



SANCOLD

CONSTITUTION

OF THE

SOUTH AFRICAN NATIONAL COMMITTEE

ON LARGE DAMS (SANCOLD)

AS ADOPTED BY THE SIGNATORIES TO THIS DOCUMENT ON

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CONSTITUTION

To provide for the reconstitution and operation of the South African National Committee on
Large Dams.

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1. Definitions and interpretation

In this Constitution, unless the context shows that another meaning is intended -

“**closed ballot**” means the use of ballot-papers during a vote in such a manner that the identity of a specific voter cannot be determined from that ballot-paper;

“**Constitution**” means this Constitution as adopted by the signatories thereto contained in the attached Schedule 2;

“**Department**” means the Department of Water and Sanitation and the legal successors in title to this Department;

“**Executive Committee**” means the committee composed and elected as described in clauses 7.2 and 8.2;

“**ICOLD**” means the International Commission on Large Dams being a nongovernmental international organisation founded in 1928 which provides a forum for the exchange of knowledge and experience in dam engineering;

“**Management Committee**” means the committee composed and elected as described in clauses 7.1 and 8.1;

“**quorum**” means the lowest number of members present to constitute a valid meeting without which no business may be conducted by that meeting;

“**SANCOLD**” means the South African National Committee on Large Dams as provided for in this Constitution;

“**SASICOLD**” means the South African Section of the International Commission on Large Dams as contemplated in clause 1.1 of their 1969 constitution as amended;

“**Schedules**” means the Schedules attached to this Constitution which form an integral part of this Constitution;

“**universitas**” means the common law *universitas personarum* with the following main characteristics:

- It is a juristic person separate from its members.
- It has the capacity to acquire rights and to incur obligations independently.
- It can sue and be sued in its own name;

“**Young Persons Forum**” means the group of SANCOLD members below the age of forty years interested in the development of young individuals in the dam industry; and

“Young Persons Forum Committee” means the committee composed and elected as described in clauses 7.1, 8.1 and 8.5.

2. Name and status

The official name of this association is the South African National Committee on Large Dams. SANCOLD is a voluntary association of organisations and individuals to promote its mission as set out hereunder.

3. Mission

The mission of SANCOLD is to -

- 3.1 Create and promote an awareness and understanding amongst South Africans of the role of dams in the beneficial and sustainable development of South Africa’s water resources;
- 3.2 Advance the knowledge and skills relating to the science and art of planning, design, construction, management, operation, maintenance, rehabilitation and decommissioning of dams amongst its members in a safe, financially sound, ecologically and socially sustainable manner;
- 3.3 Provide a democratically elected national committee in South Africa to represent South Africa on ICOLD; and
- 3.4 Engage with other African countries in support of initiatives such as those of the New Partnership for Africa’s Development (NEPAD) as well as those of ICOLD.

4. Powers

For the furtherance of its mission, SANCOLD shall have the powers to -

- 4.1 provide a service to the public and to promote amongst its members an interchange of information pertaining to dams;
- 4.2 grant and terminate membership;
- 4.3 advance the technology, research and best practices associated with dam engineering in the various disciplines of planning, design, construction, management, operation, maintenance, decommissioning and safety;
- 4.4 act as the South African National Committee of ICOLD;

- 4.5 be a registered, financially viable, non-profit, public benefit organisation in compliance with South African law;
- 4.6 purchase, hire or otherwise acquire any moveable or immoveable property that may be deemed necessary for the purposes of SANCOLD;
- 4.7 sell, manage, let or hire, mortgage or otherwise deal with all or any part of SANCOLD's property;
- 4.8 invest any monies of SANCOLD not immediately required for any of its activities or commitments in such a manner as may from time to time be determined, provided that the yield from any investment shall be applied for the furtherance of the mission of SANCOLD;
- 4.9 publish an annual report and accounts covering the activities of SANCOLD and any other matters of relevant interest to its members;
- 4.10 provide advice on policy issues and all aspects of dams to the South African Government, other organisations as well as the general public;
- 4.11 provide advice and promote support for the use of best practices in dam development throughout the Southern Africa Development Community and other African states both directly as well as via the Africa Regional Club of ICOLD;
- 4.12 fund scholarships or bursaries for tertiary studies related to dams;
- 4.13 provide support for participation in ICOLD activities;
- 4.14 maintain a register of South African dams for incorporation from time to time in the World Register of Dams;
- 4.15 arrange local seminars, study tours, site visits and courses and participate in international seminars on dams;
- 4.16 provide South African based technical and management expertise pertaining to dams, to ICOLD;
- 4.17 support the aims and objectives of ICOLD and to maintain SANCOLD's membership of ICOLD by the payment of annual ICOLD membership fees;
- 4.18 open accounts with reputable banks in accordance with the provisions of clause 11.4 and to draw, accept and endorse bills, cheques, promissory notes and other negotiable documents;

