

SOUTH AFRICAN FLAMEPROOF ASSOCIATION

CONSTITUTION



EXPLOSION PREVENTION TECHNOLOGY IN THE INTEREST OF SAFETY

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SOUTH AFRICAN FLAMEPROOF ASSOCIATION CONSTITUTION

1 DEFINITIONS AND ABBREVIATIONS

1.1 Definitions

- 1.1.1 Unless the context otherwise requires, in the Constitution, words importing the singular number include the plural and vice versa; and words importing the masculine gender shall include the feminine gender and vice versa.
- 1.1.2 Explosion prevention – within industry a large number of explosive and flammable substances are used. Knowledge about the dangers of explosions decreases the safety risks for the direct environment, workers and companies. Explosion prevention thus entails the following:
- a. Classification of potentially hazardous locations where there is a risk that an explosive atmosphere will be or might be present;
 - b. Selection of appropriate explosion protected equipment for installation in such locations;
 - c. Inspection, maintenance and repair of explosion protected apparatus.
- 1.1.3 Honorary member – a company, operating unit, or association, which has been appointed as an honorary member by the Executive Committee, because of the contributions made to the industry or to the Association, either in the past or in the foreseeable future. The Executive Committee has the right to terminate any honorary membership at any time. An honorary member may be exempted from paying membership subscription fees, and is allowed to have a representative attend all General Meetings, AGM's, and receives minutes of these meetings.

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- 1.1.4 Honorary life member – a person who has been appointed as a member for the remainder of his/her life by the Executive Committee because of the contributions made to the industry or to the Association in the past. An honorary life member may not pay subscription fees, and is allowed to attend all General Meetings, AGM's, and receives minutes of these meetings.
- 1.1.5 Member – a person, company or operating unit accepted as a member and which pays the annual membership subscriptions.
- 1.1.6 Operating unit - means a portion or part of a group of companies which has its own function and is able to:
- a. Satisfy the requirements of the membership criteria of the Association in full;
 - b. Not cause conflict with any requirements of its parent body;
 - c. Pay its annual membership subscriptions;
 - d. Also see the Association's Membership Policy.
- 1.1.7 Secretariat – any person, company or service appointed by the Association to fulfil secretarial duties as required by the Association.

1.2 Abbreviations

AGM	Annual General Meeting
Ex	Explosion
SAFA	South African Flameproof Association

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2 IDENTITY

The name of the organisation shall be the:

SOUTH AFRICAN FLAMEPROOF ASSOCIATION (SAFA)

3 COLOURS, LOGO AND SLOGAN

3.1 Colours

The primary colours of the Association are:

- a. White;
- b. Red;
- c. Grey.

3.2 Logo



The logo and its components mean the following:

- 3.2.1 The wording "Ex" represents the explosion prevention industry in general and is coloured grey;

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3.2.2 The flame in red superimposed over the Ex wording represents the potential hazard (fire, including explosion) faced by personnel involved in or coming into contact with the Ex industry;

3.2.3 The circle in red represents the graphical symbol for perfection, to which the Association is striving towards;

3.2.4 The Association's name appears inside the circle and is centred around the top in white.

3.3 Slogan

The Association's slogan is:

EXPLOSION PREVENTION TECHNOLOGY IN THE INTEREST OF SAFETY

4 HEADQUARTERS AND CONTACT DETAILS

4.1 Headquarters

The Head Office of the Association shall be located at a suitable place as determined by the Association from time-to-time.

4.2 Contact Details

Telephone: (011) 789 1384

E-mail address: safa@vdw.co.za

Website: <http://www.flp.co.za>

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5 VISION

The vision of the Association is:

To be the recognised authority in South Africa on explosion prevention technology used in potentially hazardous locations.

