



CONSTITUTION

1. THE OBJECTIVES OF THE IERM

The IERM shall be an Association advocating integrated and sustainable environment and recreation management practices for local government and related stakeholders.

2. MEMBERSHIP

The membership of the IERM shall comprise managers, professionals and stakeholders responsible for integrated environment and recreation management processes.

Authority Members: Municipal, district, provincial and national governments, as well as state-owned utility companies, each represented by two persons, one of whom shall be an official and the other of whom shall be a politician or management board member, who shall be known as “Member Representatives”.

Branch Members: Any stakeholders, organisations, individuals, employees of Authority Members, retired members or students who have an interest in the objectives of the IERM.

Honorary Members: Individuals who have served the IERM with distinction and have been elected Honorary Members by the membership.

The Executive Council may from time to time set membership fee requirements for classes and sub-classes of membership as circumstances demand, including special dispensations for students, retired members and reciprocal memberships. All applications for membership must be made in writing and acceptance as a member is subject to approval by the Executive Council. The Council may at its discretion withdraw its approval.

3. MEMBERSHIP OBLIGATIONS AND TERMINATION OF MEMBERSHIP

To ensure the proper functioning of the IERM, membership shall be subject to certain conditions:

Every Branch Member and every Member Representative shall endeavour to recruit at least one new member for the IERM, in any class of membership, during every year.

A member whose membership terminates during a financial year shall, notwithstanding such cessation of membership, remain liable for the full year's membership fees.

It shall be a condition of membership that all members comply with the provisions of this Constitution until due cancellation of membership has taken place in writing.

Paid-up members may resign from the IERM by submitting written notice of such resignation to the Secretary by registered mail.

4. BRANCHES

Branches of the IERM shall offer IERM members exposure and access on a regional basis to creative thinking in integrated and sustainable environment and recreation management.

- a) IERM branches may honour their own branch constitutions, may elect their own committees, may meet on their own initiative and may set such annual programmes as they deem fit, provided that the activities of the branch comply with the requirements and objectives set out in this Constitution and any operational directives issued by the Council.
- b) Each branch shall be supervised by a committee consisting of at least a chairperson, vice-chairperson, scribe and three additional members.
- c) All members in all classes of membership within the geographical boundaries of a branch shall be deemed to be members of that branch.
- d) Branch committees shall report annually on their financial affairs for the previous financial year to the members of the branch and to the Executive Council of the IERM.

5. CONVENTIONS

The IERM shall arrange conventions that will offer the members exposure and access to creative thinking in integrated and sustainable environment and recreation management.

- a) The IERM shall hold a convention every year. The Executive Council may under exceptional circumstances direct that a convention not be held in any particular year.
- b) The Executive Council shall determine the venue and programme of all conventions and may invite visitors to such events.
- c) Authority Members shall have a right of first refusal to host a convention.
- d) Conventions shall deal with the matters on their agenda, but must include an open session, open to all members entitled to vote, to discuss items affecting the IERM. All proposals to be placed on the agenda shall :
 - relate to the objectives of the IERM;
 - be submitted to the Secretary for consideration not less than **sixty (60) days** before the date of the convention.
- e) A Convention may decide on any matter affecting the IERM, except matters delegated in this Constitution to the Council.

6. VOTING BY MEMBERS

Member Representatives shall be entitled to vote at IERM Conventions

- a) All matters (except the election of presidents) shall be voted upon by the raising of hands, unless any two members who are entitled to vote request that voting takes place by ballot.
- b) In the case of an equality of votes, the chairman of the meeting shall, in addition to his ordinary vote, have at his disposal a casting vote.
- c) Resolutions shall be adopted by a simple majority of votes.
- d) Voting for the election of presidents shall be by ballot at the convention or by means of a postal or electronic voting system.
- e) Members unable to attend a convention may request in writing a numbered ballot paper from the Secretary, to be completed, signed and returned to the Secretary at least twenty-one (21) days prior to the commencement of the convention.
- f) Members entitled to vote shall have one vote.
- g) Member Representatives shall be entitled to vote at conventions as well as at branch meetings. Branch Members shall be entitled to vote at branch meetings.
- h) A postal or electronic vote may be held on any issue on which a convention may vote. Ballot forms shall be posted or emailed to all members who would be eligible to vote at a convention.
- i) Co-opted members of the Executive Council shall have all the privileges of Council membership, including the right to be heard and the right to table motions, but may not participate in voting in the Council.

