

IITPSA – Recommended MOI Changes 2020

IITPSA, under the guidance of the IITPSA Board, has embarked on a project to improve its governance and governance documentation, as a next step in its professional evolution. To this end, existing documentation has been reviewed, including the IITPSA Memorandum of Incorporation (last reviewed in 2013), and the Rules of IITPSA.

In the table below, you will find the details of the Board recommended changes to the IITPSA Memorandum of Incorporation, which are being presented to the 2020 Annual General Meeting of Members for approval by special resolution, with or without amendment.

Key to “Rationale for Change” in the table below

Updated for Currency - Terms, phrases or role titles have been changed to reflect current norms and standards

Updated for Consistency - Terms and approaches were found to have been used inconsistently across the document and have now been corrected

Updated for Clarity - Text was unclear or open to interpretation and has been clarified through either additional text or changing the text to ensure clarity of intent

Updated for Accuracy - Text was found to be inaccurate in terms of applicable law, King IV or another clause in the document

Substantive Change - A proposed change to the manner in which the IITPSA governance is to operate

Note: **Yellow highlight** indicates words inserted or changed; **blue highlight** indicates words deleted.

Item No.	Resolution Number	MOI Clause number	Existing MOI wording	Rationale for Change, and actual change
1	5.1	All instances in the MOI	Chairman	Updated for currency Chair person
2	5.1	1.1.15	“ President ” means the President of IITPSA, who is also Chairman of the Board of Directors	Updated for currency Renumbered to Clause 1.1.4 “ Chairperson ” – means the Chairperson of the Board of Directors and the President of IITPSA
3	5.1	1.1.17 (new clause)	-	Updated for currency 1.1.17 (after re-numbering) “ Poll ”, “ Polling ” and “ Polled Vote ” – means voting by any of show of hands, electronic vote or paper-based ballot.
4	5.1	1.1.22	“ Writing ” – includes printing, typewriting, lithography or any other electronic, digital or mechanical process, or partly one and partly the other. A requirement that a document, notice or information should be given in Writing will be met if the document, notice or information is in the form of a data message and accessible in a manner usable for subsequent reference. “ Written ” has a corresponding meaning	Updated for currency Original clause deleted

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5	5.1	1.1.23	-	Updated for currency 1.1.23 “Vote” or “Voting” – means a formal indication of course of action expressed typically by show of hands or ballot.
6	5.1	1.1.24	-	Updated for currency 1.1.24 “Voting Member” – means any member of IITPSA as contemplated in clause 6.1.3
7	5.1	6.4.3	The instrument appointing a proxy shall be delivered to the registered office of IITPSA not less than 48 (forty-eight) hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote, and in default of complying herewith the instrument of proxy shall not be treated as valid.	Updated for currency The instrument appointing a proxy shall be delivered to the registered office of IITPSA, or electronically to its nominated email address, not less than 48 (forty-eight) hours before the time for holding the General Meeting at which the person named in the instrument proposes to vote, and in default of complying herewith the instrument of proxy shall not be treated as valid.
8	5.1	6.7.6	At a General Meeting, voting may either be by show of hands, or by polling.	Updated for currency At a General Meeting, voting will be by Polling.
9	5.1	6.7.12	On a show of hands at a General Meeting each Member who is entitled to vote on a resolution proposed at that meeting and is present by person or by proxy is entitled to 1 (one) vote on that resolution.	Updated for currency At a General Meeting each Member who is entitled to vote on a resolution proposed at that meeting and who is present in person or by proxy is entitled to 1 (one) vote on that resolution.
10	5.1	11	-	Updated for Currency Review This MOI is to be reviewed at least every five years.
11	5.2	All instances in the MOI	Non Profit / non profit	Updated for consistency Non Profit / non profit

