



## **MEMORANDUM OF INCORPORATION**

**("MOI")**

**of**

**CHARTERED INSTITUTE OF GOVERNMENT FINANCE AUDIT AND RISK  
OFFICERS (CIGFARO) NPC**

**(Registration No.: 1929/001781/08)**

which is referred to in the rest of this MOI as "**the Institute**"

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## 1. DEFINITIONS AND INTERPRETATION

1.1 In this MOI, unless the context requires otherwise, the words and expressions set out below shall have the meanings assigned to them and cognate expressions shall have a corresponding meaning, namely:

1.1.1. "**Act**" means the Companies Act, 71 of 2008 and the Regulations, as amended or replaced from time to time;

1.1.2. "**Any Other Related Organisation**" means an organisation in the Public Sector which renders professional services in the financial, audit, risk and/or performance management disciplines as approved by the Board;

1.1.3. "**Board**" means the board of directors of the Institute as constituted from time to time;

1.1.4. "**Business Day**" means any day other than a Saturday, Sunday or Gazetted national public holiday in the Republic and all references to "days" means calendar days;

1.1.5. "**Rules**" means the Rules of the Institute from time to time in force under the MOI;

1.1.6. "**Code of Conduct**" means the Code of Conduct of the Institute from time to time in force under the MOI and By-laws;

1.1.7. "**Chief Executive Officer**" or "CEO" means the Executive Director of the Institute and shall include the person who holds that appointment from time to time by whatever title the person may be known;

1.1.8. "**Companies Regulations**" or "**Regulations**" means the regulations made in terms of the Act and published under GN R351 in Government Gazette 34239 of 26 April 2011, as amended or replaced from time to time;

- 1.1.9. **"File"**, when used as a verb, means to deliver a document to the Companies and Intellectual Property Commission (established in terms of section 185 of the Act) in the manner and form, if any, prescribed for that document;
- 1.1.10. **"Chapter"** means an association formed by members of CIGFARO outside the Republic and whose objective are to further similar objectives of CIGFARO in a foreign country but subject to the laws of such country where a chapter is created.
- 1.1.11. **"General member"** means a member employed in a financial, Audit, Risk Management or performance management or oversight capacity in a Public Authority or Related Authority or Any Other related Organisation and who is not qualified as a Technical member;
- 1.1.12. **"Income Tax Act"** means the Income Tax Act No. 58 of 1962 as amended from time to time;
- 1.1.13. **"Local Authority"** means a local authority as defined in the Constitution of the Republic of South Africa, a local authority of any independent country in Southern Africa, any organisation, which provides regional or local services, including financial, audit and risk management services in the Public Sector as approved by the Board;
- 1.1.14. **"Member"** and **"Member of the Institute"** mean a natural person who has been admitted to membership of the Institute and who is registered with the Institute, as specified in the MOI and the By-laws and the term "Membership" and "Membership of the Institute" shall be construed accordingly;
- 1.1.15. **"Member in good standing"** means a Member who has paid in full all subscriptions, dues, fees, contributions, levies or other monies payable by that member to the Institute, who is not in material breach of any of the provisions of the MOI or of any By-law, Code of Conduct or other provision and who has complied with the Institute's continuing professional development (CPD) requirements; and the phrase "in good standing" shall apply mutatis mutandis to members of other categories of membership;
- 1.1.16. **"Ordinary Resolution"** means a resolution adopted with the support of more than 50% (fifty percent) of the voting rights exercised on the resolution at a Board meeting or by the directors acting other than at a Board meeting as envisaged in this MOI;

- 1.1.17. "**Public Sector**" means that part of the economy responsible for providing basic public services in the National, Provincial and Local spheres of government within the Republic including organisations to which the Public Finance Management Act 1 of 1999 applies;
- 1.1.18. "**Regulations**" means the regulations made in terms of the Act and published under GN R351 in Government Gazette 34239 of 26 April 2011, as amended or replaced from time to time;
- 1.1.19. "**Republic**" means the Republic of South Africa;
- 1.1.20. "**Special Resolution**" means a resolution adopted with the support of at least 67% (sixty seven percent) of the voting rights exercised at a Board meeting or by the directors acting other than at a Board meeting as envisaged in clause 9.6.14 of this MOI;
- 1.1.21. "**Technical member**" means a member employed in a financial, audit, risk management or performance management or oversight capacity in a Public Authority or Related Authority or Any Other Related Organisation and who possess the relevant qualifications as contemplated in clause 28 below.
- 1.2 Words importing the masculine gender include the feminine and neuter genders and vice versa; the singular includes the plural and vice versa; and natural persons include artificial persons and vice versa.
- 1.3 The schedules and Rules attached to this MOI (if any) form part of the MOI.

## **2. FORM OF MOI**

This MOI is in a form unique to the Institute, as contemplated in section 13(1) (a) (ii) of the Act. The prescribed standard forms of MOI for a non-profit company with members shall not apply to the Institute.

## **3. INCORPORATION AND NATURE OF THE INSTITUTE**

- 3.1 The Institute is a pre-existing non-profit company as defined in the Act and it continues to exist as such as if it had been incorporated and registered in terms of the Act, as contemplated in item 2 of the Fifth Schedule of the Act, and this MOI replaces and supersedes any memorandum and articles of association of the Institute applicable immediately prior to the approval hereof.

- 3.2 The Institute, registered as a tax-exempt organisation as contemplated in section 30B of the Income Tax Act, subscribes to the requirements of section 10 (1)(d)(iii) or (iv) of the Income Tax Act, and will comply with the special conditions prescribed as follows;
- 3.2.1** *The Company will have a Board of Directors consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity, for tax purposes.*
- 3.2.2** *No single person will directly or indirectly control the decision-making powers relating to the Company.*
- 3.2.3** *The Company will not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.*
- 3.2.4** *The Company will utilise substantially the whole of its funds for the sole or principal object for which it has been established.*
- 3.2.5** *No member will directly or indirectly have any personal or private interest in the Company.*
- 3.2.6** *Substantially the whole of the activities of the Company will be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.*
- 3.2.7** *The Company will not have a share or other interest in any business, profession or occupation which is carried on by its members.*
- 3.2.8** *The Company will not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule to the Income Tax Act (Act 58 of 1962) as amended, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.*
- 3.2.9** *Substantially the whole of the Company's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere. In the absence of any formal or official interpretation issued by SARS in respect of the meaning of "funding", the Board will confirm its interpretation and application of this condition with SARS to ensure compliance with section 30B.*

- 3.2.10**            ***The Company must as part of its dissolution transfer its assets to***
- a. Another entity approved by the Commissioner for SARS in terms of section 30B of the Income Tax Act;***
  - b. A public benefit organisation approved in terms of section 30 of the Income Tax Act (Act 58 of 1962) as amended;***
  - c. An institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act (Act 58 of 1962) as amended; or***
  - d. The government of the Republic of South Africa in the national, provincial or local sphere;***
- 3.2.11**            ***The Board of Directors will submit any amendment of the Memorandum of Incorporation to the Commissioner within 30 days of its amendment.***
- 3.2.12**            ***The Company will comply with such reporting requirements as may be determined by the Commissioner for SARS from time to time.***
- 3.2.13**            ***The Company is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the Income Tax Act (Act 58 of 1962) as amended, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act (Act 58 of 1962) as amended.***
- 3.3                The Institute is incorporated as a non-profit company, with members, as contemplated in Schedule I of the Act.
- 3.4                The Institute is incorporated in accordance with, and governed by:
- 3.4.1            the unalterable provisions of the Act that are applicable to non-profit companies;
  - 3.4.2            the alterable provisions of the Act that are applicable to non-profit companies, subject to any limitation, extension, variation or substitution set out in this MOI; and
  - 3.4.3            the provisions of this MOI.

