

**GEOLOGICAL SOCIETY OF SOUTH AFRICA**  
**CONSTITUTION**

1. **NAME:**

The name of the **SOCIETY** shall be the **GEOLOGICAL SOCIETY OF SOUTH AFRICA** ("the **SOCIETY**"), also known as "**GSSA**".

2. **LEGAL STATUS:**

2.1. The **SOCIETY** is and shall continue to be a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever and with the capacity to acquire rights and obligations and having perpetual succession, notwithstanding membership or staffing changes.

2.2. All actions or suits, proceedings at law or any arbitration shall be brought by or against the **SOCIETY** in the name of the **SOCIETY** and the Council may authorise any person to act on behalf of the **SOCIETY** and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.

2.3. The assets and liabilities of the **SOCIETY** will be held separately from those of its Members.

3. **A NON-PROFIT SOCIETY:**

Notwithstanding anything to the contrary herein contained:

3.1. the **SOCIETY** is not formed and does not exist for the purpose of carrying on any business that has for its objective the acquisition of gain by the **SOCIETY** for or by its individual Members;

3.2. the income and assets of the **SOCIETY** shall be applied solely for investment and for the promotion of the objectives for which it is established; and

3.3. no part of the income or assets of the **SOCIETY** shall be paid, directly or indirectly, by way of dividend, donation or otherwise to any of its individual Members, provided that nothing herein contained shall prevent the payment of remuneration or consideration to any officers or servants of the **SOCIETY** or to any Member of the **SOCIETY** in return for any services

rendered or for goods supplied to the **SOCIETY** in the ordinary and usual way of business, nor prevent the payment of interest on money borrowed from any Member of the **SOCIETY**, or the repayment of a reasonable rent for premises let by any Member to the **SOCIETY**. No Member of the **SOCIETY** shall be appointed to any salaried office of the **SOCIETY** and no remuneration or other benefit shall be paid or given by the **SOCIETY** to any Member of the **SOCIETY** except repayment of out-of-pocket expenses, unless otherwise agreed to by the majority of the Management Council.

4. **RIGHTS OF MEMBERS:**

- 4.1. Membership of the **SOCIETY** shall not give any Member a right to any of the moneys, property or assets of the **SOCIETY** but shall only confer upon Members the privilege of Membership subject to such charges and reasonable restrictions as the Council may from time to time determine.
- 4.2. A Member whose application for Membership has been accepted shall be bound by the Constitution, By-Laws, code of ethics and rules of the **SOCIETY** and of any branch, which are then in force, or which subsequently may be altered or amended and in force at any future time. No person shall be absolved from the effect and application of the Constitution and rules by reason of the fact that she/he may not have received a copy thereof.

5. **LIABILITY OF MEMBERS:**

The liability of Members and office bearers is limited to the amount of unpaid Membership fees and each Member undertakes to contribute to the assets of the **SOCIETY** in the event of it being wound up while she/he is a Member or within 1 (one) year afterwards for payment of the liabilities of the **SOCIETY**, contracted before she/he ceases to be a Member, and the costs, charges and expenses of winding up, such amount as may be required, but not exceeding R500,00 (Five Hundred Rand).

6. **OBJECTIVES:**

The principal objectives of the **SOCIETY** shall be:

- 6.1. to promote and advance the earth sciences, including but not limited to:
- 6.1.1. the study of the earth sciences,
  - 6.1.2. the associated public interests in the earth sciences,
  - 6.1.3. the earth sciences professions, and

- 6.1.4. the interests of the practitioners of the earth sciences.
- 6.2. to encourage and uphold the highest professional and ethical standards amongst its Members.
- 6.3. to represent earth scientist Members in South Africa and elsewhere as required;
- 6.4. to promote co-operation and synergy between related structures and societies including, but not limited to Africa.
- 6.5. to function for the benefit of its Members and for the public good.
- 6.6. to do all such things which are incidental or conducive to the attainment of the foregoing objectives or which may be conveniently carried on and done in connection therewith or which may be calculated directly or indirectly to enhance the importance or benefit of any activity, project or property of the **SOCIETY**.
7. **POWERS OF THE SOCIETY:**

Subject to the provisions of Paragraph 3, the **SOCIETY** shall have all such powers as are necessary for the proper attainment of the objective set out in Paragraph 6 and without limiting the generality of the foregoing shall have the following express powers:

- 7.1. to have a seal and to use such seal for any purpose in the Republic of South Africa or in any foreign country.
- 7.2. to employ specialists in the field of public relations, market research, advertising, security, law or otherwise concerning the affairs of the **SOCIETY**.
- 7.3. to pay the costs, charges and expenses preliminary and incidental to the formation, establishment and management of the **SOCIETY** and of the transfer to and vesting in the **SOCIETY** of any assets of or to which the **SOCIETY** may become entitled.
- 7.4. to acquire any movable or immovable property for the **SOCIETY** calculated to benefit the **SOCIETY** and to advance its objectives and to maintain, improve and alter any of the **SOCIETY'S** property.

- 7.5. to institute, conduct, defend, or abandon any legal proceedings by or against the **SOCIETY** or its officers, or otherwise concerning the affairs of the **SOCIETY**.
- 7.6. to employ staff.
- 7.7. to open bank and other accounts in the name of the **SOCIETY** and to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected with the affairs of the **SOCIETY**.
- 7.8. to invest and deal with any funds of the **SOCIETY** not immediately required for the purposes of the **SOCIETY** in any manner deemed fit.
- 7.9. to secure the fulfillment of any contracts or engagements entered into by the **SOCIETY** by the mortgage of all or any part of the property of the **SOCIETY**.
- 7.10. to establish, promote or assist in establishing or promoting branches of the **SOCIETY**, the establishment or promotion of which may be beneficial to the **SOCIETY** and the Members / Fellows concerned, provided that no such branch so established promoted or assisted shall have any right to represent the **SOCIETY** other than set out in this Constitution. In the event of dissolution of any branch, division or interest group all assets shall be ceded to the **SOCIETY**.
- 7.11. to borrow money and give security therefore by the issue of bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the **SOCIETY** or by mortgage of all or any part of the property of the **SOCIETY**.
- 7.12. subject to the provisions of Paragraph 3, to make donations, loans, exchanges, leases, sales and purchases and any other form of contract of any kind whatsoever.

8. **CLASSES OF MEMBERS:**

There shall be different classes of Members of the **SOCIETY**, as defined in By-Law 1.

9. **REGISTRATION TITLE:**

The titles "Fellow of the Geological Society of South Africa" (FGSSA) and "Member of the Geological Society of South Africa" (MGSSA) are registered in terms of the Heraldry Act of

1962. Duly elected Fellows and Members of the Society may use these titles and/or their respective abbreviations.

10. **QUALIFICATION FOR MEMBERSHIP:**

The persons eligible for the various classes of Membership of the **SOCIETY** shall be:

10.1. **Active Members /Active Fellows:**

Any natural person who is committed to or connected with the objectives of the **SOCIETY** for each Membership year, which shall be at all times the same year as the financial year of the **SOCIETY** and who has been admitted in terms of Paragraph 10 hereof and whose Membership has not been terminated for whatever reason, shall be an active Member or Fellow, as advised by the **SOCIETY**.

10.2. **Honorary Members / Honorary Fellows:**

10.2.1. The Council may, in its sole discretion, by unanimous vote and subject to such conditions as it may prescribe, admit persons as Honorary Members / or Honorary Fellows.

10.2.2. Honorary Membership or Fellowship shall be conferred for life and only to a specific person, whom the **SOCIETY** desires to honour for outstanding services to geological science. An honorary Member shall not pay any Membership fees and shall be entitled to participate at any meeting or function of the **SOCIETY** and shall be entitled to a full vote at any General Meeting.

10.2.3. The Council shall cause a special register to be kept at the **SOCIETY**'s offices, containing all details of such Honorary Members.

10.3. **Corporate:**

Members in good standing constitute Corporate Members of the **SOCIETY**. Non-paying, Student Members are excluded from Corporate Membership. Affiliate Members or non-paying Student Members are excluded from Corporate Membership. Voting rights are restricted to Corporate Members.

10.4. **Regional Subdivision:**

Every Member of the **SOCIETY** can elect to be a member of any branch or division of the **SOCIETY** representing a region or sub-discipline.

11. **ADMISSION OF MEMBERS:**

- 11.1. Applications for Membership shall be in writing upon such forms as the Council may from time to time determine and shall contain such information and particulars, together with such verification thereof, as the Council may require. Each application for Membership shall be signed by the applicant who shall, on approval and acceptance of the application for membership /fellowship by the Council, be *ipso facto* bound by the terms of this Constitution, By-Laws and Code of Ethics and any orders or resolutions passed by the **SOCIETY** from time to time.
- 11.2. The Council may request any applicant to submit, in addition to the Membership application form such additional information and/or documentation as the Council in its own discretion may think fit.
- 11.3. Candidates for Membership shall be elected by a majority vote of the Council or a Sub-Council specifically appointed for this purpose by the Council.
- 11.4. The Council shall be entitled to refuse any application for Membership in its own and unfettered discretion and in no circumstances shall the Council, the Sub-Council or any Member thereof be requested or otherwise be required or obliged to give any reasons for any decision in connection with any application for Membership.
- 11.5. Should any ineligible candidate be inadvertently admitted as a Member, the Council may declare her/him election void and it shall give her/him notice to that effect and it may in its sole discretion return to such candidate any Membership fee or entrance fee paid by her/him and she/he shall cease to be a Member to which she/he was inadvertently admitted and her/his name shall be erased from the register of Members.
- 11.6. If at any time after the election of a candidate it shall appear that she/he has been elected under a misrepresentation or mistake as to identity or her/his commitment to the objectives of the **SOCIETY**, or owing to incorrect information having been given, the Council shall have the power to cancel such election. The person whose election is thus cancelled in

terms of this Rule shall cease to be a Member of the **SOCIETY** and her/his name shall be erased from the register of Members and she/he shall have no claim against the **SOCIETY** for damages, return of entrance fee, or Membership fee, on any grounds whatsoever but the Council shall be entitled to make such *ex gratia* refund of entrance fee, or Membership fee as it may consider proper.

11.7. Any candidate whose application for Membership has been rejected shall not be entitled to seek election again within 1 (one) years of the date of such rejection. If, however, at any time after the rejection of a candidate, it should appear that such rejection has been made under a misapprehension or mistake as to identity, or owing to incorrect information having been given, the Council shall have the power to reconsider such application forthwith upon request from the candidate or any active or honorary Member.

11.8. Membership shall not be restricted or predicated based on race, creed, religion, gender, gender orientation, age or citizenship.

12. **RESIGNATION OF MEMBERSHIP:**

A Member may resign on written notice to the Council given prior to the termination of the then current financial year of the **SOCIETY**, but shall remain liable for her/his Membership fee for the current year. A Member shall not be entitled to recover any sums by reason of the termination or suspension of her/his Membership for any reason whatsoever prior to the end of the then current financial year of the **SOCIETY**.

13. **CODE OF CONDUCT:**

13.1. Every Member shall conduct him or herself in an ethical manner so as to reflect credit on the **SOCIETY** and the earth sciences' profession. Members shall exercise their professional skill and judgement to the best of their ability and discharge their professional responsibilities with integrity.

13.2. Each Member shall observe and be bound by the terms and conditions contained in this Constitution, By-Laws, the Code of Ethics and any other prevailing codes of affiliated organisations, such as SAMREC and SAMVAL, endorsed by the **SOCIETY**. Any alleged breach of these codes or rules or any alleged unprofessional conduct by a Member, which may be brought before the Council or the Ethics Committee, shall be investigated and dealt with in accordance with the Disciplinary Procedures as set out in the Code of Ethics.

- 13.3. Council may at its discretion, establish, change or modify any specific code or rule of conduct to which members shall be required to conform at all times.

14. **ENTRANCE FEES**

The entrance fees for the Member shall be such sum as the Council may from time to time determine.

14.1. **MEMBERSHIP FEES:**

14.1.1. Each Member shall pay to the **SOCIETY** in each Membership year a Membership fee as determined annually by the Council to cover the costs of carrying out the program of the **SOCIETY**, its administration and any associated projects approved by the Council.

14.1.2. All Membership fees shall be due and payable in each financial year upon a date specified and ratified by Council.

14.1.3. Any Member admitted to Membership during a financial year shall be liable to pay the full Membership fee of the Membership year.

14.1.4. SOCIETY benefits shall not apply to any Member who has not paid his Membership fee (By-Law 1.14), unless other arrangements have been initiated by the Member. Non-payment will ultimately result in the cessation of membership.

14.1.5. Notwithstanding that a Member shall cease to be a Member of the **SOCIETY** such person shall continue to be liable for any moneys due to the **SOCIETY** and in addition for any sum for which such Member may be liable as a Member of the **SOCIETY** under Paragraph 5 of this Constitution.

14.2. **RE-ADMISSION OF MEMBERS:**

14.2.1. The Council may reinstate a defaulting Member on payment by such person of all Membership fees in arrear and any amounts owing to the **SOCIETY**, on such conditions as the Council may deem fit.

14.2.2. The Council shall have power to re-admit a Member, who for any reason has relinquished Membership of the **SOCIETY**, on such terms and conditions as the



Council shall determine in each particular case.

15. **COUNCIL:**

- 15.1. The role of Council is to ratify actions, provide strategic oversight and to ensure corporate governance and due diligence of high standard in the **SOCIETY**.
- 15.2. The functions, election of members, frequency of meetings and Council composition are detailed and defined in By-Law 2. Council shall consist of:
- 15.2.1 President (*ex officio*).
  - 15.2.2 President-elect (*ex officio*).
  - 15.2.3 Executive Manager (*ex officio*).
  - 15.2.4 Past Presidents of the **SOCIETY** in a non-voting, advisory role only.
  - 15.2.5 Vice-Presidents serving on MANCO (By-Law 3.4), the number of which will be determined by Council at the beginning of the Presidential year. One Vice President shall be obliged to attend to finance and administration.
  - 15.2.6 Council Members, who are elected or appointed in accordance with Procedures as laid down in the By-Laws (By-Law 2.3).

