

# **INDEX TO THE CONSTITUTION OF THE SOUTH AFRICAN HELLENIC EDUCATIONAL AND TECHNICAL INSTITUTE**

**INCLUDING AMENDMENTS OF THE ANNUAL AND SPECIAL GENERAL MEETING OF 3 JUNE 2015**

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WHEREAS on the initiative of the Hellenic Community of Johannesburg and Witwatersrand the South African Hellenic Education and Technical Institute was formed in 1950 and a constitution was adopted which has been amended from time to time;

AND WHEREAS the school envisaged therein has been established and now consists of a Play School, Pre-Primary, Primary and Senior Schools;

AND WHEREAS it has become necessary to amend the constitution in order to cater for the new circumstances which have arisen;

AND MINDFUL that the immovable property of the INSTITUTE and the funds necessary for the building of the school, the development of the grounds and the equipping of the school have been in the main contributed by the members of the Hellenic community in South Africa and that it is necessary to secure that the property and the school should remain under the control of the members of the Hellenic communities in South Africa.

NOW THEREFORE the South African Hellenic Education and Technical Institute (hereinafter referred to as the INSTITUTE) adopts what appears hereunder as its Constitution.

## CONSTITUTION OF THE INSTITUTE

The motto of SAHETI (as hereinafter defined) shall be:

ΓΝΩΘΙ ΣΑΥΤΟΝ

KNOW THYSELF

And its emblem shall be:



The Schools established by the Institute from time to time shall make use of the same emblem, except and provided that the emblem shall be adapted to include the word "SCHOOL" after the word "SAHETI"

1. **DEFINITIONS**

For the purposes of this Constitution the following words shall mean:

**ALUMNUS or  
ALUMNA**

A student who attended or graduated from SAHETI.

**BOARD:**

The Board consisting of elected, nominated, co-opted and ex-officio members established in terms of Clause 16 hereunder

**DAYS:**

All reference to days in this Constitution shall be deemed to be “working days” i.e. all ordinary days excluding Saturdays, Sundays and Public Holidays

**EXECUTIVE:**

The committee consisting of BOARD members established in terms of Clauses 16.5, 16.6 and 16.7

**EXTRAORDINARY**

**GENERAL MEETINGS:** Meetings convened in terms of Clause 18.2 hereunder

**FEDERATION:**

The Federation of Hellenic Communities and Societies of South Africa

**HEAD OFFICE:**

Shall be the head office of the INSTITUTE located at SAHETI SCHOOL, Civin Drive, Senderwood 2145, Bedfordview

**IMMOVABLE  
PROPERTY:**

The land presently registered in the name of the INSTITUTE being RE of portion 2 of the farm Bedford Registration Division 68 I.R TRANSVAAL, measuring 290539 square metres and any other immovable property which may be acquired by the INSTITUTE

**INSTITUTE:**

The South African Hellenic Educational and Technical Institute

**PROXY:**

Votes cast by means of the procedure as set out in Clause 18.15.2

**SAHETI:**

The schools established by the INSTITUTE

**SAHETI  
ASSOCIATIONS:**

The committees, including but not limited to those mentioned hereunder, which function as support groups for SAHETI and who have filed their constitutions and/or registration certificates with the HEAD OFFICE, after having been approved by the Board, namely:

the SAHETI Parent Teachers Association of the Pre-Primary School and Play School;

the SAHETI Parent Teachers Association,

the SAHETI Ladies Committee;

the SAHETI Alumni Association which association is about to be formed consisting of pupils who have matriculated at SAHETI;

and

the SAHETI Foundation, which is the body established in terms of section 21 of the Companies Act No 61 of 1973.

