

SOUTH AFRICAN GUILD of EDITORS

CONSTITUTION

Amended 8 August 2002

1. NAME

- I. The name of the association shall be South African Guild of Editors (The Guild)
- II. The acronym shall be S.A.G.E.

2. HEAD OFFICE

The head office shall be in Johannesburg or at any other place as the Executive Committee may decide.

3. INTERPRETATION

In this constitution unless the contrary appears from the context, any reference to: a gender includes the other gender; the singular includes the plural and vice versa; natural persons include legal persons and vice versa.

4. DEFINITIONS

Any expression used in this constitution and which is defined in the Labour Relations Act of 1995, as amended from time to time, shall bear the same meaning as in the Act.

"Industry" shall mean that industry in which persons are associated or engaged in creative, technical or administrative activities for the purpose of the productions, post-production and / or reproduction of cinematograph films and / or the production, post-production or reproduction of live or pre-recorded audio-visual material which is broadcast over a television network whether transmitted by means of radio, satellite, cable service or by any other means.

The "Executive Committee" shall mean the Executive Committee as elected and appointed in terms of the provisions of clause 12 of the constitution.

5. THE SOUTH AFRICAN GUILD OF EDITORS

The Guild is:

- I. A voluntary association not for gain.
- II. An independent non-profit legal person which is the bearer of rights and obligations with perpetual succession, irrespective of a change in membership.
- III. Constituted with the aims and objectives as set out in clause 6 of the constitution.

6. OBJECTIVES AND AIMS

SAGE is a cultural, professional and educational organisation whose objectives shall be:

- I. **The pursuit and recognition of excellence in the arts, sciences and technology of production, specifically with an emphasis on post-production, for motion picture film, television, multimedia and other forms of new technology.**
- II. **To promote, improve and protect the role and rights of editor as an essential and significant contributor to all such productions.**
- III. To consolidate and maintain the professional standards that exists within the postproduction department, to the benefit of the entire industry, its products and Guild members. To both improve upon these existing standards and develop further standards by means of promoting and facilitating training of persons engaged in postproduction departments.
- IV. To foster good relations and liaise with South African producers, foreign producers, government departments, production houses, facility companies, professional film and television associations, trade associations, trade unions, or any other relevant individuals, authorities, companies, societies, groups and organizations, to promote the interests and aspirations of Guild members with regard to their professional involvement and advancement in the industry
- V. To facilitate and obtain advice, disseminate information and render assistance to members concerning matters of common concern to the industry.
- VI. To establish and continually strive to improve working conditions in the industry and to protect and improve the position, recognition, status and interests of the Guild members and to abolish all abuses and such conditions of employment as are detrimental to the welfare of Guild members.
- VII. To lobby for or against legislation and any other regulations affecting the industry.
- VIII. To establish a register of editors in good standing and to disseminate such Register and any other relevant information and details of Guild members to local and international producers for the purpose of promoting and facilitating members' employment.

7. POWERS

For the purpose of achieving its aims and objectives, the Guild shall have the power to:

- I. Raise funds by way of loans, donations, administration fees, grants or inheritances of any nature whatsoever and by determining, raising and collecting of membership subscriptions or in any other way to collect funds and derive income therefrom.
- II. To open and use banking accounts and to arrange overdraft facilities
- III. To own or lease immovable property
- IV. To utilize and invest capital and income of the Guild in order to achieve these aims and objectives as set out in the constitution in such manner as is determined from time to time by the Executive Committee.

- V. To do all that may be necessary or convenient to give effect to the aims and objectives and to exercise the powers of the Guild and to do anything that a natural person can do.
- VI. Employ dismiss and remunerate employees, professional assistants and experts, research and establish and contribute to pension, gratuity, medical and other funds for the benefit of its employees.
- VII. Enter into any agreement with any person, affiliate or amalgamate with any body likely to further the interests of its members.
- VIII. Institute, conduct, defend compound or abandon any legal proceedings by or against the association or satisfaction of any debts due or of any claims or demands made by or against the association.
- IX. Make regulations in application of this constitution or to govern the procedure to be followed by the Executive Committee and the Guild in implementing the same.