16. **MANAGEMENT COMMITTEE:**

- 16.1 The Management Committee (“MANCO”) fulfils the Executive and operational function of Council. MANCO is accountable to Council and Membership.
- 16.2 The functions, election of members, frequency of meetings and composition of MANCO are detailed and defined in By-Law 3.
- 16.3 MANCO will consist of the President and Immediate Past President and at least (five) Vice Presidents (By-Law 3.4), who are also on Council. MANCO has the right to co-opt Chairmen of strategic committees onto Council or MANCO. Each member of MANCO shall

hold office for the duration of two full years from the date of appointment and shall be eligible for re-nomination or co-option. MANCO members shall automatically sit on Council.

16.4 MANCO will appoint employees of the SOCIETY in accordance with By-Law 3.1.5

17. **PRESIDENT AND CHAIRPERSON OF COUNCIL AND MANCO:**

17.1. The President shall serve as the Chairperson of Council and MANCO.

17.2. The President shall serve for a period of 1 (one) year, with the option of continuing for a second year, subject to re-election by Council.

17.3. Resignation of the President from Council and MANCO shall be tendered in writing to the Executive Manager of the Society, who shall present it to Council.

18. **MANAGEMENT OF SOCIETY AFFAIRS:**

18.1. The management and control of the affairs of the **SOCIETY** shall vest in the Council and be executed by MANCO.

18.2. Council and MANCO shall be governed by this Constitution and the By Laws of the Society.

18.3. In addition to the general powers and authorities hereby conferred on Council and without in any way limiting such powers and authorities, the Council shall have the following further special powers:

18.3.1. to transfer to any Branch established in terms of clause 7.10 of this Constitution such rights and powers as it deems fit and subject to any such conditions as it wishes to impose and to withdraw, alter or amend any such rights, powers or conditions from time to time in its sole and unfettered discretion.

18.3.2. to execute in the name of the **SOCIETY** any contracts.

18.3.3. to expend the funds of the **SOCIETY** in such a manner as shall be reasonable and considered to be for the benefit of the **SOCIETY** and for the attainment of the objectives of the **SOCIETY**.

18.3.4. to refer any claim or demand by or against the **SOCIETY** to court or arbitration.

- 18.3.5. to make and give receipts, releases and other discharges for moneys payable to the **SOCIETY** and for the claims and demands of the **SOCIETY**.
- 18.3.6. to make, vary and repeal By-Laws for the regulation of the affairs of the **SOCIETY** (including fixing entrance and Membership fees, its officers and servants, or the Members of the **SOCIETY**), provided that such are not inconsistent with or contrary to this Constitution.
- 18.3.7. to ratify recommendations for Membership.
- 18.3.8. to appoint committees, sub-committees or contractors for special purposes and projects.
- 18.3.9. to approve the establishment of Divisions, Branches and Special Interest Groups of the **SOCIETY** and provide assistance as needed.
- 18.3.10. to advise on the appointment and remuneration of the **SOCIETY'S** auditors, Executive Manager, staff and consultants.
- 18.4. The **SOCIETY** at a General, Extraordinary Meeting (By-Law 9.6.2) may review, approve or amend any decision of the Council. No such decision of the **SOCIETY** shall invalidate any action taken by the Council in accordance with this Constitution.
- 18.5. Any changes to the Constitution must be ratified by Council and the Membership.

19. **REGISTER AND ACCOUNTS:**

19.1. The Council shall cause the Executive Office to keep a register of all Members together with their addresses and names of their representatives. All Members shall communicate to the Chairperson changes from time to time of their registered addresses and of the names of persons who are authorised to represent them at meetings of the **SOCIETY**. The register is confidential and is the property of the **SOCIETY** and no Member nor any other party shall have access thereto unless with the prior written unanimous approval of the Council.

19.2. The Council shall ensure that a balance sheet of the assets and liabilities of the **SOCIETY**

be prepared annually in respect of each financial year by a registered public accountant and auditor who shall at all times have access to the books of account, vouchers and investments of the **SOCIETY** and be entitled to such information and explanations from the Council or its agents as she/he shall reasonably require, in accordance with the relevant laws of South Africa.

19.3. The books of account of the **SOCIETY** shall be kept at the office of the **SOCIETY** or at such other place or places as the Council deems fit and shall be open on request to the inspection by the Council members.

20. **PROCEEDINGS AT ANNUAL GENERAL MEETINGS:**

20.1. At the Annual General Meeting the Council shall report on the activities and current position of the **SOCIETY**.

20.2. The ordinary business at an Annual General Meeting shall be as follows:

20.2.1. to confirm the minutes of the previous Annual General Meeting and any General Meeting held since the previous Annual General Meeting.

20.2.2. to table an audited financial report, balance sheet and income statement as at the end of the preceding financial year.

20.2.3. to elect the **SOCIETY'S** auditor for the following financial year.

20.2.4. to table the annual reports of MANCO, Council, Branches and Divisions

20.2.5. to dissolve the current Council.

20.2.6. to ratify the elected Members of the incoming Council.

20.2.7. to consider and to pass, with or without modification, any resolutions concerning the affairs of the **SOCIETY** of which due and proper notice has been given and any other business concerning the affairs of the **SOCIETY**.

20.2.8. The quorum required to constitute the Annual General Meeting of the **SOCIETY** shall be the presence (personally or by proxy) of at least 60 (sixty) Corporate

Members.

21. **EXTRAORDINARY GENERAL MEETINGS:**

- 21.1. General Meetings of the **SOCIETY** shall be convened on at least 21 (twenty-one) days notice in writing, by letter, fax or by electronic communication and shall specify the place, the day, the hour of the meeting and in detail the business to be transacted at such meeting.
- 21.2. An Extraordinary Meeting may be requested by Corporate Members, with the consent of 10 (ten) percent of Corporate Members.
- 21.3. The omission to send or transmit any such notice to any Member shall not invalidate the holding of the meeting or the passing of any resolution thereat.
- 21.4. Any General Meeting of the **SOCIETY** shall be chaired by The President, and failing her/him being present, the appointed representative of The President. Should both be absent, the Members present shall elect a Chairperson for that meeting from among the Corporate Members present.
- 21.5. The quorum required to constitute a General Meeting of the **SOCIETY** for any purpose other than the election of a Chairperson shall be the presence (personally or by proxy) of at least 8 (eight) percent of Corporate Members.
- 21.6. In the absence of a quorum within 60 (sixty) minutes after the time appointed for the commencement of any Extraordinary General Meeting of the **SOCIETY**, the Chairperson of such meeting shall adjourn the meeting.
- 21.7. The Chairperson of any Extraordinary General Meeting may, with the consent of the meeting, decided by majority vote, adjourn the meeting from place to place and from time to time. No business shall be transacted at any adjourned meeting other than that business left unfinished at the meeting from which the adjournment took place. The Chairperson may request the administrative and logistical support of the Executive Office. Provision of such support is subject to ratification by Council.
- 21.8. Each Corporate Member shall be entitled to 1 (one) vote.
- 21.9. Save as otherwise provided in this Constitution, any business, resolution or question

submitted to a General Meeting for decision shall be decided by majority vote of those present and entitled to vote and, in the first instance, by a show of hands. A Corporate Member in good standing may only be represented by the representatives whose identity has been communicated to the Chairperson. Should any ballot be demanded, it shall be taken in such a manner and at such time and place as the Chairman of the meeting may direct.

- 21.10. The results of any vote shall be proposed and seconded, recorded in the minutes of the meeting, and signed by the Chairperson and the secretary.

22. **AMENDMENTS TO CONSTITUTION:**

The Constitution of the **SOCIETY**, or any part thereof, as contained herein, shall not be repealed or amended and no alterations or additions shall be made without adopting the following procedure. In case of any additions or alterations having been proposed, the revised Constitution must be approved by Council for distribution to Members for comments and review. Members are requested to respond within 30 (thirty) days. Council shall take due consideration of the Membership's comments and implement where deemed appropriate. Council shall then approve the distribution of the revised Constitution to Membership, which is requested to ratify within 30 (thirty) days. The Constitution shall be considered ratified on acceptance of the revision(s) by two thirds of the responding Members.

23. **MISCONDUCT OF MEMBERS:**

- 23.1. A member / Fellow shall be guilty of misconduct should he/she, in the opinion of the Council:

23.1.1. commit any breach of this Constitution or the Rules or By-Laws of the **SOCIETY**; or

23.1.2. be guilty of any improper conduct; or

23.1.3. fail to make payment of any money due to the **SOCIETY** after due notice; or

23.1.4. be guilty of conduct in any way offensive to Members or the Council; or

23.1.5. be guilty of behaving in a manner unbecoming of a Member of the **SOCIETY** or

prejudicial to the interests and reputation of the **SOCIETY**.

- 23.1.6. Each Member shall conduct him/herself in such a manner as to reflect credit on the **SOCIETY** and the profession. He/she shall exercise his/her professional skill and judgment to the best of his/her ability and discharge his/her professional responsibilities with integrity. Each member shall observe and be bound by the terms of the By-Laws, the code of ethics, the Constitution and any other code of the **SOCIETY** and any rule published by the Council of the Society prevailing at the relevant time. Any alleged breach of these codes or any alleged unprofessional conduct of a Member, which may be brought before the Council shall be investigated and if proved shall be dealt with in accordance with the disciplinary Procedures.
- 23.1.7. The hearing and investigation of any complaint as to the conduct of a Member and the procedure to be adopted in connection therewith, shall be as detailed in the Complaints and Disciplinary Procedure of the Code of Ethics.
- 23.2. The Council, after being informed of the results of such investigation, shall have the power to suspend or expel a Member who, in its opinion, has been guilty of misconduct as described in the Code of Ethics and the Complaints and Disciplinary Procedure:
- 23.3. The decision of the Council under this Rule shall be notified to such Member / Fellow or his/her legal representative by posting a registered letter.
24. **INTERPRETATION:**
- 24.1. Save where the context otherwise requires, singular words shall be deemed to import the plural and *vice versa* and the masculine gender shall be deemed to include the feminine and neuter genders and *vice versa*.
- 24.2. In case of *bona fide* doubt or dispute as to the meaning and interpretation of any of the By-Laws, Code of Ethics, Constitution and Complaints and Disciplinary Procedure of the **SOCIETY** or in connection with any other matter whatsoever, the **SOCIETY'S** legal adviser shall be the arbitrator and his/her decision shall be binding upon the Member / Fellows of the **SOCIETY**, subject to any resolution of a General Meeting of the **SOCIETY** thereon.

25. **GENERAL:**

25.1. A copy of the Rules and of any repeal or amendment thereto or new Rule effected from time to time shall be available for the inspection of the Members / Fellows upon application to the Chairperson. Every person, upon becoming a Member of the **SOCIETY**, shall have access to a copy of the Rules of the **SOCIETY** as embodied in this Constitution, or as amended from time to time, together with such By-Laws as may be in force.

25.2. A notice or account to a Member / Fellow shall be properly delivered by posting or transmitting it to the Member's / Fellow's registered postal, or e-mail address as appearing in the register of Members / Fellows.

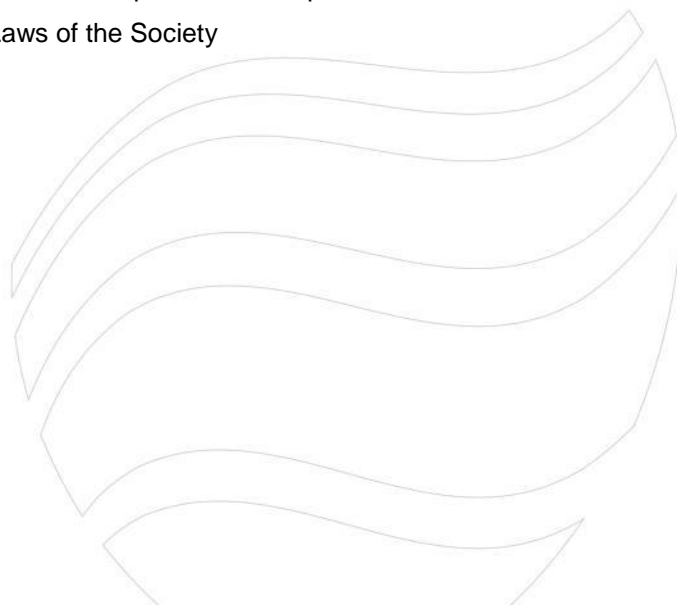
26. **STANDING ORDERS:**

Council may establish Standing Orders or Procedures, as defined in the By-Laws, for the regulation of its own business. It may at any time add, remove, modify or amend such Standing Orders or Procedures as it deems necessary. The Executive Manager shall be obliged to provide a copy of the relevant section of these Standing Orders to any Corporate Member of the **SOCIETY** on receipt of a written request.

27. **COMMITTEES:**

Council may appoint temporary or standing committees to facilitate its work. The President and the Executive Manager shall be *ex officio* members of all committees and sub-committees.

There shall be a Fellows Committee of the Society which will serve as an advisory body to MANCO and the Council. The mandate of the Fellows Committee shall be determined by MANCO and ratified by Council. The composition, and operation of the Fellows Committee is defined in section 6 of the By-Laws of the Society





28. **PUBLICATIONS:**

Council shall have the power to publish, at the expense of the Society, any and all such matters as may be deemed necessary to advance the objectives of the Society (By-Law 8).

29. **AWARDS:**

Council shall have the power to award, on behalf of the Society, such honours, prizes and medals as set out in By-Law 6.

30. **MEMBERSHIP REGISTER:**

The Executive Office shall maintain a complete register of Members stipulating Members' names, contact details and class of membership.

31. **CONFERENCES OF THE SOCIETY:**

31.1. Conferences, courses and seminars or any event of the **SOCIETY** shall be held at intervals as determined by Council or MANCO according to By-Law 9.

