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Constitution of the National Science and Technology Forum (NSTF)

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By-Laws of the Scientific, Engineering and Technological Societies and Allied Professions Group of South Africa (SETAG), the Professional Bodies Group of the NSTF

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Interpretation

For the purposes of this Constitution, words signifying singular numbers shall include the plural and vice versa, words importing persons shall include companies and other bodies corporate and words signifying the masculine shall include the feminine.

1. Name

The name of the association is:

THE NATIONAL SCIENCE AND TECHNOLOGY FORUM

(hereinafter referred to as "the Forum")

2. Public benefit objectives and activities

2.1 The sole objective of the Forum is to carry on one or more public benefit activity within the Republic of South Africa and in particular

2.1.1 to advance, promote and protect the common interests of its members related to science, engineering and technology.

2.1.2 the provision of scholarships, bursaries and awards for study, research and teaching on such conditions as may be prescribed by the Minister of Finance by way of regulation in the Gazette

2.1.3 training for unemployed persons with the purpose of enabling them to obtain employment.

2.2 The Forum carries on activities which are of a philanthropic and benevolent nature, having regard to the needs, interests and well-being of the general public.

2A. NSTF Mission

The Mission of the Forum is:

- (a) to advance, promote and protect the common interests of its members relating to science and technology; to encourage and promote the general restructuring and advancement of science and technology and to support the development of an integrated science and technology system which reflects the principles inherent in a free and democratic South Africa; to consider, discuss and make recommendations on matters connected therewith or incidental thereto; to collect, circulate

- and publish information thereon, and to investigate and conduct research into such matters; to represent its members and to act on their behalf in matters affecting science and technology;
- (b) to make representations or submit any evidence to the President, Parliament, any other legislative or administrative body or any commission on science and technology matters and to seek to influence legislative measures in the field of science and technology;
 - (c) to promote and foster the exchange of views among members of the Forum and to liaise and co-operate with other organisations on matters of common interest.

3. Powers

- (a) to acquire and hold and also to improve, sell, let or mortgage, dispose of or deal with any property whether movable or immovable for the purposes and benefit of the Forum;
- (b) to invest any moneys of the Forum not immediately required upon such security or securities and on such terms and conditions as may from time to time be determined by the Executive Committee established under Rule 14 (hereinafter referred to as "the Executive Committee");
- (c) to borrow and raise money for the purposes of the Forum and to pledge as security for the repayment of such moneys all or any of the property or assets of the Forum;
- (d) to enter into such contracts and do all such acts and things as may be expedient for the purposes of the Forum;
- (e) to pass by-laws for the regulation of the business of the Forum, and to make such regulations as may be thought proper as to the holding of meetings of the Forum and the transaction of the business thereof;
- (f) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Forum or its officers or otherwise concerning the affairs of the Forum;
- (g) to open and operate bank accounts in the name of the Forum;
- (h) to draw, accept, endorse, make and execute bills of exchange, promissory notes, cheques and other negotiable instruments connected to the business and affairs of the Forum; and
- (i) to do all such things and to carry out all such undertakings as may be necessary for or incidental to the objects of the Forum.
- (j) The Forum may not carry on any business undertaking or trading activity otherwise than to the extent that it conforms to Section 30(3)(b)(iv) of the Income Tax Act No 58 of 1962 (the Act).**
- (k) No funds shall be distributed to any person (other than in the course of undertaking any public benefit activity).**

- (l) The funds of the Forum will be used solely for the objectives for which it was established, or shall be invested in terms of Section 30(3)(b)(ii) of the Act.**
- (m) No donation will be accepted save in terms of Section 30(3)(b)(v) of the Act.**
- (n) In case of the Forum providing funds to an association or person contemplated in paragraph (b)(ii) of the definition of a public benefit organization, reasonable steps will be taken to ensure that the funds are utilized for the purpose for which they have been provided.**
- (o) No remuneration will be paid to any employee, office bearer, member or other person that is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.**
- (p) The Forum may only issue a receipt contemplated in subsection 2 of Section 18A of the Income Tax Act in respect of any donation made by a person to the Forum in respect of the carrying on of activities contemplated in Part II of the Ninth Schedule.**
- (q) The Forum must together with its financial returns for a year of assessment submit to SARS an audit certificate confirming that all donations received or accrued in that year in respect of which receipts have been issued in terms of subsection (2) of Sec 18A were utilised solely in carrying out activities contemplated in Part II of the Ninth Schedule.**

