4.3 SAIA BY-LAWS

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 of the South African Institute of Architects (**constitution**) shall bear the same meaning.

2 THE BOARD

2.1 **Term of Office**

2.1.1 The members of the **board** shall, subject to the provisions of clause 7.4 and clause 7.5 of the **constitution**, hold office for a period of not more than 2 years.

2.2 **Election of President, Vice-President, Treasurer and Deputy Treasurer**

2.2.1 Subject to the provisions of clause 7.4 and clause 7.4.1 of the **constitution**, the **board** shall request the **members** to submit written nominations for the **president,** vice-president, treasurer and deputy treasurer from time to time when such positions have become vacant, and **members** who wish to submit nominations shall do so within 14 days of the date of the **board's** request.

2.2.2 Nominations for the positions of **president**, vice-president, treasurer or deputy treasurer, as the case may be, shall be seconded in writing by at least one **member** and supported in writing by at least 10 **members**. The nominee's written acceptance together with an abridged CV and the nominee's manifesto (maximum 200 words) must accompany such nomination.

2.2.3 The **board** shall be entitled to provide **members** with a form on which nominations shall be made. Nominations may be submitted electronically or by such other means as the **board** may designate.

2.2.4 The election of the **president**, vice-president, treasurer or deputy treasurer, as the case may be, shall be conducted by electronic vote or by postal vote of the **voting members** within 14 days from date of delivery of the applicable election resolutions and documentation or such later date as the **board** may prescribe. A nominee shall be elected to the applicable position by simple majority of votes actually cast on the proposed resolution.

2.2.5 If the **board** wishes to fill a vacancy in terms of clause 7.9.3 of the **constitution**, the **board** shall fill such vacancy from amongst the members of the **board** and failing

that, from amongst the **voting members**.

2.2.6 The election of office bearers shall be completed within the last quarter of each year.

2.2.7 Each honorary office bearer shall hold office for the period commencing on 1st July after the date on which he or she has been elected and termination on 30 June, save for those office bearers elected in 2015 whose terms of office shall commence on 1 September 2015.

2.3 Meetings of the Board

2.3.1 A majority of the members of the **board** shall form a quorum at any meeting thereof.

2.3.2 If no quorum is present, the meeting shall be adjourned and resumed ten minutes later at the same place. The members of the **board** then present shall constitute a quorum.

2.3.3 A member of the **board** present or participating at a meeting shall declare any pecuniary interest if any matter affecting such member of the **board** is discussed.

2.3.4 At a meeting of the **board** only such business as is on the agenda, which shall be prepared by the **chief executive officer** in consultation with the **president**, shall be decided, unless the **board**, by approval of a majority of the voting rights of the **board**, determines otherwise.

2.3.5 Not less than 14 days before the date fixed for any meeting of the **board**, the **chief executive officer** shall send an agenda for the meeting to all members of the **board** via email.

2.3.6 Not less than 14 days' notice shall be given for any special meeting of the **board**, and the notice shall set out the objects of the meeting.

2.3.7 All matters that may come before any meeting of the **board** shall, in the case of a difference of opinion, be decided by a majority of the voting rights cast at that meeting, the chair not having a deliberative vote, but in the case of an equality of votes the chair may exercise a casting vote.

2.3.8 At all meetings of the **board**, the **president**, or in the **president's** absence, the vice-president, shall be chair. If both are absent, a chair shall be elected by and from the members of the **board** who are present.

2.3.9 Any meeting of the **board** may be conducted entirely by electronic communication (as set out in section 1 of the Electronic Communications and Transactions Act, No 25 of 2002, as amended or replaced from time to time) or provide for participation in a meeting by electronic communication, *mutatis mutandis* as set out in section 63 of the Companies Act 71 of 2008, so long as the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other and without an intermediary, and to participate reasonably effectively in the meeting.

2.3.10 The **chief executive officer** shall notify the members of the **board** prior to the date of the meeting that it will be possible for them to participate by way of electronic communication and shall provide any necessary information to enable members of the **board** to access the available medium or means of electronic communication, provided that such access shall be at the expense of the member of the **board**.

2.3.11 Notwithstanding any provisions in these **by-laws**, any matter submitted to all members of the **board** for decision and agreed to in writing by members of the **board** holding a majority of the voting rights, shall be valid as if it had been passed at a meeting of the **board** duly called and constituted, and shall be effective from the date on which such majority agreement has been achieved. Such written agreement may be conveyed by the members of the **board** by hand, fax, email or other forms of electronic communication. The members of the **board** may sign separate forms of such agreement which together will constitute a single document for purposes of evidencing their agreement.

2.3.12 Minutes shall be recorded in typed format and retained in a minute book and shall contain all resolutions and an accurate record of all proceedings of meetings of the **board**.

3 MANAGEMENT COMMITTEE

3.1 The **president** shall preside at meetings of the **management committee** at which the **president** is present. If absent, the vice-president shall preside.

