



CONSTITUTION OF THE VINE IMPROVEMENT ASSOCIATION

(As amended on 19 February 2026)

(In case of a dispute, the Afrikaans version of the Constitution will be accepted as the official version)

1. NAME AND NATURE OF THE ASSOCIATION

- 1.1 The name of the Association is the Vine Improvement Association (abbreviation VIA), Afrikaans - Wingerdverbeteringsvereniging (abbreviation WVV).
- 1.2 The aim of the Association is to promote excellence in the quality and production of grapevine planting material in support of the growth and sustainability of the South African grapevine industry.
- 1.3 The Association holds the authority to acquire legal rights, undertake juristic acts, and operate within the framework of the law.

2. REGISTERED OFFICE OF THE ASSOCIATION

- 2.1 The registered office of the Association designated for receiving all notices, communications, and legal documents is:

Plant SA
Unit 9A Riverside Industrial Park
25 Textile Street
PAARL
7646

- 2.3 The Board of the Association, as set out in Article 9, has the authority to update the address and the registered office of the Association as needed.

3. OBJECTIVES OF THE ASSOCIATION

- 3.1 The Association aims to promote the interests of its members, as referred to in Article 5, by coordinating plant improvement and propagation and certifying vine propagation material for the benefit of the South African wine, table and drying grape industries.
- 3.2 The Association intends to achieve its objectives by *inter alia*, the following activities:

- (a) exercising the powers and performing the activities of executing those duties that are entrusted to it in terms of the South African Plant Certification Scheme for *Vitis*, under the Plant Improvement Act 2018 (Act no. 11 of 2018), (hereinafter referred to as “the Scheme”);
- (b) advising the responsible Minister on -
 - (i) the implementation of the Scheme, with the inclusion of the compliance standards for vine propagation material to be certified in terms of such a scheme; and
 - (ii) the minimum standards for vine propagation material not certified in terms of the Scheme to be sold under the Plant Improvement Act, 2018 (Act no. 11 of 2018).
- (c) for the purposes of the application of the Scheme, to act as the designated authority with regard to vine propagating material;
- (d) to compile and keep records relating to -
 - (i) the quantity as well as the viticultural- and phytosanitary status of the vine propagation material produced by the Plant Improvement Organisations;
 - (ii) the use of such material by registered nurseries; and
 - (iii) the sale thereof to producers.
- (e) to make rules relating to –
 - (i) the manner and procedure according to which the Plant Improvement Organisations shall undertake the selection, evaluation, multiplication and testing of vine propagation material and the making available thereof to the South African wine-, table - and drying grape industries; and
 - (ii) the cultivation of nursery plants and the submission of records relating thereto.
- (f) co-operation with other similar organisations and liaison with any other body or organisation in order to promote the interests of the Association and its members;
- (g) advising the Registrar of Plant Improvement on -
 - (i) the recognition of grape scion and rootstock variety names to be included in the Official Variety List in terms of Article 24 of the Plant Improvement Act, 2018 (Act no. 11 of 2018) or the removal of variety names from such list; and

- (ii) the import of grapevine propagation material and plants and aspects relating thereto.

3.3 The sole aim of the activities of the Association is to promote its main objective.

4. POWERS OF THE ASSOCIATION

4.1 The Association has the legal capacity to:

- (a) acquire movable or immovable property;
- (b) manage, insure, sell, lease, alienate or deal in any other manner with any or all of its goods and assets;
- (c) apply for patents, patent rights, copyrights, licenses, trademarks or any other similar rights or to buy or acquire these in any other manner, to protect, prolong or renew the same and to act therewith or to alienate as determined in Article 4.1 (b) above;
- (d) invest money in any manner with registered financial institutions, as defined in Article 1 of the Financial Institutions Act, 2001 (Act no. 28 of 2001), (Protection of Funds) and in shares which are noted on a licensed stock exchange as defined in the Management of Stock Exchanges Act, 1996 (Act no 71 of 1996);
- (e) open, operate and close bank accounts;
- (f) appoint a person or persons and to remunerate them for services rendered in the attainment of its goals;
- (g) act as principal, agent or contractor; and to
- (h) claim and receive monies and to institute levies in respect of services rendered by the Association with the purpose of reimbursing the costs expended by the Association in providing such services.

