

BYE-LAWS

BYE-LAW 4: COMMITTEES

Effective from 5 December 2022



1. Interpretation and Definitions

For the purposes of this Bye-Law, words importing the masculine gender only, include the feminine or neuter genders, or vice versa.

Terms defined in the Statute shall have the same meaning when used in this Bye-Law. For the purposes of this Bye-Law, the terms “Committees” and “Committee” are used interchangeably.

In addition, the definitions below apply for the purposes of this Bye-Law.

“Expert/s” means persons who are specialists in a particular subject or area.

“Institute’s Representative” means the staff member of the Institute responsible for the relevant Committee.

“Shadow Council Member” means a Council member appointed by Council on an ad hoc basis to shadow any Committee(s) and who does not form part of the Committee itself.

“Terms of Reference” means the document which lays down the scope and responsibilities of the different Committees.

2. Adherence to this Bye-Law and Terms of Reference

All Committees are obliged to abide by this Bye-Law and by their respective Terms of Reference.

For the avoidance of doubt, the Institute’s Investigating Committee, Disciplinary Committee and Appeals Board are not regulated in terms of this Bye-Law but in terms of the Statute and Bye-Law 3 (Disciplinary Proceedings).

3. Call for expression of interest

A notice shall be sent to Members to express their interest to form part of the Institute’s Committees. Such notice shall be issued by the Institute to its Members at least six (6) weeks from the expiration of the respective terms of office.

Council reserves the right to approach directly persons and/or experts, even though not Members of the Institute, with an invitation to form part of such Committees.

4. Submission of applications

Any Member who meets the criteria listed in Article 5 may submit an application in writing in the manner prescribed by Council and within the deadline stipulated by Council.

5. Eligibility Criteria to sit on Committees

A person shall be eligible to sit on a Committee provided that:

- (a) he has experience and expertise in the respective field;
- (b) he has a clean criminal record;

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- (c) he has not been interdicted or incapacitated; and
- (d) no effective disciplinary action has been taken against him and no sanction has been imposed in his regard whether by the Institute or otherwise.

Provided that for the purpose of Article 5(d), Council reserves the right to determine whether a person who fails to fulfil this criteria is still eligible to sit on any Committee.

A person can only sit on a maximum of three (3) Committees in any one term.

6. Appointment and Term

Council shall appoint a chairperson, deputy chairperson and members for each Committee. All appointments are for a term of two (2) years.

Appointed Committee members shall:

- (a) uphold good governance standards;
- (b) discharge their duties in good faith and in the best interest of the Institute;
- (c) not use their position or the information received as a member of a Committee for one's own personal interests or someone else's or to the detriment of the Institute; and
- (d) be bound by confidentiality.

Committee members shall be eligible for reappointment for further terms.

7. Disclosure of personal data

The Institute reserves the right to make publicly available the identification details, including name, surname and other relevant data of the Committee members by publicising same on the Institute's website, any of the Institute's publications and on social media.

8. Vacancies in Committees

Vacancies in a Committee may arise due:

- (a) to the termination of a member's appointment by Council as per Article 11; or
- (b) the passing away of a Committee member; or
- (c) resignation of a Committee member.

In the eventuality that an Expert has been nominated to sit on a Committee by his employer upon a request by Council, a vacancy may also arise should such Expert be no longer associated with his employer or the employer decides to substitute the said Expert or the Institute requests such substitution.

9. Appointments during a Committee's Term

Where there is a vacancy in a Committee, Council may appoint a new person to fill such post for the outstanding period until the two (2) year term expires.

Council may also decide to appoint additional persons or Experts during the term of a Committee for the outstanding period until the two (2) year term expires.

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10. Resignation

Any resignations shall be submitted in writing to Council.

11. Termination of Appointment

Council shall terminate the appointment of a Committee member if:

- (a) he no longer meets the eligibility criteria stipulated in Article 5; or
- (b) he has failed to act in the manner prescribed in Article 6; or
- (c) he is continuously absent or fails to participate in Committee meetings; or
- (d) it transpires that the appointed Committee member had provided untruthful or inaccurate information when submitting his nomination which would have made him ineligible to be appointed had the information been true and correct.

12. Meetings

Committees shall meet as and when necessary as stipulated in the respective Committee's Terms of Reference.

The number of members present to form a quorum at any meeting of each Committee shall be made up of a simple majority of the members appointed for the said Committee. For the avoidance of doubt, a Shadow Council Member shall not be counted for the purposes of establishing whether a quorum has been formed.

Meetings shall be held either physically or virtually. Committee members shall make their best efforts to attend all Committee meetings. Where a member is unable to be physically present for a meeting, it is possible for him to participate virtually. A member so participating shall be deemed to be present in person and shall be counted for a quorum accordingly. Where a member is unable to be present for a meeting, substitute or alternates are not permitted.

Every decision taken at a Committee meeting shall be determined by simple majority of the Committee members appointed. All decisions shall be ratified by the Officers' Committee as stipulated in the Statute.

The Institute's Representative shall be present for all Committee meetings and shall take minutes of the meeting. Minutes shall be approved and endorsed by the chairperson. The Institute's Representative shall have no voting rights during such meetings. For the avoidance of doubt, a Shadow Council Member shall have no voting rights.

Any such meetings may also be attended by any other member of staff of the Institute or representatives of the Officers' Committee or Council. All such persons shall have no voting rights during such meetings.

13. Conflict of Interest

Committee members who have a conflict of interest in relation to any matter being discussed by the Committee must desist from participating and voting in any meeting during which any matter in relation to which such a conflict exists will be discussed.

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Where the chairperson is, due to a conflict of interest or otherwise, not in a position to chair the Committee, the deputy chairperson shall take his stead. If both have a conflict, the remaining members of the Committee shall appoint a chairperson from amongst themselves. Such decision shall be communicated to the CEO.

14. Invitation for third parties to attend Committee Meetings

A Committee may put a request to the CEO to invite Experts, representatives of competent authorities or other stakeholders to attend any meeting or part thereof where it is deemed that such participation is beneficial in meeting the Committee's responsibilities. The Committee shall not proceed with issuing the invitation unless approval from the CEO has been obtained. Such guests shall have no voting rights.

15. Working Groups

The chairperson of a Committee may put a request to the CEO to set up a working group to focus on a particular objective. The working group can only be set up after the relevant approval has been obtained and will cease to be so formed once the objective for which it has been set up has been attained. During its term, the working group shall report directly to the Committee and propose any decisions to be taken to the Committee.

All meetings of the working group are to be attended by the Institute's Representative, who shall also take minutes of the meeting. Minutes shall be approved and endorsed by the chairperson of the Committee. The Institute's Representative shall have no voting rights during such meetings.

Any such meetings may also be attended by any other member of staff of the Institute or representatives of the Officers' Committee or Council. All such persons shall have no voting rights during such meetings.

16. Reporting

The Institute's Representative shall provide periodic updates to the CEO with respect to undertaken and projected work.