31.2. Council or MANCO may delegate the organisation and management of events to its branches, divisions, portfolio or to external contractors. Council or MANCO shall provide reasonable assistance that may be requested by the organising body.

31.3. Accreditation of events, where appropriate, shall be accredited to the **SOCIETY'S** Continuing Professional Development system.

31.4. Events of the **SOCIETY** shall be organised for the benefit of its Members, the profession, the general public and/or the running of the **SOCIETY**.

32. **WINDING-UP:**

The **SOCIETY** may be dissolved by a resolution passed at a General Meeting called for that purpose, the quorum of which meeting shall be 2/3 (two-thirds) of all Members of the **SOCIETY**, provided that such resolution is passed by a majority of two-thirds of the Members / Fellows present and entitled to vote at such meeting. In the event of such resolution being passed at the General Meeting, that meeting shall also have power to pass resolutions by a majority vote for the appointment of a liquidator and the disposal of the surplus funds and assets of the **SOCIETY**

after winding-up and after the payment of all the debts and obligations of the **SOCIETY**, provided that any surplus assets shall be given or transferred to some other **SOCIETY** or institution, with objectives similar to those of the **SOCIETY**, to be determined by the Members / Fellows or failing such determination by the South Gauteng High Court, Johannesburg. Individual Members may not enjoy gain or take ownership of all or a proportion of Society assets on dissolution.



## ANNEXURE 1

### BY-LAWS OF THE GEOLOGICAL SOCIETY OF SOUTH AFRICA

#### 1 MEMBERSHIP *(refer to Section 8 of Constitution)*

##### 1.1 Junior Member

1.1.1 A scholar in a school can be elected to the class of Junior Member. The application shall be supported by his/her school. Other students may be elected to this class of membership at the discretion of Council. This class of member shall attract no membership fees. Junior Members are not to be considered corporate members and will not have voting rights.

##### 1.2 Student Member

1.2.1 A candidate for election or transfer to the class of Student Member shall be a registered full-time student at an institution of higher education approved by the Council and his/her application shall be supported by a senior member of that institution and/or a Member of the Society in good standing. A Student Member may not be in receipt of a regular salary although he/she may be supported by scholarships, bursaries or research grants. A Student Member may not be enrolled as a part-time student, and may not work as a part-time geological consultant. Salaried post-doctoral appointees may not qualify as Student Members. This class of member shall not have Corporate Member status and shall not have voting rights. Student Members shall not be considered to have the professional status of Corporate Members.

1.2.2 A Student Member shall renew his/her membership annually by submitting the appropriate renewal form.

1.2.3 A Student Member shall relinquish Student Member status when he/she ceases to fulfil the requirements for Student Membership in clauses 1.2.1 or 1.2.2.

##### 1.3 Affiliate Member

1.3.1 A candidate for transfer or election to the class of Affiliate Member shall be a person who does not satisfy the requirements of Council for election to another class of membership and/or who is not practising as a geologist or in any other earth science field approved by the Council. This class of membership may include members of the public with an interest in the earth sciences, school teachers, or other persons who could not be considered professional earth scientists. Affiliate Membership does not convey professionalism in the earth sciences in the same way that Corporate Membership or Corporate Fellowship does. Affiliate Members shall not have corporate voting rights.

1.3.2 A candidate must satisfy the Council that he/she is a fit and proper person to become an Affiliate Member of the Society.

1.3.3 An application for Affiliate Membership must be supported by one Corporate Member of the Society.

1.3.4 No more than two Affiliate Members may be co-opted onto Council at any one time and such Affiliate Members shall not have voting rights.

#### 1.4 Corporate Member

- 1.4.1 A candidate for transfer or election to the class of Corporate Member shall possess an accredited Honours or higher degree at university level in the earth sciences or have passed through a period of training in geology or other approved earth science training of at least four years duration.
- 1.4.2 A candidate for transfer or election to the class of Corporate Member shall satisfy the Council that he/she is a fit and proper person to become a Corporate Member.
- 1.4.3 As part of the conditions stipulated in 1.4.1:
- 1.4.3.1 Degrees of comparable standard in other scientific subjects may be accepted by Council if relevant to the applicant's professional work, if the applicant's training and experience compensate for any deficiency in the vocational orientation of the degree course, and if the candidate's achievements, taken as a whole, provide a satisfactory basis for election to the Member class of membership.
- 1.4.3.2 Applicants with a three year university degree in geology or earth sciences may be accepted provided that the Council is satisfied that the applicant's subsequent training and experience are sufficient.
- 1.4.3.3 A candidate shall submit full details of his/her academic qualifications and training and experience to the Society in a standard format.
- 1.4.3.4 It is possible for a person who does not satisfy the examination requirements to become a Corporate Member provided he/she has held positions of increasing responsibility in the earth sciences over a period of at least ten years to the satisfaction of Council.
- 1.4.4 An application for Corporate Membership shall be supported by two Corporate Members of the Society.
- 1.4.5 Should By-Laws be changed, existing Corporate Members shall retain their prior status.

#### 1.5 Fellow of the Society

- 1.5.1 A candidate for transfer or election to the class of Fellow of the Society shall be a Corporate Member in good standing.
- 1.5.2 A candidate for transfer or election to the class of Fellow of the Society shall have been engaged in geology or approved earth science profession for at least five years either:
- in responsible charge of important operations, or
  - as a consultant or advisor, or
  - as holder of an important post in teaching or research in the relevant subjects at a recognized tertiary institution

*The following explanatory notes apply. Responsible charge of important operations does not preclude the applicant having been accountable to some higher authority and may be taken as the equivalent of being in charge of a department or operations of reasonable size and importance. The degree of importance will be measured by the ability and skill demanded by the job as well as the size of the operations.*

*If employed as a consultant or adviser, the applicant should have taken the lead in projects of importance.*

*A professor, associate professor or senior lecturer is normally considered as holding an important post in teaching. Teachers holding lower positions should have some qualification such as responsibility for important research work or the provision of professional consulting services of importance.*

- 1.5.3 The candidate shall satisfy Council that he/she is a fit and proper person to become a Fellow of the Society. Council shall be satisfied that the training, technical experience, and degree of responsibility of a candidate justify such professional status. This may require an interview at which the candidate demonstrates appropriate professional knowledge, and understanding of the Code of Ethics of the Society.
- 1.5.4 Should By-Laws be changed, existing Fellows shall retain their prior status.
- 1.5.5 An application shall be supported by means of written nominations by at least two Fellows of the Society.
- 1.5.6 At least one of the supporters should be able to give information in some detail about each part of the five years' work on which the application is based. If there is no Fellow of the Society in a position to give such support, the applicant should additionally provide the name of a responsible geologist or earth scientist, preferably a Corporate Member, to whom the Council can apply for such detailed information.
- 1.5.7 Candidates for Fellow of the Society shall be assessed by the Fellows Committee, either from applications or by invitation by the Fellows Committee. On approval by the Fellows Committee, Council will give final ratification.

## 1.6 Honorary Members and Honorary Fellows

- 1.6.1 The title of Honorary Member or Honorary Fellow may be conferred on a person whom the Society desires to honour for outstanding services to geological science. Honorary Members do not constitute a separate class of membership and shall be considered Corporate Members.

## 1.7 Institutional Member

- 1.7.1 Companies and organizations associated with, or involved in, the earth sciences or mineral and energy resources or other sectors are eligible to become Institutional Members.
- 1.7.2 Institutional Members shall not have voting rights, or rights to intellectual property of the Society except by express permission. A list of all Institutional Members in good standing may be published in the Annual Report of the Society at the discretion of Council.

## 1.8 Certificates

- 1.8.1 Any Member or Fellow who wishes to be issued with an appropriate certificate of Membership may obtain such by applying to the Secretariat of the Society.

## 1.9 Procedures for Admission

- 1.9.1 All names of applicants for Membership stipulating the class of membership applied for shall be circulated to Manco, then Council, and in the case of applications for Fellowship, the Fellows Committee, for their comments.
- 1.9.2 After an appropriate period of time for comments from Manco, Council and where appropriate the Fellows Committee has lapsed, the Council will take a decision on the application. This decision shall be conveyed to the applicant by the Secretariat. His/her admission shall not, however, be confirmed until the applicant shall have paid the fees due to the Society.
- 1.9.3 The names of successful applicants and the class of membership to which they have been elected or transferred will be published in a manner as decided by the Council.
- 1.9.4 All Student Members, Corporate Members, Affiliates and Fellows will be bound by and subject to the Code of Ethics of the Society.

## 1.10 Membership Fees

1.10.1 Annual fees for all classes of membership will be determined by the Council from time to time.

1.10.2 All honorary classes of membership will be exempt from payment of fees.

1.10.3 In any special case the Council may, at its discretion, reduce or waive the annual fees of any member. Members whose fees have been reduced or waived, or who may be suspended, will not be allowed to vote in Society elections while their fees are reduced or waived. Applications for the continuation of reductions or the waiving of fees shall be made annually to the Council.

## 1.11 Retired Members/Fellows

1.11.1 The term 'Retired Member/Fellow' is defined only for the purpose of Society operations and these By-Laws, and is not deemed to be a membership category. Retirement refers to retirement from formal employment and having attained the age of sixty-five years.

1.11.2 A member in good standing who has retired at the age of 65 years or more and is no longer working regularly as a professional earth scientist, can apply to Council for a reduction of his/her annual fees. The following guidelines may be reviewed by Council at any time:

- Twenty years continuous membership: 25% reduction
- Twenty to Forty years continuous membership: 50% reduction
- Forty years or greater: Qualifies for Life Membership with membership fees waived

## 1.12 Life Members

1.12.1 A Life Member or Life Fellow is defined as a Corporate Member or Fellow who is at the age of sixty-five years or more, and who have paid their subscriptions for forty consecutive years. Life Members shall be exempted from payment of annual fees. At the discretion of Council the names of Life Members shall be published in the annual report.

## 1.13 Fees for Part of Year

1.13.1 Should a Member of any class of membership be admitted after January of any year, a pro rata fee for that year will be determined.

## 1.14 Fees in Arrears

1.14.1 Any Corporate Member, Affiliate Member or Student Member whose fees are unpaid shall not receive publications of the Society for that year or following years until his fees are paid. Access to the Member section of the website will be suspended until all fees, including prior amounts owing, are paid.

1.14.2 After the auditors have submitted to the Council their annual statement, the name of any Member reported to be in arrears to the Society, together with a statement of such arrears as reported, shall, unless special cause for postponement be shown, be notified to the Council, and immediate notice of such default be forwarded to every Member so reported as defaulting. If the arrears are not paid within one calendar month from the date of such notice or within such further time as the Council may grant, the Council shall direct that the name of such Member shall be struck off the list of members of the Society.

1.15 Reinstatement

1.15.1 Any person whose membership has been terminated, may at the discretion of the Council, be reinstated on such terms as the Council may decide.

1.16 Change of Address

1.16.1 Members of the Society shall notify the Secretariat, in writing or via the website, of any change of address, including email address.

1.17 Resignation

1.17.1 Resignation by a Member from the Society must be notified to the Society timeously and in writing. Members shall be responsible for all fees until such notice is received.

1.18 General

1.18.1 In cases where applicants find it difficult to obtain the necessary Corporate Members to support their applications, the names and addresses of at least two persons in the case of applications for Members, or Affiliates and four persons in the case of Fellow, who are not members of the Society and who would be willing to support the application, should be submitted to the Council.

1.18.2 Such supporters are expected to hold responsible office in a recognized organization and, in the case of applications for Fellow, will be required to submit a confidential report to the Council on whether the applicant is a fit and proper person to be elected to that class of membership. Full relevant details about the supporters and the positions they hold must be submitted with the application.

1.18.3 The Council of the Society is empowered at its discretion to elect or transfer any Member where appropriate, to any class of Membership without the Member having to apply in the prescribed way.

1.18.4 Competent Person status in terms of the SAMCODE mineral exploration and valuation reporting codes may be ratified for Members authoring public reports by a peer review process.

- Members of the GSSA or SAIMM who wish to attain Competent Person status for the purposes of having signing authority on public reports lodged with the Johannesburg Stock Exchange may submit themselves to a peer review process.
- The peer review process will fall under the auspices of the SAMREC-SAMVAL Committee (SSC), a joint GSSA/SAIMM entity. Its frame of reference will be the SAMCODES, as revised from time to time. The SSC shall convene a joint GSSA/SAIMM subcommittee with the sole purpose of undertaking Competent Person or Competent Valuator peer review. The purpose of the process is to confirm that a person purporting to be a Competent Person/Valuator satisfies all requirements of a Competent Person/Valuator as defined in the SAMCODES, and that his/her professional status has been validated by his/her Professional Association.
- Confirmation of Competency for an author of a report is to be obtained for each public, newly released Competent Person/Valuator report.
- Appeals against a ruling of the Peer Review Process may be made to the SSC via Council of the professional body to which the appellant belongs. The ruling of Council of the respective Association will be final.

- While certification of competency through the peer review process may not be binding to the Johannesburg Stock Exchange, the peer review process represents a strong statement of support and comfort to the JSE.
- No Member of the GSSA or SAIMM may sign a publicly released Competent Person Report without first obtaining certification of competency via the peer review process, unless he/she is a member of another professional association recognized by the JSE as allowing Competent Person status.

## 2 COUNCIL

### 2.1 Functions and Power

The management of the affairs of the Society shall be vested in Council, which shall have the power to carry out all or any objects of the Society, and shall transact all business on its behalf, subject to the Constitution and the By-Laws, with the proviso that the Council may delegate its powers and function to the Management Committee (Manco) with accordance to any terms or conditions in the Constitution or in the By-Laws.