4. Legal Status

- (a) The Forum is a distinct and separate legal entity and body corporate, with the power to acquire, to hold and to alienate property of every description whatsoever, and with a capacity to acquire rights and obligations and having perpetual succession.**
- (b) All actions, proceedings at law or any arbitration shall be brought by or against the Forum in the name of the Forum and the Executive Committee may authorise any person or persons to act on behalf of the Forum and to sign all such documents and to take all such steps as may be necessary in connection with any such proceedings.**

5. Funds of the Forum

- (a) The funds of the Forum shall consist of:
 - (i) the subscriptions paid by members in terms of Rule 8(e); and
 - (ii) such donations, contributions or bequests received by the Forum from any source.
- (b) The Forum has not been formed and does not exist for the purpose of carrying on any business that has for its object the acquisition of gain by the Forum or its individual members.
- (c) The Forum shall not distribute any of its funds to any person and shall use its funds solely for the objects for which it has been established.

6. Rights and Liabilities of Members

- (a) Membership of the Forum does not give any member a right to any of the moneys, property or assets of the Forum, but only confers upon such member the privilege of membership subject to this Constitution.
- (b) The liability of members is limited to the amount of unpaid subscriptions or other moneys owed by them to the Forum.

7. Membership

- (a) The members of the Forum shall consist of:
 - (i) The founding members of the Forum as maintained on record at the office of the Secretariat;
 - (ii) Any other institution, organisation, or juristic body approved by the Executive Committee of the Forum in accordance with such criteria as it may determine from time to time.
 - (iii) **Three of the members who shall not be connected persons shall accept fiduciary responsibility for the Forum**
- (b) Any institution, organisation or juristic body which wishes to become a member of the Forum shall lodge with the Secretariat of the Forum appointed under Rule 15 (hereinafter referred to as the "Secretariat") a written application to the Executive Committee for admission as such and, for the purposes of the application, the applicant shall provide the Executive Committee with its full name and registered address and such other further information as the Executive Committee may require. The application shall be considered at the next ordinary meeting of the Executive Committee or, if

the Chairperson so directs, at a special meeting of the Executive Committee convened for that purpose and the Executive Committee shall then decide whether or not the applicant shall be admitted and the terms and conditions upon which it shall be admitted. The decision of the Executive Committee shall not be subject to review.

After the meeting of the Executive Committee at which such application is considered, the applicant shall be notified, in writing, by the Secretariat whether or not the applicant has been admitted and of the applicable terms and conditions.

- (c) There shall be different classes of membership of the Forum, which classes shall be established in accordance with the criteria set out in Schedule 2. Upon the recommendation of the Executive Committee, Schedule 2 may be amended from time to time by the Forum in a plenary meeting, as contemplated in Rule 12 (hereinafter referred to as "in plenary meeting"). The Executive Committee shall allocate every member to one of such classes. In making such allocation the Executive Committee shall be guided, but not bound, by the member's principal interest in science and technology. The Executive Committee may at any time re-allocate a member to any class or classes.

8. Appointment of Representatives

- (a) Within fourteen days of admission to membership of the Forum, each member shall appoint, by notice in writing lodged with the Secretariat, a representative and an alternate representative. Such notice shall contain the full names, occupations and addresses of the representatives concerned. An alternate representative of a member, while acting in the place of the representative of that member, shall exercise all the duties, powers and functions of such representative.
- (b) A member may withdraw the appointment of any representative or alternate representative, by notice in writing lodged with the Secretariat, and if the appointment of any representative or alternate representative is so withdrawn, or if any representative or alternate representative ceases for any other reason to be such, the member concerned shall appoint, within fourteen days thereafter and in the manner prescribed, another in his place.
- (c) Any representative or alternate representative of a member shall cease to be such:
 - (i) if he resigns; or
 - (ii) if his appointment is withdrawn by the member by whom he was appointed; or

- (iii) if the member by whom he was appointed, ceases to be a member of the Forum.

