



## **CONSTITUTION**

## **NUCLEAR INDUSTRY ASSOCIATION**

**OF**

**SOUTH AFRICA**

**(NIASA)**

**As amended 18 November 2008.**

## **NUCLEAR INDUSTRY ASSOCIATION OF SOUTH AFRICA**

### **CONSTITUTION**

#### **1. Name**

- 1.1 The name of the Association is the NUCLEAR INDUSTRY ASSOCIATION OF SOUTH AFRICA [Hereinafter referred to as the Association].
- 1.2 The acronym for the Association is: NIASA

#### **2. Aim**

The aim of the association is to represent the Nuclear Industry in South Africa and to support, promote and champion the collective interests of its members.

#### **3. Objectives**

- 3.1 To act as a public voice for the nuclear industry
- 3.2 To actively promote the maximum local industrialisation and economic clustering of nuclear manufacturing in South Africa
- 3.3 To promote skills development, job creation and Black Economic Empowerment through the nuclear industry in South Africa
- 3.4 To promote excellence and a culture of safety and security within the nuclear industry
- 3.5 To facilitate coherence and to avoid duplication of effort in the development and expansion of the nuclear industry
- 3.6 To present a common face and purpose to Government on shared values and concerns
- 3.7 To promote public understanding of nuclear technology
- 3.8 To act as a sounding board to Government on policy formulation
- 3.9 To promote a common approach to research and related scientific issues and the role of universities
- 3.10 To facilitate the solution of problems or obstacles faced by the industry

#### **4. Legal Status**

- 4.1 The Association is a voluntary Association of its members.
- 4.2 The Association is a non-profit organisation and accordingly may not at any time distribute any of its surplus funds, profits or gains to any person or entity. It must at all times utilise its funds solely for the objects as set out in this Constitution.
- 4.3 The Association may sue or be sued in the name of the Association and legal proceedings will be conducted in its own name.
- 4.4 Monetary claims against members will not exceed the membership fees which they may be owing to the Association.

#### **5. Membership**

- 5.1 Membership is reserved for organisations and individuals as defined in clause 5.4 that subscribe to the aims of the Association.
- 5.2 Membership will be open to participants from any country. South African-based subsidiaries of international companies or organisations

may seek membership of either the international or the local or both companies/organisations

- 5.3** Member organisations must nominate principal members and secundi to represent their organisations at Annual or Special General Meetings. Any employee of a member organisation may however attend all the functions and activities of the Association subject to the conditions that apply to any specific function or activity.
- 5.4** There shall be the following categories of membership (collectively "the members"):
- (a) Sponsor members (for a member that pays an annual sponsorship to the Association of a sum to be determined from time to time at the Annual General Meeting). Sponsor members obtain a seat on the Board of the Association in addition to the elected Board members. Sponsor members may further nominate two [2] representatives and two [2] secundi to represent their organisations at Annual or Special General Meetings.
  - (b) Large Corporate members (for companies with a turnover in excess of a sum to be determined from time to time at the Annual General Meeting). Large Corporate members may nominate two [2] representatives and two [2] secundi to represent their organisations at Annual or Special General Meetings.
  - (c) Intermediate Corporate members (for companies with a turnover less than a sum to be determined from time to time at the Annual General Meeting). Intermediate Corporate members may nominate one [1] representative and one [1] secundus to represent their organisations at Annual or Special General Meetings.
  - (d) Small Corporate members (for companies with a turnover less than a sum to be determined from time to time at the Annual General Meeting). Small Corporate members may nominate one [1] representative and one [1] secundus to represent their organisations at Annual or Special General Meetings.
  - (e) Associate members (for organisations, Associations and societies that have an involvement in the nuclear industry). Associate members may nominate one [1] representative and one [1] secundus to represent their organisations at Annual or Special General Meetings.
  - (f) Academic Institutions. Academic members may nominate one [1] representative and one [1] secundus to represent their organisations at Annual or Special General Meetings.
  - (g) Professional members (individuals such as consultants that are professionally engaged in the nuclear industry that would not otherwise have access to membership). Individual members may not nominate a secundus.
- 5.5** Membership will be subject to the approval of the Board.
- 5.6** Secundi may attend meetings with principal representatives but may only vote when the particular principal member is not present.
- 5.7** The Board may in its discretion terminate the membership of a member if it becomes obvious that the membership of such a member is detrimental to the objectives and / or interests of the Association.