- 2.1.1 Council shall specify the number of Vice Presidential Portfolios required at the start of the incoming president's term of office and review as required.
- 2.1.2 The Council may frame By-Laws for the proper conduct of the business of the Society and management of its affairs. Such By-Laws may at any time be added to or amended by the Council, and all members of the Society shall be notified of such alterations or additions in a manner as determined by Council.
- 2.1.3 The Council may draw up Standing Orders or Procedures for the regulation of its own or Society affairs. The Council may at any time add to or amend the Standing Orders as it deems necessary. The Administrative Office shall provide a copy of a relevant section of the Standing Orders to any Corporate Member of the Society on receipt of a request in writing.
- 2.1.4 The Council may appoint committees, including a Management Committee, to facilitate its work. The President, the Executive Manager and the Vice President of Finance and Administration shall be ex officio members of all committees and sub-committees.
- 2.1.5 Council may convene an Extraordinary General Meeting on its own initiative or at the request of Corporate Members as per clause 21 of the Constitution.
- 2.1.6 The Council shall have the power to appoint administrative and/or executive staff and to remunerate officials connected therewith. The Administration shall hold office at the discretion of the Council and shall perform such duties as the Council may set forth.
- 2.1.7 Council shall ensure a complete register of the names, addresses and classes of all members be kept, through the Administration and/or Executive Office.
- 2.1.8 The Council shall have the power to publish, at the expense of the Society, all such matters as may be deemed necessary to advance the objects of the Society.
- 2.1.9 The Council shall have the power to award, on behalf of the Society, such honours, prizes and medals as are set out in the By-Laws.
- 2.1.10 The Council shall have the power to institute an enquiry into the professional or ethical conduct of any member of the Society and shall be entitled to apply such disciplinary measures that it might consider to be appropriate according to the Code of Ethics and the Complaints and Disciplinary Procedure.
- 2.1.11 The Council, on behalf of the Society, shall have power to institute and defend legal proceedings in the name of the Society. Any matter in dispute may be referred by the Council to arbitration.



- 2.1.12 The Council may authorize any one or more of its members to sign specified legal documents and instruments, with the exception of such documents and instruments in relation to which such provision is made herein or in the By-Laws.
- 2.1.13 The Council shall ensure that the accounts and financial records are submitted for audit at least once a year by an auditor, who shall be appointed for the ensuing year by the members attending at each Annual General Meeting.
- 2.1.14 No Member of the Society or official of the Administration shall be eligible for the position of auditor. If a vacancy in the auditor role occurs during the year in the term of the auditor, it shall be filled by the Council at its next meeting.
- 2.1.15 The Council shall authorize the completion of tax returns through the Executive Office.
- 2.1.16 The Council shall submit to each Annual General Meeting of the Society a report on the activities and position of the Society, together with an audited financial statement and balance sheet reflecting the finances of the Society at the end of the previous financial year.
- 2.1.17 All funds, property and assets of the Society shall be vested in the Council, which shall stand possessed thereof in trust for the Society. The funds of the Society, and any profits or gains thereof, shall not be used for personal gain and shall be used solely for the promotion of the objects and aims of the Society in such a manner as the Council may, from time to time, determine. The Council shall be the legal trustee of the Society and shall have the direction of all donations or bequests made to the Society.
- 2.1.18 The funds of the Society, shall be deposited in a bank or institution or invested in a manner approved by the Council. All payments shall be released or cheques signed by the Executive Manager or the Vice President for Finance and Administration, or an alternative appointed by the Council to act in their absence, as an official of the Administration.

## 2.2 Meetings of Council

- 2.2.1 The Council shall meet as often as the business of the Society requires, but not less than quarterly. Meetings of the Council may be attended only by those persons mentioned in section 15 of the Constitution, the Chairman of the Research, Education and Investment Fund, officials of the Administration, and persons especially invited by the Council.
- 2.2.2 The quorum at Council meetings shall be ten elected members of Council.
- 2.2.3 At each Council meeting the Chair shall be taken by the President, or, in his absence, a Vice-President or a member of the Council elected by the Council.
- 2.2.4 All Council Members as defined in Section 2.3.1.1 attending a Council meeting shall have full and equal voting rights on all matters. No member shall have more than one vote in consequence of representing more than one constituency. With the exception of the specified clauses, which are governed by individual voting procedures, all matters shall be decided by a majority of votes cast. Voting shall be by a show of hands, and the Chairman shall have a deliberative and a casting vote, but a secret ballot may be demanded by any member, in which case the Chairman shall have a deliberative vote only.
- 2.2.5 Minutes shall be kept of all meetings of the Council.

## 2.3 Membership of Council

- 2.3.1 The Council shall consist of:

- 2.3.1.1 The President, the Vice-Presidents, the Immediate Past-President, the Executive Manager or equivalent, the Honorary Editors (the preceding shall constitute the Management Committee), General Members elected under Clause 2.3.2.1, Regional Members as per Clause 2.3.2.2, one representative from each of the Specialist Divisions elected under Clause 2.3.2.4, two

Student Members elected under Clause 2.3.2.5 and Chairperson of the Fellows Committee. All these members of Council will have voting rights.

- 2.3.1.2 Chairpersons of the REI Fund and any additional standing committee that may be created, all Past-Presidents of the Society who are willing to serve on the Council in an advisory capacity and a representative from any other designated professional society may act as observers on Council, at the invitation of Council. These observers shall not have voting rights.
- 2.3.1.3 Members of the Council shall be Corporate Members of the Society of not less than three years' standing and whose subscriptions are not in arrears.
- 2.3.1.4 The Council may at its discretion appoint additional members to Council, subject to the conditions of Clause 2.3.1.2.
- 2.3.1.5 The Council shall hold office until the composition of the successor Council has been announced at the Annual General Meeting referred to in Clause 20 Of the Constitution.
- 2.3.1.6 All members of Council are expected to attend at least half of all Council meetings annually either in person or by telephonic or video link. Resignation from Council shall be tendered in writing to the Chairperson and, in the event of the Chairperson resigning, to the Executive Manager of the Society.
- 2.3.1.7 A Member of Council shall serve for one year and is eligible for re-election.

## 2.3.2 Election of Members of Council

- 2.3.2.1 Candidates for election as General members of the Council shall be nominated annually by all Corporate Members of the Society. Provided that the number of nominations exceeds the number of General Members to be elected, the Council shall cause an election by ballot of all Corporate Members to be held in accordance with procedures laid down in the By-Laws. Should the number of nominations be insufficient to fill the vacancies, the incoming Council may appoint qualified members to complete the number of General members on the Council.
- 2.3.2.2 The number of Regional Council members to be elected by each Region shall be determined by the Council from time to time, based on the number of Society Members in each regional Branch or specialist Division, with the proviso that each Branch or Division shall be entitled to elect at least one Regional Council member.
- 2.3.2.3 Candidates for the election as Regional members of the Council shall be nominated, annually and separately, by all Corporate Members of the GSSA also a member of each regional Branch or Division. Provided that the number of nominations in any Region exceeds the number to be elected from that Region, the Council shall cause an election by ballot of all Corporate Members of the GSSA assigned to that Branch. Should the number of nominations be insufficient to fill the regional vacancies on Council, all those nominated shall be declared elected as Regional members of the Council, and the remaining positions on the Council shall remain vacant until the following election of the Council. The representative of each regional Branch must be a full Member in good standing of the GSSA to serve on Council.
- 2.3.2.4 The election of a Council member to represent each Specialist Division shall be conducted annually by each Specialist Division according to its own procedure. Should a Specialist Division fail to inform the Council timeously of the results of its election, the position on the Council shall remain vacant until the following election of the Council. The representative of each Specialist Division must be a full Member in good standing of the GSSA to serve on Council.
- 2.3.2.5 The election of two Student Members and two seconds on Council shall be conducted annually by Student Members of the GSSA, either at an annual meeting or by electronic round robin. A second shall assume the position of Student Member on the Council in the

event of the originally elected Member vacating the position, as a result of, for instance, ceasing to be a registered student

- 2.3.2.6 Expulsion of any person from Council shall be by majority vote of its members and only after the Member concerned has been given sufficient opportunity to make representations

### 3 MANCO

#### 3.1 Functions and Power

The Management Committee (MANCO) shall set strategic direction for ratification by Council, and shall monitor and manage the operational aspects of running the Society, including ensuring long-term sustainability. MANCO shall assume the responsibilities that may be assigned to it by the Council from time to time, including all aspects listed in Clause 2 of the By-Laws denoting the responsibilities of Council. It shall take responsibility for the administration of the affairs of the Society and for the implementation of the decisions of the Council.

- 3.1.1 All actions taken by MANCO shall be fully reported to the Council at its next meeting, or by electronic circulation.
- 3.1.2 Decisions taken by MANCO are subject to ratification by Council, except for those aspects of day to day operations procedural in nature. Ratification will occur either at Council meetings or by electronic round-robin, as appropriate.
- 3.1.3 MANCO may re-define its composition from time-to-time, subject to ratification by Council.
- 3.1.4 MANCO, through the Ethics Committee, shall respond to all complaints of unethical practice directed at Members received by the Society, according to the Code of Ethics and the Disciplinary Procedures.
- 3.1.5 MANCO will appoint the Executive Manager and other employees of the **GSSA**, which will be ratified by Council.

#### 3.2 Composition of MANCO

- 3.2.1 MANCO shall consist of the President and Past President, Executive Manager and at least (five) Vice Presidents, who are also on Council. MANCO has the right to co-opt Chairmen of strategic committees onto Council or MANCO.

#### 3.3 Meetings of MANCO

- 3.3.1 MANCO shall meet as frequently as necessary to conduct the Society business, but not less than eight times annually. Meetings of MANCO may be attended only by those persons mentioned in Section 16 of the Constitution, or those specially invited by MANCO.
- 3.3.2 A quorum for MANCO meetings shall comprise one half or more of the members of MANCO.
- 3.3.3 MANCO, at its discretion, may invite Persons for specific purposes to attend meetings.
- 3.3.4 MANCO shall keep proper records of all its activities.

### 3.4 Membership of MANCO

3.4.1 Each member of MANCO shall hold office for the duration of two full years from the date of appointment and shall be eligible for re-nomination or co-option. MANCO members shall automatically sit on Council.

3.4.2 Nominations from Council for unfilled MANCO positions shall be submitted to the Chairperson of Council at least 14 (fourteen) days prior to the last Council meeting preceding the Annual General Meeting of the **SOCIETY**.

3.5 In the case of vacancies on MANCO, nominations may be made by Council or, alternatively by MANCO for ratification by Council. In the event of 2 (two) or more candidates being nominated for the last position on MANCO, Council will conduct a vote. In the event that none of the candidates revokes her/his candidacy, then the President elect, or her/his representative that chairs the meeting, shall have the final vote.

3.6 MANCO may appoint additional members, ratified by Council. Any person so appointed shall hold **OFFICE** for a period not exceeding two years.

3.7 Resignation from MANCO shall be tendered in writing to the Chairperson and, in the event of the Chairperson resigning, to the Executive Manager of the Society.

## 4 RESEARCH, EDUCATION AND INVESTMENT FUND (REI FUND)

### 4.1 Establishment, administration and management

4.1.1 The Geological Society of South Africa shall establish and manage a fund for the use of promoting research and education in the earth science disciplines.

4.1.2 The Fund shall be known as the Research, Education and Investment (REI) Fund, and shall be administered independently of Society operational finances.

4.1.3 The Fund shall be administered and controlled by the REI Fund Committee, on approval of Council.

4.1.4 Investment of assets of the REI Fund shall be vested in a professional and independent investment manager, which may from time to time be changed on recommendation of the REI Committee and ratified by Council. The REI Fund Committee will determine from time to time on the degree of control allocated to the professional and independent investment manager when making investment decisions. Assets held in the REI Fund shall be separate from, and independent of, all other funds of the Society. The Council shall direct to the Geological Society REI Fund all donations and bequests and other funds as the Council may decide.

4.1.5 The REI Fund Committee shall submit recommendations for the disbursement of funds held by the Fund to Council for its consideration and approval, as and when appropriate.

4.1.6 The REI Fund may comprise of any number of special/separate funds created to serve a specific purpose or request. All bequests and donations held by the Fund, which carry specific instructions regarding their application, shall be separately identified in the Fund, and shall be used only in accordance with those instructions. All other funds shall constitute the General Fund of the REI Fund. The General Fund shall be used to support projects and undertakings that are in accordance with the aims and objects of the Society.

4.1.7 In the event of the purpose of any individual fund within the REI Fund being, or becoming inappropriate or redundant, the REI Fund Committee shall recommend to Council for

ratification the transfer of the assets of that fund to another fund under its control, or to the General Fund of the REI Fund.

- 4.1.8 The proceeds from the investment of the funds of the REI Fund shall be distributed proportionally among those separate funds.
- 4.1.9 No funds within the REI Fund may be removed, transferred or disbursed by Council, MANCO or the Executive without the explicit approval of the REI Fund Committee.
- 4.1.10 The policy guidelines and procedures for disbursement of funds shall be set by the REI Fund Committee, and may change from time to time with ratification by Council.
- 4.1.11 The REI Fund Committee shall receive, for its consideration, recommendations by the Council for the disbursement of funds from the Fund. The REI Fund Committee may approve or reject any such recommendation at its discretion.
- 4.1.12 No serving REI Fund Committee member shall be entitled to receive any remuneration, grant or financial reward from the REI Fund.
- 4.1.13 The REI Fund Committee shall ensure that adequate records of its proceedings are kept, and that reports are made to the Council on a regular basis.
- 4.1.14 Expenses related to the administration of the REI Fund shall be for the account of the general funds of the Society.
- 4.1.15 The members of the REI Fund Committee shall be covered by the general indemnity set out in Clause 5 of the Constitution.

