

THE INSURANCE INSTITUTE OF GAUTENG

CONSTITUTION

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**THIS IS THE ORIGINAL CONSTITUTION AS CONSIDERED,
 ACCEPTED AND RATIFIED AS THE CONSTITUTION OF
 THE INSURANCE INSTITUTE OF GAUTENG
 AT AN ANNUAL GENERAL MEETING
 OF THE INSTITUTE
 HELD ON THIS, THE 21st OF FEBRUARY 2016
 AT JOHANNESBURG, GAUTENG.**

Signed

.....
President :

.....
Deputy President :

.....
Witness 1 :

.....
Witness 2 :

CONSTITUTION OF THE INSURANCE INSTITUTE OF GAUTENG

(Duly adopted as such by the members thereof at an Annual General Meeting held at Johannesburg, Gauteng on 21st February 2016.)

1. CONSTITUTION, NAME AND CORPORATE PERSONALITY

- 1.1. This is the Constitution of the body known as “The Insurance Institute of Gauteng” (hereinafter referred to as “The Institute”)
- 1.2. The Constitution of the Institute shall be altered only by a resolution of which at least thirty day’s notice shall have been given and which shall have been passed by two thirds of the members present and entitled to vote at an Annual General Meeting or Special General Meeting.
- 1.3. The Insurance Institute of Gauteng is a voluntary Association having a corporate identity separate from that of its members and is entitled to own property, whether movable or immovable or otherwise and is entitled to sue or to be sued in its own name and, notwithstanding any change in the composition of its Members from time to time, shall have perpetual succession. All property held by the Institute shall be its exclusive property ,and no Member shall have any claim thereto, nor shall any Member make any profit out of his membership, except as in the case of remuneration for services rendered to the Institute.
- 1.4. The Institute shall not carry on any trade or business or engage in any transaction with a view to pecuniary gain or profit of individual members.

2. DEFINITIONS AND ABBREVIATIONS USED

- 2.1. For the purpose of this Constitution, the following words and expressions shall have the following meanings unless the subject or context indicates otherwise.
 - 2.1.1. ‘**Address**’ means physical or electronic address, at the discretion of The Institute depending upon information available to The Institute;
 - 2.1.2. ‘**BYE-laws**’ means the Bye-law of the Institute for the time being;
 - 2.1.3. ‘**Council**’ means the Council for the time being of the Institute as constituted pursuant to the provisions of the Constitution and the Bye-laws;

- 2.1.4. **‘Discipline in the insurance industry’** means an accepted and distinct branch of insurance with clearly defined tasks or types of insurance;
- 2.1.5. **‘Fellow’** and **‘Associate’** means a person accorded such formal recognition and so elected by the IISA;
- 2.1.6. **‘Financial Year’** means the financial year of the institute and shall run from 01 January until 31 December of each year ;
- 2.1.7. **‘General Meeting’** means and includes the Annual General Meeting and Special General Meetings of the Institute;
- 2.1.8. **‘Institute’** means the Insurance Institute of Gauteng;
- 2.1.9. **‘In writing’** means written, printed, typed or electronically produced and sent or produced by any other substitute for writing or partly one and partly another;
- 2.1.10. **‘Local Institute’** means a Local Institute having jurisdiction in a designated geographical area, to be determined from time to time;
- 2.1.11. **‘Members’** means members of the Institute, as determined by the Constitution or Bye-laws;
- 2.1.12. **‘Month’** means a calendar month;
- 2.1.13. **‘Resolution’** means a resolution submitted to a General Meeting which is not a special resolution and which is required to be passed by a simple majority only of the Member present and voting thereon or, in the case of a poll, of the Member voting in the poll;
- 2.1.14. **‘Senior Member’** means a person elected as a Fellow or Associate by the IISA and entitled to use such designatory titles from time to time;
- 2.1.15. **‘Special Business’** means business to be conducted at an Annual General Meeting;
- 2.1.16. **‘Special Resolution’** means a resolution submitted to a General Meeting convened with notice of such resolution, which is required to be passed by a vote of not less than two thirds of the Members present and voting thereon or, in the case of a poll, by not less than two thirds of the Members voting on the poll, or by such other number of votes (being greater than a simple majority) as may be specified in the Constitution;
- 2.1.17. **‘Year-end’** means the end of the financial year of the Institution and shall be 31 December of each year.

3. INTERPRETATIONS

- 3.1. The headings to the clauses of this Constitution are for descriptive purposes only and shall not be used in the interpretation hereof.
- 3.2. Unless the context indicates a contrasting intention,
 - 3.2.1. the singular shall include the plural and vice versa;
 - 3.2.2. the masculine includes the feminine and vice versa.
 - 3.2.3. (In this constitution the masculine form of words has been used. This has been done purely for convenience and carries no implications or connection with regard to gender whatsoever).