7. QUORUM

All meetings of the IERM shall have a certain minimum number of members present before proceeding with their activities:

- a) For a convention, twenty members entitled to vote and to be present in person shall form a quorum. If a quorum is not present within fifteen minutes after the time of commencement of the meeting, the meeting shall be adjourned if it is a meeting convened at the request of members. In other cases, the meeting shall be postponed for one hour and if there is no quorum present at that time, the members present shall form a quorum.
- b) For a Council meeting five members shall form a quorum.
- c) Branches may determine their own quorum levels.
- d) The quorum for a postal vote shall be 20 votes received by the Secretary one month from the time the ballot forms are mailed to members.

8. THE PRESIDENT AND PRESIDENT-ELECT

The President of the IERM shall be elected to that office by the Member Representatives.

- a) Members of the IERM shall elect as President-Elect a Member Representative from nominations received from the Council and from the branch committees by electronic ballot 60 days before a convention, who shall hold office until the next convention, when the term of office of the previous President expires. The term of office of the President shall be the same as that of the President of IFPRA and shall end at the commencement of the Convention in the year that the IFPRA Presidency changes. In the absence of a unanimous recommendation to the contrary by the Council to the Convention, the President-Elect shall automatically become President of the IERM at the next Convention and shall hold office until his/her successor assumes office or until he/she ceases to be a Member or Member Representative.
- b) Nominations for a President-Elect shall be made by the Council and branch committees and must be received by the Secretary in writing at least **sixty (60)** days prior to the convention and signed by the nominee to signify his/her acceptance of the nomination.
- c) Any vacancy in the office of President or President-Elect shall be filled by the Council and the Member Representative thus appointed shall be regarded as the person elected at the previous convention.
- d) The President of the IERM or, in his/her absence, the President-Elect shall be the chairperson at conventions and meetings of the Council. If both are absent, the members present shall elect a chairperson from their midst.
- e) The Council may in exceptional circumstances extend the term of office of the President and/or the President-Elect.

9. THE COUNCIL

The Council shall consist of the President, the President-Elect, the Immediate Past President, the Secretary (*ex officio*), the chairpersons of the branches, the chairperson of the Education and Training Committee (*ex officio*) and any co-opted members.

- a) Branch vice-chairpersons may attend Council meetings on behalf of branch chairpersons.
- b) The membership of any member of the Council who is absent without permission from three consecutive Council meetings may be terminated by such Council.
- c) The Council shall have the right to co-opt any person to serve on the Executive Council, provided that such co-option is supported by a two-thirds majority of the elected Council members.
- d) The Council shall meet as often as the business of the IERM may require, with a minimum of two meetings per year.

10. SECRETARY

The Secretary shall act as Executive Officer of the IERM.

- a) The address of the Secretary shall be the address of the IERM. The Secretary shall receive the correspondence of the IERM and shall respond to such correspondence.

- b) The Secretary shall keep the books of account, records of membership, minutes and archives of the IERM and perform any other duties delegated to him/her by resolution of the Council from time to time.

11. COMMITTEES

The Council may appoint committees and may delegate such powers to those Committees as are necessary for the execution of their duties.

The Council shall appoint one of its own members to act as the chairperson of each committee. Committees shall report to the Council on all their activities. Committees shall have the right, subject to the approval of the Council, to co-opt additional members.

12. DUTIES AND POWERS OF THE COUNCIL

The affairs of the IERM shall be managed by the Council in terms of this Constitution and the decisions of conventions.