**SAHETI TRUST**

**FUND:** The fund to be established by the Board of the INSTITUTE for the furtherance of the MAIN PURPOSE of the INSTITUTE

**SPECIAL GENERAL**

**MEETING:** Meetings convened in terms of Clause 18.2 hereunder

**SEC:** The SAHETI Electoral Committee constituted in terms of Clause 17 of this Constitution

2. **MAIN PURPOSE**

The MAIN PURPOSE of the INSTITUTE shall be:

- 2.1. to further develop, maintain and improve SAHETI;
- 2.2. to establish other schools with the same MAIN PURPOSE and OBJECTIVES;
- 2.3. to provide education primarily for HELLENIC children and others, with special emphasis on the teaching of the Greek language and culture;
- 2.4. to teach Greek as a compulsory subject for all its scholars;
- 2.5. to promote Greek culture, the spirit of Hellenism and the Greek Orthodox faith, whilst according to everyone the right to freedom of conscience, religion, thought, belief and opinion.

3. **OBJECTIVES**

In pursuance of its Main Purpose the INSTITUTE shall have the following objectives:

- 3.1. to further establish, erect, build, carry on and conduct on its property and any other properties which the INSTITUTE may acquire, one or more schools, playschools and pre-primary schools, post matriculation colleges and hostels;
- 3.2. to provide for the benefit of the community, the holding of classes, lectures, examinations, research tests, experiments, public and private meetings and conferences, which may be calculated, directly or indirectly, to advance the cause of general education and technical knowledge, or of the arts, crafts and sciences generally;
- 3.3. to provide further buildings for the purpose of the INSTITUTE and/or SAHETI, including houses, colleges, halls, hostels, rooms, and other places; and to permit the same or any part thereof to be used for such purposes, whether private or public, and on such conditions as the INSTITUTE shall think fit, and in particular for the conduct therein of classes, lectures, arts and crafts exhibitions, public meetings, libraries, reading and writing rooms, concerts, and hostels for students, school

masters, and others employed at the hostels, or in connection with any of the undertakings of the INSTITUTE.

- 3.4. to provide and maintain facilities associated with any sports as required by SAHETI from time to time;
- 3.5. to arrange meetings and other gatherings of a social, sporting or recreational nature as may be conducive to the welfare of the scholars and others;
- 3.6. to purchase or otherwise acquire immovable property, or any estate or interest therein; to improve, manage, develop, exchange, lease and mortgage such property;
- 3.7. to purchase, otherwise acquire or sell movable property, furniture, fixtures, fittings, equipment and other articles and effects necessary for the proper functioning of the schools and hostels;
- 3.8. should any of the IMMOVABLE PROPERTY at any time become unsuitable or unnecessary for the purposes of the INSTITUTE; to dispose of, turn to account, sell or otherwise deal with all or any portion of the IMMOVABLE PROPERTY at such times and in such manner as may be deemed fit, subject however to the provisions of Clause 21 below and the proceeds to be used as provided for in Clause 4 below;
- 3.9. to establish the SAHETI TRUST FUND in such form as the INSTITUTE may deem fit for the furtherance of the MAIN PURPOSE.

#### **4. USE OF THE INSTITUTE'S FUNDS AND ASSETS**

The income and property of the INSTITUTE shall be applied solely towards the promotion of the Objectives of the INSTITUTE as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the INSTITUTE, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the INSTITUTE, or to any member thereof in return for any service rendered to the INSTITUTE.

#### **5. LEGAL PERSONA**

5.1. The institute is a corporate body and shall be entitled as such:

5.1.1. To sue or to be sued in its corporate name and to appear or be cited as such before any competent body or lawful authority, and in its corporate name to transact, manage and conduct the business and affairs of the INSTITUTE in all matters arising thereunder or thereout;

5.1.2. in its corporate name to hold title to and receive transfer in any deeds registry of any immovable property or rights therein;

5.1.3. in its corporate name to execute, pass and register Mortgage Bonds or any other documents registerable in a Deeds Registry.

5.2. The institute is a Public Benefit body in terms of Section 30 of the Income Tax Act No 58 of 1962, as amended.

6. **WINDING UP AND DISSOLUTION**

- 6.1. The INSTITUTE may be wound up at a SPECIAL GENERAL MEETING as provided for in Clause 21.
- 6.2. If, upon Winding Up or Dissolution of the INSTITUTE, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the said property shall not be offered to or distributed among the members of the INSTITUTE, but shall be given or transferred to the FEDERATION, and failing it, then to some other Hellenic institute or association in South Africa having objectives similar to those of the INSTITUTE, and failing them, then to some other Hellenic association or by the individual members thereof and failing them, the Greek State. In the event of such Winding Up or Dissolution there shall be no monetary contribution made by any member of the INSTITUTE.

