

CAPE INSTITUTE FOR ARCHITECTURE – CONSTITUTION – OCTOBER 2002
PREAMBLE

This Constitution was drafted as a result of the promulgation in January 2001 of the Architectural Profession Act - no. 44 of 2000.

The composition of the management structure in the proposed new Constitution is based on the premise that the membership category of 'professional architect' represents a senior level of membership, resulting in seniority in the management structure.

At the date of adoption of the Constitution, a valuation of the assets of the CIA has to be undertaken. This valuation must be approved at the first subsequent meeting of the Management Committee, under this Constitution.

At the time of adoption of this Constitution, the description of the qualifications required for the different categories of registration has not been concluded by SACAP and it was anticipated that the following qualifications would be attached to the different categories of registration:

Professional Architect	University 6 year degree
Professional Senior Architectural Technologist	University 3 year degree Technical University degree ¹
Professional Architectural Technologist	Technical University diploma ²
Professional Architectural Draughtsperson	Other accredited tertiary education or experience.

Representation on the Management Committee of the CIA by the respective different membership categories will be through membership chapters.³

¹ Amended October 2008

² Amended October 2008

³ Final Paragraph deleted October 2009

1.0 Name

1.1 The Institute shall be known as the 'Cape Institute for Architecture' (CIA)

2.0 Territory

2.1 The territory covered by the CIA corresponds to the Western Cape Province of the Republic of South Africa.

3.0 Definitions

3.1 The definition of terms used in the Constitution is contained in **Annexure "A"** hereto.

4.0 Aims and Objectives

4.1 The CIA is structured to be a voluntary association as defined in the Act.

4.2 The Constitution supersedes all previous constitutions of the CIA.

4.3 The CIA aims to promote and maintain:

4.3.1 the art, science, research and practice of architecture;

4.3.2 the interests of its members;

4.3.3 the dignity of the profession of architecture;

4.3.4 high standards of conduct, professional competence and integrity;

4.3.5 opportunities for the interchange and recording of knowledge and experience of architecture;

4.3.6 the architectural environment and cultural heritage;

4.3.7 the interests of society in matters concerned with architecture in relation to the environment.

4.4 The CIA shall, in exercising the stated objectives, take such steps as may be necessary to further these objectives. This will include disciplinary action by the Ethics Committee against any member whose misconduct has been established in accordance with Clause 1 of **Annexure "G"**.^{4 5}

4.5 The CIA will actively interact with SACAP and SAIA on all matters relating to the interest of the profession.

5.0 Membership

5.1 The CIA shall comprise the following categories of voting members:

Professional Architect

Professional Senior Architectural Technologist

Professional Architectural Technologist

Professional Architectural Draughtsperson

A person being a duly qualified member of SAIA

Associate Member⁶

Life Member:

Any other category as decided upon by the Management Committee from time to time.

5.2 The CIA may include the following categories of membership not entitled to vote:

Retired Member

Honorary Member

Student member

Friend of the CIA

Candidate Architect

Candidate Senior Architectural Technologist

Candidate Architectural Technologist

Candidate Architectural Draughtsperson

Any other category as decided upon by the Management Committee from time to time.

5.3 Application for membership shall be made to the Management Committee.

5.4 Membership **rules and procedures** are as set out in **Annexure "B"** hereto.

⁴ Amended October 2005

⁵ Amended October 2008

⁶ Added October 2009

6.0 Affiliations

- 6.1 The CIA will be affiliated to the South African Institute of Architects.
- 6.2 The CIA may be affiliated to other bodies or disaffiliate from any body in accordance with a decision taken at the annual general meeting of the CIA or at a special general meeting convened for this purpose⁷.

7.0 Code of Conduct

- 7.1 Members of the CIA will adhere to the following codes: -
- 7.1.1 The Code of Conduct of SACAP
- 7.1.2 The Code of Ethics^{8 9}

8.0 Chapters

- 8.1 Members chapters
- 8.1.1 Members of the CIA will automatically be registered in members' chapters, commensurate with their category of registration: -
- Architects' chapter for members registered in terms of the Act as Professional Architects
 - Architectural Designers' chapter for members registered in terms of the Act as Professional Senior Architectural Technologists, Professional Architectural Technologists and Professional Architectural Draughtspersons¹⁰
- 8.1.2 Representation on the Management Committee is through the members' chapters.
- 8.2 Regional chapters may be formed outside Cape Town.
- 8.3 Special interest groups may form chapters.
- 8.4 Chapters shall be created, managed and dissolved in accordance with the provisions of **Annexure "F"**.

9.0 Governance

- 9.1 The management of the affairs of the CIA shall be vested in a Management Committee, whose members shall be elected out of and by members of chapters of the CIA.

- 9.2 The Management Committee shall comprise of the following members:

- The President, who shall be a professional architect;
- The Vice President, who shall be a professional architect;
- The immediate past President.

In addition, representatives of each members' chapter as follows:-

- Architects' Chapter 5 representatives
- Architectural Designers' Chapter 4 representatives, who shall preferably be made up as follows:
 - Professional Senior Architectural Technologists: 2 representatives
 - Professional Architectural Technologists: 1 representative
 - Professional Architectural Draughtspersons: 1 representative

The validity of any decision or action of the Management Committee shall not be invalidated by the non-election of any representative(s) of the members' chapters as provided for above.¹¹

- 9.3.1 The Management Committee may, in its discretion, co-opt not more than four additional members, of which at least two shall be from the professional architects' category. Such co-opted members shall have the right to speak and vote on all matters under consideration by the Management Committee.¹²

⁷ Amended October 2009

⁸ Amended October 2008

⁹ Clause 7.2 deleted October 2010

¹⁰ Amended October 2009

¹¹ Amended October 2009

¹² Added final sentence October 2009

9.3.2 The Management Committee may, in its discretion, invite representatives from regional chapters, tertiary institutions within the territory of the CIA, and other bodies, to serve on the Committee. Such invited representatives shall be members of the CIA and shall have the right to speak (but not to vote) on all matters under consideration by the Management Committee.¹³

9.4 Any number of members may be co-opted to serve on Sub-Committees of the Management Committee.

9.5 The members of the Management Committee, Ethics Committee, Sub Committees and employees of the CIA shall be deemed exonerated and indemnified in their personal and professional capacity from all liabilities, costs, losses and expenses resulting from the discharge of their duties relating to the CIA.¹⁴

9.6 The details of tenure, duties and procedures to be followed by the Management Committee and the Ethics Committee are set out in **Annexures “C”** and **“G”** hereto.¹⁵

10.0 Membership fees and subscriptions

10.1 The Management Committee shall determine the entrance fee and annual subscription for each category each year, subject to approval of a general meeting.

