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# THE SOUTH AFRICAN PLANNING INSTITUTE

## CONSTITUTION

AS ADOPTED ON 6 JUNE 2013

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# THE SOUTH AFRICAN PLANNING INSTITUTE

## CONSTITUTION

(as adopted on 6 June 2013 replacing the 2007 Constitution)

### 1. INTRODUCTION

- 1.1 The South African Planning Institute (SAPI) was formed on 1 July 1996 following the amalgamation of the South African Institute of Town and Regional Planners (SAITRP) and the Development Planning Association of South Africa (DPASA).

The South African Institute of Town and Regional Planners (SAITRP), a successor to the South African Branch of the Royal Town Planning Institute (RTPI, established January 1944), was formed in 1954. The Institute was for a number of years the only professional association of national significance in South Africa and it was mainly concerned with the promotion of, and standards within, the profession and the discipline. The South African Council of Town and Regional Planners (SACTRP) was formed in terms of the Town and Regional Planners Act, 1984 (Act No 19 of 1984), and as a consequence, the statutory role and functions of the SAITRP fell away.

The Development Planning Association of South Africa (DPASA) was founded in January 1994 in response to the concerns and perceptions of a group of planners that the profession and the SAITRP was not doing enough to promote the transformation of both society and the planning profession in South Africa, nor creating sufficient opportunities for the empowerment of planners from previously disadvantaged backgrounds.

- 1.2 The Institute is a non-profit voluntary association of persons with the purpose to promote the planning profession. The Institute is membership driven and its membership is made up of planners and associated professionals from all regions of South Africa, and from all sectors of planning, including the Public Sector, NGO's and CBO's, Private Consultants and Academics.
- 1.3 The Institute provides services to its members and engages on the interests of the planning profession and its members. It provides the profession with profile, identity and a voice, and it functions as a forum for all people in planning to debate critical issues affecting planning and development.

Since its establishment, the Institute has grown in services to its members and has increased and strengthened the profile of the planning profession and discipline.

## 2. DEFINITIONS

In this Constitution and Rules, unless the context specifically indicates otherwise:

- 2.1 **“Board”** means the Board of the South African Planning Institute;
- 2.2 **“Bylaws”** mean the Bylaws to be read in conjunction with the Constitution of the South African Planning Institute;
- 2.3 **“Constitution”** means the Constitution of the South African Planning Institute;
- 2.4 **“Financial Year”** means the twelve (12) month period from 1 July in one year to 30 June in the following year;
- 2.5 **“Member”** means a member of the Institute, as contemplated in Clause 4.1 hereunder;
- 2.6 **“Office-bearer”** means any member of the Institute who is appointed or elected to hold a position of authority and serve on a governing body of the Institute, includes:
- (a) any appointed or elected member of the National Board;
  - (b) any appointed or elected member of the Executive Committee and
  - (c) any appointed or elected member of a Regional Committee.
- 2.7 **“Region”** means a Region of the South African Planning Institute, as determined in Clause 5.5 hereunder;
- 2.8 **“Regional Committee”** means an elected committee for each Region of the South African Planning Institute, as determined in Clause 5.6.2 hereunder;
- 2.9 **“Rules”** mean the Rules to be read in conjunction with the Constitution of the South African Planning Institute;
- 2.10 **“Special Committee”** means a special committee of the National Board, as established in terms of Schedule A hereunder; and
- 2.11 **“Special Postal Ballot”** means a ballot conducted amongst all eligible voting Members of the Institute, as determined in Clause 7.2 hereunder.

### Interpretation

In the event of any doubt or dispute as to the meaning or import of any portion of the Constitution, a Bylaw or a Rule, then the interpretation of the National Board shall be final and binding on the members of the Institute.

### **3. THE INSTITUTE**

#### **3.1 Name**

3.1.1 The Institute hereby constituted will be called the South African Planning Institute.

3.1.2 Its shortened name will be SAPI (hereafter referred to as the "Institute").

#### **3.2 Legal Status**

The Institute is a corporate body with its own legal identity and existence distinct from its members and office-bearers. The Institute shall have perpetual succession and continue to exist notwithstanding changes in the composition of its membership or office-bearers. The Institute may acquire and hold property, movable and immovable, and sell, mortgage, transfer, lease or otherwise dispose of any such property, enter into contracts, and sue or be sued in its corporate capacity.

#### **3.3 Mission**

The Institute is a non-profit, voluntary association of persons established with the main objective to enhance the art and science of sustainable local, regional and national human and physical development planning, and the theory and practise relating thereto.

