

Institute of Waste Management of Southern Africa



CONSTITUTION

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DEFINITIONS

In this Constitution, unless the context indicates otherwise:

1. "Body Corporate" shall mean a legal person comprising individuals with a common aim and purpose.
2. "Branch" shall mean the body created in terms of Clause 14 of this Constitution.
3. "Bylaws" shall mean the Digest of By-laws, Principles, Norms, Guidelines, Directives and Rules
4. "Chapter" shall mean the body established in terms of Clause 4.2.7 of the Constitution. Chapters are meant to assist independent states in establishing similar organisations in their countries in affiliation with the Institute..
5. "Corporate Members" shall mean the Members described in Clause 6.1.1 of this Constitution.
6. "Council" shall mean the body constituted in terms of Clause 13.2 of this Constitution.
7. "Financial year" shall mean the twelve month period beginning on 1 July of the one year and ending on 30 June the year following.
8. "Due Date" shall mean the date of payment stated on the initial membership subscription account submitted to any member during the financial year.
9. "Executive Officer or the Honorary Secretary, as the case may be" shall mean the person appointed by Council to hold this position. Such officer must be an IWMSA corporate member in good standing at all times, and thus subject to the Constitution and bylaws of the Institute.
10. "Good standing" shall mean that, at that particular moment in time, the member in question must not:
 - a) owe the Institute or its organs any moneys

and/or
 - b) be under investigation for, or having been found guilty of, any misconduct or misdemeanours.
11. "Institute" shall mean "Institute of Waste Management of Southern Africa", or its Chapters.
12. "Nominee" is a corporate member or representative of an Organisation or Patron Member in good standing and must work and reside in the province of the branch to which they are being nominated for election to the branch committee.
13. "Nominator" is a corporate member or representative of an Organisation or Patron Member in good standing and must work and reside within the province of the branch to which they belong and to which they are nominating a member to serve on that specific branch committee.

14. "Office bearers" shall mean those members duly elected or co-opted to Council or Branch Committees and are trustees of the body corporate.
15. "Scrutineer" shall mean any person appointed by the Council to examine and count ballot papers. Such a scrutineer must be an IWMSA corporate member in good standing at all times, and thus subject to the Constitution and bylaws of the Institute.
16. "Voting Members" are those members in good standing described in Clause 6.1.1 of this Constitution and include, but are not limited to, "Corporate Members".

INTERPRETATION OF THE CONSTITUTION

1. Words in this Constitution denoting the singular shall include the plural and vice versa and words denoting the masculine shall include the feminine gender. Words denoting natural persons shall include legal persons.
2. In the event of doubt or dispute as to the meaning or intention of any portion of this Constitution, the interpretation of the Council of this version of the Constitution shall be final and binding.

CLAUSE 1

Name

- 1.1 The Institute shall be called the “**Institute of Waste Management of Southern Africa**”, and in its abbreviated form shall be: **IWMSA**.

CLAUSE 2

Official address of the Institute

- 2.1 The official address of the Institute shall be the address determined by the Council and the Executive Officer or the Honorary Secretary, as the case may be from time to time.

CLAUSE 3

Status

- 3.1 The Institute shall be a body corporate with successors in interests, rights and titles, capable of entering into contractual and other relations and of suing and being sued in its own name and shall be an association not for gain. The Executive Officer or the Honorary Secretary, as the case may be, is the designated signatory on behalf of the IWMSA. All contracts should be signed by the Executive Officer or the Honorary Secretary, as the case may be, as the responsible person on behalf of the IWMSA as issued in a Resolution issued by Council.
- 3.2 The Institute shall be apolitical in all aspects non-racial, non-sexist, and non-sectarian in all aspects of its operations.

CLAUSE 4

Aims and objectives

- 4.1 The aims of the Institute shall be to promote the science, engineering and practice of waste management and the advancement of the profession of waste management.
- 4.2 In pursuance of the above, the Institute shall have the following ancillary aims and objectives:
 - 4.2.1 To form an association or to affiliate with, or become a member of, any other

institution, society or organisation, which can promote the aims of the Institute.

