



55-653-NPO

Constitution



Revision 5: November 2014

GIGSA CONSTITUTION

1 NAME

- 1.1 The official name shall be the Geosynthetics Interest Group of South Africa affiliated to the International Geosynthetics Society (IGS). It is associated with the South African Institution of Civil Engineering (SAICE) and shall be referred to as *The Geosynthetics Interest Group of South Africa* and herein as the GIGSA.
- 1.2 The GIGSA shall be a Chapter of the International Geosynthetics Society, within the scope of South Africa.
- 1.3 The legal addresses shall be:
 - 1.3.1 Physical:
The Geosynthetics Interest Group of South Africa
53 Harris Avenue
Isandovale
1600
Republic of South Africa
 - 1.3.2 Postal:
The Geosynthetics Interest Group of South Africa
P O Box 8720
Edenglen
1620
Republic of South Africa

2 OBJECTIVE

- 2.1 To collect, evaluate and disseminate knowledge on all matters relevant to geosynthetics and related products, including:
 - 2.1.1 Promote seminars, symposia, conferences, etc.
 - 2.1.2 Publish or sponsor papers or books.
 - 2.1.3 Maintain reference libraries and collections that relate to the scientific and technological objectives of the GIGSA.
- 2.2 To improve communication and understanding regarding geosynthetics and their applications, especially between the geosynthetic and civil engineering communities.

- 2.3 To promote advancement of the state of the art of geosynthetics and of their applications, including:
- 2.3.1 Encourage, co-ordinate and/or sponsor research and development in industry, universities, laboratories and other organisations.
- 2.3.2 Afford recognition of achievement in the advancement of the science and the practical use of geosynthetics.
- 2.3.3 Encourage academic institutions to provide courses on geosynthetics and their applications.
- 2.3.4 To promote the harmonisation of test methods, equipment and criteria for geosynthetic materials and the use thereof.
- 2.4 The GIGSA shall not become a commercial enterprise.
- 2.5 The GIGSA shall not act counter to the aims, purposes and decisions of the IGS and SAICE.
- 2.6 The GIGSA shall:
- Continue to exist when changes to its membership and office bearers occur;
 - Exist in its own right, separately from its members;
 - Be able to own property and other possessions;
 - Be able to sue and be sued in its own name.

3 MEMBERSHIP

- 3.1 The GIGSA shall consist of the following categories of membership:
- Student member: Registered full time students only
 - Affiliate member: Resident outside the bounds of GIGSA
 - Individual member: IGS and GIGSA membership
 - Benefactor member: 2 Individual members + other benefits
 - Honorary Life member: Awarded in accordance with Clause 3.4
- 3.2 Members must be engaged in, or associated with, the research, development, teaching, design, manufacture or use of geosynthetics and their applications, or be otherwise interested in such matters.
- 3.2.1 Benefactor members shall be entitled to be Participant members of the SAICE Geotechnical Division.
- 3.2.2 Those members of the GIGSA who are qualified to be members of SAICE (as Fellows, Members, Technologists, Associates, Graduates or Students) will not be entitled to any membership standing within the SAICE unless they are indeed paid up SAICE members in the appropriate category.

- 3.3 Benefactor members must be companies, contractors, distributors, fabricators, laboratories, governmental institutions, universities, consultants, etc., who are engaged in or associated with the research, development, teaching, design, manufacture or use of geosynthetic products or systems and their applications, or be otherwise interested in such matters.

Benefactor members, as described above, must be registered concerns in South Africa. Their nominated representatives must reside or be employed within the bounds of the GIGSA.

Each Benefactor member shall designate their representatives as members to the IGS to the Secretary: Membership.

- 3.4 Honorary membership (life or annual) may be bestowed by the GIGSA upon a limited number of persons on the basis of: distinguished position, scientific achievement, outstanding service to the GIGSA or major contributions to the promotion of geosynthetics and their applications. Honorary members of the IGS who otherwise qualify as individual members of the GIGSA shall automatically become honorary members of the GIGSA. Election of honorary membership will be by majority vote of the GIGSA committee.

- 3.5 All classes of membership (except Affiliate members) must reside or be employed within the geographical bounds of the GIGSA.

- 3.6 Affiliate members are members whose geographical residence or employment is outside the geographical limits of the GIGSA but who otherwise qualify as members. If they have a local representative who is resident within the geographical limits of the GIGSA that person is eligible for IGS membership.

- 3.7 All GIGSA Individual members will be members of IGS.

- 3.8 Membership in the GIGSA will terminate upon resignation or dismissal.

- 3.9 Members or office bearers of the GIGSA shall have no rights over any asset of the GIGSA.

