



The Corrosion Institute of Southern Africa

CONSTITUTION

June 2012

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1. NAME

- 1.1 The name of the Institute shall be Corrosion Institute of Southern Africa.
- 1.2 The shortened form of the name of the Institute shall be CorrISA.

2. DEFINITIONS

In this constitution and any annexures thereto the following words and expressions shall have the following meanings, unless otherwise provided or a contrary meaning appears from the context:

- 2.1 '*Institute*' means Corrosion Institute of Southern Africa, being a voluntary association not for gain;
- 2.2 '*Council*' means the governing body of the Institute consisting of members elected and co-opted to the Council from time to time in terms of Section 7;
- 2.3 '*President*' means the President of the Institute elected in terms of Section 7;
- 2.4 '*Vice-President*' means a Vice-President of the Institute elected in terms of Section 7;
- 2.5 '*Member*' means a member of the Institute qualifying as such in terms of section 5 and admitted and registered as such in the register of members of the Institute and includes a natural as well as a legal person;
- 2.6 '*Person*' means a natural person, and includes, except where the contrary is indicated, a legal person, whether incorporated in terms of an act or not;
'Corporate Member' means a member of the Institute, being a legal person, whether incorporated in terms of an act or not;
- 2.7 '*Office*' means the registered office of the Institute;
- 2.8 '*Month*' means a calendar month;
- 2.9 '*Year*' means twelve calendar months;
- 2.10 '*Institute Secretariat*' and '*staff members*' means persons in the employ of the Institute responsible for the administrative affairs of the Institute and operating under the direction of the President;
- 2.11 '*Bye-Laws*' means the day-to-day operating procedures and regulations associated with the running of the Institute as determined by Council in terms of Section 8.2.a and includes detail regarding the Grades of Membership;
- 2.12 '*Annexure A (to the Bye-Laws)*' contains the annual subscription rates laid down by Council from time to time for all grades of membership in terms of Section 8.2.a;
- 2.13 '*Annexure B (to the Bye-Laws)*' contains the annual standardised rates for lecturing fees, accommodation, travel and other sundry expenses as determined by Council from time to time in terms of Section 8.2.a;
- 2.14 '*Member in good standing*' means a member who has paid the current annual subscription, and whose membership is not suspended, whether pending the outcome of disciplinary proceedings or otherwise;
- 2.15 '*General assembly*' means an annual general meeting or an extraordinary general meeting of the Association;
- 2.16 '*Constitution*' means this constitution, as amended from time to time;
- 2.17 any reference to the singular includes the plural and vice versa;



- 2.18 any reference to natural persons includes legal persons and vice versa;
- 2.19 any reference to a gender includes the other genders.

3. OBJECTIVES

- 3.1 The Institute shall be -
- 3.1.1 a voluntary association of persons;
 - 3.1.2 an independent body corporate not for gain, bearing rights and obligations independently of its members and with perpetual succession;
 - 3.1.3 founded for the objectives and with the powers and authorities set out in this constitution;
 - 3.1.4 capable of suing and being sued and instituting, conducting or opposing any legal or other proceedings in any court or tribunal, and shall be represented in such action by the Council or any other person or persons duly authorised by the Council.
 - 3.1.5 This constitution shall supersede any prior constitution of the Institute with effect from the date of its adoption by the General Assembly.
- 3.2 The main object of the Institute, which shall be strictly pursued in public interest and not for pecuniary gain for its members, shall be to provide a forum for the enhancement of multi-disciplinary corrosion control science, technologies and professional expertise in Southern Africa, and without derogating from the generality of the aforesaid, in particular to:
- 3.2.1 provide forums and media through which experience with, and knowledge of corrosion and its control may be reported, discussed and published;
 - 3.2.2 recognise merit and make awards to persons who make a meaningful and significant contribution by way of technical papers, presentations, treatises and work in connection with corrosion technology;
 - 3.2.3 promote scientific research in the prevention of the deterioration of materials, and the selection of optimum materials;
 - 3.2.4 encourage special study and research to gain a clearer understanding of corrosion, and to develop new or improved techniques for its control;
 - 3.2.5 promote standardisation of terminology, techniques, equipment and design in corrosion control;
 - 3.2.6 promote synergy and co-operation with other organisations with overlapping interest in combating corrosion;
 - 3.2.7 promote quality of manufacture, conversion, fabrication, erection, protection and general workmanship in accordance with the relevant SANS, ISO or other international applicable standards with due consideration of environmental impact;
 - 3.2.8 enlist a wide diversity of membership so as to achieve reciprocal benefits between industries, governmental groups, corporations, individuals and educational bodies;
 - 3.2.9 encourage the provision of adequate training facilities for workers in the field of corrosion technology;
 - 3.2.10 provide corrosion related education and training and to facilitate corrosion related education and training offered by other training organisations, or organisations with overlapping interest ;
 - 3.2.11 engage with Government and other interested parties to co-ordinate and enhance skills development within Southern Africa in the field of corrosion control, including but not limited to standardisation of education and training and formal recognition of accredited training ;



- 3.2.12 provide bursaries, sponsorships, grants and other financial support to individuals, organisations and events so as to further the aims and objectives of the Institute;
- 3.2.13 do all such things as may be necessary, incidental or conducive to the achievement of the Institute's objectives, including the raising and application of funds for such purposes.