- 4.2.2 To prescribe a code of conduct for its members and affiliated interest groups.
- 4.2.3 To participate, financially or otherwise, directly or indirectly, in the printing and publishing of a journal or a newspaper, books, pamphlets, literature or in any other kind of publication, electronic or printed, and to take ancillary action as may be required to enhance the success of the publications generally.
- 4.2.4 To arrange and finance or to assist in arranging or financing, or to establish a legal entity to arrange and/or finance conferences, congresses, seminars, symposia and training courses at centres approved by Council or its Branches and to promote the attendance to such congresses, seminars, symposia, and training courses and to approve programmes to be dealt with there. Substantial funding should be derived from annual membership fees as well as the biennial congress held to further the aims and objectives of the Institute.
- 4.2.5 To assist with the drafting and to approve syllabuses and curricula for educational courses of the Institute.
- 4.2.6 To participate in drafting model legislation concerning waste management and to consult with Government departments or local authorities or other interested organisations or persons in this regard.
- 4.2.7 To establish chapters, branches or interest groups in areas where such chapters, branches or groups will be viable in the opinion of the Council or to close down such chapters, branches or groups. To determine their powers and functions, their geographic boundaries, their funding and all other matters necessary for their proper functioning.

CLAUSE 5

Powers

- 5.1 The Institute may exercise the following powers which may be delegated to the Council which is the governing body:
 - 5.1.1 To accept donations and to borrow any monies required for the purposes of the Institute upon such terms and on such securities as may be determined by the Council.
 - 5.1.2 To purchase, accept, exchange, hire or otherwise acquire any movable or immovable property or any rights and privileges necessary for the purposes of the Institute.
 - 5.1.3 To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Institute.
 - 5.1.4 To apply the income and property of the Institute however derived, solely towards the promotion of the aims and powers of the Institute as set forth in this Constitution, and no portion thereof to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the

Institute, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer, office bearer or member of the Institute in return for authorised services actually rendered to or on behalf of the Institute. No member and officer bearer or past office bearer shall have any claim to the property or assets of the Institute save the aforementioned.

- 5.1.5 To appoint officials, including an Executive Officer or the Honorary Secretary, as the case may be, agents or employees of the Institute; to determine their duties, remuneration (in line with the waste sector and relation to the service rendered) and responsibilities; to dismiss or suspend all or any of them; to establish or contribute towards a pension fund or scheme and to contribute towards a medical benefit or aid scheme on behalf of employees of the Institute upon such terms as approved by the Council.
- 5.1.6 To appoint standing committees, sub-committees and special committees, provided that the chairman of any such committee shall be a member of the Council; to regulate such committees; to determine, withdraw or modify the power and authority of such committees; and to dissolve them as deemed necessary by the Council.
- 5.1.7 To admit members to the Institute; to determine their class of membership; to transfer them from one class of membership to another; to determine their membership fees and to suspend or expel members according to Clause 9.1 and 19.3 of this Constitution or by-laws governing such actions.
- 5.1.8 To make, amend and repeal by-laws necessary to regulate the business of the Institute and matters relating to its officers and employees, and to enforce them provided they are not in conflict with the Constitution and aims and powers of the Institute.
- 5.1.9 To institute legal proceedings in the name of the Institute, to defend or oppose any legal action brought against the Institute and to engage the services of lawyers and to pay their fees.
- 5.1.10 Obtain, receive, invest and administer funds of the Institute.
- 5.1.11 Open and operate a banking account. All Institute cheques issued and electronic payments made and those of its branches or other organs shall carry the authorized signatures of two office bearers unless otherwise decided and recorded by Council.
- 5.1.12 The President, Executive Officer or the Honorary Secretary, as the case may be and the National Treasurer appointed by Council accept all fiduciary responsibility for the Institute and will comply with reporting requirements as determined by the Commissioner of SARS. No single person may directly or indirectly control the decision making powers.
- 5.1.13 The Institute will not knowingly become party to or knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103 (5) of the Income Tax Act 1962 as amended..

