

# **SAAFoST CONSTITUTION AND RULES**

As amended after the ballot of December 2016.

## **C O N T E N T S**

### **CONSTITUTION**

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## ***CONSTITUTION***

### **1 NAME**

The name of the organisation shall be 'THE SOUTH AFRICAN ASSOCIATION FOR FOOD SCIENCE AND TECHNOLOGY', abbreviated to 'SAAFoST', and hereinafter referred to as 'the Association'.

### **2 THE OBJECTS OF THE ASSOCIATION**

The objects of the Association shall be:

- 2.1 To advance the knowledge of food science and technology.
- 2.2 To encourage scientific research and the study of the principles and methods involved in food science and technology.
- 2.3 To promote the dissemination of knowledge and information amongst members by the holding of meetings, the publication of papers and other appropriate means.
- 2.4 To encourage and assist in educational activities concerning food science and technology and related fields.
- 2.5 To co-operate with all organisations and groups having the same or similar objects.

### **3 LEGAL PERSONA**

The Association in its own name shall be capable in law of suing and being sued and of acquiring, holding and alienating property, both movable and immovable. All proceedings brought by, or against, the Association shall be brought in the name of the Association and the Council shall have the power to delegate to one or more of its officers or members full power and authority to bring or defend such proceedings and to sign all necessary documents.

### **4 PUBLIC BENEFIT ORGANISATION**

4.1 In order for the Association to comply with the requirements relevant to a Public Benefit Organisation and for the period while it is so registered, it is expressly agreed that:

4.1.1. the sole object of the Association, as described in this Constitution, shall at all times be to carry on one or more Public Benefit Activity as defined in the Income Tax Act, Act 58 of 1962 (the "Tax Act") and in a non-profit manner and with an altruistic or philanthropic intent;

4.1.2. the Association is prohibited from directly or indirectly distributing any of its funds to any person and is required to utilise its funds solely for the object for which it has been established;

4.1.3. the Association is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;

4.1.4.

4.1.5. no member may directly or indirectly have any personal or private interest in the Association;

4.1.6. substantially the whole of the activities of the Association must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;

4.1.7. the Association may not have a share or other interest in any business, profession or occupation which is carried on by its members;

4.1.8. no activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the Association otherwise than by way of reasonable remuneration;

4.1.9. the Council, being the governing body of the Association, shall consist of at least 3 (three) persons, who will not be connected persons in relation to each other, and who shall accept fiduciary responsibility of the Association, and no single officer shall directly or indirectly control the decision making powers in the Association;

4.1.10. the Association is 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;

4.1.11. the Association will comply with such reporting requirements as may be determined by the Commissioner of the South African Revenue Services;

4.1.12. the persons contemplated in clause 4.1.8 will submit any amendment of the constitution or written instrument of the Association to the Commissioner within 30 days of its amendment;

4.1.13. no remuneration will be paid to employees, office bearers or other persons which is excessive, having regard to what is reasonable in the sector in relation to the services rendered;

4.1.14. the Association is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Tax Act;

4.1.15. the Association will not economically benefit any person in any manner that is inconsistent with its objects as described in this Constitution;

4.1.16. the Association's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;

4.1.17. to the extent that the Tax Act is amended so as to delete, change or add any of the above requirements, the provisions of this article 4.1 shall be deemed to be altered to reflect such deletion, change or addition.

## **5 INCOME AND PROPERTY**

Further to the provisions of Section 3 above:

5.1 The Association shall receive, acquire, sell or hold and maintain any property, movable or immovable, without limitation as to the amount or value for any of the objects of the Association by way of bequest, gift, purchase or lease, invest or re-invest funds, control the income therefrom, and expand or otherwise dispose of all or any portion of its funds and property including the income, interest and principal.

5.2 No officer or member of the Association shall receive, or be lawfully entitled to receive, any part of the earnings thereof or any pecuniary profit from the operations thereof except such compensation for services in effecting one or more of its purposes as the Executive Committee of the Council may determine.

5.3 No Branch Committee or member of the Association shall subject the Association to any financial or other obligation except such as the Association may voluntarily assume.

