

# constitution of the



**independent producers' organisation of South Africa**

Box 2631 Saxonwold 2132 Tel 011 719 4000 Cell 083 600 9554 e-mail administrator@ipo.org.za

formally adopted on: 02 September 1999  
formally amended on: 23 March 2010

## preamble

We, independent South African film, television and video producers, recognising the key role that we play in portraying the South African condition to the world, hereby commit our skills and knowledge in underpinning the values of a democratic South Africa and its growing economy, and hereby establish a representative national organisation to protect and promote our specific needs and interests.

The subscribers to this document, being bona fide Independent South African Producers as defined hereafter, by their execution either jointly or severally to this document, agree with each other and with all other members who may at any time hereafter execute identical or amended copies hereof, to support and maintain the Independent Producers' Organisation of South Africa, under the constitution set forth

---

below and in accordance with the spirit and content of the Constitution of the Republic of South Africa.

---

• **NAME OF ORGANISATION**

The name of this organisation is the INDEPENDENT PRODUCERS' ORGANISATION of SOUTH AFRICA (referred to hereafter as the "organisation").

**TYPE OF ORGANISATION**

- The organisation shall have perpetual succession and may sue or be sued in its own name.
- The organisation shall be voluntary.
- The organisation shall be an association not for gain.
- The organisation shall have a strict code of conduct (shown at end of document) to which all members shall subscribe.
- The organisation shall be represented on a national basis.
- Any income and property of the organisation, however derived, shall be applied solely towards the promotion of its aims and objectives as set out in this constitution or as amended by a General Meeting of the organisation.
- No portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to the members of the organisation, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the organisation or to any member thereof in return for any service rendered specifically to the organisation.
- Upon its winding up, deregistration or dissolution, the assets of the organisation remaining after the satisfaction of all its liabilities, shall be given or transferred to some other organisation with aims and objectives similar to the organisation's.
- This process and procedure shall be determined by the majority of the members at a General Meeting of the organisation at or before the time of its dissolution.

**AIMS, OBJECTIVES, SERVICES AND BENEFITS**

The organisation shall aim to:

- Represent, promote and protect the specific needs and interests of producers.
- Represent and promote the economic and cultural interests of the South African film, television, and video production industry locally, continentally and abroad.
- Develop, support and implement growth strategies for the industry to increase local, continental and international markets.
- Promote the development and establishment of aspirant and emergent producers and production companies.
- Overcome historical disparities within the industry, based on race, gender, disability and sexual orientation.
- Promote the industry for the good of the broader South African economy.
- Promote a stable and viable industrial environment within the industry.
- Encourage professionalism and high technical and creative standards in the industry.
- Keep producers at the forefront of technological, economic and cultural changes.
- Interact with and create negotiating channels and standard agreements with related industry organisations (e.g. actors' and crew unions, writers' and musicians' guilds, broadcasters, distributors, etc.).
- Regulate relations between members and employees or trade unions.
- Promote health and safety standards for the industry.
- Play a key role in education, training and enhancement of skills within the industry.
- Inform and enlighten non-industry organisations (e.g. educational institutions, government bodies, financial institutions, etc.) about the industry.
- The Organisation shall actively strive to serve its members' interests in the following areas:

- **Representation**

This shall include formal representation, negotiation and informal lobbying.

- **Services**

Services offered may include workshops, legal and business clinics, seminars, publications, industrial relations, and other services in the interests of members.

- **Communication**

The organisation shall serve as a central communication network between members and other stakeholders in the industry.

## **MEMBERSHIP**

### **Categories**

A bona fide producer or an aspiring producer shall qualify for membership of the organisation in one of the following categories:

- *Producer Member*

A producer member shall be an independent legal entity (e.g. company, close corporation, partnership) principally engaged in, or pursuing the business of producing in the South African film, television, commercial, video or multi-media production industry, and formally carries ultimate responsibility for his/her/its productions; and which has a production history (i.e. has actually produced a finished product).

Legal entities shall nominate one representative from that legal entity. The nominated representative does not qualify for any (other) membership category.

- *Individual Member*

- An individual member is an individual employed as an "in-house" producer by another independent producer or production company or a "free-lance" producer or "line producer", employed from time to time as a producer

- Any number of individual members who are employed by an independent producer or production company, and who are bona fide producers, shall qualify for membership in this category.

- No person employed (not contracted or commissioned) by a broadcaster on a full-time basis will qualify for individual membership

- *Honorary Member*

- An honorary member is an individual who, on the basis of his/her contribution to the industry as a producer, is invited by the membership to join the organisation in this category.

- *Introductory Member*

An introductory member is a "new producer" (an individual or legal entity) who has not yet produced in the in the South African film, television, commercial, video or multi-media production industry.

- *Associate Member*

An independent individual who is actively involved in the local production industry but who is not principally engaged in or pursuing the business of producing and therefore only produces, or pursues the business of producing on an ad-hoc basis (e.g. line producers, directors, editors, writers); or working in a related industry discipline; or an individual who is employed (not contracted or commissioned) as an "in-house" producer by a broadcaster.