9. General Membership Provisions

- (a) Any member may withdraw from membership of the Forum upon one month's written notice to the Secretariat.
- (b) Any member whose subscription is six months in arrear shall automatically cease to be a member of the Forum. The Executive Committee may, on such conditions as it may deem fit, reinstate a defaulting member on payment by it of all subscriptions in arrear and any amounts owing to the Forum.
- (c) Any member who has infringed the provisions of this Constitution or of any by-laws passed by the Forum in plenary meeting, or being in the opinion of the Executive Committee guilty of any practice likely to bring discredit upon the Forum, may be excluded from the Forum by resolution of the Executive Committee. The Secretariat shall immediately notify the member of such decision and the ground on which such member has been excluded.

If a member who has been excluded from the Forum by resolution of the Executive Committee lodges with the Secretariat, within fourteen days of the date of the notification of the expulsion, a request, in writing, that the decision of the Executive Committee be reviewed by the members of the Forum, the matter shall be considered at the next annual general meeting of the Forum or, if the Executive Committee so decides, at a plenary meeting of the Forum convened for the purpose; and the member concerned shall not be excluded from the Forum if the meeting then decides accordingly by a majority of not less than two thirds of the representatives present and entitled to vote. Unless it is so decided that the member concerned shall not be excluded from the Forum, such member shall cease to be a member at the conclusion of the meeting. If such a written request that the Executive Committee's decision to exclude a member be so reviewed is not received by the Secretariat within fourteen days of the date of the notification of the expulsion, the member concerned shall thereupon cease to be a member.

- (d) Cessation of membership in terms of this Constitution shall not release the member concerned from liability for any subscription or any amount due by the member to the Forum or from any other obligation to the Forum.
- (e) The subscriptions payable for each financial year by each member and any levy payable by the members shall, from time to time, be determined by the Forum in plenary meeting after taking into account the recommendations of the Executive Committee. Such subscriptions and levies shall be paid in

advance or in arrear at such time or times or in such amount or amounts as the Executive Committee in its discretion may decide. A member admitted after the commencement of the financial year shall pay as a subscription for such year such amount, not exceeding the subscription that would have been payable by such member for the whole year, as the Executive Committee may decide.

10. Control of the Affairs of the Forum

The control of the affairs and business of the Forum shall vest in the members of the Forum in plenary meeting. The members in plenary meeting shall determine the policy and work programme of the Forum and shall exercise all such powers of the Forum as are not by this Constitution required to be exercised by the Executive Committee; provided that any power, function or duty entrusted to the members in plenary meeting may be delegated to the Executive Committee.

11. Chair of the Forum

- (a) The Chair of the Forum shall be elected every three years at its general meeting of the Forum, as contemplated in Rule 11, by the representatives of members present and entitled to vote and in accordance with the procedure set out below.
- (b) Each candidate for election to the office of Chair of the Forum, other than a retiring Chair, shall be nominated by the representative of a member and such nomination shall be lodged with the Secretariat at least fourteen days prior to the date on which the election is to take place or such earlier date as the Executive Committee may determine. The Executive Committee shall, from the nominations received, make a recommendation to the annual general meeting of the Forum as to which person or persons it proposes for the office of Chair of the Forum. If the Executive Committee recommends only one person for such office, and the annual general meeting accepts that recommendation, then that person shall be deemed to have been elected by the annual general meeting of the Forum. In the event of more than one person having been recommended by the Executive Committee for such office, the decision shall be put to a vote at the annual general meeting of the Forum.
- (c) The Chair of the Forum shall hold office for a period of three years, after which he shall retire, but shall be eligible for re-election should he be so willing.
- (d) The Chair of the Forum shall ex-officio be the Chair of the Executive Committee.

