

Constitution

1. NAME

The name of the Institute is THE SOUTH AFRICAN INSTITUTE OF BLOCKCHAIN PRACTITIONERS

2. OFFICES

The offices of the Institute shall be in Johannesburg, South Africa.

3. LEGAL STATUS OF THE ASSOCIATION

The Institute has a legal status of a voluntary association under the common law of the Republic of South Africa, known as a universitas personarum. The Institute shall, therefore:

- 3.1. exist in its own right, separate and distinct from its members;
- 3.2. enjoy perpetual existence;
- 3.3. be able to own property and other possessions, and
- 3.4. be able to sue and be sued in its own name.

4. CONSTITUTION AND RULES THERETO

4.1. The Institute is incorporated in accordance with and governed by the provisions of this Constitution and the Rules if any. The provisions of this Constitution and the Rules, if any, as amended from time to time, shall be binding upon all Officers and members.

4.2. The members shall be entitled to adopt any Rules by way of a special resolution of members.

4.3. No alterations of, or additions to, the Constitution or the Rules shall be made except at a General Meeting, the notice for the calling of which shall give the nature of the proposed alterations or additions. A proposal by a member of any such alteration or addition shall be submitted in writing to the management committee which shall forthwith call a special general meeting to consider it.

4.4. This Constitution may be amended, altered or added to at any Annual General Meeting or any General Meeting specially called for such purpose. Any such alterations or additions shall not be deemed to be passed unless approved by two-thirds of the members present at such meeting.

5. INDEMNIFICATION OF OFFICERS

Every Officer, employee or other office-bearers of the Institute shall be indemnified by the Institute against all costs, losses or expenses which such persons may incur, or become liable to, by reason of any litigation arising from any act or thing done or omitted to be done by them in

the discharge of their duties on behalf of the Institute. Such indemnification shall not be applicable in cases of wilful misconduct or fraud on the part of such Officer, employee or other office-bearer.

6. OBJECTS

The objects of the Institute are the following:

- 6.1. to watch and advance the interests of professions looking to progress in the fields of blockchain and technology which enables the fourth industrial revolution;
- 6.2. to establish closer relations and associations between members of professions looking to progress in the fields of blockchain and technology which enables the fourth industrial revolution
- 6.3. to foster studies related to blockchain and technology which enables the fourth industrial revolution;
- 6.4. to co-operate with other associations or societies to foster blockchain and technology which enables the fourth industrial revolution;
- 6.5. to mediate between members and adjust and settle differences between them, whenever called upon to do so by members, including through the creation or use of software, AI or the like for these purposes;
- 6.6. to express its views on matters of common concern to its members and to make representations on behalf of its members to any and all bodies and/or organisations, provided that in doing so the Institute will not express its views or make representation on matters not directly or indirectly affecting its members of their practises;
- 6.7. to acquire rights or privileges which the Institute may regard as necessary or convenient for its purposes;
- 6.8. to purchase, take on lease, hire or otherwise acquire any movable or immovable property and to erect buildings thereon, and to sell, improve or lease or otherwise deal with all or any of the property or assets of the Institute;
- 6.9. to invest moneys of the Institute upon such securities and unit trusts as may be from time to time determined;