10.2 Annual subscriptions shall include:

10.2.1 such amount for affiliation to SAIA, as may, from time to time be prescribed by SAIA.

10.2.2 an amount for affiliation to other bodies.

10.2.3 an amount determined by the budget of the CIA.

10.3 The Management Committee shall introduce differential subscription fees for Associate Members, and may also do so for the different categories of membership from time to time, at its sole discretion.

10.4 The due date for the payment of subscriptions will be annually in advance and coincide with the financial year of the CIA.

11.0 Juristic Status

11.1 The CIA shall be a juristic person and -

11.1.1 Shall have the capacity to sue and be sued.

11.1.2 May acquire rights and incur obligations and acquire and dispose of assets in its own name, independent of its members.

11.1.3 Shall have proportional succession regardless of changes in its membership.

11.1.4 Is not formed and does not exist for the purpose of carrying on any business that has as its object the acquisition for gain by the CIA or its individual members.

11.2 The income and assets of the CIA shall be applied only for investment and for the promotion of the aims and objectives referred to in the Constitution, including the acquisition of fixed property with the prime object of housing the activities of the CIA and no portion thereof shall be paid or transferred directly or indirectly to any members other than in terms of this Constitution.

11.3 No part of the income or assets of the CIA shall be paid directly or indirectly, by way of dividend, donation or otherwise, to any person other than provided for in this Constitution.

11.4 Notwithstanding the above, the CIA shall reimburse members and employees for out of pocket expenses as directed by the Management Committee.

11.5 No act carried out by a chapter, whether in accordance with **Annexure “F”** or otherwise, shall be deemed to be the act of an agent of the CIA. The CIA shall not be liable for any debt or liability incurred by a chapter except if such debt or liability was incurred with the knowledge and consent of the Management Committee.

12.0 Financial Statements and accounting procedures

12.1 The duties and procedures to be followed by the Management Committee in respect of this aspect of governance are set out in **Annexure “D”** hereto.

12.2 The Management Committee shall prepare annual budgets, recommendations for entrance and subscription fees and prepare financial statements for approval by a general meeting of the members.

¹³ Added October 2009

¹⁴ Amended 2008

¹⁵ Amended 2008

13.0 Amendments to the Constitution

13.1 The procedure for amendments to the Constitution, which requires prior approval of the Management Committee, is set out in **Annexure “E”** hereto.

14.0 Amalgamation, cessation or winding up.

14.1 The CIA may be amalgamated with any similar institute by a resolution adopted by a two-thirds majority of members eligible to vote and who attend an annual general meeting or a special meeting.

14.2 The CIA may be wound up by a resolution adopted by a two-thirds majority of members eligible to vote and who attend an annual general meeting or a special meeting. The provisions of the Company's Act 1973 as amended, shall, where applicable, govern the procedures to be adopted.

14.3 All surplus assets remaining after the satisfaction of all liabilities shall be transferred to another society, association or organisation with objects substantially similar to those contained in this constitution, in a manner acceptable to the commission of South African Revenue Services¹⁶. The membership category 'Professional Architect', should it elect to form a new Institute, shall be entitled to ownership of assets equivalent to the value identified at the date of adoption of the Constitution, adjusted for inflation and would have the right, should it so wish, to take over the lease or other rights in respect of the CIA premises.

14.4 The value of the assets at the date of adoption of the Constitution, and the adjustment of such value for inflation shall be determined by the auditors of the CIA whose decision shall be final and binding.

15.0 Language

15.1 The affairs of the CIA will be conducted in the English language.

15.2 Where deemed necessary, at the discretion of the Management Committee, specific documents may be translated and issued in other official languages.

16.0 Public Benefit Organisation

16.1 The Management Committee shall ensure that the CIA complies with the requirements of the Income Tax Act (Act no.58 of 1962, as amended) with regard to its status as a Public Benefit Organisation, in accordance with Annexure “H” hereto.¹⁷

¹⁶ Amended October 2004

¹⁷ Added October 2009

1 DEFINITIONS

In this Constitution, unless the context indicates otherwise, the following definition is attached to –

- 1.1 **Act**
The Architectural Profession Act no. 44 of 2000 as amended from time to time.
- 1.2 **Associate Member**
A member of the CIA, registered as a Professional in terms of the Act, who is permanently employed in a full-time salaried capacity, either by a practice of which he/she is not a principal, partner, member or director or by an institution approved by the Management Committee.¹⁸
- 1.3 **Bye-laws**
The rules of the CIA introduced by the Management Committee from time to time.
- 1.4 **Candidate Architectural Technologist**
A registered Candidate Architectural Technologist in terms of the Act.
- 1.5 **Candidate Architectural Draughtsperson**
A registered Candidate Architectural Draughtsperson in terms of the Act.
- 1.6 **Candidate Architect**
A registered Candidate Architect in terms of the Act.
- 1.7 **Candidate Senior Architectural Technologist**
A registered Candidate Senior Architectural Technologist in terms of the Act.
- 1.8 **CIA**
The Cape Institute for Architecture
- 1.9 **Code of Conduct.**
The Code of Conduct issued by SACAP in terms of the Act.
- 1.10 **The Code of Ethics**
The Code of Conduct adopted by the Annual General Meeting of the CIA or, in the event that no such Code is adopted, the Code of Ethics issued by SAIA.¹⁹
- 1.11 **Constitution**
The Constitution of the Cape Institute for Architecture.
- 1.12 **Ethics Committee**
The group of office bearers of this Institute, duly appointed by the Management Committee, whose duty is to administer the "Code of Ethics: Code of Conduct" and conduct disciplinary enquiries on behalf of the CIA in accordance with the "Code of Ethics: Procedure for Enquiries", both as issued by SAIA from time to time.²⁰
- 1.13 **Friend of the CIA.**
A person not eligible for registration in any professional or candidate category but who wishes to be associated with the CIA and whose application is accepted by the Management Committee.
- 1.14 **Honorary Member**
A person of distinction, not eligible for any other category of membership, whom the Management Committee wishes to honour.
- 1.15 **Life Member**
A member, registered in terms of the Act, whom the Management Committee wishes to honour for services to and excellence in the profession and who may or may not be active in the profession of architecture.
- 1.16 **Management Committee**
The group of elected and co-opted office bearers of this Institute, whose duty is to manage the affairs of the CIA, in the same manner as did the Main Committee which existed prior to the adoption of this Constitution.