4. HEADQUARTERS

- 4.1. The Headquarters of the Institution shall be in the Johannesburg area, Republic of South Africa, and shall remain at that place until the Council shall decide that the Headquarters shall be moved to another place.

5. AREA OF JURISDICTION OF THE INSTITUTE

- 5.1. The geographical area of jurisdiction of the Institute shall be Central Gauteng.

6. OBJECTS OF THE INSTITUTE

6.1. Main Object :-

- 6.1.1. To act principally and solely as a central, independent organization, for the promotion of efficiency, progress, welfare, knowledge, educational excellence and general development amongst all its members and all persons engaged or employed in the insurance industry, as a networking platform, and supporting professional standards and pursuing social issues in the Insurance Industry and achieving an image and reputation of excellence.

6.2. Ancillary Objects :-

- 6.2.1. To purchase, rent, lease, hold and dispose of any land, building or other property, movable or immovable, for the sole advancement of the objects of the Institute;
- 6.2.2. To borrow or raise money in such manner as the Institute shall think fit for the sole benefit of The Institute, and in particular by overdraft from bankers, and to secure the repayment of any money borrowed, raised or owing with interest thereon, by mortgage, charge or lien upon the whole or part of the Institute's property or assets, whether present or future, and also by a similar mortgage charge or lien to serve and

guarantee the performance by the Institute of any obligation or liability the Institute may undertake.

- 6.2.3 To promote and facilitate the study or research of any subjects, issues or intellectual material having a bearing on any branch of insurance, and to support persons engaged in the furtherance of their knowledge or qualifications.
- 6.2.4 To publish a journal or newsletter and any other matter deemed desirable by the Council of the Institute.
- 6.2.5 To form a library for the use of Members of the Institute and others.
- 6.2.6 To collect and form a body of expert opinion on the law and practice relating to all things connected with insurance.
- 6.2.7 To provide information and advice regarding employment in insurance for Members and others.
- 6.2.8 To offer money or other prizes and awards on the results of examinations and for essays or research in any subject bearing on insurance.
- 6.2.9 To exercise control, supervision and guidance in respect of the conduct of the Members.
- 6.2.10 To promote personal and friendly communication between Members of the Institute and between members of other institutes and the industry – socially, intellectually and professionally.
- 6.2.11 To seek to improve the professional status of Fellows, Associates and suitably qualified persons and to promote the interests, welfare and advancement of the Members in general.
- 6.2.12 To collaborate or associate with such other insurance Institutes, including the Insurance Institute of S.A., or other bodies as may in the opinion of the Council be deemed beneficial to the interests of the Institute.
- 6.2.13 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them, including the furtherance of its social responsibility and providing for and the awarding of financial educational bursaries and the support of charitable organizations and causes, approved by the Council.
- 6.2.14 The income and property of the Institute whence so ever derived shall be applied solely towards the promotion of the objects of the Institute and the Institute shall not engage in any transaction with a view to the personal pecuniary gain or profit of its members. No member shall make a profit out of his membership except in the case of and as a salaried officer of the Institute.

7. POWERS OF THE INSTITUTE TO CARRY OUT ITS OBJECTS

- 7.1. The Institute shall have all such powers and authorities as shall be necessary or desirable or conducive to achieving any and all of the objects of the Institute. These powers and authorities shall be exercised by the Council and/or by any duly constituted sub-committee in accordance with and subject to the provisions of the Constitution. Without

in any way limiting the generality of the foregoing, the powers and authorities of the Institute shall include those set out in the sub-clauses below:

- 7.1.1. To acquire by purchase, exchange, hire, sub-lease, donation or otherwise movable and/or immovable property of any kind.
- 7.1.2. To sell, let, mortgage, dispose of, give in exchange, turn to account or otherwise deal with all or any part of the property or rights of the Institute.
- 7.1.3. To enter into contracts of any kind necessary to carry out, give effect to or secure the objects of the Institute.
- 7.1.4. From time to time, in accordance with sound business and financial principles to invest the funds of the Institute in such property or assets or other prudent investments as may be deemed advisable from time to time.
- 7.1.5. To appoint, elect, employ, suspend or dismiss and remunerate employees, professional assistants and experts with such functions, tenure and terms of office as may be prescribed by or pursuant to the Constitution or Bye-laws.
- 7.1.6. to establish and contribute to a person, annuity, medical and/or other fund for the benefit of its employees and/or the dependants of such employees in accordance with the rules of such fund.
- 7.1.7. To, arrange pension and medical aid schemes for the benefit of and grant pensions, allowance, gratuities and bonuses to employees or ex-employees of the Institute, or the dependants of such persons and to support or subscribe or make donations to any charities or other institutions, clubs, societies and funds with similar objectives.
- 7.1.8. To regulate relations between its Members, and between its Members and the Institute and other Institutes and the industry, socially, intellectually and professionally and to enter into any agreement or arrangement leading to the provision of services or goods on beneficial terms to Members or their families.
- 7.1.9. To invite the patronage of any person or persons as it may consider advisable.
- 7.1.10. To insure against loses, damage, risk and liability of any kind.
- 7.1.11. To make payments and to draw, make, accept, endorse, execute, negotiate and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- 7.1.12. To institute, conduct, defend, compound or abandon any legal proceedings by and against the Institute or its officers or otherwise concerning the affairs of the Institute, or action of its Members, and also compound and allow time for payment or satisfaction of any debts due or any claims or demands made by or against the Institute.

