

CONSTITUTION

2010

SOUTH AFRICAN ASSOCIATION OF CONSULTING PROFESSIONAL PLANNERS



THE SOUTH AFRICAN ASSOCIATION OF CONSULTING PROFESSIONAL PLANNERS

CONSTITUTION

1. NAME AND STATUS

1.1 The name of the Association is -

The South African Association of Consulting Professional Planners, abbreviated as SAACPP.

1.2 The Association is a body corporate with perpetual succession with the capacity to -

- (a) acquire rights;
- (b) incur obligations;
- (c) enter into legal transactions; and
- (d) sue and be sued *eo nomine*.

2. OFFICES

2.1 The administrative head office of the Association shall be determined by the Council from time to time: Provided that such head office shall be situated within the city or town in which the office of the Region whose representative has been elected as President, is situated.

2.2 A regional office shall be established by a properly constituted Region of the Association in any city or town within the borders of the geographic area which is served by that Region.

3. DEFINITIONS

3.1 In this constitution and the rules of the Association, unless the context indicates otherwise, -

3.1.1 "**Committee**" means a regional committee; (3.1.4)

3.1.2 "**Consultant**" means a person who possesses the necessary qualifications and complies with the requirements of the Association to practice as a Professional Planner or Technical Planner as defined in the Planning Professions Act, 2002 (Act 36 of 2002) and who devotes him or herself to giving advice to the public in regard to town and regional planning matters and who is not directly or indirectly involved or has an interest in a business undertaking which might possibly influence the exercise of his or her independent professional opinion on matters on which he or she advises; (3.1.10)

3.1.3 "**Correspondent Member**" means a person who, or firm or body which has been accepted as such in terms of the provisions of clause 6.1.2; (3.1.5)

3.1.4 "**Council**" means the Council of the Association; (3.1.9)

- 3.1.5 "**Firm**" means a professional town and regional planning practice, consisting of a consultant who practises as sole principal or is conducted by consultants who practise as a partnership, company with unlimited liability, an incorporated company or a close corporation; (3.1.3)
- 3.1.6 "**Member**" means a firm or body as defined in clause 3.1.5 whose name appears in the register of members but does not include an honorary member or a correspondent member; (3.1.6)
- 3.1.7 "**Month**" means a calendar month; (3.1.7)
- 3.1.8 "**Partner**" or "**Director**" means a partner, director or sole principal of a firm who, together with his or her co-partners or directors, if any, is jointly and severally responsible for such debts and liabilities of such firm, as are being or were incurred by such firm during his or her official association with that firm; (3.1.18)
- 3.1.9 "**Partnership**" means a firm as defined in clause 3.1.5; (3.1.19)
- 3.1.10 "**President**" means the president of the association; (3.1.8)
- 3.1.11 "**Register of Consultants**", means a register in which the names and other appropriate details of consultants, as determined by the committee, are recorded; (3.1.14)
- 3.1.12 "**Register of Correspondent Members**" means a register in which the names and other appropriate details of correspondent members, as determined by the committee, are recorded; (3.1.12)
- 3.1.13 "**Register of Honorary Members**" means a register in which the name and other appropriate details of honorary members, as determined by the committee, are recorded; (3.1.11)
- 3.1.14 "**Register of Members**" means a register in which the names and other appropriate details of members, as determined by the committee, are recorded; (3.1.13)
- 3.1.15 "**Session**" means the period between two successive annual general meetings; (3.1.15)
- 3.1.16 "**South Africa**" means the Republic of South Africa; (3.1.17)
- 3.1.17 "**the Act**" means, where applicable, the Planning Professions Act, 2002 (Act 36 of 2002) with the inclusion of any regulation promulgated thereunder; (3.1.2)
- 3.1.18 "**the Association**" means the South African Association of Consulting Professional Planners; (3.1.1) and
- 3.1.19 "**Written**" means written, printed, lithographed or partially the one and partially the other, as well as any other method by which words are or can be presented or reproduced in visible form. (3.1.16)
- 3.2 Where the context so requires, words importing the singular shall include the plural and vice versa and words importing persons shall include corporations.