¹⁸ Added October 2009

¹⁹ Amended 2010

²⁰ Inserted October 2008

- 1.17 **Member**
Any person admitted as a member of the CIA.
- 1.18 **Prescribed**
Prescribed by the provisions of this Constitution or the Act.
- 1.19 **Professional Architect**
A registered professional architect in terms of the Act.
- 1.20 **Professional Senior Architectural Technologist**
A registered Senior Architectural Technologist in terms of the Act.
- 1.21 **Professional Architectural Technologist**
A registered Architectural Technologist in terms of the Act.
- 1.22 **Professional Architectural Draughtsperson**
A registered Architectural Draughtsperson in terms of the Act.
- 1.23 **Retired Member**
A member who has been granted this status by the Management Committee in terms of 1.2.6 of **Annexure "B"**.
- 1.24 **SAIA**
The South African Institute of Architects.
- 1.25 **SACAP**
The South African Council for the Architectural Profession.
- 1.26 **Special Member**
A person not being legible for any other category of membership whose application is accepted by the Management Committee.
- 1.27 **Student member**
A student at an accredited tertiary institution who is studying for a qualification, which would lead to registration with SACAP.
- 1.28 **Sub Committee.**
A Sub Committee of the Management Committee.
- 1.29 **Members chapter**
A group of CIA members forming a distinctive registration category.
- 1.30 **Regional chapter**
A group of CIA members in a city or region outside Cape Town.
- 1.31 **Special interest group.**
An informal group of members with a common interest.

MEMBERSHIP

1. Membership categories

1.1 The CIA shall comprise the following categories of voting members:

- 1.1.1 Professional Architect
- 1.1.2 Professional Senior Architectural Technologist
- 1.1.3 Professional Architectural Technologist
- 1.1.4 Professional Architectural Draughtsperson²¹
- 1.1.5 Associate Member

An Associate Member shall be a member registered in one of the above categories, who is permanently employed in a full-time salaried capacity, either by a practice of which he/she is not a principal, partner, member or director or by an institution approved by the Management Committee. On ceasing permanent employment in order to practice for his/her own account or on becoming a principal, partner, member or director of a practice, such a member shall immediately cease to be an Associate Member and be deemed to be an ordinary member of the CIA, conditional upon same member meeting the corresponding differentiated subscription obligations.²²

1.1.6 Life Member:

A Life Member shall be a member registered in one of the above categories on whom the honour of life membership has been conferred by the Management Committee. The Management Committee shall consider Life membership of the CIA only upon nomination by at least five members, and shall make known such a nomination to the membership. Comment from membership for consideration by the Management Committee may be submitted in writing within four weeks of the particulars being made available, after which period the Management Committee may, in its discretion, confer such membership.

1.2 The CIA may include the following categories of membership not entitled to vote.²³

- 1.2.1 Candidate Architect
- 1.2.2 Candidate Senior Architectural Technologist
- 1.2.3 Candidate Architectural Technologist
- 1.2.4 Candidate Architectural Draughts person
- 1.2.5 Retired Member:

A retired member shall be a person who is no longer engaged in the profession of architecture either as a practitioner or as an employee and who does not retain a share in an architectural practice. A retired member shall be a member whose membership of the South African Council for the Architectural Profession has ceased. A retired member may be placed in this category by application by reason of his/her:

- having retired from practice or employment; or
- changing the nature of his/her employment or business from that of architect or architectural practice to an employment or business outside the field of architecture; or
- not being able to continue his/her employment as an architect or the practice of architecture due to ill health or other reason acceptable to the Management Committee.

1.2.6 Honorary Member:

An honorary member shall be a person who is not eligible to be registered in the professional or candidate categories above, but is a person whom the Management Committee wishes to honour. The Management Committee shall consider honorary membership of the CIA only upon nomination by at least five members. The Management Committee shall make known such an application to the membership. Comment from membership for the consideration by the Management Committee may be submitted in writing within four weeks of the particulars being made available, after which period the Management Committee may, in its discretion, admit the nominee as a member in this category.

1.2.7 Student Member:

A student member shall be a student at an accredited tertiary institution leading to qualification for one of the categories of professional membership, performing studies to the satisfaction of the Management Committee.

1.2.8 Friend of the CIA:

A Friend of the CIA shall be a person not eligible to be registered in the professional or candidate categories above, but who wishes to be associated with the CIA and whose application is accepted by the Management Committee. A paid up member of another provincial institute may be admitted in this category of the CIA, at the discretion of the Management Committee.

²¹ Corrected by insertion of word "Architectural": October 2009

²² Category added October 2009

²³ Correction by deletion of "Professional Architectural Draughtsperson" October 2009

2. Application procedures

- 2.1 Application for membership of the CIA shall be made on the prescribed form of the CIA.
- 2.2 If after consideration of any such application, the Management Committee is satisfied that the applicant complies with the conditions of membership, membership of the CIA shall be granted in the relevant category.
- 2.3 The Management Committee shall, when considering an application for membership of the CIA, take into account circumstances connected with the applicant's expulsion or suspension from another professional association or body.²⁴
- 2.4 Members shall receive a Certificate of Membership, which shall remain the property of the CIA and shall be surrendered on demand.
- 2.5 The name of every member shall be recorded in the register of the CIA.

3. Membership Fees and Subscriptions

- 3.1 The Management Committee may determine annually the subscriptions or levies payable to it by all categories of membership and shall inform each member of the subscription or levies due and payable.
- 3.2 Subscriptions or levies shall be due and payable on such date or dates as shall from time to time be fixed by the Management Committee, provided that Life and Honorary Members shall be exempt from such payments. Subscriptions shall be subject to the approval of a general meeting and shall include:
 - an amount for affiliation to the South African Institute for Architects, as determined by it from time to time and/or other affiliated bodies
 - an amount determined as per the approved budget of this Institute.The Management Committee shall further introduce a differentiated subscription for Associate Members.
- 3.3 Upon acceptance as a member of the CIA, such member shall become liable for the prescribed annual subscription.
- 3.4 If an applicant joins after the commencement of the financial year, such member shall be liable for only a pro rata portion of the annual subscription based on the remaining period of membership for that year calculated to the nearest month.
- 3.5 Subject to Clause 3.2 a member, whose annual subscription has not been paid within 60 days of the due date or within such further period as may in any particular case be allowed, shall forfeit his/her membership. The monies due by a member so removed shall nevertheless remain a debt due to the CIA.
- 3.6 No refund of any subscriptions, levy or part thereof shall be made to any person ceasing to be a member and such person shall in any event remain liable to the CIA for any subscriptions, levies or other debts or obligations due.
- 3.7 The Management Committee shall have the power to waive, reduce or remit any fee, subscription or levy payable to the CIA.
- 3.8 In the event that the CIA withdraws from affiliation with the SAIA or other bodies, any fees, subscriptions or levies due to the SAIA or other bodies for the financial year during which withdrawal takes place, shall be paid to the SAIA or other bodies when collected.

