



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

# CONSTITUTION 2023



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## FOREWORD TO THE CONSTITUTION

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

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

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

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

Arising from that statement, the

**SAIAT VISION** (is)

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

**SAIAT MISSION** (is)

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

## 1. NAME AND LOGO

1.1. The name of the Institute is “The South African Institute of Architectural Technologists NPC,” abbreviated SAIAT.

1.2. The logo of the Institute:



1.3 The HEX colour code for the blue used in the logo is #041e3e.

## 2. LEGAL STATUS

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

### 3. DEFINITIONS

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

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

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

**‘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;

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

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

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

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

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

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

**‘Institute’** means the South African Institute of Architectural Technologists NPC.

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

**‘Member’** means any person or organisation who is a member of the Institute by virtue of the provisions of Clause 5 of this Constitution.

**‘Membership year’** is to be taken from 01 January to 31 December of the same year.



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

**‘Non-disclosure agreement’** means the undertaking of confidentiality by directors, members and employees regarding Institute business and matters.

**‘Non-Profit Company without Members’** means a company as defined in the Companies Act (Act 71 of 2008), as amended.

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

**‘President’** means a member of the National Committee of Members elected by the National Committee of Members as per the relevant Regulation and to fulfil the functions as described in the relevant Regulation.

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

**‘Regional Chairperson’** means a member elected as per the relevant Regulation to represent a region on the National Committee of Members.

**‘Regulation’** means a supplementary document that is part of the Constitution as per Clause 7.

**‘Regions’** means provinces or a combination of provinces of the Republic of South Africa as per the relevant regulation.

**‘Term’** means four years starting on 01 July in respect of members of the National Committee of Members.

**‘Vice-President’** means a member of the National Committee of Members elected by the National Committee of Members as per the relevant Regulation and to fulfil the functions as described in the relevant regulation.

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

## **4. OBJECTIVES**

- 4.1.** To provide a learned, professional society for architectural professionals engaged in or trained in architecture.
- 4.2.** To provide liaison and co-ordination or representation, to or with other institutes and associations, educational institutions and statutory or non-governmental bodies or groups both in South Africa and internationally to further the interests of members of the Institute, of the architectural profession and the building industry.
- 4.3.** To uphold the dignity and ethical standards of members of the Institute and the architectural profession, and to encourage and foster the culture of responsible architectural practice and professional conduct and integrity.
- 4.4.** To promote environmentally sensitive, sustainable, and socially and culturally considerate building and space development.
- 4.5.** To advise members and members of the public in matters affecting the rights, practice or status of members and the architectural profession.
- 4.6.** To facilitate and materially assist, where deemed necessary in the interests of the Institute or its members, schemes of continuing education, training and continuing professional development (CPD) related to the architectural and building disciplines.
- 4.7.** To found, grant, accept and administer awards, bursaries, and prizes in respect of the practice, study of and research in architecture as well as in the promotion and recognition of excellence in the practice of architecture.
- 4.8.** To involve and represent architectural professionals in the initiation of, promotion or opposition of any legislation affecting the interests of the members of the Institute and the architectural profession.
- 4.9.** To stimulate the expression of art and culture in architecture and the application of appropriate technology in architecture.

## **5. MEMBERSHIP**

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

### **5.1 APPLICATION, TRANSFER AND APPEAL**

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

### **5.2 CATEGORIES OF MEMBERSHIP AND LETTERS OF DESIGNATION**

- 5.2.1** Membership of the Institute shall be determined as set out in the relevant regulation.
- 5.2.2** Members shall be provided with an abbreviated designation to identify their membership of, and category of membership, of the Institute.

## **5.3 RIGHTS, RESPONSIBILITIES AND LIABILITY OF MEMBERS**

### **5.3.1 RIGHTS OF MEMBERS**

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

## **5.3.2 RESPONSIBILITIES OF MEMBERS**

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

## **5.3.3 LIABILITY OF MEMBERS**

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

## **5.4 RESIGNATION, SUSPENSION AND EXPULSION FROM MEMBERSHIP**

### **5.4.1 RESIGNATION**

- 5.4.1.1** Resigning as a member of the Institute shall be as per the procedure and criteria as contained in the relative Regulation.
- 5.4.1.2** Where a member is the subject of disciplinary action by the National Committee of Members, the application for resignation shall not be considered by the Ex-Officio: Administration and Registration Officer from the time the action against the member is started until the final decision is made by the National Committee of Members.
- 5.4.1.3** Where a member ceases to be in good standing with the Institute (fees are in arrears after 31 January of the financial year in which such application is received), the application for resignation shall not be considered by the Ex-Officio: Administration and Registration Officer until such outstanding fees are paid in full.
- 5.4.1.4** Re-application for membership shall be considered as for new applications with due consideration given to the reasons for resignation.