4. OBJECTS

- 4.1 The Association's objects are to -

- 4.1.1 maintain a high work and ethical standard amongst consulting professional planners and technical planners;
- 4.1.2 render a service in connection with town and regional planning matters to the public;
- 4.1.3 promote the town and regional planning profession;
- 4.1.4 associate consulting professional and technical planners with a view to co-operation, mutual advantage and consultation; and
- 4.1.5 promote the professional interests, rights, powers and privileges of consulting professional planners and technical planners.
- 4.2 To attain its objects -
 - 4.2.1 the Council may establish and enforce a code of ethics to co-ordinate mutual conduct;
 - 4.2.2 the Council or a Committee, as the case may be, may, in addition to the matters set out in the rules of the Association, also -
 - 4.2.2.1 give the opportunity to legislative bodies, public bodies and others to consult with members of the Association and mutually acquire knowledge of each others viewpoints;
 - 4.2.2.2 consult with other professional associations, bodies or persons who are involved in town and regional planning or the execution thereof, on matters of mutual interest;
 - 4.2.2.3 purchase, lease, take in exchange or acquire in any other legitimate manner any movable or immovable property, especially land, buildings or works and acquire any rights or privileges which it deems necessary or desirable for business purposes and may erect, alter and maintain any building or works;
 - 4.2.2.4 partially or totally sell, let, mortgage, donate or alienate in any other manner, or turn to account any property, rights or privileges of the Association or of the region over which it exercises control;
 - 4.2.2.5 employ and remunerate such personnel as may be necessary for the proper execution of its functions;
 - 4.2.2.6 make use of such services as may be necessary for the proper and efficient performance of the Council's or Committee's functions;
 - 4.2.2.7 undertake and execute any trusts which have lawfully been or may be entrusted to the Association;
 - 4.2.2.8 lend or borrow money on such conditions and security as it may deem fit;
 - 4.2.2.9 invest moneys not required for immediate use in investments, securities or property which it deems suitable and, subject to such terms and conditions as it may deem necessary, generally lend or advance money to persons or companies with security;
 - 4.2.2.10 issue guarantees for the payment of moneys and guarantee by any other means and subject to such conditions as it may deem fit, the execution of any contract or performance by any company or person of its or his obligations;

- 4.2.2.11 establish and support charitable institutions or assist in the establishment and support of such institutions and donate or guarantee money for charitable purposes;
- 4.2.2.12 draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange and other negotiable and transferable instruments;
- 4.2.2.13 subject to the provisions of this Constitution, accept any person, firm or body as a member, honorary member or correspondent member and may suspend or terminate such membership or institute disciplinary steps against any member, honorary member or correspondent member; or
- 4.2.2.14 perform any other act which is related to the achievement of the Association's objects or which, in its opinion, will contribute thereto.

5. PROPERTY AND ASSETS

- 5.1 The Association's revenue, property and assets of whatever nature, irrespective of its source, shall be applied solely to the advancement of the Association's objects and no part or portion thereof shall be paid or transferred directly or indirectly to a member, correspondent member or honorary member of the Association or to any member of the family of a member, correspondent member or honorary member, by means of dividends, bonuses or any other form of gain.
- 5.2 No council or Committee member shall be appointed to any position within the Association, including personnel of any committee for which -
 - 5.2.1 a salary or any fee;
 - 5.2.2 remuneration of any nature whatsoever; or
 - 5.2.3 any other benefit in cash or with a cash valuewith the exception of the refund to such member of actual expenditure incurred by him or her in the execution of his or her duties, is paid.
- 5.3 Upon dissolution of a Region or the suspension of a Region's activities, all the Region's assets, after payment of its debts and fulfilment of its obligations, shall be transferred to the Council to hold in trust for a future Region which may be established for a geographic area which conforms substantially to the geographic area of the dissolved or suspended Region: Provided that if no such Region is established within ten years after the dissolution or suspension of the previous Region, the Council may apply such assets to the achievement of any of its objects, subject to the provisions of this Constitution.
- 5.4 If, at the dissolution of the Association or the suspension of its activities, any assets should remain after all its debts have been paid and all its obligations fulfilled, such assets shall, under no circumstances be paid to members of the Association or distributed amongst them and shall, as far as effect may be given to the following provisions, be given or transferred to some other organization or organizations whose objects are similar to those of the Association and which also prohibit the distribution of revenue, property and other asset to its members: Provided that members of the Association may identify such organization or organizations before or during the dissolution or suspension of the Association's activities and provided further that if the provisions of this clause cannot be complied with in so far as the requirements with which the receiver must comply are concerned, the assets or remaining portion thereof shall be donated or transferred to a charitable organization.

5.5 Proper records of revenue and expenditure and of assets and liabilities shall be kept by the Association and each Region and financial summaries shall annually -

5.5.1 in the case of the Association, be made available to each Region prior to such Region's annual general meeting;

5.5.2 in the case of a Region, be submitted to members of the Region's annual general meeting.

6. MEMBERSHIP

6.1 CLASSIFICATION OF MEMBERS

6.1.1 MEMBERS

Only firms as defined in clause 3.1.5 which comply with the requirements stated in clause 6.2.1, shall be admitted as members of the Association.

6.1.2 CORRESPONDENT MEMBERS

The Council or a Committee may admit any person who or firm or company which may not in terms of the provisions of clause 6.1.1 be admitted as a member, as correspondent member if such person, firm or company complies with the requirements stated in clause 6.2.2.

6.1.3 HONORARY MEMBERS

The Council or a Committee may elect any person whom it wishes to honour and who complies with the requirements stated in clause 6.2.3 as an honorary member.

6.2 REQUIREMENTS FOR MEMBERSHIP

6.2.1 MEMBERS

6.2.1.1 To be admitted as a member, the applicant must be a firm as defined in clause 3.1.5;

6.2.1.2 at least one of the principals of the firm must be registered as a professional planner or technical planner in terms of the provisions of the Act and must have practised as a professional planner or technical planner for at least 2 years;

6.2.1.3 it must practise as a consulting town and regional planning firm within the boundaries of the area of the relevant Region: Provided that a firm shall not be admitted as member of more than one Region unless it has established a branch of its business and carries on its business within the areas of more than one Region of the Association, in which event it may become a member of each such Region;

6.2.1.4 the prestige of all the consultants associated with it shall be such that, in the opinion of the Committee, it makes them suitable to practise as consulting professional or technical planners;

6.2.1.5 all the consultants associated with it shall conduct themselves in such a manner that their admission to membership will not be detrimental to the Association's dignity, prestige or status.