8. MEMBERSHIP OF THE ASSOCIATION

Natural persons shall be eligible for membership of the Guild who are technicians involved in the creative and technical activities of the post production of cinematograph films and television productions in South Africa and elsewhere and who furthermore fulfill the following requirements:

Members will be entitled to either:

- I. **Full membership;**
- II. **Associate membership;**
- III. **Student membership.**
- IV. **Honorary Life membership**

I. An entitlement to FULL MEMBERSHIP will require EITHER: 5 YEARS INDUSTRY experience – specifically as an EDITOR/ASSISTANT EDITOR/ON LINE EDITOR/SOUND EDITOR /SOUND EDITING ASSISTANT as well as 3 CONTACTABLE REFEREES

**OR
10 professional screen credits as an EDITOR/ASSISTANT EDITOR/ ON LINE EDITOR/SOUND EDITOR/SOUND EDITING ASSISTANT. Where no on-screen credit has been given, proof will be required outlining details of work completed as an EDITOR/ASSISTANT EDITOR/ ON LINE EDITOR/SOUND EDITOR/SOUND EDITING ASSISTANT.**

On acceptance of membership the Member shall be classified as – eg: "FULL MEMBER EDITOR" or "FULL MEMBER ONLINE EDITOR".

Should the applicant wish to apply for full membership in 2 categories – eg: EDITOR and ONLINE EDITOR, the applicant will need to comply with full membership requirements in both disciplines.

II. ASSOCIATE MEMBERSHIP

An Associate Member shall be any person who does not meet the qualifications of a Full Member, but is actively engaged in the post production, of motion picture films, television, multimedia, or other forms of new technologies or engaged in the allied arts and sciences

III. STUDENT MEMBERSHIP

An entitlement to Student Membership will require proof of current enrolment in a tertiary institution within a course involving screen editing, or post production, or that work experience in screen editing or post production is being undertaken.

IV. HONORARY LIFE MEMBERSHIP

Are those editors and non-editors whom the Executive Committee (Ratified by a General Meeting of the Guild) has determined to have particularly distinguished themselves in the industry.

- **A person entitled to Full Membership may not apply for Associate Membership.**
- **The Fee payable by a Member will vary according to the category of membership, and such scale of Fees to be determined for any one calendar year by the Committee in its sole discretion.**
- **The Committee may in its sole discretion waive the requirement for a Member to pay the Fee.**
- **A right, privilege or obligation which a person has by reason of being a Member is not capable of being transferred or transmitted to another person and terminates upon cessation of the person's membership.**
- **To qualify for use of the SAGE acronym, a full editor, sound editor or online editor must have been a paid-up member of SAGE for at least 5 years.**
- **To further qualify, the editor, sound editor or online editor must have been considered a professional in their field for at least 10 years.**
- **Any editor, sound editor or online editor who wishes to use the SAGE acronym must apply to the SAGE Executive**

Committee, using a prepared application form, and supplying 3 contactable references and a CV.

- The SAGE Executive Committee will send out a call for applications once yearly, do the administration of this, and then announce the successful applicants at the next AGM.

• **VOTING RIGHTS:**

- I. **Full membership - 2 VOTES**
- II. **Associate membership - 1 VOTE**
- III. **Student membership - NO VOTE**
- IV. **Honorary Life membership - NO VOTE**

9. SUBSCRIPTIONS

- I. Annual subscriptions shall be determined by the Executive Committee and reviewed annually.
- II. Subscriptions shall be payable by members who join prior to June of any one year, by 30 June of each year thereafter, and in the case of members who join after June, by 30 December of each year thereafter.
- III. **Membership shall cease upon death, resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.**
- IV. A person whose subscription is more than one month in arrears and who does not furnish the executive committee with a reasonable explanation therefore shall not be regarded as a member in good standing.
- V. The initial subscription rate for each **full member AND associate member shall be R250.00 p.a.**
- VI. The initial subscription rate for each **Student member shall be R100.00 p.a.**

10. RESIGNATION

- I. Any member who wishes to resign shall give one calendar month's written notice to the Chairperson of the Executive Committee.
- II. Such member shall not be entitled to be refunded any subscription paid, and not withstanding resignation, such member shall be liable for any subscription monies, which may be due to the Guild at the time of resignation.
- III. All members shall be bound by this Constitution and by any rules, regulations pertaining to administrative, procedural and disciplinary matters embodied there under, as amended from time to time, whether or not the member has read same or not.
- IV. The decision of the Executive Committee and their interpretation of any such rules and regulations shall be final and binding on members.

