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Title

CONSTITUTION OF THE INSTITUTE OF SAFETY MANAGEMENT

THE CONSTITUTION OF THE INSTITUTE OF SAFETY MANAGEMENT

SECTION 1: PREAMBLE

- 1.1 “The Institute” of Safety Management was first established to represent the interests of Occupational Safety practitioners in the 1950’s and have operated under various names since viz. SA Institute of Industrial Safety Officers (SAIISO:1952 to 1974), Chartered Institute of Industrial Safety Engineering (ChIISE: 1974 to 1986) and Institute of Safety Management (IoSM/IOSM: 1986 to date).

This Constitution shall be read in conjunction with the associated Bylaws.

(See Annexure A)

SECTION 2: NAME

- 2.1 The **NAME** of The Institute is **THE INSTITUTE OF SAFETY MANAGEMENT**, hereinafter referred to as “The Institute” and abbreviated as “IOSM”.

SECTION 3: GOALS

The **GOALS** for which “The Institute” is established are the advancement of:

- **Professional Safety Practice;**
- **Professional Safety Technology and**
- **Professional Safety Management.**

These Goals include the following activities:

- 3.1 To provide in the Southern African Region a professionally recognised authoritative body for Occupational Safety Practitioners.
- To encourage the appointment of proficient Occupational Safety Practitioners by employers.
- 3.2 To encourage members to form discussion forums and meet regularly to discuss matters of interest with the objective of cross pollination of information and assisting the solving of problems that may present in the occupational safety workplace.
(Refer to Bylaw 01-1: Forums)
- 3.3 To co-operate with statutory bodies and other organisations having similar objectives, in the advancement of Occupational Safety.

- 3.4 To act as a consultative body and to exchange information, impart knowledge, share experience and develop and promote the techniques of the prevention of those incidents which result in death, injury, poor health and damage and loss in the workplace.
- 3.5 To obtain professional status and recognition of "The Institute" by the authorities and employers.

The above is to be achieved, inter alia, by admitting to Professional Membership only such persons as shall attain the necessary grade of membership as laid down in the grading system or who have been admitted by minuted unanimous decision by the National Council of "The Institute".
- 3.6 To watch over and protect the professional interests of the Members of "The Institute" and to monitor and ensure that the necessary professional conduct/etiquette is maintained.
- 3.7 To investigate any activity, action or structure that may have or does impact on the image, progress or nature of the Safety Profession or "The Institute", so that appropriate action may be instituted to satisfy such eventualities.
- 3.8 To acquire and raise funds to forward the purposes of "The Institute" and to provide security therefor by investing any such funds not immediately required for the daily functioning of "The Institute" in suitable securities, banking institutions, building societies or in growth funds. It is the express desire of "The Institute" to accumulate and maintain sufficient capital for the self-sufficient financing of the daily administration of "The Institute".
- 3.9 To remunerate any person or any company for services rendered to "The Institute" in such manner as is allowed by law, and to grant pensions, allowances, gratuities and bonuses to any persons, who are or have been in the employ or service of "The Institute", in any capacity, and to establish, endow, partially or wholly and contribute, directly or indirectly to any sickness, provident, accident or other similar fund or scheme as the National Council may decide is conducive to any of its objectives or otherwise expedient.
- 3.10 To establish or participate in producing suitable publications for the regular dissemination of news, information and articles to members.
- 3.11 To do all such other lawful things as are incidental or conducive to the attainment of the above objectives.

SECTION 4: LEGAL PERSONALITY

- 4. "The Institute"
- 4.1 shall have legal personality;
- 4.2 is an independent organisation that shall operate in terms of its constitution;
- 4.3. is a juristic entity and all liabilities are the responsibility of "The Institute". Members of "The Institute" are not responsible in their personal capacity;
- 4.4. is a registered non-profit making organisation;
- 4.5. can act independently as plaintiff or defendant;
- 4.6. may obtain, use and alienate properties;
- 4.7. may procure and control funds;
- 4.8. may make payments in the form of salaries, honoraria and donations;
- 4.9. may perform all such functions as are commensurate with its aims and that result from the

strategies to achieve those aims;

- 4.10. may recruit members;
- 4.11. may charge and use membership fees;
- 4.12. is governed in its actions by the law of South Africa.