5.4 Upon dissolution, the winding-up or dissolution of the Association, its entire net value must be distributed to:

5.4.1 another entity approved by the Commissioner in terms of this section 30(B) of the Tax Act;

5.4.2 a public benefit organisation approved in terms of section 30 of the Tax Act;

5.4.3 an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or

5.4.4 the government of the Republic in the national, provincial or local sphere, which is required to use those assets solely for purposes of carrying on one or more public benefit activities

5.5 The funds of the Association shall be utilised solely for investment or the objects for which it was established.

5.6 The Association shall not carry on any profit making activities; or participate in any business, profession or occupation carried on by any of its members; or 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.

## **6 CLASSES OF, AND QUALIFICATIONS FOR, MEMBERSHIP**

6.1 The membership of the Association shall consist of the following classes:

6.1.1 Honorary Life Members

6.1.2 Professional Members (written with a capital 'P' and a capital 'M')

6.1.3 Members (written with a capital "M")

6.1.4 Institution Members

6.1.5 Student Members

6.1.6 Custodian Members

Honorary Life Members, Professional Members, Custodian Members, Institution Members and Members shall be Voting Members and Student Members shall be non-Voting Members.

6.2 The classification of members shall be as follows:

6.2.1 An Honorary Life Member shall be a person who has rendered outstanding service in the advancement of the objects of the Association.

6.2.2 A Professional Member shall be a person:

6.2.2.1 who qualifies for registration or who is registered as a natural scientist in the Food Science field of practice, or other field acceptable to Council, in terms of the Natural Scientific Professions Act 2003 (Act No 27 of 2003).

or

6.2.2.2 who has applied to, and been accepted by, Council as a Professional Member.

6.2.3 A Member shall be a person who does not qualify for Professional Membership, but who is, or has been, actively engaged, or is interested, in any activity related to food science and technology.

6.2.4 An Institution Member shall be a company, research institution or other body engaged directly, or indirectly, in food science or technology. An Institution Member shall designate one representative, preferably from its senior scientific or technical personnel, to represent the institution in the Association.

6.2.5 A Student Member shall be a person who is following a course of technical, practical or scientific training, as approved by the Executive Committee of the Council.

6.2.6 A Custodian Member shall be a company, research institution or other body engaged directly, or indirectly, in food science or technology, that is invited by Council, to become such a member. A Custodian Member shall designate one representative, preferably from its senior scientific or technical personnel, to represent the organisation in the Association.

6.3 Election and upgrading of members shall take place according to the procedure set out in the Rules.

6.4 Each member undertakes to contribute to the assets of the Association in the event of its being dissolved while he is a member, or within one year afterwards, for payment of debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of such dissolution, and for adjustment of the rights of the contributors among themselves, such amounts as may be required, not exceeding the amount of Two Rand. Save for payment of this said amount, no member shall be liable in any way whatsoever for any of the debts and/or liabilities of the Association.

## **MANAGEMENT AND ORGANISATION**

## **7 OFFICERS**

The officers of the Association, who must be Professional or Honorary Life Members, shall be:

7.1 A President, and

7.2 A Vice-President and

7.3 A President Elect. The President Elect shall assume office at the next biennial general meeting, unless, under exceptional circumstances, the term of office of the President is extended by a resolution at this biennial general meeting. The President's term of office may be no longer than two consecutive terms (four years).

## **8 COUNCIL**

The Council of the Association shall consist of:

8.1 the officers specified in Section 6 above

8.2 the immediate Past-President, and

8.3 six Council Members who shall be Professional or Honorary Life Members and shall be appointed by Branch Committees according to the procedure set out in the Rules.

8.4 Notwithstanding anything to the contrary, for as long as the Association is a Public Benefit Organisation, at least 3 (three) of the Council members will not be connected persons as defined in the Income Tax Act.

## **9 MANAGEMENT VESTED IN THE COUNCIL**

Subject to the powers given to Branch Committees in terms of the Constitution and Rules, or by authority of the Council, the management and control of the Association shall be vested in the Council of the Association.

## **10 POWERS AND DUTIES OF THE COUNCIL**

The powers and duties of the Council of the Association, in addition to such powers and duties specifically detailed elsewhere in the Constitution and Rules, shall include:

10.1 The execution of the objects of the Association on a national basis.

10.2 The determination of the Association policy.

10.3 The establishment of branches and specialist groups, as may be required to further the objects of the Association.

10.4 The publication and distribution of proceedings and communications of the Association.

10.5 The maintenance of a register of members and the issuing of membership certificates.

10.6 The institution and conducting of any legal proceedings on behalf of the Association or defending any legal proceedings against the Association and the compounding or abandoning of any such legal proceedings.

