

Previously Constitution under Private Act No. 18 of 1927/Public Act No. 35 of 1970 and became voluntary on 1.7.95. Act No. 44 of 2000 is now in force which recognises voluntary organisations.

## C O N S T I T U T I O N

### O F

## THE KWAZULU-NATAL INSTITUTE FOR ARCHITECTURE (KZ-NIA)

(Incorporating the Natal Institute of Architects)

Amendment:

AGM 16.11.00

Clause 18.2.1

8 members increased to 12

Amendment:

August 2002 referendum to form Chapters for Technologists and Draughtspersons carried by majority of corporate members. Change to Clause 1 under Definitions:

**"Chapter"** means an association of members which is established in an area defined by the Institute or for the professional categories established under Statute;

AND

although no change necessary to Clause 18.2.2, each Chapter to have 1 voting representative on committee.

Amendment to Clause 8.2.4 - add "and those persons who are registered as professional senior technologists, technologists or draughtspersons in terms of the Architectural Profession Act No. 44 of 2000.

Amendment

AGM 29.10.02

Endorsement of the SAIA Code of Ethics and rescinding of KZ-NIA Code

Date of coming into force: 12 July 1996  
(The Constitution of 1991 is hereby rescinded)

# The KwaZulu-Natal Institute for Architecture

(Incorporating the Natal Institute of Architects)

## CONSTITUTION

WHEREAS the KWAZULU-NATAL INSTITUTE FOR ARCHITECTURE is an association of Architects and Architectural affiliates;  
and

WHEREAS it is expedient to record the change of name from the NATAL INSTITUTE OF ARCHITECTS to the KWAZULU-NATAL INSTITUTE FOR ARCHITECTURE;  
and

WHEREAS it has been deemed expedient to provide a Constitution for the KWAZULU-NATAL INSTITUTE FOR ARCHITECTURE

Now, therefore, it is agreed that the following shall be the Constitution of the KwaZulu-Natal Institute for Architecture;

### PREAMBLE

The Natal Institute of Architects was founded in the year 1901, was incorporated by Act of Parliament (Natal) in the year 1902 and was admitted to alliance with the Royal Institute of British Architects in 1909. When the South African Architects' and Quantity Surveyors' Private Act was passed by Parliament in 1927, the Natal Institute of Architects became one of the Provincial Institutes forming the Institute of South African Architects, with its headquarters in Durban, Natal.

In March 1971, the Architects Act of 1970 came into force and a new Constitution for the Institute of South African Architects, based on the preceding one, was promulgated on 26 March 1971. Within this Constitution, the Natal Provincial Institute of the Institute of South African Architects was a recognised corporate body.

In 1990 the Constitution of the Institute of South African Architects was amended. The Natal Provincial Institute along with the other Provincial Institutes of Cape, Transvaal and Orange Free State, was divested of its entrenched status within the Constitution of the Institute of South African Architects and became a Region "established" in terms of that Constitution with the power to prescribe its own Constitution.

On 1 March 1991, the Natal Provincial Institute of the

Institute of South African Architects became the Natal Institute of Architects. The Constitution of the Natal Institute of Architects also came into force on that date.

On 23 November 1994, at an Annual General Meeting of Members, the name of the Institute was changed to KwaZulu-Natal Institute for Architecture. At the same meeting, it was agreed to provide for an affiliate class of membership within the Constitution.

On 1 July 1995 when membership of a recognised Architects' institute (The Institute of South African Architects), no longer became a pre-requisite for registration as an Architect or as an Architect-in-Training in terms of Statute, the Institute of South African Architects and therefore the KwaZulu-Natal Institute for Architecture became voluntary associations.

Membership of the KwaZulu-Natal Institute for Architecture is open to all, the only prerequisite is as laid down in this Constitution. The fundamental principles of equality and justice are implicit in the Constitution.

### 1. DEFINITIONS

In this Constitution, unless the context indicates otherwise:

**"By-Laws"** means the bylaws of the Institute with such modification, alterations and additions thereto as may from time to time be in force.

**"Chapter"** means an association of architects which is established in an area defined by the Institute;

**"Institute"** means the KwaZulu Natal Institute for Architecture;

**"Member"** means any person admitted or deemed to be admitted or elected as a member of the Institute in terms of clause 8 hereof.

