

**Constitution for GISSA
Version 1.0 Adopted 8th April 2016**

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Constitution of the Geo-Information Society of South Africa (GISSA)

1 Definitions.

Unless specifically stated, the contents of this document apply to 'National' in the Society's National context, and to 'Regional' in the Society's Regional context.

The following words have specific meaning in this document:

'AGM' – Annual General Meeting.

'Branch' – as defined in the Geomatics Profession Act.

'By-Laws' – Rules created by Committees, with the aim of effective management of the Region.

'Companies Act' refers to Act 71 of 2008, with all current and future amendments thereto.

'Council' – National Council, the structure defined in this document.

'CPD' – Continuing Professional Development as defined by the Geomatics Profession Act or other professional Bodies as relevant to the context of usage in this document.

'Full Meeting' - of National Council or Regional Committee, where at least 66% of the office bearers are available to debate and vote on a matter, and the results of such vote, along with the names of the participating Office Bearers, is recorded by the Secretary.

'Geo-information' – as defined in the Geomatics Profession Act.

'Geomatics' – The field or discipline that works with Geo-information.

'Geomatics Profession Act' refers to *Act 19 of 2013: Geomatics Profession Act, 2013* - with all current and future amendments thereto.

'Geomatics Council' refers to the Council as established by the Geomatics Profession Act.

'Member' – unless directly otherwise stated, any individual person recognised by National Council as a member of the Society, with Membership Status as 'Member'.

'MOI' - Companies Act: Memorandum of Incorporation.

'Nominated Account' – the bank account into which any payments must be made. This account must be a Society bank account and the location of this account can only be decided by Full Meeting of the relevant Council or Committee, and communicated by the Secretary of the same.

'Office Bearer' – a person who serves on Council or a Regional Committee.

'Quorum' – The minimum number of votes that need to be cast, as per situations outlined in this document.

'Region' refers to a regularly active group of Members in any geographical region of South Africa, that is recognised by National Council as a Regional Body of The Society.

'Registered Member' – A Member that is also registered according to the Geomatics Profession Act.

'Registered Person' – A person who is registered with a professional body other than that according to the Geomatics Profession Act, and is possibly a Member.

'Rules' – Created by Council for the effective management of the Society.

'Salient Events' – Events at any meeting of the Society that add meaningful purpose to that meeting.

'Society' refers to the society being defined by this Constitution.

'Term' - ends at the close of the upcoming AGM, and begins again immediately thereafter.

'Voluntary Association' - as contemplated in the Geomatics Profession Act, and recognised by the Geomatics Council..

'Votes Cast' – The sum of all votes, including proxy and active or passive abstention votes, accountably participating in discussions, and voting on the matter.

'Voting Member' – All Members with Membership Status of 'Member', that are not excluded from voting by their Membership Type.

2 Name and Legal Personality.

2.1. The Society shall be called GISSA, the long name being 'The Geo-Information Society of South Africa'.

2.2. The Society shall be registered as a non-profit company according to the Companies Act, such that:

2.2.1 There is no contractual or legally binding relationship between the Society and its Members, beyond that of Member commitment to pay fees as and when requested by the Society.

2.2.2 The Society shall not be liable for any debts incurred by any Regional Body.

3 Aims and Objectives.

- 3.1. To at all times operate in a manner that is consistent with being recognised as a “Voluntary Association”, as contemplated in the Geomatics Profession Act.
- 3.2. To carry out its business in a dignified and professional manner that shows respect to all, and which is free of practices, prejudices or preferences, regarding any matter such as, but not limited to, citizenship, religion, creed, political stance, ethnic origin, race, colour, language, age, or sex.
- 3.3. To promote, protect and advance the interests of the collective Members, as pertaining to the Geomatics industry, whether these members be professionally registered or not, and whether they be active in the Geomatics industry, or simply affected by it.
- 3.4. To administer and promote a development fund for studies or research in the field of Geomatics.
- 3.5. To develop a Code of Ethics, and administer the application thereof.
- 3.6. To provide a forum for all those affected by the Geomatics industry to receive information, network and have meaningful opportunity to bring about best practices in the Geomatics industry.
- 3.7. To keep a watchful and influential eye on the current and future state of the Geomatics industry by at least observing the entry and exit profiles of persons working in the Geomatics industry.
- 3.8. To strive to be maximally representative of persons involved or affected by the Geomatics industry.
- 3.9. To provide a directory of Registered Members of the Society.
- 3.10. To organise regular meetings and conferences in order to promote and carry out the Aims and Objectives of the Society.

