



CONSTITUTION

SOUTH AFRICAN INSTITUTE OF AUCTIONEERS

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CHAPTER I

NAME, LEGAL CHARACTER, SITUATION AND AREA OF OPERATION AND JURISDICTION, WINDING UP AND DISSOLUTION, OBJECTIVES AND VISIONARY GOALS.

1.1 NAME

- 1.1.1 The name of the Institute shall be **THE SOUTH AFRICAN INSTITUTE OF AUCTIONEERS**. The recognised abbreviated form shall be SAIA.
- 1.1.2 Registered members who are in good standing and in respect of whom there has been no suspension of membership for any reason whatsoever, shall be obliged in advertising or trading in respect of their auctioneering business, to reflect in any advertising or documentation pertaining to the auctioneering business the fact that they are members of SAIA, and to display SAIA's logo.

1.2 LEGAL CHARACTER

SAIA is a legal entity capable of suing and being sued in its own name. SAIA is a registered company incorporated not for gain in terms of the provisions of Section 21 of the Companies Act bearing registration number 895903/08.

1.3 SITUATION AND AREA OF OPERATIONS AND JURISDICTION

SAIA chooses the Physical address of its duly appointed auditors as its domicilium citandi et executandi, its Head Office address and its physical address for purposes of all notices and Court Process.

1.4 WINDING UP AND DISSOLUTION

If upon the winding-up or dissolution of SAIA there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of SAIA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of SAIA. Such Institution or Institutions to be determined by SAIA at, or before the time of the dissolution, and if so and so far as effect cannot be given to the aforesaid provision, then some charitable object appointed by the Minister of Social Welfare and Pensions.

1.5 OBJECTIVES, VISION, MISSION AND SHARED VALUES

1.5.1 OBJECTIVES

The objectives of SAIA shall be:

- 1.5.1.1 To generally concern itself with all matters and questions relating to the conduct of auctioneering in the Republic of South Africa;
- 1.5.1.2 To promote, protect and further the good image of auctioneers and the auctioneering profession in the eyes of all users of the auctioneering profession including but not limited to, the public, liquidators, commerce and government sectors;
- 1.5.1.3 To facilitate the development of the auctioneering profession by lobbying where necessary for legislative enactments or changes to existing legislation;
- 1.5.1.4 To engage with the necessary government and private sector authorities with a view to enhancing the image of auctions and the auctioneering profession and thereby ensuring that the interests of the general body of members is recognised in the government and private sectors and where necessary in appropriate legislation;

- 1.5.1.5 To do all such things as may be necessary to ensure that members conform and adhere to the Constitution and the Code of Conduct annexed to the Constitution as provided for by the Constitution or any amendments thereto or the Code of Conduct or any amendments thereto;
- 1.5.1.6 To ensure that members at all times conform to generally accepted professional and uniform and consistent general methods of business in accordance with the adopted Code of Conduct for the benefit of users of the auctioneering profession;
- 1.5.1.7 To interact and liaise with international bodies or organisations whose principal focus is related to the auctioneering profession; and
- 1.5.1.8 To do all such things as are incidental or conducive to the attainment of these objects.

1.5.2 VISION

The vision of SAIA is to set auctioneering standards for the protection of members and the public; i.e., both sellers and buyers.

The SAIA aspires to be the number one go to professional auctioneering association in South Africa.

1.5.3 MISSION

The SAIA is committed to offering professional services to both Sellers and Buyers, by equipping, educating and regulating SAIA members to operate professionally and ethically at all times – SAIA “The voice of the auction industry”

The mission of SAIA is to achieve the above by pursuing the following 10 (ten) visionary goals:

NO	VISIONARY	GOAL DESCRIPTION
1.5.3.1	Representative Leadership for the Industry	Create strong, united and representative body with strong leadership goals and a membership base to become a self-regulating body (mouthpiece) for the industry which allows the organization to lobby government to establish a statutory body which protects the interests of the public and regulates the auctioneering industry whilst establishing standards and promoting good governance.
1.5.3.2	Marketing & communication	Enhance SAIA’s image and visibility as a reputable organization through marketing and improving communication and Networking opportunities, both internally amongst members and externally with various stakeholders.
1.5.3.3	One Professional Body	Establish a fully representative body of qualified and professional auctioneers that promotes expertise in auctioneering across industries, including auto, arts, game, livestock, and property sectors.
1.5.3.4	SAIA infrastructure	Develop and maintain a fully functional office, with permanent facilities and full-time dedicated resources that support the interests of SAIA members and provide a focused service to the industry.
1.5.3.5	Research & development	Establish and maintain a research and development program that allows SAIA to preserve the historical heritage of auctioneering and to maintain continuous improvement by adapting to the changing needs of its members and clients.

NO	VISIONARY	GOAL DESCRIPTION
1.5.3.6	Membership	Increase and maintain SAIA's membership base of qualified and professional auctioneers, members who conform to SAIA's code of conduct and ethics.
1.5.3.7	Member Benefits	Create opportunities for members to enjoy benefits of being SAIA members, including medical aid, pension fund, education, networking, trade discounts (advertising, travelling, accommodation, car hire, etc.)
1.5.3.8	Equal opportunities for all members	Create an enabling climate with stakeholders (e.g. Financial Institutions, Liquidators, Government, etc.) in order to promote equal opportunities in the distribution of auctioneering work amongst SAIA members according to the laws of the new South Africa; especially to BEE members, small companies and women.
1.5.3.9	Education and training	Promote the education and training of SAIA members to ensure the highest level of professionalism and service delivery in order to uphold high standards of auctioneering practices which protect SAIA's image and reputation.
1.5.3.10	Social responsibility	Develop a social responsibility program and encourage members to contribute to the raising of funds for distribution to causes that uplift identified needy communities.

1.5.4 SHARED VALUES

At SAIA, we aspire to create a safe environment where members are valued and given the opportunity to form meaningful connections. We welcome auction professionals without any adherence to social, religious and/or political affiliation.

The Shared Values of SAIA shall be to cultivate a culture that is conducive to the creation of the capacity and enthusiasm to achieve the articulated vision and mission among a critical mass of stakeholders, including members, sellers, buyers and suppliers. Amongst others, the values listed hereunder shape the future culture of SAIA.

- **Family - sharing, fellowship & companionship**
- **Integrity -respect and honesty**
- **Professionalism**
- **Passion and Fun**
- **Diversity**

CHAPTER II

CONTROL, GOVERNANCE, DIRECTORS, EXCO MEMBERS, MANAGEMENT, COMMITTEES AND ELECTIONS

2.1 BOARD OF DIRECTORS

2.1.1 POWERS OF THE BOARD OF DIRECTORS

The policy formulation and governance of SAIA shall vest in the Board of Directors whose role shall be to determine the strategic direction, objectives and vision of SAIA.

2.1.2 NUMBER OF DIRECTORS, ELECTION AND TERM OF OFFICE

2.1.2.1 The Board of Directors shall consist of 10 (ten) to 19 (nineteen) elected natural members and 1 (one) Ex-officio member who shall be the National Secretary of SAIA.

2.1.2.2 The elected natural members of the Board of Directors shall be made up as follows:

- The Chairperson
- The Vice Chairperson
- The Director of Governance, Compliance and Discipline
- The Director of the Finance
- The Director of the Membership
- The Director of the Education
- The Director of the Transformation
- The Director of the Public Relations, Marketing and Events
- The Director of the Stakeholders
- 10 Elected Directors who shall each serve as a member on at least one Committee

2.1.2.3 The term of office for directors shall be 2 (two) years.

2.1.2.4 Retired directors shall be eligible for re-election for a new term. There shall be no limit to the number of terms a director can serve.