²⁴ *Inserted October 2008*

4. Cessation of membership

- 4.1 A member shall cease to be a member:
- 4.1.1 upon receipt by the Management Committee of notification of the member's resignation from membership;
 - 4.1.2 upon cancellation of the member's registration as a professional in terms of the Act or any similar provisions which may replace these in future legislation;
 - 4.1.3 upon expulsion from membership due to unprofessional or improper conduct.
- 4.2 Cessation of membership for whatever reason shall entail forfeiture of all rights of membership including the right to the use of the letters of designation referred to in this constitution.

5. Re-admission

- 5.1 Application for re-admission to membership shall be made to the Management Committee.
- 5.2 No person who has been a member of the CIA and ceased to be such, shall be eligible for re-admission to membership until all arrears of any fees, subscription or levy due at the date of cessation of membership, together with any legal expenses which may have been incurred in respect of the collection of such arrears, have been paid.
- 5.3 The application for re-admission of a person, whose membership has been terminated by reason of their expulsion in terms of Clause 3.5, may be accepted or rejected at the discretion of the Management Committee.

6. Duties and rights of Members

- 6.1 It shall be the duty of every member to practice in his profession in accordance with the requirements of the Constitution, and its annexures.
- 6.2 It shall be the duty of every member to notify the Management Committee of any change of address or employment, partnership, association or membership of any company or close corporation through which he/she is practising architecture.
- 6.3 Every member shall be entitled to:
- 6.3.1 - attend any general meeting of the CIA or by invitation any meeting of the Management Committee;
 - 6.3.2 - to vote on any resolution put to the membership of the CIA, except that members other than professional architects shall not be entitled to vote on matters pertaining to the work or professionalism of architects.
 - 6.3.3 - nominate and vote for members in their respective members chapters to serve on the Management Committee
 - 6.3.4 - hold any office in the CIA, subject to the limitations set out in clause 9 of the Constitution.
 - 6.3.5 - have access to information to which such member is reasonably entitled;
 - 6.3.6 - receive, at the discretion of the Management Committee, such assistance in any matter as may be rendered in terms of this Constitution.
- 6.4 Membership of the CIA shall not confer upon any member any rights whatever to a share or a participation in any asset belonging to the CIA.

7. Letters of designation

Members are entitled to use the following letters of designation:

Professional Architect	CIA
Professional Senior Architectural Technologist	CIA
Professional Architectural Technologist	CIA
Professional Architectural Draughtsperson	CIA
Associate Member	CIA (Associate) ²⁵
Candidate Architect	CIA (Candidate)
Candidate Senior Architectural Technologist	CIA (Candidate)
Candidate Architectural Technologist	CIA (Candidate)
Candidate Architectural Draughtsperson	CIA (Candidate)
Retired Member	CIA (Retired)
Honorary Member	CIA (Honorary)
Student member	CIA (Student)
Friend of the CIA	CIA (Friend)

SAIA Suffixes

Ordinary Member	MIArch
Life Member	MIArch (Life)
Honorary Member	MIArch (Honorary)
Retired Member	MIArch (Retired)

²⁵ Proposed for addition: October 2009

MANAGEMENT COMMITTEE

1. The Management Committee shall:

- 1.1 meet not less than once every three months to attend to the business of the CIA.
- 1.2 hold special Management Committee meetings by order of the President or, failing him/her, the Vice President, on the written request of at least three Management Committee members.
- 1.3 appoint committees or sub-committees; prescribe the rules regulating their proceedings and delegate powers and duties to such committees.
- 1.4 appoint the Ethics Committee.²⁶
- 1.5 cause proper minutes to be kept of the proceedings of all meetings of the CIA, of the Management Committee and of all committees. Any such minutes of any meeting signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, such signature shall be conclusive evidence of the approval of the facts therein stated.
- 1.6 convene an Annual General Meeting of the members of the CIA, in accordance with the rules and procedure as prescribed herein.
- 1.7 convene special general meetings of members if deemed to be warranted and shall be bound to do so if required in writing by at least twenty five members, such requisition to be signed by all the members requiring the meeting and stating the grounds therefore. Such special general meeting shall be held at such time and place as the Management Committee may determine.
- 1.8 ensure that proper books of account of the financial affairs of the CIA are kept.
- 1.9 appoint representatives of the CIA on any other body.
- 1.10 appoint and dismiss such employees, as it may deem necessary.
- 1.11 provide guidelines for the composition and conduct of special interest groups.
- 1.12 approve the formation or disbanding of regional chapters and special interest groups.
- 1.13 make rules consistent with this Constitution.
- 1.14 fulfil those duties that would have been fulfilled by the SAIA Board of Representatives in the case of appeals by members who are not also members of SAIA.²⁷

2. Election of members of the Management Committee

- 2.1 The terms of office of the Management Committee members with the exception of the outgoing President, in becoming the immediate past President, shall terminate at the end of each two-year term of office. Both of the members' chapters shall elect the appropriate number of representatives as set out in Clause 9 of the Constitution. Election of the Management and Chapter Committees shall be in accordance with **Annexure "F"**.²⁸
- 2.2 The incoming Committee shall elect both Vice President and President from amongst its ranks.²⁹
- 2.3 When the President retires after his two-year term he will serve on the committee for one further two-year term as the Immediate Past President. Should the President not complete his/her term, the Vice President shall become President and the Management Committee shall elect a Vice President from its members.

²⁶ *Inserted October 2008*

²⁷ *Inserted October 2008*

²⁸ *Amended October 2005. Proposed for amendment: October 2009*

²⁹ *Amended October 2005*

- 2.4 Retiring members of the committee may be re-elected. The President may, upon request by the Management Committee, serve one further term of office. The President shall not serve more than two consecutive two-year terms. A past president may again make himself/herself available for the presidency after a further lapse of four years.
- 2.5 Any member with voting rights may nominate, in writing, an eligible person/s for election to the Management Committee, provided that each such candidate is a member with voting rights and shall have signified acceptance by signing his/her nomination.
- 2.6 A member of the Management Committee shall cease to hold office:
- when his/her term of office expires;
 - if he/she resigns in writing;
 - if he/she ceases, for whatever reason, to be a member of the CIA;
 - if his/her registration is terminated in terms of the Act;
 - if he/she is absent from three consecutive meetings without apology;
 - if he/she is removed from office by resolution of a general meeting;
 - if he/she is at any time convicted of a criminal offence deemed by the Management Committee to be sufficiently serious in nature;
 - if he/she is guilty of conduct which in the opinion of two thirds of the Management Committee, is not becoming of a member of the Committee or
 - if he/she is granted retired status in terms of 1.2.6 of **Annexure "B"**.