4 Structure.

4.1. The structure of the Society shall comprise of:

4.1.1 Directors

As required by the Companies Act.

4.1.2 National Council

Responsible for coordination of National activities, the carrying out of strategic matters, and guidance to Regions for fulfilling the Society's Aims and Objectives.

4.1.3 Regional Committees

Responsible for the carrying out of National goals and activities at the Regional level, and also for carrying out local and Regional activities as decided by the Region.

4.1.4 Regional Bodies

All members are deemed members of the Society, however, without prejudice to any membership rights, Members must indicate the Regional Body they wish to be active in.

4.2. The structures of the Society shall be dissolved by:

4.2.1 National Council

- 4.2.1.1 The dissolution of this structure effectively closes the Society as a whole.
- 4.2.1.2 Voluntary dissolution must be done by way of amending the Constitution of The Society to reflect the dissolution first of the Regional Bodies, and then of the Society itself.
- 4.2.1.3 A Full Meeting of the National Council may appoint an Auditor to oversee the transfer of assets of the Society, as long as the fee is market related, and does not exceed 10% of the assets of the Society.
- 4.2.1.4 Any assets remaining after closure must first be transferred to a non-profit body of similar Aims and Objectives to The Society.
- 4.2.1.5 Failing the existence of such body, assets must be liquidated and transferred to any bursary fund for tertiary level Geomatics students.

4.2.2 Regional Committees

- 4.2.2.1 The dissolution of this structure effectively closes the Regional Body.
- 4.2.2.2 Any assets of such closed Regional Body will automatically revert to the care of National Council.
- 4.2.2.3 Automatic closure of a Region must take place if no Members of that Region are eligible and prepared to hold the Office of at least Chair, Vice Chair and Secretary.
- 4.2.2.4 Dissolution of a Region may be voluntarily done by a vote at a Special General Meeting of the Region, or automatically done when membership numbers fall below required minimums.

4.2.3 Regional Bodies

- 4.2.3.1 The National Council of the Society must recognise as a Regional Body, any group of Members who choose to carry out their activities in a specific geographical region that is more than 200Km from an existing Regional Body, and that such group of Members exceeds 5% of the total number of Members in the Society.
- 4.2.3.2 The Region must also have Members that are willing and eligible to form a Regional Committee.
- 4.2.3.3 Any Regional Body that has less than 2.5% of the total number of Society Members for the year preceding any National AGM of the Society, is automatically dissolved unless it is resolved at that National AGM that National Council will, until the following National AGM, assist that Regional Body to build its membership count.
- 4.2.3.4 A majority vote at a Full Meeting of the National Council will have sole discretion as to how such assistance may be given.

5 Composition of Office

5.1. Directors.

- 5.1.1 The Council shall record as Directors, the minimum number of persons as required by the prevailing Companies Act.
- 5.1.2 The Directors shall be chosen from the members of National Council, at a Full Meeting of the Council.
- 5.1.3 All Directors so recorded accept that they are willing, able and present to carry out this duty.
- 5.1.4 Other than the carrying out of their legal duties as defined by the Companies Act, the Directors of the Society shall have no powers over any Member or Office Bearer of the Society.

5.2. National Council

Council composition must be of eligible persons representing the various Regions such that, excluding salaried portfolios and those held by Regional representatives, no more than 60% of the number of portfolios may be held by persons from any one Region. Any person serving on Council may hold more than one position if agreed by a Full Meeting of that Council.

- 5.2.1 Chair
- 5.2.2 Vice-Chair
- 5.2.3 Immediate Past Chair (Can be vacant if said person not available or eligible.)
- 5.2.4 Constitution and Ethics portfolio holder.
- 5.2.5 Council Elder (possibly per Branch.)
- 5.2.6 Representative to/from the professional entity defined by the Geomatics Profession Act.
- 5.2.7 National Technical Officer
- 5.2.8 1 person per portfolio deemed necessary by National Council
- 5.2.9 1 person per Regional Body
- 5.2.10 Secretary (Stipend set annually for each new term at a full meeting of the Council)

5.3. Regional Committees.

Any person serving on the Committee may hold more than one position if agreed by a Full Meeting of that Committee.

- 5.3.1 Chair
- 5.3.2 Vice Chair
- 5.3.3 Treasurer
- 5.3.4 Secretary (Volunteer/elected position, no stipend).
- 5.3.5 Committee Elder (preferable, not compulsory, possibly per Branch.)
- 5.3.6 At least 1 person responsible for any or all National projects.
- 5.3.7 At least 1 person responsible for any or all Regional projects.
- 5.3.8 Persons responsible for portfolios deemed necessary by the Regional Committee.