6 OBJECTIVES

The objectives of the Association are:

6.1 External Objectives

6.1.1 Drive safety and best practices in industry.

6.1.2 Develop competencies and promote training.

6.1.3 Influence the formulation and implementation of national and international standards and regulations.

6.1.4 Improve and maintain excellent stakeholder relationships.

6.1.5 Maintain industry explosion prevention technology leadership.

6.1.6 Collect, collate, tabulate and disseminate any information likely to be of value to our industry.

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6.2 Internal Objectives

- 6.2.1 Ensure responsible association governance.
- 6.2.2 Attract and retain skills within the Association.
- 6.2.3 Ensure that deliverables to members are of a high standard.
- 6.2.4 Manage knowledge sharing by collecting, collating, tabulating and disseminating relevant information likely to be of use to members.
- 6.2.5 Remain current with the latest technology and best practices.

7 SCOPE OF SERVICES AND EXCLUSIONS

7.1 Services

The service offerings and activities of the Association include but are not limited to the following:

- 7.1.1 A forum where members can express views and ideas, network and interact on explosion prevention technology;
- 7.1.2 Participation in national standards committees providing input to South Africa's national standards;
- 7.1.3 Participation in committees involving governmental bodies to provide input into South African legislation governing the Ex industry;

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7.1.4 Participating in other committees, bodies, associations where the Executive Committee sees that value is added to the Association or relevant industry;

7.1.5 Interaction with South African Test Laboratories;

7.1.6 Provision of access to information from specialists in the explosion prevention technology fields.

7.2 Exclusions

The following services are specifically excluded:

7.2.1 Training;

7.2.2 Test laboratories and testing activities;

7.2.3 Engineering consulting activities.

8 MEMBERSHIP

8.1 Companies, operating units, organizations or individuals who manufacture, assemble, repair, supply or use explosion prevention equipment and/or services for use in potentially hazardous locations shall be eligible for membership of the Association. The conditions of membership are set out in the Association Membership Policy.

8.2 All members of the Association will adhere to the Association's Code of Conduct and are in general responsible for the upkeep of the Association's good name and reputation.

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9 RESIGNATIONS

Resignations shall be handled as set out in the Association Membership Policy.

10 EXPULSIONS

10.1 The Executive Committee may expel from the membership of the Association any member who is more than four months in arrears with his/her subscription or who, in the opinion of the Committee, as shown by a majority vote:

10.1.1 Has committed any breach of the constitution or policies of the Association; or

10.1.2 Has by his/her conduct rendered himself/herself unfit to remain a member of the Association.

10.2 Expulsions, appeals, and reinstatements are governed by the Association Membership Policy.

11 ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

11.1 The AGM carries the highest authority.

11.2 The AGM of the Association shall be held as soon as may be convenient after the close of each financial year (30 June) at a time and place determined by the Executive Committee.

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- 11.3 The business of an AGM shall be:
- 11.3.1 To consider the balance sheet, income and expenditure account of the Association, the report of the auditors and the Executive Committee of such accounts and of the operations or activities of the Association during such year;
 - 11.3.2 To elect members to the Executive Committee from the list of persons who have submitted a request to serve to the secretary at least thirty-six (36) days before the date of the AGM;
 - 11.3.3 Such other business of which notice period shall have been given to the Executive Committee at their meeting prior to the AGM;
 - 11.3.4 A minimum of twenty-eight (28) days notice of each AGM and of the time and place at which it shall be held shall be given by the Executive Committee to the members;
 - 11.3.5 Further general meetings which shall be known as Special General Meetings of the Association may be held at such time as the Executive Committee may decide. Upon receipt of a written requisition from not fewer than twenty (20)% of members the Executive Committee shall be obliged to call a Special General Meeting, to take place not later than three weeks from the date of receipt of such requisition. Such requisition shall state clearly the objects of such meeting and no other business may be transacted;
 - 11.3.6 A minimum of fourteen (14) days written notice of Special General Meetings shall be given to all members by the secretary and shall state the matters to be considered thereat.