- *Student Member*

An individual who is studying or undergoing training with a registered training institution.

- *Affiliate member*

An organisation or company which is engaged in or provides services and/or facilities for the South African film, television, commercial, video or multi-media production industry.

- *Patron Member*

A patron member is an individual or legal entity who seeks association with the organisation on the basis of promoting its aims and objectives and of donating goods and/or services and/or funds to an amount or value determined by the Executive Committee from time to time and as ratified by a following General Meeting.

#### **Applications for Membership**

- Applications for admission or readmission to membership shall be lodged in writing.
- The membership committee shall consider every application for membership within six weeks of receipt thereof by the Secretary.
- The decision of the membership committee must be verified by the Executive Committee
- A successful applicant will be admitted as a member upon acceptance of this constitution and payment of the membership fees.
- An applicant to whom admission to membership is refused shall be provided with reasons for such refusal.
- If the Executive Committee refuses admission to membership the applicant concerned shall have a right of appeal to the next General Meeting of the organisation, which shall have the power to confirm or reverse the decision of the Executive Committee. Such an appeal shall be in writing and shall be submitted to the Secretary at least two weeks before the General Meeting of the organisation. The General Meeting's decision shall be final.

#### **Members' Powers**

- A producer member will have three votes at any General Meeting or during any elections of the organisation.
- Individual, introductory, affiliate, associate, patron and honorary members will have one vote at any General Meeting or during any elections of the organisation.
- Student members will have no vote at any General Meeting or during any elections of the organisation.

#### **Membership Fees**

On being accepted, a member shall be immediately required to pay the applicable annual subscription fee for the year, in advance to the Secretary. A General Meeting shall determine this subscription fee periodically.

#### **Termination of Membership**

- A member may resign by giving two months' notice in writing to the Secretary, provided that no resignation shall take effect until all moneys due to the organisation by the member concerned have been paid.
- Any member failing to pay his/her/its annual subscription within a period of three months of this payment failing due can be excluded from membership with immediate effect at the discretion of the membership committee.
- Such person shall, however, be liable for all moneys due to the organisation as at the date on which he/she ceases to be a member of the organisation.
- Membership shall also cease in the event of a member dying (if an individual), resigning, and being placed into liquidation or ceasing to be eligible for membership in terms of this constitution and/or the organisations' Code of Conduct.
- No refunds of any membership fees shall be made upon termination of membership for any reason whatsoever.

#### **Discipline of Members**

- A member may be suspended, fined or expelled as may be determined by the Executive Committee:
- If he/she fails within 30 days of demand, in writing, by the Secretary to pay membership fees, fines or levies which are more than 3 months in arrear;
- If he/she infringes any of the terms of this Constitution or acts in a manner which is detrimental to the interests of the organisation.
- Provided that there shall be a right of appeal against suspension, the imposition of a fine or expulsion to the first ensuing General Meeting. Notice of any such appeal shall be given to the Secretary in writing within 30 days of the date on which the decision of the Executive Committee was communicated to the member concerned.
- No member may be suspended, fined or expelled unless he/she has been afforded an opportunity to state the member case personally at a meeting of the Executive Committee. The member shall receive not less than 14 days' notice in writing from the Secretary. The matter with which the member is charged shall be set out in such notice

- A member who has appeared before the Executive Committee in accordance with sub clause (4.7.2) shall, if the member is dissatisfied with the decision of the committee and has lodged an appeal, have the right to restate his/her case personally to the General Meeting, which shall consider the matter.
- A member shall be entitled to call witnesses in support of his/her case when attending a meeting of the Executive Committee or a General Meeting in terms sub clause (4.7.2) or (4.7.3), as the case may be.
- Any decision taken by the Executive Committee in terms of this clause shall, when an appeal has been lodged, be subject to ratification or otherwise by a General Meeting.
- Upon expulsion of a member, all moneys due to the organisation by such member shall become payable. If payment thereof is not made within 60 days the Executive Committee may take such steps, as it deems necessary to recover the moneys due.
- A member shall cease to be entitled to any of the benefits of membership, including the right to vote:
- If the membership fees or other charges due by him/her to the organisation are more than 3 months in arrear;
- During any period while he/she is under suspension in terms of this Constitution.
- Wherever this Constitution provides for the imposition of a fine on a member, such fine shall not exceed an amount equivalent to that member's annual membership fee in the case of a first offence and twice their annual membership fee in respect of every further offence.
- Any member who has resigned or has been expelled from the organisation may be re-admitted to membership on such conditions as the Executive Committee may determine.

#### **EXECUTIVE COMMITTEE**

An Executive Committee duly elected by its members in terms of this constitution shall govern the organisation.

