. GENERAL PROVISIONS RELATING TO A.G.M.'s, BOARD MEETINGS & S.G.M.'s.

- 14.1. The following provisions shall apply to all A.G.M.'s and S.G.M.'s:
- 14.2. A.G.M.'s, Ordinary General Meetings and S.G.M.'s shall, subject to the terms of this constitution, be held at such time and place as shall be decided by the Board.
- 14.3. The chairperson of any A.G.M., Ordinary General Meeting or S.G.M. shall be the President or in his or her absence the Vice-President or in his or her absence such other person as shall be elected for that purpose by the representatives of Members present at the Meeting and entitled to vote.

15. MANAGEMENT OF PIFSA

- 15.1. The duties of the management team of the Company shall be to assist and advise the President in the management affairs of the Company and liaise between the RECs and the Board.
- 15.2. The team shall be made up of the following personnel:
 - 15.2.1 Chief Executive Officer
 - 15.2.2 Cape Chamber Manager
 - 15.2.3 Central Chamber Manager
 - 15.2.4 Company Secretary /Group Accountant
 - 15.2.5 KwaZulu-Natal Chamber Manager
 - 15.2.6 National Commercial and Technical Manager
 - 15.2.7 National Operations Director
 - 15.2.8 National Training Director
 - 15.2.9 Northern Chamber Manager
 - 15.2.10 National Marketing Manager
- 15.3. The management team shall manage the affairs of the Company but shall always be subject to the overriding authority of the REC and the Board.
- 15.4. The management team is required to meet four times per year or more if so, instructed by the President.
- 15.5. The management team's duties shall include but not be limited to the following:
 - 15.5.1. To execute policy within the framework determined by the Board.
 - 15.5.2. To appoint and manage all members of staff in a manner which will lead to the successful attainment of the objectives of the Company.
 - 15.5.3. To liaise with members, Government, other organisations and media, both nationally and internationally.
 - 15.5.4. To report and make recommendations to the RECs and the Board.
 - 15.5.5. To prepare and submit an annual report at the Annual General Meeting of the Company, for ratification.
 - 15.5.6. To ensure that the overall finances are in line with the relevant budgets approved by the Board and ratified by the RECs.

- 15.5.7. To perform any other duties required by the Board and RECs to attain the objectives of the Company.
- 15.5.8. The Company must have a minimum of 2 (two) executive directors, 4 (four) non-executive directors and a qualified Company Secretary / Financial Manager/Group Accountant at all times
- 15.5.9. To establish other committees, and sub-committees, from time to time as and when the need arises, to meet the strategic and operational objectives of the Company as requested by the Board and / or RECs.
- 15.5.10. To deal with any disputes which may arise between members including those who may serve on an REC.

16. ELECTION OF THE PRESIDENT AND THE OTHER MEMBERS OF BOARD

16.1. Nominations, appointment, election and removal of directors shall be done in accordance with the MOI of the company.

17. HONORARY LIFE MEMBERS

- 17.1. Board and members of Board shall, from time to time, nominate any person who has rendered notable and meritorious service to PIFSA and whom it wishes to recognise and honour as an Honorary Life Member which nomination shall be presented to the Board for ratification at the next A.G.M. and, if ratified by the Board, such person shall become an Honorary Life Member and shall enjoy the rights and privileges attached thereto
- 17.2. All past presidents of PIFSA may become Honorary Life Member of PIFSA if so nominated and such appointment is ratified at an AGM.

18. LIMITATION OF LIABILITY OF MEMBERS INDEMNITY

- 18.1. The liability of any Member, of any classification, is limited exclusively to the sum of any monies then due and payable by such Member to PIFSA, by way of subscription or otherwise howsoever.
- 18.2. The President, the Vice-President, the Director/s, all members of Board, the RC, all officials, servants, agents and persons (natural, corporate or otherwise) acting on behalf of PIFSA, in terms of this Constitution shall be and they are hereby indemnified and held harmless against any claim or demand by any third party as a result

of any act or omission in the performance of their duties for and on behalf of PIFSA, from whatever cause arising, provided such person/s acted in good faith.

19. ALTERATION OR VARIATION OF THIS CONSTITUTION

This Constitution may be altered or varied, at any time, by the Members in an Annual General Meeting, upon a majority vote of not less than 60%(sixty per centum) of the total votes of the Members, whose representatives are present and entitled to vote at that time provided not less than 21 (twenty-one) working days written notification of such Meeting, together with a copy of a proposed resolution/s.

