



I E S S A

**Illumination Engineering Society
of South Africa
Constitution**

Effective Date: 11 May 2018

DOCUMENT CONTROL

REVISIONS

This revision of the Illumination Engineering Society of South Africa (IESSA) Constitution, as accepted and approved by vote of IESSA members at the 14th Annual General Meeting (AGM) held on the 11th May 2018, shall supersede all previous versions.

This revision of the IESSA Constitution is effective as from the 11th May 2018.

APPROVAL

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Director 1 Signature:		Date:
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1 NAME

- a) The name of the body shall be the Illumination Engineering Society of South Africa, hereinafter referred to as 'IESSA'.

2 HEAD OFFICE

- a) The Head Office of IESSA shall be located in Gauteng, South Africa.

3 MISSION

The mission of IESSA is:

- a) To provide a forum for its members, both group and individual, that is representative of all aspects of the lighting industry of South Africa.
- b) To maintain membership and promote the objectives of the International Commission on Illumination (Commission International de l'Eclairage – CIE). To promote and ensure the training, advancement and development of its members and other interested parties in South Africa and internationally.
- c) To be recognised as the official body responsible for all technical matters related to the lighting industry.
- d) To generate and administer such funds as Council may from time to time determine.
- e) To ensure efficient public relations on all lighting matters in South Africa.

4 MEMBERSHIP

4.1 Professional Conduct

- a) Every member, either an individual or a group member, is required to order his conduct so as to uphold the dignity, ethical standards and status of his membership of IESSA, and to act, in whatever capacity he may be engaged, towards all with whom his work is connected, in a manner consistent with the Constitution.

4.2 The Membership

- a) The membership of IESSA shall consist of both individual and group members, who are actively involved in the lighting industry within South Africa and internationally.
- b) All members shall be interested in promoting the mission of IESSA.

4.3 Voting Rights

- a) All members, except international members, both the official representatives of group members and individual members shall have voting rights with one vote each.
- b) International members shall have no voting right, as such the members shall be informed of any vote to be conducted and the results thereof.

4.4 Group Membership

- a) Group members are only allowed 1 (one) official representative for voting purposes, however, should this representative have individual membership as well, he would be entitled to vote in both his group and individual membership capacity.
- b) International Group members shall not be entitled to vote for voting purposes.

4.5 Individual Membership

- a) Individual members, including international members shall be graded into Student members, Affiliate members, Associate members, Members and Fellows.

4.5.1 Student

- a) Shall have obtained an academic level of qualification equivalent to Grade 12 (twelve) or N3 with Mathematics and Science or international equivalent qualification.
- b) Shall be actively involved in studies relating to the lighting industry as well as being actively involved with the lighting association.
- c) Shall carry an active full-time student card from a recognised tertiary institution.
- d) A member of IESSA in this grade is entitled to use after his name the abbreviated title – StuIESSA.

4.5.2 Affiliate

- a) Shall have obtained an academic level of qualification equivalent to Grade 12 (twelve) or N3 with Mathematics and Science or international equivalent qualification.
- b) Shall be actively involved in the lighting industry for at least one year.
- c) A member of IESSA in this grade is entitled to use after his name the abbreviated title –AffIESSA.

4.5.3 Associate

- a) Shall have obtained an academic level of education equivalent to Grade 12 (twelve) or N3 with Mathematics and Science or international equivalent qualification AND have at least 5 (five) years relevant experience in the lighting industry.

- b) OR
- c) Shall have obtained a minimum of 3 (three) years approved profession related tertiary education AND have at least 2 (two) years relevant experience in the lighting industry.
- d) A member of IESSA in this grade is entitled to use after his name the abbreviated title – AssIESSA.

4.5.4 Member

- a) Shall have obtained an academic level of education equivalent to Grade 12 (twelve) or N3 with Mathematics and Science or international equivalent qualification AND have at least 10 (ten) years of relevant experience in the lighting industry.
- b) OR
- c) Shall have obtained a minimum of 3 (three) years approved profession related tertiary education AND have at least 5 (five) years of relevant experience in the lighting industry.
- d) OR
- e) Shall have completed the Diploma in Illumination Engineering or international equivalent qualification AND have at least 5 (five) years of relevant experience in the lighting industry.
- f) OR
- g) Shall be a specialist, as determined by Council, in a lighting related field.
- h) A member of IESSA in this grade is entitled to use after his name the abbreviated title: MIESSA

4.5.5 Fellow

- a) Council may confer fellowship on members intimately connected with lighting sciences or illumination engineering, which, in the opinion of Council, have rendered noteworthy and extensive service to IESSA, and are deserving of this honour.
- b) Any member proposing a candidate for fellowship shall, in the first instance, make his proposal privately and in person to the President.
- c) The President shall submit the proposal at the next Council meeting.
- d) Council shall give the President the authority to confer fellowship by way of a majority vote.
- e) A member of IESSA in this grade is entitled to use after his name the abbreviated title: FIESSA.

4.6 Accredited Lighting Practitioner (ALP)

- a) Council will pursue the establishment of a professional body for the lighting industry.

- b) As such, IESSA may approach the South African Qualifications Authority (SAQA) and submit all required information and documentation.
- c) In the event of successful registration of IESSA as a professional body, IESSA will take such steps as may be required to fulfil the legal and commercial obligations of such a body.
- d) IESSA will establish a professional designation in the style of an Accredited Lighting Practitioner (ALP).
- e) IESSA will establish the ratification and initial grading criteria as well as the Continued Professional Education (CPE) requirements to maintain the designation.

4.7 Election of Members

- a) Application for membership of IESSA shall be made on the applicable membership application form.
- b) The application for membership shall be proposed and seconded by current members, other than Student and Affiliate members, in good standing, of the relevant branch of IESSA.
- c) The completed application for membership shall be forwarded by the Branch to the Chairperson of the Membership Committee of IESSA.
- d) The Chairperson of the Membership Committee shall submit the completed application for membership at the next monthly meeting of the Membership Committee
- e) The Membership Committee shall consider the application and supporting data, where applicable, in terms of the Constitution, in order to approve and grade the application by majority vote.
- f) The Membership Committee may require any candidate to present himself for an interview, regarding his application, or request further information.
- g) The Chairperson of the Membership Committee shall submit the approved application, together with the proposed grade of membership, to the next monthly Council meeting for ratification.
- h) Council may waive the stipulations of the Constitution as it deems applicable, in order to ratify a grade of membership.
- i) An applicant who is refused membership shall have the right to appeal to Council.