SECTION 5: MEMBERSHIP (*Bylaw 02-1: Membership*)

- 5.1. Membership of “The Institute” will be divided into:
 - 5.1.1. **GENERAL MEMBERS**, who will not be required to comply with the SA Qualifications Authority (SAQA) recognition criteria and who will not enjoy recognition as professionally registered, and
 - 5.1.2. **PROFESSIONAL MEMBERS**, who must prove and maintain their professional proficiency based on criteria approved by the SA Qualifications Authority (SAQA).
 - 5.1.3. All members will receive copies of “The Institute” Creed and Code of Conduct & Ethics” and undertake to uphold these to the best of their ability. (*Bylaw 04-7: Ethics*)

5.2. GENERAL MEMBERSHIP

- 5.2.1. General membership may be granted to any person that subscribes to the objectives of “The Institute” and abides by its Constitution and Creed & Code of Conduct ;
- 5.2.2. The General membership category may include any person without any Occupational Health & Safety (OHS) qualifications but who wishes to enter an OHS career. It may further include any person who wants to participate in the activities of “The Institute” and, likewise, subscribes to the objectives of “The Institute” and abides by its Constitution and Creed & Code of Conduct;
- 5.2.3. General members are not Professional members and shall have no vote at National level but such members enjoy the same privileges and have the same responsibilities as Professional members with respect to the Constitution and Creed & Code of Conduct, except where otherwise stipulated;
- 5.2.4. Proof of membership will be issued after the application has been accepted and the required annual membership fee has been received;
- 5.2.5. As this level is **not** a professional designation, General members do not have to submit annual proof of Continuous Professional Development (i.e. Annual CPD return);

5.3. PROFESSIONAL MEMBERSHIP (*Bylaw 03-1: Professional Registration*)

The following Professional membership designations may be granted according to the mandate from SAQA and after complying with the criteria and processes described in Bylaw 03-1.

5.3.1. Registered Occupational Safety Coordinator (ROSCord);

Descriptor: **ROSCord**

A Registered Occupational Safety Coordinator (ROSCord) is a professional who practices as an advisor in occupational safety, assisting the Chief Executive Officer, in the case of workplaces regulated by the Occupational Health & Safety Act (85 of 1993), to discharge his/her duties in terms of Section 16 of that Act that requires that the latter creates and maintains a healthy and safe workplace. The ROSCord has a similar role in industries where other workplace safety legislation is in force such as the Mine Health & Safety Act (29 of 1996).

In smaller companies the ROSCord will work independently often utilizing OH&S programmes obtained off-the-shelf, whereas in larger companies he/she may work under the supervision of a more senior

practitioner.

5.3.2. Registered Occupational Safety Practitioner (ROSPrac);

Descriptor: **ROSPrac**

A Registered Occupational Safety Practitioner (ROSPrac) is a professional who practices as an advisor in occupational safety, assisting the Chief Executive Officer, in the case of workplaces regulated by the Occupational Health & Safety Act (85 of 1993), to discharge his/her duties in terms of Section 16 of that Act that requires that the latter creates and maintains a healthy and safe workplace. The ROSPrac has a similar role in industries where other workplace safety legislation is in force such as the Mine Health & Safety Act (29 of 1996).

In smaller companies the ROSPrac will work independently designing and developing an OH&S programme for the company or, alternatively utilizing an OH&S programme obtained off-the-shelf, whereas in larger companies he/she may work under the supervision of a more senior practitioner.

