



**MEMORANDUM OF INCORPORATION
OF THE PUBLIC RELATIONS INSTITUTE
OF SOUTHERN AFRICA NPC**

REGISTRATION NUMBER: 2000/016388/08



REPUBLIC OF SOUTH AFRICA
Companies Act, 2008
MEMORANDUM OF INCORPORATION
Of

THE PUBLIC RELATIONS INSTITUTE OF SOUTHERN AFRICA NPC

Which is referred to in the rest of this Memorandum of Incorporation as “the Company”.

The Company is a Non Profit company with members, with the following objects:

- *To promote the common interests of persons carrying on public relations and communication management by pursuing all such activities as may be necessary to promote and conduct the main business of the company.*
- *To administer the public relations and communication management profession and industry by:*
- *Promoting general understanding of the practice and its value*
- *Establishing and maintaining professional standards*
- *Establishing professional credentials and accreditation of practitioners according to the institute’s registration system*
- *Encouraging the observance of the highest standard of professional conduct through adherence to the PRISA Code of Ethics and Professional Standards*
- *Providing professional development programmes for the general benefit of members and the public relations profession*
- *Protecting the interests of all concerned in the event of a complaint of malpractice through the application of a set of disciplinary procedures*

This form is prescribed by the Minister of Trade and Industry in terms of section 223 of the Companies Act, 2008 (Act No. 71 of 2008).

In this Memorandum of Incorporation—

- a. reference to a section by number refers to the corresponding section of the Companies Act, 2008; words that are defined in the Companies Act, 2008 bear the same meaning in this Memorandum as in that Act;

and

- b. words appearing to the right of an optional check line are void unless that line contains a mark to indicate that it has been chosen as the applicable option.

Adoption of Memorandum of Incorporation

This Memorandum of Incorporation (“MOI”) is proposed by the Board of Directors and adopted by Special Resolution of the Annual General Meeting of Members on 27 June 2024 in accordance with Sections 15 and 16 of the Companies Act.



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INTERPRETATION

The headings contained in this Memorandum of Incorporation are intended for reference purposes only and shall not be taken into account in the interpretation thereof. In the interpretation of the Memorandum the words contained in the first column of the table set out below shall bear the meaning set out opposite each of them in the second column thereof, unless the context otherwise requires.

WORDS MEANING

"**The Act**" Shall mean the Companies Act 71 of 2008, together with the Companies Regulations, 2011 as amended or substituted from time to time;

"**Advisory Council**" Shall mean the Advisory Council established in the manner as set out in the Rules;

"**AGM/Annual General Meeting**" Means the Annual General Meeting of PRISA members held from time to time.

"**Appoint**" Shall mean the process where incumbents are appointed by a specific person or group of persons, who shall have the sole and absolute discretion in this regard

"**Board**" The Board of Directors for the time being of the Company or, as the case may be, the members of the board assembled at a Board meeting at which a quorum is present;

"**Business days**" Has the meaning as described in section 5(3) of the Act;

"**Chapter**" Means a Chapter of the PRISA as described in the Rules;

"**Chapter management committee**" Means the Committee elected by the Chapter members as referred to in the Rules;

"**Chapter representative**" A person elected at the Chapter to represent the Chapter in a selected discipline, including the Chapter Chair and Vice Chair of the Chapter;

"**Code of Conduct**" Means the Code of Conduct of the Company as contemplated in this Memorandum of Incorporation and attached to the Rules;

"**Company**" The Public Relations Institute Of Southern Africa (Non-Profit Company) with registration number: 2000/016388/08

"**Director**" Shall mean a member of the Board of Directors of the Company;

"**Elect**" Shall mean the democratic process where incumbents are elected by the Members of the PRISA;

"**PRISA**" Shall mean the The Public Relations Institute Of Southern Africa (NPC);

"**Financial Year**" Shall mean a period commencing on 1 March of one calendar year and terminating on the last day of February of the next calendar year, or any other period of 12 (Twelve) consecutive calendar months as may be decided by the Board;



“General voting rights” Means voting rights that can be exercised generally at a general meeting of a company;