4.8 Notification to Applicants

- a) A candidate, who has applied for election to IESSA, or for transfer to another grade of membership, shall be duly notified in writing by the Chairperson of the Membership Committee of the outcome of his application.

4.9 Transfer of Members

- a) All Clauses of the Constitution shall apply to the transfer of a member from one grade to another, in the same manner as they apply to election of membership, excluding Fellow membership.

4.10 Register of Members

- a) A register of the names and all contact details of all members shall be kept by the Chairperson of the Membership Committee and IESSA Office. The control of members' personal information pertaining to the register shall be governed in accordance with legislation.

4.11 Entrance Fees

- a) All new members shall pay an entrance fee as prescribed by Council from time to time. A Student member will not be required to pay an entrance fee.
- b) The entrance fee and the first-year subscription fee shall become due upon dispatch of the written notice, advising the member of the success of his application for membership.
- c) Payment of both these amounts due must be made within 3 (three) months from the date of this notice.
- d) Should payment not be received within this period, the application shall be deemed to have lapsed.
- e) Membership shall not become effective until such time that both the entrance fee and the first-year subscription fee has been paid in full.

4.12 Subscription Fees

- a) All members shall pay a subscription fee as determined by Council from time to time.
- b) Subscription fees shall become due as per invoice.
- c) Should a new member be elected, or an existing member be transferred to a higher grade of membership, the subscription fee or increased subscription fee, as applicable, shall be pro rata for the balance of the current year in which they joined, but shall in each case be calculated on a quarterly basis and shall be payable in advance within such period

4.13 Certificates of Membership

- a) An official membership certificate shall be issued to members after their acceptance, election or transfer, but not before they have paid all fees due by them.

4.14 Resignation from Membership

- a) A member may resign from IESSA by tendering his resignation in writing to the Chairperson of the Membership Committee who shall submit it to Council.
- b) Any moneys due by him shall be paid forthwith and any certificate or insignia of membership issued to him by IESSA shall be returned upon acceptance of his resignation by Council.

4.15 Exclusion from Membership

- a) A member, whose subscription is not paid by the last day of the financial year, shall cease to be in good standing and shall no longer be entitled to exercise the rights and privileges of membership.

4.16 Expulsion from Membership

- a) Council shall have the power to expel from the membership of IESSA any member, Who:
 - i. has committed any breach of the Constitution; or
 - ii. has committed any breach of any agreement, notice or award published or made under the Labour Relations Act 1995, or any amendment thereof, or of any law relating to the control of industry or labour, whether or not such member has been charged or convicted in a court of law for such breach; or
 - iii. has by his conduct rendered himself unfit to remain a member of IESSA, or whose continued membership, in Council's opinion, would be contrary to the interests of IESSA.
- b) Any member whom it is proposed to expel, or who is alleged to have been guilty of any conduct unbecoming referred to in **Clause 4.15a** shall, by not less than 7 (seven) days' notice, delivered by hand or by registered mail to his address as reflected in the members register, or his last known address, be required to appear before a meeting of the Membership Committee convened to deal with the matter.
- c) The reasons for the proposed expulsion, or the alleged misconduct, as the case may be, shall be set out in the written notice.
- d) Notice of intention to consider the matter at a particular meeting of the Membership Committee, convened for that purpose, shall be given to all members of the Membership Committee.
- e) At such Membership Committee meeting, at which such member may appear in person or by a representative, authorized in writing, such member shall be given the opportunity of denying or explaining his conduct, and shall be entitled to call witnesses in support of his case.
- f) Should such a member fail to appear by himself, or by a representative authorised in writing, at the date, time and venue of the meeting, the Membership Committee may deal with the matter in his absence.
- g) The Membership Committee shall keep record of the proceedings, formulate its findings and recommendations and forward these to Council, for ratification at the next Council meeting.
- h) Council may decide to expel such member from the membership, provided that such action shall be recommended by the Membership Committee and agreed upon by at least two-thirds of Council members present at the meeting at which such decision is taken.
- i) The Chairperson of the Membership Committee shall notify the member in question of the decision of Council within 14 (fourteen) days of the date on which the Council meeting was held, either by written notice delivered by hand, or by registered mail, as detailed above.
- j) Should Council decide on the expulsion from membership of a member, such a member shall thereupon, effective from the date of the Council meeting, cease to be a member of IESSA, and the Chairperson of the Membership Committee shall notify all members in writing of the fact.
- k) Under expulsion of a member, all monies due to IESSA by such member becomes payable, and if payment thereof is not made within 30 (thirty) days, Council may take such steps as it deems necessary to secure payment thereof.

4.17 Forfeiture of Rights

- a) Cessation of membership of IESSA shall entail forfeiture of all rights, title and interests in funds, property and assets of IESSA.

4.18 Re-admission to Membership

- a) A member who has ceased to be a member, either by resignation or default, may be considered for re-instatement, provided that the application is made in writing within 2 (two) years of his ceasing to be a member.
- b) Council may re-admit to membership in the appropriate grade and under such conditions as Council may determine, any member whose membership has been terminated for any cause, or provided that Council is satisfied that re-admission would be in the interests of IESSA.
- c) A candidate for re-admission to membership under **Clause 4.18a)** may be re-admitted either by re-election or re-instatement as decided by Council.
- d) Before an application for re-admission is considered by Council, any arrears that may have accrued up to time the candidate had ceased to be a member, shall have been paid.
- e) The re-election or re-instatement of a member shall have no force or effect until the appropriate new entrance fee and new first year subscription fee has been paid.
- f) Council may refuse re-admission in any particular case without assigning any reason.

4.19 Letter of Designation

- a) Only members of IESSA shall be entitled to use the authorised letters designating their class of membership. Group members shall be entitled and encouraged to display the name and logo of IESSA on any company documentation and property.

4.20 Remission of Fees

- a) Council may, in exceptional circumstances, reduce or remit the annual or arrear fees due by any member.

4.21 Retired Members

- a) Individual members in good standing over the age of 65 (sixty-five), who are no longer actively engaged full time in the lighting industry, may apply to Council for retired status.
- b) Retired members, irrespective of their grade, shall no longer be liable for subscription fees, but shall retain the privileges of their grade and retain membership for life.

5 MANAGEMENT

- a) Management of the affairs of IESSA shall be vested in the duly elected Board of Directors, advised by duly elected Advisory Committee, whose members shall serve on Council until their successors have been elected and taken office.