4 RESIGNATION

- 4.1 Any member may resign at any time by written notice delivered to the President or the General Secretary of the GIGSA or of IGS.
- 4.2 Such resignation shall take effect on the date specified in the notice or at the termination of the current subscription period if no date is specified.
- 4.3 Such resignation shall not relieve the member from the obligation to pay the subscription fee for the year in which the resignation takes place.

5 DISMISSAL

- 5.1 Members who act counter to the aims and interest of the GIGSA or of the IGS can be dismissed from the chapter by a two-thirds majority of the GIGSA Executive Committee or by IGS Council. Members may also be dismissed for non-payment of the subscription fees due to the Chapter.
- 5.2 Dismissal for cause cases must formally appear on the Agenda of a GIGSA Executive Committee meeting.

The General Secretary may automatically administer dismissal for non-payment. Dismissal cases and their reasons must be sent for information to IGS and SAICE within thirty (30) days of the decision.
- 5.3 Members being considered for dismissal must be afforded an opportunity to comment to and/or to appear before the GIGSA Executive Committee before it reaches its decision.
- 5.4 Any member of the GIGSA has a right to appeal to the IGS Council against dismissal for causes. The appellant's membership of the GIGSA is suspended pending the IGS decision.

6 SUBSCRIPTIONS AND FINANCES

6.1 Subscription Fees

- 6.1.1 Subscription fees shall be paid by all membership categories as listed in clause 3.1.
- 6.1.2 Changes to the annual subscription fees for the GIGSA shall be subject to approval at a General Meeting of the Chapter or by postal ballot (including e-mail). The annual subscription fees shall include amounts for fees payable to the IGS and to the SAICE (if applicable), which fees shall be paid over to the relevant societies on behalf of the

member. The fees payable to the IGS are decided by the IGS itself according to its bylaws.

6.1.3 Changes to the subscription fees for the GIGSA, due to special circumstances, may, from time to time, be recommended by the Executive Committee, for approval by postal ballot.

6.1.4 An entrance fee can be levied and is not refundable. It shall not exceed a one year membership subscription fee.

6.1.5 The subscription fee may differ for the different classes of membership, i.e. for Benefactor, Affiliate, Individual and Student members.

6.2 Payment of Subscriptions

6.2.1 The annual subscription fee shall become due on the first (1st) day of January each year unless otherwise decided by the GIGSA.

6.2.2 Subscription fees paid by new members joining during the second half of the year shall be levied at half the annual rate.

6.2.3 Any member whose payment is in arrears may be subjected to penalty charges as established by the Executive Committee, or, after due notice, be dismissed for non-payment.

6.3 Other Income

6.3.1 In addition to entrance fees and subscription fees for members, the GIGSA may receive income from:

- Gifts, legacies, etc;
- Other activities, such as sale of publications;
- Sponsored conferences, etc.

6.3.2 Other income may be used as a fund for financing awards for the GIGSA, for promoting geosynthetics and their applications or for any other purposes that the GIGSA may decide.

6.4 Administration of Income

6.4.1 All income funds, including fees and other income, shall be administered as required by the Treasurer under the auspices of the Executive Committee.

6.4.2 The GIGSA may not pay its members or office bearers for any service or services rendered to the GIGSA, in cash or kind, without a minuted majority decision from the Executive committee. Any such payment shall not be more than the current market value of the service performed.

6.4.3 The financial year of the organisation is a full calendar year ending on the thirty-first (31st) December of each year.

- 6.4.4 Should the GIGSA for any reason have to terminate its existence all outstanding debts should be settled from the GIGSA funds. All remaining monies, assets or otherwise should be sold or donated to another non-profit organisation having similar interests and objectives to those of the GIGSA. Such non-profit organisation may be decided upon at a Special General Meeting of the GIGSA. No monies, assets or otherwise of the GIGSA may be distributed amongst the GIGSA members.

7 VOTES

7.1 Allocation of Votes

- 7.1.1 All members shall have one vote, except students. Affiliate members have no voting rights unless they have a local, resident Individual member as described in Clause 3.6 in which case they will have one vote.
- 7.1.2 Benefactors shall have three votes (2 individual + 1).

7.2 Proxy

- 7.2.1 Each member may appoint any other member present at a meeting or the chairman of the meeting to act as his/her proxy. Notice of authority to act as proxy must be given in writing to the General Secretary prior to the commencement of the meeting. No Benefactor or Corporate Member shall carry proxies for other members.

8 GENERAL MEETINGS

8.1 General Meetings

- 8.1.1 An Ordinary General Meeting shall be held periodically, at a time and place decided by the previous General Meeting or, in its absence, by the Executive Committee. The interval between two successive General Meetings shall not exceed two years.
- 8.1.2 An Extraordinary General Meeting may be convened at any time to transact special business. The General Secretary shall convene an Extraordinary General Meeting within two (2) months upon the request signed by one fifth of the member votes, or at the direction of the Executive Committee.
- 8.1.3 Copies of the agenda and of the minutes are sent to the secretaries of the IGS and the SAICE Geotechnical Division.
- 8.1.4 The General Secretary shall give at least sixty (60) days notice of Ordinary or Extraordinary General Meetings.

