



CONSTITUTION

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PREAMBLE

Whereas the Chapter of South African Quantity Surveyors was established as a body corporate within the Institute of South African Architects in terms of section 12 of the Architects' and Quantity Surveyors' (Private) Act, 1927 (Act 18 of 1927);

And whereas the said Architects' and Quantity Surveyors' (Private) Act has been repealed by section 32 of the Architects' Act, 1970 (Act 35 of 1970);

And whereas section 33 of the Quantity Surveyors' Act, 1970 (Act 36 of 1970), provides that the Chapter of South African Quantity Surveyors established by section 12 of the said Architects' and Quantity Surveyors' (Private) Act shall, notwithstanding the repeal of that Act by the said Architects' Act, continue to exist as a body corporate under the name of the Association of South African Quantity Surveyors;

And whereas the Quantity Surveyors' Act, 1970 (Act 36 of 1970) has been repealed by the Quantity Surveying Profession Act (Act 49 of 2000) and whereas Section 25 of this Act makes provision for a voluntary association to apply to the council to be recognised as such;

And whereas in terms of Section 42 (4) of this Act the Association of South African Quantity Surveyors continues to exist as a voluntary association;

And whereas it is expedient to provide and amend when appropriate a Constitution for the Association of South African Quantity Surveyors:

Now, therefore, it is agreed that the following shall be the Constitution of the Association of South African Quantity Surveyors:

1 THE ASSOCIATION

1.1 The name of the association shall be The Association of South African Quantity Surveyors (hereinafter called "the Association").

2 LEGAL STATUS

2.1 The Association shall be a body corporate with perpetual succession and shall be capable in law of suing and being sued in its corporate name and of acquiring, holding and alienating

property, movable and immovable, and of performing all such acts as are necessary for or incidental to the achievement of its objects and the performance of its functions and duties in terms of this Constitution.

3 DEFINITIONS

- 3.1 In this Constitution the following words and expressions shall, unless the context otherwise requires, have the meanings hereby assigned to them, namely –
- 3.2 The Act” means the Quantity Surveying Profession Act (Act 49 of 2000);
- 3.3 “Board” means the Board established by clause 8.1 of this Constitution;
- 3.4 “By-laws” means the By-laws of the Association with such modifications, alterations and additions thereto as may from time to time be in force;
- 3.5 “Chapter” means a chapter established in terms of clause 4.2.22 of this Constitution;
- 3.6 “Chapter committee” means the committee of the chapter duly elected in terms of clause 8.4.1 of this Constitution;
- 3.7 “Council” means Director” means the senior executive of the Association or any person appointed by the Board to perform the duties of such senior executive;
- 3.8 “Member” means any person admitted or deemed to be admitted or elected as a member of the Association;
- 3.9 “Minister” means the Minister for Public Works referred to in the Act;
- 3.10 “Prescribed” means prescribed in By-laws, rules and regulations made in terms of this Constitution;
- 3.11 “Private practice” means the performance of the work of a quantity surveyor by any person for another person otherwise than under a contract of master and servant;

4 OBJECTS AND POWERS

- 4.1 The objects of the Association shall be –
- 4.1.1 to advance and promote the science and practice of quantity surveying as well as construction project management,

construction management, property valuation and cognate matters;

- 4.1.2 to uphold the dignity of the profession of quantity surveying;
- 4.1.3 to watch over, promote and protect the common interests of its members;
- 4.1.4 to afford opportunity for the interchange and recording of knowledge and experience of quantity surveying;
- 4.1.5 to promote high standards of professional competence and integrity.

