



ISOC-ZA constitution



THE CONSTITUTION
of the
SOUTH AFRICAN CHAPTER
of the
INTERNET SOCIETY

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THE CONSTITUTION
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1 PREAMBLE

- 1.1 The persons reflected in the schedule attached hereto marked as annexure A wish to form ISOC-ZA as the South African chapter of ISOC and as a voluntary association not for gain.
- 1.2 Notwithstanding ISOC-ZA's affiliation with ISOC, the existence of ISOC-ZA shall be determined in accordance with South African law and the provisions of this Constitution.

2 NAME OF ASSOCIATION

- 2.1 The name of the association is the South African Chapter of the Internet Society and the recognised abbreviation thereof shall be ISOC-ZA.

3 DEFINITIONS

- 3.1 In the interpretation of this Constitution and unless the subject or context otherwise requires the following words and expressions shall have the following meanings -
 - 3.1.1 "**Authorised Representative**" means a person authorised, in the manner prescribed by the South African Companies Act of 1973 (as amended), to act as the representative of a company or other body corporate at a general meeting of ISOC-ZA;
 - 3.1.2 "**Executive Committee**" means the executive committee elected by the members in terms of clause 8;
 - 3.1.3 "**ISOC**" means the Internet Society, a corporation incorporated as a non-profit corporation (without capital stock) in terms of the District of Columbia Non-Profit Corporation Act of the United States of America, being an international organisation for global co-operation in and co-ordination of the Internet and its internetworking technologies and applications;

- 3.1.4 "**ISOC-ZA**" means the South African chapter of ISOC as created by this Constitution;
- 3.1.5 "**Member**" means any member of ISOC-ZA, initially being the persons referred to in annexure A and thereafter including any person whose membership has been approved by ISOC-ZA;
- 3.1.6 "**Ordinary Resolution**" means a resolution approved by a simple majority of members present at a general meeting of members at which a quorum is present and of which notice has been given in accordance with clause 13.4;
- 3.1.7 "**RSA**" means the Republic of South Africa;
- 3.1.8 "**Special Resolution**" means a resolution approved by not less than 75% of the members present at a general meeting of members of which not less than twenty-one days' advance notice has been given and at which a quorum is present.

4 PURPOSE

- 4.1 The purpose of ISOC-ZA shall be to serve the interests of the South African segment of the global Internet community.
- 4.2 In fulfilling the purpose referred to in the above clause, ISOC-ZA shall serve all persons and entities who are in the RSA or who are interested or involved in the South African Internet community. ISOC-ZA shall be broadly inclusive on a regional, linguistic and racial basis and the community whose interests it shall serve shall be construed as widely as possible.
- 4.3 ISOC-ZA shall be constituted as a chapter of ISOC. This Constitution neither supersedes nor abrogates any of the by-laws of ISOC insofar as they regulate the affairs of regional chapter. Similarly the by-laws of ISOC regulating regional chapter affairs, as may be amended from time to time, shall neither supersede nor abrogate any of the provisions of this Constitution, unless agreed to and adopted by the members as provided for herein.
- 4.4 Without derogating from the generality of the purpose referred to in this clause, the objectives of ISOC-ZA shall be to:
 - 4.4.1 Promote co-operation and dialogue between itself as a representative of the South African Internet community, Internet Service Providers, regulatory authorities and other interested parties;

- 4.4.2 Act as a spokesperson for and representative of the South African Internet community on all matters;
- 4.4.3 Regulate participation in and/or sponsorship of congresses, seminars and workshops;
- 4.4.4 Do all such things as are incidental or conducive to the interests of the members and the South African Internet community or to the attainment of the purposes set out in this Constitution.

