



**THE INFANT FEEDING  
ASSOCIATION  
OF  
SOUTH AFRICA  
CONSTITUTION  
(CIPC 2021/844376/08)**

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**CONSTITUTION OF  
THE INFANT FEEDING ASSOCIATION  
OF SOUTH AFRICA**

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**TABLE OF CONTENTS**

**Contents**

1. INTERPRETATION	1
2. NAME	2
3. GOVERNANCE AND LEGAL STATUS	2
4. OBJECTIVES AND POWERS	2
5. CODE OF PRACTICE	4
6. MEMBERSHIP	5
7. TERMINATION OF MEMBERSHIP	7
8. EXECUTIVE COMMITTEE	8
9. POWERS OF THE EXECUTIVE COMMITTEE	9
10. MEETINGS	10
11. DISCIPLINARY PROCEDURES	12

12. ADMINISTRATION	12
13. ALTERATIONS TO THE CONSTITUTION	13
14. DISSOLUTION	13

# CONSTITUTION OF THE INFANT FEEDING ASSOCIATION OF SOUTH AFRICA

## 1. INTERPRETATION

In this Constitution, unless the context otherwise requires:

- 1.1 "Annual General Meeting" shall mean the annual general meeting of the Association duly called or constituted;
- 1.2 "ASA" shall mean the Advertising Standards Authority of South Africa or its successor equivalent [CDL1] or where appropriate, an authority;
- 1.3 "Association" shall mean the Infant Feeding Association;
- 1.4 "Auditors" shall mean the appointed auditors of the Association;
- 1.5 "Chairperson" shall mean the Chairperson of the Association and member of the Executive Committee;
- 1.6 "Code of Practice" shall mean the Code of Practice of the Association referred to in Article 5;
- 1.7 "DOH" shall mean the South African Department of Health;
- 1.8 "Executive Committee" shall mean the Executive Committee referred to in Article 8;
- 1.9 "General Meeting" shall mean a meeting of the Association duly called for Members by the Executive Committee;
- 1.10 "IFI" shall mean the infant feeding industry representing:
- Manufacturers of infant formula and baby foods;
  - Manufacturers, importers and distributors of bottles, teats & dummies (collectively known as Accessories);
  - The media, specifically those involved in the parenting market; and
  - Health professionals;
- 1.11 "Member" shall mean a member of the Association;
- 1.12 "Office Bearer" shall mean full time or part time employee of the Association;
- 1.13 "Organisation" shall mean a company, closed corporation, partnership or other juristic or natural person;
- 1.14 "Secretary" shall mean the executive secretary of the Association;
- 1.15 "South Africa" shall mean countries which are members of South African Development Community (SADC);

- 1.16 "Subscription Fees" shall mean the annual membership fees of the Association as determined by the Executive Committee;
- 1.17 "Treasurer" shall mean the Treasurer of the Association and member of the Executive Committee;
- 1.18 "Vice-Chairperson" shall mean the Vice-Chairperson of the Association and member of the Executive Committee;
- 1.19 any word signifying one gender shall include the other gender;
- 1.20 any word signifying the singular shall include the plural and *vice versa*;
- 1.21 the headings in this Constitution are used for the sake of convenience and shall not govern the interpretation hereof.

## 2. **NAME**

The Association shall be called "The Infant Feeding Association of South Africa". The official abbreviation used for the Association will be "IFA".

## 3. **GOVERNANCE AND LEGAL STATUS**

- 3.1 The Association is a trade association not for gain established to represent the interests of the IFI in South Africa and such other interest as may be approved of by the Executive Committee.
- 3.2 The Association shall be a distinct and separate legal entity with the power to acquire, to hold and to alienate property of every description whatsoever and with the capacity to acquire rights and obligations.
- 3.3 The Association shall have perpetual succession and continue to exist notwithstanding any changes in its structure, Office Bearers or Members.
- 3.4 The Members and Office Bearers shall have no interest in any assets, distribution or incomes for the Association save for reasonable compensation for services rendered.
- 3.5 The Association shall be governed according to the Code of Practice and mechanisms outlined herein.
- 3.6 The Association shall be a juristic person and can act and be acted against in its own name.

## 4. **OBJECTIVES AND POWERS**

- 4.1 The Association is a voluntary members' organisation for the IFI in South Africa. The Association has been formed to promote the IFI as a whole.

The Association and Members are committed to the health and well-being of infants and children through proper nutrition.