CLAUSE 6

Membership

6.1 CLASSES OF MEMBERSHIP

6.1.1 Voting Members

The power of exercising the vote for the transaction of the business of the Institute shall vest only in Corporate Members, Honorary Fellows, Senior Fellows, Fellows and Members, hereinafter called "Corporate Members" and in representatives of Organisation and Patron Members duly nominated by those members for this purpose. Only members in good standing may exercise their voting powers.

6.1.2 Non-voting Members

Subject to any provisions to the contrary, Associates, Retired Members, Honorary Members and Students are members having no voting power, hereinafter called "Non-voting Members."

6.2 ADMISSION OR ELECTION

6.2.1 Corporate Members

6.2.1.1 Honorary Fellows

A candidate for election as Honorary Fellow shall be a person who is intimately connected with waste management and whom the Institute specifically wishes to honour for exceptional and important services rendered to the profession or the Institute or because of his academic, professional or managerial eminence in the field of waste management. A candidate for election as Honorary Fellow shall be nominated by any member of Council and shall be elected by a unanimous vote of the Council.

6.2.1.2 Senior Fellows

Any member of the Council may nominate any member for election as Senior Fellow, having regard to the age, appropriate experience, qualifications, service to the Institute and conduct of such candidate. A Senior Fellow shall be elected by a two third majority of the Council.

6.2.1.3 Fellows

Any Member in good standing with the Institute may request advancement, by application to Council, for Fellow. This application for Fellow must be endorsed, and carry a declaration by three members in good standing to the effect that the nominated member:

- had been a member for a continuous period of not less than 5 years, and during this period played an active role in advancing the aims and objectives of the Institute or the industry through active involvement.

Such activities may include but are not limited to:

Serving on Council, Branches and Interest Group Committees, part time lecturing, development of educational material, research and development, submission of industry related articles or technical journals, presentation of papers at the Institute's organised events, and any other industry related activity deemed by the endorsing members as outstanding.

6.2.1.4 Members

A candidate for admission as Member shall, at the time of application, satisfy Council that:-

- he has been actively involved in waste management for a period of not less than one year

and

- is in possession of a recognized qualification for this purpose deemed suitable by the Council

or

- submit testimonials from both his employer and at least one Corporate Member who have known him for at least two years

or

- he has been an Associate for at least four years and has been actively involved in waste management for the same length of time,

and

- he has submitted testimonials from both his employer and at least one Corporate Member who have known him for at least two years.

6.2.1.5. Organisation Member

The- Institute may admit as an Organisation Member any organisation or corporate body interested in or connected with some phase of waste management if in the opinion of the Council the election of such Organisation Member would be conducive to the interests of the Institute.

6.2.1.6 Patron Member

The Institute may admit as a Patron Member any organisation or corporate body interested in or connected with some phase of waste management if in the opinion of

the Council the election of such Patron Member would be conducive to the interests of the Institute

6.2.2 Non-voting Members

6.2.2.1 The Institute may admit as an Associate Member any person who is not eligible for Corporate Membership but who is interested in or connected with some phase of waste management if in the opinion of the Institute the election of that person as an Associate is conducive to the interests of the Institute.

6.2.2.2 The Institute may admit as a Retired Member any member of the Institute who shall have ceased to be actively engaged in or connected with waste management subject to an annual review of the continuing interest of the member in the affairs of the Institute.

6.2.2.3 The Institute may elect as an Honorary Member any person who is not a member of the Institute and who in the opinion of the Council has rendered notable service to waste management;

or

any distinguished person on whom the Council wishes to confer this honour for services rendered to the Institute.

An Honorary Member shall be elected by a two third majority of the Council and subject to any provisions to the contrary, shall remain an Honorary Member for a period not exceeding four years.

