



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

**CONSTITUTION 2023
REGULATION 04:
MANAGEMENT AND STRUCTURE
OF COMMITTEES AND MEETINGS**



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1. PURPOSE

The purpose of this regulation is to define the rules, procedures, and general requirements to be adhered to with respect to administration and structure of Committees and Meetings.

2. DEFINITIONS

In this Regulation unless the context indicates otherwise:

'Board of Directors' means the board formed by the directors;

'Business days' means Mondays to Fridays, excluding public holidays;

'Calendar days' means a period inclusive of all days of the week, irrespective of a day is proclaimed as a national public holiday;

'Constitution' means the latest edition of the SAIAT Constitution as amended and approved by its members;

'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;

'Financial Year' means a calendar year starting on 01 January and ending 31 December;

'Institute' means the South African Institute of Architectural Technologists NPC;

'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 member of the Institute;

'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;

'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;

'Region/s' means provinces, a portion of a province, or a combination of provinces of the Republic of South Africa as per this regulation;

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

'Term' means a four year period in respect of members of the National Committee of Members and a two year period in respect of chapter chairpersons, starting on 01 July and ends on 30 June.

3. CHAPTERS

3.1 Chapters can be formed by members of the Institute in any region, district, or town.

3.2 Any member who desires that a chapter be formed in his region, district, or town, must request the National Committee of Members in writing to open a nomination / volunteering process via electronic means for a period of twenty-one (21) business days for a chapter chairperson.

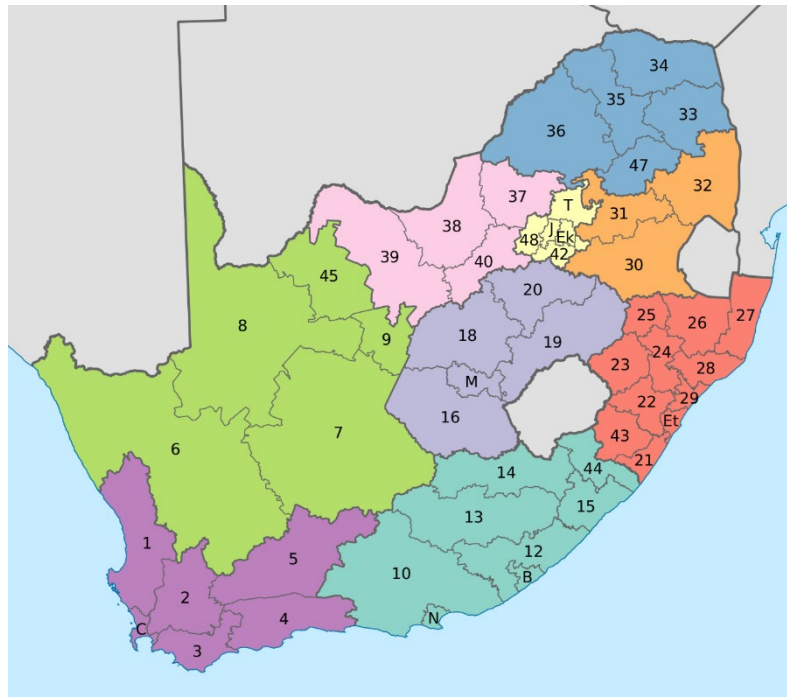
3.3 The National Committee of Members shall every two (2) years, at least ninety (90) calendar days before the end of the Institute's financial year, open a nomination / volunteering process via electronic means for a period of twenty-one (21) business days for a chapter chairperson that will under-study the existing chapter chairperson until 30 June of the following year, after which the elected chapter chairperson will take office.

3.4 A member who was nominated and/or volunteered to be a chapter chairperson, once voted, and/or accepted into office, become a representative of the Institute, and, The National Committee of Members, in order to manage risks which include but are not limited to that of public image and reputation, shall consider the interests of the Institute in its approval of a nominee or a volunteer, in line with adherence to the Institute's regulation regarding code of conduct. In doing so, The National Committee of Members, in considering a nominee or volunteer, shall take into consideration the historic and present conduct of such member that was nominated or volunteered.

