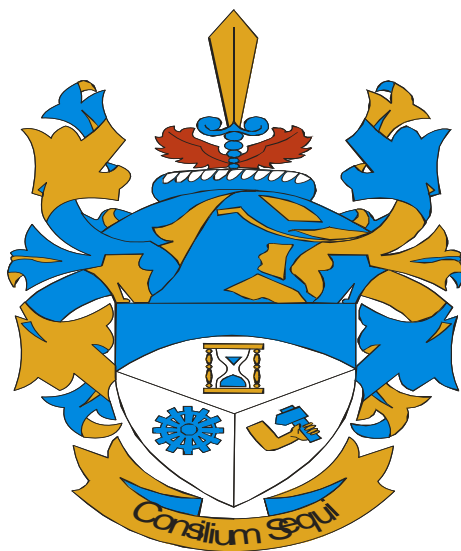


**THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**



**CONSTITUTION OF THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN  
AFRICA**

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**IMPSA  
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# THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.

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**MEMORANDUM OF ASSOCIATION**

## 1. DEFINITIONS

### 1.1 Definitions

Subject to any provision of law, unless the contents indicate the contrary, the words below have the following meanings:

#### 1.1.1 Branch

A provincial structure of the Institute established in terms of clause 6.4 of the Statutes under the control of the Institute Board and which may with the approval of the Institute Board be sub-divided into Divisions.

#### 1.1.2 Officer

An executive member of the Institute as envisaged in clause 8.1 of the Statutes.

#### 1.1.3 Financial Year

The twelve month period from 1 March up to and including the last day of February of the following calendar year.

#### 1.1.4 Honorary member

A class of membership of the Institute to which a person may be elected by the Institute Board in terms of clause 2.6 of the Regulations of the Institute.

#### 1.1.5 Corporate

A class of Membership of the Institute to which an Institute, Company, Organization or Individual under the Institute Sponsors may be elected to by the Institute Board in terms of Clause 2.7 of the Regulations of the Institute.

#### 1.1.6 Institute

The Institute of Municipal People Practitioners of Southern Africa.

#### 1.1.7 Institute Board

The management of the Institute as elected in terms of clause 5.1 of the Statutes of the Institute.

#### 1.1.8 Annual Subscription

An amount which is payable annually by its members in terms of clause 2.12 of the Regulations of the Institute.

#### 1.1.9 Members' register

A register to be kept by the Secretary in which the names of the members of the Institute must be filled in when they are admitted or elected to the Institute and from which the names of persons must be deleted when they cease to be members of the Institute.

#### 1.1.10 Member

A person who is associated with the Institute in terms of clause 2.1 of the Regulations of the Institute, who is in full time employment in a Human Resources capacity at a municipality and who is not a Councillor.

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## 1.1.11 Municipal/Municipality

Local, District or Metropolitan Municipality or any other body which in terms of legislation functions as a municipality.

## 1.1.12 Practitioner

A Member who is in possession of a NQF-Level 6 tertiary qualification may apply to be upgraded to Practitioner member if they have gained extensive experience in HR practice of at least 5 years in Local Government.

## 1.1.13 Personnel Practice

The function which deals with personnel, with specific reference to manpower provision, development and maintenance as stipulated in clause 2.2 of the Regulations of the Institute.

## 1.1.14 Profession

The same as "Personnel Practice" or "People Practice".

## 1.1.15 Working day

Any calendar day from Monday to Friday inclusive.

## 2. NAME

### 2.1 Name

The name of the Institute shall be "*THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA*"

### 2.2 Short title

The IMPSA.

## 3. REGISTERED OFFICE

### 3.1 Registered Office

The registered office of the Institute will be the office of the Secretary of the Institute.

## 4. MAIN OBJECTIVE

### 4.1 Main Objective

The main objective of the Institute is to empower its members to ensure excellent rendition of services in municipalities by means of professional manpower management.

## 5. ADDITIONAL OBJECTIVES

5.1 The **additional objectives** for which the Institute was established shall be to perform all or any of the following steps in order to achieve these objectives to such a degree as will be



## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

within the law and do such things or acts as may be prescribed by law in order to perform or to achieve those objectives legally, viz –

- 5.2** to present the opinions of the profession, to uphold and maintain its integrity; to take any steps which may be necessary to prevent and/or eliminate unethical conduct and practices by members of the profession and with this purpose in mind, institute investigation into the conduct of members; and to consider and attend to all matters which may affect the integrity of members of the Institute;
- 5.3** to discuss and mutually exchange opinions and experiences amongst members concerning matters of personnel practice and tendencies in local authorities;
- 5.4** to elicit information and statistics concerning municipal people practice from members, or any other sources and to distribute such information among members by means of circular, publications or by any other means;
- 5.5** to provide information and statistics about municipal people practice to the legislator, public bodies and the press;
- 5.6** to encourage the study of municipal people practice and the law pertaining to it amongst members and persons who execute the profession of municipal people practice, to promote information, training and development in such matters by means of lectures, classes, discussions, publications, correspondence, workshops or otherwise and to make donations and to provide certificates, bursaries, internships and rewards under such conditions as the Institute Board may determine from time to time;
- 5.7** to conduct examinations or perform such other acts as may be deemed necessary in order to determine whether persons are qualified to be admitted to the Institute as members;
- 5.8** to print, publish, offer for sale or loan and distribute any communications made to the Institute, or any similar society, and any reports of the activities or actions of the Institute, or any other similar society, and any draft Bills, circulars, Acts of Parliament and provincial official documents, and to purchase, copy, print, publish and distribute any other books, papers, theses or communications concerning municipal people practice and the law relating to it.
- 5.9** to obtain any rights or privileges which the Institute deems necessary or convenient for its purposes and to make donations for any purpose in order to promote the interest of the profession;
- 5.10** to invest any monies which the Institute does not immediately require, in such securities as the Institute Board may decide;
- 5.11** to expedite or assist in the expedition of any legislation which is deemed to be of benefit to the Institute and to oppose any legislation which is deemed to be contrary to the interests and status of the Institute or its members;

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

- 5.12** to perform such legal steps or submit such applications to the courts as are deemed necessary in order to recover any monies owing to the Institute by any member or person, irrespective of whether it is for subscriptions or any other monies;
- 5.13** to perform such legal steps as may be ancillary to or may contribute to the achievement and promotion of the main and additional objectives of the Institute; provided that it will not be lawful for the Institute to impose upon its members or support by means of its funds or otherwise, or attempt or cause to obtain support by its members or others of any regulation or restriction, whether it be an objective of the Institute or not, which will make a trade union of the Institute.

## **6. INCOME AND PROPERTY**

### **6.1 Income and property**

The income and property of the Institute, irrespective of the manner in which they were acquired, shall be used, exclusively, to promote the main and additional objectives set out in this Memorandum of Association and no part thereof may be paid or transferred to any member of the Institute, whether by means of a dividend, bonus, or any other method whatsoever, provided that nothing herein contained shall impede the bona fide payment of reasonable compensation to any officer or servant of the Institute or any member, or any other person, in respect of any services rendered to the Institute or the payment of traveling and incidental costs incurred in order to attend meetings of the Institute Board or the Institute, or the payment of honoraria to any person who renders service to the Institute without compensation for service performed.

## **7. DIVIDENDS**

### **7.1 Payment or receipt of dividend bonuses, etc**

Should any member of the Institute pay or receive any bonus, dividend or other profit which is in contravention of clause 7 of the Memorandum of Association of the Institute, his liability shall be without limitation; provided that no member of the Institute may be appointed to a salaried post or to any post to which remuneration is paid to any member of such board except for the payment of traveling costs and ancillary costs. If any amount is paid to a member in contravention of this clause, the liability of any member who receives or pays such an amount shall be without limitation, after he has been notified in writing that payment/receipt was unauthorized.

## **8. LIABILITY OF MEMBERS**

### **8.1 Liability of members**

With the exception of clauses 6 and 7, liability of members shall be limited to R2,00. Every member of the Institute shall undertake:

- 8.1.1** to contribute to the assets of the Institute, should it be liquidated while he is a member, or within one year thereafter;

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

- 8.1.2 to pay the debts and obligations incurred before his membership was terminated and the costs, charges and expenses associated with the liquidation thereof as well as to settle any amount, which does not exceed R2,00 pertaining to the rights of contributors;
- 8.1.3 or in the case where liability is unlimited in terms of clause 7.1, to pay such amount as may be required.

