

OFFISIËLE KOERANT
N DIE VERTEENWOORDIGENDE OWERHEID VAN DIE BLANKES

OFFICIAL GAZETTE
OF THE REPRESENTATIVE AUTHORITY OF THE WHITES

AMTSBLATT

DER VOLKSGRUPPENVERTRETUNG DER WEISSEN



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UITGAWE OP GESAG

PUBLISHED BY AUTHORITY

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GOEWERMENTS- KENNISGEWING	GOVERNMENT NOTICE	REGIERUNGS- BEKANNTMACHTUNG
Nr. 11 23 Mei 1986 AFKONDIGING VAN ORDONNANSIE VAN WETGEWENDE VERGADERING VAN DIE BLANKES Die volgende Ordonnansie waartoe die Administrateur-generaal ingevolge die bepalings van die Proklamasie op Verteenwoordigende Owerhede, 1980 (Proklamasie AG. 8 van 1980), toegestem het, word hierby ingevolge artikel 16 van die Proklamasie op die Verteenwoordigende Owerheid van die Blankes, 1980 (Proklamasie AG. 12 van 1980), afgekondig: Nr. 2 van 1986: Swavleiskorporasie Ordonnansie, 1986.	No. 11 23 May 1986 PUBLICATION OF ORDINANCE OF LEGISLATIVE ASSEMBLY OF THE WHITES The following Ordinance assented to by the Administrator General in terms of the provisions of the Representative Authorities Proclamation, 1980 (Proclamation AG. 8 of 1980), is hereby published in terms of section 16 of the Representative Authority of the Whites Proclamation, 1980 (Proclamation AG. 12 of 1980): No. 2 of 1986: Swameat Corporation Ordinance, 1986.	Nr. 11 23 Mai 1986 VERKÜNDUNG EINER VERORDNUNG DES LANDESRATES DER WEISSEN Die nachstehende Verordnung, die der Generaladministrator aufgrund der Vorschriften der Proklamation zur Regelung der Volksgruppenvertretungen 1980 (Proklamation AG 8 von 1980) genehmigt hat, wird hiermit gemäß Paragraph 16 der Proklamation zur Regelung der Volksgruppenvertretung der Weißen 1980 (Proklamation AG 12 von 1980) veröffentlicht. Nr. 2 von 1986: Verordnung über die Swafleischgenossenschaft, 1986.

(Assented to by Administrator-General on 1 May 1986
— Afrikaans text signed)

ORDINANCE

To provide for the establishment of a Corporation empowered to erect, rent or acquire abattoirs and other meat factories in the general interest, and to manage and run such abattoirs and meat factories on a utility basis and in an orderly, economical and effective manner; to provide for the co-ordination and rationalisation of abattoir and other meat factory activity in the territory, and for incidental matters.

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BE IT ORDAINED by the Legislative Assembly of the Whites, with the consent of the Administrator-General previously obtained for the purposes of section 14(1)(a)(ii) of the Representative Authorities Proclamation, 1980 (Proclamation AG. 8 of 1980), and communicated to the Assembly by the Chairman of the Assembly, as follows:—

INTERPRETATION

Definitions.

1. In this Ordinance, unless the context otherwise indicates —

- (i) “accounting records”, in relation to the Corporation, includes accounts, deeds, memoranda, minutes, notes, statistics and other documents; (xiii)
- (ii) “Board” means the board of directors referred to in section 9; (xi)
- (iii) “Cabinet” means the Cabinet constituted under section 23 of the South West Africa Legislative and Executive Authority Establishment Proclamation, 1985 (Proclamation R.101 of 1985); (v)
- (iv) “chairman” means the chairman, vice-chairman or acting chairman referred to in section 16; (xvi)
- (v) “Companies Act” means the Companies Act, 1973 (Act 61 of 1973), as amended from time to time; (ix)
- (vi) “company” means a company incorporated under Chapter IV of the Companies Act; (viii)
- (vii) “Corporation” means the Swameat Corporation Limited established by section 2; (vi)
- (viii) “director” includes any person occupying the position of director of the Corporation, by whatever name he may be known; (ii)
- (ix) “domestic regulations” means the regulations of the Corporation referred to in section 31; (iv)
- (x) “Executive Committee” means the Executive Committee of the Whites; (xvii)