#### 4.2 Composition of the REI Fund Committee

- 4.2.1 The REI Fund Committee shall comprise the Chairman of the REI Fund, the President of the Society (ex officio), the Executive Manager of the Society (ex officio), and up to five additional Corporate Members or Fellows ratified by Council.
- 4.2.2 The term of office of each Committee Member shall not exceed five years, and one member shall retire each year in rotation, but shall be eligible for immediate re-appointment. In the event of any Committee Member not completing his term of office, the remaining members may appoint a replacement to fill the vacancy for the remaining portion of the term.
- 4.2.3 The Committee Members shall select from amongst their number a Chairman who will serve in this capacity for a minimum of two years. The Chairman shall attend any or all meetings of the Council and holds voting rights on Council.

#### 4.3 Meetings of the REI Fund Committee

- 4.3.1 The REI Fund Committee shall meet as often as its business requires, but at intervals of not more than six months. At meetings of the REI Committee, three voting Committee Members shall form a quorum. All matters shall be decided by a majority of votes cast and each Committee Member shall have one vote. The ex-officio members of the REI Fund Committee (President and Executive Manager), shall not have a vote. In the event of a tied result, the Chairman shall have a casting vote.
- 4.3.2 Members of the REI Fund Committee shall meet at least twice yearly with the independent REI Fund Investment Manager to determine REI Fund investment strategy.

#### 4.4 Asset Management Policy and Guidelines

- 4.4.1 Asset management policy and guidelines will be compiled by the REI Fund Committee, in conjunction with the REI Fund Investment Manager from time to time, as required. These will be presented to Council for ratification.
- 4.4.2 Selection of the Investment Manager shall be the responsibility of the REI Fund Committee, for ratification by Council.

## 5 FELLOWS COMMITTEE

### 5.1 General Statement

- 5.1.1 The Fellows of the GSSA represent the senior members of the Society. They form a Collegial body within the GSSA that offers experience and continuity within the membership structure. The Fellows are represented by a Fellows Committee that acts to offer advice and guidance, as well as to provide other services when requested, to the GSSA Council and its office-bearers, as well as to the Society as a whole.
- 5.1.2 Should the Fellows Committee see fit to amend or change its mandate, appropriate submission for Council approval should be made through the President.

### 5.2 Mandate of the Fellows Committee

- 5.2.1 To provide advice and guidance to the GSSA Council, MANCO or Executive as and when required
- 5.2.2 To undertake individual projects on request by the GSSA Council or MANCO
- 5.2.3 To ensure that the body of Fellows is adequate to comply with these objectives
- 5.2.4 To mediate, manage and promote the selection of Fellows
- 5.2.5 To oversee the selection of nominations received for the various honorary awards and memorials of the GSSA, including the Alex du Toit memorial lecture, the Draper Award, the Des Pretorius Award, the student awards, Honorary Membership, Life Membership and the Honours Award, and to make recommendations to Council regarding such awards (Section 6 of the By-Laws).
- 5.2.6 The Fellows Committee shall undertake or manage, from time to time, activities for the Fellows Collegiate. The Fellows Committee shall undertake from time to time and on an ad hoc basis, activities either requested by Council or MANCO or envisaged by the Fellows Committee to be of strategic importance to the Society.

### 5.3 Operation of the Fellows Committee

- 5.3.1 The Collegiate of Fellows shall elect biennially, a Fellows Committee of five members to serve as the Fellow's Committee for a period of 2 years. The Fellows Committee may co-opt up to a further three members from the collegiate. The Committee shall elect a Chairman and a Secretary, both of whom will hold office for the duration of the Committee's term.
- 5.3.2 The current President of the GSSA, Vice President with responsibility for finances of the Society, and the Executive Manager will be ex-officio members of the Committee.
- 5.3.3 Reporting to GSSA Council will be a minimum of biannually, at least one of which shall be a report to the Annual General Meeting.
- 5.3.4 The committee has the right to a seat on Council and Manco.
- 5.3.5 Nominations for a new Fellows Committee shall be called not less than three weeks prior to either the Annual General Meeting of the Society, or the annual Fellows Meeting, whichever meeting the new Fellows Committee is to be announced. Voting shall be managed by the Executive of the GSSA, and may be electronic. Voting shall not be necessary if insufficient nominations are received to hold a vote.
- 5.3.6 The Fellows Committee shall manage the selection of new Fellows into the collegiate. Nominations/applications for fellowship shall be screened by the Committee at their meetings, in accordance with criteria stipulated in the Society's By-Laws. Those applications/nominations approved by the committee by majority decision shall be forwarded to the Executive Manager. The Society Administration shall then invite submission of

comprehensive CVs from these candidates and upon receipt of these, their names will be tabled by the VP (Membership) at a Council meeting for Council approval.

- 5.3.7 The Fellows Committee shall sit at least four times per year, with one meeting to take place timely prior to the March Council Meeting in order to ensure that the Awards Nomination and Selection procedure is completed before the May Council Meeting. Committee members are entitled to make award nominations, but shall be obliged to excuse themselves from the selection process should one of their direct associates (co-workers, students, etc.) be nominated. Committee members shall not be eligible for Society Awards for the duration of their committee duty.

## 6 AWARDS OF THE SOCIETY

The Society has several scientific and honorary awards, which from time to time may change, with agreement from Council. A current listing follows:

### 6.1 Jubilee Medal of the Geological Society of South Africa

Name of the award	The Jubilee Medal of the Geological Society of South Africa
Nature of the award	A medal with the recipient's name and the year engraved on it. If there is more than one author, each co-author shall receive a medal with his or her name and the year engraved on it.
Nomination	All papers published in the most recent volume of the South African Journal of Geology are eligible for consideration. In the case that more than one volume appears within a given year, an award for each volume shall be made.
Intention of the award	To recognize the best paper published in the South African Journal of Geology within a given volume.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the best papers within a given volume. The Editor or Co-Editors of the South African Journal of Geology are ineligible to take part in the selection process, as are authors of papers in the volume under consideration.
Provision of the award	The Geological Society of South Africa will pay for the medal (medals) and having it (them) engraved.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the title and authors of the paper considered best. Council by a simple majority may accept or reject the nomination. Should the nomination be rejected, the one with second-lowest score shall be nominated. Should Council reject both of these nominations, no award will be made for that volume. The Collegiate of Fellows shall provide each member of Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award or awards will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.

Records of the award	Records of the title of the paper and the names of the recipients shall be kept in the archives of the Geological Society of South Africa.
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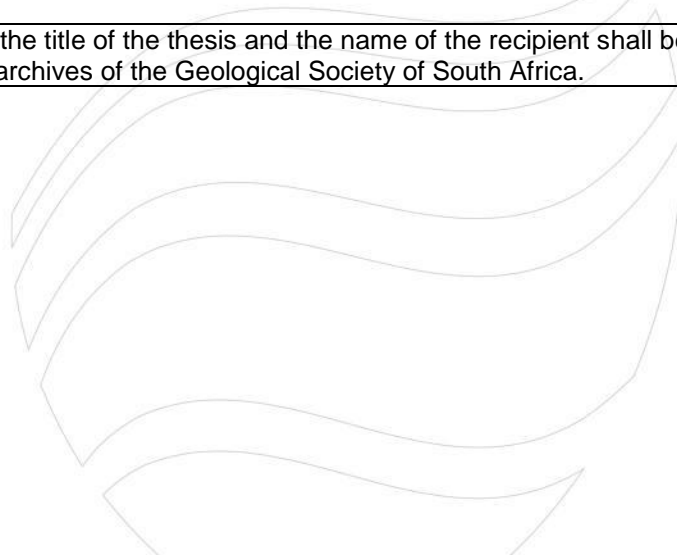
## 6.2 Corstorphine Medal of the Geological Society of South Africa

Name of the award	The Corstorphine Medal of the Geological Society of South Africa
Nature of the award	A medal with the recipient's name and the year engraved on it.
Intention of the award	To recognize an exceptional MSc thesis awarded at a South African university in the year prior to that of the award.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. MSc theses granted in the year prior to awarding of the Medal on subjects related to Earth Sciences should be submitted to the Geological Society of South Africa with a formal motivation before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the theses on a scale of 1, exceptional, to 5 the sub-average. The thesis with the lowest average score is selected. Should that thesis be deemed not of exceptional quality, then no award will be made. Staff members from the departments within the institutions awarding the degrees are ineligible to take part in the selection process.
Provision of the award	The Geological Society of South Africa will pay for the medal and having it engraved.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the title and author of the MSc thesis considered of exceptional quality. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, no award will be made for that year. The Collegiate of Fellows shall undertake to provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the title of the thesis and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.



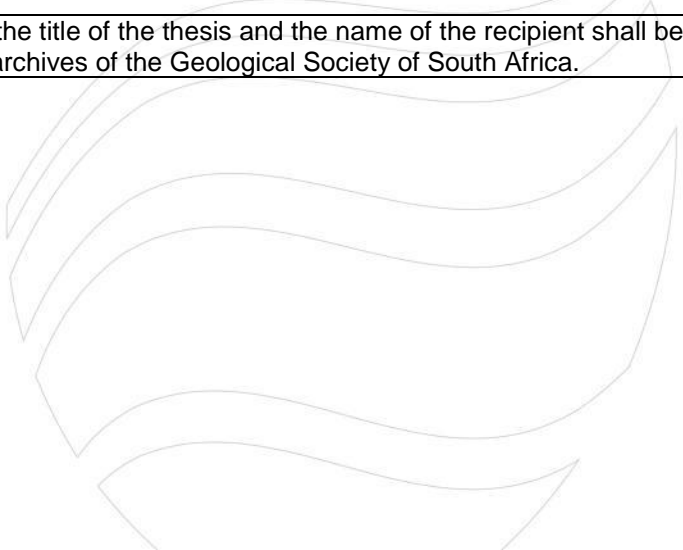
### 6.3 John Handley Award of the Geological Society of South Africa

Name of the award	The John Handley Award of the Geological Society of South Africa
Nature of the award	A certificate with the recipient's name on it and a cash award.
Intention of the award	To recognize the best MSc thesis awarded at a South African university in the year prior to that of the award.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. MSc theses and motivations granted in the year prior to awarding of the Award on subjects related to Earth Sciences should be submitted to the Geological Society of South Africa with a formal motivation before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the theses on a scale of 1, superior, to 5 the weakest. The thesis with the lowest average score is selected. Staff members from the departments within the institutions awarding the degrees are ineligible to take part in the selection process.
Provision of the award	The Geological Society of South Africa will provide the certificate and the cash award.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the title and author of the MSc thesis considered best. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, no award will be made for that year. The Collegiate of Fellows shall undertake to provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the title of the thesis and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.



#### 6.4 Haughton Award of the Geological Society of South Africa

Name of the award	The Haughton Award of the Geological Society of South Africa
Nature of the award	A certificate with the recipient's name on it and a cash award.
Intention of the award	To recognize an exceptional Honours thesis awarded at a South African university in the year prior to that of the award.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Honours theses and motivations granted in the year prior to awarding of the Award on subjects related to Earth Sciences should be submitted to the Geological Society of South Africa with a formal motivation before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the theses on a scale of 1, highest, to 5 the weakest. The thesis with the lowest average score is selected. Staff members from the departments within the institutions awarding the degrees are ineligible to take part in the selection process.
Provision of the award	The Geological Society of South Africa will provide the certificate and the cash award.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the title and author of the exceptional Honours thesis considered for this award. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the title of the thesis and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.

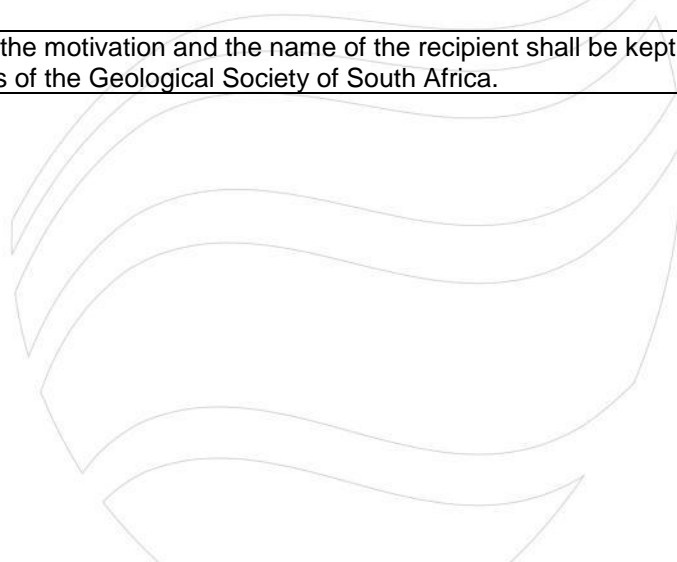


### 6.5 Best 4<sup>th</sup> Year Student Award of the Geological Society of South Africa

Name of the award	The Best 4 <sup>th</sup> Year Student Award of the Geological Society of South Africa
Nature of the award	A certificate with the recipient's name on it and a cash award.
Intention of the award	To recognize an exceptional 4 <sup>th</sup> year student graduated in Earth Science at a Southern African university (i.e. from South Africa, Namibia, Botswana, Swaziland, Lesotho, Mozambique, Malawi, Zambia, Zimbabwe and Angola) in the year prior to that of the award. It should be noted that all graduates in all Honours curricula are eligible, not just those who wrote a Honours thesis.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Nominations and motivations for the best Honours graduates in Earth sciences should be submitted to the Geological Society of South Africa with a formal motivation before January 15 <sup>th</sup> of the relevant year. The motivation must be comprehensive with regard to all achievements of this student during his/her Honours year (class and exam marks, special assignments, thesis or mini-dissertation, etc.).
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to evaluate the nominations. Staff members from the departments within the institutions awarding the degrees are ineligible to take part in the selection process.
Provision of the award	The Geological Society of South Africa will provide the certificate and the cash award.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the name of the best 4 <sup>th</sup> year student. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award or awards will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the title of the thesis and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.