2.1.2.5 Vacancies among directors of SAIA shall be filled by a majority vote of a quorum of the Board of Directors and the director so chosen shall be appointed for the unexpired term of his or her predecessor in office.

2.1.2.6 Vacancies by directors, other than the Chairperson, need not be filled if the Board of Directors do not deem it necessary to fill such vacancies for the remainder of the term.

2.1.3 DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

2.1.3.1 The Board of Directors shall formulate policy, regulations, strategic direction and objectives for the governance of SAIA.

2.1.3.2 The Board of Directors shall ensure that the business and affairs of SAIA are conducted in accordance with the approved Constitution, including the convening of the AGM, special meetings if any, presiding over elections of directors keeping of proper records for SAIA.

2.1.3.3 The Board of Directors shall delegate the necessary authority, jointly and severally, EXCO to control and manage the business and affairs of SAIA, including the implementation of SAIA's objectives and vision.

2.1.3.4 The Board of Directors shall constitute all other committees of SAIA, appoint their respective Chairpersons and delegate the necessary authority to such committees to execute their respective roles and responsibilities under the supervision of the Chairperson and EXCO.

- 2.1.3.5. The Board of Directors shall appoint the National Secretary to administer the day to day business and affairs of SAIA under the supervision of the Chairperson and EXCO.
- 2.1.3.6 The Board of Directors shall approve the annual budget and funding of SAIA.
- 2.1.3.7 The Board of Directors shall perform the business and affairs of SAIA with diligence and uphold the fiduciary duties applicable to directors in accordance with the provisions of the Companies Act No 61 of 1973.
- 2.1.3.8 The Chairperson shall serve as the Chief Executive Officer of SAIA, responsible for the control and management of the business and affairs of SAIA, including serving as Chairperson of EXCO and managing the activities of all committees of SAIA.

2.2 COMMITTEES

2.2.1 EXECUTIVE COMMITTEE

- 2.2.1.1 The control and management of SAIA shall vest in EXCO whose role shall be to implement the objectives, vision, mission and values of SAIA and manage its business and affairs in accordance with the policies and resolutions of the Board of Directors adopted from time to time.
- 2.2.1.2 EXCO shall consist of 9 (nine) elected members and 1 (one) Ex-officio member who shall be the National Secretary of SAIA.
- 2.2.1.3 The 9 (nine) elected EXCO Members of SAIA shall be the Chairperson, the Vice Chairperson, the Director of the Governance, Compliance and Discipline Committee, the Director of the Finance Committee, the Director of the Membership Committee, the Director of the Education Committee, the Director of the Transformation Committee, the Director of the Public Relations, Marketing and Events Committee, and the Director of the Stakeholders Committee, who shall be elected every second year at the AGM of SAIA. The National Secretary shall be appointed by the Board of Directors.
- 2.2.1.4 In the event of a vacancy on EXCO the Chairperson will have the discretionary powers in electing not to fill such vacancy for the remainder of the term.
- 2.2.1.5 Retired members of EXCO shall be eligible for re-election for a new term. There shall be no limit to the number of terms an EXCO member can serve.
- 2.2.1.6 Apart from serving as members of the EXCO, other EXCO Members shall be allocated the Chairpersonship of SAIA's different standing committees as outlined in clause 2.2.3 of this Chapter II.
- 2.2.1.7 With the approval of the Board of Directors the Chairperson shall have the discretion to appoint or co-opt other directors and ordinary members of SAIA to serve in any position or capacity on behalf of SAIA, provided that such position or capacity is not subject to election in terms of SAIA's Constitution.

2.2.2 OTHER COMMITTEES

- 2.2.2.1 SAIA shall have a total of 7 (seven) standing committees as listed in clause 2.2.3 of this Chapter II.
- 2.2.2.2 The Chairperson, subject to the approval of the Board of Directors, may appoint such other committees, ad hoc or permanently, as he or she EXCO deem necessary.
- 2.2.2.3 The nature, duties and responsibilities of SAIA's committees shall be such as their names suggest by general usage, or such as may be assigned to them by the Chairpersons, subject to the approval of the Board of Directors, from time to time.
- 2.2.2.4 The Board of Directors shall appoint members of standing and ad hoc committees, including the Chairpersons of such committees. The provisions of this clause 2.2.2.4

notwithstanding, only members of the Board of Directors shall be eligible to serve as Chairpersons of standing and ad hoc committees of SAIA.

- 2.2.2.5 All members of standing and ad hoc committees, including any Chairperson so appointed in terms of clause 2.2.3 of Chapter II, shall serve for a 2 (two) year term or until their successors are appointed.

2.2.3 NATURE, DUTIES AND RESPONSIBILITIES OF COMMITTEES

2.2.3.1 EXECUTIVE COMMITTEE (EXCO)

The composition and duties of the Executive Committee is discussed under Section 2.2.1.

2.2.3.2 FINANCE COMMITTEE (FINCOM)

The FINCOM shall be responsible for all financial functions of SAIA. The Director of Finance shall serve as the Chairperson of the FINCOM.

2.2.3.3 GOVERNANCE, COMPLIANCE AND DISCIPLINE COMMITTEE (GOVCOM)

The GOVCOM shall be responsible for SAIA's constitutional matters, including the code of ethics and elections. The Vice Chairperson shall serve as Chairperson of the GOVCOM. The GOVCOM shall be responsible for the enforcement of SAIA's Code of Conduct, including the resolution of complaints, grievances, conflicts and disputes, both internal (among SAIA's members) and external (involving members of the public).

2.2.3.4 MEMBERSHIP COMMITTEE (MEMBCOM)

The MEMBCOM shall be responsible for SAIA's membership affairs, including benefits and any general related membership matters. The Director of Membership shall serve as Chairperson of the MEMBCOM.

2.2.3.5 EDUCATION COMMITTEE (EDCOM)

The EDCOM shall be responsible for the design, development, implementation, monitoring and supervision of all educational initiatives and programs for the institute, including the determination of standards for qualification into the auctioneering profession. He/she or his/her delegate shall also represent SAIA at all education affairs including the Auctioneering Chamber of the Services SETA. The Director of Education shall serve as the Chairperson of the EDCOM.

2.2.3.6 TRANSFORMATION COMMITTEE (TRANSCOM)

The TRANSCOM shall be responsible for actively driving and implementing the transformation agenda of SAIA. The Director of Transformation shall serve as the Chairperson of the TRANSCOM.

2.2.3.7 PUBLIC RELATIONS, MARKETING AND EVENTS COMMITTEE (PRCOM)

The PR, Marketing and Events Committee shall be responsible for SAIA's public relations, including the organization and coordination of events such as SAIA's annual conference, competitions, fund-raising and other public affairs, activities as well as implementation of all marketing strategies of SAIA and all media related matters in strict accordance with SAIA's public relations and media policy. The PR Director shall serve as Chairperson of the PRCOM.

2.2.3.8 STAKEHOLDERS COMMITTEE (STAKECOM)

The Stakeholders Committee shall be responsible for the lobbying and communication of SAIA's objectives to all tiers of lawmakers and government in the Republic of South Africa, including the National Treasury, Provincial and Municipal Governments, and other public sector institutions. The Stakeholders Director shall serve as Chairperson of the STAKECOM.

