



SOUTH AFRICAN WOMEN IN CONSTRUCTION AND BUILT ENVIRONMENT CONSTITUTION

ADOPTED 31 AUGUST 2018 IN THE EASTERN CAPE

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SOUTH AFRICAN WOMEN IN CONSTRUCTION AND BUILT ENVIRONMENT CONSTITUTION

1. NAME

1.1 The name of the Association shall be **SAWIC and Built Environment** also (**SAWIC&BE**) referred to as and referred to herein as 'the Association'.

1.2 Vision : Enhancing the role of women across the value chain of the Built Environment

1.3 Mission : To Promote and support the advancement of women in the built environment through advocacy, skills development and capacity building.

2. OBJECTIVES

2.1 The objectives of the Association shall be to:

2.1.1 promote and support the advancement of women in **the built environment** ;

2.1.2 enhance the entrepreneurial development of women-owned enterprises in **built environment**;

2.1.3 promote cooperation, fellowship and a better understanding among members of the Association.

3. LEGAL STATUS

3.1 The Association shall be a voluntary association of a public character established not for gain, with corporate personality, perpetual succession and legal personality distinct from its members.

3.2 No member shall have any right to the assets of the Association.

3.3 The liability of members shall be limited to the amount of their unpaid annual membership.

3.4 The Association may sue and be sued in its own name.

4. MEMBERS

4.1 Members shall be the persons recorded as such in the National Membership Register in one of the classes specified in this Constitution, who have been accepted into membership by the National Office Bearers.

4.2 The Association had been established by the then Trustees of South African Women In Construction Trust. It then became a Section 21 Association in 2004.

4.3 Accordingly its members in good standing shall *ipso facto* become members of the Association and shall thereafter be recorded in the register of members.



5. TYPES OF MEMBERSHIP

5.1 FULL MEMBERSHIP

5.1.1 The National Board may grant full membership to a person who is a female, who, in the opinion of the National Office Bearers (NOB), is a rightful participant in the **built environment** including Youth and Professionals involved in disciplines related to the Construction Industry.

5.1.2 A Full Member shall have one (1) vote.

5.2 ASSOCIATE MEMBERSHIP

5.2.1 Associate members are those who see the benefit of being part of the Association and have been admitted as such by the National Office Bearers.

5.2.2 The National Office Bearers may also accept applications from other organizations, on terms and conditions negotiated and decided on.

5.2.3 An Associate member shall not have voting rights.

5.2.4 Not more than 30 % of total membership may fall into this class.

5.2.5 An Associate Member may qualify as a Full member when the National Board considers that she meets the requirements of Full Membership, and she has been recorded as such in the National Register of Members.

5.3 CORPORATE MEMBERSHIP

5.3.1 Corporate Membership may be granted to a business enterprise that, in the opinion of the National Office Bearers, subscribes to the object and is willing to provide revenue, educational information, and help to advance the Association.

5.3.2 Corporate Membership can be represented by three (3) individuals, but carries only one (1) vote.

5.3.3 The terms and conditions, period of membership and membership fees shall be decided on by the National Office Bearers.

5.4 HONORARY MEMBERSHIP

5.4.1 Honorary membership may be granted for such period as the National Board deems fit, to persons of distinction who have made significant contributions to the objectives of the Association or the advancement of Women in South Africa or globally.

5.4.2 Honorary members shall not have voting rights.

5.4.3 Honorary members need not pay membership fees but may contribute financially or otherwise to the advancement of the cause of SAWIC.

5.5 LIFE MEMBERSHIP

5.5.1 Upon leaving office at the completion of a National Office Bearers' full term of office or in the case of exceptional or pioneering service to the Association by a member, as based upon the said member's age (from 60 years and up) and expertise, the Office Bearers may grant Life Membership to such member.

5.5.2 Life members shall have no voting rights.

5.5.3 Life members need not pay membership fees.

5.6 STUDENT MEMBERSHIP

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- 5.6.1 Open to women students enrolled in construction-related programs at institutions of higher education and vocational training program.
- 5.6.2 Student Membership is non-transferable, and Student Members shall have no vote nor hold office.
- 5.6.3 Membership fees shall be determined from time to time (yearly) by the National Office Bearers.

5.7 GROUP MEMBERSHIP

- 5.7.1 Group membership may be given to a collective or co-operative of small women businesses that have come together to establish a Joint Venture/Co-operative.
- 5.7.2 Such individual members may join as a Joint Venture/Co-operative at a fee to be determined from time to time by the National Office Bearers.
- 5.7.3 The National Office Bearers reserves the right to review that status from time to time, and may call for the financial statements of the joint venture/Co-operative.

5.8 INTERNATIONAL MEMBERSHIP

- 5.8.1 Open to women who are actively employed in the construction industry or construction-related services in countries outside South Africa.
- 5.8.2 International Members shall neither vote nor hold office.
- 5.8.3 International Members shall receive all benefits of the Association emanating from the Association.

5.9 DUAL MEMBERSHIP

- 5.9.1 Members can have membership in two Provinces
- 5.9.2 Dual member cannot be elected for Executive position in more than one Province.

