

THE COMPANIES ACT, (CHAPTER 24:03)

(As amended)

Company not for Profit Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

Of

**ZIMBABWE INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH
(ZIOSH)**

1. DEFINITIONS

The regulations contained in Table 'A' in the First Schedule of the Companies Act, Chapter 24:03 shall not apply to the Institute except in so far as the same are repeated or contained in these presents.

In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context.

Word	Meaning
The Statutes	The Companies Act Chapter 24:03 (as amended) and every act for the time being in force affecting the Institute.
These presents	The Articles of Association and the Bye laws of the Institute from time to time in force.
The Institute	The above-named Institute
Executive Committee	The Executive Committee of the Institute
Office	The Registered office of the Institute
Month	Calendar month
In writing	Written, typed, printed <i>or</i> lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form
And –	

Words importing the singular number shall include the plural and vice versa.
Words importing the masculine gender only shall include the feminine gender.
words importing persons shall include associations, artificial persons and other corporate entities.

Subject as foresaid, any words or expressions defined in the Statutes shall, if not consistent with the subject or context, bear the same meaning in these presents.

Member: means a member of the Institute as elaborated in Article 2.

2. MEMBERSHIP

The membership has seven (7) categories of membership of which student and affiliate are entry points to professional membership 2.3 to 2.6.

2.1. Student

Applicants should be following a recognized course of study in preparation for qualifications in safety, health or risk management or in full time education but considering a career in Safety, Health and Risk Management or any other qualification that ZIOSH deems meet the criteria

2.2. Affiliate

Affiliate Members shall comprise those persons, not qualified to be admitted to the grade of members below but who wish to follow a career in occupational safety and health, and persons not directly employed in the professional practice of occupational safety and health but having an interest in the field by virtue of their work as suppliers of related goods and services, or as operating officials in an organization having occupational safety and health interests. The members in this category can use the designatory letters **AfZIOSH**.

2.3. Associate

Membership in this grade is granted to those who,

- Hold a certificate in occupational safety and health, Higher Education Examination Council (HEXCO) trade tests or equivalent or a cognate discipline from a recognized institution which meets the Institute's technical criteria as set out in rules and regulations and have less than 2 years exposure to occupational safety and health issues.
- Hold an Occupational Safety, Health and Environment Course (OSHEMAC) certificate from National Social Security Authority or equivalent or certificate from a cognate discipline from an institution which meets the Institute technical criteria.

- Graduates of other science related disciplines who are pursuing an on-the-job development programme or have been working in the safety and health department for at least 2 years.
- Individuals with more than 5 years experience but less than 10 years in a safety and health role and continue to demonstrate that they are maintaining their competence through continuous professional development programmes,

The Associate member shall be entitled to use the designatory (**AsZIOSH**)

2.4 Technical Member

Membership in this grade is granted to those persons who;

- Hold a diploma in occupational safety and health, occupational health, environmental sciences, natural sciences, engineering, or apprenticeship or a cognate discipline from a recognized institution which meets the Institute's technical criteria as set out in rules and regulations and has at least 2-3 years experience in a safety and health role.
- Graduates of other science related disciplines who have pursued an on the job development for at least three years in the safety department.
- Members are entitled to use the designated (**TechZIOSH**).

2.5 Graduate Member

Membership in this grade is granted to those persons who;

- Hold a first or higher degree in occupational safety and health, occupational health, environmental sciences, natural sciences, engineering, medicine or a cognate discipline from a recognized institution which meets the Institute's technical criteria as set out in rules and regulations and has at least 3 years experience in a safety and health role.
- Hold a diploma in occupational safety and health, occupational health, environmental sciences, natural sciences, engineering, or apprenticeship or a cognate discipline from a recognized institution which meets the Institute's technical criteria as set out in rules and regulations and has at least 5 years experience in a safety and health role.
- Are appointed or designated safety and health officers or safety, health and environmental and quality (SHEQ) officers or equivalent, have pursued a recognized career in occupational safety and health **for a continuous period of 10 years and interviewed by the Executive Committee and noted to have acquired the relevant skills and knowledge in the practice of safety and health.**

- Members in this category are entitled to use the designated (**GradZIOSH**).