## **4. CONFLICTS WITH THE ACT**

### **4.1 No obligation to act inconsistently with the Act**

4.1.1 Notwithstanding anything to the contrary contained elsewhere in this MOI, no person bound by this MOI shall be required, obliged or entitled in terms of this MOI to do or omit to take any action in terms of this MOI to the extent that such omission or action is inconsistent with or contravenes any provision of the Act.

4.1.2 Any person bound by the MOI who has complied with 4.1.1 and has acted or has failed to act to the extent necessary so as not to be inconsistent with or contravene any provision of the Act or to avoid personal liability under section 218(2) of the Act or otherwise in terms of the Act, but as a result thereof has contravened any provision of this MOI which is void or is declared void by a court in terms of section 218(1) of the Act, shall not for that reason alone be liable or responsible therefor under or in terms of this MOI with respect to any claim by any person bound by this MOI and entitled under or in terms of this MOI to do so, arising out of or in connection with any such act or omission.

### **4.2 Board must address inconsistencies**

If any provision of the Act is amended, or the Board is aware or informed of any inconsistency with or contravention of the Act in terms of 4.1 above or otherwise, then in addition to and without limiting the rights or remedies of any other person in terms of this MOI or otherwise, the Board shall expeditiously:

4.2.1 assess that amendment to the Act and/or that inconsistency or contravention;

4.2.2 obtain reasoned written external legal opinion if the Board deems it necessary with respect to any such alleged inconsistency or contravention; and

4.2.3 take such action as is necessary to remove or eliminate or address any applicable contraventions or inconsistencies as contemplated in clause 9 of this MOI.



## 5. OBJECTS AND ACTIVITIES OF THE INSTITUTE

The objects of the Institute are to:

- 5.1 further the interests of the Public Sector in the financial and related professions by:
  - 5.1.1 advising institutions, commissions and other bodies and persons;
  - 5.1.2 the training and advancing of knowledge of Members of the Institute, and
  - 5.1.3 the promotion of the interests of the profession of public finance officers and related professions;
  
- 5.2 to promote the interests of finance and related professionals in the Public Sector and to protect the interests of the public through strict enforcement of the Code of Conduct by embracing the following objectives:
  - 5.2.1 developing and registering appropriate qualifications;
  - 5.2.2 registering qualifying professionals as its Members;
  - 5.2.3 constant renewing of Members' registrations;
  - 5.2.4 assessing and promoting programmes at institutions of higher learning;
  - 5.2.5 regulating activities within the public sector finance profession and related professions via the Code of Conduct and a disciplinary procedure;
  - 5.2.6 monitoring and tracking the continuing professional development of Members;
  - 5.2.7 developing and implementing practical guideline and process enhancements and best practices; and
  - 5.2.8 making submissions pertaining to legislation and/or proposed legislation to sector departments as and when requested;
  
- 5.3 to consider, where necessary research and comment on, existing and proposed pieces of legislation affecting the Public Sector in the Republic;

- 5.4 to co-operate with any other professional body that is aimed at improving and enhancing public finance and governance both in the Republic and internationally;
- 5.5 to advise the National and Provincial Government, related Institutions and other recognised National Associations on matters affecting the public sector;
- 5.6 to provide opportunities and platforms for an exchange of views, knowledge and best practices amongst members; and
- 5.7 to undertake research into Public Sector finance and governance in order to promote efficiency and enhance the available core body of knowledge.

5.8 **Powers of the Institute**

- 5.8.1 Except to the extent provided in section 19(1)(b) of the Act, the Institute has all the legal powers and capacity of a natural person which shall be exercised through its Board. The role of the Board is to manage the affairs of the Institute, plan, guide and support the Chief Executive Officer and his/her management team to ensure that agreed policies and plans are executed and that the affairs of the Institute are conducted in a professional manner for the attainment of the objects set out in this MOI.
- 5.8.2 The Board also has the ultimate responsibility to ensure that it has effective and appropriate corporate governance structures.
- 5.8.3 In fulfilling its responsibilities in terms of this MOI and the Act, the Board shall be entitled to exercise all the powers of the Institute other than those expressly reserved for Membership in general meetings and do whatever it deems necessary to promote and advance the objectives set forth in this MOI.
- 5.8.4 In addition to powers given to it in this MOI, the Board shall exercise the powers on behalf of the Institute and in its name:
  - 5.8.4.1 develop the strategy of the Institute;
  - 5.8.4.2 monitor the implementation of the Institute's strategy;
  - 5.8.4.3 apply and use the funds and income of the Institute to promote its objectives;

- 5.8.4.4 purchase or otherwise acquire, take on lease, hire, exchange, improve, sell, let, mortgage, pledge, donate or otherwise dispose of or otherwise deal in movable, immovable and intellectual property of all kinds or any rights or interest therein, or any other asset of any kind;
- 5.8.4.5 acquire, encumber, apply or dispose of and generally to deal with any funds in any manner as it may deem fit;
- 5.8.4.6 receive and accept donations, grants, legacies, sponsorship, honoraria, or other monies;
- 5.8.4.7 open and operate banking, savings and other accounts with any registered banking or financial institutions in the Republic;
- 5.8.4.8 to invest the funds and other assets of the Institute not required immediately for the ordinary purposes of the Institute in the Republic and in such manner as it may from time to time deem fit;
- 5.8.4.9 apply and otherwise use the funds and the income of the Institute in furtherance of the Objectives of the Institute;
- 5.8.4.10 enter into all such contracts and perform all such other activities as may, in the opinion of the Board, be necessary or expedient from time to time to advance or achieve the objects of the Institute as set forth in the MOI;
- 5.8.4.11 take all steps necessary to enter and record the title and interest of the Institute in respect of its assets, liabilities, agreements and commitments and all projects and activities from time to time held, undertaken or performed by the Institute;
- 5.8.4.12 institute and defend legal proceedings and recover debts due to the Institute;
- 5.8.4.13 approve the annual business plan of the Institute and monitor the implementation thereof;
- 5.8.4.14 determine the amount of, and levy, collect and recover annual and other subscriptions, dues, fees, contributions, levies, penalties and fines, costs and any other charges;
- 5.8.4.15 approve and monitor the annual budget of the Institute;

- 5.8.4.16 pay reasonable expenses to members of the Board, committees and others attending approved meetings or performing any other functions on behalf of the Institute as per clause 9.8;
- 5.8.4.17 appoint the Chief Executive Officer on the recommendation of the interview panel and/or any formal structure created for the purpose of interviewing the potential Chief Executive Officer and determine the designation, duties, salary and other conditions of employment of the Chief Executive Officer;
- 5.8.4.18 issue such, Rules, codes of conduct, regulations and other provisions as may, in the opinion of the Board, be necessary or expedient from time to time to advance or achieve the objects of the Institute as set forth in this MOI and for the effective organisation and management of the Institute's affairs;
- 5.8.4.19 interpret any provision of the MOI in the event of a dispute as to its meaning, such interpretation being binding on all categories of Membership of the Institute if approved by three- fourths of the voting members of the Board as constituted at the time, provided that, before issuing any such interpretation, the Board shall obtain and have regard to the advice of an experienced legal practitioner;
- 5.8.4.20 prescribe the form and substance of instruments of appointment of proxies; and
- 5.8.4.21 generally, to do whatever the Board deems necessary to enable it to carry out the objects of the Institute and to exercise the powers and to perform the functions and discharge the duties given to or imposed upon it in terms of this MOI.