5.3.3. Registered Occupational Safety Professional (ROSPProf);

Descriptor: **ROSPProf**

A Registered Occupational Safety Professional (ROSPProf) is a professional who practices as a consultant in occupational safety, assisting the Chief Executive Officer, in the case of workplaces regulated by the Occupational Health & Safety Act (85 of 1993), to discharge his/her duties in terms of Section 16 of that Act that requires that the latter creates and maintains a healthy and safe workplace. The ROSPProf has a similar role in industries where other workplace safety legislation is in force such as the Mine Health & Safety Act (29 of 1996).

The ROSPProf will practice at senior management or Board level and be the manager of any ROSPrac or ROSCord employed by the company.

5.4. Members with a Professional Designation have full voting rights and access to all privileges and responsibilities that IOSM may offer;

5.5. Proof of professional registration will be issued to professionally registered members after having successfully completed the prescribed assessments and after receipt of the annual membership fees;

5.6. For the annual renewal of the registration, the annual Continuous Professional Development (CPD) return and -fee must be submitted. (*Bylaw 03-3: CPD Procedure*)

5.7. Professional members, Fellow members and Honorary members may append one of the following titles behind their names depending on their level of registration

- *ROSCord: IOSM*
- *ROSPrac: IOSM*
- *ROSPProf: IOSM*
- *Fellow M. IOSM*
- *Hon. M. IOSM*

5.8. FELLOW MEMBERSHIP

Fellow Membership is a grade of membership which may be granted to members with a professional designation who have served "The Institute" continuously and diligently for at least 10 years.

Fellowship will only be granted when, on receipt of a written motivated recommendation from at least three Professional members, National Council agrees **unanimously** to grant such membership to the nominated person.

Fellow members have full voting rights. Fellowship cannot be attained by application.

Fellow Members may append the following title behind their names: Fellow IOSM; ROSProf, ROSPrac or ROSCord depending on their level of registration.

5.9. HONORARY MEMBERSHIP

Honorary membership may be granted to any person whom “The Institute” wishes to honour or reward for support of an exemplary nature and will only be granted if National Council agrees **unanimously**.

Honorary members have no voting rights and they will not be liable for the payment of Annual Subscriptions.

Honorary membership cannot be attained by application.

Honorary Members may append the following title behind their names: Hon. M. IOSM

5.10. RETIRED MEMBERS *(Bylaw 02-2)*

On retiring, members are placed into one of five categories of their own choice.

5.11. CORPORATE MEMBERSHIP *(Bylaw 02-4)*

Companies or Organisations can become **CORPORATE** members. Their employees or members have to be subjected to “The Institute” evaluation system and will be allowed as individual members.

Reduced fees may be granted to Corporate members.

SECTION 6: PROFESSIONAL REGISTRATION AND MEMBERSHIP *(Bylaw 03-1)*

6.1 Application for professional registration and membership shall be made on the applicable application form as prescribed by Bylaw 03-1, and shall be submitted to the National Registrar together with the required supporting documents and application fee.

6.2 Applications will be managed by the Registrar in accordance with Bylaw 03-1 and overseen by the Occupational Safety Professionals Board (OSPB) functioning as a committee of the National Council.

6.3 Appeals against any decision made by the Registrar may be lodged with the Occupational Safety Professionals Board and if the OSPB does not satisfy the appeal it must be referred to the National Council whose decision will be final without providing any reason for its decision.
(Bylaw 03-4: “Appeals against decisions by the Registrar or the OSPB”)

6.4 UPGRADING OF REGISTRATION LEVEL OR MEMBERSHIP *(Bylaw 03-1)*

General and Professional members may at any time apply to upgrade their membership grade by submitting an application as described in the Procedure for Professional Registration document *(Bylaw 03-1)*. The application for upgrading will be processed on the same basis as a new application.