2.6 Fellows

Fellows shall comprise those persons who have been Members of the Institute for not less than 5 years and who are elected by the Executive Committee to the grade of Fellow in recognition of their conspicuous status in the field of occupational safety and health and have demonstrated an outstanding contribution to the field or to the Institute, and who continue to demonstrate that they are maintaining their competence through continuous professional development programmes. In electing any Member to the grade of Fellow, the Executive Committee may act on the proposals and recommendations of members or any other persons. This category of membership is the most prestigious and will have the designation of (**FZIOSH**).

2.7 Corporate Members

Corporate membership shall be available to companies and other organizations having an interest in participating in or supporting the activities and objects of the Institute. Corporate members may nominate a representative who shall act on behalf of that organization.

2.8 Election to Membership

All eligible persons, or organizations desiring to become members, shall, on making written application to the Institute for membership on the appropriate application form approved by the Executive Committee, be elected by a simple majority of votes at a meeting of the Executive. Notwithstanding the grade of membership applied for, by any individual, the Executive Committee shall on approving the application, determine the appropriate grade. Hereinafter reference to “members” unless specifically qualified shall mean a member or members of any of the seven categories of membership of the Institute.

Any member wishing to resign from the Institute shall give written notice to this effect to the Secretary General on or before the close of the financial year, failing which he shall be liable for the ensuing year’s applicable subscription.

2.9. Termination of Membership

Membership shall be terminated upon: -

2.7.1. The resignation in writing of a member;

2.7.2. The death of a member;

- 2.7.3. Failure to pay any subscription, levy or other financial requirements to the Institute within three months of written notification being posted to the member advising him that payment is in arrears;
- 2.7.4 Being removed from membership pursuant to Article 8.

3. DUTIES AND POWERS OF THE INSTITUTE

- 3.1. To provide a platform for sharing and exchange of knowledge, information and ideas on OSH amongst members of the Institute, develop networks and harness synergies for the various effort which contribute to the creation, maintenance and improvement of safe work environments in Zimbabwe.
- 3.2. To promote best practices and application of high standards in the prevention of occupational accidents, injuries and diseases.
- 3.3. To promote, maintain and improve the professional interests and status of members of the Institute.
- 3.4. To co-operate and collaborate with the Regulatory Authority/Authorities responsible for the administration of safety and health in the country.
- 3.5. To become a member of, or affiliate with any other association or Institutes, locally, regional or internationally which deals with occupational safety and health issues for the advancement of any of the objects set forth herein.
- 3.6. To establish branches of the Institute in Zimbabwe.
- 3.7. To take such steps as may be deemed expedient for the purposes of securing contributions to the funds of the Institute in the form of donations, bequests, subscriptions, dues, levies, loans, grants and other means of raising funds.
- 3.8. To carry out research in specific areas of interest with a view to contribute to a body of knowledge for accident prevention at workplaces.
- 3.9. To provide for the delivery of lectures, the holding of classes, conduct courses on OSH and to test by examination or otherwise the competences of persons engaged in or about to be engaged in a profession of occupational safety and health and award certificates.
- 3.10. To promote, hold and sponsor seminars, workshops, conferences, congresses and conventions, exhibitions and other forms of gatherings for the purpose of strengthening and enhancing the objects of the Institute.
- 3.11. To establish and maintain a library and collection of materials and articles of interests in connection with the prevention of occupational accidents and diseases.

- 3.12. To print, publish, lend, sell and distribute any communications made to the Institute and to purchase, reproduce, print, publish and distribute any material concerning the prevention of occupational accidents and diseases.
- 3.13. To do such other things as may be conducive or incidental to the attainment of the objects or any one or more of them.

4. EXECUTIVE COMMITTEE

- 4.1. The business and affairs of the Institute shall be arranged, managed and shall vest in the Executive Committee.
- 4.2. The Executive Committee shall consist of the following:
 - 4.2.1. The President, Vice-President, Secretary General, Treasurer, the immediate Past President of the Institute who shall be an ex-officio member for a period of one (1) year from the date upon which he vacates Office as President, and two other Ordinary Members; and
 - 4.2.2. Such co-opted members as the Executive Committee may from time to time deem necessary or desirable.
- 4.3. The President, Vice-President, Secretary General, Treasurer and two Ordinary Members shall be elected at the Annual General Meeting and shall hold office for 3 years unless he ceases to be a member in accordance with Article 4.10.
- 4.4. The President or, in his absence, the Vice-President shall preside at all meetings of the Executive Committee. In the absence of both of them, the meeting shall elect a member of the executive to chair.
- 4.5. Voting on any matter at Executive or other Committee meetings shall be by show of hands of the members present, or, if so, agreed by the majority of members present, by secret ballot. The President shall have a casting as well as a deliberative vote.
- 4.6. A quorum for any meeting of the Executive Committee shall be four (4) members.
- 4.7. Notice of Executive Committee meeting shall be given in accordance with the general provisions of Article 7.6. Not less than two (2) weeks notice shall be given of Executive Committee meetings provided, however, that it shall be competent for the President or, in his absence, the Vice-President to call an Executive Committee meeting at shorter notice for urgent business.
- 4.8. The minutes of meetings of the Executive Committee shall be taken by the Secretary General of the Committee, or such other person appointed thereto, and shall be retained in a minutes book, electronic form or such other means. The minutes shall be circulated to all members of the Executive Committee within