7. **PATRONS**

The Ambassador of Greece and The High Commissioner of Cyprus in South Africa, and the Archbishop of the Greek Orthodox Church of Johannesburg and Pretoria, appointed by the Patriarchate of Alexandria, Egypt, shall be Patrons of the INSTITUTE.

8. **LIFE VICE-PRESIDENTS**

The following shall be Life Vice-Presidents:

- 8.1. Any person who has hitherto been appointed a Life Vice-President.
- 8.2. Wherever in the opinion of the BOARD, by a two-thirds (2/3) majority, a member has made a substantial contribution towards the achievement of the objectives of the INSTITUTE, it may recommend to a GENERAL MEETING that such member be appointed a Life-Vice President of the INSTITUTE. Such Life Vice-Presidents shall be elected by a two-thirds (2/3) majority at a GENERAL MEETING and once so elected shall be entitled to attend all meetings of the BOARD in an advisory capacity, and shall at all times be accorded recognition for their contributions towards the achievement of the INSTITUTE's objectives.

9. **MEMBERSHIP**

- 9.1. There shall be Foundation Members, Life Members and Ordinary Members of the INSTITUTE, whose names shall be entered in the Members' Register which will be placed before the BOARD for verification from time to time. No person or association can be a member in more than one category or have more than one vote in any category.
- 9.2. Notwithstanding anything to the contrary contained herein, a member of the INSTITUTE shall cease to be a member of the INSTITUTE whether permanently or for such period and/or on such terms and conditions as the BOARD may determine, if:
- 9.2.1. he/she has in any way failed or refused to comply with, observe or adhere to such rules and regulations as are made by the BOARD and communicated

to members of the INSTITUTE, or as are applicable to any such member of the INSTITUTE from time to time; or

9.2.2. he/she is any way, in the opinion of the BOARD, causing harm to the INSTITUTE or any part thereof including any of the SAHETI ASSOCIATIONS; or

9.2.3. through his/her actions or conduct is, in the opinion of the BOARD, bringing the INSTITUTE or any part thereof including any of the SAHETI ASSOCIATIONS into disrepute; and

9.2.4. the BOARD has resolved that such member shall no longer be a member of the INSTITUTE whether permanently or for such period and/or on such terms and conditions as the BOARD may determine, provided that:

9.2.4.1. the members of the BOARD, including the member of the INSTITUTE concerned ("the affected member"), as well as such other person/s as the BOARD may deem necessary, shall have been given no less than 5 (five) days' notice through any 2 (two) of the notice or communication methods described in clause 18.5.1, of the date, time and place of the meeting at which it is proposed that any of the contravention/s set out in 9.2.1, 9.2.2 and 9.2.3 above, and of the specific detail/s and nature of the contravention/s which will be placed before the BOARD for its consideration, decision and resolution, and that he/she may, should the affected member so wish, be personally heard and/or make written representations to the BOARD at such meeting; and

9.2.4.2. the support of a two-thirds (2/3) majority of the voting members of the BOARD shall be required in order for such resolution to be made or taken.

## 10. **FOUNDATION MEMBERS**

10.1. The following shall be Foundation members:

10.1.1. The Hellenic Community of Johannesburg and the Witwatersrand, in recognition of its historical contribution to the formation of and financial contribution to the INSTITUTE.

10.1.2. The Hellenic communities, brotherhoods, associations which, or persons who, as per the list annexed hereto have hitherto contributed to the funds of the INSTITUTE.

10.1.3. Any further Hellenic communities, brotherhoods, associations or persons may apply to the INSTITUTE to become Foundation members upon contribution to the INSTITUTE, THE SAHETI TRUST FUND or any other SAHETI committee of R50 000.00 (which sum may be increased by a two-thirds (2/3) majority at a GENERAL MEETING), such application to be approved by a two-thirds majority of the BOARD.

