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**Environmental Assessment
Practitioners Authority
of South Africa**

Advancing environmental assessment practice in South Africa



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**CONSTITUTION OF THE
ENVIRONMENTAL ASSESSMENT
PRACTITIONERS AUTHORITY OF
SOUTH AFRICA**

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Signed on behalf of the Board by:

Registrar: _____

Chairperson: _____

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1. DEFINITIONS AND INTERPRETATION

1.1. **DEFINITIONS**

1.2. In this Constitution, unless the context clearly indicates otherwise:

- 1.2.1. **“the Authority”** means the Authority, as more fully described in clause 1, known as the Environmental Assessment Practitioners Authority of South Africa, a non-profit entity duly registered in accordance with the laws of the Republic of South Africa.
- 1.2.2. **“the Authority Assets”** means all the assets of the Authority under administration by the Board from time to time.
- 1.2.3. **“Black”** means as defined in the Broad-Based Black Economic Empowerment Act (53 of 2003) as amended.
- 1.2.4. **“the Board”** means the Board of the Authority.
- 1.2.5. **“Candidate EAP” or “registered Candidate EAP”** means an EAP who is registered in terms of the criteria, standards and process determined by the Board in accordance with the Section 24H Registration Authority Regulations, who has a required formal qualification, or equivalent, but does not have the required professional experience for registration as a Registered EAP.
- 1.2.6. **“Candidate ECP” or registered Candidate ECP”** means an ECP who is registered in terms of the criteria, standards and process determined by the Board in accordance with Section 13(1)(i)(ii) of the [National Qualifications Framework \(NQF\) Act 67 of 2008](#) and the South African Qualifications Authority (SAQA) who has a required formal qualification, or equivalent, but does not have the required professional experience for registration as a Registered ECP.
- 1.2.7. **“the Commissioner”** means the Commissioner for the South African Revenue Service.
- 1.2.8. **“Committee”** means any committee established by the Board in accordance with the Constitution or policies developed pursuant to the Constitution.
- 1.2.9. **“Disabled”** has the meaning attributed to it in the definition section of the Preferential Procurement Regulations, 2001, under the Preferential Procurement Policy Framework Act (5 of 2000).
- 1.2.10. **“EAP”** means an Environmental Assessment Practitioner, as defined in section 1 of NEMA.
- 1.2.11. **“ECP”** means Environmental Control Practitioner
- 1.2.12. **“Environmental Assessment (EA)”** means the process of identifying, analysing, assessing, evaluating and communicating the potential environmental risks and impacts of an activity in its area of influence, and finding ways of improving the environmental sustainability of the outcome by due consideration of feasible alternatives, appropriate mitigation of adverse impacts and enhancement of benefits, the preparation of related environmental management programmes

- and their implementation, the equitable distribution of these impacts and benefits, with the appropriate engagement of relevant stakeholders, and may involve the integration of a range of specialist findings.
- 1.2.13. **“GM”** means the General Meeting of the Authority.
- 1.2.14. **“the Income Tax Act”** means the Income Tax Act, No. 58 of 1962, as amended.
- 1.2.15. **“Members”** means individuals who are Registered EAPs, registered Candidate EAPs, Registered ECPs and registered Candidate ECPs in good standing in terms of clause 8.
- 1.2.16. **“NEMA”** means the National Environmental Management Act, No. 107 of 1998 as amended.
- 1.2.17. **“the Register”** means the register of Registered EAPs/ECPs and Candidate EAPs/ECPs contemplated in clause 5.1.2.
- 1.2.18. **“Registered”** means admitted to and included on the Register of Environmental Assessment Practitioners and/or Registered Environmental Control Practitioner who meet the requirements for registration as either an EAP, a Candidate EAP, an ECP or as a Candidate ECP.
- 1.2.19. **“Registered EAP”** means an EAP who is registered in terms of the criteria, standards and process determined by the Board in accordance with the Section 24H Registration Authority Regulations and the applicable Policies, Regulations and such other instruments as may be applicable from time to time.
- 1.2.20. **“Registered ECP”** means an ECP who is registered in terms of the criteria, standards and process determined by the Board in accordance with Section 13(1)(i)(ii) of the [National Qualifications Framework \(NQF\) Act 67 of 2008](#) and the South African Qualifications Authority (SAQA) who has satisfied the applicable Policies, Regulations and such other instruments as may be applicable from time to time.

1.3. INTERPRETATION

- 1.4. In the interpretation of this Constitution, unless clearly inconsistent with or otherwise the following rules of construction shall apply, unless the context requires otherwise:

1.4.1. each term, power or authority herein shall be given the widest possible interpretation and generally:

1.4.1.1. “days” shall be a reference to Business Days, unless otherwise specified;

1.4.1.2. “months” or “years” shall be a reference to calendar months or years, as the case may be;

1.4.1.3. the words “including” and “in particular” shall be construed as being by way of illustration or emphasis only and shall not be construed as, nor shall they have the effect of, limiting the generality of any foregoing words;

- 1.4.1.4. when any number of days is prescribed, such number shall be calculated inclusively of the first and exclusively of the last day, unless the last day falls on a day which is not a Business Day, in which case the last day shall be the next succeeding day which is a Business Day;
- 1.4.1.5. a “person” includes any natural person, firm, company, corporation, government, state or agency of a state or any Authority, trust or partnership (whether or not having separate legal personality) or two or more of the foregoing as the context may indicate;
- 1.4.1.6. the singular shall include the plural and vice versa;
- 1.4.1.7. a reference to any one gender, whether masculine, feminine or transgender, includes the other two;
- 1.4.1.8. any word herein which is defined in the Act and is not defined in clause 2.1 shall bear that statutory meaning in this Constitution; and
- 1.4.1.9. any word, phrase or sentence herein which is not defined in the Act or in clause 2.1 shall bear its usual meaning.

2. THE AUTHORITY

2.1. Incorporation

- 2.1.1. An Authority is hereby established under the name ENVIRONMENTAL ASSESSMENT PRACTITIONERS AUTHORITY OF SOUTH AFRICA (“The Authority”), a non-profit organisation (NPO);
- 2.1.1.1. recognised and designated as the single Registration Authority for Environmental Assessment Practitioners (EAPs) in South Africa appointed by the Minister of Environmental Affairs as per Regulation No. 104, Gazette No. 41434 of 8 February 2018, in terms of section 24H(3)(a) of the National Environmental Management Act (NEMA);
- 2.1.1.2. recognised as a Professional Body by the South African Qualifications Authority (SAQA ID 1230) from 11 September 2019 to 10 September 2024 with the registered designation of Environmental Assessment Practitioner (EAP) (SAQA Designation ID 1062);
- 2.1.1.3. Re-recognised to continue as a Professional Body by the South African Qualifications Authority (SAQA ID 1230) in terms of clause 21 of the Policy and Criteria for Recognising a Professional Body and Registering a Professional

Designation for the Purposes of the National Qualifications Framework Act, Act 67 of 2008 (2023) (P&C for professional bodies) from 20 March 2025 until 19 March 2030 with the registration of the designations: Environmental Assessment Practitioner – EAP and Environmental Control Practitioner – ECP.

2.1.1.4. registered with the National Department of Social Development in terms of the Non-profit Organisation Act, Act No. 71 of 1997; and

2.1.1.5. entered into the register of NPOs on 25 June 2013 with Registration Number 122-986 NPO.

2.1.2. The Authority will henceforth conduct its affairs in terms of the provisions of this Constitution.

2.1.3. The Authority will continue for an indefinite period, and may be wound up or dissolved by the

2.1.4. Board in the manner referred to in clause 2.3.

2.1.5. The Authority is incorporated as a Non-Profit Organisation in terms of the Non-profit Organisations Act 71 of 1997.

2.1.6. The Authority is incorporated in accordance with, and governed by–

2.1.6.1. the unalterable provisions of the Companies Act that are applicable to Non-Profit companies;

2.1.6.2. the alterable provisions of the Companies Act, that are applicable to Non-Profit companies, subject to any limitation, extension, variation or substitution set out in this Constitution; and

2.1.6.3. the provisions of this Constitution.

2.2. Conditions

2.2.1. The income and property of the Authority whencesoever derived, shall be applied solely towards the promotion of its main object and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to the Members, Employees or Board Members of the Authority, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any employee, officer or servant of the Authority, or to any Member thereof, as remuneration for any services actually rendered to the Authority or for costs lawfully incurred on behalf of the Authority.