- The Executive Committee shall consist of at least nine elected members, and normally no more than twelve elected members, excluding members co-opted by the Executive Committee.
- The Executive Committee shall comprise of the following portfolios:
- Chairperson
- Deputy Chairperson;
- Treasurer;
- Additional Members.
- There shall be a minimum of five additional members elected to the Executive Committee.
- Unless otherwise agreed by a resolution of the members present at a General Meeting, there shall be a maximum of eight additional members elected to the Executive Committee. These seats may, in certain circumstances, be shared i.e. dual capacity, where it is deemed that such an arrangement is of greater benefit to the committee and the organisation.
- The members of the Executive Committee shall be elected at a General Meeting of the organisation and shall hold office until the next Annual General Meeting.
- A member shall be eligible for re-election on termination of their period of office.
- The Executive Committee shall appoint from amongst its members, individuals who will be responsible for the portfolios of Regional Secretary for the following regions: Western cape; Kwazulu Natal; Gauteng.
- Regional Secretaries shall be responsible for ensuring effective representation for their region.
- The Executive Committee shall appoint from amongst its members, individuals who will be responsible for the portfolios of Vice-Chair: Broadcasting; Vice-Chair: Film; Vice-Chair: Membership Services; and Vice-Chair: Communications.
- Proportional representation on the Executive Committee of regions and interest groups within the organisation, if any, shall be decided by a General Meeting from time to time.
- The Executive Committee shall meet as regularly as is necessary, but at least every three months. The Chairperson or the Deputy Chairperson shall convene such meetings.
- A majority of the members of the Executive Committee shall constitute a quorum and simple majority shall adopt resolutions; provided that members of the Executive may vote by proxy if they are not present at meetings, if pre-arranged with the Chairperson of the Executive Committee, and this is tabled at the beginning of the meeting.
- In the event of a deadlock in voting, the Chairperson shall have a casting vote.
- During the course of its term of office, the Executive Committee shall have the power to co-opt a maximum of three additional bona fide members of the organisation to the Executive Committee.

- The Executive Committee shall take the necessary steps to ensure that all of its members are able to participate in its functions in an effective manner.
- The Executive Committee shall have the power to co-opt any person from amongst its members to fill any vacancy that may arise during its period of office or for any other reason it deems necessary.
- A member co-opted to fill a vacancy shall hold office for the unexpired portion of the period of office of his/her predecessor.
- A member of the Executive Committee shall vacate his/her seat in any one of the following circumstances:
  - On resignation, suspension or expulsion from membership of the organisation;
  - On absenting himself/herself, without the permission of the Executive Committee, from three consecutive General Meetings or meetings of the Executive Committee;
  - On resigning as a member of the Committee by giving four weeks' written notice to the Secretary; and
  - On ceasing to qualify as a member, as defined in Clause 4.1.
- The Executive Committee shall keep all members informed of any and all matters relating to them on a regular basis.
- In the event of any matter arising, which is not provided for in this Constitution, the Executive Committee shall resolve the matter at its discretion, having regard to the aims and objections of the organisation.

#### **THE COUNCIL OF THE IPO**

- The Executive Committee of the organisation shall appoint a number of individuals to sit on the Council of the IPO, which will be an advisory body to the Executive Committee, but which cannot bind the organisation or make any statement on behalf of the organisation, unless so mandated by the Executive Committee of the IPO.
- The Council of the IPO shall be appointed for the duration of the appointing Executive Committee's term of office.
- Members of the Council of the IPO do not have to be members of the IPO, but should be appointed with a view to the aims and objectives of the organisation as provided for in this constitution.
- The dates and agendas of meetings of the Council of the IPO will be determined by the Executive Committee, upon three weeks' notice in writing.
- A simple majority will determine resolutions of the Council of the IPO.
- Conduct in meetings, and the ongoing functions of the Council of the IPO, will be determined by the Executive Committee, having regard to the rules for the conduct of meetings provided for in this constitution, as well as the aims and objectives of the organisation as contained in this constitution.

#### **COMMITTEES**

- The members of the organisation shall, from time to time and on advice of the Executive Committee, elect sub-committees to act on behalf of particular interest groups within the organisation.
- The eligibility of members for election onto committees, the size of committees, the length of term of office, the functions and duties of committees and committee members, the election (procedures), if any, of committees and the disbandment of committees, will be determined by the Executive Committee having regard to the provisions relating to the election of the Executive Committee and the rules for the conduct of meetings provided for in this constitution.
- Failing the membership of the organisation electing members onto committees, the Executive Committee shall have the power to co-opt members onto committees as it deems necessary, with regard to the aims and objectives of the organisation.

#### **POWERS OF THE EXECUTIVE COMMITTEE**

In attaining its declared objectives, the Executive Committee shall, subject to the general direction and control of General Meetings, have and exercise the power to:

- Appoint from time to time such subcommittees as it may deem fit for the purpose of investigating, reporting and fulfilling particular functions on any matter referred to them by the Executive Committee;
- Admit or refuse to admit members to the organisation, to fix the conditions under which former members of the organisation may be readmitted to membership, and to suspend, fine or expel a member for cause appearing sufficient to a majority of the Executive Committee;
- Institute legal proceedings on behalf of or to defend proceedings against the organisation;
- Acquire, either by purchase, lease or otherwise, any movable or immovable property on behalf of the organisation and to sell, let, mortgage or otherwise deal with or dispose of any movable or immovable property belonging to the organisation: Provided that no