



THE SOUTHERN AFRICA INSTITUTE OF FUNDRAISING

## **SOUTHERN AFRICA INSTITUTE OF FUNDRAISING**

**008-166 NPO**

### **CONSTITUTION**

#### **1. NAME AND LEGAL PERSONALITY**

- 1.1 The name of the Institute is "Southern Africa Institute of Fundraising" ("the Institute"). The Institute has perpetual succession and legal existence independent of its members who shall not be responsible for any of its liabilities and who shall have no right to any of its assets. The Institute may sue and be sued in its own name in any court of law.
- 1.2 The accepted acronym for the Institute will be SAIF.

#### **2. AREA OF OPERATION**

- 2.1 The Institute shall operate within the Republic of South Africa.

#### **3. OBJECTIVES**

- 3.1 The Institute shall be devoted to the main purpose of promoting philanthropy, excellence in ethical fundraising practice for non-profit organisations and vocational training. The objects for which the Institute is established are:
  - 3.1.1 To assist its members and interested non-profit organisations to improve their skills in raising funds for charitable, educational and ecclesiastical purposes and to make their endeavours more effective through education and training;
  - 3.1.2 To promote, establish and maintain high standards of ethics and practice among persons and organisations engaged in the raising of funds or the conduct of appeals for charitable, philanthropic, religious, educational or other purposes for the public benefit;
  - 3.1.3 To educate and inform organisations, institutions, other bodies and the public for the purpose of bringing about a better understanding of the fundraising profession and ethical methods and practices in resource mobilisation or the conduct of appeals for charitable, philanthropic, religious, educational, or other purposes for the public good;

- 3.1.4 To provide and maintain a medium for the exchange of information, opinions and ideas relating to the profession of fundraising and financial sustainability of the non-profit sector;
- 3.1.5 To encourage friendship and co-operation among members of the Institute, to provide a means of serving the interests of members of the Institute in all matters pertaining to the profession of fundraising and to promote meetings, conferences and conventions of persons or bodies whose deliberations may be of benefit to the members of the Institute and to the profession of fundraising and non-profit organisations management;
- 3.1.6 To promote, sponsor and encourage research, education and training in the field of fundraising and non-profit sector sustainability;
- 3.1.7 To prepare, edit, publish or distribute by sale or otherwise any books, journals, newspapers or other publications, and to form and maintain a library or libraries containing books and other publications of interest to the non-profit sector;
- 3.1.8 To promote and authorise the formation of branches, networking events and/or forums of the Institute;
- 3.1.9 To join or form partnerships, to affiliate, amalgamate or otherwise co-operate with institutions, organisations, associations or societies, whether incorporated or not, having objects wholly or in part similar to the objects of the Institute;
- 3.1.10 To promote any legislation and to enter into any negotiation or arrangement with any government or other authorities in connection with fundraising;
- 3.1.11 To lobby on issues that affect the charitable sector or fundraising;
- 3.1.12 To do all such things as are incidental or conducive to the attaining of the above objects or any of them.

#### **4. POWERS**

- 4.1 The Institute shall have all the powers of a natural person of full legal capacity including power to accept assets from any source and to acquire, invest and re-invest in property anywhere in the world, to grant mortgages and enter into any contracts including loans as borrower or lender, suretyship, contracts of assurance and contracts for the services of legal representatives, accounting officers, advisers, agents and others:
  - 4.1.1 except to the extent necessarily implied by its stated objects;
  - 4.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
  - 4.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.

#### **5. POLICY**

- 5.1 The policy of the Institute shall be non-sectarian and non-party-political and the Institute shall take no position in public affairs except those concerning fundraising and financial sustainability of non-profit organisations.
- 5.2 No member of the Institute, unless authorised by the Council, shall make public statements purporting to represent the views, attitudes or official position of the Institute or take individual action purporting to be taken on behalf of the Institute on any matter affecting the Institute or its affairs.

