

SUID-AFRIKAANSE INFANTERIE VERENIGING
SOUTH AFRICAN INFANTRY ASSOCIATION

CONSTITUTION

2019



This is the original of the Constitution of the South African Infantry Association produced to the Congress in General Meeting on 18 May 2019 and initialled by the Chairman of the meeting for the purposes of identification and which has been adopted as the Constitution of the South Africa Infantry Association in substitution for, and to the exclusion of the existing Constitution.

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Chairman: Certified as correct



SUID-AFRIKAANSE INFANTRIEVERENIGING

SOUTH AFRICAN INFANTRY ASSOCIATION

CONSTITUTION

1. Definitions

In this Constitution, unless inconsistent with the context, the singular includes the plural and vice versa and persons shall include both genders and if in interpretation of the Constitution a phrase is ambiguous, its meaning is to be ascertained from the conduct of the National Executive Council and Members in General Meeting. These words or expressions shall have the following meanings:

- a. “infantrymen” means men and women who have served in the South African Army’s Infantry Corps in the erstwhile South African Defence Force and who in the opinion of the National Executive Council has undergone the necessary training that comply with its selection criteria;¹
- b. “days” shall mean calendar days, exclusively of the first and inclusively of the last day
- c. “member” shall mean a person admitted to membership of the Association of their representative in terms hereof;
- d. “National Executive Council” means the top executive leaders and managers of the Association

- e. “National President” means a member of the Association elected at a General Meeting (AGM) to be the honorary **ceremonial head** of the Association and who is not a member of the National Executive Council and who shall serve in such capacity for a period of 3 (three) calendar years and may be elected for a further term of 3 (three) years. He can be at the request of the NEC, a member of the NEC to make use of his experience and expertise. There is NO limit to the number of times that the member can be re-elected as the National President.
- f. “National Chairperson” and “National Vice Chairperson” means a member of the National Executive Council, elected by members attending the Annual General Meeting, who shall serve in such capacity for a period of 3 (three) calendar years;
- g. “notice” shall, unless the context indicates otherwise, mean a written communication, which has been delivered to the addressee either by ordinary or registered post or telefaxed transmissions or electronic mail transmission to the telefax number or mail address recorded in a member’s application form and/or updated administrative records of the Association. Any notice sent by post to any member shall be deemed to have been received by the addressee within 3 (three) days of the proven date of posting. Any notice sent by telefaxed or electronic mail transmission shall be deemed to have been received by the addressee on the day of telefax or electronic mail transmission;
- h. “area of influence” means any land area to which the National Executive Council determines the Association to extend its influence whether in the Republic of South Africa or elsewhere;
- i. “headquarters” means any location of the Association as determined by the National Executive Council;

- j. “representative” means the person nominated to represent a member of the Association at a meeting of members who must be a paid-up member of the Association in good standing.

2. Name

The name of the Association is the **South African Infantry Association**. Translated in Afrikaans the name is: “**Suid-Afrikaanse Infanterievereniging**”.

3. Area of Influence

The Association functions in South Africa and in any other country approved as an area of influence of the Association.

4. Headquarters

The headquarters of the Association at national and regional levels are to be determined by the National Executive Council.

5. Legal and Corporate Identity

- a. The Association is a Voluntary Association, a *universitas personarum* having a corporate identity, separate from that of its members which is entitled to own property, whether movable or immovable or otherwise, and to sue and be sued in its own name and, notwithstanding any changes in the composition of its membership from time to time, shall have perpetual succession.
- b. All immovable property or other rights relating to immovable property, which might be obtained by the Association from time to time, shall be registered in the name of the Association.
- c. The liability of the members of the Association for debts of the Association is restricted to the outstanding affiliation fee, if any, owed by them from time to time and such members shall have no

interest in any of the property or accumulated income of the Association.

- d. The Association has no commercial or material benefit or advantage for members in mind and shall accordingly not carry on any business that has for its object the acquisition of gain by the Association or by the individual members thereof.
- e. Income and assets of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of dividend, bonus or otherwise by way of profit to its members, provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officer or servant of the Association or to any member thereof in return for any services rendered to the Association

6. Core Ideology, Core Values and Objectives

- a. The **Core Ideology** of the Association must be grounded on:
 - i. The vital role members fulfil within the Association and any cause the Association through its National Executive Council associate with;
 - ii. On a deep respect and committed camaraderie amongst Association members;
 - iii. a dedication to establish, maintain and continuously develop world-class quality, efficiency, effectiveness, reliability and functionality in all the Association's endeavours;
 - iv. a serious and unwavering commitment to sovereign rule, non-subservience and good governance through its National Executive Council.

