

SAIAT CONSTITUTION 2020

ADOPTED BY THE SAIAT MEMBERS

ON

21 FEBRUARY 2020



**BUILDING PROFESSIONALS
TO BUILD THE FUTURE**
Est. 1987

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FOREWORD TO THE CONSTITUTION

The relationship that society has to the built environment involves differing needs and aspirations. These requirements must be recognised, analysed and provided. In doing so, modern design and construction frequently involves the use of new materials and the development of new concepts, techniques and strategies. Adding this to alternative procurement strategies and extensive service installations, the design and construction process is now a much more complex process than ever encountered before. In response to these challenges and based upon the twin concepts of designing for performance and production through the integration of technology, the discipline of architectural technology has seen rapid growth.

The University and University of Technology trained architectural technologists are skilled with the expertise to engage fully, in all building typologies, from the project identification, initiation, scoping, design, design development and documentation through to the construction, management and life cycle of a project.

The South African Institute of Architectural Technologists was established in 1987 to provide a professional platform for architectural technologists whereby their professional needs and aspirations are both met and furthered. Membership is open to fully qualified and accredited professional architectural practitioners, focusing on the practice of architectural technology.

The Members describe the Institute as *"A passionate self-governing Institute which believes in loyalty and honesty towards its Members and the profession and subscribes to the principles of fairness and transparency in its activities and conduct"*

Arising from that statement, the

SAIAT VISION (is)

To stimulate the expression of design and the application of technology in architecture; and the

SAIAT MISSION (is)

To cultivate environmentally sensitive and socially considerate building development through responsible architectural practice.

1. NAME AND LOGO

1.1. The name of the **Institute** is 'The South African Institute of Architectural Technologists NPC.' The abbreviation is SAIAT.

1.2. The logo of the **Institute** is:



2. LEGAL STATUS

2.1 The **Institute** functions as a **Voluntary Association** and is registered as a **Non Profit Company without Members** in terms of the Companies Act, Act 71 of 2008 as amended, with perpetual succession, capable in law of suing and being sued, of acquiring, holding and alienating movable and immovable property and of performing all such acts as are necessary or incidental to the carrying out of its objectives, functions and duties in terms of this **Constitution**

3. DEFINITIONS

Where singular or male terms are used these shall simultaneously imply plural or female respectively, unless such interpretation is inconsistent with the context. In this **Constitution** unless the context indicates otherwise:

“Act” means the Architectural Profession Act N° 44 of 2000 and any amendments thereto

“Board of Directors” means the board formed by the Directors

‘Code of Conduct’ means the code of professional conduct drafted in terms of Clause 7 of this Constitution and includes the rules and procedures governing investigations, charges, disciplinary hearings and proceedings, penalties and appeals

‘Constitution’ means the latest edition of the Constitution of the Institute

‘Council’ means the South African Council for the Architectural Profession established in terms of the Architectural Profession Act (Act 44 of 2000)

“Director” means a director of the company as registered in terms of the Companies Act (Act 71 of 2008) as amended

‘Executive Committee’ means the committee composed of the Board of Directors, the President, Vice-President and the Ex-Officio: Administration and Registration Officer

‘Ex-Officio: Administration and Registration Officer’ means a staff member employed by the Institute;

‘Institute’ means the South African Institute of Architectural Technologists NPC;

'Full Member' means a category of Membership of the Institute as set out in the relevant Regulation;

'Managing Director' means a director elected by the Board of Directors as per the relevant Regulation and who is responsible for the daily operations of the Institute and fulfil the functions as the executive head of the Institute;

'Member' means any person or organisation who is a member of the Institute by virtue of the provisions of Clause 5 of this Constitution;

'Membership year' is to be taken from 01 January to 31 December of the same year;

'National Committee of Members' means the committee of Members elected and / or co-opted to assist with the management of member affairs of the Institute established in terms of Clause 6 of this Constitution;