3.3 Fundamental Principle

The Institute is committed to ethical practice in all its business dealings and actions. All members, council members, staff members and persons acting on behalf of the institute, or employed or contracted by the institute, are required to act in an ethical and professional manner, thereby upholding the core value of integrity. Any person failing to abide by the requirements of the Fundamental Principle may be subject to disciplinary action, or termination of their association with, or membership with the Institute or termination of any contract with the Institute.

4. POWERS

Subject to the special provisions set out in clause 4A below, the Institute shall have all powers to do such things as may be necessary, incidental or conducive to the attainment of the objectives of the Institute, and without derogating from the generality of the foregoing, shall have the following specific powers:

- 4.1 to solicit and receive subscriptions, donations, aid and subsidies;
- 4.2 to generate funds through membership and the rendering of training and educational services, and performing other services and participating in or arranging conferences, seminars, symposiums and such like ;
- 4.3 to deal with movable and immovable property in any way, including by way of purchase, sale, lease, hire or exchange;
- 4.4 to borrow or lend any amount of money and to secure the repayment of such money in such manner as the Institute may deem fit, including by way of mortgage or pledge;
- 4.5 to invest its funds in any manner it deems fit and to open and operate banking and saving accounts in its own name;
- 4.6 to employ, discharge, remunerate and arrange the conditions of employment of personnel, provided that all remuneration shall be reasonable and fair;
- 4.7 to employ, remunerate and discharge professionals, advisers, lecturers and agents, provided that all remuneration shall be reasonable and fair;
- 4.8 to institute, defend, settle, compromise or discontinue any legal or other proceedings in the name of or against the Institute;
- 4.9 to enter into any contract and take over the assets, liabilities and operations of associations or bodies having similar objectives as those of the Institute;
- 4.10 to amalgamate, affiliate, or co-operate with, or subscribe to, any association, society, corporation or other body in any part of the world, whose objectives are in general similar to the objectives of the Institute and to transfer all or any part of the property, assets or liabilities of the Institute to any such association, society or corporation with which the Institute may amalgamate, provided that the objectives of such other association, society or corporation are similar to the objectives of the Institute;
- 4.11 to promote any other company or body for any purpose which is directly or indirectly calculated to benefit the Institute;
- 4.12 to apply, petition for, or promote any legislation, regulation or measures having the force of law or any other authority necessary for or conducive to the attainment of the objectives of the Institute;

- 4.13 to take action by process of law or otherwise which the Council may deem advisable in the interest of the Institute and to pay the expenses related thereto;
- 4.14 to make, amend and repeal rules and bye-laws for the orderly conduct of the business and affairs of the Institute and the regulation of its organisational relationships;
- 4.15 to establish subordinate structures such as committees, task groups, interest groups and advisory panels of specialists, whether ad hoc or permanent, and to assign functions and powers thereto and to revoke such functions and powers, provided that the activities of such subordinate structures shall be governed by and comply with this constitution.
- 4A Notwithstanding any contrary provisions contained in this constitution, the following special provisions shall take precedence and shall govern the capacity and powers of the Institute:
- 4A.1 The activities of the Institute shall be carried on in a non-profit manner and in public interest and with any surplus funds generated, reinvested over time, to achieve the objectives of the institute as per section 3 of this constitution.
- 4A.2 No activity of the Institute shall be intended to directly or indirectly promote the economic self-interest of any fiduciary or employee of the Institute, otherwise than by way of reasonable remuneration payable to that fiduciary or employee.
- 4A.3 The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of its main objectives, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Institute or members of the Council; provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration or reimbursement to any officer or servant of the Institute or to any member thereof in return for any service actually rendered or goods supplied to the Institute.
- 4A.4 Upon its winding up, deregistration or dissolution, the assets of the Institute remaining after the satisfaction of all its liabilities shall be given or transferred to any one or more public benefit organisations in the Republic having similar objectives as the Institute as may be determined by the members of the Institute at or before the time of dissolution or, failing such determination, by the Court.
- 4A.5 The Institute shall submit to the Commissioner for the South African Revenue Service a copy of this and any amendment to this Constitution.
- 4A.6 The President, immediate Past President, two Vice-presidents, Honorary Treasurer and Honorary Secretary, who collectively comprise the Council Executive, shall accept the fiduciary responsibility of the Institute in terms of Section 30(3)(b)(i) of the Income Tax Act.