## **9. DISSOLUTION**

### **9.1 Liquidation, deletion or dissolution**

Should any property whatsoever remain, at liquidation, deletion or dissolution of the Institute after all the debts and obligations have been settled, including all liquidation costs, such property will not be paid to or divided among members of the Institute, but will be donated to such society, institute or association with objectives similar to the main objective of the Institute, as may be decided upon by the members of the Institute during or before dissolution or, if such a decision is not made, by a competent court.

## **10. ACCOUNTS**

### **10.1 Accounts kept**

Accurate accounts shall be kept of the income and expenditure of the Institute and the matters from which such income was derived or expenditure incurred, and of the property, credits and obligations of the Institute and, subject to any reasonable limitations as to the time and manner in which they may be scrutinized, as may be determined by the Institute's regulations then in force, shall be available for inspection by the members. The Institute Board shall cause financial statements to be compiled annually and submit these to the Institute's Annual General Meeting, which shall be held not later than fifteen months after the date of the previous Annual General Meeting. Such financial statements include:

- 10.1.1 a Balance Sheet;
- 10.1.2 a Revenue Statement;
- 10.1.3 a Report by the Treasurer on behalf of the Institute Board; and
- 10.1.4 a Report by an Auditor.

**THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

**STATUTES OF THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS  
OF SOUTHERN AFRICA**

## 1. DEFINITIONS

### 1.1 Definitions

Subject to any provisions of law, unless the context otherwise indicates, the same meaning is ascribed to the specifically defined terms in this section as those which are defined in clause 1 of the Memorandum of Association.

## 2. INTRODUCTION

### 2.1 Purpose of the Institute

The Institute shall be established to further the objectives which are outlined in clauses 4 and 5 of the Memorandum of Association of the Institute.

### 2.2 Rules of the Institute

The clauses contained in these Statutes, are the rules of the Institute and no additions or changes to or amendments of the Statutes, which are in operation at present may be made, unless such actions are taken in terms of clause 4.1.12.

### 2.3 Membership

Membership of the Institute comprises four classes, viz-

2.3.1 Honorary Member;

2.3.2 Corporate;

2.3.3 Practitioner;

2.3.4 Member.

### 2.4 Admission of Members

All members shall be admitted and elected by the Institute Board, while the Institute Board may decide to authorize the Secretary to admit potential members under certain conditions. The new members admitted must be reported to the Institute Board.

### 2.5 Rights and privileges

The rights and privileges of each member of the Institute shall apply only to himself personally and are not transferable or transmissible either by his own or legal action.

### 2.6 Present members

The present members of the Institute and such other persons as may be elected in terms of these Statutes, or the Regulations which shall be compiled in terms thereof, shall be the members of the Institute and shall be entered as such in the member's register.

### 2.7 Requirements and procedures

Admission as a member shall be performed in terms of the Regulations of the Institute contained in this document; provided that any member may apply to be elected to the following class of membership of the Institute; and further provided that the Institute Board may, of itself, without any such application being made, elect a member to the following class of membership if, in its opinion, such member is qualified to be so elected.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **2.8 Election of members**

All applications for election as a member of the Institute shall be submitted to the registered office of the Institute via the website of the Institute. The Institute Board or its delegate shall consider, subject to these Statutes and the Regulations which are in force at present, and decide about the election of the applicant and if it decides not to admit the applicant, its decision shall be final and it need not give any reasons for its refusal.

### **2.9 Agreement to uphold the rules**

Every member of the Institute shall (when he applies for admission), sign an agreement that he will uphold these Statutes and Regulations and Rules of the Institute, which are in force at present and which may be amended from time to time.

### **2.10 Addresses of members**

Every member shall furnish the Secretary with his postal- and e-mail address from time to time and the address so submitted shall be deemed to be his registered address.

### **2.11 Resignation of member**

If any member submits a written notification at the registered office of the Institute or posts such notice, which is signed by him and addressed to the Secretary and in which he declares that he wishes to resign as a member of the Institute, he shall cease to be a member of the Institute and his name shall be deleted from the member's register with effect from the date on which his notice is received by the said office.

### **2.12 Forfeit of membership**

A member may be disqualified as a member of the Institute on the following grounds:

2.12.1 Any member, who loses his election qualification, as prescribed in these Statutes, or is guilty of conduct which, in the opinion of the Institute Board, is unprofessional and has a negative effect on the Institute's welfare, may be ordered to resign as a member, or, if he omits to do so, his name may be deleted from the member's register; provided that –

2.12.1.1 any proposal, made in terms of this Statute, that a member be requested to resign or that his name deleted from the member's register, shall be made at a meeting of the Institute Board and such proposal shall be submitted, either as a recommendation of a member of the Institute Board or as a representation by a member;

2.12.1.2 the member, named in the proposal, may be requested to resign as a member or his name may be deleted from the member's register, upon a decision taken by at least two-thirds of the members of the Institute Board who are present at such a meeting and who vote; and

2.12.1.3 No member may be requested to resign or may have his name deleted from the member's register, unless such member has been afforded the opportunity of attending the meeting of the Institute Board at which the relevant proposal is to be submitted and he defends his case.

2.12.1.4 Any member of the Institute shall forfeit his membership of the Institute and his name shall be deleted from the members' register as soon as his annual subscriptions, calculated from the date on which they became payable, are

## THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.

three months in arrears. The Institute Board may waive the application of this clause in special cases.

### 2.13 Annual subscriptions when members resign or forfeit membership

Any member, who resigns in terms of these statutes or whose name is deleted from the member's register, or who ceases to be a member by some other means, shall remain liable for the payment of the amount of current annual subscriptions and any other amounts, which he owes to the Institute.

## 3. HONORARY MEMBER

### 3.1 Honorary members

The Institute Board may, by means of a unanimous vote of the members of the Institute Board present at the meeting and who cast their vote, elect any person who has rendered meaningful service to the Institute, or for other reasons, as an honorary member of the Institute for any term, and, in special circumstances, when a person has rendered extraordinary services to the Institute, such a person may be elected as a lifelong honorary member of the Institute.

### 3.2 Cessation of Honorary membership

If the Institute Board is of the opinion that the conduct of any honorary member is such that it adversely affects the welfare of the Institute, it may decide by means of a vote of at least two-thirds of the members of the Institute Board which are present and vote at a meeting, that such an honorary member be requested to resign as honorary member; or that his name be deleted from the members' register; provided that the provisions of clause 2.12.1.3 of the Statutes shall *mutatis mutandis* apply.

## 4. REGULATIONS

### 4.1 Regulations

Members of the Institute may, at an Annual General Meeting of the Institute, compile, rescind and amend Regulations relating to the following; provided that such Regulations may not be contrary to the terms of the Memorandum Agreement or Statutes of the Institute:

- 4.1.1 The election of members of the Institute and the requirements and formalities which must be observed in this regard;
- 4.1.2 The annual subscriptions which members must pay to the Institute;
- 4.1.3 The training of students;
- 4.1.4 The investigation of candidates who wish to qualify as members of the Institute and the issuing of membership certificates;
- 4.1.5 The nomination of the Institute Board and officials of the Institute, the manner in which they are elected and appointed and the duties of the Institute Board and such officials;
- 4.1.6 The activities of the Institute Board insofar as it may be necessary to regulate and control such activities;
- 4.1.7 The nomination and duties of committees of the Institute Board;
- 4.1.8 The calling of meetings of the Institute Board;

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

- 4.1.9 The proceedings at the Annual General Meetings of the Institute insofar as they are not regulated by these Statutes, the submission of reports and papers to such meetings, the publication thereof and of reports of the activities and proceedings of the Institute;
- 4.1.10 The manner in which the Institute's funds are to be invested;
- 4.1.11 The establishment, composition and operation of Branches and Divisions of the Institute;
- 4.1.12 All other matters for which Regulations can be made in accordance with these Statutes, or which may be prescribed in Regulations in terms of these Statutes; provided that notice of an intended amendment of, or addition to, the Regulations made, shall be sent to the Secretary at least one month prior to the date of the Annual General Meeting, unless such Regulation will involve an addition to, or amendment of, the Statutes which are in force at present, since by law this can only be performed by means of a special resolution.