'Non-disclosure agreement' means the undertaking of confidentiality by Directors, Members and employees regarding Institute business and matters;

"Non-Profit Company without Members" means a company as defined in the Companies Act (Act 71 of 2008) as amended;

"Peer review" means the evaluation of work by one or more people of similar competence to the producers of the work (peers). Peer review methods are employed to maintain standards of quality, improve performance, and provide credibility;

'President' means a member of the National Committee of Members elected by the National Committee of Members as per the relevant Regulation and to fulfil the functions as described in the relevant Regulation;

'Regulation/s' means the latest Regulations including all modifications, alterations and additions thereto, made and in force in terms of this Constitution, to regulate the affairs of the Institute consistent with this Constitution;

'Regional Chairperson' means a member elected as per the relevant Regulation to represent a region on the National Committee of Members;

'Regulation' means a supplementary document that is part of the Constitution as per Clause 7;

'Regions' means provinces or a combination of provinces of the Republic of South Africa as per the relevant Regulation;

'Term' means two years starting on 01 January in respect of members of the National Committee of Members;

'Vice-President' means a member of the National Committee of Members elected by the National Committee of Members as per the relevant Regulation and to fulfil the functions as described in the relevant Regulation;

'Voluntary association' means a voluntary association as recognised as such by the South African Council for the Architectural Profession and/or the Council for the Built Environment.

4. OBJECTIVES

4.1. To provide a learned, professional society for architectural professionals, but in particular architectural technologists, engaged in or trained in architecture;

4.2. To provide liaison and co-ordination or representation, to or with other institutes and associations, educational institutions and statutory or non-governmental bodies or

groups both in South Africa and internationally to further the interests of **Members** of the **Institute**, of the architectural profession and the building industry;

- 4.3. To uphold the dignity and ethical standards of **Members** of the **Institute** and the architectural profession, and to encourage and foster the culture of responsible architectural practice and professional conduct and integrity;
- 4.4. To promote environmentally sensitive, sustainable and socially and culturally considerate building and space development;
- 4.5. To advise **Members** and members of the public in matters affecting the rights, practice or status of **Members** and the architectural profession;
- 4.6. To facilitate and materially assist, where deemed necessary in the interests of the **Institute** or its **Members**, schemes of continuing education, training and **continuing professional development (CPD)** related to the architectural and building disciplines;
- 4.7. To found, grant, accept and administer awards, bursaries and prizes in respect of the practice, study of and research in architecture as well as in the promotion and recognition of excellence in the practice of architecture;
- 4.8. To involve and represent architectural professionals, but in particular technologists, in the initiation of, promotion or opposition of any legislation affecting the interests of the **Members** of the **Institute** and the architectural profession;
- 4.9. To stimulate the expression of art and culture in architecture and the application of appropriate technology in architecture.

5. MEMBERSHIP

Membership of the **Institute** is available to persons suitably qualified in, registered and actively engaged in the profession of architecture.

5.1 APPLICATION, TRANSFER AND APPEAL

- 5.1.1 Application for Membership to the **Institute**, re-admission to Membership, or the transfer from one category of Membership to another is determined by the procedure and criteria as contained in the relative **Regulation**;
- 5.1.2 The assessment, acceptance or rejection of Membership applications shall be carried out by the **Ex-Officio: Administration and Registration Officer** of the **Executive Committee**;
- 5.1.3 Unsuccessful applicants may appeal against a decision of the **Ex-Officio: Administration and Registration Officer** of the **Executive Committee** subject to the provisions contained in the **Regulations**.

5.2 CATEGORIES OF MEMBERSHIP AND LETTERS OF DESIGNATION

- 5.2.1 Membership to the **Institute** shall be determined in terms of the categories of registration with The South African Council for the Architectural Profession as set out in the relevant **Regulation**;
- 5.2.2 The determination and appropriateness of category shall be determined by the **Ex-Officio: Administration and Registration Officer** of the **Executive Committee**;
- 5.2.3 **Members** shall be provided with an abbreviated designation to identify their Membership of, and category of Membership of the **Institute**.