## 5.9 **Use of assets and funds**

- 5.9.1 The Institute must apply all of its assets and income, however derived, to advance its stated objects as set out in this MOI.
- 5.9.2 Subject to 5.9.1, the Institute may directly or indirectly, alone or with any other person, carry on any business, trade or undertaking consistent with or ancillary to its stated objects.

5.9.3 The Institute must not, directly or indirectly, pay any portion of its income or transfer any of its assets, regardless of how the income or asset was derived, to any person who is or was an incorporator of the Institute, or who is an officer or director, or person appointing a director, of the Institute, except:

5.9.3.1 payment of, or reimbursement for, expenses incurred to advance a stated object of the Institute; or

5.9.3.2 as a payment of an amount due and payable by the Institute in terms of a bona fide agreement between the Institute and that person or another; or

5.9.3.3 as a payment in respect of any rights of that person, to the extent that such rights are administered by the Institute in order to advance a stated object of the Institute; or

5.9.3.4 in respect of any legal obligation binding on the Institute.

## **6. FUNDAMENTAL TRANSACTIONS**

The Institute may not:

6.1 amalgamate or merge with, or convert to, a profit company; or

6.2 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 disposal of an asset occurs in the ordinary course of the activities and in the execution of the objects of the Institute.

## **7. AMENDMENT OF THE MOI**

7.1 This MOI may from time to time be amended by a Special Resolution passed at the AGM or the Special Annual General Meeting by those Members of the Institute present in person or by proxy at a meeting of which due notice has been given with full particulars of the proposed amendments.

OR

7.2 This MOI may be altered or amended only in the manner set out in sections 16 or 17 of the Act.

7.3 In terms of section 16 of the Act, the MOI may be amended:

7.3.1 in compliance with a court order, effected by an Ordinary Resolution; or

7.3.2 at any other time by Special Resolution of the Members.

7.4 If the MOI is amended in accordance with 7.3.1 and 7.3.2, the Board must File a notice of amendment of the MOI within 10 (ten) Business Days and the amendment will take effect on the date the notice of amendment is Filed or such later date as is specified in the notice of amendment.

7.5 In terms of section 17 of the Act, the MOI may be amended:

7.5.1 in any manner necessary to correct a patent error in spelling, punctuation, reference, grammar or similar defect on the face of the document, by:

7.5.2 publishing a notice of the alteration, by delivering a copy of the amendment to each director by email, ordinary mail or fax; and

7.5.3 filing a notice of the alteration within 10 (ten) Business Days after publication as per 7.5.2 and the amendment will take effect on the date the notice of amendment is Filed or such later date as is specified in the notice of amendment.

7.5.4 All members of the Institute must be notified of any amendment to this MOI within 10 (ten) days of such amendment.

## **8. RULES**

8.1 The authority of the Board to make rules for the Institute, as contemplated in section 15(3) to (5) of the Act, is not limited or restricted in any manner by this MOI.

8.2 The Board must publish any rules made in terms of section 15(3) to (5) of the Act by delivering a copy of those rules to each Member by hand or by ordinary mail or an electronic mail whichever is convenient.

8.3 The Institute must publish a notice of any alteration of the MOI or the rules, made in terms of section 17(1) of the Act, by delivering a copy of those rules to each member by ordinary mail or electronic mail, whichever is convenient.

## 9. DIRECTORS (BOARD MEMBERS)

The business of the Institute shall be managed by the Board in accordance with the stated objects of the Institute and as envisaged in terms of section 66(1) of the Act. The Board may exercise all powers of the Institute which are not excluded by law or this MOI. The Board must act solely in the interests of the Institute at all times in the management of the Institute and in the exercising of all powers of the Institute. In terms of section 20(1)(a)(ii) of the Act, if the MOI limits, restricts or qualifies the purposes, powers or activities of the Institute, as contemplated in section 19(1)(b)(ii) of the Act, no action of the Institute is void by reason only that the directors had no authority to authorise the action by the Institute.

### 9.1 Appointment

9.1.1 The Institute shall have a minimum of 4 (four) and a maximum of 15 fifteen elected directors made up as follows:

9.1.1.1 President (1)

9.1.1.2 Vice President: Technical (1)

9.1.1.3 Vice President: General (1)

9.1.1.4 Immediate Past President (1)

9.1.1.5 Technical members (6)

9.1.1.6 General members (4)

9.1.1.7 Provincial Branch Chairpersons 1

9.1.1.8 Notwithstanding the provisions of clause 9.1.1, if in the opinion of the Board it is in the best interest of the Institute to co-opt additional persons to the Board, not more than 10 (ten) eligible members shall be co-opted to hold office as members of the Board for the term of office of the Board appointed or elected from time to time or until the holding of the Annual General Meeting or sooner as the Board may deem necessary (or whichever occurs first).

9.1.1.9 The President, Vice President Technical and the Provincial Branch Chairpersons must be technical members; however, the Board may, on good cause shown in terms of its set criteria, deviate from this requirement for the Provincial Branch Chairpersons. Only

members who were elevated to Fellow may hold the positions of President and the two Vice Presidents.

- 9.1.2 The Institute shall not have any alternate directors.
- 9.1.3 Appointment of directors shall be by way of election process as set out in the CIGFARO Board Members Nomination and Election Procedure Framework.
- 9.1.4 Every director must satisfy the qualification and eligibility requirements set out in the CIGFARO Board Members Nomination and Election Procedure Framework and section 69 of the Act to become or remain a director.
- 9.1.5 Notwithstanding clause 9.1.1.8 of this MOI, the Board may, adopt an Ordinary Resolution to elect any person to serve as a director on the Board either to fill a vacancy arising on the Board or to appoint additional director(s), provided that such person satisfies the qualification and eligibility requirements to be a director.
- 9.1.6 Each director shall serve for a period of 2 (two) years or until he/she resigns or is removed from office during those two years. Where a director has resigned or is removed from office, he/she may be replaced by the Board.
- 9.1.7 If a director ceases to be a practitioner within the Public Authority, Related Authority or Any Other **Related** Organisation such a director shall be disqualified or shall be ineligible to remain a director of the Institute. The Board shall, in such a case, carefully consider and specifically adopt an Ordinary Resolution for the removal of the director.
- 9.1.8 No Director may work for an employer that may provide services to CIGFARO or that could get any commercial gain from being part of CIGFARO.
- 9.1.9 The Board shall have the power to co-opt additional directors for a period of 1 (one) year, and to remove and replace such directors by Ordinary Resolution.
- 9.1.10 Co-option of any member will remain in force for the period that the individual remains with the organisation from which that member was co-opted and will automatically fall away should that member change employer.
- 9.1.11 The elected President will serve as the Chairperson of the Board.