#### **3.4 Objects**

3.4.1 The objects of the Institute are:

- (a) to promote the profession of planning in South Africa;
- (b) to promote a high level of professionalism and ethical conduct in the broad interests of society at large;
- (c) to promote and protect the justifiable interests of its members;
- (d) to promote the standard of education and training of persons in the planning profession;
- (e) to ensure that planning within South Africa promotes the sustainable use of natural resources, and the social and economic upliftment of all segments of the population;
- (f) to initiate and promote reforms in the laws, policies and programs relating to planning in South Africa; and

(g) to promote inter-disciplinary discussion and collaboration, and also national and international contact and exchange.

### **3.5 Non-Profit Distributing Character**

3.5.1 The income and property of the Institute, however derived, shall be used solely for the promotion and execution of its stated objectives.

3.5.2 The members and the office-bearers shall have no rights in the property or other assets of the Institute solely by virtue of their status as members or office-bearers of the Institute.

3.5.3 No portion of the income or property of the Institute shall be paid or distributed directly or indirectly to any person or to any member of the Institute or National Board, except as:

(a) reasonable compensation for services actually rendered to the Institute; or

(b) reimbursement of actual costs or expenses reasonably incurred on behalf of the Institute.

3.5.4 The members and the office-bearers shall not become liable for any of the obligations and liabilities of the Institute solely by virtue of their status as members or office-bearers of the Institute.

3.5.5 The office-bearers shall be and is hereby indemnified by the Institute against any loss, expense or damage incurred in the discharge of or arising from their duties, provided that such loss, expense or damage is not attributable to his or her own negligence, and the members of the Institute shall not be held personally liable for acts done in good faith and for the benefit of the Institute.

3.5.6 The National Board may from time to time create special purpose trusts and funds to further the aims and objectives of the Institute.

## **4. THE MEMBERSHIP**

**4.1 The Membership of the Institute** comprises:

(a) Corporate Members, Life Members, Honorary Members and Retired Members, with full voting rights at all levels of the Institute;

(b) Associate Members with voting rights only at the Regional level; and

(c) Students with no voting rights.

## 4.2 Election, Admission and Transferal

The National Board alone shall have power to elect, induct or admit a person to a particular membership category of the Institute or to transfer a person from one (1) membership category to another. The decision of the National Board regarding the eligibility of any person for election, induction or admittance is final.

## 4.3 Eligibility for Membership

4.3.1 The qualifications for and admission to membership of the Institute shall be as follows:

- (a) Corporate Member: A person who at the time of application is actively engaged in planning and holds an academic planning qualification (professional or technical) from a tertiary educational Institute, which is recognised by the National Board.
- (b) Life Member: A Corporate Member who at the time of election, in the opinion of the National Board, has achieved sufficient status in the Institute or planning profession to justify his or her election; and has been a Corporate Member for at least five (5) years (provided that the National Board may in exceptional circumstances to waive this requirement).
- (c) Honorary Member: A person who at the time of election is not professionally engaged in the practice of planning and, in the opinion of the National Board, has achieved sufficient status in the Institute or planning profession to justify his or her election. He/she shall remain an Honorary Member at the pleasure of the National Board.
- (d) Retired Member: A Member who has ceased to practice as a Planner or actively engage in planning, but wishes to retain an interest in the planning profession. A Retired Member may upon application be re-instated.
- (e) Associate: A person who at the time of application does not satisfy the requirements for admission as a Corporate Member but, in the opinion of the National Board, has an established working relationship with the planning profession.
- (f) Student: A person who at the time of application has a valid registration as a student for an academic qualification in planning or another built environment profession at a tertiary educational institution, which is recognised by the National Board. A Student Member may not remain in this category of membership for a period of more than one (1) year after obtaining his/her academic qualification and will be required to re-apply or apply for transfer to the applicable membership category.

#### **4.4 Privileges of Membership / Rights of Membership**

- 4.4.1 A Member shall receive benefits from the Institute appropriate to his/her membership category. Such benefits shall include, but not be limited to, attending all meetings and participation in all activities and programmes of the Institute.
- 4.4.2 A Member of the Institute is entitled to use the relevant letters, to designate his/her membership in the Institute:
- (a) Corporate Member: MSAPI
  - (b) Life Member: LSAPI
  - (c) Honorary Member: HSAPI
  - (d) Retired Member: RSAPI
  - (e) Associate: ASAPI
  - (f) Past President: PPSAPI

There are no designatory post-nominals associated with Student membership.

- 4.4.3 Members who are professionally registered with a statutory council or an international body recognized for this purpose by the National Board, must always insert the letters indicating their registration before the letters to designate the appropriate membership in the Institute.
- 4.4.4 A Member of the Institute shall have the right to apply to the National Board for assistance in respect of any matter affecting in principle the practice or status of Members generally.
- 4.4.5 A Member whose subscription is not paid within six (6) months of the due date shall not be in good standing and shall as a consequence not be entitled to any of the privileges and benefits of membership.

