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Constitution and Memorandum of Incorporation of:

The National Association of Building Inspectors of South Africa NPC

Incorporated as a non-profit company, as defined in the Companies Act, 2008, and registered with the Companies and Intellectual Property Commission (CIPC)

NABISA Registration Number: K2016210564

July 2016 (As amended August 2019)

1. Background to the establishment of NABISA

- 1.1. NABISA was established by the South African Home Inspection Training Academy (SAHITA) in 2016 as a non-profit organisation under the custodianship of the private sector home inspectors.
- 1.2. In 2019, following the successful development of a national Building Inspector Qualification, the Board of NABISA took a resolution to broaden its membership to become a voluntary association open to all private sector South African home and building inspectors and also all building inspectors working for local government, national and provincial Government, the National Home Builders Registration Council (NHBRC), and for construction companies which employ building inspectors for quality control purposes.
- 1.3. The development of this new national Building Inspector qualification was an initiative by the Quality Council for Trades and Occupations (QCTO) and was developed by a broad spectrum of industry stakeholders (including SAHITA) under the auspices of Local Government SETA.

2. Definitions

- 2.1. **Annual General Meeting (AGM)** and **Special General Meeting (SGM)** are meetings for all members of NABISA at a time, place and date as nominated by the Board and in accordance with the provisions of this Constitution..

- 2.2. **“Board of Directors”** and **“Board”** means the board of directors of NABISA formed by a maximum of 4 (four) non-executive directors representing building industry “stakeholders” and a maximum of 3 (three) “Executive directors”. Executive directors are board members who are contracted and remunerated by the Board to perform specific operational functions on behalf of NABISA.
- 2.3. **“Chief Executive Officer”** means the director of NABISA appointed by the board to manage the operations of NABISA under the direction of the Board.
- 2.4. **“Code of Conduct”** means the code of professional conduct as approved by the Board from time to time and which governs the professional conduct of NABISA members.
- 2.5. **“Council”** means the South African Council for the Architectural Profession; the South African Council of Project and Construction Management Professions, together with the Council or Board of Directors which governs any other statutory body to which NABISA becomes affiliated.
- 2.6. **“Director(s)”** means a director of NABISA as registered with the Companies and Intellectual Property Commission in terms of the Companies Act, (No 71 of 2008), as amended.
- 2.7. **“Member”** and **“eligible member”** means any person or entity who has been enrolled as a member by NABISA and, if applicable, who has paid

all membership fees due to NABISA. There shall be the following categories of membership:

- 2.7.1. **Individual Member:** Membership of NABISA is open to any person who pays the prescribed membership fees, 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 retain membership of NABISA and who is in good standing with regard to the Code of Conduct..
- 2.7.2. **Corporate member:** 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.
- 2.7.3. **Honorary life member:** Free lifetime membership may be granted to anyone whom the Board, at its sole discretion, believes has served or can serve NABISA and the professional of Building Inspector and who is deserving of such acknowledgment.
- 2.7.4. **Candidate member:** A person, who having passed the examination recognized by the relevant Council, is engaged in completing further requirements as may be required by that Council or by NABISA. Candidate members may attend but not vote at an AGM or SGM.

- 2.8. **“Membership year”** shall be from the 01 September of each year until 31 August of the following year.
- 2.9. **“NABISA”** - is the short name for the National Association of Building Inspectors of South Africa, a “not-for-profit” company registered with the Company and Intellectual Property Commission.
- 2.10. **“Voluntary Association”** means a voluntary association recognised by the South African Council of Architectural Profession (SACAP), or by the South African Council for Project and Construction Management Professions (SACPCMP), or by the Property Practitioners Regulatory Authority (PPRA), or by any other statutory body to which NABISA has applied for recognition as a voluntary association..
- 2.11. **“Voting member”** means a fully paid up member, not under suspension, or an honorary life member as at the date of the Annual General Meetings and Special General meetings.