- 9.1.12 The 2 (two) elected Vice-Presidents will be the Vice-Chairpersons of the Board.
- 9.1.13 The Chairperson and Vice-Chairpersons shall hold office for the 2 (two) year period as elected. However, eligibility considering clause 9.1.4 above must be determined on changing employer whereupon he/she/they may be removed from office (i.e. as chairperson or vice-chairpersons and as Directors) by Ordinary Resolution.
- 9.1.14 The President as chairperson or, in his/her absence, the Vice-President: Technical, will preside at Board meetings. If neither of them are present or are both unable to chair a Board meeting within 5 (five) minutes of the time appointed for the commencement of that Board meeting, then the Vice-President: General must chair the meeting or the directors then present shall choose any other of their number to be chairperson of that Board meeting.

## 9.2 **Chief Executive Officer**

Subject to the provisions of clause 9.6.18 below, the Board may from time to time appoint someone, who may not at the time of his/her appointment be a member of the Board, to serve as the Chief Executive Officer of the Institute. The Chief Executive Officer will be an Executive Director of the Board. The appointment, remuneration and terms and conditions of the appointment of the Chief Executive Officer must be consistent with the provisions of the Act and this MOI. No past Board members shall be appointed to serve as the acting or full time Chief Executive Officer of the Institute unless such Board member has not been serving on the Board for a continuous period of not less than two years.

## 9.3 **Vacation of office**

- 9.3.1 Vacancies on the Board shall be governed in terms of section 70 of the Act and this MOI.
- 9.3.2 The office of the director shall ipso facto be vacated when that director's term of office as director expires, or if such director:
- 9.3.2.1 dies;
- 9.3.2.2 resigns;

9.3.2.3 in the case of the Executive Director, ceases to hold the office, title, designation or similar status that entitled the person to be the Executive Director.

9.3.2.4 becomes incapacitated to the extent that the person is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time, subject to section 71(3) of the Act;

9.3.2.5 is declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a director of the Institute, in terms of section 162 of the Act;

9.3.2.6 becomes ineligible or disqualified in terms of section 69, subject to section 71(3) of the Act;

9.3.2.7 is removed in terms of 9.4; or

9.3.2.8 fails to attend three consecutive ordinary scheduled meetings.

9.3.3 A resignation as envisioned in clause 9.3.2.2 above must be effected by giving no less than 1 (one) month's written notice.

#### 9.4 **Removal from office**

9.4.1 The removal of a director from the Board shall be governed in terms of section 71 of the Act.

9.4.2 If a director has alleged that a director has:

9.4.2.1 become ineligible or disqualified in terms of section 69 of the Act, other than on the grounds contemplated in section 69(8)(a); or

9.4.2.2 become incapacitated, to the extent that the director is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time; or

9.4.2.3 neglected, or been derelict in the performance of the functions of director,

then the Board, other than the director concerned, must determine the matter by resolution, and may remove a director whom it has determined to be ineligible or disqualified, incapacitated, or negligent or derelict, as the case may be.

9.4.3 Before the Board may consider an Ordinary Resolution contemplated in clause 9.4.2 above, the director concerned must be given:

9.4.3.1 notice of the meeting including a copy of the proposed Ordinary Resolution and a statement setting out reasons for the Ordinary Resolution, with sufficient specificity to reasonably permit the director to prepare and present a response; and

9.4.3.2 a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote.

9.4.4 A director may further be removed from office by order of the court as contemplated in section 71(5) or (6).

## 9.5 **Number of directors reduced below fixed number**

The directors may act notwithstanding any vacancy on the Board, provided that for so long as their number is reduced below the number fixed in clause 9.1 above as the minimum number of directors, the remaining directors may act for the purpose of increasing the number of directors to that number, but for no other purpose.

## 9.6 **Meetings**

9.6.1 The conduct of meetings shall generally be governed in terms of section 73 of the Act. Notwithstanding the aforementioned, the Board may regulate their meetings as they deem appropriate, subject to any limitations or restrictions set out in this MOI.

9.6.2 The Board shall in each year convene an Annual General Meeting ("**AGM**") within 8 (eight) months of the end of the Institute's financial year.

- 9.6.3 The AGM must be open to all Members in good standing. The Institute shall deliver, at least 15 (fifteen) Business Days' prior to the meeting, a notice of the meeting contemplated herein, to the Members as provided for in section 62(1) of the Act.
- 9.6.4 The Institute shall, at the very least, conduct the following business at an AGM:
- 9.6.4.1 the presentation of the directors' report and the audited financial statements for the immediately preceding financial year;
- 9.6.4.2 the appointment of an auditor for the ensuing financial year; and
- 9.6.4.3 any other matters raised by the directors with or without advance notice.
- 9.6.5 The Chief Executive Officer:
- 9.6.5.1 may call a Board meeting at any time; and
- 9.6.5.2 must call a Board meeting if required to do so by at least 25% (twenty-five percent) of the directors, in the case where the Board has at least 12 (twelve) members, or 2 (two) directors, in any other case.
- 9.6.6 Notice of a Board meeting must be given to each director in writing, whether by post, fax or email, not less than 14 (fourteen) days prior to the meeting.
- 9.6.7 Where the Institute has failed to give the required notice of the Board meeting, or there was a defect in the giving of the notice, such meeting may proceed, provided that all of the directors of the Institute:
- 9.6.7.1 acknowledge actual receipt of the notice; or
- 9.6.7.2 are present at the meeting; or
- 9.6.7.3 waive notification of the meeting.
- 9.6.8 A Board meeting may be conducted by electronic communication, or one or more directors may participate in a meeting by electronic communication, provided that the electronic communication facility employed ordinarily enables

all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting.

