

# ZIMBABWE SUGAR ASSOCIATION

## CONSTITUTION

CERTIFIED A TRUE COPY  
OF THE ORIGINAL AS SEEN  
ON 16/12/19  
*[Signature]* at Triangle  
A.G. FERRIS  
EX-OFFICIO COMMISSIONER OF OATHS  
(ZIMBABWE)

A.G. FERRIS  
B.COM., HON. B.COMPT., CA (Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P.O. Bag 801, Triangle, Zimbabwe

# THE ZIMBABWE SUGAR ASSOCIATION

## CONSTITUTION

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MADE ON 16/12/10  
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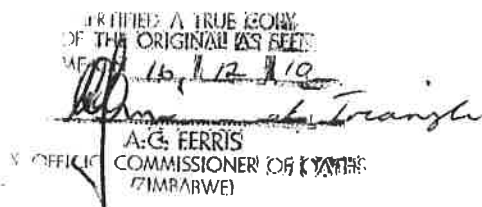
### NAME

A.G. FERRIS  
B.COM., HONS. B.COMPT., CA(Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS

1. The name of the Association shall be "***THE ZIMBABWE SUGAR ASSOCIATION***".

### OFFICE

2. Initially the office of the Association shall be situated in Harare but the situation may subsequently from time to time be changed to such other place as the Association in General Meeting may determine.



A.C. FERRIS  
COM. HONS. B. COMPT. CA(Z)

EX-OFFICIO  
COMMISSIONER OF OATHS **OBJECTS**  
16/12/19, Triangle, Zimbabwe

3. The objects of the Association shall be to protect and promote the interests of the Sugar Industry in general and the interests of sugar cane growers, sugar millers and refineries in particular and in pursuance of such objects, other objects of the Association shall be (inter alia):
- (a) To foster mutual understanding and co-operation within the Sugar Industry and between the Sugar Industry and other persons.
  - (b) To promote and regulate the production of sugar and the manufacture and marketing of sugar.
  - (c) To represent the views of the Sugar Industry to any Parliament, Government and other public bodies.
  - (d) To promote and negotiate agreements or arrangements upon any subject of interest to the Sugar Industry or between any persons or bodies connected with the Sugar Industry.
  - (e) To collect and circulate statistics and other information on all matters of interest to the Sugar Industry.
  - (f) To do such things as may be to the advantage of or beneficial to the Sugar Industry and the improvement of the quality of its products and in particular to establish and maintain, subsidize or finance institutions or persons as the case may be for having their object the training of personnel or the promotion of research.

- (g) To purchase, sell, donate, exchange, lease or otherwise acquire or dispose of movable or immovable property of all kinds and in particular, land, buildings, equipment and shares in any company.
- (h) To take professional advice on all matters affecting the Association and to institute or defend legal proceedings on behalf of the Association or, in the case of a member involved in litigation on a matter which in the opinion of the Association is of general interest to members, to make a contribution towards the costs of such member and to recover by legal process all monies due by a member by way of subscription or levies or otherwise to the Association.
- (i) To borrow or raise money or to secure the payment or repayment of money due by the Association upon security including mortgage bonds and debentures or without security and upon such other terms and conditions as the Association may deem fit.
- (j) To open and operate banking and other accounts.
- (k) To acquire the assets and assume the liabilities as at 19 February 1963 of the Federal Sugar Millers and Refiners Association.
- (l) Generally to promote the interest of members and to do all such other lawful things as are incidental or conducive to the attainment of all or any of the above objects.

### MEMBERSHIP

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ME BY 16 12 19  
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(ZIMBABWE)

- (a) The Association shall consist of persons, firms or Companies who are owners and/or

THE ZIMBABWE SUGAR ASSOCIATION

A.G. FERRIS  
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VERIFIED A TRUE COPY  
OF THE ORIGINAL AS BEEN  
167 12710  
A.C. FERRIS  
COMMISSIONER OF OATHS  
(ZIMBABWE)

A.C. FERRIS  
COUN. HONS. B. COMPT. EX(Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P.O. Box 301, Triangle, Zimbabwe

operators of sugar mills or refineries in Zimbabwe and such association as is representative of sugar cane growers in Zimbabwe.