11. THE EXECUTIVE COMMITTEE

The guild is functionally managed and controlled by its members and the Executive Committee.

The affairs of the Guild shall be run by the Executive Committee who shall consist of at least **ten** members, who may be full or associate members, two of those **ten** members holding the port folios of Chairperson and Vice-Chairperson. The positions of the remaining **eight** members shall be designated by the Chairperson.

Nomination and Election of Office-Bearers:

- Nomination and election of candidates to the Executive Committee shall be made at the Annual General Meeting.
- Each full member of the Guild in good standing shall have **one** votes for each seat, but shall not be entitled to cast more than one vote in favor of any one candidate.
- Voting shall be by secret ballot, provided that if the number of candidates does not exceed the number of seats upon the Executive Committee to be filled, the nominated candidates shall be deemed to have been elected without a ballot.
- The Executive Committee shall remain in office until the next Annual General Meeting of the Guild at which a new Executive Committee shall be elected.
- Executive Committee Members shall serve a term of one year, calculated from the date of election until the next Annual General Meeting.
- In the event of any seat on the Executive Committee becoming vacant, the remaining executive members shall be entitled to co-opt an eligible member to the Executive Committee who shall hold office until the next Annual General Meeting.
- The executive Committee shall be entitled from time to time to co-opt from its own members such office bearers as determined by the Executive Committee.

A quorum for an Executive Committee meeting shall consist of **five** members and may be constituted by telephone.

The Executive Committee shall meet as often as deemed necessary at the discretion of the Executive Committee of the Chairperson, provided that the meetings of the Executive are called upon five days notice by telefax, **email** or telephone, and provided that the chairperson may in matters of urgency call meetings upon shorter notice which may be way of telephone or **email**.

The Executive Committee shall cause minutes and attendance registers to be kept of all Executive Committee and Guild meetings and such minutes shall reflect all resolutions and proceedings at such meetings. Any such minutes or extract thereof signed by the Chairperson shall be received as prime facie evidence of the matter stated in such minutes or extract.

12. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

- I. The Executive Committee shall have the plenary powers for the attainment of the Guild objects and aims, and in particular, without

limiting the generality of the foregoing, shall have the powers to set out hereunder.

- II. To do or give effect to any matter which should be carried out by the Guild, in terms of the aims, objectives and powers of the Guild, expecting in such matters as are in terms of this constitution specially required to be dealt with at an AGM.
- III. To acquire, either by purchase, lease or any other arrangements or agreements, any moveable or immovable property on behalf of the Guild, and to sell, let, mortgage or otherwise deal with or dispose of any moveable or immovable property belonging to the Guild, provided that the Executive Committee shall have power to dispense of the whole of the moveable property of the Guild unless duly authorized by a 75% majority of members present at an extraordinary general meeting convened to consider a resolution to that effect.
- IV. To enter into any arrangements with any government or other authorities, as may seem conducive to the furtherance of the Guild's aims and objectives, and to obtain from any such government or authority any rights, privileges and concessions which the Guild may think desirable, and to carry out, exercise and comply with any arrangements, rights privileges and concessions.
- V. The Executive Committee shall be responsible for the proper keeping of all books and records of the Guild, including records of members, minutes of meetings and financial records, and other such records as the Executive Committee may deem fit.
- VI. To open and operate a bank account or accounts in the name of the Guild.
- VII. **All cheque's shall be signed by two signatories – being at least one member of the Executive committee and or the administrator of the Guild.**
- VIII. To appoint and pay attorneys, contractors, consultants, agents, secretaries, clerks, and servants for permanent, temporary or special services.
- IX. To lend, invest or otherwise deal with any monies of the Guild not immediately required for the purpose of the Guild upon such terms and securities and in such a manner as the Guild may think fit.
- X. To employ, suspend or dismiss any official or office-bearer of the Guild.
- XI. To appoint ad-hoc committees to investigate or report on any matter.
- XII. To make and enforce any regulations and / or rules relating to procedural, administrative and disciplinary matters in the industry.
- XIII. The Executive Committee may from time to time appoint sub-committees as it may consider necessary or desirable and delegate such of its functions, powers and duties to such sub-committees, provided that the power to call a ballot shall not be delegated to any sub-committee.
- XIV. The Executive Committee shall further be entitled to delegate to any member of the Executive Committee such of its functions, powers and duties as it may deem fit.
- XV. The Executive Committee has the duty to submit an annual report on the activities of the Guild during the proceeding financial year to members at the AGM.

