

**CONSTITUTION OF
WOMEN IN PLANNING SOUTH AFRICA (NPC)**

(REGISTRATION NO. 2016/475556/08)



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1. NAME

- 1.1. The organisation hereby constituted shall be called **Women in Planning South Africa (NPC)**
- 1.2. Its shortened name shall be **WiPSA** (hereinafter referred to as the organisation).

2. LEGAL STATUS

- 2.1. The organisation shall:
 - 2.1.1. Exist as a separate and distinct legal entity from its members.
 - 2.1.2. Continue to exist even when its membership changes and there are different office bearers.
 - 2.1.3. Be able to own property and other possessions.
 - 2.1.4. Be able to sue and be sued in its own name.

3. PRINCIPLES

- 3.1. The organisation's main principles are to:
 - 3.1.1. Accept the centrality of women in society in general, and in the built environment, in particular;
 - 3.1.2. Promote gender issues at the forefront of the planning and development sector;
 - 3.1.3. Accept the need for cooperation between all genders, races and classes in the planning and development sector.

4. OBJECTIVES OF THE ORGANISATION

- 4.1. To promote gender mainstreaming in the planning and development sector;
- 4.2. To encourage women to choose careers related to planning and development;
- 4.3. Promote education and training within the planning and development sector.

5. GOVERNANCE OF THE ORGANISATION

- 5.1. The Board of Directors (BoD) shall oversee the governance of the organisation. The Board members shall be made up of the Chairperson, Secretary and Treasurer and two (2) other members who shall be responsible for membership and media.
- 5.2. **Term of office:** Board Members shall serve for a period of five (5) years, subject to re-election.
- 5.3. **Vacancies:** The Board must, as soon as reasonably possible, appoint someone to fill any vacancy that reduces the number of Directors.
- 5.4. **Resignation:** A Director may resign from office but must do so in writing.
- 5.5. **Disqualification or Removal:** If a Board member does not attend three (3) consecutive meetings, without having applied for and obtaining leave of absence from the Board, then the Board shall replace the member through sufficient consensus.
- 5.6. The Board may appoint employees as required to fulfil the objectives of the organisation.
- 5.7. There may be chapters of the organisation in areas, sectors or other categories as approved by the Board.
- 5.8. These Chapters shall be governed by the unitary constitution and are always accountable to the Board.
- 5.9. Chapters may appoint a co-ordinator within the terms and conditions of the Board.

6. POWERS OF THE ORGANISATION

- 6.1. The Board shall carry out the powers on behalf of the organisation and they shall manage the affairs of the organisation in accordance with the constitution and any other resolution taken at General Meetings of the organisation.
- 6.2. The Board is responsible for making decisions, and acting on such decisions, in order to achieve the objectives of the organisation.
- 6.3. The Board shall have the general powers and authority to: -
 - 6.1.1. Raise funds or to invite and receive contributions.
 - 6.1.2. Buy, hire, or exchange for any property that it needs to achieve its objectives.

- 6.1.3. Make by-laws for proper governance and management of the organisation.
- 6.1.4. Form sub-committees as and when it is necessary for proper functioning of the organisation.
- 6.4. The Board may delegate any of its powers or functions to a sub-committee, provided that: -
 - 6.1.5. Such delegation and conditions are reflected in the minutes of a meeting or in some form of written confirmation.
 - 6.1.6. There are three or more people on a sub-committee.
 - 6.1.7. The sub-committee regularly reports back to the Board on its activities.
- 6.5. The Board must in advance approve all expenditure incurred by the sub-committee and may revoke the delegation or amend the conditions of the delegation.

7. MEMBERSHIP

- 7.1. Membership is open to all persons who accept the principles and objectives of the organisation.

- 7.2. Membership and associated Fee Structure

WiPSA membership forms shall be made available on the WiPSA website together with the membership categories, specific conditions, and revised fee structure, as amended annually. Refer to Appendix 1.

8. RIGHTS OF MEMBERS

- 8.1. Members shall be entitled to:
 - 8.1.1. Receive notice of, attend and vote at all general meetings held by the organisation.
 - 8.1.2. Receive the benefits that accrue from a professional membership-based organisation.
 - 8.1.3. Enjoy the benefits that accrue to WiPSA through its associate status with organisations in the planning and development fields that have recognised WiPSA.

9. SUBSCRIPTIONS AND CESSATION OF MEMBERSHIP

- 9.1. Membership shall cease automatically on non-payment of subscriptions within 30 days of the due date, or on resignation.