Item No.	Resolution Number	MOI Clause number	Existing MOI wording	Rationale for Change, and actual change
12	5.2	6.4.2	The instrument appointing a proxy shall be in Writing in the format prescribed by IITPSA management and dated and Signed by the appointing Member, or, if the appointing Member is an incorporated entity, under the hand of an officer or agent authorised by the incorporated entity	<i>Updated for consistency</i> The instrument appointing a proxy shall be in writing in the format prescribed by IITPSA management and dated and Signed by the appointing Voting Member.
13	5.2	Amendment History	Found on the front page of the MOI	<i>Updated for consistency</i> Moved to the last page of the MOI
14	5.3	4.1	(Last sentence)Any rules published in this manner take effect on the date specified in that rule and shall be subject to ratification by the Members as set out in section 15(4)(c)(ii).	<i>Updated for clarity</i> (Last sentence)Any rules published in this manner take effect on the date specified in that rule and shall be subject to ratification by the Members as set out in section 15(4)(c)(ii) of the Companies Act.
15	5.3	4.5	The Board or a person authorised by the Board may alter the MOI or the Rules to correct any patent errors (spelling, punctuation, grammar or similar defects on the face of the document)	<i>Updated for clarity</i> The Board or a person authorised by the Board may alter the MOI or the Rules to correct any obvious errors (spelling, punctuation, grammar or similar defects on the face of the document)
16	5.3	6.4.1	A Member may appoint any other Member of IITPSA, as a proxy to participate in and speak and vote at a General Meeting on behalf of the Member.	<i>Updated for clarity</i> A Voting Member may appoint any other Member of IITPSA, as a proxy to participate in and speak and vote at a General Meeting on behalf of the Voting Member.
17	5.3	6.4.5	A Member of IITPSA may not appoint 2 (two) or more persons concurrently as proxies	<i>Updated for clarity</i> A Voting Member of IITPSA may not appoint 2 (two) or more persons concurrently as proxies
18	5.3	6.4.6	A Member's proxy shall not have the authority to further delegate such proxy's powers to another person.	<i>Updated for clarity</i> A Voting Member's proxy shall not have the authority to further delegate such proxy's powers to another person.

Item No.	Resolution Number	MOI Clause number	Existing MOI wording	Rationale for Change, and actual change
19	5.3	6.6.2	The right of Members to requisition a General Meeting, as set out in section 61(3) of the Act, may be exercised by at least 10% of the Members, as provided for in that section.	<i>Updated for clarity</i> The right of Voting Members to requisition a General Meeting, as set out in section 61(3) of the Act, may be exercised by at least 10% of the Members, as provided for in that section.
20	5.3	6.7.2	If a Member wishes to raise a matter to be dealt with at a General Meeting, that Member must give the Board written notice of any such matter at least 5 (five) Business Days before the date of the meeting, setting out in the notice the nature of the matter and reasons in sufficient detail.	<i>Updated for clarity</i> If a Voting Member wishes to raise a matter to be dealt with as an agenda item at a General Meeting, that Voting Member must give the Board written notice of any such matter at least 5 (five) Business Days before the date of the meeting, setting out in the notice the nature of the matter and reasons in sufficient detail.
21	5.3	6.7.3	A General Meeting may not begin until at least 21 (twenty one) Members are present in person at the meeting and any matter to be decided at the meeting may not begin to be considered and decided unless at least 21 (twenty one) Members are present at the meeting at the time the matter is called on the agenda.	<i>Updated for clarity</i> A General Meeting may not begin until at least 21 (twenty one) Voting Members are present in person (or effectively online) at the meeting and any matter to be decided at the meeting may not begin to be considered and decided unless at least 21 (twenty one) Voting Members are present at the meeting at the time the matter is called on the agenda.
22	5.3	6.7.4	The Chairman presides as chairman at every General Meeting of IITPSA. If the Chairman is unwilling or unable to act as chairman of the General Meeting or is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Board members present shall elect one of their number to be chairman of the meeting.	<i>Updated for clarity</i> The Chairperson of the board presides as Chairperson at every General Meeting of IITPSA. If the Chairperson is unwilling or unable to act as Chairperson of the General Meeting or is not present within 15 (fifteen) minutes after the time appointed for holding the meeting one of the Vice-Chairpersons must preside over the meeting. If the Vice-Chairpersons are unwilling or unable to act as such, the Board members present shall elect one of their members to be Chairperson of the meeting.