## **5. COMPOSITION OF THE INSTITUTE BOARD**

### **5.1 Institute Board**

Members of the Institute Board shall be a member in good standing of the Institute, while the Institute Board shall consist of the serving President, two Vice Presidents, Secretary, Treasurer and other elected members. The members of the Institute Board shall be elected annually at the Annual General Meeting of the respective Branches. The President and Vice President are elected for a period of two years. The Secretary and Treasurer shall not be elected Board Members and shall be appointed at the Institute Board Meeting subsequent to the AGM.

The other elected members of the Institute Board comprise the following:

Limpopo (2)  
Mpumalanga (2)  
North West (2)  
Free State (2)  
KwaZulu-Natal (2)  
Western Cape (2)  
Eastern Cape (2)  
Northern Cape (2)  
Gauteng (2)  
Africa states (1 per state)

No one may be a member of the Institute Board, unless he is a member of the Institute.

### **5.2 Amendment of the composition of the Institute Board**

The Institute may, from time to time at its Annual General Meeting, increase or decrease the number of members of the Institute Board and may also decide which members, by virtue of their office, shall be members of the Institute Board and may determine for what period members of the Institute Board shall hold office.



## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

- 5.2.1 The retiring President serves as an additional Institute Board Member for a period of two years if he was not elected as an Institute Board Member.
- 5.2.2 The Institute Board may co-opt additional members to a maximum number not exceeding that of the number of elected Institute Board Members, to ensure that the composition of the Institute Board is representative of Local Authorities.

## **6. POWERS OF THE INSTITUTE BOARD**

### **6.1 Power of the Institute Board**

The affairs and business of the Institute shall be managed by the Institute Board, which may exercise any powers of the Institute which need not to be exercised at an Annual General Meeting in terms of the Act or of these Statutes. Due care shall be taken that such powers are exercised subject to any clause of the Statutes, to the provisions of the Act and any Regulations and are not contrary to the provisions of such Regulations and provisions as are outlined in this State; but no Regulations, compiled by the Institute at an Annual General Meeting, may make any previous action of the Institute Board invalid if it have been valid had that regulation not been compiled and accepted.

### **6.2 Investments**

- 6.2.1 The Treasurer in consultation with the President or Vice-Presidents may, from time to time and in the name of the Institute, invest any monies, which are not immediately required for the Institute's purposes, with a registered financial institution in which local authorities are empowered to invest their funds.
- 6.2.2 The Treasurer shall open a bank account in the name of the Institute. Only the Treasurer shall be authorized to make any payments in the name of the Institute while all such payments shall be made by cheque or by means of electronic banking facility. All cheques must be signed by the Treasurer.

### **6.3 Examinations**

The Institute Board may, in terms of the current Regulations and Rules of the Institute, cause admission examinations to be taken and may issue certificates to the candidates.

### **6.4 Local divisions and branches**

The Institute Board may, in order to promote any of the objectives set out in the memorandum of Association, from time to time establish any Branches in any of the provinces of the Republic of South Africa or elsewhere, and may dissolve such Branches. The Institute Board may also compile the rules and regulations for the control and management of any Branch so established and may change or amend them from time to time. Any Branch, thus established, shall nominate its representative(s) who shall then be ratified by the Institute Board.

## **7. PROCEEDINGS OF THE INSTITUTE BOARD**

### **7.1 Chairperson of the Institute Board**

The President, and in his absence one of the Vice-Presidents, shall act as Chairperson at all meetings of the Institute Board and if both are absent a Chairperson shall be elected from amongst the members present.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **7.2 Meetings of the Institute Board**

The Institute Board may meet in order to conduct its business or may adjourn, and subject to the provisions of these Statutes or any Regulations in terms thereof, may arrange its meeting as it deems fit. Should the Chairperson or any three members of the Institute Board so wish, the Secretary shall convene a meeting of the Institute Board at any time.

### **7.3 Quorum of the Institute Board**

The quorum, which shall be required for conducting the business of the Institute Board, may be determined by the Institute Board and, unless it has been otherwise determined, shall be one-half of the members of the Institute Board.

### **7.4 Voting at meetings of the Institute Board**

Subject to any provisions to the contrary in these Statutes, each matter raised at a meeting of the Institute Board shall be decided by a majority of votes of the members who are present and who vote and each member shall have one vote. In the event of an equal division of votes the Chairperson shall have a second or casting vote.

### **7.5 Committee of the Institute Board**

The Institute Board may delegate any of its powers to a committee which shall consist of any such member or members of the Institute which it deems fit; provided that –

7.5.1 any committee, so constituted, shall, while exercising such power as was delegated to it, comply with any regulations which the Institute Board has imposed upon it;

7.5.2 such a committee shall elect a chairperson for its meeting. Should such chairperson not be elected, or if the chairperson is not present within five minutes of the appointed time for the commencement of a meeting, the members may elect one of their own members to act as chairperson of the meeting;

7.5.3 such committee may meet or adjourn as it deems fit. Matters raised at any meeting shall be decided by a majority vote of the members present and, if an equal division of votes occurs, the chairperson shall have a second or casting vote.

### **7.6 Resignation of a member of the Institute Board**

A member of the Institute Board may resign at any time by notifying the Secretary in writing and his office shall then be vacant; provided that –

7.6.1 such member shall not thereafter be disqualified from future election to membership of the Institute Board;

7.6.2 members of the Institute Board, subject to any provisions to the contrary which may be contained herein, shall hold office from the end of the Annual General Meeting, until the end of the next Annual General Meeting.

### **7.7 Vacating an office by a Member of the Institute Board**

Every member of the Institute Board shall vacate his Office when he ceases to be a member of the Institute, or when his membership of the Institute is suspended for any period, or he becomes insolvent or ceases to pay his annual subscriptions, or when he is declared insane, or becomes mentally disturbed, or is sentenced for a criminal offence to imprisonment without the option of a fine.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **7.8 Vacancies in the Institute Board**

The vacancies in the Institute Board may, from time to time be filled by the Institute at an Annual General Meeting, but the members of the Institute Board may, irrespective of any vacancies, act and exercise all their powers; provided that a quorum of the Institute Board, in terms of clause 7.3 of the Statutes, shall be present for the purpose.

### **7.9 Casual vacancies may be filled**

Should one or more casual vacancies occur in the membership of the Institute Board, the Institute Board may fill the vacancies as it deems fit, without waiting for an Annual General Meeting of the Institute to be held, but the member or members of the Institute Board so nominated shall only hold office until the completion of the next Annual General Meeting of the Institute; provided that the provisions of clause 8.2 of the Statutes will *mutatis mutandis* apply.

### **7.10 Validity of the actions Of the Institute Board**

All the actions of and meeting of the Institute Board or of any committee of the Institute Board or of any member of the Institute Board, shall be considered valid, in spite of the fact that it may later appear that something was amiss with the election of the Institute Board, committee, or members thereof, or that they or any one of them, were disqualified, as if the Institute Board, committee or member thereof was properly elected and competent to act.

### **7.11 Indemnity of the members and Officials of the Institute Board**

The members of the Institute Board and the officials of the Institute shall be indemnified, out of the funds and the property of the Institute, against and from all costs, monies, losses, suits for damages and expenses which any of them suffer or have to pay in the exercise of their powers or the performance of their duties, unless it is a result of their own willful default or negligence.

## **8. OFFICIALS AND TRUSTEES**

### **8.1 Officials**

The Officials of the Institute shall be:

8.1.1 The President

8.1.2 The Vice-Presidents

8.1.3 Secretary and Treasurer

8.1.4 Such other officials as may from time to time be decided upon, after due notice, at an Annual General Meeting of the Institute; provided that –

8.1.4.1 the election of officials shall take place in accordance with the Regulations of the Institute;

8.1.4.2 the Secretary and the Treasurer shall not be elected at an Annual General Meeting but are appointed by the Institute Board.

8.1.4.3 officials who resign may, subject to any provisions to the contrary herein, be re-elected;

8.1.4.4 no member may be elected as an official, if he is not a member of the Institute;

8.1.4.5 officials shall hold office from the conclusion of the Annual General Meeting at which they are elected until the end of the term of election.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **8.2 Offices**

If any of the offices of the Institute fall vacant, the Institute Board may fill it at its own discretion without waiting for the Annual General Meeting of the Institute to be held, but any official who is so appointed, shall hold office only until the end of the following Annual General Meeting of the Institute.

### **8.3 Trustees and Officials**

The Institute Board may appoint and dismiss Trustees in connection with any of the objectives of the Institute and such Trustees shall have such power, shall be so indemnified, shall perform such duties and shall be subject to such regulations as the Institute Board may determine.