(b) The founder members of the Association are declared to be:

Chirundu Sugar Estates Limited

Hippo Valley Estates Limited

Rhodesia Sugar Refineries Limited

Rhodesian Wattle Company Limited

Triangle Limited

- (c) The association of sugar cane growers or any owner and/or operator of a sugar mill or refinery (other than a founder member) who desires to become a member of the Association shall make application for membership. Every such application shall be in writing, shall be addressed to the Secretary of the Association, shall be in such form and shall contain such information as the Association may from time to time decide.
- (d) Application for membership shall be considered by the Association, which shall be entitled, by majority vote to accept, reject or defer such application for membership and the applicant shall be notified forthwith by the Secretary, in writing, of the decision of the Association.
- (e) An association of sugar cane growers or any owner and/or operator of a sugar mill or refinery whose application for membership has been refused, or whose membership has ceased, shall have the right to re-apply for membership after the expiration of one calendar year from the date of such refusal or termination, as the case may be. The provisions of paragraphs (c) and (d) shall *mutatis mutandis* apply to any such re-application.

THE ZIMBABWE SUGAR BOARD

CERTIFIED A TRUE COPY  
OF THE ORIGINAL AS SEEN  
16.12.19  
A.G. FERRIS  
OFFICIAL COMMISSIONER OF OATHS  
(ZIMBABWE)

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EX-OFFICIO  
COMMISSIONER OF OATHS  
P.O. Bag 801, Triangle, Zimbabwe

- (f) Each member shall be entitled to be represented at any General Meeting of the Association by two duly appointed representatives of the member. Each member shall give notice in writing to the Secretary of such appointment or appointments. The appointments of representatives shall be cancelled and the representatives shall cease to hold office whenever the appointing member shall cease to be a member or shall give notice in writing to the Secretary that the appointment of the representatives has been cancelled. In addition directors of Founder Members shall be entitled to attend any meeting of the Association.
- (g) Each representative shall have the right to appoint from time to time any person to act as his alternate at all or any meetings of the Association. Such alternate representative shall, while acting in the place of the representative who appoints him, exercise and discharge all the duties, powers and functions of the appointing representative. Such alternate representative shall be entitled to sit at all meetings at which the appointing representative may be present. The appointment of an alternate representative shall be cancelled and the alternate representative shall cease to hold office whenever the appointing representative shall cease to be a representative or shall give notice in writing to the Secretary of the Association that the appointment of the alternate representative has been cancelled.
- (h) Anything done or executed by a representative or his alternate shall be binding on the member so represented.
- (i) It shall be competent for any one representative to act for more than one of the members and such representative or his alternate shall be entitled to exercise the voting power of the member or members so represented.

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ME 16/12/19  
*[Signature]*  
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ZIMBABWE

A.G. FERRIS  
B.COM, FONS. B.COMPL. CA (Z.  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P./Bag 801, Triangle, Zimbabwe

## **OFFICERS**

- 5 (a) The officers of the Association shall consist of a Chairman, a Vice Chairman and a General Manager and a Secretary.
- (b) The Chairman and the Vice Chairman may be elected at any Ordinary or Annual General Meeting of the Association for such periods and on such terms and conditions as the Association may decide. Unless otherwise agreed at the time of his election, the Chairman and Vice Chairman shall retire but be eligible for re-election at any Ordinary or Annual General Meeting.
- (c) The Association shall appoint a General Manager and a Secretary and such other employees as may from time to time be considered necessary and determine their tenure of office, remuneration and duties as it shall think fit, and may from time to time remove any such General Manager, Secretary or employees and appoint another or others in their place. The Secretary shall, in addition to the duties assigned to him by the Association, carry out the duties and functions prescribed for him in this Constitution.
- (d) A copy of this Constitution or of any Resolution of the Association in General Meeting or of any Committee referred to in paragraph (a) of Clause 6 purporting to be certified as such by the Chairman, General Manager or Secretary may be accepted as evidence for any purpose whatsoever.

THE ZIMBABWE SUGAR ASSOCIATION

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EX-OFFICIO COMMISSIONER OF OATHS  
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A.G. FERRIS  
HONS. B. COMPT. CA (Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
Triangle, Zimbabwe

## MANAGEMENT

6. (a) The affairs of the Association shall be administered by the duly appointed member's representatives acting in General Meeting. The Association may, however, delegate to any Committee constituted by the Association or to any of its officers, such powers and duties as it may from time to time deem fit.
- (b) Save as is otherwise provided by these Rules or by Resolution of the Association in any particular case, all documents other than routine correspondence required to be signed on behalf of the Association shall be deemed to have been validly signed if signed by any two persons authorized, so to sign by the Association at a General Meeting.