Item No.	Resolution Number	MOI Clause number	Existing MOI wording	Rationale for Change, and actual change
23	5.3	6.7.7	A polled vote must be held on any particular matter to be voted on at a General Meeting if a demand for such a vote is made by at least 5 (five) persons having the right to Vote on that matter, either as a Member or a proxy representing a Member.	<i>Updated for clarity</i> A polled Vote must be held on any particular matter to be voted on at a General Meeting if a demand for such a Vote is made by at least 5 (five) persons having the right to Vote on that matter, either as a Voting Member or a proxy representing a Voting Member.
24	5.3	7.4.4	Prior to the Annual General Meeting, the Board by notice to Members calls for the nomination of candidates in the manner and in the form prescribed by the Board. A shortlist of candidates is drawn up for recommendation to Members for election at the annual General Meeting. In determining such shortlist, the Board follows due and fair process and takes into account the skills, knowledge and experience requirements of the Board.	<i>Updated for Clarity</i> Prior to the Annual General Meeting, the Board ensures that a notice asking for the nomination of candidates is undertaken. A shortlist of candidates is drawn up for recommendation to Members for election at the annual General Meeting. In determining the shortlist, the Board follows due and fair process and takes into account the skills, knowledge and experience requirements of the Board.
25	5.3	7.4.11	A President, Treasurer and a maximum of two Vice-Presidents shall be elected annually by the Board from its members at the first Board meeting after the Annual General Meeting of the Institute. Should the President , any Vice-President or the Treasurer vacate his respective office during the year for any reason whatsoever, the Board shall, at its next Board meeting, elect a new President , Vice-President or Treasurer from its members and such President, Vice-President or Treasurer shall hold office until the next succeeding Annual General Meeting.	<i>Updated for Clarity</i> The Chairperson, a maximum of two Vice-Chairpersons, a Treasurer and all Board committee chairpersons shall be elected annually by the Board from its members at the first Board meeting after the Annual General Meeting of the IITPSA. Should any Vice-Chairperson or the Treasurer vacate his respective office during the year for any reason whatsoever, the Board shall, at its next Board meeting, elect a new Vice- Chairperson or Treasurer from its members and such Vice-Chairperson or Treasurer shall hold office until the next succeeding Annual General Meeting.
26	5.3	7.7.1	The Board causes accounting records as required by section 28 of the Act to be kept.	<i>Updated for Clarity</i> The Board requires accounting records as required by section 28 of the Act to be kept.

Item No.	Resolution Number	MOI Clause number	Existing MOI wording	Rationale for Change, and actual change
27	5.4	6.7.13	On a poll at a General Meeting each Member who is entitled to vote on a resolution proposed at that meeting and who is present in person or by proxy has 1 (one) vote on that resolution.	<i>Updated for Accuracy</i> Clause deleted – covered by 6.7.12 (revised) above.
28	5.4	7.5.6	being a professional member (PMIITPSA) and failing to comply with the CPD requirements for professional members as determined by the appropriate governance structures of IITPSA in terms of the prevailing policies and rules;	<i>Updated for accuracy</i> being a holder of a professional designation of IITPSA and failing to comply with the Continuous Professional Development requirements for that designation as determined by the appropriate governance structures of IITPSA in terms of the prevailing policies and rules.
29	5.5	7.1.7	-	<i>Substantive Change</i> The Board has the responsibility to appoint a suitable CEO.
30	5.6	7.2.3	Other than co-opted members, no person who is not a voting member of the Institute shall in any circumstances be eligible to hold office as a member of the Board.	<i>Substantive Change</i> Clause deleted.
31	5.7	7.3.1	One half (1/2) of the non-executive Directors of IITPSA retires from office at every annual General Meeting. If the number of non-executive Directors is not a multiple of two, the number nearest to and just below one-half (1/2) retires from office.	<i>Substantive Change</i> Non-executive directors are rotated every three years for a maximum of three (3) rotations, such that no more than half of such directors are rotated in a single year.

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32	5.7	7.3.2	New Clause inserted and existing clause 7.3.2 renumbered to 7.3.3 below	<i>Substantive Change</i> Any term beyond nine years for a non-executive director should be subject to a rigorous review by the board of not only the performance of the director but also the factors that may impair the non-executive director's independence.
33	5.7	7.3.3 (previously 7.3.2)	Retiring non-executive Directors may, subject to recommendation by the Board, stand for re-election.	<i>Substantive Change</i> Retiring non-executive Directors may, stand for re-election, subject to clause 7.3.1 and 7.3.2
34	5.8	7.6.2	The Board shall meet at least two times per annum.	<i>Substantive Change</i> The Board shall meet at least four times per annum.