- 6.10. to raise or borrow money from time to time in such manner as the Institute may think fit and to mortgage or hypothecate all or any of the property of the Institute present as well as future;
- 6.11. to become incorporated or registered under the Companies Act 71 of 2008, or any amendment thereof, or under any Act dealing with the incorporation of Societies of this kind;
- 6.12. to sponsor and supervise the making by members of gifts or donations in money or in kind to any person or organisation approved by the Committee;
- 6.13. to do all such other things as are incidental or conducive to the attainment of these objects;
- 6.14. to conduct lectures, symposia, seminars and study courses for its members;
- 6.15. from time to time, at the discretion of the Committee, to make donations to institutions, bodies corporate, welfare organisations and/or universities where this is considered necessary to further the interests of the profession or of its members. Provided that the Institute shall not be permitted to distribute any of its profits or gains to any person, but shall be required to utilise its funds solely for investment or the objects for which it has been established; and upon its winding-up or liquidation, it shall be obliged to give or transfer its assets remaining after the satisfaction of its liabilities to some Institute or Society with objects similar to those of the Institute;
- 6.16. to act in the general interest of members so as to ensure that state mechanisms, including the Constitution of the Republic of South Africa, Act 108 of 1996, fundamental human rights, legislation, the judicial system, the common law and the Rule of Law are maintained, upheld and developed in such a manner as to ensure the maximum protection of the general well-being of professions in the fields of blockchain and technology;
- 6.17. to engage the Institute in legal proceedings in any capacity which the committee may deem necessary so as to advance, protect, uphold or develop the objects and interests of the Institute and/or the interests of its members.

7. MEMBERSHIP

- 7.1. Membership to the Institute shall be open to all Persons engaged or conducting business in the blockchain technology industries including, but not limited to software development, legal services, finance, business management and/or supply of blockchain technology-related products or services.
- 7.2. Every application for Membership shall be submitted by a Person to the Committee in such form as the Committee may from time to time determine. The Committee is entitled to request such information or evidence for eligibility of membership as it may deem necessary.

8. SUBSCRIPTIONS

- 8.1. An annual subscription fee shall be paid by each member. The amount of such fees shall be determined by the Committee with due consideration to the rate of inflation and to the requirements of the Institute, and of which notice of fees shall be given to members before the end of April of every year.
- 8.2. The financial year of the Institute shall commence on the 1st day of June of each year and subscriptions shall be due and payable on such date.

9. MANAGEMENT

- 9.1. The affairs of the Institute shall be managed by a committee of 6 (six) to 12 (twelve) members, all of whom shall be elected from those members referred to in Rule 7 and the Annual General Meeting of the Institute or any other General Meeting specially called for such purpose. Each committee member shall hold office for a two-year period, but the retiring members shall be eligible for re-election.
- 9.2. At the first meeting following every year's Annual General Meeting, the Committee shall elect a Chairman, Vice-Chairman, Secretary and Treasurer, provided that no member of the Committee shall hold office as Chairman for more than three consecutive years, if any of these offices shall become vacant between elections, the Committee shall be entitled to fill the vacancy. All existing office-bearers and sub-committee members shall hold office until the formal appointments are made at the first committee meeting after the Annual General Meeting.
- 9.3. All nominations for the Committee shall be in writing and shall be forwarded, with the nominee's acceptance, to the Secretary not less than 21 (twenty-one) days before the

date of the Annual General Meeting and the names of the persons nominated shall be notified to members not less than 14 (fourteen) days before the date of the meeting.

- 9.4. In the event of any vacancy or vacancies occurring on the Committee the remaining members of the Committee shall have the power to fill any such vacancy or vacancies. The member so elected shall hold office on the same terms as the member whose place he takes and shall serve only until the next Annual General Meeting.
- 9.5. The Committee shall be entitled to co-opt not more than two members, who shall be members of the Institute referred to in Rule 7, and who shall hold office on the same terms as the other members of the Committee and shall serve only until the next Annual General Meeting. At a committee meeting, 5 (five) members shall be required to form a quorum.
- 9.6. Any Committee member who misses 3 (three) consecutive meetings of the Committee, without leave of absence, shall automatically be disqualified from office and the Committee shall be entitled to replace such member in terms of Rule 9.4. Any member attending less than 50% (fifty per cent) of Committee meetings from the date of election to the next Annual General Meeting, without prior leave of absence from the Committee, shall not be eligible to stand again for re-election to the Committee in the following year.