- 7.1.13. To raise money whether by subscription, levy, or donation from its Members or from any other source, and recover by legal process monies due by members or ex-members, associations or organizations.
- 7.1.14. To spend or otherwise apply monies to the advancement, development and promotion of the Institute or its members professionally, intellectually or socially through Seminars, Conferences, Educational Forums or any other appropriate means determined by the Institute.
- 7.1.15. To contribute or subscribe to bodies with aims similar to the aims of the Institute, and to invest monies upon such security and in such manner as it may from time to time determine.
- 7.1.16. To borrow and guarantee or otherwise secure the repayment of money in such manner and in such terms as it may think fit.
- 7.1.17. To make and pass rules, by-laws, or regulations and to add to, repeal or alter such rules bye-laws or regulations, with or without penalties for the carrying out, administration and implementation of the Constitution, and the attainment of the objects of the Institute.
- 7.1.18. To impose disciplinary measures on its Members or former Members arising out of or connected with any contravention or breach of the provisions of this Constitution or any rule, bye-law or regulation passed by the Council and recover by legal action or otherwise, penalties or compulsory contributions or damages from its Members or former Members. Without in any way limiting the generality of the afore-going, the Institute shall have the power to suspend or ban any Member.
- 7.1.19. To take all such action as may be required or necessary to enforce fully and effectively all obligations of whatsoever nature and howsoever arising which may be owed to the Institute by its Members, former Members or any other persons or body.
- 7.1.20. To affiliate to, associate, merge or collaborate with such other insurance institutes including the Insurance Institute of S.A. or other bodies as may in the opinion of the Council be deemed beneficial to the interests of the Institute.
- 7.1.21. All such public benefit activities shall be carried on in a non-profit manner with an altruistic or philanthropic intent and with the object of utilizing all funds generated for the furtherance of the aims of the Institute and no member shall make a profit out of his membership except in the case of and as a salaried officer of the Institute.

8. MEMBERSHIP AND TERMINATION OF MEMBERSHIP

- 8.1. The Institute shall consist of such classes of membership as provided in this Constitution and in the Bye-laws, who shall have such rights, privileges and obligations as the

Constitution and Bye-laws shall direct.

8.2. Classes of Members

8.2.1. Members

8.2.1.1. Members who have paid the determined Membership subscription and comply with the provisions of the Constitution and Bye-laws.

8.2.2. Honorary Members of the Institute

8.2.2.1. Honorary Members shall be Past Presidents of the Institute and those Members of the Institute who have had 40 years of service confirmed in writing to the Institute, and upon whom the Council has determined to confer Honorary Life Membership as a 40 year Service Award and those persons whom the Council may elect as such at an Annual General Meeting of which 21 days' notice or at a Special General Meeting of which 14 clear days notice in writing shall been given to each Member of Council with the names of persons to be elected. Such Honorary Members shall be entitled to the ordinary privileges of membership.

8.3. Conditions of Membership

8.3.1. Members shall be such persons wholly or mainly engaged or employed in work connected with the insurance industry whom the Council may see fit to admit upon payment of such subscription as the Council may from time to time determine .The Council may in its discretion allow a person who has ceased to be engaged or employed in insurance to retain his membership or, if such membership has lapsed, to revive it.

8.4. Rights of Members

8.4.1. All Members of the Institute shall ,subject to any restrictions which may be imposed by the Constitution or the Bye-laws, be entitled to be present and vote at all General Meetings of the Institute and to take part in the discussion of business , and to such other rights as may be conferred upon them by the Constitution ,the Bye-laws and any regulations made thereunder. Members under 21 years of age and Honorary members of the Institute shall not be eligible for election to the Council or as an Officer, or appointment as a proxy for a member of the Council.