#### **4.5 Resignation, Death or Termination of Membership**

- 4.5.1 A Member in good standing may resign from the Institute by submitting a written resignation to the National Board.
- 4.5.2 The resignation of a Member shall not preclude the National Board from taking any action in terms of the Constitution and Bylaws and Code of Ethics for any act of unprofessional conduct alleged to have been perpetrated prior to such resignation. The Member shall return the Certificate of Membership to the Institute.
- 4.5.3 Upon the National Board being notified of the death of a Member, the Institute's records shall be amended accordingly.

- 4.5.4 Termination of membership with the Institute at any level for any reason whatsoever shall entail forfeiture of all rights of membership, including the right to use letters of designation (referred to clause 4.4.2).
- 4.5.5 The National Board may suspend or terminate the membership of any Member provided that:
- (a) at least 14 (fourteen) days prior written notice is given to all members of the National Board of the intention to terminate a membership;
  - (b) at least 14 (fourteen) days prior written notice is given to the Member concerned. The notice shall invite the Member to make written or verbal representations to the meeting as the Member may consider appropriate; and
  - (c) the National Board shall not be obliged to furnish reasons for its decision/s regarding suspension or termination except to the member removed and to the members of the Institute in General Meeting.
- 4.5.6 Notwithstanding such suspension, any act of unprofessional conduct alleged to have been perpetrated by a Member prior to such suspension shall be subject to inquiry by the National Board, and for the purpose of such inquiry the provisions of the Constitution and Bylaws and Code of Ethics shall be binding. After a Member has been suspended and duly notified, he/she shall return the Certificate of Membership to the Institute.
- 4.5.7 A Member who is aggrieved by his/her loss of benefits or termination of his/her membership may submit an appeal, in writing, to the National Board. The National Board shall consider and decide all appeals by a decision of a Special Committee: provided that an appeal shall be heard and decided by a Special Committee consisting of not less than three (3) Members of the National Board.
- 4.5.8 Any Member who ceases to be a Member of the Institute shall at the same time cease to be a Member of the relevant Region

#### **4.6 Disciplinary Action**

- 4.6.1 The National Board may take disciplinary action against a Member, including expulsion of such Member from the Institute, who, as relevant, is found to:
- (a) be in material breach of the Constitution and Bylaws and Code of Conduct of the Institute;
  - (b) have contravened a code of conduct established by the statutory council, which granted them professional registration by that registration body; or
  - (c) be not in good standing with the Institute in accordance with the provisions of clause 4.4.5.

## 4.7 Responsibility and Liability of Members

- 4.7.1 Upon induction as a Member of the Institute, a Member accepts to be bound by the Constitution and Bylaws and Code of Ethics of the Institute as well as the responsibility to notify the Institute whenever his/her personal details change (change of postal and/or physical address, e-mail address, phone number, workplace, work role, etc.) to ensure the accuracy of the register of Members.
- 4.7.2 The liability of a Member shall be limited to the amount of annual subscription, levies or other dues imposed by the National Board in terms of this Constitution and Bylaws.
- 4.7.3 An application for membership shall not be considered unless accompanied by the relevant compulsory and non-refundable registration fees. The registration or re-registration fees are single payments.
- 4.7.4 The annual subscription fees for Members of the Institute, which fees are due and payable on the first day of July shall be determined by the National Board according to the following calculation:

- |                               |      |
|-------------------------------|------|
| (a) <u>Corporate Member</u> : | Rx   |
| (b) <u>Life Member</u> :      | Nil  |
| (c) <u>Retired Member</u> :   | Rx/4 |
| (d) <u>Associate Member</u> : | Rx   |
| (e) <u>Honorary Member</u> :  | Nil  |
| (f) <u>Student Member</u> :   | Nil  |

A Student Member shall become liable for a membership fee of Rx/4 in terms of Clause 4.3.1 (f) after graduation.

The value of x shall not increase by more than 15% in any financial year, except by a Special Postal Ballot of all Members of the Institute.

- 4.7.5 A person elected on or subsequent to the 2<sup>nd</sup> day of January shall pay half the relevant annual subscription fee, and a person elected subsequent to the 31<sup>st</sup> day of March shall pay no annual subscription fee for the remainder of the relevant financial year.

## 4.8 Ethics

A member and participant of the Institute shall practice planning within the value system established in the Code of Ethics of the Institute, as set out in the Bylaws of the Institute.

## **5. POWERS OF THE INSTITUTE AND DELEGATION THEREOF**

5.1 The Institute, acting through its National Board, or at a General Meeting of its Members, shall have all the powers necessary for it to carry out its stated objectives effectively.