### **5.4.2 SUSPENSION**

- 5.4.2.1** A member that ceases to be in good standing with the Institute or is the subject of an investigation for the purpose of disciplinary action may be suspended as a member.
- 5.4.2.2** The decision to suspend a member is at the discretion of the National Committee of Members and it may determine the period for such suspension and attach such conditions it deems necessary in respect of the suspension.

**5.4.2.3** Where the period of suspension or conditions have not been specified, any application to resume membership shall be considered as new applications with due consideration given to the reasons for suspension.

### **5.4.3 EXPULSION**

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

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

## **5.5 DEATH**

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

## **6. MANAGEMENT AND STRUCTURE**

### **6.1 EXECUTIVE COMMITTEE**

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

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

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

## **6.2 BOARD OF DIRECTORS**

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

## **6.3 NATIONAL COMMITTEE OF MEMBERS**

**6.3.1** The National Committee of Members is composed of

- a) the regional chairpersons
- b) the co-opted members
- c) the Board of Directors
- d) the Ex-Officio: Administration and Registration Officer.

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

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

With voting rights:

- Directors	03
- Regional committee chairpersons	13
- Co-opted members	04

Without voting rights:

- Co-opted advisors	02
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#### **6.4 ELECTION OF BOARD OF DIRECTORS AND MEMBERS OF THE NATIONAL COMMITTEE MEMBERS**

**6.4.1** The directors shall, at any time when a new director is appointed to replace an outgoing director, elect a managing director, who must be a member.

**6.4.2** If a position of a director become vacant due to death, resignation or through action taken by the National Committee of Members, the election for the replacement of such director or directors of the Board of Directors, shall be done by the members of the National Committee of Members at the first meeting of the National Committee of Members after such vacancy has occurred.

**6.4.3** Members of the National Committee of Members representing the regions, shall be elected by the regions as per the applicable regulation, or co-opted by the members of the National Committee of Members.

**6.4.4** The National Committee of Members may co-opt any member, if the need is there for such co-option, at any meeting of The National Committee of Members.

**6.4.5** The National Committee of Members shall elect from amongst the regional representatives on the National Committee of Members, a president, and a vice-president, at the first meeting or after the start of a new term.

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

**6.5.1** Directors will serve the Institute as a director until:

- a) Death;
- b) Resignation;

c) Order to vacate position by the National Committee of Members due to action taken against the director as per the provisions of the Companies Act.

**6.5.2** National Committee of Members' members shall serve a term of four years of office and on expiry of their term of office shall be eligible for nomination and election for a further term.

**6.5.3** Co-opted members of the National Committee of Members shall serve on the National Committee of Members for a period as determined by the National Committee of Members.

**6.5.4** The President and the Vice-President shall serve a term of four years of office and on expiry of their term of office, they shall be eligible for nomination and election for a further term.

**6.5.5** The term of the National Committee of Members shall start on 01 July and ends on 30 June four (4) years later.

## **6.6 FUNCTIONS OF OFFICE BEARERS**

### **6.6.1 MANAGING DIRECTOR**

**6.6.1.1** Co-ordinate and monitor the functioning of the Institute, appointed committees and sub-committees and regional structures.

**6.6.1.2** Chair Executive Committee meetings.

**6.6.1.3** Attend Executive Committee, National Committee of Members meetings and general meetings.

**6.6.1.4** Act as the main spokesperson for the Institute.

**6.6.1.5** Sign documentation on behalf of the Institute.

- 6.6.1.6** Responsible for the management and proper recording keeping of the financial affairs of the Institute in line with acceptable accounting practices.
- 6.6.1.7** Responsible for budget reporting at National Committee of Members meetings and annual general meetings.
- 6.6.1.8** Assist the auditor in the preparation of the annual financial statements for presentation at annual general meetings.
- 6.6.1.9** Recording the proceedings of National Committee of Members, annual general and special general meetings, and the preparation and despatch of the related minutes to members as appropriate.
- 6.6.1.10** Preparation and despatch of all outgoing correspondence including, amongst other things, notices, and regulations.
- 6.6.1.11** Responsible for the effective maintenance of the Institute's records, other than financial records, including, amongst other things, the original master copies of the Constitution, regulations, minutes of meetings, etc.
- 6.6.1.12** Responsible for the effective maintenance of the Institute's website and other technology-based information operations.
- 6.6.1.13** Any other tasks assigned by the National Committee of Members on acceptance.

