

THE FRANCHISE ASSOCIATION OF SOUTH AFRICA

(Registration No. _____)
("FASA")

FASA FOOD FORUM COMMITTEE CHARTER

("FASA FOOD FORUM" or "FFF")

APPROVAL

The signatory hereof, confirms the FASA Food Forum's acceptance of the contents and authorises the adoption hereof.

Signature – Chairperson

Date

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1. INTRODUCTION

- 1.1 The Exco of FASA has resolved to establish a Committee, namely, the FASA Food Forum Committee (“FASA Food Forum”).
- 1.2 The FASA Food Forum will carry out and fulfill the duties listed below.
- 1.3 Neither the appointment nor the duties of FASA Food Forum will reduce the duties or accountability of FASA or the Exco of FASA.

2. PURPOSE

- 2.1 The FASA Food Forum is established to assist FASA and the FASA Exco with the oversight of matters relating to franchisors and franchisees operating in the restaurant, casual dining and quick service restaurant sector (“CDQSR”).
- 2.2 The FASA Food Forum’s primary role is to promote, support, advise, represent and provide guidance to its members operating in the CDQSR Sector, so as to deal with opportunities, risks, difficulties and challenges and to develop and support ethical and best practices. This will, *inter alia*, include the following aspects:
 - 2.2.1 Opportunities, risks, difficulties and threats to the CDQSR Sector;
 - 2.2.2 Logistics and supply;
 - 2.2.3 Employment issues;
 - 2.2.4 Food labelling and food regulations;
 - 2.2.5 Smoking regulations;
 - 2.2.6 Rentals;
 - 2.2.7 Taxes;
 - 2.2.8 The Liquor Act and Regulations;
 - 2.2.9 Development of best practices;
 - 2.2.10 Ethics;

- 2.2.11 Health and Safety;
- 2.2.12 Education and training;
- 2.2.13 Lobbying government; and
- 2.2.14 Any other aspects deemed relevant by the FASA Food Forum, to achieve its objectives and aims, and to support its members.

3. DUTIES AND RESPONSIBILITIES

3.1 Duties

The duties of the FASA Food Forum will include:

- 3.1.1 Determining clearly articulated ethical standards and to ensure that it takes steps to achieve adherence to these in the CDQSR Sector with a view to developing and support for a sustainable, viable and ethical culture in the CDQSR Sector;
- 3.1.2 To review the material opportunities, risks, threats and opportunities in the CDQSR Sector, and to, where possible and appropriate, take steps to ensure that such risks and challenges are managed and mitigated, and opportunities pursued.
- 3.1.3 Instituting educational programmes to develop and assist with a CDQSR wide understanding of minimal required training, followed by ethical and best practices within the sector;
- 3.1.4 Facilitating networking opportunities and encouraging, supporting and developing best and ethical practices;
- 3.1.5 Providing industry and restaurant relevant information; and
- 3.1.6 Any other matters of importance and material to the CDQSR Sector.

3.2 General

FASA Food Forum shall at all times:

- 3.2.1 give due consideration to the relevant provisions of the King IV and any later versions thereof;

- 3.2.2 retain a copy of the current FFF Charter at the registered office of FASA and provide members with a copy of the same if required;
- 3.2.3 comply with data protection and data privacy laws; and
- 3.2.4 consider such other topics and fulfil such other duties as defined by the FASA Exco.

4. POWERS

- 4.1 In respect of the actions and duties of the FASA Food Forum as set above, the FASA Food Forum will be accountable and report to the FASA Exco.
- 4.2 The FASA Exco supports and endorses FASA Food Forum, which shall operate fairly independently of the FASA Exco.
- 4.3 The FASA Exco has an oversight responsibility and the FASA Food Forum shall assist the FASA Exco in fulfilling this responsibility. The FASA Exco may delegate tasks to the FASA Food Forum, as the FASA Exco may require from time to time.
- 4.4 FASA Food Forum has reasonable access to all information, including records, property and personnel of FASA, and shall be provided with certain resources and support in order to fulfil its responsibilities.
- 4.5 FASA Food Forum is authorised by the FASA Exco to:
 - 4.5.1 Pursue its objectives and carry out its duties within the provisions of its Charter;
 - 4.5.2 Seek outside legal or other independent professional advice where necessary, and in accordance with a procedure developed for and approved by the FASA Exco for this purpose; and
 - 4.5.3 Secure the attendance of outsiders with the relevant experience and expertise where necessary in accordance with a procedure developed for and approved by the FASA Exco for this purpose.

5. MEMBERSHIP

5.1 Composition

- 5.1.1 The FASA Food Forum shall be properly constituted in terms of this Charter;

5.1.2 FASA members in good standing operating in the CDQSR Sector shall be entitled to join the FFF.

5.1.3 The members of the FASA Food Forum shall comply with the following:

5.1.3.1 Consist of at least three FASA franchisor members operating in the CDQSR Sector;

5.1.3.2 The Executive Director of FASA shall represent the FASA Exco;

5.1.3.3 Have a Chairperson; and

5.1.3.4 Have a Secretary.

5.2 Appointment

5.2.1 The members of FASA Food Forum shall appoint a Chairperson for the FASA Food Forum by majority vote of the full FASA Food Forum membership. The Chairperson of the FASA Food Forum shall be required to attend FASA's Annual General Meeting to represent the FASA Food Forum.

