



## CONSTITUTION OF THE INTERNATIONAL ASSOCIATION FOR IMPACT ASSESSMENT SOUTH AFRICA (IAIAsa)

### 1. Article I: IAIAsa:

- 1.1. The name of the association is the 'International Association for Impact Assessment South Africa' which is also known by the acronym 'IAIAsa'.
- 1.2. The IAIAsa is to be governed by this Constitution which shall, from the date of ratification or subsequent amendment, replace and repeal any previous constituting provisions. Anything done in good faith and in accordance with such earlier constituting provisions shall, despite the repeal of such provisions, be deemed to have been done in accordance with this Constitution. In addition to this Constitution, IAIAsa shall be governed by a Code of Ethics, Code of Conduct and Disciplinary Procedure published from time to time.
- 1.3. The official office of IAIAsa (its domicilium citandi et executandi) will be published on the IAIAsa website from time to time.
- 1.4. IAIAsa is a Voluntary Organisation and may register as a Non-Profit Organisation (NPO) in terms of the Non-profit Organisations Act (no. 71 of 1997) and may register as a Public Benefit Organisation (PBO) in terms of Income Tax Act (no. 58 of 1962) in order to benefit from such tax exemptions or other benefits as may apply to it.

### 2. Article II: Body Corporate:

#### IAIAsa:

- 2.1. Exists in its own right as a juristic person (Body Corporate).
- 2.2. Has an identity and nature which is distinct from that of its members and Office Bearers.
- 2.3. Shall exist in perpetuity, despite any changes in membership and / or Office Bearers, until wound up as provided for in this Constitution.
- 2.4. Shall have all the powers, rights and abilities of a natural person except for those of a nature only capable of being exercised by a human being, and in particular it shall:
  - 2.4.1. Be able to own and hold and deal with movable and immovable property.
  - 2.4.2. Be able to employ staff as and when required.
  - 2.4.3. Be liable for settlement of its debts and obligations.

- 2.4.4. Be able to sue and be sued in its own name.
- 2.4.5. Have such additional powers as are conferred upon it by this Constitution.

**3. Article III: Objectives:**

- 3.1. The main object of the IAIAAsa is to be a professional association which leads IEM (integrated environmental management) in southern Africa. IAIAAsa will carry out one or more public benefit activities, on behalf of its members, in a non-profit manner. These activities are intended to:
  - 3.1.1. Provide a platform for advancing innovation and communication of best practice in IEM so as to further the development of local, regional and global capacity for sustainability,
  - 3.1.2. Provide leadership for defining quality and enhancing professionalism in the practice of IEM,
  - 3.1.3. Promote sound science and integrated participatory decision making to support sustainable development,
  - 3.1.4. Allow IAIAAsa to conduct itself as an affiliate of the International Association of Impact Assessment (IAIA) and to comply with such requirements as this may entail and which conform to this Constitution. As an affiliate of the IAIA, IAIAAsa will promote the objectives of the IAIA provided that, in doing so, it adheres to its own objectives.
  - 3.1.5. Advocate for sustainable policies and practices.
- 3.2. In keeping with its objectives and to the extent permitted, IAIAAsa shall develop strategies and programmes, and policy statements for IAIAAsa from time to time.
- 3.3. The IAIAAsa shall organise conferences and provide continued professional development and training for its members and the public.

**4. Article IV: Income and property:**

- 4.1. The IAIAAsa shall:
  - 4.1.1. apply the assets and income of the Association, however derived, solely towards the furtherance of its main objectives and in a manner consistent with this Constitution.
  - 4.1.2. not conduct any activity which will or may reasonably be expected to benefit or promote, directly or indirectly, the economic or financial interest of any member of the NEC (National Executive Committee) or any person on a Branch Committee other than as is contemplated in 4.1.10 and 4.1.12 below.
  - 4.1.3. not have any direct or indirect business or investment interest in any member or Office Bearer or any business, profession or occupation of or connected to any member or Office Bearer.
  - 4.1.4. conduct its activities in a philanthropic and altruistic manner for non-profit purposes.
  - 4.1.5. recognise restricted income where funds are received with specific conditions set out regarding the use of these funds.