"In writing" Written or reproduced by any substitute for writing or partly written and partly so reproduced and including printing, typewriting or lithography or any other mechanical process, or partly one and partly another as well as any form of electronic communication contemplated in the Electronic Communication and Transactions Act 25 of 2002;

"Member" Shall mean a member of the Company as provided for in this Memorandum of Incorporation and the Rules and any such other persons as the Board may admit to membership in accordance with this Memorandum of Incorporation and / or the Rules;

“Members Meeting” Means an Annual General Members Meeting, or an Annual General Chapter Meeting as specified, held from time to time;

"National Office" Means the National Office of the PRISA situated at the registered address stipulated in the Rules;

“Ordinary resolution” Means a resolution adopted as prescribed in Article 3.8.1;

"President" The President of the Board, as appointed by the Board from time to time;

“Region” Means a Region as described in the Rules;

"Register" The register of members of the Company as contemplated in Item 9 of Schedule 1 to the Companies Act;

“Rules” Means the Rules of the PRISA published and as amended from time to time;

"Sign" Includes the reproduction of a signature by printing, typewriting or lithography, or any kind of stamp or any other mechanical or electronic process, and "signature" has a corresponding meaning;

“Special resolution” Means a resolution adopted as prescribed in Article 3.8.2.

Unless the context otherwise requires –

- a. Words importing the singular, shall include the plural and vice versa;
- b. Words importing any one gender shall include the other genders;
- c. Words importing natural persons shall include juristic persons and corporate bodies.

Subject to the preceding paragraph, any words or expressions defined in the Act shall, unless the context otherwise requires, bear the same meaning in this Memorandum of Incorporation.



1. ARTICLE 1 - INCORPORATION AND NATURE OF THE COMPANY

1.1. Incorporation

- 1.1.1. The Company is incorporated as a Non Profit company, as defined in the Companies Act, 2008.
- 1.1.2. The name of the Company is: THE PUBLIC RELATIONS INSTITUTE OF SOUTHERN AFRICA NPC
- 1.1.3. The Company is incorporated in accordance with, and governed by –
 - 1.1.3.1. the unalterable provisions of the Companies Act, 2008 that are applicable to Non-Profit companies;
 - 1.1.3.2. the alterable provisions of the Companies Act, 2008 that are applicable to Non-Profit companies, subject to any limitation, extension, variation or substitution set out in this Memorandum; and
 - 1.1.4. the provisions of this Memorandum of Incorporation.

1.2. Objects and Powers of the Company

- 1.2.1. The Objects of the Company are as set out on the cover sheet and, except to the extent necessarily implied by the stated objects, the purposes and powers of the Company are not subject to any restriction, limitation or qualification, as contemplated in section 19 (1)(b)(ii).
- 1.2.2. The Company is not subject to any provision contemplated in section 15 (2)(b) or (c).
- 1.2.3. Upon dissolution of the Company, its net assets must be distributed in the manner determined in accordance with Item 1 (4)(b) of Schedule 2 of the Companies Act, 2008;

1.3. Memorandum of Incorporation and Company Rules

- 1.3.1. This Memorandum of Incorporation of the Company may be altered or amended only in the manner set out in section 16, 17 or 152 (6) (b).
- 1.3.2. The authority of the Company's Board of Directors to make rules for the Company, as contemplated in section 15 (3) to (5) is not limited or restricted in any manner by this Memorandum of Incorporation.
- 1.3.3. The Board must publish any rules made in terms of section 15 (3) to (5) by delivering a copy of those rules to each director by electronic communication.
- 1.3.4. The Company must publish a notice of any alteration of the Memorandum of Incorporation or the Rules, made in terms of section 17 (1) by delivering a copy of those rules to each director by electronic communication.

1.4. Optional provisions of Companies Act, 2008 do not apply

- 1.4.1. The Company elects, in terms of section 34 (2), to comply voluntarily with the provisions of Chapter 3 of the Companies Act, 2008.

1.5. Members of the Company

- 1.5.1. As contemplated in Item 4 (1) of Schedule 2 of the Act, the Company has members, who are in either of two classes, being voting and non-voting members, respectively.
- 1.5.2. The terms and conditions of membership in the company are as set out in this Memorandum of Incorporation.