4.2 The powers of the Association shall be –

- 4.2.1 generally to take such action and to do such things as may be required for the achievement of its objects as defined in this Constitution;
- 4.2.2 to enter into alliance or co-operate with and assist any organisation having objects similar to those of the Association and to contribute to the funds of such organisation; Provided that such organisation is also exempt from taxation;
- 4.2.3 to nominate persons for appointment to the Council in terms of Section 4 of the Act;
- 4.2.4 to promote the education, training and continuing professional development of members and to assist and co-operate with any statutory or other bodies concerned therewith;
- 4.2.5 to draw up a code of professional conduct and; to inquire into and deal with any case of alleged unprofessional conduct and to impose in respect thereof, if found proved, any punishment prescribed;
- 4.2.6 to appoint and dismiss an executive director and such other employees as it may deem fit;
- 4.2.7 to found, grant, accept and administer scholarships, bursaries, awards and prizes in respect of the quantity surveying profession;
- 4.2.8 to establish and administer a benevolent fund under such rules and regulations as may be prescribed from time to time and to make financial contributions to such fund subject to the approval of the South African Revenue Services;
- 4.2.9 to establish medical aid, provident and pension funds or schemes under such rules and regulations and for such persons as may be prescribed from time to time and to contribute on behalf of members and/or

- employees of the Association to any such funds or schemes;
- 4.2.10 to acquire by lease, purchase or otherwise, to hold or exchange, and to sell, alienate or otherwise dispose of property, movable and immovable, and to erect buildings or other works, structures and improvements;
- 4.2.11 to receive, hold and administer any irrevocable donations, bequests or endowments consisting of property of any description, which may be given by or to it for the furtherance of any of the objects of the Association;
- 4.2.12 to sell, manage, let or hire, mortgage, encumber or otherwise deal with all or any part of the Association's property;
- 4.2.13 to open an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments;
- 4.2.14 to borrow, lend or raise money with or without security and, if secured, by any means, including mortgage of the Association's property or by overdraft from its bankers;
- 4.2.15 to invest any moneys of the Association not immediately required for any of its objects or commitments in such manner as may from time to time be determined and approved by the South African Revenue Services: Provided that the income or profits from any investments shall be applied to the furtherance of the objects of the Association;
- 4.2.16 to effect such insurances as may be necessary for the protection of the Association's property;
- 4.2.17 to obtain policies of insurance indemnifying the Association against any contingent losses or claims, howsoever arising;
- 4.2.18 to charge an enrolment fee, annual subscription and such other fees or levies as may be prescribed and to waive or reduce any fee, subscription or levy in any case which may appear to merit such consideration;
- 4.2.19 to determine reasonable traveling expenses and subsistence allowances which are not inconsistent with the industry norms payable to members or officials attending meetings of the Board or of any committee thereof, to members or officials performing any special services and to any member or official authorised by the Board to visit any place or
- attend any meeting or event in the interest of the Association;
- 4.2.20 to cause to be designed and registered a seal and/or other insignia of the Association and to prescribe for the use of such seal and/or other insignia;
- 4.2.21 to run a club for its members and to do everything necessary therefor or incidental thereto;
- 4.2.22 to establish and disband chapters of the Association and to prescribe for the control, management, financing, administration and regulation of such chapters and their affairs;
- 4.2.23 to establish and disband divisions within the Association comprising members with specific interests relating to professional activity within the built environment and to prescribe for the control, management, financing, administration and regulation of such divisions and their affairs;
- 4.2.24 to make and from time to time alter, amend or rescind rules and/or By-laws for the carrying out of the objects of the Association and to provide for all other matters which may be prescribed in terms of this Constitution;
- 4.2.25 to guarantee the performance of any obligation by any person;
- 4.2.26 to enter into any arrangement with any government authority (central, provincial, local or otherwise), corporation or person to obtain from such government authority, corporation or person all subventions, rights, treaties, concessions, charters, franchises, delegations and privileges which may seem conducive to the achievement of the Association's objects or any of them;
- 4.2.27 to take all such steps as may be necessary to be or to be deemed to be, or to continue to be recognised as a voluntary association in terms of the Act and to maintain such recognition in accordance with the requirements of the Act
- 4.3 The income and profit of the Association from whatever source derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise or by way of profit to the persons who at any time are or have been members of the Association or to any person claiming through any of them: Provided that nothing herein shall prevent the payment in good faith of remuneration to any

officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association; Provided that such remuneration is reasonable in relation to the services rendered.