- 4.1.6. transfer any surpluses arising from annual operations to a capital reserve, to be used solely to fund the sustainability and growth of the Association. The capital reserve must be managed in accordance with an approved reserve policy.
- 4.1.7. where it generates any profit from an activity (including conferences and training), utilise such profit as follows:
  - 4.1.7.1. for the furtherance of its objectives and
  - 4.1.7.2. in a manner consistent with this Constitution.
- 4.1.8. be able to invest any surplus funds in an interest bearing bank account.
- 4.1.9. not distribute any funds or property (directly or indirectly) to any person who is not a registered PBO with compatible objectives.
- 4.1.10. be entitled to utilise resources for the payment of employees or members (subject to 6.1 below) who render professional services to the IAIAsa provided that payment is reasonable remuneration for services actually rendered to the IAIAsa.
- 4.1.11. be able to accept any irrevocable donation (in cash or kind) from any person.
- 4.1.12. be able to utilise any of its resources in achieving its objectives and to remunerate any service providers, professionals and contractors which it requires in order to do so.
- 4.1.13. only pay remuneration or compensation to any person which is reasonable and commensurate with the service rendered or product supplied or amount expended.
- 4.1.14. conduct the majority of its activities and utilise the majority of its resources within and for the benefit of the Republic of South Africa.
- 4.1.15. upon registration as a PBO, be able to issue a certificate, in terms of Section 18A of the income Tax Act to any bona fide donor.
- 4.2. The IAIAsa will charge its members a membership fee or otherwise raise funds in order to provide for its funding requirements.
- 4.3. The IAIAsa shall operate a South African bank account (or more than one) and all receipts and expenditures shall be made through such bank account.
- 4.4. The IAIAsa must invest its funds with a registered financial institution. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984.
- 4.5. The IAIAsa must endeavour to make environmentally responsible investments.
- 4.6. The IAIAsa will keep an accurate register of its assets.
- 4.7. The assets of the IAIAsa shall vest in the IAIAsa and shall not be held or controlled by any other person.
- 4.8. No persons shall have any right to claim against any asset of the IAIAsa through their membership or as an Office Bearer.
- 4.9. The IAIAsa shall keep full and accurate financial records, recording all income and expenditure as well as assets of the IAIAsa. These records shall be written up as Annual Financial Statements for presentation at the Annual General Meeting (AGM). The content and form of the Annual Financial Statements shall be in the manner recommended by a suitably qualified accountant. All records (and primary documents) shall be kept for a period of not less than five years.

- 4.10. The capital reserves must be analysed and presented at the AGM. Any use of reserves must be motivated to members and approved at the AGM.
- 4.11. The IAIAAsa will comply with such reporting requirements in terms of the Income Tax Act 1962 (or other applicable legislation) as may be determined by the responsible authority from time to time.
- 4.12. The IAIAAsa 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 II A of Chapter III, or a transaction, operation or scheme contemplated in Section 103(5) of the Income Tax Act 1962.

## **5. Article V: Membership:**

- 5.1. Membership of IAIAAsa shall consist of various categories:
  - 5.1.1. Professional membership is available to any person whose profession or employment is in the field of IEM or directly related thereto. Professional Members will be required to sign and will be bound by the IAIAAsa Code of Conduct.
  - 5.1.2. Regular membership is available to any person other than a person qualifying as one of the other categories of membership.
  - 5.1.3. Student membership is available to individuals actively engaged in full-time studies, at registered institutions and where the studies are related to the objectives of IAIAAsa. The NEC shall determine the length of time members may remain in this category. Student Members who have completed their studies shall be obliged to become Regular or Professional Member if they renew their membership after completion of their studies.
  - 5.1.4. Retired membership is available to any person no longer employed or in professional practice and who is over the age of 65 years old.
  - 5.1.5. Honorary membership may be conferred on any person, by unanimous vote by the NEC, who has, in the opinion of the NEC, provided extraordinary services or has made extraordinary achievements for or in the name of the Association. Honorary Members shall be entitled to all the benefits of a Regular Member without payment of an annual membership fee.
  - 5.1.6. The NEC may determine additional categories of membership from time to time.
- 5.2. Members shall enjoy the benefits of membership of IAIAAsa as published by the NEC from time to time.
- 5.3. Application for membership shall be made in writing in the manner specified by the Secretariat.
- 5.4. The Secretariat shall acknowledge receipt of the required documents and, upon clearance of the membership fees, the applicant shall become a member of IAIAAsa and shall be given a membership number.
- 5.5. Full membership fees are payable for every financial year or part thereof and shall fall due on the first day of the financial year.
- 5.6. The NEC shall determine the membership fees payable by each category of member and may revise such determinations on an annual basis.
- 5.7. Members failing to pay membership fees within 60 days of due date shall be considered as having resigned from IAIAAsa but may re-apply for membership at any stage.