### **8.4 Accounts, Disqualification, Etc.**

The accounts of any Trustee or other official may be settled, approved or rejected in full or in part by the Institute Board. A Trustee or other official who goes insolvent, or compounds with his creditors, or who, if he as a member is suspended or reprimanded, shall thereafter no longer act as a Trustee or other official; provided that until such time as the fact that he has been disqualified is recorded in the minutes of the Institute Board, the actions performed by virtue of his office shall be as valid as if he had acted as a qualified Trustee or official.

## **9. ANNUAL GENERAL MEETINGS**

### **9.1 Annual General Meeting**

An Annual General Meeting shall be held once every calendar year on a date as determined by the Institute Board, and shall not be held more than fifteen months after the previous Annual General Meeting, at such place as the Institute Board may designate.

## **10. EXTRAORDINARY GENERAL MEETINGS**

### **10.1 Extraordinarily General Meetings**

10.1.1 The petition may comprise various documents in the same form which have been signed by one or more petitioners;

10.1.2 If the Institute Board does not convene an Extraordinary General Meeting within thirty days from the date of submission of such petition, the petitioners, or a majority of them, may convene such meeting themselves but no Extraordinary General Meetings so convened may be held after three months from the date of submission of such petition;

10.1.3 If a resolution is passed at such meeting which must be ratified at another meeting, the Institute Board shall immediately convene another Extraordinary General Meeting in order to consider the decision and, if considered desirable to ratify it as a special resolution and if the Institute Board does not convene such meeting within thirty days from the date when the initial resolution was passed, the petitioners, or a majority of them, may convene the meetings themselves. Any Extraordinary General Meeting which the petitioners convene in terms of this clause shall, as far as possible, be convened in the same manner as that in which such meeting must be convened by the Institute Board;

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

10.1.4 The provisions of clauses 11 and 12 of the Statutes shall apply *mutatis mutandis* to the proceedings at Extraordinary General Meetings.

### **11. PROCEEDING AT THE ANNUAL GENERAL MEETING**

#### **11.1 Convening an Annual General Meeting**

Not less than thirty working days' notice, excluding the working day on which the notice was served or is deemed to have been served, but including the day for which notice is given, shall be given of the place, the day and the time of an Annual General Meeting, and in the case of special matters, the general nature of those matters shall be indicated in the manner set out below or in such manner, if any, as the Institute may present to members of the Institute at an Annual General Meeting; provided that if any member has not received a notice this shall not invalidate the proceedings of any Annual General Meeting.

#### **11.2 Business at Annual General Meeting**

All matters dealt with at an Annual General Meeting and all matters dealt with at an Extraordinary General Meeting shall be deemed to be special matters, with exception of –

- 11.2.1 the consideration of the accounts and balance sheets;
- 11.2.2 the usual report by the Institute Board and the auditors;
- 11.2.3 the election of members and officials of the Institute Board;
- 11.2.4 the discussion of matters relating to the profession of municipal personnel practitioners.

#### **11.3 Quorum**

No business may be dealt with at any Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to deal with business and subject to any provision to the contrary in these Statutes, a quorum shall consist of fifteen members present in person. If a quorum is not present within half an hour of the appointed time for the commencement of a meeting, it may be adjourned until a later time on the same day, or otherwise it may be adjourned until the following day at the same time and place. If at the adjourned meeting a quorum is not present within half an hour of the appointed time for the commencement of a meeting, the members present shall constitute a quorum.

#### **11.4 Chairperson**

At all Annual General Meetings of the Institute the President, and if he is absent, one of the Vice Presidents, shall be the Chairperson and if both are absent, the chairperson shall be elected from amongst the members present.

#### **11.5 Adjourned meetings**

The Chairperson may, with the permission of any meeting at which a quorum is present, and shall if the meeting orders him to do so, adjourn the meeting from time to time and from place to place; provided that –

- 11.5.1 no business may be dealt with at any adjourned meeting, except the matters which were not concluded at the meeting at which the adjournment took place;

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

- 11.5.2 if a meeting is adjourned for 10 days or longer, notice shall, as in the case of an original meeting, be given of the adjourned meeting;
- 11.5.3 subject to the provisions of clause 11.5.2, it shall not be necessary to give notice of an adjournment or of the matters which will be dealt with at the adjourned meeting.

### **11.6 Scrutinisers**

The Chairperson of the Annual General Meeting shall nominate scrutinisers to determine the result of any vote held to elect the Institute Board and officials.

### **11.7 Voting**

At any Annual General Meeting, a proposal which must be put to the vote of the meeting, shall, subject to the provisions of the regulations, be decided by a show of hands and after an announcement by the Chairperson that a proposal has been carried, unanimously carried, or carried or defeated by a particular majority, unless not less than 25 percent of the members, prior to or immediately after the announcement of the result of the vote by a show of hands, demand a vote by secret ballot; provided that –

- 11.7.1 an entry to that effect in the minute of the proceedings of the Institute shall be conclusive proof of the fact, without proof of the number or ratio of votes cast in favour of or against the proposal;
- 11.7.2 no secret ballot may be held in connection with the nomination of scrutinisers or the adjournment of the meeting;
- 11.7.3 the officials of the Institute shall be elected by secret ballot by way of ballot papers.

### **11.8 Manner in which secret ballot shall be concluded**

If a secret ballot is duly demanded, it shall be held in such a way and at such time as the Chairperson orders and the result of the secret ballot shall be regarded as being the decision of the meeting at which the secret ballot was called.

## **12. VOTES OF MEMBERS AND MOTIONS**

### **12.1 Voting**

When voting by a show of hands, every member present in person at the meeting shall have one vote and during a vote by secret ballot every member shall have one vote.

### **12.2 Members who owe the Institute money**

A member who has not paid the Institute the annual membership fees which he owes, may not be present at or vote at any meeting.

### **12.3 Chairperson has a casting Vote**

In the event of an equal division of votes, whether by a show of hands or secret ballot, the Chairperson of the meeting at which the vote by a show of hands took place or at which the secret ballot was demanded, shall be entitled to a second or casting vote; provided that in the case of the election of officials and members of the Institute Board, in the event of an equal division of votes, a decision shall be reached by drawing lots and the Chairperson shall not be entitled to a second or casting vote.

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### **12.4 Persons entitled to Attend the meetings of the Institute**

Subject to the provisions of clause 12.2, members may attend all the Annual General Meetings of the Institute, participate in the proceedings and receive a copy of the minutes of the proceedings.

### **12.5 Visitors present at Annual General Meeting**

Any member may, with the permission of the Chairperson, bring a visitor along to every Annual General Meeting of the Institute, but such visitor may not vote. He may participate in the discussion if the Chairperson of the meeting invites him to do so. During such part of the meeting which is devoted to any matters related to the management of the Institute, the Chairperson may at any time request the visitor to retire from the meeting.

### **12.6 Notice of motion**

Except for a motion concerning any matter which is before the meeting, no motion may be proposed during an Annual General Meeting, unless written notice of the content or purpose of such motion was given to the Secretary not less than twenty working days before the date of such meeting. No amendment to any motion shall be permitted unless such amendment is either a proposal that the matter be referred to the Institute Board for consideration, or is undesirable in the opinion of the Chairperson.

### **12.7 Validity of votes**

No complaint may be lodged against the validity of any vote except at the meeting or secret ballot at which such vote was cast and every vote which is not rejected at such meeting or secret ballot shall be deemed valid. The Chairperson of the meeting shall be the sole and absolute judge of the validity of every vote cast at any meeting or secret ballot.

### **12.8 Signed minutes regarded as being true**

Every entry of the proceedings at an Annual General Meeting which supports to be entered and signed in accordance with the Act or these Statutes, shall, in the absence of proof to the contrary, be deemed to be a true entry and an original proceeding of the Institute.

## **13. ACCOUNTS AND AUDITORS**

### **13.1 Accounts must be kept**

The Institute Board shall keep accurate accounts of -

13.1.1 the amounts which the Institute receives and spends and the matters in respect of which such amounts are received and spent;

13.1.2 the assets and liabilities of the Institute.