3. Meetings of the Management Committee

- 3.1 The President, or in his/her absence the Vice President, shall preside at all meetings of the Management Committee and in the absence of both the President and the Vice President the remaining members of the Management Committee shall elect one of its number as chairman.
- 3.2 A simple majority of all members of the Management Committee shall form a quorum at any meeting of the committee, provided that:
- 3.2.1 at least four members of the Management Committee shall be present and at least two architect members of the Management Committee shall be present
- 3.2.2 any person present at a meeting shall excuse him/herself if any matter affecting his/her personal or professional interest is discussed
- 3.2.3 Invited representatives shall not be taken into account in determining a quorum.³⁰
- 3.3 Not less than fourteen days notice shall be given to each member at his registered address for any regular meeting of the Management Committee.
- 3.4 Not less than seven days notice shall be given to each member at his/her registered address for any special meeting of the Management Committee and the notice shall set out the grounds therefore.
- 3.5 A majority of the members present at a meeting shall decide on matters where there is a difference of opinion while the chairman not having a deliberate vote, shall exercise a casting vote in the case of an equal number of votes.
- 3.6 Members of the Management Committee shall be appointed to office of the CIA without remuneration. No remuneration or other benefit in money or money's worth shall be given to any member of the Management Committee, except payment for costs incurred in the course of duties undertaken.
- 3.7 The Management Committee may act notwithstanding any vacancies on the Management Committee. Any vacancy that occurs during a session may be filled by appointment by the remaining members of the Management Committee for a period up to the next Annual General Meeting.³¹

³⁰ Added October 2009

³¹ Clause 4 deleted October 2008

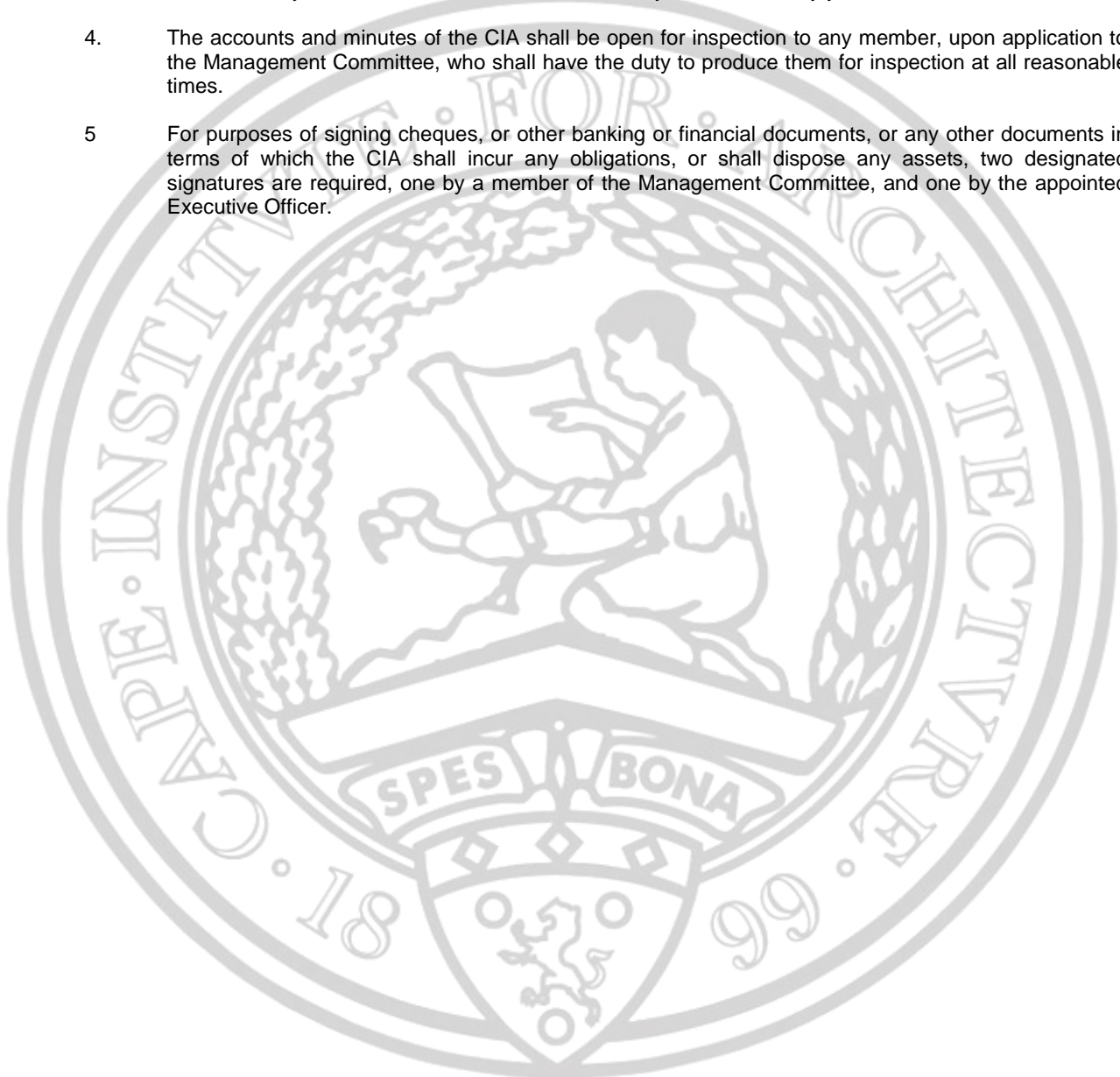
4. Nomination of Management Committee for Election³²

