

**THE INSTITUTE OF LOSS ADJUSTERS  
OF SOUTHERN AFRICA  
CONSTITUTION  
(Amended as at  
29 February  
2012)**

**1. NAME OF INSTITUTE**

The name of the Institute shall be: THE INSTITUTE OF LOSS ADJUSTERS OF SOUTHERN AFRICA and the area of its activities shall be the continent of Africa south of the Equator and neighbouring islands (referred to as the Territory).

The Institute is a juristic person existing separately from its members and with the capacity to enter into contracts, acquire, hold or alienate property and to sue or be sued.

**2. THE PROFESSION**

The profession of Loss Adjusters comprises members who act predominantly on instructions of Insurance offices and are habitually engaged in a professional capacity in the investigation, management, evaluation and adjustment of losses and claims.

**3. THE INSTITUTE'S OBJECTS**

The Institute's objects are to:

- 3.1 Maintain and enhance the dignity, prestige and status of the profession;
- 3.2 Uphold, regulate and control the integrity and professional conduct and to preserve the independence of Loss Adjusters;
- 3.3 Promote the skill, efficiency, service and responsibility of the profession;
- 3.4 Establish and maintain a high standard of education and knowledge;
- 3.5 Represent the views of the profession and to promote the common interest of its members;
- 3.6 Co-operate, liaise with or make representations to bodies or persons.

**4. THE INSTITUTE'S POWERS**

The Institute may for the purpose of achieving its objects:-

- 4.1 Admit to categories of membership applicants duly qualified or, on good cause, decline applications without having to disclose reasons;
- 4.2 Investigate the conduct of and discipline members;
- 4.3 Employ and determine the remuneration and other conditions of service of its officials and employees, which includes the appointment of a Director;
- 4.4 Conclude agreements for the performance of work or rendering of services;
- 4.5 Determine and levy membership fees;
- 4.6 Provide accredited training services, conduct qualifying examinations and assessments and levy training, examination and assessment fees;
- 4.7 Appoint committees and sub-committees;
- 4.8 Make and amend By-Laws that will have the same effect as if embodied in the Constitution
- 4.9 Draw up and amend a Code of Conduct and issue guidelines in respect of the Constitution and the By-Laws, to which members must adhere;

- 4.10 Make Rulings;
- 4.11 Establish, promote and administer insurance and benefit schemes;
- 4.12 Exercise any powers necessary to achieve its objects.

## **5. DIRECTOR**

The Institute's Director may be a voting member or a non-member, appointed by the National Committee. The functions and responsibilities of the Director will be as detailed in the By Laws and in a guide as detailed by the National Executive from time to time, annexed to the By Laws, the remuneration and period of appointment as well as termination of any appointment to be regulated in terms of the specific Contract of Employment or Service of the appointed Director, as contracted with by the National Committee.

## **6. PRESIDENT**

- 6.1 The Institute's President shall be a voting member elected at the Annual General Meeting annually.
- 6.2 He shall vacate office upon his resignation as President or termination of membership or, if the National Committee, convened for the purpose of considering it, suspends him from office for any reason it considers justified. The quorum at such National Committee meeting shall be six, exclusive of the President who shall have no vote. The National Committee shall appoint a President for the remaining period.

## **7. COMMITTEES**

A National Committee shall control and exercise the Institute's affairs and powers.