3.2 A quorum shall be three persons.

3.3 The **management committee** shall meet at least three times per year.

3.4 Minutes shall be kept in book form and submitted to the following **board** meeting for confirmation.

4 ELECTION OF LIFE MEMBERS AND HONORARY MEMBERS

4.1 The consideration of a candidate for life or honorary membership shall be initiated by at least two members of the **board** or by a **region** or **group**, who shall submit the name supported by a motivation in writing to the **chief executive officer**.

4.2 The **management committee** shall consider a nomination and, if they agree with such nomination, shall recommend it to the **board**.

4.3 When a recommendation is made in terms of paragraph 4.2, a secret ballot shall be held during the immediately following **board** meeting on such recommendation, and if two-thirds of the **members** present vote in favour, the nominee shall be declared elected.

5 PROFESSIONAL CONDUCT

5.1 **Members** shall order their conduct so as to uphold the dignity of the profession and a high standard of conduct, professional competence and integrity and shall comply

with the provisions of the preamble and the objects of the **constitution** and these **by-laws**.

5.2 An international **member** may, at the instance of the **board**, be assigned to a **region** for purposes of disciplinary rules and procedures.

5.3 The appeal of a **member** against a decision of a disciplinary committee of a **region** or **group** shall be considered by an appeal committee appointed by the **board**.

5.4 Such appeal committee shall examine the records of the disciplinary hearing and may require the complainant and member complained against to file further particulars of the matters complained of.

5.5 After examining the documentation and such additional particulars as may have been required, the appeal committee may either affirm the decision of the disciplinary committee or refer the matter back to the disciplinary committee for further consideration.

5.6 A decision of the appeal committee shall not be construed to express the opinion of the **board**.

6 PROCEDURES FOR APPLICATION FOR MEMBERSHIP TO INSTITUTE

6.1 All applications for membership of the **institute** shall be made in writing on the official application forms issued by the **institute** from time to time.

6.2 An application for membership of the **institute** together with the required documentary proof shall be submitted to the **region** or directly to the **institute** (**receiver**) and the **receiver** shall ensure that the application form has been duly completed by the applicant and shall consider, within 30 (thirty) days after receipt of an application, whether the applicant qualifies for **institute** membership in accordance with the **constitution**.

6.3 If a **receiver** determines that an applicant does not qualify for **institute** membership in accordance with the **constitution**, the **receiver** will notify the applicant in writing accordingly.

6.4 If the president, executive officer or an authorised staff member of a region determines that an applicant qualifies for membership of the **institute** in accordance with the **constitution**, the **region** shall submit such applicant's application form together with copies of the required documentary proof to the **institute** together with written confirmation by the **region** that the application form has been duly completed and that the applicant qualifies for membership of the **institute** in accordance with the **constitution**.

6.5 Within 30 days after receipt of the documentation referred to in clause 6.4, the **institute** shall deliver written notice to the applicant that he has qualified for membership of the **institute**, notifying him of the **assigned region** to which he will

become an **assigned member**, and requesting him to pay the prescribed membership fee in respect of such membership to the **region**. The **region** shall remit the national portion of such membership fee to the **institute** and shall retain the regional portion thereof.

6.6 The **assigned region** shall be determined on the basis of the following -

6.6.1 existing **members** shall be deemed to have been assigned to the region of which they are **members** as at 1 July 2015, provided that if a **member** is a member of more than one **region** as at such date, he or she shall elect one such **region** as his or her **assigned region**;

6.6.2 the applicant's regular or permanent work address will ordinarily determine the **region** to which he or she will be assigned; and

6.6.3 where the applicant's regular or permanent work address makes him eligible for assignment to more than one **region**, the applicant shall elect which **region** he or she will be assigned to.

6.7 Upon receipt by the **institute** of written confirmation from the **region** that the applicant has paid the membership fee referred to in clause 6.5, the **institute** shall enrol the applicant as a **member** in its register of **members** in accordance with the category of membership within which such applicant falls, and note the **assigned region** of such **member**, and the **institute** shall issue a certificate of membership in accordance with the **constitution**. The **institute** shall also immediately notify the **assigned region** that the applicant's application has been accepted and that he or she has been **assigned** to that **region**, and of the date upon which he or she will be an **assigned member** of that **region**.

6.8 If a **member** relocates to another **region**, such **member** shall notify the **institute** thereof in writing within 30 days after such relocation. The **institute** shall determine whether such **member** should be assigned to a different **region** and notify the **member** and the applicable **regions** in writing of its decision.

7 MEMBERSHIP FEES

7.1 A membership fee shall be paid by the **regions** to the **Institute** as the national portion. The exception being the membership class as set out in clause 6.1.3 of the SAIA Constitution, International Members shall be invoiced directly by the **Institute** as they are not assigned to regions.

7.1.1 The membership fee shall apply to all membership classes as set out in clause 6.1 of the SAIA Constitution. The fee shall be published annually by the Board. And shall include the following membership classes:

7.1.1.1 Architect Member

7.1.1.2 Academic Member

7.1.1.3 Retired Member

7.1.1.4 Candidate Member

7.1.1.5 Associate Member (Affiliate Members)

7.1.1.6 International Member

7.1.2 The **regions** shall declare to the **Institute** annually, before the 1st May, an estimated income from 7.1.1 for the next financial year for the Institutes budgeting purposes.