3. NABISA: Corporate information

- 3.1. The name of this voluntary association of South African building inspectors is: National Association of Building Inspectors of South Africa NPC (hereinafter “NABISA”), registered with the Companies and Intellectual Property Commission (CIPC) as a non-profit company under registration number K2016210564.
- 3.2. The shortened name of this association is NABISA.

- 3.3. NABISA, as a body corporate, shall exist in its own right, separately from its members, and may continue to exist even when its membership and board of directors change and when there are different office bearers.
- 3.4. NABISA will function as a voluntary association of South African building inspectors with perpetual succession:
 - 3.4.1. NABISA shall be able to sue and be sued in its own name;
 - 3.4.2. NABISA shall be able to both own property and alienate movable and immovable property;
 - 3.4.3. The board of directors of NABISA shall undertake all acts or actions as may be required for the proper performance of the functions and duties necessary for carrying out, the objectives of NABISA and obeying the laws of the Republic of South Africa.

4. Objectives of NABISA

- 4.1. To be a voluntary association representing the interests of all building inspectors who work within the built environment of the Republic of South Africa;
- 4.2. 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:
 - 4.2.1. Objective assessment of:
 - 4.2.1.1. The observed condition of existing buildings and new building work;

- 4.2.1.2. Compliance with the laws, bylaws and building regulations, building standards and safety regulations which are applicable to the building or new building work being inspected.
- 4.2.2. Gathering, storing, interpreting and communicating data which accurately documents the results of the assessment referred to in 3.2.
- 4.3. To interact with Government and with other relevant statutory bodies with regard to monitoring, reviewing and recommending improvements of the National Regulations and Building Standards Act, the Home Consumers Protection Measures Act, the Property Practitioners Act and any other relevant and proposed legislation.
- 4.4. To contribute towards the improvement of the standard, quality and safety of new building work within South Africa, by encouraging and promoting compliance with relevant laws, regulations and standards.
- 4.5. To represent and promote the interests of the members of NABISA, by actively promoting the image and status of building inspectors in South Africa.
- 4.6. To establish and enforce a Code of Conduct regulating the manner in which members of NABISA shall carry out their work as building inspectors.

- 4.7. To maintain an organisational infrastructure that will provide a platform and forum to represent professional building inspectors active within South Africa.
- 4.8. To build up a national membership of NABISA so that NABISA becomes the recognised national representative body of building inspectors in South Africa.
- 4.9. To attain and maintain credibility as a national spokesperson in all matters pertaining to building inspection within South Africa.
- 4.10. To establish acceptable qualifications and training standards which NABISA members must achieve and maintain in order to retain membership of NABISA.
- 4.11. To create a platform to share and distribute knowledge and experience for continual professional development.
- 4.12. 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 the Constitution of NABISA.
- 4.13. To support programmes which train suitable people and, in particular, previously disadvantaged people, to meet the NABISA training and qualification standards.
- 4.14. 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 built environment in order to further and advance the aims of NABISA and its membership.

- 4.15. To provide a regulatory and disciplinary structure for building inspectors with the objective of protecting:
 - 4.15.1. The consumer rights of property buyers, sellers, owners, tenants and landlords who make use of the services of NABISA members.
 - 4.15.2. The good name and reputation of NABISA and its members.
- 4.16. To motivate South African property owners, prospecting purchasers of property, tenants and financial institutions to employ South African building inspectors to undertake condition assessments of the buildings in which they have a financial interest, thereby promoting the work of a building inspector as a viable career opportunity and so assisting in addressing the unemployment crisis in South Africa;

5. Relevant legislation and affiliation to statutory bodies

- 5.1. All South African legislation applicable to the built environment shall be taken into account and obeyed by NABISA, its Board of Directors and its members.
- 5.2. NABISA acknowledges that building inspectors who wish to become members of NABISA as a voluntary association of building inspectors, may also wish to be members of one of the members of the Council for the

Built Environment as constituted in terms of the Council for the Built Environment Act, No 43 of 2000, or another relevant statutory body..