8.4.2. If any Member;

8.4.2.1. commits an act of bankruptcy or enters into any compromise with his creditors generally, or

8.4.2.2. becomes incapable by reason of mental disorder,

8.4.2.3. the Council may upon passing a resolution remove such Member's name from the records of Members. The Council may refer any such matter to a committee to report to the Council and make recommendations where appropriate;

8.4.2.4. is found to have breached or contravened the provisions of the Constitution or Bye-laws, fails or neglects to exercise his fiduciary duties at all times in upholding etiquette and decorum and pursuing the best interests of the Institute or acted in such a manner as to put the interests or reputation of the Institute at risk or has brought the Institute into disrepute or for any other valid reason, upon recommendation of the Disciplinary Committee.

8.5. Registers of Members

8.5.1. A register of their members and honorary members shall be kept by the institute. Such Register shall contain such particulars as the Council may determine.

8.6. Subscription and Fees

8.6.1. All Members shall subscribe to the Institute in accordance with the amount calculated on the basis decided by the Council.

8.6.2. Such subscriptions shall be deemed to be due and payable on the first day of the Institute Financial Year unless the Council determines otherwise and members shall be required to pay such subscriptions within three months of the date on which they are due. Such Members shall cease to be members if in default for a period of three months in payment of the subscription here before mentioned, unless the Council shall waive such default. Such Member shall nevertheless remain liable for any amount owing by himself unless the Council directs otherwise.

9. ANNUAL GENERAL MEETING

9.1. In every year a general meeting of the Institute shall be held at such time and place as may be appointed by the Council for the time being, not being later than six months after the close of the financial year. Such meeting shall be and is herein called the Annual General Meeting.

9.2. The Ordinary business of the Annual General Meeting shall be:-

9.2.1. To receive and consider the Annual Financial Statements, and the Report of the Auditors;

9.2.2. To receive and consider the other reports of the previous year's activities;

9.2.3. To elect, or to announce the results of the election of, the Council members in terms of Article 11.6 for the ensuing year;

- 9.2.4. To appoint Auditors;
 - 9.2.5. Any other matters considered by the Members to be relevant.
- 9.3. Notice of Annual General Meeting and Special Meeting
- 9.3.1. Twenty One (21) calendar days notice of the Annual General meeting and fourteen (14) clear day's notice of all Special Meetings shall be sent to Corporate supporters for their respective Institute members and the members of the Council, specifying the date, hour and place of meeting, and in the case of Special Business, the nature of such business.
 - 9.3.2. Any notice shall be served by the Institute, upon any Member by sending it to the Member's recorded address in South Africa.
 - 9.3.3. Any notice sent shall be deemed by the Institute to have been served at the expiration of ninety-six hours after the time of sending and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted.
 - 9.3.4. The accidental omission to give notice to a specific body or person shall not invalidate the proceedings at any meeting of which notice ought to have been given.
 - 9.3.5. A Member wishing to bring before the Annual General Meeting any Special Business shall give notice thereof in writing to the Secretary at least thirty (30) days in advance, and if so given, notice thereof shall be included in the notice convening the Annual General Meeting, provided that any such notice may be disregarded and excluded from the notice convening the Annual General Meeting unless the same be countersigned as approved by two members of the Council of the Institute.
- 9.4. Quorum at General Meetings
- 9.4.1. At every General Meeting a minimum number of ten (10) persons, being Members in terms of Article 8.2.1 shall form a quorum. If a quorum be not present within thirty minutes of the time appointed for the Meeting, the Meeting if convened upon requisition as aforesaid, shall be dissolved. In any other case it shall stand adjourned to the same day in the second succeeding week at the same time and place, and at such adjourned Meeting the Members present shall form a quorum.
- 9.5. Chairman at General Meetings
- 9.5.1. At every General Meeting the chair shall be taken by the President or, in his absence, by the Deputy President or Vice President, whom failing, a Chairman shall be elected from among the members of Council present or in the absence of all of them, from among the Members present.

9.6. Voting at General Meetings

9.6.1. Voting at General Meetings will be as follows;

9.6.1.1. At every General Meeting each member in terms of Articles 8.2.1 and 8.2.1 shall have one vote.

9.6.1.2. Voting shall in the first instance be on a show of hands and in the event of equality of votes, the Chairman shall have a casting vote in addition to his deliberative vote.

9.6.1.3. A poll can be demanded by a voting Member or his proxy, having been duly appointed in terms of Article 11.3, immediately after the declaration of the result of voting on a show of hands.

9.6.1.4. On a poll, Members entitled to vote in accordance with sub-Article 1.1 of this Article shall have the same number of votes as on a show of hands .The Chairman shall also have a casting vote, as provided in sub-Article1.2 of this Article. The Chairman shall regulate the procedure to be adopted for a poll.