2. ARTICLE 2 - RIGHTS OF MEMBERS

2.1. Members' authority to act

- 2.1.1. If, at anytime, every member of the Company is also a director of the Company, as contemplated in section 57 (4), the authority of the members to act without notice or compliance with any other internal formalities, as set out in that section is limited or restricted by this Memorandum of Incorporation.

2.2. Members' Right to Information

- 2.2.1. In addition to the rights to access information set out in section 26 (1), a member of the Company has the further rights to information, if any, set out in this Memorandum of Incorporation.

2.3. Voting Rights

- 2.3.1. All these members shall have voting rights; provided further that the director/s of PRISA shall not be entitled to vote at meetings.

2.4. Representation by concurrent proxies

- 2.4.1. The right of a member of the Company to appoint persons concurrently as proxies, as set out in section 58 (3)(a) is limited, restricted or varied to the extent set out in this Memorandum of Incorporation.

2.5. Authority of proxy to delegate

- 2.5.1. The right of a member of the Company to appoint more than one person concurrently as proxies, as set out in section 58(3)(a) is limited by this Memorandum of Incorporation. Each member may only appoint one proxy to vote on its behalf.
- 2.5.2. The authority of a member's proxy to delegate the proxy's powers to another person, as set out in section 58 (3)(b) is limited or restricted to the extent set out in this Memorandum of Incorporation.
- 2.5.3. The instrument appointing a proxy must be in writing and be signed by the appointer or his duly authorized agent. The proxy instrument must then be delivered to the Company at least 3 (three) business days prior to the stated time of the meeting, before that proxy may exercise the member's rights at a members meeting.
- 2.5.4. The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in Section 58(7) is prohibited.
- 2.5.5. The instrument appointing a proxy shall, subject to the provisions of section 58(8) of the Act, be in the form as determined by the Board from time to time and shall be completed on the form as attached to the Rules from time to time.

2.6. Requirement to deliver proxy instrument to the Company

- 2.6.1. The requirement that a member must deliver to the Company a copy of the instrument appointing a proxy before that proxy may exercise the member's rights at a members meeting, as set out in section 58 (3)(c) is not varied by this Memorandum of Incorporation.

2.7. Deliberative authority of proxy



2.7.1. The authority of a member's proxy to decide without direction from the member whether to exercise, or abstain from exercising any voting right of the member, as set out in section 58 (7) is limited or restricted to the extent set out in this Memorandum of Incorporation.

2.8. Record date for exercise of member rights

2.8.1. If, at any time, the Company's Board of Directors fails to determine a record date, as contemplated in section 59, the record date for the relevant matter is as determined in accordance with section 59 (3).



3. ARTICLE 3 - MEMBERS MEETINGS

3.1. Requirement to hold meetings

3.1.1. The Company is not required to hold any members meetings other than those specifically required by the Companies Act, 2008.

3.2. Members' right to requisition a meeting

3.2.1. The right of members to requisition a meeting, as set out in section 61 (3), may be exercised by at least 25% (twenty five percent) of the voting members, as provided for in that section.

3.3. Location of members meetings

3.3.1. The authority of the Company's Board of Directors to determine the location of any members meeting, and the authority of the Company to hold any such meeting in the Republic or in any foreign country, as set out in section 61 (9) is not limited or restricted by this Memorandum of Incorporation.

3.4. Notice of members meetings

3.4.1. The minimum number of days for the Company to deliver a notice of an Annual General Members' meeting to the Members, as required by section 62, is 15 (fifteen) business days as provided for in section 62(1).

3.5. Electronic participation in members meetings

3.5.1. The authority of the Company to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 63 is limited or restricted to the extent set out in this Memorandum of Incorporation.

3.6. Quorum for members meetings

3.6.1. The quorum requirement for a members meeting to begin, or for a matter to be considered are as set out in section 64 (1) subject to a minimum of 30 members in substitution for the 25% (twenty five percent) required by that section.

3.6.2. In terms of Section 64(4), if, within one hour after the appointed time for a meeting to begin, the requirements of subsections (1), or (3) if applicable,

3.6.2.1. for that meeting to begin have not been satisfied, the meeting is postponed without motion, vote or further notice, for one week;

3.6.2.2. for consideration of a particular matter to begin have not been satisfied—

3.6.2.2.1. if there is other business on the agenda of the meeting, consideration of that matter may be postponed to a later time in the meeting without motion or vote; or

3.6.2.2.2. if there is no other business on the agenda of the meeting, the meeting is adjourned for one week, without motion or vote.

