



CONSTITUTION

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1. **NAME**

The name of the Association is the South African Black Technical and Allied Careers Organisation, referred to in this Constitution as “SABTACO”.

2. **NATIONAL OFFICE**

The national office of SABTACO shall be situated at an address determined by the National Executive Committee (NEXCO) from time to time.

3. **DEFINITIONS AND INTERPRETATIONS**

3.1 In this Constitution, unless the context indicates otherwise:

3.1.1 **“an Affirmable Professional Service Provider” (APSP)** means a professional service provider who adheres to statutory labour practices, is a legal entity, registered with the South African Revenue Service, and a continuing and independent enterprise for profit, providing a commercially useful function and:-

- a.) which is at least two thirds owned by one or more PDI's or, in the case of a company, at least two thirds of its equity shares are owned by one or more PDIs, and
- b.) whose management and daily business operations are in the control of one or more of the PDIs who effectively own it.

3.1.2 **PDI's** means Previously Disadvantaged Individuals who fall into population groups that were not offered a franchise in national election before and after other the introduction of the 1984 tricameral parliamentary system and only receive the franchise during 1994.

3.1.3 **“Province”** means a provincial structure of SABTACO.

3.1.4 **“Provincial Executive Committee (PEXCO)”** means provincial office bearers' of SABTACO sitting in committee.



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- 3.1.5 “**Financial Year**” shall mean a period commencing in March and ending in February of the following year;
- 3.1.6 “**member**” means an individual person or body corporate who or which is a member of SABTACO in terms of clause 8 of this Constitution.
- 3.1.7 “**National Council (NC)**” means the supreme governing structure of SABTACO consisting of the National Executive Committee (NEXCO) and all Provincial Chairpersons or by person/s delegated to represent one or more Provincial Chairpersons.
- 3.1.8 “**Congress (C)**” means a national congregation of SABTACO members that shall take place and transact business as stated in this Constitution.
- 3.1.9 “**National Executive Committee (NEXCO)**” means national executive office bearers of SABTACO sitting in committee;
- 3.1.10 “**office-bearer**” means members of the NEXCO or PEXCO as the case may be;
- 3.1.11 “**Province**” means a province of the Republic as contemplated in section 103 of the Constitution of the Republic of South Africa, 1996.
- 3.1.12 “**Provincial General Meeting (PGM)**” and **Provincial Annual General Meeting (PAGM)** means a congregation of SABTACO Provincial members that shall take place and transact business as stated in this the Constitution.
- 3.1.13 “**Consultant Forum**” means a forum made of the SABTACO Corporate members as per Clause 16 of this Constitution.
- 3.1.14 “**Consultant Forum Committee (CFC)**” means office bearers of the Consultant Forum



3.1.15 **“Built Environment and Engineering Industry”** to be understood in this constitution to mean the following:

3.1.15.1 Architecture and Landscape Architecture

3.1.15.2 Building Science

3.1.15.3 Construction Project Management and Project Management in the Built Environmental and Engineering

3.1.15.4 Engineering in all its disciplines namely;

(a) Chemical and Metallurgical Engineering

(b) Civil and Structural Engineering

(c) Electrical and Mechanical Engineering

(d) Environmental Engineering

(e) Geology

(f) Geotechnical Engineering

(g) Hydrogeological Engineering

(h) Mining Engineering

3.1.15.5 Land Surveying

3.1.15.6 Land Valuation; Property and Development Economics

3.1.15.7 Quantity Surveying

3.1.15.8 Urban Design; Town and Regional Planning

3.1.16 **“Allied Careers”** in this constitution shall be understood to mean:

3.1.16.1 Scientific Field

3.1.16.2 Technical Social Facilitation



3.1.16.3 Accredited Technical Training in the Built Environment and Engineering Industry

3.2 In this Constitution, unless a contrary intention is clear.

3.2.1 Words importing

3.2.1.1 one gender includes the other genders;

3.2.1.2 the singular includes the plural and vice versa; and

3.2.1.3 natural persons include created entities (corporate or non-corporated) and vice versa.

3.2.1.4 Where Built Environment is mentioned alone in this constitution shall be understood to include Engineering Industry and Allied Careers

3.3 The headings of the clauses in this agreement are for the purpose of convenience and reference only and shall not be used in the interpretation of nor modify nor amplify the terms of this agreement nor any clause hereof;

3.4 when any number of days is prescribed in this agreement, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or public holiday;

3.5 Words and expressions defined in any sub-clause shall, for the purpose of the clause of which that sub-clause forms part, bear the meaning assigned to such words and expressions in that sub-clause;

4. **LEGAL NATURE AND PERSONALITY OF THE ASSOCIATION**

4.1 SABTACO is a body corporate existing separately from its members, with perpetual succession, capable of entering into contractual and other relations



and of suing and being sued in its own name. It may hold property and other assets and incur liabilities in its own right.

- 4.2 SABTACO is not formed for the purpose of carrying on any business or enterprise which has, for its object, the acquisition of gain by the members of SABTACO.
- 4.3 Any income or property of SABTACO must be applied solely towards the promotion of its objectives and no portion of the income or property may be paid or transferred, directly or indirectly, to any members of SABTACO or any other person, but this does not in any way prevent payment in good faith of reasonable remuneration to any officer or servant of SABTACO or any of its members in return for any services actually rendered. Service actually rendered shall include service rendered in seconded position or positions in the investment bodies or contracts managed on behalf of SABTACO.
- 4.4 No person may become entitled to any of the property or other assets of SABTACO solely because they are either members or office-bearers of SABTACO.
- 4.5 All secondment of people shall be ratified by SABTACO National Council (NC)

5 VISION STATEMENT

- 5.1 To be a leader in advocating and ensuring the advancement of Black professionals in the Built Environment and all Engineering fields.
- 5.2 The optimal realisation of current and future potential of skills in South Africa

6. MISSION STATEMENT

- 6.1 To lead transformation of the Built Environment, engineering fields and construction industry to reflect the demographics of the country.



- 6.2 To facilitate the creation of an environment conducive to the development and promotion of science and engineering skills in the PDI's communities, and to enable effective utilisation of technology for the socio-economic development of South Africa.
- 6.3 To increase the level of participation of Black professionals and professional service providers in the mainstream of the economy.