9.6.1.5. Except as otherwise provided, a simple majority of votes cast shall be necessary to carry a resolution at any General Meetings of the Institute and the total of votes cast must be at least equal to the number necessary to form a quorum at that particular Meeting.

9.6.2. A Member shall be entitled to appoint another Member as his proxy to attend and vote on his behalf at all General Meetings

9.6.3. No person shall be entitled to vote as proxy unless notice of his appointment has been lodged with the Secretary of the Institute, not less than two working days before the time appointed for the holding of the Meeting.

9.7. Adjournment of Meetings

9.7.1. The Chairman of any General, Special or Council Meeting may, with the consent of the Meeting adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjourned took place. No notice need be given of an adjourned Meeting unless it be so directed in the resolution for adjournment.

9.8. Books, Certificates and Forms

9.8.1. Minutes shall be kept in proper books of all resolutions and proceedings of General Meetings of the Institute, Meetings of the Council and of Meetings of Committees; and every minute signed by the Chairman of the Meeting to which it relates, or by the Chairman of the subsequent Meeting, shall be sufficient

evidence of the facts therein stated, and such records shall be retained by the Institute for a period of at least seven (7) years.

9.9. Honorary Treasurer

9.9.1. It shall be the duty of the Honorary Treasurer to keep, or cause to be kept, a proper account of the receipts and expenditure of the Institute, and of all the matters in respect of which such receipts and expenditure take place, and of the property, assets and liabilities of the Institute ,and shall produce up- to-date accounting records ,when required by the Council.

10. SPECIAL GENERAL MEETINGS

10.1. The Council may, whenever it deems fit, and shall within twenty-one days after the receipt of a requisition in writing signed by or on behalf of not less then ten Members, being Members of the Institute, convene a Special Meeting of the Institute.

10.2. All business transacted at a Special Meeting shall be deemed to be Special Business.

11. COUNCIL

11.1. There shall be a Council of the Institute of such officers and Members, the number of whom required shall be determined by the existing Council prior to the election of such Member or Members, with such qualification, and to be elected in such a manner, and to hold office for such period and on such terms as to re-election and otherwise as the Constitution and the Bye-laws shall prescribe. The Council may act notwithstanding that by reason of any unforeseen vacancy its structure may temporarily not comply with the Constitution and or the Bye-laws, which situation shall be rectified as expeditiously as possible by the Council.

11.2. No person other than the President of the Institute may be appointed as a proxy for more than one Member at the same time. The total number of proxies held by the President for any meeting shall not be allowed to exceed one-fifth of the total number of Members attending or represented by others or five (5) whichever is the lesser.

11.3. The elected Members referred to in Article 11.1 shall hold office from the close of the Annual General Meeting referred to in Article 9.1 until the close of the Annual General Meeting, not exceeding three (3) years from the date of the Annual General Meeting at which their election was initially confirmed.

11.4. A Past President shall be ex officio a member of the Council for two (2) years immediately following that in which he held the office of President.

11.5. Officers

11.5.1. A President, Deputy President, Vice President and Honorary Treasurer shall be elected annually. The President shall call a meeting of the Council in terms of

Article 11.12 to be held immediately subsequent to each Annual General Meeting to elect from among themselves a President, Deputy President and / or Vice President and Honorary Treasurer, who shall hold office for the ensuing year.

11.5.2. No person shall hold the office of President for more than two consecutive years, except that any period during which a person holds the office for part of a year following a vacancy as provided in Article 11.8 shall be ignored for the purpose of this Article.

11.6. Ex-officio Members

11.6.1. The Council may designate one or more offices to carry with it ex-officio membership of the Council and may by resolution revoke such designation. Such designation shall continue from year to year until revoked.

11.7. Co-opted Members

11.7.1. The Council at a Meeting may resolve to co-opt one or more Members of the Institute to be members of the Council, provided that at no time shall there be more than five co-opted members of the Council, and at the discretion of the Council, an additional Co-opted Member as Honorary Accountant who shall assist, advise and guide the Honorary Treasurer, when required. All of the aforementioned shall have no vote on the Council.

11.7.2. Co-opted members shall hold office from the date of their co-option until the close of the next succeeding Annual General Meeting and shall be eligible for re-appointment as co-opted members at the discretion of the majority of the members of Council.

11.7.3. Co-opted members shall not be elected at an Annual General Meeting or a Special General Meeting, but shall be co-opted by the Council at meetings of the Council.

11.7.4. Persons nominated for election to the Council at a General Meeting who are unsuccessful in obtaining election at such General Meeting, may be considered, together with other recommended and nominated persons, for co-option onto the Council in terms of Article 11.7.1 above.