**6.6.2 DIRECTOR:**

- 6.6.2.1** Attend Executive Committee, National Committee of Members meetings and general meetings.

- 6.6.2.2** When required, deputise for the managing director in the latter's absence.
- 6.6.2.3** Sign documentation on behalf of the Institute and the National Committee of Members.
- 6.6.2.4** Assist the Ex-Officio: Administration and Registration Officer of the Executive Committee regarding the registration of members.
- 6.6.2.5** Any other tasks assigned by the National Committee of Members on acceptance.

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

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

- 6.6.3.1** Attend Executive Committee, National Committee of Members meetings and general meetings.
- 6.6.3.2** Sign relevant documentation on behalf of the Institute
- 6.6.3.3** Process applications related to the Institute's membership as contained in the Constitution and Regulations dealing with membership.
- 6.6.3.4** Responsible for the effective maintenance of records related to membership of the Institute.
- 6.6.3.5** Responsible for the day-to-day running of the Institute.
- 6.6.3.6** Responsible for labour relations of the Institute.
- 6.6.3.7** Report on all administrative and financial affairs to the managing director.

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

#### **6.6.4 NATIONAL COMMITTEE OF MEMBERS**

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

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

#### **6.6.5 PRESIDENT**

**6.6.5.1** The National Committee of Members shall elect the current vice-president, or if such is not available, a member of the National Committee of Members, as president, within 30 calendar days before the end of the financial year prior the year before the new president must take up office, considering government's national policies on transformation.

**6.6.5.2** The president shall chair National Committee of Members meetings, annual general meeting, and special general meetings.

**6.6.5.3** The president shall attend Executive Committee, National Committee of Members' meetings and general meetings.

**6.6.5.4** The president shall act as spokesperson for the Institute, by promoting the principles, views, and policies of the Institute.

#### **6.6.6 VICE-PRESIDENT**

**6.6.6.1** The National Committee of Members shall elect a member of the National Committee of Members, as vice-president, within 30 calendar days before the end of the financial year prior the year before the new

vice-president must take up office, considering governments national policies on transformation.

**6.6.6.2** The vice-president must attend Executive Committee, National Committee of Members' meetings and general meetings.

**6.6.6.3** The vice-president, when required, must deputise for the president in the latter's absence.

**6.6.2.4** The vice-president shall act as spokesperson for the Institute, by promoting the principles, views, and policies of the Institute.

## **6.7 CONFIDENTIALITY AND USER AGREEMENTS**

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

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

## **7. REGULATIONS, POLICIES AND CODE OF CONDUCT**

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

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

**7.3** Policies and regulations that do not facilitate the objectives of the Institute's Constitution shall be deemed void and unenforceable.

**7.4** Members shall be provided with a copy of each new or amended Regulation, including the Code of Conduct, adopted by the National Committee, by the publication of such on the Institute's website.

**7.5** Failure by a member to familiarise themselves with the content of a regulation or Code of Conduct document, shall not invalidate the regulation or the Code of Conduct.

## **8. MEETINGS, COMMITTEES AND CHAPTERS**

### **8.1 MEETINGS**

#### **8.1.1 GENERAL MEETINGS**

**8.1.1.1** The National Committee of Members shall convene such meetings and / or committees as necessary to ensure the effective management and administration of the Institute.

**8.1.1.2** Decisions of committees shall be ratified by the National Committee of Members for such decisions to be those of the Institute and thereby binding on the Institute.

**8.1.1.3** The rules, procedures, and general requirements to be adhered to with respect to National Committee of Members meetings, appointed committees shall be in terms of the relevant regulations.

#### **8.1.2 ANNUAL GENERAL MEETINGS**

**8.1.2.1** An annual general meeting shall be convened before the end of October of each year.

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

### **8.1.3 SPECIAL GENERAL MEETINGS**

**8.1.3.1** A special general meeting of Members may be convened at any time by the National Committee of Members for the consideration of a specific matter.

**8.1.3.2** A special general meeting of members may be convened at any time on request by any member with at least ten (10) other members signed confirmation.

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

## **8.2 COMMITTEES AND CHAPTERS**

### **8.2.1 COMMITTEES OF THE NATIONAL COMMITTEE**

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

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



## **8.2.2 REGIONAL COMMITTEES AND CHAPTERS**

- 8.2.2.1** Regional committees and local chapters may be established by the Institute's members subject to approval of the National Committee of Members.
- 8.2.2.2** The structure, officers and election of officers, terms of office, chairpersons, responsibilities, and meetings shall be subject to the relevant Regulations.
- 8.1.2.3** The rules, procedures, and general requirements to be adhered to with respect to regional and chapter committee meetings shall be in terms of the relevant Regulations.