5.3. NABISA shall endeavour to enter into agreements with the following statutory bodies, in order to facilitate membership for NABISA members with the appropriate statutory body as may be relevant to the work of each NABISA member:

5.3.1. The South African Council for the Architectural Professions (SACAP) - a member of the Council for the Built Environment (CBE) and established in terms of the Architectural Profession Act, No 44 of 2000 and any amendments thereto;

5.3.2. The South African Council for Project and Construction Management Professionals (SACPCMP) - a member of CBE and established in terms of the Construction Management and Professions Act, No 48 of 2000 and any amendments thereto;

5.3.3. The Property Practitioners Regulatory Authority (PPRA) - to be established in terms of The Property Practitioners Act B21-2018.

5.3.4. Any other body as decided by the Board of Directors of NABISA in terms of its Constitution.

6. Stakeholders in NABISA

6.1. NABISA exists to be a voluntary association representing the interests of all stakeholders involved in the work of “building inspection” in South Africa.

6.2. Paragraph 3.2 of this Constitution defines the work of “building inspection” as: “Building inspection” shall be defined as:

6.2.1. Objective assessment of:

6.2.1.1. The observed condition of existing buildings and new building work;

6.2.1.2. Compliance with the laws, bylaws and building regulations, building standards and safety regulations which are applicable to the building or new building work being inspected.

6.3. South African stakeholders employing building inspectors involved in aspects of the defined work of “building inspection” who shall be eligible for membership of NABISA include:

6.3.1. Building control officers (BCOs) appointed by a local government (municipality) in terms of the National Building Regulations and Building Standards Act No 103 of 1977, as amended, together with building inspectors who work for, or are contracted by a municipality under the delegated authority of a BCO in terms of the said Act.

6.3.2. Building inspectors (assessors) employed or contracted by the NHBRC to fulfil its statutory mandate under the Housing Consumers Protection Measures Act No 95 of 1998.

- 6.3.3. Property managers and building inspectors employed by the Departments of Public Works, Human Settlements, and the South African National Defence Force to carry out the work of building inspection and condition assessment on buildings owned or being constructed under the mandate of these Government departments.
- 6.3.4. Private sector home inspectors employed mainly by prospective home buyers to carry out condition assessments on existing homes and snag inspections on new building work and who will be subject to regulation by the Property Practitioners Regulatory Authority.
- 6.3.5. Arbitrators who undertake building inspection work in order to resolve disputes between builders and property owners.
- 6.3.6. People employed or contracted by property developers to exercise internal quality control on building work in progress by conducting progress inspections. These people include project managers and “clerks of works”.
- 6.3.7. People employed by financial institutions to carry out building inspections, including:
 - 6.3.7.1. Valuers employed by banks and other lending institutions.
 - 6.3.7.2. Loss adjusters and claims examiners employed or contracted by insurers.

- 6.3.8. Compliance inspectors, including roof inspectors, electricians, plumbers, gas installers and electric fence installers who carry out mandatory compliance inspections in terms of a legislative mandate.

7. Membership of NABISA

- 7.1. Building inspectors doing work for any of the following accredited stakeholders shall be eligible for membership of NABISA, provided that each person applying for membership shall be assessed by NABISA in terms of the applicant's relevant qualifications and experience as detailed in the "Qualifications Matrix", which shall be published and amended from time to time as circumstances demand.
- 7.2. Accredited stakeholders shall be:
 - 7.2.1. Local government
 - 7.2.2. NHBRC
 - 7.2.3. Any national or provincial government department which employs the services of building inspectors.
 - 7.2.4. Any private sector business concern which employs the services of home, building inspectors or compliance inspectors
- 7.3. Anyone who provides building inspection services for an accredited stakeholder shall be eligible to apply to NABISA for membership in one or more of the following categories:
 - 7.3.1. **Building Inspector (Statutory enforcement by local government);**