- 4.19 appoint and dismiss paid employees;
- 4.20 keep a SANCOLD Membership Register;
- 4.21 create, register and amend the logo of SANCOLD;
- 4.22 appoint honorary members; and
- 4.23 do all such other lawful things as are necessary, incidental or conducive to the attainment of the mission of SANCOLD.

5. Affiliation

SANCOLD is affiliated with ICOLD and represents South Africa on that body.

6. Membership

- 6.1 Membership of SANCOLD in any of the listed categories or groups below, is restricted to those institutions, organisations, corporations, companies and individuals who can satisfactorily demonstrate that they –
 - 6.1.1 are active in the dam industry; and
 - 6.1.2 subscribe to the mission of SANCOLD.
- 6.2 Applications for membership shall be made on the prescribed form in Schedule 3 and addressed to the Secretary. Such applications will then be approved or rejected by the Executive Committee who holds the sole discretion in this matter.
- 6.3 SANCOLD membership categories consist of Corporate Members and Individual Members as set out below.
 - 6.3.1 The Corporate Members Category (Group 1) consists of –
 - 6.3.1.1 Dam Owners and Operators defined as all South and Southern African dam owners and operators excluding individual private dam owners;
 - 6.3.1.2 Institutions defined as those institutions, associations, federations, councils, chambers, government departments, unions and other similar organisations in the water sector; and

- 6.3.1.3 Professional Companies defined as professional companies or firms active in the engineering, environmental, social science, geological, geohydrological and related aspects of the dam and water industry.
- 6.3.2 The Individual Members Category (Group 2), which consists of individual professionals older than 18 years of age who are active in the dam industry, individual private dam owners and honorary members, the latter as nominated by members and appointed by the Management Committee. Membership of this Group is restricted to private individuals or individuals from companies or institutions with fewer than five professional employees, unless their organisation is a member of Group 1.
- 6.3.2.1 The Management Committee may further distinguish between different sub-categories of Individual Members and decide on the respective fee structure as described in clause 6.7.
- 6.4 For purposes of classification of members into any of the above mentioned Categories, the Management Committee has the sole discretion.
- 6.5 The Management Committee shall determine the weight of the vote of each membership classification and has the sole discretion in this matter.
- 6.6 A member in any of the listed categories above, may terminate its membership of SANCOLD by submitting to the Secretary a written notice of termination together with any monies owed to SANCOLD. The name of such member shall then be removed from the Membership Register.
- 6.7 Membership in any of the listed categories above, shall be subject to advance annual payment of membership fees as determined from time to time by the Management Committee. Annual membership fees shall become due and payable on 1 March of each year. (March to February)
- 6.8 Any member whose membership fees have not been paid fully within four months from the due date, shall be deemed not to be in good standing. Such members shall therefore not be entitled to any of the rights and privileges of membership nor shall such members be entitled to present themselves as members of SANCOLD.
- 6.9 Unless prior arrangements have been made with the Treasurer, the membership of any member whose membership fees have not been fully paid

within twelve months from the due date, may be terminated and that name may be struck off the Membership Register.

- 6.10 Individual members below the age of forty years shall automatically qualify as members of the Young Persons Forum. However, positions on the SANCOLD Management Committee and Young Persons Forum Committee, prizes, and discounts for conferences shall be reserved for individuals of thirty five years of age and younger.