## 6.6 Draper Memorial Medal of the Geological Society of South Africa

Name of the award	The Draper Memorial Medal of the Geological Society of South Africa
Nature of the award	A medal with the recipient's name and the date engraved on it.
Intention of the award	To recognize an exceptional member of the Geological Profession who in the spirit of Dr. David Draper has excelled in the advancement of South African Earth Science.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Formal nominations and motivations for this award should be submitted to the Geological Society of South Africa before January 15 <sup>th</sup> of the relevant year. Members of MANCO and the Fellows Committee are ineligible to nominate members for this award.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall evaluate the nominations. The current President and other elected office holders of the Geological Society of South Africa are ineligible for consideration.
Provision of the award	The Geological Society of South Africa will pay for the medal and having it engraved.
Granting of the award	The Fellows Collegiate shall motivate to Council the name of the candidate. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, an alternative nomination may be presented. Should both nominations be rejected, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award will be made at a prestigious event of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the motivation and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.

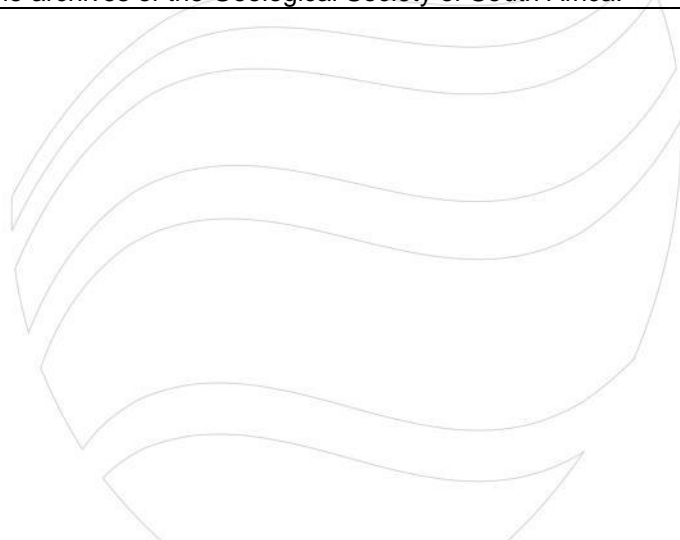


## 6.7 Des Pretorius Memorial Award of the Geological Society of South Africa

Name of the award	The Des Pretorius Memorial of the Geological Society of South Africa
Nature of the award	A certificate with the recipient's name and the date engraved on it.
Intention of the award	The Des Pretorius Memorial Award is awarded for work in economic geology to geologists working in Africa. The award is made on the basis of the following: (a) research activities, (b) the advancement of economic geology through the teaching and development of exploration technology, and (c) the development of mineral resources through exploration, mining geology or discovery. The candidate for this award must have a minimum of a BSc (Honours) degree and is encouraged to publish the results of the work/research that formed the basis of the award.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Formal nominations and motivations for this award should be submitted to the Geological Society of South Africa before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall evaluate the nominations. The current President and other elected office holders of the Geological Society of South Africa are ineligible for consideration.
Provision of the award	The Geological Society of South Africa will pay for the medal and having it engraved.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the name of candidate. Council by a simple majority may accept or reject the nomination. Should Council reject the nomination, an alternative nomination may be presented. Should both nominations be rejected, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award will be made at a prestigious event of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the motivation and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.

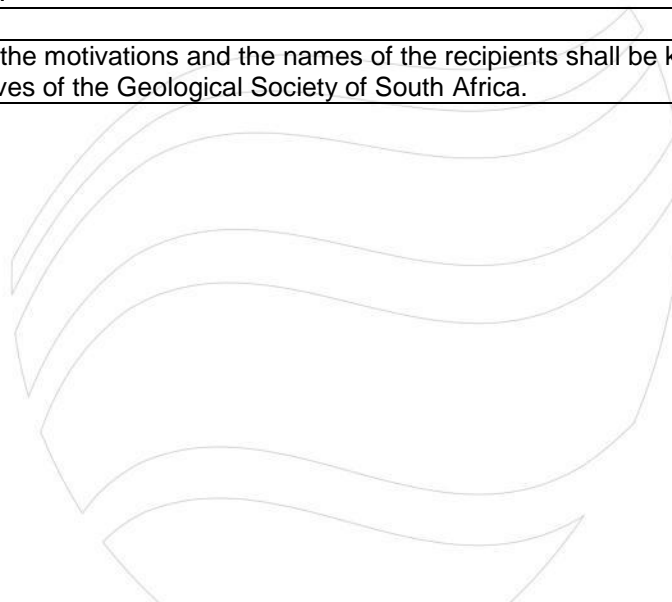
## 6.8 Honours Awards of the Geological Society of South Africa

Name of the award	The Honours Award of the Geological Society of South Africa
Nature of the award	A shield with the recipient's name engraved on it.
Intention of the award	To recognize a person who has made a particular contribution to the running and organizational affairs of the Geological Society of South Africa. More than one award may be made in a given year.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Formal nominations and motivations for this award should be submitted to the Geological Society of South Africa before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall evaluate the nominations. The current President and other elected office holders of the Geological Society of South Africa are ineligible for consideration.
Provision of the award	The Geological Society of South Africa will provide the engraved Shield.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the name of the candidate or candidates. Council by a simple majority vote may accept or reject the nomination. Should Council reject the nomination or nominations, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate or candidates and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award or awards will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the motivation and the name of the recipient or recipients shall be kept in the archives of the Geological Society of South Africa.



## 6.9 Honorary Membership or Honorary Fellowship in the Geological Society of South Africa

Name of the award	Honorary Membership in the Geological Society of South Africa
Nature of the award	A certificate with the recipient's name on it and free membership with all privileges for the remainder of the recipient's life.
Intention of the award	To recognize an exceptional member of the Geological Community.
Nomination	The Council of the Geological Society of South Africa shall ensure that the rules for making this award are properly advertised. Formal nominations and motivations for this award should be submitted to the Geological Society of South Africa before January 15 <sup>th</sup> of the relevant year.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall evaluate the nominations. The current President and other elected office holders of the Geological Society of South Africa are ineligible for consideration.
Provision of the award	The Geological Society of South Africa will provide the certificate and undertake to provide membership benefits to the recipient for the rest of his or her life.
Granting of the award	The Fellows Collegiate shall nominate and motivate to Council the name of the candidate or candidates. Council by a simple majority vote may accept or reject the nomination. Should Council reject the nomination or nominations, no award will be made for that year. The Collegiate of Fellows shall provide Council with a written motivation for the candidate or candidates and provide access to all relevant documentation prior to the time of voting.
Presentation of the award	The award or awards will be made at a prestigious event held at the Annual Meeting of the Geological Society of South Africa open to all members. The nature, venue and timing of that event shall be determined by MANCO.
Records of the award	Records of the motivations and the names of the recipients shall be kept in the archives of the Geological Society of South Africa.



#### 6.10 Alex du Toit Memorial Lecture of the Geological Society of South Africa

Name of the award	The Alex du Toit Memorial Lecture
Nature of the award	The memorial shall take the form of a biennial lecture tour by an invited speaker. The subject of the lecture shall be as far as possible related to the geology or natural history of southern Africa, or impact on our understanding of southern Africa geology.
Nomination and Selection	Members of Council shall be invited in April of each alternate year to submit nominations to the AL du Toit Memorial Committee, comprising a sub-committee of at least one member of the Fellows Committee and four other members of Council. The committee shall recommend to the Fellows Committee and to Council its choice of lecturer and shall also nominate two alternative choices in order of preference. If circumstances permit, and at the discretion of Council, the lecturer shall alternate between southern African and overseas candidates.
Intention of the award	To recognize world class research accomplishment in the earth sciences, and to give the membership access to the work and the champions in a series of local lectures to be delivered at the main centers, branches and divisions of the Society and it associated societies.
Selection process	The Fellows Collegiate of the Geological Society of South Africa shall compile nominations of candidates and make the final selection.
Publication	The lectures shall be published by the Society in the Society Journal or on the Society website.
Granting of the award	The invitation shall be sent to the lecturer chosen from the recommendations to Council at least twelve months in advance of the date selected for the lecture tour.
Financing of the award	A fund within the REI Fund shall be established and maintained by the Society, a portion of the returns to be used to pay in full or in part the lecturer's travelling costs, as well as the travelling of accompanying GSSA office representatives. The Fellows Committee and the Executive Manager shall be responsible for obtaining additional sponsorship for the series. Exclusive sponsorship may be provided, if all costs of the lecture series are covered.
Records of the award	Records of the title of the paper and the names of the recipients shall be kept in the archives of the Geological Society of South Africa.



## 7. BRANCHES AND DIVISIONS OF THE SOCIETY

- 7.1 The Council may, on application by Corporate Members, form a Branch or Specialist Division of the Society at any approved centre. It is envisaged that Branches have a particular geographic focus whereas Divisions have a specialist interest, and may include informal interest groups. All Members of all Branches and Divisions shall abide by the Constitution, By-Laws and Code of Ethics of the Geological Society of South Africa, copies of which shall be available to each Branch and Division.
- 7.2 The Council may, on application by Student Members, form a Student Branch of the Society at any approved tertiary academic institution.
- 7.3 A Branch or Specialist Division shall select its own executive body to manage its affairs. This executive body must comprise a chairperson, treasurer, and secretary at minimum who all shall be Members in good standing of the Society. This Executive Committee shall be accountable, and shall report on its activities whenever requested, to the Council of the Society. It is recommended that the total membership of any Branch or Division shall comprise not less than 51% of Members in good standing of the Society. It is the responsibility of the Executive Committee to promote membership of the Society to all Branch or Division members.
- 7.4 A Branch or Specialist Division may institute its own Constitution and By-Laws, provided that they or amendments thereof are not contrary to the Constitution, By-Laws, Code of Ethics or Disciplinary Procedures of the Society, and have been approved by the Council of the Society. Copies of Branch or Division Constitutions, By-Laws or Operating Procedures and details of membership shall be lodged with the Secretariat of the Society.
- 7.5 At the discretion of the executive body referred to in Clause 7.3, a Branch or Specialist Division may impose a levy on its members to meet its own expenses. The levy shall be additional to the subscription payable by members of the Society.
- 7.6 Nothing in the Society's Constitution or By-Laws shall empower a Branch or Specialist Division to contract debts in the name of the Society or pledge the Society's credit in any way.
- 7.7 The Executive Body of any Branch or Division shall provide to the Secretariat of the Society such information as is necessary for annual financial reporting, as per legal requirements. The Society will be responsible for annual or special auditing of Branches and Divisions. The Branches and Divisions may operate under the Society tax and Value Added Tax constraints.
- 7.8 The Council shall have the power to dissolve a Branch or Specialist Division in the event of the Council deciding that the conduct, membership or operations are not in accordance with the objects and interests of the Society. Should investigation by Manco and/or Council of the Society indicate that there may be a requirement to dissolve a Branch or Specialist Division, a copy of the resolution declaring the intent of dissolution shall be sent to the executive of the Branch or Specialist Division concerned and shall be made known to the Members. On receipt of the resolution, the Branch or Division will be afforded the further opportunity to present argument in mitigation to Council. In the event of dissolution of a Branch or Specialist Division, all assets, books, records and funds remaining after the satisfaction of all liabilities shall be transferred immediately to the Society.

## 8 PUBLICATIONS OF THE SOCIETY

- 8.1 The Council shall have the power to publish, at the expense of the Society, all such

matters as may be deemed necessary to advance the objects of the Society, that may be of interest to the membership, or that may be useful to the public at large.

- 8.2 The Society shall not be restricted in the format or number of publications it may produce, or in changing formats from time to time, as needed.
- 8.3 All contributions and papers accepted for publication by the Society, in physical or digital format, shall become the intellectual property of the Society, and the Society shall hold copy right. Save by permission of the Council, no person shall cause contributions, or papers, or extracts from them to be published. In any permitted publication of contributions, or papers, or extracts of them, suitable acknowledgement shall be made to the Society as the source of the information.
- 8.4 From time to time, the SOCIETY may enter into agreements with other organizations for the purpose of publishing, editing, printing, archiving, enabling access, or storage of printed or electronic documents.

## 9. MEETINGS OF THE SOCIETY

- 9.1 Formal Meetings of the Society shall comprise the Annual General Meetings, Extraordinary General Meetings, Special Meetings and Conferences and workshops of the Society. All meetings of the Society shall be held in venues and on such dates as the Council may determine.
- 9.2 Special Meetings may be organized at the request of Council for continuous professional development and for public interest.
- 9.3 Branches, Divisions, and Interest Groups of the Society may stage meetings under their own auspices, but the Society shall not be liable for any financial obligations of such meetings, unless agreed by prior arrangement.
- 9.4 Council may delegate organization and management of conferences and meetings to Branches, Divisions, Interest Groups, or external organizations. Council may elect to hold meetings in association with other professional organizations. Where possible, Council should provide any reasonable assistance that may be requested by the meeting organizers.
- 9.5 The Society, or its Branches, Divisions and Interest Groups, shall not be constrained to any particular business model of organizing meetings, nor shall be restricted to the use of any particular Professional Conference Organizer or venue.
- 9.6 AGM's and special general meetings
  - 9.6.1 The Annual General Meetings of the Society shall be held as soon as possible after the end of the financial year. The Agenda of the meeting shall adhere to Clause 20.2 of the Constitution. In addition, the Annual General Meeting should include the presentation of awards, the induction of the incoming President and to conduct any other business as is appropriate.
  - 9.6.2 An Extraordinary Meeting of the Society shall be convened by the Council within thirty days upon receipt of a written application by ten percent of Corporate Members, provided that such application specifies the objects for which the meeting is required. The Council may also convene, at any time, an Extraordinary Meeting, stating the objects for which the meeting is required. Only such business as that specified in the notice convening these meetings shall be transacted thereat.