- 7.3.2. **Building Inspector (NHBRC statutory mandate);**
- 7.3.3. **Building inspector (Quality control - new building work):** Including progress inspections and final snag and desnag inspections;
- 7.3.4. **Home Inspector:** Condition assessment of existing homes or other existing buildings which are two storeys or less;
- 7.3.5. **Master Building Inspector:** (Qualified to inspect any new building work and existing buildings: Minimum five years inspector experience and any additional credentials as determined by the NABISA board, at its sole discretion, on a case by case basis).
- 7.3.6. **Building management inspector:** Assessment of the condition of a building on behalf of the owner of the building. The owner of the building to determine the qualifications and experience required for the condition assessment of the building, depending on the complexity of the building to be assessed, ;
- 7.3.7. **Statutory compliance inspector:** Inspection of installations in buildings - including roof structure, electrical, plumbing, gas and electric fence installations;
- 7.3.8. **Candidate Inspector:** In any of the above categories.
- 7.3.9. **Corporate / Associate membership:** For any employer of building inspectors who are members of NABISA.
- 7.3.10. **Honorary life membership:** Grant by the Board of Directors of NABISA at its sole discretion.

- 7.4. The NABISA CEO or his/her nominee (s) may consult with any accredited stakeholders regarding appropriate categories of membership for applicants for membership employed by any accredited stakeholders.
- 7.5. The NABISA CEO shall make recommendations to the NABISA Board of Directors regarding the “Qualifications Matrix” for membership criteria which shall be approved by the Board of Directors of NABISA from time to time as circumstances dictate.
- 7.6. The recommendations of accredited stakeholders shall be taken into account but shall not be binding on either the President of NABISA nor on the Board of Directors of NABISA when formulating the “Qualifications Matrix” which shall apply from time to time.
- 7.7. Membership of NABISA shall be contingent on:
 - 7.7.1. The applicant member proving that he/she possesses the necessary qualifications and experience as determined by the NABISA Qualifications Matrix.
 - 7.7.2. The applicant member paying the applicable and annual NABISA membership fees approved by the Board of Directors from time to time.
 - 7.7.3. The applicant member paying any fees required by a member of the Council for the Built Environment or by the Property Practitioners Regulatory Authority or by any other statutory body

with whom NABISA has concluded a membership agreement in terms of paragraph 3.17 of this Constitution.

7.7.4. The applicant member subjecting himself/herself in writing to the Code of Conduct of NABISA by indicating his/her acceptance of all terms of NABISA membership on the electronic application form..

7.8. 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.

7.8.1. 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.

7.8.2. All new membership applications shall be submitted to NABISA in writing, or electronically.

7.8.3. If required by the Board or its appointed sub-committee, at their 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.

7.8.4. Assessment, acceptance or rejection of Memberships applications shall be carried out by a sub-committee appointed by the Board.

7.8.5. Applications without proof of payment will not be processed.

- 7.8.6. New members will be admitted as members in terms of the NABISA Constitution, at the discretion of the NABISA Board or its appointed sub-committee.
- 7.8.7. Rejected applicants may submit and Appeal to the NABISA Board subject to substantive reasoning in writing, within 10 days of rejection, to consider the appeal
- 7.8.8. 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.
- 7.8.9. Dual registration with other Voluntary Associations is allowed on the written approval of the NABISA Board.
- 7.9. Any member of NABISA in good standing (with the exception of candidate members) shall:
 - 7.9.1. Have the right to attend and participate in the AGM or any SGM of NABISA.
 - 7.9.1.1. Candidate members may attend the AGM or any SGM of NABISA but shall not have the right to vote at thhs
 - 7.9.2. May publish their names on the membership listings, by category, on the NABISA website.

8. Meetings and governance of NABISA

8.1. Meetings and governance of NABISA shall be in accordance with the this Constitution:

8.2. Frequency of meetings

8.2.1. The Annual General Meeting of NABISA members shall be held once every year, within ten (10) months of the end of NABISA's financial year.