Along with the World Health Organisation ("**WHO**") and professional authorities, the Association recognizes that there is a need for safe alternatives to be available for children with special dietary needs and whose mothers cannot or choose not to breastfeed, for whatever reason.

Because no other breast-milk substitute is as safe as infant formula developed according to national legislative and global health standards, infant formula plays a critical public health role in fulfilling the nutritional needs of babies whose mothers do not breastfeed.

The Association unequivocally support the principles and aims of the WHO International Code of Breast-Milk Substitutes. In accordance with the WHO's Code and authorities in the scientific and medical professions, the Association agree that breastfeeding is the ideal way to feed a baby.

The Association recognise and support the fact that breast-milk is the ideal nutritional source for the healthy growth and development of infants for at least the first six months of life. To promote breastfeeding as the preferred nutrition source for infants in their first six months, the Association sates that "breast is best" on all infant formula packaging, support literature and educational material.

#### 4.2 The main objectives and powers of the Association are:

- to ensure high profile visibility of the IFI as a dynamic, organised and responsible force;
- to protect the IFI and ensure long-term viability;
- to create a unified IFI voice when dealing with external entities such as government bodies and the media;
- to maintain high ethical standards of production, quality control, marketing and advertising within the IFI; and to encourage scientific research and development;
- Promoting science-based regulation of the infant and dietary food industries at national, regional and international levels;

- to act as a body that promotes the protection of consumers against exploitation from unethical practices;
- to act as a central information point to promote and co-operate with the media, in representing the interests of the IFI;
- to provide a forum for education for both the consumer and professional through seminars, conventions and exhibitions;
- to promote co-operation between other international and local associations, medical bodies and fraternities to encourage mutual understanding;
- the support of health workers with information about safe and adequate infant feeding practices so they can instruct mothers and caregivers on safe and adequate nutrition for infants and young children.

and in pursuance of the main objectives and powers of the Association, the Association shall have all such powers as are necessary for the proper attainment of thereof.

## 5. **CODE OF PRACTICE**

The Association shall be governed according to the Code of Practice. The vision of the Association is to present, promote and develop the IFI in a professional and ethical manner. The Code of Practice is directed to ensuring the highest standards of integrity and ethics in the dealings of Members with consumers and other Members. It is a mandatory condition of membership for Members to comply fully with all aspects of the Code of Practice.

### 5.1 **Products or Services**

The description of products or services for sale by Members of the Association shall be accurate and truthful as to price, grade, quality, make, value, performance, quantity, currency, model and availability.

### 5.2 **Advertisements**

Members' advertisements, presentations at public meetings and promotional literature must not contain any descriptions, claims or illustrations that directly or by implications are misleading about the products or service. All advertisements shall conform to the ASA Code of Advertising Practice or any equivalent code ("**ASA Code**"), the Consumer Protection Act (Act 68 of 2008) and conform to the regulations of the DOH where applicable. For the purposes of the Code of Practice, "advertisement" means any visual or aural communication, representation, reference or notification of any kind –

1. which is intended to promote the sale, leasing or use of any goods or services; or

2. which appeals for or promotes the support of any cause.

Promotional content of display material, menus, labels, and packaging also fall within the definition. Editorial material is not an advertisement, unless it is editorial for which consideration has been given or received.

The word "advertisement" applies to published advertising wherever it may appear. It does not apply to editorial or programming publicity.

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### 5.3 **Misrepresentation**

Members must give no misrepresentation in their approach to customers.

### 5.4 **Quality of Merchandise**

Members must ensure that quality control measures are employed in the manufacture of their products and must be prepared for a reasonable time to replace, free of charge, products defective by reason of faulty material or workmanship.

### 5.5 **Legislative Requirements**

Members shall abide by all applicable legislation.

### 5.6 **Collusion**

Members shall not collude in setting prices or dividing markets, or in adopting marketing activities that are not in the consumer's interest.

### 5.7 **Undesirable Trade Practices**

Members shall not engage in any practice that the Executive Committee may from time to time designate as undesirable.

## 6. **MEMBERSHIP**

6.1 Membership of the Association shall be open to any Organisation, regardless of race, age, gender or ability, who:

6.1.1 complies with the eligibility requirements set out in Article 6.2.1, 6.2.2 or 6.2.3, as the case may be;

6.1.2 completes an Association Application for Membership form;

6.1.3 pays the relevant Subscription Fees;



6.1.4 subscribes to and agrees to abide by all the provisions of this Constitution, including the Code of Practice.