11.8. Vacation of office

11.8.1. The offices of President, Deputy President, Vice President or Honorary Treasurer of the Institute shall be vacated in any of the events named in Sub-Articles 1 to 6 of Article 11.9 or in the event of removal by Special Resolution, and any vacancy in the said offices by death or otherwise, before the year of office has expired, may be filled by the Council, and such appointment should hold good until the close of the next succeeding Annual General Meetings.

11.9. Termination of Membership of Council

11.9.1. The office of a member of the Council shall be vacated:

11.9.1.1. If at any time he shall cease to be a member of the Institute;

11.9.1.2. If the Disciplinary Committee excludes him from membership or recommends similar action in terms of the Bye-laws , except if the Member should give notice of appeal in which case any action in terms of this Article is suspended until the appeal has been heard and a decision made, including any appeal to the Council. The notice of appeal will not prevent the Council from considering such other steps as they may think fit including action in terms of Sub-Article 11.9.7 below.

11.9.1.3. On the expiration of one month's notice in writing by such Member of his resignation as a Member in terms of Article 16.

11.9.1.4. On the expiration of one month's notice in writing by such Member resigning his office, or the earlier acceptance by the Council of such resignation;

11.9.1.5. If he becomes bankrupt, or suspends payment of his debts, or enters into an agreement of compromise with or makes an assignment of his property for the benefit of his creditors, or is sentenced to any period of imprisonment without the option of a fine;

11.9.1.6. If he is found incapable by reason of mental disorder;

11.9.1.7. If at a Meeting of the Council specially convened for the purpose, at which not less than two-thirds of the Members of the Council are present or represented a resolution is passed by a majority of not less than two-thirds of those present and voting, provided that not more than four such representations are in the form of proxies and that the President shall not hold more than two such proxies declaring that the office of such member is vacant.

11.10. Filling of Vacancies

11.10.1. Any vacancy in the Council resulting from a member of the Council elected in terms of Article 11.1 or a co-opted Member dying or vacating office during his term may be filled by the Council, by resolution passed by members of Council at a meeting of Council.

11.10.2. A member of the Council appointed under this Article shall hold office until the close of the next succeeding Annual General Meeting.

11.11. Power and Duties of the Council

11.11.1. The Council shall have such powers, duties and responsibilities as are herein defined and are not otherwise directed to be exercised by a General Meeting.

No member of the Council, as such, shall receive any remuneration.

- 11.11.2. It shall be the duty of the Council to control and direct the policy of the Institute and it shall be the final arbiter in all such matters as are reserved by the Constitution or by the by-laws for decision at a General Meeting.
- 11.11.3. The council, or the majority of the members thereof actually present and voting at any duly convened Meeting, shall have power from time to time to make such Bye-laws of the Institute as are consistent with these presents and which shall be requisite or convenient for the regulation, government and advantage of the Institute, its Members and property, and for the furtherance of the objects of the Institute, and from time to time to revoke, alter or amend any existing Bye-laws.
- 11.11.4. In particular and without prejudice to the generality of the foregoing, the Council shall:
 - 11.11.4.1. submit its Annual Report and the Financial Statements;
 - 11.11.4.2. present at each Annual General Meeting a report on the position of the Institute, financial and otherwise, and on the affairs and proceeding of the Institute during the preceding year;
 - 11.11.4.3. authorise borrowing by the way of mortgage, debenture or other long term borrowing and the payment of interest thereon on such terms and subject to such conditions as it shall from time to time determine;
 - 11.11.4.4. regulate its own proceedings;
 - 11.11.4.5. make such regulations as it may from time to time determine for the control of the conduct of the Members , provided that no such regulation shall be in contradiction of any provision contained in its Constitution or Bye-laws.
 - 11.11.4.6. appoint, upon such terms and conditions as it may deem fit, the full-time staff members of the Institute;
 - 11.11.4.7. make, revoke, add to, or amend Bye-laws pursuant to Article 7 of the Constitution;
 - 11.11.4.8. fix the subscriptions payable by Members;
 - 11.11.4.9. determine the offices which shall carry with them ex-officio membership of Council pursuant to Article 11.6.
 - 11.11.4.10. appoint such Committees, to be appointed by it as specifically referred to in the Constitution or Bye-laws , from time to time and on terms as it considers appropriate, to deal with any matters under its own control and to delegate to such Committees all or any of its

powers accordingly.

11.11.4.11. make, add to, amend or revoke from time to time regulations for the procedure and conduct of the business and affairs of and nomination and election of the Council and for such other purposes as are consistent with the Constitution and the Bye-laws.