5.3 RIGHTS, RESPONSIBILITIES AND LIABILITY OF MEMBERS

5.3.1 RIGHTS OF MEMBERS

- 5.3.1.1 Membership with the **Institute** provides a **Member** with rights and responsibilities described below and contained in the relevant **Regulations**;
- 5.3.1.2 **Members** may attend and participate in chapter, annual general and special general meetings with such attendance and participation being determined by the conditions of membership applicable to the category of membership or any special conditions as determined by the **National Committee of Members**;
- 5.3.1.3 **Members** may request information in writing related to the operations and management of the **Institute**. Such request shall give full reasons for the request and the purpose for which the information is required. The information, where provided, is to be treated as confidential and may not be divulged without the consent of the **National Committee of Members**;
- 5.3.1.4 **Members** may be provided, at the discretion of the **National Committee of Members**, with assistance in matters as provided for in the **Constitution**;
- 5.3.1.5 Membership of the **Institute** shall not confer upon any **Member** any right whatsoever to a share in any assets belonging to the **Institute**;
- 5.3.1.6 Where membership of the **Institute** is terminated or suspended for whatever reason, the **Member** shall forfeit all rights and privileges of membership including, but not limited to, the use of letters of designation and / or use of material that may imply membership of the **Institute**, etc.

5.3.2 RESPONSIBILITIES OF MEMBERS

- 5.3.2.1 **Members** shall notify the **Ex-Officio: Administration and Registration Officer** timeously of any change of personal and / or professional status, professional registration and contact information in a format as prescribed in the relevant regulation;
- 5.3.2.2 **Members** are responsible for ensuring that all prescribed fees, fines and / or levies are paid, and that such are paid within the time specified;
- 5.3.2.3 **Members** shall subscribe to and adhere to the regulation regarding the Code of **Conduct** of the **Institute** published in the relevant **Regulation**;
- 5.3.2.4 **Members** shall not use falsely, or permit the use or misuse of the assigned designation and / or membership number provided by the **Institute**, nor use or permit the use / misuse thereof in any manner to bring the **Institute** into disrepute;
- 5.3.2.5 **Members** have a responsibility to partake in the affairs, activities, benefits, management, courses, meetings and forums of the **Institute** at chapter, regional and national level.

5.3.3 LIABILITY OF MEMBERS

- 5.3.3.1 The liability of each **Member** is limited to the amount of any subscription, fine, levy or other debt owed by him to the **Institute**;
- 5.3.3.2 A **Member** of the **Institute** or participant of a branch or chapter shall not be liable for any of the obligations and liabilities of the **Institute** solely by virtue of their status as a **Member** of the **Institute**;
- 5.3.3.3 A **Member** shall not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the **Member** is performing functions for or on behalf of the **Institute** in terms of the **Constitution** and related **Regulations**.

5.4 RESIGNATION, SUSPENSION AND EXPULSION FROM MEMBERSHIP

5.4.1 RESIGNATION

- 5.4.1.1 Any application for resignation shall be directed to and considered by the **Ex-Officio: Administration and Registration Officer** in terms of the **Regulation** and not unduly be withheld;
- 5.4.1.2 Such application for resignation shall be done as per the provisions of the relevant **Regulation**;
- 5.4.1.2 Where a **Member** is the subject of disciplinary action by the **National Committee of Members**, the application for resignation shall not be considered by the **Ex-Officio: Administration and Registration Officer** from the time the action against the **Member** is started until the final decision is made by the **National Committee of Members**;
- 5.4.1.3 Re-application for membership shall be considered as for new applications with due consideration given to the reasons for resignation.

