

DIRECTORS OF SAPICS – RULES AND RESPONSIBILITIES

Nomination for election as a director

The Association's Memorandum of Incorporation provide for 6 members of the Association to be elected as directors and up to an additional 3 to be appointed.

The term of office is 3 years for elected directors and 1 year for appointed directors.

Directors are non-executive volunteers, and by offering their names for election, potential directors are indicating that they believe that they are in a position to make a meaningful contribution to the welfare of the Association, and if so elected undertake to do so.

The Association does not pay directors' fees, although it is permitted to remunerate any director who with the prior agreement of the Board manages a specific project with significant time investment on his part.

Rules and Regulations

The Board represents the interests of members in optimising long-term value by overseeing the affairs of the Association on the members' behalf.

Each Director owes the Association and its members a fiduciary duty, including the obligation to act honestly and in good faith.

Each Director must at all times comply fully with applicable law and should avoid any situation which could be perceived as improper, unethical or indicative of a casual attitude towards compliance with the law.

Directors are prohibited from competing with the Association or using confidential information or their position on the Board for personal gain.

All Directors shall maintain the integrity of confidential information entrusted to them by the Association.

The Directors shall not disclose such information to any third party, except where the Association authorises disclosure or when such disclosure is necessary to comply with any legal requirement. For this purpose, "confidential information" shall include all non-public information relating to the Association.

Activities of the Board

The Board which meets on average 4 times per annum is responsible for establishing the policies of the Association in accordance with which the Executive Committee (Exco) executes them. The Board is required to approve the Association's annual budget presented to it by the Exco. Directors are expected to remain properly informed about the Association's business and affairs.

Conflicts of Interest

Directors shall avoid situations that may result in a conflict or perceived conflict between their personal interests and the interests of the Association. A conflict exists when directors use their position with the Association to benefit themselves or associates. Where a matter under review is of a nature in which the Director has a direct or indirect personal interest, he must declare such interest and be willing to recuse himself from the discussion or review.

Expected Minimum Contribution

- Attend all board meetings. Travel expenses for such are paid by SAPICS
- Attend the annual conference
- Attend professional development and other events wherever possible
- Assist with the promotion of the Association and all associated activities
- Create opportunities within peer group for SAPICS to network and promote itself and its activities
- Identify and encourage future directors and Exco members
- Identify and encourage keynote speakers for annual conference and other events
- Encourage new membership
- Encourage participation in special events
- Behave in a manner which promotes SAPICS as a professional organisation
- Communicate to SAPICS Exco any invitations to speak or represent SAPICS at other conferences and events prior to accepting any such invitation
- SAPICS directors should consult with SAPICS Exco prior to making any statement to the public about SAPICS
- Complimentary registration is provided to all directors
- Airfares and accommodation are provided to:
 - Any director whose company has taken out a sponsorship
 - Any director who has generated a sponsorship by another organisation
 - Any director whose company provides a minimum of 10 delegates
 - Any director who chairs a permanent sub-committee of SAPICS
 - Any director who has 'sold' education/FC etc.

Asking directors to resign

- If after a sustained period any director fails to deliver any perceived value to SAPICS that director can be asked to resign at any time – subject to a majority vote of the Board of Directors