7. Composition of the SANCOLD Management, Executive and Young Persons Forum Committees

7.1 Management Committee

7.1.1 Following the election process as provided for in Schedule 1 and clause 7.1.5 where applicable, the Management Committee shall consist of the following persons:

7.1.1.1 a Chairperson and a vice-Chairperson elected from the members of the Management Committee as prescribed in Schedule 1;

7.1.1.2 a current South African President or Vice-President of ICOLD for a term running concurrently with that person's ICOLD term of office;

7.1.1.3 past South African Presidents or Vice-Presidents of ICOLD for a single term of three years following directly on that person's ICOLD term of office;

7.1.1.4 the outgoing past Chairperson of SANCOLD for a single term of one year following directly on his / her term of office;

7.1.1.5 one representative of the Department (Policy and Information Branch) and the legal successors in title to this branch nominated by the Department's Director-General serving for a term of three years;

7.1.1.6 one representative of the Department (Infrastructure Branch) and the legal successors in title to this branch nominated by the Department's Director-General serving for a term of three years;

7.1.1.7 one representative nominated by the South African Institution of Civil Engineering serving for a term of three years;

- 7.1.1.8 one representative nominated by Universities South Africa (USAf) or successor in title serving for a term of three years;
 - 7.1.1.9 a SANCOLD Young Persons Forum Chairperson elected from the members of the Management Committee below the age of thirty five years as prescribed in Schedule 1;
 - 7.1.1.10 nine members elected from the listed SANCOLD members serving for a term as determined by the Management Committee in respect of each member; and
 - 7.1.1.11 four members co-opted optionally on account of their special knowledge and experience in matters relating to dams, by the Management Committee to serve for a maximum period of twelve months which period may be extended according to the discretion of the Management Committee.
- 7.1.2 A total of three members from the elected members as per clause 7.1.1.10 shall be less than thirty five years of age at the time of being elected and shall serve on the Young Persons Forum Committee.
- 7.1.3 Every person elected, nominated or appointed to serve on the Management Committee shall be a person competent in matters relating to dams.
- 7.1.4 The Management Committee shall have the power to replace a member of the Management Committee by co-option when such member vacates his / her position for whatever reason, for the remaining portion of the term of office of such member.
- 7.1.5 The Chairperson, Vice-chairperson, and Young Persons Forum Chairperson and such other representative(s) of the Management Committee and Young Persons Forum Committee as the Management Committee may determine, shall be elected by and from the members of the Management Committee, serving for a term of three years subject to the provisions of sub-clause 7.2.3 and 7.3.2.

7.2 The Executive Committee

- 7.2.1 The Executive Committee shall consist of the Chairperson, vice-Chairperson, Treasurer, Secretary and Young Persons Forum Chairperson as well as such other representatives of the

Management Committee as the Management Committee may determine.

7.2.2 The Treasurer and Secretary may either be elected from the members of the Management Committee serving for a term of three years subject to the provisions of clause 7.2.3 or be formally appointed externally by the Management Committee for a term and under conditions to be approved by the Management Committee.

7.2.3 The members of the Executive Committee shall be restricted to two consecutive terms of office per official duty. On expiry of the terms of office of such member, that member shall not be eligible for a further term until such member has been out of office for a period of at least one year.

7.3 The Young Persons Forum Committee

7.3.1 The Young Persons Forum Committee shall consist of the Young Persons Forum Chairperson and other Management Committee members below the age of thirty five years.

7.3.2 The members of the Young Persons Forum Committee shall be restricted to two consecutive terms of office per official duty. On expiry of the terms of office of such member, that member shall not be eligible for a further term until such member has been out of office for a period of at least one year.

7.4 SANCOLD shall strive towards ensuring appropriate race and gender representation on the Management and Executive Committees as well as the Young Persons Forum Committee.

7.5 The Management Committee may delegate any of its powers and duties to at least two members of the Executive Committee per delegation.

7.6 The prescribed terms of office in this clause shall only apply after the determination of the first terms of office at the first SANCOLD meeting as described in item 1 of Schedule 1.

8. Election of Management, Executive and Young Persons Forum Committees

8.1 The Management Committee shall be elected as described in Schedule 1.

8.2 Once the Management Committee for a new term has been elected such reconstituted Management Committee shall, under the control of the outgoing

Chairperson form a new Executive Committee as contemplated by clause 7.2 and subject to the provisions of clauses 8.3 and 8.4.