5.4.2 SUSPENSION

- 5.4.2.1 A **Member** that ceases to be in good standing with the **Institute** or is the subject of an investigation for the purpose of disciplinary action may be suspended as a **Member**;
- 5.4.2.2 The decision to suspend a **Member** as a **Member** of the **Institute** is at the discretion of the **National Committee of Members** and it may determine the period for such suspension and attach such conditions it deems necessary in respect of the suspension;
- 5.4.2.3 Where the period of suspension or conditions have not been specified, any application to resume membership shall be considered as for new applications with due consideration given to the reasons for suspension.

5.4.3 EXPULSION

5.4.3.1 The **National Committee of Members** shall have the power to take such action as it may consider necessary, including expulsion from membership, in the case of any **Member** whose continued membership would, in the opinion of the **National Committee of Members**, be contrary to the interests of the **Institute**;

5.4.3.2 The expulsion from membership of a **Member** of the **Institute** shall further be subject to the conditions and directives contained in the relevant **Regulation**.

5.5 DEATH

5.5.1 Upon the **Ex-Officio: Administration and Registration Officer** being notified in writing of the death of a **Member**, the **Institute's** records shall be amended accordingly.

6. MANAGEMENT AND STRUCTURE

6.1 EXECUTIVE COMMITTEE

6.1.1 The **Executive Committee** is composed of the members of the **Board of Directors**, the **President**, **Vice-President** and the **Ex-Officio: Administration and Registration Officer** and function as a sub-committee of the **National Committee of Members**;

6.1.2 The management of the affairs of the **Institute** shall be vested in the **Executive Committee** with full assistance of **The National Committee of Members**. The **Directors** accountability are as per the Companies Act (Act 71 of 2008) as amended

6.1.3 The **Executive Committee** shall report to the **National Committee of Members** and **Members** as directed in the relevant **Regulation**.

6.2 BOARD OF DIRECTORS

6.2.1 The **Board of Directors** is composed of the three (3) **Directors** with one **Director** elected by the **Directors** as the **Managing Director**. A minimum of (2) **Directors** must be full **Members** of the **Institute**.

6.3 NATIONAL COMMITTEE OF MEMBERS

6.3.1 The **National Committee of Members** is composed of
a) the **Regional Chairpersons**
b) any **Past President**
c) and co-opted **Members**

In their ex-officio capacity, **The Board of Directors** and the **Ex-Officio: Administration and Registration Officer** will automatically be members of the **National Committee of Members**.

6.3.2 The members of the **National Committee of Members** shall serve until their successors (if required) have been elected and have taken office. The **National Committee of Members** shall consider all matters set out in this **Constitution** and current **Regulations** and take such action, as it deems appropriate and consistent therewith;

6.3.3 The number of **Members** on the **National Committee of Members** shall not exceed the allocation set out below:

- With voting rights:
 - **Directors** (3 **Full Members**)
 - Regional Committee Chairmen (9 **Full Members** as elected by Regions)
 - A Past President (1 **Full Member**)
 - Co-opted **Members** (2 **Full Members**)

- Without voting rights:
 - Co-opted Advisors (2 **Full Members**)

6.4 ELECTION OF BOARD OF DIRECTORS AND MEMBERS OF THE NATIONAL COMMITTEE

- 6.4.1 The **Directors** shall, immediately following their election and acceptance thereof, or at any time when a new **Director** is appointed to replace an existing **Director**, elect from themselves a **Managing Director**.
- 6.4.2 If a position of a **Director** become vacant due to death, resignation or through action taken by the **National Committee of Members**, the election for the replacement of such **Director** or **Directors** of the **Board of Directors**, shall be done by the members of the **National Committee of Members** at the first meeting of the **National Committee of Members** after such vacancy has occurred.
- 6.4.3 Members of the **National Committee of Members** representing the **Regions**, all of who shall be **Members** (Full, Senior or Honorary Life **Members**), shall be elected by the **Regions** as per the applicable **Regulation**; or co-opted by the members of the **National Committee of Members**.
- 6.4.4 The **National Committee of Members** may co-opt any **Full Member**, if the need is there for such co-option, at any meeting of **The National Committee of Members**.
- 6.4.5 The **National Committee of Members** shall elect from amongst the regional representatives on the **National Committee of Members**, a **President** and a **Vice-President** at the first meeting or after the start of a new term.
- 6.4.6 The **National Committee of Members** shall nominate and elect a **Past President** to serve on the **National Committee of Members** at the first **National Committee of Members** meeting of the term;