7. AIMS AND OBJECTIVES

- 7.1 To address imbalances and barriers encountered by Black professional service providers in the Built Environment and in the mainstream of the economy.
- 7.2 To network with other organisations and individuals with similar aims and objectives.
- 7.3 To influence the transformation of policies and strategies which impact on Black professional service providers.
- 7.4 To promote technical education, capacity building and training within the membership.
- 7.5 To promote high standards of professionalism, ethics and social responsibility amongst members.
- 7.6 To facilitate the entry of PDI's into the various professions involved in the Built Environment and to inculcate a sense of gender balance.
- 7.7 To ensure strong and meaningful interaction with institutions involved in the Built Environment.
- 7.8 To actively promote the participation of APSP in the private sector.
- 7.9 To advance and promote theory and practice of technical disciplines in the Black community



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- 7.10 To promote the interests of members and other stakeholders
- 7.11 To address the unique needs and aspirations of Black professionals
- 7.12 To conduct research in technical disciplines and to assist and co-operate with any statutory or other bodies concerned.
- 7.13 To build a strong team of dedicated individuals to pursue objectives
- 7.14 To adopt a 'case study' approach to keep in touch with reality and build precedent based inventory
- 7.15 To compile a personally based 'dictionary' of SABTACO members in order to create a reference of role models in the relevant fields. This will cover among others, a brief history of the individual career path.
- 7.16 To compile statistics from employer organisations on Black Empowerment as well as assisting in the setting and monitoring of targets.
- 7.17 To where appropriate 'pierce the veil' and look beyond an allegedly 'Black Empowerment' company which uses Blacks as "fronts"
- 7.18 To assist employer bodies in cases where they are justifiably disgruntled with some of our members.
- 7.19 To constructively and periodically engage with other allied professions to discuss matters of mutual concern and formulate common strategies.
- 7.20 To revive and interest of young generation of members into SABTACO.
- 7.21 To look at the possibility of establishing a link to assist SABTACO and its members with legal issues.
- 7.22 To establish a platform for the on-going interaction with the stakeholders involved with SABTACO.
- 7.23 To set short and long term targets.



- 7.24 To analyse information gathered from seminars and conference, on new policies by clients and examining strength and weakness and reporting back.
- 7.25 To be actively engaged in promoting and monitoring of the pace of transformation.
- 7.26 To gather general information on problems facing Black Economic Empowerment Companies in the Built Environment and compile inventory
- 7.27 To encourage new initiative amongst our members
- 7.28 To establish standard joint venture guidelines for SABTACO members.
- 7.29 To facilitate enforcement of Black Empowerment Legislation
- 7.30 To propose a code for the punishment of Black Empowerment Violators
- 7.31 To encourage free exchange of information and co-operation.

8. **MEMBERS AND MEMBERSHIP**

- 8.1 The membership of SABTACO shall run concurrently with the financial year and shall consist of the following categories
 - 8.1.1 Individual professional
 - 8.1.2 Honorary
 - 8.1.3 Corporate
 - 8.1.4 Accredited Corporate Member
 - 8.1.5 Student
- 8.2 **Individual Professional members** – only professionally qualified PDI's in the Built Environment profession may become members of SABTACO and other persons who may comply with such other conditions as may be prescribed from time to time may also be admitted as members.



- 8.3 **Honorary members** – Such persons who, in recognition of exceptional or distinguished service to Black Technical professionals and / or community development have been conferred with honorary membership by the NEXCO.

Honorary members shall be entitled to attend and speak at meetings of SABTACO but will have no right to vote. They shall also not be obliged to pay any subscription to SABTACO for their membership.

- 8.4 **Corporate Member** – Only Affirmable Professional Service Providers (APSP) may register as corporate members through SABTACO Consultant Forum with the proviso that all owners who are PDI's have individual membership of SABTACO.

- 8.5 **Accredited Corporate Associate member** – SABTACO, via the NEXCO, and SABTACO Consultant Forum shall accredit firms/professional service providers who do not have APSP status, but who can demonstrate at least one third ownership by a professional or professionals who is/are PDI's and who has/have membership of SABTACO. Such accreditation will be reviewed annually and will be based on the empowerment plans as submitted by such firms/professional service providers.

- 8.6 **Student members** – Any student having PDI status, studying in the Built Environment Professions at a University or any other recognised tertiary institution may be admitted as a member after paying such annual subscriptions and membership fees as determined by the NEXCO from time to time. Student members will have the right to participate in all meetings but not have the right to vote.

- 8.7 **General rules regarding individual, honorary and student members.**

8.7.1 Applications for membership of SABTACO shall be made in writing to a Provincial.



8.7.2 Any applicant for membership, or existing member, shall if called upon by the NEXCO, supply such information as may be required for the purpose of determining the applicant category of membership or any matter relating to the applicant.

8.7.3 There shall be a membership fee payable upon joining SABTACO and a **subscription fee** payable annually to SABTACO by every member (except Honorary members). Such subscriptions shall be payable in advance within **a month of a** person becoming a member of SABTACO and shall thereafter be paid annually in the first month of each financial year. Failure to pay a subscription fee will result in termination of membership by SABTACO. Members whose membership has been terminated shall return the membership certificate back to SABTACO.

The NC or NEXCO with delegated powers from NC shall from time to time make regulations to determine the form in which application for admission as a member of SABTACO shall be made. The admission of all members shall be by resolution of the NC or NEXCO through delegated powers from NC. The NC or NEXCO through delegated powers from NC shall ensure that an updated register of members is kept by National Office of SABTACO.

Membership certificate will be issued to each member upon receipt of membership fees.

8.8 Register of General Members

8.8.1 Upon admission members shall be deemed to have agreed to be bound by the Constitution of SABTACO

8.8.2 The NC or NEXCO with delegated powers from NC shall have the right to reject any application for membership and shall give reasons upon request



8.8.3 The name and address of every member of SABTACO shall be entered in a register of members to be kept at the head office of SABTACO

8.8.4 Every member shall notify the NEXCO and the National Office of SABTACO of any change of address

8.8.5 Any letter or notice sent by SABTACO to any member at the address shown in the register shall be deemed to be proper notice to such member in terms of the Constitution.

8.9 Termination of Membership

8.9.1 *Ceasing (voluntarily or by expulsion) to be a member of SABTACO*

8.9.2 By defaulting on subscription fees;

8.9.3 Deceased;

8.9.4 If member is found to be lunatic or becomes of unsound mind; or

8.9.5 If a member is unfit and/or incapable of acting as such;

8.10 Disciplining of Members

The NEXCO may discipline any member of SABTACO in the following circumstances:

8.10.1 If a member's membership fees are in arrears, or

8.10.2 If, in the opinion of the NEXCO such member has materially contravened any of the objectives, principles or policies of SABTACO or has brought SABTACO into disrepute;

8.10.3 If in the opinion of the NEXCO, such members has failed to carry out duties, SABTACO as required by his position in SABTACO

8.10.4 The NEXCO may impose the following disciplinary measures:



- 8.10.4.1 Suspension of membership, activities or/and benefits of SABTACO for a specified period as determined by NEXCO or
- 8.10.4.2 Termination of membership with ratification of the NC.
- 8.10.5 Before imposing a disciplinary measure on a member of SABTACO, the NEXCO must:
 - 8.10.5.1 Notify the relevant member in writing of the NEXCO's intention to impose disciplinary measures,
 - 8.10.5.2 Give the member a reasonable opportunity to make representations, and
 - 8.10.5.3 Consider any such representation received.
 - 8.10.5.4 Any member who is disciplined by the NEXCO is entitled to appeal against that decision to the next National Council where the decision of the NEXCO may be confirmed or reversed.
 - 8.10.5.5 Any member whose membership fees are in arrears is not considered to be a member in good standing and therefore shall be prevented to vote on any matter before any structure of SABTACO.