- b. The **Core Values** of enduring tenants on which the 'core ideology' have been devised are:
- i. **Mission Statement:**
 1. Purpose and Primary Objectives:

The ***prime internal function*** is to define the key measure or measures of the Association's success by the National Executive Council;

Its ***prime audience*** is to be Association members and secondly to encourage all members to uphold the culture and enhance the camaraderie of the Infantry Corps.
 - ii. **Vision Statement:**
 1. The vision of the Association is to give effect to the Association's core purpose by whatever means.
 2. The ancillary purpose of the Association is to associate with any cause(s) consistent with the Association's core ideology and which in the opinion of the National Executive Council is consistent and not in conflict with the Association's core ideology, core purpose, core values and envisaged future.
 - iii. The National Executive Council must in terms of the Association's core values or guiding beliefs from time to time define ***how things should be done***.
- c. The **Core Purpose** or 'fundamental reason for being' of the Association is to be the most influential organisation, subservient to no-one in working towards good effective and efficient governance in

the affairs of man by defending and upholding that which is noble and righteous and for the public good.

d. The **Objectives** for which the Association is established are:

- i. First and foremost, to promote pride, honour, dignity and unfailing camaraderie amongst Association members and secondly record and promote traditional and culture characteristic of its members.
- ii. To promote, act, protect and continuously develop the interest of the Association and its members and the Association's leadership, management or other services associated therewith;
- iii. To document, maintain and continuously improve upon the proud history of the Association;
- iv. To establish, maintain and continuously develop a strong public image for Association members worldwide.

e. The **Envisaged Future** of the Association:

- i. The Association aspires to become the most influential organisation in matters of good governance in the interest of Association members;
- ii. The Association aspires to create good governance in the interest of Association members;
- iii. Inasmuch as the aforementioned will require significant change and progress to attain, the National Executive Council must formulate strategy, devise tactics and policies to achieve;
- iv. The *bold stretch goals* or clearly articulated description(s) of what the Association wants to achieve in pursuit of its main

- v. object and ancillary object(s) and the *means and time frame within which to achieve the goals* of the Association must be formulated, implemented and controlled by the National Executive Council

7. Systems and Processes

The system and processes that support performance management within the Association must be supportive of the Association's core ideology, core values and envisaged future.

8. Powers

- a. The Association, acting through its National Executive Council or in General Meeting shall have all the powers necessary for it to carry out its stated objectives effectively.
- b. Subject but not limited to the provisions of this Constitution, the Association shall have all the powers of a natural person of full legal capacity dealing with his own affairs, which, without limiting the generality of the afore-going, shall include the power to:
 - i. receive and accept contributions, subscriptions or donations and legacies and raise funds on behalf of the Association subject to the express limitation that should the service of a fundraiser be made use of for the collection of contributions, the expenses (remuneration, retainer and/or commission included) may not exceed 20% (twenty present) of the total proceeds of the collection;

- ii. acquire and deal with the assets of the Association in order to promote the objects of the Association. To that end the Association may enter into any contract or perform any act, which may be necessary or expedient;
- iii. purchase or acquire in any way land, buildings, agencies, shares, debentures and any other kind of movable or immovable property;
- iv. manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, or in any way otherwise deal with all or any part of its property;
- v. enter into contracts whether within or outside the Republic of South Africa and to execute any contracts, deeds and documents in any foreign country;
- vi. initiate, institute or defend legal proceedings, arbitration, mediation and/or any other form of appropriate dispute resolution procedures;
- vii. attend to all matters of discipline;
- viii. open and operate a banking account(s);
- ix. invest funds not immediately required in the name of the Association with a registered financial institution anywhere;
- x. make, draw, issue, execute, accept, endorse and discount promissory notes or bills of exchange and any other kind of negotiable or transferable instruments;
- xi. undertake and execute any trust and participate in any trust;

- xii. borrow money and secure the repayment of such monies borrowed in any manner including the mortgaging and pledging of property;
 - xiii. appoint auditors, administration and logistical agents or organisations; and
 - xiv. act as principals, agents or contractors in any matter.
- c. In origin a voluntary association and with the animating spirit a professional sense of independence and non-subservience, any process of restructuring of the Constitution or of its membership must necessarily be co-operative and consensual. Therefore, unless expressly authorized thereto no person may perform any act that has as its object restructuring of the Constitution or of the Association's membership.

9. Membership

- a. Unless otherwise provided herein these provisions apply to membership generally;
 - i. Applications for a particular type of membership must be submitted in the prescribed written format to the Branch or National Executive Council of the Association.
 - ii. The National Executive Council shall consider any application and may in its discretion approve or decline an application for membership without furnishing any reason.

- iii. The National Executive Council shall communicate its decision regarding membership applications within 14 days of a National Executive Council meeting.
 - iv. The National Executive Council shall issue a membership certificate bearing its emblem and the signature of the National Chairperson.
 - v. The National Executive Council shall maintain an Association Member Register denoting the branch of each member. A member or his branch must immediately notify the National Secretary of any changes of member addresses.
 - vi. Membership of any class is terminated:
 - 1. Upon death; or
 - 2. Written resignation of a member; or
 - 3. Expulsion, due to misbehaviour or failing or refusal or neglecting to pay membership fees and dues on due date.
 - vii. The decision terminating a person's membership shall be made by the National Executive Council giving notice to such person, such decision shall subject to any provision herein and to the contrary, be final.
- b. The following classes of Association membership are available:
- i. **FULL MEMBERSHIP**
 - 1. Any person who was an Infantryman in the erstwhile South African Army's Infantry Corps in the erstwhile South African Defence Force and who in the opinion of the National of the National Executive Council has undergone the necessary training that comply with its

selection criteria; are eligible to apply to become a full member of the Association provided he subscribes and adheres to the Constitution and pays the applicable membership subscription fee and annual membership fees and any other imposts or levies that may be imposed by the National Executive Council.