- 5.8. All members voluntarily bind themselves to the Code of Ethics (as amended from time to time) and submit themselves to the Disciplinary Procedure of the IAIAAsa.
- 5.9. All Professional Members voluntarily bind themselves to the Code of Conduct (as amended from time to time) and submit themselves to the disciplinary procedure of the IAIAAsa.
- 5.10. The Disciplinary procedure shall apply to any member or in respect of any conduct by a person whilst that person was a member but who has subsequently resigned.
- 5.11. Membership of IAIAAsa does not constitute membership of IAIA and vice versa.
- 5.12. Membership of IAIAAsa does not constitute professional registration or any form of certification for any profession governed in terms of an Act.

**6. Article VI: Organisational Structure:**

- 6.1. IAIAAsa formally comprises the body of its members. These members are served by committees comprising the NEC, which is the executive of the IAIAAsa, regional Branch Committees, Disciplinary Tribunal and ad hoc Committees. All such committee members serve on a voluntary and unpaid basis.
- 6.2. National Executive Committee
  - 6.2.1. The NEC shall be elected from and by the members and shall conduct the affairs of IAIAAsa on behalf of its members.
  - 6.2.2. The NEC steers the strategic direction of IAIAAsa in order to fulfil the IAIAAsa's objectives and forms a link to the international body of IAIA.
  - 6.2.3. The NEC oversees the work of the Office Bearers.
  - 6.2.4. The NEC must consider any matter referred, in writing, to its Secretary by a member and shall provide the member with its decision and reasons. The NEC may, if it is warranted, refer the matter to a general meeting of the members
  - 6.2.5. The NEC shall consist of at least five Office Bearers and a number of additional NEC members.
    - 6.2.5.1. The Office Bearers shall be the: President, President Elect, Past President, Secretary and the Treasurer.
    - 6.2.5.2. Additional NEC members shall be: a student member representative, each Branch chairperson and such other ordinary members who may be elected and who may be assigned portfolios by the NEC.
  - 6.2.6. Any member of IAIAAsa who is in good standing may be elected to serve on the NEC.
  - 6.2.7. Termination or suspension of membership of IAIAAsa shall automatically terminate eligibility to be a member of the NEC.
  - 6.2.8. The President, Past President, President Elect, Secretary and Treasurer are the Office Bearers of the NEC who accept and bear all fiduciary responsibility to IAIAAsa. These Office Bearers may not be connected persons in relation to each other.
  - 6.2.9. The NEC supports Branch Committees operating in designated regions throughout the country. The Branches are responsible for promoting the IAIAAsa, interacting with members and fulfilling the objectives of IAIAAsa in the designated regions.