12. Annual General Meetings of the Forum

- (a) The annual general meeting of the members of the Forum shall be held at such time and place as the Executive Committee may determine, but as soon as may be after the first day of April of each year. The Secretariat shall give at least thirty days notice, in writing, of such meeting to each member.
- (b) At each annual general meeting the chairman of the meeting shall review the activities of the Forum and refer to any other matters which he may consider to be relevant to the occasion and the Executive Committee shall submit an audited statement of income and expenditure for the past financial year, an audited balance sheet as at the date to which such statement is made up, and the report of the Forum's auditors thereon.
- (c) At least fourteen days before the date for which each annual general meeting is called, the Secretariat shall send to each member true copies of the audited statement of income and expenditure, the audited balance sheet and the report of the Forum's auditors thereon, which are to be submitted to the meeting.

13. Plenary Meetings of the Forum

The Executive Committee will convene meetings of the Forum for consideration of the business necessary to achieve the objects of the Forum (hereinafter referred to as "plenary meetings"). The Executive Committee may convene such meetings, as and when necessary, and shall convene a plenary meeting within thirty days of the request therefore, in writing, by the representatives of at least three members. Subject to the provisions of Rules 18 and 20, the Secretariat shall give to each member at least seven days notice, in writing, of each plenary meeting, or such shorter period of notice as the Executive Committee may decide; provided that such shorter period of notice, if given, shall not be less than is reasonably necessary to permit the representatives of members to attend the meeting concerned.

14. General Provisions Applicable to Annual General Meetings and Plenary Meetings of the Forum

- (a) Each member shall be represented at meetings of the Forum by the representative of such member or, in the absence of any such representative, the alternate representative of such member, duly appointed in terms of this Constitution.
- (b) The representatives of any member shall be entitled to take part in the discussions at all meetings of the Forum. If the representative of the member is present at any meeting, the alternate representative of that

member may also be present and may take part in the discussions, but shall not vote at the meeting on behalf of the member concerned.

- (c) The Chair of the Forum shall take the chair at all meetings of the Forum, failing which the Vice-chair appointed under Rule 14(f) (hereinafter referred to as "the Vice-Chair") shall take the chair. If neither the Chair nor the Vice-chair is present at any meeting, the representatives of members present and entitled to vote shall elect one of those representatives to be chair of that meeting. The chair of a meeting of the Forum shall be responsible for the conduct of the meeting.
- (d) The majority of the appointed representatives of the members shall form a quorum at any meeting of the Forum. Each representative, or in his absence the alternate representative of each member, present at a meeting of the Forum shall be entitled, on a show of hands, to one vote on behalf of the member concerned.
- (e) All matters in which a decision is to be taken at any meeting of the Forum shall be decided by a majority of votes. Proxies shall be permitted upon such terms and conditions as determined by the Executive Committee. In the event of an equality of votes the chair of the meeting shall have a casting vote.
- (f) A declaration by the chair of the meeting of the result of a vote shall be conclusive.

15. Executive Committee

- (a) There shall be an Executive Committee of the Forum which shall perform all such functions imposed on it under this Constitution, as well as such functions as may be requested of it or delegated to it by the Forum in plenary meeting.
- (b) In terms of this Constitution, the following powers are specifically imposed upon the Executive Committee:
 - (i) to determine and change at its discretion, the place at which the offices of the Forum shall be situated;
 - (ii) to appoint representatives on any other bodies or associations to represent the Forum;
 - (iii) to appoint employees of the Forum on such terms and conditions as the Executive Committee may determine;
 - (iv) to establish such sub-committees to act in an advisory and/or specialist capacity as the Executive Committee in its discretion deems necessary to assist it in the performance of its functions; and to regulate the