6.2.2.4 The Institute may admit as a Student any person under the age of 35 actively engaged in a course of study to qualify in subjects approved by the Council, provided that no Student shall continue in this capacity for more than five years without the consent of the Council.

6.3 DIVISION OF MEMBERSHIP CLASSES

6.3.1 Membership of the classes Senior Fellow and Honorary Member cannot be applied for but candidates shall be elected by Council upon nomination by a member of Council.

6.3.2 Candidates for admission as Fellows, Members, Associates, Organisation, Patron, Retired Members and Students shall apply for such membership in accordance with Clause 7 of this Constitution.

6.3.3 The Institute may not have a share or interest in any business, profession or occupation carried out by its members.

CLAUSE 7

Application for membership

- 7.1 A candidate applying for admission as a member shall submit to the Institute Head Office an application on the prescribed form.
- 7.2 The decision of the Institute regarding any application for admission as a member shall be final and no reasons for its decision shall be given.
- 7.3 Every person, when admitted or elected to any class of membership, shall receive a certificate as evidence of such membership.
- 7.4 Every person upon being admitted or elected as a member of the Institute and signing the Code of Ethics, shall be deemed to have agreed to this Constitution, the Code of Ethics and by-laws in every respect.

CLAUSE 8

Entitlement

The following classes of members shall be entitled to place after their names the following designatory letters:

Senior Fellow	SFIWMSA
Fellow	FIWMSA
Member	MIWMSA
Associate	AMIWMSA
Honorary Fellow	Hon FIWMSA
Patron Member	Patron IWMSA

CLAUSE 9

The suspension and expulsion of members

- 9.1 The Council shall have the right by a two-thirds majority of members present at a meeting of the Council to suspend from membership for any period not exceeding eighteen months, or the immediate expulsion or suspension from the Institute, any member who, in the considered opinion of the Council, has acted prejudicially to the Constitution, Code of Ethics and bylaws of the Institute. A member so expelled or suspended shall, from the moment of such expulsion or suspension, cease to have any claim on the Institute and shall forfeit his subscription for the period of such expulsion or suspension. Provided always that no member shall be expelled or suspended unless:

- such member shall have had at least a minimum of 24 hours' notice prior to

the meeting of the Council of the charge against him

or

- such member shall have had a maximum of thirty days' notice prior to the meeting of the Council of the charge against him;
- such member has had an opportunity, if he so wishes, of stating his case to and of defending himself before the Council;

and

- each member of the Council shall have had adequate notice prior to the meeting that the business of the day will be or include the question of the expulsion or suspension of a member or members, and the name of such member or members shall be mentioned in the notice to all members of the Council.

9.2 A member of the Council who has thus been expelled from membership of the Institute shall forthwith cease to be a member of the Council, and a member of the Council who has been suspended from membership of the Institute shall not during the period of such suspension be entitled to receive notices of any business to be transacted at meetings of the Council or to attend or vote thereat.

9.3 A member thus suspended or expelled may within thirty days following Council's decision, give written notice of appealing giving full reasons for this action.

- Council shall within sixty days after receipt of such notice establish a tribunal comprising three Senior Fellows, one of whom to be designated chairman, to hear and adjudicate on the matter.
- The appellant shall be informed in writing on the date, time and venue of the hearing. Failure to attend without verifiable reasons will render the appeal null and void. The decision of the tribunal shall be final.

CLAUSE 10

Election of branch committees

10.1 Elections of branch committees are branch specific and only members of the branch may nominate members in good standing from the branch onto the committee of the said branch. Similarly, voting shall be branch specific.

10.2 On 1 March of the second year following every election of the branch committees in office, the Executive Officer or the Honorary Secretary, as the case may be, shall dispatch to all Branch Corporate Members, either directly or through the Secretary of the branch to which they may belong, a notice inviting nominations to fill the vacancies caused by the automatic retirement of all the members of the branch committees.