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- (xi) "foreign country" means the Republic of South Africa or any state, country, colony or territory other than the territory of South West Africa; (xvii)
- (xii) "member" means a member referred to in section 20(2); (vii)
- (xiii) "products" means livestock and other animals including any part of a slaughtered animal and any object, goods or commodity obtained from processing such part; (x)
- (xiv) "Registrar" means the Registrar of Companies appointed under section 7 of the Companies Act; (xii)
- (xv) "subsidiary" means a subsidiary company as defined in section 1(3) of the Companies Act, applied *mutatis mutandis* as if the Corporation were a company; (iii)
- (xvi) "the territory" means the territory of South West Africa; (i)
- (xvii) "wholly owned subsidiary" means a wholly owned subsidiary as defined in section 1(5) of the Companies Act. (xv)

CHAPTER I

ESTABLISHMENT, OBJECTS AND POWERS OF THE CORPORATION

2. (1) A body corporate to be known as Swameat Corporation Limited is hereby established.

Establishment of Swameat Corporation Limited.

(2) The Registrar shall enter the name of the Corporation in his registers.

(3) The registered office and postal address of the Corporation shall be situated as determined by the Board and the Board shall in the manner prescribed by section 170 of the Companies Act, notify the Registrar of the situation of such registered office and postal address.

3. The objects of the Corporation shall be to —

Objects of Corporation.

- (a) serve, promote, co-ordinate and rationalise the interests of meat producers of the territory, and to strive after the stabilisation of the meat industry of the territory in the national interest;
- (b) erect, rent, purchase or otherwise acquire, stabilise, optimally utilise and maintain abattoirs and other meat factories in the public interest;

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- (c) rationalise abattoir and related factory activities, and on a utility basis and without a profit motive to conduct and manage such business in an orderly, economical and efficient manner; and
- (d) market products in the territory or a foreign country to the best advantage of the producers of the territory.

Powers of Corporation.

4. (1) Subject to the provisions of this Ordinance and any limitations imposed by the domestic regulations of the Corporation, the Corporation shall have unlimited powers including the powers set out in subsection (2) and the Corporation may, in order to enable it to advance and achieve its objects and exercise its powers, perform any lawful act, irrespective of whether it relates to any matter expressly mentioned in this Ordinance.

(2) Without derogating from the generality of subsection (1), and subject to the provision of this Ordinance and the domestic regulations of the Corporation, the Corporation shall have the power —

- (a) to carry on any business activity in any branch of the livestock, meat and related industries in the territory or any foreign country;
- (b) notwithstanding anything to the contrary contained in any law —
 - (i) to fix product prices payable to producers for animals sold and delivered to the Corporation;
 - (ii) to implement and administer levies for the establishment of infrastructure and pool systems on behalf of meat producers of the territory;
 - (iii) to fix tariffs for services rendered; and
 - (iv) to undertake market research on behalf of the meat industry in traditional and new markets;
- (c) to purchase or acquire in any way stock-in-trade, plant, machinery, land, buildings, agencies, shares, debentures and every other kind or description of movable and immovable property;
- (d) to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with all or any part of its movable or immovable property and assets;
- (e) to apply for, purchase or by any other means acquire, protect, grant, renew any patents, patent rights, licences, trade marks, concessions or other rights, and to deal with and alienate them as provided for in paragraph (d);
- (f) to borrow money on conditions determined by the Board;

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- (g) to secure the payment of moneys borrowed and the proper carrying out of obligations in any manner including the mortgaging and pledging of property, the cession of rights or suretyship;
 - (h) to lend money to any person or body corporate on the conditions determined by the Board;
 - (i) to invest any funds or moneys not immediately required for its affairs in any manner approved by the Board;
 - (j) to apply any of its surplusses, funds or moneys in any manner approved by the Board for the establishment of a —
 - (i) loan redemption fund;
 - (ii) reserve fund to provide for the —
 - (aa) maintenance of assets;
 - (bb) replacement of assets;
 - (cc) improvement of assets;
 - (iii) product price-stabilisation fund; and
 - (iv) contingency reserve fund:
- Provided that each of the reserve funds referred to in this paragraph shall at all times be represented by equal amounts invested in readily realisable investments, and the application or encumbrance of such investments shall be subject to the prior approval of the Board;
- (k) to open and operate banking accounts and with the prior approval of the Board, to overdraw such accounts;
 - (l) to make, draw, issue, execute, accept, endorse or discount promissory notes, bills of exchange and any other kind of negotiable or transferable instruments;
 - (m) to enter into indemnities, guarantees and suretyships and to secure payment thereunder in any way;
 - (n) to form or, (for the purpose of obtaining from such company its business concern or its business, or all or any of its assets or obligations), acquire, carry on, alienate, or have an interest in, any company having the same or similar objects as the Corporation for any purpose which is directly or indirectly calculated to benefit the Corporation, and to transfer to any such company the business or all or any of the assets or obligations of the Corporation;