5.10 NATIONAL MEMBERSHIP

- 5.10.1 Members can have membership for National status (All nine Provinces)
- 5.10.2 Membership will be applied and approved by the National Office

6. APPLICATION FOR MEMBERSHIP

- 6.1 A person wishing to become a member must complete the prescribed form and submit it, **together with proof of payment to the Provincial Secretariat,**
- 6.2 **The Provincial Secretariat** shall accept the application on the recommendation of the applicable Provincial Chapter Board Committee.
- 6.3 A member must be registered with a Provincial Chapter in the Province in which she resides.
- 6.4 When recorded in the **Provincial Member Register** the member shall enjoy all the rights and shall be subject to all obligations of membership.
- 6.5 A member may transfer membership from one Provincial Chapter to another.
- 6.6 Each member, by virtue of her application, is deemed to have agreed to be bound by the Constitution.
- 6.7 The National Office Bearers and/or Provincial Office Bearers may invite a person to become a member, whereupon such person shall enjoy the rights and obligations of Full Membership.
- 6.8 **Membership in the Provincial Chapter shall be capped at 200 maximum to allow for efficient management of administration and coordination of activities.**

7. MEMBERSHIP FEES

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- 7.1 The National Board shall determine, from time to time, what registration fees, annual membership subscriptions and other levies shall be paid by any class, group or sub-group of members.
- 7.2 All fees shall be paid into the official Provincial bank accounts after which 30% of the funds will be awarded to National bank account not later than the 31st March every year, as per decision of the National Board. Board to endorse areas that are declared rural. Therefore NO PRO RATA on membership fees.
- 7.3 The Provincial Board shall forward the database and/or list of names of members in good standing in relation to the 30% membership fund transferred into the National bank account not later than **30th April** every year. Only the names of the members submitted to the National Membership Register shall be deemed as member in good standing for the particular year.
- 7.4 Annual membership fees are payable by end of **March every year**.
- 7.5 Members who deposit their monies after the closing date will NOT be considered as members in good standing
- 7.6 Membership fee will increase by 10 -15 % every year.
- 7.7 The fiscal year shall end on **31 December** each year.

8. REGISTER OF MEMBERS

- 8.1 The register for each new financial year shall be opened on the 1st of January and closed on the 31st of March each year. Each Provincial Chapter shall keep and update a Provincial Chapter Membership Register of the names and particulars of the Provincial Chapter's members in good standing.
- 8.2 Each member must ensure that the Provincial Membership Register has her correct information in the prescribed form, at all times.
- 8.3 Members may inspect the National Board Register and a Provincial Chapter Membership Register at a convenient time, by arrangement.
- 8.4 Members with incomplete information will not be included in the register of members.

9. TERMINATION OF MEMBERSHIP

- 9.1 Membership shall terminate when the National Office Bearers in collaboration with the Provincial Office Bearers, has recorded in the National Membership Register that membership has been terminated after any one of the following events:
 - 9.1.2 **Review:** If, in the opinion of the Provincial Office Bearers, after sending a letter of enquiry to the member, the member no longer meets the requirements for membership or for any other reason included in 9.1.4 below, *the* Provincial Office Bearers may, at any time, remove a member's name from the National Membership Register, in consultation with the National Office Bearers. The Provincial Board shall review each membership every year, and the Provincial Office Bearers in consultation with a Provincial Chapter, shall decide whether the member still meets the criteria for membership, or whether membership shall be terminated. Such a decision will only come into effect once validation has been given by the National Office Bearers.
 - 9.1.3 **Resignation:** When the member herself or her Provincial Chapter informs the National Board in writing and the National Board has recorded the resignation. No portion of any dues paid shall be refunded to the resigned member. A member must resign by sending a written resignation to her Provincial Chapter.
 - 9.1.4 **Termination:** The National Board can decide to terminate the membership if:
 - 9.1.5 the member has not paid annual membership fees or monies due by her; or
 - 9.1.6 has failed to ensure that her correct particulars are in the Membership Register; or
 - 9.1.7 member shall forfeit their membership if they fail to attend two consecutive (2) meetings without condonation by the Provincial Board; or
 - 9.1.8 if the member is disqualified to hold office as a director in terms of the Companies

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Act;

- 9.1.9 if a member intentionally fails to provide a report and/or handover report following attending meeting/s with the stakeholder/s or at the end of the term of office
- 9.1.10 for any other reason including misappropriation of funds and any other transgression in terms of the SAWIC & BE Code of Conduct or bringing SAWIC & BE name into disrepute.