- number of such sub-committees, the nature of the business to be conducted by each of them and their composition, to establish procedural rules and guidelines to be followed by them, and for the purposes of any such appointment, to authorise the co-option of the services of any person; and
- (v) to delegate any power, function or duty entrusted or imposed on it under this Constitution to any sub-committee or any member thereof, or any officer or employee of the Forum.
- (c) The persons who, immediately before the date of commencement of this Constitution, were members of the Executive Committee of the Forum, as it previously operated, shall be the first members of the Executive Committee and shall hold office until such time as a new Executive Committee has been appointed in accordance with (d) below.
- (d) Subject to (c) above, each class of members of the Forum, as referred to in Rule 6(c), shall appoint, by notice in writing lodged with the Secretariat, one member and one alternate member to the Executive Committee. An alternate member of the Executive Committee, while acting in the place of the member, shall exercise all the duties, powers and functions of such member. Each class of members of the Forum may withdraw the appointment of its member or alternate member of the Executive Committee, by notice in writing lodged with the Secretariat, and if the appointment of the member or alternate member is so withdrawn, or if the member or alternate member ceases for any other reason to be such, the class of members concerned shall appoint within fourteen days thereafter another in his place.
- (e) The members of the Executive Committee appointed in terms of (d) above shall be entitled to appoint, upon such terms and conditions as they may determine, one or more representatives of any member of the Forum as members of, or alternate members of, the Executive Committee. The maximum number of persons to be appointed in terms of this Rule, shall, from time to time, be determined by the Forum in plenary meeting. In the event of a Executive Director having been appointed in terms of Rule 15(a), he shall ex-officio be a non-voting member of the Executive Committee.
- (f) Any member or alternate member of the Executive Committee shall cease to hold office as such if:
- (i) he resigns by giving notice in writing to the Secretariat of his resignation; or
 - (ii) he is convicted of an offence in which dishonesty is an element; or
 - (iii) he becomes of unsound mind; or
 - (iv) he becomes unfit and/or incapable of acting as a member of the Executive Committee; or

- (v) he becomes insolvent or assigns his estate for the benefit of or compounds with his creditors; or
 - (vi) he ceases for any reason to be qualified for appointment as a director of a company; or (vii) the majority of the members of the Executive Committee in writing require him to resign; or
 - (viii) his appointment is withdrawn by the class of members by which he was appointed; or
 - (ix) he is absent from three consecutive meetings of the Executive Committee without leave of the Chairman of the Forum; or
 - (x) his terms and conditions of employment so provide.
- (g) The Chair of the Forum elected in terms of Rule 10 shall ex-officio be the Chair of the Executive Committee. The Executive Committee shall at its first meeting after its members are appointed, elect a Vice-chair from amongst its members.
- (h) The Chair of the Executive Committee shall take the chair at all meetings of that Committee and, failing him, the Vice-chair shall do so. If neither the Chair nor Vice-chair are present at any such meeting, the members present shall elect one of their number to be chair of that meeting. The majority of the members of the Executive Committee shall form a quorum at any meeting of that Committee.
- (i) Subject to Rules 18 and 20, at any meeting of the Executive Committee decisions shall be taken by resolution passed by the majority of the members present and entitled to vote; provided that every reasonable endeavour shall be made by the members to reach unanimous agreement on any decision, determination or act. In the event of an equality of votes, the chair presiding at a meeting shall have a casting vote in addition to his deliberative vote.
- (j) The Executive Committee shall meet together for the despatch of business, and, subject to Rule 14(k), shall adjourn or otherwise regulate its meetings as it sees fit. The Chair may convene a meeting of the Executive Committee at any time and the Secretariat shall convene a meeting of the Executive Committee if requested in writing to do so by at least two members thereof.
- (k) If at three consecutive meetings of the Executive Committee a quorum is not present, the Secretariat shall, within thirty days of the last such meeting of the Executive Committee, convene a plenary meeting of the Forum to consider corrective steps.
- (l) The Executive Committee may at any time, to such extent and for such purposes as it may decide, co-opt the services of an expert. Such person

may attend, by invitation, any meeting of the Executive Committee and may take part in discussion, but may not vote.

- (m) A resolution in writing signed by all the members of the Executive Committee shall be as valid as if it had been passed at a meeting of the Executive Committee duly called and constituted. Such resolution may consist of several documents in like form each signed by one or more members of the Executive Committee.

16. Secretariat

- (a) The administrative and support functions of the Forum may, with the approval of the Forum in plenary meeting, be rendered by:
 - (i) any person contracted to perform these functions; or
 - (ii) employees of the Forum appointed in terms of Rule 14(b)(iii) (hereinafter referred to as "the Secretariat").

The Executive Committee shall appoint the Secretariat, which may include a Chief Executive Officer (or Executive Director), on such terms and conditions as the Executive Committee may determine.