11.12. Holding of Council Meetings

11.12.1. A Meeting of the Council may be called by order of the President, or in his absence the Deputy President or Vice President at the request in writing, addressed to the President, of any four members of the Council, at a time and place to be determined by the President or Deputy Presidents as the case may be.

11.13. Notice of the Council Meetings

11.13.1. Fourteen (14) clear day's notice of a Meeting of the Council, or seven clear day's notice in the case of emergency, shall be delivered or sent to each member of the Council and any registered proxy at his recorded address, and such notice shall, as far as practicable, contain a statement of the business to be transacted at such Meeting. It shall not be necessary to prove, in any case, that such notice has been delivered or sent but the same shall be taken as delivered or duly sent unless the contrary be shown; and the non-receipt of any notice by any member of Council or non-existence of any supposed emergency, shall not affect validity of the proceedings of any Meeting.

11.14. Quorum at Council Meetings

11.14.1. Half of the elected Members shall form a quorum. If a quorum be not present within thirty minutes of the time appointed for the Meeting, the Meeting shall stand adjourned to the same day in the second succeeding week at the same time and place, and at such adjourned Meeting the members present shall form a quorum. Without the consent of the President, no business shall be transacted at an adjourned Meeting which could not have been transacted at the Meeting of which notice was given.

11.15. Chairman at Council Meetings

11.15.1. At all Meetings of the Council the President shall be Chairman.

11.15.2. In the absence of the President, the Deputy President or the Vice President, if they be present, shall be Chairman or if none be present, a chairman shall be elected from among the members of Council present.

11.16. Voting at Council Meetings

11.16.1. Except where otherwise provided in the Constitution or the Bye-laws, at all Meetings of Council ,in the event of the difference of opinion, the vote of the majority shall prevail; and in case of equality of votes the Chairman shall have a

casting vote in addition to his deliberative vote.

12. COMMITTEES

- 12.1. The Council may appoint Committees, and delegate to them any of the powers of the Council, or assign to them such duties as may be agreed.
- 12.2. Any Committee, shall in the exercise of its powers conform to any instructions given by the appointing body, but shall in all other respects regulate its own procedure. The President, Deputy President, Vice President and the Honorary Treasurer shall be entitled to attend all meetings of such Committees, except those of the Disciplinary Committee and Appeal Committee. For all Institute Committees a quorum shall be one third of the total membership of the Committee or two members, whichever is the greater.
- 12.3. The powers and authority of each sub-committee shall be set out in the bye-laws provided that the Council may by resolution add to or subtract there from.
- 12.4. Any committee appointed by the Council, shall be entitled to receive the support of the Council and call upon the services and facilities of the Council within reason and at reasonable hours. Chairmen of committees appointed by the Council shall be entitled to use the stationery of the Institute including the letterheads, provided that any correspondence generated on such stationery shall at all times be copied to the Institute President for entry into the records of the Institute , provided such correspondence is solely in the execution of the Chairman's or Committee's duties.

13. DISCIPLINE

- 13.1. There shall be appointed in each year a Disciplinary Committee, consisting of not less than three members of the Council. The Disciplinary Committee shall be for the purpose of investigating questions which may arise under the Constitution and having regard to the qualifications, methods and terms of admission, privileges and obligations, including authority and liability to expulsion or suspension and of considering questions of professional practice generally and cases of alleged misconduct. The chairman of the Disciplinary Committee shall be appointed by the Members of the Disciplinary Committee from amongst its members. The three members appointed by the Council, shall form a quorum.
- 13.2. There shall be appointed in each year an Appeal Committee, consisting of not less than three members of the Council ,comprising the President, the Deputy President, the Vice President, and the immediate Past President for the purpose of hearing appeals from decisions of the Disciplinary Committee. The Chairman of the Appeal Committee shall be the President of the Institute. No members of the Disciplinary Committee shall be appointed to the Appeal Committee. At the request of either the appeal committee or the appellant, the Council shall appoint a person who is not necessarily a Member (and is independent of the appellant) to be co-opted by the Appeal Committee. Of the appeal committee two of the members appointed by the Council, shall form a quorum.

- 13.3. The Disciplinary Committee shall proceed with consideration of the applicant's case in the manner specified in the Bye-laws where are set down his rights with regard to notice, appearance, representation, translation, calling witnesses , cross-examining witnesses and appeal as are provided for a Member under the Bye-laws and if the Disciplinary Committee decides to impose a sanction, that applicant shall have such rights in regard to notice of the decision and appeal as are provided for a Member under the Bye-laws.