5.2 Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule A.

### **5.3 The National Board**

5.3.1 The first General Meeting of Members of the Institute appointed the National Board as the highest governing authority.

5.3.2 The affairs of the Institute shall be controlled and managed by the National Board. Subject to the terms of this Constitution and to the resolutions of the Members in General Meeting, the National Board may exercise all the powers of the Institute.

5.3.3 In General Meeting, the Institute may review, approve or amend any decision taken by the National Board but no such resolution of the Institute shall invalidate any prior action taken by the National Board in accordance with the provisions of this Constitution.

5.3.4 The National Board shall comprise of:

- (a) the President of the Institute;
- (b) the Vice-President;
- (c) the Honorary Treasurer;
- (d) one (1) nominated representative from each Region in terms of Clause 5.6.3;
- (e) the immediate Past President in an ex officio capacity; and
- (f) three (3) members appointed from nominations received from other representative Planning organisations, that may be acknowledged by the National Board from time to time as being representative of specific interest groups within the Planning profession in South Africa. The National Board may co-opt up to three (3) additional non-voting members as it may consider appropriate from time to time. The co-opted members shall serve for such period as the National Board considers appropriate.

The National Board shall comprise at least twelve (12) but not more than eighteen (18) Members.

### **5.4 The Executive Committee**

5.4.1 The Executive Committee shall comprise:

- (a) the President of the Institute

- (b) the Vice-President;
- (c) the Honorary Treasurer; and
- (d) any other members appointed by the National Board to deal with Finance and Administration and Membership of the Institute.

## **5.5 The Regions of the Institute**

5.5.1 The Regions of the Institute are as follows:

- (a) Eastern Cape;
- (b) Free State;
- (c) Gauteng;
- (d) KwaZulu-Natal;
- (e) Limpopo;
- (f) Mpumalanga;
- (g) Northern Cape
- (h) North West; and
- (i) Western Cape.

5.5.2 Notwithstanding the provisions of Clause 5.5.1, it shall, subject to the approval of the National Board, be permissible for two (2) or more Regions to voluntarily amalgamate to form one (1) Region if this will be in the general interest of the Members concerned and will also enable the Institute to function at better economies of scale.

5.5.3 When ten (10) or more members of good standing in a Province of South Africa wish to establish another Region within that Province, they shall have the right to make representation to the existing Regions within that Province and the National Board stating reasons for their intentions. The National Board shall have the final decision on the matter. All revenue derived from membership fees in any existing region in a province which is to establish separate regions be share proportionally based on the number of members in the newly established branch.

5.5.4 The National Board shall have the power, after consultation with the Regional Committee, to disband the Region concerned, if the membership of such Region falls below ten (10) or if such action is considered to be in the interest of the Institute.

## **5.6 Election**

5.6.1 The members of the first National Board shall be elected at the first General Meeting of the Institute. Thereafter, the National Board shall be elected at every second (2nd) General Meeting.

- 5.6.2 Each Region shall at every second (2nd) Regional General Meeting of its Members elect a Regional Chairperson, a Regional Treasurer, and other Members to form a Regional Committee.
- 5.6.3 The Committee of each Region established in accordance with clause 5.6.2 shall nominate a representative to serve on the Board. The nominated representative shall be a Corporate Member in good standing with the Institute.
- 5.6.4 National Board members and Regional Committee members shall only be eligible for election on the basis of being Members in good standing with the Institute in accordance with the provisions of clause 4.4.5.
- 5.6.5 The outgoing National Board shall elect the President and Vice-President to serve for the next two (2) year period of office.
- 5.6.6 A President shall serve a maximum term of office of four (4) years.
- 5.6.7 The outgoing National Board shall nominate the Honorary Treasurer for such period as it deems fit.
- 5.6.8 The National Board shall assume office immediately upon election of its Members.
- 5.6.9 Resigning National Board members shall be eligible for re-election or co-option.

## **5.7 Resignation and Termination of a National Board member**

- 5.7.1 The office of a National Board member shall be vacated if a member:
- (a) resigns;
  - (b) becomes unfit and/or incapable of acting as such; or
  - (c) is removed by the National Board, by resolution adopted by at least three-quarters (3/4) of its members in office from time to time, being not less than the required minimum of eight (8). The National Board shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed and to the members of the Institute in General Meeting.
- 5.7.2 Should a position on the National Board fall vacant, the National Board, by resolution adopted at least two-thirds (2/3) of its members, may (and if the vacancy reduces the number of members to less than eight (8), shall) co-opt a member/s to fill the vacancy/ies. The office of any person so co-opted as member of the National Board shall lapse unless confirmed by resolution of members at the next General Meeting.