5. MEMBERSHIP AND TERMINATION

5.1 Membership

5.1.1 Eligibility

- a Membership of the Institute shall be open to any person, including a legal person (company), who subscribes to the objectives and fundamental principles of the Institute as set out in Section 3 of the Constitution and who has paid the annual subscription fee as determined by Council.
- b Notwithstanding the above subsection, no person, regardless of qualifications or credentials, shall be admitted to membership of the Institute unless the Council is satisfied that such admission would be in the interest of the Institute. The Council shall be entitled to decline any application for membership or decline any renewal of membership, without furnishing reasons therefor, provided that a majority of Council members present are in agreement that such membership is not in the best interests of the Institute.

- c The number of members of the Institute is unrestricted.
 - d Membership, and rights and benefits of membership are not transferable.
 - e All information submitted by an applicant shall be regarded as confidential.
- 5.1.2 Classes and Membership Grades
- a Members in good standing of the Institute are all in a single class, being voting members, each of whom has an equal vote in any matter to be decided by the members of the Institute.
 - b The Institute may have different grades of membership which shall be determined from time to time by Council and which shall be listed in the bye-laws.
 - c The procedure for and conditions of becoming a member in any grade of membership shall be determined by the Council from time to time and set out in the bye-laws.
- 5.1.3 Membership register and certificate
- a The Institute Secretariat shall keep a register of members in which shall be recorded the names of all Institute members, their membership grade and such other particulars as the Council may from time to time direct.
 - b Membership of the Institute shall take effect upon receipt of the annual subscription fee and registration in terms of section 5.1.3.a, and shall, where appropriate, be renewable annually by payment of the relevant membership subscription.
 - c Upon acceptance of membership, the applicant shall be advised by the Institute Secretariat of his admission as a member of the Institute.
 - d The Council shall issue to every member a certificate showing the grade to which he has been admitted. Such certificate shall remain the property of, and shall on request be returned to, the Institute
- 5.1.4 Powers and privileges of members
- All members participate in the activities of the Institute and as such will be entitled to:
- a attend meetings of the General Assembly, participate in the proceedings thereat, be vested with such voting rights as set out in Section 6.4 and are eligible to be elected to any office of the Institute;
 - b organise regional branches to carry out the activities of the Institute;
 - c receive a copy of the newsletter and CorriSA circulars;
 - d receive a reduction in fees payable for CorriSA events;
 - e receive any benefits which Council may from time to time devise for members of the Institute;
 - f use the following authorised letters designating his grade of membership of the Institute:

Honorary Life Member	HLM CorriSA
Fellow	F CorriSA
Member	M CorriSA.
 - g A Corporate Member in good standing shall have one vote only at meetings of the General Assembly which may be exercised by its duly authorised representative.
 - h Notwithstanding the above subsection, a Corporate Member may have up to seven (7) individuals enjoy the benefits ascribed to Corporate Members from time to time by the Council

5.2 Notices

- 5.2.1 Every member shall timeously notify the Secretariat of any change of address, failing which; he shall be deemed to have waived service of any notices and or publications.
- 5.2.3 Any notice sent by post or electronically shall be deemed to have been served the day following that of sending to the members' address as recorded on the Institute's register.
- 5.2.4 The accidental omission to serve notice upon a member shall not invalidate the proceedings of any meeting or of any resolutions taken thereat.

5.3 Termination of Membership

- 5.3.1 Membership shall terminate upon the resignation of the member, or in the case of a natural person upon his death, or in the case of a legal person, upon its winding-up; or upon Council declining to renew membership as per Section 5.1.1.b or upon failure to pay the relevant membership subscription as determined by Council in terms of Section 8.2.a and thereafter upon failure to make such payment pursuant to written demand therefor by the Institute, and without the Council furnishing further reasons.
- 5.3.2 Any member may resign as a member by giving written notice to the Council.
- 5.3.3 The Council may terminate or suspend membership of any member, for serious infringement of the fundamental principles of the Institute or otherwise infringement of any of the provisions of this Constitution or any rules or standards of behaviour made or agreed hereunder or in the by laws, or for any conduct which is deemed detrimental to the interests of the Institute by the Council, after giving the member concerned a fair written notice of all charges and a fair opportunity to present the member's case to the Council.
- 5.3.4 Upon suspension or termination of membership or refusal to renew membership, a member who holds any office in the Institute shall vacate such office, or in the case of suspension until such suspension is uplifted.
- 5.3.5 The Council shall have the power to reinstate a member whose membership has been terminated, on such terms or conditions as it may deem fit.
- 5.3.6 No refund of any subscription or part thereof shall be made to a member ceasing to be a member, who shall in any event remain liable to the Institute for any subscription or other debt due to the Institute, but which remains unpaid.