10. MEMBERS' ANNUAL GENERAL MEETINGS

- 10.1 A Provincial Annual General Meeting (PAGM) shall be held not later than **March 31st** every year. The PC shall chair the meeting unless otherwise agreed by the members in good standing attending the meeting in the absence of the PC;
- 10.2 A National Annual General Meeting (NAGM) of the members of the Association shall be held **during August not later than 31st August** each year. The National President shall chair the meeting unless otherwise agreed by the members in good standing attending the meeting in the absence of the National President;
- 10.3 The standing agenda items of the AGM shall include:
- Minutes of the previous meeting - to be approved and signed;
 - National President's / Provincial Chairperson's report to be adopted and signed
 - The proposed constitutional changes, if any, to be read out by the Chairperson, discussed and adopted;
 - The finance report - including the audited Annual Financial Statements. Audited AFS are a requirement for the NAGM, Unaudited AFS shall be acceptable for the PAGM ; Auditor's name and address to be read out, approved and adopted;
 - The Names of the Office Bearers are to be read out;
 - Resolutions regarding general policy to be discussed;
 - Any other business allowed by the Chairperson of the meeting.
- 10.4 Written notice of the AGM shall be sent to members at least twenty-one (21) days before the date of the AGM together with the agenda of the AGM provided that the non-receipt of a notice by a member in good standing shall not invalidate the proceedings at the AGM.
- 10.5 Resolutions to be moved at the PAGM shall be proposed and seconded by two (2) members in good standing and shall reach the NOB by not later than the **15th March**. Such resolutions shall be fully motivated to enable them to be circulated to all members in good standing before the NAGM.
- 10.6 A majority of 50 % plus 1 shall carry any motion at a general meeting of the Association except that resolutions for the alteration of the Constitution or the dissolution of the Association shall require a two-thirds majority of members in good standing present in person or by proxy. Such a proxy shall be a member in good standing.
- 10.7 An Extra-ordinary AGM of members of the Association may be called to consider matters of urgency or of particular importance to the Association. Ten (10) days notice of such meeting shall be given unless the majority of members agree in writing to waive such notice.
- 10.8 The quorum for all members' meetings shall be 30 persons or 5 % (whichever be the greater) of the members in good standing present in person or by proxy. A member may appoint as her proxy another member in good standing. The apologies of absence shall not count as members present at the meeting.
- 10.9 If within thirty (30) minutes of the time appointed for any general meeting, a quorum is not present, the meeting shall stand adjourned to the same time and place on the fourteenth working day after the original date of the meeting. Written notice of such adjourned meeting shall be sent to members at least seven (7) days before the date

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of the meeting. At the adjourned meeting, the members present shall then constitute a quorum.

- 10.10 The Office Bearers may convene other members' general meetings. A Special General Meeting shall also be convened by the Office Bearers on written notice signed by twenty (20) members in good standing, and not less than forty-two (42) days' notice. Thirty (30) members in good standing shall constitute a quorum and decisions shall be taken by a majority of 50 % plus 1 votes at such meetings.

11. OTHER MEMBERS' MEETINGS - QUORUM, NOTICE AND VOTING

Unless otherwise provided in this Constitution:

- 11.1 One half plus one of the persons entitled to attend and vote at a meeting, shall constitute a quorum.
- 11.2 A person entitled to attend and vote at members' meeting may appoint a proxy. The proxy shall be given in a form as approved by the Office Bearers.
- 11.3 Reasonable notice of a meeting shall be given in person or by sending it to the member at the contact address as recorded in the Member Register, by post or by fax or other electronic means.
- 11.4 A majority shall be deemed as 50 % plus 1 of the persons present at the meeting.
- 11.5 Unless otherwise agreed by the meeting attendees, voting shall be by secret written ballot.
- 11.6 The chairperson at any meeting shall have only one (1) vote.
- 11.7 A person who has a personal interest (directly or indirectly through a corporation or trust or otherwise) in any contract or arrangement, shall disclose that interest at the meeting concerned and shall not have a vote, but may attend and speak at meetings on that topic, by invitation of the National President at the NAGM or the PC at the PAGM.
- 11.8 Only paid up members may vote at members' meetings unless the Chairperson at that meeting condones non-payment for the purpose of voting.