### **13.2 Keeping of books of account**

The books of accounts shall be kept in the registered office of the Institute or in such other place or places as the Institute Board deems fit, and they shall always be available for inspection by the members, subject to any reasonable restrictions relating to the time and manner in which they may be inspected, which the Institute may determine at an Annual General Meeting or an Extraordinary General Meeting.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **13.3 Submission of accounts**

At least once a year at an Annual General Meeting, the Institute Board shall submit to the Institute the Institute's financial statements in respect of the previous accounting year. A copy of the financial statements shall be sent to members thirty days before the meeting in the manner in which notice must be given in accordance with these Statutes.

### **13.4 Auditors**

An auditor shall be appointed by the Institute Board to audit the financial statements of the Branch and may be an Auditing Firm or a qualified internal auditor of a Local Authority.

## **14. NOTICES**

### **14.1 Notice to members**

The Institute may serve notices to any member in electronic format at his registered address; provided that –

14.1.1 all notices sent out, shall be signed by and have at the foot the name in block capitals of the Secretary or such other person as the Institute Board nominates in his place except in the case of a meeting which the members have convened in accordance with clause 9 of these Statutes, in which case it shall be signed by and have at the foot in block capitals the names of the members who are convening the meeting.

## **15. THE SEAL**

### **15.1 Sealing of documents**

The seal of the Institute may not be affixed to any document (except membership certificates) unless the Institute Board authorizes it and then only in the presence of at least two members of the Institute Board and the Secretary or such other person as the Institute Board nominates for the purpose; and the two members of the Institute Board and the Secretary or other person and mentioned above shall sign every document on which the seal of the Institute is so affixed in their presence.

## **16. BOOKS AND FILES**

### **16.1 Inspection of books and files**

16.1.1 All files, books and papers of the Institute shall at all reasonable times be available for inspection by members at the registered office of the Institute.

16.1.2 The Secretary shall permit such inspection by a member or person nominated by the Institute Board from the member's register or other register; provided that such member or person, before inspecting any such register or books, shall sign his name in a book kept for that purpose.

### **16.2 Registered office**

The Registered Office of the Institute shall be the office of the serving Secretary of the Institute or such other place as the Institute Board may designate from time to time.



**REGULATIONS OF THE INSTITUTE OF MUNICIPAL PEOPLE  
PRACTITIONERS OF SOUTHERN AFRICA**

## 1. DEFINITIONS

- 1.1 Subject to any provision of law, unless the context otherwise indicates, the same meaning is ascribed to the various terms defined herein as that which is defined in clause 1 of the Memorandum of Association.

## 2. MEMBERSHIP AND MEMBERSHIP FEES

### 2.1 Membership

The following classes of membership exist in the Institute:

- 2.1.1 Honorary Member
- 2.1.2 Corporate Membership
- 2.1.3 Practitioner
- 2.1.4 Member

### 2.2 Member

A person who is associated with the Institute in terms of clause 2.1 of the Regulations of the Institute, who is in full time employment in a Human Resources capacity at a municipality and who is not a Councillor.

### 2.3 Corporate Membership

A Corporate member *A class of Membership of the Institute to which an Institute, Company, Organisation or Individual under the Institute Sponsors may be elected to by the Institute Board in terms of Clause 2.7 of the Regulations of the Institute.*

2.3.1 admittance to the Corporate class of membership of will not automatically be gained, but that the applicant must have a track record of participation in people practice and service to The Institute, which is acceptable to the Institute Board.

2.3.2 The following criteria are applicable to Corporate membership:

- Sponsorship/Exhibitor for five consecutive Conferences;
- Sponsorship exceeding the Silver Sponsorship Package

2.3.3 Special cases of Election

Notwithstanding the Regulations relating to the election of members, the Institute Board may decide on all classes of membership at special elections. Furthermore the Institute Board may at any time decide to subject an applicant for membership or upgrading of class of membership, to a prescribed examination, which shall be set and administered by the Institute Board and make a decision about relevant membership based thereon.

### 2.4 Practitioner

A Member who is in possession of a NQF-Level 6 tertiary qualification may apply to be upgraded to Practitioner member if they have gained extensive experience in HR practice of at least 5 years in Local Government.

**2.5 Requirements for Practitioner Membership**

Requirements for membership shall be determined by the Institute Board. The requirements are as follows based on qualification and/or experience as primary criteria. Members who apply must pay the fee as decided upon by the Institute Board from time to time and submit a comprehensive Curriculum Vitae together with copies of qualifications to the Secretary

**2.6 Honorary Member**

See clause 3.1 of Statutes.

**2.7 Special cases of Election**

Notwithstanding the Regulations relating to the election of members, the Institute Board may decide on all classes of membership at special elections. Furthermore the Institute Board may at any time decide to subject an applicant for membership or upgrading of class of membership, to a prescribed examination, which shall be set and administered by the Institute Board and make a decision about relevant membership based thereon.

**2.8 Notice of election**

Every member elected to a specific class of membership shall be informed of his election in writing by the Secretary.

**2.9 Membership certificate**

Every member shall be entitled to a membership certificate which shall be in such a form as may be prescribed by the Institute Board from time to time.

**2.10 Rejected applications**

If an application for membership of the Institute or to be transferred from one Class of membership to another is rejected, no entry of such application or its rejection shall be made in the minutes of the proceedings of the Institute Board.

**2.11 Certificates upon Resignation or dismissal**

If a member resigns or is dismissed, he shall return to the Secretary all certificates of membership which he possesses and they shall be cancelled immediately.

**2.12 Annual membership fees**

Membership fees are from time to time determined by the Annual General Meeting.

**2.13 Waiving of Annual membership fees**

The annual subscription of any member may, in exceptional circumstances, be waived in full or in part by the Institute Board.

**2.14 Payment of annual Subscription**

No member's annual subscription shall be waived during the year in which such member ceases to be in the full employ of a municipality, whilst the full annual subscription of a member, who was previously in the employ of a municipality shall be paid in respect of the year in which such member again taken up full-time employment with a municipality.

### **3. THE INSTITUTE BOARD AND OFFICIALS**

#### **3.1 Nomination of Institute Board Members**

The Secretary of each branch shall send to Branch members nomination forms for the election of members of the Institute Board 60 days prior to the Branch Annual General Meeting. Every member shall be entitled to nominate as many persons as there are vacancies and not more. No nomination shall be valid unless the Branch Secretary receives it on or before 15 working days prior to the Branch Annual General Meeting. Any nomination which contains more names than there are vacancies to be filled shall be invalid. All nominations shall be made by members in good standing only.

#### **3.2 Nomination of President and Vice Presidents**

Only elected and *ex officio* Institute Board Members serving on the date of nomination can be nominated for the office of President and Vice President. The Secretary shall send to Institute Board Members nomination forms for the election of President and/or Vice President, 60 days prior to the Annual General Meeting. Every Institute Board Member shall be entitled to nominate as many persons as there are vacancies and not more. No nomination shall be valid unless the Secretary receives it on or before 30 working days prior to the Annual General Meeting. Any nomination which contains more names than there are vacancies to be filled shall be invalid.

#### **3.3 Election of Institute Board**

The voting for the election of members of the Institute Board shall be in accordance with clause 11.6, 11.7.3 and 11.8 of the Statutes by secret ballot by way of a voting paper; if more valid nominations are received than the vacancies to be filled, the election shall take place during the Annual General Meeting of the Branch. A member who votes may vote for as many candidates as he chooses; provided that he does not vote for more candidates than there are vacancies. Only members in good standing are allowed to vote.

#### **3.4 Election of President/Vice President**

The voting for the election of President or Vice President will take place by means of one of the following methods:

3.4.1 The Secretary shall send to all paid up members numbered ballot papers per mail for the election of President or Vice President. Members who shall not attend the Annual General Meeting shall fill in the ballot paper and mail it in a sealed envelope clearly marked "Institute Board Elections" and the ballot paper number indicated on the envelope, to the Secretary in time to reach the Secretary at least 5 days before the Annual General Meeting or place it in the ballot box prior to the Annual General Meeting. The Secretary will place the received ballot papers in a ballot box.

3.4.2 On the day the Annual General Meeting takes place members who are in arrears with their membership fees can pay their membership fees and obtain a numbered ballot paper, cast their votes and place it in the ballot box.

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

3.4.3 A member who votes may vote for as many candidates as he chooses; provided that he does not vote for more candidates than there are vacancies.

3.4.4 The Ballot Box will be opened during the Annual General Meeting in the presence of all members present. The Chairperson of the Annual General Meeting shall nominate scrutinisers to determine the result of any vote held to elect the President or Vice Presidents.