- (b) Subject to the direction and control of the Executive Committee:
 - (i) the Secretariat shall perform the following administrative functions:
 - (aa) the keeping of a register of members in which there shall be recorded the full names and address of each member and the full names of the representative and alternate representative of each member;
 - (bb) the keeping of the records and accounts referred to in Rule 16;
 - (cc) the keeping of minutes and records of proceedings of meetings of the Forum and of the meetings of the Executive Committee, and also records of the correspondence and transactions of the Forum;
 - (dd) performing such other administrative duties and functions or which may be required of it by the Executive Committee in accordance with the terms and conditions of appointment of the Secretariat; and
 - (ii) the Secretariat shall perform the following support functions:
 - (aa) the annual, or at such intervals as the Executive Committee may decide, compilation of a report on the activities of the Forum for the information of its members.

- (bb) performing such other support duties and functions as the Secretariat may be required to perform by this Constitution or which may be required of it by the Executive Committee in accordance with the terms and conditions of appointment of the Secretariat.

17. Financial Year, Funds and Accounts

- (a) The financial year of the Forum shall be the period from 1 April to 31 March.
- (b) A record shall be kept of the subscriptions, if any, due by each member of the Forum and the periods to which such subscriptions relate as also the subscription paid by each such member and the periods to which such payments relate. Proper accounts shall be kept of all moneys received and expended by the Forum, of all the matters in respect of which such receipts and expenditures take place and of the assets of the Forum.
- (c) All moneys received by the Forum from time to time shall be deposited in the name of the Forum, within seven ordinary business days of receipt, with such banking institution as the Executive Committee may from time to time appoint.
- (d) All expenditure incurred by and on behalf of the Forum shall be duly authorised by the Executive Committee or by the Secretariat acting in terms of such authority as shall have been conferred upon the Executive Committee or upon the Secretariat, as the case may be.
- (e) An auditor shall be appointed to the Forum at each annual general meeting and shall hold office until the next annual general meeting, when he shall retire, but shall be eligible for re-appointment. The remuneration of the auditor shall be fixed by the Executive Committee.

18. Notices

- (a) Any notice required by this Constitution to be given or sent to any member shall be deemed to have been given or sent, if it has been delivered by hand at such member's registered address, or has been sent through the post to such member at such member's registered address, or has been transmitted by facsimile to such member's registered address. The date on which any such notice is so delivered, or is so posted, or so transmitted, shall be deemed to be the date on which it was given or sent.
- (b) The notice convening any meeting of the Forum shall state the date, time and place of the meeting and the general nature of the business to be transacted; provided that, in the case of a notice convening a plenary

meeting at which any amendment or alteration of or any addition to this Constitution is to be considered, the notice shall be accompanied by a copy of the proposed amendment, alteration or addition.

19. Amendments to the Constitution

- (a) This Constitution of the Forum, or any part thereof, as contained herein, shall not be amended, altered or added to except by resolution adopted by two thirds of all of the representatives of members present at a plenary meeting of members of the Forum, of which at least fourteen days notice, in writing, has been given by the Secretariat to each member.
- (b) Upon any such alteration, amendment or addition being made in terms of this Rule, the same shall be deemed to be incorporated in and form part of this Constitution, in the same manner and all respects as those rules originally inserted herein, and shall be binding upon all members of the Forum without any further act of assent thereto.
- (c) **A copy of the amendments shall be submitted to the Commissioner for the South African Revenue Service (SARS).**

20. Indemnity

Every member, officer or servant of the Forum shall be indemnified by the Forum against all costs, losses or expenses which he may incur or become liable for by reason of any act or thing done by him as such in the discharge of his duties, unless the loss in question is caused by his own dishonesty or breach of trust.

21. Winding up

- (a) The Forum shall be wound up, if at a plenary meeting of the Forum of which at least thirty days notice in writing has been given by the Secretariat to each member, a resolution to wind up the Forum has been passed by two thirds of all of the representatives of the members present.
- (b) Upon the passing of a resolution to wind up the Forum, the liquidator, who shall be appointed by the meeting, shall realise the assets of the Forum, in such manner as he sees fit, liquidate the debts and liabilities of the Forum and transfer any surplus assets to [some other association] **a public benefit organisation approved in terms of Section 30 of the Income Tax Act**, with similar objects, as may be determined by the members.