fourteen (14) days of an Executive Committee Meeting. The Executive Committee may authorize wider circulation of either Executive Committee or other Committee Minutes and, where deemed expedient, may withhold all or any part of any set of such Minutes, which they deem to be of an especially confidential nature.

4.9. Members of the Executive Committee retiring at an Annual General Meeting shall be eligible for re-election.

4.10. Membership of the Executive Committee shall terminate upon:-

4.10.1. The resignation in writing of a member;

4.10.2. The death or continued ill health of a member;

4.10.3. The non-attendance by a member at three successive Executive Committee meetings without an acceptable explanation;

4.10.4. Expulsion by the Executive Committee for action contrary to the interests of the Institute or in accordance with Article 8.

4.11. The Executive Committee shall meet:-

4.11.1. As often as there shall be business to transact but in any event at least once every three (3) months;

4.11.2. Whenever the President so directs;

4.11.3. Whenever three (3) or more members of the Executive Committee petition the President for a meeting submitting the business thereof in writing.

5. Powers and Duties of the Executive Committee

5.1. The Executive Committee is responsible for carrying out the objects of the Institute and shall have overall responsibility for the governance and management of the Institute.

5.2. To fix, collect annually or otherwise from and to enforce the payment by Members of the Institute of registration fees, subscriptions and levies equivalent to not more than the annual subscription of that member, for the purpose of enabling it to carry on any or all of its objects, with power to vary the amount of subscription payable by different members or classes of members.

5.3. To borrow money on such terms and conditions as the Executive Committee may deem fit and to mortgage, pledge or otherwise encumber all or any of the assets of the Institute, movable or immovable, as security for the due repayment of such loans.

5.4. To realize, invest and reinvest any funds in excess of the immediate needs of the

Institute in any manner which the Executive Committee may deem appropriate and which, without derogating from the generality of the foregoing, shall include investment in shares in public companies, immovable property, building societies, bank acceptances, mortgages and fixed deposits with financial institutions.

- 5.5. To purchase or otherwise acquire land and building or acquire land and thereon erect building either by itself or in association with any other person or group of persons and sell, exchange, donate or otherwise dispose of such land and buildings.
- 5.6. To let or hire property, movable or immovable.
- 5.7. To lend money, with security, on such terms as the Executive Committee may deem fit.
- 5.8. To take any gift, whether subject to any special trust or not, for any one or more of the objects of the Institute.
- 5.9. To obtain insurance:
 - a) Insuring the Institute's property and interest against fire and any other risk;
 - b) Indemnifying the Institute against any contingent loss or claim;
 - c) Indemnifying the Institute against any claim which may be brought against it, or against any award which may be brought against it, arising from an injury that may be sustained by any of its employees or any other person.
- 5.10. To establish, maintain and contribute to any pension, medical aid or other scheme for the benefit of the Institute employees.
- 5.11. To pay the expenses of the Institute's Officers or employees when traveling on the business of the Institute as authorized by the Institute.
- 5.12. To make and guarantee loans to employees of the Institute on such terms and security as the Executive Committee shall consider adequate.
- 5.13. To appoint persons to represent the Institute on Boards, Commissions and other bodies and at Conferences, whenever convened.
- 5.14. To co-opt any person as a member of the Executive Committee, provided that a co-opted member shall only have the right to vote if at any time he is co-opted such right is given to him by the Executive Committee. A co-opted member shall remain a member of the Executive Committee until the next Annual General Meeting unless the Executive Committee specifies the period of co-option.
- 5.15. To fill any casual vacancy on the Executive Committee until the next Annual General Meeting.