The Council shall work to achieve the objectives of the IERM and in addition to the other powers herein assigned to the Council shall exercise the following powers on behalf of the IERM:

- a) To receive, administer and apply the funds and other property of the IERM, to invest funds not immediately used by the IERM and to vary or realise such investments.
- b) To enter into any contract or agreement on behalf of the IERM and to institute or cause to be instituted, conduct or cause to be conducted, defend or cause to be defended, settle or abandon any legal proceedings by or against the IERM.
- c) To authorise the signature of any document on behalf of the IERM, provided that all documents involving the finances of the IERM shall be signed by the Secretary and by at least one other member of the Council authorised thereto by the Council.
- d) To appoint and determine the remuneration of the Secretary.
- e) To appoint and dismiss officials, provided that the appointment shall in no case be subject to a period of notice of more than one year.
- f) To pay travelling expenses and subsistence allowances to any person acting in the interests of the IERM.
- g) To determine the financial year of the IERM.
- h) Annually to appoint auditors.
- i) To establish and recognise regional or specialist branches of the IERM, their geographical boundaries and their constitutions.
- j) To maintain a suitable membership and working committees structure for the IERM to ensure the sustainability of its operations and activities, both financially and in its advocacy and education roles.

13. MINUTES

Minutes of all Council meetings shall be kept by the Secretary.

Every member shall have the right, during normal business hours, to read and inspect the minutes of meetings of the IERM in the office of the IERM, but shall not have the right to remove the minute book or any other document from the office of the IERM.

14. FUNDING OF OPERATIONS

The national operations of the IERM shall be funded from fees levied on the membership by the Council, from conference attendance fees, from interest on surplus funds invested and from donations and sponsorships received, while branch operations shall be funded from function and workshop attendance fees and from donations and sponsorships received by branches.

15. INDEMNITY

All members of the Council, including the Secretary, are hereby indemnified by the IERM against all costs, losses, expenditure and liabilities for which they may be responsible as a result of their *bona fide* actions in the name of and on behalf of the IERM and it shall be the duty of the Council to pay or make good such costs, losses, expenditure and liabilities from IERM funds.

All members of the Council and other officials of the IERM are hereby indemnified against any liability incurred by them in their official capacity in respect of the defence of any lawsuit, under civil or criminal law, whether judgement is given in their favour or whether they are discharged or not, or in connection with any application made under the Constitution, such liability to be settled from the funds of the IERM.

16. LEGAL FORM AND COMPETENCE OF THE IERM

The IERM shall be a common-law association with perpetual succession, and liability limited by membership guarantee.

- a) No member shall, by virtue of membership or affiliation, have any proprietary right, title or claim to or interest in any property of the IERM.
- b) The liability of any member of the IERM for any obligation of the IERM shall be limited to the membership fees payable in a single year.
- c) The IERM does not aim at any profit-seeking or other pecuniary benefit for its members.
- d) The IERM shall be capable, in its own name and independently of its members, of suing and being sued and of purchasing or otherwise acquiring, holding, managing and disposing of movable and immovable property, or any interest or right therein.
- e) The provisions of any Constitution of the IERM hitherto in force are hereby repealed and this Constitution, as amended from time to time, shall be the constitution of the IERM but shall not invalidate any decision or action in terms of any previous Constitution.

- f) If upon winding-up or dissolution of the IERM there remains, after settlement of all debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the members of the IERM, but shall be given or transferred to some other institution or institutions having objectives similar to the IERM and which are themselves exempt from income tax, to be determined by the members of the IERM at or before the time of dissolution and, in default thereof, by the chairperson of the SA Local Government Association.
- g) The income and property of the IERM shall be applied solely towards the promotion of its objectives. No portion of it may be paid or directly or indirectly transferred by any means to its members, provided that the foregoing shall not prevent the payment in good faith of reasonable remuneration to any officer, servant or member of the IERM in return for services actually rendered to the institute.

17. AMENDMENT OF THIS CONSTITUTION

This Constitution may, subject to the provisions of the succeeding subclauses, be amended by a decision at a Convention or by postal or electronic vote adopted by a majority of two-thirds of the votes cast.

- a) Every proposal for an amendment of the Constitution shall appear on the agenda for the convention concerned together with a recommendation by the Council.
- b) The Council may of its own accord propose and recommend an amendment to the Constitution to members.
- c) Any proposal for an amendment to a proposed amendment of the Constitution that appears on the agenda shall be submitted to the Secretary in writing not more than **fourteen (14) days after receipt** of the agenda.
- d) Postal ballot forms for changes to the constitution shall include the recommendation of the Council.

THUS ADOPTED AND CONFIRMED BY SPECIAL RESOLUTION ON

14 NOVEMBER 2008 IN CAPE TOWN

**GERT BAM
PRESIDENT**