- 9.6.9 A majority of the directors (i.e. more than 50% (fifty percent) in office must be present in order to constitute a quorum for a Board meeting.
- 9.6.10 Each director shall be entitled to 1 (one) vote in regard to all business brought before the Board, subject to clause 9.6.12 below.
- 9.6.11 No director may vote on a matter in respect of which he has a personal interest, the provisions of section 75 of the Act being applicable.
- 9.6.12 In the event of a tied vote the chairperson may cast a deciding vote. If the chairperson does not cast a deciding vote, then the matter being voted on fails.
- 9.6.13 Unless otherwise provided in this MOI, a majority (i.e. more than 50% (fifty percent)) of the votes cast on a resolution is sufficient to approve that resolution.
- 9.6.14 A decision that could be voted on at a Board meeting may instead be adopted by written consent of the majority of the directors (i.e. more than 50% (fifty percent)), given in person, or by electronic communication, provided that all directors have received notice of the matter to be decided. A decision made in this manner is of the same effect as if it had been approved by voting at a meeting.
- 9.6.15 Resolutions adopted by the Board:
- 9.6.15.1 must be dated and sequentially numbered; and
- 9.6.15.2 are effective as of the date of the resolution, unless the resolution states otherwise.
- 9.6.16 The Institute shall keep minutes of all Board meetings, and any of its committees, and include in the minutes:
- 9.6.16.1 any declaration of personal pecuniary interest given by notice or made by a director as required by section 75 of the Act; and

- 9.6.16.2 every resolution adopted by the Board.
- 9.6.17 Any minutes of a Board meeting, or a resolution, signed by the chairperson of the meeting, or by the chairperson of the next Board meeting, is evidence of the proceedings of that meeting, or adoption of that resolution, as the case may be.
- 9.6.18 A Special Resolution of the Board is required in respect of:
- 9.6.18.1 the relevant items listed in section 65(11) of the Act;
  - 9.6.18.2 financial commitments of a capital nature in excess of over R1 000 000 (one million Rand); or
  - 9.6.18.3 long term commitments of over three (3) years and in excess of R1 000 000 (one million Rand);
  - 9.6.18.4 the appointment of the Chief Executive Officer;
  - 9.6.18.5 any other matter which the Board resolves should be decided by Special Resolution.

## 9.7 **Indemnification**

- 9.7.1 For the purpose of this clause 9.7, "director" includes a former director, a prescribed officer or a person who is a member of a committee of the Board, or of the audit committee (if any), irrespective of whether or not the person is also a director.
- 9.7.2 Subject to an Ordinary Resolution, the Board may:
- 9.7.2.1 advance expenses to a director to defend litigation in any proceedings arising out of that director's service to the Institute; and
  - 9.7.2.2 directly or indirectly indemnify a director for expenses contemplated in clause 9.7.2.1 above, irrespective of whether it has advanced those expenses, if the proceedings are abandoned or exculpate the director, or arise in respect of any liability for which the

Institute may indemnify the director as provided in terms of sections 78(5) and (6) of the Act.

9.7.3 The Institute may indemnify a director in respect of any liability arising out of the director's service to the Institute to the fullest extent permitted by the Act, except in respect of:

9.7.3.1 liability arising in terms of section 77(3)(a), (b) or (c) of the Act; being any liability arising as a direct or indirect consequence of the director having:

9.7.3.1.1 acted in the name of the Institute, signed anything on behalf of the Institute, or purported to bind the Institute or authorise the taking of any action by or on behalf of the Institute, despite knowing that the director lacked the authority to do so; or

9.7.3.1.2 acquiesced in the carrying on of the Institute's business despite knowing that it was being conducted in a manner which is reckless, grossly negligent, intending to defraud any person or for any fraudulent purpose; or

9.7.3.1.3 been a party to an act or omission by the Institute despite knowing that the act or omission was calculated to defraud a creditor or employee, or had another fraudulent purpose, or

9.7.3.1.4 liability arising from wilful misconduct or wilful breach of trust on the part of the director; or

9.7.3.1.5 any fine that may be imposed on a director of the Institute, or on a director of a related company, as a consequence of that director having been convicted of an offence, unless the conviction was based on strict liability.

9.7.4 The Institute may purchase insurance to protect:

9.7.4.1 a director against any liability or expenses for which the Institute is permitted to indemnify a director in accordance with 9.7.3; or

9.7.4.2 the Institute against any contingency including, but not limited to:

9.7.4.2.1 any expenses that the Institute is permitted to advance in accordance with clause 9.7.2 above; or

9.7.4.2.2 any liability for which the Institute is permitted to indemnify a director in accordance with clause 9.7.3 above.

9.7.5 The Institute is entitled to claim restitution from a director of the Institute for any money paid directly or indirectly by the Institute to or on behalf of that director in any manner inconsistent with this clause 9.7.

## 9.8 **Reimbursement**

The directors, board committee members and officers of the Institute shall be entitled to reimbursement of all authorised and approved travelling, subsistence, and other expenses properly incurred and evidenced by them in the execution of their duties in or about the business of the Institute and in accordance with the relevant Board approved policy or policies addressing such matters.

## 9.9 **Loans**

The Institute must not provide a loan to, secure a debt or obligation of, or otherwise provide direct or indirect financial assistance to a director of the Institute, or to a person related to any such director, unless it:

9.9.1 constitutes an accountable advance to meet:

9.9.1.1 legal expenses in relation to a matter concerning the Institute; or

9.9.1.2 anticipated expenses to be incurred by the person on behalf of the Institute; or

9.9.1.3 is to defray the person's expenses for removal at the Institute's request; or



9.9.1.4 is in terms of an employee benefit scheme generally available to all employees or a specific class of employees.

## 9.10 **Officers and committees**

9.10.1 The Board may appoint in writing any officer it considers necessary to better achieve the stated objects of the Institute.

9.10.2 The Board may appoint any number of committees and may delegate to any such committees any of the authority of the Board.

9.10.3 Any committee appointed by the Board:

9.10.3.1 may include in any such committees persons who are not directors, provided that:

9.10.3.1.1 any such person must not be ineligible or disqualified to be a director in terms of section 69 of the Act; and

9.10.3.1.2 no such person has a vote on a matter to be decided by the committee,

9.10.3.2 must seek the approval of the Board should it wish to consult with or receive advice from any external advisor; and

9.10.3.3 provided that it is duly constituted, has the full authority of the Board delegated to it, subject to any restrictions or limitations imposed by the Board, in respect of a matter referred to it.

9.10.4 The Board may at any time revoke any authority delegated to a committee.

9.10.5 The Board shall appoint the Chairperson and the Deputy Chairperson of all committee/s formed. If the chairperson is not present within 5 (five) minutes after the time which has been set for the holding of the meeting, the Deputy Chairperson shall chair the meeting of the Committee. If both Chairperson and the Deputy Chairperson are both not present within 5 (five) minutes after the time which has been set for the holding of the meeting, the members present shall choose one of their number to chair the meeting. Any committee/s so formed may meet together for the despatch of business and adjourn as they

see fit. Questions arising at a meeting shall be decided by a majority of votes (i.e. more than 50% (fifty percent)) and in the case of an equality of votes, the chairperson shall have a deciding vote.

9.10.6 The Board may from time to time appoint persons resident in a foreign country with such powers and duties as the Board may from time to time determine. The Board may from time to time establish Chapters of members within the proclaimed regions for Chapters, where such proclaimed areas may include foreign countries; close them at any time; and may use the standard electoral procedures to appoint and remove branch chairpersons in any foreign country, provided that the provisions of the Act are at all times observed.

#### 9.11 **Acts of directors and committees**

All acts done by any meeting of the Board or a committee or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and were qualified to be a director.

#### 9.12 **Branches and Interest Groups**

**9.12.1** The Board may, from time to time, for the purpose of promoting any of the objects specified in this MOI, establish Branches and Interest Groups as subsets of those branches in any or all of the provinces in South Africa.

**9.12.2** The Chairpersons of such branches shall be elected through the official election process of the Institute.

**9.12.3** Interest Groups may be set up for the achievement of a specific object stated in the MOI or to address a specific subject area outlined in section 28 on Technical Membership or to accommodate a grouping of members/potential members such as Students.