10.7 All other powers necessary for the management of the Association.

10.8 The institution and control of suitable Academic, Industrial and other Achievement Awards.

## **11 ESTABLISHMENT OF BRANCHES AND GROUPS**

11.1 The Council shall investigate the establishment of a new Branch, if requested to do so by at least fifteen Voting Members and shall determine the boundaries of Branches.

11.2 Except at the discretion of the Council, no Branch shall be established with fewer than twenty members, and the establishment of a new Branch shall not reduce the number of members of an existing Branch to less than twenty.

11.3 On the establishment of a new Branch, the Council shall decide on an appropriate name for the Branch, and alter the names of existing Branches, where necessary.

11.4 At the request of not less than twenty members, a Branch Committee shall consider the establishment of a 'Group' and recommend, or otherwise, to the Executive Committee of the Council, that the Group be established.

11.5 The Executive Committee of the Council shall consider the recommendation made by the Branch and approve, or otherwise, the establishment of the Group.

11.6 Groups shall be administered within the Branches of the Association in accordance with the Constitution and Rules of the Association. The Branch concerned will be responsible for all Groups under its administration and direct the manner in which they are administered. After the Executive Committee of the Council has agreed to the formation of a Group, the Secretary of the Branch which is to administer the Group shall call for nominations for the positions of Chairman, Vice-Chairman and five Committee members of the Group at the same time as he calls for nominations for Branch committee members as enumerated in Rule 17, and voting shall follow the procedure for Group Committee members as enumerated in Rules 18 and 19. If the Branch committee so desires, it may call for nominations for the positions of Chairman, Vice-Chairman and five Committee members of the proposed new Group, and convene an extraordinary Branch meeting for the purpose of the election. This election must follow the procedure of paragraph 15.2 of the Constitution, and Rules 17, 18 and 19.

11.7 Membership of the Association is a requirement for membership of a Group.

## **12 BRANCH COMMITTEES**

### **12.1 Name**

Each Branch shall have a committee called the 'Committee of the \_\_\_\_\_ Branch of SAAFoST'.

### **12.2 Composition**

The committee of a Branch shall consist of:

12.2.1 A Chairman and a Vice-Chairman, both of whom shall be Professional or Honorary Life Members.

12.2.2 The immediate past Chairman.

12.2.3 Three Committee members, who shall be Professional or Honorary Life Members, representing the Professional and Honorary Life Members of the Branch. .

12.2.4 Two Committee members, who shall be Professional or Honorary Life Members or Members, representing the Members and Student Members of the Branch

12.2.5 The Chairman/Chairmen of any Group/Groups administered by the Branch. In the absence of the Chairman, the Vice-Chairman of a Group may stand in for him.

The President, Vice-President and President Elect of the Association shall be ex-officio members of all Branch Committees.

#### 12.3 Powers and Duties of Branch Committees

The powers and duties of Branch Committees, in addition to such powers and duties specifically detailed elsewhere in the Constitution and Rules, shall include:

12.3.1 The execution of the objects of the Association on a local basis.

12.3.2 The receipt of applications for membership and the submission of such applications to the Executive Committee of the Council.

12.3.3 The arrangement of technical programmes, social functions and other local activities.

12.3.4 The submission of copies of Minutes of all meetings to the Executive Committee of the Council.

12.3.5 The submission to the Executive Committee of Council for approval copies of any papers delivered at meetings and intended for publication.

12.3.6 The obtaining of the approval of the Executive Committee of Council prior to making any award, whether it be a single award or a series of awards.

### **13 MEMBERSHIP OF A BRANCH**

All members shall automatically belong to the Branch in whose territory they reside or, in the case of Institution Members, to the Branch in whose territory the Institutions are situated. In the case of members residing outside the boundaries of the Republic of South Africa, the Executive Committee of Council shall decide on the Branch to which members shall belong.

### **14 GROUP COMMITTEES**

#### 14.1 Name

Each Group shall have a committee called the 'Committee of the \_\_\_\_\_ Group of SAAFoST'.

#### 14.2 Composition

The Committee of a Group shall consist of:

14.2.1 A Chairman, a Vice-Chairman and five Committee members.

14.2.2 The immediate past Chairman of the Group.

14.2.3 The Chairman and Vice-Chairman of the Branch administering the Group.

The President, Vice-President and President Elect of the Association shall be ex-officio members of all Group Committees.