- 8.3 The Secretary and Treasurer shall not be competent to vote in the election of the Executive Committee if they were appointed in terms of clause 7.2.2.
- 8.4 When electing the Executive Committee in terms of clause 8.2, a closed ballot system shall be used.
- 8.5 The Management Committee members below the age of thirty five elected as described in Schedule 1 shall serve on the Young Persons Forum Committee.

9. Duties and Organisation

- 9.1 All business shall be conducted in a manner consistent with the mission of ICOLD and in accordance with the highest standard of professional ethics having regard also to national and international goodwill as well as national security and policy.
- 9.2 SANCOLD shall -
 - 9.2.1 determine membership fees;
 - 9.2.2 keep proper financial and administrative records;
 - 9.2.3 report to ICOLD as necessary;
 - 9.2.4 review and improve ICOLD congress papers for submission to ICOLD;
 - 9.2.5 provide a service to its members; and
 - 9.2.6 appoint sub-Committees and Committees and assign tasks as may be necessary or desirable.
- 9.3 The Management Committee shall elect, or appoint where appropriate, the Executive Committee in accordance with the provisions of clause 8.2.
- 9.4 The Management Committee shall either elect the Secretary in accordance with the provisions of clause 8.2 or formally appoint a Secretary in accordance with the provisions of clause 7.2.2. If the Secretary is engaged from outside the Management Committee, such appointee shall not have any voting rights.

- 9.4.1 Under the direction of the Chairperson, the Secretary shall be responsible for -
- 9.4.1.1 the preparation and maintenance of the Membership Register divided into the categories as contemplated in clause 6;
 - 9.4.1.2 conducting all correspondence of SANCOLD;
 - 9.4.1.3 the publication and distribution of the agenda of all SANCOLD meetings;
 - 9.4.1.4 the preparation and maintenance of minutes of such meetings as well as reports thereon; and
 - 9.4.1.5 such other duties as are necessary for the ongoing functions of SANCOLD.
- 9.5 The Management Committee shall either elect the Treasurer in accordance with the provisions of clause 8.2 or formally appoint the Treasurer in accordance with the provisions of clause 7.2.2. If the Treasurer is engaged from outside the Management Committee, such appointee shall not have any voting rights.
- 9.5.1 The Treasurer shall -
- 9.5.1.1 be the custodian of all the funds and other assets of SANCOLD;
 - 9.5.1.2 receive membership fees and issue the appropriate receipts; and
 - 9.5.1.3 deposit all subscription fees, dues and contributions as contemplated in clause 11.
- 9.6 The day-to-day management of the affairs of SANCOLD shall vest in the Executive Committee who shall also through the Secretary keep members informed of the activities of SANCOLD and of ICOLD.
- 9.7 The Young Persons Forum Committee elected in accordance with the provisions of clause 8.5 shall -
- 9.7.1 provide a service to its members to ensure an active and dynamic SANCOLD Young Persons Forum in accordance with the objectives and mission of the ICOLD Young Engineers' Forum.

- 9.8 The Management Committee may allocate specific duties or portfolios to specific members of the Management Committee and this would include the position of Webmaster.

10. Meetings

10.1 Management Committee

- 10.1.1 Meetings shall be held at least once annually on a date and at a place to be decided by the Executive Committee in consultation with the Management Committee.
- 10.1.2 At least thirty days' prior notice in writing shall be given to every member of the Management Committee by the Secretary who must also afterwards check that every member has been duly notified.
- 10.1.3 Forty per cent of the total representation of the Management Committee shall be a quorum at a meeting.
- 10.1.4 The Chairperson shall preside at all SANCOLD meetings.
- 10.1.4.1 In all instances of the absence of the Chairperson, the vice- Chairperson shall temporarily assume his / her duties.
- 10.1.4.2 In the absence of both the Chairperson and the vice- Chairperson, the meeting shall elect its own Chairperson for that meeting.
- 10.1.5 Voting shall occur by showing of hands unless decided otherwise by the meeting or the Chairperson.

10.2 Executive Committee

- 10.2.2 Executive Committee meetings shall be arranged when required, to discuss and resolve matters in the interest of the sustainable management of SANCOLD.
- 10.2.3 Three members of the Executive Committee shall be a quorum.
- 10.2.4 The Executive Committee shall report comprehensively at Management Committee meetings on matters of importance dealt with since the previous Management Committee meeting.