5 PROFESSIONAL ETHICS

- 5.1 Every member of the Association shall adhere to the code of conduct of the association, uphold the dignity of the profession of quantity surveying, act towards his clients and employers, in whatever capacity he may be engaged, in a strictly professional manner and regulate his conduct towards those with whom his work is connected and towards his fellow members in a manner consistent with the established traditions of the profession.

6 MEMBERSHIP

- 6.1 **The Association shall consist of** categories of members as prescribed by the Board from time to time
- 6.2 **Admission of members**
- 6.2.1 Application for membership of the Association shall be made on the prescribed form. If the Board is satisfied that the applicant complies with the requirements for membership and is a fit and proper person to be admitted as member of the Association the Board shall grant him membership as a member in the appropriate category
- 6.2.2 Any person who has been a member of the Association and ceased to be a member by reason of his expulsion or otherwise may be readmitted to membership of the Association by the Board provided that he shall furnish such information as the Board may require in support of his application for re-admission and provided further that he shall have paid all arrears of subscription and any levies and fines due by him to the Association at the date when his former membership ceased.
- 6.2.3 Members shall receive an appropriate membership certificate and/or card in the prescribed form. The certificate and/or card shall remain the property of the Association,

and, if so required by the Board, shall be surrendered on demand.

- 6.2.4 The name, address and other prescribed details of every member shall be entered in a register to be called the "Roll of Members"

6.3 Rights and liabilities of members.

- 6.3.1 Every member shall be entitled –
- 6.3.1.1 to attend any general meeting of any chapter or, by invitation, any meeting of a chapter committee or of the Board;
- 6.3.1.2 to receive any information which it is competent for officers of the Association to give;
- 6.3.1.3 to receive, at the discretion of the Board, such assistance in any matter as may be rendered in terms of this Constitution.
- 6.3.1.4 to nominate and vote for members of the Board;
- 6.3.1.5 to take part in any discussion on any matter at any general meeting of any chapter;
- 6.3.1.6 to vote on any resolution put to the membership of the Association or to a general meeting of the chapter in the region in which he is ordinarily practising or employed;
- 6.3.1.7 to nominate and vote for members of the chapter committee in the region in which he is ordinarily practising or employed;
- 6.3.1.8 to be nominated and elected as a member of the Board or a committee and to hold any office in the Association, or any committee of the Association or of the chapter in the region in which he is ordinarily practising or employed;
- 6.3.2 Life members shall be entitled to the full privileges of professional members: Provided that they shall be exempt from the payment of the annual subscription and any levies.
- 6.3.3 Honorary members shall not incur any of the obligations nor be entitled to any of the rights of members other than those referred to in of this Constitution: Provided that they shall be entitled to designate themselves as honorary members of the Association.
- 6.3.4 Associate and Student Associate members shall be entitled to such rights as may be prescribed by the Board

- 6.3.5 The liability of each member is limited to the amount of any subscription, fine, levy or other debt due to the Association.
- 6.3.6 Membership of the Association shall not confer upon any member any right whatever to a share or a participation in any assets belonging to the Association.
- 6.3.7 Termination of membership for whatever reason shall entail forfeiture of all rights of membership, including the right to the use of the prescribed letters of designation.
- 6.3.8 It shall be the duty of every member expeditiously to notify the Board of any change in composition of partnership, address or nature of employment.
- 6.4 Membership fees and subscriptions.**
- 6.4.1 Every applicant for enrolment shall pay the prescribed enrolment fee which shall accompany his application: Provided that, should the application be unsuccessful, the enrolment fee, less the prescribed amount in respect of administration charges, shall be refunded to the applicant,
- 6.4.2 The Board shall determine annually the subscriptions payable by all categories of members and shall inform each member of the subscription due and payable by him.
- 6.4.3 The annual subscriptions for any year shall be due on 1 March of that year.
- 6.4.4 The Board shall have the power in special circumstances to waive or reduce any fee, subscription or levy.
- 6.4.5 The Board may from time to time make a levy upon members for particular purposes.
- 6.5 Liability of members in respect of levies and subscriptions.**
- 6.5.1 Upon admission to the Association, a member shall be notified thereof by the executive director and shall thereupon become liable for any prescribed levy and the annual subscription. Should such levy and subscription not have been paid within two months of the date of such notification, the Board may declare the admission null and void.
- 6.5.2 Any member whose subscription or levy is not paid within three months of due date or within such further period as the Board in any particular case may allow, may by resolution of the Board be struck off the roll of members and his membership terminated, but such member shall nevertheless be liable for all moneys due by

him to the Association at the time of such resolution.