### **3.5 Minutes of the Institute Board meetings**

The Secretary shall record the minutes of the proceedings of every meeting of the Institute Board and of member's attendance and if these are a true reflection, they shall be approved and signed by the Chairperson of the meeting at which they are read; provided that all such minutes shall, when signed, be deemed to be a true reflection of the proceedings of the Institute Board unless the contrary is proved.

## **4. PROCEEDINGS OF THE INSTITUTE**

### **4.1 Report of proceedings**

The Institute Board may from time to time take such steps as may be desirable in order to ensure that the report of the proceedings of the Institute is accurate and every year the Secretary shall send a copy of the proceedings and a list of the names and addresses of members, to every member of the Institute who is not in arrears with his annual subscription.

### **4.2 Papers to be sent to the Secretary**

All papers delivered to the Institute shall be sent to the Secretary at such time and subject to such conditions and regulations as determined by the Institute Board.

### **4.3 Institute has copyright of all publications**

The Institute shall be deemed to have the copyright of both papers contributed to or delivered to the Institute at an Annual General Meeting, as well as of any reports or other publications printed or published by the Institute Board, or any of its committees or officials, and any reprint or publication or subsequent republication, may be effected only by the Institute Board or with its authority and subject to the conditions that the printer and the publisher shall print such authorization on the front page of any such publication or reprint.

### **4.4 Record of Sealed documents**

The Secretary shall keep a separate book in which is written both a short title or description of every piece (except membership certificates) on which the seal appears and the date of the minutes of the Institute Board at which authorization for this was given and such entry shall be signed by the members of the Institute Board and the Secretary or such other person as the Institute Board may nominate for the purpose.

## **5. DUTIES OF OFFICIALS**

## **THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

### **5.1 The Secretary**

The Secretary shall be responsible for the Institute's books, files and documents and shall, under the control of the Institute Board, conduct all the correspondence of the Institute and the Institute Board and committees, attend all their proceedings and ensure that the applications, admittance and the recommendations are all in the prescribed form and that all the prescribed notices are duly sent to the members of the Institute and the Institute Board with the understanding that the President or an Institute Board member designated by the Institute Board, may also conduct correspondence on behalf of the Institute.

### **5.2 The Treasurer**

The Treasurer shall receive all monies paid to the Institute, deposit them in a separate bank account and pay all amounts on behalf of the Institute, in accordance with clause 6.2 of the Statutes of the Institute's income and expenditure, compile a balance sheet and a statement of account which is written up until the end of February in every year and submit such balance sheet and statement of accounts, together with all the receipts, to the auditors.

**CODE OF CONDUCT**

**THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**  
**PROFESSIONAL CODE OF CONDUCT OF THE INSTITUTE OF MUNICIPAL**  
**PEOPLE PRACTITIONERS OF SOUTHERN AFRICA**

## **1. DEFINITIONS**

### **1.1 Definitions**

Subject to any provision of law, unless the context otherwise indicates, the same meaning is ascribed to the various terms defined herein as that which is defined in clause 1 of the Memorandum of Association.

## **2. INTRODUCTION**

The Institute Board is of the opinion that a professional code of conduct, comprising general principles which members must observe, shall serve as a guide for all members to uphold the highest standards of integrity and independence which is fundamental to the profession of personnel practitioners.

## **3. GENERAL**

### **3.1 A People Practitioner:**

- 3.1.1 shall make the public interest his priority in the execution of his responsibilities to his employer, employee, or client and the profession;
- 3.1.2 shall conduct himself in such a way as to uphold the dignity, esteem and good name of the profession;
- 3.1.3 shall fulfill his duty toward his employer, employee or client to the best of his ability;
- 3.1.4 shall not accept work for which he is not adequately trained or does not have sufficient experience;
- 3.1.5 shall not recruit or solicit professional employment in an improper manner;
- 3.1.6 shall not advertise his professional services in a self-laudatory manner or in any other way which is detrimental to the dignity of the profession;
- 3.1.7 shall not compete for work in an unethical manner;
- 3.1.8 shall not maliciously or recklessly damage the good name, prospects or interests of any other person or organisation, either directly or indirectly;
- 3.1.9 shall not use, for his personal gain, or make public any information concerning any person or organisation with which he has dealings in practicing his profession. in a court of law professional privilege will only be broken in compliance with an instruction of the presiding office in the court; and
- 3.1.10 shall at all times and in all circumstances, as regards people practice, act in accordance with the regulations as prescribed by the South African Board for People Practices.

## **4. PERSONAL INTERESTS**

- 4.1 Members serving in municipalities shall abide by the rules relating to those bodies, in particular any provisions concerning divulging financial interests. If there are no such provisions,



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members shall voluntarily reveal any interests in the same way as is expected of Board members.

- 4.2 The adopted principle is that the interests of the employing body shall prevail at all times and a member may not, under any circumstances, profit by or receive commission from any transaction in which the municipality has an interest, either directly or indirectly, irrespective of whether the municipality is adversely affected by it or not.

**5. HOSPITALITY AND GIFTS**

- 5.1 No member of the Institute may receive gifts arising from his professional work, with the exception of presents of such a nature as to be regarded only as mementos, or not such gifts that influence him or are meant to influence him in the execution of these professional duties.

**6. ADVICE TO MUNICIPALITIES**

- 6.1 It is the duty of every member to promote the manpower principles of the municipality which he serves and, when necessary, openly and clearly to give advice concerning the financial consequences of any proposed action. He himself shall abide by all requirements of law and ensure that the law is applied in all activities with which he are directly involved or of which he is aware.

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**THE INSTITUTE OF MUNICIPAL PEOPLE PRACTITIONERS OF SOUTHERN AFRICA.**

**RULES AND REGULATIONS FOR THE INSTITUTE OF MUNICIPAL PEOPLE  
PRACTITIONERS OF SOUTHERN AFRICA, FOR THE MANAGEMENT AND  
CONTROL OF BRANCHES AND DIVISIONS OF THE INSTITUTE**

(COMPILED IN TERMS OF CLAUSE 6.4 OF THE STATUTES)

## **1. DEFINITION**

### **1.1 Interpretation**

Subject to any provision of law, unless the contents indicate the contrary, the same meanings are intended by the various definitions included herein as those contained in clause 1 of the Memorandum of Association.

## **2. ESTABLISHMENT OF BRANCHES**

### **2.1 Establishment of Branch subject to the approval of the Institute Board**

2.1.1 A Branch may only be established in an area indicated by the Institute Board as an area in which a Branch may be established.

2.1.2 Where a Branch is established, elect a Branch Management comprising a Chairperson, Deputy Chairperson, Secretary and Treasurer who are practitioners or members of the Institute on the understanding that the Branch Management may co-opt a maximum number of two affiliates on the management of the Branch.

### **2.2 Notice of Establishment**

The Secretary of the Branch shall give written notice to the Secretary of the Institute Board within 14 days of the establishment of a Branch and include the names, addresses and telephone numbers of the members elected to the Branch Management on such notice.

## **3. COMPOSITION OF BRANCH MANAGEMENT**

### **3.1 Composition and election of Branch Management**

Members of Branch Management shall be members in good standing of the Institute, whilst the Branch Management comprises the serving Chairperson, Deputy Chairperson, Secretary, Treasurer and conveners of the Divisions established under the control of the Branch. Members of the Branch Management are elected annually at the Annual General Meeting of the Branch. No person who is not a member of the Institute may be a member of the Branch Management on the understanding that the Branch Management may co-opt a maximum of two Affiliates on the management of the Branch. The members of the Branch Management shall, as far as possible, be elected from the various municipalities in the area represented by the Branch.

### **3.2 Retiring Chairperson**

The retiring chairperson may be appointed as additional member to the Branch Management for a period of one year should he not be elected as a member of the Branch Management in the normal manner.

### **3.3 Co-opting of Members**

The Branch Management may co-opt a maximum of three members annually to ensure that the Branch Management is as representative as possible of all municipalities in the province.

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### **3.4 Notice of election or co-option to the Secretary of the Institute**

The Secretary of a Branch shall give written notice to the Secretary of the Institute Board within 14 days of the date of the election or co-option of a member onto the Branch Management, providing the names, addresses and telephone numbers of the members who have been elected or co-opted onto the Branch Management.

### **3.5 Members of the Institute Board who are *ex officio* members of the Branch Management**

The President, as well as the Institute Board Members of the specific province, is *ex officio* members of the Branch Management of such province.