8.2.2. 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.

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

8.2.3.1. A Board meeting shall be held immediately after each AGM or SGM.

8.2.3.2. Board members unable to physically attend a Board meeting may use video or telephonic (electronic) conferencing in order to participate in Board meetings. Attendance by means of electronic conferencing shall be the same as physical attendance insofar as participation and voting of the Board member concerned at the Board meeting.

8.3. Notice required for a NABISA meeting

8.3.1. The Chairperson of the NABISA Board or in his/her absence another Board nominee, shall convene all meetings of the Board and all Annual General and Special General meetings of the NABISA membership.

8.3.2. The Secretary of NABISA shall, within a reasonable time, inform all members eligible to attend the meeting of the date of the proposed meeting:

8.3.2.1. But not less than seven (7) days, before a Board meeting is due to take place and;

8.3.2.2. Not less than thirty (30) days before an Annual General or Special General meeting is due to take place.

8.3.3. 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.

8.3.4. The notices for all meetings shall indicate the reasons for the meeting and the matters that will be discussed in the meeting - the Agenda,

8.3.5. 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.

8.4. Rules and order of meetings

8.4.1. NABISA shall conduct all of its meetings in accordance with the following order of business:

8.4.1.1. The Secretary of the meeting shall keep written minutes and audio recordings of the meeting.

8.4.1.2. The Secretary shall keep an attendance register of both attendees (including those whose attendance at a Board meeting is by means of electronic attendance) and those members who have sent apologies. \

8.4.1.3. 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.

8.4.1.4. The Chairperson shall read and obtain confirmation by way of a seconded proposal and vote of the minutes of the previous meeting.

8.4.1.5. The meeting will then discuss matters arising from the minutes.

8.4.1.6. The meeting will discuss the approved Agenda items.

8.4.1.7. Additional items may be considered with the approval of the Board.

8.5. Annual general meetings (AGM) and special general meetings (SGM):

8.5.1. An Annual General Meeting (AGM) or Special General Meeting (SGM) is to:

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

8.5.1.2. Make any changes to the constitution, by laws, rules or any other policy of the association.

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

8.5.1.4. Elect board members to fill board vacancies created by board members retiring on a two-year rotation cycle.

8.5.2. All decisions taken at an AGM or SGM shall adhere to the following rules in order for the decision to be binding:

- 8.5.2.1. An attendance register of NABISA members in good standing shall be compiled at the start of the AGM or SGM and members who are in good standing and who are present at the meeting shall be accredited to participate in the proposal, seconding and voting procedure as described in this section.
- 8.5.2.2. Members of NABISA who do not attend an AGM or SGM may not nominate a representative to exercise their powers.
- 8.5.2.3. Any resolution at an AGM or SGM shall be proposed to the Chairperson of the meeting by a member of NABISA in good standing.
- 8.5.2.4. The proposed resolution must be seconded by two other members of NABISA in good standing in order for the resolution to proceed to a vote.
- 8.5.2.5. At the Chairperson's discretion, votes by NABISA members in good standing who are present at the meeting, on any properly seconded proposal may be taken either by a show of hands or by secret ballot.
- 8.5.2.6. 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 vote on a secret ballot shall prevail.

- 8.5.2.7. In the case of a tie then the Chairperson of the meeting shall have a casting vote.
- 8.5.3. The following items must be included on the agenda at the AGM for the consideration of the members:
 - 8.5.3.1. President's report on the activities of NABISA over the past year.
 - 8.5.3.2. Treasurer's report.
 - 8.5.3.3. Any proposed changes to the constitution.
 - 8.5.3.4. Election of new office bearers.
 - 8.5.3.5. General
- 8.6. Quorum for NABISA meetings:
 - 8.6.1. Quorums for all general meetings of NABISA members shall be ten (10) percent of the current membership of NABISA who are in good standing and who were properly notified of the meeting.
 - 8.6.2. The quorum for a Board meeting of NABIS shall be: At least two executive directors and two non-executive directors at the relevant meeting.
 - 8.6.3. However, for the purpose of considering changes to the Constitution of NABISA, or for the dissolution of NABISA, then at least one half of the eligible members shall be present at a properly constituted general meeting of NABISA members in

order to constitute a quorum and before a decision to change the constitution or to dissolve NABISA can be taken.