8 CODE OF CONDUCT

Members shall adhere to the code of conduct as detailed:

- 9.1 Uphold the constitution of SABTACO;
- 9.2 Actively promote discipline and dignified conduct between fellow members;



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- 9.3 Treat fairly all fellow members regardless of race, religion, sex, age or national origin;
- 9.4 Act as role models and display concern and compassion for previously disadvantaged communities;
- 9.5 Recognise the importance of continued personal development and education and keep abreast with the latest technical professional skills, resources and technology;
- 9.6 Undertake projects only if qualified by training or have relevant experience and expertise to carry such projects and take plus accept full responsibility thereof;
- 9.7 Guard against involvement in unethical activities;
- 9.8 Student members should adopt a responsible attitude with respect to the community, bursary sponsors and institutions;
- 9.9 Members are responsible for ensuring that their membership fees are paid by the required due date;
- 9.10 Advance the integrity and prestige of SABTACO by conducting one's affairs in a dignified manner;
- 9.11 Support SABTACO by active involvement in its structures and encouraging colleagues and fellow-workers to participate;
- 9.12 Promote the ideals and visions of SABTACO and protect the organisation against unfair criticism;
- 9.13 Members should contribute towards a social responsibilities in communities.
- 9.14 Adhere to this code of conduct and encourage colleagues to act in accordance with this code;



10. GOVERNANCE OF SABTACO

The governance of SABTACO shall follow principle of corporate governance as laid down by the South African Government and in particular the Department of Trade and Industry (DTI).

The governance of SABTACO is vested in the following organs in order of supremacy:

- 10.1 Congress (C);
- 10.2 National Council (NC);
- 10.3 National Executive Committee (NEXCO);
- 10.4 Provinces
- 10.5 Provincial Executive Committees (PEXCO)
- 10.6 Standing Committees
- 10.7 Other Committees

11. CONGRESS (C)

Congress is the supreme governing body of SABTACO that elects the NEXCO every three (3) years

11.1 Composition

11.1.1 The Congress (C) shall consist of:

- 11.1.1.1 All elected National, Provincial and Consultant Forum office-bearers; and
- 11.1.1.2 All delegates representing Provinces as specified in 11.1.2.



- 11.1.2 Each Province shall be represented by one (1) delegate per ten (10) members of the Province up to a maximum of twenty (20) delegates.
- 11.1.3 Delegates from each Province shall be ratified by the NC or NEXCO with delegated powers from NC provided that such delegates are paid up members.
- 11.1.4 The names of delegates to the Congress must be submitted in writing to the NEXCO at least one month before the date on which the Congress is due to take place, but in the case of a special meeting such names shall be submitted at least seven days before the commencement of the Congress. No late submission of delegates shall be accepted.

11.2 **Meetings of the Congress**

- 11.2.1 The Congress (C) shall convene at least once every three years at a date, time and place determined by the NC or NEXCO with delegated powers from NC. A special meeting of the Congress (C) shall be called by the President of SABTACO upon resolution of the NC or upon a written request of at least one-third of the members of SABTACO or Provincial Executive Committees of any three Provinces.
- 11.2.2 Ordinarily, three month's written notice of the Congress shall be given to members of SABTACO through Provinces but in the case of a special Congress, written notice shall be twenty-one days.
- 11.2.3 An agenda must be attached to every written notice of a Congress, whether ordinary or special.
- 11.2.4 The Congress shall be attended only by delegates specified in 11.1
- 11.2.5 A quorum at the Congress shall be delegates from at least 2/3 of the operating Provinces, whether or not all delegates from each of those Provinces are present.



11.2.6 If, within three hours of the time fixed for the Congress or such further reasonable time not exceeding two hours determined by the NC, a quorum is not present, the Congress shall stand adjourned to a time and place to be determined by the NC and at least twenty-one days written notice thereof be given to members, provided it shall not be adjourned to more than two months after the adjourned Congress. At such adjourned Congress, whatever delegates are present shall form a quorum.

11.3 **Conduct of the Congress**

The Congress shall:

- 11.3.1 confirm or amend an agenda;
- 11.3.2 consider and accept or reject the credentials of delegates;
- 11.3.3 consider and decide upon any amendments to the Constitution;
- 11.3.4 receive and consider the following reports:
 - 11.3.4.1 the President's report;
 - 11.3.4.2 the General Secretary's report;
 - 11.3.4.3 the Treasurer's report and the audited financial statements of SABTACO;
 - 11.3.4.4 the reports of all co-ordinators of Special Projects ;
- 11.3.5 consider resolutions on general and specific policy matters and any other matters deemed to be relevant to SABTACO;
- 11.3.6 elect members of the NEXCO stated in 13; and
- 11.3.7 consider and determine any other matter raised at and which Congress deems necessary to consider.



11.4 Election of Office Bearers of NEXCO

11.4.1 Elections of the President, Deputy-president, Treasurer, General Secretary, Deputy General Secretary and three additional members of the NEXCO must be made on nomination duly seconded at the Congress.

11.4.2 Nominations for members of the NEXCO shall be submitted to the NC through NEXCO in writing at least three months prior to the date of the Congress and in the event there be no nomination for any of the position, then nomination for such positions shall be obtained from the floor.

11.4.3 Voting for these positions must be by secret ballot, but if only one nomination is received for a particular position, the candidate so nominated shall be declared elected without a ballot being held.

11.4.4 A member of the NEXCO elected at the Congress shall hold office for a period between one Congress and the next one held three years from the date of the one in which he/she was elected, it being recorded that a special Congress shall not be capable of electing office bearers. unless he/she resigns or are removed from office.

11.4.5 The NC through the NEXCO shall appoint an electoral officer and one or more assistant electoral officers from the auditors of SABTACO from time to time to oversee the election of NEXCO members or any other independent person duly ratified by the NC.

11.5 Voting at the Congress

Only delegates whose credentials have been accepted by NC may vote at the Congress. Each delegate has one vote on any matter moved for resolution at the Congress.



11.6 Resolutions

11.6.1 Motions proposed for adoption at the Congress must be submitted in writing and delivered to the General Secretary and NEXCO at least seven days before the Congress is held. However, the Congress has a right to consider special motions proposed for adoption at the Congress itself.

11.6.2 Unless otherwise provided in this Constitution, every matter considered by the Congress must be on motion duly seconded, and must be decided upon by the majority of the delegates present.