- 5.16. To form sub-committees and determine the terms of reference of such sub-committees.
- 5.17. To appoint, pay or dismiss such non-elected officials or employees, as it may deem necessary.
- 5.18. To pay at its discretion, expenses of the Institute officers and employees incurred on the Institute business.
- 5.19. To institute or defend legal proceedings and to receive all process in connection therewith.
- 5.20. To make and from time to time alter or vary such rules regulating the affairs of the Institute, in such manner as may be required by such rules.
- 5.21. To promote and encourage the establishment or existence of branches throughout Zimbabwe and in other countries in SADC and to approve the Constitution and Rules of such branches.
- 5.22. To exercise all such powers of the Institute as are not exercisable only by the Institute in general meetings, and no resolution passed by the Institute in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such resolution has not been passed.
- 5.23. To table, at the Annual General Meeting or at other special meeting, levels of allowances for the Executive Committee Members, which allowances shall be approved by the Annual General Meeting or other special meeting to be effective.
- 5.24. To do all such things as may, in the opinion of the Executive Committee be necessary and expedient to further the aims and objects of the Institute.

5.25. Duties of the President

- 5.25.1. Shall preside over all meetings or arrange that the Vice- President does so, and shall represent the Institute at all functions.
- 5.25.2. Shall maintain order at the meetings of the Institute.
- 5.25.3. Shall prepare annual report on the activities of the Institute
- 5.25.4. Shall at all times build up the image of the Institute and be mindful of the opportunities that may further the objectives of the Institute, and bring this to the attention of the members.
- 5.25.5. Shall on completion of term of office advise the successor of the duties, procedures, responsibilities and hand over books and file related to the management of the Institute.

5.25.6. The Vice- President shall assume the office of the President should he or she be unable to continue as Chairperson for what ever reason.

5.25.7. The Vice - President shall assist the chairperson where necessary.

5.26. Duties of the Secretary General

5.26.1. Shall deal with correspondence and maintain records of all meetings and circulate notices convening meetings in accordance with the requirements of the constitution.

5.26.2. Shall ensure that executive committee members are issued with a copy of the constitution and code of conduct on their appointment.

5.26.3. Shall maintain a record of all the Institute's activities

5.26.4. Shall on completion of term of office advise the successor of the duties, procedures, responsibilities and hand over books and file related to the management of the Institute.

5.26.5. One of the committee members shall assume the office of the secretary should the secretary is unable to attend to the Institute's duties.

5.27. Duties of the Treasurer

5.27.1. Shall maintain the financial affairs and assets of the Institute by keeping appropriate books and records.

5.27.2. Shall prepare and arrange for the disbursement of all funds and shall deal with all correspondences in this regard.

5.27.3. Shall prepare and present a financial statement to be countersigned by the chairperson after approval at each Executive Meeting recording all income and expenditure between meetings and shall obtain authorization for all expenditure and investments.

5.27.4. Shall prepare and submit books of accounts and all relevant documentation to the auditors annually who shall prepare an auditor's report for presentation at the Annual General Meeting.

5.27.5. Shall maintain a database of the members of the Institute.

5.27.6. Shall ensure an up-to-date Insurance cover of the assets and maintain good asset management system

- 5.27.7. Shall keep all valuables in a bank deposit box and shall be responsible for having the above available when necessary
- 5.27.8. Shall on completion of term of office advise the successor of the duties, procedures, responsibilities and hand over books and file related to the management of the Institute.

5.28. Duties of Committee Members

- 5.28.1. Shall assist in the management of the activities of the Institute
- 5.28.2. Shall be co-opted in various committees

6. FINANCE AND ACCOUNTS

- 6.0. The funds of the Institute will, for the time being, be banked with Stanbic Bank, Zimbabwe, or such other bank as may be determined by the Executive Committee from time to time.

6.1. Subscriptions, Levies, Entrance Fees and Other dues

The amounts of annual subscriptions, the registration fee, other levies and dues payable by each category of member shall be decided by the Executive Committee from time to time.