- 6.2.10. The NEC may form sub-committees at any time to address specific issues of relevance to the objectives of IAIAAsa. The composition of the sub-committees shall be determined by the NEC.
- 6.2.11. The NEC may suspend or terminate a member's membership in accordance with the Disciplinary Procedure.
- 6.2.12. The NEC existing at the time of ratification of this Constitution shall be deemed to have been constituted in accordance with this Constitution and shall serve out the remainder of the term for which they were originally elected.
- 6.2.13. Unless otherwise stated, sixty percent by number of the NEC shall constitute a quorum for decisions of the NEC at a meeting. Each Office Bearer / member of the NEC will have one vote on matters to be decided by the NEC and decisions are to be made on a majority basis. Decisions made by the NEC may be voted on at a meeting or by means of, email, telephone, facsimile or electronic communication.
- 6.2.14. The NEC shall convene, in person, at least twice every financial year in order to receive report backs from the Office Bearers and perform their oversight function. The NEC may meet at such other times as it may decide and may do so electronically.
- 6.2.15. The NEC may confer upon its members certain benefits in return for such member faithfully and diligently performing their roles and responsibilities and may withhold such benefits where an NEC member has not performed as required.
- 6.2.16. The NEC may reimburse any person for reasonable and justified expenses incurred on the instruction of and on behalf of IAIAAsa.
- 6.2.17. The Office Bearers are the executive of the NEC and shall meet regularly to perform their duties. Subject to the oversight role of the NEC; the Office Bearers shall exercise all the powers and duties of the NEC.
- 6.2.18. The members of the NEC, Branch Committees, Disciplinary Tribunal and any other ad hoc committee are indemnified by IAIAAsa against any claim or liability whatsoever and howsoever arising from the faithful exercise of their duties.
- 6.2.19. All NEC members shall have such duties, powers and responsibilities as determined by the NEC from time to time subject to what is specified below:
  - 6.2.19.1. The President shall preside at all meetings of the NEC, and act for IAIAAsa where required.
  - 6.2.19.2. The President Elect shall perform all of the duties of the President in the event of the absence or disability of the President. The President Elect will take over the functions of the President in the event of the inability of the President to complete his/her term of office. The President Elect is an understudy to the President and will perform such duties as designated or delegated by the President.
  - 6.2.19.3. The Past President shall act as a senior advisor and may be delegated, on an ad hoc basis, the duties of either the President or President Elect where necessary.
  - 6.2.19.4. The Treasurer shall be responsible for the collection of membership fees and other monies received by the IAIAAsa and the proper investing and handling of all funds. The Treasurer shall keep accurate records of assets and transactions. The Treasurer shall liaise with the accounting officer and attend to all financial requirements stipulated by the accounting officer.
  - 6.2.19.5. The Secretary shall be responsible for administering the affairs of IAIAAsa and ensuring that minutes are kept; correspondence is attended

to and shall be responsible for arranging meetings and for the filing of records and documents.

- 6.2.20. All financial accounts of IAIAAs shall be signed by the President and Treasurer. Annual Financial Statements must be prepared by an independent accounting officer and presented to the NEC for approval. The approved Annual Financial Statements must be presented to the members at the AGM for approval. The financial year will be from 1 March to end February, or as determined by the NEC. The AGM should be held within seven months of the end of the financial year.
- 6.2.21. A suitably qualified accounting officer shall be appointed by the NEC subject to ratification at the AGM. His or her duty is to prepare the Annual Financial Statements of IAIAAs and to advise on the requirements for proper record keeping and accounting practice.
- 6.2.22. The President must prepare an IAIAA Annual Report for presentation to members at the AGM.
- 6.2.23. An Annual report and the Annual Financial Statements must be ready and handed to the Director of Non-Profit Organisations within six months after the financial year end or as required by any other authority.
- 6.2.24. Members and the NEC are not liable for any of the obligations and liabilities of IAIAAs solely by virtue of their status as members of the NEC or of IAIAAs.
- 6.2.25. Members and the NEC are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the NEC or member is performing functions (whether properly authorised or not) for or on behalf of IAIAAs.
- 6.2.26. The NEC has the power to convene disciplinary hearings as contemplated in the Disciplinary Procedure and to establish a Tribunal for this purpose.
- 6.2.27. The NEC may, by a two thirds majority of the whole NEC and on good grounds, relieve any Office Bearer of their office and appoint any qualified person in their place provided that; should the President be removed he or she may only be replaced by the President Elect or failing the President Elect, the Past President.
- 6.2.28. The Office Bearers may, on their own initiative or upon receiving a written complaint, and where they are of the reasonable opinion that such action is justified, suspend and replace any member of the NEC or of any Branch Committee.
  - 6.2.28.1 Suspension may result from indiscipline, unprofessional conduct or a failure to perform their assigned duties as NEC members or Branch Committee members.
  - 6.2.28.2 Suspension shall terminate any duties or benefits accruing to the member.
  - 6.2.28.3 The suspension shall be confirmed by a two thirds majority of the remaining members of the NEC at a full meeting at which the suspended member may make submissions but shall not be entitled to vote. The NEC may set aside or confirm the suspension in which case the suspension shall become a removal from office. This shall not preclude or limit further disciplinary or legal action.