## 5.8 Conduct of Office-Bearers

- 5.8.1 Accountability and responsibility: An office-bearer is held accountable for actions with respect to the Institute and accepts ultimate responsibility for governance of all aspects as well as the effective and efficient management and administration of the Institute.

An office-bearer shall be held accountable for all his/her delegated actions and decisions to other members, committees, staff or even outsiders.

- 5.8.2 Duty of care and support: An office-bearer will exercise his/her authority to make decisions for the Institute with the prudence that an ordinary person would exercise, by applying careful, attentive and informed participation and to base his/her decisions on adequate information about the Institute, its mission, its operations and the transactions in which it proposes to engage.

An office-bearer is expected to contribute his/her specialised knowledge in his/her activities as an office bearer. Delegation of actions and decisions of an office-bearer is permitted to other members, committees, staff or even outsiders, within reason.

An office-bearer will support the mission and objects of the Institute, championing it, using any skills or knowledge he/she has to further that mission and seeking expert advice where appropriate. The support should include financial support and, where applicable, public support of the mission and objects of the Institute.

- 5.8.3 Duty of obedience: An office-bearer will ensure that the Institute operates within the laws, and rules governing its formation and status, and in accordance with its own Constitution and mission. Actions taken that contradict the Institute's own rules or that do not fit with the Institute's purposes as described in its Constitution, must be withdrawn if challenged.
- 5.8.4 Conflict of Interest: An office-bearer must avoid any conflict of interest with respect to their fiduciary responsibility.

## 5.9 Procedures of the National Board

- 5.9.1 The National Board shall keep a register of all Members of the Institute. The National Board shall remove from the register the name of any Member whom is deceased, has ceased to be a Member or has been declared as unsound of mind.
- 5.9.2 The National Board shall convene at least once every six (6) months and at the written request of any two (2) members of the National Board and may convene such a meeting at any other time.

5.9.3 The National Board shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

- (a) The President, or in his or her absence, the Vice-President, shall chair all meetings of the National Board which he or she attends. In the absence of the President and the Vice-President, the remaining members of the National Board shall elect a chairperson from those attending.
- (b) The quorum necessary for the transaction of any business by the National Board shall be two-thirds (2/3) or eight (8) of the National Board members serving at any given time.
- (c) At meetings of the National Board each member shall have one (1) vote.
- (d) Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a deliberative and casting vote.
- (e) Proper minutes shall be kept of the proceedings of the National Board and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the National Board, and on two (2) days' notice to the Secretariat, by any member of the Institute.

5.9.4 A resolution signed by all members of the National Board shall be as valid as if passed at a duly convened meeting of the National Board.

5.9.5 The National Board may delegate any of its powers to any of its members, employees or to a special purpose committee. The member, employee, committee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the National Board from time to time.

5.9.6 The National Board may appoint a Chief Executive and other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

5.9.7 National Board meetings shall not be open to the public but any member of the Institute or person invited by the Executive Committee may attend a National Board meeting as an observer but may not vote in matters under discussion.

## **5.10 Powers and Procedures of the Executive Committee**

5.10.1 The Executive Committee with the assistance of the Chief Executive must-

- (a) manage and administer the affairs of the Institute within the policies and strategies established by the National Board;
- (b) implement and monitor the results of the policies and strategies established by the National Board;
- (c) manage financial risks and promote the financial viability of the Institute;
- (d) appoint the Chief Executive and arrange for the appointment of the staff of the Institute.

5.10.2 Executive Committee meetings shall be held not less than four (4) times a year.

5.10.3 The quorum necessary for the transaction of any business by the Executive Committee shall be two-thirds (2/3) of the Executive Committee members serving at any given time.

5.10.4 All members of the Executive Committee may vote at Executive Committee meetings. Motions must be decided by a simple majority of votes. The Chairperson of the meeting has a deliberative and casting vote.

5.10.5 In an emergency the Executive Committee may in the interest of the Institute take action not covered by the Constitution and By-Laws, provided that the decision taken is supported by all the members of the Executive Committee and the Executive Committee reports the decision to the National Board at its next meeting.

## **5.11 Powers and Procedures of the Regions and Regional Committees**

5.11.1 The Regions and Regional Committees shall function as semi-autonomous local bodies, with the National Board being the co-ordinating structure with regard to general policy and other matters set out in the Constitution and Bylaws.

5.11.2 Each Regional Committee is required to formulate its own Constitution and Bylaws which shall be in conformity with the Constitution and Bylaws of the Institute.

5.11.3 A Region and Regional Committee may establish Area Sub-Committees (or Chapters) which will be responsible to the Regional Committee.