5.1 Board of Directors

- a) The Directors of IESSA will be the Office Bearers in the position of Past President, President, Vice-President and Financial Director, as elected by an AGM, following a nomination process. The criteria for eligibility for election as a Director are:
 - i. Be in good standing, they must have been a member for at least 3 (three) years;
 - ii. Only active and retired Associates, Members and Fellows from the individual membership, or official representatives of group members, shall be eligible to serve as Council members; and
 - iii. Candidates must have a clean disciplinary record.

5.1.1 Election of Office Bearers

- a) Office Bearers will be elected from Advisory Committee as described below. The following Office Bearers will be so appointed:
 - i. **The President** shall preside at all meetings at which he is present, may require any unruly or abusive member to retire from the meeting, shall enforce observance of the Constitution, regulate the business of and sign minutes of meetings after confirmation, generally exercise supervision over the affairs of IESSA and perform such other duties as by usage and custom pertain to office;
 - ii. **The Vice-President** shall exercise the powers and perform the duties of the President in the absence of the latter;
 - iii. **The Past President** shall assist the President, or in his absence, the Vice-President, on matters originating during his term of office and not yet concluded, in order to ensure a continuation and smooth transfer of these matters, as well as to provide guidance to the President on request; and
 - iv. **The Financial Director** shall have over-all supervisory and decision-making powers regarding financial aspects, except in such matters where Board approval is required.

5.1.2 Eligibility of Office Bearers

- a) Only active and retired Members and Fellows from the individual membership, or official representatives of group members, shall be eligible to serve as Office Bearers.
- b) Office bearers must have previously served for a period of 1 (one) year on the Advisory Committee during the 3 (three) years preceding their nomination.

5.1.3 Nomination and Election of Office Bearers (Directors)

- a) Office bearers shall be nominated and elected by Council, from amongst Advisory Committee members.
- b) When the President's office is vacated, either due to the completion of his term of office or for whatever other reason, the Vice-President shall automatically fill the President's office.
- c) Council shall then nominate an acting Vice-President until the next Annual General Meeting or Special General Meeting.
- d) In the event of both Presidential offices being vacated simultaneously, or upon resignation of two or more Directors, then a Special General Meeting shall be called to elect additional Council members, from which these office bearers (directors) will be nominated and elected.

5.1.4 Term of Office for Office Bearers

- a) Office bearers shall hold office for 3 (three) years per office position only, where after the outgoing President shall take the office of Past President and the Vice President shall take the office of President.
- b) Council shall then nominate and elect an incoming Vice President from existing Council members.
- c) In addition, Council may call for nominations for a Financial Director from members eligible to serve on Council (in accordance with **Clause 5.1.4d**) below). The Financial Director shall be elected at an Annual General Meeting. The Financial Director shall hold office for a 3 (three) year term only and may serve a maximum of two successive terms.
- d) Past Office Bearers may be elected for a new term in future.

5.2 Advisory Committee

- a) In addition to the office bearers, an additional 5 (five) Council members, each to be appointed as the Chairperson of the 5 (five) Council Committees, being Membership, CIE, Development, Technology, and Public Relations, shall be elected by the members at each IESSA Annual General Meeting.

5.2.1 Eligibility of Advisory Committee Members

- a) Only active and retired Associates, Members and Fellows from the individual membership, or official representatives of group members, shall be eligible to serve as Advisory Committee members.
- b) Branch Committee members shall be eligible to serve simultaneously as Advisory Committee members.

5.2.2 Nomination and Election of Advisory Committee Members

- a) The nomination and election of members to serve on the Advisory Committee shall be decided upon by the members at the IESSA Annual General Meeting.
- b) Chairpersons of Branch Committees shall automatically have seating as additional Advisory Committee members.

- c) At least half of the Advisory Committee members shall first be elected from the Members and Fellows of IESSA, thereafter the other half of the Advisory Committee members shall be elected from the combined individual and group membership.
- d) When an Advisory Committee member's office is vacated, either due to resignation, or for whatever other reason, the Advisory Committee shall nominate and elect, by simple majority vote, either a Member or Fellow from the individual membership, or an official representative of a group member, to fill the vacancy on the Advisory Committee.
- e) Such a nominated Advisory Committee member shall serve on the Advisory Committee until the next Annual General Meeting or Special General Meeting but shall not have the right to vote.
- f) In the event that more than three Advisory Committee member offices are vacated during the course of a financial year, then a Special General Meeting shall be called to elect additional members.

5.2.3 Role of the Advisory Committee

- a) The Advisory Committee shall support the Board of Directors in pursuing its strategy and objectives.
- b) The Advisory Committee shall provide the Board of Directors with advice, whether on request or on own initiative, which advice the Board of Directors has a duty to consider.

5.2.4 Term of Office for Members of the Advisory Committee

- a) Advisory Committee members shall hold office for 2 (two) years only but shall be eligible for re-election thereafter in the same or another capacity.

5.3 Council Sub-Committees

- a) Each Council member shall be appointed as Chairperson of a Committee, which will be responsible to advise Council on the respective aspects of membership, CIE, development, technology, and public relations matters. The Chairperson of each Sub-committee shall select not less than 3 (three) Sub-committee members from the individual membership, excluding Students and Affiliates, or the official representatives of group members, whose appointments shall be ratified by Council, to assist him to fulfil the objectives of each respective Sub-Committee as detailed below.

5.3.1 Membership Sub-Committee

- a) Actively market membership of IESSA amongst the lighting industry, in conjunction with the Chairperson of the Public Relations Committee.
- b) Ensure the election and grading of members in accordance with **Clauses 4.4, 4.5, and 4.7** and notify applicants of the outcome of their application in accordance with **Clauses 4.8 and 4.9**.
- c) Keep a member register in accordance with **Clause 4.10**.
- d) Inform the Financial Director of the names and contact details of all new members, as ratified by Council, in order to issue invoices for entrance fees and subscription fees in accordance with **Clauses 4.11 and 4.12**.

- e) Issue official membership certificates to new members once the Financial Director has confirmed that all fees due have been paid.
- f) Receive resignations by members, submit these to Council and liaise with the Financial Director for the payment of any monies due and the return of any certificate or insignia of membership.
- g) Notify members of their exclusion from membership, in accordance with **Clause 4.15**, once notified by the Financial Director that annual subscriptions have not been paid by the last day of the financial year.
- h) Conduct the expulsion of members in accordance with **Clause 4.16**.
- i) Conduct the re-admission of members in accordance with **Clause 4.18**.