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- 12.1 Twenty (20)% of members in good financial standing shall form a quorum at any general meeting of the Association. The President shall have the power, with the consent of the meeting, to adjourn a meeting, from time-to-time and from place-to-place, but no business shall be transacted at any adjourned meeting.
- 12.2 Questions arising for decision at any such meeting shall, unless otherwise provided herein, be decided by a majority vote on a show of hands on motion duly seconded, or by ballot should the meeting so decide and, in the case of equality of votes, the President shall have the casting vote in addition to his deliberative vote.
- 12.3 No members shall be regarded as in good financial standing nor have the right to vote nor be entitled to any of the benefits of membership if and so long as any subscription due by him/her is unpaid for a period exceeding four (4) months after such subscription became due.
- 12.4 The decisions of any meeting shall not be invalidated by reason of the non-receipt by any members of notice of any meeting.
- 12.5 The President, or in his/her absence, the Vice-President, shall preside at all general meetings. In the event of the President and Vice-President not being present within fifteen (15) minutes after the time for which the meeting is called, one of the Executive Committee members shall be elected as Acting President.
- 12.6 If, within fifteen (15) minutes from the time appointed for any General Meeting, a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved but in any case it shall stand adjourned to the next General Meeting or such future date as specifically agreed by the Executive Committee.

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- 12.7 Any resolution submitted shall, if the presiding officer so decides, be reduced to writing and be delivered to the President or presiding officer to be read at the Meeting. No motion shall be considered unless seconded.
- 12.8 At every General Meeting the minutes of the last preceding Meeting shall be tabled by the Secretary and be signed by the presiding officer after confirmation.
- 12.9 Every member shall have one (1) vote. Where the member is an operating unit, organization or company, the vote of such member may be exercised only by the representative appointed by such member. No member, organization, operating unit or company may have more than one vote. Proxy voting shall be allowed when requested by a member prior to the start of the meeting. Notwithstanding paragraph 12.2 above.

13 EXECUTIVE COMMITTEE

The management of the affairs of the Association shall be vested in the Executive Committee.

13.1 Responsibilities

- 13.1.1 The Association and its related affairs will be managed by the Executive Committee and as such will be responsible for the following:
- a. To ensure that the objectives of the Constitution are achieved, and thus have the right to employ the Association's funds at their discretion in achieving these goals and objectives;

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- b. To maintain bank account(s) as required at a South African financial institution(s). Three (3) nominated members of the Executive Committee will have signing authority to withdraw funds from the account. The President and Treasurer will as a minimum hold signature approval rights to the Association's bank account(s);
- c. To determine membership fees;
- d. To ensure that proper financial and auditing procedures are put in place as per SAFA's Financial Policy;
- e. To appoint the Auditors;
- f. To report its actions and submit a written report to the AGM for approval;
- g. To capture all decisions made at Executive Committee meetings;
- h. To ensure that all decisions and actions are reported back to the members;
- i. To keep and maintain all documentation, correspondence and reports;
- j. To maintain order, discipline and ensure healthy relationships in the Association;
- k. To promote the vision and objectives of the Association;
- l. To determine policy and relevant documentation;
- m. To act as SAFA's ethics committee.

13.2 Authority

13.2.1 The Executive Committee holds the following authority:

- a. To fill vacancies;
- b. To accept or reject membership applications;
- c. To terminate the membership of members who violate the terms of membership as set out in the Association's Membership Policy;

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- d. To appoint representatives who will act for and on behalf of the Association;
- e. To obtain and generate funds in any legal way;
- f. To approve salaries, honorariums and fees;
- g. To sign and approve financial statements;
- h. To appoint additional sub-committees and members as and when the need arises. The chairperson of such committees must report back to the Executive Committee, and preferably be a member of the Executive Committee;
- i. The President of the Executive Committee may attend any of the sub-committee meetings and has veto rights. The Executive Committee may at any time investigate the business and financial affairs of any sub-committee;
- j. The Executive Committee shall have the power to co-opt persons to the Committee for such period as the Committee may determine, but for no longer a period than six (6) months unless the person or whom ever he/she is representing becomes a member of the Association;
- k. To hire or secure suitable premises for the purpose of the Association, and to provide all necessary furniture, equipment, books, papers, fittings and requisites;
- l. To engage and dismiss a secretary and/or other servants and to fix their salaries and define their duties;
- m. To regulate the form of procedure in the Committee;
- n. To appoint from time-to-time one (1) or more sub-committees consisting of members of its own body for the purpose of investigating and making recommendations to the Executive Committee on matters referred to them by the Executive Committee, and to add to such sub-committees any other members of the Association or representative of any entity as it may think fit, and to fix the quorum for meetings of any sub-committee so appointed, and the same at discretion to revoke and to discharge such sub-committee wholly or in part.