5.11.4 A Regional Committee may not publish a circular or any other document which does not take into consideration the Institute's aim and objectives or act in a manner which contradicts such aim and objectives.

5.11.5 All money and other property of a Regional Committee shall be deemed to be the property of the Institute. In the event of the dissolution or disbandment of a Region, all books, papers, surplus funds, and all property whatsoever, shall be handed over to the National Board.

- 5.11.6 The National Board shall from time to time allocate to Regions such funds and assistance as it may consider desirable.
- 5.11.7 Under no circumstances shall a Regional Committee or any of its members be authorised to pledge the credit of the Institute without the written consent of the National Board.
- 5.11.8 The financial year of each Regional Committee shall coincide with that of the Institute.
- 5.11.9 The Regional Committee shall convene as necessary and shall hold an Annual General Meeting not more than six (6) months after the close of the previous financial year at which meeting a statement of the income and expenditure of the Region for the previous financial year shall be adopted.
- 5.11.10 The voting procedure at all meetings shall be in accordance with the Constitution and Bylaws of the Institute.
- 5.11.11 Each Regional Committee shall in respect of the preceding year submit an annual report on its activities and financial statements relating to the activities of the Region to the National Board on such date as specified by the National Board.

## **6. GENERAL MEETINGS**

- 6.1 General Meetings of the Institute shall be convened by the National Board as prescribed in the Constitution and Bylaws or on the requisition of Members. At least one (1) General Meeting shall be held every calendar year.
- 6.2 Annual General Meetings shall be held within six (6) months of the end of each financial year.
- 6.3 The Annual General Meeting of the Institute shall be held in a different Region every year, on a rotation basis as agreed to by the National Board from time to time.
- 6.4 All Members shall be entitled to be present and to take part in discussions on any question brought before a General Meeting.
- 6.5 Annual General Meetings shall be convened by the National Board on not less than twenty-one (21) days prior written notice to all members. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.
- 6.6 The business of an Annual General Meeting shall include:
- (a) the presentation and adoption of the Annual Report of the President;

- (b) the consideration of the Annual Financial Statements;
  - (c) the election of members to serve on the National Board for the term; and
  - (d) other matters as may be considered appropriate.
- 6.7 The powers of a General Meeting shall include the right to suggest new Bylaws and/or Policies or amendments for consideration by the National Board, and to deliberate and make suggestions to the National Board or any matter relevant to the welfare of the Institute.
- 6.8 A Member wishing a resolution to be taken on any matter not appearing on the agenda of a General Meeting shall be required to give written notice on such motion not less than fourteen (14) days prior to such General Meeting. The proposer of such motion must, if he/she so desires and at his/her expense circulate to all voting Members explanatory memoranda on the motion for which he/she has given notice.
- 6.9 Other General Meetings of the Institute shall be convened at any time by the President or at the written request of:
- (a) the National Board; or
  - (b) the lesser of one quarter (1/4) or fifteen (15) of the Members of the Institute, present in person and eligible to vote.
- 6.10 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting, provided that should the President, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.
- 6.11 A quorum constituting a General Meeting of the Institute shall be the lesser of:
- (a) one quarter (1/4) of the members; or
  - (b) fifteen (15) Members of the Institute, present in person and eligible to vote.
- 6.12 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

- 6.13 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the President or not less than one third (1/3) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.
- 6.14 Each member present or represented at such meeting shall be entitled to one (1) vote.
- 6.15 A Member appointing a proxy shall do so on the prescribed form that shall be signed by the Member or his/her legally appointed representative. The proxy form shall be submitted to the National Board not less than twenty-four (24) hours before the appointed time for holding the meeting.
- 6.16 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a deliberative and casting vote.
- 6.17 Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days notice to the Secretariat.
- 6.18 Subject to the provisions of Clause 6.10 above, a duly convened General Meeting of the Institute, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Institute as set out in this Constitution.
- 6.19 Notice of all meetings provided for in this Constitution, shall be delivered personally, or sent by prepaid post, to the last address notified by each person concerned to the Institute, or in any other manner as the National Board may decide from time to time.
- 6.20 The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.
- 6.21 If posted, notices shall be deemed to have been received seven (7) days after posting.

## **7. RESOLUTIONS**

- 7.1 Any resolution adopted at a General Meeting by a majority of Members, as defined in the Constitution and Bylaws, shall be a resolution passed by the Institute.
- 7.2 The following matters shall be decided by Special Postal Ballot by all Members of the Institute:
- (a) amendments of membership subscriptions and registration fees as provided for in Clause 4.7.4 of the Constitution and Bylaws; and

- (b) matters considered by the National Board to be of major importance regarding the conduct of the affairs of the Institute.

