



Constitution of

National Association of Building Inspectors of South Africa

Incorporated as a non-profit company, as defined in the Companies Act, 2008
(Hereinafter "the Act")

NABISA Registration Number: K2016210564

July 2016

1. NAME AND ADDRESS

- 1.1. This non-profit organisation hereby constituted shall be called the National Association of Building Inspectors of South Africa.
- 1.2. Its shortened name shall be NABISA
- 1.3. The organisation is hereinafter referred to as NABISA.
- 1.4. NABISA is a non - profit association existing for the benefit of its members.
- 1.5. Address of NABISA:
 - 1.5.1. NABISA shall maintain a website <http://www.nabisa.org.za>.
 - 1.5.2. The postal address of NABISA shall be: Suite 258 Postnet, Private Bag X1005, Claremont, Cape Town 7735.
- 1.6. The address of NABISA may be changed at any time by decision of the Board of Directors (hereinafter the "Board") provided that the membership of NABISA shall be given 90 days' notice in writing of such address change.

2. BODY CORPORATE

NABISA shall:

1. Exist in its own right, separately from its members.
2. Continue to exist even when its membership changes and there are different office bearers.
3. Be able to own property and other possessions.
4. Be able to sue and be sued in its own name.
5. Obey the laws of the Republic of South Africa.

2. OBJECTIVES

NABISA's main objectives shall be:

- 2.1. To promote and advance the discipline of professional building inspection within the Republic of South Africa. For the purposes of this Constitution "Building inspection" shall be defined as:
 - 2.1.1. Objective assessment of the observed condition of buildings inspected.
 - 2.1.2. Objective assessment of the compliance with the laws, bylaws and building regulations and standards which are applicable.
 - 2.1.3. Objective assessment of the compliance with the laws, bylaw and safety, health and fire protection regulations which are applicable
- 2.2. To represent and promote the interests of the members of NABISA
- 2.3. To establish and enforce a Code of Conduct regulating the manner in which members of NABISA shall carry out their work as building inspectors.
- 2.4. To maintain an organisational infrastructure that will provide a platform and forum to seek to represent professional building inspectors active within South Africa.
- 2.5. To build up a national membership of NABISA in order to become the recognised national representative body of building inspectors in South Africa,
- 2.6. To attain credibility as a national spokesperson in all matters pertaining to building inspection within South Africa.
- 2.7. To prescribe acceptable qualifications and training standards which NABISA members must achieve and maintain in order to attain and retain membership of NABISA.
- 2.8. To open membership of NABISA to anyone, regardless of race, gender or creed who meets the NABISA qualification and training standards and who agrees to abide by

the NABISA Code of Conduct and to abide by the Rules and Constitution of NABISA.

- 2.9. To support programmes which train suitable people and, in particular previously disadvantaged people, to meet the NABISA training and qualification standards.
- 2.10. To interact and communicate with the South African Government and with relevant statutory bodies; other bodies and institutions involved in the South African and international real estate and construction industries in order to further and advance the aims of NABISA and its membership.
- 2.11. To provide a regulatory and disciplinary structure with the objective of protecting:
 - 2.11.1. The consumer rights of property buyers, sellers, owners, tenants and landlords who make use of the services of NABISA members.
 - 2.11.2. The good name and reputation of NABISA and its members.
- 2.12. To promote the NABISA Code of Conduct as defined in Section 4 of this Constitution. To require that every NABISA member adheres scrupulously to this Code of Conduct and to discipline, suspend or expel NABISA members who have been found guilty by a properly constituted NABISA Disciplinary Committee of flagrant or persistent breach of the NABISA Code of Conduct.
 - 2.12.1. The Board shall have the authority to delegate its powers to discipline to a Disciplinary Committee or to an Appeals Committee, as nominated and ratified by the Board.
 - 2.12.2. NABISA Disciplinary and Appeals Committees shall be appointed by the Board, to function at either a regional or national level, at the discretion of the Board.
 - 2.12.3. NABISA members who have been found guilty by a NABISA Disciplinary Committee shall have the right to appeal. Such appeal shall be held within 60 days of the appeal being lodged with the Board and shall be heard by an Appeals Committee as nominated by the Board.
 - 2.12.4. Evidence submitted to a NABISA Disciplinary Committee, or to a NABISA Appeals Committee, by members of the public, or by NABISA members, may be submitted either by means of a sworn affidavit or by giving evidence to such committee in person.
 - 2.12.5.** The decision of the Appeal Committee shall be final and binding on NABISA and its members, unless a South African court of law shall rule otherwise.