- 7.1 The National Committee shall comprise of the President and no more than eight or less than five additional members, elected annually from voting members at the Annual General Meeting. One additional member shall be appointed by and represent each Regional Branch.
- 7.2 Written nominations for officers shall be in the format prescribed by the National Committee and bear the signature of a proposing and seconding voting member and signed acceptance of the nominee.
- 7.3 The National Committee shall meet as often as necessary but not less than once in each half of a calendar year and not less than four months or more than eight months after the preceding meeting. The President shall preside as chairperson and in his absence, the members shall appoint a chairperson.
- 7.4 The National Committee shall appoint an Executive Committee consisting of the President, the Director (if such a position is filled at the time), a treasurer and not less than three other National Committee members. The President shall convene a meeting of the National Committee within 14 days of his own election, for the specific purpose of appointing an Executive Committee, at which meeting all members of the National Committee can either be physically present or can take part in the meeting and cast their vote by means of a tele - conference facility.
- 7.5 The Executive Committee shall administer the Institute's affairs as directed by the National Committee.
- 7.6 The Executive Committee may co-opt additional members and shall meet as often as necessary. The President shall preside as chairperson and, in his absence, the members shall appoint a chairperson.
- 7.7 Except where otherwise provided, all matters shall be decided by a majority of the committees' members present and, in the event of an equality of votes, the chairperson

shall have a casting vote. The quorum throughout a National Committee meeting shall be eight members present and at an Executive Committee meeting, four members present.

- 7.8 A member of the National and/or Executive Committee shall vacate his office if he resigns as Committee member or ceases to be a member of the Institute, or if the committee, convened for the purpose of considering it, suspends him from office for any reason it considers justified. The quorum at such National and/or Executive Committee meeting shall be six and four, exclusive of the member whose suspension is considered and who shall have no vote.
- 7.9 The National and Executive Committees may co-opt a member to fill a vacancy from voting members and serving National Committee members respectively.
- 7.10 The National and Executive Committees may appoint sub-committees and appoint thereto a chairperson and any person or number of persons.
- 7.11 The National, Executive and sub-committees shall keep minutes of all meetings.

## **8. REGIONAL BRANCHES**

- 8.1 The National Committee shall establish Regional Branches and such region's members shall annually appoint office bearers and committees to administer the region's affairs in accordance with the Institute's objects. The branches' committees shall liaise with the Executive Committee on matters of importance and, on such matters, it shall act in accordance with the Executive Committee's instructions.
- 8.2 A Regional Branch shall comprise of members whose practices are located within the area controlled by the region.
- 8.3 A Regional Committee shall consist of not less than three members that shall include a chairperson and a treasurer and shall meet on a regular basis but not less than once every three months. The chairperson shall present written minutes of the business conducted at the meeting to the Executive Committee.
- 8.4 A Regional Committee may determine levies and the treasurer shall account for expenditure approved by the Regional Committee.
- 8.5 Article 7 of the Constitution shall apply mutatis mutandi to the Regional Committee.

## **9. HONORARY MEMBERSHIP**

If, by reason of outstanding services to the Institute and on recommendation of the National Committee, the motion is accepted at a General Meeting, the Institute may confer –

- 9.1 Honorary Membership upon any non member person. In respect of Members of the Institute of Loss Adjusters of Southern Africa on whom Honorary Membership has in the past been conferred, while such a Member remains habitually engaged as an independent Loss Adjuster in a loss adjusting practice within the Territory as an active, practising loss adjuster, By-Law 2 of the By-Laws of the Institute shall apply mutatis mutandis to such a person; and
- 9.2 Honorary Life Membership upon a retired member;
- 9.3 Any person so appointed in terms of Section 9.1 or Section 9.2 shall remain a member at the discretion of the National Committee as long as he is deemed to be fit and proper to hold such title.

## **10. MEMBERSHIP**

The Institute shall consist of its present Honorary Members, Honorary Life Members, Fellows, Associates and Accredited members and Extra Territorial Members and those who may be admitted as members in any of these categories or other categories substituting them or authorised in the Constitution. The Institute shall maintain a register of members.