3.6.3. In terms of Section 64(5), the person intended to preside at a meeting that cannot begin due to the operation of subsection (1)(a), or (3) if applicable, may extend the one-hour limit allowed in subsection (4) for a reasonable period on the grounds that—



- 3.6.3.1. exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of shareholders to be present at the meeting; or
- 3.6.3.2. one or more particular shareholders, having been delayed, have communicated an intention to attend the meeting, and those shareholders, together with others in attendance, would satisfy the requirements of subsection (1), or (3) if applicable.
- 3.6.4. The authority of a meeting to continue to consider a matter, as set out in section 64 (9) is not limited or restricted by this Memorandum of Incorporation.

3.7. Adjournment of members meetings

- 3.7.1. In terms of Section 64(12), and subject to subsection (13), a meeting may not be adjourned beyond the earlier of:
 - 3.7.1.1. The date that is 120 business days after the record date is determined in accordance with section 59; or
 - 3.7.1.2. The date that is 60 business days after the date on which the adjournment occurred.

3.8. Members resolutions

- 3.8.1. For an ordinary resolution to be adopted at a members meeting, it must be supported by at least 50% (fifty percent) + 1 of the members who voted on the resolution, despite section 65 (7).
- 3.8.2. For a special resolution to be adopted at a members meeting, it must be supported by at least 75 % (seventy-five percent) of the members who voted on the resolution, as provided in section 65 (7).
- 3.8.3. A special resolution adopted at a members meeting is not required for a matter to be determined by the Company, except those matters set out in section 65 (11).

3.9. Recordings of meetings

- 3.9.1. The President shall ensure that a complete and accurate account of the discussions and decisions of the meeting and proceedings is taken by a meeting secretary or by some other nominated person, so as to constitute the official record of the meeting in the form of minutes. The minutes of any Member meeting shall have full legal and binding effect once they have been approved at the subsequent meeting of the Board and signed by the President of that meeting.



4. ARTICLE 4 - DIRECTORS AND OFFICERS

4.1. Composition of the Board of Directors

- 4.1.1. The Board of Directors of the Company comprises of 8 to 20 directors, and no alternate directors each of whom is to be elected in the manner set out in this Memorandum of Incorporation; and serves for a term of two years.
- 4.1.2. As part of this, the Regional and Chapter Chairperson's will be required to join the Board.
- 4.1.3. In addition to the elected directors there are 2 to 3 specialists appointed as directors of the company, as contemplated in section 66 (4), to be designated in the manner specified in this Memorandum of Incorporation.
- 4.1.4. In addition to satisfying the qualification and eligibility requirements set out in section 69, to become or remain a director of the Company, a person need not satisfy any further eligibility requirements or qualifications.
- 4.1.5. Each appointed director of the Company serves for a two-year term, until substituted by the person or entity that made the appointment.

4.2. Authority of the Board of Directors

- 4.2.1. The authority of the Company's Board of Directors to manage and direct the business and affairs of the Company as set out in section 66 (1) is not limited or restricted by this Memorandum of Incorporation.

4.3. Board of Directors meetings

- 4.3.1. The authority of the Company's Board of Directors to consider a matter other than at a meeting, as set out in section 74 is not limited or restricted by this Memorandum of Incorporation.
- 4.3.2. The right of the Company's Directors to requisition a meeting of the Board, as set out in section 73 (1), may be exercised by at least 25% of the directors, as provided in that section.
- 4.3.3. The authority of the Company's Board of Directors to conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication, as set out in section 73 (3); is not limited or restricted by this Memorandum of Incorporation.
- 4.3.4. The authority of the Company's Board of Directors to determine the manner and form of providing notice of its meetings, as set out in section 73 (4) is not limited or restricted by this Memorandum of Incorporation.
- 4.3.5. The authority of the Company's Board of Directors to proceed with a meeting despite a failure or defect in giving notice of the meeting, as set out in section 73 (5) is not limited or restricted by this Memorandum of Incorporation.
- 4.3.6. The quorum requirement for a directors meeting to begin, the voting rights at such a meeting, and the requirements for approval of a resolution at such a meeting, areas set out in section 73 (5).
- 4.3.7. The Board shall be convened by the president when required but shall meet not less than four (4) times per year.