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All sub-committees appointed by the Executive shall report to the Executive Committee, who will in turn report to the Association as deemed necessary;

- o. In the absence of a quorum, sub-committee meetings shall stand adjourned for thirty (30) minutes, and thereafter, whether or not a quorum is present, the meeting will be proceeded with;
- p. Subject to the provisions of the Association's Membership Policy to allow or deny membership to persons and companies;
- q. To acquire, either by purchase, lease or otherwise, any movable or immovable property, and also to sell, let, mortgage, or otherwise deal with or dispose of movable or immovable property belonging to the Association; provided that no immovable property shall be alienated or mortgaged or leased for a longer period than five years without the sanction of a resolution of the Association in Special General Meeting, convened for that purpose, on not less than fourteen days notice, either by notice to members, or by advertisement, for the purpose of authorising such alienation, mortgage or lease;
- r. To further the objectives of the Association generally and to do and carry out all of its purposes, aims and objects with the exception of those that by this Constitution, are expressed to be carried out by the Association in Special General Meetings.

13.3 General

13.3.1 The Executive Committee shall be comprised as follows and sufficient persons shall be elected at the Annual General Meeting of the Association to fulfil the duties of the Committee:

- a. President and Vice-President of the Association;
- b. Minimum of six (6) other members, however the aim will be to elect sufficient members to administer the policies of the Association as decided and maintained by the Executive Committee;

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- c. Where Branch Committees of the Association exist, its elected chairpersons are automatically elected as members of the Executive Committee;
- d. All elected members of the Executive Committee shall hold office until the AGM, when they shall retire from office, but may be eligible for re-election;
- e. Chairpersons of sub-committees who are not Executive Committee members may attend meetings of the Executive Committee by invitation only;
- f. Each member of the Executive Committee shall have one (1) vote and in case of equality of votes, the President shall have a casting vote in addition to his/her deliberative vote;
- g. The Executive Committee shall meet from time-to-time but not less than once in three (3) months to conduct the business of the Association;
- h. Special meetings of the Executive Committee shall be called by the President or, in his/her absence, by the Vice-President, whenever he/she deems it advisable or upon requisition signed by not less than two (2) members of the Committee;
- i. The quorum for a meeting of the Executive Committee shall be twenty (20)% or at least four (4) members of the Committee;
- j. If, within thirty (30) minutes from the time appointed for any Executive Committee meeting a quorum is not present, the Meeting shall stand adjourned and a new time and date set by the President presiding;
- k. Members of the Executive Committee shall be notified in writing of the time and place of meetings by the secretary, provided that shorter notice may, at the discretion of the President, be given in respect of Special Meetings. To every notice of meeting, an Agenda shall be attached whenever practicable or sent to the members not less than twenty-four (24) hours before the time of the Meeting;

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- I. Vacancies occurring on the Executive Committee shall be filled at the discretion of the Executive Committee from members of the Association. A member so appointed to fill a vacancy shall hold office for the unexpired portion of the period of office of his predecessor;
- m. The office of a member of the Executive Committee shall ipso facto be vacated:
 - i) On suspension or expulsion of his/her company, operating unit, organization or individual from Membership of the Association;
 - ii) On absenting himself/herself from five (5) consecutive meetings of the Committee without the permission of the Committee being first obtained;
 - iii) On resigning by giving one (1) week's notice in writing to the secretary of the Association;
 - iv) On ceasing to be in good financial standing, that is when the subscription or any special fund contributed by him/her self, company, operating unit, or organization, is more than four (4) months in arrears;
 - v) If he/she becomes insolvent or if being the representative of a company, operating unit, or organization, if the entity he/she represents, be placed under, becomes insolvent or is put into liquidation, whether voluntarily or by Order of Court.