12. NATIONAL COUNCIL (NC)

12.1 Composition

12.1.1 The National Council (NC) shall consist of:

12.1.1.1 National Executive Committee (NEXCO);

12.1.1.2 Chairpersons of all the Provinces.

12.1.1.3 Chairperson of the Consultant Forum.

12.2 Meetings of the National Council (NC)

12.2.1 The National Council shall convene at least once every three months at a date, time and place determined by the NC or NEXCO as delegated by the NC. A special meeting of the National Council (NC) shall follow the meeting scheduled based on the resolution of NC or shall be called by the President of SABTACO upon resolution of the NEXCO or upon a written request to NEXCO by at least three (3) Provincial Chairpersons.



- 12.2.2 Ordinarily, one (1) month written notice of a National Council shall be given to members of National Council but in the case of a special National Council, written notice shall be twenty-one (21) calendar days.
- 12.2.3 An agenda must be attached to every written notice of a National Council, whether ordinary or special.
- 12.2.4 A National Congress shall be attended only by members specified in 12.1
- 12.2.5 A quorum at a National Council shall constitute the President or the Deputy President, the General Secretary or the Deputy General Secretary and at least three (3) Chairperson of any Provinces.
- 12.2.6 If, within three hours of the time fixed for a National Council or such further reasonable time not exceeding two hours determined by the NC, a quorum is not present, the National Council shall stand adjourned to a time and place to be determined by the NEXCO and at least twenty-one days written notice thereof be given to members, provided it shall not be adjourned to more than two months after the adjourned National Council. At such adjourned National Council, whatever member are present shall form a quorum.

12.3 Powers and duties of the NC

The management of the affairs of SABTACO shall be vested in the NC. The NC shall have all such powers and duties as are necessary to fulfil the objectives of SABTACO except where such powers or duties are expressly reserved to a National Congress by this Constitution and these powers and duties shall be delegated to or removed from time to time from the NEXCO by the resolution of the NC meeting.

Without derogating from the generality of its powers and duties the NC:



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- 12.3.1 shall assume all such powers as are consistent with this Constitution and necessary to realise the objectives of SABTACO;
- 12.3.2 shall or may delegate powers to NEXCO to take part in the management, supervision and control of the business or operations of SABTACO, companies or businesses that are formed by SABTACO and to enter into partnerships with other organisations, or businesses and or company having the same or similar or complementary objectives as SABTACO;
- 12.3.3 shall or delegate powers and duties to NEXCO to form and have an interest in any company or companies having the same or similar or complimentary objectives as SABTACO for the purpose of acquiring the undertaking of all or any of its assets or liabilities, or for any other purpose which may seem, directly or indirectly, calculated to benefit SABTACO;
- 12.3.4 shall promote and implement the objectives of SABTACO;
- 12.3.5 shall or may delegate powers and duties to NEXCO to consider and decide upon applications for membership of SABTACO and in the event of an application being refused an appeal shall be made to the National Congress or National Council if decision taken by NEXCO;
- 12.3.6 shall or may delegate powers and duties to NEXCO to establish and fund projects and activities in accordance with the objectives of SABTACO;
- 12.3.7 shall or may delegate powers and duties to NEXCO to invest the funds and assets of SABTACO in funds or securities nominated by it and vary, realise and deal with such investments in its discretion;



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- 12.3.8 shall or may delegate powers and duties to NEXCO to acquire by purchase, lease or otherwise, any movable or immovable property on behalf of SABTACO;
- 12.3.9 shall or may delegate powers to NEXCO to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account, or in any way otherwise deal with its undertaking or all or any part of its property and assets;
- 12.3.10 shall or may delegate powers to NEXCO to apply for, purchase, or by any other means acquire, protect, prolong and renew any patents, patent rights, licenses, trade marks, concessions or other rights and to deal with and alienate them as provided in this Constitution.
- 12.3.11 shall or may delegate powers to NEXCO to enter in such contracts and engage in such transactions as may be necessary to achieve the objectives of SABTACO;
- 12.3.12 shall or may delegate powers to NEXCO to approve the annual audited financial statements of SABTACO and an annual SABTACO budget;
- 12.3.13 shall or may delegate powers to NEXCO to institute or defend legal proceedings in the name of SABTACO, appoint attorneys to act on behalf of SABTACO and appoint any person to sign any document in connection with legal proceedings on behalf of SABTACO;
- 12.3.14 shall or may delegate powers to NEXCO to dissolve Provincial structures of SABTACO on good grounds;
- 12.3.15 shall or may delegate powers to NEXCO to fill vacancies occurring in the NEXCO in between National Congresses;



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- 12.3.16 Shall dissolve NEXCO on good grounds and/or upon failure by NEXCO to perform its duties;
- 12.3.17 shall or may delegate powers to NEXCO to settle disputes which may arise within SABTACO;
- 12.3.18 shall or may delegate powers to NEXCO to register the name and, if necessary, the Constitution and rules of SABTACO under any law; and
- 12.3.19 shall or may delegate powers to NEXCO to determine membership fees, regulate conditions of membership and discipline members as provided for in this Constitution.
- 12.3.20 shall or delegate powers to NEXCO to lend money to any person, organisation, or company having the same or similar or complementary objectives as SABTACO;
- 12.3.21 shall or delegate powers to NEXCO to make, draw, issue, execute, accept, endorse, and discount Promissory Notes, Bills of Exchange and any other kind of negotiable or transferable instruments;
- 12.3.22 shall or delegate powers to NEXCO to enter into indemnities, guarantees and suretyships, and to secure payment hereunder in any way;
- 12.3.23 shall or delegate powers to NEXCO to have a seal and to use such seal for any purpose in the Republic of South Africa;

12.4 **Conduct of National Council**

A National Council shall:

- 12.4.1 Have meetings chaired by the President or Deputy President or in the absence of both the President and the Deputy President the meeting may be chaired by any other person elected at the meeting.



- 12.4.2 confirm or amend an agenda;
- 12.4.3 consider and decide upon any amendments to the Constitution;
- 12.4.4 receive and consider the following reports:
 - 12.4.4.1 the President's report;
 - 12.4.4.2 the General Secretary's report;
 - 12.4.4.3 the Treasurer's report and the audited financial statements of SABTACO;
 - 12.4.4.4 the reports of all co-ordinators of Special Projects;
 - 12.4.4.5 the reports of Provincial Chairperson
- 12.4.5 consider presentation and adoption of the Annual Report of Provincial Executive Committees and National Executive Committees;
- 12.4.6 consider appointment of Auditors;
- 12.4.7 consider resolutions on general and specific policy matters and any other matters deemed to be relevant to SABTACO;
- 12.4.8 consider and determine any other matter received and which National Council (NC) deems necessary to consider.

12.5 **Voting at National Council**

Each member has one vote on any matter moved for resolution at a National Council.