- 4.1 The Management Committee shall at least six weeks before the annual general meeting, issue to all members a request to nominate candidates for election to the Management Committee and shall determine the number to form a Committee, in accordance with this Constitution.
- 4.2 Any Ordinary member or Life member may nominate, in writing, a candidate or candidates for election to the Management Committee, provided that each such candidate is an Ordinary member and shall have signified acceptance by signing his nomination paper.
- 4.3 Such nomination shall be in the hands of the Executive Officer not later than four weeks before the date fixed for the annual general meeting.
- 4.4 If after expiry of the time for nomination, an insufficient number of persons to form the Management Committee have been nominated, the Management Committee, consisting of those persons nominated, shall nominate and/or co-opt such number of additional persons required to form the Management Committee and may in its discretion nominate a greater number than the minimum required.
- 4.5 The names of candidates nominated, if exceeding the minimum required to form the Management Committee, shall be arranged in alphabetical order and printed on a ballot paper.
- 4.6 Ballot papers:
- 4.6.1 If more candidates are nominated than are required to form the Management Committee, a ballot paper and two envelopes shall be forwarded to each Ordinary member at least two weeks before the annual general meeting.
- 4.6.2 The Ordinary members shall complete the said paper and enclose it in the small plain envelope and the member, after signing their name on the large envelope, shall forward or deliver it to the Executive Officer or other designated official, to reach the regional office by 12 noon on the day before that set for the annual general meeting.
- 4.7 Scrutineers:
- 4.7.1 At the last meeting of its term of office the outgoing Management Committee shall appoint four scrutineers from amongst its members.
- 4.7.2 Two or more scrutineers, together with the Executive Officer or other designated official, shall meet on the day prior to the date set for the annual general meeting, and after ascertaining that all is in order, shall open and destroy the large envelopes.
- 4.7.3 The scrutineers and the Executive officer or other designated official shall then open the small envelopes, count the votes recorded on the enclosed ballot papers and report the results of the ballot to the annual general meeting.
- 4.7.4 The large plain envelope shall be invalidated should the signature of the member not appear thereon and the ballot paper and the small plain envelope shall be invalidated by reason of any signature or other form of identification thereon.
- 4.7.5 Upon the declaration of the result of the ballot at the annual general meeting, the scrutineers shall hand to the Executive Officer or other designated official, the whole of the ballot papers, which the Executive Officer shall retain for at least three calendar months from the date of the annual general meeting.

³² *New Clause added October 2005*

MINUTES, FINANCIAL STATEMENTS, BOOKS AND ACCOUNTS

1. The Management Committee shall present an audited financial report for approval at each annual General Meeting for the preceding financial year.
2. The appointment of the auditors of the CIA is to be approved at every annual General Meeting.
3. The financial year of the CIA shall end on the last day of June of every year.
4. The accounts and minutes of the CIA shall be open for inspection to any member, upon application to the Management Committee, who shall have the duty to produce them for inspection at all reasonable times.
5. For purposes of signing cheques, or other banking or financial documents, or any other documents in terms of which the CIA shall incur any obligations, or shall dispose any assets, two designated signatures are required, one by a member of the Management Committee, and one by the appointed Executive Officer.



1. ANNUAL GENERAL MEETING

- 1.1 One twentieth of the members with voting rights shall form a quorum necessary to constitute any general meeting or special general meeting, for which due notice has been given. The quorum shall be maintained throughout the meeting.
- 1.2 If no quorum is present, the meeting shall be adjourned and shall be resumed twenty minutes later at the same place.
- 1.3 The members with voting rights then present shall form a quorum, provided that no fewer than 10 voting members shall be present.
- 1.4 The Management Committee shall call a special general meeting within twenty-one days of receipt of a written request for such a meeting signed by at least twenty members stating the grounds therefore.
- 1.5 At least fourteen days notice shall be given of the place, time and agenda for any general meeting. The chairperson at such a meeting shall be, in order of priority:
The President
Vice President
Management Committee member³³
A chairperson elected from among the members with voting powers present.

2. FUTURE AMENDMENTS TO THIS CONSTITUTION

- 2.1 The Management Committee is required to first approve a proposed amendment to this Constitution prior to such a proposed amendment being considered by the membership at a general or special meeting.
- 2.2 An amendment to this Constitution must be approved by two-thirds of the professional membership present at a general or special meeting at which the proposal for the amendment is being considered. Such notice of the proposal to move an amendment to the Constitution must be included in the notice convening the meeting.
- 2.3 Only professional members may submit proposals for amendment and all proposals for amendments shall be addressed to the President.
- 2.4 A proposal shall be supported by not less than 10 (ten) professional members.
- 2.5 Any amendment must be approved by not less than a two-thirds majority of those members voting.

³³ Amended October 2008

CHAPTERS

- 1.0 Chapters shall be groupings of members of the CIA, formed in terms of Clause 8 of the Constitution.
- 2.0 Chapters shall conduct their affairs in terms of the following rules:
- 2.1 The geographic region, category of registration, or special interest as the case may be shall be reflected in the title of the Chapter.
- 2.2 The objectives of the Chapter shall be the similar to those of the CIA, with emphasis on promoting the specific objectives of the region, category of membership, or interest of the group as the case may be.
- 2.3 The powers of the Chapter shall be:
- 2.3.1 To establish a Chapter Committee and arrange meetings if it so wishes in order to administer and control the affairs of the Chapter.
- 2.3.2 Generally to take such action as may be required for the achievement of its objectives within the geographic region, category of registration or area of special interest as the case may be.
- 2.3.3 In the case of Regional Chapters:
- 2.3.3.1 To establish a Chapter Committee in order to administer and control the affairs of the Chapter.
- 2.3.3.2 To enter into alliance or to co-operate with and assist any organisation within the region having objectives similar to the Chapter, subject to prior formal approval of the Management Committee of the CIA.
- 2.3.3.3 To levy its members for general or particular purposes, as may be decided upon from time to time, provided, however, that failure on the part of any chapter member to pay such levy shall not constitute a debt due to the CIA.
- 2.3.3.4 To open and operate a banking account with any registered bank or building society.
- 2.4 Membership:
- 2.4.1 In the case of Regional Chapters, the Chapter shall consist of members ordinarily resident in the geographic region as defined in terms of 2.1 above.
- 2.4.2 In the case of Category - or special interest Chapters, the Chapter shall consist of members who are registered with SACAP and the CIA in the category as defined in terms of 2.1 above.
- 2.4.3 A member will automatically cease to be a member of a Chapter when his or her qualification, in terms of 2.4.1 and/or 2.4.2, ceases or changes.
- 2.5 Regional Chapter Committee:
- 2.5.1 The Regional Chapter shall be managed by the Chapter Committee, which shall comprise of at least six members in the same proportion of the registration categories as that of the CIA Management Committee and who qualify for membership in terms of 2.4.1 above.
- 2.5.2 Election of Chairperson and vice-Chairperson:
At the first meeting of each newly constituted Chapter Committee, the Committee shall elect, from among its members, a Chairperson and vice-Chairperson, who shall hold office until their respective successors are appointed.
- 2.5.3 Vacancies on the Chapter Committee:
Any vacancies which shall occur on the Chapter Committee, for whatsoever reason, shall be filled as soon as possible through the means of a Chapter special committee meeting, set up for the purpose in terms of the rules of the Chapter.
- 2.5.4 Terms of Office of a Chapter Committee:
The duration of the term of office of the Chapter Committee shall be concurrent with that of the Management Committee of the CIA.
- 2.5.5 Powers and Duties of the Chapter Committee:
The affairs of the Chapter shall be managed and controlled by the Chapter Committee.
In addition, the Chapter Committee may –
- convene general meetings of the members of the Chapter and prescribe the rules and procedures in respect of such meetings;
 - appoint members to represent the Chapter on any other body within its geographical region;
 - If requested to do so by the Management Committee of the CIA, elect a member to serve as its representative;
 - operate a banking account, as provided for in terms of 2.3.3.4 above, on the signature of any two members of the Chapter Committee.