**"prescribed"** means by-laws, rules and regulations, made in terms of this Constitution;

**"Regional Committee"** means the Committee of the Institute duly elected by its ordinary and life members.

**"SAIA"** means the South African Institute of Architects.

	"The Board" means the Board of Representatives established by the South African Institute of Architects;	5.7	to enter into alliance or co-operate with and assist any organisation having objects similar to those of the Institute and to contribute to the funds of such organisation;
2.	<b>THE INSTITUTE</b> The name of the Institute shall be KwaZulu-Natal Institute for Architecture.	5.8	to encourage and co-operate in any movement for the furtherance of professional aims and the advancement of architecture;
3.	<b>LEGAL STATUS</b> The Institute shall be a body corporate with perpetual succession capable of suing and being sued in its corporate name and acquiring, holding and alienating property, movable and immovable, and of performing all such acts as are necessary for or incidental to the carrying out of its objects and the performance of its functions and duties in terms of this Constitution.	5.9	to appoint members to the Board of the South African Institute of Architects;
		5.10	to promote the education and training of members and co-operate with any statutory or other bodies concerned therewith;
		5.11	to prescribe the requirements for admission to membership;
		5.12	to call upon any applicant for membership for further information in support of his/her application;
		5.13	to refuse any application for membership should this be deemed to be in the best interests of the Institute;
4.	<b>OBJECTS</b>	5.14	to prescribe and determine what conduct on the part of a member constitutes unprofessional, improper or unethical conduct;
4.1	The objects of the Institute are to promote and maintain:	5.15	to inquire into and deal with any case of such alleged unprofessional, improper or unethical conduct and to impose such punishment as may be provided in the by-laws and if deemed necessary, to establish a disciplinary committee for this purpose;
4.1.1	the art, science, research and practice of architecture;	5.16	to assist members in the settlement of professional disputes;
4.1.2	the interests of members;	5.17	to advise and if deemed necessary, to assist any member of the Institute in litigation in which matters affecting the rights, practice or status of a member or of members generally or the profession are involved;
4.1.3	the dignity of the profession of architecture;	5.18	to assist if requested to do so, with the inspection of educational institutions for the purpose of ascertaining the standard of any examinations or qualifications;
4.1.4	high standards of conduct, professional competence and integrity;	5.19	to encourage and give guidance to students in architecture;
4.1.5	opportunities for the interchange and recording of knowledge and experience of architecture;	5.20	to conduct, assist or encourage architectural research and to publish the results if considered desirable;
4.1.6	the architectural environment and cultural heritage;	5.21	to arrange, promote and assist with architectural competitions;
4.1.7	the interests of society in matters concerned with architecture in relation to the environment;	5.22	to convene congresses, symposia, seminars and any other gatherings as and when deemed necessary;
4.2	In exercising the stated objects, such steps as may be deemed necessary shall be taken to further these objects.	5.23	to take any steps with regard to the publication, distribution and disposal of journals, calendars, year books and other forms of printed matter as it may deem necessary and to establish, maintain and
5.	<b>POWERS</b> The powers of the Institute shall be:		
5.1	to affiliate itself to the SAIA and to fund that body if necessary;		
5.2	to affiliate itself to any architectural association with similar objectives;		
5.3	to establish a Regional Committee to manage and control the affairs of the Institute;		
5.4	generally to take such action and to do such things as may be required for the achievement of its objects as laid down in this Constitution;		
5.5	to initiate, encourage, promote or oppose any legislation affecting the interests of the members of the Institute or of society;		
5.6	to act in all matters which may affect or tend to affect the interests of the members of the Institute;		