6.5 TERMINATION OF MEMBERSHIP & CANCELLATION OF PROFESSIONAL REGISTRATION *(Bylaw 02-3)*

6.5.1 Members may **RESIGN** from “The Institute” by submitting written Notice of Resignation together with any outstanding monies and the Certificate of Membership.

6.5.2 Council has the power to **SUSPEND** or **EXPEL** any member in terms of Bylaw 02-3.

6.5.3 Council has, on recommendation of the OSPB, the power to **SUSPEND** or **CANCEL** the professional registration of a member in terms of Bylaw 02-3.

6.5.4 Re-admission to membership or reinstatement of professional registration shall be at the sole discretion of Council and may be subject to reregistration.

SECTION 7: ANNUAL MEMBERSHIP FEE (*Bylaw 04-5: Membership Fees*)

- 7.1. All members, except Honorary, and Retired members in Categories R3 and R4, shall be required to pay **ANNUAL MEMBERSHIP FEES** to “The Institute” in terms of Bylaw 04-5;
- 7.2. Fee structures will be reviewed by Council when the annual budget is considered;

SECTION 8: NATIONAL COUNCIL (*Bylaw 04-1*)

8.1. COUNCIL STRUCTURE

- 8.1.1. The highest governing body of “The Institute” will be the National Council that will consist, as far as is practicable, of **one representative** from each of the nine provinces of South Africa and who shall be professional members, duly elected in terms of Bylaw 04-2.
- 8.1.2. An alternate may be elected for each Council member but will only be able to act and/or vote on behalf of the Council member he/she represents if he/she has been mandated by the former, in writing, to do so and this written mandate has been handed to the secretary before the commencement of the meeting for which the alternate is mandated.
- 8.1.3. Alternate Provincial Council members may attend all council meetings but each province has only one vote at National Council meetings, irrespective of the number of representatives present.
- 8.1.4. Council will consist of the following:
 - 8.1.4.1. **OFFICE BEARERS:**

President
Vice-President
Secretary
Treasurer
Public Relations Officer/Editor
Registrar
Legal Advisor
Education Officer and
Immediate Past President

who shall be elected by electronic ballot prior to the AGM as per Bylaw 04-02 Election of National Council and Office Bearers.

Where insufficient nominations are received for any post of Office Bearer, the remaining members of Council may co-opt a competent person to that position. Such co-opted Council Member will have full voting rights at Council and/or Executive Committee Meetings as appropriate.

8.1.4.2. **PROVINCIAL REPRESENTATIVES**

Each Province, whether represented by a Forum or Branch, will be entitled to nominate a **PROVINCIAL REPRESENTATIVE** for that Province in which they reside and each Province will vote separately by electronic ballot for the appointment of their Representatives by electronic ballot prior to the AGM as per Bylaw 04-02 Election of National Council and Office Bearers.

There is no requirement that Office Bearers and Provincial Representatives are separate individuals and a Council Member may be a Provincial Representative and *vice versa*.

8.1.5. **OFFICE BEARERS** shall be elected for a two-year term and may not serve in that position on Council for more than two consecutive terms, i.e. for a total of more than four years, unless due cause is presented and accepted by a greater than 60% majority of members for any waiver of this requirement.

8.1.6 **PROVINCIAL REPRESENTATIVES** will serve a two year term. However, a two term restriction does not apply to such Provincial Representatives.

8.2. **POWERS AND FUNCTIONS OF NATIONAL COUNCIL**

The affairs and business of "The Institute" shall be **MANAGED** by the Council which may exercise all such **POWERS** provided for in this Constitution, its concomitant Bylaws or any statutory prescriptions affecting "The Institute".

Without limiting the extent of the general powers of the Council to manage the affairs of "The Institute", the Council shall have the power to:

8.2.1. **BRING BEFORE A GENERAL MEETING** of "The Institute" **ANY MATTER** which it considers material to "The Institute" or its objectives, or which appears to it to affect the interests of the Profession and make any recommendation in relation thereto.