2.3 ELECTIONS

2.3.1 PURPOSE OF THE SUB-SECTION

The purpose of this Section is to prescribe the procedure that shall be followed by SAIA during the election of Board Directors and EXCO Members

2.3.2 NOMINATIONS AND CAMPAIGNING

- 2.3.2.1 All active members of SAIA, of good standing, shall be eligible for nomination and election for positions of and EXCO member.
- 2.3.2.2 Nominations of members for positions of and EXCO member shall be submitted to the National Secretary in writing on or before the day of the election. Each nomination form shall be signed and seconded by active members of SAIA, of good standing, and accepted by the candidate.
- 2.3.2.3 Candidates shall be allowed to campaign for election, including the use of promotional material and advertisement to canvass for support among the general membership of SAIA.
- 2.3.2.4 Candidates standing for election for positions of director shall be given the opportunity to address the AGM for a maximum of 3 (three) minutes prior to the elections.
- 2.3.2.5 In the event that insufficient nominations are submitted to fill all the vacant positions of and EXCO members, or nominated candidates are disqualified prior to the AGM, the GOVCOM shall solicit qualified candidates from SAIA's membership. Either way, it shall be the responsibility of the GOVCOM to present sufficient candidates for all vacant positions of and EXCO members at each AGM. – All nominations must be seconded by another member.

2.4 REQUIREMENTS FOR ELECTIONS AND VOTING

- 2.4.1 Every active member of SAIA will have 1 (one) vote per candidate.
- 2.4.2 Except otherwise provided herein elections and voting shall be by a show of hands unless a poll by secret ballot is demanded by at least 2 (two) members before such vote.
- 2.4.3 Absent active members of SAIA in good standing shall be entitled to nominate a proxy to vote in their place during elections, provided such a proxy is signed on the official form prescribed by SAIA and lodged with the Chairperson of the GOVCOM 48 (forty-eight) hours. Any proxy received after the stipulated time frame shall not be accepted unless by way of condonation of late submission by a majority vote at the AGM. Active members of SAIA in good standing and in attendance at the AGM shall be entitled to 2 (two) proxies. The proxies thereof shall entitle the active member of SAIA in good standing and in attendance at the AGM to use his/her discretion to vote on behalf of the absent active member in good standing.
- 2.4.4 Candidates standing for election for positions of EXCO members require a majority of the legal votes to be declared elected. Should none of the candidates receive a majority of the legal votes cast, the candidate with the lowest number of votes shall be dropped and another vote shall be taken to determine the successful candidate for that position. Voting shall continue until one candidate receives a majority of the legal votes cast to be declared elected.
- 2.4.5 Candidates standing for election for positions of director shall be elected by popularity vote. In the case of a tie, for the final position or positions, a run-off vote shall be held.
- 2.4.6 Newly elected Directors and EXCO Members shall assume office at the close of the AGM.

- 2.4.7 If there are more than 2 (two) nominations for any position, the voting shall follow the preferential Electoral College System.

2.5 THE ROLE OF THE NATIONAL SECRETARY

- 2.5.1 The National Secretary shall be the chief administrative officer of SAIA. He/she is responsible for the day to day running of the office of SAIA and shall perform such and other duties as may be delegated to him or her by the Board of Directors through the Chairperson.
- 2.5.2 The Chairperson and Board of Directors may employ such other persons as may be necessary from time to time to conduct the administration activities of SAIA.
- 2.5.3 The National Secretary shall serve as the Secretary of the Board of Directors.
- 2.5.4 The National Secretary shall be an ex-officio member and Secretary of all SAIA's standing committees.
- 2.5.5 The National Secretary shall receive and deposit all monies paid to SAIA and keep the accounts of SAIA under the supervision of the Financial Director.
- 2.5.6 The National Secretary shall keep all the records, including correspondence of SAIA.
- 2.5.7 The National Secretary shall keep the minutes of all EXCO and Board of Directors meetings as well as the minutes of the AGM.

CHAPTER III

MEMBERSHIP – CLASSES, QUALIFICATIONS, APPLICATIONS (RESPONSIBILITY AND DUTY), CERTIFICATES, CHANGES AND NOTICES

3.1 CLASSES OF MEMBERSHIP

The following classes of membership shall be available to juristic or natural persons:

CORPORATE MEMBERSHIP	This category of membership is available to duly authorised registered companies, close corporations and any other juristic body lawfully recognized as a legal entity who qualify for corporate membership in terms of the criteria determined by SAIA from time to time. Apart from other qualifying criteria, only juristic entities that are managed and controlled by natural persons who qualify and granted natural membership status by SAIA are eligible for admittance to this category of membership.
PROFESSIONAL DESIGNATION MEMBERSHIP	<p>This category of membership is available to eligible natural persons in their personal capacity; who qualify for professional designation membership in terms of the criteria determined by SAIA from time to time. Apart from other qualifying criteria, only natural persons who are actively involved in the auctioneering industry and have practiced as natural members or worked within an auction environment are eligible for admittance to this category of membership.</p> <p>Professional Designation members fall in one of the following categories (designations) based on them meeting the criteria as set out in Section 3.2 below:</p> <ul style="list-style-type: none">Candidate AuctioneerAssociate AuctioneerCertified Auctioneer
HONORARY MEMBERSHIP	This category of membership is available to eligible natural persons in their individual capacity who qualify for honorary membership in terms of the criteria determined by SAIA from time to time. Apart from other qualifying criteria, only natural persons who have made a great contribution or are likely to contribute to the welfare and advancement of the auctioneering industry are eligible for admittance to this category of membership irrespective of whether they are auctioneers or not. Honorary membership is usually granted for life.

3.2 QUALIFICATIONS FOR MEMBERSHIP

In order for any member to be considered for initial membership or renewed membership of SAIA, such applicant must comply with the following essential prerequisites (provided that SAIA shall be entitled in its sole and absolute discretion to depart from such prerequisites):

- 3.2.1 If it is a natural person, said person must be regarded by the Board of Directors as having an acceptable amount of experience in the auctioneering profession, in accordance with the membership category or designation.
- 3.2.2 If it is a Juristic Person, it must be registered in accordance with the Close Corporation or Company or Trust Laws of the Republic of South Africa, have auctioneering as its main objective, and be managed or controlled by natural persons who will not, in the sole determination of the Board of Directors, be disqualified from natural membership, irrespective of whether they apply for such membership or not.
- 3.2.3 Shall not be an un-rehabilitated Insolvent or a legal entity or juristic person under judicial management; or provisionally or finally liquidated.
- 3.2.4 Have no civil judgements by default or criminal records of a fraudulent or dishonest nature against any natural member, director or member of any corporate member.
- 3.2.5 The applicant shall not be involved in any disputes which are, in the reasonable assessment of the Board of Directors, likely to bring SAIA into disrepute.
- 3.2.6 The directors, members or shareholders of any Corporate Member and/or natural member must not have been dismissed from any positions of trust on account of misconduct.
- 3.2.7 The applicant is under a duty to disclose all information which may directly or indirectly impact upon the applicant's entitlement to membership, including but not limited to a disclosure of any previous criminal record, civil judgements, insolvency, etc.
- 3.2.8 The applicant must not have breached the SAIA Code of Conduct, Code of Ethics and/or the Constitution of SAIA in any respect.
- 3.2.9 The applicant is obliged to complete the requisite form required by the Insurance underwriters of SAIA and to make full and complete disclosure therein of all aspects related to the applicant which might impact upon the professional indemnity and fidelity insurance fund underwriters' acceptance or rejection of the risk.
- 3.2.10 In order to maintain membership, members have to comply with the Continuous Professional Development (CPD) policy of the institution, the professional designations table, keep fees up to date, and comply with the ethical standards of the institution as embodied in the Code of Conduct.