10. MEETINGS

10.1. Annual General Meetings (AGM)

- 10.1.1. Only paid-up members are entitled to vote at an Annual General Meetings (AGM).
- 10.1.2. The purpose of an AGM is to:
- 10.1.2.1. Allow for the Board to report on the achievements of the organisation over the course of that financial year.
 - 10.1.2.2. Enable members to decide on the programme and direction of the organisation.
- 10.1.3. The annual general meeting must be held once every year, within 3 months of the organisation's financial year.
- 10.1.4. The organisation shall deal with the following business, amongst others, at its Annual General Meeting:
- 10.1.4.1. Record attendance and apologies.
 - 10.1.4.2. Adopt the minutes of the previous meeting
 - 10.1.4.3. Address any matters that arose at the previous meeting.
 - 10.1.4.4. Discuss the Chairperson's report.
 - 10.1.4.5. Discuss the Financial Statements or Reports.
 - 10.1.4.6. Decide on Priority Programmes and Actions
 - 10.1.4.7. Elect new office bearers.
 - 10.1.4.8. Discuss any general matters.

10.2. Special General Meetings

- 10.2.1. Special General Meetings (SGM) are those that are held outside of the timeframe of normal or regular meetings.
- 10.2.2. Special meetings may be called when the Board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.

10.3. Board Meetings

- 10.3.1. Board meetings are conducted to complete a standard Order of Business of the organisation.
- 10.3.2. The meetings of the Board shall be held at least once a quarter in order to conduct the general business of the Board.
- 10.3.3. Board meetings are attended only by Board members, unless others are invited to, in writing.

10.4. Notices of Meetings

- 10.4.1. The Chairperson of the Board shall convene the meetings.
- 10.4.2. The Secretary is responsible for informing the members and the Board of the date of the proposed meeting within a reasonable time, but not less than fourteen (14) days, before it is due to take place.
- 10.4.3. When convening an AGM, or an SGM, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.
- 10.4.4. Notices for all meetings provided for in this constitution shall be given to relevant members in writing via electronic communication, unless otherwise arranged, by the recipient.
- 10.4.5. For confirmation of delivery, all notices sent to members using the addresses provided by such members shall be deemed to have been duly served on members, unless it can be proven otherwise.
- 10.4.6. All members present in person at any meeting shall be deemed to have received notice and corresponding documentation of such meeting.

10.5. Meeting Quorums

- 10.5.1. Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of relevant members who are expected to attend.
- 10.5.2. However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, seventy five percent (75%) of the members shall be present at a meeting to make a quorum before a decision is concluded.
- 10.5.3. All meetings of the organisation shall secure a quorum before they can commence.

10.5.4. If a quorum is not present within fifteen minutes of the appointed time of the meeting, those present may decide whether they would prefer to continue, subject to the decisions being ratified by members either via round-robin resolutions or a subsequent meeting, as decided by the Board.

10.5.5. The above provision shall not apply to an AGM.

10.5.6. If no quorum is present at the reconvened AGM meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting shall continue as if a quorum is present.

10.6. Procedures at Meetings

10.6.1. The Board may regulate its meetings and proceedings as it deems fit, subject to the following:

10.6.1.1. That the Chairperson shall chair all meetings of the organisation, including that of the Board.

10.6.1.2. That, if the Chairperson is not present, any other Board member may chair that particular meeting, as decided by those present.

10.6.1.3. In the event that the Board members are absent, the meeting shall be cancelled.

10.7. Making Decisions in Meetings

10.7.1. Where possible, the decisions of the organisations shall be taken by sufficient consensus. However, when this is not possible, then members shall vote on the matter.

10.7.2. All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting.

10.7.3. However, if opposing votes are equal on an issue, then the Chairperson in that meeting shall have the deciding vote.

10.7.4. All members shall abide by the majority decision

10.7.5. Decisions concerning changes to this constitution, or of dissolution and closing down of the organisation shall only be dealt with in terms of clauses 10 and 13 of this constitution.

10.8. Records of Meetings

10.8.1. Proper minutes and attendance records shall be kept for all meetings of the organisation and are the ultimate responsibility of the Secretary.

- 10.8.2. The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of general members, and shall thereafter be signed by the chairperson.
- 10.8.3. Minutes shall thereafter be kept safely and always be on hand for members to consult.