#### 14.3 Powers and Duties of Group Committees

The powers and duties of Group Committees, in addition to such powers and duties specifically detailed elsewhere in the Constitution and Rules, shall include:

14.3.1 The maintenance of updated membership lists.

14.3.2 The arrangement of technical programmes, social functions and other activities pertinent to the Group.

14.3.3 The submission of copies of Minutes of all meetings to the Committee of the Administering Branch.

14.3.4 The submission for approval to the Executive Committee of Council copies of any papers delivered at meetings and intended for publication.

14.3.5 The obtaining of the approval of the Executive Committee of Council prior to making any award, whether it be a single award or a series of awards.



#### 14.4 Membership of a Group.

On receipt of the completed application form for membership of the Association, the National Secretary must advise the relevant Group Secretary if the applicant wishes to belong to his Group.

### **MEETINGS**

#### **15 BIENNIAL GENERAL MEETINGS**

15.1 A biennial general meeting of the Association shall be held, at a time and place decided by the Council, at which officers shall be elected for the subsequent two years, the President's report and audited financial statement for the preceding two years shall be presented, and other business relevant to the management of the Association shall be dealt with. The Voting Members of the Association present shall constitute a quorum.

15.2 A biennial general meeting of each Branch shall be held in the same year in which the biennial general meeting of the Association takes place, at a time and place decided by the Branch Committee, but which must precede the biennial general meeting of the Association. At such a meeting a committee shall be elected for the subsequent two years, and the Chairman's report and audited financial statement for the preceding two years shall be presented. Other business relevant to the management of the Branch shall be dealt with. The members present shall constitute a quorum.

15.3 A biennial general meeting of each Group shall be held in the same year in which the biennial general meeting of the Administering Branch takes place, at a time and place decided by the Group Committee, but which must not be later than one week before the biennial general meeting of the Administering Branch. At such a meeting a committee shall be elected for the subsequent two years, and the Chairman's report and audited financial statement (except for the first two years of the existence of the Group) for the preceding two years shall be presented. Other business relevant to the management of the Group shall be considered. The members of the Group present shall constitute a quorum.

#### **16 EXTRAORDINARY GENERAL MEETINGS**

16.1 An extraordinary general meeting of the Association shall be convened by the Council itself or on written request from ten or more Voting Members, stating the purpose of such a meeting. All members shall be notified of the meeting and the purpose of it at least one week prior to the meeting. Twenty-five Voting Members shall constitute a quorum. Should a quorum not be present, a second meeting will be arranged within 14 days of the first; the members present will then constitute a quorum. No business, other than that for which the meeting has been called, shall be discussed.

16.2 An extraordinary general meeting of a Branch shall be convened by the Branch Committee itself or on written request from five or more Voting Members of the Branch stating the purpose of such a meeting. All members of the Branch shall be notified of the meeting and the purpose of it at least one week prior to the meeting. One-third of all Voting Members of the Branch shall constitute a quorum. Should a quorum not be present, a second meeting will be arranged within 14 days of the first; the members present will then constitute a quorum. No business, other than that for which the meeting has been called, shall be discussed.

16.3 An extraordinary general meeting of a Group shall be convened by the Group Committee itself or on written request from five or more members of the Group stating the purpose of such a meeting. All members of the Group shall be notified of the meeting and the purpose of it at least one week prior to the meeting. One-third of all the members of the Group shall constitute a quorum. Should a quorum not be present, a second meeting will be arranged within 14 days of the first; the members present will then constitute a quorum. No business, other than that for which the meeting has been called, shall be discussed.

### **17 NOTICE OF MEETINGS**

A notice shall be sent to every member concerned at least ten days prior to each biennial or general meeting, specifying the time and place of the meeting and the nature of the business to be conducted, but the non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

### **18 NOTICE OF MOTIONS**

Any Voting Member may bring forward a motion at a meeting by giving written notice thereof to the Secretary at least fourteen days prior to the meeting.

### **19 AMENDMENT TO CONSTITUTION AND RULES**

19.1 The Constitution may be amended if all members are notified of the proposed amendment at least four weeks prior to the amendment and at least two-thirds of the votes cast are in favour of such an amendment.

19.2 The Rules may be amended if all members are notified of the proposed amendments at least four weeks prior to the amendment and more than one-half of the votes cast are in favour of such an amendment.