5.3.2 CIE Sub-Committee

- a) To maintain membership and promote the objects of the International Commission on Illumination (Commission International de l'Eclairage – CIE) as stated in its statutes, namely:
 - i. Provide an international forum for the discussion of all matters relating to the science, technology and art in the fields of light and lighting and for the interchange of information in these fields between countries.
 - ii. Develop basic standards and procedures of metrology in the fields of light and lighting.
 - iii. Provide guidance in the application of principles and procedures in the development of international standards in the fields of light and lighting.
 - iv. Prepare and publish CIE standards, reports and other literature concerned with all matters relating to the science, technology and art in the fields of light and lighting.
 - v. Maintain liaison and technical interaction with other international organisations concerned with matters related to the science, technology, standardisation and art in the fields of light and lighting.
 - vi. Represent the interests of South Africa in the councils of the CIE, determine the views which prevail in this region and secure due consideration of these views in international discussions.
- b) Represent the CIE in South Africa, keep all lighting and related interests of this area informed of CIE recommendations and proceedings, and in general, assist in giving this region the benefit of developments that take place.
- c) Instigate lighting and allied research, which is considered necessary in the region's interest, and execute work assigned to IESSA by the CIE.
- d) Promote standards and codes of practice relating to light and lighting and encourage their dissemination and implementation in the region.
- e) Promote good lighting practice in the region and study and apply the value of illumination requirements in relation to visual efficiency and performance.
- f) Appoint IESSA representatives on CIE divisions or technical committees, or Nominate delegates to CIE meetings, subject to ratification by Council. Selection shall be by democratic process from the entire IESSA membership. Financial contributions towards the expenses incurred by delegates may be

awarded as determined from time to time by Council. IESSA delegates to a CIE meeting must submit to Council, within 60 (sixty) days of their return, a comprehensive technical report on their assignment and related activities.

- g) In the case of a delegation to CIE meetings consisting of more than one person, the leader of the delegation shall be the senior member of the delegates or, failing this, Council shall nominate a leader of the delegation, who shall be responsible to report on the activities of the delegation.
- h) At all other times, the Chairperson and the Vice Chairperson of the CIE Sub-committee, or in their absence, two nominees of Council, shall represent Council in matters concerning the CIE General Assembly.
- i) Reports submitted to Council in terms of this section shall be circulated to all members or, if this is not practical, a synopsis of the report shall be made available to members on request.

5.3.3 Development Sub-Committee

- a) Advance illumination engineering skills, its related sciences, art and the application thereof for the benefit of all members.
- b) Provide forums for the preparation, presentation, discussion and recording of papers, courses and works on matters pertaining to illumination engineering and its associated arts and sciences.
- c) Recognise merit in such papers and works by making awards to authors from funds received or set aside for this purpose.
- d) Improve the knowledge of persons engaged in illumination engineering and/or associated sciences and industries and establish standards of competence for members.
- e) Cooperate with educational authorities to establish by examination or otherwise, the competence of such persons, and to award prizes, certificates and distinctions and to confer upon members the right to indicate their achievement of such competence by appropriate designations.
- f) Train any interested group, institution or party in the fundamentals and technologies of good lighting.
- g) Provide or promote means for continuous professional development of interested persons concerning illumination engineering and allied sciences and art by the presentation of lectures, courses, workshops, seminars or congresses, and by the publication of papers, reports, guides and other publicity material.
- h) Make regulations from time to time as to the requirements and qualifications necessary to enable a member to be awarded a Diploma in Illumination Engineering. Such regulations shall be limited to defining the professional qualifications and standards relating to the award of a Diploma by the authority of IESSA only.
- i) Update Council from time to time on new lighting technologies and subsequent advanced educational requirements.

5.3.4 Technology Sub-Committee

- a) Support all members active in the manufacture, supply, importation and distribution of luminaires, lamps and components for the benefit of IESSA and its members.

- b) Promote adherence to the minimum technical standards as laid down by the relevant standards authorities.
- c) Have a sound business code of conduct on the part of all members, which will be updated to keep pace with the changing times.
- d) Promote, encourage and/or support any legislation or statutory provision or any action, which may affect IESSA or its members favourably.
- e) Oppose any legislation, statutory provision or any action, which may adversely affect IESSA or its members.
- f) Promote and protect the interests of its members and deal with such matters that may affect their common interest.
- g) Collect, tabulate and disseminate any technical information that may be of use to members.
- h) Constantly encourage the maintenance of quality and safety of products manufactured or distributed by the industry.
- i) Render technical assistance to the industry and the public on an if and when required basis.
- j) Nominate a representative to represent IESSA on the SEIFSA bargaining council.

5.3.5 Financial Director

- a) Advise Council on an annual basis with regard to possible revisions to membership fees.
- b) Liaise with the Chairperson of the Membership Sub-committee on all aspects related to the election, grading and transfer of both new and existing members with regard to their payment of entrance fees and subscription fees, as well as resignations, exclusions and expulsions of members, with regard to any monies due by them.
- c) Prepare, and submit to Council for ratification, in conjunction with the respective Chairpersons of all Council Sub-Committees and Branch Committees, an annual budget for each of these Council and Branch Committees, as well as a combined budget for IESSA.
- d) Ensure that proper credit control procedures are in place to collect all monies due to IESSA and any of its Council Sub-committees.
- e) Keep true accounts of all moneys received and expended by IESSA and its Council Sub-committees and administer all funds of IESSA in accordance with the directions of the Board of Directors, to which the Financial Director will be responsible.
- f) Prepare, and submit to the Board of Directors for ratification, an audited statement of income and expenditure and a balance sheet, made up to the end of the financial year, for submission at the next IESSA Annual General Meeting.
- g) Make recommendations with regard to the appointment of an external auditor in accordance with **Clause 8.9**.
- h) Ensure that the procedures regarding the dissolution of IESSA, in accordance with **Clause 8.14**, are adhered to.

- i) Ensure that the procedures regarding the winding up of IESSA, in accordance with **Clause 8.15**, are adhered to.