6.2.2 CORRESPONDENT MEMBERS

To be admitted as a correspondent member, the person, firm or company desiring such admission shall -

6.2.2.1 be directly concerned in town and regional planning or land use matters including the establishment of townships and property development;

6.2.2.2 have one or more persons in its employ who is or are registered as town and regional planners or professional planners in terms of the Act; and

6.2.2.3 be of such prestige and its conduct be such that the Committee is convinced that its admission to membership will not be detrimental to the Association's dignity, prestige or status.

6.2.3 HONORARY MEMBERS

To be elected as an honorary member, the person to be shall -

6.2.3.1 be a person who, in the opinion of the Council or the Committee, is rendering or has rendered distinguished service to the Association or to the town and regional planning profession or any other allied calling or profession; or

6.2.3.2 is a consultant who has retired from active practice; and

6.2.3.3 his or her prestige and conduct must be such that the Council or Committee is convinced that the bestowal of such honour will not be detrimental to the Association's dignity, prestige or status.

6.3 PRIVILEGES OF MEMBERS

6.3.1 MEMBERS

6.3.1.1 A member may send a delegation consisting of consultants who are associated with it to any seminar, congress or special or annual general meeting of the Region of which it is a member and each member of such delegation may participate in the discussions and vote on any motion or proposal.

6.3.2 CORRESPONDENT MEMBERS

6.3.2.1 A correspondent member may send a delegation consisting of consultants who are associated with him or it to any seminar, congress or special or annual general meeting of the Region of which it is a correspondent member and each member of such delegation may participate in the discussions but shall not have the power to vote on any matter.

6.3.3 HONORARY MEMBER

6.3.3.1 An honorary member may attend any seminar, congress or special or annual general meeting of the Region of which he is an honorary member and may participate in the discussions and vote on any matter.

6.4 APPLICATION FOR MEMBERSHIP

A firm or company which wishes to be admitted as a member or correspondent member of the Association or a person who wishes to be admitted as a honorary member, shall apply therefor in writing to the Committee of the Region in whose

area it carries on business or, in the case of a person who wishes to be admitted as a honorary member, to the Committee of the Region in whose are he resides and shall furnish such information and particulars as the Committee concerned may require. The Committee may grant or refuse such application or may postpone a decision thereon for a period not exceeding 3 months.

6.5 REGISTER OF MEMBERS

A Committee shall keep a register of members. Such register shall contain such information about a member as the Committee may deem necessary.

6.6 REGISTER OF CORRESPONDENT MEMBERS

A Committee shall keep a register of correspondent members as contemplated in clause 6.1.2.

6.7 REGISTER OF HONORARY MEMBERS

A Committee shall keep a register of honorary members as contemplated in clause 6.1.3.

6.8 REGISTER OF CONSULTANTS

A Committee shall keep a register of consultants who are associated with members and correspondent members.

6.9 CERTIFICATE OF MEMBERSHIP

6.9.1 A Committee shall issue a certificate of membership to each member, correspondent member or honorary member.

6.9.2 A certificate contemplated in clause 6.9.1 remains the property of the Association and shall be returned to the relevant Committee within 14 days of the termination of membership for whatever reason. In the event of failure to comply herewith, the relevant Committee may take appropriate steps to recover the certificate.

6.10 OBLIGATIONS OF MEMBERS

6.10.1 ALL MEMBERS

The conduct of a member of the Association, whether a member, correspondent member or honorary member, shall at all times be such that it shall not be detrimental to the dignity, prestige or status of the Association or the profession of consulting town and regional planner. The decision as to whether any conduct by a member, correspondent member or honorary member is detrimental, rests with the Committee of the Region to which the member, correspondent member or honorary member concerned belongs and is final. For purposes of this clause, the conduct of any consultant who is associated with a member, shall be deemed to be the conduct of the member unless the principal or principals of the member satisfies the Committee that he was or they were unaware of such conduct or could not prevent it and furthermore that it has taken or will take steps to the satisfaction of the Committee against the consultant concerned and has or will take all reasonable steps to prevent a recurrence.

6.10.2 A member's correspondent member's or honorary member's liability towards the Association or Region of which he or it is a member, is restricted to the membership fees, if any, which he is required to pay.

6.10.3 A member, correspondent member or honorary member shall without delay, notify the Region of any change of address or change in the composition of the firm or any other matter which affects or may affect his membership.

6.11 TERMINATION OF MEMBERSHIP

6.11.1 VOLUNTARY RESIGNATION

A member, correspondent member or honorary member may terminate membership of the Association by giving written notice of resignation to the Region of which he is a member, correspondent member or honorary member.

6.11.2 COMPULSORY TERMINATION

6.11.2.1 Members and Correspondent Members

A Committee may terminate or suspend the membership of any member, or correspondent member if -

6.11.2.1.1 in the opinion of the Committee, the member or correspondent member concerned is contravening or has contravened the provisions of clause 6.10.1;

6.11.2.1.2 the member or correspondent member concerned neglects or refuses to pay membership fees within 2 months of the date upon which they became payable and continues to neglect or refuse to pay such fees within a further 2 months after written reminder.