11. INCOME AND PROPERTY

- 11.1. The organisation shall keep a record of everything it owns.
- 11.2. The organisation shall not give any of its money or property to its members or the Board without reason.
- 11.3. The Board or a member of the organisation may only be remunerated for expenses that she or he has paid for, or on behalf of, the organisation, and for which written authorisation has been granted.
- 11.4. The Board or members of the organisation do not have rights over possessions that belong to the organisation.

12. FINANCES AND REPORTS

- 12.1. **Bank Account:** The Board shall open a bank account in the name of the organisation with a registered financial institution.
- 12.2. **Signing:** Cheques and other documents requiring signature on behalf of the organisation shall be signed by the Chairperson and Treasurer. Whenever funds are taken out of the bank account, the chairperson and at least two other members of the organisation must approve the withdrawal.
- 12.3. **Financial year-end:** The financial year-end of the Organisation shall be end of February each year.
- 12.4. **Financial Report:** The Board shall ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether the financial statements of the organisation are consistent with its accounting policies and practices of the organisation.
- 12.5. The Treasurer shall be responsible for making sure that the money of the organisation is safe and is accounted for.
- 12.6. The Treasurer shall also make regular reports to the Board on the finances of the organisation, which should include all incomes,

expenditures and balances that remain according to accounting practices of the organisation.

- 12.7. If the organisation has funds that can be invested, the funds shall only be invested with registered financial institutions and in terms of the Laws of South Africa.

13. AMENDMENTS TO THE CONSTITUTION

- 13.1. The constitution shall only be changed by a resolution. The resolution shall be agreed upon and passed by not less than seventy five (75%) of paid-up members.
- 13.2. Members shall vote at this meeting to change the constitution.
- 13.3. Written notices shall go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed.
- 13.4. The notice shall indicate the proposed changes to the constitution that shall be discussed at the meeting.

14. DISSOLUTION OF THE ORGANISATION


- 14.1. The organisation may dissolve or close down if at least two-thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of dissolving the organisation.
- 14.2. When the organisation closes down it shall pay off all its debts. After doing this, if there is property or money left over it shall not be paid or given to members of the organisation. It shall be given in some way to another non-profit organisation that has similar objectives.

This constitution was approved and accepted at the Inaugural Annual General Meeting of Women in Planning South Africa (WiPSA) meeting held at:

Durban _____ on this day 30 of April _____ 2020



Founding Chairperson



Secretary

APPENDIX 1

MEMBERSHIP: CATEGORIES AND FEES

There shall be five categories of membership:

Category	Description	Annual Fee
Academics	Lecturers/ Professors/Tutors in the institutes of higher education	R250
Corporate	Private and Public Sector	R350
Young Planners	Unemployed and employed Graduates	R100
Student	Students at further or higher education institutions	Free
Retired Planners	Retired members	Free
Associates	Any person, who is not a planner, but who commits to the principles and objectives of the organisation	R100

A1. Academics

Any lecturer or researcher in the town planning/urban-rural planning/development studies/built environment/community studies and all its allied disciplines at an institution of higher education in Southern Africa shall be eligible for academic membership. Academic members have the right to vote and to hold office in the organisation.

A2. Corporate

Corporate members are working individuals practicing in the Planning and Built Environment sector. Membership is renewed annually on payment of the annual subscription. Corporate members do have the right to vote or to hold office.

A3. Young Planners

Young Planners are graduates in the planning and built environment sector as recognised by the South African Council of Planners (SACPLAN). Membership is renewed annually on payment of the annual subscription.

Young Planners have the right to vote, but may not hold office as the Chairperson, Deputy Chairperson, Secretary or Treasurer nor serve on the executive committee.

A4. Students

Students are members that are registered at various Accredited Tertiary institutions, Universities and Universities of Technology. Membership is free. Students have the right to vote, but may not hold office as the Chairperson, Deputy Chairperson, Secretary or Treasurer nor serve on the executive committee.

A5. Retired Planners

Any retired town planner/ urban-rural planner/development studies/built environment/community studies professionals shall be eligible for retired planners' membership is free. Retired members have the right to vote, but may not hold office as the Chairperson, Deputy Chairperson, Secretary or Treasurer, nor may they serve on the executive committee.

A6. Associates

Any person from any other profession, occupation or job who has an interest in planning and commits to the principles and objectives of the organisation. Associates have the right to vote, but may not hold office as the Chairperson, Deputy Chairperson, Secretary or Treasurer, nor may they serve on the executive committee