5.3.6 Public Relations Sub-Committee

a) Publications:

- i. All publications written in the name of IESSA should be recommended by the Chairperson and submitted for prior approval to the Board of Directors, based upon alignment with IESSA's mission, aims and objectives.
- ii. The Sub-Committee shall remain impartial and uphold the interests of IESSA at all times.
- iii. All publications shall be submitted with the approved logo and colours of IESSA to ensure that all publications on behalf of IESSA is aligned with its corporate image.
- iv. All material submitted to the Sub-committee for consideration for publication shall be attended to within a maximum time period of three (3) business days.
- v. Approve advertisers, the contents of advertisements, the type of advertisements and determine applicable advertising rates.
- vi. All papers and contributions submitted to and accepted by the Sub-committee, together with any drawings and/or illustrations, shall become the property of IESSA when the authors thereof cede such copyrights to IESSA. Thereafter no-one shall, save by permission of the Directors (which permission shall not be unreasonably withheld) publish or cause or allow to be published, such papers or contributions.

b) Newsletter:

- i. Determine the format and layout of official IESSA news, which shall be published at least 4 (four) times a year, and which contents shall reflect news, dates for future meetings, branch activities, development initiatives and other general membership and IESSA information. This may be done through professional publishers, such as lighting related trade magazines.
- ii. Ensure the distribution of the IESSA news and the archive of soft copies for reference purposes.

c) Website:

- i. Establish an official website of IESSA and register a domain name.
- ii. Publish material news on the website, subject to **Clause 5.3.6a**).
- iii. Maintain the information published on the website to ensure that it is kept up to date.

d) Annual Congress:

- i. Arrange and organise the annual Congress and Annual General Meeting of IESSA as determined by Council and delegated to the Sub-committee and an employee or contractor(s) for execution.

- ii. Investigate and suggest options for venues, dates, themes and events for the annual Congress to Council.
 - iii. Organise and approve papers and presentations for the annual Congress in consultation with the CIE and Technology Sub-committees.
- e) Other Events:
- i. Oversee the arrangement and organisation all other events as determined by Council and delegated to the Sub-committee, an employee or contractor for execution.
 - ii. Investigate and suggest options for venues, dates and sponsorships for other events to Council.

5.4 Branch Committees

- a) The Board of Directors may decide to establish a Branch of IESSA upon receipt of a written request, seconded by at least 10 (ten) members, living in any province of South Africa.
- b) A Branch shall be named after the region in which it is located, for example IESSA Gauteng.
- c) Following the Board's approval to form a Branch in a province, the Board shall convene an inaugural Special General Meeting of the Branch, for the purpose of electing a Branch Committee.
- d) The nomination and election of members to serve on a Branch Committee shall be decided upon by the members of IESSA residing in the appropriate province.
- e) Only active and retired Associates, Members and Fellows from the individual membership, or the official representatives of group members, shall be eligible to serve as Branch Committee members.
- f) The Branch Committee shall consist of a Chairperson, Vice Chairperson, Secretary and 6 (six) Committee members, one each responsible for the IESSA matters of membership, CIE, development, technology, finance and public relations.
- g) The Chairperson, Vice Chairperson and Secretary shall be nominated and elected by the Branch Committee from amongst its members.
- h) The Branch Committee shall be nominated and elected annually thereafter at the Branch Annual General Meeting.
- i) Branch Committee members shall hold office for 1 (one) year only, but shall be eligible for re-election thereafter in the same or another capacity.
- j) The Branch Committee shall be responsible for conducting all the affairs of the Branch in conformity with the Constitution, including liaison with the relevant Chairpersons of each of the Council Committees in respect of membership, CIE, development, technology, finance and public relations matters, and shall meet as often as the business of the Branch requires for this purpose.
- k) Copies of the minutes of such meetings shall be forwarded to the Secretary of IESSA and the Secretaries of all other IESSA Branches within 30 (thirty) days from the date of such meeting held.
- l) Branches shall receive 10% (ten percent) of the entrance fees and subscription fees paid by the members of each respective branch, on an annual basis, and within 30 (thirty) days from the end of the

financial year of IESSA, as well as 50% (fifty percent) of the net profit generated by the activity of any Council Committee within the geographical area covered by each respective branch.

- m) The Branch Committee finance member shall be responsible to compile an annual budget of monthly income and expenditure, subject to Council approval, and thereafter a monthly statement of income and expenditure. The Branch Committee finance member shall also be responsible to submit an annual statement of income and expenditure and a balance sheet of all assets and liabilities of the Branch to each Branch Annual General Meeting, as well as a report covering the past year's financial activities.
- n) Copies of these documents shall be sent to the Financial Director for information on a monthly and annual basis.
- o) During its year of office, the Branch Committee shall arrange and hold at least 4 (four) technical presentations and/or site visits of an appropriate technical nature for the benefit of members. Prior notification of all such presentations and/or site visits shall be sent in good time to each member of IESSA resident in the designated area of the Branch. Visitors, by invitation, may attend such presentations and/or site visits.
- p) When a Branch Committee member's office is vacated, either due to resignation, or for whatever other reason, the Branch Committee shall nominate and elect, by simple majority vote, either an Associate, Member or Fellow from the individual membership, or an official representative of a group member, to fill the vacancy on the Branch Committee.
- q) Such a nominated Branch Committee Member shall serve on the Branch Committee until the next Branch Annual General Meeting, but shall not have the right to vote.
- r) In the event that more than three Branch Committee member offices are vacated during the course of a financial year, the Branch Special General Meeting shall be called to elect additional Branch Committee members.
- s) In the event that the office of the Branch Committee Chairperson is vacated during his term of office, either due to resignation, or for whatever other reason, the Vice-Chairperson shall automatically fill the Chairperson's office.

6 EXECUTIVE MANAGEMENT

- a) The Board of Directors has executive powers to make decisions on behalf of IESSA as provided for in the Memorandum of Incorporation.
- b) The Board of Directors of IESSA has the authority to decide on a permanent staff complement and the appointment of candidates thereto.
- c) The Board of Directors has the authority to delegate executive responsibilities to a designated official. Policies, procedures and threshold values for different executive decisions that the designated official may independently take, will be set in this regard.

7 MEETINGS

7.1 Board Meetings

7.1.1 Venue

- a) Board meetings shall be held at such place as decided by the Board from time to time.

7.1.2 Date and Time

- a) Board meetings shall be held at dates and times as decided by the Board from time to time.

7.1.3 Quorum

- a) A quorum at a Board meeting shall be at least 3 (three) Directors.

7.1.4 Voting

- a) Every proposal submitted to any Board meeting shall be decided by a show of hands of the members entitled to vote.
- b) A ballot may be demanded by any Board member present and shall be held forthwith and be supervised by a scrutineer appointed by the meeting.
- c) The President shall have a casting vote.
- d) Electronic voting by means of email between members occurring between Board meetings shall also be acceptable to promote development and best interests of IESSA, ensuring efficient operations. The electronic vote shall be formalised in the minutes of the next Board meeting.