2. A full member has the right to vote at General Meetings of the Association and if nominated stand for any office at National or Region level.
3. Full members have the right to attend all Association parades and functions.

ii. **ASSOCIATE MEMBERSHIP**

1. Associate membership may be granted to any infantry unit or regiment or formation or the erstwhile South African Defence Force to allow participation in the Association's activities by a member or such unit, regiment or formation.
2. Members of an association unit, regiment or formation may enjoy the benefits of full members upon application to become a full member in terms hereof.
3. Merely being a member of an associate unit, regiment or formation does not entitle such a person to benefits extended to full members of the Association.
4. An infantry unit or regiment or formation may with the prior written consent of the National Executive Council associate with a Region.

iii. **CORPORATE MEMBERSHIP**

1. Corporate membership may be offered to any entity or organisation.

2. Branches may recruit corporate members and if a corporate member is approved membership of the Association lie with the entity or organisation and not with any person who is a member of such entity or organisation.

iv. **HONORARY MEMBERSHIP**

1. Honorary membership may be offered to any person who has in any way contributed to the efficiency, well-being or uplifting of the Infantry or of the Association as a whole
2. Honorary Members will be presented with an Association tie and an Honorary Membership Certificate, issued by the National Executive Council.
3. Honorary members are:
 - a. To be advised of their membership, or withdrawal thereof, in writing;
 - b. May be invited to all Association function and functions in any Region in which area of influence they reside.
4. A list of Honorary Members is to be maintained by the National Executive Council and Region Executive Council

v. **FRIEND OF THE SA INFANTRY ASSOCIATION**

1. A 'Friend of the South African Infantry Association' class of membership may be offered by the National Executive Council to any person who is not a serving or retired person regardless of nationality or citizenship who identify and is prepared to adhere with the Core Ideology, Core Values and Mission and Vision Statements of the Association.

2. A Branch wishing to confer such membership on any person is to submit that person's full particulars to the National Executive Committee in a prescribed format obtainable from the National Executive Committee together with a motivation why such person should be offered such class of membership.
3. If deemed fit and proper and a desirable person worthy of such a class of membership the National Executive Council may extend an invitation offering such a person 'Friend of the South African Infantry Association' membership and if the invitation is accepted, present such person with a Membership Certificate in such class of membership and an Association tie.
4. A Roll of Friends of the South African Infantry Association must be kept by the National Executive Council and a Regional Council where such a member resides.
5. A Friend of the South African Infantry Association is entitled to:
 - a. Attend upon invitation Association parades, functions and General Meetings as a guest but has no voting rights in respect of any matter.
 - b. Wear the Association tie and an Association windcheater provided that such windcheater has the wording 'Friend of the South African Infantry Association' emblazoned above the Association badge.
 - c. receive at no cost association member correspondence and the Association publication 'Peditatus'.

10. Membership Fees

- a. A person applying for membership of the Association must submit the prescribed application form together with payment of all

applicable fees provided to be paid in the prescribed application form.

- b. At the end of each financial year the National Executive Council shall review the annual membership fees and imposts and levies payable in the various classes of membership and decide if any adjustments are to be made to fees, levies or imposts for the next financial year.
- c. Membership fees will be used/allocated as follows:
 - (1). A once off application fee of R50-00. This is for the initial administration and documents that is sent to the member.
 - (2). One third (1/3) of the annual fee will be allocated to the member branch. This is for the pure use by the Branch.
 - (3). The balance of the annual fee is for the use of the NEC.

11. Termination of Membership of the National Executive Council or Regional Executive Council

- a. A member shall cease to be a member of the National Executive Council if:
 - i. he gives written notice or resignation to the National Executive Committee; or
 - ii. he becomes of unsound mind; or
 - iii. he ceased to be a member of the Association for any reason, including non-payment of membership fees after three months of demand that such fee is owing, due and payable; or
 - iv. he is absent without leave having been granted by the National Chairperson or National Vice Chairperson for two consecutive meetings of the National Executive Council; or
 - v. his estate is declared insolvent; or
 - vi. he is removed from office of trust by a Court; or
 - vii. he is removed from office of trust by a Court; or

- viii. he becomes disqualified to act as director of a company as contemplated by the Companies Act, 1973 (act 61 of 1973) or any act in repeal thereof.

12. Organisational Structure

- a. The Association is organised on a National basis, and Branches. This means a strictly two (2) tier/echelon structure.
- b. National Organisation
 - i. The supreme decision-making body of the Association is its National Executive Council
 - ii. The National Executive Council shall consist of at least 8 (eight) members who shall be elected by members in annual General Meeting.
 - iii. The term of office of members of the National Executive Council shall be 3 (three) years and can be extended as required.
 - iv. The members in General Meeting shall elect a National President who shall not be an elected Member of the National Executive Council and who shall be the ceremonial head of the Association for all intents and purposes and who is eligible for re-election for a period of 3 (three) years if he makes himself available for re-election.
 - v. The National Executive Council shall meet in private to elect from their body a National Chairperson and National Vice-Chairperson and appoint from its body members to serve in any designated capacity which, in the opinion of the National Executive Council is required for leadership, managerial, operational and functional purposes of the Association.
 - vi. The National Executive Council is the supreme decision-making body of the Association between General Meetings of members and the members in General Meeting with all the powers, save for amendments to the Constitution, as members in General Meeting may have and exercise.