19.3 Voting for amendment to the Constitution and Rules shall be by ballot.

19.4 All members of the Association shall be notified of the results of the ballot.

19.5 Any amendments to the Constitution shall be submitted to the Commissioner for Inland Revenue.

### **20 VOTING**

Voting at any meeting of the Association (except for amendment to the Constitution and Rules) may be by proxy, provided that the proxy voter has a written appointment signed by the Voting Member on whose behalf he is to vote. At any meeting of the Association or its Branches, only Voting Members in good standing shall be entitled to vote.

Continued.....

# **RULES**

## **MEMBERSHIP**

### **1 ANNUAL SUBSCRIPTIONS**

The scale of annual subscriptions shall be laid down at a biennial general meeting of the Association.

Subscriptions are payable in advance, on or before 1 January of each year.

A member, upon election, shall be assessed on a quarterly basis for the remainder of the year. Only members who are fully paid up may stand for election as office bearers or Branch committee members and only fully paid up members are entitled to vote. Only fully paid up members are entitled to claim any reduced fee offered to members for attendance at any event organised by the Association. For the purpose of this rule, 'fully paid up' means that all membership fees for the current financial year and any outstanding membership fees have been paid in full.

### **2 PROPOSAL OF CANDIDATES**

A candidate for election to membership shall be proposed by a Voting Member on an application form of the Association.

### **3 UPGRADING**

A Member may apply in writing to the Branch Secretary for upgrading to the rank of Professional Member, stating the grounds for such an application. Branch Committees may also initiate procedures for the upgrading of a Member.

A Student Member shall automatically be re-classified as a Member from 1 January of each year. However, Student membership may be retained on submission to the Executive Committee of the Council of satisfactory evidence of continued student status.

### **4 ELECTION OF MEMBERS**

4.1 Applications for membership and upgrading shall first be considered by the appropriate Branch Committee which shall forward its recommendations to the Executive Committee of the Council for approval.

4.2 Honorary Life Members shall be elected on the recommendation of the Council, by a 75% majority vote of the Voting Members present at the biennial general meeting of the Association. An appointment shall become effective upon receipt of a letter of acceptance from the Honorary Life Member.

### **5 EXCLUSION AND EXPULSION**

Notwithstanding anything to the contrary contained in the provisions of the Constitution and Rules of the Association, the Council may, at its discretion and by unanimous decision, exclude or expel from membership any person or institution, provided that such a person or institution shall, if they so request, be furnished within ten days of such request, reasons in writing for such exclusion or expulsion. Provided further that in the event of a person or institution not being satisfied with the reasons furnished, they should have the right to request, within thirty days of the date of receipt by them of the reasons mentioned above, to be heard by the Council in person. The said person or institution shall not be entitled to any

legal representations at such hearing and the Council shall in its sole and absolute discretion have the rights to determine the procedure at such hearing. Should the Council, by unanimous decision, reaffirm the exclusion or expulsion, then the decision of the Council shall be final and binding and decisive on the matter.

## **6 SUBSCRIPTION IN ARREARS**

A member whose subscription for the current year is not paid by 1 March shall receive a further notification to this effect.

If his subscription is still not paid by 30 April, he shall no longer receive the publications and notices of the Association. Should he still be in arrears on 30 June of the same financial year, he shall cease to be a member. Such a person or organisation shall not be re-admitted to membership unless all arrears are paid.

## **COUNCIL**

### **7 NOMINATIONS FOR PRESIDENT, VICE-PRESIDENT, AND PRESIDENT ELECT**

Not later than eight weeks prior to the biennial general meeting of the Association, the Secretary of the Association shall send out notices to all Voting Members inviting nominations for the posts of President, Vice-President and President Elect. Nominations must be proposed and seconded by Voting Members, and must be endorsed by the nominees to the effect that they accept nomination, and will be required to include curricula vitae with their nomination forms.

### **8 CLOSING DATE FOR NOMINATIONS**

The closing date for receipt of nominations by the Secretary of the Association shall be three weeks after the date of the posting of the notice inviting nominations.

### **9 BALLOT PAPERS OR EQUIVALENT**

9.1 Not later than three weeks prior to the biennial general meeting of the Association, the Secretary of the Association shall send out to each Voting Member a ballot paper, or equivalent, listing the nominees. The ballots must conform to the requirements of anonymity and validity and may be numbered or coded consecutively but the secretary shall not record, in any way, which ballots are sent to any member.