6.5 TERM OF OFFICE OF THE BOARD OF DIRECTORS, THE NATIONAL COMMITTEE OF MEMBERS, PRESIDENT AND VICE-PRESIDENT

- 6.5.1 **Directors** will serve the Institute as a **Director** until
- a) Death;
 - b) Resignation;
 - c) Order to vacate position by the **National Committee of Members** due to action taken against the **Director** as per the provisions of the Companies Act.
- 6.5.2 **National Committee of Members'** members shall serve a **term** of two years of office and on expiry of their **term** of office shall be eligible for nomination and election for a further **term**.
- 6.5.3 Co-opted members of the **National Committee of Members** shall serve on the **National Committee of Members** for a period as determined by the **National Committee of Members**, but not exceeding a **term** of the **National Committee of Members**;
- 6.5.4 The **President** and **Vice-President** shall serve a **term** of two years of office and on expiry of their **term** of office shall be eligible for nomination and election for a further **term**.
- 6.5.5 The **term** of the **National Committee of Members** shall start on 01 January and ends at 31 January two (2) years later.

6.6 FUNCTIONS OF OFFICE BEARERS

- 6.6.1 MANAGING DIRECTOR
- 6.6.1.1 Co-ordinate and monitor the functioning of the **Institute**, appointed Committees and Sub-Committees and Regional structures;
 - 6.6.1.2 Chair **Executive Committee** meetings;

- 6.6.1.3 Attend **Executive Committee, National Committee of Members** meetings and general meetings;
- 6.6.1.4 Act as the main spokesperson for the **Institute**;
- 6.6.1.5 Sign documentation on behalf of the **Institute**;
- 6.6.1.6 Responsible for the management and proper recording keeping of the financial affairs of the **Institute** in line with acceptable accounting practices;
- 6.6.1.7 Responsible for budget reporting at **National Committee of Members** meetings and Annual General Meetings;
- 6.6.1.8 Assist the auditor in the preparation of the annual financial statement for presentation at the annual general meeting;
- 6.6.1.9 Recording the proceedings of **National Committee**, Annual General and Special General Meetings, and the preparation and despatch of the related minutes to **Members** as appropriate;
- 6.6.1.10 Preparation and despatch of all outgoing correspondence including, amongst other things, notices and **Regulations**;
- 6.6.1.11 Responsible for the effective maintenance of the **Institute** records, other than financial records, including, amongst other things, the original master copies of the **Constitution, Regulations**, minutes of meetings, etc.;
- 6.6.1.12 Responsible for the effective maintenance of the **Institute** website and other information technology-based operations;
- 6.6.1.13 Any other tasks assigned by the **National Committee of Members** and accepted by him.

6.6.2 DIRECTOR:

- 6.6.2.1 Attend **Executive Committee, National Committee of Members** meetings and general meetings;
- 6.6.2.2 When required, deputise for the **Managing Director** in the latter's absence;
- 6.6.2.3 Sign documentation on behalf of the **Institute** and the **National Committee of Members**;
- 6.6.2.4 Assist the Ex-Officio: Administration and Registration Officer of the **Executive Committee** regarding the registration of **Members**;

6.6.2.5 Any other tasks assigned by the **National Committee of Members** and accepted by him.

6.6.3 EX-OFFICIO: ADMINISTRATION AND REGISTRATION OFFICER OF THE EXECUTIVE COMMITTEE

(Note: This position is filled by a salaried individual employed by the **Institute**)

6.6.3.1 Attend **Executive Committee, National Committee of Members** meetings and general meetings;

6.6.3.2 Sign relevant documentation on behalf of the **Institute**;

6.6.3.3 Process applications related to the **Institute** Membership as contained in the **Constitution** and **Regulations** dealing with Membership;