4.2 The Association does not have the power to pay out to any person any surplus or profit which might arise from its activities. The Association is obliged to utilize its funds solely for the execution of its objectives or for investments.

4.3 The Association may not engage in any ordinary commercial activities or other activities with a profit motive or participate in any business- or speculative transactions such as the purchase of property for the purposes of a rental income, or professional or occupational activities of any of its members, or supply financial aid, premises, continuing services or facilities to any members required by such members in their business, profession or occupation.

5. MEMBERSHIP OF THE ASSOCIATION

5.1 The members of the Association are:

- (a) as Plant Improvement Members: Individual Plant Improvement Organisations;
- (b) as Nursery Members: Individual nurseries as represented by the South African Vine Growers Association; and
- (c) as Producer Members:
 - (i) VinPro Limited (Limited by Guarantee) representing individual Wine Grape Producers (herein referred to as “VinPro”);
 - (ii) South African Table Grape Industry (SATGI) representing individual table grape producers; and
 - (iii) Raisins SA representing individual drying grape producers.

5.2 The Association may at its own discretion upon application admit another association, individual or entity as member of the Association.

5.3 An association, individual or organisation that becomes a member of the Association is deemed to subscribe to the objectives thereof and he/she/it will be expected to promote same. In the case of an association becoming a member of the Association, such association shall ensure that its members subscribe to and promote the objectives of the Association.

5.4 Membership of the Association may be terminated in the event of a member not promoting the objectives of the Association or no longer complying with the requirements for membership of the Association.

6. FINANCING OF THE ASSOCIATION

6.1 The Association shall be financed as follows:

- (a) membership fees as determined annually in terms of Article 13.1(c) by the Board;
- (b) registration fees in terms of the Scheme as determined annually in terms of Article 13.1(d) by the Board relating to the -
 - (i) Plant Improvement Organisations registered with the Association in terms of the Scheme; and
 - (ii) Nurseries registered with the Association in terms of the Scheme.
- (c) services levies as determined by the Board in terms of Article 13.1(d) regarding -

- (i) the number of clones registered by the Plant Improvement Organisations;
- (ii) the number of vines planted by Plant Improvement Organisations in registered foundation and mother units under the Scheme;
- (iii) the number of bundles plant material issued by Plant Improvement Organisations from registered nucleus, foundation and mother units under the Scheme; and
- (iv) the quantity of certified nursery and foundation nursery vines certified by Nurseries and Plant Improvement Organisations.

7. RIGHTS AND OBLIGATIONS OF MEMBERS

7.1 Every Plant Improvement member shall:

- (a) procure and maintain the facilities and employ personnel or procure the services of approved organisations as required for the evaluation, care, development, improvement and multiplication of vine propagation material in accordance with the standards set by the Board as contemplated in Article 8;
- (b) undertake, independently of the Association or any other member of the Association, the management, administration and financing of its activities in the development, improvement and multiplication of vine propagation material for the benefit of all sectors of the wine-, table- and drying grape industries;
- (c) supply, at such times and in the manner determined by the Board as contemplated in Article 8, details of the quantity and the viticultural and phytosanitary status of the vine propagation material, scions as well as rootstocks, at the disposal of the member or an entity to which such member is related, and of the quantity of such vine propagation material that can be made available to the wine-, table- and drying grape industries;
- (d) adhere to the rules of the Association made in terms of Article 3.2(e); and
- (e) adhere to the provisions of the Scheme relating to vine propagation material as referred to in Article 7.1(c).

7.2 Only Plant Improvement members that are, in terms of the Scheme, registered with the Association, are authorised to establish nucleus-, foundation-, foundation nursery- and mother units.

7.3 Every Nursery registered with the Association, under the Scheme, shall ensure that he/she/it adheres to this Constitution and in particular:

- (a) complies with the provisions of the Scheme relating to the propagation of certified nursery plants in terms of the Scheme;
- (b) supply, at such times and in the manner determined by the Board as contemplated in Article 8, details of the quantity nursery plants at his disposal and of the quantity of nursery plants that can be made available to the wine-, table- and drying grape industries; and
- (c) adhere to the rules of the Association made in terms of Article 3.2(f).