13. ANNUAL GENERAL MEETINGS

At least one Annual General Meetings shall be held in each calendar year. An Annual General Meeting shall be called upon not less than two calendar weeks notice in writing to all members. It shall be held at such time and such place as the Executive Committee shall determine in the month of February of each financial year.

A quorum for the AGM shall be constituted by 30% of all fully paid-up members or proxies of fully paid-up members in writing.

The business to be transacted at the General Meeting shall be:

- i. To confirm the minutes of the previous general meeting.
- ii. To receive and consider the reports of the Executive Committee.
- iii. To receive and consider the statement of account of each year.
- iv. To consider and discuss and approve the annual financial statements and auditor's report of the Guild for the financial year concerned.
- v. To elect new members of the Executive Committee for the ensuing year.
- vi. To consider any resolutions concerning the affairs of the Guild.

The accidental omission to give notice of an Annual General Meeting to any person entitled to be present thereat shall not invalidate the proceedings or any resolution passed at the meeting. All resolutions shall be passed by a simple majority of the members who are either present at the meeting or represented by proxy at the meeting.

14. ORDINARY MEETINGS

- I. The Executive Committee shall endeavor to meet once a month with the exception of the month of December.
- II. A Quorum shall be constituted by not less than 10% of the total membership in good standing, provided that if no quorum be present within thirty minutes after the time fixed for the meeting, the meeting may proceed, but any decisions made will not be binding on Guild Members.
- III. All members present at a general meeting shall sign the attendance register.
- IV. Business to be conducted at Ordinary Meetings will be:
 - i. Confirmation of minutes of previous meeting.
 - ii. New members to sign the Agreement.
 - iii. Report-back by chairperson on developments since the last meeting.
 - iv. Discussion of items on Agenda
 - v. Open discussion.
 - vi. Summary of discussion, resolutions and decisions.
 - vii. Setting date and next meeting.
 - viii. Payment of outstanding subscriptions.

Each full member shall have two votes, and associate members one vote at all the meetings of the Guild provided that no member shall be entitled to vote if any monies owing by him to the Guild have not been paid at the date of the meeting or is it not a member in good standing.

15. EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meetings shall be held at any time and place convenient in the opinion of the chairperson to members and shall be convened on not less than 14 (fourteen) days written / telefax or **email** notice to members. The accidental omission to give notice of a special general meeting to any person entitled to be present thereat shall not invalidate the proceedings or any resolution passed at that meeting.

16. FINANCE

- I. The income and property of the Guild shall be applied solely towards the promotion of the aims and objectives of the Guild.
- II. Nothing in this Constitution shall prevent the payment in good faith of remuneration to any member or employee of the Guild in return for any services actually rendered to the Guild and approved by the Executive Committee.
- III. The financial year of the Guild shall commence on the 1st day of March of a particular year and shall expire at the end of February of the subsequent calendar year.
- IV. The books of account and financial statements shall be kept balanced during the financial year.
- V. Proper books of account shall be kept of all sums of money received and expended by the Guild and shall be submitted to a firm of auditors to obtain an annual auditors report and yearly audited financial statements.

17. OFFICE BEARERS AND OFFICIALS

The duties and responsibilities of the office bearers and officials shall be:

- i. The Chairperson shall preside at all meetings at which he / she is present, enforce observance of the Constitution, sign minutes of all meetings after confirmation, endorse all accounts for payments after approval by the Executive Committee, sign all cheques on the Guilds banking account, generally exercise supervision over the affairs of the Guild and perform such other duties as by usage and custom pertain to the office. The chairperson shall not have a deliberative vote, but shall in the event of equality of votes, have a casting vote.
- ii. The Vice Chairperson shall exercise the powers and perform the duties of the Chairperson in the absence of the latter, and liaise closely with the Chairperson.
- iii. Executive Committee members shall liaise closely with other Executive Committee members over the issues of the day and endeavor to share the administrative tasks of the Guild.