## 6. CODE OF PROFESSIONAL ETHICS

- 6.1 A Code of Professional Ethics is promulgated by the Institute. Amendments to such Code shall be by written referendum or by vote of members at an Annual Meeting as provided for amendments to these Rules.
- 6.2 Every member of the Institute (either an individual or organisation) shall be bound to accept and in the execution of his professional fundraising activities abide by the standard of practice and conduct expressed in the aforementioned Code of Professional Ethics.
- 6.3 Each member shall sign a declaration confirming their commitment to the Code of Professional Ethics of the Institute and ethical business practices.
- 6.4 The Council has the power to request the Ethics Committee to decide on matters related to best fundraising practice.
- 6.5 Each Member who is the subject of a matter brought before the Ethics Committee agrees to abide by the decisions of the Ethics Committee and acknowledges that it will not be entitled to bring any action or suit against the Institute, Council Members or the members of the Ethics Committee as a consequence of or arising out of any decision or action of the Ethics Committee.
- 6.6 Each Member acknowledges that the Ethics Committee is not at liberty to publicly publish details of any matters heard by the Ethics Committee, including the:
- 6.6.1 name of the Member who is the subject of the matter being heard; and
- 6.6.2 reasons for any decisions made by the Ethics Committee.
- 6.7 Each Member acknowledges that no matter or thing done or omitted by the Ethics Committee, including the exercise of its powers as referred to in clause 24, subjects the Ethics Committee, to any liability. Each Member hereby releases the Ethics Committee from any such liability.

## 7. MEMBERSHIP

- 7.1 A registry of members shall be kept by the Institute electronically with protected access. The number of members, either individual or organisational, will be unlimited. There are two classes of membership:
- 7.1.1 Individual qualified for membership as per clause 7.2; and
- 7.1.2 Organisation qualified for membership as per clause 7.3.
- 7.2 The members of the Institute shall be Associate members, Regular members, Fellows, Honorary or Emeritus, Organisational members, and shall be categorised as follows:
- 7.2.1 **Associate member:** Associate membership may be granted by the Membership Committee to persons:
- 7.2.1.1 who at the time of application for membership or prior thereto have for at least one continuous year, but not for three or more consecutive years, substantially earned their livelihood as consultants retained by or as employees engaged in fundraising of organisations, institutions, societies and causes legally entitled to conduct fundraising appeals or to solicit donations; and
- 7.2.1.2 who at the time of application are substantially so earning their livelihood; and

7.2.1.3 whose professional position at the time of application accords with the Code of Professional Ethics promulgated by the Institute for its members; and

7.2.1.4 who willingly accept the obligations to observe and abide by the said Code of Professional Conduct and the Constitution and Rules of the Institute; and

7.2.1.5 who shall be recommended by and approved by the Membership Committee;

7.2.1.6 Associate members may upon the completion of three years' service to the profession apply to the Membership Committee to become Regular members upon application with updated information.

7.2.2 **Regular member:** Regular membership may be granted by the Membership Committee to persons:

7.2.2.1 who at the time of application for Regular membership or prior thereto have for at least three consecutive years substantially earned their livelihood as fundraising consultants retained by or as employees engaged in fundraising of organisations, institutions, societies and causes legally entitled to conduct fundraising appeals or to solicit gift-support; and

7.2.2.2 who at the time of application are substantially so earning their livelihood; and

7.2.2.3 whose professional position at the time of application accords with the Code of Professional Ethics promulgated by the Institute for its members; and

7.2.2.4 who willingly accepts the obligations to observe and abide by the said Code of Professional Ethics and the Constitution and Rules of the Institute; and

7.2.2.5 who shall have been recommended by two Regular members in good standing of the Institute.

7.2.3 **Fellows:**

7.2.3.1 A Regular member may be elected as a Fellow at an Annual Meeting or at a Special Meeting of the Institute. The designation of Fellow shall be recommended by the Council only in respect of a person who has had not less than five years' experience in the fundraising profession and who in the opinion of the Council has rendered distinguished service in or to the profession.

7.2.3.2 If the number of Fellows at any time equals or exceeds the number which is ten per cent of the total number of Regular members no additional Fellows shall be elected until the number of existing Fellows is less than the number which is ten per cent of the total number of Regular members.

7.2.3.3 A nomination of a member for election as a Fellow shall be in a form prescribed by the Council. Upon receipt of any such nomination the Secretary shall forward a copy of the nomination to each member of the Council and the decision whether or not to recommend such nominee for designation as a Fellow by election shall be made at the next Council meeting.

7.2.3.4 A Fellow has voting rights but no obligation to pay membership dues, in his capacity as such.

7.2.4 **Member Emeritus**

7.2.4.1 The Council may designate as a member Emeritus a former Regular member of the Institute who has retired after long and active participation in fundraising, in recognition of esteemed membership of the Institute.

7.2.4.2 A member Emeritus has no voting rights nor any obligation to pay membership dues, in his capacity as such.

### **7.2.5 Honorary member**

7.2.5.1 The Council may from time to time elect to honorary membership persons not otherwise qualified for membership of the Institute. Honorary membership shall be granted only to a person who in the opinion of the Council has made a notable contribution to the fundraising profession or whose election to honorary membership shall be deemed by the Council to be beneficial to the Institute.