7.1.5 Chairperson

- a) The President shall be the Chairperson at all Board meetings at which he is present.
- b) Should the President not be present at the Board meeting, the Vice-President shall act as Chairperson.
- c) Should none of the Presidents be present at the meeting, a Director elected by the meeting shall act as Chairperson.

7.2 Council Meetings

7.2.1 Venue

- a) Council meetings shall be held at such place as decided by Council from time to time.

7.2.2 Date and Time

- a) Council meetings shall be held at dates and times as decided by Council from time to time.

7.2.3 Quorum

- a) A quorum at a Council meeting shall be at least 3 (three) Directors.

7.2.4 Voting

- a) Every proposal submitted to any Council meeting shall be decided by a show of hands of the members entitled to vote.
- b) A ballot may be demanded by any Council member present and shall be held forthwith and be supervised by a scrutineer appointed by the meeting.
- c) The President shall have a casting vote.
- d) Electronic voting by means of email between members occurring between Council meetings shall also be acceptable to promote development and best interests of IESSA, ensuring efficient operations. The electronic vote shall be formalised in the minutes of the next Council meeting.

7.2.5 Chairperson

- a) The President shall be the Chairperson at all Council meetings at which he is present.
- b) Should the President not be present at the Council meeting, the Vice-President shall act as Chairperson.
- c) Should none of the Presidents be present at the meeting, a Director elected by the meeting shall act as Chairperson.

7.3 Council Sub-Committees

7.3.1 Venue

- a) Council Sub-committee meetings shall be held at such place as decided by the Council Committee from time to time.

7.3.2 Date and Time

- a) Council Sub-committee meetings shall be held at dates and times as decided by the Council Sub-committee from time to time.

7.3.3 Quorum

- a) A quorum at a Council Sub-committee meeting shall be 3 (three) Council Sub-committee members.

7.3.4 Voting

- a) Every proposal submitted to a Council Sub-committee meeting shall be decided by a show of hands of the members entitled to vote.
- b) A ballot may be demanded by any Council Sub-committee member present and shall be held forthwith and be supervised by a scrutineer appointed by the meeting.
- c) Electronic voting by means of email between members occurring between Council Sub-committee meetings shall also be acceptable to promote development and best interests of IESSA, ensuring

efficient operations. The electronic vote shall be formalised in the minutes of the next Council Sub-committee meeting.

7.3.5 Chairperson

- a) The Chairperson of a Council Sub-committee shall preside at all Council Sub-committee meetings at which he is present.
- b) Should the Chairperson of a Council Sub-committee not be present at the meeting, a Council Sub-committee member elected by the meeting shall act as Chairperson.

7.4 Branch Committee Meetings

7.4.1 Venue

- a) Branch Committee meetings shall be held at such place as decided by the Branch Committee from time to time.

7.4.2 Date and Time

- a) Branch Committee meetings shall be held at dates and times as decided by the Branch Committee from time to time.

7.4.3 Quorum

- a) A quorum at a Branch Committee meeting shall be 3 (three) Branch Committee members.

7.4.4 Voting

- a) Every proposal submitted to a Branch Committee meeting shall be decided by a show of hands of the members entitled to vote.
- b) A ballot may be demanded by any Branch Committee member present and shall be held forthwith and be supervised by a scrutineer appointed by the meeting.
- c) The Chairperson shall have a casting vote.
- d) Electronic voting by means of email between members occurring between Council Branch meetings shall also be acceptable to promote development and best interests of IESSA, ensuring efficient operations. The electronic vote shall be formalised in the minutes of the next Council Branch meeting.

7.4.5 Chairperson

- a) The Chairperson of a Branch Committee shall preside at all Branch Committee meetings at which he is present.
- b) Should the Chairperson of a Branch Committee not be present at the meeting, the Vice Chairperson shall act as Chairperson.
- c) Should neither the Chairperson or Vice Chairperson be present at the meeting, a Branch Committee member elected by the meeting shall act as Chairperson.

7.5 Branch Annual General Meetings

- a) All IESSA Branches shall hold a Branch Annual General Meeting to receive and consider the Chairperson's report, a Statement of Income and expenditure and Balance Sheet, to elect the Branch Committee for the next year and to conduct any such business as the Branch Committee may decide. Both members and visitors, by invitation, shall be entitled to attend a Branch Annual General Meeting.

7.5.1 Venue

- a) Branch Annual General Meetings shall be held at such place as decided by the Branch Committee from time to time.

7.5.2 Date and Time

- a) Branch Annual General Meetings shall be held one month prior to the IESSA Annual General Meeting, unless otherwise decided by Council, at dates and times as decided by the Branch Committee from time to time.

7.5.3 Quorum

- a) The quorum for a Branch Annual General Meeting shall be 6 (six) members.
- b) If a quorum is not present at the advertised time of the Branch Annual General Meeting, the meeting shall be postponed for 20 (twenty) minutes. If after this period there is still no quorum, then those members present, which shall be a minimum of 5 (five) members, and the valid postal votes and proxy votes shall constitute a quorum, provided that the sum of these shall be greater than 10 (ten).
- c) Should the sum of these be less than 10 (ten), the meeting shall be dissolved and stand adjourned for 7 (seven) days, where after it shall be convened again at a venue, date and time as decided by the Branch Committee.

7.5.4 Voting

- a) All matters arising for decision at the meeting shall be decided by a majority vote on a show of hands on a motion duly seconded, or by ballot, should the meeting so decide, with the exception of the election of Branch Committee members, which shall be decided by ballot.
- b) All members shall be entitled to nominate candidates for election to the Branch Committee on the prescribed nomination form, together with the candidate's signature of acceptance.
- c) Completed nomination forms shall be returned to reach the Branch Secretary not less than 7 (seven) days prior to the date of the meeting.
- d) If there are insufficient nominations received at this date for the vacancies on the Branch Committee, nominations to fill these vacancies may be accepted at the meeting.
- e) Where more nominations have been received than there are vacancies on the Branch Committee, those members present at the meeting will be required to conduct a ballot for the election of members of the Branch Committee.
- f) A scrutineer, who shall not be a member of the Branch Committee, or a nominee, shall be appointed by the meeting to conduct the ballot.
- g) In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, the Chairperson shall decide the result.