6.11.2.1.3 the member or correspondent member concerned is declared insolvent;

6.11.2.1.4 a consultant who is associated with a member or correspondent member is declared insolvent, becomes mentally deranged or is convicted of a criminal offence which, in the opinion of the Committee will be detrimental to the dignity, prestige or status of the Association and the member or correspondent member concerned persists in his or its association with the consultant concerned after he or it has been warned in writing.

6.11.2.1.5 the member or correspondent member concerned is convicted of a criminal offence which, in the opinion of the Committee, is such that it will be detrimental to the dignity, prestige or status of the Association;

6.11.2.1.6 the member or correspondent member concerned no longer complies with the requirements for membership as set out in clause 6.2.1 or 6.2.2 as the case may be;

6.11.2.1.7 the member or correspondent member concerned persists in its association or partnership with any other person, firm or company which is acting or has acted in contravention of this Constitution;

6.11.2.1.8 the member or correspondent member concerned makes itself guilty of misconduct or contravenes or ignores the provisions of this Constitution which conduct, contravention or ignoring will, in the opinion of the Committee, be detrimental to the dignity, prestige or status of the Association.

6.12 PROCEDURE ON COMPULSORY TERMINATION OF MEMBERSHIP

6.12.1 MEMBER AND CORRESPONDENT MEMBER

The decision to terminate or suspend a member's or correspondent member's membership as contemplated in clause 6.11.2.1 shall be a majority decision of the Council or Committee members present at a Council or Committee meeting, as the case may be, and such decision, which is final, shall only be taken after the member or correspondent member has been given adequate opportunity to defend himself and to state his case including the calling of witnesses.

6.12.2 HONORARY MEMBER

The Council or a Committee may, by majority decision terminate the membership of an honorary member, but only in exceptional circumstances. The Council or Committee shall itself decide whether the circumstances are exceptional or not and such decision is final but shall only be taken after the honorary member concerned has been given adequate opportunity to defend himself and to state his case including the calling of witnesses.

7. ENTRANCE AND MEMBERSHIP FEES

7.1 ENTRANCE FEE

7.1.1 An entrance fee as determined from time to time by the Committee of the relevant Region, shall be payable on admission of an applicant as a member or correspondent member. Such newly admitted member or correspondent member shall not be entitled to any privileges of membership before the entrance fee has been paid.

7.1.2 The entrance fee shall be paid within 1 month after receipt of an official notification of the admission as a member or correspondent member. On failure to comply with this requirement, membership shall lapse unless the Committee condones late payment of such fee.

7.1.3 Entrance fees shall under no circumstances be refunded.

7.1.4 Entrance fees are not paid by honorary members.

7.1.5 When a member or correspondent member who had previously resigned and who was, at the time of his resignation, in good standing, applies for readmission the Committee may in its discretion dispense with the payment of the entrance fee.

7.1.6 In special circumstances, the Committee may, at its discretion, waive the requirement to pay the entrance fee.

7.2 MEMBERSHIP FEES

7.2.1 Membership fees as determined from time to time by the Committee of the relevant Region, shall be payable annually by members and correspondent members of that Region.

7.2.2 Membership fees shall be payable on a date determined by the relevant Committee;

7.2.3 A person who or firm, body or company which became a member or correspondent member after the date upon which membership fees became payable, shall pay a

pro rata portion of the membership fee which has been levied for the year in which he or it became a member.

7.2.4 Membership fees shall under no circumstances be refunded nor shall any portion thereof be refunded on termination of membership.

7.2.5 Membership fees are not paid by honorary members.

7.2.6 In special circumstances, the Committee may, at its discretion, waive the requirement to pay the membership fee.

8. MANAGEMENT

8.1 THE COUNCIL

8.1.1 COMPOSITION

The Council shall consist of a president and at least as many councillors as there are Regions, but shall not, with the inclusion of the president, be less than 4. A Region shall be represented by 1 councillor for each 30 members or portion thereof.

8.1.2 THE PRESIDENT

The president of the Association shall be designated annually by the Councillors from amongst their number and shall hold office for a period not exceeding 24 months after which the Councillors shall designate a councillor who represents another Region as president.

8.1.3 VOTING RIGHT OF PRESIDENT

The president has a deliberative as well as a casting vote.

8.1.4 COUNCILLORS

The chairman of each Region is *ipso facto* a member of the Council. If a Region is, in terms of the provisions of clause 8.1.1, entitled to more than 1 representative in the Council, such additional member shall be designated by the relevant Committee from amongst its members.

8.1.5 INTERIM MEASURES

Until such time as sufficient Regions have been established to create a council of at least 4 members, the councillors representing the existing Regions in the Council, may co-opt one or more members of existing committees as councillors. A co-opted councillor shall enjoy all the rights and privileges of a councillor as contemplated in clause 8.1.4 but shall not be designated as President.

8.2 COMMITTEE

8.2.1 COMPOSITION

A Committee shall consist of -

8.2.1.1 a chairman;

8.2.1.2 a vice-chairman;

- 8.2.1.3 the retiring chairman (if any); and
- 8.2.1.4 four committee members who shall be elected by ballot.