7.2.5.2 An Honorary member shall have no voting rights nor any obligation to pay membership dues. He or she shall be entitled to notice of the Annual General Meeting and of all ordinary meetings of the Institute. Such honorary membership may be discontinued at any time at the discretion of the Council.

### **7.3 Organisational membership**

7.3.1 Organisational membership is available to organisations who must comply with this Constitution and Code of Professional Ethics. Applications for Organisational membership are accepted in March each year and will not be entertained at any other time.

7.3.2 An applicant which is an organisation must be either: an organisation employing more than five people responsible for generating income and raising funds; or a supplier to the non-profit sector.

7.3.3 The Code of Professional Ethics is to be strictly adhered to. The organisation's board of management shall be responsible for signing the SAIF Code of Ethics declarations and ensuring that its employees strictly uphold the Code of Professional Ethics and request that on entering their employment sign a document to this effect.

7.3.4 The organisation should advise SAIF of the names of people employed by the organisation in a fundraising capacity. Upon termination of employment SAIF must be notified in writing. When a new appointment is made, the individual's details must be submitted to SAIF within three months.

7.3.5 Organisational membership will entitle the organisation to receive multiple copies of all publications and invitations to conventions, seminars and branch meetings.

7.3.6 The National Council will review and determine Organisational membership fees annually. Companies providing services to the sector will pay a set fee as determined by National Council.

7.3.7 In the event that an Organisational member wishes to attend and vote at a general meeting, it shall appoint one representative to attend the general meeting on behalf of the organisation.

## **8. GENERAL**

8.1 Each applicant for membership of the Institute shall complete an application in a form prescribed by the Council.

- 8.2 Membership of the Institute shall be conditional upon the regular payment of the prescribed membership fee for the time being.
- 8.3 Membership shall not be transferable within fundraising organisations or between a person replacing a member within an organisation.

## **9. TERMINATION OF MEMBERSHIP**

- 9.1 A member of the Institute shall cease to be a member thereof:
- 9.1.1 If he/she dies;
- 9.1.2 If his/her estate is sequestrated or, being an organisation, is liquidated or wound up;
- 9.1.3 If he/she resigns his/her membership;
- 9.1.4 If he/she fails to pay any sum due to the Institute for membership dues for 60 days after notice in writing from the Treasurer or other person appointed by the Institute requiring the member to pay;
- 9.1.5 If the membership is terminated by the Council under the provisions of clause 30.

## **10. PARTNERSHIPS AND BRANCH OUTREACH**

- 10.1 The Council will from time to time consider partnering or forming joint ventures with other parties. The constraints and latitude of such a relationship will be guided by a policy document that will formalise partnerships. Partners do not have to become members of SAIF.
- 10.2 To accommodate organisations from disadvantaged communities, mainly known as Community Based Organisations (CBOs), SAIF will allow delegates from CBOs to attend SAIF events (conventions / seminars / workshops and branch meetings) at the "membership" rate or subsidised rates as determined by Council or other Committees.
- 10.3 Recognition of a CBO will be determined by the Education and Membership committees to qualify for additional discounts and special rates. CBOs do not have to become members of SAIF.

## **11. THE NATIONAL COUNCIL**

- 11.1 The business and affairs of the Institute shall be managed by a National Council. The Council will consist of not less than seven (7) and not more than nine (9). At least 3 of the National Council shall be persons who are not 'connected persons' in relation to each other, as defined in the Income Tax Act, 58 of 1962, as amended ("the Act"). No single person shall directly or indirectly control the decision-making powers of the Institute.
- 11.2 The Council will comprise of an Executive Committee with four office bearers and three Standing Committee Chairpersons namely;
- 11.2.1 The four office bearers serving as the Executive Committee will be elected in accordance with Clause 12:
- 11.2.1.1 President
- 11.2.1.2 Vice President
- 11.2.1.3 Treasurer and

- 11.2.1.4 Secretary
- 11.2.2 The three Standing Committee members will be appointed by the Executive Committee:
- 11.2.2.1 Membership, Communication and Marketing
- 11.2.2.2 Education, Training and Convention
- 11.2.2.3 Ethics, Good Governance, Best Practice and Nominations
- 11.3 Only Regular members of the Institute whose dues are paid up shall be entitled to be elected to membership of the Council and no person in receipt of any honorarium or other remuneration from the Institute shall be eligible for such membership on National Council.
- 11.4 Executive Committee members will be elected to the Council by the members of the Institute to serve as office bearers for two years with an option to serve a second term but no more than four consecutive years.
- 11.5 In each election thereafter vacancies in respect of members whose terms have expired shall be filled by election for a term of two years.
- 11.6 The Council shall have power to co-opt to fill vacancies in the event insufficient nominations are received.