- 6.5.3 No refund of any subscription or levy or part thereof shall be available to any member upon ceasing to be such and he shall in any event remain liable to the Association for any subscriptions, levies, fines or other debts or obligations due by him.

6.6 Duration and termination of membership.

- 6.6.1 A member shall cease to be a member –
- 6.6.1.1 upon his no longer having that qualification for membership which was the basis of his admission;
- 6.6.1.2 upon receipt by the Board of his written resignation from membership;
- 6.6.1.3 upon expulsion from membership by the Board on any grounds prescribed;
- 6.6.1.4 upon permanent disqualification from registration by the Council in terms of the Act for reasons of proven unprofessional conduct.

7 PRACTICES

7.1 Registration of practices

- 7.1.1 The Association may register practices and branch offices
- 7.1.2 Reference in this section to practice shall mean practice or branch office
- 7.1.3 The criteria for the registration shall be as prescribed by the Board
- 7.1.4 The Association may maintain a register of practices and may distribute such register to such interested parties as the Board deems appropriate

7.2 Registration fees and subscriptions.

- 7.2.1 Every new applicant for registration shall pay the prescribed enrolment fee which shall accompany the application: Provided that, should the application be unsuccessful, the registration fee, less the prescribed amount in respect of administration charges, shall be refunded to the applicant
- 7.2.2 The Board shall determine annually the subscriptions payable by a registered practice and shall inform each practice of the subscription due and payable

- 7.2.3 The annual subscriptions for any year shall be due on 1 March of that year
- 7.2.4 The Board shall have the power in special circumstances to waive or reduce any fee, subscription or levy
- 7.2.5 The Board may from time to time make a levy upon registered practices for particular purposes
- 7.2.6 A Registered practice shall receive an appropriate membership certificate in the prescribed form. The certificate shall remain the property of the Association, and, if so required by the Board, shall be surrendered on demand

8 THE BOARD

8.1 Composition of the Board

- 8.1.1 The Association shall be managed by the Board which is hereby established
- 8.1.2 The Board shall consist of –
 - 8.1.2.1 The President, Vice-President and Deputy Vice President elected in terms of clause 8.5.2
 - 8.1.2.2 The immediate Past President for the year immediately following his presidency
 - 8.1.2.3 One member from each of the chapters established in terms of clause 9.1: Provided that where the President, Vice-President, Deputy Vice-President or immediate Past President represent any particular chapter, another board member shall not be elected from such chapter for the ensuing term
 - 8.1.2.4 One member from each of the divisions established in terms of clause 10.1: Provided that where the President, Vice-President, Deputy Vice-President or immediate Past President represent any particular division, another board member shall not be elected from such division for the ensuing term
 - 8.1.2.5 Six members elected out of and by the members of the Association
- 8.1.3 In addition and subject to the foregoing six, two members may, at the option of the Board, be co-opted as full members of the Board.

8.2 Election of Board members

- 8.2.1 The method of election of all members of the Board shall be as prescribed by the Board.

8.3 Failure of a chapter or division to elect a Board member.

- 8.3.1 Should any chapter or division at any time fail for any reason to elect a Board member in terms of clause 8.1.2.3 hereof, such failure shall not invalidate the constitution of the Board.