6 Powers and Duties of Office

The Society shall be run by Council and Committees, and no individual Office Bearer has any powers over The Society, its Members, or other Office Bearers, beyond that as mandated by a decision of the Council or Committee, or that as specifically mandated in the Constitution, Rules or By-Laws, if any, of The Society.

The Chairperson of the Council and/or Committee as applicable, remains accountable should due diligence not be shown.

6.1. Powers and Duties of the Council.

- 6.1.1 To cause the Constitution of The Society to be without significant change converted to an MOI as required by the Companies Act and in doing so, to provide suitable and warranted protection from liabilities for the Society Directors.
- 6.1.2 To open and close bank accounts in the name of The Society as needed for the carrying out of Society business.
- 6.1.3 To cause that a full audit of the Society's funds takes place by a registered Auditor external to the Society, within 3 months of the end of each Term.
- 6.1.4 To spend National funds in a financially sustainable way in order to further the Aims and Objectives of the Society.
- 6.1.5 To cause and fund at least 3 Full Meetings of the Council per Term.
- 6.1.6 In the event of no formal Budget approved at an Annual or Special General Meeting, limit all spending for the Term to less than 25% of available funds in the Society's National bank account as at the start of that Term.
- 6.1.7 To cause, in good faith, the Aims and Objectives of The Society to be carried out.
- 6.1.8 To collaborate with like minded entities on matters for the benefit of The Society.
- 6.1.9 To create and disseminate to Members, Rules for the operation and maintenance of the Society, that are not in conflict with the Constitution of the Society.
- 6.1.10 To set fees and other charges for services of the Society.
- 6.1.11 To, at time of setting these fees and charges, decide what portions of these fees and charges will belong to the Regions.

6.2. Powers and Duties of Regional Committees.

- 6.2.1 To open and close bank accounts in the name of The Regional Body of The Society, as needed for the carrying out of regional Society business.
- 6.2.2 To have at least 3 Full Meetings of the Committee per Term.
- 6.2.3 To spend Regional funds in a financially sustainable way in order to further the Aims and Objectives of the Society.
- 6.2.4 To cause that full details of the Region's finances, as required for a full financial audit, be made available to National Council prior to the end of March each year.
- 6.2.5 In the event of no formal Budget approved at a Regional Annual or General Meeting, limit all spending for the Term to less than 25% of available funds in the Society's Regional bank account as at the start of that Term.
- 6.2.6 To cause, in good faith, the Aims and Objectives of The Society to be carried out.
- 6.2.7 To create and disseminate to Members, By-Laws for the operation and maintenance of the Region, that are not in conflict with the Constitution or National Rules of the Society.
- 6.2.8 To set fees and charges, not in conflict with those set by Council, for services rendered by the Region.

7 Eligibility for Office

All office bearers must be Members of the Society, unless the position held is a co-opted position that the Society benefits from, and the person holding that position would not individually benefit from being a member of the Society.

All Office Bearers that are not also Members of the Society, must at least be eligible for Membership to the Society.

All office bearers must have the knowledge, expertise and access to the tools required to fulfil their portfolio responsibilities.

Extra and specific requirements (all of, unless otherwise specified):

7.1. National Council.

7.1.1 Chair or Vice Chair.

7.1.1.1 Be registered as a Geomatics Professional, as contemplated in the Geomatics Profession Act.

7.1.1.2 Have been a Society member for more than 5 years.

7.1.1.3 Be willing to remain a member of the Society until their role as "Past Chair" expires.

7.1.1.4 Have served on National Council for at least 1 year.

7.1.1.5 Have served on a Regional Committee for at least 2 years.

7.1.2 Representative to the Geomatics Council.

7.1.2.1 Be a Registered Member of the Society at Professional level,.

7.1.2.2 Not concurrently serve in any other role on the Geomatics Council, except as contemplated by the Geomatics Profession Act as a Voluntary Association representative.

7.1.3 Elder

If, after canvassing all eligible members by way of recordable correspondence from the National Secretary, no such members are willing to fill this position, the position may be left vacant or filled by a member who has at least half the number of years' service required for this position. Such person will vacate this position should another member having the full required years of service, be willing to take on this role.