6. GENERAL ASSEMBLY

6.1 Authority

- 6.1.1 The General Assembly shall be the highest authority of the Institute, and is vested with the ultimate control thereof. The General Assembly shall determine the general policy and the primary direction of the Institute and in particular shall have control over any changes, alterations or amendments to the Constitution or winding up of the Institute.
- 6.1.2 The Council shall represent the Institute when the General Assembly is not in session.



6.2 Annual General Meeting

- 6.2.1 The General Assembly shall meet for the annual general meeting of the Institute at least once in each year within a period of not more than six months after the end of each financial year of the Institute and within not more than fifteen months after the date of the last preceding annual general meeting of the Institute. The time, date and place of such meeting shall be determined by the President in consultation with the Council.
- 6.2.2 The business of the General Assembly when meeting as the annual general meeting of the Institute, shall include:
- 6.2.2.1 the receipt and confirmation of the annual financial statements of the Institute and presentation of the financial report of the auditors of the Institute by the Honorary Treasurer ; the annual report by the President of the Institute's affairs, achievements over the past year and goals for the coming year and;
- 6.2.2.2 the discussion of any special business of which notice shall have been given to the Secretary at least twenty one days before the date of the annual general meeting;
- 6.2.2.3 the appointment of auditors to the Institute;
- 6.2.2.4 the confirmation of the elected officers and the relevant members of the Council appointed in terms of Section 7.2.2 of the Constitution.

6.3 Notices

- 6.3.1 Notice of the Annual General Meeting shall be dispatched to members electronically, unless specifically requested otherwise, not less than twenty one (21) clear days prior to the date decided for such meeting. The notice of meeting shall include all items on the Agenda for the meeting.
- 6.3.2 A general meeting shall, notwithstanding the fact that it is called by shorter notice than that specified in this section, be deemed to have been duly called if it is so agreed by a quorum of voting members of the General Assembly, having 95 % of all votes exercisable at the General Assembly.

6.4 Procedure at general meetings

- 6.4.1 The General Assembly shall regulate its meetings as it deems fit and, subject to the provisions of this Constitution in regard to the quorum for the passing of special resolutions, may determine the quorum necessary for the due constitution of a meeting and the transaction of business thereat. Unless so determined, not less than twenty (20) voting members in good standing shall form a quorum at an Annual General Meeting. If at any meeting a quorum is not present, the meeting shall stand adjourned to the same place and time one week later, and the members then present shall be deemed to form a quorum.
- 6.4.2 The President, or in his absence, a Vice-President, shall preside at the Annual General Meeting, and the Chairman shall have an ordinary and casting vote.
- 6.4.3 Except as otherwise provided for in the Constitution, motions shall be decided by majority vote on a show of hands. Only members in good standing shall be entitled to vote.
- 6.4.4 At an Annual General Meeting, each Corporate Member's designated authorised representative shall be entitled to one vote and each Individual member shall be entitled to one vote.
- 6.4.5 The Council shall cause Minutes to be kept of the proceedings of each Annual General Meeting of the Institute. The Minutes of any meeting signed by the Chairman of the meeting, or of a next succeeding meeting, shall be conclusive evidence of the transactions recorded in such Minutes. Minutes shall be distributed to all members prior to or at the next Annual General Meeting.



6.5 Extraordinary General Meetings and Requisitioned Meetings

- 6.5.1 An Extraordinary General Meeting of the Institute may be convened at any time by the Council, for the transaction of such business as may be determined by Council, or at the request of not less than ten (10) members who shall notify the Honorary Secretary in writing, stating the purpose of the meeting, which shall be to transact some business which by virtue of the provisions of this constitution is required or permitted to be transacted by the General Assembly (a requisitioned general meeting). An Extraordinary General Meeting shall be called within thirty five (35) days of receipt of such request, and with at least twenty one (21) days notice prior to such a meeting.
- 6.5.2 Not less than twenty (20) voting members in good standing shall form a quorum at an Extraordinary General Meeting. In the event of a quorum not being present at the Extraordinary General Meeting, the meeting shall be rescheduled. In the event of a quorum not being present at a requisitioned general meeting, the meeting shall be abandoned.
- 6.5.3 All other procedural matters shall be the same as those laid down for Annual General Meetings.

7. COUNCIL

7.1 Composition of Council

- 7.1.1 The Council shall consist of the following:

President,
Two Vice-Presidents,
Immediate Past President,
Honorary Secretary,
Honorary Treasurer.