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- (o) to take part in the management, supervision and control of the business or operations of any company or business concern having the same or similar objects as the Corporation, and to enter into partnerships having the same or similar objects as the Corporation;
- (p) with the consent of the Executive Committee previously obtained, to amalgamate with companies having the same or similar objects as the Corporation;
- (q) to remunerate any person or persons for services rendered in connection with the formation of the Corporation or in the development of its business;
- (r) to accept donations and to receive moneys offered or due to the Corporation, and, with the approval of the Board, to make donations in order to promote its objects to any person other than members of the Corporation;
- (s) to act as principal, agent, contractor, manager, trustee, curator, executor, administrator, judicial manager or liquidator of any business, estate, trust, company, body corporate or other person or to designate any person or persons to act for such purpose on behalf of the Corporation;
- (t) if the current law in a foreign country so permits, to exercise any of its powers in such country and obtain registration therein;
- (u) to provide capital or other means, and to furnish technical and other assistance and expert and specialized advice, information and guidance to livestock and meat producers in the territory;
- (v) to issue, with or without security, negotiate, accept, endorse or discount, with the approval and under the supervision and control of the Cabinet, debentures or stock qualifying as prescribed investments of banks, insurance companies, pension funds or other financial institutions;
- (w) to pay all expenses incurred in connection with the establishment and administration of the Corporation;
- (x) to cause any company or other body corporate in which it has any share or interest, to be liquidated or placed under judicial management, and to cause the estate of any of its debtors to be sequestrated;
- (y) to act as livestock exchange or broker;
- (z) to employ officers and employees on conditions determined by the Board, and to remunerate, house, discharge, suspend or train them or cause them to be trained, and to indemnify them in respect of any harm, damage or loss suffered by them in the course of the performance

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of their duties, and to provide or supply them with sick benefits and housing facilities or benefits, to provide for and pay gratuities and pensions to its employees and to establish other incentive schemes for the officials and employees of the Corporation;

- (aa) to undertake studies and experiments in connection with the management and operation of abattoir factories, and to collect and process technical information in connection with abattoir factories as far as their design, planning, management, operation or the rendering of services is concerned;
- (bb) to delegate its functions and the exercise of its powers to persons with whom it has entered into agreements to perform certain acts or render certain services on behalf of the Corporation;
- (cc) to accept deposits and levies offered by members of the Corporation, organised agricultural societies, co-operative institutions and boards of control for investment in the Corporation, and to hold such deposits and levies on such conditions as may be agreed upon, and to arrange the investment and application thereof; and
- (dd) to exercise such other powers as, in the discretion of the Board, are essential to the achievement of its objects, or which the Cabinet at the request of the Board may by notice in the *Official Gazette* confer upon it.

5. The written contracts in terms of which all the shareholders' interests in the companies known as Swavleis (Pty) Ltd and its wholly owned subsidiaries Swavleis Windhoek (Pty) Ltd, Swavleis Okahandja (Pty) Ltd, Swavleis Gobabis (Pty) Ltd and Namibia Meat Exporters (Pty) Ltd were purchased or acquired, and money was borrowed from the Representative Authority of the Whites, entered into and concluded by a person professing to be acting as trustee of the Corporation before its establishment, are hereby with effect from the date of establishment of the Corporation, ratified, adopted and made binding upon and enforceable by the Corporation as if it had been duly established at the time when the said contracts were entered into and the said contracts were entered into without its authority.

Powers as to
pre-establishment contracts.

6. No act of the Corporation shall be void by reason only of the fact that the Corporation was without capacity or power so to act or because the directors had no authority to perform that act on behalf of the Corporation by reason only of the said fact and, except as between the Corporation and its members or directors, or as between its members and its directors, neither the Corporation nor any other person may in any legal proceedings assert or rely upon any such lack of capacity or power or authority.

Acts *ultra vires* the
Corporation not void.

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BY CORPORATION**

Transfer to Corporation of
business, assets, liabilities,
rights and obligations of
certain existing companies.