## 6.2 **Membership Classes**

The Association shall have 3 classes of memberships.

### 6.2.1 **Ordinary Member**

There shall be eligible for membership any Organisation engaged in the manufacture, importation or wholesale distribution of infant and young child nutrition products in South Africa, provided that the Organisation agrees to abide by and are seen and known to be complying with the Code of Practice.

In the event of any dispute as to whether an Organisation meets the aforementioned eligibility requirements, the decision of the Executive Committee shall be final.

### 6.2.2 **Associate Member**

There shall be eligible for Associate Membership any Organisation which is not eligible for Ordinary Membership and that is considered by the Executive Committee to be supportive of the objectives of the Association and whose activities support the activities of the ordinary Members. Associate Members shall not have voting rights and may not serve on the Executive Committee unless co-opted for specific expertise.

### 6.2.3 **Honorary Member**

There shall be eligible for Honorary Membership any person who has made an extensive and significant contribution towards the status and reputation of the CAMS Industry in South Africa. The Executive Committee shall have the right to terminate or suspend such Honorary Membership at its sole discretion. Admittance as an Honorary Member shall occur when the Executive Committee has proposed a person and that nomination has been confirmed by a majority vote at a General Meeting. An Honorary Member shall have voting rights and shall be eligible to serve on the Executive Committee.

6.3 The final decision on the type of membership an Organisation may apply for will be made by the Executive Committee.

## 6.3 **Application for Membership**

6.3.1 Application for membership of the Association shall be made on the official Application for Membership form, from time to time, of the Association.

6.3.2 Without in any way limiting the process of the Executive Committee such form shall contain an undertaking by the applicant that upon admission to membership, it shall be bound by and accept the provisions of the Constitution and any by-laws or codes laid down by the Association, including the Code of Conduct.

6.3.3 Every Organisation admitted to membership of the Association shall nominate from time to time a person of such body as its representative. Such person shall be permitted to attend meetings of Members of the Association and such representative shall be permitted to vote thereat on behalf of the body that so nominated that person.

6.3.4 A proposed Member shall not be deemed admitted to membership until the Subscription Fees have been paid to the Association in full.

6.3.5 Every Member shall lodge with the offices of the Association, the postal address, fax number, telephone number and e-mail address to which communications may be directed by the Association's office. The Member is obliged to timeously advise the Association of any changes to the foregoing.

#### 6.4 **Subscription Fees**

6.4.1 The Subscription Fees of the Association shall be for such amounts as the General Meeting of the Association may from time to time decide, following a recommendation from the Executive Committee.

6.4.2 In addition, a special levy to meet any special, unusual or other expense may be imposed from time to time by a General Meeting on the recommendations of the Executive Committee.

6.4.3 All Subscription Fees shall become due on the 1<sup>st</sup> day of January and shall be payable within 30 (thirty) days. Failure to pay any Subscription Fees or special levy within 90 (ninety) days from due date shall automatically terminate membership, unless the Executive Committee grants an extension in writing to the said Member.

### 7. **TERMINATION OF MEMBERSHIP**

A Member shall cease to be a Member:

7.1 Upon the passing of a resolution by the majority of 75% (seventy five percent) of the Members present or represented at a General Meeting ruling that it is undesirable in

the interest of the Association that the Member shall remain a Member, provided that:

7.1.1 no resolution shall be effective unless the notice convening the General Meeting has indicated that the General Meeting will consider such resolution; and

7.1.1 the said Member has had the opportunity of attending either personally or through representation at a meeting of the Executive Committee, prior to the General Meeting at which it is proposed to pass the special resolution, in order to make such submissions as may be appropriate in the circumstances. No legal representation shall be allowed; however, the Member may be represented by another Member of the Association.

7.2 Upon any Member giving 3 (three) months calendar notice in writing of resignation to the Executive Committee.

7.3 In the circumstances envisaged in Article 6.4.3.

7.4 The Member does not comply with the eligibility requirements envisaged in Article 6.2.

7.5 Upon being provisionally or finally wound up or removed from the Register of Companies in the case of a Member who is a juristic person.

7.6 Upon the death of a Member who is a natural person.

## 8. **EXECUTIVE COMMITTEE**

8.1 The determination of the general policy and direction and control of the operations of the Association and its affairs shall be vested in the Executive Committee. The Executive Committee shall consist of not less than 5 (five) members and not more than 8 (eight) members duly elected by the Members at the Annual General Meeting.