3.3 APPLICATION FOR MEMBERSHIP

- 3.3.1 An application for membership of SAIA shall be submitted to the National Secretary on the application form prescribed for this purpose, and be accompanied by payment of the prescribed application fee.
- 3.3.2 In the event of application being made by a Corporate entity (for Corporate Membership), such application shall be signed by the Managing Director thereof or the person charged with its affairs and shall be accompanied by a Company/Corporation/Trust resolution acknowledging itself bound by the terms of this Constitution and the Code of Conduct. The form of such resolution may from time to time be prescribed by the Board of Directors of SAIA. The National Manager shall submit each application for membership to the Membership Committee. The Membership Committee shall give such advice and guidance as may be necessary to the National Secretary regarding new applications for membership of SAIA.

- 3.3.3 It shall be an essential requirement for membership of SAIA that a successful applicant signs the requisite documentation binding the applicant and all its employees to comply with the terms of SAIA's Constitution and Code of Conduct.
- 3.3.4 The Membership Committee shall be entitled to accept or reject such application. In the event that such application is rejected details of such rejection shall be furnished to the Board of Directors of SAIA.
- 3.3.5 The date of acceptance of the applicant as a member shall be the date upon which the application is approved by the Membership Committee. The National Secretary shall notify the applicant of the result of the application.
- 3.3.6 Should the application not be successful, the reasons will be provided to the applicant and the applicant will have the right to appeal, which appeal will serve before the Board of Directors for a final decision.

3.4 ACKNOWLEDGEMENT, RESPONSIBILITY AND DUTIES OF MEMBERS

- 3.4.1 By making application for membership on the prescribed form, the applicant, whether for new membership or the renewal of current membership, all members, are required to comply with the following obligations:
 - 3.4.1.1 to comply with this Constitution and the Code of Conduct, as amended from time to time, which the applicant accepts as binding upon it, and the applicant acknowledges that compliance therewith constitutes an essential requirement for membership of SAIA;
 - 3.4.1.2 to ensure that all the applicant's employees and contractors comply with this Constitution and the Code of Conduct;
 - 3.4.1.3 to timeously effect payment in full of prescribed subscription fees due to SAIA;
 - 3.4.1.4 to promptly comply with all Court Orders pertaining to such applicant;
 - 3.4.1.5 to promptly comply with all orders, directions, requirements or requests of Board of Directors, Membership Committee or National Secretary;
 - 3.4.1.6 to disclose within a reasonable period of time all information regarding any incident relating to his auctioneering business which may directly or indirectly impact upon his or her status as a member of SAIA or reflect adversely upon the auctioneering profession.
- 3.4.2 every member who is sole proprietor of an auctioneering business or a partner in a partnership or a director of a company or a member of a close corporation which carries on the business in an auctioneering profession acknowledges that he shall be held responsible for any contravention of or failure to comply with this Constitution or Code of Conduct by any other partner, director or member or by any other auctioneer or employee in the services of such proprietorship, partnership, company or close corporation, unless he has prior to such contravention or failure to comply, taken all reasonable steps to prevent the same, and could not in the circumstances have prevented such contravention or failure to comply.

3.5 CERTIFICATE OF MEMBERSHIP

- 3.5.1 On the admission of a person or corporate body to membership and on receipt of the prescribed annual membership fee, he shall be issued with a certificate of membership in the form prescribed by SAIA, which certificate shall bear his full name or the full names of the corporate body and be signed by the Chairman of SAIA, or in his absence by the Vice Chairman.

- 3.5.2 A subsequent annual membership certificate shall be issued to a member in the same format as per clause 3.5.1 above, on receipt of a duly completed renewal of membership application form, accompanied by the prescribed payments and supporting documentation, if applicable. The notice for renewal of membership shall be sent out annually by the National Secretary to all members not less than 60 (sixty) days prior to expiry of the current membership.
- 3.5.3 Such certificate of membership shall at all times remain the property of SAIA and shall be liable to be returned to SAIA upon the termination of such membership for any reason whatsoever.
- 3.5.4 The certificate is to be signed by the member and prominently displayed at the place of business of the member.

3.6 MEMBERSHIP NOT TRANSFERABLE

The rights and privileges of a member shall be personal to him, or in the event of a corporate entity to it, shall not be transferable to any other person either by the act of the member or in any other way and membership shall unless previously terminated automatically cease and terminate on the death or insolvency of a member or upon the liquidation or winding up of a corporate member.

3.7 CHANGES IN CORPORATE IDENTITY

In the event that effective control of a member is altered, such member shall be obliged to notify the Board of Directors in writing, within 30 days of such change, and give full details of any such change to SAIA including but not limited to details pertaining to the appointment of new directors, or members or managers, the resignation of existing directors or members or managers and such other information as the Membership may require. The Membership Committee might, in circumstances where effective control of a member of SAIA has been altered, require such member to submit a fresh application for membership to SAIA for consideration by the Board of Directors in accordance with this Constitution and may deal with that application in precisely the same manner in which any other application is dealt with, save that the existing membership shall continue until such time as SAIA has rejected the fresh application for membership whereupon the previous membership shall immediately terminate.

3.8 CHANGE OF ADDRESS

In the event that there is a change of address of any member, such a change must be notified to the National Secretary within 30 (thirty) days of the change.

3.9 NOTICES

Any notice or other document may be served by SAIA upon any member by sending an e-mail to the e-mail address of the member as reflected on the SAIA records, or alternatively by registered mail.

CHAPTER IV

COMPLAINTS, MEDIATION, ENQUIRIES, SANCTIONS, COSTS, APPEAL, RECOVERY OF FINES AND COSTS ORDERS

4.1 COMPLAINTS AND ADJUDICATION OF DISPUTES

- 4.1.1 Any member or any other natural or juristic person or any authority or voluntary association including any user of any member's auctioneering services who feel aggrieved by any act or omission of a member may lodge a complaint with SAIA.
- 4.1.2 A complaint must be addressed to the SAIA National Secretary and shall:
- be in writing;
 - contain the name and address of the complainant and of the member insofar as that is known to the complainant;
 - contain details of the conduct complained of; and
 - be signed by or on behalf of the complainant.
- 4.1.3 SAIA may of its own accord formulate a complaint in the same manner if on good cause it has reason to believe that the conduct of a member may constitute conduct deserving of sanction.