7.1.3.1 Be registered as a Geomatics Professional, as contemplated in the Geomatics Profession Act.

7.1.3.2 Have been a Society member for more than 7 years.

7.1.3.3 Have served on National Council for at least 2 years.

7.1.3.4 Have served on Regional Committees for at least 4 years.

7.1.4 National Secretary.

7.1.4.1 If also a Member, to renounce all voting rights on National issues.

7.1.5 National Technical Officer

7.1.5.1 Be especially technically aware and capable, in order to maintain and direct the Society's use of technology to manage its Members, projects and Aims and Objectives.

7.2. Regional Committees

7.2.1 Chair or Vice Chair.

- 7.2.1.1** Be registered as a Geomatics Professional, as contemplated in the Geomatics Profession Act.
- 7.2.1.2** Have been a Society member for more than 2 years.
- 7.2.1.3** Have served on a Regional Committee for more than 1 year.

7.2.2 Elder

If, after canvassing all eligible members by way of recordable correspondence from the National Secretary, no such members are willing to fill this position, the position may be left vacant or filled by a member who has at least half the number of years' service required for this position. Such person will vacate this position should another member having the full required years of service, be willing to take on this role.

- 7.2.2.1** Be registered as a Geomatics Professional, as contemplated in the Geomatics Profession Act.
- 7.2.2.2** Have been a Society member for more than 7 years.
- 7.2.2.3** Have served on National Council for at least 1 year.
- 7.2.2.4** Have served on Regional Committees for at least 3 years.

8 Passage to Office

The following is applicable as relevant to a National or Regional AGM.

The Secretary must, coincident with the Notice of upcoming AGM, send a call for nominations or volunteers of eligible Members wishing to serve on the Council or Committee for the year ahead. Such call must contain, at least:

- 8.1. A link to the Society's Constitution, Rules and, if relevant, By-Laws.
- 8.2. A list of all existing Office Bearers that are eligible and wish to remain in office, and the portfolios they held and wish to hold.
- 8.3. A list of portfolios that the outgoing Council or Committee have recommended at their last meeting, to be filled in the year ahead, but are as yet vacant for the year ahead.
- 8.4. A reminder that such nominations/volunteer responses must reach the Secretary no less than 7 days before the upcoming AGM.
- 8.5. A request that nominees/volunteers must send correspondence to the Secretary, that confirms they have recently re-read, understand and agree to abide by the Constitution and Rules/By-Laws.
- 8.6. A note that should a nomination or volunteer not specify a portfolio, then they will be notified as to the success of their intention to be an Office Bearer by and after the first meeting of the new Council/Committee.
- 8.7. Confirmation that any contested portfolio will be voted upon at the upcoming AGM.

9 Term of Office

- 9.1.** An incoming Chair person acknowledges that they are able to hold this position for at least the current and following Terms of Office.
- 9.2.** An incoming Vice Chair person acknowledges that, should the need arise, they will be available to act as Chairperson at least until the upcoming AGM.
- 9.3.** No person may serve on the Council or (separately) a Regional Committee for more than 5 consecutive Terms, without a break of at least 1 Term from the Council or Regional Committee, unless rising to Chair for the first time in that 5 year period, in which case a maximum of 7 consecutive Terms is allowable, or 9 Terms if at the end of the 7th Term that Regional Chairperson rises to National Chairperson for the first time..
- 9.4.** Any person serving on the Council or a Regional Committee is automatically relieved of that position should they fail to fully attend any 2 meetings of that Council or Regional Committee (for any reason whatsoever) within a Term of Office, and may only be re-elected to that position at the upcoming AGM, if eligible for that position.
- 9.5.** Any Member may, only by way of writing to the relevant Secretary, motivate for a vote of no confidence in any Office Bearer.
 - 9.5.1** Full Meeting of the relevant Council or Committee, inclusive of the accused Office Bearer and the accusing Member, must be held within 14 days of receipt of such motivation, to deliberate on the merits of this vote.
 - 9.5.2 This meeting may not be chaired by the Accused or the Accuser.
 - 9.5.3** At any time after 1 hour of deliberation, there is no call for a vote on the matter, the person Chairing this meeting may force the vote.
 - 9.5.4** Voting on this matter may be by secret ballot, but neither the Accused nor the Accuser may partake in this vote.
 - 9.5.5** The Chairperson of this meeting must make known the tally of votes, and in the event of a draw, the Accused shall retain their position of Office.
- 9.6.** Any Office Bearer may resign from Office by giving due reason, and if possible and requested to do so, remain available to hand over the portfolio to an incumbent, either by way of direct discussions, or by close-out report.