By-Laws of the Scientific, Engineering, Technological Societies and Allied Professions Group of South Africa (SETAG), the Professional Bodies Group of the National Science and Technology Forum (NSTF) (Incorporating FEDSET)

1. Name

The name of the Group shall be "Scientific, Engineering, Technological Societies and Allied Professions Group of South Africa - SETAG" operating as the Professional Bodies Group for the National Science and Technology Forum (NSTF).

2. Interpretation

In the Constitution and By-Laws:

- **By-Laws** means the rules set forth in this document as amended from time to time in accordance with Article 13 of these by-laws.
- **Constitution** means the rules set forth in the document Constitution of the National Science and Technology Forum as amended from time to time in accordance with that Constitution.
- **Member Society** means any member society that pays membership dues and levies.
- **Group** means the Group of Representatives of each of the Member Societies.
- **Representative** means the representative of each Member Society representing it on the Group as more particularly provided for in Article 8 (c) hereof.
- **Executive Committee of Group** means the Executive Committee appointed by the Group.
- **Member** means a Member Society of the Group.
- **NSTF** means the National Science and Technology Forum
- **SET** bodies/communities/educators/societies means scientific, engineering and technological bodies/communities/educators/societies.

In the By-Laws of the Group the singular shall include the plural and vice versa and words importing one gender shall include the other gender.

3. Objectives of the Group

The objectives of the Group are to foster close relations between the scientific, engineering and technological [SET] societies in South Africa and to take concerted action for promoting science and technology in South Africa. These objectives include:

1. The support and promotion of SET and allied professional and educational bodies and their practitioners in South Africa.
2. To support the endeavours of SET societies in areas of professional standards and education.
3. To promote the support of SET educators and quality of careers guidance.
4. To facilitate discussions within the SET community concerning matters of common interest.
5. To take an active interest in the state of research as conducted in South Africa in the fields of SET in all sectors.
6. To enhance communication between the SET community and parliament, government and industry; and
7. To promote understanding among the Southern African public of the work done within the SET community of the nation.

4. Powers of the Group

The Group shall have the powers delegated to them on the terms and conditions laid down by the Executive Committee of NSTF in terms of article 7 (b&c) and Schedule 2 of their constitution.

5. Funding

- The Group shall be empowered to raise funds for achieving or carrying out any of its objects by contributions or donations from corporations, trade unions, educational institutions, foundations, trusts, any other institutions or organisations and individuals subject to these funds being ringfenced in the NSTF's funds and the fund raising has been approved by the NSTF Executive.
- In addition, the operations of the Group shall be funded by membership dues paid to the NSTF and levies as determined from time to time by the Group in consultation with the Executive committee of the NSTF.
- No individual Representative shall benefit directly from any funds raised by the Group.

6. Membership of the Group

The membership of the Group shall consist of Member Societies satisfying the following criteria:

- Any autonomous society, institute or like body with voluntary members in South Africa, which represents professionals in SET or SET education, PROVIDED THAT the Representative shall be elected or nominated by the members in South Africa.

7. Establishment of the Group

The Group shall be established at a meeting of the Executive Committee of the NSTF which shall:

- Specify the terms and conditions under which SETAG may operate as the professional Bodies Group of SETAG.
- Ratify these by-laws and the relationship that is established with SETAG.

8. Membership and Voting Rights

(a) Admission

Admission to membership of the Group shall be by obtaining membership of the NSTF.

(b) Termination

A Member Society of the Group is required to give notice in terms of the provisions of the NSTF Constitution of termination of membership.

(c) Member Societies

Each Member Society shall pay membership dues and levies in order to have voting rights. Representatives of Member Societies in arrears shall be permitted to attend but shall not be permitted to vote.

(d) Membership

The Group shall comprise of one (1) representative from each Member Society.

(e) Voting

Each Representative attending a properly constituted meeting shall have a single vote in any matter put to the vote. In the event of an equality of votes, the Chairperson of the Group shall have a casting vote.

9. Meetings of the Group

(a) Meeting Procedures

The procedures governing all meetings of the Group shall be as set out in the Group's By-Laws.