2.3. Dissolution of the Authority

2.3.1. Upon its winding-up, deregistration or dissolution, the assets of the Authority remaining after the satisfaction of all its liabilities, shall be given or transferred to another institution or institutions nominated by the Members, which are:

- 2.3.1.1. Non-profit;
- 2.3.1.2. which have as their principal object an object similar to that of the Authority;
- 2.3.1.3. which, if the Authority is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
- 2.3.1.4. another entity approved by the Commissioner in terms of section 10(1)(d) of the Income Tax Act; or
- 2.3.1.5. any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act; or
- 2.3.1.6. any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 2.3.1.7. any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Income Tax Act; and
- 2.3.1.8. registered as Non-profit Organisations or Institutions.

2.4. Objects and Powers of the Authority

- 2.4.1. The objectives of the Authority are:
 - 2.4.1.1. To provide relevant authorities, development proponents and the public in general with quality assurance regarding EAPs and ECPs by:
 - 2.4.1.1.1. Upholding criteria (education, professional experience, competency and continuing professional development requirements) and procedures for registration and sanction of EAPs and ECPs, in partnership with relevant role-players;
 - 2.4.1.1.2. Upholding a defined Code of Ethical Conduct and Practice and acting in the best interest of the environment, sustainable development and the public good;
 - 2.4.1.1.3. Promoting continuing professional development (CPD) for EAPs and ECPs in South Africa; and
 - 2.4.1.1.4. Establishing mechanisms for the monitoring of professional conduct of EAPs and ECPs including disciplinary procedures and sanction mechanisms.
 - 2.4.1.2. To ensure the professionalisation of Environmental Assessment Practitioners and Environmental Control Practitioners through continued training and development

support.

2.4.1.3. To promote the transformation of environmental assessment practice, focusing specifically on support for Black people, women, youth and people with disabilities, in order to achieve the progressive transformation and restructuring of the profession such that it is representative of the demographics of the country.

2.4.1.4. To promote awareness of the purpose and practice of environmental assessment and compliance in South Africa.

2.5. Constitution and the Authority's Rules, Policies and Regulations

2.5.1. This Constitution of the Authority may only be altered or amended by a special resolution adopted at a General Meeting of the Authority or through such other appropriate voting method, and supported by 2/3 (two thirds) majority votes of the Members of the Authority.

2.5.2. Any amendments to this Constitution must be submitted to the Register of Non-Profit Organisations *(and if subsequently registered with the Companies and Intellectual Property Commission, to the Commissioner thereof)*.

2.5.3. The authority of the Board to make rules for the Authority is not limited or restricted in any manner by this Constitution except to the extent restricted by the Section 24H Registration Authority Regulations, NEMA and any other applicable legislation or regulation specifically restricting the authority of the Authority.

2.5.4. The Board must publish any rules made in terms of the Constitution by delivering a copy of those rules to each of the Members and Board Members by hand, registered mail or e-mail.

2.5.5. Before the Board proposes any amendment to the Constitution,

2.5.5.1. the Board must solicit comments from Members of the Authority by circulating the proposed amendments to Members by delivering a copy of the proposed amendments to each of the Members and Board Members by hand, registered mail or e-mail.

2.5.5.2. A minimum of four (4) weeks will be given for comments to reach the Board from the date of publication of the proposed changes.

2.5.5.3. Copies of such amendments shall, if the Authority is recognised by the Commissioner for the South African Revenue Service under section 10(1)(d) of the Income Tax Act as a tax-exempt common purpose Authority, be sent for their records to the Commissioner for the South African Revenue Services or their authorised representative if the Authority is registered as a non-profit organisation,

and be sent to the Directorate of Non-profit Organisations.

3. PURPOSE OF THE AUTHORITY

3.1. The Authority has been established in order to:

- 3.1.1. serve as the recognised Registration Authority for the registration of EAPs and Candidate EAPs, as recognised in terms of the National Environmental Management Act (NEMA) and regulations issued in terms of section 24H of NEMA;
- 3.1.2. serve as the recognised Registration Authority for the registration of ECPs and Candidate ECPs in accordance with Section 13(1)(i)(ii) of the [National Qualifications Framework \(NQF\) Act 67 of 2008](#) and the South African Qualifications Authority (SAQA);
- 3.1.3. serve as the Professional Body recognised by SAQA for the regulation of the profession of EAPs/ ECPs and to represent the rights and interests of EAPs/ ECPs;
- 3.1.4. advance, on a non-profit basis, the practice and quality of environmental assessment in the Republic in the public interest, in the interest of the environment, and in terms of relevant legislation through establishing and maintaining inter alia a registration authority for EAPs/ ECPs; and
- 3.1.5. generally, to do all things necessary to advance the profession of EAPs/ ECPs and the matters affecting all Registered EAPs/ ECPs and Candidate EAPs/ ECPs.

4. VISION AND MISSION OF THE AUTHORITY

- 4.1. The vision of the Authority is a transformed profession of competent, ethical and legally registered EAPs/ ECPs contributing to South Africa's sustainable development agenda.
- 4.2. The overriding mission of the Authority is to advance the quality of environmental assessment practice in South Africa by establishing, promoting and maintaining registration of Environmental Assessment Practitioners in terms of section 24H of the National Environmental Management Act, Act 107 of 1998, as amended, and the regulations issued in terms thereof; and promoting and maintaining registration of ECPs in accordance with Section 13(1)(i)(ii) of the [National Qualifications Framework \(NQF\) Act 67 of 2008](#) and the South African Qualifications Authority (SAQA).

5. FUNCTIONS OF THE AUTHORITY

- 5.1. The functions of the Authority (and/or through its Board, Board Sub-committees and office staff) are to:
 - 5.1.1. Register qualified persons as either registered Candidate EAPs/ Candidate ECPs or as Registered EAPs/ Registered ECPs, subject to the applicable criteria and procedures as applicable from time to time;
 - 5.1.2. Establish and maintain a register of individuals who are qualified to operate as either

Candidate EAPs/ Candidate ECPs or Registered EAPs/ Registered ECPs:

- 5.1.2.1. to be made available on the Authority's website and by any other means decided by Authority; and
- 5.1.2.2. which provides the names of all Registered EAPs/ Registered ECPs and Candidate EAPs/ Candidate ECPs, qualifications, contact details, race, gender, the province and town or city of residence and the year in which they were first registered;
- 5.1.3. Uphold the national Qualification Standard for Environmental Assessment Practice, and review its outcomes and assessment criteria, as deemed necessary;
- 5.1.4. Propose standards and criteria for the registration of EAPs/ ECPs to be applied by the Authority, and review these standards and criteria as deemed necessary;
- 5.1.5. Advance the accreditation of degree programmes at institutions of higher learning that incorporate the environmental assessment outcomes of the national Qualification Standard for Environmental Assessment Practice;
- 5.1.6. Provide input to the relevant educational quality council on the extent to which individual academic programmes submitted for accreditation meet the outcomes stipulated in the Qualification Standard for Environmental Assessment Practice;
- 5.1.7. Promote the transformation of the profession in terms of broad representation of women, youth and Black persons in the structures of the Authority and in practice;
- 5.1.8. Annually report to the Minister responsible for Environmental Affairs on the transformation of the sector;
- 5.1.9. Promote continuing professional development, set and review professional development standards, and assist with the accreditation of providers of education and training, where permitted by or under applicable legislation;
- 5.1.10. Determine fees payable to the Authority by registered persons, and to that extent:
 - 5.1.10.1. May determine and review, from time to time:
 - 5.1.10.1.1. fees for application for registration and renewal of registration;
 - 5.1.10.1.2. fees for the lodging of appeals;
 - 5.1.10.1.3. annual fees for Registered EAPs/ Registered ECPs and Candidate EAPs/ Candidate ECPs; and
 - 5.1.10.1.4. the date on which such fees are payable;
 - 5.1.10.2. must obtain the approval of the Minister prior to levying such fees;
- 5.1.11. Prescribe and apply a Code of Ethical Conduct and Practice;
- 5.1.12. Advise the relevant authorities on issues that may impact on the practice of environmental

assessment and the registration of Environmental Assessment Practitioners and Environmental Control Practitioners;

5.1.13. Communicate, to relevant authorities, information on matters of public importance acquired during the course of its work;

5.1.14. Liaise with relevant government entities, international bodies and similar professional bodies if necessary or where requested;

5.1.15. Advise the Minister responsible for Environmental Affairs, if required, on all matters pertaining to the administration or regulation of the practice of environmental assessment and the registration of EAPs/ ECPs; and

5.1.16. Generally, do all such things as the Board deems necessary or expedient to achieve the objectives.

5.2. All of the activities of the Authority shall be directed towards the furtherance of its objects, and not for the specific benefit of any individual member or minority group.