8.2.2. Decide upon questions relating to **ETIQUETTE** and the **PROFESSIONAL CONDUCT** of members and prescribe rules in this respect which will be binding on members.
(*Bylaw 04-6: Ethics*)

8.2.3. **ADJUDICATE** in cases of differences and disputes between members insofar as they concern their professional relationships and in respect of conduct alleged to have been dishonourable or derogatory to the standing of a member of "The Institute".

8.2.4. Conduct any legal **FINANCIAL TRANSACTIONS** required to further the objectives of "The Institute". (*Bylaw 04-4: Financial Controls*)

8.2.5. Establish such **COMMITTEES** as it considers desirable to assist it in the performance of its functions.

The President and/or Vice-President shall be Ex-officio members of any such committee or sub-committee appointed by Council and Council shall not relinquish any of its powers and responsibilities in establishing any committee or sub-committee.

8.2.6. **CO-OPT** up to two (2) additional members to assist in any special project or function. Co-opted members will have a vote at Council meetings for those projects or functions for which they are co-opted. They will only remain on Council until the project or function for which they were co-opted has been completed.

- 8.2.7. **APPOINT AND REMOVE** such **EMPLOYEES** as it may consider necessary for the conduct of the affairs of “The Institute” and determine wages, salaries or other remuneration of any other such employees. *(Bylaw 04-3: Personnel Policy)*
- 8.2.8. Frame **BYLAWS** for the conducting of the business of “The Institute” and the management of its affairs.
- 8.2.9. All **ACTS** done by any meeting of Council or by any committee of Council or by a Council member or officer under authority of Council shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Council, committee of Council, Council Member or Officer, or that they or any of them were not qualified at the time of their appointment or had become disqualified, be as **VALID** as if such Council, committee of Council, Council Member or Officer had been duly appointed or was qualified to act.

8.3. **NATIONAL COUNCIL MEETINGS** *(Bylaw 04-8)*

- 8.3.1. Council shall **MEET** at least four times per calendar year.
- 8.3.2. The Council Meeting immediately before the Annual General Meeting must be attended by Council members (or their mandated representative) in person. All other meetings may be attended by distance video or teleconferencing.
- 8.3.3. In addition to the aforementioned four meetings, the Secretary may call an **EXTRAORDINARY COUNCIL MEETING** on the instruction of the President or Vice-President **OR** at the written request of any three members of Council. Only the matters tabled in the Agenda for such a meeting may be discussed.
- 8.3.4. **RESOLUTIONS** passed at any Council meeting shall be arrived at by consensus. In the event of this being impossible, the decision shall be by a majority of votes. In the case of an equality of votes, the chairman shall have a casting vote.
- 8.3.5. Two thirds of the members of the Council present either physically or telephonically, shall be a **QUORUM** for any meeting including the Annual General meeting. If there is no quorum present half an hour after the appointed time for the meeting to start, the meeting shall stand adjourned after which a new meeting shall be called. If there is no quorum present at the newly called meeting, the meeting may proceed as if it is duly constituted.
- 8.3.6. Council shall have the power to grant leave of absence to any of its members.

8.4. **EXECUTIVE COMMITTEE** *(Refer to Bylaw 05-1)*

The Executive committee of the National Council of IOSM shall conduct the day-to-day business of “The Institute” in accordance with the applicable Procedures and Bylaws as formulated and prescribed by Council from time-to-time and in terms of Bylaw 05-1.

- 8.4.1. “The Institute’s” executive shall consist of the president, vice-president, executive secretary and treasurer. Any two positions in the **EXECUTIVE COMMITTEE** may be combined. At a stalemate, the chairman shall have a deciding vote.

8.4.2. **POWERS OF THE EXECUTIVE COMMITTEE** *(Refer to Bylaw 05-1)*

The Executive Committee may take any **DECISIONS** required for the day-to-day running of “The Institute” on behalf of Council and without referring to Council beforehand with the proviso that these decisions are in terms of the applicable procedures and Bylaws as formulated and prescribed by Council from time-to-time.