10.3 No Corporate Member may be nominated without his consent or who is not in good standing. All nominations shall be returned to the Executive Officer or the Honorary

Secretary, as the case may be, not later than 31 March of the election year, accompanied by the written consent of the nominee.

- 10.4 On 1 May in every election year the Executive Officer or the Honorary Secretary, as the case may be, shall forward to each Voting Member of the Institute:
- a ballot paper with a list of all the candidates for the election to the relevant branch committee;
 - a form giving the text of such rules dealing with the election of members and such further instructions as the Council may deem necessary, provided that no such ballot shall be held if the number of candidates nominated does not exceed the number of vacancies on the branch committees.
- 10.5 Each Voting Member shall only be entitled to vote for the number of candidates for whom there are vacancies on the branch committee and any ballot paper on which are recorded more votes than there are vacancies shall be considered spoilt and be rejected.
- 10.6 All completed ballot papers shall be forwarded to the Executive Officer not later than 30 May of the election year.
- 10.7 As soon as convenient after 30 May of the election year the Scrutineers appointed by the Council for this purpose, shall examine ballot papers in the presence of one another.
- 10.8 Candidates receiving the highest number of votes shall be declared members of a particular branch committee by means of a notice to such members individually and to all other grades of membership of the Institute.
- 10.9 In the event of a tie between two or more candidates in any area the result shall be determined by lot, the draw to be conducted by the Executive Officer or the Honorary Secretary, as the case may be, or his duly appointed deputy. A sufficient number of draws shall be made to fill all the vacancies.
- 10.10 Elected members of the branch committees shall assume office on 1 July of the election year and shall remain in office for two years subject to the provisions of Clauses 9.2, 10.11 and 12.1.
- 10.11 Any member of either the Council or a branch committee shall cease to hold office:
- if he ceases to be a member of the Institute;
 - if he be absent without consent two consecutive meetings of the Council or a branch committee;
 - if he resigns or if he ceases to be engaged in waste management; or
 - if he is found guilty by the Council of misconduct.

CLAUSE 11

Election of the Vice-president

- 11.1 The Vice President of the Institute shall be elected by all Voting Members in good standing and shall hold office for two years and shall automatically succeed to the office of President on completion of the incumbent's two-year term of office.
- 11.2 On 1 March of the second year following the election of the Vice President in office, the Executive Officer or the Honorary Secretary, as the case may be, shall dispatch to all Corporate Members in good standing, a notice inviting nominations for the office of Vice President of the Institute.
- 11.3 Candidates for the office of Vice President must be Corporate Members of the Institute in good standing and must have served in an elected, co-opted or appointed position on one or more official Institute structures or bodies for a continuous period of more than two years.
- 11.4 No candidate may be nominated without his consent and all nominations must be supported by a minimum of five Corporate Members in good standing.
- 11.5 All nominations shall be returned to the Executive Officer or the Honorary Secretary, as the case may be, not later than 31 March of the election year.
- 11.6 On 1 May of every election year the Executive Officer or the Honorary Secretary, as the case may be, shall forward to each Voting Member of the Institute in good standing:
- a ballot paper which shall list all the candidates for election to the office of Vice-president;
 - a text of such rules or instructions regarding the election procedure;
 - any other information relevant to, or which can assist with, the election process;
- provided
- that no such ballot shall be held if only one eligible candidate has been nominated.
- 11.7 All completed ballot papers shall be forwarded to the Executive Officer or the Honorary Secretary, as the case may be, not later than 30 May of the election year.
- 11.8 As soon as convenient after 30 May of the election year the Scrutineers appointed by the Council for this purpose, shall examine ballot papers in the presence of one another.
- 11.9 A candidate receiving the highest number of votes shall be declared Vice-President and all members of the Institute shall be informed accordingly soon afterwards.
- 11.10 In the event of a tie between two or more candidates, the Executive Officer or the Honorary Secretary, as the case may be or his duly appointed deputy, shall draw lots to determine the result.