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14 EX STEERING COMMITTEE

- 14.1 The Ex Steering Committee shall be constituted from members of the Association and shall act as the Technical Advisory Committee” of the Association.
- 14.2 The members of the Ex Steering Committee shall be elected to the Committee by consent of the majority of members of the existing committee.
- 14.3 The Ex Steering Committee shall elect a chairperson from amongst its members. The chairperson may or may not be the President of the Association.
- 14.4 The Ex Steering Committee may elect temporary members from outside of the Association to provide technical input where required, provided that such elected members may not remain committee members for more than six (6) months without becoming members of the Association.
- 14.5 The Ex Steering Committee may form sub-work groups to carry out work as required from time-to-time. The membership of such work groups will be decided by the Ex Steering Committee. Such members need not be members of the Association. Such workgroups will report to the Ex Steering Committee.
- 14.6 The purpose of the Ex Steering Committee shall be to discuss all matters of a relevant technical nature, institute any required action, and report to the Executive Committee on its findings, discussions and decisions.

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- 14.7 The Ex Steering Committee shall be responsible for the deliberation and submission of all of the Association's decisions on matters of national interest, including voting on national and international documents, standards, and regulations. Where required, the Ex Steering Committee shall represent SAFA nationally and internationally in all matters of a technical nature.
- 14.8 The Ex Steering Committee shall be responsible for any technical article(s) released from the Association into the public domain or to any other technical body, governmental department or national institution by consensus of the Committee and approval of the Communication Portfolio holder.
- 14.9 The Ex Steering Committee shall adhere to any instruction given to it by the Executive Committee.

15 SUB COMMITTEES AND PORTFOLIOS

The Executive Committee shall appoint Sub Committees and Portfolios as deemed required by the Executive Committee from time-to-time. In order that the affairs of the Association are handled effectively, the appointment of the Management Committee and a suitable Secretariat shall be mandatory. Portfolio's as created and determined necessary by the Executive Committee shall only be managed by appointed member(s) of the Executive Committee. Policy creation and governance will be the duty of such an appointed person and will be approved by the Executive Committee. Such policy may be changed from time-to-time as deemed necessary and accepted by the Executive Committee. All sub-committees will report back to the Executive Committee.

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15.1 Management Committee

The day-to-day management of the Association shall be vested in the Management Committee, which shall be a sub-committee of the Executive Committee. The Management Committee will function to discharge any day-to-day duties as may be required for the operation of the Association where it is impractical to consult the Executive Committee and to report back on all such activities and decisions taken at each meeting of the Management Committee. The membership of the Management Committee will be decided upon by the Executive Committee, but will include as a minimum, a President, Vice-President and a Treasurer.

15.2 President's Portfolio

The President shall preside at all meetings of the Association, shall enforce observance of the Constitution of the Association, regulate the business of and sign minutes of meetings after confirmation, generally exercise supervision over the affairs of the Association, and perform such other duties as by usage and custom pertaining to the office. The President will also act as the Communication Portfolio holder.

15.3 Vice-President's Portfolio

The Vice-President shall exercise the powers and perform the duties of the President in the absence of the latter.

15.4 Secretarial Portfolio

- 15.4.1 The Secretariat shall conduct the correspondence, attend all meetings as required, of the Association, Executive and other Meetings, take minutes of the proceedings and all communications and papers that he or she may be instructed to read, keep a register of members and a record of the subscriptions paid by each member and the

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period to which these payments relate, prepare annual and other reports and publications as directed by the Executive Committee.

15.4.2 When so directed by the Executive Committee, take charge of the property and papers of the Association, collect all subscriptions and prepare accounts of expenditure and disbursement of such funds as authorised to deal with, and generally carry out such duties and functions as may be assigned by the Executive Committee from time-to-time. The Secretariat shall keep proper books of account in such form as shall be prescribed by the Executive Committee.