- 7.1.2 Council may co-opt up to a maximum of 6 additional members to Council, which members will have the same fiduciary duties as Council, making twelve (12) voting Council members and, in addition the President may invite Regional Chairmen of the Institute and the Chairman or nominated representative of any kindred organisation as determined by Council, to serve on the Council or attend its meetings as non-voting visitors.

7.2 Election of Council Members

7.2.1 Eligibility of Council Members

- 7.2.1.1 Only members in good standing, of the Institute shall be eligible for election to Council. Should a Corporate Member's Representative on Council cease for any reason to represent the Corporate Member, he shall immediately resign from Council, unless he is also an Individual Member of the Institute in his own right.

7.2.2 Election of Council Members

- 7.2.2.1 Council is authorised and empowered to appoint their members subject to confirmation thereof by the General Assembly at the Annual General Meeting.
- 7.2.2.2 At least 2 months prior to the Annual General Meeting, Council will call on all Members to submit appropriate nominations to serve on Council for their consideration. Such nominations must be received in writing by the Institute Secretariat one month prior to the Annual General Meeting and must include the consent of the nominee.
- 7.2.2.3 In the event of the number of nominations being six or less, those nominated shall be automatically elected.



- 7.2.2.4 In the event of more than six nominations being received, existing Council members shall vote by ballot to determine the new elected members:
- i. The Council shall appoint two independent scrutinisers to determine the result of the ballot.
 - ii. The six candidates receiving the most votes shall be elected to Council.
 - iii. In the event of an equal number of votes for two or more candidates who cannot all be elected, the Council shall, by secret ballot, determine which candidate(s) shall be elected.

7.3 Co-option

- 7.3.1 Additional members may be co-opted in terms of Section 7.1.2, which co-opting may take place by unanimous vote of Council for such period as deemed necessary.

7.4 Term of Office for Council Members

- 7.4.1 The six Council members and any co-opted members shall hold office for one year, but they shall be eligible for re-election or further co-option.

7.5 Vacancies

- 7.5.1 The Council shall have the power to fill any casual vacancy on the Council.

7.6 Termination of Council Membership

- 7.6.1 If an elected Council Member fails to attend at least 50% of scheduled Council meetings in a 12 month period, their membership of Council may be terminated by majority vote of the Council.
- 7.6.2 Any Council Member may resign in writing.
- 7.6.3 If any Council Member is found by a majority of his fellow Council members in a ballot to be in breach of the Code of Conduct and Fundamental Principles or generally accepted ethical values, his membership of Council will be terminated, after giving the Council member concerned a fair written notice of all charges and a fair opportunity to present his case to the Council. In hearing the evidence Council will be required to strictly uphold their fiduciary duties under the Code of Conduct in the exercise of this discretionary power.

8. POWERS AND DUTIES OF THE COUNCIL

- 8.1 The Council shall be responsible for the management of the affairs of the Institute and for implementing the general policy and the directives laid down by the General Assembly. It shall exercise all such powers and functions as are not, by this constitution, required to be exercised by the General Assembly, subject however to the provisions of this constitution and such regulations as may be prescribed by the General Assembly, provided that no regulation adopted by the General Assembly shall invalidate any prior act of the Council which would have been valid if that regulation had not been adopted. The Council shall be responsible to and shall report to the General Assembly.
- 8.2 In particular, but without limiting the generality of its functions, the Council shall have the following specific functions, namely -
- a. to make, amend and repeal bye-laws and regulations in relation to the business and affairs of the Institute, including the determination of member subscription rates, lecturer and consultant fees, employees remuneration, and to provide financial support for kindred organisations, provide and determine bursaries, scholarships or grants and to prescribe the rules and procedures relating to the execution of the activities to achieve the Institute's objectives and duties, and to approve funding of the functions and decisions of the Council and any subordinate organs of the Institute, provided that such regulations, rules and procedures shall not be in conflict with the constitution or any bye-laws or regulations prescribed by the General Assembly;