5 LEGAL PERSONA

- 5.1 ISOC-ZA shall be constituted as an association not for gain and shall be independent of any individual member and shall be capable of contracting in its own name, owning and holding property (movable, immovable, corporeal or incorporeal) in its own name, and of suing or being sued in its own name.
- 5.2 No member of ISOC-ZA shall be liable in any way for any loss or damage that may be suffered by ISOC-ZA through any act or omission of that member or of any other member or by ISOC-ZA or by any of its employees or agents in the execution of any duty, unless such loss or damage is the result of that member's negligence or fraud.
- 5.3 No member shall have the right to or interest in any of the property or funds of ISOC-ZA.
- 5.4 ISOC-ZA shall apply its surplus income in promoting its objectives and shall not, at any time, make any distribution or pay any dividend or surplus to any of its members.

6 REGISTERED ADDRESS

- 6.1 The registered address of ISOC-ZA shall be as determined by the executive committee from time to time, initially being as indicated in Annexure A and the electronic mail address of ISOC-ZA shall be info@isoc.org.za. Additional electronic addresses may be utilised by ISOC-ZA from time to time for various purposes, provided that unless notified to the contrary, the aforementioned electronic mail address shall be the only electronic mail address competent for the giving of notice to ISOC-ZA in terms of this Constitution.

7 MEMBERSHIP

- 7.1 The members of ISOC-ZA shall be the persons reflected as such in the membership mailing list of the www.isoc.org.za mailing list server from time to time.
- 7.2 Members of ISOC-ZA shall also be members of ISOC, provided that membership of ISOC or ISOC-ZA shall not be necessary for participation in the activities of ISOC or ISOC-ZA, however, no person or entity other than a member shall be entitled to vote at any meeting of ISOC-ZA, other than by reason of a proxy.
- 7.3 If a person wishes to become a member of ISOC-ZA he must:
 - 7.3.1 Apply for membership of ISOC-ZA in the form prescribed by ISOC-ZA from time to time, which form shall include an undertaking by the applicant to be bound by the provisions of this Constitution and the rules of ISOC-ZA;
 - 7.3.2 Pay to ISOC-ZA the relevant membership fee (if any) as prescribed by the executive committee for the time being;
 - 7.3.3 Support the objects of ISOC-ZA; and
 - 7.3.4 Comply with any further admission criteria laid down by the executive committee from time to time, which criteria shall not be discriminatory other than for just cause, then such person shall be admitted as a member of ISOC-ZA.
- 7.4 Each member shall be bound by the provisions of this Constitution and shall have all the rights given to it by this Constitution and perform all of its obligations arising out of this Constitution.
- 7.5 Any member may terminate its membership of ISOC-ZA by giving ISOC-ZA notice of its intention to do so; provided that the termination of membership shall not affect the liability of any member for full membership fees for the year in which such termination of membership occurs, or for any other amount due to ISOC-ZA and arising out of its activities for any period prior to the date on which its membership terminates.
- 7.6 The executive committee shall have the right to suspend or terminate the membership of any member which has -
 - 7.6.1 Not complied with the provisions of this Constitution; or

- 7.6.2 Failed to pay its membership fees or any other amount due to ISOC-ZA within three months of the due date or within such further period as may be determined by the executive committee at its discretion; or
 - 7.6.3 breached any of the rules provided that the member concerned shall be given notice of the meeting of the executive committee at which its membership will be considered and allowed an opportunity of giving, orally or in writing, any explanation and defence the member thinks fit; provided further that a member whose membership has been suspended or terminated in terms hereof may, on notice propose a special resolution at the next general meeting of ISOC-ZA overturning the decision of the executive committee to suspend or terminate its membership.
 - 7.6.4 Any decision to suspend or terminate the membership of a member is made and such member disputes the correctness of that decision, it shall, within thirty days of the decision being challenged, be referred for determination in accordance with the dispute resolution process referred to hereunder.
- 7.7 A member shall cease to be a member immediately:
- 7.7.1 In the case of a natural person:
 - 7.7.1.1 On such member's death;
 - 7.7.1.2 If such member becomes a lunatic or of unsound mind; or
 - 7.7.1.3 If such member indicates that he wishes to terminate his membership.
- 7.8 Unless this Constitution specifically requires that a special resolution be passed in order to exercise the powers of the members in general meeting, all of the powers of the members in general meeting may be exercised by ordinary resolution.