11.11 The elected Vice President shall assume office on 1 July of the election year and shall remain in office subject to the provisions of Clauses 10.11; 11.2

11.12 In the event of the death, resignation or removal from office of the President before the expiration of his term of office, the Vice President shall immediately assume office. If the unexpired term of office is more than nine months, nominations shall immediately be called for the position of Vice President and an election held according to the aforementioned procedure.

CLAUSE 12

Proxies and Casual vacancies

12.1 Each branch chairman or elected member of a branch committee shall have the power to nominate a member of the Branch Committee to act as his proxy during his absence from or inability to attend a specified Council or branch committee meeting, provided that such nomination is approved by the relevant branch committee prior to the specified meeting. The proxy shall cease to function in this capacity at the conclusion of the specified Council or branch committee meeting.

12.2 Casual vacancies occurring on a branch committee may be filled by the branch committee in question having due regard to the previous election results and subject to the conditions of Clause 14.6.

CLAUSE 13

The Council

13.1 The affairs of the Institute shall be managed by a Council whose members shall hold office until the assumption of office of their duly elected successors.

13.2 The Council shall comprise of:

- the President;
- the immediate Past President (one year term only)
- the Vice-President

the Executive Officer or the Honorary Secretary, as the case may be;

- the Chairman of each branch
- any such office bearers of committees or interest groups and on such conditions as the Council may decide.

13.4 At its first meeting or whenever thereafter necessary, the newly elected Council shall elect from amongst its members an Honorary Secretary if the position of Executive Officer or the Honorary Secretary, as the case may be, is vacant.

13.5 The Honorary Secretary shall hold office for two years and is eligible for re-election immediately after having served his term. However, the Council may decide on the

termination of this office at any time should it appoint an Executive Officer.

CLAUSE 14

Branch committees

14.1 The members of a branch committee shall hold office until the assumption of office of their duly elected successors.

14.2 Each branch committee shall consist of a minimum of five and a maximum of ten elected members, all of whom shall be resident within the geographical boundaries of the branch. A committee member moving out of this area automatically ceases to be a member of the branch committee. The number of corporate members must always be greater than the number of representatives from organisation and patron members on the branch committees. Only one nominated representative from an organisation member or Patron may serve on a branch committee.

14.3 Each newly chosen branch committee shall at its first meeting elect from amongst its Corporate Members:

- a Chairman
- a Vice-Chairman

Whenever vacancy/vacancies for one or more of these office bearers occur(s) subsequently, such vacancy or vacancies shall be filled by election from amongst its elected Corporate Members.

14.4 Each branch committee may appoint from amongst its members:

- a Secretary
- a Treasurer.

14.5 Each branch committee may appoint a branch executive committee, which shall manage the affairs of the branch during the intervals between branch committee meetings, subject to any conditions which may be imposed by the branch committee. The executive committee shall comprise of:

- the Chairman of the branch committee
- the Vice-Chairman of the branch committee
- two other members of the branch committee.

14.6 Every branch committee shall have the power to co-opt both corporate and Non-corporate members as it deems necessary for the proper functioning of the branch committee. Co-opted members shall be allowed to vote on the affairs of the branch provided that such co-opted members are:

- corporate members;

or

- representatives of organisations or patrons formally nominated by those organisations.
- 14.7 Each branch committee shall meet at least six times annually, provided that a Branch Secretary, on receiving a request signed by not less than one-tenth of all the members of the branch who are in good standing, shall call a special meeting within twenty-eight days of the said request. A quorum of the branch committee shall be half of the members plus one.
- 14.8 Each branch committee shall submit before the end of August each year to the Council a report on their activities for the preceding year and plan for the current year.
- 14.9 The Council shall have the power to make regulations that may be necessary for the proper conduct of the branches.
- 14.10 Each branch shall be represented on the Council by its Chairman, subject to the provisions of Clause 12.1.
- 14.11 Branch Committees shall have the power, with the consent of Council, to establish Interest Groups to further advance the aims and objectives of the Institute. Branch Committees shall be responsible for the proper and orderly functioning of such groups.
- 14.12 Each Branch committee shall open a cheque and/or savings account to deposit any accrued income. Withdrawals and electronic payments made from any such account shall carry the authorized signatures of two members of the branch committee.
- 14.13 The Chairman shall cause minutes to be taken of all meetings of the branch committee, executive committee and annual general meeting. Such minutes are to be distributed at least fourteen days in advance of the next meeting to the persons concerned.
- 14.14 The rules for conducting Council meetings (Clause 15) shall with the necessary changes also apply to branch meetings.