- control professional libraries;
- 5.24 to appoint and dismiss an Executive Officer and such other employees as it may deem fit;
- 5.25 to found, grant, accept and administer scholarships, bursaries, awards and prizes in respect of the architectural profession;
- 5.26 to establish and administer a benevolent fund and medical aid fund or any other fund under such rules and regulations as may be framed from time to time and to make grants of money to such funds;
- 5.27 to establish provident and pension funds and provident and pensions schemes for the members and/or employees of the Institute and to contribute on behalf of such members and/or employees to any such funds or schemes;
- 5.28 to receive, hold and administer any donation, bequest or endowment or property of any description, which may be given by or to it for the furtherance of any of the objectives of the Institute;
- 5.29 to open an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments.
- 5.30 to borrow, lend or raise money with or without security, and if secured, secured by any means, including mortgage of the Institute's property or by overdraft from its bankers;
- 5.31 to invest any monies of the Institute not immediately required for any of its objects or commitments in such manner as may from time to time be determined: Provided that the income or profits from any investments shall be applied to the furtherance of the objects of the Institute;
- 5.32 to effect such insurances as may be necessary for the protection of the Institute's property;
- 5.33 to obtain policies of insurance indemnifying the Institute against any contingent losses or claims howsoever arising;
- 5.34 to charge an enrolment fee, an annual subscription and any other such annual or special levies for general or particular purposes as may be decided from time to time;
- 5.35 to determine reasonable travelling expenses and subsistence allowances payable to members or officials attending meetings of the Regional Committee or the Board or of any committee thereof: to members or officials performing any special services and to any member or official authorised by the Regional Committee to visit any place in the interests of the Institute;
- 5.36 to cause to be designed and registered a seal and/or other insignia of the Institute and to prescribe for the use of such seal and/or insignia;
- 5.37 to run a club for its members and to do everything necessary therefor or incidental thereto;
- 5.38 to establish and fund Chapters if necessary and to approve chapter constitutions for the control, management and administration and regulation of such Chapters and their affairs; and bearing in mind the geographic region of a proposed Chapter, to set the number of members to form such Chapter; Provided that by majority decision the Institute may disband any Chapter so established, if such action is considered to be in the interests of the Institute;
- 5.39 to make and from time to time to alter, amend or rescind rules and/or bylaws for the carrying out of business of the Institute and to provide for all other matters which in terms of this Constitution may be prescribed;
- 5.40 to guarantee the performance of any official obligation by any office bearer or servant of the Institute;
- 5.41 to enter into any arrangement with any Government authority (central, regional, local or otherwise), corporation or persons to obtain from such Government authority, corporation or person all monetary grants, rights, treaties, concessions, charters, franchises and privileges which may seem conducive to the Institute's objects or any of them;
6. **APPLICATION OF INCOME AND PROFIT**  
The income and profit of the Institute from whatsoever source derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise, or by way of profit to persons who at any time are or have been members of the Institute, or to any person claiming through any of such persons: Provided that nothing herein shall prevent the payment in good faith or remuneration to any office bearers or employees of the Institute, or to any member of the Institute or other person in return for any services actually rendered to the Institute.
7. **ETHICS**  
Every member of the Institute shall uphold the

dignity of the profession of architecture, shall act towards his/her clients and employers in whatever capacity he/she may be engaged in, in a strictly ethical manner and shall regulate his/her conduct towards those with whom his/her work is connected and towards his/her fellow members in a manner consistent with the established traditions of the profession and shall abide by the Code of Conduct.

## 8. MEMBERSHIP

8.1 The Institute shall comprise the following classes of members entitled to vote:

8.1.1 **Ordinary member:** Any person who fulfills the requirements for registration as an architect under any Statute in force at the time of application for membership.

8.1.2 **Life member:** An ordinary member on whom life membership has been conferred.

8.2 The Institute may include the following classes of members not entitled to vote:

8.2.1 **Honorary member:** Any person who is not registered as an architect by any Statute in force but who is a person of distinction.

8.2.2 **Retired member:** Any member who is no longer engaged in the profession of architecture nor has a financial participation in an architectural practice in South Africa nor is registered as an architect by any Statute in force.

8.2.3 **Architect-in-Training member:** Any person who fulfills the requirements as an architect-in-training under any Statute in force at the time of application for membership.

8.2.4 **Affiliate Member:** Any person with architectural diplomas or equivalent qualifications from recognised institutions and at the discretion of the Regional Committee, any person exempted in terms of any reservation of work regulations pertaining to the profession of architecture which are laid down by Statute.

8.2.5 **Student member:** A student in architecture at a University or a student in architectural technology at a Technikon in South Africa.

## 9. APPLICATION FOR MEMBERSHIP

9.1 If an application for membership does not comply with the requirements for registration as an architect or an architect-in-training in terms of any Statute in force at the time of application, he/she shall be in possession of a qualification acceptable to the Regional Committee and he/she shall carry on a profession related to or contributing towards the practice of architecture.

9.2 Application for membership of the Institute shall be made on the prescribed form.

9.3 Ordinary members, life members, honorary members and affiliate members may receive an appropriate certificate of membership. The certificate shall remain the property of the Institute and shall be surrendered on demand.