6. THE AUTHORITY'S ASSETS AND FINANCIAL MATTERS

6.1. ASSETS

6.1.1. The Authority Assets comprise all the assets (including, but not limited to, all money and other corporeal and incorporeal property) under administration by the Board from time to time.

6.1.2. The Authority may not have a share or other interest in any business, profession or occupation carried on by any of its Members.

6.1.3. The Authority Assets may be increased by:

6.1.3.1. Capital accruals and accrued and undistributed income; and

6.1.3.2. Any and all further amounts or assets (including movable and immovable property) which may from time to time become payable or transferable to the Authority by way of donation, purchase, cession, assignment, or in any other lawful way.

6.1.4. If the Authority is recognised by the Commissioner under section 10(1)(d) of the Act as a tax-exempt common purpose Authority, the Authority will receive substantially the whole of its funding from annual subscriptions or other membership fees, or from appropriations by government, provincial administration or a municipality.

6.2. BANK ACCOUNT

6.2.1. The Board shall open a bank account in the name of the Authority with a registered Bank or Building Society.

6.2.2. The Board shall ensure that all monies received by the Authority are deposited in the abovementioned bank account as soon as possible after receipt.

6.3. SIGNATURES

6.3.1. All agreements and other documents requiring signature on behalf of the Authority must be signed in such manner as the Board resolves from time to time, on condition that all such documents must be signed by at least Two (2) duly authorised people, at least one of whom needs to be a member of the Governance Committee of the Board.

6.4. USE OF FUNDS

6.4.1. The income and property of the Authority, whencesoever derived, shall be applied solely towards the promotion of its main object or invested and no funds will be distributed, directly or indirectly, to any person other than in the course of undertaking its objects provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Authority, for any services rendered to the Authority.

6.4.2. No remuneration (as defined in the Fourth Schedule to the Income Tax Act) shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and no person shall be economically benefitted in any way which is not consistent with the objects of the Authority.

6.4.3. The Authority shall not knowingly become a party to, and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act.

6.5. FINANCIAL YEAR END

6.5.1. The Authority's financial year end shall be the last day of March of each year.

6.5.2. The Authority's financial year shall commence on the first day of April of each year.

6.6. FINANCIAL RECORDS

6.6.1. The Board shall ensure that the Authority keeps proper records and books of account, which fairly reflect the affairs of the Authority.

6.7. ANNUAL NARRATIVE REPORT AND FINANCIAL STATEMENTS

6.7.1. The Board shall ensure that the Authority prepares an annual narrative report describing the Authority's activities and audited Annual Financial Statements for each financial year. The Annual Financial Statements shall conform to International Financial Reporting Standards (IFRS) and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.

6.7.2. The Board shall ensure that the books of account and financial statements are audited and certified in the customary manner by an independent practising registered auditor within Four (4) months from the end of the Authority's financial year.

6.7.3. A copy of the audited Annual Financial Statements and annual narrative report shall be made available to all Members within Four (4) months from the end of the Authority's financial year by posting them on the Authority's website and by supplying any member with copies on request. They shall also be presented in full at the next General Meeting of Members called in terms of the provisions of this Constitution.

6.7.4. In each year in which a General Meeting (GM) is not held, the Board shall cause the audited Annual Financial Statements for the preceding year to be adopted by Members using appropriate means, which can include electronic means, within Six (6) months from the Authority's financial year end.

6.7.5. At each GM, the Board shall cause the audited Annual Financial Statements for the preceding financial year to be laid before the Authority for adoption in the GM.

6.7.6. The Authority shall comply with such reporting requirements as may be determined by the Commissioner from time to time.

6.7.7. The Board shall ensure that the Authority prepares an annual report in its capacity as a Registered Non-profit Organisation for submission to the Department of Social Development, to ensure that the Authority remains on the Department's Non-profit Organisation Register.

7. AUTHORITY POWERS

7.1. The Authority has the power to elect the Board, as set out in clause 10, which will be responsible for the achievement of the purpose, objectives and the functions of the Authority as specified in this Constitution.

7.2. The Authority also has the power to amend this Constitution from time to time as set out in clause 2.5

7.3. The Board of the Authority will have all powers it requires to pursue and achieve the Purpose and

Objectives of the Authority, and discretion as to how it deals with the Authority's Funds for this purpose, subject to the limitations implicit in the Purpose and Objectives and subject to the further provisions of this Constitution and relevant policy and legislation. Without limiting the general nature of the powers referred to in clause 3 read with clause 5 above, they will include the general investment and administrative powers and the power generally to do all things which are incidental or conducive to achieving the Purpose and Objectives of the Authority.

8. MEMBERS OF THE AUTHORITY

8.1. Application for and Approval of Membership

8.1.1. Every person admitted to the Register as a Registered EAP/ Registered ECP or Candidate EAP/ Candidate ECP will become a Member of the Authority upon registration.

8.1.2. Membership shall commence upon the latter date on which:

8.1.2.1. a Person's application for membership is approved by the Board or its delegate; AND

8.1.2.2. the Person has paid their membership fees for the respective category of membership they have been approved for.

8.1.3. The Authority shall maintain on a dedicated website and at the registered office of the Authority or the principal place of business of the Authority, a Register of Members of the Authority. The register of Members shall be open for inspection, as provided in Section 26(6) of the Companies Act.

8.2. Suspension and Termination of Membership

8.2.1. A Member's membership to the Authority and benefits of such membership may be suspended as a result of:

8.2.1.1. non-payment of the applicable membership fees in accordance with the provisions of the Constitution and/or the Authority's policies governing the payment of such membership fees within a period of 3 (three) months from the date of invoice issued to such member in respect of membership fees for that respective year;

8.2.1.2. An adverse finding against the member for violation of the terms of this Constitution, Code of Ethical Conduct and Practice or Policies as may be prescribed by the Board from time to time.

8.2.2. A Member shall cease to be a Member of the Authority:

8.2.2.1. on death, insolvency or permanent incapacity of the Member;

8.2.2.2. on receipt of written notice by such Member of termination of its membership to the Authority;

8.2.2.3. in the event a Member is found guilty of a material breach of the provisions of this

Constitution, Code of Ethical Conduct and Practice or Policies as may be prescribed by the Board from time to time; or

8.2.2.4. automatically, if a Member has not paid the membership fees for more than 6 (six) months from the date of invoice issued to such member in respect of membership fees for that respective year, save that a member will remain liable for the amount outstanding in terms of such invoice;

8.2.3. The Board shall have the power to suspend or terminate a Member's membership if:

8.2.3.1. in the sole discretion of the Board, the Member is guilty of conduct detrimental to the interests and/or objects of the Authority;

8.2.3.2. the Member's membership ceases to be valid by application of the provisions of this Constitution affecting the eligibility of the Member's membership to the Authority; or

8.2.3.3. by application of any other law, standard or regulation which the Board is charged with the responsibility to administer, such member stands to have their membership terminated for violation of such law, standard or regulation.

8.2.4. Save for an automatic termination of membership in terms of clause 8.2.2.4, the Board must:

8.2.4.1. furnish its reasons for suspending or terminating a Member's membership in terms of Clause 8.2.3 to that Member in Writing, and only after having convened a hearing prior to taking a decision to suspend or terminate the member;

8.2.4.2. afford that Member the right to appeal the decision in accordance with the applicable procedures as set from time to time; and

8.2.4.3. furnish the member with a written outcome of the appeal hearing and, on such terms if any, as they may deem appropriate, rescind or confirm the suspension or expulsion, or vary any term or condition of the suspension or expulsion.

8.2.5. A Member whose membership has been terminated shall nevertheless remain liable for:

8.2.5.1. fees already due to the Authority in respect of the period during which they enjoyed the benefits of membership; and

8.2.5.2. in terms of the Member's guarantee given in terms of clause 8.3 below.

8.2.6. A Member who ceases to be a Member shall not be entitled to any refund of any monies already paid nor have any claim on the Authority or its officers, its property or its funds.

8.3. Guarantee

Each Member, on becoming a Member, undertakes to contribute an amount of R1.00 (one Rand) to the assets of the Authority in the event of it being wound up while s/he is a Member or within 1

(one) year thereafter, towards payment of the debts and liabilities of the Authority contracted before the Member ceased membership of the Authority and towards the costs, charges and expenses of the winding-up.