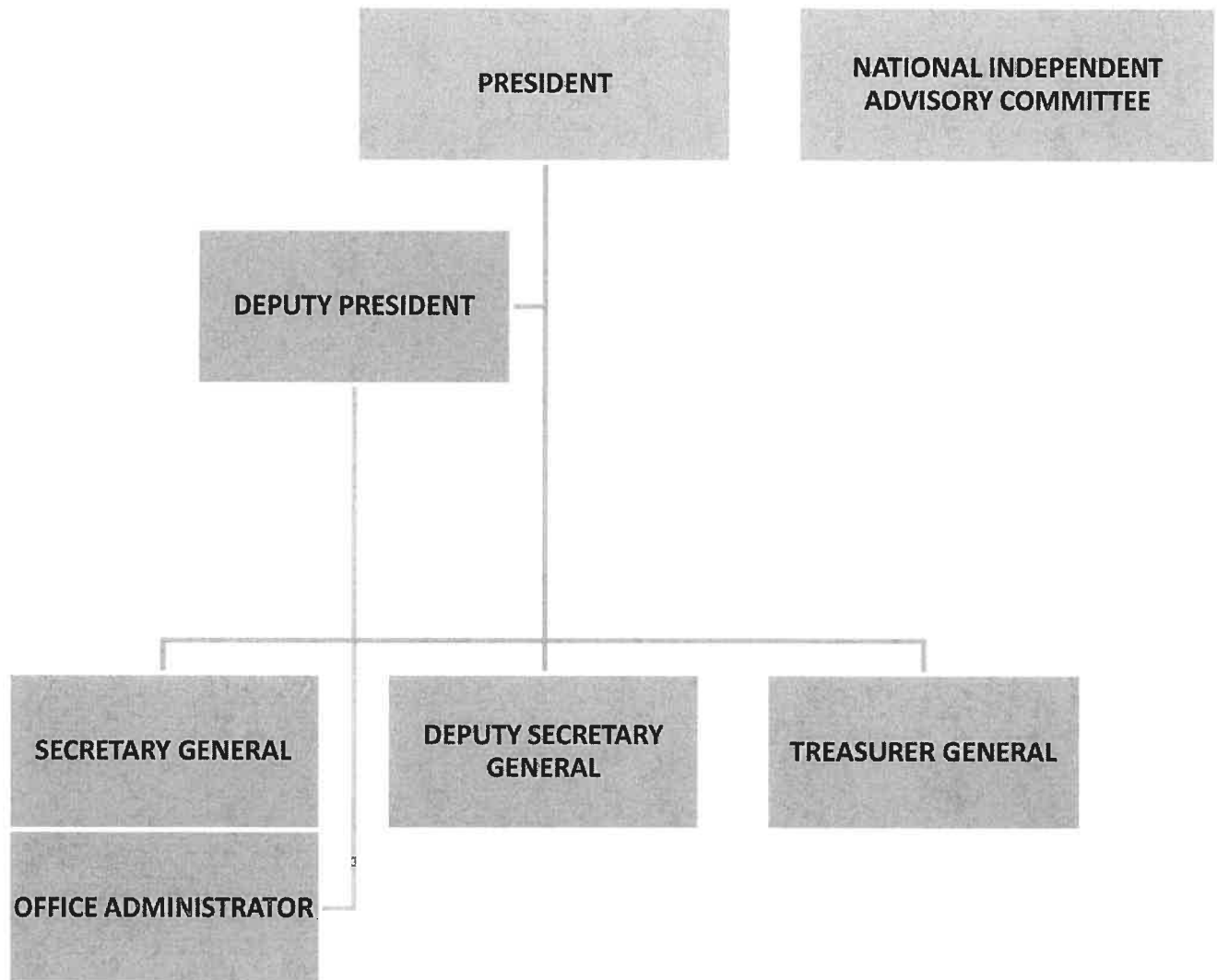
12 COMPOSITION OF NATIONAL OFFICE BEARERS AND NATIONAL EXECUTIVE COUNCIL

- 12.1.1 The National Office Bearers (NOB) of the Association shall be composed of the National President, Deputy President (DP), Secretary General(SG), Deputy Secretary General(DSG) and Treasurer General(TG).
The NOB will identify, nominate and invite 4(four) individuals who are to be majority independent, non members of SAWIC, to form the National Independent Advisory Committee (NIAC).
The members of the NIAC shall be members of the community, business and/or professionals from the Public and/or Private sector or both, with a proven track record in upholding the mission of the empowerment of women or serving in a strategic position of influence towards the emancipation and empowerment of women.
- 12.1.2 The NOB together with the NIAC will form the National Executive Council (NEC).
- 12.1.3 The role of the NOB is to ensure that the Vision and Strategic Framework for the organization is put together and tactically implemented accordingly.
- 12.1.4 The role of the NEC is ensure that the NOB under the leadership of the President of the organization delivers the objectives contained in 10.3 above, accordingly
- 12.1.5 The NEC shall further ensure that Corporate Governance is upheld with accountability by the NOB when conducting the daily operational business of SAWIC
- 12.1.6 The NEC shall prepare and provide the Annual Report including the Annual Financial Report to be presented by the President and TG, respectively, at the National

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13. NATIONAL EXECUTIVE COUNCIL – ORGANOGRAM



14. PROVINCIAL CHAPTERS

- 14.1.1 The Association may grant chapters to qualifying groups to be known as 'Provincial Chapters'. The Provinces will be further divided into regions for ease of management and co-ordination provided they meet the criteria set by the POB as follows:
- 14.1.2 In order for chapters to qualify for the AGM and to be declared as an established and legitimate structure, each chapter must not have less than 20 paid up members.
- 14.1.3 Each such provincial chapter shall abide by this Constitution.
- 14.1.4 Each chapter shall adopt the standard policies and procedures as reflected in the most updated manual of the NEC, and which are consistent with all applicable laws and other Governmental regulations.

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- 14.1.5 The NOB shall establish criteria for the qualification of a new Provincial Chapter and shall be authorized to withdraw such status from any Provincial Chapter which fails to comply with any of the requirements established for it. The decision of the NEC on this matter shall be final.
- 14.1.6 Each Provincial Chapter shall hold an Annual General Meeting (AGM) **during March not later than 31st** every year in preparation for the National AGM and report on previous year's deliverables.
- 14.1.7 The Provincial Chairperson and her Executive Committee shall be elected at such a Provincial AGM.
- 14.1. **7Annual Planning Conferences:** Each Provincial Chapter shall hold an Annual Planning Conference, at which official association business pertaining to the Province, which is not in conflict with the governing rules of the Association, may be conducted. All Provincial members in good standing, who are in attendance, are eligible to vote.