- b. to appoint any office employees, agents, contractors, lecturers and consultants of the Institute, including where necessary, any administrative managers and secretaries, and to settle the terms of their appointment and to terminate their services in appropriate circumstances;
 - c. to prepare and approve the budget of the Institute;
 - d. to appoint such standing and/or ad hoc committees as may be deemed necessary by it, including technical committees and regional committees on such basis and with such functions, powers and duties as the Council may determine;
 - e. to appoint the Institute's delegations to represent the Institute at national and international events that the Institute may attend;
 - f. to submit, for the consideration of the General Assembly, an annual report on the affairs and activities of the Institute and of its activities;
 - g. to appoint, and when necessary replace, bankers, accountants, auditors and legal advisers to the Institute;
 - h. to purchase, rent or furnish suitable premises for the use of the Institute; and
 - i. to establish trust funds to further the objectives of the Institute. Where a trust fund is established and trustees are appointed for the purpose of such trust, the Council may appoint and remove such trustees under such terms and conditions as it may determine.
- 8.3 The Council shall have the power to delegate such of its powers and functions as it may deem fit to the Office Bearers (acting as executive committee) or any individual Council Member, or Regional Committee, or any other sub-committee or interest groups comprising members, and to revoke or vary such delegation at any time.
- Such committee or individual shall operate within such budgetary allowances and constraints and such procedural rules as shall be determined by the Council. No resolution of any such committee or individual shall bind the Institute without the specific authority of the Council.
- The President shall have the right *ex officio* to attend any meeting of any committee so appointed.
- 8.4 The Council shall not be entitled to decide questions at variance with existing policy of the Institute, but shall nonetheless be empowered to act on behalf of the General Assembly in an emergency or at times when the General Assembly is not in session. In such event, the Council shall report on its actions and the reasons therefor as soon as possible to the General Assembly.
- 8.5 All financial matters pertaining to the activities of the Institute, including its Regions, Interest Groups, affiliated non-profit organisations and Committees shall at all times remain under the control of the Institute's Honorary Treasurer, whose actions shall be governed by Council.

9. COUNCIL MEETINGS

- The same procedural rules for council meetings shall apply to regional committees of the institute.
- 9.1 The Council may meet and adjourn and otherwise regulate its ordinary meetings as it shall deem fit, provided that it shall meet at least six times in every year.
- 9.2 Seven (7) members of the council shall constitute a quorum at all Council Meetings.
- 9.2.1 The business tabled at an ordinary meeting at which a quorum was not present, has to be circulated to be dealt with via written resolution or be re-tabled at the next Council meeting.
- 9.2.2 Alternatively to section 9.2.1, within the discretion of the President, if at any ordinary Council meeting a quorum is not present, the meeting shall stand adjourned to the same place and time one week later or one month later, and its members then present shall be deemed a quorum.

- 9.3 A Special Meeting of the Council shall be convened at any time by the President or upon the request of three (3) Council Members; but should a quorum not be present, the meeting shall be abandoned and rescheduled.
- 9.4 A Special Meeting shall be held within 21 days of receipt by the Honorary Secretary of a request for such a meeting signed by not less than three (3) members of the Council clearly stating their reasons for calling such a meeting.
- 9.5 The agenda and attachments for Council Meetings other than Special Meetings shall be forwarded to Council Members at least two (2) weeks prior to such meetings.
- 9.6 Each Council member shall have one vote. The Chairman shall have an ordinary and a casting vote. Motions shall be decided by a show of hands unless at least three (3) members of the Council request a ballot which shall be taken immediately.
- 9.7 At all meetings of the Council, the President shall preside as Chairman, or in his absence one of the Vice-Presidents. In the absence of the President and Vice-Presidents, a Chairman shall be elected from amongst the members of the Council present.
- 9.8 The Council shall cause Minutes to be kept of the proceedings of all meetings of the Council. Council meetings are confidential. The Minutes of any meeting signed by the Chairman of the meeting, or the Chairman of the next succeeding meeting, shall be conclusive evidence of the transactions recorded in such Minutes. Minutes shall be distributed to all Council members prior to a subsequent meeting and these Minutes are strictly confidential. Certified excerpts from the minutes may only be distributed with the approval and under the direction of the President.
- Likewise regional committees and sub committees of the Institute shall keep minutes of meetings and forward these regularly to the Council, addressed for the attention of the President.

10. OFFICE BEARERS

- 10.1 The Office Bearers shall be the President, two Vice-Presidents, Honorary Secretary, Honorary Treasurer and Immediate Past President. The Office Bearers are collectively known as the Executive Committee, which Committee is vested with such power and authority as delegated to them by Council to manage, conduct, operate and carry out the day to day activities of the Institute in the normal course of the business.
- 10.2 **Term of Office of Office Bearers**
- The Office Bearers shall serve in their respective capacity for one year only, but shall be immediately eligible for re-election to the same or another office, providing that no person shall hold the office of the President for more than two consecutive years.
- 10.3 **Eligibility of Office Bearers**
- 10.3.1 No person shall be eligible for election as Institute President unless he has served a term as Vice-President and has been a member of Council for the three preceding years.
- 10.3.2 No person shall be eligible for election as Institute Vice-President who has not been a member of Council for the two preceding years.
- 10.4 **Election of Office Bearers**
- Council shall elect the Office Bearers for the ensuing year, before the next Annual General Meeting.
- The existing Office Bearers shall elect the incoming President, by secret ballot, before every second Annual General meeting, and before the incumbent but outgoing President's term automatically expires.