9. GENERAL MEETINGS OF THE AUTHORITY

9.1. Requirement to hold meetings

9.1.1. The Authority is required to hold General Meetings (GMs) every second calendar year within Six (6) months from the Authority's financial year end on condition that no less than Sixty (60) days prior written notice of a GM must be given to all persons entitled to attend it, save for the first General Meeting at which this Constitution shall be presented for adoption by the members, which notice must state in broad terms the business to be transacted at the GM.

9.1.2. The Board shall have the power to convene other General Meetings of the Authority at such time and place as the Board determine.

9.1.3. The GM must be convened by the Chairperson of the Board. If the Chairperson fails or refuses to convene the GM, any of the other people referred to in clause 9.1.4 will be entitled to do so.

9.1.4. Other General Meetings shall be convened by the Board where a requisition is made by:

9.1.4.1. The Board;

9.1.4.2. The Chairperson;

9.1.4.3. One third (1/3) of the members of the Board;

9.1.4.4. Twenty Five percent (25%) of the Members of the Authority.

9.2. Notice of General Meeting

9.2.1. The minimum number of days for the Authority to deliver a notice of a General Meeting to the Members, is as set out in clause 9.1.1.

9.2.2. The Authority may call a General Meeting with less notice than required in accordance with Article 9.2.1, but such a meeting may proceed only if the meeting is duly quorate and every person who is entitled to exercise voting rights in respect of any item on the meeting agenda votes to waive the required minimum notice of the meeting.

9.3. Electronic participation in meetings

9.3.1. A meeting of the Members may consist of a conference between Members some or all of whom are in different places (whether or not in the Republic) provided that each Member who participates is able:

9.3.1.1. to hear each of the other participating Members addressing the meeting; and

9.3.1.2. if s/he so wishes, to address all of the other participating Members at approximately the same time,

whether directly, by telephone or video conference or by any other form of communications equipment or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of Members required to form a quorum. A meeting held in this way is deemed to take place at the place where the largest group of participating Members is assembled (whether or not in the Republic), or, if no such group is readily identifiable, at the place where the Chairperson participates.

9.4. Quorum and proceedings at General Meetings

9.4.1. The business of a GM will include the following:

9.4.1.1. The election of a person to chair the GM, if the Chairperson is unavailable;

9.4.1.2. The election of Board Members;

9.4.1.3. The presentation and consideration of the report of the Chairperson covering the activities of the Authority since the last GM;

9.4.1.4. The appointment of auditors; and

9.4.1.5. The presentation and consideration of the audited annual financial statements of the Authority in respect of the period since the last GM.

9.4.2. The quorum requirement for a GM to begin, or for a matter to be considered is a minimum of such Members in Good Standing constituting at least 50 Members.

9.4.3. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

9.4.4. If, within one hour after the appointed time for a meeting to begin, the requirements of clause 9.4.2 have not been satisfied, the meeting will then continue with the members present.

9.4.5. The person intended to preside at a meeting that cannot begin due to the operation of clause 9.4.2, may extend the one-hour limit allowed in subsection (4) for a reasonable period on the grounds that—

9.4.5.1. exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of members to be present at the meeting; or

9.4.5.2. one or more particular members, having been delayed, have communicated an intention to attend the meeting, and those members, together with others in attendance, would satisfy the requirements of clause 9.4.2.

9.4.6. The authority of a meeting to continue to consider a matter postponed or adjourned is not limited or restricted by this Constitution. If at such adjourned meeting a quorum is not present within half-an-hour after the time appointed for the meeting, the Members present in person or by proxy shall be a quorum.

9.4.7. This Constitution allows for an unlimited adjournment of meetings.

9.4.8. The Chairperson, and if not available the Vice-Chairperson, shall preside as Chairperson at every General Meeting of the Authority.

9.4.9. If at a General Meeting there is no Chairperson or the Chairperson or Vice-Chairperson is not willing to act or is not present within 15 (fifteen) minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairperson of the meeting.

9.4.10. The Chairperson of the meeting may, with the consent of the simple majority of Members present at any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

9.5. Votes of Members at General Meetings

9.5.1. Each Member present at a meeting of Members, in person, by proxy or electronically shall be entitled to one Vote. **Only Members in Good Standing shall be allowed to attend, participate and vote at General Meetings and in the activities of the Authority.**

9.5.2. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, including votes cast electronically in accordance with clause 9.3, unless a poll is (before the declaration of the result of the show of hands) demanded by the Chairperson of the meeting or by any Member present at the meeting. Any demand for a poll may be withdrawn.

9.5.3. The poll shall be taken in such a manner as the Chairperson of the meeting directs and the results of the poll shall be deemed to be the result of the meeting.

9.5.4. Where a poll is not demanded a declaration by the Chairperson of the meeting that a resolution has, on a show of hands, been passed as well as a making of an entry to that effect in the book containing the minutes of the proceedings of General Meetings, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, that the resolution was so passed.

9.6. Members' Resolutions

9.6.1. For an ordinary resolution to be adopted at a General Meeting, it must be supported by at

least 50% of the Members in Good Standing who are present and voted on the resolution.

9.6.2. For a special resolution to be adopted at a General Meeting, it must be supported by at least 67% of the Voting Rights of the Members in Good Standing who are present and voted on the resolution.

9.6.3. A special resolution adopted at a General Meeting is not required for a matter to be determined by the Authority, except a resolution to:

9.6.3.1. amend the Authority's Constitution; or

9.6.3.2. approve the voluntary winding-up of the Authority.

9.6.4. An ordinary resolution in writing, signed by at least 50% of Members in Good Standing, shall be as valid and effective as if it had been passed at a General Meeting properly held on the date on which the last Signature is affixed.

9.6.5. Such resolution may consist of several documents in the same form, each of which is signed in terms of this clause 9.6, by 1 (one) or more Members and shall be deemed (unless a statement to the contrary is made on that resolution) to have been passed on the date on which it was Signed by the last Member doing so.

9.7. Records of General Meetings

9.7.1. The Board Members shall cause a record to be made of the proceedings at every General Meeting, including all resolutions passed at such meetings and shall cause such record and all resolutions passed to be inserted in a book provided for that purpose.

9.7.2. Any copy of any record or resolution referred to in Clause 9.7.1, which purports to be Signed by any Board Members or the Secretary, shall be prima facie evidence of the matters stated therein.

9.8. General Provisions

9.8.1. The provisions of clause 9.2 to 9.7 (with the changes required by the context) will apply also to general meetings other than routine two-yearly General Meetings.

10. BOARD MEMBERS AND OFFICERS

10.1. Composition of the Board

10.1.1. Only natural persons who are Members in Good Standing may nominate and participate in the appointment of Board Members and only Members in Good Standing are eligible for nomination or appointment as Board Members, save for the Independent Board Members nominated and appointed in terms of clause 10.1.4 read with clause 10.1.4.2.

10.1.2. The initial members of the Board are those people whose names appear on Schedule One, which is attached to this Constitution.

10.1.3. There must at all times be at least six (6) Board Members and the Board will be deemed to be properly constituted.

10.1.4. In electing or appointing members to the Board from time to time, the Authority must seek to maintain a Board membership which comprises Six (6) Registered EAPs and Three (3) independent persons.

10.1.4.1. Of the Six (6) Registered EAPs, amongst them they should;

10.1.4.1.1. have a good conceptual and practical understanding of sustainable development;

10.1.4.1.2. have in-depth knowledge and experience of the required competencies for Environmental Assessment in South Africa and are able to demonstrate their application at a high level;

10.1.4.1.3. have knowledge and experience of the relevant law, policy and regulations governing Environmental Assessment and underpinning approaches to sustainable development in South Africa; and

10.1.4.1.4. include a member from academia or the education sector relevant to environmental assessment;

10.1.4.2. Of the three (3) independent persons, at least one (1) person with extensive knowledge and relevant experience in each of the following fields:

10.1.4.2.1. Legal and Regulatory Governance matters, with an LLB degree or equivalent, admitted as an attorney or advocate and at least 10 years' experience;

10.1.4.2.2. Finance/Audit & Risk with a BCom degree or equivalent, admitted as a Chartered Accountant and at least 10 years' experience; and

10.1.4.2.3. possess suitable qualifications, expertise and experience in the fields of, amongst others, Information Technology, Human Resource and Administration, or any other relevant expertise or qualifications.

10.1.5. The Authority must ensure that, at all material times, the Board is comprised of:

10.1.5.1. At least Five (5) people who are female.

10.1.5.2. At least Seven (7) people who are Black.

10.1.5.3. Persons who are representative of the demographics of the Republic, taking into account, any policy adopted by the Authority in respect of diversity and equity.