12.6 Resolutions

12.6.1 Motions proposed for adoption at a National Council must be submitted in writing at the meeting, unless otherwise provided in this Constitution, every matter considered by a National Council must be on motion duly seconded, and must be decided upon by the majority of the Council members present.

13. NATIONAL EXECUTIVE COMMITTEE (NEXCO)

13.1 Composition

13.1.1 The NEXCO shall consist of:

13.1.1.1 the President;

13.1.1.2 Deputy-President;

13.1.1.3 Treasurer;

13.1.1.4 General Secretary

13.1.1.5 Deputy General Secretary;

13.1.1.6 Chairperson of Consultant Forum Committee

13.1.1.7 Chairperson of Education and Training Committee

13.1.1.8 One additional member ;

13.1.1.9 Immediate Past President

13.1.1.10 Chief Executive Officer(CEO) - Ex-officio Member

13.1.2 A member of the NEXCO may be removed by a two-thirds majority resolution of the NC.



13.2 Meetings of the National Executive Committee (NEXCO)

13.2.1 The NEXCO shall meet at least once every two months

The NEXCO shall also meet as it deems fit but at least twice a year on dates fixed by the General Secretary in consultation with the President. The General Secretary must, in consultation with the President, draw up an agenda for such meetings and give all the members of the NEXCO not less than fourteen days notice of such meeting, but no meeting of the NEXCO is invalid only because of the non-receipt of such notice and agenda by any member of the NEXCO.

13.2.2 The NEXCO shall be responsible to employ the CEO or dismiss the CEO on failure by the CEO to meet contractual obligations and key performance indices.

13.2.3 The quorum for meetings of the NEXCO is at least five (5) members.

13.2.4 Each Member present at such meeting shall be entitled to one (1) vote. In the event of an equality of votes the Chairperson shall be entitled to a second or casting vote.

13.2.5 All issues before the NEXCO shall be decided upon a motion duly seconded by a simple majority of votes by show of hands unless such meeting decides on a secret ballot. In the event of there being less than a majority, the motion shall lapse.

13.2.6 In the event of a meeting of the NEXCO not being a quorum two hours after the time for its commencement, the meeting shall stand adjourned and may be reconvened not earlier than seven (7) days thereafter and not later than twenty one (21) days thereafter. At such adjourned meeting members of the NEXCO present constitute a quorum.



- 13.2.7 The annual report and audited financial statements must be placed on the agenda for consideration and approval at the last NEXCO meeting of each year.
- 13.2.8 Special meetings of the NEXCO shall be held at the request of the NC or upon written request by not less than 40% of members of SABTACO. Not less than fourteen (14) days notice of such a special meeting must be given to the members of the NEXCO. At such meeting, only those issues which occasioned the necessity of such a special meeting may be discussed.
- 13.2.9 Notice of Meetings shall be given in writing by post, fax or e-mail addressed to the latest forwarding address notified by each member concerned, or in such other manner as may be deemed expedient by the NEXCO
- 13.2.10 The inadvertent omission to address notice/s to any person shall not invalidate the proceedings of any such meeting.
- 13.2.11 If posted, notices shall be deemed to have been received as aforesaid, seven (7) days after the posting thereof.

13.3 Powers and duties of the NEXCO

The management of the affairs of SABTACO shall be delegated to NEXCO by NC. The NEXCO shall have all such delegated powers and duties by the resolution of NC meeting as are necessary to fulfil the objectives of SABTACO except where such powers or duties are expressly reserved to a National Congress or National Council by this Constitution. Without derogating from the generality of its powers and duties the NEXCO:

- 13.3.1 shall assume all such powers as are consistent with this Constitution and necessary to realise the objectives of SABTACO;
- 13.3.2 may have delegated powers from NC to take part in the management, supervision and control of the business or



- operations of SABTACO, companies or businesses that are formed by SABTACO and to enter into partnerships with other organisations, or businesses and or company having the same or similar or complementary objectives as SABTACO;
- 13.3.3 may have delegated powers from NC to form and have an interest in any company or companies having the same or similar or complimentary objectives as SABTACO for the purpose of acquiring the undertaking of all or any of its assets or liabilities, or for any other purpose which may seem, directly or indirectly, calculated to benefit SABTACO;
- 13.3.4 shall promote and implement the objectives of SABTACO;
- 13.3.5 shall have delegated powers from NC to consider and decide upon applications for membership of SABTACO and in the event of an application being refused an appeal shall be made to the National Congress or National Council;
- 13.3.6 may have delegated powers from NC to establish and fund projects and activities in accordance with the objectives of SABTACO;
- 13.3.7 shall administer the financial affairs of SABTACO;
- 13.3.8 may have delegated powers from NC to borrow or raise money and seek, canvas or apply for any financial or other assistance which in the opinion of the NEXCO is in the interests of SABTACO;
- 13.3.9 shall open and operate one or more banking accounts in the name of SABTACO into which all monies received must be deposited and administered;



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- 13.3.10 may have delegated powers from NC to invest the funds and assets of SABTACO in funds or securities nominated by it and vary, realise and deal with such investments in its discretion;
- 13.3.11 shall with ratification of the NC decide what amount of the funds should be invested and what amount should be retained for administrative and other expenses;
- 13.3.12 may have delegated powers from NC to acquire by purchase, lease or otherwise, any movable or immovable property on behalf of SABTACO;
- 13.3.13 may have delegated powers from NC to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account, or in any way otherwise deal with its undertaking or all or any part of its property and assets;
- 13.3.14 may have delegated powers from NC to apply for, purchase, or by any other means acquire, protect, prolong and renew any patents, patent rights, licenses, trade marks, concessions or other rights and to deal with and alienate them as provided in paragraph 12.2.14
- 13.3.15 may have delegated powers from NC to enter such contracts and engage in such transactions as may be necessary to achieve the objectives of SABTACO;
- 13.3.16 shall engage and may discharge any personnel and other employees and set their terms and conditions of employment;
- 13.3.17 shall remunerate any person or persons for services rendered in its formation or in the realization of its objectives;
- 13.3.18 shall pay gratuities and pensions and establish pension schemes in respect of its bona fide employees;



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- 13.3.19 shall appoint a competent auditor to examine and report upon the books of account and financial statements of SABTACO at least once each year and remunerate the auditor accordingly. Failure to appoint the Auditor may result in the NC dissolving the NEXCO;
- 13.3.20 may have delegated powers from NC to approve the annual audited financial statements of SABTACO and an annual SABTACO budget;
- 13.3.21 may have delegated powers from NC to institute or defend legal proceedings in the name of SABTACO, appoint attorneys to act on behalf of SABTACO and appoint any person to sign any document in connection with legal proceedings on behalf of SABTACO;
- 13.3.22 may have delegated powers from NC to dissolve Provincial structures of SABTACO on good grounds;
- 13.3.23 may have delegated powers from NC to settle disputes which may arise within SABTACO;
- 13.3.24 may have delegated powers from NC to register the name and, if necessary, the Constitution and rules of SABTACO under any law; and
- 13.3.25 may have delegated powers from NC to determine membership fees, regulate conditions of membership and discipline members as provided for in this Constitution.
- 13.3.26 May reward or recognise members for contributions and outstanding achievements in matters promoting the objectives of SABTACO
- 13.3.27 shall secure the payment of moneys borrowed in any manner.