11 CODE OF CONDUCT

- 11.1 All members of Council, its sub-committees and all officials duly appointed by the Institute stand in a fiduciary relationship to the Institute and therefore have the following common law fiduciary duties:
- a to act in good faith and in the best interest of the Institute at all times and prevent any conflict of own interest with the interests of the Institute. This means that a member of Council or an official will
 - i. prevent conflict of interest situations to arise and declare up front any interests in contracts with the Institute or activities undertaken for financial gain that may raise a possible conflict of interest, directly or indirectly;
 - ii. act only within the powers vested in them by this Constitution or delegated to them in terms of this Constitution;
 - iii. exercise unfettered discretion in the interest of the Institute, act fairly and impartially in the performance of their functions and at no time afford any undue preferential treatment to any group or individual or unfairly discriminate against any group or individual;
 - b to act with the necessary degree of care, skill and diligence that may reasonably be expected of a council member and a professional in the corrosion industry.
- 11.2 All members of Council, and their delegates (Committee Members or officials) undertake to base their governance of the Institute on the following four ethical values:
- a *Responsibility*: Council assumes responsibility for the assets and actions of the Institute and is willing to take corrective actions to keep the Institute on a strategic path that is ethical and sustainable and in accordance with its objectives;
 - b *Accountability*: Council shall be able to justify its decisions and actions to its members and other stakeholders;
 - c *Fairness*: Council will ensure that it gives fair consideration to the legitimate interests and expectations of all stakeholders in the Institute;
 - d *Transparency*: Council will disclose information in a manner that enables stakeholders to make an informed assessment of the Institute's performance of its objectives and its sustainability.
- 11.3 Every Council Member, sub-committee member and official shall be required to sign the Code of Conduct on joining the Council, sub-committee or office.

12 FINANCIAL PROVISIONS

- 12.1. The financial year of the Institute shall commence on the 1st day of July of each year, and shall terminate on the 30th day of June of the year following.
- 12.2 In respect of any operations of the Institute, whether such operations are carried out by any member of the Council or by any official of the Institute, the final authority and responsibility in all matters relating to finance and contractual arrangements shall rest with the Council, which shall operate within a budget approved by the Council.
- 12.3 All property, funds or other assets owned, vested in, held or acquired or received by the Institute shall be held, controlled and administered by the Council in accordance with the objectives of the Institute, the policies determined by the General Assembly and the provisions of this constitution, subject, however, to the terms and conditions under which they are owned, vested in, held or acquired by the Institute.



- 12.4 All membership subscriptions and all other funds generated by or donated to the Institute shall be deposited and maintained in a bank account under the control of the Council, to be spent or otherwise disposed of strictly in accordance with the Objectives described in Section 3 and Powers described in section 4, as well as budgets approved in terms of Section 8.2.c of the Constitution. All monies due by the Institute shall be paid by electronic payment or cheque and released/signed by any two of the approved signatories nominated by the Council, provided that there is no conflict of interest.
- 12.5 No member of the Institute or any member of Council may be remunerated for attending any Council meetings, committee meeting, subcommittee meeting or Institute function. Notwithstanding the aforementioned, the Council may remunerate members of the Institute, including Council members, employed or appointed in terms of Section 8.2.b for specific pre-agreed tasks such as lecturing, course administration, course development and other specific tasks, provided that a fair and transparent selection process was followed and that such resultant remuneration will be in accordance with the remuneration guidelines set by Council from time to time as described in (Annexure B to the Bye-Laws).
- 12.6 The Council shall ensure that such accounting records and books of account are kept as are necessary fairly to present, in conformity with generally accepted accounting practice, the state of affairs and activities of the Institute, and to explain the transactions and financial position of the Institute, and at the discretion of the Council, appoint an accountant to achieve the requirements of Section 12.6.
- 12.7 The Council shall from time to time cause to be prepared and laid before the annual general meeting of the Institute the annual financial statements of the Institute. The annual financial statements shall be prepared in accordance with International Financial Reporting Standards (IFRS) for small and medium enterprises.
- 12.8 An auditor shall be appointed to the Institute in terms of Section 6.2.2.3 who shall audit the financial statements of the Institute at least once per year. The auditor shall be registered with the independent Regulatory Board of Auditors in South Africa in terms of the Auditing Profession Act.
- 12.9 Notice of the Annual General Meeting (AGM) and the agenda items shall be made available, at least 21 days prior to such meeting to all members. The Audited Financial Statements (AFS) shall be available at least 21 days prior to the AGM, to any member requesting a copy, and the AFS shall also be available for distribution at an annual general meeting, along with any other relevant information, pertaining to items on the agenda to be discussed at that annual general meeting.
- 13 DISPUTE RESOLUTION**
- 13.1 Should any dispute with regard to any matter arising from or in connection with this Constitution, including (but without prejudice to the generality of the foregoing) any dispute over the interpretation or implementation of any of the provisions of this Constitution arise between the Institute and any member, such dispute shall be referred to a Senior Counsel or a retired judge appointed by the Council.
- 13.2 The Senior Counsel or retired judge appointed in terms of Section 13.1 –
- 13.2.1 shall act as an expert and not as an arbitrator;
 - 13.2.2 shall be entitled to dispense with the normal rules of evidence in determining the dispute in question;
 - 13.2.3 shall be entitled to determine the manner and form in which the dispute shall be submitted to him or her;
 - 13.2.4 shall be entitled to seek payment and pay for independent advice, and ask for a deposit payable in advance against costs, from the member who is the plaintiff in the dispute;