CLAUSE 15

Council meetings

- 15.1 The Council shall convene as frequently as it decides but must have at least two meetings annually. A special meeting of the Council may be called either:
- by resolution of the Council; or
 - by the President whenever he deems it expedient to do so.
- 15.2 The Executive Officer or the Honorary Secretary, as the case may be, shall convene such a meeting by giving at least ten days written notice of such meeting, provided that, in the event of business, which is extremely urgent in the opinion of the

President, only three days' notice shall be given or alternatively communicated by means of a telephonic call to each Council member.

- 15.3 In the event of neither the President nor the Vice-President being present, an Acting Chairman shall be elected to preside at the meeting.
- 15.4 All decisions shall be taken by a majority of the Council members present. The President, or whoever is presiding, shall have a casting vote in addition to his ordinary vote.
- 15.5 All votes shall be taken by a show of hands unless the meeting adopts a motion that a vote is taken by ballot.
- 15.6 The Council may regulate and adjourn its meeting as it thinks fit. Members shall meet as arranged.
- 15.7 Any member of the Council may be reimbursed for reasonable authorised expenses actually incurred in attending any meetings at the request of the Council.
- 15.8 A quorum of the Council shall consist of at least half of the members plus one. Any decision taken without the quorum being present shall be null and void.
- 15.9 The President or Acting Chairman, as the case may be, shall cause minutes to be taken of all Council meetings. Such minutes shall be distributed to the relevant office bearers at least fourteen days prior to the next meeting.

CLAUSE 16

Annual general meeting

- 16.1 The Annual General Meeting shall be held on such a day, time and venue as the Council may determine, but not later than 30 November each year, provided that, in the case of there being no national event suitable to ensure a reasonably representative gathering of members for this purpose, the Council may decide to cancel such a meeting and to replace it with an annual written report distributed to all members by not later than 30 November of that year. A notice of the meeting together with a provisional agenda shall be forwarded not less than five weeks in advance to each member. Any Corporate Member may move resolutions, provided preceding notice of such resolution has been received by the Executive Officer or the Honorary Secretary, as the case may be, at least four weeks prior to such meeting.

Motions and proposals shall be included in the agenda sent to each Voting Member 14 days prior to the meeting. Such resolutions, if adopted, shall be binding on the Council, subject to the right of the Council to require the said resolution to be confirmed by the majority of Voting Members voting thereon. At the meeting the report of the Council and a statement of the financial position of the Institute shall be presented for discussion and consideration.

- 16.2 Twenty Voting Members who are present in person shall form a quorum and this shall

apply to the branch Annual General Meetings as well.

- 16.3 The Annual General Meeting of the branches shall be held not later than 30 November of each year and may be combined with the Institute's Annual General Meeting during WasteCon.

CLAUSE 17

Special general meeting

- 17.1 The Special General Meeting shall be called either:
- by resolution of the Annual General Meeting;
 - by resolution of the Council; or
 - at the request in writing of not less than twenty Corporate Members of the Institute setting forth the terms of the motion to be proposed.
- 17.2 A written notice of a Special General Meeting, including the nature of the business to be transacted, the date, time and venue, shall be given to all Voting Members of the Institute at least fourteen days prior to such meeting.
- 17.3 Resolutions passed at a Special General Meeting shall be referred to the Council for such action as may be necessary.

