



## CONSTITUTION AND AGREEMENT WITH THE SOUTHERN AFRICAN INSTITUTE OF STEEL CONSTRUCTION – AUGUST 2013

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### **Status**

The South African Metal Cladding and Roofing Association (SAMCRA) is an association of companies and individuals with an interest or a stake in metal roofing and cladding.

The association is not a legal entity but operates as a subsidiary of the Southern African Institute of Steel Construction (SAISC). Consequently, legal responsibility for SAMCRA is assumed by the Board of the SAISC and the Memorandum of Incorporation of the SAISC applies to SAMCRA and all its members. All members of SAMCRA also become members of the SAISC.

Separate management accounts and a separate bank account will be kept for SAMCRA.

### **Mission**

The mission of SAMCRA is to:

- Create an infrastructure on which an orderly industry can be built, including appropriate standards, testing facilities and a base of knowledgeable people.
- Facilitate the fusion of the ambitions of the metal cladding and roofing industry with the requirements of the relevant specifying bodies to create a successful and respected and successful industry.
- Promote the image of the metal roofing and cladding industry and the use of its products.

### **Membership**

Membership of SAMCRA can be obtained in any of the following categories:

- Producer Mill
- Roofing Profiler
- Roofing Contractor
- Allied Products
- Financial institutions
- Associate
- Individual

Membership can be obtained by completing a SAMCRA membership application form, signing the Code of Conduct, obtaining the acceptance of the SAMCRA Exco, obtaining the approval of the SAISC Board, and paying the initial membership fee.

A membership certificate will be provided to every member, who may display it and use the SAMCRA logo on his\* stationery and advertising material. The certificate has to be returned to SAMCRA and no further display of the SAMCRA logo may be made when the membership is terminated for any reason. (\* Note that the term 'his' refers to any natural or juristic person.)

Any member of SAMCRA can be suspended or struck from the list of members of SAMCRA and the SAISC by a decision of the SAMCRA Exco on the basis of any of the following:

- his annual subscription or any other sum due to SAMCRA or the SAISC is in arrears;
- in the sole discretion of the SAMCRA Exco, he is guilty of conduct harmful to the interests and/or objectives of SAMCRA;
- he is sequestrated, surrenders his estate, or being a company member, is wound up or placed under judicial management;
- in the sole discretion of the SAMCRA Exco, it is harmful to the interests of SAMCRA that he should continue as a member of SAMCRA; or
- in the sole discretion of the SAMCRA Exco, he has contravened the Code of Conduct.

Any member suspended or struck from the membership list by the SAMCRA Exco may appeal to the SAISC Board, who may decide to retain his membership of the SAISC but not of SAMCRA.

Membership of SASFA shall not automatically imply membership of SAMCRA and vice versa, and membership fees for each association must be paid separately.

### **Meetings of members**

An annual general meeting (AGM) of members must be held each year. Further general meetings of members may be held if the Chairman, or at least two members of the SAMCRA Exco, or at least five member companies demand in writing that such a meeting be held for a specific purpose. The rules and regulations in the SAISC Memorandum of Incorporation relating to meetings of members shall also apply to meetings of SAMCRA members.

The SAMCRA Exco shall be elected at the AGM or at any meeting at which the SAMCRA Exco is relieved of their responsibilities. If any member of the SAMCRA Exco stops being a member for whatever reason, he may be replaced by an electronic process of calling for nominations and holding an election, or by calling a meeting of members.

Informal meetings of members will be arranged as and when required.

### **SAMCRA Exco**

The SAMCRA Exco shall consist of individuals elected at a meeting of members, as follows:

- Two persons who are employees of two different companies in the category Producer Mill
- Three persons who are employees of three different companies in the category Roofing Profiler
- One person who is an employee of a company in the category Roofing Contractor
- One other person who is an employee of any member company.

The following individuals shall be ex-officio members of the SAMCRA Exco:

- The CEO of the SAISC
- The Director of SAMCRA

The members of the SAMCRA Exco may co-opt another individual of their own choice to the Exco.

The members of the SAMCRA Exco must elect a chairman from their own number, who shall be known as the SAMCRA Chairman and be entitled to a seat on the SAISC Council.

The responsibilities of the SAMCRA Exco shall be as detailed below.

## **Responsibilities of the various entities in SAMCRA and the SAISC**

The various entities in the SAISC and SAMCRA will each have the following responsibilities of relevance to SAMCRA:

- SAISC Council
  - Recommend the strategy of the SAISC
  - Monitor that the strategy is being implemented
- SAISC Board of Directors
  - Appoint the SAISC CEO
  - Carry fiduciary responsibility for the SAISC
  - Define the strategy and plan of action of the SAISC
  - Set the remuneration of all SAISC employees
  - Set the membership fees for SAISC and approve that of SAMCRA
  - Oversee the management of the SAISC, including financial management
- SAMCRA Exco
  - Meet at least four times per year
  - Accept or reject the person proposed by the SAISC CEO as SAMCRA Director
  - Define the strategy and plan of action of SAMCRA
  - Set the membership fees for SAMCRA
  - Accept or reject the SAMCRA business plan and budget
  - Oversee the management of SAMCRA
  - Accept or reject major expenditures outside the budget
  - Appoint SAMCRA committees and assign responsibilities to them
  - Assist with their influence, insight, knowledge, contacts and public relations
- SAISC CEO
  - Overarching responsibility for the success of the SAISC and its subsidiaries
  - Select Director for SAMCRA and propose to the SAMCRA Exco
  - Oversee the management of SAMCRA
  - Provide technical assistance, advice and insight as required
  - Use contacts, influence and status of the SAISC to the benefit of SAMCRA
- SAISC management and technical staff
  - Provide technical support for standards, codes, publications, courses etc
  - Ensure SAMCRA Exco is supplied with sound financial reports and budgets
- SAISC administrative staff
  - Undertake the bookkeeping, creditors and debtors functions plus financial reports
  - Events management (courses, meetings, etc)
  - Sales of publications
  - Membership administration
  - Reception
  - Graphic design, editing, newsletters, website design and maintenance, etc
- SAMCRA Director
  - Assume overall responsibility to make SAMCRA a dynamic and effective organisation
  - Do the day-to-day running of the association
  - Be the official spokesperson for SAMCRA and see to public relations
  - Communicate with all the relevant parties as envisioned under 'Publicity and awareness' above, and to keep the SAMCRA Exco and SAISC CEO abreast of developments.
- SAMCRA committees
  - Whatever tasks the SAMCRA Exco assigns to the committee.

## **Termination, changes to this constitution or severing of ties with the SAISC**

Any decision with respect to the dissolution of SAMCRA, changes to this constitution or severing of ties with the SAISC can only be taken at a general meeting of the members of SAMCRA, by a two thirds majority. Any funds accumulated in the name of SAMCRA at dissolution will revert to the SAISC; with severing of ties any funds remaining on SAMCRA's account will be transferred to SAMCRA provided that the character and objectives of the association are not materially changed.

### **Facilities provided to SAMCRA by the SAISC**

The SAISC will provide the following facilities, services and value to SAMCRA:

- Office space, with insurance, maintenance, cleaning, etc
- Meeting rooms and refreshments
- Reception and telephone
- Duplication
- Staff employment
- Strategic management
- Bookkeeping and financial managements and reporting
- Ensuring that laws are not transgressed
- Membership administration
- The brand, image and contacts of the SAISC

### **Code of conduct**

The Code of Conduct is a separate document.