7. (1) Notwithstanding anything to the contrary contained in any law —

- (a) the whole of the business and all the property, assets and liabilities, rights and obligations of the companies known as Swavleis (Pty) Ltd and its wholly owned subsidiaries referred to in section 5 are hereby with effect from the date of the commencement of this Ordinance transferred to the Corporation in due form and taken over and assumed by it, and the whole of the business and all the property, assets and liabilities, rights and obligations of the said companies shall as from the commencement of this Ordinance vest in and be binding upon the Corporation;
- (b) the said companies which have so transferred any liability or obligation, shall be released from such liability or obligation even if the creditors concerned did not consent to the transfer or delegation and such liability or obligation shall on its transfer to the Corporation become a liability or obligation of the Corporation in all respects as if the Corporation itself had incurred it;
- (c) no levy, tax, transfer duty or stamp duty shall be payable in respect of the transfer of property contemplated in paragraph (a); and
- (d) any licence, exemption, permit, certificate or authority held in terms of any law by a company concerned in respect of its business or property, shall with effect from the date of commencement of this Ordinance for the purpose of any such law be deemed to be held by the Corporation in respect of that business or property.

(2) Notwithstanding the provisions of the Companies Act, the Registrar shall after the transfer referred to in subsection (1), deregister the companies Swavleis (Pty) Ltd and the wholly owned subsidiaries referred to in section 5.

CHAPTER III**LOANS TO THE CORPORATION**

Loans and guarantees by
the Executive Committee.

8. (1) The Executive Committee may, in order to enable the Corporation to achieve its objects, and for the period and on the conditions agreed upon with the Board —

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- (a) grant loans to the Corporation from money appropriated for the purpose by law; and
 - (b) guarantee the payment of interest on, and the capital sum of, amounts borrowed by the Corporation from anyone, or amounts about to be borrowed, and the cost connected therewith.
- (2) Any loan or guarantee granted or given by the Executive Committee before the commencement of this Ordinance to a person professing to be acting as trustee of the Corporation before its establishment, shall be deemed to have been granted or given in terms of subsection (1).

CHAPTER IV**BOARD OF DIRECTORS**

9. (1) (a) The affairs of the Corporation shall be managed and controlled by a board of directors, who shall exercise the powers and perform the duties of the Corporation with due regard to the provisions of this Ordinance.

Composition and duties
of board of directors.

- (b) Until such time as the first directors are appointed, every director of the company Swavleis (Pty) Ltd shall be deemed for all purposes to be a director of the Corporation.
- (2) The board of directors of the Corporation shall consist of nine persons, to wit —
 - (a) four members of the Corporation elected by the members of the Corporation from amongst their own number in the manner prescribed by section 10 of this Ordinance;
 - (b) one person appointed by the Cabinet;
 - (c) one person appointed by the Executive Committee;
 - (d) two persons appointed in consultation with the Executive Committee by the six directors referred to in paragraphs (a) to (c) on account of their expertise, knowledge and experience of trade and industry or of administrative and financial matters; and
 - (e) the managing director appointed in terms of section 11.

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Election of members as
directors of Corporation.

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10. (1) The Executive Committee shall convene the first general meeting of members after the commencement of this Ordinance by announcing the date, time and venue of the said meeting in the press: Provided that the said meeting may be held on a regional basis on different dates and at different times and venues.

(2) (a) The members present at the first general meeting of members referred to in subsection (1) shall elect in the manner determined by the Executive Committee and according to its directions the four members referred to in section 9(2)(a).

(b) As soon as the four directors referred to in paragraph (a) have been declared to be properly elected, the interim directors contemplated in section 9(1)(b) shall vacate their offices.

(3) (a) At a general meeting of members of the Corporation the election of directors shall be voted on individually by ballot and a motion for the election of two or more persons as directors of the Corporation by a single resolution shall not be moved, unless a resolution that it shall be so moved has first been unanimously agreed to by the meeting.

(b) Subject to the provisions of section 15, a resolution passed in contravention of this subsection shall be void, irrespective of whether it being so moved was objected to at the time, but if a resolution so moved is passed, no provision that a retiring director is, in default of another appointment, re-appointed, shall apply.

(c) For the purposes of this section, a motion for approving a person's appointment or for the nomination of a person for appointment, shall be treated as a motion for his election.

(4) At the first annual general meeting of members of the Corporation all the directors appointed in terms of subsection (2) shall retire from office and at the annual general meeting in every subsequent year one-half of the directors for the time being, or if their number is not two or a multiple of two, the nearest to one-half, shall retire from office.

(5) The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by the drawing of lots.

(6) A retiring director shall be eligible for re-election.

(7) The Corporation shall at the annual general meeting of members at which a director retires in the manner aforesaid fill the vacancy by electing a person thereto.