## **12. ELECTION OF OFFICE BEARERS**

- 12.1 The Ethics Chairperson will form a nominations committee of not less than three persons to be responsible for the elections and nomination process.
- 12.2 A call for nominations for election to the Council will be no less than three months prior to the Annual General Meeting.
- 12.3 Candidates will be required to commit to the roles and responsibilities as stated in Annexure 1 of the Executive Committee in order to qualify for election.
- 12.4 Such nominations shall be delivered to the Secretary of the Institute not less than 28 days prior to the Annual Meeting.

## **13. MEETING OF COUNCIL**

- 13.1 The Council shall meet, conduct its business, adjourn and otherwise regulate its meetings as its members shall determine provided that it shall meet not less than four times each year. The President and the Secretary on the requisition of any three members of the Council shall summon a meeting of the Council to be held within thirty days of such requisition.
- 13.2 A resolution in writing signed by all members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Such a resolution may consist of several documents in like form each signed by one or more members of the Council.
- 13.3 The Council may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

- 13.4 Any member of the Council who is absent from two consecutive meetings of the Council shall forfeit his seat unless he has obtained leave of absence from the Council.
- 13.5 A member of the Council may appoint in writing a member of the Institute to represent him at any meeting of the Council which he is unable to attend. Any instrument appointing such alternative member shall be delivered to the President or Secretary not less than 48 hours before the meeting in respect of which it is given.
- 13.6 The Institute may by a resolution passed by a majority of not less than 50 per cent of Council members voting in person or by proxy at a Special Meeting of which not less than 30 days' notice specifying the intention to propose the resolution shall have been given to remove any member of the Council before the expiration of his period of office and may by resolution passed by a majority of members voting in person or by proxy appoint another person in his place to hold office until the next annual election.
- 13.7 Fifty per-cent of National Council members shall constitute a quorum at a Council meeting.

#### **14. MEETINGS OF MEMBERS**

- 14.1 Annual General Meetings may be hosted through electronic devices or in a public space or venue.
- 14.2 An Annual Meeting of members shall be held each year in the period 1st June to 30th October, both dates inclusive except that no such meeting need be held within a period of one year from the date on which the Institute was founded.
- 14.3 In default of an Annual Meeting being so held such a meeting shall be held before 30 November and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
- 14.4 Ordinary Meetings of members shall be held at the discretion of the Council and at such time and place and subject to such notice as the Council shall determine.
- 14.5 Special Meetings of members may be called by the Council or by the President at any time and shall be called by the President and Secretary for such purposes as these Rules provide upon the written request of not less than one fifth of members of the Institute and business transacted at Special Meetings shall be deemed to be special business.

#### **15. PROCEEDINGS AT ANNUAL MEETINGS**

- 15.1 The business of the Annual Meeting shall be the following:
- 15.1.1 to confirm the minutes of the last preceding Annual Meeting, no discussion being permitted thereon except as to their accuracy as a record of proceedings of that meeting;
- 15.1.2 to receive the President's Report and the Financial Statements of the Institute for the last preceding year;
- 15.1.3 to declare the slate of candidates and members elected to the Council;
- 15.1.4 to appoint an Accounting Officer;
- 15.1.5 to transact such business as may be transacted at an Annual Meeting pursuant to this Constitution;
- 15.1.6 to transact special business of which not less than 30 days' notice shall have been given to the Secretary;



- 15.1.7 to transact any other business, which the meeting may think fit to be transacted as ordinary business;
- 15.1.8 to handover to incoming office bearers; President, Vice President, Honorary Secretary, Honorary Treasurer.

## **16. NOTICES OF MEETINGS**

- 16.1 Unless specially otherwise provided not less than 14 days' notice shall be given of a meeting of the Council and not less than 30 days' notice of any Special Meeting of members and in the case of special business not less than 21 days' notice of the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Institute at the Annual Meeting or at a Special Meeting to the persons entitled to receive such notice after a Special Meeting of members.
- 16.2 The accidental omission to give or the non-receipt of any notice of meeting to any members shall not invalidate any business transacted at any meeting.