10.3 Young Persons Forum Committee

10.3.1 Young Persons Forum Committee meetings shall be arranged when required and at least one meeting per year, to discuss and resolve matters in the interest of the Young Persons Forum.

10.3.2 Two members of the Young Persons Forum shall be a quorum.

10.3.3 The Young Persons Forum shall report comprehensively at Management Committee and Executive Committee meetings on matters of importance dealt with since the previous Management Committee or Executive Committee meetings.

10.3.4 The Young Persons Forum Chairperson shall preside at all SANCOLD Young Persons Forum meetings or assemblies.

10.1.4.1 In all instances of the absence of the Young Persons Forum Chairperson, one of the other Management Committee members below the age of thirty five shall temporarily assume his / her duties.

11. Financial

11.1 The Treasurer shall -

11.1.1 be responsible to the Management Committee for the collection and administration of all funds of SANCOLD;

11.1.2 disburse moneys expended on account of SANCOLD as directed by the Chairperson;

11.1.3 keep books and receipts of accounts of all moneys received or expended;

11.1.4 open bank accounts as required, but only in the name of SANCOLD;

11.1.5 report annually and at such other times as the Chairperson may direct;

11.1.6 prepare statements on the status of funds and accounting of SANCOLD;

11.1.7 provide explanations of expenses incurred;

11.1.8 prepare an annual budget for consideration by the Management Committee; and

11.1.9 provide SANCOLD and ICOLD publications as required.

11.2 Composition of Funds

11.2.1 The funds of SANCOLD shall consist of -

11.2.1.1 accumulated funds in banking accounts;

11.2.1.2 annual membership fees;

11.2.1.3 proceeds from the sale of publications and profits generated by events arranged by SANCOLD such as study tours, symposia and similar events; and

11.2.1.4 contributions from any individual or organisation, provided that such contributions are acceptable to SANCOLD.

11.3 The funds of SANCOLD may be used to –

11.3.1 defray administrative expenses such as affiliation to ICOLD, clerical assistance, postage, stationery, office expenses and printing;

11.3.2 provide such remuneration to the Secretary and the Treasurer as the Management Committee may approve from time to time;

11.3.3 provide contributions towards the cost of representation at ICOLD meetings, the amount of which being subject to the approval of the Management Committee;

11.3.4 provide for scholarships or bursaries for tertiary studies related to dams; and

11.3.5 meet other expenditure approved by the Management Committee to further the mission of SANCOLD and the SANCOLD Young Persons Forum.

11.4 Banking

11.4.1 All moneys received shall be paid into, and all disbursement shall be made from, a banking account with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No 97 of 1990) in the name of SANCOLD.

11.4.2 The banking account shall be operated upon by at least two of three persons approved by the Management Committee.

11.5 Audit

11.5.1 Auditors shall be appointed by SANCOLD annually.

11.5.2 The books and accounts of SANCOLD shall be audited for the end of each financial year on 28 February and a report on the audit shall be submitted to the Management Committee before 31 August of the following financial year.

11.5.3 After endorsement, copies of the financial statements shall be made available for inspection to all members of SANCOLD as well as to the Commissioner of the South African Revenue Services.

11.6 General

11.6.1 Membership fees.

11.6.1.1 The Management Committee reserves the sole right to determine the amount of membership fees in respect of each member individually.

11.6.1.2 The basis of the fee structure shall be set according to the benefit that will be derived by a specific member from SANCOLD membership.

11.6.1.3 In the case of owners and operators, the number, hazard potential and inherent risk of the dams owned or operated may be taken into account.

11.6.2 No member may commit SANCOLD to expenditure without the prior approval of the Management Committee.

11.6.3 The Management Committee may delegate certain decisions to a quorum of the Executive Committee.

12. Annual Report

12.1 The Chairperson shall submit an annual report on the activities of SANCOLD for approval by the Management Committee at the end of each year.

12.2 The Young Persons Forum Chairperson shall submit an annual report on the activities of SANCOLD Young Persons Forum for approval by the Management Committee at the end of each year.

- 12.3 A copy of such approved annual reports shall be made available to all members of SANCOLD on request.