2.5.6 The Chapter Committee shall hold a meeting at least once every year at such a time and place as the Chairperson, or in his/her absence the vice-Chairperson, may determine.

2.5.7 Procedure of the Regional Chapter Committee meetings:

2.5.7.1 Notice of meetings:

Seven days notice of the meetings shall be given to each member of the Chapter Committee by the Chairperson, or the member designated by the Chairperson to do so.

2.5.7.2 Quorum:

One half of the members of the Chapter Committee shall form a quorum.

2.5.7.3 Chairperson:

At all meetings of the Chapter Committee the Chairperson, or in his/her absence, the vice-Chairperson shall preside.

2.5.7.4 Decision by majority:

All matters that may come before any meeting of the Chapter Committee, upon which it is necessary to take a vote, shall be decided by majority vote of those members present. In the event of an equal number of votes being tabled for an issue, the Chairperson shall have a casting vote.

2.5.7.5 Vacancy on the Committee:

Should any vacancy occur on the Chapter Committee, the remaining members of the committee may appoint another member to fill the vacancy.

2.5.7.6 Office of Committee:

The Chapter Committee shall decide on the place of its office, provided that the office of a Regional Chapter shall be in its geographic region.

2.6 General meetings of Regional Chapters:

The Chairperson, or in his/her absence, the vice-Chairperson shall convene a General Meeting of members at least once each year and shall ensure that at least three weeks notice is given to all members of the Chapter of such a meeting.

2.6.1 A General Meeting shall have the right –

- to propose additional Chapter rules or amendments to rules for consideration of the Management Committee of the CIA;
- to deliberate and to make suggestions and/or resolutions for the consideration of the Chapter Management Committee concerning any matter which concerns the profession of Architecture.

2.6.2 Quorum:

The quorum necessary to constitute a General Meeting or a Special General Meeting shall be one half of the members of the Chapter.

If no quorum is formed, the meeting shall be adjourned and resumed 30 minutes later at the same place. The Chapter members then present shall constitute a quorum.

2.6.3 Resolutions:

All resolutions taken at a General Meeting or a Special General Meeting shall be recorded in minute form and the minutes so recorded shall be forwarded to the Executive Officer of the CIA within twenty-one days of the date of the meeting.

2.7 Re-constitution of a Regional Chapter Committee:

2.7.1 The outgoing members of the Regional Chapter Committee shall set a date on which the Regional Chapter Committee shall be reconstituted and shall set the number of members required to form the incoming committee, bearing in mind the provisions of 2.5.1 above.

2.7.2 At least three weeks before the date so set, the Chairperson or in his/her absence, the vice-Chairperson, shall issue to all members of the Chapter a written invitation to serve on the incoming Chapter Committee, which invitation shall include the number of members required to serve on such incoming committee.

2.7.3 Should the numbers willing to serve exceed the number so set, a ballot form shall be issued to members in order to elect the correct number of new members of the Chapter Committee.

2.8 Rights and duties of the chairperson at a general meeting:

2.8.1 The Chairperson shall preside at all general meetings and special general meetings of the Chapter. In his/her absence the vice-Chairperson shall preside. In the absence of both a chairperson shall be elected from among the members present.

2.8.2 The duly elected chairperson of the meeting shall decide on all matters of procedure, whether or not specifically covered by the Chapter Constitution and his/her decision shall be final; provided that he/she may not adjourn or terminate such general or special general meeting, save on a majority vote to that effect.

2.8.3 The Chairperson shall decide on the right of any person to take part in the business of a general or special general meeting, should such a right be challenged and the Chairperson's decision shall be final.