10.2. When voting in the category of Foundation Membership, as provided for in 16.1.2, 17.5.3, 21.1 and 22.2 below, each Foundation Member shall be entitled to one vote.

10.3. The list mentioned in 10.1.2 shall also be kept at the HEAD OFFICE and shall be updated by the addition of any new Foundation Members, from time to time, as provided for in 10.1.3.

## 11. **LIFE MEMBERS**

11.1. Any Life Member of the INSTITUTE prior to the adoption of this Constitution as per the list annexed hereto shall continue to be a Life Member.

11.2. Whoever pays a sum of R10 000,00 to the INSTITUTE or the SAHETI TRUST FUND after the adoption of this Constitution shall become a Life Member of the INSTITUTE upon application to the BOARD such application to be approved by a two-thirds majority. A GENERAL MEETING by a two-thirds majority may from time to time vary this sum.

11.3. In addition, the BOARD by a two-thirds majority to be confirmed at an annual GENERAL MEETING, may confer Life Membership on any Hellenic community, brotherhood, association or person that has made a valuable contribution to the INSTITUTE, without requiring the contribution in 11.2 above to be or to have been paid.

## 12. **ORDINARY MEMBERS**

12.1. Every parent of a pupil attending SAHETI shall be an ordinary member whilst such pupil attends SAHETI, without paying a membership fee.

12.2. An alumnus or an alumna who matriculated from SAHETI School shall be an Ordinary Member of the INSTITUTE for life without paying a membership fee. An Alumnus or an Alumna who attended SAHETI School but who did not matriculate therefrom and who desires to become a member may apply, on a prescribed form to the INSTITUTE and may be admitted to Ordinary membership for life at the discretion of and subject to the approval of the BOARD.

12.3. Any other person desiring to become a member may apply, on a prescribed form to the INSTITUTE accompanied by the annual subscription fee of R50 00. To be admitted to Ordinary membership, such membership of the INSTITUTE shall be at the discretion of and subject to the approval of the BOARD.

12.4. The Board may increase the sum referred to in 12.3 above by a two-thirds majority of those present at the meeting to be confirmed at a GENERAL MEETING.

## 13. **REGISTER OF MEMBERS**

A Register of all members shall be kept at the HEAD OFFICE to be tabled at a meeting of the BOARD from time to time and updated by the BOARD as the need may arise.



14. **CERTIFICATES OF MEMBERSHIP**

14.1. Certificates of membership shall be issued to all Foundation Members and all Life Members by the BOARD.

14.2. All certificates shall be numbered in numerical progression.

15. **TRANSFER OF FOUNDATION MEMBERSHIP AND TRANSMISSION OF CERTIFICATES**

15.1. Any Foundation Member may transfer by testamentary disposition his Foundation Membership to any direct descendant (who shall not thereafter be entitled to transfer such membership in any manner whatsoever) where after such person shall be accorded the rights of the deceased.

15.2. In the absence of such testamentary disposition of any Foundation Member whose death occurred after the date of the adoption of this Constitution, any direct descendant may apply to the BOARD to be accepted as a Foundation Member in substitution of the Foundation Member, who shall not thereafter be entitled to transfer such membership in any manner whatsoever.

16. **THE BOARD**

16.1. The INSTITUTE shall be administered, managed and governed from its HEAD OFFICE by the BOARD which shall consist of the following members of the INSTITUTE.

16.1.1. Five members to be elected by the Life and Ordinary Members every two years on the basis of one member, one vote at the annual GENERAL MEETING.

16.1.2. Five members to be elected by the Foundation Members every two years on the basis of one Foundation Member, one vote at the annual GENERAL MEETING.

16.1.3. Two members to be appointed by the FEDERATION, and ONE MEMBER to be appointed by the HELLENIC COMMUNITY of Johannesburg and the Witwatersrand.

16.1.4. The Chairpersons or duly authorized representatives of the SAHETI ASSOCIATIONS shall be ex-officio members, and will serve for the period that they hold such office.