10 Membership.

10.1. Attaining, and Proof .

- 10.1.1 Eligibility for Membership of the Society is only for individual persons that are not as contemplated in any of the points (b) through (h) of the Geomatics Profession Act, Chapter 2, Paragraph 5(1), and that have not transgressed any of the items in the MOI, Constitution, Rules, By-Laws and any other mechanisms of the Society.
- 10.1.2 Membership of the Society, for all membership types, is automatically revoked should a Member become in-eligible for membership of the Society.
- 10.1.3 Should any Member be able to, and wish to change their membership type, both the prevailing Annual fee and Take-on fee for the new membership category must be paid before such change is effected.
- 10.1.4 Membership of the Society can only be attained, and thus proven, by an eligible person who (all of):
 - 10.1.4.1 Has fully and honestly completed the Membership Application form.
 - 10.1.4.2 Keeps up to date honestly at all times, all their information on the Society's database.
 - 10.1.4.3 Can show proof of payment of the correct fees into the Society's Nominated Account.
 - 10.1.4.4 Accepts that by paying the annual fees, has agreed to abide by the Constitution, Rules and other Mechanisms of the Society, including all changes thereto.
 - 10.1.4.5 Has confirmation from the National Secretary that correct payment has been received by the Society.

10.2. Membership Status.

- 10.2.1 Member.**

The Member is a full member.
- 10.2.2 Pending.**

The person is in the process of applying for membership.
- 10.2.3 Resigned.**

The Member has resigned of their own free will.
- 10.2.4 Lapsed.**

The person was a member in previous years, but has not maintained membership.
- 10.2.5 Suspended.**

The Member is being investigated for possible breaches relating to Membership eligibility.
- 10.2.6 Revoked.**

The Membership of this person has been revoked, and they may re-apply for Membership when eligible to do so.

10.3. Certificates of Membership.

These must only be in electronic form, the format of which is decided by a Full Meeting of the National Council, and insofar as possible, is kept similar each year.

Minimum details to be on the Certificate:

- 10.3.1 The Society Logo, name and all details as normally required per company letterhead.
- 10.3.2 A statement that the certificate auto-expires at the end of February in the upcoming year.
- 10.3.3 A statement that the Certificate itself is not of value other than to indicate where an interested person can check the current status of membership to the Society, of someone claiming to be a member of the Society.
- 10.3.4 A link as to where the Membership Status can be checked/validated must be clearly provided.
- 10.3.5 The Name of the Member.
- 10.3.6 The Type of the Membership.
- 10.3.7 The Membership number, if any, of the Member.
- 10.3.8 A date on the Certificate indicating the day on which the Membership details as shown, were correct.

10.4. Types of Members

Unless otherwise stated, all Members have the same rights and benefits of being a Member of the Society.

10.4.1 Honorary Members

- 10.4.1.1** Persons that have more than 10 years exemplary service to the Society, or more than 15 years exemplary service to the industry served by the Society, can be nominated by any Member of the Society for Honorary Membership status.
- 10.4.1.2** All such nominations must have detailed motivations thereto.
- 10.4.1.3** Such nominated persons must be eligible for membership to the Society.
- 10.4.1.4** A Full Meeting of the National Council has final decision on whether to grant Honorary Status to that nominee, or not.
- 10.4.1.5** The results of such decisions, by the National Council, positive or negative, must be formally noted with the National Secretary, who's list of Honorary Members shall be definitive.
- 10.4.1.6** Annual fees are waived.

10.4.2 Registered Members

- 10.4.2.1** Such member is registered in accordance with the Geomatics Profession Act.

10.4.3 Student Members

- 10.4.3.1** Such member must be a bona fide full time student.
- 10.4.3.2** A copy of the current student card must accompany proof of fee payment to the National Secretary each year, and the student card must be shown on entry to any meeting of the Society.

10.4.4 Retired or Affiliate Members

Any eligible person or member that is not registered in accordance with the Geomatics Profession Act, and is not working in the Geomatics industry, upon stating so, may choose to be put into this category prior to due date for payment of annual fees.

Such member simply wishes to remain on the mailing list of a chosen Region, and renounces all Member privileges including but not limited to:

- 10.4.4.1** Entrance to all meetings except General meetings, and in such case the full door fee must be paid.
- 10.4.4.2** Participation in any discussions during meetings.
- 10.4.4.3** All voting rights

10.4.5 Ordinary Members.

- 10.4.5.1** These are all other Members of the Society.