9.2 Each Voting Member shall indicate, as appropriate, his choice against the name of one nominee for each of the positions of President, Vice-President and President Elect. Should a person be nominated for the position of both President and Vice-President or President and President Elect, three votes should be cast for the two positions of Vice-President and President Elect and the three names should be numbered from one to three in order of priority. The ballot may not indicate the identity of the member. It shall be marked "Ballot" in the case of a postal ballot and shall reach the Secretary of the Association prior to the commencement of the biennial general meeting or, if transmitted in electronic format, shall reach the Secretary of the Association at least 48 hours prior to the commencement of the biennial general meeting

## **10 COUNTING OF VOTES**

The Voting Members present at the biennial general meeting of the Association shall appoint two scrutineers who shall receive the ballot envelopes and/or results from the secretary, together with a statement of the number of ballots issued. Before counting the votes, the scrutineers shall ascertain that no duplications of ballots are present. After counting the votes, the scrutineers shall report the results to the Chairman of the meeting who shall announce them to the meeting.

## **11 APPOINTMENT OF SIX COUNCIL MEMBERS BY BRANCH COMMITTEES**

11.1 The number of Council members to be appointed by each Branch shall be determined by the Executive Committee of the Council not earlier than two months prior to the biennial general meeting of the Association. The allocation shall be in proportion to the total membership of the branches but each Branch shall appoint at least one Council member.

11.2 The Secretary of the Association shall notify each Branch Committee of the number of Council members allocated to it. Each Branch Committee shall then appoint that number of Professional Members and submit their names to the Secretary of the Association before the commencement of the biennial general meeting of the Association.

11.2.1 If a Council member appointed under Section 11.2 of the Rules should subsequently be elected as an officer of the Association, his Branch Committee shall immediately appoint another representative.

11.2.2 If a Council member appointed under Section 11.2 of the Rules should resign during his tenure of office, his Branch Committee may appoint another Professional Member to replace him..

11.2.3 If a Council member appointed under Section 11.2 of the Rules is unable to attend any particular Council meeting, his Branch Committee may nominate an alternate Professional Member to attend the meeting.

## **12 APPOINTMENT OF A SECRETARY, TREASURER, AUDITORS AND ADDITIONAL COUNCIL MEMBERS**

At the earliest opportunity after the biennial general meeting of the Association, the Council shall appoint a Secretary, a Treasurer and Auditors. The offices of Secretary and Treasurer may be combined. Should the Secretary or Treasurer be a Professional member of the Association, he shall be deemed to be a full Council member. If not a Professional member, nor an elected Council Member, he shall have no voting power at Council or Executive Committee meetings. The Secretary and Treasurer shall act as such for both Council and its Executive Committee. Should the Council deem it necessary, it may instruct a Branch to appoint, up to a maximum of two, additional Council members for a period as laid down by the Council.

## **13 COUNCIL MEETINGS**

The Council shall meet at least once every two years. The first meeting shall be held as soon as is convenient after the biennial general meeting of the Association. Six members shall constitute a quorum.

## **14 TENURE OF OFFICE**

The tenure of office of the Council shall be from the time of election until the conclusion of the following biennial general meeting. The retiring officers of the Council shall be eligible for re-election.

## **15 EXECUTIVE COMMITTEE OF COUNCIL**

All members of the Council shall be members of the Executive Committee. At the first meeting of a newly installed Council, the Chairman of the Executive Committee shall be appointed, and the centre in which the Executive Committee shall meet during its term of office decided. In the event of the resignation of the President, the Executive Committee of the Council shall nominate the President Elect as Acting President. In the event of the resignation of the President Elect, the Executive Committee of the Council shall nominate the Vice-President as Acting President Elect. In the event of the resignation of the Vice-President, the Executive Committee of the Council shall nominate one of its own members as Acting Vice-President.

## **16 EXECUTIVE COMMITTEE MEETINGS**

The Executive Committee of the Council shall meet approximately once a month. If the Chairman is absent, an Executive Committee member shall be elected by the members present to act as Chairman. Minutes and notices of meetings of the Executive Committee shall be circulated to all Council members. Three members shall constitute a quorum.

## **BRANCH AND GROUP COMMITTEES**

### **17 NOMINATIONS**

17.1 The Secretary of each Branch and of each Group shall call for nominations at least four weeks prior to the biennial general meeting of the Branch or Group, respectively. Nominations must reach the Secretaries of the Branch and Group before the commencement of the biennial general meeting of the Branch or Group, respectively, and must be endorsed by the nominees to the effect that they accept nomination.

