

BYLAWS
Of
THE SERVICE PROVIDER CHAPTER
Of the
SOUTHERN AFRICAN ASSOCIATION FOR THE CONFERENCE INDUSTRY
(Association incorporated under Section 21)

1 GENERAL

In these presents the words shall bear the meaning given to them, if not inconsistent with the subject or content.

INTERPRETATION

“Service Provider Chapter”	means the category of membership of the Association whose members shall be solely made up of companies, organisations or other such legally constituted entities, engaged in the conference organising industry.
“The Association”	means the Southern African Association for the Conference Industry (SAACI);
“The By-laws”	mean the By-laws of the Chapter as provided for in these Articles;
“The Board”	means the Co-ordinating Council of the Association;
“The Executive Committee”	means the executive committee of the Chapter;
“Executive Committee Member”	means a member of the Executive Committee;
“Month”	means calendar month;
“MICE Industry”	Meetings, Incentives, Conference and Exhibitions Industry;
“Paid”	includes “credited as paid”;
“Register”	“Register” means the register of members to be kept;

“Secretary”

includes any person appointed to perform the duties of secretary temporarily;

2 NUMBER OF MEMBERS AND REGISTER

- 2.1 The SERVICE PROVIDER CHAPTER will be regulated by an executive committee comprising no less than 7 (SEVEN) members elected by the members in terms of the articles contained in Paragraph 10: Election of The Executive Committee. In the event of the membership being reduced to less than 7 (SEVEN) members, the Executive committee shall be entitled to approve and appoint further members to fill the requisite vacancies;

3. PURPOSE AND OBJECTIVES OF THE SERVICE PROVIDER CHAPTER

- 3.1 To enhance the credibility and promote professionalism within the conference organising industry and actively seek ways to expand the SERVICE PROVIDER industry.
- 3.2 To promote the professional PROVISION OF SERVICES.
- 3.3 To create and administer minimum standards for members of the SERVICE PROVIDER CHAPTER.
- 3.4 Establish and maintain a code of conduct.
- 3.5 To provide guidance and promote training for the purposes of Improving standards and competencies within the industry.
- 3.6 To lobby, promote or oppose legislative or other measures connected With the industry and affecting the interests of members; all such activities to be conducted through, or with the authority of, the Board.

4 MEMBERSHIP

- 4.1.1 The Chapter may from time to time set out further terms and conditions of Membership of the Chapter, provided that the Association is in agreement with the proposals and that a majority of the Chapter agrees. All duly constituted members of SAACI who provide services to the MICE Industry, shall automatically become members of the Chapter and remain as such as long as their membership of SAACI subsists.
- 4.1.2 The Executive Committee has the right to advise the Board to reject or terminate any application for Membership in accordance with the terms and conditions of Membership.
- 4.1.3 Notwithstanding anything to the contrary contained in the Chapter By-laws, members may, at the discretion of the Executive Committee, forfeit their membership upon any change to their vocation to one unrelated to the purposes of the Chapter.

- 4.1.4 Membership shall not be transferable or transmissible - applications are governed by the SAACI articles of association.
- 4.1.5 All other aspects of membership, including applications for, and termination of, membership, shall be governed by the Articles of Association of SAACI, its Regulations and By-laws.

5. BRANCHES

- 5.1 Each branch Committee will have one person elected to the Executive Committee of the Service Provider Chapter.
- 5.2 Such an elected member must have satisfied all requirements for Membership of the Chapter and need not necessarily be the elected chairperson of the Branch.

6. EXECUTIVE COMMITTEE MEMBERS

- 6.1 Unless and until otherwise determined by the Chapter in general Meetings, the number of Executive Committee members shall be not less than 7 (Seven).
- 6.2 All Executive Committee Members must be members of the Service Provider Chapter.
- 6.3 The Executive Committee shall consist of an elected member of a branch, who need not necessarily be the Branch Chairman and 3 (THREE) other elected Executive Committee Members.
- 6.4 The Chairman and Vice Chairman of the Chapter shall be elected from the Executive Committee by the Executive Committee Members at the first meeting of Executive Committee Members following the election of new Executive Committee Members;
- 6.5 In addition there may be 3 (THREE) co-opted Executive Committee Members elected by the Executive Committee.

7. ELECTION OF EXECUTIVE COMMITTEE

- 7.1 All members of the Chapter will be eligible for election to the committee.
- 7.2 Save for the first committee, which has already been elected, 50 (FIFTY) days before the annual general meeting each member must be sent a nomination form for the nomination of Executive Committee Members, which forms must provide for the nominating members signature and that of the nominated member as well as for the curriculum vitae of the nominated member. In order to be considered nominations must be returned to the Chapter Secretary not less than 30 (THIRTY) days before the date set for the annual general meeting.
- 7.3 Ballot papers will be sent by the Chapter's Secretary to all members 21

(TWENTY-ONE) days prior to the annual general meeting and must be returned no later than 3 (THREE) working days prior to the annual general meeting.