## POWERS OF THE ASSOCIATION

7. Without prejudice to the generality of the objects defined in Clause 3 hereof, the Association shall have the following powers and functions and may delegate such powers to an Executive Committee:
- (a) To control and regulate season by season the growing of sugar cane and the production of sugar by members in accordance with available markets and quotas and to determine the quotas of sugar cane and sugar to be produced by members for Local and for Export Markets. For the purposes of this Clause "season" shall mean such period as may be determined by the Association from time to time.



MADE A TRUE COPY  
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at Tzang  
A. G. FERRIS  
COMMISSIONER OF OATHS  
(ZIMBABWE)

A. G. FERRIS  
B. COM. HONS. B. COMPE. CIV.  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P. Bag 801, Tzang, Zimbabwe

- (b) To call on each member to furnish such information as may be required from time to time to enable the Association to determine the estimated output of sugar cane and sugar.
- (c) To consider the estimates of expenditure and determine the levies required from each member to finance the activities of the Association for the ensuing year.
- (d) In accordance with such formula or method as may be decided by the Association from time to time, to make levies upon members based upon the production or sale of sugar cane and/or sugar, milled or refined.
- (e) To open and operate a banking and other accounts in the name of the Association, to determine who shall operate thereon and if necessary or desirable, in its discretion to obtain advances from such bank or banks to finance the operations of the Association and give such security or securities as may be required by the banks in connection therewith.

### TRUSTEES

- 8. (a) All property whatsoever, movable and immovable, belonging to the Association shall be vested and (where necessary) registered in the name of 'The Trustees of the Zimbabwe Sugar Association' for the use and benefit of the Association and of the members thereof.
- (b) 'The Trustees of the Zimbabwe Sugar Association' aforesaid shall be the Trustees of the Association for the time being appointed in manner hereinafter provided.

THE ZIMBABWE SUGAR ASSOCIATION

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EX-OFFICIO COMMISSIONER OF OATHS  
ZIMBABWE

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J. COM., HONS. B. COMPT., CA (Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P. Bag 801, Triangle, Zimbabwe

There shall be three (3) Trustees of the Association who shall be elected at an Annual General Meeting or, in the discretion of the Chairman, at an Ordinary General Meeting called for such purpose.

- (d) Each Trustee shall hold office for life (or until dissolved) unless he or it shall –
- i) sooner resign;
  - ii) become unable to act through absence or mental or bodily infirmity; or
  - iii) be removed from office by a vote of Two-Thirds (2/3rds) of the Members represented at a General Meeting convened for that purpose;
- (e) During any vacancy in the office of Trustee the remaining Trustee or Trustees shall for all purposes be competent to act.
- (f) Upon the removal, resignation, dissolution or death of a Trustee of Trustees, the property of the Association shall vest in the remaining Trustee or Trustees without the necessity for any cession, transfer or assignment whatsoever.
- (g) The Trustees shall stand possessed of the property of the Association and shall apply and dispose of the same for the benefit of the Association in such manner as the members in General Meeting or a Committee thereof shall, in conformity with this Constitution direct.
- (h) All actions, suits or prosecutions in any court brought by or against the Association shall be instituted and defended by and in the names of the Trustees in their representative capacities aforesaid, and no such action, suit or prosecution shall abate or be discontinued by reason only of the death or dissolution of a Trustee, or by his or its resignation or removal from

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OF THE ORIGINAL AS SEEN

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*Ami al Triangle*

FERRIS  
COMMISSIONER OF OATHS  
(M/R/WF)

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B. COM. HONS. B. COMPT. CA (Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P./Baq 801, Triangle, Zimbabwe

office, but the same shall and may be proceeded with, by or against the remaining Trustee or Trustees as if such death, dissolution, resignation or removal had not taken place.

- (i) No Trustee shall be liable to make good any deficiency which may arise or occur in the funds of the Association, but shall be liable only for moneys which are actually received by it, him or them on behalf of the Association.
- (j) A company, acting through its duly authorized representatives, shall be eligible for election to the office of Trustee.

## MEETINGS

9.(a) An annual General Meeting shall be held in every calendar year within four (4) months after the close of the financial year at a time and place to be determined by the Chairman. The Chairman shall present an annual report and the audited Balance Sheet and Accounts for the past financial year and the following business shall be transacted:

- i. To elect a Chairman and Vice Chairman of the Association, if necessary, and nominate the Association's representative on various industrial and other bodies for the ensuing year.
- ii. To determine the remuneration for the past audit and elect auditors for the ensuing year.
- iii. To transact such other business as the Association may deem competent.

Twenty-one (21) days' written notice shall be given of such Annual General Meeting.