18. COMPLAINTS, FINES AND DISCIPLINARY PROCEDURES

The Constitution provides for mechanisms and procedures to deal with:

- I. Suspension and expulsion of members.
- II. Complaints by employers and / or other technicians against a member.
- III. Complaints by a member against other technicians and / or employers.
- IV. Complaints of any other nature.
- V. Breaches of this Constitution.
- VI. A member shall be suspended, expelled or otherwise disciplined in terms of a penalty imposed by the Executive Committee of the Guild if:
 - The member fails to comply with the constitution, regulations or resolutions of the Guild.
 - If the member is deemed to have acted in a manner which is likely to injure the interests of the Guild or any of its members.
- VII. The suspension or expulsion of a member shall become effective when not less than 75% of the members of the Executive Committee vote in favour of such suspension or expulsion.
- VIII. Procedure of complaints:
 - Complaints or notice of breaches of the Constitution will only be taken up if submitted in writing. Faxed/ **emailed** complaints will be accepted if the original is posted within three days of the fax/**email** being sent.
 - The Executive Committee will, as soon as is practicable, investigate the complaint and, if necessary, arrange a meeting of the aggrieved parties at a neutral venue where the matter can be arbitrated by a neutral party or settled to the satisfaction of all concerned.
- IX. The investigation will take the form of a thorough investigation by Executive Committee members, or those delegated by the Chairperson or other Executive Committee members, of all aspects of the complaint or breach. Upon completion of the investigation a finding will be made and action taken. These details will be recorded. The decision and action of the Executive Committee is final and binding on Guild members.
- X. The action which may be taken by the Executive Committee against a member shall be as follows:
 - Reprimand
 - Expulsion from the Guild
- XI. Except where an appeal has been noted by a member, expulsion will be effective immediately.
- XII. If a member is expelled by the Executive Committee, such member shall have the right to appeal within five days of the date on which he / she was notified of his / her expulsion to the body of members at the next general meeting.
- XIII. Appeals will be heard at the next general meeting by the Executive Committee and the general membership of the Guild.
- XIV. In the case of a member complaining against another party, the Guild will take up the case with the other

party officially and seek redress on behalf of the member, enlisting the aid of other organizations, trade unions, government departments and officials, the Press, legal representatives and any other legal means necessary to obtain satisfaction on behalf of the member and the reputation of the Guild as a whole.

19. LIMIT OF LIABILITY

With regard to claims against the Guild the liability of members of the Guild shall be limited to the payment of membership fees of other debts due to the Guild and all person shall be deemed to contract and deal with the association on this basis.

20. INDEMNITY

The committee members, members and any agent or servant of the Guild shall be indemnified out of its funds against all costs, charges, expenses, losses and liabilities incurred by them in the conduct of the Guilds' business in the discharge of their functions and no such person shall be liable by reason of his / her having joined in any defect in the title to any property acquired by the Guild or on the account of the insufficiency of any security in or upon which any monies if the Guild shall be invested for any loss incurred upon any ground whatsoever other than his / her personal willful act or default.

21. INTERPRETATION

In case of any doubt as to the meaning and interpretation of this Constitution or any rules, regulations and / or by-laws framed in terms hereof, the Executive Committee shall be the final arbiter and its decision shall be binding.

22. ALTERATION OF THE CONSTITUTION

The constitution of the Guild may only be altered, varied or amended at a general meeting or at the annual general meeting with a quorum consisting of not less than 75% of members in good standing who are present at the meeting and who have in fact voted in favour of the proposed amendment. Any proposed amendments shall be submitted in writing and circulated with the notice of the agenda of the AGM or general meeting of the members.

23. CORRESPONDENCE

All correspondence, notices of meetings, agenda and other written advice or information to any member shall be sent to the last known address of the member as advised to the Guild and appearing in the Register of Members.

24. WINDING UP

- I. The Guild shall be wound up at any time if not less than 75% of all paid up members in good standing vote in favour of a resolution that the Guild be wound up.
- II. The dissolution of the Guild shall take place within 90 days from the date of resolution to such effect being accepted by members in terms of this clause.
- III. Upon dissolution of the Guild, all remaining assets shall be donated to an association or institution whose aims are compatible with those of the Guild. If no such association or institution exists, the assets shall be held in trust or in an interest bearing bank account until a suitable recipient is found.
- IV. The recipient of any such donation shall be determined by the Executive Committee in office at the time that the resolution is proposed.