- vii. The National Executive Council shall have the power to formulate, implement and control and change strategy and tactics as it deems fit and proper under any given circumstances relating to affairs and business of the Association.
 - viii. National Executive Council may employ personnel, contractors and consultants on a national or regional matter such terms as to remuneration and compensation and benefits as it may determine in its discretion to perform any work and/or task on a full-time, part-time or consultative basis.
 - ix. Vacancies occurring for any reason in the National may be filled by the National Executive Council on such terms and conditions as it may determine in its sole discretion.
- d. Branch Executive Councils
- i. Branch Executive Councils shall consist of any number of members appointed by the members of that branch on such terms and conditions as may be deemed appropriate and for such period as may be required and deemed necessary.
 - ii. Members of Branch Executive Council shall be responsible and accountable to the National Executive Council for administering the affairs of the Association in its Branch.
 - iii. Vacancies occurring for any reason in the Branch Executive Council may be filled by the Branch Council on such terms and conditions as it may determine in its sole discretion.

13. Entitlement to Remuneration or Compensation or Allowances of National and Branch Executive Council Members

- a. Unless the prior approval of the National Executive Council is obtained, National and Branch Executive Council members shall not be entitled to receive any remuneration or compensation from the Association whilst holding office.

- b. The National Executive Council may in its discretion approve payment of *honoraria* to any person and the reasonable travel, board and lodging expenses of any Council member on Association business.

14. Quorum at Meetings

Members may be convened upon notice in terms hereof, as follows:

- a. General Meeting of Members:
 - i. A resolution of the National Executive Council to such effect;
 - ii. Any four members of the National Executive Council requesting the National Executive Council to convene a General Meeting stating fully and in writing reason(s) for convening such a meeting and confirming that a deadlock has arisen on a matter or matters tabled discussion and resolution at a properly constituted meeting of the National Executive Council that relate to the interpretation of this Constitution.
- c. Branch Executive Council Meetings:
 - i. A meeting of the Branch Executive Council shall be convened by the person appointed by the Branch as Chairperson of the Branch Executive Council on 7 days' notice to members of the Branch Members.
 - ii. At that meeting Branch members present may table for discussion any matter and express by resolution themselves by way of majority vote on any matter to be considered by the National Executive Council.
 - iii. A majority of the members of a Branch Executive Council may refer any matter to the National Executive Council and the decision of the National Executive Council on such a matter shall be final.

- d. Unless otherwise provided for herein all meetings shall be convened on 30 days written notice in terms hereof.
- e. A quorum for General Meetings of the Association and provided proper notice in terms hereof has been given to all members registered in the Association's Register of Members shall consist of:
 - i. the National Chairperson or National Vice Chairperson; and
 - ii. any half of the total numbers of members of the National Executive Council; and
 - iii. any members in attendance.
- f. Provided notice has been given to members all members present shall for all intents and purposes constitute the meeting as having been properly constituted.
- g. At any meeting, each paid-up member shall have one vote on any resolution proposed for adoption.
- h. The Chairperson of the meeting shall have a casting vote.
- i. No person who is a member and who is not a paid-up member shall be allowed to attend or cast a vote at any meeting of members.

15. Powers of National Executive Council

- a. The National Executive Council, subject to such decisions as may be passed at any General Meeting, shall have the power to do all such acts of things in connection with the management of the affairs of the Association or in the furtherance of its objectives and without prejudice to the general powers conferred upon it in terms hereof and so as not to in any way limit or to restrict these powers the National Executive Council shall have the power:
 - i. To make, amend and withdraw decisions in respect of administration of the Association and generally for all matters connected with the Association provided that such decisions are not in conflict or inconsistent with the Constitution of the Association.

- ii. To appoint (and at their discretion remove or suspend) such agent, contractors, secretaries, officers, clerks and servants for permanent, temporary or special services, as they may think fit, or to invest them with such powers as they may think expedient, and to determine their duties and fix and vary their salaries or emoluments (if any) and to require security in such instances and to such amounts as they may think fit.
- iii. To co-opt members to the National or on any Committee formed for a specific purpose.
- iv. To appoint sub-Committees and to delegate such powers thereto as they may determine.
- v. At any time to summon an Extraordinary General Meeting of the Association.
- vi. To expel any member guilty of misconduct or any act which in the opinion of the National Executive Council renders him/her undesirable for continued membership, after such member has been notified of this intention, and has been given the opportunity to defend himself/herself.
- vii. To fill any vacancies that may arise in the National or Branch Executive Councils to hold until the next Annual General Meeting.
- viii. To receive and authorise the expenditure of money in accordance with the objects of the Association.
- ix. To institute, conduct, defend, compound or abandon any legal proceedings by and against the Association or its officers or otherwise, concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any due or any claims or demands by or against the Association.
- x. To consider and approve nominations of members for an appropriate award in recognition of service rendered to the Association.

16. The National Executive Council may establish a Branch and within to suit the leadership, management and operational and functional style and requirements of the Association.

17. General

- a. Notwithstanding the provisions above the Association shall retain the right to grant membership in any of the above classes of the membership on more limited or general grounds than those specified.
- b. Application for membership shall be made in the manner and form prescribed by the National Executive Council from time to time.
- c. The Association shall have full and unrestricted power to defer consideration of any application for membership on such conditions and for such period as it in its absolute discretion deems necessary and/or to refuse any application without assigning any reasons therefore.
- d. Members may with approval of the National Executive Council organize their social activities and gatherings at Branch level.