8 PERIOD OF OFFICE OF EXECUTIVE COMMITTEE

The elected Executive Committee Members shall retire by rotation, but a retiring Executive Committee Member shall be eligible for re-election. At the second annual general meeting 2 (TWO) of the elected Executive Committee Members (who shall be chosen by lot or who shall voluntarily offer to retire) shall retire from office. At the following year's annual General meeting and thereafter the Executive Committee Members who have elected shall retire each year.

9 DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

The office of Executive Committee Member shall be vacated if the Executive Committee Member:

- 9.1 ceases to be an Executive Committee Member or becomes prohibited from being a Executive Committee Member by virtue of any provision of the Constitution; or
- 9.2 resigns his office by notice in writing to the SERVICE PROVIDER Chapter; or
- 9.3 for more than 2 meetings is absent without permission of the Executive Committee Members from meetings of the Executive Committee Members held during that period; or
- 9.4 Is removed from office by an ordinary resolution of the Association.

10 CASUAL VACANCIES

The Executive Committee may not act with less than 6 (SIX) Executive Committee members. If there are less than six members, the remaining Executive Committee Members may only act to the extent necessary to increase their numbers to 6 (SIX) or more. The Executive Committee Members may at any time appoint any member of the SERVICE PROVIDER Chapter to be an Executive Committee Member to fill a vacancy. If a vacancy is created by a nominated Branch member, then the additional member should first be recruited from the Branch.

11 REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER

The Association, may by ordinary resolution remove any member of the Executive Committee, and appoint an elected member.

12 POWERS OF THE EXECUTIVE COMMITTEE

The business of the SERVICE PROVIDER Chapter is managed by the Executive Committee who may pay all expenses incurred in promoting the Chapter, provided

payments do not exceed, and comply with the budget as approved by the Association.

- 12.1 Elect a Chairman, Vice Chairman and Treasurer.
- 12.2 To cause to be kept a full and current register of all members and their relevant details.
- 12.3 To cause to be kept, accurate minutes of all Executive Committee, and General meetings.
- 12.4 To keep members informed of developments within the Chapter and the Industry.
- 12.5 Create and promulgate any by-laws, resolutions, special resolutions to be ratified by the annual general meeting or extraordinary meetings and approved by the Board.

13 BUDGET, ACCOUNTS AND ANNUAL FINANCIAL STATEMENTS

- 13.1 A budget for the following year is to be prepared by the Executive Committee and submitted to the Board for approval by the end of October every year, reflecting fixed and variable costs.
- 13.2 The Executive Committee shall keep such accounting records as are necessary to fairly present the state of affairs and business of the Chapter and to explain the transactions and financial position of the trade or business of the Chapter.
- 13.3 The books of account shall be kept at the registered office of the Association, and shall always be open to the inspection of the members.
- 13.4 The Executive Committee shall prepare for the annual general meeting annual financial statements, which shall be presented to the Chapter members.

14 BANKING ACCOUNT AND SIGNATORIES

- 14.1 The Executive Committee may determine the Chapter's Bankers from time to time. Bank reconciliation must be carried out by the Executive Committee on a quarterly basis along with the preparation of an income and expenditure account.
- 14.2 Only persons authorised by the Executive Committee may give receipts or sign cheques on behalf of the Chapter, within given limits of authority. Three nominated members of the Executive Committee must be authorised to sign all cheques, provided that any single cheque will require two of those three signatures.

15 GENERAL MEETINGS

- 15.1 The annual general meeting is to be held in every calendar year to coincide with the annual general meeting of the Association, as specified in notices and is to be held not more than fifteen months after the holding of the last preceding annual general meeting.
- 15.2 Other general meetings or extraordinary meetings may be convened at

any time, on two weeks notice.

- 15.3 All rules regarding procedures, voting, etc, will comply with Clauses 24 to 31 inclusive of the Articles of Association of the Southern African Association for the Conference Industry (SAACI).

16 VARIATION OF THE BY-LAWS OF THE CHAPTER

The Chapter may from time to time at any annual general meeting, vary its By-laws.

17 MEETINGS OF THE EXECUTIVE COMMITTEE

- 17.1 Meetings of the Executive Committee will be governed by the same rules as those contained in Clauses 3.3 to 4.1 of the Articles of Association of SAACI, unless otherwise provided herein.
- 17.2 A quorum at any duly constituted meeting, shall be four members.
- 17.3 All meetings (or representations to the Board) will be presided over by the Chairman, failing whom the Vice Chairman, or an appointee.

18 BY-LAWS

Any By-laws made by the Chapter may be varied or annulled by the Chapter. All By-laws so made shall be binding on all members. These By-laws will not be inconsistent with the Articles of Association of SAACI, and must be ratified by the Board and approved by the annual general meeting.

19 NOTICES

- 19.1 A notice may be given by the Chapter to any member personally, by e-mail or at other such address as the member may provide.
- 19.2 Any notice by post shall be deemed to have been served at the time when the letter containing the same was sent by e-mail, or posted, and in proving the giving of the notice by post, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.