15.4.3 All matters of urgency and importance requiring immediate decision shall be referred by the Secretariat to the President or Vice-President, and the Management Committee in the event of being unable to communicate with them, to any two (2) other members of the Management or Executive Committee.

15.5 Social (Events) Portfolio

The Social Events Portfolio shall carry the responsibility for the conception, planning, budgeting, and execution of any and all public and committee events (other than scheduled meetings) as required to further the aims of the Association.

15.6 Financial Portfolio / Treasurer

The Financial Portfolio/Treasurer shall carry the responsibility for close scrutiny and control of the financial affairs of the Association.

15.7 Marketing Portfolio

The Marketing Portfolio shall be responsible for the marketing and public visibility of the Association on a global basis.

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15.8 Policy Coordination Portfolio

The Policy Coordination Portfolio shall be responsible to ensure that all Portfolios fall in line with the aims of the Association and its objectives, and ensure that all the conditions of the Constitution are adhered to. It shall provide the framework for the structure of all policies.

15.9 Branches Coordination Portfolio

The Branches Coordination Portfolio shall be responsible for the conception, initiation, organization and execution of branch activity, and shall work closely with elected branch Chairpersons and members.

15.10 Knowledge Management Portfolio

The Knowledge Management Portfolio shall be responsible for information dissemination and public relations with the media.

15.11 Association Membership Portfolio

The Membership Portfolio shall be responsible for setting the criteria for Association membership in line with the objectives of the Association. It shall also set the criteria for resignations, as well as the rights and privileges of members.

16 BRANCHES

16.1 The Executive Committee may establish branches of the Association in any areas and may for any good and sufficient reasons disestablish a branch, whereupon the assets and liabilities of the said branch shall devolve on the Association.

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Each branch so established shall have authority as set out in writing by the Executive Committee in dealing with all matters of a purely local character on behalf of the Association and not affecting the general interests of the Association throughout South Africa. Such authority may be changed as deemed necessary and at any time by the Executive Committee.

16.2 The provisions of this Constitution shall mutatis mutandis apply to branches of the Association.

16.3 Branches shall appoint their own chairperson, and any other official deemed necessary to facilitate the operation of the branch.

16.4 Three (3) members shall form a quorum for any meeting of a branch.

17 REPRESENTATION ON OTHER BODIES

17.1 The Executive Committee of the Association shall be empowered to elect representatives from members to other bodies. Such members elected by the Association to represent it on other bodies to which the said Association is affiliated or with which it is cooperating shall serve in that capacity and not as individuals. Every representative elected is to carry out the instructions of the Association in all matters pertaining to his/her appointment, and the Association may at any time recall the appointment of any representative and appoint another in his place.

17.2 All Representatives will report back to the Executive Committee on a regular basis.

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- 18.1 The Association is a non-profit organization in terms of its Constitution, and all surplus funds will either be invested into the Association or in achieving its objectives, or retained for use as and when deemed necessary. The aforementioned is subject to the express stipulations that no profits or gains will be distributed to any person and the funds of the Association shall be utilised solely for investment or for attaining the objects for which it was established provided however, that any payments in respect of remuneration to any officer or servant of the Association, and the reimbursement of expense incurred for and on behalf of the Association shall not be regarded as a contravention of this Section.
- 18.2 The Financial Portfolio / Treasurer is responsible for the management of all funds.
- 18.3 All cheques, bills, transfers and any other negotiable documents, as well as all receipts issued for funds paid out shall be signed and accepted as per audit requirements and the Association's Financial Portfolio.
- 18.4 The audited accounts must be kept safely in such a location as agreed by the Executive Committee and must at all times be available for scrutiny by any member of the Association.
- 18.5 The accounts of the Association shall be audited annually by Auditors appointed by a General Meeting and the report of the Auditors on the accounts of the Association, and the Balance Sheet and Statement of Income and Expenditure prepared by them shall be submitted to each Annual General Meeting of the Association.