4.2 CONSIDERATION OF COMPLAINTS AND INVESTIGATION THEREOF

- 4.2.1 The Board of Directors may:
- 4.2.1.1 Upon receipt of a complaint request the complainant to furnish it with such further information in the form of an affidavit or otherwise as it deems necessary;
- 4.2.1.2 Refer the complaint, if appropriate, to any other relevant body or authority;
- 4.2.1.3 Carry out or cause to be carried out any investigation in respect of the complaint as it deems necessary or appropriate; and
- 4.2.1.4 Notify the member in writing of the complaint and simultaneously with such notification:
- 4.2.1.4.1 Furnish the member with a copy of the complaint in question;
- 4.2.1.4.2 Request the member in writing to furnish SAIA with his or her comments on the complaint, if any, within 72 hours; and
- 4.2.1.4.3 Advise the member that the comments furnished to SAIA in this instance and in this context shall not be used against him/her if an enquiry is held.
- 4.2.2 If SAIA is of the opinion that there is insufficient evidence to substantiate a complaint or that there is no reasonable likelihood that a disciplinary committee would find that the conduct complained of, even if proven, constitutes conduct deserving of sanction, SAIA shall in writing notify:
- 4.2.2.1 The complainant; and
- 4.2.2.2 The member, of the fact that the matter will not be proceeded with by SAIA.
- 4.2.3 SAIA may at any time and on good cause withdraw a complaint formulated by it in terms of its rights hereinbefore stated and will thereafter notify the member of such decision in writing if that member has already received notification of the complaint in terms of the rule hereinbefore stated.
- 4.2.4 Notwithstanding that SAIA may have withdrawn a complaint and only after notification to the complainant and the member, SAIA may reopen the matter or revoke the withdrawal of the complaint as the case may be if new evidence has become available which, in the opinion of SAIA, justifies such reopening or revocation.

4.3 MEDIATION

- 4.3.1 SAIA may at any time attempt to resolve any dispute between the complainant and the member based upon the complaint, by inviting the complainant and the member to participate in mediation proceedings.
- 4.3.2 Neither the complainant nor the member shall be obliged to participate in mediation proceedings, and nothing said or done by either party in an attempt to settle the dispute through mediation shall be used in evidence at an enquiry.
- 4.3.3 No person who acts as a mediator in terms of this regulation may serve as a member of the committee to enquire into a charge based on or relating to a complaint which was the subject of mediation proceedings before such mediator or act as a prosecutor at any such enquiry.
- 4.3.4 The complainant and the member shall each be liable for their own costs incurred in respect of the mediation proceedings.
- 4.3.5 Any costs incurred by SAIA in respect of the mediation proceedings and the appointment of a mediator shall be borne equally by the complainant and the member, alternatively by SAIA if SAIA in writing agrees to bear the costs of such mediation.

4.4 FORMAL CHARGES

- 4.4.1 If SAIA is of the opinion that there is sufficient evidence to substantiate a complaint; and/or a reasonable likelihood that a disciplinary committee will find that the complaint, if proved, constitutes conduct deserving of sanction, it may bring a charge against the respondent to be heard by a disciplinary committee.
- 4.4.2 A charge shall be in writing, be dated and shall:
 - contain the name and address of both the complainant and the accused member;
 - contain an exposition of the conduct deserving of sanction with which the member is charged;
 - be accompanied by:
 - a copy of the complaint on which the charge is based if that copy has not already been furnished to the member;
 - copies of all documents which are at that point in time in the possession of SAIA and which SAIA intends to submit in evidence at the enquiry.
- 4.4.3 The charged member will be invited to furnish SAIA with an affidavit setting out his/her comments on the charge, if any, within 30 (thirty) days. The member will however be notified that he/she is under no obligation to respond or to make any comments envisaged in the afore stated affidavit and that any such comments may and shall be used as evidence against him/her at an enquiry.
- 4.4.4 The charged member will be notified that, should he/she admit the charge within thirty days, he/she will not be required to appear at an enquiry; and, in the case of admitting the charge, may within 30 (thirty) days furnish SAIA with a written statement setting forth any mitigating circumstances.
- 4.4.5 SAIA may at any time and on good cause withdraw a charge and shall forthwith thereafter in writing notify the complainant and the implicated member of its decision and the reason therefore.
- 4.4.6 A charge contemplated in this section and any notification referred to in this section shall be delivered to the member personally or be sent to him/her by prepaid registered post at his/her business or residential address on record at SAIA.

- 4.4.7 If a respondent admits the charge as framed:
- SAIA shall deliver to a disciplinary committee a copy of the charge and any statements furnished;
 - the disciplinary committee shall consider the charge and the member's statements, if any, and if it is satisfied that the conduct complained of constitutes conduct deserving of sanction and that the member is found guilty of such conduct, it shall:
 - o find the member guilty on such charge; and
 - o impose an appropriate penalty, having due regard to the member's statement;
- 4.4.8 SAIA shall in writing notify the complainant and the member of the disciplinary committee's decision referred to.

4.5 THE INSTITUTE'S POWERS AND DUTIES IN RESPECT OF AN ENQUIRY

- 4.5.1 SAIA:
- may appoint any person including any legal representative, or designate any staff member of SAIA or committee member of the Board of Directors to perform the specific functions entrusted to a prosecutor in a disciplinary enquiry;
 - shall cause the proceedings to be recorded;
 - shall appoint, at its discretion, either a member of the Board of Directors or a practicing attorney or advocate as the chairperson of the disciplinary committee.
- 4.5.2 The disciplinary committee may be constituted solely by a practicing attorney or advocate, alternatively no less than three members of the Board of Directors. In the event that a practicing attorney or advocate is appointed as chairperson, such practicing attorney or practicing advocate shall have the right to co-opt a maximum of two persons to assist him or her as assessors in the disciplinary enquiry.

4.6 PROCEEDINGS AT THE ENQUIRY

- 4.6.1 At the commencement of an enquiry, the chairperson of the disciplinary committee shall ask the accused member to plead guilty or not guilty to the charge as set out in the written charge served on the member and the plea shall be recorded.
- 4.6.2 If the implicated member refuses or fails to plead to the charge, a plea of not guilty shall be recorded.
- 4.6.3 An implicated member is entitled to be assisted at an enquiry by a legal representative.
- 4.6.4 SAIA is entitled to present its evidence to the committee by means of a *pro forma* prosecutor, which prosecutor may either be a member of the Board of Directors or a practicing attorney or practicing advocate.
- 4.6.5 Evidence at an enquiry may be given orally or be tendered by way of avadavat. All evidence shall be evaluated according to its probative value.
- 4.6.6 The chairperson of the committee shall administer an oath to or accept an affirmation from any person called to give evidence.
- 4.6.7 If the implicated member has pleaded guilty to the charge and the disciplinary committee is satisfied:
- that the charge can be disposed of without hearing evidence;
 - that the act or omission with which the member is charged constitutes conduct deserving of sanction; and
 - the member is guilty as charged, it shall find the member guilty and such finding shall either be made known at the enquiry or be conveyed in writing to SAIA by the chairperson of the disciplinary committee within 14 (fourteen) days of the date of the member's plea where after SAIA shall in writing notify both the implicated member and the complainant of the finding.