8 OFFICERS

- 8.1 ISOC-ZA shall have four Officers (hereinafter referred to as "**Officers**"), being the chairperson, vice-chairperson, secretary and treasurer. No person may hold more than one office simultaneously.
- 8.2 The officers of ISOC-ZA shall be elected at the annual general meeting of ISOC-ZA and serve until the next annual general meeting of the following year.

- 8.3 No individual shall serve for more than five consecutive years in any specific office.
- 8.4 Should there be a vacancy in the officers of ISOC-ZA for any reason, such vacancy shall be filled by the executive committee co-opting a member or the authorised representative of a member (who need not be a member of the executive committee) to fill such vacancy; provided that such co-opted officer shall be subject to confirmation at the first general meeting of ISOC-ZA that is held after such co-option has taken place. Should the co-option of such officer not be confirmed at such general meeting, such general meeting shall elect a new officer to fill the vacancy.
- 8.5 The election of the officers shall take place at the annual general meeting at which the election of the executive committee takes place and the same provisions relating to the voting procedure and the election of the executive committee shall apply to the election of the officers, and in particular such voting procedure shall make provision for voting by electronic means.
- 8.6 The chairperson shall be the principle officer of ISOC-ZA and shall be responsible for leading ISOC-ZA and managing its activities in accordance with the policies and procedures of ISOC-ZA and this Constitution. The chairperson shall preside at all meetings of ISOC-ZA and of the executive committee, subject to availability.
- 8.7 The vice-chairperson shall preside at meetings of ISOC-ZA and the executive committee in the absence of the chairperson and shall generally assist the chairperson in the execution of the duties of such office.
- 8.8 The secretary shall keep the minutes of all general meetings, executive committee meetings and any other meetings of ISOC-ZA. In addition the secretary shall:
 - 8.8.1 In conjunction with the executive committee, prepare an annual report for presentation to ISOC-ZA at the annual general meeting;
 - 8.8.2 Prepare the ISOC-ZA activity report for submission to ISOC;
 - 8.8.3 Notify ISOC of any changes to the officers of ISOC-ZA; and
 - 8.8.4 Liaise with the ISOC Vice-President of Chapters with regard to any amendment to this Constitution in accordance with clause 27 hereof.
- 8.9 The treasurer shall collect membership fees and all other amounts from creditors of ISOC-ZA, pay the debts of ISOC-ZA, maintain the financial records of ISOC-ZA and generally be responsible for the financial control and management of ISOC-ZA. In addition the treasurer shall:

- 8.9.1 Prepare the interim ISOC-ZA annual financial report for presentation to the annual general meeting; and
- 8.9.2 Prepare and submit the annual financial report to ISOC.

9 EXECUTIVE COMMITTEE

- 9.1 The executive committee shall act as an extension and representation of the general meeting and shall implement the broad policy directives passed by the members in general meeting.
- 9.2 The executive committee shall consist of at least five members who shall be composed of:
 - 9.2.1 The Officers;
 - 9.2.2 The immediately preceding chairperson, provided that if the immediately preceding chairperson has ceased to be a member, then any past executive committee member may fill such position;
- 9.3 The chairperson shall have a casting vote at any meeting of the executive committee, the officers or any general meeting.
- 9.4 No member of the executive committee shall be entitled to any remuneration in respect of any service/s rendered by that member in his or her capacity as a member of the executive committee.