8.4.3. The executive committee has the right to co-opt any number of Council members to assist them. Co-opted members shall have no vote.

8.4.4. Executive committee decisions will be tabled at the first ensuing Council meeting for ratification.

8.4.5. **EXECUTIVE COMMITTEE MEETINGS** (*Refer to Bylaw 04-8*)

8.4.5.1. The Executive committee shall meet minimum quarterly at which meetings it will receive reports from the Secretary and the Treasurer.

8.4.5.2. The Executive committee meeting immediately before the Annual General Meeting must be attended by Exco members in person. All other meetings may be attended by distance video or teleconferencing.

8.5. **MEMBERS' MEETINGS** (*Refer to Bylaw 04-8*)

8.5.1. All IOSM Professional and General members will receive notice of the **ANNUAL GENERAL MEETING** and will be invited to attend. Only Professional members will have a vote at Annual General Meetings.

8.5.2. In addition to the Annual General meeting, the Secretary may call an **EXTRAORDINARY GENERAL MEETING** on the instruction of the President or Vice-President **OR** at the written request of any **FIVE** Professional members. Only the matters tabled in the Agenda for such a meeting may be discussed.

8.6. **VACATION OF OFFICE** (*Refer to Bylaw 04-1*)

The office of a member of Council shall be **VACATED in terms of** Bylaw 04-1.

8.7. **OCCUPATIONAL SAFETY PROFESSIONALS BOARD (OSPB)** (*refer to Bylaw 03-2*)

8.7.1. National Council has appointed a separate committee to oversee the registration processes of the professional membership categories in line with SAQA prescriptions. This body is known as the Occupational Safety Professionals Board (OSPB).

8.7.1. The OSPB functions as a committee of the National Council and has powers as described in Bylaw 03-2 and other relevant bylaws which may be approved by the National Council from time-to-time.

SECTION 9: FINANCIAL CONTROL (*Refer to Bylaw 04-4*)

9.1. FUNDS

9.1.1. "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, unless expressly otherwise provided for in the Finance Control Bylaw 04.

9.1.2. "The Institute" is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established. Substantially, the whole of the activities must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or members.

9.1.3. No member may directly or indirectly have any personal or private interest in "The Institute".

9.1.4. "The Institute" may not have a share or other interest in any business, profession or

occupation which is carried on by its members.

- 9.1.5. No activity shall directly or indirectly promote the economic self-interest of any fiduciary or employee of "The Institute" otherwise than by way of reasonable remuneration.
- 9.1.6. Remuneration, as defined in the Fourth Schedule of the Income Tax Act, may be paid to any employee, office bearer, member or other person having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is inconsistent with its objects.
- 9.1.7. Substantially the whole of its funds must be from its annual or long term members or from funds appropriated from government, a provincial administration or a municipality. Donations from the private sector will also be accepted.
- 9.1.8. Conferences, Seminars and the like will be run on a break even basis. Any profit accumulating from such events will accrue to the benefit of "the Institution".