8.4 Vacancies on the Board.

- 8.4.1 A member of the Board shall cease to hold office as such –
 - 8.4.1.1 if he resigns by submitting in writing his resignation to the Board;
 - 8.4.1.2 if he ceases to be a member of the Association;
 - 8.4.1.3 if he be absent from the meetings of the Board for more than three consecutive meetings;
 - 8.4.1.4 if, having been elected in terms of clause 8.1.2.3 hereof, he changes his place of ordinary practice or employment to another region;
- 8.4.2 In the event of a vacancy occurring on the Board, such vacancy shall be filled by the Board: Provided that, in the case of a member elected in terms of clause 8.1.2.3 or 8.1.2.4 hereof ceasing to be a member of the Board, such vacancy shall, at the request of the Board, be expeditiously filled by the chapter or division committee concerned.

8.5 Office Bearers.

- 8.5.1 The office bearers shall comprise the President, the Vice-President, Deputy Vice-President and the immediate Past President.
- 8.5.2 The Board shall from time to time elect from among its members a President, Vice-President and Deputy Vice-President.
- 8.5.3 The office bearers shall hold office for such period as the Board may determine and shall retain their respective offices until their successors are appointed.
- 8.5.4 Not more than two of the office bearers shall be from the same chapter or division.
- 8.5.5 If the President, the Vice-President or the Deputy Vice President vacates his office

- before the expiry of the period for which he was appointed, another member of the Board shall, subject to the provisions of clause 8.5.4, be elected as President, Vice-President or the Deputy Vice President as the case may be.
- 8.5.6 If for any reason the President is not able to act, the Vice-President, or failing him, the Deputy Vice President shall act in his stead.
- 8.5.7 If the President, the Vice-President and Deputy Vice President are absent from any meeting of the Board or not able to preside, the members present shall elect one of their number to preside at the meeting and the person so elected to preside may, during that meeting and until the President or Vice-President or Deputy Vice President resumes duty, perform all the duties of the President.
- 8.6 Powers and duties of the Board.**
- 8.6.1 The affairs of the Association shall be managed and controlled by the Board.
- 8.6.2 All powers and duties of the Association shall be exercised and carried out by the Board, save as otherwise laid down in this Constitution. Without in any way derogating from the generality of the powers of the Board, the Board shall, in particular –
- 8.6.2.1 make available annually to each member a report on the affairs of the Association and an audited statement of accounts for the previous financial year;
- 8.6.2.2 cause minutes to be kept of all meetings of the Board and of committees of the Board;
- 8.6.2.3 frame and publish the roll of members referred to in clause 6.2.4 of this Constitution;
- 8.6.2.4 not later than 31 March in each year submit in writing to the Council full particulars of any amendments effected to the Constitution and By-laws during the preceding 12 months and generally comply with clause 12.1.4 of this Constitution;
- 8.6.2.5 appoint members to represent the Association on any other body;
- 8.6.2.6 nominate from its elected members or other persons deemed fit so many persons as may be required to be nominated by the Association for appointment to the Council and such alternates as may be required in terms of the Act;
- 8.6.2.7 nominate so many persons as may be required to be nominated by the Association for appointment to any committee of the Council;
- 8.6.2.8 manage the financial affairs of the Association and make grants to chapters and divisions;
- 8.6.2.9 hold a referendum of members, if deemed necessary, on any matter affecting the Association or the profession of quantity surveying;
- 8.6.2.10 make By-laws not inconsistent with this Constitution –
- 8.6.2.10.1 providing for the management of the Association and the categories and designation of its members and defining their rights and limiting their liabilities;
- 8.6.2.10.2 providing for the election of members of the Board and the appointment and duties of officers thereof;
- 8.6.2.10.3 providing for the establishment, powers and duties of chapters and for the rules of chapters so established including the election of committees of the appointment and powers and duties of officers thereof;
- 8.6.2.10.4 providing for the establishment, powers and duties of divisions and for the rules of divisions so established including the election of committees of the appointment and powers and duties of officers thereof;
- 8.6.2.10.5 prescribing the duties of the Board, the procedure for the conduct of its business and the quorum necessary for meetings of the Board;
- 8.6.2.10.6 defining what shall constitute unprofessional conduct on the part of any member or Associate;
- 8.6.2.10.7 prescribing the mode of inquiring into and method of dealing with unprofessional conduct on the part of any member or Associate and the sanctions to be imposed in respect of such conduct: Provided that, in the case of any member registered in terms of the Act, the Board shall notify the Council or any other interested statutory body of any complaint which the Board considers may constitute a contravention of any of the provisions of the Act or the Regulations framed thereunder.