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19 SUBSCRIPTIONS

- 19.1 The annual subscription shall be due in advance on such date in each year as the Executive Committee may determine. The amount of the annual subscription shall be determined at the AGM, but shall be recommended from time-to-time by the Executive Committee.
- 19.2 Special funds for purposes other than secretarial fees may be raised by a decision of a General Meeting of the Association and the amount per member shall not exceed the amount of the subscription as determined by a decision of the Annual General Meeting of the Association in Clause 12 above.

20 EXECUTION OF DOCUMENTS

- 20.1 All Powers of Attorney, bonds, deeds and other documents, the execution of which has been authorised by the Executive Committee, shall be signed by the President and Treasurer of the Association, or two persons lawfully acting in their stead, and appointed for that purpose by the Executive Committee.
- 20.2 Cheques drawn on the account of the Association shall be signed by at least two (2) of the following: The President, Vice-President and the Treasurer of the Association. Electronic transfers above a limit set by the Executive Committee from time-to-time shall not be executed without the written permission of at least two (2) of the following: The President, Vice-President and the Treasurer. E-mail communication is accepted as written permission for this purpose.

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21 NOTICES

Every member shall register with the Secretary, an address to which notices may be sent and except where otherwise provided herein, notices may be served upon any member either personally, via e-mail or by sending them through the mail, in a prepaid letter addressed to such member at his registered address. Should a member fail to register his address, he/she shall be deemed to have waived his right to receive notice.

22 INDEMNIFICATION AND LIABILITY OF MEMBER

22.1 The Association shall have a legal persona and will function within the laws of the South African Judicial System.

22.2 Any committee member, office bearer or paid official of the Association shall be indemnified against all costs, losses and expenses, which he/she may incur or become liable for by virtue of any reason or any act or omission in the discharge of his duties, unless the loss in question is caused by his/her own gross negligence, dishonesty or bad faith.

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23 ALTERATION IN CONSTITUTION AND FRAMING OF POLICIES

23.1 This Constitution may be amended, altered, added to, repealed or substituted and Policies adopted by Resolution passed by a majority of not less than two-thirds of the members in good financial standing present at an AGM or a Special General Meeting of the Association called for that purpose.

23.2 Upon such amendment, alteration, repeal of, or addition to any of the provisions hereof, or substitution of this Constitution being made aforesaid, or policies adopted, the same shall be binding upon all members of the Association provided that no such amendment, alteration, repeal of, or addition to the provisions of this Constitution or the substitution thereof, is in contravention of any law applicable within the Republic of South Africa.

23.3 Record of all amendments shall be kept.

24 BALLOTS

Ballots or polls required to be conducted under the Constitution shall be performed in the following manner:

24.1 Notice of a ballot shall be given to each member of the Association in writing by the Secretariat, at least seven (7) days before the ballot is to be taken, provided that a ballot may be taken without notice at any General Meeting on the decision of a majority of the members present;

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- 24.2 Two (2) Scrutineers shall be appointed by the President or Vice-President to supervise any ballot and to ascertain the result thereof;
- 24.3 Ballots shall be conducted at the place, on the date and during the hours as may be specified in the notice referred to in Paragraph 24.1;
- 24.4 Each voter shall, in the presence of the Scrutineers, be issued with one ballot paper which he/she shall thereupon complete, fold and deposit in a container provided for that purpose;
- 24.5 On completion of the ballot or so soon thereafter as possible, the result thereof shall be ascertained by the Scrutineers in the presence of the President or Vice-President and made known through this officer.