- 5.8 Any member may voluntarily terminate his/her membership by giving written notice to the Association. Membership will be terminated 30 days after receipt of written notice.

## 6. The Board

- 6.1 The affairs of the Association will be managed by a Board in accordance with this Constitution.
- 6.2 The Board shall be constituted as follows:
- (a) Board members nominated by Sponsor members
  - (b) At least four [4] additional elected Members but a maximum of six [6]
  - (c) Co-opted Members
- 6.3 Elected Board members will be elected at the Annual General Meeting.
- 6.4 Four [4] office bearers shall be elected by the Board at its first meeting after the General Meeting at which it was elected as follows:
- (a) President
  - (b) Vice-president
  - (c) Treasurer
  - (d) Secretary
- 6.5 A Secundus may not serve on the Board unless he/she has been nominated as an alternate director.
- 6.6 Any principal representative of a member whose membership fees are paid up may be elected to the Board.
- 6.7 The Board shall nominate or receive nominations for the new Board at least one [1] month before the Annual General Meeting at which they will be elected.
- 6.8 For the sake of continuity, 50% of the first elected Board Members must resign after serving one year. Thereafter the term of office of an elected Board Member will be two [2] years. This arrangement will necessitate that 50% of the non-sponsored Board Members will be elected every year.
- 6.9 Any Board member is eligible for re-election for office.
- 6.10 Vacancies on the Board may be filled by the Board prior to the next Annual General Meeting. Such vacancies must however be filled by elected members at the next Annual General Meeting. The term of office of a new Board member elected to fill a vacant position will last for the same period as the vacant position in order to retain the 50% continuity provision.
- 6.11 The Board may co-opt up to two additional members for a period up to the next Annual General Meeting.
- 6.12 Employees of sponsor members will not be eligible for the elected Board positions. In the event that an elected Board member becomes an employee of a sponsor member, this Board member must resign before the next Annual General Meeting.

## 7. Finances

- 7.1 The Board is responsible for all funds, property and assets of the Association. All Board members responsible for moneys of the Association will report regularly at Board meetings.
- 7.2 The finances of the Association will be controlled by the Board. The Board will keep the Association's accounts and submit to the Annual

General Meeting an annual financial statement, including particulars of all funds held in trust by the Association.

- 7.3 The financial year will end on March 31.
- 7.4 The Association's cheques must be signed by two persons who have been authorised as signatories by the Board.
- 7.5 Financial arrangements between the Head Office of the Association and any subsidiary structures or offices will be determined by the Board from time to time.

## **8. Membership Fees**

- 8.1 Membership fees for each category of membership will be determined by the Board each year. Membership fees for the subsequent financial year must be paid in advance before 31 March of the current year, except in the case of new members. New members who join after 1 January will be credited for the next full financial year starting on 1 April.
- 8.2 Members who have not paid their membership fees by 30 June will be temporarily suspended and their representatives will not be entitled to participate in the activities of the Association during their suspension. Members who have not paid by 31 August will lose their membership, but can be fully reinstated on payment of a penalty or any terms to be decided by the Board.
- 8.3 No person shall be entitled to a refund of membership or subscription fees upon termination or suspension of membership.

## **9. Annual General Meetings**

- 9.1 The Association shall hold its Annual General Meeting once a year. Notification of date, time, venue and agenda will be circulated to members at least thirty [30] days before the date of an Annual General Meeting. A copy of this Constitution shall be available to members for inspection at every Annual General Meeting.
- 9.2 The Association will convene a Special General Meeting if at least ten [10] members request it in writing. Matters to be discussed at such a special meeting will be confined to those contained in the request.
- 9.3 A quorum at any General Meeting will comprise ten [10] members in good standing. If there is no quorum at a Special General Meeting, those members who are present may sign a petition requesting that all members be notified that a follow-up meeting will be held for the same purpose fourteen [14] days later. The members attending the follow-up meeting will then constitute a quorum.
- 9.4 Principal Representatives and their secundi that are unable to attend any General Meeting may nominate a proxy to vote on their behalf. Signed proxies must be submitted to the Secretary prior to the commencement of a General Meeting.