4.4. Indemnification of Directors

- 4.4.1. The authority of the Company's Board of Directors to advance expenses to a director, or indemnify a director, in respect of the defence of legal proceedings, as set out in



section 78 (3) is not limited or restricted by this Memorandum of Incorporation.

- 4.4.2. The authority of the Company's Board of Directors to indemnify a director in respect of liability, as set out in section 78 (5) is not limited or restricted by this Memorandum of Incorporation.
- 4.4.3. The authority of the Company's Board of Directors to purchase insurance to protect the Company, or a director, as set out in section 78 (6) is not limited or restricted by this Memorandum of Incorporation.

4.5. Officers and Committees

- 4.5.1. The Board of Directors may appoint any officers it considers necessary to better achieve the objects of the Company.
- 4.5.2. The authority of the Company's Board of Directors to appoint committees of directors, and to delegate to any such committee any of the authority of the Board as set out in section 72 (1), or to include in any such committee persons who are not directors, as set out in section 73 (2)(a) is not limited or restricted by this Memorandum of Incorporation.
- 4.5.3. The authority of a committee appointed by the Company's Board, as set out in section 72 (2)(b) and (c) is not limited or restricted by this Memorandum of Incorporation.

4.6. Election of office bearers

- 4.6.1. The Presidency shall be elected by the general registered membership of PRISA (excluding students) in accordance with the General Rules of Procedure.

4.7. Period of tenure of Presidency

- 4.7.1. The president shall serve for a one-year term of office, but may three (3) months before the end of their term indicate his or her willingness to continue for a second term; provided that the Board approves the second term, provided further that the president shall not serve in that office for longer than two consecutive years.
- 4.7.2. If the president elects not to continue in office for the second year, or if the Board does not approve the second term, the incumbent first vice-president shall automatically become president, and the second vice-president shall automatically become first vice-president, and a new second vice-president shall be elected in accordance with this Memorandum of Incorporation.

4.8. Board Voting Rights

- 4.8.1. All members of the Board, whether elected, appointed or ex officio, shall have voting rights; provided that the director/s of PRISA shall not be entitled to vote.

4.9. Appointments and Invitations

- 4.9.1. The Board shall have the power to appoint such voluntary officers as may be found necessary to carry out the work of PRISA and to appoint persons from any registration level from within or without the Board to hold such offices, and to invite such registered members, if not elected to the Board, to attend and speak at meetings of the Board and/or any sub-committees of the Board; provided that they shall have no votes on the Board and shall not be counted towards a quorum.



4.10. Additional Powers

4.10.1. The Board shall have the power to take actions, to regulate all matters not otherwise provided for in this Memorandum of Incorporation and to do all things which may be necessary for attaining the objectives of PRISA; provided that all actions taken or regulations made shall be reported to the next succeeding Board meeting for formal ratification.

4.11. Ratification Of Sub-Committee/Chapter Decisions

4.11.1. Board members who hold specific portfolios are empowered to convene meetings of working sub-committees consisting of appointees nominated or approved by the Board. Except where otherwise specifically authorised by a minuted decision of the Board, no decisions, reports or recommendations of such working sub-committee shall have any force or effect until they have been ratified by the Board.



5. ARTICLE 5 • GENERAL PROVISIONS

5.1. Directors of the Company

5.1.1. Election of directors by members

- 5.1.1.1. The election of directors shall be by ballot.
- 5.1.1.2. A nomination of a member for the election as President or Vice President to the Board shall:
 - 5.1.1.2.1. be made in writing;
 - 5.1.1.2.2. be signed by at least 2 (two) members other than the candidates;
 - 5.1.1.2.3. be given to the secretary no less than 21 (twenty-one) days before the day appointed for the Annual General Meeting at which the election is to take place; and
 - 5.1.1.2.4. be accompanied by a written statement signed by the candidate indicating his willingness to stand for election.
- 5.1.1.3. Nominees for election as chairman or vice-chairman of the Board shall be members registered at either APR (Accredited Practitioner) or CPRP (Chartered Practitioner) level.