3. CODE OF CONDUCT

Every NABISA member shall commit to adhering to the NABISA Code of Conduct as detailed in this section of the NABISA Constitution. The NABISA Code of Conduct provides the core guidelines for ethical building inspection. Integrity, honesty, and objectivity are fundamental principles embodied by this Code. All members of NABISA, shall be deemed to have agreed to abide by this Code of Conduct.

NABISA Building Inspectors must:

- 3.1. Avoid conflicts of interest or activities that compromise, or appear to compromise the building inspector's independence, or objectivity.
- 3.2. Not inspect for compensation, any building or property in which the building inspector has, or expects to have, a direct or indirect financial interest,
- 3.3. Not receive financial compensation, directly or indirectly, for any repair, replacement, or upgrade of any systems or components carried out on the inspected property within one year after the inspection.
- 3.4. Act in utmost good faith when carrying out the work of building inspector toward each client and towards all other interested parties.
- 3.5. Perform services and express opinions based on genuine personal conviction and only within the building inspector's areas of education, training and experience.

- 3.6. Be objective in his/her reporting and not knowingly understate or overstate the significance of reported conditions.
- 3.7. Avoid any behaviour which may harm the public, or discredit NABISA, or the building inspection profession, or reduce public confidence in the profession of building inspection.
- 3.8. Ensure that advertising, marketing, and promotion of the building inspector's services or qualifications shall not be fraudulent, false or deceptive.
- 3.9. Report without delay any suspected substantive and deliberate violations of this Code of Conduct by any member of NABISA, of which the building inspector becomes aware, to the NABISA Board of Directors.

4. BOARD OF DIRECTORS

NABISA shall be governed by a Board of Directors (the "Board") consisting of a minimum of three directors and a maximum of ten directors.

- 4.1. The Incorporators of NABISA (the "Incorporating Directors"), Rene Yvette Davids (ID 7305220176081); Gert Petrus van Niekerk (ID 6809305084087) and John William Austin Graham (ID 4810195020084) shall serve for an indefinite period as Directors of NABISA. The Incorporating Directors may only be removed from the Board by either voluntary resignation or by the majority vote of all of the other Directors serving on the NABISA Board of Directors at the time that such vote is taken.
- 4.2. Other Directors (the "Representative Directors"), who represent stakeholders in the building inspection and/or real estate and construction sectors may be elected by the Board to serve on the NABISA Board, after being nominated by any two NABISA members in good standing and after being approved by majority vote of the Board.
 - 4.2.1. The election of Representative Directors by the Board shall be confirmed by a simple majority vote at the next Annual General Meeting or Special General Meeting after the election of such Representative Directors by the Board.
 - 4.2.2. Representative Directors shall be elected to serve an initial period of three years and may offer themselves for re-election.

5. POWERS & AUTHORITY OF THE BOARD

- 5.1. The Board shall carry out its powers on behalf of NABISA and shall manage the affairs of NABISA in accordance with this Constitution and in accordance with the resolutions of the members as taken from time to time at Annual and General Meetings of NABISA.