13. SANCOLD - a Universitas

- 13.1 SANCOLD is a universitas distinct from its members.
- 13.2 Unless the members of SANCOLD expressly agree thereto in writing, they shall not as members be liable for any debts incurred by or on behalf of SANCOLD.
- 13.3 The liability of members shall be limited to the payment of their membership fees when they are due and payable.

14. Amendments to this Constitution

- 14.1 Proposed amendments to this Constitution shall be submitted in writing to the Secretary and shall carry the signatures of not less than three members of the Management Committee.
- 14.2 The Secretary shall refer such proposed amendments to all members of the Management Committee at least one calendar month before the following meeting of the Management Committee.
- 14.3 At such meeting of the Management Committee, the proposed amendment shall be discussed and voted upon. If carried by at least a two-thirds majority of the total number of Management Committee members, it shall be adopted.
- 14.4 A copy of the amended Constitution shall be made available to all SANCOLD members as well as to the Commissioner of the South African Revenue Services by the Secretary.

15. The Schedules

- 15.1 The Management Committee shall have the powers to enact, amend and repeal Schedules to this Constitution, provided that Schedule 2 is excluded from this provision.
- 15.2 The Schedules must be consistent with the provisions of this Constitution. In the event of a conflict between the Schedules and the Constitution, the Constitution shall prevail.
- 15.3 Proposed enactments, amendments or repeals of Schedules shall be submitted in writing to the Secretary and shall carry the signatures of not less than two

members of the Management Committee. If carried by at least a majority of the total number of Management Committee members, it shall be adopted.

- 15.4 The procedures as described in clauses 14.2 and 14.4 are similarly applicable to the enactment, amendment and repeal of Schedules.

16. Language

- 16.1 The working language of SANCOLD shall be English.

17. Disciplinary

- 17.1 A Disciplinary Committee of the Management Committee shall consist of the Chairperson and three other members co-opted by the Chairperson from the Management Committee, provided that the expert services of anyone outside the Management Committee or SANCOLD may be engaged for any particular case.
- 17.2 The Disciplinary Committee has the powers to suspend or terminate the membership of any member, where that member -
- 17.2.1 brings SANCOLD into serious disrepute;
 - 17.2.2 unreasonably and repeatedly causes serious disruption of SANCOLD meetings;
 - 17.2.3 commits a criminal offence involving financial prejudice to SANCOLD.
- 17.3 Where disciplinary action is contemplated by SANCOLD, the Secretary must inform the member involved in writing -
- 17.3.1 of the alleged facts held against him / her; and
 - 17.3.2 that such member has the opportunity to answer on the allegations against him / her within thirty days after receipt of the Secretary's notice, either in writing or in person or both.
- 17.4 After the expiry of thirty days as mentioned in clause 17.3.2, the matter shall be considered and finally decided upon by the Disciplinary Committee.
- 17.5 The member involved shall be notified in writing of the decision of the disciplinary committee together with reasons by the Secretary as soon as possible.

18. Conflict Resolution

18.1 Where a serious conflict arises between SANCOLD and any of its members which cannot be solved by dialogue between the parties, any of the parties may refer the matter for arbitration.

18.2 Such arbitration shall be conducted in terms of the Arbitration Act, 1965 (Act No 42 of 1965) and through the offices of the Arbitration Foundation of South Africa.

19. Archive

19.1 The Secretary shall handle all records and documents not regularly in use, as directed by the Management Committee.

19.2 The Treasurer shall keep all financial records for a minimum period of five years before they may be disposed of.

20. Transitional Provisions

- 20.1 The provisions of this Constitution replace all provisions of earlier editions of SANCOLD constitutions or of any similar organisation and as such shall remain in force until amended or repealed.
- 20.2 The provisions of this Constitution shall come into force and effect upon completion of the list of signatures of the signatories to this Constitution, a list of which is contained in Schedule 2, comprising at least two-thirds of the present members of SANCOLD.
- 20.3 In Schedule 2 the following must appear in respect of each signatory:
- 20.3.1 signature;
 - 20.3.2 name;
 - 20.3.3 address for service of documents; and
 - 20.3.4 relationship with SASICOLD as well as SANCOLD both as contemplated in their 1969 constitution as amended.
- 20.4 All signatories to this Constitution automatically become SANCOLD members, provided that they also qualify for membership in terms of clause 6.