The Board shall have the power at any time, and from time to time, to appoint a member as a director, either to fill a casual vacancy or as an addition to the Board. A director so appointed shall hold office until the next following Annual General Meeting of the Company and shall then be eligible for election.

5.2. Membership

5.2.1. Membership

- 5.2.1.1. Membership criteria – membership is open to any person studying or practicing public relations and communication management and related disciplines.
- 5.2.1.2. Students/learners are registered as non-voting student members and upon qualifying can upgrade to voting member status at the affiliate or associate level.
- 5.2.1.3. Practitioners with qualifications and experience are registered as Public Relations Practitioners (PRP), Chartered Public Relations Practitioners (CPRP) or Accredited Public Relations Practitioners (APR) depending on their individual qualifications and years of practice.
- 5.2.1.4. Related professionals (marketers, advertisers, etc.) can be registered as Associates.

5.2.2. Special Membership:

- 5.2.2.1. Honorary members and Fellows shall pay no registration fee.
- 5.2.2.2. Honorary members and Fellows will be excluded from having voting rights.

5.2.3. Retired practitioners:

- 5.2.3.1. A retired registered member of PRISA
- 5.2.3.2. may retain his or her registration through the payment of not more than twenty-five percent (25%) of the total of the applicable registration fee plus any current levy.
- 5.2.3.3. A retired registered APR will cease to pay the annual registration fee with effect from the year during which he/she reaches the age of sixty-



five years. Such an APR will retain the use of the acronym “APR”, provided that he/she applies in writing for this privilege and agrees to adhere to the PRISA Code of Professional Standards for the Practice of Public Relations. (These parties’ voting rights are covered in this Memorandum of Incorporation, General Rules of Procedure for Meetings of Registered Members i.e. all registered members of whatever registration category (except students) may vote).

5.2.4. Cessation through default:

5.2.4.1. Any person whose registration fee is not paid in full within three months after it has become due, owing and payable shall cease to be a registered member or student of PRISA and shall be required to surrender his or her certificate of registration with PRISA.

5.2.5. Limits of liability:

5.2.5.1. Each registered member of PRISA shall undertake to contribute to the payment of the debts or liabilities of PRISA in the event of its dissolution whilst he or she is a registered member, provided that such contribution shall not exceed the outstanding amount of the registered member's current annual registration fee.

5.2.6. Registration levies:

5.2.6.1. In addition to the annual registration fee, each registered member may be required to contribute such further sum of money by way of a levy as and when a general meeting of members of PRISA may so resolve; provided that such levy shall not exceed half of the annual registration fee in any one year, and provided further that at least two-thirds of the eligible votes cast, including electronic and postal votes, are in favour of the resolution.

5.3. Rights of Members

- 5.3.1. A paid-up voting member may appoint another member in good standing to be his/her proxy at any meeting.
- 5.3.2. The member is obliged to indicate how the proxy appointed is to vote on the business of the meeting (whether a motion or an election).
- 5.3.3. The proxy accepting this appointment is to follow these instructions.
- 5.3.4. The general provisions regarding voting on National, Regional and Chapter levels are prescribed in the Rules.

5.4. Members Meetings

- 5.4.1. The board may give notice of a meeting of members using electronic communication, provided 21 days' notice is given for any meeting.
 - 5.4.1.1. Should there be insufficient members present to form a quorum, the chairman of the meeting will, with permission of those members present, postpone the meeting for one hour.
 - 5.4.1.2. After one hour the meeting will be re-convened with those present and any decisions taken will be communicated to the membership electronically within 48 hours.
- 5.4.2. The maximum period for adjournment of a legally convened members meeting is one hour.