- 3.5** The National Committee of Members shall apply ongoing review of individuals who hold any office. Where it is deemed necessary, a confirmed breach of the Institute's regulation regarding code of conduct may inform the Institute's review.
- 3.6** If more than one candidate is nominated or volunteered for the position of Chapter chairperson, the National Committee of Members must open an electronic voting process within five (5) business days of closing of the nomination / volunteering process' closure date to allow members to vote for a candidate.
- 3.7** The chapter chairperson must be a member representing the technology-based categories of registration in terms of the Architectural Profession Act (Act 44 of 2000), shall serve a term of two years, and shall be responsible to report on all matters related to the chapter to the regional chairperson.
- 3.8** Each chapter may elect a chapter committee from members in the chapter.

4. REGIONAL COMMITTEES

- 4.1** Regional committees shall consist of the duly elected chairpersons of the chapters that fall within the Regions. These regions are:
- i. Gauteng West (J, 48)
 - ii. Gauteng East (Ek, 42)
 - iii. Gauteng North (T)
 - iv. Kwazulu-Natal (Et, 21, 22, 23, 24, 25, 26, 27, 28, 29, 43)
 - v. Western Cape (C, 1, 2, 3)
 - vi. Southern Cape (4, 5)
 - vii. Eastern Cape – Nelson Mandela (N, 10)
 - viii. Eastern Cape – Buffalo (B, 12, 13, 14, 15, 44)
 - ix. Northern Cape (6, 7, 8, 9, 45)
 - x. Free State (M, 16, 18, 19, 20)
 - xi. North West (37, 38, 39, 40)
 - xii. Mpumalanga (30, 31, 32)
 - xiii. Limpopo (33, 34, 35, 36, 47)



- 4.2** The National Committee of Members shall elect every four (4) years, at least thirty (30) calendar days before the end of the Institute's financial year from the chapter chairpersons of each region a regional chairperson, or, at the sole discretion of the National Committee of Members, re-elect the current regional chairperson, or co-opt a suitable member to fill the position.
- 4.3** A newly elected regional chairperson shall understudy the current regional chairperson until 30 June, after which the elected regional chairperson will take office.
- 4.4** The regional chairperson shall serve a term as per the Constitution on the National Committee of Members and shall be responsible for reporting to the National Committee of Members on all matters related to the entire region.
- 4.5** Each regional committee can appoint paid-up members out of the committee to chair sub-committees or to be members of such sub-committees.

5. NATIONAL COMMITTEE OF MEMBERS

- 5.1** The National Committee of Members shall be as per Clause 6 of the Constitution.

5.2 The National Committee of Members may at any time co-opt a member of a region with no active regional committee to serve on the National Committee of Members as a regional chairperson.

6. EXECUTIVE COMMITTEE

6.1 The Executive Committee shall be as per Clause 6 of the Constitution.

6.2 The Executive Committee is a sub-committee of the National Committee of Members.

6.3 The management of the affairs of the Institute shall be vested in the Executive Committee to ensure compliance with the provisions of national legislation and the Executive Committee shall report quarterly to the National Committee of Members at National Committee of Members meetings.

7. BOARD OF DIRECTORS

7.1 The Board of Directors is composed of the three (3) directors with one director, who is a member of the Institute, elected by the directors as the managing director. A minimum of (2) directors must be members of the Institute.

8. CHAPTER MEETINGS

8.1 Chapter meetings shall be convened in each active chapter at least once a year.

8.2 The chapter chairperson shall give notice of each chapter meeting to at least every member in his region via electronic means and/or post as per Clause 15.

8.3 The notice shall include:

8.3.1 the agenda;

8.3.2 date and venue of the chapter meeting or

8.3.3 date and details of virtual platform of the chapter meeting.

8.4 The chapter chairperson, or any other Member as decided by the meeting, shall be the chairperson of the chapter meeting.