5.2.2 The FFF chairman, and the secretary shall ensure that the FFF functions properly and that all relevant matters are discussed and dealt with, and that decisions are carried out professionally, efficiently and effectively.

5.2.3 The FFF chairman and the secretary shall each be appointed for a term of 1 (one) year, extendable to 2 (two) years.

5.2.4 All members of the FFF shall be FASA members and shall comply with all the FASA membership requirements and standards and the FASA Exco's requirements, from time to time.

5.3 Membership fees

Members of the FASA Food Forum shall pay membership fees determined by the FASA Food Forum and approved by the FASA Exco, either annually or monthly, or on a project by project basis.

5.4 Termination

5.4.1 The FASA Exco may terminate membership of any person serving on FASA Food Forum on recommendation of a FASA Food Forum member or at their discretion based on the evaluation of feedback and information received.

5.4.2 Membership of the FASA Food Forum terminates immediately on the resignation of a member, but such a (former) member may remain accountable for 1 (one) year's membership fee after his written resignation has been received, depending on the membership fee payable, applicable and outstanding.

6. MEETINGS

6.1 Frequency

6.1.1 FASA Food Forum will meet at least four times a year;

6.1.2 Any member of FASA Food Forum may request a meeting if deemed necessary and a meeting will then be arranged in consultation with the Chairperson of FASA Food Forum.

6.2 Notice

6.2.1 Unless otherwise agreed, notice of no less than 21 (twenty one) days shall be given to members for a meeting of FASA Food Forum.

6.2.2 The notice shall specify the place, date, time of the meeting and the general purpose of the meeting.

6.3 Agenda

6.3.1 The Chairperson of FASA Food Forum shall approve an agenda, which shall be circulated with supporting documentation and confirmation of notice of the meeting, preferably seven days before the meeting;

6.3.2 The FASA Food Forum must establish an annual work plan to ensure that all relevant matters are covered by the agendas of the meetings planned for the year. The annual work plan must ensure proper coverage of the matters referred to in this Charter.

6.3.3 Committee members must be fully prepared for FFF meetings, to provide appropriate and constructive input on matters tabled at meetings.

6.4 Minutes and reporting procedures

- 6.4.1 The FASA Food Forum Secretary shall attend and minute all meetings;
- 6.4.2 The minutes of FASA Food Forum meetings shall be completed within fourteen days of such meeting and shall be circulated to all members of FASA Food Forum and other relevant personnel as directed by FASA Food Forum;
- 6.4.3 The FASA Food Forum Secretary shall forward the approved minutes of meetings of the FASA Food Forum to the FASA Executive Director to be included in distribution for FASA Exco meetings;
- 6.4.4 In addition to the above, the Chairperson of FASA Food Forum or FASA Executive Director will provide verbal and/or written feedback at the meetings of the FASA Exco on FASA Food Forum's recent activities;
- 6.4.5 A written resolution ("round robin resolution") signed by a majority of the members of the FASA Food Forum shall be as valid and effectual as if it has been passed at a duly constituted meeting of the FASA Food Forum, provided that each member of the FASA Food Forum shall have been afforded a reasonable opportunity to express an opinion on the matter to which such resolution relates.

6.5 Quorum

- 6.5.1 A quorum for meetings of the FASA Food Forum shall be 5 (five) members present in person or via telecommunication facilities one of whom must be a FASA Executive Director or FASA Exco representative;
- 6.5.2 If the Chairperson of FASA Food Forum is not present within 15 (fifteen) minutes of the stipulated time for such meeting, then the members of FASA Food Forum present shall elect a Chairperson from among them to act as Chairperson of the meeting.

6.6 Attendance

- 6.6.1 Other members of the FASA Exco may be invited to attend FASA Food Forum meetings;
- 6.6.2 The FASA Food Forum may, if deemed fit, confer and meet by telephone, closed circuit television or video conferencing and a decision taken at such meeting shall constitute a

proper resolution of the FASA Food Forum provided that the requirements of section 6.4 and 6.5 of this Charter have been met.

6.6.3 The FASA Food Forum may in consultation with the Chairperson invite any other relevant person to attend FFF meetings;

6.6.4 All FASA Exco members shall have the right of attendance at the FASA Food Forum meetings.

7. MEMBER SKILLS AND TRAINING

7.1 Every member should have some experience pertinent to the business of FASA Food Forum and the CDQSR Sector;

7.2 New members should receive a complete orientation that allows them to function effectively from the start;

7.3 Opportunities for continuous education and training on sustainability issues should be actively pursued by each member;

7.4 All FFF members will be required to keep up to date with developments affecting the areas of responsibility of FASA Food Forum.

8. REMUNERATION

The Chairperson and FFF members shall be remunerated according to the remuneration policy proposed by FFF and approved by the FASA Exco or at an Annual General Meeting of FASA.

9. EVALUATION

FASA Food Forum shall conduct a self-assessment or self-evaluation of its effectiveness on an annual basis. After completing its evaluation, FASA Food Forum should review the results with the FASA Exco so that appropriate action can be taken on any recommendations resulting from the review.

10. GENERAL

10.1 FASA Food Forum members are obliged to disclose in writing any interest they have within or outside FASA that may be perceived to be a conflict of interest and interfere with the performance of their duties.

- 10.2 All FASA, FASA member or FFF member related information that becomes known to FFF members in the performance of their duties must at all times be kept confidential.