10 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 10.1 Apart from the powers and duties mentioned in any other provision, the executive committee shall also have the following additional powers and duties:
 - 10.1.1 To convene general meetings;
 - 10.1.2 To do whatever is necessary to manage ISOC-ZA and to promote the purpose and objectives of ISOC-ZA;
 - 10.1.3 To keep a register of the members of the executive committee and to record an address for each executive committee member;
 - 10.1.4 To submit in conjunction with the secretary, annually, a report to the annual general meeting of ISOC-ZA dealing with the activities of ISOC-ZA

during the preceding financial year and cause a copy of the report to be made available;

- 10.1.5 To appoint representatives to meet with any person, organisation, corporation and any other entity;
- 10.1.6 To manage the day to day affairs of ISOC-ZA in the best interests of its members;
- 10.1.7 To carry out and adhere to all resolutions passed by the members in general meeting;
- 10.1.8 To determine the manner in which applications for membership of ISOC-ZA by new members shall be submitted to it;
- 10.1.9 To consider applications for new membership of ISOC-ZA;
- 10.1.10 to recommend the annual membership fees to be paid by members from time to time including the membership fees in respect of different classes of membership;
- 10.1.11 to make recommendations regarding the appointment of an auditor or auditors;
- 10.1.12 To invest all monies of ISOC-ZA which are not required to meet current charges upon ISOC-ZA;
- 10.1.13 To defend, institute, abandon or compromise any action or proceedings in any court of law or other tribunal, by or against ISOC-ZA, which concerns the affairs of ISOC-ZA, but only after obtaining the prior approval (or subsequent ratification if the exigency of such legal proceedings precludes obtaining prior approval) of the members in general meeting to do so;
- 10.1.14 To obtain legal opinions in respect of any of the matters relating to the affairs of ISOC-ZA;
- 10.1.15 To make rules and regulations relating to its own activities.
- 10.1.16 The members of the executive committee may be paid any travelling, subsistence and other expenses properly incurred by them in the execution of their duty in or about the business of ISOC-ZA and which expenses are authorised or ratified by the executive committee.

11 WORKING GROUPS

11.1 The executive committee shall be entitled to constitute such number of working groups as may be required from time to time. Any member may request the executive committee to constitute a working group, which request shall specify the purpose for which such temporary committee will be formed and the members who will constitute such working group. The consent of the executive committee to the formation of such working group shall be required, which consent shall not be unreasonably withheld and the proposal for the establishment of a working group shall be ratified, unless reasonable grounds exist for the executive committee to withhold such ratification.

11.1.1 Each working group shall be entitled, unless inconsistent with the provisions of this Constitution, to make rules and regulations relating to the conduct of its own activities including, if necessary, the appointment of a chairperson.

12 PROCEEDINGS OF COMMITTEES

12.1 The members of the executive committee and working groups (for the purposes of this clause collectively referred to as "**Committees**") may:

12.1.1 meet, adjourn and otherwise regulate their meetings as they think fit and any member of the committee shall be entitled to convene a meeting of such committee;

12.1.2 Determine what notice shall be given of their meetings and the means of giving that notice, provided that any such prior determination may be varied, depending on the circumstances and reasons for the committee meeting in question.

12.1.3 Unless otherwise determined by ISOC-ZA in general meeting, or by a meeting of the members of such committee at which all the members of such committee are present, the quorum necessary for the transaction of the business of such committee shall be a majority of the members of such committee for the time being in office. A resolution of members of such committee shall be passed by a majority of the votes of the members of such committee present at the meeting at which it is proposed.

12.1.4 A resolution which has been signed by the majority of members of a committee and inserted in the minute book of such committee, shall be as valid and effective as if it had been passed at a meeting of such committee. Any such resolution may consist of several documents, each of which may be signed by one or more members of the committee and such resolution shall be deemed to have been passed on the date on which it was signed by the last member of the committee who signed it (unless a statement to the contrary is made in that resolution). Signature

of a resolution may include signature by electronic means (specifically including signature by electronic mail) subject to such verification procedures as the members of the committee in question may deem appropriate in the circumstances.