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- 13.3.28 may have delegated powers from NC to lend money to any person, organisation, or company having the same or similar or complementary objectives as SABTACO;
 - 13.3.29 may have delegated powers from NC to make, draw, issue, execute, accept, endorse, and discount Promissory Notes, Bills of Exchange and any other kind of negotiable or transferable instruments;
 - 13.3.30 may have delegated powers to enter into indemnities, guarantees and suretyships, and to secure payment hereunder in any way;
 - 13.3.31 may have delegated powers to have a seal and to use such seal for any purpose in the Republic;

13.4 **Powers and duties of office bearers**

13.4.1 **President**

The powers and duties of the President shall be:

- 13.4.1.1 to preside over all Congresses, meetings of NC and the NEXCO to conduct such meetings in accordance with this Constitution; and
- 13.4.1.2 to sign the official minutes of all Congresses (C), meetings of the National Council (NC) and NEXCO and generally, together with other office bearers of SABTACO, to supervise the affairs of SABTACO;
- 13.4.1.3 Together with the Deputy President, Treasurer and General Secretary, the President shall enter into employment contract with SABTACO CEO and shall have powers to dismiss the CEO on good ground after consultation with NEXCO.



13.4.1.4 to attend all such other duties as determined by a Congress (C), the National Council (NC) and NEXCO.

13.4.2 **Deputy-President**

13.4.2.1 The Deputy President shall, in the absence of the President, exercise the powers and carry out the duties of the President.

13.4.2.2 To co-ordinate all the Provinces on behalf of the President.

13.4.3 **Acting- President**

In the event of both the President and the Deputy-President being temporarily unable to perform their duties, the NEXCO shall appoint one of its members to act as President or to hold office until the President or the Deputy-President is able to resume duties, or in the event of the President and Deputy-President being permanently unable to perform their duties, until a new President or Deputy-President has been elected in accordance with the provisions of this Constitution.

13.4.4 **General Secretary**

The General Secretary shall be responsible for:

13.4.4.1 keeping and maintaining all records of SABTACO, including records of members of SABTACO, minutes of all meetings of the Congress, the National Council, and the National Executive Committee (NEXCO), correspondence within SABTACO and with outside parties;

13.4.4.2 sending out of notices and minutes of all Congresses, meetings of the National Council meetings of NEXCO, and such other committees and sub-committees as may



from time to time appointed by national structures of SABTACO;

13.4.4.3 the preparation and circulation of annual reports of Programmes and activities of SABTACO and the presentation of such reports to the national structures of SABTACO, including presentation at each Congress ; and

13.4.4.4 such other duties as maybe determined by the National Congress, the NC or the NEXCO.

13.4.5 **Treasurer**

The Treasurer shall be responsible for:

13.4.5.1 keeping of financial records and books of account and other financial statements of SABTACO;

13.4.5.2 being responsible for all the financial affairs of SABTACO, including and ensuring the financial well-being of SABTACO;

13.4.5.3 the preparation and circulation of annual financial reports of activities of SABTACO, which must include statements of income and expenditure and a balance sheet certified by SABTACO's auditors, together with the auditor's report to the NEXCO, NC and at Congress (C);

13.4.5.4 the preparation and circulation of interim financial reports at all meetings of NC and NEXCO and failure by the treasurer from submitting to the interim financial statement may results in removal from office.

13.4.5.5 such other duties as are reasonably required of the Treasurer from time to time by the Congress, the NEXCO or the National Council.



13.4.6 Chairperson of Consultant Forum Committee

13.4.6.1 The Chairperson of the Consultant Forum shall be responsible for functions as defined in this constitution.

13.4.7 Chairperson of Education and Training Committee

13.4.7.1 The Chairperson of the Education and Training Committee shall be responsible for the function as defined in this Constitutions.

13.4.8 Additional Members

13.4.8.1 Additional members shall be responsible for all such other duties as maybe determined by the National Congress, the NEXCO or the NC.

13.4.9 Immediate Past President

13.4.9.1 The immediate past President shall be part of NEXCO if not already elected as part of present NEXCO and shall be responsible for all such other duties as may be determined by the National Congress, NC or NEXCO.

13.4.10 Chief Executive Officer (CEO)

The Chief Executive Officer shall be the Ex-officio member of NEXCO reporting directly to the NEXCO through the President and Deputy President and shall be responsible for:

13.4.10.1 The day to day running and for the whole administration of the affairs of SABTACO;

13.4.10.2 Implementation of strategies and policies of SABTACO and also by assisting the President and the General Secretary to operationalise the resolution and records of meetings of SABTACO;



- 13.4.10.3 Management of the business affairs of SABTACO and establishment of best management practices and standards of SABTACO;
- 13.4.10.4 Development of good long-term strategy for SABTACO;
- 13.4.10.5 Acting as the Accounting Officer of SABTACO and assisting the Treasurer to record and disseminate information on the financials of SABTACO;
- 13.4.10.6 Appointment and monitoring SABTACO administrative staff in conjunction with the Finance and Staff Committee and dismissal, in terms of the law any person so appointed;
- 13.4.10.7 Drawing up and decision on terms and conditions of administration staff of SABTACO in conjunction with the Finance and Staff Committee;
- 13.4.10.8 Keeping and updating the register of SABTACO members;
- 13.4.10.9 Collect funds, registration and annual fees from members and keep correct account of all money received and expended.
- 13.4.10.10 Assisting SABTACO in drafting of all its various reports and records of NEXCO, NC and Congress meetings.
- 13.4.10.11 such other duties as maybe determined by the National Congress, the NC or the NEXCO.

13.5 **Voting at NEXCO meetings**

A member has one vote on any matter moved for resolution at the National Executive Committee meeting.



13.6 Resolutions at the NEXCO Meetings

Unless otherwise provided in this constitution, every matter considered by NEXCO must be on motion duly seconded, and must be decided upon by the majority of the NEXCO members present.

14. PROVINCES AND PROVINCIAL EXECUTIVE COMMITTEES

14.1 In order to have a national reach and penetration, the activities of SABTACO on the ground shall be carried out by Provinces.