8.2.2 **CO-OPTING OF COMMITTEE MEMBERS**

- 8.2.2.1 A Committee may in its discretion co-opt additional committee members to serve for the remainder of the session.
- 8.2.2.2 A co-opted member of the committee may participate in all the discussions of the Committee and vote on any matter.
- 8.2.3 Only consultants who are associated with members of the Association may be elected as committee members.

8.2.4 **ELECTORAL PROCEDURE**

8.2.4.1 **Chairman, Vice-Chairman and Secretary**

- 8.2.4.1.1 Prior to the date upon which nominations for the election of committee members are sent to the members of a Region, the existing Committee shall designate from amongst its members persons who will, after the next annual general meeting, hold the offices of chairman, vice-chairman and secretary for the succeeding session.
- 8.2.4.1.2 A person shall not be designated as chairman for more than two successive sessions.
- 8.2.4.1.3 A person shall only be designated as vice-chairman for two successive sessions in extraordinary circumstances and such designation shall be made only by a two thirds majority of the Committee.
- 8.2.4.1.4 If the post of chairman should for any reason become vacant, the vice-chairman shall act as chairman for the remainder of the session and shall enjoy all the rights and privileges and be vested with all the powers of the chairman.
- 8.2.4.1.5 If the chairman should for any reason not attend a meeting of the Committee, the vice-chairman shall act as chairman and shall enjoy all the rights and privileges of the chairman and be vested with all the powers of the chairman.

8.2.4.2 **Committee members**

- 8.2.4.2.1 The Committee shall at least 6 weeks prior to an annual general meeting give each member of the Region an opportunity to nominate consultants to serve in the committee as committee members. In the event that more persons are nominated than what there are vacancies, an election by secret ballot shall be held and the candidates who obtain the most votes shall be declared as duly elected at the following annual general meeting.
- 8.2.4.2.2 The Committee shall appoint at least two persons who have not been nominated as scrutineers to determine the results of an election.
- 8.2.4.2.3 A committee member shall assume office as soon as he has been declared duly elected in terms of the provisions of clause 8.2.4.2.1.
- 8.2.4.2.4 A casual vacancy in the Committee or a vacancy which was not filled at the preceding annual general meeting shall be filled by an appointment by the members of the Committee. A committee member who has been so appointed shall hold office for a period determined by the Committee but shall not be for

longer than the end of the session: Provided that a member whose office has been terminated in terms of the provisions of clause 8.2.4.2.5.6, shall not be appointed in terms of this clause.

- 8.2.4.2.5 A committee member's office is terminated -
 - 8.2.4.2.5.1 at the expiration of two sessions which succeed the annual general meeting at which he was declared to be a duly elected committee member, but may be re-elected;
 - 8.2.4.2.5.2 if he resigns as a committee member;
 - 8.2.4.2.5.3 if his membership of the Association or Region is terminated for any reason whatsoever;
 - 8.2.4.2.5.4 if he fails to attend two successive committee meetings without the Committee's leave;
 - 8.2.4.2.5.5 the Committee removes him from office by resolution;
 - 8.2.4.2.5.6 he is removed from office by resolution at a special or annual meeting.
- 8.2.4.2.6 When a committee member has been removed from office in terms of clause 8.2.4.2.5.6, the consequent vacancy in the Committee shall be filled by an election at that general meeting. Voting may, in that event, be by show of hands or by any other means determined by the chairman.

8.3 MEETINGS

8.3.1 COUNCIL

- 8.3.1.1 The Council shall meet -
 - 8.3.1.1.1 whenever necessary; or
 - 8.3.1.1.2 whenever a Region requests a meeting and such request is supported by another Region.
- 8.3.1.2 Written notice of a Council meeting shall be given to each member of the Council at least 30 days before the date of such meeting.
- 8.3.1.3 A member of the Council who is unable to attend a meeting, shall forthwith notify the Council thereof.
- 8.3.1.4 A quorum at a Council meeting shall be one more than 50% of the number of councillors.
- 8.3.1.5 The provisions of clauses 9.5 and 9.6 shall apply mutatis mutandis to committee meetings.
- 8.3.1.6 All resolutions of the Council shall be made available to members, correspondent members and honorary members through the agency of the respective regional offices.
- 8.3.1.7 Voting on any motion or matter before the Council shall be by show of hands: Provided that the President may direct that voting on any or all such motions or matters shall be by secret ballot.

8.3.2 **COMMITTEES**

8.3.2.1 The Committee of a Region shall meet as often as the Region's affairs necessitate. The first meeting of a Committee shall take place within 30 days of the date of the annual general meeting.

8.3.2.2 Notice of committee meetings shall be given in writing to each member of the Committee at least 7 days before the date of such meeting, with the proviso that, with the approval of all the committee members, a meeting may be convened at shorter notice or without written notice.

8.3.2.3 A special committee meeting shall be held after 14 days written notice thereof has been given to every committee member if -

8.3.2.3.1 such a meeting has been requested by at least 5 committee members; or

8.3.2.3.2 such a meeting has been requested by at least 10 members of the Region.