## **11. ADMISSION OF MEMBERS**

The Executive Committee shall on receipt of an application for membership, grant such application if the Committee is satisfied that the applicant meets with the following requirements:

- 11.1 Applied for membership in a category; and
- 11.2 Is, or will, upon a successful application be, habitually engaged as an independent Loss Adjuster in a loss adjusting practice within the Territory; and
- 11.3 Is ordinarily resident in a country within the Territory either as a citizen or having been lawfully admitted for permanent residence; and
- 11.4 Has satisfied all the requirements of the By-Laws; and
- 11.5 Is not associated with any body or person whose business is such as to be liable to give rise, or seen to give rise, to a conflict of interest between his duties as an independent Loss Adjuster and his interests arising from such association; and
- 11.6 Is a fit and proper person to practice as a Loss Adjuster.

## **12. TERMINATION OF MEMBERSHIP**

- 12.1 Membership will terminate upon:
  - 12.1.1 Resignation; or
  - 12.1.2 Failing to pay subscriptions or levies by end February of the specific year in which the subscriptions or levies are due; or
  - 12.1.3 Ceasing to practice as a Loss Adjuster; or
  - 12.1.4 Ceasing to practice as a Loss Adjuster in the Territory and the prescribed period allowed by the Executive Committee within which to attain membership of a loss adjusting institute in the new territory has lapsed; or
  - 12.1.5 Ceasing to meet with the requirements of Articles 11.2, 11.3 and 11.5; or
  - 12.1.6 Expulsion in terms of By-Law 8; or
  - 12.1.7 Failing to comply with By-Laws 5.5 or 5.6 or 10 or 14.4;
  - 12.1.8 Failing to comply with By-Law 2.5;
  - 12.1.9 Failing to comply with By-Law 2.2.1.4, 2.2.1.5 and 2.2.1.6.
- 12.2 Articles 9.2 and 9.3 shall not apply to a member who leaves the Territory and continues practicing as an independent Loss Adjuster in a loss adjusting practice outside the Territory.

## **13. GENERAL MEETINGS**

- 13.1 The National Committee shall convene an Annual General Meeting to be held during March to May of every year at such time, date and place as it may determine. It shall give at least fifteen working days notice to all members and such notice shall contain particulars of matters to be placed before the meeting. The National Committee shall report upon the past financial year and shall present the accounts.
- 13.2 A member wishing to propose any motion at the Annual General Meeting, shall give the National Committee timeous notice which notice shall contain full particulars of the motion. A copy of the member's notice and motivation, if any, shall be attached to the notice of the meeting.
- 13.3 At the request of the National or Executive Committees, or of not less than one quarter of members in writing, the National Committee shall convene a Special General Meeting and shall give notice that complies with article 13.1.
- 13.4 The quorum at all General Meetings shall be fifteen voting members present. If a quorum is not present, the meeting shall stand adjourned to the corresponding time on the seventh day thereafter at the same place and voting members then present shall form a quorum.

- 13.5 The President, acting as chairperson, shall preside at General Meetings and in his absence, voting members present shall appoint a chairperson from members of the National Committee, Fellows or Associates, in that order.
- 13.6 Except where herein otherwise provided, all matters discussed or to be voted upon at General Meetings shall be decided by a majority of voting members present, in person or by proxy. In the event of an equality of votes, the chairperson shall have a casting vote.
- 13.7 If an amendment of a proposal is proposed and seconded by a voting member, the chairperson shall determine whether or not it constitutes a material variation. If he determines that it is not, it shall be voted upon as an alternative to the original proposal.

#### **14. AMENDMENTS**

The Constitution, By-Laws or Code of Conduct may not be amended and new By-Laws may not be passed except by a two-thirds majority of voting members voting by postal vote or by a two-thirds majority of voting members present or voting by proxy at an Annual General Meeting or at a Special General Meeting.

#### **15. DISTRIBUTION OF FUNDS**

The Institute shall not distribute any of its funds, assets, profits or gains to any person but shall utilise it for its objects. Upon its winding up or liquidation, it shall transfer its net assets to an institute or society within the Territory with objects similar to those of the Institute and, in the absence of such institute or society, to the Insurance Institute of South Africa.