6.6.3.4 Responsible for the effective maintenance of records related to Membership of the **Institute**;

6.6.3.5 Responsible for the day-to-day running of the **Institute**;

6.6.3.6 Responsible for labour relations of the **Institute**;

6.6.3.7 Report on all administrative and financial affairs to the **Managing Director**.

6.6.3.8 Any other tasks assigned by the **National Committee of Members** and / or the **Board of Directors**.

6.6.4 NATIONAL COMMITTEE OF MEMBERS

6.6.4.1 Attend **National Committee of Members** meetings and general meetings;

6.6.4.2 Participate in and assist with the general affairs of the **Institute** in whatever responsibility that may be allocated to them by **Regulations** and the **National Committee of Members**.

6.6.5 PRESIDENT

6.6.5.1 Chair **National Committee of Members** meetings, annual general meeting and special general meetings;

6.6.5.2 Attend **Executive Committee, National Committee of Members** meetings and general meetings;

6.6.5.3 Act as spokesperson for the **Institute**.

6.6.6 VICE PRESIDENT

6.6.6.1 Attend Executive Committee, National Committee of Members meetings and general meetings;

6.6.6.2 When required, deputise for the **President** in the latter's absence;

6.6.2.2 Act as spokesperson for the Institute.

6.7 CONFIDENTIALITY AND USER AGREEMENTS

6.7.1 Prior to taking up office all **Directors, Executive Committee** members and members of the **National Committee of Members** shall sign a **non-disclosure agreement** and any IT, software and/or equipment user agreements where the use of such is consequential to fulfilment of their respective responsibilities.

6.7.2 Prior to taking up employment all salaried staff and / or temporary staff shall sign a **non-disclosure agreement** and any IT, software and/or equipment user agreements where the use of such is consequential to fulfilment of their respective responsibilities.

7. REGULATIONS, POLICIES AND CODE OF CONDUCT

7.1 In order to affect the requirements of the **Constitution** of the **Institute**, the **National Committee of Members** shall draft appropriate **Regulations** that will include Policies and a **Code of Conduct**;

7.2 Such **Regulations** may be amended by majority vote of members of the **National Committee**, where deemed necessary, to ensure the continued and effective management and administration of the **Institute** and relevance of the **Code of Conduct**;

- 7.3 Policy and **Regulations** that do not facilitate the objectives of the **Institute's Constitution** shall be deemed void and unenforceable;
- 7.4 **Members** shall be provided with a copy of each new or amended **Regulation**, including the **Code of Conduct**, adopted by the **National Committee**, which shall be despatched within twenty-one (21) days of adoption by electronic means to **Members**. A copy of the **Constitution** and **Regulations** must also be published on the **Institute's** website;
- 7.5 Non-receipt of a **Regulation** or **Code of Conduct** document by a **Member**, shall not invalidate the **Regulation** or **Code of Conduct**.

8. MEETINGS, COMMITTEES AND CHAPTERS

8.1 MEETINGS

8.1.1 GENERAL MEETINGS

- 8.1.1.1 The **National Committee of Members** shall convene such meetings and / or committees as necessary to ensure the effective management and administration of the **Institute**;
- 8.1.1.2 Decisions of committees shall be ratified by the **National Committee of Members** in order for such decisions to be those of the **Institute** and thereby binding on the **Institute**;
- 8.1.1.3 The rules, procedures and general requirements to be adhered to with respect to **National Committee of Members** meetings, appointed committees shall be in terms of the relevant **Regulations**.

8.1.2 ANNUAL GENERAL MEETINGS

- 8.1.2.1 An Annual General Meeting shall be convened within the first semester of each year;

8.1.2.2 Notice, venue, chairman, attendance, quorum and rules of procedure including motions, resolutions, voting and minutes shall be subject to the relevant **Regulations**.