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- (8) If at any annual general meeting at which an election of directors ought to take place the offices of the retiring directors are not filled, the retiring directors shall be deemed to have been re-elected unless a resolution for re-election of any such director has been put to the meeting and rejected.

(9) Any casual vacancy occurring on the Board in the ranks of the directors referred to in section 9(2)(a) may be filled by the Board, but the director so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose stead he has been appointed, was last elected a director.

11. (1) At a meeting of all the eight directors referred to in section 9(2)(a) to (d), a person with the necessary expertise shall be appointed by majority decision as managing director of the Corporation within three months after the commencement of this Ordinance.

Managing director.

(2) The managing director shall be the chief executive officer of the Corporation and shall occupy himself full-time with the affairs of the Corporation, and shall have the capacity and shall perform such functions and duties as the Board may delegate and assign to him.

(3) The eight directors referred to in section 9(2)(a) to (d) shall —

(a) determine at their discretion the conditions of service and remuneration of the managing director: Provided that the person who holds office as managing director may take part in or become a member of any staff scheme established by the Corporation as a service benefit for employees;

(b) if the managing director is absent or unable to perform his functions or if a person has not yet been appointed as managing director, designate one of their number or an employee of the Corporation to act, during such absence or incapacity or until a managing director is appointed, as managing director and in that capacity to perform such functions of the managing director as the said directors may determine.

(4) The managing director of the Corporation shall vacate his office —

(a) if he finds himself in any of the circumstances referred to in section 13(1)(a), (b), (c) or (e);

(b) if he resigns as managing director of the Corporation;

(c) if he is removed from office by a majority decision at a meeting of the eight directors referred to in section 9(2)(a) to (d).

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(5) If the managing director of the Corporation ceases to hold office, another person shall be appointed without delay in terms of subsection (1) or (3)(b) as managing director of the Corporation in his stead.

Period of office and
enumeration of directors.

12. (1) A director shall be elected or appointed —

- (a) in the case of a director referred to in section 9(2)(a), for the period prescribed in section 10;
- (b) in the case of a director referred to in section 9(2)(b), for such period, not exceeding three years, as the Cabinet may determine;
- (c) in the case of a director referred to in section 9(2)(c), for such period, not exceeding three years, as the Executive Committee may determine;
- (d) in the case of a director referred to in section 9(2)(d), for such period, not exceeding three years, as the six directors referred to in section 9(2)(a) to (c) may determine; and
- (e) in the case of the managing director, for an indefinite period.

(2) Any person whose period of office as a director has expired by virtue of subsection (1)(a) to (d) shall, subject to the provisions of this Ordinance, be eligible for re-appointment for a second or further periods of office as director of the Corporation.

(3) A director shall hold office upon such conditions (including the payment of remuneration and allowances) as —

- (a) in the case of a director referred to in section 9(2)(a) and (d), the Board may determine;
- (b) in the case of a director referred to in section 9(2)(b), the Cabinet may determine;
- (c) in the case of a director referred to in section 9(2)(c), the Executive Committee may determine;
- (d) in the case of the managing director, the eight directors referred to in section 9(2)(a) to (d) may determine in terms of section 11.

Vacation of office by
directors and filling of
vacancies.

13. (1) A director of the Corporation shall vacate his office —

- (a) if his estate is sequestrated or he enters into a compromise with his creditors;
- (b) if he is under any law detained as a mentally ill person;
- (c) if he is convicted of any offence and sentenced to imprisonment without the option of a fine;

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- (d) if he, by writing under his hand addressed and delivered to the chairman, resigns from his office as director;
- (e) if he becomes disqualified in terms of section 14 to be a director of the Corporation;
- (f) if he is removed from office under subsection (2).

(2) A director shall vacate his office if —

- (a) in the case of a director referred to in section 9(2)(a) and (d), such director is removed from office by members of the Corporation at a special general meeting of members convened by special notice of twenty-one interjacent days;
- (b) in the case of a director referred to in section 9(2)(b), such director is removed from office by the Cabinet;
- (c) in the case of a director referred to in section 9(2)(c), such director is removed from office by the Executive Committee.

(3) Any casual vacancy on the Board caused by the death of or the vacation of office by a director shall be filled for the unexpired portion of the period of office of a deceased director or the director who has vacated his office —

- (a) in the case of a director referred to in section 9(2)(a) and (d), by the Board;
- (b) in the case of a director referred to in section 9(2)(b), by the Cabinet;
- (c) in the case of a director referred to in section 9(2)(c) by the Executive Committee.