8.3.2.4 A quorum shall consist of 50% of the members of the Committee plus 1.

8.3.2.5 The provisions of clauses 9.5 and 9.6 apply mutatis mutandis to committee meetings.

8.3.2.6 Voting on any motion or matter serving before a Committee shall be by show of hands.

8.3.3 **SPECIAL AND ANNUAL GENERAL MEETINGS**

8.3.3.1 A special general meeting of a Region shall be held whenever the Committee deems it necessary or whenever a petition which has been signed by at least 10 members of the Region, requests such a meeting.

8.3.3.2 If a Committee fails within 14 days of the date of receipt of a petition contemplated in clause 8.3.3.1 to convene a special general meeting to be held not later than 60 days after the date of receipt of the petition, the petitioners shall have the authority to convene such a meeting at a place, date and time determined by themselves. Written notice of the meeting, as required by clause 8.3.6, shall be given and all the provisions of this constitution which apply to general meetings, shall also apply to such a meeting. Any decision taken at such a meeting is a valid and binding decision.

8.3.3.3 With exception of persons to whom the chairman or the Committee has granted leave, only members, correspondent members and honorary members of a Region may attend a special or annual general meeting of the Region.

8.3.4 An annual general meeting of a Region shall be held at least once per calendar year and must take place within 3 months after the end of the financial year.

8.3.5 Subject to the provisions of clause 8.3.3.2 an annual general meeting and a special general meeting shall be held at a place, time and date determined by the Committee.

8.3.6 Not less than 28 days written notice of any special or annual general meeting stating the place date and time of such meeting and accompanied by an agenda, a copy of any proposed motion or report which will be discussed and, in the case of an annual general meeting, the Region's financial statements and auditor's report, shall be given to every member, correspondent member, and honorary member who has

the right to attend such meeting including the Region's auditor: Provided that with the consent of the majority of the members, correspondent members and honorary members who are entitled to notice of such meeting, notice may be given in some other manner which is acceptable to them.

- 8.3.7 The proceedings and resolutions taken at a meeting shall not be valid on the grounds that any member, correspondent member, honorary member or any other person who or body which was entitled to attend that meeting, did not receive notice thereof, unless proof is submitted that notice to such member, correspondent member, honorary member or other person or body was deliberately not given in which event all proceedings at the relevant meeting shall be invalid and a further meeting shall be convened to again submit the matters which were affected, for discussion and decision.

9. PROCEEDINGS AT MEETINGS

- 9.1 All matters which are discussed at a special meeting shall be considered to be special matters.
- 9.2 All matters, excluding the consideration of the financial statements, the annual reports of the auditors, the Committee or the Chairman of the Committee, the appointment of auditors and their remuneration and the declaration of members as elected committee members, which are discussed at an annual general meeting, shall be considered to be special matters.
- 9.3 Any member or honorary member who is entitled to attend a meeting and to vote thereat, may submit any motion at such a meeting. Written notice of the proposed submission of a motion shall be submitted to the secretary of the Committee not less than 14 days before the date of the meeting and full particulars of the motion shall accompany the notification. The relevant secretary shall transmit a copy of the motion and accompanying documents to each member, correspondent member and honorary member who is entitled to attend the meeting before the date of the meeting and such transmission shall, where possible, be done simultaneously with the transmission, in terms of clause 8.3.6, of the notice of the meeting. In the event that circumstances prevent that the transmission of the documents contemplated in this clause complies with the provisions of clause 8.3.6, such documents shall be transmitted at least 7 days before the date of the meeting.
- 9.4 No matter shall be dealt with at a meeting unless the members, inclusive of honorary members, present, constitute a quorum. A quorum shall consist of one more than 50% of the members. For the purposes of this clause, honorary members shall be deemed to be members.
- 9.5 If, after 30 minutes from the time which was determined for the commencement of the meeting, a quorum is not present, the meeting shall be adjourned to a date, time and place determined by the chairman and written notice of such adjourned meeting shall be sent to all members, correspondent members and honorary members who are entitled to attend the meeting not less than 14 days prior to the date determined.
- 9.6 If, after 30 minutes from the time which was determined for the commencement of a meeting which was adjourned in terms of clause 9.5, a quorum is not present, the members present, with the inclusion of honorary members, shall be deemed to constitute a quorum and any decision taken by such meeting shall be valid.
- 9.7 The chairman may, with the consent of the majority of the members, including honorary members, present, adjourn any meeting to a date, time and place which

has been accepted by such members. Written notice of such adjourned meeting shall be given only if such meeting is adjourned for more than 21 days. Only matters which appear on the agenda of the original meeting shall be discussed at an adjourned meeting and no new matter whatsoever shall be placed on the agenda or be discussed.