8.1.3 SPECIAL GENERAL MEETINGS

8.1.3.1 A Special General Meeting of **Members** may be convened at any time by the **National Committee of Members** for the consideration of a specific matter;

8.1.3.2 A Special General Meeting of **Members** may be convened at any time on request by any **Full Member** with at least ten (10) other **Full Members** signed confirmation;

8.1.3.3 Notice, venue, chairman, attendance, quorum and rules of procedure including motions, resolutions, voting and minutes shall be subject to the relevant **Regulations**.

8.2 COMMITTEES AND CHAPTERS

8.2.1 COMMITTEES OF THE NATIONAL COMMITTEE

8.2.1.1 The **National Committee of Members** may convene committees of three or more **Members** from time to time to deal with any affairs of the **Institute**. At least one (1) member of each committee shall be a **Director** and the **National Committee of Members** shall officially ratify all decisions of each committee before such can be construed as official **Institute** policy or **Regulation** or as the case may be;

8.2.1.2 The rules, procedures and general requirements to be adhered to with respect to such committee meetings shall be in terms of the relevant **Regulations**.

8.2.2 REGIONAL COMMITTEES AND CHAPTERS

8.2.2.1 Regional committees and local chapters may be established by the **Institute Members** subject to approval of the **National Committee of Members**;

8.2.2.2 Structure, **officers** and election of **officers, terms** of office, chairmen, responsibilities and meetings shall be subject to the relevant **Regulations**;

8.1.2.3 The rules, procedures and general requirements to be adhered to with respect to regional and chapter committee meetings shall be in terms of the relevant **Regulations**.

9. FINANCIAL, ASSETS AND ADMINISTRATION

9.1 The objectives of the **Institute** together with the management and administration thereof shall be financed through Membership fees, reimbursements for use of the **Institute** facilities, purchase of **Institute** merchandise, attendance of the **Institute** functions and workshops, levies, fines, contributions, sponsorships and fund-raising activities;

9.2 Funds, apart from investments, shall be deposited into a bank account in the name of the **Institute**;

9.3 All banking accounts in the name of the **Institute** shall at all times reflect the current authorisation names and signatures of the **Directors** and other signatories as per this Constitution;

9.4 All funds, fixed property and assets of the **Institute** shall be vested in the **Board of Directors** for the time being in trust for the **Institute**;

9.5 True accounts shall be kept of all moneys received and / or expended by the **Institute** and of the assets and liabilities of the **Institute**;

9.6 The **Managing Director** shall administer the funds of the **Institute** in accordance with the directions of the **Nation Committee of Members**, as set out in **Institute Regulations**, to which he shall be responsible and accountable, and in accordance with accepted accounting practices;

- 9.7 The controls attached to the operation of the banking accounts of the **Institute** shall be as set out in relevant **Regulations**;
- 9.8 The **Institute** may carry on any profit-making activities in line with the provisions of the Companies Act (Act 71 of 2008) as amended, if assets and income are not distributed to the **Directors** or **Members** of the **Institute**. This will include Continuing Professional Development activities, **peer reviews** and learned opinions as required by **Members**, statutory bodies and the public.
- 9.9 The **Institute** may not participate in any business, profession or occupation carried on by any of its **Members** except for the provision of CPD activities and others as mentioned in 9.8.
- 9.10 The **Institute** may not provide any financial assistance, premises, continuous services, or facilities to its **Members** for the purpose of carrying on any business, profession or occupation by them.
- 9.11 The **Institute** shall maintain, at the discretion of the **Board of Directors**, affordable insurance cover to insure against loss of material items by any means, malfeasance on the part of **Members** and the cost of any legal proceedings and the consequences thereof, instituted against the **Institute** or against its **Directors** or **Members** acting on its behalf;
- 9.12 The **Board of Directors** shall appoint on behalf of the **Institute** a staff member to fulfil the tasks of **Ex-Officio: Administration and Registration Officer**;
- 9.13 To assist the **Board of Directors** and to provide the **Institute** Membership and the general public with a physical representative, the **Board of Directors** may on behalf of the **Institute**, in terms with the budgetary requirements, appoint additional office staff and voluntary assistants to assist the **Ex-Officio: Administration and Registration Officer** and to ensure the effective daily operation of the office of the **Institute**;
- 9.14 Persons employed by the **Board of Directors** on behalf of the **Institute** may be on a casual or permanent basis. The nature of the contract being such deemed most appropriate by the **Board of Directors**;