- 5.2. The Board shall be responsible for making decisions, and acting on such decisions, which it believes in its best judgement it needs to make in order to achieve the objectives of NABISA as stated in Section 3 of this Constitution. However, such decisions and their activities may not be contrary to the resolutions of the members or be against the laws of the Republic of South Africa.
- 5.3. The Board shall have the general powers and authority to:
 - 5.3.1. Open and operate bank accounts.
 - 5.3.2. Delegate signing rights to operate such bank accounts to individuals selected by the Board.
 - 5.3.3. Bind NABISA by way of agreements with any party.
 - 5.3.4. Appoint, contract with and pay office bearers and staff members as deemed necessary by the Board to ensure the efficient running of NABISA.
 - 5.3.5. Delegate to office bearers and staff members appropriate tasks and levels of authority.
 - 5.3.6. Set membership standards and qualification benchmarks and approve or reject membership applications.
 - 5.3.7. Discipline and/or expel NABISA members who have been found by a properly constituted Disciplinary or Appeals Committee to have transgressed the NABISA Code of Conduct and Constitution.
 - 5.3.8. Set annual membership fees – subject to ratification by a simple majority vote of members (8.2).
 - 5.3.9. Raise funds or to invite and receive contributions.
 - 5.3.10. Buy, hire or exchange for any property that it needs to achieve its objectives.
 - 5.3.11. Make bylaws for proper governance and management of NABISA.
 - 5.3.12. Form sub-committees as and when it is deemed necessary by the Board for the proper functioning of NABISA.
 - 5.3.13. Delegate any of its powers or functions to a sub-committee provided that:
 - 5.3.13.1. Such delegation and conditions are reflected in the minutes for a Board meeting.
 - 5.3.13.2. At least one Board member serves in the sub-committee.
 - 5.3.13.3. There are three or more people on the sub-committee.
 - 5.3.13.4. The sub-committee must regularly (at least quarterly) report back to the Board on its activities.
 - 5.3.13.5. 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.
- 5.4. The Secretary of the NABISA Board shall maintain a minute book recording the decisions of the Board.
- 5.5. The membership of NABISA may over-rule and overturn any decision of the NABISA Board by way of a two thirds majority vote at an Annual General Meeting or a Special General Meeting which has been properly constituted in terms of the NABISA Constitution. Any such over-ruling or overturning of any decision of the NABISA Board shall not be retrospective in its effect.
- 5.6. Vacancies: The Board must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of Directors.
- 5.7. Resignation: A Director may resign from office in writing.
- 5.8. Disqualification or removal: If a Director does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board may find a new member to take that person's place.

- 5.9. Remuneration of Directors. Directors may not receive any remuneration from NABISA for their services as Directors, except that NABISA may refund Directors reasonable travel and accommodation expenses incurred as a result of their attending NABISA meetings.
- 5.10. Directors who are employed by NABISA as office bearers or executive staff may receive market-related remuneration for their services as employees. Such remuneration must be approved by the Board.

6. STATUTORY AUTHORITY OF THE BOARD OF DIRECTORS

The Memorandum of Incorporation of NABISA does not limit or restrict the authority of the Company's Board of Directors to:

- 6.1. Manage and direct the business and affairs of the Company, as set out in section 66 (1) of the Act;
- 6.2. Consider a matter other than at a meeting, as set out in section 74 of the Act;
- 6.3. Conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3) of the Act;
- 6.4. Determine the manner and form of providing notice of its meetings, as set out in section 73 of the Act;
- 6.5. Proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) of the Act;
- 6.6. Appoint Committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1) of the Act, or to include in any such committee persons who are not directors, as set out in section 73 (2) (a) of the Act.
- 6.7. The right of the Company's directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25 per cent of the directors, if the board has 12 or more members, or by 2 (two) directors, in any other case, as provided in that section.
- 6.8. The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, are as set out in section 73 (5).
- 6.9. This Memorandum of Incorporation does not limit or restrict the authority of any committee appointed by the Company's Board of Directors, as set out in section 72 (2).

7. MEMBERSHIP

- 7.1. Membership of NABISA is open to anyone who satisfies the membership criteria as determined by the Board of Directors of NABISA from time to time.
- 7.2. Membership fees will be determined by the Board of Directors of NABISA and ratified by a simple majority at an Annual or Special General Meeting.
- 7.3. All new membership applications shall be submitted in writing, or electronically. If required by the Board at its sole discretion, certified copies of documents proving qualifications and/or work experience shall be submitted by the membership applicant to NABISA within 30 days of NABISA requesting such documentation.

- 7.4. New membership applications shall be submitted together with applicable membership fees, to the NABISA Secretary.
- 7.5. New members will be admitted as members in terms of the NABISA Constitution, at the discretion of the NABISA Board of Directors.
- 7.6. Membership will cease if a member's fees are in arrears for more than 90 days, or if a member resigns in writing, or dies, or, if the Board or its delegated committee decides that a member is not upholding the Constitution and Code of Conduct of NABISA, or is bringing the organisation into disrepute.