8.2 The members of the Executive Committee shall each year, on the same day as the Annual General Meeting, elect an independent Chairman

8.3 Members of the Executive Committee, including the Chairperson, Vice-Chairperson and Treasurer, shall retire from office at the Annual General Meeting each year. A retiring member shall be eligible for re-election.

8.4 The Association at the Annual General Meeting shall elect by a secret ballot the Executive Committee for the forthcoming year.

8.5 Any member of the Executive Committee who shall have been absent without leave for any 3 (three) consecutive Executive Committee meetings shall be deemed to have vacated his office.

8.6 No Member shall have more than two representatives on the Executive Committee.

- 8.7 Vacancies on the Executive Committee during its year of office shall be filled or coopted at the discretion of the Executive Committee.
- 8.8 A Member of the Executive Committee shall vacate his/her office if:
- 8.1.1 He/she resigns his office by notice in writing to the Chairperson; or
  - 8.8.2 He or the Organisation of which he is the representative ceases to be a Member; or
  - 8.8.3 A resolution by majority is passed by the other members of the Executive Committee declaring that it is undesirable in the interest of the Association that he/she remains a member of the Executive Committee. No such resolution shall be effective unless the notice convening the meeting has indicated that the meeting would consider such resolution and the said member has had the opportunity of attending in order to state his/her case and to answer any charge or charges made against him/her.

## 9. **POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall have the power from time to time:

- 9.1 To make codes and/or by-laws consistent with this Constitution.
- 9.2 To pass resolutions which shall be binding upon the Association and its Members in all matters save where otherwise specifically provided for in this Constitution.
- 9.3 To initiate consideration of matters of broad policy affecting the affairs of the Association and to direct investigations arising therefrom and/or the implementation of such policy.
- 9.4 To control and manage the financial affairs and transactions of the Association and to prepare and authorise the preparation annually of statements of account and balance sheet reflecting the affairs of the Association and to prepare and authorise the preparation of the annual budget and to authorise expenditure in terms thereof. Without limiting the foregoing, to open bank accounts in the name of the Association and to draw, accept, endorse and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the business and affairs of the Association.
- 9.5 To appoint full or part time salaried officials and/or employees including but not limited to an Executive Director and a Secretary who shall hold office for such period and perform such duties and receive such remunerations as the Executive Committee from time to time may determine.
- 9.6 The Executive Committee shall regulate its meetings as it deems fit.

- 9.7 For the transaction of business, the quorum shall be 4 (four) of the Executive Committee members.
- 9.8 All questions at a meeting shall be decided by a majority of votes and in the case of an equality of votes, the presiding Chairperson of the meeting shall have a second vote.
- 9.9 Each member of the Executive Committee shall have one vote.
- 9.10 The Secretary shall give 14 (fourteen) days written notice of a meeting provided that the Chairperson may authorise shorter notice to be given.
- 9.11 The Executive Committee may appoint committees and sub-committees for such objects and purposes and with such powers and such duties as may be decided upon consistent with carrying out the objective and interest for which the Association had been formed.
- 9.12 Determine the remuneration of the Auditors.
- 9.13 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its Office Bearers, or otherwise concerning the affairs of the Association.
- 9.14 The Executive Committee shall cause minutes for the purpose:
- 9.14.1 of all appointments of members of the Executive Committee;
  - 9.14.2 of the names of members of the Executive Committee present at each meeting; and
  - 9.14.3 of all resolutions and proceedings of meetings of the Executive Committee.
- 9.15 The Executive Committee shall be responsible for:
- 9.15.1 keeping a register of Members of the Association;
  - 9.15.2 keeping a register of the Executive Committee together with a record of their addresses to which notices are to be sent;
  - 9.15.3 safe guarding all documents of title; and
  - 9.15.4 for keeping all other records that are required to be maintained.
- 9.16 The Executive Committee may co-opt any Member or Members necessary to the Executive Committee to provide specialised expertise when deemed necessary.
- 9.17 Upon such terms and conditions as the Executive Committee may deem fit, to purchase, sell, hire, let or otherwise acquire or dispose of or deal with any property, movable or immovable, which may be required for the purposes of, or be capable of being used in connection with, any of the objectives of the Association.