9.4 The name of every member shall be entered on a register to be called the "Roll of Members".

## 10. RIGHTS AND LIABILITIES OF MEMBERS

10.1 Every member shall be entitled:

10.1.1 to attend any general meeting of the Institute or by invitation any meeting of the Regional Committee;

10.1.2 to receive any information which it is competent for the officers of the Institute to give;

10.1.3 to receive, at the discretion of the Regional Committee, such assistance in any matter as may be rendered in terms of this Constitution;

10.2 In addition, every member entitled to vote shall be entitled:

10.2.1 to take part in any discussion on any matter at any general meeting of the Institute;

10.2.2 to vote on any resolution put to the membership of the Institute;

10.2.3to nominate and vote for members of the Regional Committee;

10.2.4 to be appointed as a member of the Board or a committee and to hold any office in the Institute, or any committee of the Institute;

10.3 Life members shall be exempt from the payment of the annual subscription and levies.

10.4 Honorary members shall not incur any of the obligations nor be entitled to any of the rights of members other than those referred to in clause 10.1 of this Constitution. They shall, however, be entitled to designate themselves as honorary members of the Institute;

10.5 The liability of each member is limited to the amount of any subscription, fine, levy or other debt owing by him to the Institute;

10.6 Membership of the Institute shall not confer upon any member any right whatever to a share or a participation in any assets belonging to the Institute;

10.7 Termination of membership for whatever reason shall entitle forfeiture of all rights of membership, including the right to the use of the letters of designation referred to in clause 11 hereof;

10.8 It shall be the duty of every member of the Institute other than honorary members to

- notify the Institute of any change in address or employment, partnership, association or membership of any company or close corporation within 31 days thereof.
- 10.9 It shall be the duty of every architect-in-training member to notify the Institute within in 31 days of his/her fulfilment of the requirements to register as an architect under any Statute in force.
- 10.10 It shall be the duty of every member to surrender his/her certificate of membership within 31 days of termination of membership.
11. **LETTERS OF DESIGNATION**  
In order to designate their membership of the Institute, members shall be entitled to use the following letters of designation:
- Ordinary members: KZ-NIA  
Ordinary Life members: KZ-NIA(Life)  
Honorary members: Hon KZ-NIA  
Retired members: KZ-NIA (Retired)  
Architect-in-Training members: KZ-NIA (AnT)  
Affiliate Members: KZ-NIA (Affiliate)
12. **MEMBERSHIP FEES AND SUBSCRIPTIONS**
- 12.1 Every application for enrolment shall be made to the Regional Committee and shall be accompanied by the prescribed enrolment fee.
- 12.2 The Regional Committee shall determine annually the subscriptions and levies payable to it by all categories of members and shall inform each member of the subscription or levy due and payable.
- 12.3 If so requested by the Board, any annual subscription and/or any levy imposed by the SAIA may be included in the Institute's own subscription and/or levy account to members.
- 12.4 The annual subscription for any year shall be due on 1 July of that year.
- 12.5 The Regional Committee shall have the power to waive, reduce or remit any fee, levy or subscription payable to the Institute and to adjust the subscriptions payable on transfer from one class of membership to another during any one subscription year.
13. **LIABILITY OF MEMBERS IN RESPECT OF ANNUAL SUBSCRIPTIONS**
- 13.1 Upon enrolment as a member of the Institute such members shall be notified thereof by the Institute and/or the SAIA and shall thereupon become liable for the prescribed annual subscriptions. Should such initial
- 13.2 If a member joins after 1 July in any year, he/she shall be liable for only a portion of the annual subscription based on the period of his/her membership in that year calculated to the nearest month.
- 13.3 Subject to clause 12.5, the name of any member whose annual subscription is not paid within 60 days of the due date or within such further period as the Regional Committee may in any particular case allow, shall be struck off the roll of members by the Executive Officer of the Institute. The monies due by a member so removed shall nevertheless remain a debt due to the Institute.
14. **LIABILITY OF MEMBERS IN RESPECT OF LEVIES**
- 14.1 Every member shall be liable for any annual or special levies for general or particular purposes as may be decided upon from time to time by the Regional Committee. Subject to clause 12.5, should the levy not be paid within 60 days of the date of the issue of a notification or such further period as the Regional Committee may in any particular case allow, the name of the member shall be struck off the roll of members by the Executive Officer.
15. No refund of any subscriptions, levy or part thereof shall be made to any person ceasing to be a member and he/she shall in any event remain liable to the Institute for any subscriptions, levies, fines or other debts or obligations due by him.
16. **DURATION AND TERMINATION OF MEMBERSHIP**
- 16.1 A member shall cease to be a member -
- 16.1.1 upon receipt by the Institute and/or the SAIA of his/her written resignation from membership;
- 16.1.2 upon expulsion from membership in terms of clauses 13.3 or 14.1;
- 16.1.3 upon expulsion from membership as a result of an enquiry into his/her unprofessional conduct;
- 16.1.4 upon cancellation of his/her registration as an architect or as an architect-in-training in terms of any Statute in force, unless otherwise decided by the Regional Committee.
- 16.2 The proviso set out in 16.1.4 shall only apply

to ordinary, and architect-in-training members and shall not apply to those in the life, retired or affiliate classes.