10. POWER AND DUTIES OF THE COMMITTEE

The Committee shall conduct all the affairs of the Institute and be entitled to do all matters and things not specially required to be done at a General Meeting or not expressly required to be otherwise performed. Without limiting their rights of management, the Committee shall have the following special powers:

- 10.1. to convene meetings;
- 10.2. to appoint, remove and determine the duties, salaries and remuneration of staff;
- 10.3. to hold and have the custody and control of the funds and other property of the Institute;
- 10.4. to open a banking account which shall be operated on by the signatures of any two of the Chairman, Vice-Chairman, Treasurer or Secretary for the time being, or the secretary employed by the Committee;
- 10.5. to appoint sub-committees and delegate any of its powers to such sub-committees;

- 10.6. subject to the Constitution for the time being in force, to do all other things that it may consider conducive to the interests or good management or the promotion of its objects;
- 10.7. to review the annual subscription payable in terms of Rule 8 of the Constitution, from time to time, the Committee being empowered at its discretion to increase the subscriptions as it deems fit, due regard being given to the rate of inflation and the requirements of the Institute.

11. MEETINGS

- 11.1. The Committee shall have full power and authority at any time to call Special Meetings of the Institute of which at least seven days' notice shall be given.
- 11.2. An Annual General Meeting shall be held not later than 30 November each and every year, at which –
 - (i) the election of the Committee shall take place;
 - (ii) the report of the Committee together with the Balance Sheet and Accounts shall be presented; and
 - (iii) any other business shall be dealt with of which notice is given to members not less than fourteen days before the date of the meeting.
- 11.3. Notice convening the Annual General Meeting shall be given to members not less than 14 (fourteen) days before such meeting.
- 11.4. A quorum of members shall be not less than 15 (fifteen) of the members referred to in Rule 7. Should there be no quorum present at any Annual or Special General Meeting, the meeting shall, subject to Rule 11.5, stand adjourned until a date to be agreed upon at such meeting (for which those present shall be a quorum) and at such resumed meeting those present shall form a quorum regardless of the number. At least seven days' notice of such adjournment shall be given to members.
- 11.5. Upon receipt of a requisition signed by not less than 50% (fifty percent) of members the Committee shall convene a Special General Meeting to consider the matters specified in the requisition. The meeting shall be upon not less than 7 (seven) days' notice, which shall state the purpose of the meeting, and such Special Meeting shall be held within 21 (twenty-one) days from the date of receipt of the requisition. Should there be no quorum present at any such meeting, it shall be dissolved.

12. DEFAULTERS

12.1. Any member whose subscription shall be in arrears for a period of (6) six months, and who shall not hereafter pay such subscription within 14 (fourteen) days of the posting to him of a written request for payment, may be removed from the list of members by the Committee.

13. RESIGNATIONS

13.1. Any member desiring to resign from the Institute may do so on giving notice to the Secretary but such person shall remain liable for any subscription or subscriptions which fell due prior to the date of such resignation.

14. VOTING

14.1. Every member of the Institute, present at a meeting and not in arrears with his subscription shall have 1 (one) vote. No voting by proxy shall be permitted. In the event of an equality of votes, the Chairman shall have a casting as well as a deliberative vote.

14.2. The majority at any meeting may demand that voting is by ballot.

14.3. In completing the voting paper for the election of the members of the Committee, a member entitled to vote shall vote for not less than 4 (four) and not more than 12 (twelve) of the candidates proposed for election. If a voting paper does not comply with the above it shall be disregarded.

15. LEGAL PROCEEDINGS

15.1. The Institute may sue or be sued in its own name in any Court of competent jurisdiction.

16. INTERPRETATION OF RULES

16.1. In the case of doubt as to the meaning or interpretation of the Constitution and any Rules framed thereunder the Committee shall be the final arbiter and its decision shall be binding upon members

17. NOTICES

17.1. Whenever notice of any matter or thing is to be given to members it shall be deemed to have been duly given if dispatched by email to members at the address recorded in the Institute's offices and shall be deemed to have been received one day after the date on which such notice was dispatched.