

GSSA By-Laws (February 2023)



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CONSTITUTION OF THE GEOLOGICAL SOCIETY OF SOUTH AFRICA

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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:
- 1.4.4 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.
- 1.4.5 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.
- 1.4.6 A candidate shall submit full details of his/her academic qualifications and training and experience to the Society in a standard format.

- 1.4.7 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.
- 1.4.8 An application for Corporate Membership shall be supported by two Corporate Members of the Society.
- 1.4.9 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 Member or Fellow with Chartered Status

- 1.7.1 A Member/Fellow of the GSSA wishing to use their GSSA membership to sign off on Public Reports (as defined in the SAMCODES) as Competent Persons (as defined in the SAMCODES and including the Competent Valuator and the Qualified Reserves Evaluator) must apply for Chartered status.
 - 1.7.1.1 Chartered status is a requirement for individuals acting as a Competent Person using their GSSA membership.
 - 1.7.1.2 Only Members/Fellows with Chartered status will be acceptable for signoff under all applicable local, regional and international Public Reporting jurisdictions (subject to prevailing code/exchange requirements).
- 1.7.2 Any corporate Member/Fellow may apply for Chartered status under the following conditions:
 - 1.7.2.1 Must have an applicable geoscience/earth science four-year university degree (or equivalent)
 - 1.7.2.2 Must have a minimum of FIVE years practical (post-Graduate) experience in the commodity, deposit type and/or style of mineralisation and activity that they wish to sign off on, including at least TWO years in a role requiring exercise of

professional judgement.

- 1.7.2.3 Must submit to the GSSA Code of Ethics and the Complaints & Disciplinary procedure and should attend one Professionalism/Ethics course in a five-year CPD cycle.
- 1.7.2.4 Must be able to demonstrate annual compliance with a GSSA approved CPD programme.
- 1.7.2.5 Must be a member in good standing.
- 1.7.2.6 Must nominate THREE sponsors/references who are familiar with and can substantiate the applicant's qualifications, experience and competence.
- 1.7.2.7 Must be conversant with the SAMCODES (and other applicable Codes) and should attend at least one SAMCODE/Other Code-specific training course in a five-year CPD cycle.
- 1.7.2.8 Must be prepared to list their name, experience and other details on the GSSA website as a matter of public record (in a manner and form as determined by Council from time to time).
- 1.7.2.9 Must renew such membership in a manner and form as required by Council.

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1.8 Institutional Member

- 1.8.1 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.
- 1.8.2 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.

1.9 Certificates

- 1.9.1 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.

1.10 Procedures for Admission

- 1.10.1 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.
- 1.10.2 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.
- 1.10.3 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.
- 1.10.4 All Student Members, Corporate Members, Affiliates and Fellows will be bound by and subject to the Code of Ethics of the Society.

1.11 Membership Fees

- 1.11.1 Annual fees for all classes of membership will be determined by the Council from time to time.
- 1.11.2 All honorary classes of membership will be exempt from payment of fees.
- 1.11.3 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.

1.12 Retired Members/Fellows

- 1.12.1 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.
- 1.12.2 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

1.13 Life Members

- 1.13.1 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.

1.14 Fees for Part of Year

- 1.14.1 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.

1.15 Fees in Arrears

- 1.15.1 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.
- 1.15.2 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 or suspended upon application at the discretion of Council.

1.16 Reinstatement

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

1.17 Change of Address

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

1.18 Resignation

- 1.18.1 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.

1.19 General

- 1.19.1 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.
- 1.19.2 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.
- 1.19.3 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.

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.
- 2.1.19 The financial year of the Society shall be January 1 to December 31, unless otherwise changed or modified by Council.

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.
- 4.3.3 4.4 Asset Management Policy and Guidelines
- 4.3.4 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 presented to Council for ratification.
- 4.3.5 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 the next-best 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 announced 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 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
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Nature of the award	A medal with the recipient's name and the year engraved on it, and a cash award
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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.
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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 March 1 of the relevant year.
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Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the theses. The thesis with the best 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.
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Provision of the award	The Geological Society of South Africa will pay for the medal and having it engraved.
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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
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	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.
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Presentation of the award	The award will be announced 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.
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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.
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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
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Nature of the award	A certificate with the recipient's name on it and a cash award.
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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.
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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 March 1 of the relevant year.
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Selection process	The Fellows Collegiate of the Geological Society of South Africa shall nominate a minimum of three persons to rank the theses.
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	The thesis with the best 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 provide the certificate and a 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 announced at a prestigious event held 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 March 1 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. The thesis with the best 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 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 announced 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 title of the thesis and the name of the recipient shall be kept in the archives of the Geological Society of South Africa.
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6.5 Best 4th Year Student Award of the Geological Society of South Africa

Name of the award	The Best 4 th Year Student Award of the Geological Society of South Africa in conjunction with SACNASP
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Nature of the award	A certificate with the recipient's name on it and a cash award.
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Intention of the award	To recognize an exceptional 4 th 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.
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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 th 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.).
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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. The Fellows Collegiate shall determine from time to time the defining feature(s) that distinguish this
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	award from the Haughton award, which may, for example, be on the dominant laboratory or field based work.
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 th 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 March 1 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 announced at a prestigious event of the Geological Society of South Africa open to all members, and may be formally presented at the same event or at a Fellows event. 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 imprinted 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 March 1 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.
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Presentation of the award	The award will be announced at a prestigious event of the Geological Society of South Africa open to all members, and may be formally presented at the same event or at a Fellows event. The nature, venue and timing of that event shall be determined by MANCO.
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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.
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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
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Nature of the award	A shield with the recipient's name engraved on it.
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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.
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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 March 1 of the relevant year.
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Selection	The Fellows Collegiate of the Geological Society of South Africa
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process	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 announced 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 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	To recognize an exceptional member of the Geological

award	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 March 1 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 announced at a prestigious event of the Geological Society of South Africa open to all members, and may be formally presented at the same event or at a Fellows event. 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 its 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	The invitation shall be sent to the lecturer chosen from the

award	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 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.