

C O N S T I T U T I O N
O F T H E
I N V E S T M E N T A N A L Y S T S O C I E T Y O F S O U T H E R N A F R I C A

(As amended 21st May 1969)
(As amended 18th June 1974)
(As amended 23rd May 1977)
(As amended 6th June 1984)
(As amended 30th June 1998)
(As amended 30th June 1999)
(As amended 26th June 2002)
(As amended 20th April 2005)

PART I

1. Name : The Society shall be called "The Investment Analysts Society of Southern Africa".
2. Office : The office of the Society shall be situated in the Republic of South Africa.
3. Objects : The objects of the Society will be:
 - (a) To improve the general quality of investment analysis and analytical techniques:
 - (b) To establish and maintain professional standards in the investment sphere:
 - (c) To foster the interchange of ideas amongst those concerned with investment matters, with a view to the solution of common problems:
 - (d) To establish courses of professional training in investment analysis:
 - (e) To present authoritative opinions on appropriate legislative matters:
 - (f) To encourage the study of investment analysis and to attract the entry of newcomers to the field:
 - (g) To promote public awareness and understanding of the functions of investment analysis:
 - (h) To create a channel of communication with similar societies and bodies in other countries: and
 - (i) To undertake anything that is incidental or conducive to the attainment of the above objectives individually or collectively.

PART 11
MEMBERSHIP

1. Membership : (a) The Society shall consist of Members and Honorary Members. The liability of members shall be limited to the amount, if any, of their subscriptions outstanding.

(b) (i)

Membership may be conferred on a person who is professionally concerned, as defined in Rule II(1) (b) (ii), with investment research and investigation, investment advice and/or fund management. Such a person shall have either a suitable academic qualification (at the discretion of the Executive Committee) and a minimum of one year's current experience; Or a minimum of three years' current experience. In exceptional circumstances membership may, at the discretion of the Executive Committee, be continued after a person has ceased to be so concerned.

Election to Membership shall be subject to the approval of the Executive Committee which shall not be obliged to give any reason for the rejection of an applicant.

(ii)

Professionally concerned is defined as employment on a full time basis in a position where the greater part of a person's employment activities relates to investment analysis, investment research, investment investigation, investment advice and/or fund management.

(iii)

Notwithstanding the provisions of Rule II(b)(i) and II(b)(ii), the Executive Committee may take cognisance of other qualifications, experience and employment in

conferring membership provided that this will result in the furtherance of the objects of the Society.

- (c) All Members shall be individuals and no partnership or corporate body shall be admitted to membership.
- (d) Election to Membership shall be subject to the approval of the Executive Committee, which shall not be obliged to give any reason for the rejection of an applicant.
- (e) Applications for Membership shall complete an application form to be prescribed from time to time by the Executive Committee.
- (f) All Members shall be allowed to describe themselves as "Members of the Investment Analysts Society of Southern Africa".
- (g) All Members shall inform the Society each January of particulars regarding their private and professional addresses, and of the professional position they occupy. Failure of a member to render such information by the 30th June may, at the discretion of the Executive Committee. Result in the deletion of their name from the register of members. All members must subscribe to and abide by the Society's Code of Professional Conduct.
- (h) The payment of annual subscription fees is a condition of membership. Failure of a member to make such payments by the 30th June, may, at the discretion of the Executive Committee, result in the deletion of their name from the register of members.
- (i) Members who satisfy the Executive Committee that by reason of:

- (i) retirement: or
- (ii) geographical location: or
- (iii) other causes satisfactory to the Executive Committee

they will not be able to participate fully in the activities of the Society shall be entitled, on making application to the Secretaries, to a reduction of 50% of the annual subscription as provided for in Part III, Paragraph 7 of the Constitution.

- 2. Honorary Membership : Honorary membership may be conferred, at the discretion of the Executive Committee, on persons whom the Society especially desires to honor.
- 3. Resignation : Any member may resign from the Society by sending written resignation to the Secretary, together with any outstanding subscriptions due by him/her.
- 4. Behaviour : Members shall at all times, both in their conduct and dress, when engaged in their profession, not behave in a manner which will cause any disrepute for the Society.
- 5. Disciplinary Action : The Executive Committee shall have the power to expel any member whose continued membership would in its opinion, be contrary to the interest of the Society, provided that any such action must receive the approval of two-thirds of the members of the Executive Committee present at a meeting of which special notice in terms of rule III (4) (b) has been given. The member concerned shall be entitled to attend for the purpose of giving an explanation of his conduct and being heard in answer to the charge or charges made against him.

PART III MANAGEMENT

- 1. Executive : (a) The affairs of the Society shall be

Committee managed by an Executive Committee.

- (b) The Executive Committee shall consist of not less than five (5) nor more than fifteen (15) persons, all of whom must be Members of the Society.

If any members of the Executive Committee reside more than eighty kilometers from Johannesburg, then the Executive Committee shall have power to co-opt local alternates. Such alternates shall be nominated by the members of the Committee from whom they deputize. Their appointment shall be subject to the written approval of at least two-thirds of the members of the Executive Committee.

- (c) The Executive Committee shall be elected by the members at the Annual General Meeting of the Society for a period not to exceed two years. The length of time the member has been in office shall be computed from his last election or appointment. A retiring member of the Executive Committee shall be eligible for re-election.

- (d) If any member of the Executive Committee, or his alternate, attends less than six (6) meetings of the Committee in any one calendar year, such member shall cease to be a member of the Executive Committee unless the Committee should decide otherwise.