### 6.3. Election to the NEC

- 6.3.1. The members (excluding the Branch Chairpersons) of the NEC shall be elected by the members of IAIAAs by means of a ballot conducted for this purpose. The ballot may be conducted electronically.

- 6.3.2. Prior to election a member must be nominated by another member, seconded by a further member and must accept such nomination in writing. Upon acceptance of the nomination (and provided that nominator, seconder and nominee are members in good standing) the member's name shall be entered onto a ballot sheet and voted for by the members.
- 6.3.3. The NEC shall be determined as follows:
- 6.3.3.1. Two places shall be reserved for the President Elect (who shall become the President) and President (who shall become the Past President),
  - 6.3.3.2. The nominated student representative (who shall be a student member of IAIAAsa) receiving the most votes shall become the student representative on the NEC,
  - 6.3.3.3. The Branch Chairpersons shall be members of the NEC by virtue of their position as Branch Chairperson, and
  - 6.3.3.4. The remaining nominees shall be chosen in descending order of votes received until the remaining positions are filled.
  - 6.3.3.5. Should only so many nominees be made as there are vacant positions then such nominees may be appointed to the NEC without the need for a vote.
- 6.3.4. The members of the NEC shall serve a two year term of office and may not serve more than two consecutive terms of office.
- 6.3.5. Notwithstanding the above, the NEC may extend the term of office (for no more than a further two years), of any Office Bearer should the NEC determine such extension to be warranted.
- 6.3.6. The term of office shall commence on the date on which the NEC publishes the results of the recent ballot and shall persist until publication of the results of the next ballot. Ballots shall be conducted as close to a year apart as is practicable.
- 6.3.7. At its first meeting after the election the NEC shall, from the NEC, choose a President Elect, Treasurer and Secretary. These Office Bearers must, normally, have served on the NEC for at least one year before election as an Office Bearer.
- 6.3.8. The President Elect at the date of the ballot shall become the President on publication of the ballot results and, similarly the President shall become the Past President.
- 6.3.9. The term of office of the person who is elected as the President Elect shall be automatically extended to cover such person's time as President Elect, President and Past President.
- 6.3.10. In the event that an elected NEC member does not complete his or her term of office, the NEC may assume another member of the NEC to the vacated Office or portfolio and / or may co-opt a member to the NEC, if required, until the following ballot; except in the case of the President whose functions must be assumed by the President Elect.
- 6.3.11. Where it is practically impossible for the anticipated succession of President Elect, President and Past President to occur as planned then the NEC may, by written resolution and for such instance only, amend the succession in exceptional circumstances.

#### 6.4. Branches

- 6.4.1. The NEC may establish such branches or other organisational structures as may be necessary to conduct the affairs of IAIAAsa. All affairs and activities of any and all



of the sub-structures described shall be conducted in accordance with the Constitution of the IAIAAsa, as appropriate and subject to the approval of the NEC.

6.4.2. IAIAAsa shall recognise the following forms of organisational structure:

6.4.2.1. Branches – A geographically determined group of members of IAIAAsa.

6.4.2.2. Student Branches – A geographically determined group of Student Members of IAIAAsa.

6.4.2.3. Associated Organisations – Independent organisations that have a purpose similar to that of IAIAAsa and with which a mutually beneficial relationship may result.