18. Representatives

- a. Each member of the Association may appoints a representative and one or more alternate representative whose appointment shall be in such form as the National Executive Council may from time to time determine to represent him at any meeting of the Association at National or Branch level provided such a person is a member of the Association in good standing.
- b. A member may be a representative or alternate representative for more than one member.
- c. The National President, Chairman and Vice Chairman of the National Executive Council shall *ex officio* be voting members of

the Association and as such deemed not to be representatives nominated by any other to represent them.

- d. An alternate representative, who shall also be a member of the Association serving on a National Executive Council or Branch Executive Council, when acting in the place of the representative for whom he is the alternate, shall have all the powers and authority conferred on such representative under this Constitution.
- e. The identity of representatives and alternate representatives shall be notified in writing to the National Executive Council at least 48 hours prior to the date and time any meeting of the Association is convened and such representation shall be minutes at each General Meeting of the Association.
- f. A member shall be entitled to appoint a nominee to represent him at meetings of the Association when his representative or his alternate are not present provided that such nominee is also a member of the Association in good standing.
- g. A representative of a member shall cease to represent a member:
 - i. If his appointment is revoked by the member making the appointment or until such representative or alternate representative gives up his appointment by resignation;
 - ii. If the representative ceases to be a member of the Association for any reason;
 - iii. If the member of the Association of which he is the representative, ceases to be a member of the Association
 - iv. If the representative becomes of unsound mind.

19. Certificate of Membership and Register of Members

- a. On an application for membership in a format prescribed by the National Executive Council being accepted as aforesaid, the Secretary of the Association shall issue to the applicant a

Membership Certificate in such form and manner as prescribed by the National Executive Council from time to time.

- b. All members shall communicate their current addresses, telephone, electronic mail addresses and facsimile to the Secretary of the Association who shall keep a register of the members and their physical address, telephone, electronic mail address and facsimile number and at which address a member shall receive notice hereunder.

20. Membership Fees

- a. The membership fees payable by each member shall consist of a once-off entrance fee and an annual subscription fee to be determined by the National Executive Council.
- b. The annual subscription shall become due and payable in advance by no later than the last day of March of each year. Any member admitted to membership after the last day of February in any year shall be liable for the full amount of the subscription due for the year in which membership commenced and such amount shall be due and payable on notification of admission as member if it has not been paid already.
- c. In addition to the membership fees above, the National Executive Council may institute special fees/levies or imposts on members for specific purposes, which special fees/levies or impost shall be deemed to be part of the annual subscription.
- d. In determining these special fees/levies and impost the National Executive Council shall clearly identify the purpose for such special levy and prepare an appropriate financial budget with regard to the funds so raised.

21. Termination of membership

- a. A Member shall cease to be a member:
 - i. upon death;
 - ii. upon receipt of written notice to resign; or

- iii. upon notice being given of termination of his membership by the Association for any reason whatsoever.
- b. The National Executive Council shall have the power and authority to terminate the membership of a member upon any of the following grounds: -
 - i. if a member's annual subscription is in arrears for three months after due date, provided that such member shall nevertheless be liable to pay the amount of such other sums as may be due to the Association;
 - ii. if it is full member: -
 - (1) and such member, no longer associates himself with the Association; or
 - (2) if, having regard to the manner in which such member conducts himself and/or the extent of such conduct and/or the fact that in the opinion of the Association it is not desirable in the interests of the Association that he continue to be a member.
- c. The National Executive Council shall before it proceeds to convene on a decision to terminate a member's membership cause the member concerned to be notified of the Association's intention to consider terminating his membership and afford the said member a reasonable opportunity to either make written representation why his membership should not be terminated or a personal appearance at a meeting of the National Executive Council convened for such a purpose where he can state his case.
- d. Notwithstanding the provisions above, the National Executive Council shall be entitled to terminate the membership of a full member by resolution without referral to other members if circumstances so demand in the interest of the Association.

22. The National Executive Council

- a. The business and the operations and activities of the Association shall be managed and administered by a National Executive Council.
- b. The National Executive Council shall be responsible for the formulation and implementation do the vision and mission statements of the Association to unleash the power of purpose that inspire and to clearly and concisely convey the direction of the Association and powerfully communicate the Association's intentions and to motivate the Association's intentions and to motivate the Association to realise an inspiring and enduring common vision of the envisaged future.
- c. The National Executive Council shall be elected at the General Meeting of the Association and shall comprise of at least eight (8) full members and any member that may be co-opted by the National Executive Council from time to time serve on the Council in terms hereof.
 - i. The chairperson and vice chairperson shall be chosen from the members of the National Executive Council by the members of the National Executive Council.
 - ii. None of the members of the National Executive Council shall be a representative or alternate representative for more than one other member.
- d. All members of the National Executive Council shall hold office for three (3) years and shall be required to retire following his term provided that he may be eligible for re-election a for further term of 3 (three) years and longer as required.
- e. The National Executive Council shall, on behalf of the members, exercise all such powers of the Association as are outlined above and are not specifically required to be exercised by the Association in a General Meeting, subject to the provisions of this Constitution and to such regulations, as may be prescribed by the General Meeting or a Special General Meeting of the Association, provided that no regulation made by the Association at such

Meetings shall invalidate any prior act of the National Executive Council which would have been valid if the regulation had not been made.