7.1.3 Membership Fees can be paid annually or monthly. The **regions** shall provide figures indicating **members** who have selected to pay annually and monthly for the **Institutes** cashflow projections.

7.1.4 The national portion shall be paid to the **Institute** on the 25th day of the month in which it is received by the **region**, including both annual and monthly membership fees received.

7.1.5 The Board shall review the national portion as set out in clause 7.1.1 annually before the 1st May.

7.1.6 The SAIA Board may consider a discounted fee for youth **members** below the age of 35 years.

7.2 The following **members** shall be exempt from paying membership fees -

7.2.1 life members;

7.2.2 honorary **members**; and

7.2.3 such **members** as the **board** may determine from time to time.

8 PRACTICE LEVIES

8.1 Practices that wish to be recognised as a **SAIA Practice** shall apply annually to the **Institute** and shall:

8.1.1 In accordance with the SAIA **Constitution** clause 6.5.3 once accepted into the **Institute** a **member** becomes eligible to register as a **SAIA Practice**. A minimum of one principal at a practice shall be an Architect **Member** as set out in clause 6.1.1.1 of the SAIA **Constitution**. And should be in good standing at the time of the application.

8.1.2 All architectural principals of such practice shall be **members** of the **Institute** in any of the membership classes as set out in clause 6.1 of the SAIA **Constitution**. And should be in good standing at the time of the application.

8.1.3 A minimum of 51% of all staff employed at the practice, who are eligible to be a voting **member** according to clause 6.1.1 of the SAIA **Constitution**, shall be **Institute** members. And should be in good standing at the time of the application.

8.1.4 The practice requesting acknowledgment as a **SAIA Practice** shall apply annually. An application form shall be complete, signed and return to the **Institute** and the SAIA **regions**. Declarations illustrating compliance of 8.1.1, 8.1.2, and 8.1.3 shall be included in the application form.

8.1.5 Should the practice comply with all the requirements above, the **Institute** shall issue a certificate of good standing, valid for the financial year, in recognition of the **SAIA Practice**.

9 MEETINGS OF MEMBERS

9.1 The **president** may call a meeting of the **members** at any time on 21 days written notice. Notice of such meeting may be delivered electronically or by post as may be determined by the **board**.

9.2 The notice of a **members'** meeting shall provide sufficient detail of the purpose of the meeting and the decisions, if any, which the **members** will be required to make at such meeting, and shall include a form of proxy in terms of which a voting **member** can appoint a representative to cast his votes in a specified manner at the meeting.

9.3 A quorum for a meeting of **members** shall be **members** holding 25% of the voting rights, present in person or by proxy.

9.4 **Members** may at the instance of the **board**, be permitted to participate at a meeting by electronic communication, *mutatis mutandis* in accordance with the provisions of paragraph 2.3.9.

10 POSTAL AND/OR ELECTRONIC VOTES

10.1.1 If the **institute** tis required or wishes to submit a matter for determination by the voting members by postal or electronic vote (as determined by the board) the **chief executive officer** of the **institute** shall give written notice by electronic means and/or by post to the **voting members** of the matter on which they are requested to vote, setting out with sufficient details the material issues relating thereto, the email and/or postal addresses to which **voting members** will be required to submit their votes, and any form that they are required to complete for purposes of casting their votes;

10.1.2 the **voting members** shall be given no less than 14 days to cast their votes electronically. In the case of a postal vote, the period for the return of such votes shall be as determined by the **board** at any given time.

10.2 The **president** shall be responsible for tallying the votes and shall be entitled:

10.2.1 to appoint any firm or persons to act as scrutineers for the purpose of counting the votes, and

10.2.2 to act on a certificate given by any such scrutineers without requiring production of the electronic or postal votes received or himself counting the votes.

10.3 The **president** shall give written notice to the **voting members** within 7 days of the last date on which votes could be cast, of the results of such vote.

10.4 If any votes were counted which ought not to have been counted or if any votes were not counted which ought to have been counted, the error shall not vitiate the resolution, unless:

10.4.1 it is brought to the attention of the **president** within 7 (seven) days of the date of the notice referred to in clause 10.3; and

10.4.2 in the opinion of the **president**, it is of sufficient magnitude to vitiate the resolution,

in which event the votes shall be recounted and the **president** shall give written notice to the **voting members** within 7 days of him determining that such recount is necessary, of the results of such vote.

11 SAIA PRACTICES

11.1 A **SAIA practice** shall enjoy the following benefits of such status:

11.1.1 it shall be issued with a SAIA certificate;

11.1.2 it shall appear on the register of **SAIA practices.** The register of **SAIA Practices** should be published annually in the SAIA Journal or a Board approved publication;

11.1.3 it shall be eligible for entry to the **Regional** and **Institute's** Awards programmes. The practice should retain **SAIA Practice** recognition through the full 2-year awards cycle. This includes the **Regional** Awards programme the first year and the subsequent **Institute** Awards programme the second year.

11.1.4 it and its staff shall receive preferential rates for events run by the **institute** from time to time; and

11.1.5 such other benefits as may be conferred by the **board** on a **SAIA practice** from time to time.