11 Membership Fees

- 11.1.1** Membership fees are applicable for the period from the 1st of January through to the 31st December each year.
- 11.1.2** Membership fees, for the year ahead, are set each year before October by a Full Meeting of the National Council, and may differ per Type of Membership.
- 11.1.3** Take-on and Re-instatement fees have the same value and must be at least 50% of the relevant Membership Type fee.
- 11.1.4** Prior to December each year, the upcoming fees and the Nominated Account must be advertised via the Society's regular communication channels that are used for Members and other interested persons.
- 11.1.5** Prior to the end of December each year the National Secretary must send invoices to current members using the primary email address listed against each Member's profile. Non receipt of such invoice by any member shall have no consequence whatsoever, and Members remain liable to pay annual fees within the given time-frame.
- 11.1.6** All Membership fees are payable only into the Society's Nominated Account
- 11.1.7** A Take-on fee is applicable to all persons who were not Members of the Society during the year preceding the year the Membership fee is being paid for.
- 11.1.8** A person automatically ceases to be a Member of the Society if their annual fees do not reflect in the Nominated Account before the end of February of each year. Such persons shall be re-instated as a Members of the Society on payment of both the prevailing Annual fee and the prevailing re-instatement fee. Membership re-instatement is effective only after such payments have been acknowledged by the National Secretary
- 11.1.9** For fee payments reflecting in the Nominated Account on days between the 1st of March, and the last business day before the 8th of March, the National Secretary has sole discretion on whether to apply the prevailing re-instatement fee, or not.
- 11.1.10** Any fee payment reflecting in the Nominated Account after the 7th of March, must be accompanied by a Take-on or Re-instatement fee as applicable, and membership rights are denied until the National Secretary has acknowledged receipt of all payments due.
- 11.1.11** Any person paying any amounts into the incorrect Society bank account is solely responsible for causing that payment to be transferred timeously into the correct Society bank account. If for any reason whatsoever that payment is not transferred timeously into the correct Society bank account then the person making the original (incorrect) payment is liable for any punitive fees that may arise from such incorrect and then perhaps, late payment.
- 11.1.12** Annual and Take-on/Re-instatement fees are not refundable.

11.2. Door Fees

Door fees are to help cover the cost of meetings, and are payable to the organising Region of that meeting.

- 11.2.1** Door fees for Honorary, Registered, Ordinary and Student Member Types may be set individually at the discretion of the organising body.
- 11.2.2** Door fees for Retired or Affiliate Members, must be set at a minimum of 25% of the prevailing Annual fees as set for Registered Members.
- 11.2.3** Door fees for members of other Voluntary Associations must be set at the discretion of the organising Region.
- 11.2.4** Door fees for all other participants must be set at a minimum of 50% of the prevailing Annual fees as set for Registered Members.
- 11.2.5** Door fees for guest speakers may be waived by the organising Region.
- 11.2.6** The organising Committee may request that National Council pay the door fees for guests of National Council.
- 11.2.7** Door fees in any Term may not be waived, for more numbers of guests than equivalent to 10% of the Member numbers in the organising Region.
- 11.2.8** No person may be a guest more than once per Term.
- 11.2.9** Guests must be nominated and accepted by the organising Region before the advertised close of RSVPs for the meeting.

12 Meetings.

For the purpose of CPD points, full due process and diligence, in accordance with the Geomatics Profession Act, must be applied in facilitating the recording of attendance of known Registered Members at any meeting. Registered Persons attending any meeting may request a certificate of attendance for their professional bodies, provided that they sign an appropriate attendance register at the start and end of the meeting. A request for such certificate must be made to the relevant Secretary at least 7 days prior to the meeting, and the final certificate must also be signed by the Member chairing the meeting. The Society is not obliged to seek CPD related accreditation for any profession other than that defined by the Geomatics Profession Act.

12.1. Annual General Meetings.

- 12.1.1 A National AGM must be held in the period from 1st March to 30th April each year.
- 12.1.2 The venue for the National AGM must rotate between the three Regions having the highest membership numbers.
- 12.1.3 Provided that the most recent past National AGM was in one of these three Regions, a Full Meeting of the National Council can elect to have a venue outside of these three Regions.
- 12.1.4 A Regional AGM must be between 1st October and 31st December each year.
- 12.1.5 At least 30 days prior to an AGM, notice of the date, time and venue must be sent to all relevant members by the Secretary via the normal channels of communication, and also advertised on the Society's regular communication channels used for both Society Members and interested persons.
- 12.1.6 Minimum Agenda for an AGM:
 - 12.1.6.1 A Financial Report showing income and expenditure.
 - 12.1.6.2 If a National AGM, a summary of all Regional cash-flows and balances.
 - 12.1.6.3 The Chair person's report, at least hi-lighting past and upcoming issues.
 - 12.1.6.4 Other portfolio reports not included in the Chairpersons report.
 - 12.1.6.5 The budget recommended by the outgoing Council or Committee, for the upcoming Term.
 - 12.1.6.6 If a National AGM, discussion and voting upon sustaining Regions classed too small to exist.
 - 12.1.6.7 Voting on issues recorded on the Agenda as needing to be voted upon.
 - 12.1.6.8 Time to be allowed for general ad hoc discussions.
 - 12.1.6.9 If required, voting for election of Office Bearers for the Term ahead.
 - 12.1.6.10 Listing of Office Bearers for the Term ahead.
 - 12.1.6.11 Close of AGM.