8.7 Committees of the Board

8.7.1 The Board may appoint committees or sub-committees, delegate any of its powers and duties to such committees or sub-committees and prescribe rules for regulating their proceedings.

8.7.2 The Board may appoint a special committee and delegate to it any of its powers and duties, including its functions in connection with alleged unprofessional conduct.

8.8 Meetings of the Board.

8.8.1 The Board shall hold meetings at such time and place as it may determine and, failing any determination by the Board, at such a time and place as the President may determine.

8.8.2 The Board shall –

8.8.2.1 confirm the election of members of the Board who have been elected in the manner prescribed and to fill any vacancy in terms of clause 8.4.2 of this Constitution;

8.8.2.2 consider and, if approved, to adopt the report and audited accounts and to submit any comments or criticisms thereon;

8.8.2.3 appoint one or more auditors and to fix his or their remuneration;

8.8.2.4 deal with any matter with which the Board is empowered to deal.

8.8.3 The Board shall hold at least two meetings in each year in addition to the annual meeting at such time and place as it may determine and, failing any determination by the Board, at such time and place as the President may determine.

8.8.4 A special meeting of the Board may, in case of urgency or at any time, be called by order of the President and shall be so called at the written request of a minimum of one third of the members of the Board.

9 CHAPTERS

9.1 The Board may establish chapters of the Association in various geographical regions as may be prescribed by the Board from time to time, with such powers and duties as the Board may determine.

9.2 A chapter shall comprise all members ordinarily practising or employed within the area of such chapter as defined by the Board from time to time. Unless otherwise determined by the Board, a member shall be deemed to be ordinarily practising or employed at the address recorded against his name in the roll of members.

9.3 On the date on which this Constitution becomes effective, Chapters shall be deemed to be established in the following regions:

9.3.1 Eastern Cape Province

9.3.2 KwaZulu Natal

9.3.3 Gauteng

9.3.4 Free State

9.3.5 Western Cape

9.3.6 Limpopo

9.3.7 Mpumalanga

9.3.8 Northern Cape

9.3.9 North West Province

9.4 Each chapter shall convene an annual general meeting of its members.

9.5 The members present at an annual general meeting of a chapter shall be entitled to –

9.5.1 Confirm the election, as prescribed, of a chapter committee;

9.5.2 consider and, if approved, to adopt the report of the chapter committee on the affairs of the chapter;

9.5.3 consider the report of the Board and the accounts of the Board and to submit any comments or criticisms thereon;

9.5.4 consider and to suggest to the Board new By-laws or amendments to By-laws;

9.5.5 consider and to make suggestions to the Board concerning any matter covered by the Constitution and By-laws.

9.6 Should any chapter or chapter committee fail to carry out its duties, the Board may take any action it may deem fit.

9.7 The Board may by resolution disband any chapter if for any reason such action is considered to be in the interests of the Association.

10 DIVISIONS

- 10.1 The Board may establish division within the Association comprising members with specific interests in an area of professional activity within the built environment as may be prescribed, with such powers and duties as the Board may determine.
- 10.2 A division shall comprise all members who voluntarily express interest in the specific area of professional activity as defined by the Board
- 10.3 Each division shall convene an annual general meeting of its members.
- 10.4 The members present at an annual general meeting of a division shall be entitled to –
- 10.4.1 confirm the election, as prescribed, of a division committee;
- 10.4.2 consider and, if approved, to adopt the report of the division committee on the affairs of the division;
- 10.4.3 consider the report of the Board and the accounts of the Board and to submit any comments or criticisms thereon;
- 10.4.4 consider and to suggest to the Board new By-laws or amendments to By-laws;
- 10.4.5 consider and to make suggestions to the Board concerning any matter covered by the Constitution and By-laws.
- 10.5 Should any division or division committee fail to carry out its duties, the Board may take any action it may deem fit.
- 10.6 The Board may by resolution disband any division if for any reason such action is considered to be in the interests of the Association.