- 8.1.5 Except when acting in accordance with 8.1.2, the Executive Committee may decide to use a postal ballot by the members instead of calling an Extraordinary General Meeting.

8.2 Function of the Meeting

- 8.2.1 The business of a General Meeting includes debate on and the approval of reports by the President and Treasurer, the Executive Committee on chapter's activities, the appointment of auditors, the approval of the GIGSA accounts, the approval of the subscription fees, and the election of officers for the next term of office.
- 8.2.2 The General Meeting Agenda will include reports from committees, meetings or persons that the Executive Committee considers pertinent.
- 8.2.3 The General Meeting sets the date and place of the next General Meeting.
- 8.2.4 The General Meeting fixes the maximum number of honorary members the GIGSA may elect.
- 8.2.5 The General Meeting decides, by vote, actions to be taken by the GIGSA, e.g. specifying time intervals for Conferences, etc.
- 8.2.6 Any member may add an item to the agenda of the General Meeting by submitting a written statement to the General Secretary thirty (30) days prior to the General Meeting. Additionally, any member may raise a point for discussion at the General Meeting.

8.3 Procedures and Voting at the General Meeting

- 8.3.1 Only fully paid members and officially invited guests may attend a General Meeting. Only fully paid members may vote at the General Meeting.
- 8.3.2 No item of business shall be enacted at a General Meeting unless a quorum comprising 30 % of votes is present or represented. In the event that a quorum is not present or represented at the General Meeting, then the Executive Committee shall recall the General Meeting within two (2) weeks hence, at which convening the quorum rules will be suspended.
- 8.3.3 Votes of the General Meeting shall be taken by a show of hands, except for personal matters, such as selecting officers, in which case a secret vote by ballot shall be taken. A secret vote shall also be taken if demanded by no fewer than 25 % of members of the GIGSA who are present or represented.
- 8.3.4 Members may require to receive the minutes of any General Meeting.

9 THE PROFESSIONAL MANAGER

- 9.1 The GIGSA may contract with a professional person or organisation, selected by the Executive Committee and approved by the General Meeting, to manage its affairs.
- 9.2 The Professional Manager may be paid a fee for services, such fee to be negotiated by the Executive Committee and approved by the General Meeting.
- 9.3 The Professional Manager shall be employed for an initial period of one (1) year, renewable annually.

10 OFFICERS

- 10.1 The authorised office bearers constituting the Executive Committee of the GIGSA shall be:
- One President;
 - One Vice President;
 - One General Secretary;
 - One Treasurer;
 - One Immediate Past President.

At their discretion the Executive Committee may co-opt members to handle additional portfolios for the purposes of assisting said Executive Committee in managing the affairs of the GIGSA but not holding office as required of the Executive Committee.

Such portfolios would include membership, special events, newsletter co-ordination, sponsorship and regional affairs.

10.2 Election of Officers

- 10.2.1 The first President shall be elected at the first General Meeting following approval of the constitution by the IGS and formal setting-up of the GIGSA. The President will be elected for a term of office of two (2) years. The subsequent President shall be elected at the end of a President's term. The Treasurer and Secretary (if there is no Professional Manager) shall be elected at the first General Meeting following approval of the bylaws and formally setting up the GIGSA. They are elected for a term of two (2) years.
- 10.2.2 At the end of each two (2) year term a new committee shall be elected by the members. Nominations for the committee will be invited by post or e-mail. Should more than ten (10) nominations be received, a postal or electronic ballot will be conducted. The new committee plus co-opted representatives will then be ratified at the first Executive Committee meeting after nominations have been closed. The Executive Committee office bearers will be elected by the members at the General Meeting set for every two (2) years.

10.2.3 No officer may serve in one (1) post for more than two (2) consecutive terms of office. No member may serve on the Executive Committee for more than twelve (12) consecutive years.

10.3 Responsibility of Officers

10.3.1 The President will normally chair General and Executive Committee Meetings. In his absence, or at his request, the Vice President shall act in his place, or in the absence of both the President and the Vice President, the Past President or the Treasurer, respectively, shall chair.

10.3.2 The General Secretary shall conduct the correspondence and ordinary business of the GIGSA on behalf of the President, and shall prepare the agenda for and record minutes of Executive Committee and General Meetings.

10.3.3 The President, the General Secretary and the Treasurer shall be empowered to sign cheques on behalf of the GIGSA. All cheques shall require two (2) of any of these officers. At the commencement of each two-year term the new Committee shall elect any two committee members as authorized signatories other than the Treasurer. These signatories will be selected on the basis of practicality and availability. All financial transactions shall then be authorized by the Treasurer and at least one of the other authorized signatories. The identity of these two authorized signatories will be recorded in the inaugural minutes.