**9.12.4** The Board may, from time to time, appoint students with such powers and duties as the Board may determine and which may be amended from time to time. The Board may establish Interest Groups for student members; close them at any time; provided that the provision of the Act shall at all times be observed.

9.12.4.1 The Student Interest Group is reserved for individuals who are full-time students studying financial management and accounting, internal audit, risk or performance management at a recognized academic institution,

and who are not currently employed. Student Membership is limited to a maximum of a five-year duration excluding an internship, served under the auspices of the academic institution or a municipality in finance or related profession, for a maximum of 36 months. On completion of the degree, the Student member must apply to be upgraded to the appropriate membership category. Student Members do not have voting rights.

9.12.4.2 The Student Interest groups in any province will serve under the guidance of the Provincial Branch and will appoint a representative to serve on the Branch executive.

9.12.4.3 At a national level the Student Interest Groups will determine one representative to serve on the Board Standing Committee for Branches.

9.12.4.4 In order to limit liability, no Chairperson of a Student Interest Group will be a Board Member of the Institute. However, any Student Interest Groups may elect a representative to attend Board Standing Committee meetings related to the functioning of Branches and serve in an observer status on the Board, having no voting powers and not being liable in terms of the Company's Act.

**9.12.5** The Board may make and from time to time amend Rules for the regulation, management and conduct of any Branch or Interest Group so formed.

## **10. FINANCIAL AFFAIRS**

### **10.1 Registered office**

The registered office of the Institute shall be at such location within the Republic as the Board may determine from time to time.

### **10.2 Institute records and accounting records**

All company records contemplated in section 24 of the Act, and all accounting records contemplated by section 28 of the Act and Regulation 25, shall be kept and maintained at the offices of the Institute's auditors. In addition, the Institute's accounting records shall be accessible at or from its registered office in electronic format.

### 10.3 **Financial year**

The Institute's financial year shall be 1 April to 31 March.

### 10.4 **Annual financial statements**

10.4.1 Each year, the Institute must prepare annual financial statements within 6 (six) months after the end of its financial year.

10.4.2 The annual financial statements must be audited and be consistent with section 29 of the Act.

10.4.3 The enhanced accountability requirements set out in Parts B and D of Chapter 3 of the Act shall not apply to the Institute.<sup>1</sup>

10.4.4 The annual financial statements must:

10.4.4.1 include an auditor's report;

10.4.4.2 include a report by the directors with respect to the state of affairs, the business and profit or loss of the Institute, including:

10.4.4.2.1 any material matter relating to the Institute's state of affairs; and

10.4.4.2.2 any prescribed information;

10.4.4.3 be approved by the Board and signed by an authorised director; and

10.4.4.4 be presented at the AGM.

### 10.5 **Annual returns**

Each year the Institute must File an annual return in accordance with section 33 of the Act.

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<sup>1</sup> In terms of S84(1)(c), the extended accounting requirements in Chapter 3 (other than Part B, regarding a company secretary, or Part D, regarding an audit committee) will apply to a private company if it is required by the Regulations to have its annual financial statements audited or if its MOI so provides. In terms of Regulation 28(2), a private company is obliged to have its financial statements audited for a particular year if, in that year –

(i) the company, in the ordinary course of its primary activities, it holds assets in a fiduciary capacity for persons who are not related to the company, and the aggregate value of such assets held at any time during that year exceeds R5 million; or

## 10.6 **Bank account**

The Chief Executive Officer must open and maintain a primary bank account in the Institute's name, which account must hold the Institute's funds and must be used for the purposes of the Institute's financial transactions.

## 10.7 **Application of optional provisions of the Act**

10.7.1 The Institute is not required, in terms of section 34(2), read with section 84(1)(c)(i) of the Act, to comply with Parts B and D of Chapter 3 (Enhanced Accountability and Transparency) of the Act, and voluntarily elects to comply with those provisions relating to the appointment of an auditor.

10.7.2 The Institute must appoint an auditor in the manner and for the purposes set out in Chapter 3 of the Act, but shall not be required to appoint a company secretary or an audit committee.

## 11. **WINDING-UP OR DISSOLUTION OF THE INSTITUTE**

11.1 The Institute may be wound up voluntarily by the Board by passing a Special Resolution to do so after obtaining a mandate from the Members at an AGM or Special General Meeting. Any such voluntary winding up shall be effected in accordance with section 80 of the Act.

11.2 Upon the winding up or dissolution of the Institute (whether voluntarily or compulsorily):

11.2.1 no past or present Member or director of the Institute, or person appointing a director of the Institute, is entitled to any part of the net value of the Institute after its obligations and liabilities have been satisfied; and

11.2.2 the entire net value of the Institute must be distributed to one or more non-profit companies, registered external non-profit companies carrying on activities within the Republic, voluntary associations or non-profit trusts:

11.2.2.1 having objects similar to its main object in 5; and

11.2.2.2 as determined:

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(ii) the company's public interest score for that year, as calculated in accordance with Regulation 26(2), is 350 or more; or at least 100, if its annual financial statements were internally compiled.

11.2.2.2.1 by the Board, at or immediately before the time of its dissolution; or

11.2.2.2.2 by the court, if the Board fails to make such a determination.

## **12. MEMBERSHIP**

12.1 As contemplated in item 4(1) of Schedule 1 of the Act, the Institute has Members, who are categorised as contemplated in clauses 12.1.1 and 12.1.2 below, being voting members, each of whom has an equal vote in any matter to be decided by the Members of the Institute. Voting Membership of the Institute shall consist of two categories namely the:

12.1.1 Technical Category consisting of the levels of Senior Associate, Associate, Licentiate and Junior; and

12.1.2 General Category consisting of no levels.

12.1.3 Student members may attend relevant meetings of the Institute as part of their training and development as non-voting members.

12.2 Members elevated to fellow will retain their fellowship status notwithstanding any change in their membership levels and category. Such members will add (Fellow) behind their membership level.

12.3 Only Members of the Institute shall be entitled to attend General Meetings of the Institute.

12.4 Only voting members shall be entitled to vote at General Meetings of the Institute and be entitled to vote whenever a poll of voting Members of the Institute is conducted.

12.5 A Member has the right to access information set out in section 26(1) of the Act.

## **13. FOREIGN CHAPTERS OF CIGFARO**

13.1 Members of IMFO in any country outside the Republic may for the purpose of advancing similar objectives of the Institute create an CIGFARO Chapter using the same or different name as the circumstances may require. The Chapter so created in another country other than the Republic must be a separate legal entity from the Institute and its legal roles and

responsibility shall be determined and governed in terms of laws applicable to the country in which the entity has been created.

