

## **BY- LAWS**

### **of the Constitution of the Gauteng Institute for Architecture**

*Adopted at the AGM November 2015.*

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#### **1. DEFINITIONS**

1.1 In these by-laws unless contrary to the context, any expression or word to which

a meaning has been assigned in the Constitution shall bear the same meaning and shall not contradict the provisions of the constitution. 1.1.1 "Institute" is the Gauteng institute for Architecture which in terms of the national Constitutional of the South African Institute of Architects is a regional institute;

1.1.2 "Constitution" is the constitution of the Gauteng Institute for Architecture;

1.1.3 "Committee" is a minimum of four voting members elected by the Gauteng members and Gauteng Life Members and ratified at the annual general meeting. Additional committee members may be co-opted as per clause 7.1.2 of the constitution at the discretion of the committee.

## **2. MEETINGS OF THE COMMITTEE**

2.1 Committee Meetings - the committee shall meet at least once every two months as per clause 7.7 of the constitution, and at such time and places as it may determine.

2.2 Notice of Meetings - not less than ten (10) days clear notice of meetings shall be given to each member of the Committee at his registered address or via electronic mail.

2.3 Quorum - half of the members of the Committee shall be maintained throughout the meeting.

2.4 Election of office bearers - the committee shall elect by means of ballot from among it and its voting members a President and one or more Vice-President/s; a secretary, treasurer and if deemed fit a vice-treasurer.

2.5 Chairperson – at all meetings of the committee, the President or in his absence the Vice-President, shall be Chairperson. In their absence a Chairperson shall be elected by and from the members present.

2.6 Agenda – at a meeting of the Committee only such business as in the agenda shall be decided unless the Committee members present unanimously decide otherwise.

2.7 Decision by majority – all questions, proposals or resolutions that may come before any meeting of the Committee shall, in a case of a difference of opinion, be decided by the majority of the members present at the meeting, the Chairperson not having a deliberate vote, but in the case of an equality of votes, the Chairperson shall exercise a casting vote.

2.8 Special meetings – A special meeting of the Committee may at any time be called by order of the President, and failing him/her, by the Vice-President/s, or at the written request of three (3) members of the Committee: Provided that not less than seven (7) days notice be given and that the notice sets out the objects of the special meeting.

2.9 Attenuated Committee -

2.9.1 In the event that the Committee is reduced to a number less than a quorum, clause 7.7.1 of the Constitution cannot apply, and therefore a special general meeting shall be called for by the President or by any member of the Committee and such special general meeting shall elect members to complete the Committee.

2.9.2 The members so elected shall hold office until the next biennial general meeting

2.10 Minutes shall be recorded and records be kept, of all resolutions and proceedings of the meetings of the Committee, and such minutes shall be confirmed at and signed by the Chairperson at the succeeding meeting

2.11 Office of the Committee – The Committee shall decide the place of its office: provided that such office shall be in the province of Gauteng as demarcated by clause 1.3 of the constitution.

2.12 Absenteeism – a member shall cease to hold office if he/she is absent at three (3) consecutive meetings without apology.

### **3. GENERAL MEETINGS OF THE INSTITUTE**

3.1 General Meetings -

3.1.1 The Committee shall convene an annual general meeting of its members.

3.1.2 At least four (4) weeks' notice shall be given of the place, date and time of a general meeting.

3.2 Powers invested in General Meetings. A general meeting shall have the power:

3.2.1 To consider, and if approved, to adopt the report of the Committee on the affairs of the Institute;

3.2.2 To consider, and if approved, to accept the accounts which shall have been audited in accordance with Clause 7.5.1.3 of the Constitution;

3.2.3 To propose new by-laws for consideration of the Committee;

3.2.4 To deliberate and to make suggestions to the Committee concerning any matter contained by the Architectural Profession's Act, the SAIA Constitution and the Constitution;

3.2.5 To ratify the nominated committee members.

3.3 Quorum -

3.3.1 The quorum necessary to constitute any general meetings of members of the Institute, or special general meeting shall be one-twentieth (1/20th) of the members entitled to vote, in terms of Clause 6.1.1 of the Constitution. The quorum shall be maintained throughout the meeting.

3.3.2 If no quorum shall be present, or in the case of a meeting which was at its commencement quorate, is no longer quorate, the meeting shall be adjourned and

shall resume twenty (20) minutes later at the same place, or to be adjourned to a time and place to be determined by the Committee.