14.2 SABTACO shall have Provinces along the demarcations of the provinces defined in the Constitution of the Republic of South Africa and consequent legislation. Accordingly, SABTACO shall have Provinces in the following Provinces of the Republic of South Africa:

14.2.1 Gauteng;

14.2.2 Mpumalanga;

14.2.3 Free State;

14.2.4 Western Cape;

14.2.5 Eastern Cape;

14.2.6 North West;

14.2.7 Limpopo;

14.2.8 Northern Cape;

14.2.9 Kwazulu-Natal.

14.3 Each Provincial structure shall consist of the following office- bearers namely a provincial Chairperson, Deputy-Chairperson, Secretary, Deputy Secretary, Treasurer and three additional members, who are all designated as the



Provincial Executive Committee (PEXCO) to be elected every third year at annual Provincial General Meeting (AGM) arranged for this purpose.

- 14.4 The powers of SABTACO in respect of each province shall vest in a PEXCO, provided that the NC and NEXCO shall have concurrent jurisdiction in respect of Provinces.
- 14.5 Each PEXCO shall have the following powers and duties, plus any other powers and duties that may be conferred upon it by the NC or NEXCO:
- 14.5.1 to manage the affairs of a Provinces in between Provincial General Meetings (PGM) and Annual General Meeting (AGM);
 - 14.5.2 to consider any matter submitted for consideration by a member of a Provincial;
 - 14.5.3 to carry out all resolutions, instructions or requests of a Provincial General Meeting or Provincial (AGM), the NC, and the Congress. In the event of a conflict between any such resolution, instruction or request, the PEXCO is bound by the decision of the NEXCO subject to confirmation by the National Council.
 - 14.5.4 to establish such sub-committees or chapters as are necessary to facilitate the work of SABTACO, to co-opt any member to assist in the functioning of the PEXCO and also to employ persons and to raise funds thereof;
 - 14.5.5 to facilitate and encourage involvement of members in the relevant province in the activities of the organisation;
 - 14.5.6 to consider reports of the activities of members and sub-committees within the province;
 - 14.5.7 generally, to have, in respect of a Province, such powers and duties at the Provincial as the NEXCO has at national level.



14.6 Meetings of the PEXCO

14.6.1 The PEXCO shall be convened by the Provincial Secretary in consultation with the Provincial Chairperson and it shall meet as often as it deems fit, provided that it shall meet at least four times in each year.

14.6.2 Notice of all PEXCO meetings together with agendas, minutes of the previous meetings and other relevant documentation shall be circulated by the Provincial Secretary to all members of the PEXCO at least fourteen days before a meeting is due to take place.

14.6.3 The Provincial Secretary shall give all members at least fourteen days notice as to the change of date of an ordinary PEXCO meeting and must give at least five days notice of any special meeting of the PEXCO together with a written agenda specifying the issues requiring such meeting and any other relevant documentation.

14.6.4 Only such business as occasioned by the calling of a special meeting of the PEXCO may be discussed at such meetings.

14.6.5 PEXCO meetings shall form a quorum if at least three provincial office-bearers are present. If there is no quorum within one hour of the time stipulated for the meeting, the meeting stands adjourned for seven days.

14.7 Provincial Annual General Meetings (AGM) and Provincial General Meeting (PGM)

14.7.1 Provinces shall hold Provincial AGM annually and at least two months before each Congress in order to:

14.7.1.1 deal with any issue/s that can competently be dealt with at Provincial AGM of SABTACO, including but not limited to the election of the Provincial Executive Committee;



- 14.7.1.2 deal with issues that are peculiar to or confined to each Provincial;
 - 14.7.1.3 prepare for each Congress by, among other things, electing delegates to a Congress and to prepare draft resolutions to be tabled at the Congress.
 - 14.7.1.4 deal with any issue, in respect of a province, that the AGM can competently deal with.
- 14.7.2 A Provincial AGM shall consist of the elected provincial office-bearers and all members registered with that Provincial;
- 14.7.3 A Provincial General Meeting (PGM) shall consist of the elected provincial office bearers and all members registered with that Province and shall deal with any issue/s that can be competently dealt with at the Provincial General Meeting of SABTACO. The PGM shall be held at least three times a year with one of the PGM being the AGM.

Resolutions and decisions of a Provincial Executive Committee may be confirmed, amended or reversed by a Provincial AGM or Provincial General Meeting (PGM) on good grounds.

15. **STANDING COMMITTEES OF SABTACO**

15.1 **Finance and Staff Committee (FSC)**

15.1.1 Composition and Duties of FSC

15.1.1.1 The Finance and Staff Committee shall consist of the President, The General Secretary, The Treasurer, The CEO and any other senior member of the staff with the President as the Chairperson.

15.1.1.2 The Finance and Staff Committee shall be responsible for the day to day administrative affairs of the SABTACO



National Office and may delegate some of its powers to the CEO.

15.1.1.3 The FSC shall assist the NEXCO in the exercise of its duties.

15.1.1.4 The FSC shall deal with such other matters as are specifically delegated to it by the NEXCO.

15.1.1.5 All the decision of the FSC are subject to confirmation by NEXCO.

15.1.1.6 The FSC shall not have powers to make or amend any policy decision of SABTACO.

15.1.2 Meetings of the FSC

15.1.2.1 The FSC shall meet at least once a month or as it deems necessary. Its meetings shall be convened by the CEO in consultation with the President.

15.1.2.2 The CEO shall give at least fourteen (14) days notice of FSC meetings except in the case of special meeting where seven (7) days notice shall be given. Every notice of a meeting of FSC must be accompanied by an agenda. The minutes of all the meetings of the SFC must be submitted to the NEXCO.

15.1.2.3 At least three (3) members of FSC shall constitute a quorum at the FSC meeting.

15.2 **Education and Training Committee (ETC)**

15.2.1 Composition and Duties of ETC



- 15.2.1.1 The ETC shall consist of the Chairperson, Deputy Chairperson, National Treasurer, CEO, Deputy President and two (2) additional members.
- 15.2.1.2 The ETC shall be formed or dissolved by NEXCO in consultation with NC and its term of office shall be three (3) years or a period from one Congress to the next succeeding Congress which ever is longer.
- 15.2.1.3 Members of the ETC shall be drawn from members of SABTACO serving in the Construction Education and Training Authority (CETA) with the balance of members of ETC drawn from the SABTACO members.
- 15.2.1.4 The ETC shall be responsible for the arrangement and placement for training and apprenticeship of SABTACO students, graduates and diplomates and where possible the arrangements for their bursaries and employment.
- 15.2.1.5 The ETC shall report to the NEXCO.

15.2.2 Meetings of the ETC

- 15.2.2.1 The ETC shall meet at least once every two months or as it deems necessary. Its meeting shall be convened by the Chairperson who shall be elected at its first meeting which shall happen not later than two months after the Congress.
- 15.2.2.2 At least four (4) members of the ETC shall constitute a quorum at the ETC meeting.