## **17. VOTING**

- 17.1 At any properly convened meeting of members and unless otherwise provided, 10 percent of the total number of members shall constitute a quorum.
- 17.2 All questions for determination shall be decided by a majority of the votes of those present.
- 17.3 Only those members whose dues are paid up shall be eligible to vote.
- 17.4 Every individual member shall have one vote and organisations may have one vote.
- 17.5 The President or any member deputed in his stead shall have a deliberate vote only and in the case of an equality of votes the motion shall be deemed to be rejected.
- 17.6 Members may be represented by proxy provided that their proxy forms in such terms as the Council may from time to time determine are lodged with the Secretary at least 48 hours before the time for the meeting.
- 17.7 At an Annual Meeting or Special Meeting, a resolution put to the vote of the meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or by at least three members present in person or by proxy.
- 17.8 If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting.
- 17.9 Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 17.10 A demand for a poll may be withdrawn.

## **18. OFFICERS**

- 18.1 At the first meeting of the Council which shall be held within 30 days after the founding of the Institute and thereafter at meeting of the Council within 30 days after each Annual

Meeting the Council shall confirm from its members the following office bearers each to serve for a term of two years: President, Vice President, Secretary and Treasurer.

- 18.2 The outgoing President will be invited to remain on the Council as an advisor to the incoming President, for the term of one year, and be given the title of Immediate Past President.
- 18.3 Should a casual vacancy occur in any of the foregoing offices, the members of the Council may appoint another member of the Council to the office if so vacated.
- 18.4 No office bearer including the President shall hold office for more than two years with an option to serve for another term of two years but not more than four consecutive years.
- 18.5 The President, Vice President, Treasurer and the Secretary or their nominees shall be ex-officio members of all Standing Committees and Sub-Committees of the Institute.
- 18.6 Officers will not be personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the officer is performing functions for or on behalf of the Institute.

## **19. SUB-COMMITTEES**

- 19.1 The Council may appoint from amongst its members such sub-committees as in its discretion it considers necessary or expedient and may co-opt other persons to such sub-committees in an advisory capacity for any purpose which it considers to be in the best interest of the Institute. The Council may delegate any of its powers to such sub-committees consisting of such numbers of members as it thinks fit and any sub-committee so formed shall in the exercise of its power so delegated conform to any regulations that may be imposed upon it by the Council.

## **20. STANDING COMMITTEES**

- 20.1 The appointment of Standing Committees is made by the Executive Committee holding portfolios as follows:
- 20.1.1 Membership, Marketing and Communication;
- 20.1.2 Education, Training and Convention;
- 20.1.3 Ethics, Good Governance, Best Practice and Nominations;
- 20.1.4 External specialists and experts in a specific field may be invited to serve on any committee as advisors.

## **21. MEMBERSHIP, MARKETING AND COMMUNICATION**

- 21.1 Membership shall consist of not fewer than three members of the Institute. The Membership Committee shall consider the application and qualifications of each applicant for membership of the Institute and shall decide if the applicant be admitted or not be admitted to membership. A majority vote of the Membership Committee shall be binding on the entire Committee. However, upon application to the Council by two or more members of the Membership Committee the Council shall review and then approve or set aside the decision of the majority of the Membership Committee with respect to any applicant for membership.
- 21.2 The Membership Committee working as is deemed expedient in conjunction with the Marketing and Communication Committee shall also endeavour to promote membership of the Institute and of its branches of persons having the qualifications essential to such membership in terms of these Rules including the Constitution and Rules of the Branch and to this end shall maintain liaison with the respective Branch Membership Committees.

21.3 The Committee shall consist of not fewer than three members of the Institute. The Committee shall develop and carry out a programme of marketing and public relations consistent with the aims and purposes of the Institute.

21.4 The Membership and Communication committees will be joint custodians of the membership database and self-regulate in accordance with the PoPI Act of 2013 and the SAIF Data Protection and Management Policy.

## **22. EDUCATION, TRAINING AND CONVENTION PROGRAMME**

22.1 The Education Committee shall consist of not fewer than three members of the Institute. It shall develop educational programmes and materials consistent with the aims and purposes of the Institute and for the benefit of professional development to its membership and to this end shall maintain liaison with the respective committees at branch level and to assist the Convention Committees with programme planning.

22.2 The Chairperson of Education and the President will appoint a person to manage the marketing, programme design and financial control of conventions.

22.3 The Manager of the Convention Committee may co-opt members from branches and forums to assist with the planning and execution of a convention and should work in collaboration with other standing committees.

## **23. ETHICS, GOOD GOVERNANCE, BEST PRACTICES AND NOMINATIONS**

23.1 The Ethics, Good Governance and Best Practices Committee shall consist of not fewer than three members of the Institute. This Committee shall out of its considerations from time to time make such recommendation to the Council in respect of the Code of Professional Ethics as it deems fit and shall upon call by the Council review any alleged violation of such Code and make appropriate submissions to the Council.