12.2. Special General Meetings.

- 12.2.1 Any Meeting of Members is deemed to be a Special General Meeting if a non-Regional issue of importance needs be discussed and voted upon by Members.
- 12.2.2 Such issues may be brought to the attention of the Council by any Member and must be by way of written correspondence to the National Secretary.
- 12.2.3 If the issue is petitioned by less than 10% of the Society's Members, a Full Meeting of the Council must be held within 30 days in order to deliberate on, and possibly reject the issue.
- 12.2.4 If the issue is petitioned by 10 or more percent of the Society's members, then Council must call a Special General Meeting.
- 12.2.5 A Special General Meeting must to be called within 60 days of the need arising, and may coincide with any Regional General Meeting, as long as the notice period and venue rules, as per that of a National AGM, are adhered to, and a quorum can be had.
- 12.2.6 The National Secretary, if necessary in conjunction with a Regional Committee, is responsible for calling a Special General Meeting.

12.3. General Meetings (Regional Meetings of Members)

- 12.3.1 These meetings are arranged by the Regional Committees.
- 12.3.2 At least 3 meetings per Term, of which 1 can be the Regional AGM, should be held.
- 12.3.3 Notice of at least the venue, date and time, final RSVP date, and any costs that might be associated with this meeting, must be sent to the Regional Members at least 30 days prior to the event.
- 12.3.4 Ad hoc Regional issues deemed of minor significance may be discussed and voted upon without notice at any General meeting that has the required quorum. In order for such discussions and decisions to hold, they must be recorded as Salient Events of that meeting.
- 12.3.5 Final agenda/programme and logistics for this meeting must be sent at least 7 days prior to this event.
- 12.3.6 An attendance list showing the names of all persons who indicated their wish to attend this meeting, and noting their status as Member, Speaker, Guest or non-Member, must be available for signing by all actual participants at this meeting.
- 12.3.7 It is the responsibility of the Regional Chairperson to, within 21 days of said meeting, cause that a summary/record of the Salient Events that took place at the meeting, appears on the Society's regular communication channels, that are used for both Society Members and interested persons.

12.4. Council and Committee Meetings.

- 12.4.1 Must take place at least 4 times per Term.
- 12.4.2 A request to have a meeting can be called by any Office Bearer.
- 12.4.3 The date, time and mechanism for having the meeting must be agreed upon by at least 50% of the relevant Office Bearers.
- 12.4.4 Office Bearers that are not responsive within 5 days of the call to set a meeting, must be canvassed by the Secretary, and if they remain not responsive for a further 2 days, this must be recorded by the Secretary, and the date, time and mechanism for that meeting may be decided by the remaining Office Bearers.
- 12.4.5 Minimum Agenda for the first meeting in a Term:
 - 12.4.5.1 A review of the previous Council's or Committee's recommendations, portfolios and budgets for the year ahead.
 - 12.4.5.2 Creation and/or closure of portfolios, and appointment of Office Bearers.
 - 12.4.5.3 Confirmation of duties to be carried out by office bearers.
 - 12.4.5.4 Forming a strategy for the Term ahead.
 - 12.4.5.5 Finalising a budget for the term ahead.
 - 12.4.5.6 For a Regional Committee meeting, this budget plus a detailed financial report up to and including the last day of February, must be presented to National Council before 6th March
- 12.4.6 Minimum Agenda for the last meeting in a Term.
 - 12.4.6.1 Finalisation of portfolio reports for the upcoming AGM.
 - 12.4.6.2 Bringing current financial reports up to date and ready for finalisation at the end of February.
 - 12.4.6.3 Finalisation of budget and portfolio recommendations for the upcoming Term.