14.2. PROVINCES

- 14.2.1 The Association shall be divided into geographic provinces.
- 14.2.2 Provinces may be created, or their boundaries changed, by a two-thirds vote of the NEC.
- 14.2.3 Procedures for creating or re-districting of Provinces shall be established by the NEC.

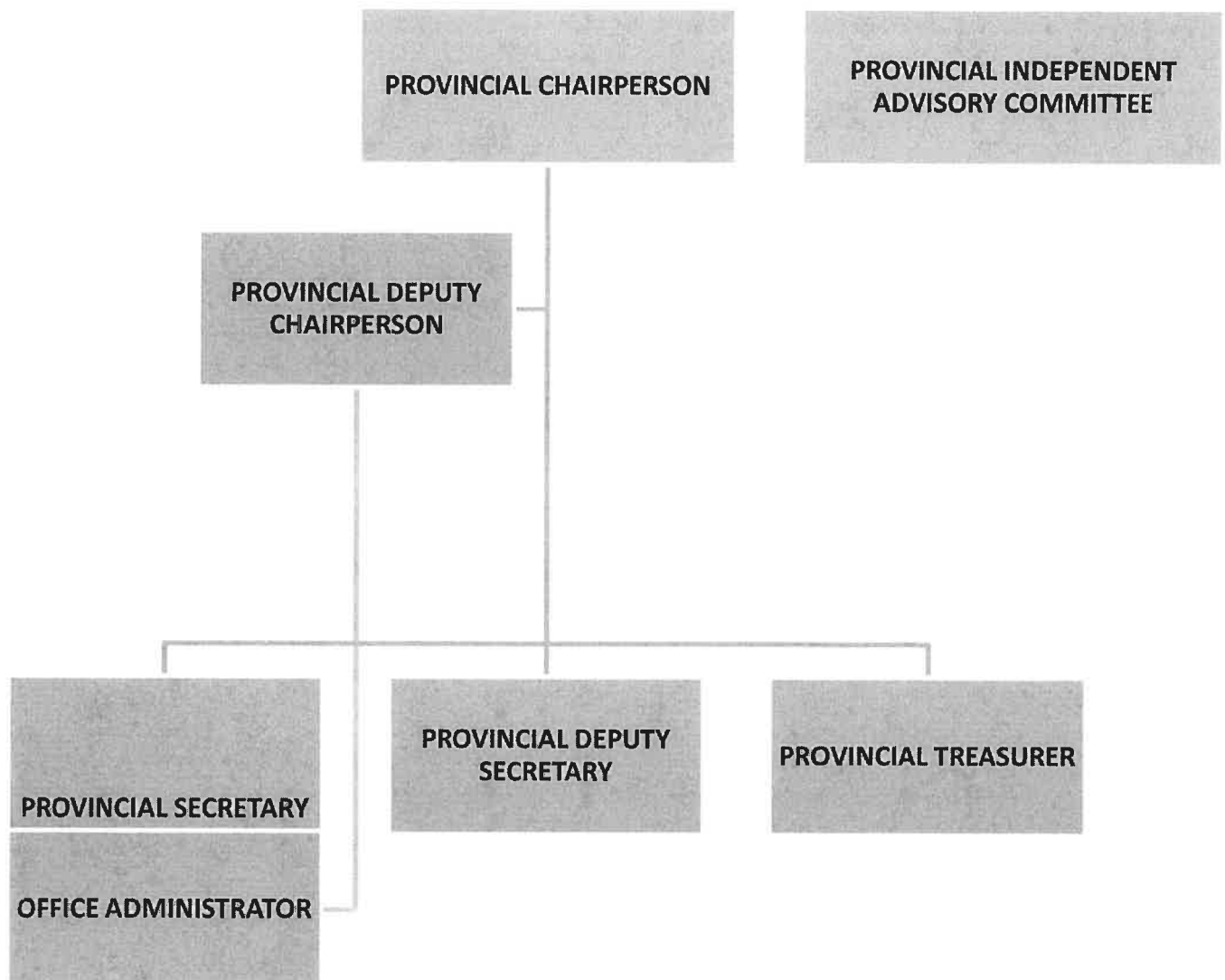
14. 3 THE PROVINCIAL OFFICE BEARERS

- 14.3.1 The Provincial Office Bearers (POB) of the Association shall be composed of the Provincial Chairperson(PC), Provincial Deputy Chairperson(PDC), Provincial Secretary(PS), Provincial Deputy Secretary (PDS) and Provincial Treasurer (PT). The POB will identify 4(four) people who shall be majority independent, non members of SAWIC & BE to form the Provincial Independent Advisory Committee (PIAC).
The members of the PIAC shall be members of the community, business and/or professionals from the Public and/or Private sector or both, with a proven track record in upholding the mission of the empowerment of women or serving in a strategic position of influence towards the emancipation and empowerment of women.
- 14.3.2 The POB together with the PIAC will form the Provincial Executive Committee (PEC).
- 14.3.3 The role of the POB is to ensure that the Vision and Strategic Framework for the organization as put together by the NOB, is implemented accordingly.
- 14.3.4 The role of the PEC is to ensure that the POB under the leadership of the Provincial Chairperson of the Provincial Chapter delivers the objectives contained in 10.3 above, accordingly.
- 14.3.5 The PEC shall further ensure that Corporate Governance is upheld with accountability by the POB when conducting the daily operational business of SAWIC & BE
- 14.3.6 The PEC shall prepare and provide the Chapter's Annual Report including the Annual Financial Report to be presented by the Provincial Chairperson and the PT, respectively, at the Provincial Annual General Meeting. The unaudited AFS are admissible to the PAGM
- 14.3.7 The adopted Provincial Annual Report and the Financial Report shall be submitted to the SG not later than the 15th March of every year in preparation for the National Annual and Financial Reports