## **4. POWERS OF BRANCH MANAGEMENT**

### **4.1 Powers of Branch Management**

The business and activities of the Branch are managed by the Branch Management in terms of the provisions of these rules and regulations and subject to the stipulations of the Constitution and Orders of the Institute as well as any resolutions of the Institute and Institute Board.

### **4.2 Investments**

The Branch Management may from time to time and in the name of the Branch, invest any monies not immediately required for the Branch's purposes with registered financial institutions in which municipalities are empowered to invest their funds.

### **4.3 Bank Account**

The Treasurer of the Branch shall open a bank account in the name of the Branch. Only the Chairperson and/or Treasurer of the Branch, or the Secretary in the absence of the Chairperson or the Treasurer shall be authorised to make any payments in the name of the Branch, whilst all such payments shall be made by Cheque or Electronic Banking.

### **4.4 Annual report shall be submitted to the Institute**

Every Branch shall submit an annual report to the Annual General Meeting of the Branch and within one month of the date of such meeting forward a copy of the annual report of the Branch to the Secretary of the Institute.

### **4.5 Liaison of Branches with the Institute and the provision of minutes of activities to the Secretary of the Institute**

Detailed documentation, including minutes, annexure and/or addendums to minutes of each meeting of the Branch or Branch Management, must be forwarded by the Secretary of the Branch to the Secretary of the Institute within one month of the date of the meeting together with any papers presented at any meeting.

### **4.6 One day seminars and other meetings**

Subject to the prior approval of the Institute Board, one day seminars, workshops, discussions and other personnel directed / work related meetings may be arranged by a Branch and the Branch shall, within one month of the date of such activity, forward a brief written report on such activity to the Secretary of the Institute.

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### **4.7 Committee of the Branch**

A Branch may from amongst its members establish working groups to address specific personnel orientated / work related issues and in its annual report provide feedback on the activities of such working groups or committees to the annual meetings of the Branch.

### **4.8 Limitations to powers of Branches**

No Branch may, without prior written permission being obtained from the Institute Board, or in an emergency, from the Management Committee, on its own initiative undertake the following:

- 4.8.1 Policy announcements and/or negotiations;
- 4.8.2 Official media releases;
- 4.8.3 Official publications;
- 4.8.4 Grant bursaries and/or study grants;
- 4.8.5 Make donations other than in acknowledgement of services rendered;
- 4.8.6 Purchase, lease, sell or rent fixed assets;
- 4.8.7 Loan money in whatever way;
- 4.8.8 Support or oppose legislation in any way;
- 4.8.9 Institute or support legal action or issue any statements in this regard;
- 4.8.10 Commits or compromises the Institute or Institute Board in any way;
- 4.8.11 Incurs any expenditure on the account of the Institute or utilise the credit of the Institute;
- 4.8.12 Take down any examination, issue diplomas or any competency certificates;
- 4.8.13 Collect levies or membership fees.

## **5. ACTIVITIES OF THE BRANCH MANAGEMENT**

### **5.1 Chairperson of Branch Management**

The Chairperson and in his absence, the Deputy Chairperson, shall preside as Chairperson at all meetings of the Branch Management and in the event of both persons being absent, the Chairperson shall be elected from amongst those members present.

### **5.2 Meetings of Branch Management**

The Branch Management may, in order to finalise its matters, meet or adjourn and subject to the provisions of these rules and regulations arrange its meetings as it deems fit. The Secretary shall, should the Chairperson or any three members so wish, convene a meeting of the Branch Management at any time.

### **5.3 Quorum**

The quorum required in order to finalise the matters of the Branch Management may be determined by the Branch Management and unless determined as such, a quorum shall be 50% of the members of the Branch Management.

### **5.4 Voting at Branch Management meetings**

Subject to any provisions to the contrary contained in these rules and regulations, every matter at a meeting of the Branch Management shall be decided by a majority vote of those members present, and every member shall have one vote with the Chairperson having a second or casting vote in the event of an equal division of votes.

**5.5 Committees of Branch Management**

Branch Management may delegate any of its powers as it deems fit to committees which comprise of such member or members of the Institute, who are members of the Branch, on the understanding that:

- 5.5.1 any committee so appointed, shall in exercising the powers delegated to it, comply with any of the regulations which the Branch Management are subjected to, as well as any conditions of the Branch Management;
- 5.5.2 such committee may elect a Chairperson for its meeting. Should no such Chairperson be elected, or should the Chairperson at any meeting not be present within five minutes of the commencement time of the meeting, the members present may elect a person from amongst those present to act as Chairperson at the meeting.
- 5.5.3 Such committee may meet and adjourn as it deems fit. Business introduced at any meeting must be decided upon by majority vote of those members present and in the event of an equal division of votes, the Chairperson has a second or casting vote.

**5.6 Resignation as member of Branch Management**

A member of Branch Management may resign at any time by notifying the Secretary thereof in writing, where after his office shall be vacant, on the understanding that:

- 5.6.1 such member shall not thereafter be disqualified from future election to membership of the Branch Management at any time thereafter;
- 5.6.2 members of Branch Management, subject to any provisions to the contrary which may be contained herein, shall hold office from the end of the Annual General Meeting at which they are elected until the conclusion of the next Annual General Meeting.

**5.7 Vacating the office by a member of Branch Management**

Every member of Branch Management shall vacate his office when he ceases to be a member of the Institute or Branch, or when his membership of the Institute is suspended for any period of time, or he becomes insolvent, or ceases to pay his annual subscriptions, or comes to an arrangement with his creditors, is declared insane, or mentally disturbed, or sentenced for a criminal offence to imprisonment without the option of a fine.

**5.8 Vacancy within Branch Management**

The members of Branch Management may, irrespective of any vacancies within their ranks, act and exercise all their powers on the understanding that a quorum of the Branch Management in terms of clause 5.3 shall be present for this purpose.

**5.9 Filling of casual vacancies**

Should one or more casual vacancies occur in the membership of the Branch Management, they may fill the vacancies as they deem fit, without waiting for the Annual General Meeting of the Branch to be held, but the member or members of Branch Management so nominated by the Branch Management shall only hold office until the conclusion of the next Annual General Meeting of the Branch.

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### **5.10 Validity of actions of Branch Management**

All the actions of any meeting of the Branch Management, or of a committee of the Branch Management shall be considered valid, despite the fact that it may later appear that something was amiss with the election of the Branch Management, committee, or member thereof, or that they, or any of them, were disqualified, as if they were properly elected and competent to act.

### **5.11 Exemption of members of Branch Management**

The members of Branch Management shall be indemnified, out of the funds of the Branch, against and from any costs, monies, losses, suits for damages and expenses whatsoever, which they mutually or individually may suffer or incur in the exercising of their power or the performance of their duties, unless it is as a result of their own willful default or negligence.

## **6. ANNUAL GENERAL MEETING**

### **6.1 Annual General Meeting**

An Annual General Meeting of the Branch shall be held once every calendar year and shall not be held later than fifteen months after the previous Annual General Meeting at such place as the Branch Management may designate.

## **7. EXTRAORDINARY GENERAL MEETING**

### **7.1 Extraordinary General Meeting**

The Branch Management may, at its discretion, convene an ordinary Annual General Meeting at any time and shall, after having lodged a petition to the office of the serving Secretary of the Branch, signed by at least 15 members of the Branch, and setting forth in full the purpose of the meeting, forthwith convene an Extraordinary General Meeting on the understanding that:

- 7.1.1 the petition may comprise various documents in the same form which have been signed by one or more petitioners;
- 7.1.2 should the Branch Management not convene an Extraordinary General Meeting within 30 days of the submission date of such petition, the petitioners may submit a copy of such petition to the Secretary of the Institute for submission to the Management Committee of the Institute Board, who may act as they deem fit;
- 7.1.3 the provisions of clauses 8 and 9 hereof shall apply *mutatis mutandis* to the proceedings of the Extraordinary General Meeting.

## **8. PROCEEDINGS AT ANNUAL GENERAL MEETING**

### **8.1 Notice of the Annual General Meeting**

A minimum of 21 working days' notice must be given of the date, time and venue of an Annual General Meeting and in the event of special matters the general nature of such matters must be indicated in the manner set out below, or in such a manner, if any, as presented by the Branch to Branch Management at any Annual General Meeting on the understanding that, should any member not have received a notice, it will not cause the proceedings of the Annual General Meeting to be invalid.