21. Disestablishment

- 21.1 SANCOLD can only be disestablished by a special meeting of the Management Committee specifically arranged to consider such disestablishment.
- 21.2 SANCOLD may only be disestablished if at least two-thirds of the total membership of the Management Committee supports the proposal in a closed ballot.
- 21.3 If the disestablishment is approved, the remaining assets and liabilities of SANCOLD must be transferred to one or more of the following organisations:
- 21.3.1 a similar public benefit organisation approved by the Commissioner of the South African Revenue Services;

- 21.3.2 an organisation established by law as envisaged in section 10(1)(cA)(i) of the Income Tax Act, 1962 (Act No 58 of 1962) which carries on as an approved public benefit organisation;
- 21.3.3 an appropriate department or administration of the national, provincial or local sphere of the South African Government.

22. Compliance with SARS Requirements for a Public Benefit Organisation

To ensure compliance with tax exemption requirements under the amended Section 30B of the Income Tax Act, the following clauses are included in the Constitution and should be read together with the appropriate sections of the Constitution:

- 22.1 SANCOLD may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- 22.2 SANCOLD may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- 22.3 SANCOLD must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- 22.4 The SANCOLD Management Committee will submit any amendment of the Constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- 22.5 SANCOLD will comply with such reporting requirements as may be determined by the Commissioner from time to time;
- 22.6 SANCOLD is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5); and
- 22.7 Donations made to or by SANCOLD are considered exempt from Donations Tax in terms of Section 56(1)(h) of the Income Tax Act.

SCHEDULE 1

ELECTION PROCEDURES

1. Transitional Provisions

- 1.1 Within sixty days after the list of signatures of the signatories to this Constitution is completed, a special meeting of the signatory members shall be held for the specific purpose of the election of an interim Management Committee.
- 1.2 Forty percent of the total number of signatory members shall constitute a quorum.
- 1.3 The meeting shall immediately after commencement, elect a person from its members to preside at that meeting which person may request one or more members to assist him / her. This person shall have a normal vote as well as a casting vote in case of an equal vote.
- 1.4 All matters at this meeting shall be determined by a majority of the votes of the signatory members present.
- 1.5 The initial term of office of the elected members shall be suitably staggered in order to ensure continuity.
- 1.6 The provisions of items 2.6, 2.8 and 2.9 hereunder, shall equally be applicable to this election process.

2. Continued Provisions

- 2.1 A meeting of SANCOLD members shall be convened every year specifically for reporting back to the membership and for the election of new Management Committee members after the expiry of their terms of office in the event that this electoral procedure has been adopted by the Management Committee for the forthcoming election.
- 2.2 The Secretary shall give at least thirty days written notice of such meeting.

- 2.3 The present Chairperson shall preside at the meeting and shall have a normal vote. In case of an equal vote the Chairperson shall additionally have a casting vote. The Chairperson may be assisted by as many members as he / she requires.
- 2.4 Should the Chairperson be absent, the vice-Chairperson shall preside. In the absence of both, the meeting shall elect its own presiding member for that meeting.
- 2.5 Thirty percent of the total number of voting members shall constitute a quorum. No quorum requirements are required for electronic/postal voting as the full membership may participate.
- 2.6 All voting shall be done by closed ballot or by electronic/postal voting as decided annually by the Management Committee.
- 2.7 All matters shall be decided by a majority of votes.
- 2.8 Nominations for vacant positions are to be received in writing from any of the Groups described in clause 6.3 after which election shall take place. A nomination shall only be valid once accepted in writing by the nominee.
- 2.9 The interim Management Committee shall function as a full Management Committee and expand as the rest of the members are appointed and co-opted as contemplated in clause 7.1, finally to constitute a complete Management Committee. The appointment and co-opting process shall be completed within one year.

Change Record

18 September 2008	New
09 November 2010	
04 November 2013	
25 August 2015	Amended to address requirements of SARS Tax Exemption
14 November 2017	YPF provisions added
19 February 2018	Amended to address requirements of SARS Tax Exemption and financial year for membership
06 November 2018	Amended to address non-payment of membership fees
05 November 2019	Amended to address name changes of HESA and of Africa-Australia Association of ICOLD