8.5 The members present shall constitute a quorum.

- 8.6** Chapter meetings shall be directed and controlled by the chairperson on an informal basis, subject to the agenda and minutes of the previous meeting being considered.
- 8.7** Decisions shall be arrived at by consensus of the members present.
- 8.8** Members shall be entitled to one vote.
- 8.9** The chairperson of a chapter meeting, in addition to his / her vote, shall be entitled to a casting vote in the event of a tie.
- 8.10** Voting shall be by show of hands, ballot paper or by electronic means.
- 8.11** All matters shall be decided by a simple majority of votes; the number of votes for, against or abstaining being recorded in the minutes.
- 8.12** The minutes of a chapter meeting shall record, amongst other things, those members, and others, present, a resume of all matters raised in sufficient detail to identify the salient considerations, and the decisions arrived at in each case, with the names of those involved in the discussion, only if they so request.
- 8.13** At the request of any member present, subject to agreement by the chairperson, any matter discussed, but not voted upon or requiring a decision, may be excluded from the minutes.
- 8.14** Minutes of the previous meeting shall be taken as read, at the subsequent meeting and shall then be confirmed with any correction of fact agreed to by the meeting.
- 8.15** A copy of the minutes of each chapter meeting, as well as a copy of the attendance register as determined by the National Committee of Members, shall be forwarded to the regional chairperson.
- 8.16** The regional chairperson shall forward a copy of the minutes of each chapter meeting, as well as a copy of the attendance register in the official format, to the National Head Office for archiving and publication on the webpage of the region on the Institute's website within twenty-one (21) business days after the meeting.

9. SPECIAL GENERAL MEETINGS

- 9.1** Special general meetings shall be convened as per the Constitution.

- 9.2** The National Committee of Members shall give notice of each special general meeting to every member via electronic means at least twenty-one (21) business days before the date of the meeting.
- 9.3** The notice shall include:
- 9.3.1** the agenda;
 - 9.3.2** date and venue of the special general meeting or
 - 9.3.3** date and details of virtual platform of the special general meeting;
 - 9.3.4** forms for any voting
- 9.4** The President, or, in absence, the Vice-President, shall be the chairperson of a special general meeting.
- 9.5** Two (2) directors and the members present shall constitute a quorum.
- 9.6** Special general meetings shall be directed and controlled by the chairperson on a formal basis, subject to the agenda.
- 9.7** Decisions shall be arrived at by consensus of the members present, unless a vote is requested by a member attending the meeting or is required by the Constitution or regulations.
- 9.8** Members attending a special general meeting shall be entitled to one vote.
- 9.9** Members that are not able to be present at a special general meeting shall be able to vote via electronic means.
- 9.10** The chairperson of a special general meeting, in addition to his / her vote, shall be entitled to a casting vote in the event of a tie.
- 9.11** Voting shall be by show of hands (electronic hands included), unless a member attending requests a written or electronic ballot, or if a written or electronic ballot is required by the Constitution.
- 9.12** All matters shall be decided by a simple majority of votes; the number of votes for, against or abstaining being recorded in the minutes.
- 9.13** The minutes of a special general meeting shall record, amongst other things, those members, and others present, a resume of all matters raised in sufficient detail to identify the salient considerations and the decisions arrived at in each case, with the names of those involved in the discussion only if they so request.

- 9.14** At the request of any Member present, subject to agreement by the chairperson, any matter discussed, but not voted upon or requiring a decision, may be excluded from the minutes.
- 9.15** A copy of the minutes of each special general meeting shall be despatched to each member with the notice of the next annual general meeting.
- 9.16** Minutes of the previous meeting shall be taken as read at the subsequent meeting, and shall then be confirmed with any correction of fact agreed to by the meeting.

10. ANNUAL GENERAL MEETINGS

- 10.1** Annual general meetings shall be convened as per the Constitution.
- 10.2** The National Committee of Members shall give notice of each annual general meeting to every member via electronic means at least twenty-one (21) business days before the date of the meeting.
- 10.3** The notice shall include:
- 10.3.1** the agenda;
 - 10.3.2** date and venue of the annual general meeting or
 - 10.3.3** date and details of virtual platform of the annual general meeting;
 - 10.3.4** forms for any voting and/or motions;
 - 10.3.5** minutes of previous annual general meeting;
 - 10.3.6** minutes of previous special general meetings (if any).
- 10.4** The President, or, in absence, the Vice-President, shall be the chairperson of an annual general meeting.
- 10.5** Two (2) directors and the members present shall constitute a quorum.
- 10.6** Annual general meetings shall be directed and controlled by the chairperson on a formal basis, subject to the agenda.
- 10.7** Decisions shall be arrived at by consensus of the members present, unless a vote is requested by a member attending the meeting or is required by the Constitution or Regulations.
- 10.8** Members attending an annual general meeting shall be entitled to one vote.