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### **8.2 Matters at Annual General Meeting and Extraordinary General Meeting**

All matters dealt with at an Annual General Meeting and all matters dealt with at an Extraordinary General Meeting, are regarded as special matters, with the exception of:

- 8.2.1 the consideration of accounts and balance sheets;
- 8.2.2 the usual report of the Branch Management and the auditors;
- 8.2.3 the election of members of Branch Management;
- 8.2.4 the discussion of matters relating to the profession of municipal people practitioners.

### **8.3 Quorum**

No business may be dealt with at any Annual General Meeting unless a quorum of members of the Branch is present at the time when the meeting proceeds with its business and, subject to any provision to the contrary contained in these regulations, a quorum shall consist of the number of members predetermined by the Branch Management and who are present in person. If, within half an hour of the set commencement time, a quorum is not present, the meeting may be adjourned to a time later on the same day or alternatively to the next day at the same time and place. Should the adjourned meeting the next day not have a quorum present within half an hour of the time set for commencement of the meeting, the members of the Branch present at such meeting shall constitute a quorum.

### **8.4 Chairperson**

At the Annual General Meeting of the Branch, the Chairperson, or if he is absent, the Deputy Chairperson, shall chair the meeting and in the event of both being absent, a Chairperson shall be elected from amongst those members of the Branch present at such meeting.

### **8.5 Adjourned Meeting**

The Chairperson, may with the concurrence of any meeting at which a quorum is present, and shall, if the meeting orders him to do so, adjourn the meeting from time to time and venue to venue, provided that:

- 8.5.1 no business may be dealt with at any adjourned meeting, except the matters which were not concluded at the meeting at which the adjournment took place;
- 8.5.2 should a meeting be adjourned for ten days or longer, a notice of the adjourned meeting shall be given as in the case of the original meeting;
- 8.5.3 it, subject to the provisions of clause 8.5.2, shall not be necessary to give notice of an adjournment or of the matters which will be dealt with at the adjourned meeting.

### **8.6 Scrutinisers**

The Chairperson of the Annual General Meeting shall nominate scrutinisers to determine the outcome of any voting necessary in the election of the Branch Management.

### **8.7 Voting by show of hands**

At any Annual General Meeting a proposal which must be put to the vote of the meeting, shall be decided by a show of hands and after announcement of the result, unless at least 25 percent of the members, prior to or immediately after announcement of the result of the vote by a show of hands, demand a vote by secret ballot, provided that:



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- 8.7.1 an entry to that effect in the minutes of the proceedings of the Branch shall be conclusive proof of the fact, without proof of the number of ratio of votes cast in favour or against the proposal;
- 8.7.2 no secret ballot may be held with regard to the nomination of scrutinisers or the adjournment of the meeting;
- 8.7.3 the Chairperson and Deputy Chairperson of the Branch shall be elected by secret ballot by way of ballot papers;
- 8.7.4 should a secret ballot be duly demanded, it shall be held in such a way and at such a time as determined by the Chairperson and the result of the secret ballot shall be regarded as being the decision of the meeting at which the secret ballot was called.

## **9. VOTING OF MEMBERS AND MOTIONS**

### **9.1 Every member present has one vote**

When voting by a show of hands, every member of the Branch who is present in person at the meeting shall have one vote and during a vote by secret ballot every such member shall have one vote.

### **9.2 Forfeiting of right to vote**

A member who has not paid his annual membership fees which he owes the Institute may not be present or vote at any meeting.

### **9.3 Chairperson has a casting vote**

In the event of an equal division of votes, whether by showing of hands or secret ballot, the Chairperson of the meeting at which the vote by a show of hands took place, or at which the secret ballot was demanded, shall be entitled to a second or casting vote, provided that in the case of the election of the Branch Management, in the event of an equal division of votes, a decision shall be reached by drawing lots and the Chairperson shall not be entitled to a second or casting vote.

### **9.4 Right of members to attend meetings and receive minutes**

Members of the Branch may, subject to the provisions of clause 9.2, attend all the Annual General Meetings of the Branch, participate in the proceedings and may receive a copy of the minutes of the proceedings.

### **9.5 Visitors present at the Annual General Meeting**

Any member of the Branch may, with the consent of the Chairperson, bring a visitor along to the Annual General Meeting of the Branch, but such visitor may not vote. He may participate in the discussion if invited to do so by the Chairperson. At any time during the meeting when matters concerning management of the branch are concerned, the Chairperson may request visitors to retire from the meeting.

### **9.6 Notice of a motion**

No motion, except for any motion that serves before the meeting, may be proposed at an Annual General Meeting, unless 20 working days' written notice of the content or intent of such a motion has been given to the Secretary. No amendment to a motion shall be permitted, unless such amendment is either a proposal that the matter be referred to Branch

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Management for consideration or is, in the opinion of the Chairperson of the meeting, undesirable.

### **9.7 Validity of votes**

No complaint may be lodged against the validity of any vote, except at the meeting or secret ballot at which such vote was cast and every vote which is not rejected at such meeting or secret ballot, shall be deemed valid. The Chairperson of the meeting is the sole and absolute judge of the validity of every vote cast at any meeting or secret ballot.

### **9.8 Signed minutes regarded as correct**

Every entry of the proceedings at an Annual General Meeting recorded in the minutes shall, in the absence of proof to the contrary, be regarded as a true entry of the proceedings of the Branch.

## **10. ACCOUNTS AND AUDITORS**

### **10.1 Accounts must be kept**

The Branch Management must keep accurate accounts of:

10.1.1 income received and expenditure incurred by the Branch Management and the matters from which such income was derived or expenditure incurred;

10.1.2 the assets and liabilities of the Branch.

### **10.2 Safekeeping of books of account**

The books of account must be kept in the office of the Secretary of the Branch or in such other place considered by Branch Management to be safe, and these should still be available for inspection by the members of the Branch, subject to any reasonable restrictions relating to time and manner in which these may be inspected, which may be determined by the Branch at an Annual General Meeting or Extraordinary General Meeting.

### **10.3 Submission of accounts**

The Branch Management shall at least once every year submit financial statements of the Branch in respect of the previous accounting year to the Annual General Meeting as well as to the national Treasurer.

### **10.4 Auditors**

An auditor shall be appointed by the Branch Management to audit the financial statements of the Branch and may be an Auditing Firm or a qualified internal auditor of a Local Authority.

## **11. NOTICES**

### **11.1 Notices to Members**

The Branch may serve notices to any member personally or may post such notice to a registered address or, if such member has no registered address in the Republic of South Africa, to the address, if any, within the Republic of South Africa which he provided to the Institute so that notice could be given to him, provided that:

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11.1.1 if a notice is sent by post, the notice shall be deemed to have been served by merely addressing a letter containing the notice, franking and posting it and unless the contrary is proved, it shall be deemed to have been served at such time as a letter would be delivered in the normal course of events;

11.1.2 all notices sent out, shall be signed by the Secretary or such other person nominated by the Branch Management to sign on his behalf with the name in block capitals below the signature.

## **12. BOOKS AND FILES**

### **12.1 Inspection of books and files**

All files, books and papers of the Branch shall at all reasonable times be available for inspection by its members at the registered office of the Secretary of the Branch. The Secretary or Treasurer, whatever the case may be, shall permit such inspection by a member of the Branch or person nominated by the Institute Board, from the member's register or other register for which provision is made under the Act, provided that such member, before inspecting any such register or books, shall sign his name in a book kept for that purpose.

### **12.2 Registered Office**

The registered office of the Branch shall be the office of the serving Secretary of the Branch or such place designated by the Branch Management from time to time.

## **13. DISSOLUTION OF BRANCHES**

### **13.1 Dissolution of Branches**

Should within fifteen months of the date of the last annual meeting, no annual meeting of the Branch be held, the Institute Board may dissolve such Branch. As and when any Branch is dissolved by the Institute Board, it is the duty of the Secretary or Treasurer or any other official of the dissolved Branch to pay over all surplus funds belonging to the Branch within fourteen days after having received notice to do so to the Secretary or Treasurer of the Institute, on the understanding that the surplus funds may not under any circumstances be utilised to cover any shortages which might have occurred in the funds of such Branch.

### **13.2 Accountability of the members limited**

Every member of the Branch undertakes to contribute to the assets of the Branch, in order to cover any debt and obligations in the event of it being liquidated and such accountability is limited to R2-00.