13 GENERAL MEETINGS

- 13.1 All members shall be entitled to attend and speak at general meetings of ISOC-ZA and general meetings shall be held at any venue which is open and accessible to all members of the society. Provided that the provisions of this clause shall not be contravened by the holding of a general meeting in any one geographical location in the RSA; provided further that ISOC-ZA shall use all reasonable endeavours to assist members who are situate or resident in any geographical location in the RSA other than that at which the general meeting will be held, to attend or participate in such general meeting, by way of electronic or other means including, in particular, video conferencing and/or audio streaming.
- 13.2 An annual general meeting shall be held once in each year, if possible prior to the end of the financial year on 30 June, at such time and place as may be determined by the executive committee.
- 13.3 Further general meetings may be held from time to time and as the executive committee deems necessary, at such times and places as may be determined by the executive committee.
- 13.4 Notice of every general meeting, including the annual general meeting, shall be given to all members in terms of clause 24 and shall state the place, day and hour of, and the nature of the business to be transacted at the general meeting. The chairperson shall cause such notice to be given to each member not less than seven calendar days in advance of that general meeting.
- 13.5 The general meeting shall be the highest managing authority of ISOC-ZA and shall be responsible for the control and monitoring of the business of ISOC-ZA.
- 13.6 All members shall be entitled to appoint a proxy to attend, speak and vote (whether on a show of hands or on a poll) in their stead at any general meeting in accordance with this Constitution.

14 PROCEEDINGS AT GENERAL MEETINGS

- 14.1 The quorum at a general meeting shall be twenty people whether present in person or electronically and whether represented personally or by proxy;

- 14.2 Should a quorum not be present within thirty minutes after the appointed time for a general meeting, the general meeting shall be dissolved and shall stand adjourned to the same day (or if that day is a public holiday, the next business day) in the next week at the same time and place, and a quorum at the resumption of the general meeting shall be the members present in person or by proxy at that meeting.
- 14.3 No official business of ISOC-ZA shall be conducted at a general meeting unless a quorum is present.
- 14.4 The chairperson or, failing him or her, the vice-chairperson shall be the chair of each general meeting, provided that if the chairperson and vice-chairperson is not present and/or willing to act, the members present shall elect one of the members of the executive committee or, if no member of the executive committee is present and/or willing to act, elect a member to be the chair of that general meeting.
- 14.5 The chair of a general meeting may, in his or her discretion or in any other circumstance, adjourn that general meeting from time to time.
- 14.6 It shall not be necessary to give notice of any adjournment of a general meeting and no business shall be transacted at the resumption of any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- 14.7 The general meeting is empowered to deal with, inter alia, the following:
- 14.7.1 The making of broad policy directives to be implemented by the executive committee;
- 14.7.2 The acceptance of the report of the secretary, committee, the annual financial report and the appointment of auditors on the recommendation of the executive committee;
- 14.7.3 Consideration of any recommendations made by the executive committee;
- 14.7.4 The amendment of this Constitution;
- 14.7.5 The fees payable (if any) by members from time to time; and
- 14.7.6 Any other matter that can properly be raised at a general meeting of ISOC-ZA.
- 14.8 At any general meeting, including the annual general meeting at which the election of the officers each member who is present in person by authorised

representative or by proxy shall have one vote on a show of hands or on a poll. In addition, electronic voting by members participating in such general meeting (by means of video conferencing/audio streaming or otherwise) shall be permitted both on a show of hands and on a poll.

14.9 At any general meeting a resolution put to the vote shall be decided by a show of hands unless a poll is demanded.

14.10 On a show of hands at a general meeting a declaration in good faith by the chair of such meeting as to the result of the voting on any particular resolution and an entry to that effect in the minutes shall be conclusive proof of that result, without proof of the number or proportions of votes recorded in favour of, against and as abstaining from such resolution.

14.11 If a poll is demanded at a general meeting:

14.11.1 On a resolution regarding the election of the chair of such general meeting, the poll shall be taken immediately and in such manner as the general meeting determines, and a poll on any other resolution shall be taken at such time and in such manner as the chair of the general meeting directs;

14.11.2 The result of the poll shall be deemed to be a resolution of the general meeting at which the poll was demanded;

14.11.3 The demand shall not preclude the general meeting from considering any question other than that on which the poll has been demanded unless the general meeting decides otherwise;

14.11.4 The demand may be withdrawn at any time.

14.12 No objection shall be taken to the admission or rejection of any vote except at the general meeting at which the vote in dispute is cast, or, if it is adjourned, the resumption thereof. The chair of that general meeting or resumed general meeting shall determine any issue raised by such objection and his or her determination shall be final and binding.

