

The Rules
of
IITPSA NPC
(Registration No. 1958/001036/08)
(formerly The Computer Society of South Africa NPC)
hereafter referred to as “IITPSA” or “the Institute”

1. INTERPRETATION

In these Rules, the words represented in bold type in the following paragraph shall bear the meaning set opposite to them respectively, if this is not inconsistent with the subject or context.

Unless otherwise stated, definitions and the interpretation of terms used in these Rules are the same as those found in the Memorandum of Incorporation of IITPSA.

The Council: The Members' Council [Memco] for the time being of the Institute.

Past Presidents in Committee: A Committee comprising not less than three Past Presidents of the Institute convened by the Board and to which all contactable past presidents have been invited.

The Auditor: The auditor for the Institute for the time being.

Executive Director: The Executive Director and Chief Executive Officer of the Institute, unless otherwise specified from time to time, is the administrative and operational head of the Institute.

Member: A voting or non-voting member unless otherwise stated.

Month: Calendar month.

Year: The financial year, ending on the last day of February in each year.

Deleted: Corporate member: Any private or public company admitted to company membership by the Institute.¶

Institutional member: Any academic or other institution admitted to institutional membership by the Institute.¶

2. LANGUAGES

The official language of the Institute shall be English. Any South African official language may be used for discussion in meetings and Committees and in correspondence, publications and records but English shall be deemed to be the language of record. The Memorandum of Incorporation and the Rules of the Institute shall be available in English.

3. RULES OF THE INSTITUTE

The regulations contained in this document are the Rules of the Institute and no addition, alteration or amendment to them shall be of effect unless the same shall have been approved by the Board and then ratified at the next scheduled Annual General Meeting or Special General Meeting of members.

4. NUMBER OF MEMBERS

The number of Members of the Institute shall never be less than seven.

5. CLASSES OF MEMBERSHIP

Membership of the Institute shall consist of two classes, namely Voting Members and Non-Voting Members:

5.1 Voting Membership shall include the following grades:

- 5.1.1 Fellow [FIITPSA]
- 5.1.2 Professional CIO [Pr.CIO]
- 5.1.3 Professional Member [PMIITPSA]
- 5.1.4 Member [MIITPSA]
- 5.1.5 Associate Member [AMIITPSA]

5.2 Non-Voting Membership or categories shall include the following:

- 5.2.1 Affiliate Member
- 5.2.2 Student Member
- 5.2.3 Educational Institution
- 5.2.4 Small Business Enterprise
- 5.2.5 Supporting Partner

5.3 Honorary Membership may be awarded in any of the categories of membership defined in paragraphs 5.1 and 5.2. The election of honorary members shall be as defined in Rule 9 – Honorary Members.

5.4 Pensioner Membership may be offered to any existing member in paragraph 5.1 (all sub-sections) or 5.2.1 who has become a pensioner.

5.5 In addition to the above classes and grades of membership, for administrative purposes members may also be categorised as "Non-Resident", "Overseas" or "Absentee" members under such terms as the Board may from time to time prescribe.

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6. FELLOWS

Persons may be elected by the Board to the grade of Fellow for services rendered to the Institute or to the ICT profession, following consideration and recommendation by the Past Presidents in Committee.

7. EDUCATIONAL INSTITUTION

7.1 An academic or other educational institution may be eligible to join the Institute as an Educational Institution provided that it gives such evidence as the Board may require of its interest in the objectives of the Institute.

7.2 Educational Institutions may nominate persons to be elected to Chapter Committees at Annual General Meetings of the Chapters.

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8. SMALL BUSINESS ENTERPRISE

8.1 A corporate or non-corporate body or other organization (other than educational institutions) employing less than fifty (50) ICT staff may be eligible to join the Institute as a Small Business Enterprise provided that it gives such evidence as the Board may require of its interest in the objectives of the Institute.

8.2 The objective of this category is to signify a Small Business Enterprise's support of the Institute and its objectives. The membership fees to be paid by the company will be decided by the Board or its delegated committee in two tiers;

- (i) Employing 1 to 9 ICT staff
- (ii) Employing 10 to 49 ICT staff

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8.3 Small Business Enterprises may nominate persons to be elected to Chapter Committees at Annual General Meetings of the Chapters.

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9. SUPPORTING PARTNER

9.1 A corporate or non-corporate body or other organization (other than educational institutions), who have no need to sign up ICT staff as individual members, may be eligible to join the Institute as a Supporting Partner provided that it gives such evidence as the Board may require of its interest in the objectives of the Institute.

9.2 The objective of this category is to signify a Supporting Partner's support of the Institute and its objectives. The membership fees to be paid by the company will be decided by the Board or its delegated committee.

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10. HONORARY MEMBERS

An Honorary Member (see Rule 5.3) shall be any person whom the Board resolves to elect as such at a duly constituted Board meeting at which not less than one-third of the members thereof shall be present. Such resolution shall be passed by the votes of at least three-quarters of those present at the meeting. Upon such election, the Board may decide upon the rights and obligations which shall attach to such membership, the duration thereof, and any other conditions appertaining thereto.