11 FINANCE

- 11.1 All the funds, assets and properties of the Association, fixed or otherwise, shall be administered by the Board on behalf of the Association.
- 11.2 Unless otherwise determined by the Board, all cheques drawn on behalf of the Association shall be signed by any two of the following:
- 11.2.1 The President.

- 11.2.2 Any member duly authorised by resolution of the Board.
- 11.2.3 The Executive Director.
- 11.3 Unless otherwise determined by the Board, all electronic payments drawn on behalf of the Association shall be authorised by any two of the following:
- 11.3.1 The President.
- 11.3.2 The Executive Director.
- 11.3.3 Any person duly authorised by resolution of the Board.
- 11.4 The Board shall keep proper account of all moneys received and expended and of all assets and liabilities of the Association.
- 11.5 Any fine imposed upon any member by the board or any duly authorised committee thereof and all annual subscriptions and any special levy upon members shall be a debt due by the member concerned which the Board may recover by legal process.

12 GENERAL

- 12.1 **Amendments to the Constitution.**
- 12.1.1 All proposals for the amendment of this Constitution shall be addressed in writing to the Executive Director.
- 12.1.2 If the proposed amendment is supported by the Board or by the signatures of not less than 30 members it shall be referred to a secret ballot of all members. Unless otherwise determined by the Board, such secret ballot shall be held within four months of the receipt of such proposal in the manner determined by the President. The Executive Director shall forward to every member with the ballot paper a statement of the views of the Board on the proposal.
- 12.1.3 The Constitution shall be amended only if –
- 12.1.3.1 votes are received from not less than one-quarter of the total number of members; and
- 12.1.3.2 not less than two-thirds of the votes received are in favour of the proposed amendment; and
- 12.1.3.3 not less than two-thirds of the votes received from professional members are in favour of the amendment.

12.1.4 The terms of any duly approved amendment of the Constitution shall be forwarded to the Minister and the Council.

12.2 Amendments to By-laws.

12.2.1 The Board shall be empowered at any meeting to amend the By-laws; provided that –

12.2.1.1 notice of the proposal to move an amendment of the By-laws be included in the notice convening the meeting of the Board;

12.2.1.2 the amendment must be approved by not less than two-thirds of the members of the Board present at such meeting.

12.2.2 Nothing contained in clause 12.2.1 above shall prevent the Board from holding a referendum in the manner determined by the President on any matters concerning the By-laws.

12.3 Indemnity

12.3.1 Members of the Board, Chapter or Division Committee and any committees thereof shall be indemnified by the Association against all liabilities incurred by him in the discharge of his duties as such on behalf of the Association and shall be reimbursed from the funds of the Association in respect of all costs, losses and expenses *bona fide* incurred in the discharge of such duties.

12.3.2 No member of the Board or any committee thereof shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or any committee thereof or of any other officer, director or auditor of the Association, unless such member has knowledge thereof and fails to disclose such knowledge.

12.4 Execution of deeds.

12.4.1 All deeds, documents and instruments that require signature on behalf of the Association shall be signed by any two of the following:

12.4.1.1 The President

12.4.1.2 Any member duly authorised by resolution of the Board

12.4.1.3 The Executive Director.

13 WINDING-UP

13.1 The Association may be wound up or amalgamated with any similar Association by a resolution of the Board submitted to the members of the Association for decision by postal vote in the manner prescribed: Provided that the Association may not be so wound up or amalgamated unless –

13.1.1 votes are received from not less than one quarter of the total number of members;

13.1.2 not less than two-thirds of the votes received are in favour of the resolution; and

13.1.3 not less than two-thirds of the votes received from professional members are in favour of the resolution.

13.2 The terms of any such resolution shall provide for the manner in which any surplus assets of the Association after satisfaction of the debts of the Association shall be applied.