23.2 The committee will provide oversight and stewardship of the Constitution and produce relevant guidelines on Best Practices and benchmarks for ethical fundraising by practitioners.

23.3 The committee will draft policy documents in accordance with a directive from National Council and those required as per legislation.

23.4 The committee will also provide oversight of data protection and control of members' personal information and be joint custodians of the membership database and self-regulate in accordance with the PoPI Act of 2013 and the SAIF Data Protection and Management Policy.

23.5 The Nominations Committee, 21 days prior to the Annual General Meeting, shall call for nominations for election to Council of members and in doing so shall notify members of the names of those currently appointed to represent Council with the names of Council Members due to retire under the provisions of these Rules with an indication of those who seek re-election and the names of those Council members not presently subject to retirement in terms of these Rules.

23.6 The Nominations Committee shall take note of nominations as they are received or indicated as forthcoming in respect of pending vacancies on the Council to be filled from members and ascertain whether nominations received are in accordance with these Rules and take such action consistent with these Rules as is necessary or expedient to ensure that nominations as required are available for purposes of the ballot as provided in Rule 24.

## **24. GENERAL**

24.1 The Chairpersons of the Standing Committee shall be nominated and appointed by the President with the approval of a majority of the duly elected members of the Council.

24.2 Standing Committees shall in the exercise of the duties assigned to them by these Rules conform to such regulations imposed on them by the Council as the Council thinks fit to the purpose that the Council is kept properly informed of the proceedings of such Standing Committees.

24.3 All acts done by any meeting of the Council or of a Committee or by any person acting in good faith as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council or Committee.

## **25. BRANCHES AND FORUMS**

25.1 The Council will approve and promote the formation of branches and forums of the Institute.

25.2 The Council shall prescribe the geographical or other limits of the area or constituency from which members of a branch shall be drawn, from time to time.

25.3 A branch shall conduct its affairs and programmes in accordance with this Constitution and Rules of the Branch as prescribed by the Council from time to time.

25.4 Ten or more members of the Institute may petition the Council for authorisation to form a branch.

25.5 Subject to these Rules and the Constitution and Rules of a Branch the Council shall have power to define the powers and responsibilities of and otherwise exercise control over branches of the Institute.

25.6 A branch shall cease to be a branch of the Institute at any time that the Council in its discretion withdraws the authority upon which the branch was established and functioned as such.

25.7 A forum may be hosted by a small number of members of the Institute in a geographic area where a branch is not operating.

25.8 Forums shall not be required to form a committee. Forums must communicate directly with the national office on activities and events.

## **26. RECORD OF PROCEEDINGS**

26.1 The Council shall cause minutes to be made in books provided for the purpose:

26.1.1 of all appointments of officers made by the Council;

26.1.2 of the names of the members of the Council present at each meeting of the Council and of any Committee thereof; and

26.1.3 of all resolutions and proceedings at all meetings of the Institute and of the Council and of Committees set up under these Rules.

## **27. ACCOUNTS AND FINANCES**

27.1 If the Institute is recognised by the Commissioner for the South African Revenue Service as a section 10(1)(d) tax exempt common purposes association, the Institute will receive substantially the whole of its funding from annual subscriptions or other membership fees, or from appropriations by government, provincial administration or a municipality.

27.2 The Council shall cause proper accounts to be kept in respect of:

- 27.2.1 all sums of money received by the Institute and the matter in respect of which the receipt occurred;
- 27.2.2 all sums of money expended by the Institute and the matter in respect of which the expenditure was incurred;
- 27.2.3 all sales and purchases of goods and services by the Institute; and the assets and liabilities of the Institute.
- 27.3 The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of its main object or invested and no funds will be distributed to any person other than in the course of undertaking its objects provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Institute, for any services rendered to the Institute.
- 27.4 The Institute may not have a share or other interest in any business, profession or occupation carried on by any of its members.
- 27.5 The accounts shall be kept at the office of the Institute or at such other place or places as the Council thinks fit and shall always be open to the inspection of any Council member.
- 27.6 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts, books and other records of the Institute or any of them shall be open to the inspection of members not being members of the Council and no member not being a member of the Council shall have any right of inspecting any account book or document or other record of the Institute except as authorised by the Council or by the members of the Institute at an Annual Meeting or a Special Meeting.
- 27.7 All moneys shall be banked in an account or accounts in the name of the Institute in such bank or banks as the Council may appoint. That derived income can be used to ensure the smooth running of the Institute and provision of services to membership that includes staff salaries and office/administration, communication and travel costs.
- 27.8 The Council may authorise as it may deem fit the conduct of such bank accounts and determine who shall sign and endorse cheques and other banking instruments.
- 27.9 The Council may authorise as it may deem fit the conduct of bank accounts by branches of the Institute.
- 27.10 If authorised by Council, Council members may be paid their reasonable travelling and accommodation expenses necessarily incurred in direct consequences of their attendance at duly convened meetings of the Council and in the execution of their duties as members of Council.
- 27.11 No remuneration (as defined in the Fourth Schedule to the Act) shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and no person shall be economically benefitted in any way which is not consistent with the objects of the Institute.
- 27.12 The Council shall have power to borrow money from a bank on a temporary unsecured basis in order to meet current expenditure pending receipt of funds in sight.
- 27.13 The legal ownership of all property effects and assets of the Institute shall be vested in Institute.
- 27.14 An Accounting Officer, who shall not be a member of the Council, shall be appointed at each Annual General Meeting of the Institute to remain in office until the following Annual Meeting. The Accounting Officer shall have power to call at any time for the production of all accounts and other documents relating to the affairs of the Institute. The financial