15.3 **Constitution, Ethics and Disciplinary Committee(CEDC)**

15.3.1 Composition and Duties of CEDC



- 15.3.1.1 The CEDC shall consist of the Chairperson, Deputy Chairperson, Deputy President of SABTACO and three (3) additional members.
- 15.3.1.2 The CEDC shall be formed or dissolved by the NEXCO in consultation with the NC and its term of office shall be at least three years or a period from one congress to the succeeding congress.
- 15.3.1.3 Members with relevant expertise will be invited to volunteer to serve on the CEDC.
- 15.3.1.4 The duties of the CEDC shall be to review the constitution, codes of conduct and deal with disciplinary matters. Recommendations of CEDC shall be forwarded to NEXCO for ratification.

15.3.2 Meetings of CEDC

- 15.3.2.1 The CEDC shall meet at least twice a year and as and when the situation demands. Its meeting shall be convened by the Chairperson who shall be elected at its first meeting which shall take place not later than two months after the congress.
- 15.3.2.2 At least four (4) members of CEDC shall constitute a quorum at the CEDC meeting.

16. CONSULTANT FORUM COMMITTEE (CFC)

16.1 Composition and Duties of CFC

- 16.1.1 The CFC is the committee governing the Forum made of the SABTACO corporate members.
- 16.1.2 The office bearers of CFC shall consist of the Chairperson, Deputy Chairperson, Secretary, Treasurer, the immediate past Chairperson,



the President, the Deputy President of SABTACO, two (2) additional members and the CEO of SABTACO as Ex-Officio.

16.1.3 The CFC shall be formed and dissolved by the NC.

16.1.4 The CFC shall be run in terms of the Consultant Forum rules which are in line with the SABTACO Constitution and which are detailed in CFC terms of reference.

16.1.5 The CFC shall keep, manage and update the list of paid up members of the Consultant Forum.

16.2 Meeting of the CFC

16.2.1 The CFC shall meet at least once every three (3) months and/or as when it deems fit to do so.

16.2.2 Conduct at the CFC meetings shall be governed by the rules of the Consultant Forum which are detailed in the CFC terms of reference.

17. OTHER COMMITTEES

17.1 The NEXCO may establish any standing committee or ad hoc committee to assist it in the performance of its functions and shall determine:

17.1.1 the membership of the committee;

17.1.2 its functions;

17.1.3 its terms of reference.

17.2 Membership of a standing committee or an ad hoc committee shall not be restricted to members of the NEXCO.

18. RULES OF PROCEDURE AT SABTACO MEETINGS

18.1 Congress (C), the National Council (NC) and the National Executive Committee (NEXCO), meetings shall be chaired by the President or in the President's absence, the Deputy-President or, in the absence of both of



them, the General Secretary or, in his absence, the Deputy General Secretary. In the absence of all of them, the relevant meeting shall be chaired by any other member of the NEXCO chosen by those members present.

- 18.2 Provincial AGM, Provincial Executive Committee meeting or Provincial General meeting shall be chaired by the Chairperson or in the Chairperson's absence by the Deputy-Chairperson, or in their absence, as the meeting decides.
- 18.3 Business must proceed in accordance with the agenda unless otherwise decided by the meeting.
- 18.4 Except as otherwise provided, all questions must be decided on motion duly seconded by a majority of votes by show of hands unless the meeting decides on a secret ballot. In the event of a deadlock the motion shall lapse.
- 18.5 Any member or delegate who is deemed to be guilty of misconduct must, upon being ordered by the chairperson withdraw from the meeting. The meeting has the right to suspend any such member or delegate for such period as it may think fit.
- 18.6 At all meetings at which more than fifty members or delegates are present, votes must be counted by scrutinees who are appointed by the meeting and who must record the vote and report to the Chairperson.

19. FINANCIAL MATTERS

- 19.1 All funds received by SABTACO shall be placed in one or more bank accounts registered in terms of the Banks Act in the name of SABTACO. All cheques, money orders or any withdrawal transaction shall be signed by two signatories from a list of at least three (3) signatories nominated for such purpose by the NEXCO who must inform SABTACO's banking institution accordingly. All financial transactions must be conducted by means of these banking accounts.



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- 19.2 The financial year-end of SABTACO shall be the end of February of each year.
 - 19.3 SABTACO shall keep its financial records in accordance with generally accepted accounting practice.
 - 19.4 The NEXCO shall ensure that SABTACO prepares audited annual financial statements for the financial year within three months of the financial year-end.
 - 19.5 Members of SABTACO are entitled to copies of the annual financial statements of SABTACO, but are not entitled to inspect other financial records of SABTACO without the consent of the NEXCO, which consent may not be unreasonably withheld.
 - 19.6 Any NEXCO or NC member has the right to inspect financial records of SABTACO.
 - 19.7 Any donor to SABTACO is entitled to inspect financial records of SABTACO pertaining to their donation.
 - 19.8 The CEO shall be entitled and authorised to obtain financial statements from all SABTACO banking accounts, shall also have the right to inspect the financial records of SABTACO and report to NEXCO and SFC on the financial records and the banking accounts.

20. INDEMNIFICATION OF OFFICIALS, OFFICE BEARERS, EMPLOYEES AND COMMITTEE MEMBERS

The office bearers, employees and committee members of SABTACO are indemnified by SABTACO against all proceedings, whether civil or criminal, and costs and expenses incurred by reason of any act or omission, done in good faith and in accordance with this Constitution in performance of their duties on behalf of SABTACO and they are not personally liable for any of the debts of SABTACO.



21. DISSOLUTION

- 21.1 SABTACO may be dissolved by a resolution at a Congress at which 75% of the votes cast are in support of such dissolution.
- 21.2 The notice convening such a Congress must state that a motion to dissolve SABTACO is to be put at the Congress. It is not competent for a Congress to waive the requirements of notice in terms of this clause.
- 21.3 Upon the winding-up and dissolution of SABTACO the assets of SABTACO remaining after the satisfaction of its liabilities must be given or transferred to such other association, society or institution or any combinations of them which must :
- 21.3.1 be a non-profit organisation of a public character;
 - 21.3.2 be in the Republic of South Africa;
 - 21.3.3 have objectives similar to SABTACO's objectives; and
 - 21.3.4 be determined by the members of SABTACO at or before the time of SABTACO's dissolution, or failing such determination, by the Division of High Court of South Africa having jurisdiction.

22. AMENDMENTS OF THE CONSTITUTION

- 22.1 This Constitution may only be amended by way of a resolution to amend, taken at a Congress at which 75% of the votes cast at such meeting are in favour of the amendment.
- 22.2 The notice convening a Congress at which a motion to amend this Constitution is put forward must set forth fully the amendment or amendments to be proposed at such Congress, but the provisions of this clause may be waived by a resolution at such Congress at which 75% of the votes cast are in support of such a waiver.



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