- (e) The Executive Committee may from time to time and at any time appoint any member of the Society as a member of the Executive Committee, either to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, but they shall

then be eligible for re-election.

- (f) No person not being a member of the Executive Committee retiring at the meeting shall, unless recommended by the Executive Committee, be eligible for election to the Executive Committee at any General Meeting, unless within five days of the said meeting there shall be given to the Secretaries or Honorary Secretaries notice in writing, by some member duly qualified to be present and vote at the meeting, of his intention to propose such a person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- (g) The quorum for meetings of the Executive Committee shall be three or half the number of serving members whichever is the greater.
- (h) Any two members of the Executive Committee may in writing request the Secretaries or Honorary Secretaries to call a meeting of the Executive Committee.
- (i) The Executive Committee shall at its first meeting following the Annual General Meeting of the Society elect a Chairman and a Deputy Chairman who shall occupy such offices until the Executive Committee meeting of the Society or for such lesser time as the Executive Committee may determine. The Chairman shall be entitled to preside at all meetings of the Executive Committee at which he/she be present and shall be entitled to exercise a casting vote. In the absence of the Chairman, the Deputy Chairman shall preside at meetings of the Executive Committee or failing him/her any member of the Executive Committee deputed to chair the particular meeting.

- (j) The Executive Committee may delegate any of its powers to sub-committees consisting of such members of the Society as the Executive Committee thinks fit. Any sub-committee so formed shall have the power to co-opt.
- (k) All bona fide acts of any meeting of the Executive Committee or any member thereof shall, notwithstanding it be afterwards discovered that there was some defect in the constitution of the meeting or the appointment of or continuance in office of any such member or person, be valid as if such defect did not exist.
- (l) The Executive Committee shall cause proper minutes to be kept of all appointments of officers made by it and of the proceedings of all meetings of the Society, the Executive Committee and its sub-committees and of all business transacted at such meetings, and any such minute if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any proof of the facts therein stated.
- (m) A resolution in writing signed by all the members for the time being of the Executive Committee or its sub-committees shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or its sub-committees duly convened and constituted.
- (n) No member of the Executive Committee may occupy the position of a paid official of the Society.
- (o) The Society is not permitted to distribute any of its profits or gains to any person and is required to utilize its funds solely for investment or the objects for which it

has been established.

2. Secretaries : The Executive Committee shall appoint Secretaries or Honorary Secretaries at such remuneration and upon such conditions as it may agree.
3. Bank Account : The Executive Committee shall be entitled to open a banking account or accounts in the name of the Society and to invest in whatever manner it deems fit any monies not required to meet the current expenses of the Society.
4. General Meetings :
 - (a) The Society shall in every calendar year hold an Annual General Meeting to take place not later than six months following the Society's financial year end which shall be 31st December.
 - (b) All joint meetings other than Annual General Meetings shall be called Extraordinary General Meetings which may be convened as the Executive Committee thinks fit, provided that the Executive Committee shall be compelled within thirty (30) days following receipt of a request signed by not less than twenty (20) members of the Society, to issue a notice calling a General Meeting.
 - (c) At least twenty-one (21) days notice of a General Meeting must be given to all Members of the Society although accidental omission to give notice of a meeting shall not invalidate any resolution passed or proceeding conducted at such meeting.
 - (d) The quorum required at any General Meeting shall be ten (10) Members present personally or by proxy. If no quorum is present within quarter of an hour after the time for which the meeting is called, the Chairman shall adjourn the meeting to a date approved by the members present, and written notice of

such adjournment shall be given to all members. The quorum at any such adjourned meeting shall be such number as is then present.

- (e) The Chairman of the Executive Committee shall preside at every general Meeting, but failing him the Deputy Chairman or some other deputed member of the Executive Committee some Member of the Society who shall be present may be deputed to preside.
 - (f) At any General Meeting a resolution put to vote shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of a show of hands, demanded by the Chairman or at least three Members present in person or proxy.
 - (g) In the case of an equality of votes, whether by a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote.
5. Accounts and Records : The Secretaries or the Honorary Secretaries shall keep suitable accounts and records relating to the activities of the Society and shall prepare an annual Balance Sheet and Accounts for submission to the Annual General Meeting.
6. Auditors : The Auditors of the Society shall be appointed by the Executive Committee.
7. Subscriptions : The annual subscriptions payable by Members shall be determined by the Executive Committee from time to time, subject to confirmation at the next Annual General Meeting. In addition the Society in Annual General Meeting, subject to the approval of two-thirds of members present may agree to levy a special subscription on Members in order to meet the financial requirements of the Society.

8. Alterations : The constitution of the Society may be
To repealed or altered only with the approval of
Constitution at least three-quarters of all Members
represented in person or by proxy at an
Annual General Meeting called on 21 days
notice in writing and stating the alterations
which are approved.

9. Liquidation : The Society may be liquidated or wound up
by resolution of not less than three-quarters of
the Members present in person or by proxy at
a special meeting called on thirty (30) days
notice in writing and stating the purpose of the
meeting. The Society will on its winding up or
its liquidation be obliged to give or transfer its
assets remaining after the satisfaction of its
liabilities to some other company, society or
association with objects similar to its own.

10. Branches : The Executive Committee shall have the
authority to establish such branches as it may
consider desirable. Regulations governing the
operation of such branches shall be
promulgated from time to time by the
Executive Committee, and shall be subject to
ratification at the subsequent Annual General
Meeting.