10.3.4 The Treasurer shall keep proper books and accounts and prepare a balance sheet as well as income and expenditure statements for presentation to General Meetings.

10.3.5 The Treasurer shall be empowered to accept on behalf of the GIGSA any donation or contribution from individuals or companies.

- 10.4 The Executive Committee shall decide upon the working programme of the GIGSA and supervise its finances. The Executive Committee sets the beginning and end of the fiscal year of the GIGSA.
- 10.5 The Treasurer shall present to the Executive Committee a statement of the previous fiscal year accounts within four (4) months of the end of each fiscal year.
- 10.6 The Executive Committee can organise or encourage conferences, symposia, or exhibits that should not conflict with the official conferences of the IGS.
- 10.7 Approved expenses incurred by officers in carrying out their duties for the GIGSA may be repaid by the Treasurer in accordance with the current state of funds in the GIGSA accounts, subject to the conditions of Clause 6.4.2.
- 10.8 The Executive Committee may take on the power and authority that it deems necessary to achieve the objectives of the GIGSA.

11 EXECUTIVE COMMITTEE

- 11.1 The Executive Committee of the GIGSA shall be comprised of the President, Vice President, General Secretary, Treasurer, Immediate Past President and a representative of the SAICE Geotechnical Division (who may but need not be one of these officers).
- 11.2 The GIGSA may decide to add other members to the Executive Committee.

12 COMMITTEES

12.1 Committee Appointments

- 12.1.1 The Executive Committee may appoint committees to undertake specific duties. The committees report to and function under the auspices of the Executive Committee.
- 12.1.2 The President shall appoint the chairman of each committee. That committee chairman shall be responsible for arranging all committee functions and proceedings.

12.2 Committee Procedure

- 12.2.1 The appointed chairman and four (4) members of the committee (or half its members, whichever is the lesser figure) shall comprise a quorum.

- 12.2.2 All members of a committee must be members, in any class, of the GIGSA. All committee members except Affiliate members shall have the same voting rights.
- 12.2.3 A committee may confer and act using postal and telecommunications services, including e-mail.
- 12.2.4 A committee may set up (a) Task Force(s) for a limited period to undertake (a) specific task(s).
- 12.2.5 Guests may attend all committee meetings of the GIGSA with the agreement of that committee chairman, unless prior notice to the contrary is given by the Executive Committee.
- 12.2.6 Officers of the GIGSA shall be ex officio members of all committees, and may renounce this right.
- 12.2.7 A record shall be kept of all attendees of any committee meeting.
- 12.2.8 Minutes of all meetings will be kept. Copies of minutes and of all documents issued will be sent to the members of the committee and to the President and the General Secretary of the GIGSA.
- 12.2.9 Committee recommendations approved by the Executive Committee must be ratified by a General Meeting or by a postal ballot before taking full effect.

13 LANGUAGE

- 13.1 The official language of the GIGSA is English.

14 AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION OF THE GIGSA

14.1 Constitution

- 14.1.1 No alteration or amendment of the Constitution shall be made except at a General or Extraordinary Meeting.
- 14.1.2 Amendments to the Constitution may be initiated by the Executive Committee or one half of the member votes at a General or Extraordinary Meeting of the GIGSA.
- 14.1.3 Notice of proposed amendments shall be included with the notice and agenda of the General or Extraordinary Meeting.
- 14.1.4 Notice of proposed amendments must be sent in advance to the IGS and the SAICE. No amendment is final unless agreed to by the IGS and by the SAICE Geotechnical Division.

14.1.5 In the event of any matter arising for which there is no provision in this Constitution, the Executive Committee may consider the matter and act, at their discretion, in the best interest of GIGSA. Such matters shall be subject to approval at the next General or Extraordinary Meeting or by postal ballot.

14.2 Dissolution of the GIGSA

14.2.1 Dissolution of the GIGSA may be decided only by a General Meeting of the GIGSA subject to approval by the IGS and the SAICE or result from a decision of the IGS or the SAICE Councils.

14.2.2 Any proposal seeking to dissolve the GIGSA may be initiated by a quarter of the member votes of the chapter or by a quarter each of the members of the IGS and SAICE Councils.

14.2.3 Notice of the proposed dissolution shall be included with the notice and agenda of the General Meeting or, in the case of the IGS or SAICE Councils taking this initiative, advance notice of at least ninety (90) days shall be given to the GIGSA.

14.2.4 In the event of a decision to dissolve, the General Meeting shall seek recommendations from the Executive Committee regarding the clearing of all debts and shall decide on the disposal of the assets of the GIGSA.