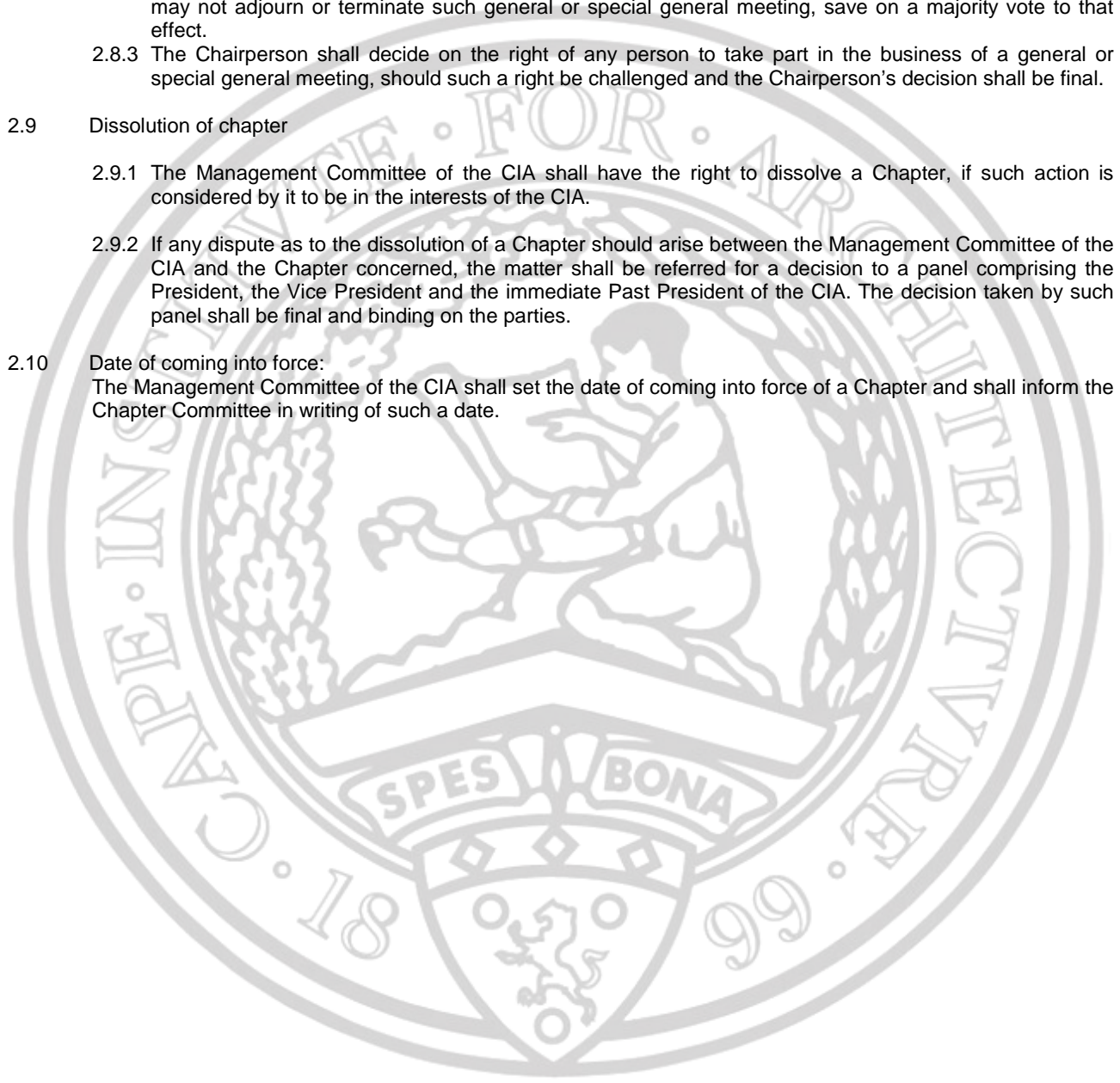
2.9 Dissolution of chapter

2.9.1 The Management Committee of the CIA shall have the right to dissolve a Chapter, if such action is considered by it to be in the interests of the CIA.

2.9.2 If any dispute as to the dissolution of a Chapter should arise between the Management Committee of the CIA and the Chapter concerned, the matter shall be referred for a decision to a panel comprising the President, the Vice President and the immediate Past President of the CIA. The decision taken by such panel shall be final and binding on the parties.

2.10 Date of coming into force:

The Management Committee of the CIA shall set the date of coming into force of a Chapter and shall inform the Chapter Committee in writing of such a date.



ETHICS COMMITTEE

1 The Ethics Committee shall:

- 1.1 deal with all allegations of members' misconduct by members in terms of the Code of Ethics;
- 1.2 operate in accordance with the "Code of Ethics: Procedure for Enquiries",³⁵
- 1.3 during consideration of alleged misconduct ensure fair hearing to all parties concerned.

2. Membership of the Ethics Committee

- 2.1 The Management Committee shall appoint the Ethics Committee immediately after the election of a new Management Committee.
- 2.2 The members of the Ethics Committee shall comprise of:
 - 2.2.1 the Immediate Past President or, in the case of unavailability, a former Past President
 - 2.2.2 two members chosen from the CIA Practice & Professional Development sub-committee
 - 2.2.3 one other member
- 2.3 The terms of office of the Ethics Committee members shall terminate concurrently with the term of office of the Management Committee. Retiring members of the Ethics Committee may be re-appointed.
- 2.4 A member of the Ethics Committee shall cease to hold office:
 - when his/her term of office expires;
 - if he/she resigns in writing;
 - if he/she ceases, for whatever reason, to be a member of the CIA;
 - if his/her registration is terminated in terms of the Act;
 - if he/she is at any time convicted of a criminal offence deemed by the Management Committee to be sufficiently serious in nature; or
 - if he/she is guilty of conduct which is not becoming of a member of the Ethics Committee in the opinion of two thirds of the Management Committee.

3. Meetings of the Ethics Committee

- 3.1 The Ethics Committee shall meet as and when necessary to attend to allegations of misconduct received by the CIA.
- 3.2 The Ethics Committee shall elect which of its members should preside at its meetings, which person shall have a deliberative and casting vote in the event of a tied vote.
- 3.3 No less than three members of the Ethics Committee shall form a quorum at any meeting of the committee, provided that any person present at a meeting shall excuse him/herself if any matter affecting his/her personal or professional interest is discussed.
- 3.4 A majority of the Ethics Committee members present at a meeting shall decide on matters where there is a difference of opinion.
- 3.5 Members of the Ethics Committee shall be appointed to office of the CIA without remuneration. No remuneration or other benefit in money or money's worth shall be given to any member of the Ethics Committee, except payment for costs incurred in the course of duties undertaken.

³⁴ Whole of this Annexure inserted October 2008

³⁵ Amended October 2010

PUBLIC BENEFIT ORGANISATION

1. Compliance with the Income Tax Act, 1962

The following requirements of section 10(1)(d) (iv)(bb) of the Income Tax Act (Act No.58 of 1962 as amended shall be deemed to be incorporated into this Constitution:

- 1.1 “The association shall have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility for that entity and no single person may directly or indirectly control the decision-making powers of that entity”
- 1.2 “The association may not directly or indirectly distribute any of its fund or asset to any person other than in the course of furthering its objectives unless expressly otherwise provided for in these regulations”
- 1.3 “Substantially the whole of the funds of the association will be used for the sole or principal object for which it has been established”
- 1.4 “No member may directly or indirectly have any personal or private interest in that entity and no benefit may accrue individually to a member”
- 1.5 “Substantially the whole of the association’s activities must be directed to the furtherance of its sole or principal object and not generally for the specific benefit of an individual member or minority group”
- 1.6 “Substantially the whole of the association’s funding must be from its annual members or an appropriation by the government, a provincial administration or a municipality”
- 1.7 “The organisation must not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 1962, to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered”
- 1.8 “Upon its winding-up or liquidation or the withdrawal of its exemption, [the association shall] give or transfer its assets remaining after satisfaction of its liabilities to –
 - (aa) another entity with similar objects and which is approved in terms of section 10(1)(d)(iii) or (iv) of the Income Tax Act, 1962;
 - (bb) a public benefit organisation approved in terms of section 30 of the Income Tax Act, 1962;
 - (cc) any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Income Tax Act which is required to use those assets solely for purposes of carrying on one or more public benefit activities; or
 - (dd) an institution, board or body approved in terms of section 10(1)(cA)(i) of the [Income Tax] Act”
- 1.9 “A copy of all amendments to the constitution establishing the organisation must be submitted to the Commissioner South African Revenue Service within a period of 30 days of its amendment”

2. Other Requirements of the South African Revenue Service

- 2.1. The CIA shall not knowingly become party to, and shall not knowingly permit itself to be used as part of an arrangement contemplated in Part IIA of the Income Tax Act, 1962, or a transaction, operation or scheme as contemplated in section 103 of the Income Tax Act, of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such arrangement, transaction, operation or scheme, would have become payable by any person under any Act administered by the Commissioner South African Revenue Services.
- 2.2 The CIA shall not participate in the business, profession or occupation which is carried on by the members.

³⁶ Whole of this Annexure inserted October 2009