17. **READMISSION**

17.1 No person who has been a member of the Institute and ceased to be such shall be eligible for readmission to membership until he/she has paid all arrears of subscription and/or levy (if any) due by him to the Institute at the date when his/her membership ceased together with any legal expenses which may have been incurred in respect of the collection of the abovementioned arrears and levy.

17.2 The application for readmission of a person who has been guilty of conduct by reason whereof he/she is in the opinion of Regional Committee not a fit person to be enrolled, may be rejected by the Regional Committee.

17.3 At all times the Regional Committee reserves the right to reject any re-admission to membership should it so deem fit; Provided, however, that such re-admission shall not be unreasonably withheld and the reasons therefore shall be made known to the applicant.

18. **REGIONAL COMMITTEE**

18.1 **Composition of the Regional Committee:**

18.1.1 The Institute shall be managed by the Regional Committee.

18.2 **The Regional Committee shall consist of:-**

18.2.1 12 members to be elected out of and by ordinary and life members of the Institute, in the manner prescribed in the by-laws: Provided that four additional members may be co-opted at the option of the Regional Committee, and further provided that:-

18.2.2 the Chapters established in terms of clause 5.37 may each appoint one additional member, in the manner prescribed in terms of their respective Constitutions; 18.3 Every member of the Regional Committee shall hold office for a period of two years unless he/she vacates his/her office in terms of clause 18.5.

18.4 **Election of President and Vice-President:**

18.4.1 At the first meeting of each newly constituted Regional Committee and thereafter as the occasion arises, the Committee shall elect a President and a Vice-President. These officers shall hold office for such period as the Committee may determine and shall retain their respective offices until their successors are appointed.

18.5 **Vacancies on the Regional Committee:**

18.5.1 A member of the Regional Committee shall

cease to hold office as such if he/she:-

18.5.1.1 ceases to be a ordinary or life member, or in the case of a co-opted member, a member of the Institute;

18.5.1.2 ceases, if eligible, to be registered as an architect or an architect-in-training under any Statute in Force for any reason whatsoever;

18.5.1.3 becomes subject to any of the disqualifications set out in clause 16 of this Constitution;

18.5.1.4 resigns in writing;

18.5.1.5 changes place of residence to outside of the Province of KwaZulu-Natal.

18.5.1.6 is removed from an office of trust on account of improper conduct; at any time convicted of extortion, bribery, theft, fraud, forgery or uttering a forged document or perjury; or is detained as a mentally ill person according to law.

18.5.1.7 is guilty of conduct by reason of which he/she is in the opinion of the Regional Committee not fit to be a member of the Committee.

18.5.2 In the event of a vacancy occurring on the Committee, such vacancy shall be filled by the Regional Committee: Provided that in the case of a member elected in clause hereof ceasing to be a member of the Regional Committee, such vacancy shall at the request of the Committee be expeditiously filled by the Chapter concerned.

18.5.3 The Regional Committee is authorised to act notwithstanding any vacancy on the Committee.

18.6 **Powers and Duties of the Regional Committee:**

The affairs of the Institute shall be managed and controlled by the Regional Committee and all the powers and duties of the Institute shall be exercised and carried out by the Regional Committee save as otherwise laid down in this Constitution, and without in any way derogating from the generality of this power the Regional Committee shall;

18.6.1 convene an annual general meeting of the members of the Institute and to prescribe the rules and procedures in respect of such meetings;

18.6.2 cause minutes to be kept of all meetings of the Regional Committee;

18.6.2 frame and publish the roll of members referred to in clause 9.4 of this Constitution:

18.6.3 appoint members to represent the Institute on any other body;

18.6.4 appoint its members to represent the Institute on the Board;