- 9.8 The chairman shall preside over all meetings of the Region. If the chairman does not attend the meeting or has not arrived within 15 minutes of the time determined for the commencement of the meeting, or is not prepared to preside, the vice-chairman or, if he is for any reason whatsoever cannot or will not preside or is absent, the members, including honorary members, who are present shall elect another member of the Committee, or if no member of the Committee for any reason whatsoever will not or cannot preside, the members and honorary members shall elect any other member of the Region who is present, to so preside.
- 9.9 Voting at all meetings shall be by show of hands and the votes of the majority of the members present, inclusive of honorary members, shall be the decision of the meeting. A declaration by the chairman or other presiding officer that a motion has been adopted or adopted with a stipulated majority or that it has been defeated or defeated with a stipulated majority, is sufficient and the recording thereof in the Committee's minute book is sufficient proof thereof without confirmation of the number or proportion of the votes cast for or against the motion.
- 9.10 The provisions of clause 9.9 shall not apply if the chairman or person presiding over the meeting or at least 3 other members, including honorary members, who are entitled to vote, who are personally present, demand a poll before a vote by show of hands on any motion or other matter. A demand for a poll may be withdrawn before such poll takes place in which event the provisions of clause 9.9 shall again apply.
- 9.11 A poll shall not be permitted for the designation of a presiding member for a meeting or any question of the adjournment of a meeting.
- 9.12 In the event of an equality of votes, whether by show of hands or by poll, the chairman or person presiding over the meeting, shall have a casting vote.

10. VOTING RIGHTS OF MEMBERS

- 10.1 Every consultant who represents or who may represent a member at a meeting, has the right to vote.
- 10.2 An honorary member has the right to vote.
- 10.3 A correspondent member does not have the right to vote.

11. POSTAL BALLOT

- 11.1 A postal ballot shall be held when this voting procedure is –
- 11.1.1 prescribed by the constitution or bylaws;
- 11.1.2 considered a desirable by the Council or relevant Committee; or
- 11.1.3 requested by not less than 10 members, including honorary members, at a general meeting.
- 11.2 The secretary of the Council or Committee as the case may be, shall within 3 weeks

after the date upon which a postal ballot was decided upon in terms of clause 11.1, send sufficient ballot papers to comply with the provisions of clause 10 to all members and honorary members who are entitled to vote. Such ballot papers shall clearly indicate the motion to be voted upon and shall also indicate the date upon which it was decided to hold a postal ballot.

11.3 A ballot paper contemplated in clause 11.2, shall be returned to the secretary of the Council or Committee so as to reach him within 6 weeks of the date upon which it was decided in terms of clause 11.2.1 to hold a postal ballot. A ballot paper which is received late, shall not be counted.

11.4 The Council or Committee which decided upon a postal ballot, shall appoint two persons who are or were not involved in the motion or matter to be voted upon, to count the votes. Members shall forthwith after the voting have been counted, be notified in writing of the result of the ballot.

12. DUTIES AND POWERS OF THE COUNCIL

12.1 In addition to the powers, duties and obligations conferred upon the Council in any of the preceding clauses of this constitution, the Council may -

12.1.1 request any Committee to terminate the membership of any member, correspondent member or honorary member of the region without furnishing reasons;

12.1.2 co-ordinate the activities of the Committees;

12.1.3 appoint delegates to represent the Association at international symposiums, congresses or meetings or to attend general meetings of Regions on behalf of the Council or to represent the Council in discussions with government and other bodies;

12.1.4 to co-operate with other bodies and institutions to achieve or promote common ends; and

12.1.5 appoint subcommittees for special purposes.

12.2 A subcommittee contemplated in clause 12.1.5 -

12.2.1 may consist of persons who are not members of the Council or of the Association, but who possess special knowledge or experience to best execute the task assigned to the subcommittee;

12.2.2 cannot take any decision which is binding on the Association, any Region, the Council or any Committee and any decision of the subcommittee must be ratified by the Council before it becomes binding.

12.3 Any dispute or doubt in regard to the interpretation of the provisions of this constitution, the obligations, privileges and rights of the Council, any Committee or member, correspondent member or honorary member shall be referred to the Council and its decision is final.

12.4 All monies, bills and negotiable instruments belonging to the Association over which the Council has control, shall be deposited in a banking account with a bank determined by the Council or, as the case may be, handed to the bank for safe keeping. Cheques and bills issued by the Council shall be signed by the secretary or the president or, in the absence of both, by two members of the Council who have been duly authorized thereto by the Council.

12.5 *Bona fide* actions by the Council or any councillor or any *bona fide* decision or action at a council meeting, shall be valid and binding even if it should subsequently transpire that any of the councillors concerned therein is disqualified or that their appointment or continuance in office is defective.

12.6 The Council shall ensure that proper minutes are kept of all meetings of the Council. Minutes of any meeting shall be confirmed at the first succeeding meeting and be signed by the President after they have been adopted with or without amendment. Minutes which have been thus signed are sufficient proof of the proceedings at the meeting concerned and of the decisions taken thereat. Copies of the minutes shall be sent to all the members of the Council and to each Region.

13. POWERS AND DUTIES OF COMMITTEES

13.1 The provisions of clause 12 with the exception of clauses 12.1.1, 12.1.2 and 12.3 shall apply mutatis mutandis to Committees.

14. ACCOUNTS

14.1 The Council shall, in regard to the Association, ensure that -

14.1.1 the necessary books of account are kept and the necessary statements of account prepared to give a true reflection of the Association's affairs;

14.1.2 a summary of income and expenditure for the preceding financial year as at the end of that financial year is prepared and sent to each Region with due regard to the provisions of clause 5.5.1 and

14.1.3 a proper record is kept of all monies and other assets which it holds in trust for a future Region as contemplated in clause 5.3.