- 4.6.8 If the member has pleaded not guilty to the charge, or if the disciplinary committee decides to hear evidence on the charge notwithstanding a plea of guilty, the procedure to be followed in respect of the enquiry shall be determined by the chairman of the disciplinary committee, having due regard to the requirements and principles of natural justice.
- 4.6.9 The disciplinary committee may:
- proceed inquisitorially to ascertain the relevant facts and may at any stage during the enquiry question the complainant, the member and any witness on any matter it considers relevant;
 - allow the prosecutor (if appointed) to present evidence in support of the charge and to cross-examine the member and any witness called by the member; and
 - Allow the member or, if applicable, the member's legal representative, to present evidence rebutting the charge and to cross-examine any witness called by the prosecutor.
- 4.6.10 In respect of each charge the disciplinary committee shall find the member either guilty or not guilty.
- 4.6.11 The committee's decision in respect of guilt or otherwise shall either be made known at the enquiry or be conveyed in writing to SAIA by the chairperson within fourteen (14) days after all evidence in respect of the charge has been heard.
- 4.6.12 SAIA shall forthwith after obtaining the disciplinary committee's decision in writing notify the complainant and the member of the decision
- 4.6.13 If the disciplinary committee has found the member guilty of conduct deserving of sanction, it shall:
- determine whether the member has previously been convicted of a charge deserving of sanction;
 - give the member the opportunity of adducing evidence in mitigation;
 - give the member and the prosecutor the opportunity of addressing the disciplinary committee and/or leading evidence which is relevant to the appropriate penalty to be imposed.
- 4.6.14 After the foretasted opportunities have been given to the member or his/her legal representative, and the prosecutor, the disciplinary committee shall deliberate to determine the appropriate penalty to be imposed on the member.
- 4.6.15 The disciplinary committee shall in writing notify SAIA and SAIA shall in writing then notify the complainant and the member of the penalty imposed on the member by the committee.
- 4.6.16 Nothing contained in these provisions shall prevent the Board of Directors, in order to properly perform any of its functions in terms of these regulations, from obtaining such legal or other advice and consult such person/s as it may deem necessary or appropriate.

4.7 SANCTION

In the event of the disciplinary committee at the conclusion of the enquiry finding the member guilty, it shall have the power to impose one or more of the following sanctions:

- 4.7.1 Declare that no action or sanction be imposed;
- 4.7.2 Caution the member found guilty;
- 4.7.3 Reprimand the member accused;
- 4.7.4 Impose a fine within the range of a minimum fine of R5 000, 00 to a maximum fine of R20, 000.00;

- 4.7.5 Suspend any sanction for such period and on such conditions as the disciplinary committee may consider appropriate;
- 4.7.6 Suspend the membership of such member for any period that the Board of Directors may deem appropriate and on such conditions as the disciplinary committee may consider appropriate;
- 4.7.7 Cancel the member's membership with immediate effect and expel such member from SAIA.

4.8 COSTS

The disciplinary committee in its exercise of its discretion may in appropriate circumstances direct that the member is liable to pay to SAIA the costs incurred in respect of the disciplinary enquiry, including but not limited to the costs of the employment of a prosecutor who is a practicing advocate and attorney and the employment of a chairperson of the disciplinary committee who is a practicing advocate or attorney.

4.9 APPEAL

- 4.9.1 Any member found guilty as well as any complainant who is aggrieved by a finding made by the disciplinary committee and provided that the complainant is a member of SAIA, shall have the right to appeal against the decision of the disciplinary committee within a period of 30 (thirty) days from the date of written notification of the outcome of the disciplinary hearing.
- 4.9.2 The person appealing ("the appellant") must deliver to SAIA a notice dated and signed by the appellant containing the following particulars:
 - the name, postal address, telephone number and facsimile number of the appellant;
 - the place where and the dates when the appellant or the complainant appeared before the committee of enquiry;
 - whether the appeal is lodged in respect of the decision, the penalty, or any other aspect regarding the proceedings or decision; and
 - the decision sought from SAIA.
- 4.9.3 The notice of appeal must be accompanied by a deposit in the sum of R2 000, 00.
- 4.9.4 The notice of appeal must be delivered to SAIA not later than thirty (30) days after the committee of the disciplinary enquiry has furnished the appellant with the reasons for its decision in respect of guilt and/or sanction.
- 4.9.5 SAIA must after receipt of the notice of appeal deliver a copy thereof to:
 - the member charged, where the member is not the appellant;
 - the complainant, where the complainant is not the appellant.
- 4.9.6 A notice not containing the particulars referred to above and/or not accompanied by the amount of deposit referred to above is not a valid notice of appeal and delivery thereof to SAIA has no effect.
- 4.9.7 After receipt of the notice of appeal, SAIA must determine the date upon which the appeal will be heard, which date should not be later than 45 days after the appeal has been lodged.
- 4.9.8 SAIA shall notify the appellant and the member charged (where the member is not the appellant) of the date of the appeal hearing and invite them to be present at the hearing to submit oral or written arguments to SAIA should they wish to do so.

- 4.9.9 SAIA shall invite the complainant to attend the appeal hearing where the complainant is not the appellant.
- 4.9.10 The appeal shall be heard by an appeal committee which may consist solely of a practicing advocate or attorney and three members of the Board of Directors. Any practicing attorney or advocate or member of the Board of Directors who took part in the initial disciplinary enquiry shall be disqualified from sitting on the appeal committee.
- 4.9.11 The appeal will take the form of a reconsideration of the merits of the charge faced by the member before the disciplinary committee of enquiry but shall be combined to the record of that enquiry. Neither the appellant nor the member charged (where that member is not the appellant) may introduce new facts that were not raised before the disciplinary committee of enquiry.
- 4.9.12 The appellant, the member charged and the complainant may attend the hearing of the appeal with or without a legal representative.
- 4.9.13 SAIA is entitled to be represented by a case presenter, which case presenter may either be a member of the Board of Directors or a practicing attorney or practicing advocate.
- 4.9.14 At the hearing the appeal committee shall give the appellant the first opportunity to present argument in support of the appeal where after the appeal committee must allow the member charged the opportunity to reply (where such member is not the appellant) if the member is present at the hearing or represented. In addition, the appeal committee shall ask the case presenter (if appointed) to make submissions to the appeal committee.
- 4.9.15 The appeal committee may put questions to the appellant and the complainant (if they are present at the hearing or represented) on any matter relevant to the appeal.
- 4.9.16 The chairperson of the appeal may give directions in respect of the procedure to be followed at the hearing of the appeal with due regard to the principles of natural justice.
- 4.9.17 The appeal committee may proceed with the hearing in the absence of the appellant, the member charged and the complainant if any of them for whatever reasons fails to attend the appeal hearing after having been invited by SAIA to do so.
- 4.9.18 SAIA must arrive at a decision in respect of the appeal having regard to all relevant considerations including:
- the arguments and submissions presented to it at the hearing, if any;
 - the record;
 - the reasons given by the disciplinary committee of enquiry for its decision;
 - any papers or affidavits filed before the disciplinary committee;
 - the replies given to the questions (if any) put by SAIA to the appellant, the member charged and the complainant (as the case may be); and
 - legal and other advice obtained by the appeal committee.
- 4.9.19 The appeal committee's decision shall be conveyed in writing to SAIA who shall then convey the decision in writing to the appellant, the member charged and the complainant (as the case may be).
- 4.9.20 The decision of the appeal committee shall be final.

4.10 RECOVERY OF FINES AND COSTS ORDERS

4.10.1 Any fine imposed in terms of this Constitution pursuant to a disciplinary enquiry shall, unless an appeal has been noted against such penalty, be paid to SAIA within fourteen (14) calendar days after the imposition thereof, or within such extended periods and in such instalments as the disciplinary or appeal committee may in its discretion determine.

4.10.2 Any cost order made by the disciplinary committee and, if applicable, confirmed by the appeal committee shall:

- In the event of such order being made against the member, be paid by the member to SAIA within fourteen (14) days after the amount thereof has been fixed;
- In the event of such order being made against the complainant, who is a member of SAIA, be paid to SAIA within fourteen (14) days after the amount thereof has been fixed or within such extended period and in such instalments as the disciplinary committee or the appeal committee may in its discretion determine.
- In the event of the fine and/or cost order not being paid timeously in terms hereof, SAIA shall cause a final written demand to be served upon the member or the complainant who is also a member of SAIA calling for payment of the amount determined in respect of the costs as well as the amount of the fine within 3 (three) days, failing which the membership of the member will be *ipso facto* terminated.