- h) A member unable to be present at a Branch Annual General Meeting may vote by proxy. The person appointed as proxy shall be a member of IESSA and such appointment shall be duly made in writing and signed.

7.5.5 Chairperson

- a) The Chairperson of a Branch Committee shall preside at the Branch Annual General meeting at which he is present.
- b) Should the Chairperson of a Branch Committee not be present at the meeting, the Vice Chairperson shall act as Chairperson.
- c) Should neither the Chairperson nor Vice Chairperson be present at the meeting, a Branch Committee member elected by the meeting shall act as Chairperson.

7.5.6 Failure to Hold a Branch Annual General Meeting

- a) In the event of failure to hold a Branch Annual General Meeting, due to failure to obtain a quorum, or for any other reason whatsoever, the Branch will be dissolved and the management of the Branch shall revert back to Council.
- b) Council shall be empowered to make any decisions necessary to manage the affairs of the Branch in an orderly manner and in accordance with the Constitution.
- c) Council may consider the re-establishment of the Branch in accordance with **Clause 5.4**.

7.5.7 Branch Special General Meetings

- a) The Branch Committee may, at any time, convene a Branch Special General Meeting.
- b) Only such business as specified shall be transacted.
- c) The Branch Committee shall convene a Branch Special General Meeting within 30 (thirty) days from receipt of a written application by not less than 10 (ten) members, provided that such application specifies the purpose for which the meeting is to be convened.
- d) The provisions of **Clause 7.5** will apply mutatis mutandis to Branch Special General Meetings.

7.6 IESSA Annual General Meetings and Congresses

- a) IESSA shall hold an Annual General Meeting and Congress to receive and consider the President's report, a Statement of Income and Expenditure and Balance Sheet, to elect members of Council for the next year, to present technical papers and lectures on lighting matters and topics, and to conduct any such business as Council may decide.
- b) Both members and visitors, on invitation, may attend the IESSA Annual General Meeting and Congress as delegates, at a cost to be determined by Council.

7.6.1 Venue

- a) The IESSA Annual General Meeting and Congress shall be held at such place as decided by Council from time to time.

7.6.2 Date and Time

- a) The IESSA Annual General Meeting and Congress shall be held at such place as decided by Council from time to time.

7.6.3 Quorum

- a) The quorum for the IESSA Annual General Meeting shall be 20 (twenty) members.
- b) If a quorum is not present at the advertised time of the IESSA Annual General Meeting, the meeting shall be postponed for 20 (twenty) minutes.
- c) If after this period there is still no quorum, then those members present, which shall be a minimum of 15 (fifteen) members, and the valid postal votes and proxy votes shall constitute a quorum, provided that the sum of these shall be greater than 20 (twenty).
- d) Should the sum of these be less than 20 (twenty), the meeting shall be dissolved and stand adjourned for 30 (thirty) days, where after it shall be convened again at a venue, date and time as decided by Council.

7.6.4 Voting

- a) All matters arising for decision at the meeting shall be decided by a majority vote on a show of hands on a motion duly seconded, or by ballot, should the meeting so decide, with the exception of the election of Council members, which shall be decided by ballot.
- b) All members shall be entitled to nominate candidates for election to Council on the prescribed nomination form, together with the candidate's signature of acceptance.
- c) Completed nomination forms shall be returned to reach the Secretary not less than 7 (seven) days prior to the date of the meeting.
- d) If there are insufficient nominations received at this date for the vacancies on Council, nominations to fill these vacancies may be accepted at the meeting.
- e) Where more nominations have been received than there are vacancies on Council, those members present at the meeting will be required to conduct a ballot for the election of members of Council.
- f) A scrutineer, who shall not be a member of Council, or a nominee, shall be appointed by the meeting to conduct the ballot.
- g) In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, the President shall decide the result.
- h) A member unable to be present at the IESSA Annual General Meeting may vote by proxy. The person appointed as proxy shall be a member of IESSA and such appointment shall be duly made in writing and signed.

7.6.5 Chairperson

- a) The President shall be the Chairperson at all IESSA Annual General Meetings at which he is present.
- b) Should the President not be present at the meeting, the Vice-President shall act as Chairperson.
- c) Should none of the Presidents be present at the meeting, another Director shall act as Chairperson.

7.6.6 IESSA Special General Meetings

- a) Council may, at any time, convene an IESSA Special General Meeting.
- b) Only such business as specified shall be transacted.
- c) Council shall convene an IESSA Special General Meeting within 30 (thirty) days from receipt of a written application by not less than 30 (thirty) members, provided that such application specifies the purpose for which the meeting is to be convened.
- d) The provisions of **Clause 7.6** will apply mutatis mutandis to IESSA Special General Meetings.

7.7 Notice of Meetings

- a) Notices convening Council, Council Sub-committee or Branch Committee meetings shall be sent to members to reach them in good time prior to the date of such meetings: by post - not less than 3 (three) weeks or by e-mail / fax - not less than 1 (one) week.
- b) Notices convening Annual General Meetings and Special General Meetings of IESSA or IESSA Branches, as well as nomination forms for candidates to Council or Branch Committees, where applicable, shall be sent to members to reach them in good time prior to the date of such meetings: by post - not less than 4 (four) weeks or by e-mail / fax - not less than 2 (two) weeks.

7.8 Omission of Notice of Meetings

- a) The accidental omission to give notice of any meeting of IESSA to any member shall not invalidate any resolution passed at such meeting.
- b) The proceedings of any meeting of IESSA shall not be invalidated due to any member not receiving notice of the meeting.

7.9 Minutes

- a) Council shall ensure that minutes are kept of the proceedings of all meetings of IESSA, including Annual General Meetings, Special General Meetings, Council meetings, Council Sub-committee meetings and Branch meetings.
- b) Copies of the minutes of the proceedings and reports of all meetings held by Council Sub-committees and Branch Committees shall be sent to the Secretary within 30 (thirty) days from the date of any such meeting.

8 GENERAL

8.1 Interpretation

- a) "Board" shall mean the Board of Directors constituted under **Clause 5.1 and 5.2** of the Constitution.
- b) "Council" shall mean the Board of Directors and Advisory Committee, constituted under **Clause 5.2**, combined.

- c) In the case of doubt as to the meaning of any portion of the Constitution, the interpretation of the Board of Directors shall be binding upon members.
- d) In the event of further doubt or misinterpretation, the Board of Directors shall be bound by such common law as prevails at the time.
- e) The word 'member' shall be deemed to include both males and females and all classes of membership, inclusive of both individual and group members.
- f) Words implying the singular are intended to include the plural and vice versa.
- g) The terms 'approved', 'recognised' and 'acceptable' shall mean approved, recognised and acceptable to the Board of Directors, unless the content donates otherwise.
- h) The use of the masculine form shall apply to both sexes.