## 10. **MEETINGS**

- 10.1 The Association shall once in every financial year hold an Annual General Meeting at such time and place that may be determined by the Executive Committee provided not more than 15 (fifteen) months shall lapse between any two such Annual General Meetings.
- 10.2 Other General Meetings may be held at any time, subject to the provisions of Article 9.10. At least 1 (one) General Meetings other than the Annual General Meeting should be held within a financial year.
- 10.3 An extraordinary General Meeting shall be called upon receipt of a formal request, signed by not less than 25% (twenty-five percent) of membership stating fully the reasons for the request. Notice of the meeting and the reason shall be given no less than 21 (twenty-one) days prior to the meeting.
- 10.4 Not less than 21 (twenty-one) days notice in writing shall be given of every Annual General Meeting and of every meeting called to pass a special resolution and not less than 14 (fourteen) days notice in writing shall be given of every other General Meeting, specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given.
- 10.5 No business shall be conducted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, one third of the Members entitled to be present and vote at such meeting, shall be a quorum.
- 10.6 At all Annual General Meetings or General Meetings, the Chairperson shall have an additional or casting vote in the case of an equality of votes. In all cases of dispute, in matters of procedure, the decision of the Chairperson shall be final and conclusive.
- 10.7 At any General Meeting a resolution put to date of the meeting shall be decided on a show of hands, unless a poll is demanded by the Chairperson, or at least 5 (five) Members present in person.
- 10.8 On a vote, either by show of hands or a poll, each Member present or by proxy shall have one vote.
- 10.9 A resolution submitted by Members for consideration at an Annual General Meeting shall be placed on the agenda for the meeting, provided that 14 (fourteen) days notice of such resolution has been given in writing. The Executive Committee shall at its discretion have the right to submit resolutions for discussions at any annual General Meeting.

## 10.10 **COMPETITION**

10.10.1 During the course of any Association meeting whether it be an Executive Committee meeting or a general meeting of the Members or any other gathering of the Association no matter may be discussed which may amount to anti-competitive behavior or a prohibited practice in terms of the Competition Act No. 89 of 1998, ("**Competition Act**") including without limitation, the following:-

- Individual Member or industry prices, including matters which may affect price e.g. discounts, rebates, profit margins, credit terms or other terms of sale;
- Individual Member costs or cost components such as distribution costs and cost accounting formulas or methods;
- Individual Member sales or production related information e.g. sales volumes and sales revenues, production capacity;
- Confidential future plans e.g. relating to sales and marketing strategy, production, technology etc;
- Matters relating to individual suppliers or customers of Members.

10.10.2 In addition the Association reserves the right to engage an external legal representative to be present during any such meetings to ensure that no matters are raised or discussed which may amount to anti-competitive behavior or a prohibited practice in terms of the Competition Act and particularly to ensuring that those present (a) steer clear of the issues listed in article 10.10.1 and (b) in the event of any proceeding by the competition authorities in terms of the Competition Act, there is a third party present who can verify that no such topics were discussed and if necessary defend the Association against any such allegations.

## 11. **DISCIPLINARY PROCEDURES**

Whenever the Executive Committee or a sub-committee, appointed by the Executive Committee for this purpose, receives a written report or has reason to believe that a Member or a Member's employee, agent or distributor has committed or has attempted to commit a breach of any provision of the Code of Practice, the Executive Committee may implement the rules of such Association disciplinary code as may be published by it, from time to time.

## 12. **ADMINISTRATION**

- 12.1 The financial year of the Association shall be from 1 January to 31 December of the same year.
- 12.2 Proper books of accounts shall be kept exhibiting and explain the transactions and financial position of the Association.
- 12.3 The Executive Committee shall at least once in every year lay before the Association at the Annual General Meeting a statement of income and expenditure and a balance sheet in such a form and containing all such particulars as required, both made up to date not more than 6 (six) months before the meeting.
- 12.4 At least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more auditor or auditors, including the Auditors.

## 13. **ALTERATIONS TO THE CONSTITUTION**

Any proposed alterations to the Constitution of the Association may only be considered at an Annual General Meeting convened with the required written notice of the proposal. Any alteration or amendment must be proposed in writing by an ordinary Member of the Association and seconded by another. Such alterations shall be passed if supported by not less than two thirds of the Members in good standing.

## 14. **DISSOLUTION**

In the event of the winding up of the Association the surplus assets remaining after satisfaction of all liabilities and costs shall be contributed to a similar Association or will be given to a charity selected by the Members and will not be distributed to any Member.