- 13.2 No CIGFARO Chapter by any name may be created anywhere outside the Republic without an IMFO Board resolution authorizing such action. The act of authorizing the creating of an CIGFARO Chapter in any county outside the Republic by the Board of CIGFARO shall not give rise to any duty, financial and non-financial to CIGFARO nor will it render the created Chapter a subsidiary of CIGFARO.
- 13.3 Any CIGFARO Chapter created in terms of 13.1 above will determine its own process of electing the Chairperson and will create its own policies and framework for the purpose of effective and efficient functioning of the Chapter.
- 13.4 The elected Chairperson(s) of the Chapter(s) created outside the Republic may be co-opted to serve on the Board of CIGFARO in the Republic subject to a Board resolution. This will be in addition to the number of Board members as per 9.1.1. The Chairperson of an CIGFARO Chapter who is co-opted to the Board shall have voting rights enjoyed by all members of the Board.
- 13.5 Co-option of Chairpersons from foreign Chapters shall be limited to a maximum of three (3).

#### **14. Admission**

- 14.1 All applications for categories or levels of Membership as indicated in clause 12 above shall be submitted to the Chief Executive Officer for approval or confirmation.
- 14.2 Once admitted to any category and level of CIGFARO Membership, a member so admitted will be issued with an electronic Membership Certificate valid for a period of a year.

#### **15. PRIVILEGES OF MEMBERS**

The rights and privileges of every Member of the Institute shall be personal to him/her and shall not be transferable or transmissible by his/her own act or by operation of law.

## **16. REGISTER OF MEMBERS**

A register with full particulars of Members of the Institute shall be kept by the Chief Executive Officer for such period as required in terms of the Act and CIGFARO's policies.

## **17. QUALIFICATION OF MEMBERS**

Any person who applies for Membership of the Institute in terms of section 13 shall comply with the requirements for admission as determined by the Board from time to time.

## **18. ELEVATION TO FELLOWS**

18.1 The Board may elevate a member to a Fellow if such a member meets the requirements as established by the Board from time to time.

18.2 The Board may elevate to a Fellow any member who does not comply with the requirements of subsection (1) if, in its opinion, such a member's relationship with the Institute, his competences and status are of such a nature to justify the waiving of the foregoing requirements.

## **19. APPLICATION FOR ADMISSION**

19.1 All applications for admission of members shall be done in such a way as the Board may from time to time prescribe.

19.2 In the case of a proposal for elevation to Fellowship, a recommendation shall be signed by two Fellows of the Institute.

19.3 In the case of an application for admission as an Associate the application must be accompanied by a recommendation, signed by two Associates, and/or Fellows, provided that, if the head of the office in which the applicant is employed, is at least an Associate member in good standing, he shall be one of the signatories.

19.4 In the case of an application for admission as a Licentiate, a recommendation signed by at least two Associate members shall accompany such application, provided that, if the head of the office in which the applicant is employed is at least an Associate member in good standing, he shall be one of the signatories.



- 19.5 In the case of an application for Membership as a junior Member, a recommendation, signed by two Associate members in good standing, shall accompany the application.
- 19.6 In the case of an application for Membership as a General member a recommendation signed by two Associate members in good standing shall accompany the application.

## **20. HONORARY LIFE MEMBERS**

The Board may confer honorary life Membership of the Institute upon a Past President of the Institute or any other member or person who has rendered meritorious or distinguished service to the Institute. Such members will add (Honorary) behind their membership level.

## **21. UNDERTAKING TO ABIDE BY RULES**

Every Member of the Institute shall, upon applying for admission, sign an undertaking to observe this MOI, By-Laws and policies and the Code of Conduct.

## **22. ADDRESSES OF MEMBERS**

Every member is obliged to supply the Chief Executive Officer with all reasonable information requested, including but not limited to, work or home address and such an address shall be deemed as his registered address for the purposes of this MOI.

## **23. RESIGNATION OF MEMBERSHIP**

Without prejudice to the rights of the Institute to recover all amounts due from a Member to the Institute and/or to secure the return to the Institute of all certificates of Membership relating to such Member, any Member may, by notice in writing to the Institute at its registered office, tender his resignation of Membership of the Institute.

## **24. MEMBERSHIP FEES IN ARREARS AND OTHER DISQUALIFICATIONS**

- 24.1 Any Member whose annual fees or any part thereof or any reduced fee, other than fees in respect of the current year, are in arrears, shall automatically not be entitled to exercise any of his rights of Membership as prescribed in the By-Laws and policies until such fees have been paid, unless the Board otherwise resolves.

- 24.2 Subject only to the MOI, the Board may, in its sole discretion, resolve to terminate the Membership of a Member referred to in Sub-Section (1) above, and a Member shall cease to be a Member on the day the Board's resolution is taken.

## **25. DISCIPLINARY POWERS**

- 25.1 Without prejudice to the powers of the Board, if, in the opinion of the Board, any Member has conducted himself in a manner, which would:

25.1.1 prejudice his status as a Member of the Institute;

25.1.2 reflect adversely on the reputation of the Institute; or

25.1.3 constitute a breach of this MOI or By-Laws or Rules and Regulations or Code of Conduct from time to time being in force,

the Board, or a committee appointed by the Board, shall have the power to require the Member to give a written undertaking to refrain from continuing or repeating the conduct concerned or;

25.1.4 reprimand the Member; or

25.1.5 suspend the Member for such period and on such terms and conditions as the Board or such committee may determine; or

25.1.6 expel the Member from the Institute.

- 25.2 A Member who has been suspended shall not be entitled to exercise any of his rights of Membership during the period of suspension, but such suspension shall be without prejudice to the right and powers of the Board or any committee appointed by the Board to take disciplinary action against the Member as if the suspended Member remains a Member and is subject to the provisions of this MOI during the period of suspension.

- 25.3 Such a Member may retain, but not exhibit, his certificate of Membership during the period of his suspension and may not use the designation and distinctive initials of the level of Membership to which he may be entitled.

- 25.4 Before any disciplinary action against a Member is taken under this Section, the Member shall be notified in writing by registered letter addressed to his last registered address of the

nature and grounds of the complaint against him at least twenty-one days before the meeting which is to consider the matter, and shall be given the opportunity of stating his defence or any matters in mitigation, at his choice, either in writing or by personal attendance at the meeting; legal representation or representation by any other Member shall be permitted, but at least seven days' notice that the Member proposes to be so represented shall be given by the Member in writing and delivered to the registered office of the Institute.

- 25.5 Members' responsibilities of paying Membership's fee are not suspended when a Member is on suspension.
- 25.6 Any Member against whom disciplinary action has been taken in terms of this Section by any committee appointed by the Board, shall have a right of appeal to the Board, before which, on the hearing of any appeal, the Member shall have the same rights of stating his defence or matters in mitigation, and the same rights of representation as are provided for in this section.
- 25.7 In the event of a new applicant for Membership the Board shall have the power to instruct an inquiry, or appoint a committee to instruct an inquiry, if it appears that the applicant has breached the MOI or By-Laws, Rules and Regulations or Code of Conduct from time to time being in force,

## **26. EFFECT OF CESSATION OF MEMBERSHIP**

- 26.1 Any person who ceases to be a Member be it due to resignation or any other means, remains liable for the settlement of all debts due to the Institute on the date of the cessation of Membership and has no claim against or concerns in the funds or property of the Institute.
- 26.2 Any person who ceases to be a Member of the Institute, shall within 7 (seven) Business Days after such cessation, cease to use the distinctive initials and any designation to which he may have been entitled, either personally or on his letterheads or elsewhere and shall forthwith be prohibited to use the Institute's certificate of Membership immediately.