- 9.6.3 Members shall be informed of the convening of all General Meetings not less than twenty one days prior to the date determined for such meetings.
- 9.6.4 The accidental omission to give notice to any member of any General Meeting shall not invalidate any resolution passed at such a meeting.
- 9.6.5 The President, or in his absence, a Vice-President, or in the absence of all Vice-Presidents, a member elected by the meeting shall take the chair at all meetings of the Society.
- 9.6.6 Sixty Corporate Members shall constitute a quorum at all General Meetings of the Society and eight percent of Corporate Membership for Extraordinary General Meetings.
- 9.6.7 Any business at a General Meeting shall be decided by a majority of votes cast. The voting shall be done by a show of hands of the members entitled to vote, in which case the Chairman shall have a deliberative and a casting vote. A secret ballot may be demanded by any six members and shall thereupon be taken, in which case the Chairman shall have a deliberative vote only. Two scrutineers, appointed by and from the members present, shall conduct the ballot.
- 9.6.8 Each Corporate Member shall be entitled to one vote. The voting shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered, provided that no objection is lodged at the same meeting on the grounds of any infringement of the Constitution.
- 9.6.9 A Corporate Member in good standing may be represented by written proxy provided that it is received prior to the advertised time of the meeting.
- 9.6.10 In special cases, the Council shall have the power to institute a postal or electronic vote or ballot of the Corporate Membership of the Society regarding any decision reached by the meeting.

## 10 POLICIES AND PROCEDURES

- 10.1 From time to time the Executive, Manco and/or Council may require the need for the development or modification of operational policies and procedures. Such policies and procedures shall be documented and maintained by the Executive of the Society, and must be aligned with the Constitution and the By-Laws.
- 10.2 From time to time the Executive, Manco, and/or council may require the need to modify the By-Laws. Such changes will require ratification by Council for each proposed change.



## **CODE OF ETHICS OF THE GEOLOGICAL SOCIETY OF SOUTH AFRICA**

### **ANNEXURE 2 TO THE GSSA CONSTITUTION**

#### **PREAMBLE**

THE PURPOSE OF THE CODE OF ETHICS IS TO COMMIT MEMBERS TO UPHOLD AND ENHANCE THE HONESTY, HONOUR, INTEGRITY AND DIGNITY OF THEIR PROFESSIONS, SUCH THAT THE MEMBERS AND THEIR PROFESSIONS MERIT THE HIGHEST ESTEEM BY THE COMMUNITY. ALLEGED BEHAVIOURS, WHICH COULD BE DEEMED A BREACH OF THE CODE OF ETHICS, INCLUDE:

- a. ANY BREACH OF THE SPECIFIC CLAUSES OF THE CODE OF ETHICS. BREACHES WITHOUT DISHONESTY, INTENT, REPETITION OR RECKLESS INCOMPETENCE SHOULD BE DEEMED AS “NON-COMPLIANCE” WHICH COULD RESULT IN PERSONAL COUNSELLING AND/OR ADMONITION, BUT NOT SUSPENSION. MORE SERIOUS BREACHES (WITH THE AFOREMENTIONED CHARACTERISTICS) SHOULD BE DEEMED AS ‘UNETHICAL BEHAVIOUR’ AND COULD GIVE RISE TO SUSPENSION, EXPULSION, AND/OR PUBLICATION
- b. ANY BREACH OF ANY RULE OR CODE OF THE SOCIETY, OR RELEVANT TO THE PROFESSION THAT IS CHARACTERISED BY DISHONESTY, INTENT, OR RECKLESS INCOMPETENCE. FURTHER, ANY REPEATED CODE VIOLATIONS WOULD BE TAKEN AS A PRIMA FACIA CASE OF “UNETHICAL BEHAVIOUR”.
- c. GROSS PROFESSIONAL INCOMPETENCE, MISCONDUCT OR UNETHICAL BEHAVIOUR
- d. PROFESSIONAL DEFAMATION.
- e. CRIMINAL CONDUCT.

PROVISIONS CONTAINED WITHIN THE CODE OF ETHICS ARE NOT DESIGNED TO RESTRICT COMPETITIVE BEHAVIOUR IN ANY WAY. THE SOCIETY IS COMMITTED TO PROMOTING VIGOROUS COMPETITION WITHIN THE INDUSTRY.

#### **CODE OF ETHICS**

1. IN CONDUCTING THEIR PROFESSIONAL ACTIVITIES, THE RESPONSIBILITY OF MEMBERS FOR THE WELFARE, HEALTH AND SAFETY OF THE COMMUNITY SHALL AT ALL TIMES COME BEFORE THEIR RESPONSIBILITY TO THE PROFESSION, TO SECTIONAL OR PRIVATE INTERESTS, THEIR CLIENTS OR EMPLOYERS, OR TO OTHER MEMBERS.
2. MEMBERS SHALL AT ALL TIMES ACT SO AS TO UPHOLD AND ENHANCE THE HONESTY, HONOUR, INTEGRITY AND DIGNITY OF THE PROFESSION.
3. MEMBERS SHALL NOT TAKE ON THE FUNCTIONS OF AN EXPERT IN FIELDS OTHER THAN THEIR OWN OR ACCEPT PROFESSIONAL OBLIGATIONS THAT THEY ARE NOT COMPETENT TO DISCHARGE.

4. MEMBERS SHALL BUILD THEIR PROFESSIONAL REPUTATION ON MERIT AND SHALL NOT COMPETE UNFAIRLY.
5. MEMBERS SHALL APPLY THEIR SKILL AND KNOWLEDGE IN THE INTERESTS OF THEIR EMPLOYER OR CLIENT FOR WHOM THEY SHALL ACT, IN PROFESSIONAL MATTERS, AS FAITHFUL AGENTS OR TRUSTEES.
6. MEMBERS SHALL GIVE EVIDENCE, EXPRESS OPINIONS OR MAKE STATEMENTS IN AN OBJECTIVE AND TRUTHFUL MANNER AND ON THE BASIS OF ADEQUATE KNOWLEDGE.
7. MEMBERS SHALL CONTINUE THEIR PROFESSIONAL DEVELOPMENT THROUGHOUT THEIR CAREERS AND SHALL ACTIVELY ASSIST AND ENCOURAGE THOSE UNDER THEIR DIRECTION TO ADVANCE THEIR KNOWLEDGE AND EXPERIENCE.
8. MEMBERS SHALL COMPLY WITH ALL LAWS AND GOVERNMENT REGULATIONS RELATING TO THE MINERAL INDUSTRIES, AND WITH THE RULES, REGULATIONS AND PRACTICES AS ESTABLISHED AND PROMULGATED BY THE STOCK EXCHANGES WITH RESPECT TO THE OFFICIAL LISTING REQUIREMENTS FOR MINING AND/OR OTHER COMPANIES, WITHIN THE COUNTRY IN WHICH THEY ARE WORKING.
9. MEMBERS SHALL COMPLY WITH ALL RELEVANT LAWS AND REGULATIONS OF ANY COUNTRY IN WHICH THEY WORK, INCLUDING ALL CIVIL AND CRIMINAL LAWS, REGULATIONS, POLICIES AND PRACTICES REGARDING INTELLECTUAL PROPERTY.

## INTERPRETATIONS

### PREAMBLE

FOR AN “UNETHICAL BEHAVIOUR” TO OCCUR, THE ALLEGED BEHAVIOUR MUST BE SUFFICIENT IN NATURE TO “BRING THE MEMBERS AND THEIR PROFESSION’ INTO DISREPUTE WITH THE COMMUNITY. BEHAVIOURS THAT COULD POTENTIALLY MERIT SUCH AN OUTCOME INCLUDE (1) ANY BREACH OF THE SPECIFIC CLAUSES OF THE CODE OF ETHICS, (2) DISHONESTY AND MISREPRESENTATION, (3) PROFESSIONAL INCOMPETENCE, (4) DEFORMATION AND (5) CRIMINAL CONDUCT.

### CLAUSE 1:

IN CONDUCTING THEIR PROFESSIONAL ACTIVITIES, THE RESPONSIBILITY OF MEMBERS FOR THE WELFARE, HEALTH AND SAFETY OF THE COMMUNITY SHALL AT ALL TIMES COME BEFORE THEIR RESPONSIBILITY TO THE PROFESSION, TO SECTIONAL OR PRIVATE INTERESTS, THEIR CLIENTS OR EMPLOYERS, OR TO OTHER MEMBERS.

The principle here is that the interests of the community have priority over the interests of others.

It follows that members:

- a. Shall avoid assignments that may create a conflict between the interests of their client or employer and the public interest.
- b. Shall work in conformity with acceptable technological standards and not in such a manner as to jeopardise the public welfare, health or safety.
- c. Shall endeavour at all times to maintain technological services essential to public welfare.

- d. Shall in the course of their professional life endeavour to promote the well-being of the community. If their judgement is over-ruled in this matter they should inform their client or employer of the possible consequences (and, if appropriate, notify the proper authority of the situation)
- e. Shall, if they consider that by so doing they can constructively advance the well-being of the community, contribute to public discussion on scientific and technological matters in their area of competence.

## CLAUSE 2:

MEMBERS SHALL AT ALL TIMES ACT SO AS TO UPHOLD AND ENHANCE THE HONESTY, HONOUR, INTEGRITY AND DIGNITY OF THE PROFESSION.

The principle here is that the profession should endeavour by its actions to merit the highest esteem of the community. It follows that a member:

- a. Shall not be involved with any business or professional practice that is known to be of a fraudulent or dishonest nature.
- b. Shall not use association with other persons, corporations or partnerships to conceal unethical acts and relationships.
- c. Shall not knowingly continue in partnership with, nor act in professional matters with any person who has been removed from membership of The Society because of unprofessional conduct.
- d. Shall, whenever called upon to give professional advice, provide an opinion that is objective and reliable, to the best of his/her knowledge and ability. If, having given professional advice a member becomes aware that it will not be followed, he/she shall take all reasonable steps to ensure that the person(s) neglecting his/her advise is (are) aware of any danger or other serious consequence which may result.

## CLAUSE 3:

MEMBERS SHALL NOT TAKE ON THE FUNCTIONS OF AN EXPERT IN FIELDS OTHER THAN THEIR OWN OR ACCEPT PROFESSIONAL OBLIGATIONS THAT THEY ARE NOT COMPETENT TO DISCHARGE.

To this end the society has determined that members:

- a. Shall inform their employer or client and make appropriate recommendations on obtaining further advice, if an assignment requires qualifications and experience outside of their field of competence.
- b. In the provision of professional services members shall not describe themselves, nor permit themselves to be described, nor act as a consultant or contractor unless they are a member or fellow of the Society, registered with SACNASP, occupy a position of professional independence, are prepared to design and supervise works or act as an unbiased and independent adviser, and conduct their practice in strict compliance with the conditions approved by the Council of The Society.
- c. Shall not give a professional opinion, make a report, or give legal testimony, without being as thoroughly informed as might be reasonably expected, considering the purpose for

which the opinion, report or testimony is required; and the degree of completeness of information upon which it is based should be made clear.

**CLAUSE 4:**

MEMBERS SHALL BUILD THEIR PROFESSIONAL REPUTATION ON MERIT AND SHALL NOT COMPETE UNFAIRLY. THE PRINCIPLE HERE IS THAT MEMBERS SHALL NOT ACT IMPROPERLY IN A PROFESSIONAL SENSE TO GAIN A BENEFIT.

It follows that a member:

- a. Shall only approach prospective clients or employers with due regard to their professional integrity and to this Code of Ethics.
- b. Shall promote the principle of engagement upon the basis of merit. They shall uphold the principle of adequate and appropriate remuneration for professional staff and shall give due consideration to terms of employment which have the approval of the profession's appropriate association.
- c. Shall not attempt to supplant another, employed or consulting, who has been appointed.
- d. In the practice of consulting, shall not undertake professional work on a basis that involves an undisclosed speculative fee or remuneration that is conditional on implementation of the work unless fully disclosed.
- e. Shall neither falsify nor misrepresent their own or their associate's qualifications, experience and prior responsibility.
- f. Shall neither maliciously nor carelessly do anything to injure, directly or indirectly, the reputation, prospects or business of others.
- g. Shall not use the advantages of a privileged position to compete unfairly with others.
- h. Shall exercise due restraint in explaining their own work and shall refrain from unfair unjustified criticism of the work of another.
- i. Shall give proper credit for professional work to those to whom credit is due and acknowledge the contribution of subordinates and others.
- j. Shall refrain from plagiarism in both oral and written communications and not knowingly accept credit rightfully due to another and will not submit the same professional paper for publication in more than one peer review journal.
- k. May properly use circumspect advertising (which includes direct approaches to prospective clients by any means) to announce their practice and availability. The medium or other form of communication used and the content of the announcement shall be dignified, becoming to a professional person and free from any matter that could bring disrepute on the profession. Information given must be truthful, factual and free from ostentatious or laudatory expressions or implications.

## CLAUSE 5

MEMBERS SHALL APPLY THEIR SKILL AND KNOWLEDGE IN THE INTERESTS OF THEIR EMPLOYER OR CLIENT FOR WHOM THEY SHALL ACT, IN PROFESSIONAL MATTERS, AS FAITHFUL AGENTS OR TRUSTEES.

It follows that a member:

- a. Shall at all times avoid all known or potential conflicts of interest. He should keep his employer or client fully informed on all matters, including financial interests, which could lead to such a conflict. In no circumstances should he participate in any decision that could involve him in conflict of interest.
- b. Shall, when acting as administrator of a contract, be impartial as between the parties in the interpretation of the contract. This requirement of impartiality shall not diminish his duty to apply his skill and knowledge in the interests of the employer or client.
- c. Shall not accept compensation, financial or otherwise, from more than one party for services on the same project, unless the circumstances are fully disclosed to, and agreed to by all interested parties.
- d. Shall neither solicit nor accept financial or other valuable considerations, from material or equipment suppliers for specifying their products unless fully disclosed.
- e. Shall neither solicit nor accept gratuities, directly or indirectly, from contractors, their agents, or other parties dealing with their client or employer in connection with work for which they are responsible;
- f. Shall advise their client or employer when as a result of their studies they believe that a project will not be viable;
- g. Shall neither disclose nor use confidential information gained in the course of their employment without express permission.
- h. Shall not, without a satisfactory reason, destroy calculations or documentary or other evidence required for verification of his/her work.