11. BOARD'S RIGHT TO GRANT AND REJECT MEMBERSHIP

11.1 The Board of the Institute delegates its authority to grant and reject membership to the Membership Committee.

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11.2 The Board of the Institute charges and requires the Membership Committee, in terms of Sub-Rule 15.5, to create, maintain and update the Institute's Membership Policies and Procedures which will specify the criteria in terms of qualifications and relevant experience, and detail any other conditions an applicant must meet to be elected or (in the case of existing members), advanced to a particular grade of membership, and further details any limitations pertaining to the election (or advancement) to a particular grade of membership.

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Responsibility for said Policies and Procedures will include (but will not be limited to): Membership Acceptance Criteria, IITPSA Code of Ethics and IITPSA Code of Good Practice and Continuing Professional Development (CPD).

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Changes to the Policies and Procedures will have no effect until such time as they have been submitted to the Board and formally minuted as approved by a simple majority of the Board.

11.3 The Membership Committee may admit to membership any person, corporate or non-corporate body or other Organisation whom it deems desirable for admission, provided that such applicant's admission to membership is agreed to at a Membership Meeting and that at such meeting at least three-quarters of such committee members present vote in favour of such resolution. The Membership Committee may refuse to admit any applicant to membership. Any applicant who is refused membership is entitled to appeal this decision in accordance with the prevailing IITPSA policies and procedures.

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12. REINSTATEMENT OF MEMBERSHIP

Any member, who has been deprived of his membership under any of the provisions of these Rules, may at any time be re-admitted to membership upon such terms and conditions as the Board in its absolute discretion may determine.

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13. UNDERTAKING TO ABIDE BY THE RULES OF THE INSTITUTE, THE IITPSA CODE OF ETHICS AND IITPSA CODE OF GOOD PRACTICE AS CONTAINED IN THE INSTITUTE'S POLICIES AND PROCEDURES

Application for membership will be deemed to constitute an explicit undertaking by the applicant that, on becoming elected by the Board to membership, the applicant will be bound by these Rules of the Institute and any Policies and Procedures of the Institute which may be in force from time to time, and specifically the IITPSA Code of Ethics and IITPSA Code of Good Practice contained therein.

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14. FEES AND SUBSCRIPTIONS

The Board may require from members the payment of such sums of money by way of Entrance Fees and/or Subscriptions as may from time to time be determined by the Board and may determine the due date for any such payments.

15. MANAGEMENT OF THE BUSINESS OF THE INSTITUTE

15.1 The business of the Institute shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion and business of the Institute as it thinks fit, and may exercise all such power of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by statute or by these presents required to be exercised or done by the Institute in General Meetings, subject nevertheless to any regulations of these presents, to the provisions of any statutes for the time being in force and affecting the Institute, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting but no regulations made by the Institute in General Meeting shall invalidate any prior acts of the Board which would have been valid if such regulations had not been made.

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15.2 The Board shall appoint a Members' Council (Memco) consisting of not more than fifteen members, including *ex officio* members. The Chief Executive Officer of the Institute and all duly elected Chapter Chairs of the Institute are *ex officio* members of the Members' Council. Memco shall meet at least four times a year and shall consider all business delegated to it by the Board of the Institute.

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15.3 The Chairperson of a Chapter may nominate a member of their Chapter Committee to serve as his or her alternate on the Memco. Chapters may nominate any member of Memco to represent them at any Memco meeting at which the Chapter Chairperson or his or her nominee is unable to be present. This representative shall have all the rights of the Chapter Chairperson, including the right to vote. This vote shall

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be in addition to the vote to which the representative is entitled by reason of his or her own Memco membership

15.4 To facilitate the conduct of the business of the Institute the Board may appoint such Committees as it deems necessary and may delegate to such Committees such powers and responsibilities as it considers desirable.

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15.5 Each Committee shall be responsible and shall report to one or another of the Directors, as determined by the Board. The Director concerned shall appoint the members and nominate the Chairperson or Convenor of each Committee, unless this is done by the Board itself. Members of Committees need not necessarily be members of the Board.

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15.6 The term of office of members of the Committees, the maximum and minimum numbers, quorums and any other necessary provisions shall be laid down by the Board from time to time.

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15.7 The Board may appoint such permanent or temporary staff as it sees fit to carry out the operations of the Institute.

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15.8 Whereas the Memorandum of Incorporation of the Institute and The Rules of the Institute may only be changed by approval of the Board and subsequent ratification by voting members of the Institute at the next scheduled Annual General Meeting or a Special General Meeting of members, the Board, or its delegated committee, is empowered to make decisions on the creation, modification and changes to Policies and Procedures, provided such Policies and Procedures do not conflict with the Memorandum of Incorporation of the Institute and the Rules of the Institute which take precedence. Such creations, modifications and changes of Policies and Procedures shall take effect once approved by a simple majority vote of the Board and shall be recorded in the Minutes of the Board Meeting.

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16. QUORUM - MEETINGS OF BOARD COMMITTEES

Committees of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, a majority of the Members' Council members qualified to vote, and in the case of other Committees, two members so qualified, shall be a quorum.