15 PROXIES

15.1 A proxy form, power of attorney or other authority in respect of a general meeting shall be in writing and signed by or on behalf of the grantor and may be in the form of an email.

15.2 A proxy form shall:

- 15.2.1 Be in such form as is approved or accepted by the executive committee, it being specifically recorded that the members shall be entitled to vote on any ballot by electronic mail. Unless such electronic mail message indicates otherwise, such electronic mail message shall constitute the chair of the general meeting as such member's proxy to vote on any resolution or in the election of any officer or the chairperson of any standing committee in accordance with the instruction of the member contained in such electronic mail message;
- 15.2.2 Be deposited at the registered address of ISOC-ZA or transmitted by electronic means to the electronic mail address of ISOC-ZA, to be received by ISOC-ZA not less than one hour before the time appointed for the holding of the general meeting, or resumption of an adjourned general meeting at which the person named therein proposes to vote; provided that the executive committee shall use all reasonable endeavours to provide electronic facilities for participation in and voting at general meetings simultaneously with the occurrence of such general meeting;
- 15.2.3 Except insofar as it provides otherwise, be deemed to confer the power generally to act at the general meeting in question, subject to any specific direction as to the manner of voting;
- 15.2.4 Be valid at every resumption of an adjourned meeting to which it relates, unless the contrary is stated thereon;
- 15.2.5 Not be used at the resumption of an adjourned general meeting if it could not have been used at the general meeting from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place;
- 15.2.6 Not be valid after the expiry of two months after the date when it was signed and/or transmitted, whichever is the later, unless it specifically provides otherwise.
- 15.2.7 A vote cast or act done in accordance with the terms of a proxy form shall be deemed to be valid notwithstanding:
- 15.2.7.1 The previous death, insanity, or any other legal disability of the person appointing the proxy; or
- 15.2.7.2 The revocation of the proxy, unless notice as to any of the abovementioned matters shall have been received by ISOC-ZA at its registered address or by the chair of the meeting at the place of the general meeting if not held at the registered address, before the commencement or resumption (if adjourned) of the general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.

16 POWERS

16.1 ISOC-ZA shall have all the powers necessary to enable it to achieve its objectives.

16.2 ISOC-ZA shall, without limitation of this clause, have the following particular powers:

16.2.1 To negotiate on behalf of the members in respect of any broad policy directive laid down by the members;

16.2.2 To levy membership fees or other charges on its members;

16.2.3 To hire, purchase, possess or otherwise acquire movable or immovable property, to erect and maintain buildings thereon and to let, pledge, encumber or dispose of such property for the benefit and purposes of ISOC-ZA;

16.2.4 To enter into agreements with the state, any person or entity for the performance of any specific act or function or the rendering of a specific service;

16.2.5 To insure itself against any loss, damage, risk or liability which it may suffer or incur;

16.2.6 To lend, invest, put out on interest, deposit, advance or otherwise deal with such money which is not immediately required to cover the current expenditure of ISOC-ZA upon such security and in such manner as the executive committee may from time to time determine, and to realise such investment, vary, re-invest or otherwise deal therewith as the executive committee may from time to time determine; provided that any funds available for investment may only be invested with a registered financial institution as defined in section 1 of the Financial Institutions (Investments of Funds) Act 39 of 1984, as amended (or any statutory substitution of this Act) or in securities listed on any licenced stock exchange as defined in the Stock Exchanges Control Act 1 of 1985, as amended (or any statutory substitution of this Act);

16.2.7 To appoint employees to assist in the performance of its functions and to dismiss any of them;

16.2.8 To provide for remuneration, retirement, disability or other benefits for employees of ISOC-ZA;

16.2.9 To open, operate or close bank accounts in the name of ISOC-ZA;

16.2.10 To do all such other things as are incidental or conducive to the interests of ISOC-ZA and its members or to the attainment of all or any of the above objectives.