## CLAUSE 6:

MEMBERS SHALL GIVE EVIDENCE, EXPRESS OPINIONS OR MAKE STATEMENTS IN AN OBJECTIVE AND TRUTHFUL MANNER AND ON THE BASIS OF ADEQUATE KNOWLEDGE. IT FOLLOWS THAT:

- a. Member's professional reports, statements or testimony before any tribunal shall be objective and accurate. They shall express an opinion only on the basis of adequate knowledge and technical competence in the area, but this shall not preclude a considered speculation based intuitively on experience and wide relevant knowledge.
- b. Members shall reveal the existence of any interest, pecuniary or otherwise, that could be taken to affect their judgement in a technical matter about which they are making a statement or giving evidence.



**CLAUSE 7:**

MEMBERS SHALL CONTINUE THEIR PROFESSIONAL DEVELOPMENT THROUGHOUT THEIR CAREERS AND SHALL ACTIVELY ASSIST AND ENCOURAGE THOSE UNDER THEIR DIRECTION TO ADVANCE THEIR KNOWLEDGE AND EXPERIENCE. THE PRINCIPLE HERE IS THAT MEMBERS SHALL STRIVE TO WIDEN THEIR KNOWLEDGE AND IMPROVE THEIR SKILL IN ORDER TO ACHIEVE A CONTINUING IMPROVEMENT OF THE PROFESSION. IT FOLLOWS THEREFORE THAT MEMBERS:

- a. Shall maintain personal competence by keeping abreast with developments in his/her field or speciality, by doing all or some of the following: - research, further studies, reading, attending conferences, courses and lectures etc.
- b. Shall encourage their professional employees and subordinates to further their education.
- c. Shall take a positive interest in, and encourage their fellows to actively support the Society and other professional organisations that further the general interests of the profession.

**CLAUSE 8:**

WHERE MEMBERS ARE INVOLVED IN PREPARING PUBLIC REPORTS, OR PORTIONS THEREOF, FOR MINING AND EXPLORATION COMPANIES THE MEMBER SHALL COMPLY WITH ALL LAWS AND GOVERNMENT REGULATIONS RELATING TO THE MINERAL INDUSTRIES, AND WITH THE RULES, REGULATIONS AND PRACTICES AS ESTABLISHED AND PROMULGATED BY THE STOCK EXCHANGES WITH RESPECT TO THE OFFICIAL LISTING REQUIREMENTS FOR MINING AND/OR OTHER COMPANIES, WITHIN THE COUNTRY IN WHICH ONE IS WORKING.

It follows that members:

- a. Shall inform themselves of the laws and regulations relating to the mineral industries in South Africa and in other countries where they may be engaged as an employee or consultant.
- b. Shall observe the requirements of stock exchanges in respect to reports on mineral exploration and assessment issued by listed companies. In the particular case of the Johannesburg Stock Exchange they shall meet the requirement of a "competent person".

**CLAUSE 9:**

MEMBERS SHALL COMPLY WITH ALL RELEVANT LAWS AND REGULATIONS OF ANY COUNTRY IN THAT THEY WORK, INCLUDING LAWS, REGULATIONS, POLICIES AND PRACTICES REGARDING INTELLECTUAL PROPERTY.

It follows that members:

- a. Shall inform themselves of the relevant laws, conventions and regulations in South Africa and in other countries where they may be engaged as an employee or consultant.
- b. Shall observe the relevant laws, conventions and regulations relating to Intellectual Property with respect to commercial, consulting and academic intellectual property. For example ownership of a report prepared for a company normally would remain with the company and not the author.

## **ANNEXURE 3 TO THE GSSA CONSTITUTION**

### **COMPLAINTS AND DISCIPLINARY PROCEDURE**

#### **INTRODUCTION**

- (1) The purpose of the Society's Code of Ethics is to maintain the professional esteem of the members throughout the wider community; it follows that anyone should be able to make a complaint against a member, in relation to an alleged breach of the Codes or Constitution of the Society. Complaints against members will be handled as follows:
- (2) The overriding principles here are firstly that the reputation of a member must be protected while an alleged breach is assessed and secondly, that the process itself conforms to the principles of natural justice.
- (3) The requirements are:
  - a. That confidentiality is paramount.
  - b. That the process must minimise the opportunity for false implications from accusations and complaints.
  - c. That a committee handling a complaint with serious implications is not both prosecutor and judge.
  - d. That appropriate cases are handled internally by the Society, but that when warranted, cases are passed onto the Statutory Body (SACNASP), or to the judicial system if there is perceived criminal intent.
  - e. That an independent appeals process be available.
- (4) To meet these requirements two independent committees, a Complaints Committee and an Ethics Committee, deal with complaints. The Complaints Committee receives and screens all complaints and if necessary gathers evidence, before either rejecting complaints as frivolous, redirecting them as commercial, or dealing with them as potential "non-compliance" against any Code or the Constitution of the Society, except for complaints relevant to the Code of Ethics. These can arise as primary complaints against the Code of Ethics or as cases of "non-compliance" established by the Complaints Committee, that also potentially exhibit dishonesty, intent, repetition or reckless incompetence.
- (5) The Complaints Committee will pass complaints relevant to the Code of Ethics to the Ethics Committee for assessment and determination. The Ethics Committee can obtain independent opinion but not gather evidence, or bring an ethics complaint of its own accord.
- (6) The separation of committees in this way is intended to enable the majority of complaints to be handled without an implication of unethical behaviour, and ethical complaints to be handled without a perception of bias.

#### **THE COMPLAINTS COMMITTEE**

- (7) The purpose of this committee is to protect the reputation of a member while an alleged breach is dealt with. This committee will handle all complaints; sort out frivolous complaints, complaints where there has been non-compliance and complaints where there have been serious breaches such as "unethical behaviour". It will handle the majority of complaints without an implication of unethical behaviour.

- (8) The Complaints Committee comprises three Fellows (excluding current members of Council and Fellows sitting on the Ethics Committee) and one current member of Council. Council selects committee members for a three-year term, following a general call for nominations. The Complaints Committee elects its own Chair (not a current Councillor) for a period agreed amongst its members.
- (9) All complaints, whatever their nature, are to be initially referred in writing, to the Chair of the Complaints Committee, and any individual or organisation can make a complaint.
- (10) The Complaints Committee can seek advice from independent experts (such as SAMREC competent persons, or legal practitioners), or it can seek additional evidence relating to the complaint if deemed necessary. It can also seek advice relating to GSSA policy from the President or the Council.
- (11) A member against whom a complaint is made shall be entitled to notice in writing of the grounds of the complaint and to a reasonable opportunity to be heard in respect of such complaint before the Complaints Committee, and the procedure to be adopted in respect of complaint shall be at the discretion of the Complaints Committee.
- (12) The Complaints Committee will address each complaint, then after deliberation and advice and within 90 days of receipt of the complaint will:
  - a. Dismiss the complaint as frivolous or vexatious.
  - b. Refer the complaint back to the parties or to an Alternative Disputes Resolution process if related to dysfunctional contractual arrangements.
  - c. Refer the case to the judicial system if there is perceived criminal intent.
  - d. Refer the complaint to the Ethics Committee (see below) if there is a perceived breach of the Code of Ethics (even for complaints not initially directed to the Code of Ethics).
  - e. Deal with the matter if it is deemed a technical breach of a Society Code or Statute (excluding the Code of Ethics). If a “non-compliance” is established, penalties available to the Complaints Committee to include personal admonition, mediation and counselling, but not suspension of membership.
- (13) All cases are to be dealt with confidentially; with the exceptions, - the person who laid the complaint should be notified of the Committees finding and action and the Stock Exchange must be notified in the case of a finding of non-compliance in relation to the reporting code.
- (14) If an established “non-compliance” of a Society or other Professional Code or Statute has characteristics of dishonesty, intent, repetition or reckless incompetence, then it has to be additionally forwarded to the Ethics Committee for judgement against the Code of Ethics.
- (15) The Chair of the Complaints Committee is to present, to the Ethics Committee, the evidence and process undertaken surrounding any complaint referred to the Ethics Committee.
- (16) The complainant has a right of appeal against any decision of the Complaints Committee, directly to the Ethics Committee of the Council.

#### THE ETHICS COMMITTEE

- (17) The purpose of the Ethics Committee is to deal with all complaints directed to it by the Complaints Committee, and any appeals against Complaints Committee decisions, brought before it.

- (18) It must always be independent.
- (19) An "Ethics complaint" means a complaint that a member of the Society has breached any obligation of the Code of Ethics or any other Code of The Society, or any rule published by the Council prevailing at the relevant time or any alleged unprofessional conduct by a member.
- (20) An Ethics Committee constitutes four Fellows (excluding current members of Council and fellows sitting on the Complaints Committee), selected by the Council for a three-year term, following a general call for nominations. One current GSSA member of Council, nominated annually by the Council constitutes the fifth member of the Ethics Committee. A representative from SACNASP may be invited as a sixth member for specific complaints that may go onto SACNASP. The Ethics Committee elects its own Chair for a period agreed amongst its members. The current Councillor cannot chair the committee. Three members constitute a quorum for a meeting of the Ethics Committee.
- (21) The Councillor serving on the Ethics Committee has the responsibility to advise the Council, on a "need to know basis", of any fiduciary or other matters related to Committee business, which could potentially affect Council members.
- (22) Notwithstanding the membership conditions outlined in (8) and (20) above, Complaints and Ethics Committee members must declare any Conflict of Interest to the Council, who are then to nominate a replacement for the period of the Conflict of Interest.
- (23) In relation to complaints brought before it, the normal "Rules of Evidence" are not to bind the Ethics Committee. It can obtain independent or legal advice on evidence before it but because this committee is set up to judge (not prosecute) it cannot seek additional evidence, nor bring an ethics complaint against any member of its own accord.
- (24) In relation to an ethic's complaint brought before it, the Ethics Committee will:
- Find that a breach of the Code of Ethics has not been established.
  - Find that a breach of the Code of Ethics has been established, either as "non-compliance" or in more serious cases as "unethical behaviour", and impose an appropriate penalty, which can include suspension or expulsion from the Society and publication of the case.
  - Forward serious cases of unethical behaviour onto the Statutory Body (SACNASP).
- (25) Notwithstanding (b) above, a second finding of technical "non-compliance" with the Code of Ethics is not to be directed against a member for the same offence, purely as a result of commonality of code principles.
- (26) In relation to an appeal against a Complaints Committee decision, the Ethics Committee can
- Uphold the decision of the Complaints Committee.
  - Reclassify the Complaint and the manner in which it is to be handled, as appropriate.
- (27) An appeal against a ruling by the Ethics Committee, on any alleged breach of the Code of Ethics, is to be made to an independent arbitrator.
- (28) An ethics complaint shall be referred to the Ethics Committee for hearing and determination as expeditiously as is reasonable.

- (29) A member against whom an ethics complaint is made shall be entitled to notice in writing of the grounds of the complaint and to a reasonable opportunity to be heard in respect of such complaint before the Ethics Committee, and the procedure to be adopted in respect of an ethics complaint shall be at the discretion of the Ethics Committee.
- (30) At the conclusion of the hearing of an ethics complaint, the Ethics Committee may find that the complaint has not been established, or may find that the complaint has been established, in which case the Ethics Committee may decide to take no further action, or it may warn or reprimand the member concerned or suspend the membership of the member concerned for a period not exceeding 12 months, require that the member undergo further training, resolve that the member be suspended or expelled from the Society or refer the matter to the Statutory Body (SACNASP).
- (31) A resolution of the Ethics Committee that a member be expelled shall not take effect until such resolution is confirmed by an ordinary resolution of the Council of The Society, and the member concerned shall be given the opportunity to be heard by the Council before it decides whether or not to adopt any such resolution of the Ethics Committee.
- (32) A member who is dissatisfied with a decision on an ethics complaint by the Ethics Committee adverse to that member may by notice in writing delivered to the Chief Executive Officer of the Society within sixty days of the giving of such a decision (or within such later time as the Council may by ordinary resolution allow) appeal against such decision.
- (33) The Council shall proceed to hear and determine an appeal from a decision of the Ethics Committee as expeditiously as is reasonable. The member appealing shall be given a reasonable opportunity to be heard on the appeal, but otherwise the procedure to be adopted shall be at the discretion of the Council. The Council shall decide the appeal by ordinary resolution, and shall in reaching a decision as to what should be the outcome of the ethics complaint giving rise to the appeal have all of the powers of the Ethics Committee, and may, within those powers, decide to vary the penalty that was imposed by the Ethics Committee.
- (34) On the hearing of an appeal by the Council, and in considering whether or not to confirm a resolution of the Ethics Committee that a member be expelled, the Council shall be provided with a record of the proceedings before the Ethics Committee, including the evidence, and shall be bound by any findings of fact made by the Ethics Committee, unless it is persuaded that it would be manifestly unjust for it to do so, and it shall not be necessary for the evidence before the Ethics Committee to be recalled before the Council.
- (35) In any proceeding under this By-Law neither the Ethics Committee nor the Council shall be bound by the rules of evidence and each shall proceed with as little formality and technicality and as much expedition as a fair consideration permits.
- (36) The Ethics Committee or the Council may direct that any finding made by the Ethics Committee or the Council (as the case may be) made against a member as a result of an ethics complaint be reported to members in a publication of The Society, or be reported to appropriate regulatory authorities.
- (37) A member about whom an ethics complaint has been made and which is subsequently dismissed may publicise that dismissal to the same extent as any publicity given the lodging of the ethics complaint.
- (38) The Council may from time to time make or amend Guidelines to assist members in the implementation of this Bye-law. Such Guidelines must not be inconsistent with this By-Law.
- (39) All members are bound by a determination of the Ethics Committee or the Council made pursuant to this Bye-law.

*Ref Code of Ethics for SA*  
*23 Oct 2003*