14.2 A relevant Committee shall, in respect of a Region, ensure that -

14.2.1 the necessary books of account are kept and the necessary statements of account prepared to give a true reflection of the Region's affairs; and

14.2.2 a summary of income and expenditure for the preceding financial year as at the end of that financial year is prepared and submitted to the annual general meeting of the Region and that a copies of the statements mentioned are sent to the Council.

14.3. The summaries and statements contemplated in clauses 14.1.2 and 14.2.2 accompanied by a Council or Committee report on the financial state of the Association or Region, as the case may be, and the statements mentioned, shall be signed by two Council or Committee members as the case may be.

15. ADMINISTRATION

15.1 The administrative, secretarial and financial functions of the Council shall be carried out by the Region whose chairman has been designated as President.

15.2 All expenditure incurred or to be incurred on behalf of the Council or the Association, shall provisionally be financed by the Region of which the President is a member, and if the Association has insufficient funds to reimburse the Region, the expenditure shall be recovered pro rata from all the Regions of the Association.

16. INDEMNIFICATION

- 16.1 The Association or Region shall indemnify each councillor, Committee member, secretary, other official or employee of the Association or Region, as the case may be, against all costs, losses or expenditure which he may, in his capacity as a councillor, committee member, secretary, official or employee, incur in the execution of his duties, or for which he may be held liable because of a contract which has been concluded or any deed or act which he has performed in his official capacity, unless it is proved that such costs, losses or expenditure were caused by gross negligence or maliciousness or with the intent to defraud.
- 16.2 The Council or a Committee or a councillor or a committee member shall not be responsible for the acts, receipts, negligence or delays of any councillor, committee member, secretary, official or employee or for participation in any receipt or other deed of agreement or for any loss or expenditure which the Association or Region may suffer or incur as a result of any insufficient or defective security in respect of any investment which the Council or Committee may have made or for any loss or damage which the Association or Region suffers or may suffer as a result of an error in judgement or oversight on its part or for any other loss, damage or adversity of any nature whatsoever arising from his activities or official duties or which is related thereto, unless any such loss, damage or adversity can ascribed to his gross negligence, maliciousness or dishonesty or was done with the intent to defraud.

17. ESTABLISHMENT OF REGIONS

- 17.1 Firms which practice in any region, may establish a Region of the Association within that region if there are not less than five firms which will join such a Region.
- 17.2 To establish a Region, a meeting of all interested parties under chairmanship of a councillor shall be held and, in the event that the meeting decides to establish a Region -
- 17.2.1 the meeting shall adopt this constitution;
- 17.2.2 an *ad hoc* committee shall be elected which shall -
- 17.2.2.1 receive and consider applications for membership by prospective members and correspondent members;
- 17.2.2.2 determine entry and membership fees;
- 17.2.2.3 perform any other function which may be considered necessary.
- 17.2.3 After an *ad hoc* committee has completed its task, it shall call a general meeting of prospective members and correspondent members.
- 17.2.4 At a meeting contemplated in clause 18.2.3, a chairman, vice-chairman and committee members as stipulated in clause 8.2.1 shall be elected. A person so elected shall take office immediately, but shall forfeit it if he does not pay his entry and membership fees within 2 months of the date of his election.
- 17.2.5 After the election of office bearers, the recommendations of the *ad hoc* committee in respect of membership, entry and membership fees shall be considered and ratified by the elected committee and its decisions in this regard shall be made known to all proposed members and the provisions of clause 7 shall apply thereafter.
- 17.2.6 Notice of the establishment of the Region with mention of the Region's name, address, number of members and the name and address of the chairman shall be

sent to the secretary of the Association forthwith.

18. CODE OF CONDUCT

The professional code of conduct of the statutory South African Council of Planners (SACPLAN) and of the South African Planning Institution (SAPI), shall also be the code of conduct of the Association but may be amended or replaced from time to time by a general meeting of the Association.

19. AMENDMENT OF CONSTITUTION

19.1 Subject to the provisions of clause 20.2 this constitution may be amended by the Council with an ordinary majority after consultation with every Region.

19.2 PROCEDURE

19.2.1 Notice of any proposed amendment of the constitution stating the reasons for such proposed amendment and accompanied by a concise exposition of the consequences of the proposed amendment, shall be sent to each Region.

19.2.2 On receipt of the notice contemplated in clause 20.2.1, the secretary of the Region shall convene a general meeting of the members of the Region unless the Region's annual general meeting is to take place within three months of the date of receipt of the notice contemplated herein and the proposed amendment shall be placed on the agenda of the general meeting or annual general meeting, as the case may be, for discussion and recommendation.

19.2.3 Copies of the proposed amendment, the reasons therefore and the concise exposition of the consequences of the proposed amendment, shall accompany the notice of the meeting contemplated in clause 20.2.2 and the provisions of clause 8.3.6 shall apply mutatis mutandis.

19.2.4 The secretary of a Region shall forthwith send the comments and recommendation of the Region as decided upon at the meeting contemplated in clause 20.2.2 to the secretary of the Council for submission to the Council.

20. REPEAL OF CONSTITUTION

The constitution of the Association of Consulting Town and Regional Planners as approved at the Annual General Meeting held on 2 October 1987, is hereby repealed. This new Constitution came into effect on 7 October 2010.

D:SAACPP CONSTITUTION 2010(PJD'06/hvw)