- 6.2. In case of a member being admitted to membership during any calendar year, such a member shall pay a proportionate subscription in respect of all the remaining months of that year, including the month in which elected.
- 6.3. The funds of the Institute shall consist of such loans, donations, grants, fees, bequests, charges and subscriptions as may from time to time be made to it or payable to it, and shall be controlled by the Executive Committee.
- 6.4. The financial year shall be from the first day of January to the thirty first day of December each and every year. Annual subscriptions shall be paid by the thirty-first day of March in each and every year.
- 6.5. The Executive Committee shall maintain proper accounts and financial records which shall at all times accurately reflect the financial position of the Institute.
- 6.6. All disbursements on account of the Institute shall be made by vote or order of the Executive Committee who may delegate to specific officers or employees of the Institute such powers as it may deem fit.
- 6.7. The books of accounts shall be kept at the office of the Institute or any such other place or places as the Executive Committee shall think fit and shall be open to inspection by any member during business hours.

6.8. At the Annual General Meeting of the Institute, the Executive Committee shall lay before the Institute audited accounts containing a summary of the assets and liabilities of the Institute as at a date not more than six (6) months prior to the date of the meeting and an Income and Expenditure account covering the period to that date since the last preceding account was made. Such audited accounts shall be accompanied by a report of the Executive Committee as to the financial position of the Institute.

6.9. Auditors shall be appointed by the Institute in a General Meeting.

6.10. SUBSCRIPTION

6.10.1. Every member shall be required to pay a registration fee upon registration to be a member and annual subscription fee in respect of his membership.

6.10.2. The amount of the registration fee and the annual subscription fee shall be determined from time to time by the Executive Committee.

6.10.3. Failure to pay the registration fee within 3 months of election as a member may lead to the Executive Committee declaring the election void. Failure to pay the annual subscription fee when it falls due may lead to termination of membership in accordance with rules on termination in 8.1.

7. ANNUAL GENERAL MEETING AND OTHER MEETINGS

7.1. A general meeting shall be held once in every calendar year at the close of the financial year and at a time and place prescribed by the Executive Committee, which General meeting shall be the Annual General Meeting of the Institute. Not less than six (6) weeks notice shall be given to members of this meeting.

7.2. All other General Meetings of the Institute shall be called Special General Meetings.

7.3. A Special General Meeting may be called at any time by the Executive Committee, and not less than thirty (30) days notice shall be given of such meetings, provided, however, that it shall be competent for the President, or in his absence the Vice-President, to call such meetings at shorter notice for urgent business.

7.4. The President of the Institute shall call a Special General Meeting when ever a requisition in writing, signed by not less than twenty percent (20%) of the members, and stating fully the objects of the meeting, shall be deposited at the office of the Institute.

7.5. A requisition may consist of several documents in like form, each signed by one or more members.

- 7.6. Written notice, specifying the place, the day and the hour of every General Meeting and the general nature of the business to be discussed shall be given in the manner hereinafter mentioned, or in such other manner as may be prescribed by the Executive Committee, to all members, but non receipt of any notice by any member shall not invalidate the proceedings of any such meeting. A notice may be given to any member either personally or by sending it through the post or by electronic mail to him. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting the notice and shall be deemed to have been effected on the date of posting. Similarly, dispatch of a notice by electronic mail shall be deemed to be effective from the date of transmission, recorded by the sender.
- 7.7. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to proceed to business. A quorum shall consist of eight (8) current paid up members of the Institute, or such other figure as may be decided at a General Meeting of the Institute from time to time.
- 7.8. If, after half an hour of the time appointed for the meeting, a quorum is not present, the meeting, if convened upon requisition shall be dissolved, but in any other case, it shall stand adjourned to the following day or another day at the same time and place and if at the adjourned meeting a quorum is not present after half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 7.9. Resolutions for consideration at the Annual General Meeting may be proposed by the Executive Committee or members of the Institute. All resolutions shall be lodged with the Secretary of the Institute not later than forty-five days (45) prior to the date of the Annual General Meeting.
- 7.10. The Executive Committee shall, as early as possible after receipt of the said resolution, consider and accept or reject the same and draw up an Agenda for the Annual General Meeting and shall send each member, not less than thirty (30) days before such meeting, copies of such Agenda.
- 7.11. Notwithstanding the provisions of Article 7.9 and 7.10, it shall be competent for any member prior to the commencement of business on the first day of the Annual General Meeting to give notice of an urgent motion for discussion and the meeting shall determine by vote whether to permit the said subject to be discussed or the contrary. No such notice shall be accepted for discussion after the commencement of business except with the consent of the President of the meeting.
- 7.12. The resolutions and decisions which may at any time be arrived at shall be carried out by the Executive Committee and the results of their action shall be reported to the next Annual General Meeting.
- 7.13. The President of the Institute, or in his absence, the Vice- President, shall preside at every General Meeting of the Institute provided that if neither the President or Vice-President are present, those members present at the meeting, entitled to vote, shall elect one of their number as President of the meeting.