- 8.6.4. All meetings of NABISA must reach a quorum before they can start.
- 8.6.5. If however, a quorum is not present within one hour of the appointed time of the meeting, then the meeting shall be adjourned or postponed to another date, within twenty eight (28) days thereafter.
- 8.6.6. All eligible members shall be notified of the time and date of the reconvened meeting. This notification shall be by written communication from the Secretary to each member's postal and email address and shall be sent to each eligible member at least seven (7) days before the date of the reconvened meeting.
- 8.6.7. If no quorum is present at the reconvened meeting within one hour of the appointed time, then the members present shall be regarded as forming a quorum for that meeting and the meeting will continue as if a quorum was present.

9. Directors and office bearers

- 9.1. The Board of Directors of NABISA shall consist of a maximum of three executive directors together with a maximum of five non-executive directors.

9.1.1. Executive directors shall hold office as directors of NABISA by virtue of their executive role as remunerated officials who have been contracted to perform designated tasks on behalf of NABISA.

9.1.1.1. The Chief Executive Officer (CEO) shall be responsible for the overall management of NABISA and shall be contracted and accountable, in terms of South African labour legislation to the Board of Directors for his/her contractual performance.

9.1.1.1.1. The Board, on behalf of NABISA, shall enter into a four-year contract with the CEO commencing on 1 September 2019.

9.1.1.1.2. The contract between NABISA and the CEO shall be performance-driven and shall be subject, at the discretion of the Board, and in the light of fair labour practice, to be:

9.1.1.1.2.1. Renewed at the end of the term of the contract on terms as negotiated;

9.1.1.1.2.2. Not renewed at the end of the term of the contract;

9.1.1.1.2.3. Terminated early in terms of the provisions of the contract if the performance of the

CEO has been judged by the Board to be unsatisfactory.

9.1.1.1.3. The Board may, at its discretion, demand that the CEO recuse himself/herself when the contract and/or performance of the CEO is being reviewed or discussed by the Board.

9.1.1.2. The Chief Operating Officer (COO) shall be responsible for the management of the NABISA website, membership administration and communication systems.

9.1.1.3. The COO shall be contracted by the Board on behalf of NABISA and shall be accountable, in terms of South African labour legislation, in the first instance to the CEO and ultimately to the Board of Directors for his/her contractual performance.

9.1.1.3.1. The Board, on behalf of NABISA, shall enter into a four-year contract with the COO commencing on 1 September 2019.

9.1.1.3.2. The contract between NABISA and the COO shall be performance-driven and shall be subject, at the discretion of the Board, and in the light of fair labour practice, to be:

- 9.1.1.3.2.1. Renewed at the end of the term of the contract on terms as negotiated;
- 9.1.1.3.2.2. Not renewed at the end of the term of the contract;
- 9.1.1.3.2.3. Terminated early in terms of the provisions of the contract if the performance of the COO has been judged by the Board to be unsatisfactory.
- 9.1.1.3.3. The Board may, at its discretion, demand that the COO recuse himself/herself when the contract and/or performance of the COO is being reviewed or discussed by the Board.
- 9.1.1.4. The Secretary shall be responsible for the financial management of NABISA and for all secretarial functions, including minute-taking at NABISA meetings.
- 9.1.1.5. The Secretary shall be contracted by the Board on behalf of NABISA and shall be accountable, in terms of South African labour legislation, in the first instance to the CEO and ultimately to the Board of Directors for his/her contractual performance.