14. Any of the following persons shall be disqualified from being appointed or acting as a director of the Corporation, except as a director referred to in section 9(2)(b) or (c) —

Certain persons disqualified from being appointed or acting as director of the Corporation.

- (a) any person not ordinarily resident in the territory;
- (b) any person disqualified from being appointed or acting as a director of a company in terms of sections 218 and 219 of the Companies Act;

15. The acts of a director of the Corporation shall be valid notwithstanding any defect that may afterwards be discovered in his appointment or qualification.

Defect in appointment of director and validity of acts.

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Chairman, vice-chairman
and acting chairman of
Corporation.

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16. (1) The Board shall at its first meeting designate from its ranks a director as chairman of the Corporation who shall retire at the first annual general meeting of members, and thereafter in every subsequent year after the reconstitution of the Board, the Board shall designate a director from its ranks as chairman of the Board who shall retire as chairman at the next annual general meeting of members.

(2) The chairman shall also act as chairman at all general meetings of members.

(3) A chairman shall hold office as chairman until another person is appointed in his stead.

(4) The Board shall appoint a director as vice-chairman to assist the chairman in the performance of the latter's functions.

(5) In the event of the chairman being absent or unable to perform his duties as chairman, the vice-chairman shall act as chairman during the absence or incapacity of the chairman.

(6) While the vice-chairman acts as chairman he shall have all the powers and shall perform all the functions of the chairman.

(7) In the event of the chairman and the vice-chairman being absent from a meeting or unable to perform the functions of the chairman at a meeting, the members or directors, as the case may be, present at such meeting, shall elect one of their number to act as chairman at that meeting and while he is so acting, such acting chairman shall have all the powers and shall perform all the functions of the chairman.

Liability of directors
for loss or damage.

17. A director of the Corporation shall not be personally liable for any loss or damage which may occur in or in connection with the performance of his duties, unless the loss or damage is due to his wilful misconduct, dishonesty, gross negligence or failure to comply with any provision of this Ordinance.

Duty of director to disclose
interest in certain contracts.

18. (1) The provisions of sections 234(1), (2), (3), and (5), 235 and 237(1) and (4) of the Companies Act shall apply *mutatis mutandis* in respect of a director of the Corporation and in such application, unless the context indicates otherwise, any reference therein to a company, a director or official of a company shall be construed as a reference to the Corporation, a director or official of the Corporation, as the case may be.

(2) Any director or official who fails to comply with a provision of the Companies Act as applied by subsection (1), shall be guilty of an offence and if convicted shall be liable to be sentenced to a fine not exceeding one thousand rand or imprisonment for a period not exceeding twelve months or both such fine and imprisonment.

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(3) Every declaration of interest made in terms of subsection (1) shall be recorded in the minutes of the meeting of the Board at which the declaration is made.

CHAPTER V**MEETINGS OF MEMBERS AND OF THE BOARD**

19. (1) The first general meeting of members of the Corporation shall be held as prescribed in section 10(1)(a) and subsequent general meetings of members shall be held at such time and venue as determined by the Board.

Meetings of members and
of the Board.

(2) A special general meeting of members requested in writing by at least fifty members and lodged with the chairman, shall be convened by the chairman within fourteen days of receipt of such request.

(3) The Corporation shall annually hold a general meeting of members within four months of the end of the financial year of the Corporation.

(4) The first meeting of the Board shall be held at such time and venue as the Executive Committee may determine and subsequent meetings of the Board shall be held at such time and venue as the Board may determine: Provided that a special meeting of the Board shall be convened by the chairman at the written request of at least four directors.

(5) The quorum necessary for the transaction of the business of the Board shall be five directors and the quorum necessary for the transaction of the business of meetings of members may be fixed by the Board at least 20 members, and unless so fixed, twenty members shall be a quorum.

(6) (a) The decision of a majority of members present at any general meeting of members, shall be the decision of the members: Provided that in the event of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

(b) The decision of a majority of directors present at any meeting of the Board, shall be the decision of the Board: Provided that in the event of an equality of votes, the chairman shall have a casting vote in addition to his deliberative vote.

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(7) No decision of the Board or act performed under the authority of the Board shall be invalid by reason only of any vacancy on the Board, or by reason only of the fact that any person who was not entitled to sit as director, sat as director when the decision was taken or the act was authorised, if the decision was taken or the act was authorised by the requisite majority of the directors who were present at the time and entitled to sit as directors.

(8) The Board shall cause a record to be kept of the proceedings at general meetings of members and the meetings of the Board.