12.5. Minutes of Meetings

- 12.5.1 All Annual General, Special General, Council and Committee meetings must be minuted at the responsibility of the Secretary.
- 12.5.2 The Secretary must cause to make the first draft of the minutes of that meeting electronically available to all Office Bearers relevant to that meeting, within 7 days of the close of that meeting.
- 12.5.3 Outgoing Office Bearers are for the purpose of such minutes considered relevant to that meeting, if they attended that AGM.
- 12.5.4 This first draft must be discussed, updated and/or approved within a further 7 days by all relevant Office Bearers listed as participating in the meeting,.
- 12.5.5 The final version of the minutes of this meeting must be available on the Society's regular communication channels that are used for Members only, within 21 days of the close of this meeting.
- 12.5.6 Minimum Contents of the Minutes of Meetings.
 - 12.5.6.1 A note as to which meeting the minutes are relevant to.
 - 12.5.6.2 If relevant, a list of Office Bearers that were non-responsive to the scheduling of this meeting.
 - 12.5.6.3 If relevant, a list of Office Bearers that gave notice prior to the meeting, indicating that they would be unable to attend the meeting.
 - 12.5.6.4 If relevant, a list of Office Bearers that were absent from the meeting.
 - 12.5.6.5 If relevant, a list of Office Bearers that participated in the meeting.
 - 12.5.6.6 If relevant, a count of voting members present at the meeting, with the number of proxy votes they carried to that meeting.
 - 12.5.6.7 A précis of the salient issues discussed and/or agreed upon at the meeting.

13 Quorum

Note definition of Votes Cast.

13.1. Changes to the Constitution of the Society:

The Votes Cast must exceed 66% of the total count of Society Voting Members.

13.2. Changes to the Rules of the Society:

The Votes Cast must exceed 50% of the total count of Society Voting Members.

13.3. Changes to Regional By-Laws:

The Votes Cast must exceed 50% of the total count of the Region's Voting Members.

13.4. Voluntary Closure of a Region by the Region's Members:

The Votes Cast must exceed 66% of the total count of the Region's Voting Members.

13.5. Deviances greater than 10% from Budget or agreement of Budget:

The Votes Cast must exceed 50% of the total count of All or Regional Voting Members, as per Council or Regional matter.

13.6. Where the Council or Committee decides that a matter is onerous, and voting is to be carried out by Members, whether at an AGM, SGM or not:

The Votes Cast must exceed 50% of the total count of All or Regional Voting Members, as per Council or Regional matter.

13.7. Ad hoc Regional issues deemed of minor significance:

The Votes Cast must exceed 30% of the total count of Voting Members of that Region.

14 Voting

- 14.1. A quorum is always required when voting on any issue, unless specifically stated otherwise in this document.
- 14.2. All Member Types with Member Status of “Member” are permitted to discuss and vote on any issue to be voted upon, unless specifically stated otherwise in this document.
- 14.3. The Council or Committee, as relevant to the vote, has discretion as to the method of voting but must make sure that:
 - 14.3.1 The method is inclusive and accessible to all Members eligible to vote on the issue.
 - 14.3.2 The method is sensitive to possible needs for a secret ballot.
 - 14.3.3 The method is such that there is no possibility of any person not eligible to cast a vote, casts such vote.
 - 14.3.4 The method is in no way open to fraud or confusion of any form.
 - 14.3.5 The results from the vote can easily be tallied or verified by any interested Member partaking in the vote, before the results are adopted.
 - 14.3.6 The method of voting is advertised to all Members eligible to vote at least 14 days before such vote, and objections, if any, to the method of voting have been suitably addressed by the Council or Committee hosting the vote.
- 14.4. Proxy votes, where feasible according to the method of voting, are allowed for items specifically listed in an Agenda as needing to be voted upon.
- 14.5. Members wishing to appoint proxy Members, must notify the relevant Secretary in writing at least 48 hours before the start of the meeting.
- 14.6. Proxy holders have full autonomy on how to cast their votes and their votes will be counted as 1 plus the number of proxies they hold.
- 14.7. No person or Member eligible to vote, may cast their vote more than once on the issue.
- 14.8. The outcomes of any vote, with tally counts, must be formally recorded in the minutes of that meeting. Failure to do this nullifies the vote.
- 14.9. A simple majority for all other cases wins the vote.
- 14.10. In the event of a tie, the Chairperson of that voting session has the deliberating vote.

15 Dissolution

- 15.1. Any dissolution of the Society must, as far as legally possible, be done according to the Structures of The Society.
- 15.2. Should total Membership numbers fall below 100 at the time of any National AGM, the Agenda of this AGM must make time available for a debate regarding the voluntary closure of the Society.
- 15.3. Should Membership numbers remain below 100 for two consecutive National AGMs, The Society must be dissolved in accordance with the Structures of The Society.