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14.4. PROVINCIAL EXECUTIVE COMMITTEE – ORGANOGRAM



15. The National Executive Council shall, subject to the provisions of this Constitution:

- 15.1 exercise the powers of the Association as the highest decision making body;
- 15.2 manage the affairs of the Association and its projects;
- 15.3 adopt bylaws, policies and procedures for the Association;
- 15.4 determine policies and decisions on public affairs;
- 15.5 delegate authority and define the accountability for the implementation of policies and positions;
- 15.6 establish sub-committees and determine their goal, size, composition and authority;
- 15.7 delegate powers to Provincial Chapters, monitor the affairs of Provincial Chapters and veto or terminate Provincial Chapters activities after investigation and

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- offering the Provincial Chapter the opportunity to state its case;
- 15.8 transact such other business interests/investments as it may deem necessary or appropriate;
 - 15.9 propose amendment/s to this Constitution; and
 - 15.10 generally, do all things it may deem necessary to ensure that the Association achieves the objectives, is run ethically, effectively and in the public interest.

16. NATIONAL EXECUTIVE COUNCIL MEETINGS

- 16.1 The NEC shall meet every third month of the year.
- 16.2 The National President or a person appointed by the meeting shall chair the meetings.
- 16.3 A special NEC meeting may be called by the National President or by written request of three (3) members of the NOB stating the purpose of the meeting. Fourteen (14) days written notice must be given of such a special NEC meeting, unless waived by all the NEC members.
- 16.4 Members present, equivalent in number to one half plus one (1) of the elected and *ex officio* members, or not less than six (6) persons, whichever be the greater shall constitute a quorum.
- 16.5 Members of the NEC shall forfeit their membership if they fail to attend two (2) consecutive meetings without condonation by the National President.
- 16.6 The NEC shall keep minutes of every meeting and distribute a copy of minutes to its members not later seven (7) days from the date of the last meeting held.
- 16.7 An up to date financial report shall be given at each NEC meeting.
- 16.8 The NOB shall ensure that proper accounts of its financial affairs are maintained and annually audited and presented for approval each year at the National Annual General Meeting.
- 16.9 A NOB and/or NEC member must keep the NEC fully informed about any direct or indirect interest she or her business might have in any contract, project or undertaking of the Association.
- 16.10 No NEC member may work for her own personal gain, in conflict with the benefits of the Association.

17. PROVINCIAL EXECUTIVE COMMITTEE MEETINGS

- 17.1 The PEC shall meet regularly prior to the member's monthly or bimonthly meetings.
- 17.2 The Provincial Chairperson or a person appointed by the meeting shall chair the meetings.
- 17.3 A special PEC meeting may be called by the Provincial Chairperson or by written request of three (3) members of the POB stating the purpose of the meeting. Fourteen (14) days written notice must be given of such a special PEC meeting, unless waived by all the PEC members.
- 17.4 Members present, equivalent in number to one half plus one (1) of the elected and *ex officio* members, or not less than six (6) persons, whichever be the greater shall constitute a quorum.
- 17.5 Members of the PEC shall forfeit their membership if they fail to attend two (2) consecutive meetings without condonation by the Provincial Chairperson.
- 17.6 The PEC shall keep minutes of every meeting and distribute a copy of minutes to its members not later seven (7) days from the date of the last meeting held.
- 17.7 An up to date financial report shall be given at each PEC meeting.
- 17.8 The POB shall ensure that proper accounts of its financial affairs are maintained and presented for approval each year at the Provincial Annual General Meeting.



- 17.9 A POB and/or PEC member must keep the PEC fully informed about any direct or indirect interest she or her business might have in any contract, project or undertaking of the Association.
- 17.10 No PEC member may work for her own personal gain, in conflict with the benefits of the Association.

18. TERM OF OFFICE FOR THE NATIONAL EXECUTIVE COMMITTEE AND PROVINCIAL EXECUTIVE COMMITTEE

- 18.1 The National Executive Committee and the Provincial Executive Committee shall be composed as per Clause 12.1.1 and 14.3 above, who shall sign yearly performance contracts and be governed by Service Level Agreements (SLA's) concluded.
- 18.2 Elected National /Provincial Office Bearers will be in office for three (3) years and may be re-elected, provided that no person may be re-elected for more than two (2) terms without an interval of two (2) years.
- 18.3 If a member resigns before the election period expires, another member may be co-opted to fill the position and a Special AGM must be called to ratify the co-option.
- 18.3 A NEC/PEC member with a particular skill, who is not eligible for re-election, may be co-opted by the NEC in consultation with the Provincial Executive Committee for a specific task/project for a period not exceeding the duration of the project.
- 18.4 A co-opted member shall have no vote.