CHAPTER VI

CAPITAL, MEMBERS AND REGISTER OF MEMBERS

Capital, members and registers of members of the Corporation.

20. (1) The Corporation shall not have a share capital divided into shares and the Corporation shall not issue shares.

(2) (a) The members of the Corporation shall be all persons registered as livestock- and meat producers with the South West-African Meat Board.

(b) The Corporation shall at its registered office maintain a register of members.

Liability of members.

21. A member of the Corporation shall not be personally liable for any debt, loss or damage of the Corporation.

CHAPTER VII

ACCOUNTING AND DISCLOSURE

Expenditure.

22. The expenditure incurred by or on behalf of the Corporation, including the remuneration of its directors and auditor, shall be defrayed from the funds of the Corporation.

Application of property of Corporation, and dividends.

23. Save as expressly otherwise provided in this Ordinance, the property of the Corporation, from whatever source it may be acquired, shall be applied exclusively for promoting the objects of the Corporation and no dividend shall be paid or declared to members.

Exemption from certain taxes and levies.

24. No tax or levy on income imposed by or under any law shall be payable by the Corporation.

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25. The financial year of the Corporation shall terminate on 31 January in each year.

Financial year of the Corporation.

26. (1) The provisions of Chapter XI of, and of Schedule 4 to, the Companies Act, except sections 285, 302, 306 and 310 and the provisions in connection with offences, shall apply *mutatis mutandis* and subject to the provisions of subsection (2) of this section, to the Corporation as if the Corporation were a public company with a share capital.

Accounting records.

(2) For the purposes of subsection (1) any reference in the relevant provisions of the Companies Act —

(a) to an obligation to lay annual financial statements and reports before an annual general meeting of a company or to send such statements and reports to members or holders of debentures of a company, shall be construed as a reference to an obligation to lay such statements and reports before the Cabinet, the Executive Committee and the members of the Corporation within four months after the end of each financial year of the Corporation;

(b) to the registered office of a company shall be construed as a reference to the registered office of the Corporation contemplated in section 2(3); and

(c) to that Act, shall be construed as a reference to the relevant provisions thereof as applied by this section.

(3) Section 226 of the Companies Act shall, for the purposes of section 295 thereof as applied by this section, be deemed to apply *mutatis mutandis* to the Corporation.

CHAPTER VIII**AUDITORS**

27. (1) The firm of auditors referred to in section 28 shall, in addition to its report to the Cabinet, the Executive Committee and the members of the Corporation, and together with the annual financial statements and reports referred to in section 286(2) of the Companies Act as applied by section 26(1), include in its report to the Cabinet, the Executive Committee and members of the Corporation such comment as is deemed desirable, and direct attention to —

Auditors' report.

(a) decisions of the Board which have material financial implications;

(b) matters relating to the management of the Corporation, which in its opinion resulted or may result in the application of the Corporation's moneys in a wasteful manner, or were or are for some other reason to the disadvantage of the Corporation; and

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- (c) whether or not all its requirements and recommendations in its capacity as auditor have been adhered to and carried out.

(2) The firm of auditors referred to in section 28 shall not without such qualification, appropriate under the circumstances, certify, report or express an opinion with reference to the relative audit as contemplated in subsection (1) of section 26 of the Public Accountants' and Auditors' Act, 1951, unless it, in addition to complying with the provisions of that subsection, has satisfied itself that proper provision has been made for the repayment of moneys lent to the Corporation.

Audit, appointment,
remuneration and
resignation of auditors.

28. (1) The books of account, accounting records and annual financial statements of the Corporation shall be audited annually by a firm of chartered accountants and auditors whose partners are registered as Public Accountants and Auditors in terms of the Public Accountants' and Auditors' Act, 1951.

(2) The firm of auditors referred to in subsection (1) of this section shall be appointed by the Board and its remuneration shall be determined by agreement with the Board.

(3) The auditors of the Corporation may at any time resign as such provided that the requirements of subsections (4) and (5) of this section are complied with.

(4) If the auditors of the Corporation intend to resign they shall deliver to the chairman a notice in writing in which they give notice of their intention to resign and indicate that they have no reason to believe that in the conduct of the affairs of the Corporation a material irregularity has taken place or is taking place which has caused or is likely to cause financial loss to the Corporation or the creditors of the Corporation other than an irregularity, if any, which has been reported by them to the Public Accountants' and Auditors' Board in terms of the Public Accountants' and Auditors' Act, 1951: Provided that it shall not be necessary for the auditors to have carried out, for the purpose of such notification, a special audit subsequent to the date up to which the last annual financial statements on which they have already reported, were made up.