9.2. ACCOUNTING RECORDS

- 9.2.1 Accounting records must be kept in a generally accepted format as prescribed by law (GAAP). The annual financial statements of "The Institute" shall, in conformity with general accepted practice, fairly present the state of affairs of "The Institute" and its business as at the end of the financial year concerned and the profit or loss of "The Institute" for that financial year and shall for that purpose be in accordance with and include at least the matters prescribed by Schedule 4 of the Income tax Act of 2011 insofar as they are applicable, and comply with any other requirements of this Act or as prescribed by the Commissioner Of Inland Revenue from time to time.
- 9.2.2 The annual financial statements need not be audited by a Chartered Accountant but any registered Accounting Officer may complete the statements in the manner prescribed by law.
- 9.2.3 Books of **ACCOUNT** shall:
 - 9.2.3.1 be maintained to a recognised standard;
 - 9.2.3.2 be kept at the registered office of "The Institute" or at such other place as Council may decide;
 - 9.2.3.3 be submitted, together with other relevant financial records, to a competent person for an **ANNUAL AUDIT** and the results of the Audit presented to the Annual General Meeting in the form of the **ANNUAL FINANCIAL REPORT**, which shall include a balance sheet and a Profit and Loss Account, for ratification by the members and shall always be open for inspection to any member.
- 9.2.4 The National Treasurer shall submit an **ANNUAL BUDGET** for the ensuing year to the last meeting each year of the National Council for approval by that body.
- 9.2.5 **FUNDS** of "The Institute" shall be held in a **BANK ACCOUNT** and/or such **OTHER ACCOUNTS** as Council may approve.
- 9.2.6 **SIGNING POWERS** for financial transactions will be vested in the Executive Committee and the signatures of any two members of this Committee will be necessary for the withdrawal of any monies from any bank accounts held by "The Institute". **The Administrator shall be empowered to arrange EFT's on behalf of "The Institute" but only if co-authorised by one of the other two official signatories of EXCO.**
- 9.2.7 **RECEIPTS** shall be issued for any INCOME received by "The Institute" in the form of

members' annual subscriptions, income derived from seminars, donations, payments for services rendered or any other monies and the funds placed in accounts as described in 8.2.6 above.

- 9.2.8 All **PAYMENTS** shall be made by cheque or electronic transfer and no cash utilised for any payments with the exception of **PETTY CASH TRANSACTIONS** (See *Bylaw 04-8: Petty Cash Transactions*)
- 9.2.9 The income and property of "The Institute", when so derived, shall be applied solely towards the promotion of the objects of "The Institute" as set forth in this constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit, to the members of "The Institute" provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of "The Institute" or to any member thereof, in return for services actually rendered to "The Institute".

9.3 FINANCES UPON DISSOLUTION

- 9.3.1 "The Institute" shall dissolve if such a decision is taken at a duly convened General Meeting (Annual or Extraordinary).
- 9.3.2 If upon winding up or dissolution of "The Institute", there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of "The Institute", but shall be distributed as described in 9.3.3 below.
- 9.3.3 Upon the winding up or liquidation or within six month from the withdrawal of its tax exemption (or such longer period as the Commissioner may allow), "The Institute" shall transfer its assets remaining after the satisfaction of its liabilities to:
- 9.3.3.1 Another entity with similar objects and which is approved in terms of section 10(i)(d)(iii) or (iv) of the Income Tax Act, 1962
- 9.3.3.2. A public benefit organisation approved in terms of section 30 of the Act
- 9.3.3.3. Any institution, board or body approved in terms of section 10(1)(c)(A)(i) of the Act
- 9.3.3.4. Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(9a) or (b) of the Act, which is required to use those assets solely for the purposes of carrying on one or more public benefit activities in the (occupational) safety arena.

SECTION 10: GENERAL

- 10.1 **INDEMNITY.** Subject to the provisions of any relevant statute, members of the Management Committee and other office bearers shall be indemnified by "The Institute" for all acts done by them in good faith on its behalf. It shall be the duty of "The Institute" to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of "The Institute".
- 10.2 Subject to the provisions of any relevant statute, no member of the Executive Committee and or other office bearer of "The Institute" shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by "The Institute", which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.
- 10.3. The **REGISTERED OFFICE** of "The Institute" shall be as recorded on its CK1 certificate issued by the Companies & Intellectual Property Commission (CIPC).

10.4. This **CONSTITUTION** can only be **AMENDED** by a properly constituted General Meeting of “The Institute” and, whenever consensus cannot be reached regarding any proposed amendment, a two thirds majority of professional members present at such a meeting shall be required to carry the proposal.

Signed by the:

President Date

Vice President Date

Secretary Date

Treasurer..... Date