18.6.5 control the financial affairs of the Institute and

- make grants to Chapters when deemed necessary;
- 18.6.6 hold a referendum of members on any matter concerning the profession;
- 18.6.7 make by-laws not inconsistent with this Constitution;
- 18.6.8 provide for the management of the Institute and the categories and designation of its members and defining their rights and limiting their liabilities;
- 18.6.9 provide for the appointment and duties of officers of the Regional Committee;
- 18.6.10 provide for the establishment of Chapters and for the approval of the constitutions of chapters so established;
- 18.6.11 prescribe the duties of the Regional Committee, the procedure for the conduct of its business and the quorum necessary for meetings of the Committee;
- 18.6.12 define what shall constitute unprofessional, improper or unethical conduct on the part of the members;
- 18.6.13 prescribe a Code of Conduct which shall be adhered to by all categories of membership;
- 18.6.14 prescribe the mode of enquiry into the method of dealing with unprofessional, improper or unethical conduct or transgressions of the Code of Conduct on the part of any member and the sanctions to be imposed in respect of such conduct.
19. **COMMITTEES OF THE REGIONAL COMMITTEE**  
The Regional Committee may:
- 19.1 appoint committees or sub-committees, prescribe rules regulating their proceedings and delegate any of its powers or duties to such committees;
- 19.2 appoint a special committee of members of the Institute and delegate to it any of its powers and duties, including its functions in connection with alleged unprofessional, improper or unethical conduct, or transgressions of the Code of Conduct.
20. **ORDINARY MEETINGS OF THE REGIONAL COMMITTEE:**
- 20.1 The Regional Committee shall hold a meeting at least every three months at such time and place as it may determine.
21. **SPECIAL MEETINGS OF THE REGIONAL COMMITTEE:**
- 21.1 A special meeting of the Regional Committee may in the case of urgency be called by order of the President or failing him the Vice-
22. **FINANCE**
- 22.1 The funds, assets and property of the Institute, fixed or otherwise, shall be administered by the Regional Committee on behalf of the Institute.
- 22.2 Unless otherwise determined by the Regional Committee, all cheques drawn on behalf of the Institute shall be signed by two of a number of persons designated by the Regional Committee.
- 22.3 The Regional Committee shall keep proper account of all monies received and expended and of all assets and liabilities of the Institute.
- 22.4 At the discretion of the Regional Committee, the books and accounts may be audited annually by the auditors appointed by the Regional Committee to an extent instructed by the Regional Committee. Should the Regional Committee not exercise this discretion, then it shall be the duty of Regional Committee to cause an accounting of income and expenditure to be extracted by the Executive Officer from the books and records of the Institute.
- 22.5 Any fine imposed upon any member by the Regional Committee or any duly authorised committee hereof and all annual subscriptions and any levy upon members, shall be a debt due by the member concerned which the Regional Institute may recover by legal process.
23. **GENERAL**
- 23.1 **Amendments to the Constitution:**
- 23.1.1 All proposals for the amendments of this Constitution shall be addressed in writing to the Executive Officer of the Institute.
- 23.1.2 An amendment may be proposed by the Regional Committee or by any member entitled to vote, supported by not less than 10 members entitled to vote.
- 23.1.3 Any proposed amendment to the Constitution shall be put to the membership and voted upon in a manner determined by the Regional Committee.
- 23.1.4 Any amendment must be approved by the majority of members entitled to vote and who have exercised their right to vote.
- 23.1.5 The duly approved amendment shall be

- published in a manner determined by the Regional Committee.
- 23.2 **Amendments to By-Laws:**
- 23.2.1 The Regional Committee shall be empowered at any meeting to amend by-laws: Provided that:-
- 23.2.1.1 notice of the proposal to move an amendment to the by-laws be included in the notice convening the meeting of the Regional Committee;
- 23.2.1.2 the amendments must be approved by the majority of the members of the Regional Committee present at such a meeting.
- 23.2.2 Nothing contained in clause 23.2.1.2 above shall prevent the Regional Committee from holding a referendum on any matter concerning the by-laws in a manner to be determined by it.
24. **INDEMNITY**
- 24.1 Every member of the Regional Committee and any committee thereof and every office bearer, employee, Executive Officer or other official of the Institute shall be indemnified out of the funds of the Institute against all liabilities, costs, losses and expenses bona fide incurred by him in the discharge of his/her duties as such on behalf of the Institute.
- 24.2 No member of the Regional Committee or any committee thereof, or any office bearer employee, Executive Officer or other official of the Institute shall be liable for the acts, receipts, neglects or defaults of any other office bearer, employee, Executive Officer or other official of the Institute.
25. **EXECUTION OF DEEDS**
- All deeds, documents and instruments that require signature on behalf of the Institute shall be signed by the Executive Officer or by any member or members of the Regional Committee duly authorised by resolution of the Committee.
26. **AMALGAMATION OR WINDING UP**
- 26.1 The Institute may be amalgamated with any similar institute by a resolution of the Regional Committee submitted to the voting members of the Institute for decision by postal vote: Provided that the Institute may not be so amalgamated unless such vote is carried by a two-thirds majority of those ordinary and life members voting.
- 26.2 The Institute may be wound up by a resolution of the Regional Committee submitted to the voting members.
- 26.3 The statutory requirements and procedures contained in the Companies Act shall apply to any resolution to wind up the Institute.
- 26.4 The terms of any resolution shall under clause 26.2 shall, subject to clause 6, provide that any surplus assets remaining after the satisfaction of liabilities be transferred to some other society, association or organisation with objects similar to those of the Institute.
27. **DATE OF COMING INTO FORCE AND EFFECT**
- The date upon which this Constitution shall come into force and effect shall be on that date determined by the Regional Committee.
28. **TRANSITION PERIOD**
- At the date of this Constitution coming into force all members whose names appear on the roll of members under the rescinded Constitution of 1991, shall be deemed to be members of the Institute.