(5) The Board shall upon receipt of the notice referred to in subsection (4) appoint, with due regard to the provisions of this section, a firm of auditors to fill the vacancy whereafter the Board shall forthwith notify the auditors who indicated their intention to resign under subsection (4), of its receipt of the said notification.

(6) The resignation of the said auditors shall become effective upon the receipt by them of the notification of the Board referred to in subsection (5).

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Auditor's right of access to accounting records and to be heard at general meetings of members.

29. An auditor of the Corporation shall —

- (a) have the right of access at all times to the accounting records and all books and documents of the Corporation, and be entitled to require from the directors or officers of the Corporation such information and explanations as he thinks necessary for the performance of his duties as auditor and shall also have the right of access to all current and former financial statements of any subsidiary of the Corporation and be entitled to require from the directors or officers of such subsidiary all such information and explanations in connection with any such statements and in connection with the accounting records, books and documents of the subsidiary as he may consider necessary; and
- (b) be entitled to attend any general meeting of members of the Corporation and to receive all notices of and other communications relating to any general meeting of members and to be heard at any general meeting which he attends on any part of the business of the meeting which concerns him as auditor.

30. The members may with the prior approval of the Cabinet and the Executive Committee at an annual general meeting of members by majority resolution remove any auditor appointed by the Board and at the same meeting, subject to the provisions of section 28(1), appoint another person as auditor in his place: Provided that where an auditor has reason to believe that in the conduct of the affairs of the Corporation a material irregularity has taken place or is taking place which has caused or is likely to cause financial loss to the Corporation or to any of its members or creditors, and he has made a report thereon in writing to the Board, he may not be removed from office until the provisions of section 26(3)(b) of the Public Accountants' and Auditors' Act, 1951 (Act 51 of 1951), have been complied with.

Removal of auditors.

CHAPTER IX**DOMESTIC REGULATIONS OF CORPORATION**

31. (1) The Board shall draft domestic regulations, which shall be submitted to members for approval at the first annual general meeting of members, relating to —

Domestic regulations of Corporation.

- (a) holding of and procedure at general meetings of members and meetings of the Board;
- (b) the accounting policies and policy requirements relating to the business activities of the Corporation in general;
- (c) the delegation of powers to a committee appointed by the Board;

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- (d) the delegation of powers to officials and employees of the Corporation;
 - (e) the terms of office and emoluments of the directors referred to in section 9(2)(a) and (d);
 - (f) the terms and conditions of employment of employees of the Corporation;
 - (g) the keeping of accounting records, registers and notes by the Corporation;
 - (h) the service of notices;
 - (i) the passing of resolutions by directors without the holding of a meeting of the Board;
 - (j) the keeping of a register of members from information provided by the South West African Meat Board to the Corporation; and
 - (k) such other matters as are necessary or useful to be prescribed for the achievement of the objects of the Corporation and which are not inconsistent with this Ordinance.
- (2) Any amendment of the domestic regulations of the Corporation shall be subject to the approval of members at a general meeting of members.

CHAPTER X**LIQUIDATION AND PROTECTION OF
NAME OF CORPORATION**

Liquidation of Corporation.

32. The Corporation shall not be wound up or liquidated except by or under the authority of an Ordinance of the Legislative Assembly of the Whites or a law of any other competent authority.

Prohibition on use of
name of Corporation.

33. (1) No person shall carry on business, and no company shall be registered under the Companies Act under the name, or the translated or shortened form of a name, which is the same as that of the Corporation or so nearly resembles it, that it is calculated to deceive.

(2) Any person who is registered or carries on business in contravention of subsection (1) shall be guilty of an offence and liable on conviction to a fine not exceeding one thousand rand.

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SHORT TITLE**

34. (1) No provision of the Banks Act, 1965 (Act 23 of 1965), or, subject to the provisions of subsection (2) of this section and the provisions of sections 2(3), 18 and 26, of the Companies Act, shall be applicable in relation to the Corporation.

Application of Banks Acts
and Companies Act.

(2) The Cabinet may, on request of the Board, by way of notice in the *Official Gazette* declare that any provision of the Companies Act, which is not inconsistent with the provisions of this Ordinance, shall apply in relation to the Corporation with such modification which it on request of the Board may determine and it may on request of the Board amend or withdraw any such notice.

35. This Ordinance shall be called the Swameat Corporation Ordinance, 1986 and shall be deemed to come into operation on 1 February 1986.

Short title and
commencement.