14. ACCOUNTS AND AUDIT

- 14.1. Once, at least, in every year the Institute's Financial Statements, made up to the end of the financial year, shall be duly certified by auditors as provided below. The Institute's Financial Statements shall be submitted by the Honorary Treasurer to the Council and when adopted by the Council shall be signed by any two of the President, Deputy President or Vice President.
- 14.2. The Auditors shall be appointed by the Annual General Meeting, which shall fix their remuneration as it thinks fit .The Auditors shall hold office from the close of the Annual General Meeting at which they were appointed until the close of the next Annual General Meeting.
- 14.3. Auditors shall be eligible for re-appointment. If any vacancy should occur between two Annual General Meetings, or if no Auditors be appointed as aforesaid, the Council may appoint Auditors for the vacancy and fix their remuneration as it shall think fit.

15. INDEMNITY OF OFFICERS

- 15.1. The members of the Council, Honorary Treasurer, President, Deputy and Vice Presidents and other officers shall be indemnified by the Institute from all losses and expenses incurred by them in or about the discharge of their respective duties except such as occur from their own respective willful default, and no member of the Council, President, Deputy or Vice Presidents or other officers shall be liable for any other member of The Institute or officer, or for joining in any act or receipt, or for any act of conformity or for any loss whatsoever happening to the Institute unless the same shall be due to his own willful default. Nor shall any member be liable in his personal capacity, jointly or severally, for any monies, financial or other obligations of The Institute or any Associated Institute, Association or body and shall be and are hereby indemnified and held harmless against any claim or demand by any third party as a result of any act or omission in the performance of their duties for or on behalf of The Institute, from whatever cause, provided such person/s acted in good faith.

16. TERMINATION OF MEMBERSHIP

- 16.1. Any Member shall, without prejudice to his liability to the Institute, be entitled to resign his membership on giving to the President one month's notice in writing of his intention to do so, or other shorter period as may be determined by Council.

17. INTERPRETATION OF THIS CONSTITUTION

- 17.1. Any dispute or issue as to the intention, meaning and effect of all or any of the provisions of this Constitution, and of any bye-laws, Rules and Regulation under this Constitution, shall be referred for decision to a Constitutional sub-committee formed in terms of Article 11.11, which sub-committee shall consist of not less than three and not more than five persons. The decisions of the sub-committee shall be final and binding.

18. TAX EXEMPTION

- 18.1. All activities of the association as a public benefit organisation shall be carried on in a non-profit manner and with an altruistic or philanthropic intent and with the intention of utilising all funds to further the aims and objectives of The Institute.
- 18.2. The Institute shall have at least three persons who are not connected persons in relation to each other to accept the fiduciary responsibility of such organisation and no single person directly or indirectly controls the decision making powers relating to The Institute.
- 18.3. The Institute is prohibited from distributing any of its funds to any person (otherwise than in the cause of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established, or to invest such funds.
- 18.3.1. with a financial institution as defined in Section 1 of the Financial Services Board Act 1990 (Act No. 97 of 1990).
- 18.3.2. In any listed financial instrument of a company.
- 18.3.3. In such other prudent investments, in financial investments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations.
- 18.4. The Institute shall be required on dissolution to transfer its assets to-
- 18.4.1. any similar public benefit organisation which has been approved in terms of the Act or
- 18.4.2. any institution, board or body which is exempt from tax under the provision of Section 10 of the Income Tax Act, which has as its sole or principal object the carrying on of any public benefit activity: or
- 18.4.3. any department of state or administration in the national, provincial or local sphere of government of the Republic contemplated in Section 10 of the Act.
- 18.5. The Institute shall be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation including any misrepresentation with regard to the tax deductibility thereof in terms of the Act.

- 18.6. The Institute shall be required to submit to the Commissioner a copy of any amendment to the Constitution under which it was established.
- 18.7. Has not and will not pay any remuneration to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- 18.8. Complies with such reporting requirements as may be determined by the Commissioner.
- 18.9. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

19. DISSOLUTION OR WINDING UP OF THE INSTITUTE

- 19.1. The Institute may be dissolved or wound-up, at any time, by Members in an Annual General Meeting or Special General Meeting, upon a majority vote of not less than 75% (seventy five per centum) of the total votes of Members, whose representatives are present and entitled to vote, provided that not less than 6 (six) weeks written notification of such meeting and of any resolution aimed at dissolving or winding-up The Institute shall have been given to all Members. Upon the dissolution or winding-up of The Institute, all the property, intellectual property, funds and assets of The Institute after payment of all monies owing to any third parties, shall be transferred free of compensation to any other Association/s, company/s, or organisation/s having objects similar to those of The Institute at the discretion of members as may be directed by the resolution dissolving The Institute as decided at the General Meeting and subject to the provisions of Section 30 of the Income Tax Act No. 58 of 1962.