6.4.3. Designation of an Associated Organisation shall be reviewed annually by the NEC. These designations are reviewed on the basis of the Associated Organisation's consistency of purpose with the objectives of IAIAAsa, and such other requirements as the NEC may from time to time impose.

6.4.4. Designation of a Branch shall be reviewed annually by the NEC. These designations are reviewed on the basis of viability of the Branch and such other requirements as the NEC may from time to time impose.

#### 6.5. Branch Committees

6.5.1. Branches of IAIAAsa shall be delineated by region, as determined by the NEC and all IAIAAsa members within that region will be served by, and may serve on, and may elect the designated Branch Committee.

6.5.2. Any member of IAIAAsa who is in good standing may be elected to serve on a Branch Committee.

6.5.3. The Branch Committee shall conduct the affairs of the Branch.

6.5.4. Despite any provision to the contrary in this Constitution a Branch Committee must report to and is answerable to the NEC.

6.5.5. Any action or decision of a Branch Committee or its members must be consistent with this Constitution and no power is conferred upon a Branch Committee or its members to act contrary to this Constitution.

6.5.6. Termination of membership of IAIAAsa shall automatically terminate eligibility to be a member of the Branch Committee.

6.5.7. The term of office of members of the Branch Committees shall be in line with that of the NEC. To this end the Branch Committee election process must be concluded before financial year end.

6.5.8. The financial accounts of the Branch shall form part of the accounts of IAIAAsa. A Branch budget must be submitted to the NEC for approval within four weeks after the first NEC meeting of the financial year.

6.5.9. Each member of the Branch Committee will have one vote on matters decided by the Branch Committee.

6.5.10. The Chairperson of each Branch Committee shall be a member of the NEC and represent his or her Branch at all IAIAAsa meetings.

#### 6.6. Election to a Branch Committee

6.6.1. The Branch Committee shall be elected by members of IAIAAsa in the region by means of a ballot conducted for this purpose. The ballot may be conducted electronically.

- 6.6.2. Prior to election a member must be nominated by another regional member, seconded by a third regional member and must accept such nomination in writing. Upon acceptance of the nomination (and provided that nominator, seconder and nominee are members in good standing) the member's name shall be entered onto a ballot sheet and voted for by the regional members.
- 6.6.3. Prior to publication of the ballot paper the existing Branch Committee shall determine the size of the new Branch Committee which shall always have at least a Chairperson, Secretary and Treasurer.
- 6.6.4. The Branch Committee shall be determined as follows: The nominees shall be chosen in descending order of votes received until the positions are filled.
- 6.6.5. The members of the Branch Committee shall serve a two year term of office and may not serve more than two consecutive terms of office, unless elected to the position of Branch Chair.
- 6.6.6. Notwithstanding the above, a Branch Committee Member's term of office may be extended (for no more than a further two years), should the NEC determine such extension to be warranted.
- 6.6.7. A year of a term of office shall commence on the date on which the Branch Committee publishes the results of the recent ballot and shall persist until publication of the results of the next ballot. Ballots shall be conducted as close to a year apart as is practicable.
- 6.6.8. The Branch Committee shall, from its members, choose a Branch Chairperson, a Branch Treasurer and a Branch Secretary. An individual must normally have served on the branch committee for at least a year before being eligible to act as Branch Chair.
- 6.6.9. The term of office of the person who is elected as the Branch Chair shall automatically be extended to cover such person's time as Branch Chair for a period of two years, and Past Branch Chair for a period of one year.
- 6.6.10. The Branch Treasurer and Branch Secretary shall function as deputies to the respective NEC Office Bearers and shall perform such duties and functions as are assigned to them by those NEC Office Bearers.
- 6.6.11. Where it is practically impossible for the anticipated succession of Branch Chair to occur as planned then the NEC may, by written resolution and for such instance only, amend the succession in exceptional circumstances.
- 6.6.12. In the event that an elected Branch committee member does not complete his or her term of office, the Branch Committee may assume another member of the Branch Committee to the office and / or may co-opt a member to the Branch Committee, if required, until the following ballot.

