



GSSA Constitution (January 2024)



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CONSTITUTION OF THE GEOLOGICAL SOCIETY OF SOUTH AFRICA

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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.