10.1.6. In order to avoid doubt, it is recorded that, the Board will be properly constituted even if the Authority is unable, despite its best efforts, to attract a Board membership which complies strictly with the provisions of clause 10.1.4 and clause 10.1.5.

10.1.7. There will at all times be at least three Board Members who are not connected persons in relation to one another (as defined in the Income Tax Act) and no single person may, directly or indirectly, control the decision-making powers of the Authority.

10.1.8. Where the situation envisaged in Clause 10.1.6 exists, the efforts to ensure Board membership in line with clause 10.1.4. should be recorded, and the Board should review the Transformation Charter to ensure it addresses the challenges in the most effective way.

10.1.9. In respect of the persons to serve as Board Members of the Authority:

10.1.9.1. Board Members shall be elected by the Members at a General Meeting.

10.1.9.2. Voting on the appointment of Board Members shall be in accordance with the provisions of clause 9.5.

10.2. Nominations

10.2.1. Nominations of Board Members shall:

10.2.1.1. be made by Members only in the manner and on the form prescribed from time to time by the Board;

10.2.1.2. be accepted by the person so Nominated, in writing;

10.2.1.3. be motivated in terms of the criteria and composition set out in clause 10.1; and

10.2.1.4. be circulated in a two-step process, where necessary, in advance of any GM so as to give Members an opportunity to submit nominations in advance and put forward additional nominations where there are gaps evident in terms of the representation and composition outlined in clause 10.1;

- 10.2.2. The Board must call for nominations at least sixty (60) days before the GM by:
- 10.2.3. Notifying Registered EAPs in writing and publishing a notice in a national newspaper and/or any other appropriate media, including the Authority's website indicating the categories of members to constitute the Board, the number of representatives to be appointed or vacancies in each category and the criteria for eligibility and selection;
- 10.2.3.1. Inviting all interested persons, voluntary associations as well as any other institutions and organisations to encourage their constituents who are EAPs and Members of the Authority to submit nominations; and
- 10.2.3.2. Taking any other steps the Board deems necessary.
- 10.2.4. Nominations should be sent to the Nominations Committee of the Board within fifteen (15) days from the publication of the notice calling for nominations. Nominations should specify for which category the nominee is being nominated and include a motivation based on criteria specified in clause 10.1, a short CV of the person nominated as well as a signed acceptance of nomination from the person nominated. The Nominations Committee shall evaluate the nominations and develop a shortlist of qualifying candidates within five (5) days from expiry of the fifteen (15) day period.
- 10.2.5. Should the need arise, a further period of ten (10) days shall be allowed for further nominations in respect of positions where an insufficient number of qualifying candidates are available. The Nominations Committee shall evaluate the nominations and develop a further shortlist of qualifying candidates within five (5) days from expiry of the further ten (10) day period.
- 10.2.6. A consolidated final shortlist of nominees who have accepted nomination and meet the qualifying criteria must be developed by the Nominations Committee and forwarded to the Board for noting, posted on the website of the Authority and circulated to all Members no less than Twenty-One (21) days before the next GM.
- 10.2.7. For the sake of clarity, a sufficient minimum number of candidates for a Board vacancy shall be no less than two (2) candidates for such vacancy, save that, should the number of candidates remain insufficient after expiry of the further period referred to in clause 10.2.4, the Nominations Committee shall defer voting for the affected Board vacancy for a period of 90 (ninety) days to enable the sourcing of suitable candidates and shall conduct voting for

10.2.8. such position through a round robin or electronic voting method as may be suitable, at the sole discretion of the Nominations Committee.

10.2.9. The composition of a Board Committee shall be determined by the Board and the term and manner by which the Chairperson and Vice-Chairperson of such Board Committee are appointed shall be determined in accordance with the Terms of Reference approved by the Board, as may be amended from time to time.

10.2.10. In addition to satisfying the qualification and eligibility requirements set out in Section 69 of the Companies Act, to become or remain a Board Members of the Authority, a person must satisfy the additional eligibility requirements and qualifications set out in clause 10.1.

10.2.11. Voting for Board members can be done electronically before or after the GM

10.3. Officers

10.3.1. The Board Members must, from amongst their number, elect the following office bearers:

10.3.1.1. Chairperson;

10.3.1.2. Vice-Chairperson;

10.3.2. Any officer shall cease to be an officer if he ceases to be a Board Members.

10.3.3. Within 30 (thirty) days of an officer ceasing to hold that office either because s/he resigns from that office or for any other reason, a replacement shall be elected in terms of this Constitution.

10.3.4. The Board Members may from time to time confer upon any officer such of the powers and authority vested in them as they may think fit, for such time, for such purposes, upon such terms and conditions and with such restrictions as they may think fit and the Board Members may from time to time revoke or vary all or any of such powers and authorities.

10.4. Board Committees

10.4.1. The Board will be entitled, at any time and in its entire discretion, to remove, replace and substitute any member of any committee.

10.4.2. The Board Members may delegate any of their powers to a committee or committees consisting of such member or Members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any rules issued by the Board Members from time to time.

10.4.3. The authority of the Board to appoint committees of the Board, and to delegate to any such committee any of the authority of the Board or to include in any such committee persons who are not Board Members is not limited or restricted by this Constitution.

10.4.4.A committee may elect a Chairperson of its meetings in accordance with the Board Charter or the applicable committee charter. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 (ten) minutes after the time appointed for holding the meeting, the Members present may elect 1 (one) of their number to be Chairperson of such meeting.

10.4.5.A committee may meet and adjourn in accordance with the Board charter or committee charter as it may deem fit. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the event of an equality of votes the Chairperson shall have a second or casting vote.

10.4.6.The meetings, procedures and acts of a committee shall be governed by the provisions of this Constitution relating to meetings, proceedings and acts of Board Members so far as these are applicable and are not superseded by any express provisions in this Constitution or by any express policy made by the Board in relation to the committee or power vested by the Board from time to time in the committee.

10.4.7.The authority of a committee appointed by the Board is restricted to the extent set out in this clause 10.4. All decisions taken by a committee must either be ratified or revoked by the Board in its sole discretion at the next meeting of the Board following the meeting of the committee at which the decision in question was taken.

10.4.8.All Members of the Board Committee must abide by decisions taken by the committee and ratified by the Board in terms of clause 10.4.7 of this Constitution.

10.4.9.Where there is an overlap in terms of the functions delegated to any Board Committees, the chairpersons of such Board Committees shall endeavour to align efforts to avoid duplication and contradictions.

10.4.10. At a minimum, the Board shall establish the following Board Committees:

10.4.10.1. **Quality and Standards Committee** (*merging the previous Professional Development Committee and the Standards and Criteria Committee*) responsible for:

10.4.10.1.1. periodically reviewing the adequacy, validity and relevance of the standards, criteria and procedures applied by the Registration, Professional Conduct and Quality and Standards Committees and making recommendations to the Board on:

- 10.4.10.1.1.1. possible amendments to the Qualification Standard for Environmental Assessment Practice or components of it;
 - 10.4.10.1.1.2. amendments to criteria applied in the internal process of assessing the competence of EAPs/ ECPs;
 - 10.4.10.1.1.3. amendments to the Code of Ethical Conduct and Practice;
 - 10.4.10.1.1.4. amendments to the criteria used by the Registration, Professional Conduct and Quality and Standards Committees; and
 - 10.4.10.1.1.5. recommending and advising on the accreditation of degree programmes at institutions of higher learning that incorporate the outcomes of the Qualification Standard for Environmental Assessment Practice, while recognising that the process of accrediting EA degree programmes at the request of such institutions by the relevant quality Council is beyond the control of the Authority.
- 10.4.10.1.2. creating an enabling environment for the professional development and mentoring of registered Candidate EAPs/ Candidate ECPs;
- 10.4.10.1.3. assessing the Continuing Professional Development (CPD) reports of applicants for re-registration and making recommendations to the Board on:
- 10.4.10.1.3.1. the adequacy of the CPD Reports of applicants for re-registration in terms of the criteria and weightings outlined in the relevant CPD Policy;
 - 10.4.10.1.3.2. a roster of Registered EAPs/ Registered ECPs who are willing to play a mentorship role for registered Candidate EAP Candidate ECPs; and
 - 10.4.10.1.3.3. improvements that could be made to the criteria, standards and procedures applied in the registration and re-registration processes.
- 10.4.10.2. **Registration Committee** responsible for:
- 10.4.10.2.1. maintaining a register of EAPs/ ECPs and Candidate EAPs/ Candidate ECPs in terms of the Constitution;
 - 10.4.10.2.2. deciding the outcome of applications for registration or re-registration

of EAPs/ ECPs in terms of this Constitution or termination of registration of EAPs/ ECPs;

10.4.10.2.3. referring complaints received to the Professional Conduct Committee;

10.4.10.2.4. considering possible amendments to the Code of Ethical Conduct and Practice and making recommendations through the Quality and Standards Committee to the Board; and

10.4.10.2.5. maintaining a roster of experienced Registered EAPs/ Registered ECPs trained and accredited as Outcomes-Based Assessors who agree to act as objective and impartial assessors and allocating assessors from this list, in the Registration Committee's discretion, for review of applications;

10.4.10.3. **Public Relations, Marketing and Communication Committee** responsible for:

10.4.10.3.1. maintaining the Authority's website and social media portals;

10.4.10.3.2. liaising with media and making recommendations on media and public relations strategies and guidelines to the Board; and

10.4.10.3.3. promoting the activities of the Authority, amongst other things.