8. CATEGORIES OF MEMBERSHIP

- 8.1. Individual membership: Individual membership of NABISA is open to any person who pays the prescribed membership fees and who satisfies the Board that he/she meets training and qualification standards which the Board has determined that NABISA members must achieve and maintain in order to attain and retain membership of NABISA.
- 8.2. Corporate membership: Open to any organisation or entity which pays the prescribed corporate membership fees and which satisfies the Board that it will be able to support and contribute towards the development and advancement of the profession of Building Inspector within the Republic of South Africa.
- 8.3. Honourary life membership: Free lifetime membership granted to anyone whom the Board, at its sole discretion, believes has served or can serve NABISA and the profession of Building Inspector and who is deserving of such acknowledgment.

9. MEMBERSHIP FEES AND VOTING RIGHTS AT MEETINGS

- 9.1. The Board shall determine each year the membership fees which are due and payable for that year by both individual and corporate members.
- 9.2. Only fully paid-up and honourary life members as at the date of the meeting are eligible to vote at Annual General Meetings and at Special General Meetings.
- 9.3. Each member, whether individual, corporate or honourary life member, shall have one vote.
- 9.4. Members may nominate, in writing a proxy to represent and vote for them at a meeting.
- 9.5. Directors shall have one vote each at Board meetings and at Annual General and Special General meetings.
- 9.6. In the event of a tie at Board meetings or at Annual General and Special General meetings, then the Chairperson of the Board shall have a casting vote.

10. MEETINGS

10.1. Notices of Meetings

- 10.1.1. The Chairperson of the Board (or in the absence of the Chairperson the Deputy Chairperson) shall convene all meetings of the Board and all Annual General and Special General meetings of the NABISA membership.
- 10.1.2. The Secretary shall, within a reasonable time, inform all members eligible to attend the meeting of the date of the proposed meeting but not less than seven (7) days, before a Board meeting is due to take place and not less than thirty (30) days before a Annual General or Special General meeting is due to take place.
- 10.1.3. Notices for all meetings provided for in this constitution shall be given to relevant members in writing, either personally, by post or by electronic

communication or by whichever manner it is convenient, to the address or other similar particulars provided by the members.

10.1.4. The notices for all meetings shall indicate the reasons for the meeting and the matters that will be discussed in the meeting - the agenda.

10.1.5. Members invited to the meeting shall be entitled to request the Secretary in writing, up to 48 hours before the time of the meeting, that additional items be placed upon the meeting agenda.

10.2. Annual General Meetings (AGM). The purpose of an Annual General Meeting (AGM) is to:

10.2.1. Allow Office Bearers to report back to members on the achievements and work over the previous year.

10.2.2. Make any changes to the constitution.

10.2.3. Provide ordinary members with a forum to discuss and to decide on the policies of NABISA.

10.3. All decisions taken at a Board, Annual General or Special General meeting shall adhere to the following rules in order to be binding:

10.3.1. First a resolution shall be proposed to the Chairperson of the meeting

10.3.2. Second, two must be seconded by two other attendees at the meeting in order for the resolution to proceed to a vote.

10.3.3. At the Chairperson's discretion votes on any seconded proposal may be taken either by a show of hands or by secret ballot.

10.3.4. Resolutions shall be approved by a simple majority vote, except in the case of changes of the NABISA Constitution in which case only a two thirds majority shall prevail.

10.3.5. In the case of a tie then Chairperson of the meeting shall have a casting vote

10.4. Frequency of meetings:

10.4.1. Board meetings shall be held at least once every six months and more often if any member of the Board deems it necessary.

10.4.2. The Annual General Meeting of NABISA members shall be held once every year, within two months of the end of NABISA's financial year.

10.4.3. A Special General Meeting (SGM) is a general meeting of NABISA members held outside of the regular Annual General Meeting (AGM). A SGM may be called when the Board needs the mandate or guidance of the general members of NABISA to take up issues that require urgent attention and when the Board deems that it cannot wait until the next regular AGM. The Board, or not less than one-third of the members of NABISA, may call a SGM of NABISA when it is deemed necessary by the Board or by at least one third of the members of NABISA.