statements of the Institute shall be reviewed and signed by the Accounting Officer before presentation at the Annual General Meeting.

27.15 Notwithstanding the foregoing, members of the Institute may at the Annual Meeting or at a Special Meeting appoint a qualified accountant or firm of qualified auditors to be the Accounting Officer for the ensuing year at a remuneration to be determined by the Meeting.

27.16 Any casual vacancy in the office of Accounting Officer may be filled by the Council.

27.17 The financial year of the Institute starts on 1 April and ends on 31 March.

27.18 The Institute's accounting records and narrative reports must be ready and handed to the Directorate of Non-profit Organisations within nine months and in accordance with South African Revenue Services.

27.19 The Institute shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time.

27.20 The Institute will not knowingly become a party to, 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 Act.

## **28. DUES**

28.1 Any fee in respect of admission to membership and the regular annual dues of members shall be as determined from time to time by the Council and shall be additional to annual or other dues payable in respect of membership of any branch of the Institute which dues payable to branches shall be determined subject to the approval of the Council.

## **29. STAFF**

29.1 The Council shall have power to employ such staff as from time to time it may deem necessary or expedient and shall have full power of control over the staff as such of the Institute including the power to dispense with the service of any member of the staff.

## **30. RESIGNATION AND EXPULSION OF MEMBERS**

30.1 If a charge is made in writing by a member or members of the Institute to the Council that a member has violated or refused or neglected to observe the Code of Professional Ethics promulgated by the Institute for its members or has been guilty of or party to conduct which may be contrary to the Constitution and may be likely to injure or discredit or hinder the work or purposes of the Institute.

30.2 The members shall place before the Council all information and evidence upon which they intend to rely in bringing the charge.

30.3 The Council may dismiss or reject the charge and take no further action.

30.4 The Council may appoint a time and place for the hearing of the charge and give written notice of the hearing and a written copy of the charge to the member and call upon him/her to answer the charge and to state his/her case and give evidence in writing or to attend the hearing to present his/her defence, as he/she may decide.

30.5 At the commencement of a hearing the court shall again advise the member charged that he/she may state his/her case and give evidence and that he/she has the right to call evidence on his/her own behalf and may examine and cross-examine all witnesses at the hearing.

- 30.6 If the Council is then of the opinion that the charge is sustained in whole or in part, or if the member charged has notwithstanding due notice failed to state his/her case and give evidence, the Council shall do any one or more of the following:
- 30.6.1 reprimand and caution the member that repetition or continuance of the offending conduct will bring further disciplinary action;
- 30.6.2 place the member on probation for a period not exceeding six months;
- 30.6.3 suspend the member and deprive him/her of voting rights and such other benefits of membership as the Council may in its discretion prescribe, for a period not exceeding six months;
- 30.6.4 call upon the member to resign; or
- 30.6.5 expel the member and remove his/her name from the roll of members.
- 30.7 A member appearing at a disciplinary hearing shall not be entitled to legal or other assistance.
- 30.8 Should a charge be brought against any member of the Council such member shall not be entitled to sit as such at any meeting where the charge is discussed or heard.
- 30.9 If the Council decides to call for the resignation or expulsion of a member, the member may within 30 days of receiving notice of the Council's decision appeal by writing delivered to the Secretary, to a Special Meeting of the Institute. The Special Meeting shall be held as soon as reasonably possible and shall consider the written grounds of appeal and if not less than three-fifths of those present and voting disapprove of the call upon the member to resign or of the expulsion of the member the member shall be reinstated.
- 30.10 A member whose resignation has been called for or who has been expelled from membership in pursuance of the foregoing provisions shall not be eligible for re-nomination to membership until the expiry of 12 months from the date of such resignation or expulsion.
- 30.11 For the purposes of this clause voting by the Council and by the Special Meeting respectively shall be by ballot.
- 30.12 A member may resign from the Institute at any time by sending his/her resignation in writing to the Secretary.
- 30.13 The expulsion or a resignation of a member whatsoever occasioned shall not be a release from antecedent liability to the Institute nor shall expulsion or resignation entitle a member to any refund of membership dues or other fees previously paid by the member to the Institute.