## **27. REINSTATEMENT OF MEMBERSHIP**

The Board may reinstate any person who has for any reason ceased to be a Member of the Institute, on such terms and conditions as the Board, in its absolute discretion, may determine.

## 28. \*\*\*DISTINCTIVE ABBREVIATIONS TO DENOTE CATEGORY AND LEVEL OF TECHNICAL MEMBERSHIP

28.1 A Member shall at all times identify his category and level of Membership and the following abbreviations shall denote such category and level of Membership:

### SENIOR ASSOCIATE MEMBER (SAIMFO)

	FINANCE	AUDIT	RISK MANAGEMENT
Higher Education Qualification	At least NQF level 7 Qualification in fields of Accounting, Finance or Economics AND must have passed Accounting III OR Chartered Accountant (SA) In addition to the requirements above the Municipal Finance Management Act No. 56 of 2003 Minimum Competency Level. (Budget above R500 Mil)	At least NQF level 7 Qualification in fields of Auditing, Risk, and Compliance AND must have passed Auditing III OR/AND Certified Internal Auditor Certified Fraud Examiner or Related	At least NQF level 7 Qualification in fields Risk, and Compliance AND must have passed Risk Management III OR/AND Certified Risk Practitioner (National Treasury) or Equivalent
Work Related Experience	Minimum of 7 years at senior management and middle management levels, of which 2 must be at senior management level within the Public sector.	Minimum of 7 years at senior management and middle management levels, of which 2 must be at senior management level	Minimum of 7 years at senior management and middle management levels, of which 2 must be at senior management level
Membership Fee	per annum (1 April – 31 March)		

### ASSOCIATE MEMBER (AIMFO)

	FINANCE	AUDIT	RISK MANAGEMENT
Higher Education Qualification	At least NQF level 6 qualification in fields of Accounting, Finance or Economics and must have passed Accounting III OR Certificate in Municipal Financial Management (SAQA Qualification ID No. 48965) and must have passed Accounting III In addition to the requirements above the Municipal Finance Management Act No. 56 of 2003 Minimum Competency Level. (Budget below R500 Mil)	At least NQF level 6 Qualification in fields of Auditing, AND must have passed Financial Accounting III/Internal Auditing III OR Certificate in Municipal Financial Management (SAQA Qualification ID No. 48965) and must have passed Financial Accounting III / Internal Auditing III	At least NQF level 6 Qualification in fields of Risk, AND must have passed Risk Management OR Compliance management and must have been Accredited as Compliance Practitioner
Work Related Experience	Minimum of 5 years' experience at middle Management Level within the Public sector.	Minimum of 5 years' experience at middle Management Level	Minimum of 5 years' experience at middle Management Level
Membership Fee	per annum (1 April – 31 March)		

**LICENTIATE MEMBERSHIP (LIMFO)**

	<b>FINANCE</b>	<b>AUDIT</b>	<b>RISK MANAGEMENT</b>
<b>Higher Education Qualification</b>	At least NQF level 5 Qualification in fields of Accounting, Finance or Economics and must have passed Accounting II	At least NQF level 5 Qualification in fields of Auditing/Internal Auditing II, Compliance AND must have passed Auditing II/Internal Auditing II	At least NQF level 5 Qualification in fields of Risk and Performance Management AND must have passed level II Risk and performance management
<b>Work Related Experience</b>	Minimum of 4 years of which at least 1 year must be at middle management level and at least 3 years at any level in a role related to the position of the official OR 6 years at any level in a role related to the position of the official within the Public sector.	Minimum of 4 years of which at least 1 year must be at middle management level and at least 3 years at any level in a role related to the position of the official OR 6 years at any level in a role related to the position of the official	Minimum of 4 years of which at least 1 year must be at middle management level and at least 3 years at any level in a role related to the position of the official OR 6 years at any level in a role related to the position of the official
<b>Membership Fee</b>	per annum (1 April – 31 March)		

**JUNIOR MEMBERSHIP (JIMFO)**

	<b>FINANCE</b>	<b>AUDIT/RISK MANAGEMENT</b>
<b>Higher Education Qualification</b>	Completed Grade 12 (NQF level 4)	Completed Grade 12 (NQF level 4)
<b>Work Related Experience</b>	In-Service of local or related authority	In-Service of local or related authority
<b>Membership Fee</b>	per annum (1 April – 31 March)	

**GENERAL MEMBERSHIP (GIMFO)**

	<b>FINANCE</b>	<b>AUDIT/RISK MANAGEMENT</b>
<b>Who can apply? (Any person/s who is involved in finance matters but do not have a finance related qualification)</b>	Municipal Finance Officers Chief Financial Officers Municipal Managers Mayors and MMCs Councillors who are Finance Portfolio Members or who have served at least 2 years as a Finance Portfolio member Officials in a related institution involved in financial matters Officials in the private sector involved in municipal finance	Municipal Auditing Officers Municipal Managers Mayors MMCs Corporate Service and Performance, Monitoring and Evaluation MPAC Chairperson Councillors/Officials who are members of an Audit Committee or who have served at least 2 years as an auditing Portfolio member Officials in a related institution involved in auditing matters Officials in the private sector involved in municipal auditing
<b>Membership Fee</b>	per annum (1 April – 31 March)	

**REGISTERED STUDENT**

	<b>FINANCE</b>	<b>AUDIT/RISK MANAGEMENT</b>
<b>Higher Education Qualification</b>	A person who is fulltime studying in Finance/Auditing related qualification at a tertiary institution and who is studying to become a Technical member of the Institute	
<b>Membership Fee</b>	per annum (1 April – 31 March)	

28.2 No other abbreviations or letters shall be used to denote or purport to denote Membership of the Institute.

28.3 Any Member who professes that he holds another category and/or level of Membership than to which he has been admitted, shall be guilty of misconduct.

**\*\*\*Distinctive Abbreviations to denote category and level of Technical membership will be reviewed to be in-line with New CIGFARO Qualification Framework.**

**29. Student Society**

29.1 The Student Society is reserved for individuals who are full-time students studying internal audit at a recognized academic institution, and who are not currently employed. Student Membership is limited to a maximum of a five-year duration including an internship, served under the auspices of the academic institution or a municipality in finance or related profession, for a maximum of 24 months. On completion of the degree, the Student member must apply to be upgraded to the appropriate membership category. Members in this category do not have voting rights.

29.2 The members in different academic institution can form regional committees per province which includes representatives from all the academic institutions in that province. the chairpersons of committees from all the provinces will meet quarterly to discuss crucial issues concerning student's members and one member from the central committee of chairpersons will represent the students at the board to report on student issues. the student member representative at the board will have no voting powers and is not liable in terms of the company's act like other board members.

### **30. TRANSITIONAL ARRANGEMENTS**

30.1 The Board is, in the interim, empowered to consider processes of dealing with the following areas during the transitional period:

30.1.1 Elevation of members to fellowship, subject to a set criteria;

30.1.2 Creation of the student Chapter; and

30.1.3 Inclusion of Performance Management Practitioners in the professional technical category levels.

AGM Electronic approval: 16 May 2018

Signature: President



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