8. EXECUTIVE BOARD

8.1 The Association has an Executive Board (herein referred to as “the Board”) consisting of:

- (a) one person nominated for this purpose by each Plant Improvement Organisation;
- (b) two persons nominated for this purpose by the South African Vine Growers Association;
- (c) two persons each, nominated for this purpose by the Producer Organisations, respectively:
 - (i) VinPro;
 - (ii) SATGI; and
 - (iii) Raisins SA;
- (d) a maximum of three Co-opted persons nominated by the Plant Improvement, Nursery and Producer Board members, based on their specialised knowledge of vine improvement or vine certification or vine research; and
- (e) one person as chairperson of the Board as determined in Article 14.1.

8.2 The members of the Board:

- (a) nominated as intended in Article 8.1(a), are hereinafter referred to as the Plant Improvement Board Members;
- (b) nominated as intended in Article 8.1(b) are hereinafter referred to as the Nursery Board Members;
- (c) nominated as intended in Article 8.1(c) are hereinafter referred to as the Producer Board Members; and
- (d) nominated as intended in Article 8.1(d), are hereinafter referred to as the Co-opted Board Members.

- 8.3 The Plant Improvement Board members collectively have three votes on behalf of the Plant Improvement Organisations.
- 8.4 The Nursery Board members have one vote each on behalf of the South African Vine Growers Association.
- 8.5 The six Producer Board members have one vote each on behalf of the producers represented.
- 8.6 Co-opted Board members as designated in terms of Article 8.1(d) have no voting rights.
- 8.7 The Chairman as appointed in terms of article 8.1(e) has no voting rights.

9. NOMINATION AND APPOINTMENT OF MEMBERS OF THE BOARD

- 9.1 Whenever it becomes necessary to nominate a member of the Board that member of the Association responsible for the nomination must furnish the Secretary of the Board with the name of the nominee as soon as possible after the Secretary has requested it in writing.
- 9.2 Whenever it becomes necessary to designate a Co-opted Board Member, the Plant Improvement, Nursery and Producer Board Members shall elect a person deemed suitable for such specific purpose.
- 9.3 Whenever a Co-opted Board Member is nominated in terms of Article 9.2, the organisation to which such person is connected shall approve such appointment to the Board as soon as possible after the Secretary has requested it in writing.

10. SUBSTITUTE MEMBERS OF THE BOARD

- 10.1 Whenever it becomes necessary to nominate a member of the Board, the member of the Association responsible for the nomination must also furnish the Secretary of the Board with the name of a substitute as soon as possible after the Secretary has, according to Article 9, requested it in writing.
- 10.2 A substitute Board member can in the absence of the Board member in which place he/she has been appointed attend any meeting of the Board and act as a substitute of the specific Board member.
- 10.3 The stipulations of this Constitution that is applicable to a Board member, is *mutatis mutandis* also applicable to the substitute Board member that has been appointed for that Board member.

11. TERM OF OFFICE OF BOARD MEMBERS

- 11.1 A Board member shall hold his office at the discretion of the member of the Association by whom he was nominated, for a maximum period of three years and a Board member who vacates office upon completion of his three-year term may be re-appointed as a Board member.
- 11.2 A Board member contemplated in Article 8.1(e) shall hold his office for such period, but a maximum of three years as may be determined by the Plant Improvement, Nursery and Producer Board members at the time of his appointment. Such a Board member who vacates office upon completion of his three-year term may be re-appointed as a Board member as determined in Article 14.1.
- 11.3 A Co-opted Board member shall hold his office at the discretion of the Board by which he has been so appointed for a maximum period of three years and such a Board member who vacates office upon completion of his three-year term may be re-appointed as a Board member as contemplated in Article 8.1(d).