## **9. FINANCIAL, ASSETS AND ADMINISTRATION**

- 9.1** The objectives of the Institute, together with the management and administration thereof, shall be financed through membership fees, reimbursements for use of the Institute's facilities, purchase of the Institute's merchandise, attendance of the Institute's functions and events, levies, fines, contributions, sponsorships, loans, and fund-raising activities.
- 9.2** Funds, apart from investments, shall be deposited into bank accounts in the name of the Institute.
- 9.3** All banking accounts in the name of the Institute shall always reflect the current authorisation names and signatures of the directors and other signatories as per this Constitution.
- 9.4** All funds, fixed property and assets of the Institute shall be vested in the Board of Directors for the time being in trust for the Institute.
- 9.5** True accounts shall be kept of all moneys received and / or expended by the Institute and of the assets and liabilities of the Institute.

- 9.6** The managing director shall administer the funds of the Institute in accordance with the directions of the National Committee of Members, as set out in Institute's regulations, and in accordance with accepted accounting practices.
- 9.7** The controls attached to the operation of the banking accounts of the Institute shall be as set out in relevant regulations.
- 9.8** The Institute may carry on any profit-making activities in line with the provisions of the Companies Act (Act 71 of 2008), as amended, if assets and income are not distributed to the directors or members of the Institute. This will include Continuing professional development activities, peer reviews and learned opinions as required by members, statutory bodies, and the public.
- 9.9** The Institute may not participate in any business, profession or occupation carried on by any of its members, except for as provided in 9.8.
- 9.10** The Institute may not provide any financial assistance, premises, continuous services, or facilities to its members for the purpose of carrying on any business, profession, or occupation by them.
- 9.11** The Institute shall maintain, at the discretion of the Board of Directors, affordable insurance cover to insure against loss of material items by any means, malfeasance on the part of members and the cost of any legal proceedings and the consequences thereof, instituted against the Institute or against its directors or members acting on its behalf.
- 9.12** The Board of Directors shall appoint on behalf of the Institute a staff member to fulfil the tasks of Ex-Officio: Administration and Registration Officer.
- 9.13** To assist the Board of Directors and to provide the Institute's membership and the public with a physical representative, the Board of Directors may on behalf of the Institute, in terms with the budgetary requirements, appoint additional office staff and voluntary assistants to assist the Ex-Officio: Administration and Registration Officer to ensure the effective daily operation of the office of the Institute.

**9.14** Persons employed by the Board of Directors on behalf of the Institute may be on a casual or permanent basis, the nature of the contract being such deemed most appropriate by the Board of Directors.

**9.15** Appointees shall report to and be the responsibility of managing director.

## **10. CONSTITUTIONAL AMENDMENTS**

**10.1** This Constitution may only be amended after a motion of amendment is presented at an annual general meeting or a special general meeting convened specifically for such purpose.

**10.2** Motions to amend the Constitution shall be in writing and directed to the managing director of the Institute.

**10.3** Where a motion to amend this Constitution is received prior to a required annual general meeting or is received in respect of a notice of an annual general meeting, such motion will be presented at that annual general meeting. Any proposed amendment arising from the proceedings at an annual general meeting must be proposed as a motion of amendment for a special general meeting to be set.

**10.4** A proposed motion to amend this Constitution, with or without any amendment, shall be presented to the members at such meeting, and in person by the proposer, or in the case of the Board of Directors, by a delegated director.

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

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

## **11. TRUSTEE**

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

**11.2** The trustee shall convene and hold a special general meeting to elect a Board of Directors. The trustee may appoint a maximum of four (4) members to assist in the discharge of any of the duties involved.

**11.3** Should a Board of Directors not be convened at the special general meeting called for this purpose, then a resolution to dissolve the Institute shall be automatically effected without the need for a vote on the matter.

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

## **12. DISSOLUTION**

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

**12.2** The Institute shall be automatically dissolved at a special general meeting convened by the trustee, where such meeting failed to form a Board of Directors.

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

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

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

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

### **13. REPEAL OF PREVIOUS EDITIONS OF THE CONSTITUTION**

- 13.1** This edition of the Constitution was adopted by the members at an annual general meeting held on 17 October 2023.
- 13.2** All previous editions of the SAIAT Constitution are hereby repealed, subject to section 12(2) of the Interpretation Act 33 of 1957.