19. ELECTIONS OF THE OFFICE BEARERS

- 19.1 At the end of the term of office, an elective Provincial / National Annual General Meeting (AGM) shall be called by the Provincial Chairperson / National President, respectively.
The POB / NOB shall appoint an Independent Electoral Officer (IEC) who shall not be a POB or NOB member or an employee of the Association.
- 19.2 Only members in good standing for the financial year of the AGM as per clause 16 and 17 above are eligible to attend, participate and vote at the AGM. Membership verification must be done under the watchful eye of the IEC.
- 19.3 Members in good standing who are not able to attend the AGM must inform the POB / NOB in writing and may request to be issued with a proxy form. Only signed proxy forms issued and recorded by the POB / NOB based on the Member's request shall be accepted by the IEC.
- 19.4 The outgoing Provincial / National Office Bearers shall officially vacate their positions and hand over the chairing of the meeting proceedings to the Independent Electoral Officer to call for nominations from the floor to fill forthcoming vacancies on the Provincial / National Office Bearers.
- 19.5 Nominees shall be proposed and seconded by two (2) members in good standing.
- 19.6 A nominee shall have been a member of the Association for at least one (1) year and the nominee shall be required to accept the nomination.
- 19.7 The NOB/POB or, failing the NOB / POB, the Electoral Officer may appoint two (2) Scrutinizers who shall not be members or employees of the Association, to verify the numbers of votes and eligibility of voters and nominees.
- 19.8 The nominees who obtain the most votes, shall be elected as members of the Office Bearers. If there is a tie, voting shall take place again.
- 19.9 At the AGM, the Electoral Officer or her nominee shall announce the results of the election, the names of the newly elected Office Bearers and declare the election process as free and fair as per his/her observation. The Electoral Officer shall also



hand in a written report of the results of the election to the newly elected Provincial Chairperson / National President.

20. TERMINATION OF MEMBERSHIP AS AN OFFICE BEARER

20.1 Membership of the Office Bearer shall terminate as follows:

20.1.1 On expiry of the member's term of office or

20.1.2 If any Office Bearer has not come to two (2) successive meetings and has not apologized or given a good excuse, accepted by the PC at province and National President at National, unless the PEC / NEC condones the absence.

20.2 The National President / Provincial Chairperson or any other Office Bearer may be removed from office for the above, or for any other reasons by the decision of two-thirds (2/3) vote of the NEC / PEC personally present at a meeting. The notice of such a meeting must state that such a proposal is on the agenda, and the member must be allowed to address the NEC / PEC at a meeting if she so wishes.

21. OFFICE PERSONNEL

21.1 The NOB / POB shall have the right to fill vacancies when necessary.

21.2 The Subcommittee for Human Resources carries the mandate to appoint and performance management of the office personnel.

22. EXECUTIVE FUNCTIONS AND OTHER SUB-COMMITTEES

22.1 The NOB / POB shall ensure that the activities of, Secretary General Treasurer General Deputy Secretary General Deputy President and any other urgent matters which arise between the Meetings, and day-to-day business, including staff matters are done accordingly.

22.2 The NOB / POB shall appoint Sub-committees from time to time as required. Having been duly constituted by the NOB / POB, the Sub-Committees shall constitute their governance and duly report to the NOB / POB as mandated.

22.3 A copy of all Minutes of all Sub-committees shall be sent to the Secretary General / Provincial Secretary.

23. POWERS OF THE ASSOCIATION

23.1 The Association shall have the powers necessary, in the opinion of the NOB, to attain its objectives, and which powers shall be vested in the NOB, and, without limiting its general powers, may:

23.1.1 acquire, hold, invest, re-invest, improve, turn to account, and alienate moveable or immovable property;

23.1.2 buy, sell, lend, exchange, insure, borrow, lease, and let asset;

23.1.3 employ, pay and indemnify administrative and educational staff, agents and advisers of every description;

23.1.4 delegate any of its powers to such committee as it may deem fit;

23.1.5 The association can mandate the establishment of an Investment wing for SAWIC for the purposes of ensuring sustainability of the organization through acquiring assets, funding and Investments.

23.1.6 open and operate on accounts at reputable banks and recognized financial institutions, provided that all cheques and formal documents shall be signed by not less than two (2) persons appointed for the purpose by the NOB /POB. The NOB



- should mandate and give powers to Chapters of opening bank accounts for the purpose of running, operating and fundraising for the chapters.
- 23.1.7 The Provincial bank accounts shall be managed accordingly by the POB and shall form an integral part of the audited annual financial statement of the association
- 23.1.8 indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorised agent of the Association or who serves or has served, at the request of the NEC as a director, officer, employee, or authorised agent of another corporation, partnership, joint venture, trust or other entity; and
- 23.1.9 do anything else necessary to achieve the above.
- 23.1.10 The National President automatically assumes the Chairperson role of NOB, however she shall not assume the executive powers of the NEC