3.3.3 After any adjournment due to the meeting not being quorate, the members then present shall continue a quorum.

3.4 Right to vote - Provisions of the Constitute shall prevail but the Chairperson shall have the right to permit retired, candidate practitioners, students and affiliate members to vote on any matter which in his/her discretion, he/she deems fit and proper;

3.5 Minutes – minutes shall be recorded and records kept of all resolutions and proceedings of general meetings and such minutes shall be confirmed at and signed by the Chairperson at the succeeding general or special meetings.

#### **4. SPECIAL GENERAL MEETINGS OF THE INSTITUTE**

4.1 The Committee may, whenever it deems fit, call a special general meeting of the Institute.

4.2 A special general meeting of members shall be called by the committee within twenty –one (21) days upon receipt by the executive officer of a written requisition signed by not less than twenty (20) percent of the members of the Institute entitled to vote, stating the objects of the proposed meeting.

4.3 At least fourteen ( 14) days' notice of the place, date, time and agenda for a special general meeting shall be given.

4.4 In regard to members' right to vote, the provisions of Clause 6.1 of the Constitution shall apply.

4.5 Minutes shall be recorded and records kept of the resolutions and proceedings of special general meetings and such minutes shall be confirmed and signed by the Chairperson at a succeeding general or special general meeting.

#### **5. NOMINATION OF COMMITTEE FOR ELECTION**

5.1 The Committee shall at least four (4) weeks before the general meeting, issue to all members a request to nominate candidates for election to the Committee.

5.2 Any member entitled to vote, may nominate, in writing, candidates for election to the Committee: provided that each such candidate is a member entitled to vote, and shall have signified acceptance by signing his/her nomination paper.

5.3 Such nomination shall be in the hands of the executive manager not later than four (4) weeks before the fixed date for the general meeting.

5.4 If after expiry of the time within which nominations must be received by the executive manager, an insufficient number of persons to form the Committee have been nominated, the Committee shall nominate such number of additional persons required to form the Committee, and may in its discretion co-opt additional members as per clause 7.1.2 of the constitution.

## **6. CHAIRPERSON AND RIGHTS OF CHAIRPERSON AT GENERAL AND SPECIAL GENERAL MEETINGS**

6.1 Chairperson -

6.1.1 The president shall preside at all general and special general meetings of the Institute

6.1.2 In his/her absence the/a Vice-President shall preside;

6.1.3 In the absence of both, a chairperson shall be elected from the members entitled to vote;

6.2 Chairperson to decide procedure -

6.2.1 The President or Vice-President, or in their absence the chairperson duly elected by the meeting, shall decide on all matters of procedures not specifically covered by the Constitution or its by-laws, and on the interpretation of any matter of procedure or principle covered by the Constitution. The decision of the chairperson shall be final: provided that he/she may not adjourn or terminate such properly constituted general meeting save on a majority vote to that effect;

6.2.2 When the right of any person to take part in the business of a general or special general meeting or to be present thereat is challenged, the Chairperson shall decide and his/her decision shall be final.

6.3 Chairperson to exercise casting vote -

The Chairperson shall not have a deliberative vote on any motion, save in the case of a tie, in which case he shall exercise a casting vote.

## **7. PROCUREMENT AND SPENDING PROTOCOLS**

7.1 A minimum of three quotes must be obtained for any goods or services the Institute is seeking to procure.

7.2 The decision to make any financial commitment to any goods or service provider must be agreed by a majority of Mancom members.

7.3 Payment terms to any goods or service provider will not exceed 30days, unless otherwise agreed in writing between both parties.

7.4 Not more than a 50% deposit will be paid to any goods or services provider, and the balance only payable when the goods or services have been rendered in full.

7.5 Payment to any goods or service provider can only take place if the payment requisition has been signed by the President / Vice President and the Treasurer or any Mancom members empowered to do so in the absence of the official appointed Office bearer/s

7.6 A payment claim can only be included in a payment requisition on presentation of a valid tax invoice by such a goods or service provider.

7.7 A person within Mancom allegedly deemed to be guilty of mismanagement or misappropriation of the Institute funds will be subjected to a disciplinary hearing , and if found guilty, will be subjected to removal from office with immediate effect.

7.8 The Treasurer/ Vice Treasurer will be the accountable person on all spending on behalf of the Institute hence no other member of Mancom will be unilaterally permitted to make any financial commitment without proper consultation with the Treasurer/Vice Treasurer.