9.15 Appointees shall report to and be the responsibility of **Managing Director**.

10. CONSTITUTIONAL AMENDMENTS

10.1 This **Constitution** may only be amended after a motion of amendment is presented at a Special General Meeting convened specifically for such purpose or at an Annual General Meeting;

10.2 Motions to amend the **Constitution** shall be in writing and directed to the **Managing Director** of the **Institute**;

10.3 Where a motion to amend this **Constitution** is received prior to a required Annual General Meeting, or is received in respect of a notice of an Annual General Meeting, such motion will be presented at that Annual General Meeting to be set, or for which notification was received, however any proposed amendment arising there from must be proposed as a motion of amendment at a Special General Meeting to be set, or for which notification was received;

10.4 A proposed motion to amend this **Constitution**, with or without any amendment shall be presented to the **Members** at the **meeting**, in person by the proposer or in the case of the **Board of Directors**, by a delegated **Director**;

10.5 Voting on the proposal to amend this **Constitution** may take place at the meeting, and/or be by means of post or electronic email, facsimile, or SMS/texting. The method of voting to be used shall be made known to the **Members** prior to presentation of the proposal;

10.6 Voting to adopt or reject a proposed amendment to this **Constitution** shall be based on a two thirds majority of all **Full Members'** votes cast.

11. TRUSTEE

11.1 In the event that a **Board of Directors** cannot be constituted, a trustee shall be appointed by the **National Committee**;

11.2 The Trustee shall convene and hold a Special General Meeting to elect a **Board of Directors**. The trustee may appoint a maximum of four (4) **Members** to assist in the discharge of any of the duties involved;

11.3 Should a **Board of Directors** not be convened at the Special General Meeting called for this purpose, then a resolution to dissolve the **Institute** shall be automatically effected without the need for a vote on the matter;

11.4 The dissolution of the **Institute** shall be effected in terms of this **Constitution**.

12. DISSOLUTION

12.1 The **Institute** may be dissolved by a resolution of a Special General Meeting on the same basis as for an amendment to this **Constitution** and taking into consideration Article 80 and 82 of the Companies Act (Act 71 of 2008) as amended;

12.2 The **Institute** shall be automatically dissolved at a Special General Meeting convened by the Trustee, where such meeting failed to form a **Board of Directors**;

12.3 A resolution to dissolve shall be immediately followed at the same meeting by a resolution prescribing the terms of winding up the affairs of the **Institute** according to the Companies Act (Act 71 of 2008) as amended;

12.4 The resolution prescribing the terms of winding up the affairs of the **Institute** shall be adopted on a simple majority of votes of the **Members** present and entitled to vote;

12.5 The dissolution of the **Institute** shall include the **Institute** and any related sub-structures thereof;

12.6 The **Institute** shall be obliged, upon its dissolution, winding-up or liquidation, to give or transfer its assets remaining after the satisfaction of its liabilities, to some other Institute, society or association with objectives like those of the **Institute**.

13. TRANSITIONAL ARRANGEMENTS

- 13.1 To allow for transition after the adoption of the 2020 Constitution, the members of the National Committee in place prior to the adoption of the 2020 Constitution, will remain in their respective positions as members of **The National Committee of Members** until the transition term period ends at 31 December 2021.
- 13.2 The **National Committee of Members** shall meet directly after the adoption of the 2020 Constitution to elect for the transitional term a **President** and a **Vice-President**.