CHAPTER V

APPLICATION FEES, SUBSCRIPTIONS LEVIES AND FINANCES

5.1 APPLICATION FEES

- 5.1.1 When applying for new membership, an application fee, to be determined by the Board of Directors, is to be forwarded together with the prescribed application forms.
- 5.1.2 Should a member not apply for renewal of membership within 30 (thirty) days of the date of expiry of membership, any application for "renewal" after such period will constitute a new application for membership, which must be accompanied by the application fee.

5.2 SUBSCRIPTIONS

An annual subscription shall be payable to SAIA by every member, the amount of which shall be determined from time to time by the Board of Directors of SAIA. The amount of such annual subscription and any other fees payable to SAIA shall be prescribed by the Board of Directors by resolution and shall be payable in such manner and on such dates as the resolution may prescribe.

5.3 LEVIES

The Board of Directors shall further have the right from time to time by a special resolution passed by not less than seventy five percent of the members present at the Annual General Meeting or special meeting duly convened to impose a special levy on each member when circumstances warrant the same.

5.4 FINANCE MANAGEMENT OF SAIA

- 5.4.1 SAIA will at all times operate a current bank account.
- 5.4.2 Signatories will be decided on an annual basis by the Board of Directors.
- 5.4.3 No cheques with less than 2 (two) signatures shall be issued
- 5.4.4 No blank cheques may be issued.
- 5.4.5 An annual budget must be set up by the Director of the Financial Committee and presented to the Board of Directors at the first meeting after the AGM.
- 5.4.6 Proper financial statements must be kept at all times.
- 5.4.7 The financial year of SAIA will run from the 1st day of January until the last day of December the following year.
- 5.4.8 Audited/ certified financial statements will be presented by the FD at every Annual General Meeting of SAIA.
- 5.4.9 At every AGM auditors/ financial officer will be appointed for the ensuing year.
- 5.4.10 No Director nor employee of SAIA shall be allowed to:
- borrow any money from SAIA.
 - invest funds other than with an accredited and approved financial institution agreed upon by the Board of Directors or at call with any of the South African registered banks.
 - Institute any legal proceedings on behalf of SAIA.

CHAPTER VI

MEETINGS, NOTICES, QUORUMS, RESOLUTIONS AND RECORDS

6.1 ANNUAL GENERAL MEETING (AGM)

- 6.1.1 SAIA shall hold its AGM annually at such time, date and place as shall be determined by the Board of Directors.
- 6.1.2 The Chairperson of SAIA, or in his absence, the Vice Chairperson, or in the absence of the two of them, any other director chosen by the directors' present shall preside at an AGM.
- 6.1.3 Voting members shall be given at least 21 (twenty-one) days' notice of the AGM, by written notice stating the date, day and time of the AGM. Such notice shall be deemed to have been received by each active member of SAIA 7 (seven) days after postage thereof or successful transmission by facsimile or email.
- 6.1.4 The Board of Directors shall determine the agenda for the AGM. Active members wishing to contribute items for consideration at an AGM shall give 34 (thirty-four) days' notice to the National Secretary of SAIA. Standing items for consideration at the AGM of SAIA shall include a report by the Chairperson which shall include reports from all standing and ad hoc committees of the institute, a report by the Financial Director, a report by the National Secretary and election of Directors as well as election of the Auditors of SAIA and approval of the Financial Statements of SAIA.
- 6.1.5 A quorum for a duly convened AGM of SAIA shall be at least 10% (ten percent) of active members. Should a quorum not be present within 15 (fifteen) minutes after the appointed place, date, day and time for an AGM, no business shall be dealt with, and such AGM meeting shall be adjourned until further notice, which notice shall be issued by the Board of Directors.
- 6.1.6 Active members of the institute in good standing shall be entitled to 1 (one) vote in person at the AGM. Notwithstanding the provisions of clause 2.4.3. of Section 2.4 of Chapter II of this Constitution, absent members shall not be permitted to vote by proxy or otherwise on any matter under the consideration at the AGM. The entitlement for members to vote by proxy provided for in clause 2.4.3. of Section 2.4 of Chapter II of this Constitution only applies to the election of candidates for the positions of directors and EXCO Members.

6.2 SPECIAL GENERAL MEETING (SGM)

- 6.2.1 Special general meetings (SGM) of SAIA for any purpose whatsoever may be called by the Chairperson, Board of Directors or at the written request of at least 10% (ten percent) of the active members of SAIA.
- 6.2.2 The Chairperson of SAIA, or in his absence, the Vice Chairperson, or in the absence of the two of them, any other director chosen by the directors' present shall preside at a SGM.
- 6.2.3 Voting members shall be given at least 21 (twenty-one) day's notice of the SGM, by written notice stating the date, day and time of the SGM. Such notice shall be deemed to have been received by each active member of SAIA 7 (seven) days after postage thereof or successful transmission by facsimile or email.
- 6.2.4 Only those items specified in the notice for an SGM shall be considered and concluded at such a SGM.
- 6.2.5 A quorum for a duly convened SGM of SAIA shall be at least 10% (ten percent) of active members. Should a quorum not be present within 15 (fifteen) minutes after the appointed place, date, day and time for a SGM, no business shall be dealt with, and such SGM meeting shall be adjourned until the same day, time and place in the forthcoming week. Should such a day be a public holiday, the meeting will be postponed to the next business day. Should a quorum not be present within 30 (thirty) minutes after the appointed place,

date, day and time for the adjourned SGM, the members present shall be deemed to constitute a quorum and the meeting shall be deemed to be duly constituted.

- 6.2.6 Only active members of SAIA in good standing shall be entitled to 1 (one) vote in person at the SGM. Notwithstanding the provisions of clause 2.4.3. of Section 2.4 of Chapter II of this Constitution, absent members shall not be permitted to vote by proxy or otherwise on any matter under the consideration at the SGM. The entitlement for members to vote by proxy provided for in clause 2.4.3. of Section 2.4 of Chapter II only applies to the election of candidates for the positions of Directors and EXCO Members.