8.2 Co-Opted Council and Branch Committee Members

- a) The Chairpersons of Council and Branch Committees are empowered to co-opt any employee of a group member to fulfil a specific function on a Council Committee or Branch Committee, subject to ratification by Council.
- b) Co-option of a member onto a Council or Branch Committee should be used, Inter alia, to enhance the objective of demographic equity.
- c) A Council or Branch Committee member so co-opted shall serve on a Council or Branch Committee for the remaining portion of the current year only and shall not be entitled to vote at the Council or Branch Committee Meetings.

8.3 Secretarial and Associated Professional Services

- a) The Board of Directors is empowered to make arrangements for secretarial and other relevant professional services and to provide for the necessary remuneration in the event of the employment of a contracted employee/s.
- b) The office administrator shall attend all Council meetings, take minutes of the proceedings, distribute all correspondence and minutes received from other Committees to Council members and ensure notice of meetings are circulated to all Council members to reach them in appropriate time.

8.4 Delegation of Duties and Secondments

- a) The Committee Chairpersons of any IESSA Committees, as well as any employees, may be delegated with the authority to establish or assist with the establishment of new or related entities, as resolved by the Board of Directors.

8.5 Execution of Deeds, Documents and Writings

- a) Only the Board of Directors, duly authorised by a special resolution, shall be entitled to sign deeds, documents and writings, including financial instruments and cheques, which require execution on behalf of IESSA.

8.6 Establishment of Related Entities

- a) The Board of Directors is expressly authorised to pursue and/or establish separate legal entities that may be required to comply with its legal obligations and mandate in terms of the regulatory environment and IESSA's strategy and objectives.

8.7 Assets and Accounts

- a) All funds, property and assets of IESSA shall be vested in the Board of Directors, in trust, for IESSA. True accounts shall be kept of all moneys received and expended by IESSA and of the assets and liabilities of IESSA. The Financial Director shall administer the funds of IESSA in accordance with the Directors, to which he shall be responsible.

8.8 Annual Reports

- a) The Board shall submit, at each IESSA Annual General Meeting, a report by the President on the affairs of IESSA and an audited Statement of Income and Expenditure and a Balance Sheet, made up to the end of the financial year.

8.9 Auditing of Accounts

- a) The accounts of IESSA shall be audited once a year by an external auditor, appointed by the IESSA Board of Directors in accordance with the national regulations and accepted accounting practice.

8.10 Application of Income

- a) The income generated by IESSA shall be applied solely to further the interests of IESSA as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or payment to any member of IESSA.
- b) Payments in respect of remuneration to any employee of IESSA or the reimbursement of legitimate expenses incurred for and on behalf of IESSA are excluded from **Clause 8.10a**).

8.11 Indemnity

- a) IESSA shall have a separate legal identity and shall be capable of being sued in its own name.
- b) Each member of Council shall be accountable only in respect of his own acts and shall not be accountable for any other acts done or authorised, to which he has not expressly assented.
- c) No member of Council shall incur any personal liability in respect of any loss or damage, howsoever incurred, which results from any act which is in accordance with any decision or instruction from Council, and IESSA indemnifies each member of Council against such loss or damage. Such indemnity extends to any act done in good faith although in excess of the member of the Board's legal powers.
- d) Any member of Council who acts contrary to any decision or instruction from the Board, or who acts contrary to any of the rules of IESSA, shall be personally liable for any loss or damage, which includes legal costs, incurred by IESSA as a result of such actions.

- e) The liability of members shall be limited to the amount unpaid on their subscriptions.

8.12 Affiliation of Kindred Institutions

- a) The Board may, upon receipt of a request to that effect from any organisation, with objects kindred to those of IESSA, arrange an affiliation on such terms and conditions as might be agreed upon, or may nominate a member to represent IESSA at such an affiliated kindred institution.

8.13 Funding of Industry Initiatives

- a) The Board of Directors may in its full discretion allocate funding to any organisation or initiatives, with objects akin to those of IESSA. Should this be approved, a formal written funding agreement must be entered into and IESSA will evaluate the outcomes on completion of the project or initiative.

8.14 Dissolution

- a) IESSA shall be dissolved at a Special General Meeting held for that purpose if 2/3 (two-thirds) or more of the members voting in person, and by proxy, or by postal vote at such a Special General Meeting, vote in favour of such a resolution to dissolve.
- b) All current and fixed assets that remain after payment of all debts and liabilities shall be transferred to a registered non-profit institution that has objectives similar to those of IESSA, as identified by the Board.

8.15 Winding Up

- a) If a resolution to dissolve IESSA had been passed as provided in **Clause 8.14**, or if for any reason IESSA is unable to continue to function, the following provisions shall apply:
 - i. The Board of Directors shall appoint an external liquidator to carry out the winding up of the affairs of IESSA, and the liquidator shall be paid such fees as may be agreed upon between him and the Board.
 - ii. The liquidator shall call upon the Chairperson of the Finance Committee to hand over to him all deeds, documents and writings, including financial instruments and cheques, necessary to liquidate all assets.
 - iii. The liquidator shall take all necessary steps to pay all debts and liabilities of IESSA from the funds available to him, or from monies received from the sale of any or all assets of IESSA.
 - iv. Should these funds and monies be insufficient to pay all creditors after the liquidator's fees and the expenses of winding up have been met, the order in which creditors shall be paid shall be the same as that prescribed in any law at the time in force and relating to the distribution of assets of an insolvent estate.
 - v. If, after the payment of all debts, there are remaining funds and monies, and no institution has been identified in terms of **Clause 8.12**, these funds and monies shall be distributed by the liquidator amongst the members of IESSA, who were in good standing at the date of dissolution, pro rata in proportion to the subscriptions actually paid by them in respect of the 12 (twelve) months prior to the date of dissolution.

8.16 Amendments to the Constitution

- a) Alterations of or additions to the Constitution shall be made only at an Annual General Meeting or a Special General Meeting convened for that purpose.
- b) The proposed amendments shall only be made if $\frac{2}{3}$ (two-thirds) or more of the members voting in person, and by proxy, or by postal vote at such an Annual General Meeting or Special General Meeting, vote in favour of such amendments.