12. VACATION OF OFFICE AND FILLING OF VACANCY

- 12.1 A member of the Board will vacate his office if;
- (a) he is absent from two consecutive Board meetings without the consent of the Board;
 - (b) he has handed his written resignation to the Secretary of the Board;
 - (c) the member of the Association who nominated the Board member notifies the Secretary of the Board in writing that the nomination or appointment of that member, as the case may be, has been withdrawn;
 - (d) in the case of a Board member contemplated in Article 8.1(e), upon expiry of the term of office of such member; and
 - (e) in the event of the nominating organisation ceasing to be a member of the Association.
- 12.2 A vacancy in the Board arising in terms of Article 12.1 or as the result of the death of a Board member, is filled by the nomination and if applicable, the appointment in the same manner as was applicable for the vacating or deceased member.

13. OBLIGATIONS OF THE BOARD

- 13.1 Save for the provisions of Articles 13.2 and 13.3, the business of the Association will be managed by the Board and the Board is responsible for the following:

- (a) to exercise the powers of the Association to achieve the objectives of the Association;
- (b) to give account of its management of the Association's affairs to the members of the Association;
- (c) to periodically revise the membership fees, provided that different fees may be determined in respect of different categories of members; and
- (d) to periodically revise the registration fees and service levies payable by Nurseries and Plant Improvement Organisations registered in terms of the Scheme.

13.2 Only the voting Board members, as set out in Articles 8.3 to 8.6 are authorised to vote on:

- (a) matters relating to the administration of the Association, amendments to the Constitution, dissolution of the Association, the Board, the members of the Association or organisations related to members of the Association; and
- (b) matters relating to the personnel, assets or finances of the Association.

13.3 At least two persons authorised thereto by the Board must sign any document wherein a financial obligation is entered into on behalf of the Association or whereby funds of the Association are withdrawn, provided that at least one of the persons must be a member of the Board.

14. CHAIRMAN AND VICE-CHAIRMAN

14.1 The voting members of the Board elect an independent Chairman and, from the ranks of the Producer and Co-opted Board members, a Vice-chairman.

14.2 The persons duly elected shall remain in office for a period of three years and may be re-elected upon completion of this term of office.

14.3 The term of office of the person contemplated in Article 8.1(e) is set out in Article 11.2.

15 CONVENING OF MEETINGS

15.1 Ordinary meetings of the Board are held as often and at such times and places as the Board may periodically determine.

15.2 The chairman may in his discretion convene an extra-ordinary meeting of the Board at a time and place determined by himself, with the intention of dealing with special or urgent matters. He is obliged to convene an extra-ordinary meeting at the request of at least three members of the Board.

- 15.3 The Secretary of the Board must give each member of the Board at least seven days' notice of the date, time and place of each meeting. In an exceptional case the notice period can be longer or shorter if requested by the Chairman.

16 QUORUM FOR MEETINGS

- 16.1 A majority of the members of the Board constitute a quorum for a meeting.

17 CHAIRMAN AT MEETINGS

- 17.1 The Chairman of the Board, or in his absence the Vice-chairman, shall chair all meetings at which he is present.
- 17.2 If neither the Chairman nor the Vice-chairman of the Board is able to attend or to chair a meeting or part of a meeting, then the remaining members present shall choose a person from their midst to chair the meeting for the period during which the Chairman and Vice-chairman are absent or unable to chair the meeting subject to Article 14.1.
- 17.3 The person chosen in accordance with Article 17.2 may exercise all the powers and duties of the Chairman for the period for which he chairs the meeting.

18 PROCEDURE AT MEETINGS

- 18.1 The person who chairs a meeting of the Board determines the procedure followed at that meeting or part of that meeting.

19 DECISIONS OF THE BOARD

- 19.1 Subject to the provisions of Article 13.2:
- (a) the decision of a majority of members of the Board present at a meeting will constitute a decision of the Board;
 - (b) the Chairman of the Board shall not have a casting vote;
 - (c) subject to Article 13.2 a Co-opted member of the Board has limited voting rights.
- 19.2 No decision taken by the Board or act performed on authority of a decision of the Board is invalid purely because of a temporary vacancy on the Board or because of the fact that a person who is not entitled to hold office as a Board member was in attendance at the meeting as a member of the Board at the time when the decision was taken, provided that the decision was taken by the required majority of Board members present who were entitled to attend the sitting.