6.3 BOARD OF DIRECTORS MEETINGS

- 6.3.1 There shall be a minimum of 2 (two) scheduled meetings of the Board of Directors annually, the first of which shall be held immediately after the annual general meeting (AGM) every year to induct newly elected directors and to prepare the annual program of SAIA.
- 6.3.2 The other Board meeting shall be held in the second half of the year.
- 6.3.3 The Chairperson, or in his absence, the Vice Chairperson, or in the absence of the two of them, any other director chosen by the directors present shall preside at a meeting of the Board of Directors.
- 6.3.4 Notice for scheduled meetings of the Board of Directors shall be given at least 21 (twenty-one) days prior to such meetings.
- 6.3.5 Notice for special meetings of the Board of Directors shall be given at least 21 (twenty-one) working days prior to such meetings. Special meetings of the Board of Directors may be called by the Chairperson or requested by any 4 (four) directors.
- 6.3.6 Only those items specified in the notice for a special meeting of the Board of Directors shall be considered and concluded at such a Board Meeting.
- 6.3.7 A quorum at any meeting of the Board of Directors, scheduled or special, shall be constituted by not less than 5 (five) directors. Should a quorum not be present within 15 (fifteen) minutes after the appointed place, date, day and time for a meeting of the Board of Directors, no business shall be dealt with, and such meeting of the Board of Directors shall be adjourned until the same day, time and place in the forthcoming week. Should such a day be a public holiday, the meeting will be postponed to the next business day. Should a quorum not be present within 30 (thirty) minutes after the appointed place, date, day and time for the adjourned meeting of the Board of Directors, the members present shall be deemed to constitute a quorum and the meeting shall be deemed to be duly constituted.
- 6.3.8 Decisions and resolutions of the majority of all the directors present at a meeting at which a quorum is constituted shall be carried as duly authorised decisions or resolutions of the Board of Directors. Absent directors shall not be permitted to vote by proxy at any meeting of the Board of Directors.
- 6.3.9 A director of SAIA who is present at a meeting of the Board of Directors at which a decision or resolution is taken shall be presumed to have assented to such decision or resolution taken, unless his or her dissent shall be recorded in the minutes of the meeting or unless he or she files his or her written dissent to such a decision or resolution with the Secretary of the meeting before the adjournment thereof, or undertakes to forward such dissent to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of the decision or resolution during the meeting.
- 6.3.10 The absence of any director from 2 (two) consecutive scheduled meetings of the Board of Directors without a valid excuse shall be construed as voluntary resignation from the directorship of SAIA, and the Board of Directors may declare such a director's position vacant and deal with it in terms of clauses 2.1.25 and 2.1.26. of Section 2.1 of Chapter II.

6.4 EXCO MEETINGS

- 6.4.1 There shall be a minimum of 3 three scheduled meetings of EXCO. No EXCO Meetings shall be held in December or during the month scheduled for the meeting of the Board of Directors.
- 6.4.2 The Chairperson of SAIA, or in his absence, the Vice Chairperson, or in the absence of the two of them, members of the EXCO in attendance at a duly convened meeting where a quorum is present shall nominate one person among themselves to serve as Chairperson for such a meeting.
- 6.4.3 Notice for scheduled meetings of the EXCO shall be given at least 7 (seven) days prior to such meetings.
- 6.4.4 A quorum at any meeting of EXCO shall be constituted by not less 3 (three) EXCO Members excluding the National Secretary. Should a quorum not be present within 15 (fifteen) minutes after the appointed place, date, day and time for an EXCO meeting, no business shall be dealt with, and such EXCO shall be adjourned until the same day, time and place in the forthcoming week. Should such a day be a public holiday, the meeting will be postponed to the next business day. Should a quorum not be present within 30 (thirty) minutes after the appointed place, date, day and time for the adjourned EXCO meeting, the members present shall be deemed to constitute a quorum and the meeting shall be deemed to be duly constituted.
- 6.4.5 All decisions and resolutions made by the EXCO shall be subject to the ratification and approval of the Board of Directors.
- 6.4.6 An EXCO Member who is present at an EXCO meeting at which a decision or resolution is taken shall be presumed to have assented to such decision or resolution taken, unless his or her dissent shall be recorded in the minutes of the meeting or unless he or she files his or her written dissent to such a decision or resolution with the Secretary of the meeting before the adjournment thereof, or undertakes to forward such dissent to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of the decision or resolution during the meeting.
- 6.4.7 The absence of any EXCO Member from 3 (three) consecutive EXCO meetings without a valid excuse shall be construed as voluntary resignation as an office bearer of the association and the Board of Directors may declare such an office bearer's position vacant and deal with it in terms of clauses 2.2.1.5 of Section 2.2 of Chapter II.

6.5 COMMITTEE MEETINGS

- 6.5.1 The National Manager / Secretary of SAIA shall be an Ex-officio member and Secretary of all the association's standing and ad hoc committees.
- 6.5.2 Each standing or ad hoc committee shall meet as and when the need arises, provided that each standing or ad hoc committee shall meet at least twice per year.
- 6.5.3 The Chairperson of each standing or ad hoc committee appointed by the Board of Directors in terms of clause 2.2.3 of Chapter II or clause 2.1.3.4 of Chapter II shall preside at meetings of each respective standing or ad hoc committee of the association.
- 6.5.4 Notice for meetings of standing and ad hoc committee of SAIA shall be given at least 14 (fourteen) days prior to such meetings.
- 6.5.5 Each standing and ad hoc committee of SAIA shall consist of at least two (2) members; namely, the Chairman and National Manager / Secretary of the association.
- 6.5.6 All decisions and resolutions made by the standing or ad hoc committee of the association shall be subject to the ratification and approval of the Board of Directors.

6.6 RESOLUTIONS AND RECORDS

- 6.6.1 The National Manager / Secretary shall keep the records and minutes of proceedings and resolutions of all meetings of SAIA. In the absence of the National Manager / Secretary, one of the EXCO Members will keep the records and minutes.
- 6.6.2 Such records and minutes of proceedings and resolutions of all meetings of the association shall be duly signed by the respective Chairperson of the meetings thereof.
- 6.6.3 All records and minutes of proceedings and resolutions of all meetings of the association shall be made available at the office of the National Manager / Secretary of the association for inspection by any active member of good standing during office hours.

CHAPTER VII

7.1 CHANGE OF CONSTITUTION

This Constitution may only be altered or amended by a two thirds majority vote, of members present, at the Annual General Meeting or at a special meeting called for this purpose, after due notice of such meeting has been given in terms of Chapter VI Sections 1 or 2.

CHAPTER VIII

8.1 INDEMNIFICATION OF COMMITTEE MEMBERS

- 8.1.1 Every person acting as or deemed to be a committee member, secretary, auditor or officer of SAIA shall be indemnified out of the funds of SAIA against:
 - all liabilities incurred by him in that capacity;
 - expenditure in defending any proceedings, whether civil or criminal in which judgment is given in his favour, or in which he is acquitted; or
 - costs in connection with any application under Section 248 of the Act in which relief is granted to him by the court.
- 8.1.2 Every such person shall be indemnified by SAIA against, (out of the funds of association to pay all costs), losses and expenses for which any such person may become liable by reason of:
 - any contract entered into; or
 - any act done by him, in his capacity as committee member, secretary, auditor or officer of the institution or in any way in the discharge of his duties.
- 8.1.3 Subject to the provisions of the Act, no person acting as or deemed to be a committee member, secretary, auditor, officer or servant of the Association shall be liable for –
 - any act, receipt, neglect or fault of any other such officer or servant of SAIA; or;
 - joining in any receipt or other act; or
 - loss or expense suffered by SAIA through the insufficiency or deficiency of title to any property acquired; or
 - the insufficiency or deficiency of any security in or upon which any of the monies of SAIA have been invested; or
 - any loss or damage arising from the insolvency or derelict of any person with whom any monies, securities or effects have been deposited; or
 - any loss or damage occasioned by any error of judgement or oversight on his part; or
 - any other loss, damage or misfortune whatever which shall happen in the execution of his duties of office or in relation thereto.

CHAPTER IX

9.1 ARTICLES OF ASSOCIATION

To the extent that the Articles of Association of the Institute may conflict with this Constitution:

- 9.1.1 any of the members may require the Articles to be amended accordingly;
- 9.1.2 the members undertake to vote in favour of all resolutions of SAIA necessary to amend the Articles in terms of clause 1.1 above.