16.3 Notwithstanding anything to the contrary contained in this Constitution, ISOC-ZA shall neither carry on any profit making activities nor participate in any business, profession or occupation, carried on by any of its members, nor provide any financial assistance to its members for the purpose of carrying on any business, profession or occupation by them.

17 CERTIFICATES

17.1 Certificates of membership may be issued under the authority of the executive committee in such manner and form as the executive committee may determine from time to time.

18 DISTRIBUTION OF INCOME

18.1 No part of the income or property of ISOC-ZA shall be distributed to its members, and the same shall be applied solely towards the pursuit of ISOC-ZA's purposes and objects, provided that this article shall not be construed as prohibiting the payment of expenses to members of the executive committee or the payment of remuneration to employees.

18.2 Disbursements by ISOC-ZA shall be made by the treasurer on its behalf provided that the prior approval of the executive committee shall be required in respect of disbursements in excess of R5000.00 or such amount as may be determined by the executive committee from time to time and such approval shall be recorded in the minutes of the executive committee meeting at which it was given.

19 WINDING UP

19.1 If ISOC-ZA is wound up (whether voluntarily or compulsorily) or dissolved, the assets remaining after payment of the liabilities of ISOC-ZA and the costs of winding up shall be given or transferred to one or more associations, companies or institutions having objects similar to the main object of ISOC-ZA, to be determined by the members of ISOC-ZA at or before the time of its winding up or dissolution in consultation with the Vice-President of Chapters of ISOC, or failing such determination by such court as may have jurisdiction in respect thereof.

20 FINANCIAL YEAR

20.1 The financial year of ISOC-ZA shall run from 1 July to 30 June of each year.

21 AUDITORS

21.1 The ISOC-ZA shall not appoint auditors unless required to do so by law, in which event:

21.1.1 The auditors shall be appointed by ISOC-ZA in general meeting; and

21.1.2 The remuneration of the auditors shall be determined by such general meeting.

22 INTERPRETATION OF CONSTITUTION

22.1 In the event of any dispute arising out of any provisions of this Constitution, such dispute shall be referred in writing for determination in accordance with the provisions of clause 29, which shall apply, mutatis mutandis, in respect of any dispute arising as to the interpretation or intention of any provisions of this Constitution.

23 INDEMNITY

23.1 Every member of the executive committee shall be indemnified out of ISOC-ZA's funds against all liability incurred by him in defending any proceedings (whether civil or criminal) arising out of any actual or alleged negligence, default, breach of duty or breach of trust on his part in relation to ISOC-ZA in which judgment is given in his favour or in which he is acquitted or in connection with any matter in which relief is granted to him by the Court.

24 NOTICES

24.1 Subject to the provisions of this Constitution, a notice shall be in writing and shall be given or served by ISOC-ZA upon its members or the members of the executive committee either by delivery or by sending it properly addressed, to a member at the address, facsimile number or electronic mail address (if any), shown in the register of members;

24.2 A member may by notice require ISOC-ZA to record a physical address or facsimile address within the RSA or an electronic mail address, which shall be deemed to be his address for the purpose of the service of notices.

24.3 Every such notice shall be deemed, until the contrary is proved, to have been received:

24.3.1 If it is delivered, on the date on which it is so delivered;

24.3.2 If it is sent by post, ten business days after the date on which it posted;

24.3.3 If it is sent by electronic mail or telefacsimile, on the date of successful transmission.

24.4 The omission to give notice of a general meeting or a meeting of the executive committee, or the non-receipt of, or delay in transmission through the post of any such notice by or to any member or member of the executive committee, as the case may be, shall not invalidate any resolution passed at any such meeting.

25 RULES

25.1 The members may, by ordinary resolution, adopt and amend such rules as they may deem appropriate for the purposes of regulating the conduct of the members. All members agree to be bound by the provisions of such rules. Such rules may include provisions for the payment of fines to ISOC-ZA by members if they breach such rules, the amount of such fines to be stipulated in such rules. The payment of or liability to pay a fine by a member as a result of a breach of such rules by that member shall not preclude the termination of that members membership as a result of such breach.