- 10.9** Members that are not able to be present at an annual general meeting shall be able to vote via electronic means.
- 10.10** The chairperson of an annual general meeting, in addition to his / her vote, shall be entitled to a casting vote in the event of a tie.
- 10.11** Voting shall be by show of hands (electronic hands included), unless a member attending requests a written or electronic ballot, or if a written or electronic ballot is required by the Constitution.
- 10.12** All matters shall be decided by a simple majority of votes; the number of votes for, against or abstaining being recorded in the minutes.
- 10.13** The Minutes of an annual general meeting shall record, amongst other things, those Members, and others present, a resume of all matters raised in sufficient detail to identify the salient considerations and the decisions arrived at in each case, with the names of those involved in the discussion only if they so request.
- 10.14** At the request of any member present, subject to agreement by the chairperson, any matter discussed, but not voted upon or requiring a decision, may be excluded from the minutes.
- 10.15** A copy of the minutes of each annual general meeting shall be despatched to each member with the notice of the next annual general meeting.
- 10.16** Minutes of the previous meeting shall be taken as read at the subsequent meeting and shall then be confirmed with any correction of fact agreed to by the meeting.

11. NATIONAL COMMITTEE OF MEMBERS MEETINGS

- 11.1** The first meeting of a newly elected National Committee of Members shall be held within sixty (60) calendar days after 01 July of the first year of the term of the new National Committee of Members.
- 11.2** Thereafter, National Committee of Members meetings shall be convened at least once a quarter by the National Committee of Members to report on the management and administration of the Institute.
- 11.3** Notification of the date of a National Committee of Members meeting shall be forwarded via electronic means at least fourteen (14) calendar days prior to the meeting and each member shall inform the Head Office of the Institute of his

availability for the meeting not later than seven (7) calendar days prior to the date of the meeting.

- 11.4** The notice shall state the time, venue or date and details of virtual platform of the National Committee of Members meeting. The agenda and the minutes of the previous meeting, and any other material required, shall be distributed to all members of the National Committee of Members at least 48 hours prior to such meeting.
- 11.5** Non-receipt of a notice, or any accompanying document, by a member shall not invalidate the proceedings of a meeting.
- 11.6** The venue of a National Committee of Members Meeting shall be the board room at the National Office, any other suitable venue, or via a virtual platform.
- 11.7** All members elected to the National Committee of Members shall attend the first National Committee of Members meeting to be held in terms of Clause 11.1 at which they will be inducted.
- 11.8** Outgoing members of the National Committee of Members shall attend the first National Committee of Members meeting at which the new members of the National Committee of Members will be inducted, to facilitate the handing over of duties to the new members.
- 11.9** All members of the National Committee of Members are required to attend a minimum of 75 percent (%) of National Committee of Members meetings convened per year.
- 11.10** A minimum of two (2) directors and 50 percent (%) of other members of the National Committee of Members present at the time set for the meeting, shall constitute a quorum.
- 11.11** The President or, in absence the Vice-President, shall be the chairperson of a National Committee of Members meeting.
- 11.12** National Committee of Members meetings shall be directed and controlled by the chairperson on a formal basis, subject to the agenda and minutes of the previous **meeting being considered.**
- 11.13** Decisions shall be arrived at by consensus of the National Committee of Members' members present, unless a vote is requested by a member attending the meeting or is required by the Constitution or Regulations.