- f. The National Executive Council may make such Rules and Regulations on all matters for the Association as it seems meet from time to time.
- g. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as from time to time determined by the National Executive Council.
- h. The National Executive Council shall cause minutes to be kept of each meeting, keep the members register required and cause a record of all resolutions passed at meetings of the National Executive Council and the Association to be inserted in the minute book provided for that purpose.
- i. The chairperson and National Executive Council members are not authorised to alienate land on behalf of a voluntary association without consent or ratification by its members.
- j. Acts performed *ultra vires* by the chairperson or National Executive Council may be ratified by a vote of confidence in the National Executive Council, taken by the members of the association in circumstances where the members are aware of the acts performed.

23. Proceedings of the National Executive Council

- a. The National Executive Council may meet for the dispatch of business and adjourn or otherwise regulate its meetings as it thinks fit, provided that it meets at least once a month.
- b. Any member of the National Executive Council may on short notice of at least 3 (three) days to other Council members request that a meeting of the National Executive Council be convened to

dispatch any business it is called upon to consider and decide upon.

- c. A quorum necessary for the transaction of the business of the National Executive Council shall be the National Chairperson or National Vice Chairperson plus half of the elected members provided that: -
 - i. Either the Chairperson or Vice Chairperson shall be present and shall preside at the meeting; and
 - ii. All matters arising at any meeting shall be decided by a majority vote.
 - iii. In the case of any equality of votes, the Chairperson or the Vice Chairperson if he is in the chair shall have a second casting vote.
- d. The National Executive Council may co-opt to the National Executive Council other members for such specific purposes and period as may be required from time to time and on such terms and conditions as it deem fit.
- e. All acts done by the National Executive Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the National Executive Council or that they or any of them were disqualified, be as valid as if such person had been duly appointed to Office.
- f. A resolution in writing signed by all members of the National Executive Council shall be as valid and effectual as if it had been passed at a meeting of the National Executive Council duly convened and held.
- g. The National Executive Council shall within 7 (seven) days of being elected appoint a member of the Association to hold the following office:

- i. A Treasurer, who shall be responsible to the National Executive Council for all matters of the Association relating to finance;
- ii. An Administration official who shall be responsible for administrative and secretarial matters stipulated by the National Executive Council;
- iii. A Logistics Official who will be responsible for all logistical matters.
- iv. Sergeant-Major who shall be responsible for all matters of a ceremonial nature be referred to as the Association Sergeant-Major;
- v. Employees, with designated job descriptions on such terms and conditions as may be determined by the National Executive Council.
- vi. The elected chairman of each branch will represent the branch on the NEC. The representative will not hold any portfolio appointment but will be accorded the same standing as any other NEC member whilst in attendance and with voting rights appropriate to the agenda and matters relating to the branch.
- vii. Continuity. To ensure continuity in the management of the SAIC, no more than two (2) members of the NEC will terminate it appointment in one (1) single year. The NEC must formulate a suitable succession plan in order to prevent disruption of effective management. A detailed handing an taking over procedure must be followed.

24. General Meetings

- a. The General Meeting of Members of the Association constitutes the supreme decision-making of the Association.
- b. Between General Meetings the supreme decision-body of the Association shall be the National Executive Council.

- c. A General Meeting of members of the Association, in addition to any other Special General Meeting of members in that year, shall be held within 6 (six) months of the end of the financial year, being the last day of February of each year, and shall be held at such time and place as the National Executive Council by notice determines.
- d. The National Executive Council may requisition a Special General Meeting of the Association on 14 (fourteen) day notice in writing, stating the purpose of any business to be dealt with at such meeting.
- e. A Special General Meeting of the Association may be convened by the National Executive Council at any time.

25. Notice of General and Special Meetings

- a. Notice must be given in terms of the Constitution and must be reasonably given at a convenient place and at a reasonable date and time.
- b. Notice of the date, time and place of a General Meeting shall be hand delivered, transmitted by facsimile or sent by electronic mail (where members have given notice of their facsimile number or electronic mail address) to each of the members of the Association at its address, facsimile number and electronic mail address, as appearing from the Register of Members.
- c. A General Meeting shall be called on not less than twenty-one (21) days' notice in writing. A Special General Meeting of the Association other than the Annual General Meeting shall be called on not less than fourteen (14) days' notice in writing. The notice of the meeting shall be exclusive of day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and in the case of special business the nature of that business shall be given in such manner as the National Executive Council may determine, and to such persons as are under this

constitution entitled to receive such notices from the Association.

- d. The accidental omission to give notice of a meeting, or the non-receipt of a notice of a meeting by any member entitled to receive notice, shall not invalidate the proceedings or nullify any resolution passed at such meeting.
- e. Notwithstanding the provisions above, a meeting of Association which is called on a shorter period or notice than prescribed above shall be deemed to have been duly called if it is so agreed by not less than two thirds in numbers of the members having the right to attend and vote at the meeting.

26. Representation at General Meetings

- a. Each member may be represented at a General Meeting of Members by another member appointed by such member in terms hereof.
- b. Associate members shall be entitled to attend meetings but only full members who are paid-up members shall be entitled to vote at meetings of the Association.