and such Senior Council or retired judge's determination, including any determination regarding the liability of the party(ies) to the dispute for the payment of fees, costs and disbursements incurred in the determination of the dispute, which determination may include a deposit against costs which may be required in advance from a party(ies), shall be final and binding on all parties.

14. CONFIDENTIALITY

Every member of the Institute may be required, before entering upon his duties as a member of any duly constituted organisational structure or Committee of the Institute, or the Council, to sign a declaration pledging himself to observe strict confidentiality regarding all transactions of such structure or Committee and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except, when required to do so by the Council or a Court of Law, and except so far as may be necessary, on order to comply with any of the provisions of this Constitution contained. This proviso will not apply to any information or knowledge which is in the public domain.

15 INDEMNITY

Each member of Council shall be accountable only in respect of his own acts, and shall not be held accountable for any acts done or authorized to which he shall not have expressly assented, (his dissent and reasons therefore being recorded) and no member of the Council shall incur any personal liability in respect of loss or damage incurred by the Institute through any act, matter or thing done or authorized by him in good faith for the benefit of the Institute, although in excess of his legal power.

16. DISSOLUTION OR WINDING UP

16.1 In order to wind up and dissolve the Institute, the vote of a least two-thirds of the members present shall be requisite, such vote to be taken at a Special General Meeting duly called, the notice for which sets out the objectives of such meeting. The Council shall decide on the distribution of any surplus assets, but the nature of such distribution is to be made known to members of the Institute before any vote on winding up is taken.

16.2 On winding up or dissolution of the Institute the restrictions of Section 4A.4 shall apply. After the satisfaction of all debts and liabilities any income or property whatsoever, shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other organisation(s) having objectives similar to the objectives of the Institute, and which shall prohibit the distribution of its or their income and property among its members, such organisation(s) to be determined by the members of the Council at or before the time of dissolution.

17. DECISION ON THE MEANING OF RULES

If any doubt shall arise as to the proper meaning of any paragraph or section of this Constitution, the annexures and bye-laws, the decision of the Council thereon shall be final and conclusive, provided such decision is recorded in the Minutes of the proceedings of the Council.

18. ALTERATIONS TO THE CONSTITUTION

18.1 Proposed alterations to the Constitution shall first be approved by a two-thirds vote of Council prior to being presented to the General Assembly for adoption as per Section 6.1.1.

18.2 Alterations to the Constitution shall require approval by a two-thirds vote of the members present at an Annual General Meeting or at a Special General Meeting called for that purpose.



- 18.3 Notice of the meeting at which amendments to the constitution will be voted upon, shall include the exact wording of the proposed alteration(s), together with a statement giving reasons for, and the effect of such alteration(s), and any member of the institute shall have reasonable access to the original and amended version of the constitution or can request the secretary to email or fax, or make available copies in the 21 days preceding such a meeting.

19 COMMENCEMENT AND TRANSITIONAL ARRANGEMENTS

- 19.1 This constitution shall be deemed to have come into operation on the date of the General Assembly of the Institute at which it is adopted by the members of the Institute.
- 19.2 The following transitional arrangements shall apply:
- 19.3 This Constitution supersedes the existing Constitution of the Institute, provided that the current office bearers elected or appointed thereunder, shall remain in office until closing of the first General Assembly convened under this Constitution, at which General Assembly the new office bearers of the Institute shall be elected and appointed in accordance with this Constitution.

SIGNED AND CONFIRMED BY THE PRESIDENT AS THE CONSTITUTION OF THE INSTITUTE
ADOPTED AT A GENERAL ASSEMBLY OF MEMBERS HELD AT SCIENCE PARK
ON 13 SEPTEMBER 2012



Vanessa Sealy-Fisher
PRESIDENT