

GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 1.1 Board Members are the Office Bearers of the Organisation and they will oversee the Organisation. They may be elected at the Annual General Meeting. The Office Bearers will be made up of at least five paid-up members of the Organisation. They are the Board of Governance of the Organisation.
- 1.2 **Term of office:** Board Members will serve for a term of two (2) years, which has been agreed to by the general membership at an AGM, and which shall not exceed three (3) years. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.
- 1.3 **Vacancies:** The Board Members must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Board Members.
- 1.4 **Resignation:** A Board Member may resign from office in writing.
- 1.5 **Disqualification or Removal:** A Board member ceases to be a member of the Board, if he/she ceases to be a member of the Organisation. If a Board Member does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will find a new member to take that person's place. Misconduct will be addressed by the Chairperson through a fair process that allows the Board Member to be heard.
- 1.6 The Board shall be entitled to co-opt a member to fill any vacancy that may occur on the Board between annual general meetings and the term of office of such co-opted member shall equal the unexpired term of office of the member whose vacated seat he/she is co-opted to fill.
- 1.7 The Board shall furthermore be empowered to co-opt any number of persons with special expertise as members of the Board and such members shall have all the rights and powers of members of the Board as herein provided for such defined period as may be determined, and failing a defined period, their term of office shall expire on the next election.
- 1.8 The Board shall, at its first meeting after the annual general meeting, elect from among its members a Chairperson, Vice-Chairperson, a Treasurer and a Secretary and any other Board Members deemed necessary and such portfolios as deemed necessary or expedient from time to time, all of whom shall hold office until the successors are appointed at the first meeting of the Board after the annual general meeting in the next succeeding year.
- 1.9 The Board shall meet at least once every month, online at such time as it may from time to time determine, to deal with the business of the Organization in accordance with its powers and objectives.
- 1.10 The quorum at meetings of the Board shall be not fewer than one half of the number of its members. In the event that a quorum of members is not personally present when any meeting of the Board is due to commence and for 30 (thirty) minutes thereafter, the meeting shall be adjourned for 7 (seven) days and the members present at such adjourned meeting shall constitute a quorum provided that these resolutions shall not take effect until a subsequent quorate meeting of the Committee has adopted such resolution.

- 1.11 The Chairman of all Executive, General and Special meetings shall procure that accurate minutes of Executive, General and Special meetings shall be prepared and circulated to members of such meetings not less than 48 (forty-eight) hours prior to the next Executive, General or Special meeting and shall be approved, with or without amendment, at such subsequent meeting.
- 5.12 Board Members shall not be personally liable for any loss suffered by any person as a result of any act or omission which occurs in good faith and without negligence while the Board Member is performing duly authorized or implied functions for and on behalf of the Organisation.
- 1.13 The Board shall be entitled to determine sound and non-speculative investments of funds at a recognized banking or other investment institutions not immediately required for the furtherance of the Organisation's objectives and to make provision for future projects in accordance with the objectives of the Organisation.
- 1.14 The Board shall determine its procedures and processes subject to compliance with the requirements set out in the King IV Report and further versions thereof.
- 1.15 The Board may establish or agree to the establishment of Provincial and/ or Regional Committees in the various areas of the Republic of South Africa and Southern Africa in which the Society operates.
- 1.16 The Board may from time to time prescribe policies to be followed by such Committees in regard to the control, management, administration and regulation of such Committees. These policies may be rescinded, added to, and/or amended from time to time and only after approval by a quorum executive, General or Special meeting.
- 1.17 The Board may dissolve any Sub-Committee if, in its considered determination, the Sub-Committee in question has failed, refused and/or neglected to carry out any of the objectives of the Society and/or has failed, refused and/or neglected to comply with the prescribed policies. Prior to its dissolution, such Committee will be given an opportunity to show good cause to the Board as to why it should not be dissolved;
- 1.18 The Board shall be entitled to determine disciplinary procedures as may be required in order to discipline any of its members and unless it is entitled to summarily terminate membership of a member in terms of clause 11.3, the member shall be given an opportunity to show good cause to the Board in writing or in person (as may be required by the Board) why his/her membership should not be terminated.
- 5.19 A proper record, duly signed by the Chairperson or someone delegated by him, shall be kept of all decisions made by the Board;