27. Proceedings at General Meetings

a. General Meetings

- i. The ordinary business to be conducted at an Annual General Meeting shall be to:
 - 1. Confirm the minutes of the previous General Meeting and Special Meetings held since the Previous General Meeting;
 - 2. Consider and, if applicable, approve the accounts and reports of the National Executive Council;
 - 3. Appoint a National Executive Council if the term of their Office is to expire;
 - 4. Appoint Special Purpose Committees or to confirm such appointment from time to time;
 - 5. Appoint auditors;

6. Fix members fees and subscriptions, levies and other impost or to confirm such fixing from time to time; and
7. Consider and pass, if applicable, any resolution adding to rescinding or amending any part of this Constitution, or to dissolve the Association.

b. Special General Meetings

- i. The business to be carried out only at a Special General Meetings shall be to:
 1. reach a decision on any matter referred to the meeting by the National Executive Council;
 2. remove members on the National Executive Council;
 3. provide directions on any selected item of expenditure and authorisations on any long-term borrowings.

28. Quorum at General Meetings

- a. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds with business. Fifty percent (50%) plus 1 (one) of the full members shall constitute a quorum at any meeting.
- b. If, within half-an-hour after the time appointed for any meeting, no quorum is present at an Annual General Meeting or Special General Meeting, the meeting shall be postponed to the same place, day and hour of the following week or to such other place, day and to such other time as the National Executive Council may determine. If at such adjourned meeting a quorum is once again not present within half-an-hour of the time appointed for the meeting, the representatives present shall constitute a quorum.
- c. The Chairperson of the Association, or in his absence the Vice Chairperson, shall preside as Chairman at the General Meeting and Special General Meetings. If there is no such Chairperson or Vice Chairperson, or if neither is present within fifteen (15)

minutes of the time appointed for the holding of the meeting or neither is willing to act as Chairperson, the representatives present shall choose from among them a Chairperson for the meeting.

- d. The Chairperson may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meetings shall be given in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. Voting at General Meetings

- a. All members shall have one vote at Annual or Special General Meetings of the Association.
- b. Invitees are not entitled to vote, but shall be entitled upon request by the Chairman of the meeting to take part in discussions at meetings on any subject brought before the meeting provided that they are not employees of the Association.
- c. Voting shall be by way of a show of hands. Under special circumstances voting may be done by ballot.
- d. Save in respect of amendments to this constitution mentioned in clause 23 herein below, voting at General Meetings shall be by simple majority.
- e. The Chairperson or any other person acting as Chairperson shall have a casting vote additional to his or her deliberative vote.
- f. A declaration by the Chairperson of the meeting of the result of voting shall be conclusive.

- g. A resolution in writing signed on behalf of every member of the Association by the representative of such member shall be as valid and effectual as if it had been passed at a properly constituted meeting of the Association.

30. Legal obligations applicable to all members serving on the National Executive Council

- a. All such members must exercise the following legal obligations when acting for the Association:
 - i. Act in good faith and in the best interest of the Association;
 - ii. Not allow personal interest to conflict with the interest of the Association;
 - iii. Not act beyond the powers of the National Executive Council or the limitations placed on such powers in terms of the Constitution;
 - iv. Exercise the degree of skill that may be reasonable expected from such a person of his knowledge;
 - v. Apply his mind to decisions and exercise an independent discretion; and
 - vi. Give continuous attention to the affairs of the Association.

31. Finances

- a. The Association shall open and operate a banking account(s) with a registered banking institution in the Republic of South Africa or elsewhere as the National Executive Council may decide.
- b. The Executive Council shall cause proper books and records to be kept containing a full account of all transactions entered into by the Association, and such books shall be reconciled regularly with the banking account of the Association. Any statements required shall be inspected and prepared therefrom and certified by the

Chairperson on behalf of the National Executive Council and the auditor.

- c. All monies received must be deposited to the credit of the Association in its bank account and all disbursements must be by cheque or electronic transfer.
- d. The signatories to the banking account(s) shall be any two members of the National Executive Council. The signature of any two such members with signing rights shall be valid and binding on any negotiable instrument issued by the Association.
- e. The books of account shall be kept at the office of the Association or at such other place or places in the Republic of South Africa as the National Executive Council think fit, and shall be open to inspection of members.
- f. The representatives at properly constituted meetings of the Association shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association or any of them shall be open to the inspection by members.
- g. The National Executive Council shall from time to time cause to be prepared and to be laid before the Association's Annual General Meeting the accounts and Balance Sheet and reports of the Association.
- h. A copy or a reasonable summary of every Balance Sheet, including every document annexed thereto, which is to be laid before the Association's General Meeting shall, not less than twenty – one days before the date of the meeting be sent to all such members as are entitled to receive notices of the General Meetings of the Association provided that this paragraph shall not require a copy of these documents to be sent to any person of whose address the Association is not aware.
- i. The financial year end shall be from the first day of March each year until the last day of February the next year.