## 8. FINANCIAL MATTERS

- 8.1 All the funds, assets and property of the Institute, fixed or otherwise, shall be held in trust and administered by the National Board, Executive Committee and Regions on behalf of the Institute.
- 8.2 The National Board shall control the financial affairs of the Institute and ensure that proper records and books of account which fairly reflect the affairs of the Institute be kept.
- 8.3 The National Board may pay out of the funds of the Institute any person or any Member of the Institute reasonable compensation for services actually rendered to the Institute and/or reimbursement of actual costs or expenses reasonably incurred on behalf of the Institute.
- 8.4 All financial assets of the Institute as well as the administration and accounting thereof shall be centralized at the office of the National Board.
- 8.5 The National Board shall provide financial assistance to each Regional Committee on a *per capita* basis. An amount not exceeding 50% of the annual membership fees of the Members of each Region shall be paid over on a paid-up *pro-rata* basis to the Regional Committees by the 30<sup>th</sup> day of November every year, provided that the Board is satisfied with the Region's audited financial statements for the previous financial year, as well as the Regional Committee's budget and business plan for the ensuing year.
- 8.6 The National Board shall open a bank account in the name of the Institute with a registered Bank and/or Building Society. The National Board shall ensure that all monies received by the Institute are deposited in the abovementioned bank account and shall have the power to invest funds collected.
- 8.7 All cheques, promissory notes and other documents requiring signature on behalf of the Institute shall be signed by at least two (2) Members appointed by the National Board.
- 8.8 The financial year of the Institute shall be the twelve (12) month period from 1 July in one year to 30 June in the following year.
- 8.9 The National Board shall ensure that the Institute prepares Annual Financial Statements for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.

- 8.10 The National Board shall annually appoint independent Auditors to audit and certify the books of account and Annual Financial Statements of the Institute.
- 8.11 The Annual Financial Statements shall be presented and/or made available to all Members at the Annual General Meeting after the close of the financial year.
- 8.12 The National Board may from time to time create special purpose trusts and funds to further the aims and objectives of the Institute. Annual financial statements relating to the activities of any special purpose trust or fund shall be presented to the National Board for scrutiny and oversight purposes.

## **9. AMENDMENTS TO THE CONSTITUTION**

- 9.1 The Constitution may only be amended if the proposed amendment is approved by a two-thirds majority of Members entitled to vote voting in a secret ballot, provided that no proposal for the amendment of the Constitution may be referred to ballot unless it is supported by the National Board.
- 9.2 Any proposed amendment to the Constitution shall be submitted to the Commissioner of the South African Revenue Services (SARS).

## **10. WINDING UP OR AMALGAMATION**

The Institute may be wound up or amalgamated with any similar organisation only if the proposed winding up or amalgamation is approved by a two-thirds (2/3) majority in a secret ballot of Corporate Members in which votes are received from not fewer than one-quarter (1/4) of the Corporate Members in good standing.

## **11. DISSOLUTION OR FINAL LIQUIDATION**

- 11.1 The Institute may be dissolved by resolution of two-thirds (2/3) of the Members present at an Annual General Meeting, provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the meeting and such notice states the nature of the resolution to be proposed.
- 11.2 Upon the dissolution or liquidation of the Institute, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst Members, but shall be transferred by donation to some other non-profit organisation which the National Board (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Institute.

## **12. BYLAWS AND RULES**

- 12.1 The National Board may from time to time make Bylaws and Rules for the Institute which may not be inconsistent with the Constitution, and may also amend or repeal them.
- 12.2 The By-laws and Rules may cover any matter which the National Board considers necessary or expedient to prescribe for the better execution of this Constitution and furtherance of the objects of the Institute.

### **APPROVED BY THE NATIONAL BOARD OF THE SOUTH AFRICAN PLANNING INSTITUTE ON 6 JUNE 2013 AT MIDRAND**

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**Mr Yusuf Patel**  
**President of the Board**

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**Mrs Nthato Minyuku**  
**Vice President**

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**Mrs Maartje Weyers**  
**Honorary Treasurer and Chairperson**  
**Eastern Cape Western Region**

## SCHEDULE A

### GENERAL ADMINISTRATIVE AND INVESTMENT AND ORGANISATIONAL POWERS

The National Board shall have the following powers:

1. To establish policies and strategies to be followed by the Institute so as to achieve the mission and objects of the Institute;
2. To guide and advise on matters of policy and strategy relating to the functioning of the Institute;
3. To employ staff and hire professional and other services as it deems necessary to perform the functions of the Institute;
4. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Institute;
5. To approve prescribed subscription and registration fees;
6. To receive, hold and administer all subscriptions, registration fees, donations, bequests or endowments of property of any description which may be given to the Institute;
7. To open and operate accounts with registered banks and building societies;
7. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Institute shall be with registered banks and building societies;
8. To accept donations made to the Institute and retain them in the form in which they are received, or sell them and re-invest the proceeds;
9. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
11. To acquire or dispose of any immovable property in the interest of the Institute;
12. To hire and/or lease stands, erven, land, buildings, rooms, or any other immovable property, and to pay rent therefor;
13. To purchase, hire, lease, sell or otherwise dispose of any movable property of the Institute; and
14. To let any immovable property of the Institute on such terms and conditions as may be desirable.

