

## Constitution of Hydraulic and Pneumatic Export Cluster

- 1) The Name of the Cluster shall be the 'Hydraulic and Pneumatic Export Cluster' (HAPEC)
- 2) The Association will operate as a division of South African Capital Equipment Export Council
- 3) The offices will be located at Number 9, Ninth Avenue, Northmead, Benoni.

### 4) **Definitions and Terms**

- 5) "Applicant" means a company that is applying to become or has been invited to become a member of the Hydraulic and Pneumatic Export Cluster.

- 6) "Cluster" means the Hydraulic and Pneumatic Export Cluster.

"Company" means a registered limited liability company, close corporation, partnership or sole proprietor.

"Hydraulics" means liquids at rest and in motion, specially under pressure, and application of that knowledge in design and control of machines.

"Pneumatic" means is concerned with gases and their behavior under pressure.

"Local" means within the borders of the Republic of South Africa.

"Member" means a member of the Cluster who is fully and actively engaged in the local manufacture of hydraulic, pneumatic and related products.

"Manufacture" means the production of hydraulic and pneumatic systems and manufacture from purchase of locally manufactured parts, including castings and forgings, to complete product. This excludes assembly of imported final machined components.

"Industry" means the industry in which the members are engaged in the design and manufacture of hydraulic, pneumatic and related products in the RSA.

### 7) **Objects**

- Promote the interests of members
- Promote the export of products of the members
- Promote the interests of the members with Government Organizations
- Promote the growth of the industry
- Affiliate and participate in the affairs of any federated body, national or international Employers' organization
- Encourage and promote an advance in the overall levels of technical abilities and capabilities of all levels of members

- 8) - Recognition of Hydraulic and Pneumatic Export Cluster as a reliable brand

### 9) **Eligibility and Application for Membership**

- Any employer engaged in the design and manufacture of hydraulic, pneumatic and related products in the Republic of South Africa shall be eligible for membership of the Cluster. Companies assembling imported machined parts will not be classed as manufacturers and will therefore not be eligible for membership of the Cluster
- Application for membership shall be made on the form prescribed by the Cluster accompanied by the requisite joining fee and shall be lodged with the Administrator.

## **10) Membership**

- All candidates for membership shall be interviewed by the Chairman and Deputy Chairman to establish bona fides of the candidate in respect of that portion of his/her business devoted to the manufacture of hydraulic and pneumatic systems.
- Candidates shall be admitted to membership by a majority vote of the members of the Association at the next quarterly meeting of the cluster after receiving the report of the interview with the applicant.
- An applicant refused membership shall be provided with reasons for such refusal and shall also have the right to appeal to the next quarterly meeting of members.
- Joining and membership fees shall become due and payable on acceptance of membership.
- Any member who has resigned or been expelled and who is still engaged in the activity set forth in clause 6 may be re-admitted to membership on such conditions as apply to a new member plus such conditions as the Chairman and Deputy Chairman may recommend to the Cluster.
- Members shall conduct their business in accordance with generally accepted ethical standards and, at no time, shall a member bring the name of the Cluster into disrepute.
- Every member shall notify the Administrator, in writing, of his/ her postal address any change thereof within fourteen days of the date of change.

## **11) Meetings**

- An annual general meeting shall be held once a year to elect a new Chairman and Deputy Chairman.
- This AGM can be held in conjunction with a members meeting.
- Members meetings are to be held at least four (4) times per annum

## **12) Quorum, Votes and Proceedings at meetings**

- Thirty percent (30%), but not less than three (3) members in good standing shall form a quorum at a Cluster meeting.
- Questions arising for decision at any such meeting shall, unless otherwise provided herein, be decided by majority vote on a show of hands or motion duly seconded, or by ballot should the meeting so decide provided that, in the case of elections the candidates up to the required number having received the highest number of votes be declared elected. In the case of an equality of votes the Chairman shall have the casting vote in addition to his/her deliberative vote. No proxy votes will be allowed.
- The proceedings of any meeting shall not be invalidated by reason of the non-receipt of notice of any meeting.
- No member shall be regarded in good standing nor have the right to vote nor be entitled to any of the benefits of membership if and so long as any subscription due is unpaid for a period exceeding three (3) months.
- The Chairperson, or in his/her absence, the Deputy Chairperson, shall preside at meetings. In the event of Chairperson or Deputy Chairperson being absent the members present shall elect an acting chairperson.

- In the event of a quorum not being present, the matter to be voted on shall be brought to the next meeting.
- All matters shall be decided on motion.
- Minutes of meetings shall be taken at each meeting. Previous minutes shall be approved by the Chairman and Deputy Chairman.
- All members of the Cluster shall be entitled to be represented at each meeting of the Cluster, either personally or by duly accredited representative whose name shall be notified by the member to the Administrator.
- Every member of the Cluster, who is in good standing, shall be entitled to exercise one vote at meetings of the Cluster. Such vote may be exercised by the representative nominated as above.

### **13) Resignations**

- No pro-rata refunds of subscriptions shall be repaid on resignation.

### **14) Removal of Office Bearers.**

- An office bearer may be removed from office if he or she infringes any provision of this constitution or acts in a manner that is detrimental to the interests of the Cluster or its members

### **15) Discipline**

Members, at a meeting of the members of the Cluster, may vote to expel a member if:

- The member is more than three (3) months in arrear of subscriptions.
- Has committed any breach of the Constitution or bye-law of the Cluster.
- Has by his/her conduct rendered himself/herself unable to remain a member of the Cluster.
- Has brought the name of the Cluster into disrepute.

### **16) Subscription Fees**

- No joining Fee
- Annual Subscription of R35,000.00 per annum for the first year
- Commitment to the process by the members will be made for at least three (3) years
- Future fees or increases to be determined by the cluster members in association with the SACEEC.