20 EXECUTIVE COMMITTEE OF THE BOARD

- 20.1 The Board has an Executive Committee consisting of the Chairperson, the Vice-Chairperson and the Secretary of the Executive Board.
- 20.2 The Executive committee exercises those powers and performs those duties assigned to it by the Board.

21. COMMITTEES OF THE BOARD

- 21.1 The Board may periodically appoint such committees as it may deem necessary to exercise such powers and to perform such duties of the Board as the Board may delegate to them.
- 21.2 Such a committee shall consist of:
 - (a) at least one member of the Board; and
 - (b) such other persons as the Board may deem competent to serve as members of such a committee.

22. ACCOUNTING RECORDS

- 22.1 The Association shall keep in Afrikaans or English the accounting records which are necessary to reasonably reflect the state of affairs and business of the Association and to explain the transactions and financial state of the business of the Association.
- 22.2 Such accounting records shall be kept at the registered office of the Association or any other place determined by the Board and shall at all times be available for inspection by members of the Association.

23. FINANCIAL YEAR OF THE ASSOCIATION

- 23.1 The first financial year of the Association will commence on the date of establishment of the Association as contemplated in Article 1.4 and will end at a date determined by the Board which will be at least six months but not more than eighteen months after the date of commencement. Each ensuing financial year of the Association will extend over a twelve-month period calculated from the end of the first financial year.
- 23.2 The Board may change the final date of a financial year to a date which is not more than six months earlier or later than the end of the financial year in which that decision was taken.

24. AUDITING

- 24.1 Within three months after the end of every financial year the accounting records of the Association must be submitted to an auditor, as defined in the Act of Public Accountants and Auditors, 1995 (Act no. 23 of 1995) and who is appointed by the Board for this purpose.

25. AMENDMENT OF THE CONSTITUTION

- 25.1 This constitution can be amended by a decision of the Board if a two-third majority of all Board members present at a formal meeting vote in favour thereof.
- 25.2 Written notice of a proposed amendment of this constitution must be given to each member of the Board at least 30 days before the Board meeting during which voting on this proposal will take place.
- 25.3 An amendment of this constitution which places an obligation of whatsoever nature on the Government or a Co-opted Board member will not come into effect unless the heads of the relevant Government Departments or organisation represented by the member agree thereto in writing.
- 25.4 All amendments to this constitution will be submitted to the Commissioner of the South African Revenue Service prior to final approval by the Board.

26. RESIGNATION

- 26.1 Any member of the Association can with 45 days' notice resign from the Association and his accountability for any actions of the Association shall terminate at the completion of the 45-day period. Such member shall remain fully liable for his contribution to liabilities and costs incurred by the Association before the completion of the 45-day period. The member shall however not be accountable for any obligations or costs incurred after the completion of this period.
- 26.2 Notwithstanding any other term contained in this constitution, the resignation of a member of the Association will not influence the continued existence of the Association or the functioning of the Board. The duties and the functions of the members and their representatives on the Board shall in the event of the resignation of a member be performed by the remaining members.
- 26.3 Upon the resignation of a member of the Association the number of members of the Board shall be reduced in accordance with the number of representatives which represented that member on the Board.

27. DISSOLUTION

- 27.1 The Association may be dissolved subject to Article 13.2(a) if at least a two third majority of all the Board members of the Association are present at a formal meeting and each member votes in favour thereof.
- 27.2 Written notice of a proposed dissolution of the Association must be given to each member of the Association at least 30 days before the meeting during which voting on this proposal will take place.
- 27.3 Upon the liquidation or dissolution of the Association, the assets remaining after the fulfilment of its obligations, must be transferred by means of a distribution made in terms of and in accordance with a report of the auditor to another company, society or association with similar objectives as this Association and which is also exempted from the payment of income tax in terms of Article 10(1)(d)(iv)(bb) of the Income Tax Act, 1962 (Act no. 58 of 1962) and in default of such other entity to another association involved in viticulture as approved by the Commissioner of South African Revenue Service.