- 7.14. Voting at General Meetings of the Institute shall be by a show of hands of the persons present and entitled to vote, provided that any person may request that the voting be carried out by secret ballot in which event this method of voting shall be adopted.
- 7.15. The President of the meeting shall have a casting vote as well as a deliberative vote.
- 7.16. The Executive Committee shall table before the Annual General Meeting, proposal for the Auditors fees, which proposal has to be approved by the Annual General Meeting.
- 7.17. All classes of members as well as all members of the Executive Committee shall be eligible to vote.

8. DISCIPLINE

- 8.1. All members are required to comply with the code of conduct made by the Executive Committee and approved by an Annual General Meeting.
- 8.2. Any member who contravenes the Code of Conduct or who behaves in a manner which amount to unacceptable professional conduct or which is prejudicial to the interest of the Institute shall be liable to disciplinary penalty which may include reprimand, suspension or expulsion.
- 8.3. Regulation or rule shall prescribe the procedure to be followed where an allegation of misconduct is made, including:
- (a) provision for disciplinary hearing
 - (b) the right of the member to be represented and to call and question witnesses
 - (c) the penalties which may be imposed
 - (d) the right of appeal against disciplinary decisions
 - (e) the publication of disciplinary decisions
- 8.4. A member who is suspended shall not throughout the period of suspension, be permitted to use any designation or initials appropriate to membership and may not attend or vote at General Meetings.
- 8.5. A member who is expelled shall have the right to apply to the Executive for reinstatement but not earlier than two years from the date of the disciplinary decision or the date of the decision made in respect of a previous application for reinstatement.

9. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

- 9.1. This Articles of Association may at any time be amended by three quarters (3/4) majority of the members present and voting at the Annual General Meeting or at a

Special General Meeting of members, provided that notice of the proposed amendment has been posted to all members at least forty-five (45) days before the date of the meeting.

- 9.2. Notwithstanding anything to the contrary hereinabove contained, the Code of Professional Conduct may be amended by a simple majority of the members present and voting at the Annual General Meeting of Members, provided that notice of the proposed amendment has been posted to all members at least thirty (30) days before the date of the meeting.

10. WINDING UP

The Institute may be liquidated and wound up by a resolution of not less than three quarters (3/4) of the members present and voting at a Special General Meeting called for that purpose. In the event of such liquidation or winding up of the net assets, if any, of the Institute shall be donated to a society or organization with similar objects to the Institute or sold by Auction or private treaty and the proceeds thereby obtained donated to a society or organization with similar objects to this Institute, or in default thereof, by the High Court of Zimbabwe.

11. INDEMNITY

- 11.1. All acts done or authorized by any meeting of the Executive Committee shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of the Executive Committee or of any person acting as a member thereof or that any such person was disqualified, be as valid as if the Executive Committee had been properly appointed and every such person was qualified to be a member thereof.
- 11.2. Every member of any duly constituted committee, and every officer and servant of the Institute shall be indemnified against all costs, losses, expenses, damage and the consequence of any act bona fide undertaken, which such members, officer or servant may incur or become liable for in any way in execution of his office unless the same shall be incurred or occasioned by his own negligence, default or dishonesty. No member, officer or servant shall be answerable or liable for any act or default of any of them or for any costs, expenses, or damage incurred as a result of such act or default except when the same shall have happened as a result of his own negligence, default or dishonesty.

12. CODE OF PROFESSIONAL CONDUCT

- 12.1. A code of Professional Conduct shall be in place to govern the professional conduct of members.
- 12.2. Every member of the Institute shall be required to abide by the Code, as may be amended from time to time in a General Meeting.

13. INTERPRETATION OF THE ARTICLES OF ASSOCIATION

Should any doubt arise as to the meaning of any of the provisions of these Articles of Association, the Interpretation of the Executive Committee shall be binding upon all members.

14. PATRON

The Executive Committee may appoint such persons or person as it thinks fit to be patron of the Institute on such terms as it may determine. Such persons shall not be members or officers of the Institute.

15. COMMENCEMENT OF VALIDITY

This Articles of Association shall come into operation with effect from the date upon which the first Office bearers, as defined in Article 4.2.1, are elected.