THE ZIMBABWE SUGAR ASSOCIATION

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BY ME AT 16/12/18  
*[Signature]*  
A.G. FERRIS  
EX-OFFICIO COMMISSIONER OF OATHS  
(ZIMBABWE)

A.G. FERRIS  
B. COM; HONS. B. COMPT., CA(Z)  
EX-OFFICIO  
COMMISSIONER OF OATHS  
P./Bag 801, Triangle, Zimbabwe

- (b) The Chairman shall convene, from time to time, Ordinary General Meetings of the Association. Notices of such meetings, showing the business to be transacted thereat, shall normally be given in writing to members and representatives, by the Secretary not less than seven (7) days before the dates of such meetings.
- (c) Upon receipt of a requisition in writing signed by three members of the Association setting forth the object of the meeting, the Secretary shall forthwith give twenty-one (21) days' notice in writing to members and representatives of an Extraordinary General Meeting of the Association and at such meeting no other matter or subject shall be considered than is set forth in the requisition calling for such meeting.
- (d) The quorum for General Meetings of the Association shall be three (3) members of the Association entitled to vote present in person or represented by a representative or representatives duly appointed in terms of Clause 4(f). If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in next week at the same time and place, or if that day be a public holiday, to the next succeeding day other than a public holiday, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall form a quorum.
- (e) At all meetings of the Association the Chairman, or in his absence a Chairman appointed by the Meeting, shall preside.
- (f) The proceedings of any meeting shall not be invalidated by reason of the non-receipt by any member or representative of the notice of the meeting.

THE ZIMBABWE TRUCK ASSOCIATION

- (g) The Association shall cause full and proper minutes of its proceedings and those of any Committee to be made and kept.

### VOTES OF MEMBERS

10. (a) Each member shall be entitled to one vote at all meetings of the Association.
- (b) The Chairman shall not be entitled to a deliberative or a casting vote.
- (c) No member shall be entitled to take part in the business of the Association or vote while in arrear for a period of six months or more with any payment, including levies, due to the Association.

### TERMINATION OF MEMBERSHIP

11. Any member of the Association desirous of resigning his membership shall give written notice to the Secretary to that effect before the end of the Association's financial year and if such notice is not so received before the end of the financial year such member shall be liable for the current financial year's levies.

### ACCOUNTS

12. (a) The Secretary shall keep or cause to be kept a true account of all monies expended and received and all the records in respect of which such receipt and expenditure takes place and of all the assets and liabilities of the Association, and the accounts shall be kept in such books and manner as the Association may direct.

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EX-OFFICIO  
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17/29 801, Triangle, Zimbabwe

- (b) An Audited Balance Sheet and Accounts shall be submitted at each Annual General Meeting. Copies of the Balance Sheet, Accounts and Annual Report shall be sent to members with the notice convening the Annual General Meeting.
- (c) The financial year will be determined by the Association from time to time.
- (d) All receipts and accruals of the Association whether current or accumulated shall be applied to the Objects of the Association, and no part thereof may be divided amongst or credited to, or inure to, the benefit of any member. If any levies or contributions made by members in any year or years are found to be in excess of the current requirements of the Association they shall be retained by the Association for the purpose of enabling it to meet the cost of any future contingencies or to enable it to agree from time to time upon pro rata reductions of future levies or contributions payable by the members.

### DISPUTES

13. Matters or disputes deemed by the Association in its discretion as affecting members of the Association or as affecting the interests of the Sugar Industry more fully defined in Clause 3 of this Constitution shall be referred in the first instance to the Association and the Association shall make every endeavour to deal with the matter or dispute expeditiously; only after it has been found impossible to deal with the matter or dispute within the Association will the member or members concerned be entitled to seek and pursue such other relief or remedy as may be available to them:

THE ZIMBABWE SUGAR ASSOCIATION

PROVIDED THAT if a member or members so seek such other relief or remedies they shall give the Association ten days notice in writing of their intention so to do and supply the Association with all such particulars as it may reasonably require.

### ALTERATION OF CONSTITUTION

14. The Constitution of the Association shall not be amended except by the resolution passed in General Meeting by two-thirds of the eligible votes cast being in favour of the resolution.

### DATE OF THIS CONSTITUTION

15. This Constitution of the Association shall be deemed to have come into force on the 19<sup>th</sup> day of February 1963.

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OF THE ORIGINAL AS SEEN  
BY ME ON 16/12/10  
*[Signature]*  
A.G. FERRIS  
EX-OFFICIO COMMISSIONER OF OATHS  
(ZIMBABWE)

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3. COM. HONS. B. COMPT. CA(2)  
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