## **31. CHANGES AND AMENDMENTS TO THE CONSTITUTION**

- 31.1 The Constitution can be changed by a resolution that is voted upon and passed by not less than two-thirds of the members who are at the Annual General Meeting or a Special General Meeting.
- 31.2 All of the rules for General Meetings apply, including those for a quorum.
- 31.3 Written notice of the proposed changes to the Constitution must be circulated to members 21 days prior to the meeting where they will be voted upon.
- 31.4 No amendments may be made which would have the effect of making the organisation cease to exist, except in terms of Clause 32.

31.5 Copies of such amendments shall, if the Institute is recognised by the Commissioner for the South African Revenue Service under section 10(1)(d) of the Act as a tax exempt common purpose association, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative within 30 days of such amendment.

31.6 Copies of such amendments shall, if the Institute is registered as a Nonprofit organisation, be sent to the Directorate of Nonprofit Organisations.

## **32. DISSOLUTION / WINDING UP**

32.1 The Institute may be wound up if there is a resolution passed to this effect at an Annual General Meeting. Such a meeting may be held electronically.

32.2 The quorum at such a meeting will be 75 per cent of the Membership at the time of the proposal to dissolve or upon receipt of proxies that equal the stated quota.

32.3 The resolution to close the Institute shall be passed only if 75 per cent of those members shall vote in favour of the resolution.

32.4 When the Institute closes down, any assets remaining after the settlement of all debts shall be distributed to a similar Nonprofit organisation and entity approved by the Commissioner in terms of section 10(1)(d) or Public Benefit Organisation (PBO) approved under section 30 of the Act, which should have objectives and mission similar to SAIF which is to uphold ethical fundraising principles and provide support to the profession.

32.5 The Annual General Meeting that decides to close down the organisation shall make the decision as to the disposal of the assets in accordance with the above stipulations.

## **33. INTERPRETATION OF CONSTITUTION AND RULES AND APPEAL**

33.1 In the event of any difference of opinion as to the interpretation of any provision in this Constitution or if decision is required on any matter not specially provided for the matter shall be referred to the Council and its decision shall be conclusive and binding on all members of the Institute unless and until the same shall be overruled by a Special Meeting of members.

33.2 A member may appeal any decision or ruling by a Standing Committee or National Council.

33.3 An appeal must be in writing and submitted to the Secretary and recorded.

33.4 The Ethics Standing Committee Chairperson will act as a Presiding Officer and review the appellant's complaint.

33.5 Evidence may be given orally or in writing.

## **34. USE OF INSTITUTE LOGO, NAME AND BRANDING**

34.1 Subject to provisions, members in good standing shall be entitled to describe themselves as a Member (MSAIF) or Fellow (FSAIF) of the Institute and use those letters after their name accordingly.

34.2 The logo and branding of the Institute is governed by the Council and may not be used by members either on their own stationery or otherwise for private gain or enhancement.

34.3 No lapsed member or a member not in good standing may publish or use for private gain any office he may hold or may have held in the Institute.



- 34.4 Any member desiring to produce stationery or advertising material for his own personal use as distinct from that of a company or firm and to reproduce the logo or insignia of the Institute upon the stationery or advertising material shall apply in writing to the Council for approval of his doing so giving details of the proposed use and form and method of reproduction of the logo or insignia proposed and the Council shall grant or decline approval to the applicant or notify the basis upon which such approval would be granted according to the Council's assessment of the particular proposal.
- 34.5 National Council members will be entitled to use a SAIF signature identifying their position and contact details in all communications relating to SAIF business.
- 34.6 For the purpose of this Rule the Council shall interpret the entitlement of a member to use the logo or branding of the Institute to exclude an entitlement to use it for any business purpose.

This substitute Constitution was adopted on 30 March 2017 at the ...29..th Annual General Meeting

Signed by:  \_\_\_\_\_ President

Date: 14 June 2017

Annexure: (to be appended)

1. Roles and Responsibilities of Executive Committee
2. Code of Professional Ethics
3. Branch Rules