(b) Meetings of the Group

The Group shall hold such meetings as are necessary to give effect to its objects and for the performance of its functions. The Group shall meet at least twice per year.

(c) Quorum of Meetings

One quarter (1/4) of the Member Societies shall constitute a quorum. If after 30 minutes of the starting time of a properly notified meeting a quorum is not present, the meeting may proceed as if a quorum is present, PROVIDED THAT binding decisions cannot be made without ratification at a subsequent quorate meeting of the Group.

10. Executive Committee of Group

(a) The Role of the Executive Committee of Group

The Executive Committee of Group shall be responsible for implementing the policies of the Group and, between meetings of the Group, will be responsible for the management of the Group.

The Executive Committee of Group may co-opt members from Member Societies as it requires.

(b) Membership

The Group shall elect from its membership an Executive Committee which shall consist of the following: the Chairperson, three (3) other executive members, and the immediate past Chairperson.

(c) Meetings

The Executive Committee shall hold such meetings as are necessary for the performance of its functions.

(d) Quorum of Meetings

A quorum requires the presence of the chairperson or designate, and one (1) other member of the Executive Committee.

(e) Term of Office

The term of office of the Chairperson shall be a maximum of two (2) years and no one person may normally serve on the Executive Committee for a period longer than five (5) years. No person may become Chairperson without having been a member of the Executive Committee for at least one (1) year.

(f) Election to Executive Committee

The Executive Committee will be elected at an Annual General meeting of the Group by Representatives who are entitled to vote.

The Executive Committee must notify members of a vacancy at least four (4) weeks prior to the date of the AGM. Nominations will be by at least two (2) members and must be received at least two (2) weeks before the AGM.

Voting will be by secret ballot and where in the considered view of the Group sufficient representivity is not achieved by democratic process, the immediate past Chairperson and an Electoral Officer will achieve this through an agreed process.

(g) Election of Representatives to the Executive Committee of the NSTF

The Chairperson of the Group and one other member of the executive shall be nominated to serve on the Executive Committee of the NSTF. Alternates for each of these representatives should be nominated from the members of the executive committee of the Group.

11. Other Committees

From time to time for the purpose of furthering the Group's objectives:

- Standing Committees may be created or disbanded by the Group.
- Special Committees and Task Forces may be created or disbanded by the Executive Committee of Group.

Each such Committee or Task Force shall act and report in accordance with its Terms of Reference, which shall not include the ability to commit, to collect or disburse funds without prior approval of the Executive Committee.

12. Management Services

Management services required by the Group will be provided by NSTF.

13. Amendment of the By-laws

- The Group shall have power to vary, add or amend the rules set forth in these by-laws as are necessary or convenient for the carrying out or giving effect to the objectives of the Group. Such amendments may not be in conflict with the constitution of the NSTF and the Executive Committee of NSTF shall have the power to review any by-law changes and either confirm them or refer them back to the executive committee for reconsideration.
- Amendments to these by-laws may be proposed by the Group, the Executive Committee of Group or by at least ten (10) Representatives.

Proposals for amendments to these by-laws will be considered at a meeting of Group and two-thirds (2/3) majority vote of the Representatives present for adoption. Notice of any proposed amendment shall be transmitted by post,

courier, electronic mail, or facsimile to the last known address of each Representative at least ten (10) days prior to the date of a properly constituted meeting of Group.

14. Autonomy of Member Societies

Nothing in these by-laws shall imply authority in the Group over the corporate affairs of any member society, which shall continue to function as an autonomous body in accordance with its own By-laws, Charter, Articles of Incorporation or related documents.

15. Indemnity

No member of the Group shall be liable to contribute towards the payment of the debts or liabilities of the Group or NSTF or the costs, charges or expenses of a winding up of the Group, UNLESS negligence or gross misconduct has been proved.

16. Finance and Audit

The Executive Committee of Group shall at least once in each period of twelve months:

- Prepare or cause to be prepared a statement of income and expenditure and balance sheet of the Group for the last Fiscal year; and
- Cause the financial affairs of the Group to be audited by NSTF.

17. Dissolution

The Group may be wound up in accordance with sound practice after a resolution of the Group.