17.2 Nominations for the positions of Chairman, Vice-Chairman and three Committee members representing the Professional Members of the Branch, shall be proposed and seconded by Voting Members.

17.3 Nominations for the positions of two Committee members representing the Members and students of the Branch, shall be proposed and seconded by Voting Members.

17.4 Nominations for the positions of Chairman, Vice-Chairman and five Committee members of a Group shall be proposed and seconded by Voting members of the Group.

### **18 ELECTIONS**

Voting shall be by ballot at the biennial general meeting of the Branch or Group.

18.1 Chairman and Vice-Chairman: Voting Members shall have the right to vote.

18.2 Three Committee Members representing Professional Members: Voting Members shall have the right to vote.

18.3 Two Committee Members representing the Members: Voting Members and students shall have the right to vote.

18.4 Chairman, Vice-Chairman and five Committee Members of a Group: Voting members and students shall have the right to vote.

## **19 SCRUTINEERS**

The meeting shall appoint two scrutineers to count the votes and report the result to the Chairman.

## **20 TENURE OF OFFICE**

The tenure of office of Branch and Group Committees shall be two years and shall terminate at the conclusion of the biennial general meeting of the Branch or Group, respectively. The retiring Committee members shall be eligible for re-election.

## **21 VACANCIES ON A BRANCH OR GROUP COMMITTEE**

In the event of a vacancy occurring on a Branch or Group Committee during its tenure of office, the Committee may co-opt a member to fill the vacancy.

## **22 APPOINTMENT OF A SECRETARY, TREASURER AND AUDITORS**

At the earliest opportunity after the biennial general meeting of a Branch, the Branch Committee shall appoint a Secretary and Treasurer and Auditors. The offices of Secretary and Treasurer may be combined. Should the Secretary or Treasurer be a member of the Branch, he shall be deemed to be a full Committee Member. If not a member, nor an elected Committee Member, he shall have no voting power at Committee meetings.

At the earliest opportunity after the biennial general meeting of a Group, the Committee of the Group shall appoint a Secretary and Treasurer and Auditors. Should the Secretary be a member of the Group, he shall be deemed to be a full Committee Member with voting power. If not a member, or an elected Committee Member, he shall have no voting power at Committee meetings.

## **23 QUORUM AT BRANCH AND GROUP COMMITTEE MEETINGS**

At a meeting of a Branch or Group Committee, four members shall constitute a quorum.

## **MEETINGS**

### **24 CHAIRMAN**

24.1 At a meeting of the Association, the President, Vice-President or President Elect shall preside. If all three are absent, a Council member shall be elected by the Voting members present to act as Chairman.

24.2 At a meeting of the Branch or Group, the Chairman or Vice-Chairman shall preside. If both are absent, a Committee member shall be elected by the members present to act as Chairman.

### **25 VOTING PROCEDURE**

Every motion at a meeting shall be decided by a show of hands of the Voting members present unless five or more Voting members request that the voting be done by secret ballot. If voting is done by show of hands, the Chairman's declaration as to the result shall stand unless a poll be requested by two or more Voting members present. In all cases, the Chairman shall have a casting vote in addition to that possessed by him in his capacity as a Voting Member.

## **26 LANGUAGE**

All members and speakers shall have the right to submit papers and conduct discussions in any official language of the Republic of South Africa but English will be the official language of the Association.

## **FINANCE**

### **27 FINANCIAL PROCEDURE**

#### **27.1 Allocation of Subscription Income**

Annual subscriptions, on the scales laid down in Section 1 of the Rules, shall be paid to the Treasurer of the Association. At the end of each financial year, the Treasurer of the Association shall remit 25% of all subscription income received during the year from the members of a particular Branch to the Treasurer of that Branch in order to enable the Branch to carry out its functions.

#### **27.2 Group Financing**

For the first two years after the formation of a Group:

27.2.1 Groups shall be financed out of their Administering Branches' funds. The Administering Branch may ask the Executive Committee of the Council for extra funds to meet extraordinary expenses incurred by a Group and the decision to meet such expenses out of Association funds shall be at the discretion of the Executive Committee of the Council.

27.2.2 The Administering Branch shall keep true accounts of the Group, in consultation with the Group, according to Rule 29 below.

27.2.3 Members of Groups will be required to pay an annual membership fee which shall be decided on by the Administering Branches on the recommendation of their Groups' Committees and after being ratified by the Executive Committee of the Council.