- 11.14** Each member of the National Committee of Members attending a National Committee of Members meeting shall be entitled to one vote, plus one vote on behalf of one absent member of the National Committee of Members by proxy.
- 11.15** The chairperson of a National Committee of Members meeting, in addition to his / her vote and one proxy vote, shall be entitled to a casting vote in the event of a tied vote.
- 11.16** A proxy shall be in writing, signed by the absentee, stating that the member of the National Committee of Members present may vote on behalf of the absentee on the matter/s stipulated in the proxy.
- 11.17** Proxies shall be declared by the proxy holder to the chairperson prior to any vote being called for on a matter.
- 11.18** No directive need be stated as to how the designated member of the National Committee of Members shall vote, but should a written directive be given then this shall only be valid in relation to an unamended matter.
- 11.19** Voting shall be by show of hands (including electronic hands), unless a member of the National Committee of Members attending requests a written or electronic ballot on a specific matter.
- 11.20** All matters shall be decided by a simple majority of votes; the number of votes for, against or abstaining being recorded in the minutes.
- 11.21** The Minutes of a National Committee of Members meeting shall record, amongst other things, those members of the National Committee of Members and others present, a resume of all matters raised in sufficient detail to identify the salient considerations and the decisions arrived at in each case, with the names of those involved in the discussion only if they so request.
- 11.22** At the request of any member of the National Committee of Members present, subject to agreement by the chairperson, any matter discussed, but not voted upon or requiring a decision, may be excluded from the minutes.
- 11.23** Minutes of the previous meeting shall be taken as read at the subsequent meeting and shall then be confirmed with any correction of fact agreed to by the meeting.

12. EXECUTIVE COMMITTEE / BOARD OF DIRECTORS MEETINGS

- 12.1** Executive Committee meetings and Board of Directors meetings may be combined in one meeting.
- 12.2** Executive Committee meetings and Board of Directors meetings shall take place at least every quarter to discuss matters related to the management of the Institute.
- 12.3** The managing director, or, in absence any other director, shall be the chairperson of an Executive Committee meeting and / or Board of Directors meeting.
- 12.4** Two (2) directors shall constitute a quorum at a Board of Directors meeting.
- 12.5** Two (2) directors and the President or Vice-President present shall constitute a quorum at an Executive Committee meeting or combined meeting.
- 12.6** Decisions shall be arrived at by consensus of the Directors present.
- 12.7** The Minutes of Executive Committee meetings and Board of Directors meetings shall record, amongst other things, those directors and others present, a resume of all matters raised in sufficient detail to identify the salient considerations and the decisions arrived at in each case.
- 12.8** A copy of the Minutes of Executive Committee meetings and Board of Directors Meetings shall be despatched to each member with the notice of the next meeting.
- 12.9** Minutes of the previous meeting shall be taken as read, at the subsequent meeting and shall then be confirmed with any correction of fact agreed to by the meeting.
- 12.10** An Executive Committee Meeting and Board of Directors Meetings may be done via a virtual platform.

13. NOTICES

- 13.1** Chairpersons of all committees required to notify members and/or other individuals of meetings etc., must upload the notice request via the Institute's website for distribution via electronic means to members and other interested parties.
- 13.2** The notice request must be uploaded via the Institute's website at least ten (10) business days before it is required by this and other regulations to be distributed to members and other interested parties.

- 13.3** Due to restrictions imposed by national legislation, and to protect the Institute against any claims or legal action, no chairperson and/or any other persons shall send bulk electronic mail to members directly. All such correspondence must be handled via the Head Office to ensure compliance with national legislation.
- 13.4** The use of social media platforms is permitted on chapter and regional level only if written permission has been obtained from members and other persons to be included in a social media group. Such proof of permission must be kept by the chairperson, and on termination of his / her term, be handed over to a successor.

14. POLICIES

- 14.1** Apart from the rules in this regulation, policies can be created by chairpersons of committees to support this regulation.
- 14.2** Such policy must be forward to the National Head Office for archive purposes and publication on the Institute's website.
- 14.3** Each chairperson shall report on any new policy and changes made to policies at the first National Committee of Members meeting following the adoption of such policy. The National Committee of Members can veto or request changes to be made to such policy.
- 14.4** No policy shall overrule any requirement of the Constitution or any regulation.

15. ADOPTION AND REPEAL

- 15.1** This regulation was approved and adopted by the National Committee of Members on 17 October 2023.
- 15.2** This regulation repeals any previous edition of this regulation.