10.4.10.4. **Audit, Risk and Finance Committee** responsible for:

10.4.10.4.1. advising the Board on the effective and lawful discharge of their fiduciary duties;

10.4.10.4.2. ensuring the integrity of integrated reporting and reviewing the effectiveness of the financial reporting process;

10.4.10.4.3. developing, implementing and maintaining a system of internal control and management of risks and the risk assurance process; and

10.4.10.4.4. the Authority's process for monitoring compliance with laws and regulations and this Constitution, the Board Policies and any other instrument that concerns the governance of the Authority's affairs and ethical business conduct.

10.4.10.5. **Governance Committee** of the Board which:

10.4.10.5.1. shall be comprised of the Chairperson, the Vice-Chairperson of the Board, the heads of the Board Committees and an independent non-executive member; and

10.4.10.5.2. shall be responsible for:

10.4.10.5.2.1. appointment of and the performance evaluation for the Registrar

and Secretariat;

10.4.10.5.2.2. approval of the Authority's operational structure (organogram) as well as the Human Resources and remuneration strategies;

10.4.10.5.2.3. approving the submission to the Board, of an annual brief to consolidate the outcomes of its activities and meetings during the financial year and to compile the report to the Minister as envisaged in regulation 6(2)(h) of the Section 24H Registration Authority Regulations;

10.4.10.5.2.4. monitoring compliance with relevant statutes and regulations;

10.4.10.5.2.5. receiving reports from Board Committees, undertaking a preliminary analysis and approving same for submission to the Board or refer back such reports to the relevant Board Committee; and

10.4.10.5.2.6. overseeing the operations of the Board and acting on behalf of the Board in between Board meetings, subject to the requirement that the Governance Committee shall present any decisions and actions taken to the Board at its next meeting.

10.4.10.6. The following *ad hoc* committees;

10.4.10.6.1. **Professional Conduct Committee** responsible for:

10.4.10.6.1.1. responding to complaints regarding the professional conduct or practices of Registered EAPs/ Registered ECPs or registered Candidate EAPs/ Candidate ECPs;

10.4.10.6.1.2. investigating complaints and/or conducting hearings based on the procedures outlined in the Constitution, Policies and rules of the Authority or laws enforced by the Authority;

10.4.10.6.1.3. deciding on disciplinary measures or sanctions to be taken, where necessary, in regard to Registered EAPs/ Registered ECPs or Candidate EAPs/ Candidate ECPs based on procedures outlined in the Constitution, Policies and rules of the Authority or laws enforced by the Authority; and

10.4.10.6.1.4. such other matters as may be determined in a policy approved by the Board for the Professional Conduct Committee.

10.4.10.6.2. **Appeals Committee** responsible for:

10.4.10.6.2.1. reviewing proceedings and findings of the Professional Conduct Committee;

10.4.10.6.2.2. adjudicating appeals against the decisions of the Professional Conduct Committee and the Registration Committee;

10.4.10.6.2.3. confirming the findings or referring matters for re-consideration in respect of Reviews in terms of clause 10.4.10.6.2.1 and appeals in terms of clause 10.4.10.6.2.2

10.4.10.6.2.4. dismissing appeals or upholding the decisions of the Professional Conduct Committee and imposing sanctions in respect of findings made in terms of appeals considered in terms of clause 10.4.10.6.2.2.

10.4.10.6.3. **Nominations Committee** responsible for:

10.4.10.6.3.1. monitoring the composition of the Board and making recommendations to the Members on appointment of Board Members in accordance with the provision of this Constitution;

10.4.10.6.3.2. publishing the list of Board vacancies and manage the nominations process set out in clause 10.1 and 10.2;

10.4.10.6.3.3. Evaluating nominations received and assess such nominations against the criteria set out in clause 10.1.4 read with clause 10.1.5;

10.4.10.6.3.4. Developing a final shortlist of candidates as envisaged in clause 10.2.5;

10.4.10.6.3.5. Advising the Board of persons eligible for appointment to the Board in accordance with the provisions of clause 10.7.2; and

10.4.10.6.3.6. Administering any voting procedure as envisaged in any provision of this Constitution in respect of General Meetings and votes by Members of the Authority.

10.5. General Provisions in respect of Board Committees

10.5.1. The mandate, composition, procedures, quorum, frequency of meetings and any other manner concerning the functioning of Board Committees shall be set in terms of a Charter applicable to such Board Committees, which charter shall be approved and adopted by the Board prior to the commencement of such Committees. For the avoidance of doubt, no Board Committee may conduct any business whatsoever prior to the approval of its Charter, save for the purpose

of meeting to compile such charter for approval by the Board.

10.5.2. The Powers of the Board, in appointing any Board Committees listed herein or as may be determined by the Board, shall be subject to the following restrictions:

10.5.2.1. The Professional Conduct Committee must consist of at least Three (3) persons selected from a panel of suitable experts, two of whom should be Registered EAPs/ Registered ECPs; and

10.5.2.2. should include one Black and one female Registered EAP/ Registered ECP. The Professional Conduct Committee may be assisted by experts of its choice who will form part of the committee; provided that such experts may not exceed Two (2) in number without the approval of the Board. Assisting experts are advisory and are not voting members of the Professional Conduct Committee.

10.5.2.3. The Registration Committee shall be comprised of no less than four (4) members of the Board at least 3 of whom are Registered EAPs/ Registered ECPs.

10.6. Rotation of Board Members

10.6.1. Board Members shall serve a term of four (4) years provided they remain Members in Good Standing.

10.6.2. Save as provided in clause 10.6.1 and for the exception set out in clause 10.6.4, the Board Members whose term has expired shall, unless re-appointed, retire from office at every GM held biennially and the newly appointed Board Members shall assume office.

10.6.3. Board Members may be re-appointed to the Board of the Authority but may not serve more than two (2) consecutive terms. For the sake of clarity, the Board Members may serve a maximum of 8 years (two consecutive 4-year terms, if re-elected).

10.6.4. At the first GM following the adoption of this Constitution, despite any contrary provision elsewhere and ONLY in respect of such term, the elected Board Members shall be appointed for the following durations:

10.6.4.1. The first five (5) Board Members shall be appointed for a term of four (4) years; and

10.6.4.2. The remaining four (4) Board Members shall be appointed for a period of two (2) years.

10.6.5. Following expiry of these initial terms, each Board Member shall be appointed for a maximum term of four (4) years and their Board membership shall automatically lapse at the next General Meeting coinciding with the expiry of their term of office. Thereafter, the provisions of clauses 10.6.1 to 10.6.3 shall apply.

10.7. Vacancies on the Board

10.7.1. Any casual vacancy occurring on the Board may be filled by the Members in accordance with the provision of this clause 10.7.

10.7.2. If, for whatever reason, the number of Board Members falls below the number of Board Members stipulated in clause 10.1.3 the remaining Board Members must, by way of a resolution adopted by at least two-thirds (2/3) of their number, appoint sufficient people from the list of nominees who had availed themselves for election at the last round of elections held by the Authority as interim Board Members until the next GM, in the order in which they received votes. Members should be notified of any such changes within Two (2) weeks and notices of the changes should be published in a national newspaper and/or any other appropriate media and on the Authority's website.

10.7.3. The Board Members appointed in terms article 10.7.2 may be appointed at any time by written confirmation from such nominees.

10.7.4. Where the number of remaining Board Members falls below the threshold set out in clause 10.1.3, such remaining Board Members may act notwithstanding any vacancy in their number, only for the purpose of:

10.7.4.1. increasing the number of Board Members to that requisite threshold, or

10.7.4.2. convening a General Meeting of the Authority, but for no other purpose.