15. All property acquired by the Institute shall be vested in the National Board, who shall appoint as trustees the serving President, Vice-President and Honorary Treasurer.
16. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company;
17. To exercise all the powers and authority of the Institute not only in the Republic of South Africa but in any other part of the world;
18. To authorise the establishment of Regions of the Institute and Regional Committees in the manner prescribed in the Rules;
19. To establish committees and Special Committees consisting of Members appointed by the Board, to delegate to such committees any of its powers and responsibilities, and to give instructions regarding their proceedings;
20. To invite any person, whether a Member of the Institute or not, to advise the Board or any Committee referred to in clause 11 above in the consideration or conduct of matters referred to the National Board or such Committee;
21. To establish between the Institute and any other organised body of Planners or professional society, such association or co-operation as the National Board may think proper in the interests of the Institute;
22. The National Board shall have the right to investigate and to make recommendations to the South African Council for Planners with regard to the professional conduct of members of the Institute;
23. To suspend or expel Members from the Institute for any of the reasons specified in the Constitution and Bylaws;
24. To exercise its discretion in order to grant exemptions to the provisions of the Constitution and Bylaws in exceptional circumstances and subject to such conditions it may deem fit;
25. To confirm, vary or set aside a decision of, or on behalf of a committee or a Special Committee if an appeal has been lodged in terms of Clause 4.5.7;
26. To foster planning education; to keep a register of students undergoing planning training; to found, grant, accept and administer scholarships, bursaries and prizes; and generally encourage students in planning;

27. To approve of the conditions of any competition relating to planning; to recommend the appointment of assessors for such competitions and to assist in the running of such planning competitions;
28. To provide guidelines for acceptable advertising;
29. To prescribe the form to be used, and the procedure to be adopted by applicants for admission to the Institute, and to prescribe the form of declaration to be signed by applicants; and
30. To prescribe the form of Certificates of Membership of the Institute.
31. The National Board shall have custody of the seal of the Institute.
32. The National Board may exercise the powers and perform the duties given to it elsewhere in the Constitution, Bylaws and Rules.

### **SCHEDULE B**

#### **UNDERTAKING TO COMPLY WITH THE REQUIREMENTS OF SECTION 30 B OF THE INCOME TAX ACT NO 58 OF 1962**

The South African Planning Institute and its National Board, Office Bearer and Members undertake to subscribe to and comply with the requirements of the South African Revenue Service as follows:

1. The National Board will consist of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Institute and no single person may directly or indirectly control the decision-making powers relating to the Institute.
2. The Institute may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.
3. The Institute shall utilise substantially the whole of its funds for the sole or principal object for which it has been established.
4. No member may directly or indirectly have any personal or private interest in the Institution.
5. Substantially the whole of the activities of the South African Planning Institute shall be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.
6. The South African Planning Institute may not have a share or other interest in any business, profession or occupation which is carried on by its members.

7. The South African Planning Institute must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
8. Substantially the whole of the entity's funding must be derived from its annual or long-term members or from an appropriation by government of the Republic in the national, provincial or local sphere.
9. The South African Planning Institute must as part of its dissolution transfer its assets to –
  - (a) another entity approved by the Commissioner in terms of Section 30B of the Income Tax Act No 58 of 1962.
  - (b) a public benefit organisation approved in terms of section 30 of the Income Tax Act No 58 of 1962.
  - (c) an institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act No 58 of 1962 or
  - (d) the government of the Republic in the national, provincial, or local sphere.
10. The National Board will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment.
11. The South African Planning Institute will comply with such reporting requirement as may be determined by the Commissioner of the South African Revenue Service from time to time.
12. The South African Planning Institute is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103 (5) of the Income Tax Act No 58 of 1962.

**AS APPROVED BY THE NATIONAL BOARD OF THE SOUTH AFRICAN PLANNING INSTITUTE ON 6 JUNE 2013 AT MIDRAND**

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**Mr Yusuf Patel**  
**President of the Board**

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**Mrs Nthato Minyuku**  
**Vice President**

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**Mrs Maartje Weyers**  
**Honorary Treasurer and Chairperson**  
**Eastern Cape Western Region**