26 BANK ACCOUNT

26.1 The members of the executive committee shall be entitled to open and operate a bank account in the name of ISOC-ZA. Any expenses to be paid by ISOC-ZA must first be authorised by a majority of the executive committee.

27 AMENDMENT OF CONSTITUTION

27.1 This Constitution shall only be amended by the members in general meeting; provided that:

27.1.1 Notice in writing of such amendment shall have been given to the executive committee not less than twelve days before the general meeting

at which the amendment is to be considered. The executive committee shall notify each member in writing of any such proposed amendment not less than two days before that general meeting;

27.1.2 The quorum at a general meeting constituted to consider any such proposed amendment shall be twenty people whether present in person or electronically and whether represented personally or by proxy;

27.1.3 The amendment, subject to such modifications as may be required at such general meeting, is approved of by an ordinary resolution.

27.2 If no quorum is present at such general meeting, that meeting shall stand adjourned by not less than one week and the members attending the adjourned meeting shall constitute a quorum of such adjourned meeting.

28 DISSOLUTION OF ISOC-ZA

28.1 ISOC-ZA may be dissolved by the passing of a special resolution to that effect by a general meeting convened for the purpose of considering such dissolution.

28.2 At least two days notice shall be given of the aforesaid meeting and the notice shall clearly state that the question of dissolution of ISOC-ZA and the disposal of its assets will be considered.

28.2.1 The quorum at a general meeting constituted to consider any such proposed dissolution shall be twenty people whether present in person or electronically and whether represented personally or by proxy;

28.3 If no quorum is present at such general meeting, that meeting shall stand adjourned by not less than one week and the members attending the adjourned meeting shall constitute a quorum of such adjourned meeting.

29 DISPUTES

29.1 If any dispute of whatever nature pursuant to this Constitution, the activities of ISOC-ZA or the dissolution of ISOC-ZA arises, any member shall be entitled to require, by written notice to the others of them, that the dispute be referred for determination to an expert pursuant to this clause.

29.2 The expert shall be, if the question in issue is:

29.2.1 Primarily an accounting matter, an independent practising accountant;

- 29.2.2 Primarily a legal matter, a practising advocate or attorney;
- 29.2.3 Any other matter, an independent person, agreed upon by the members or, failing such agreement within three days after the date on which the determination is called for, appointed by the Chairman of the Law Society of South Africa who may be instructed by any member to make that nomination at any time after the expiry of that three day period.
- 29.3 The expert selected as aforesaid shall in all respects act as an expert and not as an arbitrator.
- 29.4 The expert shall not be bound to follow principles of law but may decide the matter/s submitted to him according to what he considers just and equitable in the circumstances.
- 29.5 Any hearing by the expert shall be held at such place as may be agreed upon by the parties thereto, and failing such agreement, in Cape Town.
- 29.6 Immediately after the expert has been appointed, he may be called upon by any member to fix a date and place when and where the proceedings shall be held and to settle the procedure and manner in which the proceedings will be held.
- 29.7 The members shall use their best endeavours to procure that the decision of the expert shall be given within twenty-one days or so soon thereafter as possible after it has been called for.
- 29.8 The expert's decision shall be final and binding on all members affected thereby, shall be carried into effect and may be made an order of any competent court at the instance of any of the members.
- 29.9 Upon giving his award, the expert shall deliver to the parties to the dispute a written statement setting out:
- 29.9.1 The findings of fact determined by him and forming the basis of his award; and
- 29.9.2 full reasons justifying his award.
- 29.10 This clause constitutes an irrevocable consent by the members to any proceedings in terms hereof and no member shall be entitled to withdraw there from or to claim at any such proceedings that it is not bound by this clause.

29.11 This clause is severable from the rest of this agreement and shall remain in effect even if this Constitution is varied for any reason or ISOC-ZA is dissolved in accordance with this Constitution.

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