25 WINDING UP

- 25.1 The Association shall be wound up if at a ballot conducted in the manner prescribed in the Constitution not less than two-thirds of the total number of members of the Association in good financial standing vote in favour of a resolution that the Association be wound up, or if for any reason the Association is unable to continue to function.
- 25.2 If a resolution for the winding up of the Association has been passed as provided in Paragraph 25.1 or if for any reason the Association is unable to continue to function, the following provisions shall apply:

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- 25.2.1 The last-appointed President or Vice-President of the Association or, if he/she is not available, the available members of the last-appointed Executive Committee of the Association, shall forthwith transmit to the Industrial Registrar appointed in terms of the Industrial Conciliation Act, 1937, a statement signed by him/her or them setting forth the resolution adopted or the reasons for the Association's inability to continue to function, as the case may be, and the available members of the Association's last-appointed Executive Committee shall appoint a liquidator to carry out the winding up. The liquidator shall not be a member of the Association and shall be paid such fees as may be agreed upon between him/her and the said members of the Association's last-appointed Executive Committee. Should the parties fail to agree upon the fees to be paid, the Registrar shall fix the basis on which the liquidator shall be paid;
- 25.2.2 The liquidator so appointed shall call upon the last-appointed office bearers of the Association to deliver to him/her the Association's books of account showing the Association's assets and liabilities, together with the register of members showing for the twelve (12) months prior to the date on which the resolution for winding up was passed or the date as from which the Association is unable to continue to function, as the case may be, hereinafter referred to as the date of dissolution, the subscriptions paid by each member and his/address address as at the said date. The liquidator shall also call upon the said office bearers to hand over to him/her all unexpended funds of the Association and to deliver to him/her the Association's assets and the documents necessary in order to liquidate the assets;
- 25.2.3 The liquidator shall take the necessary steps to liquidate the debts of the Association from its unexpended funds and any other monies realised from any assets of the Association and if the said funds and monies are insufficient to pay all creditors after the liquidator's fees and the expenses of winding up have been met the order in which creditors shall be paid shall, subject to the provisions of Paragraph 25.2.5 be the same as that prescribed in any law for the time being in force relating to the distribution of the assets of an insolvent estate and the liquidator's fees and the expenses of winding up shall rank in order of preference as

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though he/she were a liquidator of an insolvent estate and as though the expenses were the costs of sequestration of an insolvent estate;

- 25.2.4 After payment of all debts in accordance with Paragraph 25.2.3 the remaining funds, if any, shall be given or transferred by the liquidator to some other Engineering Institution, Association or Society as may be determined by the Executive Committee or in the event of this Committee ceasing to function, then as determined by not less than two-thirds of the members in good financial standing as at the date of dissolution;
- 25.2.5 The liability of members shall for the purpose of this Section be limited to the amount of subscription due by them to the Association in terms of this Constitution as at the date of dissolution.

26 GENERAL

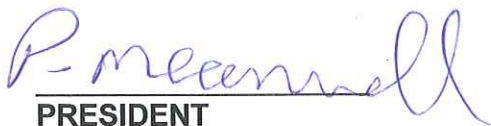
- 26.1 Whenever it appears that through inadvertence, negligence or due to any other cause, any of the terms of the Constitution have not been observed by the members, officials, office bearers or employees of the Association, and as a result of non-observance, the Association is unable to function constitutionally in any respect, either wholly or partly, by reason of:
- 26.1.1 The non-existence of its Executive Committee through lapse of time and the failure to elect the successor to the said Executive Committee as required by the Constitution;
- 26.1.2 Any vacancy in any office which the Association is unable at any time to fill by reason of the requirements of the Constitution;

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26.1.3 Any other set of circumstances arising by reason of such non-observance.

26.2 Then and in that event any office bearer, official or member of the Association may report the circumstances to the Industrial Registrar who may, if he/she is satisfied that the Association but for such non-observance would be capable of functioning and that the majority of members thereof are desirous that it should continue to function, issue such directions as to the procedure to be observed in order to enable such Association to function as he/she may deem desirable provided that in so doing the Registrar shall be requested to devise a procedure which shall as nearly as possible, having regard to the circumstances, conform to the provisions of this Constitution and provided further that any action taken by the Registrar in terms hereof shall not prejudice any claim of a creditor of the Association.

Approved at the special general meeting held at Bryanston on this the 3rd day of March 2010.


PRESIDENT


SECRETARY