- 9.1.1.5.1. The Board, on behalf of NABISA, shall enter into a two-year contract with the Secretary commencing on 1 September 2019.
- 9.1.1.5.2. The contract between NABISA and the Secretary shall be performance-driven and shall be subject, at the discretion of the Board, and in the light of fair labour practice, to be:
 - 9.1.1.5.2.1. Renewed at the end of the term of the contract on terms as negotiated;
 - 9.1.1.5.2.2. Not renewed at the end of the term of the contract;
 - 9.1.1.5.2.3. Terminated early in terms of the provisions of the contract if the performance of the Secretary has been judged by the Board to be unsatisfactory.
- 9.1.1.5.3. The Board may, at its discretion, demand that the Secretary recuse himself/herself when the contract and/or performance of the Secretary is being reviewed or discussed by the Board.
- 9.1.1.6. A maximum of four non-executive directors of NABISA shall be elected to serve for a term of one year at each annual general meeting.

- 9.1.1.7. One non-executive director shall be elected as Chairman of the Board of NABISA at the first Board meeting after an AGM.
- 9.1.1.8. Each non-executive director shall appoint an alternate, who shall be a member of NABISA in good standing, to represent the non-executive director at Board meetings, if the non-executive director is unable to attend any Board meeting.
- 9.1.1.9. Non-executive directors shall not be remunerated by NABISA. However, out-of-pocket expenses incurred by non-executive directors in attending NABISA Board meetings and which expenses are not paid for by the non-executive director's primary employer (if any), may, at the discretion of the NABISA Board be reimbursed by NABISA.

10. Powers and functions of the Board of Directors

- 10.1. 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.
- 10.2. 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. 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.

10.3. The Board shall have the general powers and authority to:

- 10.3.1. Open and operate bank accounts
- 10.3.2. Delegate signing and/or electronic rights to operate such bank accounts to individuals nominated by the Board.
- 10.3.3. Bind NABISA by way of agreements with any party.
- 10.3.4. Appoint, contract with, employ and pay office bearers, staff members and service providers as deemed necessary by the Board to ensure the efficient running of NABISA.
- 10.3.5. Delegate to office bearers, staff members, and service providers appropriate tasks and levels of authority.
- 10.3.6. Set membership standards and qualification benchmarks and approve or reject membership applications.
- 10.3.7. Constitute disciplinary committees, when required, consisting of appropriately qualified and experienced board members, office bearers or industry stakeholders
- 10.3.8. Consider the recommendation of its disciplinary committee and 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.

- 10.3.9. Set annual membership fees – subject to ratification by a simple majority vote of members at an AGM or SGM.
- 10.3.10. Raise funds or to invite and receive contributions.
- 10.3.11. Buy, hire or exchange for any property that it needs to achieve its objectives.
- 10.3.12. Make rules as deemed necessary by the Board for the proper governance and management of NABISA.
- 10.3.13. Form sub-committees whenever the Board deems it to be necessary for the proper functioning of NABISA.
- 10.3.14. Delegate any of its powers or functions to a sub-committee provided that:
 - 10.3.14.1. The mandate of any sub-committee appointed by the Board shall be reflected in the minutes for a Board meeting.
 - 10.3.14.2. The sub-committee shall report back to the board in writing in terms of its mandate but at least once every three months.
 - 10.3.14.3. At least one Board member shall serve on any sub-committee.
 - 10.3.14.4. There are three or more members of the sub-committee present at meetings of that sub-committee..
 - 10.3.14.5. The Board must in advance approve all expenditure incurred by the sub-committee or its members, and may

revoke the delegation or amend the conditions of the delegation.