24. LIMITATION OF POWERS

- Notwithstanding the above, the specific and implied powers of the Association shall be limited to the effect that:
- 24.1 the activities of the Association will be wholly or mainly directed to the furtherance of its sole or principal objectives;
- 24.2 the Association shall not distribute any profits or gains, if any, to any member or other person, and shall use its surplus funds solely for investment or for the objects for which it has been established.
- 24.3 funds available for investment shall be invested only in:
- 24.3.1 one or more financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act 1984, or
- 24.3.2 securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act 1985;
- 24.4 the Association shall not make loans to any person;
- 24.5 the Association shall not carry on any trade or business, including, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities, as well as the letting of property on a systematic or regular basis;
- 24.6 the Association shall not participate in any manner in any business, profession or occupation carried on by any member or provide any financial assistance or facilities to any member for the purpose of carrying on her business, profession or occupation.
- 24.7 However, to the extent that the Association is called upon to facilitate the formation of Joint Venture (JV) entities between small woman-led businesses, it shall do so at its expense and shall be duly reimbursed by the JV at a time determined by the NEC. The Association shall, while not actively engaged in creating JV's among large companies, encourage and facilitate the process.
- 24.8 Amendments to the Constitution shall be submitted for approval to the Commissioner for the South African Revenue Service, with effect from when tax exemption has been granted.
- 24.9 Upon winding up or liquidation, the Association shall give or transfer its assets remaining after the satisfaction of its liabilities to some other company, society or association with objectives similar to those of the Association.

25. AMENDMENT OF CONSTITUTION

- 25.1 This Constitution may be amended by two thirds of the members in good standing present at the meeting convened for the purpose.
- 25.2 The proposed amendment shall be included in the Agenda. Notice of the proposed amendment/s shall be given to each member, twenty-eight (28) days prior to the



- meeting at which the amendment/s shall be considered, unless every voting member waives notice.
- 25.3 Twenty-one (21) days' notice of the proposed amendment/s shall also be sent to every member of the Association. If any member objects, she must inform the NOB in writing, giving her reason/s and suggested alternative/s, not later than seven (7) days before the meeting. If 10 % of members object in writing, the decision will be delayed to a "general meeting". This provision shall not apply to formal amendments made by the NOB to clarify or improve procedure, or to meet the requirements of the SA Revenue Service.
- 25.4 The amendment shall be reported to members at the following National AGM and a copy of the amendment/s to the Constitution shall be available for inspection. Copies of the amended Constitution shall be available to members.
- 25.5 A Special General Meeting of Members may be convened to amend the Constitution. The Constitution may be amended at such a meeting by a resolution passed by not less than 75 % of the voting members present in person or proxy and by not less than forty (40) persons or by 5 % of the membership, which ever be the greater.
- 25.6 Amendments to the Constitution shall be submitted for approval to the Commissioner for the South African Revenue Service.

26. DISSOLUTION

- 26.1 Provided that two thirds of the members present in person or by proxy and entitled to vote, so agree at a general meeting of members duly called for that purpose:
- 26.1.1 The Association may be dissolved; or
- 26.1.2 The Association may resolve to amalgamate and merge with one or more similar organizations with aims which are substantially similar to those of the Association, in such manner as the members present at the meeting deem fit, in order to establish a new organization which will generally benefit women in the workplace.
- 26.2 On passing a resolution to amalgamate and merge:
- 26.2.1 An Interim Committee with power to delegate and co-opt to fill vacancies shall be appointed at the meeting to take responsibility for the amalgamation procedure. The election of a new the national board shall not be necessary;
- 26.2.2 The Interim Committee shall have power to exercise all the powers of the National Board and power to do all things necessary to effect such amalgamation, including the amalgamation of provinces and to determine the date upon which assets and liabilities of the Association shall be vested in such new organization and when a Provincial Chapter or the Association shall cease to exist. The Interim Committee shall have power to register all assets of the Association in the name of the new organization, and to substitute the new organization as debtor in regard to any one or more debts and contingent liabilities and obligations of the Association.
- 26.3 The board shall be elected to replace the Interim Committee not later than the first subsequent AGM of the Association or of the organization resulting from the merger (referred to as the "new organization"), as the case may be;
- 26.4 Any surplus assets after the liabilities have been met shall vest in the new organization.
- 26.5 On dissolution and winding up:
- 26.5.1 An Interim Committee (with similar powers to those above) shall be appointed at the meeting to take responsibility for the dissolution procedure with power to delegate and co-opt to fill vacancies;
- 26.5.2 All assets shall be sold and all liabilities discharged;
- 26.5.3 Any surplus, after the liabilities have been met, shall be donated to an organization with similar aims to those of the Association which is itself exempt from the payment



of income tax and the decision as to which organization shall receive the funds shall be agreed at the meeting at which the dissolution of the Association is decided.

27. ADOPTION OF THE AMENDED CONSTITUTION

The amended Constitution was approved and accepted by members present at the Annual General Meeting held on the 31st August 2018 at the East London International Exhibition Convention Centre, East London.



Ms Kelikile Mteto

National President: South African Women in Construction and the Built Environment
(SAWIC & BE)

DATE : 30 November 2018