## BY-LAWS

1. DEFINITIONS
2. MEETINGS OF THE REGIONAL COMMITTEE AND CESSATION OF MEMBERSHIP DUE TO ABSENTEEISM
3. GENERAL MEETINGS OF THE INSTITUTE
4. SPECIAL GENERAL MEETINGS OF THE INSTITUTE
5. NOMINATION OF COMMITTEE FOR ELECTION
6. CHAIRMAN AND RIGHTS OF CHAIRMAN AT GENERAL AND SPECIAL GENERAL MEETINGS

### 1. DEFINITIONS

- 1.1 In these by-laws unless contrary to the context, any expression or word to which a meaning has been assigned in the Constitution shall bear the same meaning and:-

**"The Constitution"** means the Constitution of the KwaZulu-Natal Institute for Architecture.

**"President"** means the President of the KwaZulu-Natal Institute for Architecture.

### 2. MEETINGS OF THE REGIONAL COMMITTEE

- 2.1 **Committee meetings:** - The Regional Committee shall meet at least once in every three months at such places as it may determine.
- 2.2 **Notice of meetings:** - Not less than 10 days' clear notice of meeting shall be given to each member of the Regional Committee at his/her registered address.
- 2.3 **Quorum:** - Half the members of the Regional Committee shall form a quorum. The quorum shall be maintained throughout the meeting.
- 2.4 **Election of officers:** - The Regional Committee shall elect from among members entitled to vote, a President and a Vice-President.
- 2.5 **Chairman:** - At all meetings of the Regional Committee the President or in his absence the Vice-President shall be chairman; In their absence a chairman shall be elected by and from the members present entitled to vote.
- 2.6 **Agenda:** - At a meeting of the Regional Committee only such business as is on the agenda shall be decided unless the committee members unanimously decide otherwise.
- 2.7 **Decision by majority:** - All questions, proposals or resolutions that may come before any meeting of the Regional Committee shall, in the case of a difference of opinion, be decided by the majority of the members present at the meeting, the

chairman not having a deliberative vote, but in the case of an equality of votes, the chairman shall exercise a casting vote.

- 2.8 **Special meetings:** - A special meeting of the Regional Committee may at any time be called by order of the President or failing him by the Vice-President, or at the written request of three members of the Committee: Provided that not less than seven day's notice be given and that the notice sets out the objects of the special meeting.

### 2.9 Absenteeism

A member shall cease to hold office if he/she is absent from four (4) consecutive meetings with or without the permission of the Committee.

### 2.10 Attenuated committee:

- 2.10.1 Should the membership of the Regional Committee be reduced to a number less than a quorum, a special general meeting may be called by the President or by any member of the Regional Committee to elect members to complete the Committee, bearing in mind the provisions of clause 18 of the Constitution.

2.10.2 The members so elected shall hold office until the next biennial general meeting.

- 2.11 **Minutes:** - Minutes shall be recorded in book form, of all the resolutions and proceedings of meetings of the Regional Committee.

2.12 **Office of Committee:** - The Regional Committee shall decide the place of its office; Provided that such office shall be in KwaZulu-Natal.

### 3. GENERAL MEETINGS OF INSTITUTE

#### 3.1 General meetings: -

3.1.2 The Regional Committee shall convene an annual general meeting of its members, giving at least six weeks notice of the date thereof.

3.1.3 The notice of the meeting may include an invitation to members to propose specific matters for consideration by the Regional Committee for inclusion on the agenda.