20. NOTIFICATION

For the purposes of this Constitution, all notifications by PIFSA to any person or any Member, Honorary Life Member shall, unless delivered by hand, be effective from the date of dissemination by post, and/or by hand, and/or by fax, and/or by electronic mail to the last known postal / e-mail address of such Member/s, by any official of PIFSA; but all notifications to PIFSA by any person (natural, corporate or otherwise) or any such Member shall only be effective from the date of receipt thereof by the Secretary in no respects shall any postal authority be, or be deemed to be, the agent of PIFSA

21. INTERPRETATION OF THIS CONSTITUTION

Any disputes arising out of or in connection with the enforceability of this constitution or the application and interpretation of the provisions thereof or any dispute between PIFSA and another federation, or between a member and the Board or between the Board and an individual shall be referred to mediation or expedited arbitration. In the event of arbitration in terms of the foregoing, such resolution shall be final and binding on the parties to the dispute.

22. DISSOLUTION OR WINDING UP OF PIFSA

22.1. PIFSA may be dissolved or wound-up, at any time, by the Members in an Annual General Meeting, upon a majority vote of not less than 60 (sixty per centum) of the total votes of Members, whose representatives are present and entitled to vote, who are present in person at such A.G.M, provided that not less than 7 (seven)

working days written notification of such meeting and of any resolution aimed at dissolving or winding-up PIFSA shall have been given to all Members.

- 22.2. Upon dissolution or winding up of PIFSA, all the property and assets of PIFSA, after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Federation/s or Organisation/s having Objectives similar to PIFSA, at the discretion of the Members.

23. APPEAL BOARD AND DISCIPLINARY BOARDS

The Board shall appoint the members of the Appeal and Disciplinary Boards and delegate such powers to these Boards to include, but not be limited by the following:

- 23.1. To assist PIFSA with legal advice.
- 23.2. Set up and continuously update a disciplinary code for both participants and management, adopted by Board.
- 23.3. Chair disciplinary hearings when requested, and adjudicate, mediate and arbitrate upon legal and disciplinary matters.
- 23.4. The Appeal Board shall comprise of three members of which at least one must have a legal background.
- 23.5. Every member of the Appeal Board shall have one vote each at their meetings and hearings.

24. BY-LAWS

The current chambers By-laws are hereby repealed and are no longer of any force and affect. This document shall be the sole governing document PIFSA.

SCHEDULE A

EXAMPLE OF PIFSA PROXY FOR AGM'S

PRINTING INDUSTRIES FEDERATION OF SOUTH AFRICA (PIFSA) NPC

Registration Number: 1990/01772/08

PROXY

This proxy form is for use by the voting members of the PIFSA NPC as defined in its Memorandum of Incorporation.

I, we In my/our capacity as Being the duly authorised

representative of, being member as at the date of the meeting and entitled to vote, and being a member of the Printing Industries Federation of South Africa NPC, hereby appoint (please select one) as my/our proxy and to attend, speak and, on a poll, vote on my/our behalf at the Annual General Meeting of Members to be held at *insert time on day, date, month, year* and at any such adjournment thereof, and to vote or abstain from voting as follows the resolutions to be proposed at such meeting:

Chairman of the PIFSA NPC

Insert name - (Chief Executive Officer of PIFSA NPC) or

.....
(Please indicate how you wish your vote to be cast by making your selection in the space above)

Resolution:	In favour	Against	Abstain
1. Adoption of year audited annual financial statements:			
2. Re-election of Non- Executive Directors:			
3. Re-election of Executive Directors:			
4. Appointment of the following persons as:			
President and Non-Executive Director:			
Chief Executive Officer (CEO) and Director:			

A member entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or proxies to attend, speak and, on poll, vote in his/her stead. Every person present and entitled to vote at the annual general meeting as a member shall on a show of hand have one vote only.

NOTE:

1. Only fully paid-up Members of PIFSA NPC are entitled to vote.
2. Members to be physically represented at the Annual General Meeting should not submit a proxy.
3. Members may choose a person other than the PIFSA NPC representative as indicated above to exercise their proxy which proxy must be a PIFSA Member in good standing. A space is provided for an alternative.
4. Proxies must be submitted to Shared Services via email to *insert email* or by post to 575 Lupton Drive, Halfway House, Midrand, 1682 by not later than 16h00 on *dd/mm/yyyy*.

Signed this day of 20

.....
Signature