## 6.7. Student Committees

- 6.7.1 The NEC may, by written resolution, establish or confirm such student committees as it may in its discretion determine.
- 6.7.2 The resolution of the NEC shall determine the powers, functions and reporting structures of any such student committee and deal with any ancillary matter.
- 6.7.3 The NEC may, by written resolution, amend or vary any determination of the powers, functions or reporting structures of such student committee which may be dealt with differently.

- 6.7.4 The provisions of this Constitution dealing with Branch Committees shall apply to student committees unless, and to the extent which, they are modified by the resolution of the NEC.

**7. Article VII: Members Meetings:**

- 7.1. There shall be an AGM of the members of IAIAAsa. The NEC shall determine the date for such meeting and this date should be set with the aim of maximising attendance of the members. Members shall be given at least thirty days written notice (through email or otherwise) of the date, venue and time of such AGM.
- 7.2. The agenda for the AGM shall be circulated at least seven days prior to the AGM.
- 7.3. In addition to an AGM, special meetings may be called by the NEC on their own initiative or upon receipt of a petition signed by at least twenty five bona fide members, giving ninety days' notice to the President and indicating the purpose and the business of such special meeting.
- 7.4. Where a member wishes a matter to be placed on the agenda for a general meeting then the member shall advise the Secretary of the NEC who shall do so.
- 7.5. The voting members present at a meeting of IAIAAsa shall constitute a quorum. A resolution shall be passed by a simple majority of the voting members present at such meeting.
- 7.6. A vote may be conducted electronically in which case a two thirds majority of those members voting will be required for a resolution.
- 7.7. Only fully paid-up, bona fide members of IAIAAsa may vote.
- 7.8. All records of IAIAAsa shall be open to the inspection of any member at any reasonable time, provided reasonable notice is given.
- 7.9. All meetings of IAIAAsa shall be open to all members except those meetings that are specifically designated by the President for that meeting as being "in camera".

**8. Article VIII: Amendment of Constitution:**

- 8.1. This Constitution may be amended by:
- 8.1.1. a two-thirds majority vote of members of IAIAAsa present at an AGM of IAIAAsa;
- 8.1.2. a two-thirds majority vote of members at a special meeting of IAIAAsa called for this purpose; or
- 8.1.3. a two-thirds majority vote of members responding to an electronic ballot held for this purpose.
- 8.2. Amendments may be proposed by the NEC, or by petition signed by at least twenty-five bona fide members of the IAIAAsa. Proposals for amendments and ballots must be submitted in writing to the members of IAIAAsa at least thirty days in advance of a meeting described in 8.1 above.
- 8.3. The NEC may effect minor amendments to the wording of the administrative provisions of the Constitution in order to ensure compliance with Section 30 of the Income Tax Act (no. 58 of 1962) so as to achieve the objectives set out in 1.4 above and provided that such amendments do not alter the substance of the Constitution. Such amendments must be ratified by the members at the next AGM.
- 8.4. IAIAAsa will submit any amendment of the Constitution to the Commissioner in terms of the Income Tax Act 1962 within 30 days of its amendment.



**9. Article IX: Dissolution:**

- 9.1. Any proposal for the dissolution of IAIAAs shall be treated as an amendment of the Constitution and shall comply with the provisions of Article IX.
- 9.2. The IAIAAs may be liquidated or wound up in the manner prescribed by any other applicable law.
- 9.3. Upon the dissolution of IAIAAs the NEC shall, after paying or making provision for the payment of all the liabilities of the IAIAAs, dispose of all the remaining assets of IAIAAs to:
  - 9.3.1. a similar PBO approved as a PBO in terms of Section 30 of the Income Tax Act (no. 58 of 1962), and /or
  - 9.3.2. an organisation which is exempt from tax in terms of section 10(1)(cA)(i) of the income Tax Act (no. 58 of 1962), and / or
  - 9.3.3. any department of state or sphere of government approved by the South African Revenue Service.

Adopted by members at the IAIAAs AGM meeting held on 18 August 2017.

  
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**Robyn Luyt**  
**President IAIAAs 2017/18**