CLAUSE 18

Procedure at meetings of the Institute

- 18.1 The President, or in his absence, the Vice-President, shall take the chair. Where both are absent a Chairman shall be elected by the meeting from the members of the Council.
- 18.2 At all general meetings all votes shall be taken by a show of hands of Voting Members unless the Chairman or any five Voting Members present demand a ballot.
- 18.3 In the case of a tie, the Chairman shall be entitled to exercise a casting vote.
- 18.4 Subject to any rule or by-law to the contrary, every Voting Member shall have one vote.
- 18.5 No Voting Member shall be entitled to be present or vote (either as a proxy or in his personal capacity) at any meeting of the Institute unless he has paid at least fourteen days before such meeting all such dues or subscriptions payable by him in terms of his membership of the Institute.
- 18.6 Votes may be cast either personally or by written proxy.

CLAUSE 19

Fees and subscriptions

- 19.1 All members shall pay such membership fees, as the Council shall decide annually.

- 19.2 Cessation of membership for whatsoever reason during the currency of a subscription year shall not entitle any member to a refund of any part of his subscriptions.
- 19.3 In the event of any subscriptions not being paid within three months of the due date, the defaulting member shall, unless the Council otherwise determines, cease to be entitled to any of the benefits or rights due to members of the Institute. If such a member continues to default for a further period of three months, the Executive Officer or the Honorary Secretary, as the case may be, shall be entitled to end his membership and in the event, he shall forthwith cease to be a member of the Institute.

CLAUSE 20

Audit

- 20.1 The accounts of the Institute shall be independently audited at the end of each financial year and the Executive Officer or the Honorary Secretary, or the Honorary Treasurer, shall produce all books and papers necessary for the complete examination of the Institute's accounts.

CLAUSE 21

Persons wishing to re-join the Institute

- 21.1 Any person wishing to re-join the Institute either after previous resignation or after having had his membership terminated in terms of Clause 19.3, may be permitted to do so only if he pays the current annual subscription due and liquidates in full the arrears owing at the time of resignation or termination.
- 21.2 The Executive Officer or the Honorary Secretary, as the case may be as instructed by Council, shall have sole discretion in all such cases, and may re-admit any person to the category of membership held at the time of registration or the termination of membership provided all supporting documentation is received, and therefore may waive arrear subscription fees if it so determines.
- 21.3 Any expelled person wishing to re-join the Institute after having his membership terminated in terms of Clause 9 may be considered by Council to re-join the Institute after completion of the required application form and upon submission of supporting documentation.

CLAUSE 22

Amendments to the Constitution

- 22.1 The Council may consider proposed amendments to the Constitution. The proposed amendments shall be put to the Voting Members by way of a motion to be decided upon by ballot. The motion shall be carried if the majority of the votes are in favour thereof.
- 22.2 The Council may extend voting rights to all membership classes in order to obtain opinions or assessments on non-constitutional matters such as the Institute regalia,

the biennial congress, policies and similar issues and matters.

- 22.3 The persons contemplated in Clause 5.1.12 will submit any amendments of the Constitution to the commissioner of SARS within 30 days of its amendment.

CLAUSE 23

Dissolution

- 23.1 The Institute may at any time be dissolved if a motion is adopted by a two-thirds majority of its Voting Members. Voting on such motion shall be taken by ballot, in such a manner as shall, in the opinion of the Council, correspond to the method prescribed for the election of members of branch committees.
- 23.2 If, upon the winding up or dissolution of the Institute, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Institute, but shall be given or transferred to some other institution having objectives similar to the objectives of the Institute; such other institute shall be determined by the Council at or before the time of dissolution and, in default thereof, by the Minister responsible for Environmental Affairs in South Africa..

CLAUSE 24

Ratification

- 24.1 Amendments to this Constitution, made in terms of clause 22, and which were approved by a majority of Voting Members who voted, with closing dates:

30 June 1994

31 January 1996

01 October 1997

31 January 2000

25 August 2000

29 October 2001

20 March 2002

17 October 2003

31 March 2005

24 March 2006

01 September 2011

04 September 2014

01 March 2016