17. ESTABLISHMENT OF CHAPTERS

The Board may, from time to time, approve of the establishment in any part of Southern Africa of local Chapters of the Institute, and may make regulations as to the affairs of such Chapters as they may deem proper.

18. CHAPTER DOMAINS

The domains covered by the Chapters shall be as defined by the Board from time to time.

While Chapters will normally focus on a geographical area, they may alternatively focus on an industry grouping or a specific area of interest, subject to specific authorization by the Board.

19. MEMBERSHIP OF CHAPTERS

Membership of Chapters shall consist of those members whose usual place of residence or business and / or whose area of interest falls within the defined chapter domains.

20. THE CHAPTER COMMITTEE

~~20.1~~ The Chapter Committee shall consist of not more than 12 voting members or authorised representatives of Institutional Members elected at the Chapter Annual General Meeting and shall further the objects of the Institute in the area covered by the Chapter.

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~~20.2~~ The Chapter Committee shall, from its members at the first Chapter Committee Meeting after the Chapter Annual General Meeting, elect annually a Chapter Chairperson, Vice-Chairperson and Secretary/Treasurer.

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All provisions dealing with election to office, vacation of office, co-opting and filling of vacancies of the Board shall apply mutatis mutandis to Chapter Committees, provided that:

~~20.2.1~~ Three members personally present shall be a quorum.

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~~20.2.2~~ The Chapter Committee shall be entitled to raise funds for the Institute but shall only have power to deal with funds as directed by the Board.

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~~20.2.3~~ A Chapter Committee shall pledge the credit of the Institute only to the extent authorized by the Board.

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The Chapter Committee may from time to time appoint sub-Committees and delegate to such sub-Committees such of its own powers as it may deem fit.

Each Chapter shall maintain records and books of account as prescribed by the Board.

21. CHAPTER ANNUAL GENERAL MEETING

Each Chapter shall hold an Annual General Meeting not more than 60 days before, nor more than 60 days after, the financial year end of the Institute. Seven voting members personally present shall be a quorum.

22. THE POWERS OF THE CHAPTER COMMITTEE

The powers, duties and procedures of the Chapter Committee are set out in the Chapter Committee Terms of Reference Governance Document, as amended and updated from time to time.

23. DISSOLUTION OF CHAPTERS

A Chapter shall be dissolved if:

~~23.1~~ The Board passes a resolution in favour of such dissolution at a meeting attended by not less than two-thirds of the voting members of the Board and at least three-quarters of the voting members present vote in favour of such resolution. The resolution

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shall be communicated to the Chapter and such Chapter shall have the right of appeal at an Extraordinary General Meeting provided that such appeal is noted within a period of 14 days after the Board has communicated such a resolution to the Chapter. Pending the hearing of such an appeal, such Chapter shall not be dissolved.

23.2 At an Extraordinary General Meeting of the Chapter, two-thirds of the voting members of the Chapter vote in favour of a resolution calling for dissolution of the Chapter.

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24. SPECIAL INTEREST GROUPS AND OTHER GROUPS

The Board and any Chapter may, from time to time, establish in any part of Southern Africa Special Interest Groups (SIG) or other Groups, and may make such rules for the affairs of such Groups as they may deem proper.

Amendment History

- i. The Rules of IITPSA NPC originally adopted at a General Meeting held on 23 April 2013 with the name change from CSSA to IITPSA.
- ii. Clause 10.3 has been amended and approved at the AGM held on 23 July 2013 and is included herewith, as amended.
- iii. Clauses 14.2 and 14.3 have been amended and approved at the AGM held on 24 July 2018 and are included herewith, as amended, reflecting the change from an Executive Council (Exco) to a Members' Council (Memco). Clause 1, Interpretation, has also been updated accordingly, as have all other references to "Executive Council" (being replaced with "Members' Council").

iv. 'Chairman' is changed to 'Chairperson' for consistency. Professional CIO is inserted at clause 5.1.2. Clause 14.4 is deleted in accordance with the Board decision to move the Manco function into the Institute's operations. The word "sub-Committee" is deleted from renumbered clauses 14.4, 14.5, 14.6 and 15 as the Board has only Committees, not Sub-committees. The words "or Manco members" are deleted from clause 15, in accordance with the deletion of clause 14.4. Clauses 21.1 to 21.6 are deleted, as these functions and powers are documented in the Chapter Committee Terms of Reference governance document. Approved at the AGM held on 18 August 2020.

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v. "Code of Conduct" is changed to "IITPSA Code of Ethics". "Code of Practice" is changed to "IITPSA Code of Good Practice" throughout. Clause 1 – Definitions of "Corporate member" and "Institutional member" deleted. Clause 5.2.3 "Institutional Members" is changed to "Educational Institution". Clause 5.2.4 "Corporate Member" is changed to "Small Business Enterprise". A new clause 5.2.5 "Supporting Partner" is inserted. Clause 8 contents changed from "Corporate Members" to "Small Business Enterprise". A new clause 9 (Supporting Partner) is inserted. Clauses 9 to 23 are renumbered clauses 10 to 24. Approved at the AGM on

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