32. Legal Obligations in relation to the Finances of the Association

- a. The Association must:
 - i. keep, accounting records of its income, expenditure, assets and liabilities to the standard of generally accepted accounting practice.
 - ii. draw up financial statements, within six months after the end of its financial year which must include at least:
 - 1. a statement of income and expenditure for that financial year; and
 - 2. a balance sheet showing its assets, liabilities and financial position as at the end of that financial year.
 - iii. arrange for a written report, within two months after drawing up its financial statements, to be compiled by an accounting officer and submitted to the Association stating whether or not:
 - 1. the financial statements of the organisation are consistent with its accounting records; and
 - 2. the accounting policies of the organisation are appropriate and have been appropriately applied in the preparation of the financial statements, and
 - 3. the Association has complied with the provisions of this Act and of its constitution which relate to financial matters.
- b. The books of account, supporting vouchers, records of subscriptions or levies paid by its members, income and expenditure statements, balance sheets and accounting officer's report, in an original or reproduced form, must be preserved for the prescribed period.

33. Legal Obligations in relation to the Documentation of the Association

- a. The status of the Association and the names of members of the National Executive Council and Branch Executive Councils must be reflected on all of its documents.
- b. Members of the Association are entitled to be issued with an Association business card and personalised printed stationary reflecting his status in the Association and those personal contact details that are approved by the National Executive Council from time to time, the printing cost of which shall be borne by the member requesting issue to him of a business card and personalised stationary.
- c. Notwithstanding that members pays for Association business cards and personalised stationary the Association retains proprietary ownership of any document issued to a member with its registered emblem.
- d. If for any reason a member's membership is terminated, such a person must immediately cease use of any business card and personalised stationary and either return unused business cards or personalised stationary to the Association's office nearest to his domicile for destruction.
- e. The Association must comply with the provisions of the Constitution which relates to financial matters.

34. Audit

- a. Auditors shall be appointed from time to time at the General Meeting of the Association and shall continue to hold office until resignation or removal by majority vote at a properly constituted meeting of the Association.
- b. In the event of resignation of the auditors the National Executive Council may appoint further auditors who shall hold appointment until the next succeeding General Meeting when such appointment shall be either be confirmed, continued or terminated.

35. Indemnity and Exemption from Liability

No member, representative, auditor, secretary, trustee or other officer of the Association shall personally be liable for any claims against or loss suffered by the Association and will he be indemnified out of the assets of the Association and will he be indemnified out of the assets of the Association against any such claim or loss, provided that, the claim or loss did not arise from his own gross negligence, dishonesty, bad faith or wilful neglect in the performance of his duties or exercises of his powers.

36. Disputes

- a. The National Executive Council, or a member of the National Executive Council appointed for the purpose, shall, in accordance with the following procedures attempt to resolve any disputes arising out and or in connection with the enforceability of this Constitution or the application and interpretation off its provisions, or any dispute between any of the members the Association or between a member of the Association and the National Executive Council.
- b. Written notification of the dispute must be referred to the National Executive Council from any person, who is party to the dispute. Such notices must be marked for the attention of the National Chairperson, be transmitted by facsimile or electronic mail to the Association, be copied to all parties to the dispute and briefly set out the nature of the dispute so submitted.
- c. The National Executive Council shall take such steps as it deems necessary to satisfy it regarding the circumstances and the nature of the dispute so notified, including consultation with all parties to the dispute.
- d. The National Executive Council shall in consultation with the parties and by way of facilitation or mediation attempt to resolve the dispute as expeditiously as possible.
- e. If a dispute cannot be resolved by the National Executive Council in the manner aforementioned, any party to the dispute or the National Executive Council self, can the refer:

- i. such dispute to the member of the Association in general meeting; or
 - ii. for arbitration by an arbitration forum as the parties to the dispute may agree to. Such arbitration shall be conducted strictly in accordance with the standard procedures, terms and conditions then applicable in that arbitration forum and the decision shall be binding on the parties to the dispute.
- f. The Association shall be empowered to make any regulations or rules that it may deem necessary or expedient in order to achieve its objects and/or to ensure the proper conduct of its members.
- g. The regulations or rules shall be binding upon the members and the Association shall have the power to take such steps as it may deem fit against any members who fail to comply with or who contravene any such regulations or rules. The term “such steps” shall specifically include (but not to the exclusion of any other measure) expulsion, suspension, publishing of a press release and/or the imposition of a monetary fine.

37. Amendment of Constitution

This Constitution may be amended from time to time by a resolution passed by not less than a two-thirds majority of the members present and voting at a duly constituted Annual General Meeting of the Association.

38. Authority to Act

- a. The Association can function only through its authorised agents and can take decisions only by-passing resolutions in the manner prescribed by the Constitution.
- b. The best evidence that any proceedings have been properly authorised, is a copy of the relevant resolution. However, if no prior authority has been given, the defect can be rectified with retrospective effect by means of a resolution ratifying the conduct of the person acting on behalf of the Association.

- c. Authority to litigate on behalf of certain of its members, who might be an interested person to the extent that any order made by a Court pursuant to such litigation would be *res judicata* against them, may be given only at a Special Meeting convened for such a purpose.

39. Association Rules

The National Executive Council is responsible for drawing up Rules to regulate the conduct, procedures, ceremonial and other activities and procedures of the Association to be observed and executed by all members.

40. Dissolution

- a. The Association may be dissolved or merged with another Association with similar purposes and objects by resolutions passed by a two-third majority of the members present and entitled to vote at a duly constituted General Meeting of the Association.
 - b. On merger the assets of the Association shall vest in the Association with which the merger is affected.
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