After the first two years of the existence of a Group:

27.2.4 The Groups shall be responsible for their own finances and shall keep true accounts according to Rule 29 below.

27.2.5 Members of Groups shall pay an annual membership fee which shall be decided by the Executive Committee of Council after the Groups have made representations in writing to the Committee.

27.2.6 This fee shall be levied by the Treasurer of the Association when payment of annual subscriptions is called for and shall be passed on to the Groups by the Treasurer together with their annual financial allocations. The amount of the allocations will be decided by the Executive Committee of Council after the Groups have made written representations to the Committee.

27.2.7 Should any costs in collecting the annual subscriptions be incurred by the Treasurer, these will be deducted before sending the subscriptions to the Group. However, should there be any deficit in a Group's finances, or should there be any danger of a Group collapsing due to lack of funds, Rule 30 shall apply.



## **28 ASSOCIATION ACCOUNTS**

The Treasurer of the Association shall deposit all monies received by him on behalf of the Association with a recognised financial institution as authorised by the Executive Committee of the Council and shall keep true accounts which shall be made up to 31 December of each year. Such accounts, when duly certified by the Auditors, shall be presented at the next biennial general meeting of the Association. A copy of the accounts shall be sent to every member of the Association.

## **29 BRANCH AND GROUP ACCOUNTS**

Each Branch and Group Treasurer shall deposit all monies received by him on behalf of the Branch or Group with a recognised financial institution as authorised by the Branch or Group Committee, respectively, and shall keep true accounts which shall be made up to 31 December of each year. Such accounts, when duly certified by the Auditors, shall be presented at the next biennial general meeting of the Branch or Group, respectively. A certified copy of the accounts shall be forwarded to the Treasurer of the Association at the end of the financial year of the Branch or Group. A copy of the accounts shall be sent to every member of the Branch or Group respectively.

## **30 SURPLUS OR DEFICIT**

After examining the accounts of a Branch or Group, the Council may make good any deficit, or shall have the right to request the Branch or Group Committee to remit all or part of any surplus to the Treasurer of the Association.

## **GENERAL**

### **31 PUBLICATIONS AND COMMUNICATIONS**

All members shall receive a copy of the Constitution and Rules and communications of the Association. No Committee or member shall publish anything in the name of the Association without the express permission of the Executive Committee of the Council. Only the Executive Committee of the Council may publish any matter which purports to represent the policy of the Association.

### **32 CERTIFICATE OF MEMBERSHIP**

All members shall receive a certificate of membership but all certificates issued shall remain the property of the Association and must be returned by any member who resigns, or whose name is removed from the register of members upon receipt of notice requesting him to do so.

### **33 RESIGNATION**

A member of any grade desiring to discontinue his membership of the Association shall tender his resignation in writing to the Secretary of his Branch. It will be the responsibility of the Branch Secretary to notify the Executive Committee of the Council of such a resignation. If all the member's dues and debts to the Association have been paid, the resignation shall be accepted by the Executive Committee of the Council. If all the member's dues and debts have not been paid, the resignation shall not be accepted. The Branch Committee, if it considers that there have been circumstances in extenuation of the failure to make such payment, may refer these to the Executive Committee of the Council which may

decide that the resignation be accepted with exemption from payment of all or any of the indebtedness. A member's name shall be removed from the register of members as from the date on which his resignation is accepted.

**34 EXEMPTION FROM ANNUAL SUBSCRIPTIONS**

34.1 A member who has reached the age of 65 and who has been a member of the Association for a period of not less than twelve years, may be exempted from the payment of the annual subscription of the Association on application to, and at the discretion of, the Executive Committee of the Council.

34.2 The Executive Committee of the Council may, subject to annual review, exempt from payment of the annual subscription a member who, through ill health, advanced age or other sufficient cause, is unable to pay his subscriptions. The Executive Committee of the Council may also exempt any such individual from the payment of any subscriptions which may be in arrears.

**35 RE-INSTATEMENT**

The Executive Committee of the Council, if it finds good reason to do so, may re-instate, under such conditions as it may prescribe, a member whose name has been removed from the register of the Association.

**36 DISCRETIONARY POWER OF THE COUNCIL**

Any matter not specifically covered by the provisions of the Constitution and Rules of the Association shall be left to the discretion of the Council, provided that the decision of the Council shall not be inconsistent with such provisions.

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