10.8. Disqualification, Removal and Resignation of Board Members

10.8.1. Notwithstanding anything to the contrary in this Constitution, a Board Member shall cease to be a Board Member on the happening of any of the following events:

10.8.1.1. his/her estate is finally sequestrated;

10.8.1.2. s/he files a petition for the surrender of her/his estate as insolvent;

10.8.1.3. s/he is placed under curatorship by any court of competent jurisdiction;

10.8.1.4. s/he delivers a notice of her/his resignation at the registered office of the Authority with effect from:

10.8.1.4.1. the date on which that notice is delivered; or

10.8.1.4.2. any later date stated in that notice to which the Board agrees;

10.8.1.5. if s/he fails to attend 3 (three) consecutive meetings of the Board,

10.8.1.6. if s/he fails to attend 3 (three) consecutive meetings of the Board Committee of which they are a member; and

10.8.1.7. a Written notice removing the Board Member, is signed by 50% (fifty percent) of the Members in Good Standing and is delivered to the Registrar or Chairperson of

the Authority and such removal shall take effect from the date stated in that Written notice subject to the requirement that;

10.8.1.7.1. The Board Member is afforded an opportunity to submit representations to the Members as to why he should not be removed as a Board Member;

10.8.1.7.2. S/he fails to submit such representations or fails to attend a meeting convened to afford her/him a hearing as to why s/he should not be removed as a Board Member; and

10.8.1.7.3. The Board Member may only be removed by such resolution following the consideration of such representations envisaged in clause 10.8.1.7.1 by the Members prior to a vote for a resolution to terminate such Board Member's board membership.

10.8.1.8. if s/he fails to perform any duty or task which may be delegated to him by the Board, without good cause;

10.8.1.9. if s/he fails to adhere to the levels of authority in place from time to time;

10.8.1.10. if s/he fails to comply with or carry out the terms of any Board or Members' resolution;

10.8.1.11. without derogating from the Members' general power to remove a Board Member in terms of Article 10.8.1.7, in the opinion of the Members, the Board Member:

10.8.1.11.1. is found guilty of

10.8.1.11.1.1. misconduct; or

10.8.1.11.1.2. conduct:

10.8.1.11.1.2.1. detrimental to the interests and/or objects of the Authority

or

10.8.1.11.1.2.2. which brings the Authority into disrepute; or

10.8.1.11.2. has a direct or indirect financial interest in any contract or proposed contract with the Authority and fails to declare her/his interest and the nature thereof in any manner as may be required by the Authority or the Board.

10.8.1.12. Is disqualified in terms of the Companies Act, from acting as a Board Member of a company; or

10.8.1.13. Is convicted of any offence listed in schedule 1 or schedule 2 to the Criminal Procedure Act, 1977, or any other offence involving dishonesty.

- 10.8.2. In the event of Articles 10.8.1.4 to 10.8.1.13 (inclusive) applying, the Board Member's removal will be effective from the date stated in a written notice which is signed by at least fifty percent (50%) of the Members in Good standing and which is delivered to the registered office of the Authority.
- 10.8.3. The Board may suspend a Board Member for such a period as may be necessary to enable an investigation into allegations brought against such Board Member or affecting the credibility of such Board Member or alleging misconduct by such Board Member, at the sole exclusive discretion of the Board. Where an investigation is commenced against such a Board Member, the Board shall be empowered to suspend such person's Board Membership for the duration of the investigation and up to the conclusion of the complaint or allegation.
- 10.8.4. In the event of the resignation, disqualification or removal of a Board Member in terms of this Constitution prior to the expiry of the term of office of such member, any Board Member appointed or elected in substitution of such resigned, disqualified or removed Board Member shall be limited to the unexpired remainder of the term of office of such Board Member to ensure the preservation of the Board Rotation provision.

10.9. Authority of the Board

- 10.9.1. The authority of the Board to manage and direct the business and affairs of the Authority is limited to the extent set out in this Article 10.9. The Board shall:
- 10.9.1.1. be authorised to develop, adopt and implement such policies as may be necessary for the proper functioning of the Authority, its officers, employees, sub committees and Board Members;
 - 10.9.1.2. ensure that, a policy governing the functions and powers of Board Members shall only take effect after adoption by the Members of the Authority, whether in a General Meeting or through electronic adoption of such policy;
 - 10.9.1.3. prepare for presentation and ratification by the Members at the next General Meeting, any such policy adopted by the Board; and
 - 10.9.1.4. notwithstanding the provisions of this clause 10.9, be empowered and authorized to determine the effective date of a policy and to implement the provisions of such policy prior to the ratification thereof by the General Meeting or Members, except for a policy as identified in clause 10.9.1.2.
- 10.9.2. The Board shall manage the Authority and shall carry out the objects of the Authority in such manner as it may deem fit and proper, subject however, to:
- 10.9.2.1. the main object of the Authority;

10.9.2.2. adherence to the Policies of the Authority as may be applicable from time-to-time;
and

10.9.2.3. any special instructions as may be laid down or given by the Members in a General Meeting from time to time.

10.9.3. The Board Members may exercise all such powers as are not prohibited or limited by any applicable law or any amendment thereof, and subject to such regulations not inconsistent with this Constitution or provisions as may be prescribed by the Authority in a General Meeting; but no regulation made by the Authority in a General Meeting shall invalidate any prior act(s) of the Board which would have been valid if such regulation had not been made.

10.10. Duties of Board Members

10.10.1. Without in any way derogating from the generality of the duties of the Board Members, the Board Members shall in particular be obliged to:

10.10.1.1. administer any donations accepted in terms of Article 12.2 and shall accept any donations which may be made by testamentary bequests or by donations inter vivos or by any other means, subject to any conditions set out in this Constitution;

10.10.1.2. from time to time open and/or hold a banking or similar account with an accredited financial institution in the name of the Authority and to deposit in such account all moneys which are due to the Authority in the first instance;

10.10.1.3. administer the funds of the Authority and income accruing to the Authority in order to achieve the main object of the Authority as outlined in the Constitution;

10.10.1.4. keep proper and comprehensive books of account and records;

10.10.1.5. retain any records or other documents respect of the Authority in written and electronic form for a period of 10 (ten) years;

10.10.1.6. appoint employees to the Authority;

10.10.1.7. ensure that, in carrying out their duties, they are pursuing the main objects of the Authority at all times; and

10.10.1.8. utilise the funds of the Authority solely for the main objects of the Authority.

10.10.2. The Board Members shall not have the power to use the funds of the Authority for the carrying on of any business or trading activity in the name of the Authority otherwise than to the extent permitted in this Constitution or by Special Resolution passed at a GM.

10.11. Board Members' Remuneration and Reimbursement

10.11.1. The Board Members shall –

10.11.1.1. be entitled to remuneration for their services as Board Members as approved by the Members at a General Meeting or by Special Resolution;

10.11.1.2. be entitled to reimbursement of all pre-authorised travelling, subsistence and all other reasonable and pre-authorised expenses properly incurred by them in the execution of their duties in or about the business of the Authority, and with the authority of the Board; and

10.11.1.3. not be eligible to be contracted to the Authority to execute specific tasks other than the normal duties of a Board Member.

10.12. Borrowing Powers

10.12.1. Subject to Article 10.12.3, the Board may from time to time, in its discretion, raise or borrow from the Members or other persons, including any financial institutions, any sum or sums of money for the purposes of the Authority, provided that the amounts in the aggregate so raised or borrowed from time to time shall not exceed such amount as may be determined by the Authority in a General Meeting from time to time.

10.12.2. Not less than the quorum of Board Members may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they think fit and in particular by the execution of mortgage bonds or other forms of hypothecation upon all or any part of the property and rights of the Authority, both present and future.

10.12.3. The Board shall not have the power to raise or borrow money in terms of this Article 10.12, otherwise than to the extent permitted in terms of this Constitution.

10.13. Meetings of the Board

10.13.1. The Board shall meet for the dispatch of business not less frequently than 4 (four) times a year.

10.13.2. The right of the Board Members to requisition a meeting of the Board, may be exercised by at least 1 (one) member of the Board.