10.5. Order of business at meetings: NABISA shall, conduct all of its meetings in accordance with following order of business:

10.5.1. The Secretary of the meeting shall keep written minutes of the meeting.

10.5.2. The Secretary shall keep an attendance register of both attendees and those members who have sent apologies

- 10.5.3. The Chairperson of the meeting shall obtain approval by way of a seconded proposal and vote of the agenda of the items to be discussed at the meeting.
- 10.5.4. The Chairperson shall read and obtain confirmation by way of a seconded proposal and vote of the minutes of the previous meeting
- 10.5.5. The meeting will discuss matters arising from the minutes
- 10.5.6. The meeting will discuss the approved Agenda items
- 10.6. Additional items to be placed on the Agenda for every Annual General Meeting:
 - 10.6.1. Chairperson's report on the activities of NABISA over the past year.
 - 10.6.2. Treasurer's report.
 - 10.6.3. Any proposed changes to the constitution.
 - 10.6.4. Election of new office bearers.
 - 10.6.5. General.
- 10.7. Quorums:
 - 10.7.1. Quorums for all meetings of NABISA shall be a simple majority (50 per cent plus one) of relevant members who are eligible to attend the meeting
 - 10.7.2. However, for the purpose of considering changes to this constitution, or for the dissolution of NABISA, then at least two thirds of the members shall be present at a meeting in order to make a quorum and before a decision to change the constitution or to dissolve NABISA is taken.
 - 10.7.3. All meetings of NABISA must reach a quorum before they can start.
 - 10.7.4. If, however a quorum is not present within fifteen minutes of the appointed time of the meeting, then the meeting shall be adjourned or postponed to another date, within fourteen days thereafter.
 - 10.7.5. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, then the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

11. INCOME AND PROPERTY

- 11.1. NABISA will keep a record of everything it owns.
- 11.2. NABISA may not give any of its money or property to its members or to members of the Board. The only time it can do this is when it pays for work that an Office Bearers or member has done for NABISA. The payment must be a reasonable amount for the work that has been done.
- 11.3. A Board member or a member of NABISA shall be reimbursed by NABISA for expenses that she or he has paid for or on behalf of NABISA, and for which authorisation has been granted.
- 11.4. Members of the Board or members of NABISA do not have rights over money and property that belong to NABISA.

12. FINANCES AND REPORTS

- 12.1. Bank Account: The Board must open a bank account in the name of NABISA with a registered bank.

- 12.2. Signing: Cheques and other documents requiring signature on behalf of NABISA shall be signed by at least two persons authorised by the Board. Whenever funds are taken out of the bank account, the chairperson and at least two other members of NABISA must sign the withdrawal or cheque.
- 12.3. Financial year-end: The financial year end of NABISA shall be end of February each year.
- 12.4. Financial Report: The Board must ensure that proper records and books of account which reflect the affairs of NABISA are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of NABISA are consistent with generally accepted accounting policies and with the policies and practices of NABISA.
- 12.5. The Treasurer shall be responsible for making sure that the money of NABISA is safe and is accounted for .
- 12.6. The Treasurer shall also make regular reports to the Board on the finances of NABISA. These reports shall take the form of properly drawn statement of accounts which shall include all incomes, expenditures and balances that remain..
- 12.7. If NABISA has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as shall be amended. Or NABISA can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). NABISA can go to different banks to seek advice on the best way to look after its funds.

13. AMENDMENTS TO THE CONSTITUTION

This Constitution of NABISA can only be changed by a resolution. The resolution shall be agreed upon and passed by the approval by a vote by secret ballot of at least two thirds (67 per cent) of the members who are at the Annual General Meeting or Special General Meeting and who form a quorum as defined in this Constitution.

14. DISSOLUTION/CLOSING DOWN

- 14.1. NABISA 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 closing down.
- 14.2. When NABISA closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of NABISA. It should be given in some way to another non-profit organisation that has similar objectives. NABISA's general meeting can decide what organisation this should be.

This constitution was approved and accepted by the incorporating members of NABISA at a Special General Meeting held at Cape Town on the 13th day of August 2016.

Chairperson

Secretary