- 10.3.15. The Secretary of NABISA shall maintain a minute book recording the decisions of the Board and of the members at all AGMs and SGMs..
- 10.3.16. The membership of NABISA may overrule 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.
- 10.3.17. Vacancies: The Board must, as soon as reasonably possible, appoint someone to fill any vacancy that reduces the number of Directors
- 10.3.18. Resignation: A Director may resign from office in writing.
- 10.3.19. Disqualification or removal: If a Director does not attend three consecutive meetings of the Board without having applied for and obtaining leave of absence from the Board, then the Board by majority vote, may remove such director from the Board and select a new director to service until the next AGM.
- 10.3.20. Remuneration of Directors.

10.3.20.1. Non-executive 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 them attending NABISA meetings.

10.3.20.2. Executive 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 and recorded in a signed agreement signed by the Chairman of the Board and the executive director concerned.

11. Financial management of NABISA

11.1. NABISA together with the executive management and running of the administration of NABISA shall be financed through:

11.1.1. Membership fees;

11.1.2. Sponsorships and fund-raising activities approved by the Board of NABISA.

11.1.3. And any other income source approved by the Board.

11.2. NABISA may not pay or give any of its money or property to its members or to members of the Board. The only exception is when NABISA pays for work that an Office Bearers or member has done for NABISA. Such

payment must be a reasonable amount for the work that has been done and is subject to approval by the Board.

- 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 by the Board.
- 11.4. Members of the Board or members of NABISA do not have rights over money and property that belong to NABISA.
- 11.5. The financial liability of a member to NABISA is limited to the amount of subscriptions, levies or other debts of such member owing from time to time to NABISA.
- 11.6. NABISA may apply for funding from any branch of government, including national, provincial or local government, or from any other statutory body or private entity or agency that supports the objectives of NABISA. Acceptance of such funding by NABISA shall be subject to the approval of the Board of NABISA.
- 11.7. Bank Account: The Board must open a bank account in the name of NABISA with a registered South African bank.
- 11.8. Payments from the NABISA bank account to any beneficiary may only be made by electronic transfer of NABISA funds into another account held at a registered bank.
 - 11.8.1. The Board will assign a trusted employee to load payments to beneficiaries onto the NABISA banking system. The person who

loads these payments shall not be granted the authority to release such payment.

- 11.8.2. The Board will assign one or more executive directors to have the authority to release payments loaded in accordance with 11.8.1.
- 11.9. Financial year-end: The financial year end of NABISA shall be end of February each year.
- 11.10. 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.
- 11.11. The Treasurer shall be responsible for making sure that the money of NABISA is safe and is accounted for.
- 11.12. 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.
- 11.13. If NABISA has surplus funds to invest, such funds may only be invested with registered financial institutions in South Africa.

- 11.13.1. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or as may be amended.
- 11.13.2. Alternatively NABISA may invest in securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended).
- 11.13.3. The NABISA Board may consult with any registered South African bank to seek advice on the best way to look after its funds

12. Code of Conduct for NABISA members

- 12.1. Every NABISA member shall commit to adhering to the NABISA Code of Conduct as amended and adopted in August 2019 and as published on the NABISA website..
- 12.2. The NABISA Code of Conduct provides the core guidelines for ethical building inspection. Integrity, honesty, and objectivity are fundamental principles embodied by this Code.
- 12.3. All members of NABISA, shall be deemed to have agreed to abide by the NABISA Code of Conduct.
- 12.4. The Code of Conduct may be amended by the Board from time to time and shall be published on the NABISA website.

13. Dissolution of NABISA

13.1. NABISA may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a general meeting properly convened by the Secretary for the purpose of considering such matter, are in favour of closing down.

13.2. If NABISA is dissolved, NABISA shall use its available resources to pay off its debts. If there is property or money left over after discharging all liabilities, then the remaining property or funds may not be paid or given to any member of NABISA but should rather be donated to another non-profit organisation which has similar objectives. The NABISA's general meeting which resolved to dissolve NABISA shall decide which non-profit organisation(s) should benefit from NABISA's dissolution.

This constitution was approved and accepted by the members of NABISA at a Special General Meeting held at Cape Town and by electronic means on the _____ day of _____ 2019.

Chairperson

Secretary