10.13.3. A meeting of the Board may consist of a conference between Board Members some or all of whom are in different places (whether or not in the Republic) provided that each Board Member who participates is able:

10.13.3.1. to hear each of the other participating Board Members addressing the meeting; and

- 10.13.3.2. if the Board Member so wishes, to address all of the other participating Board Members at approximately the same time,
- whether directly, by telephone or video conference or by any other form of communications equipment or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of Board Members required to form a quorum. A meeting held in this way is deemed to take place at the place where the largest group of participating Board Members is assembled (whether or not in the Republic), or, if no such group is readily identifiable, at the place where the Chairperson participates.
- 10.13.4. Any Board Member is at all times entitled to convene a meeting of the Board by giving fourteen (14) days' Written notice to all Board Members, or such shorter notice as may be agreed to by all the Board.
- 10.13.5. The quorum necessary for a meeting of the Board shall be seventy-five percent (75%) of the Board Members holding office at that time.
- 10.13.6. All resolutions and actions of the Board Members shall be by way of a majority of votes. In the event of an equality of votes, the Chairperson shall not have a second or casting vote. The Chairperson of the meeting must either:
- 10.13.6.1. postpone the matter for reconsideration at the next Board meeting, or
- 10.13.6.2. identify that matter as having reached a deadlock for purposes of clause 10.13.7 in the event that:
- 10.13.6.2.1. a decision in terms of the voting procedures remains impossible after reconsideration; or
- 10.13.6.2.2. the matter is of an urgent nature and cannot await the next Board meeting for reconsideration.
- 10.13.7. In the event of a deadlock, the matter shall be referred to a Special General Meeting of the Members of the Authority, to be convened within 30 (thirty) days of such deadlock event.
- 10.13.8. The authority of the Board to proceed with a meeting despite a failure or defect in giving notice of the meeting is not limited or restricted by this Constitution if all of the Board Members:
- 10.13.8.1. acknowledge actual receipt of the notice;
- 10.13.8.2. are present at a meeting; or

10.13.8.3. waive notice of the meeting, in writing and sent to the Chairperson of the Board prior to the commencement of such meeting.

10.13.9. The authority of the Board to consider a matter other than at a meeting is not limited or restricted by this Constitution (Round Robin resolution).

10.13.10. A resolution in writing, signed by the Board Members shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

10.13.11. Any such resolution may consist of several documents in a like form, each Signed by one or more of the signatories to the resolution.

10.13.12. A Board Member may not vote in respect of any contract or proposed contract with the Authority in which he has a pecuniary interest, or any matter arising therefrom.

10.13.13. All acts done by any meeting of the Board or a Board Committee or by any person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board Member or person acting as aforesaid or that they are or any of them were disqualified, be as valid as if every such person had been duly appointed and were qualified to be a Board Member.

10.14. Accounting Records, Financial Statements and Auditor

10.14.1. The Board shall cause such accounting records to be kept. Proper accounting records shall not be deemed to be kept if there are no such accounting records as are necessary to fairly present the state of affairs and business of the Authority and to explain the transactions and financial position of the Authority.

10.14.2. The Board shall be responsible for discharging the obligations of the Authority in accordance with the provisions of clause 6.6 and clause 6.7.

10.15. Indemnification of Board Members and Officers

10.15.1. This Constitution does not limit, restrict or qualify the ability of the Authority to advance expenses to a Board Member to defend any legal proceedings arising from his/her service to the Authority, or to indemnify a Board Member against such expenses if the proceedings are abandoned or exculpate the Board Member or arise in respect of any liability for which the Authority may indemnify the Board Member in accordance with any applicable law.

10.15.2. This Constitution does not limit, restrict or qualify the power of the Authority to indemnify a Board Member in respect of any liability arising out of the Board Member's service to the Authority to the fullest extent permitted by any applicable law.

10.15.3. This Constitution does not limit, restrict or qualify the power of the Authority to purchase insurance

to protect a Board Member against any liability or expenses for which the Authority is permitted to indemnify a Board Member in terms of any applicable law and this Constitution, or the Authority against any contingency.

11. ADMINISTRATION

11.1. The Board may, in their own discretion, employ a full time or part time Registrar and other staff. The Registrar would:

11.1.1. Process applications and administer the registration process in such a way as to facilitate the work of the Registration Committee;

11.1.2. Manage the administration and bookkeeping functions;

11.1.3. Maintain the register and all records appropriate to the functions of the Authority and its Board; and

11.1.4. Support the functioning of all Board Committees as the head of the administrative support for the Committees.

11.2. Where the Board appoints such a Registrar, it shall approve the job description, remuneration and performance management agreement of such a Registrar.

12. GENERAL

12.1. Safe Custody of Documents

Any mortgage bond, title deed or other security belonging to or held by the Authority shall be registered in the name of the Authority and no such security may be transferred, disposed of or otherwise alienated except with the approval of the Board. All such securities shall be kept in safe custody in safes or strong rooms at the registered office of the Authority or with a bank, as the Board may determine.

12.2. Donations

The Authority may only make donations to other companies, societies, or authorities having a main object similar to the Authority's main object.

12.3. Notices

12.3.1. Subject to this Constitution, a notice may be given by the Authority to any Member personally, or electronically by email addressed to such Member or by sending it by registered post addressed to such Member at his/her registered address or (if s/he has no registered address in the Republic) at the address (if any) within the Republic supplied by him/her to the Authority for the

giving of notices to him/her.

12.3.2. Notice of every General Meeting shall be given in any manner authorised including by electronic communication to every Member of the Authority except, in the case of notices

12.3.3. to be given personally or sent by post, those Members who (having no registered address within the Republic) have not supplied to the Authority an address within the Republic for the giving of notices to them, to the auditor for the time being of the Authority.

12.3.4. No other person shall be entitled to receive notice of General Meetings, save as determined by the Board and by resolution at a GM of Members.

12.3.5. Any notice given by registered post shall be deemed to have been served at the time when the letter containing the notice was 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.

13. CODE OF CONDUCT / ETHICS

13.1. The Board shall have the power to adopt a Code of Conduct / Ethics from time to time as well as the power to substitute, add to, amend or appeal the same, for the management, control, administration of the Authority and for any other purpose which powers shall include the right to impose reasonable financial penalties to be paid by those Members who fail to comply with the provisions of the Constitution and/or the Code of Conduct / Ethics.

13.2. In no way detracting from the generality of the foregoing the Board may from time to time make a code of conduct / ethics, specifically in regard to:

13.2.1. the ethical conduct of the Members;

13.2.2. generally in regard to any other matter which the Board may from time to time consider appropriate.

14. COMPLIANCE WITH THE CODE OF CONDUCT / ETHICS

Each Member (and every persons who has submitted an application for membership, from the date of submission of such application) undertakes to the Authority that s/he shall comply with the code of conduct / ethics made from time to time including any variation or amendment thereof.

15. LIABILITY AND INDEMNITY

15.1. No member will have any claim for damages or compensation (including costs) against the Authority including its Board and Board Committees arising from or in connection with the enforcement (including the exercise and/or fulfilment of powers, rights and obligations) of this Constitution (including its rules and Code of Ethical Conduct and Practice).

15.2. Subject to the provisions of any relevant statute, all Board Members and the members of the Board Committees, the officers and employees of the Authority, will be indemnified and held harmless by the Authority against all claims (whether for damages, losses, costs, charges, expenses or otherwise) for all acts done by them in good faith on its behalf; and it will be the duty of the Authority to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act or deed done by that person in the performance in good faith of his/her duties on behalf of the Authority.

15.3. Subject to the provisions of any relevant statute, no Board Member and the members of the Board Committees, the officers and employees of the Authority will be liable for:

15.3.1. The acts, receipts, omissions or defaults of any other member or office bearer, or for having joined in any receipt or other act for conformity; or

15.3.2. Any loss or expense suffered by the Authority through the insufficiency or deficiency of title to any property acquired by the Authority; or

15.3.3. The insufficiency or deficiency of any security in or on which the money of the Authority may be invested; or

15.3.4. Any loss or damage arising from the bankruptcy, insolvency or delictual act of any person with whom any money or securities are deposited; or

15.3.5. Any loss or damage caused in any other way, which occurs in, or in relation to, the performance of that member's or office bearer's duties,

unless it arises as a result of his/her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

I CERTIFY THAT THIS CONSTITUTION WAS DULY ADOPTED BY THE MEMBERS OF THE AUTHORITY ON 18 MAY 2026.

PROF KHANGWELO DESMOND MUNETSHO, in his/her capacity as Chairperson of the Authority.

Registrar: _____

Date: 18 May 2026

Chairperson: _

SCHEDULE ONE

EXISTING BOARD MEMBERS OF THE AUTHORITY

The Existing Board Members of the Authority are:

Prof. Khangwelo Desmond Musetsho (Chairperson)

Ms. Jacqueline Sharón Hex (Vice)

Ms Minnette Le Roux

Dr. Jennifer Molwantwa (Resigned)

Ms. Emmy Molepo

Ms. Snowy Mercy Makhudu

Adv. Thomas Tshabalala

Mr. Sabelo Nkosi

Mr. Khathutselo Tshipala