3.1.4 The agenda for the meeting shall be drawn up by the Regional Committee.

- 3.2 **Rights inherent in general meetings:** -
- 3.2.1 to consider and adopt annual accounts or schedules of financial accounting in terms of clause 22.4 of the Constitution;
- 3.2.2 to propose new rules or by-laws, or amendments to rules or by-laws for the consideration of the Regional Committee;
- 3.2.3 to deliberate and to make proposals to the Regional Committee on any matter concerning the architectural profession;
- 3.3 **Quorum:**
- 3.3.1 The quorum necessary to constitute any general meeting or special general meeting shall be one-twentieth of the members entitled to vote. The quorum shall be maintained throughout the meeting.
- 3.3.2 Should no quorum be present, the meeting shall be adjourned and shall be resumed 20 minutes later at the same place and the members present who are entitled to vote shall constitute a quorum.
- 3.4 **Right to vote:** - Ordinary and life members only shall be entitled to vote at any general meeting.
- 3.5 **Minutes:** - Minutes shall be recorded of proceedings and all resolutions and shall be confirmed at and signed by the Chairman at the succeeding general meeting.
4. SPECIAL GENERAL MEETINGS OF INSTITUTE
- 4.1 A special general meeting may be called by the Regional Committee whenever it deems fit or within 21 days upon receipt by the Executive Officer of a written requisition stating the objects of the proposed meeting, signed by not less than one-tenth of the members of the Institute entitled to vote.
- 4.2 At least 14 days' notice shall be given.
- 4.3 Where applicable the provisions set out under clause 3. hereof shall apply and in particular that set out under clause 3.4.
5. NOMINATIONS OF COMMITTEE FOR ELECTION
- 5.1 The Regional Committee shall at least six weeks before the general meeting, issue to ordinary and life members a request to nominate candidates for election to the committee.
- 5.2 Any ordinary or life member may nominate, in writing, a candidate or candidates for election, provided that each such candidate is a member entitled to vote and shall have signified acceptance by signing the nomination paper.
- 5.3 Such nomination shall be in the hands of the Executive Officer not later than four weeks before the date fixed for the general meeting.
- 5.4 If after expiry of the time of nomination, an insufficient number of persons to form the regional

committee have been nominated, the Regional Committee shall nominate such number of additional persons required to form the regional committee and may in its discretion nominate a greater number than that required.

- 5.5 The names of candidates nominated, if exceeding the number required to form the regional committee, shall be arranged in alphabetical order and printed on a ballot paper.

5.6 **Ballot papers:**

- 5.6.1 If more candidates are nominated than are required to form the regional committee, a ballot paper and two envelopes shall be forwarded to each ordinary and life member at least two weeks before the general meeting.

- 5.6.2 The ordinary or life member shall record his vote against eight of the candidates of his choice and shall enclose the ballot paper in the small plain envelope which shall not be signed.

- 5.6.3 The small plain envelope shall be enclosed in the large envelope and the member after signing his name thereon, shall forward or deliver it to the Executive Officer or other designated official, to be received at the regional office by the close of business on the day before that set for the general meeting.

5.7 **Scrutineers:**

- 5.7.1 Two or more Scrutineers drawn from the membership, shall be appointed by the outgoing Regional Committee.

- 5.7.2 The Scrutineers, together with the Executive Officer shall meet prior to the commencement of the general meeting and after ascertaining that all is in order, shall open and destroy the large envelopes. They shall then open the small envelopes, count the votes recorded on the enclosed ballot papers and report the results of the ballot to the general meeting.

- 5.7.3 The large plain envelope shall be invalidated should the signature of the member not appear thereon and the ballot and the small plain envelope shall be invalidated should any signature appear thereon.

- 5.7.4 The ballot papers shall be retained at the regional office for at least three calendar months from the date of the general meeting.

6. CHAIRMAN AND RIGHTS OF

CHAIRMAN AT GENERAL AND SPECIAL  
GENERAL MEETINGS

- 6.1 The President shall preside at all general and special general meetings of the Regional Institute; in his absence the Vice-President shall preside; in the absence of both, a chairman shall be elected from among the members present who are entitled to vote.
- 6.2 The Chairman shall decide on all matters of procedure, whether or not specifically covered by the Constitution or by-laws, and the decision shall be final: provided that adjournment or termination of the meeting shall be by majority vote to that effect.
- 6.3 Should the right of any person be challenged to take part in the business of the meeting, or to be present thereat, the Chairman shall decide.
- 6.4 The Chairman shall not have a deliberative vote on any motion, save in the case of a tie, in which case he shall exercise a casting vote.