## **10. Board Meetings**

- 10.1 The Board shall meet within one [1] month of being elected and at least four [4] times during each financial year.
- 10.2 Notification of a Board meeting will be issued in writing and will include an Agenda, to be circulated to Board members at least seven [7] days before the meeting. A matter not appearing on the Agenda will not be discussed unless a majority of Board members agree to it.

- 10.3** Five [5] Board members will constitute a quorum, of which at least one must be an elected member. Board decisions will be taken either unanimously or by a majority vote. The Chairperson will have a casting vote.
- 10.4** Minutes will be kept and a copy sent to all Board members before the next meeting.
- 10.5** The Board will report to the Annual General Meeting on all its activities.
- 10.6** The Board will be empowered to appoint Trustees to keep the monies or property of the Association in trust and to execute all requirements pertaining to such a trust. The appointment of a Trustee will be subject to ratification by the next Annual General Meeting. The Board will give thirty [30] days' notice before the Annual General Meeting of any recommendation to cancel a Trusteeship.
- 10.7** The Board will be empowered to appoint Board committees to which it may assign duties, and will ratify the actions of these committees or structures at each successive Board meeting.
- 10.8** The Board will be empowered to employ staff members needed for the conduct of the Association's business on terms and conditions to be determined by the Board.
- 10.9** The Board will be empowered to publish and approve for publication all proceedings of the Association and all matters affecting the Association.
- 10.10** The Board will be empowered to refuse, suspend or terminate membership of the Association in accordance with this Constitution.
- 10.11** The Board will be further empowered to:
  - (a) Conclude contracts for the conduct of the Association's business.
  - (b) Hire office space.
  - (c) Purchase or lease capital goods such as computers, furniture and equipment for the conduct of the Association's business.
  - (d) Establish one or more trusts.
  - (e) Open and operate one or more bank accounts with any major South African bank.
- 10.12** "Round Robin resolutions" (resolutions circulated amongst directors): A resolution in writing signed by the sole director or by all the directors for the time being present in the Republic of South Africa and being not less than are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

## **11. Offices and Structures**

- 11.1** The offices of the Association shall be established in such a place as the Board may from time to time decide.
- 11.2** The Board is empowered to establish a permanent office with permanent employees. All overhead and administrative costs incurred will be subject to the approval of the annual budget at a General Meeting.
- 11.3** The Board will be empowered to initiate, approve and promote the establishment of additional structures or branches where this is warranted in order to represent and promote the interests of particular aspects of the nuclear industry.
- 11.4** At the Annual General Meeting the Chairperson of each additional structure or branch will submit a report of its activities during the

preceding year together with a statement of the application of funds for which it is responsible.

## **12. Affiliations**

The Board will be empowered to initiate or approve affiliation with other scientific or engineering organisations in South Africa or internationally where such an affiliation will in the view of the Board further the aims of the Association.

## **13. Indemnity**

Every member of the NIASA Board or of any committee appointed by it and every employee of the Association is hereby indemnified and held harmless by the Association against any personal liability incurred by him or her arising out of or in connection with the due and diligent exercise or performance by the NIASA Board or by any such committee or employee of any of the powers and functions which are or may be conferred upon it by or pursuant to this Constitution.

## **14. Amending the Constitution**

- 14.1** The Constitution of the Association may be amended if the proposal is submitted in writing to the Board or initiated by the Board at least ninety [90] days before the Annual General Meeting at which it is to be considered, and if it is approved by a majority vote at that meeting.
- 14.2** The Board will give members written notice of the proposed amendment, together with its recommendations, at least thirty [30] days before the Annual General Meeting.

## **15. Dissolution of the Association**

- 15.1** The Association will dissolve, be reconstituted or go into voluntary liquidation only if a Special General Meeting should take such a decision.
- 15.2** Unless a Special General Meeting should decide otherwise, a Committee consisting of the President, Vice-President and Treasurer of the Association will be the liquidators of the Association.
- 15.3** If the Association should dissolve and the available assets exceed the liabilities, the surplus will be made over to organisations which, in the opinion of the liquidators, pursue aspirations and aims similar to that of the Association