5.5. Regions, Chapters and Committees

- 5.5.1. Chapters and Committees will exist in regions as determined by the Board of Directors, as provided for in the Rules.
- 5.5.2. The function of each special interest committee or chapter shall be to undertake such tasks and fulfil such responsibilities in respect of organising events and providing specialised services for registered members of PRISA belonging to any of these special groups or chapters, as the Board may determine and in accordance with the General Rules of Procedure for Committees.
- 5.5.3. Regional and Technical Chapters
 - 5.5.3.1. Members shall be organised in Chapters in the manner set out in the Rules.
 - 5.5.3.2. The secession of chapters shall be governed in a manner as set out in the Rules.
- 5.5.4. Committees
 - 5.5.4.1. All committees appointed by the Board, shall act according to the mandates given to them by the Board and shall keep minutes of all meetings.
 - 5.5.4.2. All committees will function in the manner as set out in the Rules.
 - 5.5.4.3. All committees shall present annual plans and reports to the Board

5.6. Subscriptions

- 5.6.1. The terms and conditions regarding subscriptions shall be determined in the Rules and dealt with accordingly.

5.7. Code of Conduct

- 5.7.1. The Board shall formulate a Code of Conduct, which shall bind all Members of the Company.
- 5.7.2. The Board shall be entitled in its sole and absolute discretion to amend the Code of Conduct from time to time.
- 5.7.3. The Code of Conduct, as updated from time to time, will be attached to the Rules.

5.8. Discipline

- 5.8.1. Members shall be disciplined in a manner and in accordance with the process as set out in the Rules and PRISA's Code of Conduct for members.

5.9. Registered Address and Notices

- 5.9.1. The governance of a member's registered address and notices to be sent and received by such member shall be determined in the Rules.

5.10. Funding of the Company

- 5.10.1. The Company shall be funded by means of membership fees, subscriptions fees or levies payable by Members or such other means of funding as determined by the Board from time to time with reference to the requirements of the Company.

5.11. Finance

- 5.11.1. All funds paid or payable to PRISA, or to any of its committees or subordinate bodies,



for any purpose whatsoever, shall become the property of PRISA. The Board shall have control over such funds to receive, apportion and pay out amounts as it decides fit, and will account to the registered members of PRISA for those actions in accordance with the financial provisions of the General Rules of Procedure.

- 5.11.2. PRISA shall be liable for any debts incurred by any of its committees, employees, or office bearers, provided that the said debts were incurred within the powers of the committees, employees, or office bearers concerned.
- 5.11.3. No profits or gains will be distributed to any person and the funds of the institute will be utilised solely for investment or the objects for which it was established.
- 5.11.4. Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).

5.12. Withdrawal

- 5.12.1. Any registration with PRISA, or form of association or affiliation with PRISA may be reduced, withdrawn, or terminated by the Board in accordance with the PRISA Code of Professional Standards for the Practice of Public Relations.

5.13. Amalgamation

- 5.13.1. Subject to Chapter 5 of the Act (Sections 112 – 116), the Company may only amalgamate or merge with other similar non-profit bodies in the Republic of South Africa or elsewhere, whether or not such bodies have been constituted by means of legislation, by a special resolution at a members meeting of which not less than 15 (fifteen) business days' notice has been given and at which, not less than 25% (twenty five percent) of the members entitled to vote thereat are present in person or by proxy, the resolution has been passed, on a show of hands, by more than 60% (sixty percent) of the number of members of the Company entitled to vote on a show of hands at the meeting who are present in person or by proxy or, where a poll has been demanded, by more than 60% (sixty percent) of the total votes to which the Members present in person or by proxy are entitled. (Notice circulated includes any form of electronic communication). For this purpose, the Company may take over the assets and liabilities of such bodies, including books, records, documents and heraldry coats-of-arms, or hand over any or all of the assets and obligations of the Company.
- 5.13.2. The Company may not amalgamate or merge with or convert to a profit company or dispose of any part of its assets, undertaking or business to a profit company, other than for fair value, except to the extent that such a disposition of an asset occurs in the ordinary course of the activities of the Company.

5.14. Liquidation

- 5.14.1. The process of liquidation and the working thereof is prescribed in the Rules.

5.15. Dissolution

- 5.15.1. PRISA may be dissolved at a Special General Meeting of registered members convened for the sole purpose of considering the question of dissolution provided that two-thirds of the eligible votes cast are in favour of such dissolution. In the event of dissolution, assets and funds remaining after the payment of any debts shall be ceded to an organisation having similar objects to those of PRISA and which itself is



exempt from income tax in terms of section 10(1)(cB)(l)(ff), as determined by a simple majority vote at the same Special General Meeting.