- 16.1.5. The most recent outgoing Chairperson of the Board shall, should the newly elected BOARD by a simple majority so resolve at the meeting referred to in Clause 16.5, hold office as an ex-officio, non-voting member of the Board for the immediately ensuing 2 (two) year period during which the newly elected BOARD holds office, or for such lesser period as he/she and the Board may agree at the meeting referred to in Clause 16.5.
- 16.1.6. The BOARD may co-opt not more than three members of the INSTITUTE to the BOARD on account of their special knowledge and experience in matters relating to the affairs of the INSTITUTE who shall have the right to attend meetings but who shall have no vote.
- 16.1.7. Any members co-opted in terms of Clause 16.1.6 above shall serve for a period at the discretion of the BOARD.
- 16.2. Within seven days of the announcement of the names of the elected members of the BOARD, the FEDERATION, the Hellenic Community of Johannesburg and the SAHETI ASSOCIATIONS shall notify the Secretary in writing of the names and addresses of their appointees on the BOARD.
- 16.3. The Chairperson, Treasurer and Secretary of the outgoing board shall continue to hold office until the new board has met and the new executive committee has been elected.
- 16.4. Within seven days thereafter the Secretary shall call a meeting of the Life Vice-Presidents and all persons elected and nominated in terms of Clauses 16.1.1, 16.1.2, 16.1.3 and 16.1.4 above giving seven days' notice at which the EXECUTIVE shall be elected.
- 16.5. The first meeting of the BOARD shall be chaired by the senior Life Vice-President present or such other person as the members of the BOARD may direct. The person chairing such meeting shall call for nominations by a proposer and seconder, seriatim, for the Chairperson, one or more vice-chairpersons as the meeting may decide, one of whom shall be given the specific responsibility of monitoring the Greek programme at SAHETI and who shall be the Deputy Chairperson, a treasurer, a secretary and an assistant secretary who when elected shall form the EXECUTIVE. Only BOARD members that have been a member of the BOARD for at least two years are eligible for election as Chairperson, save in the event that there are no such eligible past members of the BOARD.
- 16.6. Should there be more than one nomination for any of the positions on the EXECUTIVE, the Chairperson shall call for a secret ballot and announce the result.

- 16.7. When the EXECUTIVE has been elected the newly elected Chairperson shall then preside over the meeting.
- 16.8. The period of office of all the members of the BOARD shall be two years from the date of election. The retiring members shall in all instances be eligible for election, or re-nomination and re-appointment save that the Chairperson shall not be eligible for re-election as Chairperson for more than two consecutive terms.
- 16.9. A Member of the BOARD, who shall, without leave of absence from the BOARD be absent from three consecutive monthly meetings thereof, shall ipso facto cease to be a member of the BOARD.
- 16.10. In the event of a vacancy occurring at any time, for any reason, on the BOARD of a member elected in terms of Clause 16.1.1 or 16.1.2 above, the BOARD shall fill such vacancy, in seriatim, with the member of the INSTITUTE in the relevant category, who received the highest number of votes amongst the unsuccessful candidates. In the case of a vacancy occurring of a member appointed by the Hellenic Community of Johannesburg and the Witwatersrand or the FEDERATION in terms of Clause 16.1.3 above, the relevant body may appoint another member to the BOARD in his place. In all cases the member so appointed shall continue to hold office and be subject to the same conditions as the member of the BOARD whose seat shall have fallen vacant.
- 16.11. Notwithstanding anything herein to the contrary, a member shall cease to be a member of the BOARD if he/she:
- 16.11.1. ceases to be a member by virtue of the provisions of Section 69 of the Companies Act No. 71 of 2008, as amended from time to time; or
  - 16.11.2. shall have been convicted of any offence contained in Part 2 of the second schedule of The Criminal Procedure Act 51 of 1977, as amended from time to time, or of any offence that would prevent him/her from holding office; or
  - 16.11.3. is declared insolvent; or
  - 16.11.4. is declared to be of unsound mind; or
  - 16.11.5. resigns his/her office by notice in writing to the INSTITUTE; or
  - 16.11.6. is directly or indirectly interested in any contract with the INSTITUTE or participates in the profits of any contract with the INSTITUTE; provided, however that a member of the BOARD shall not vacate his/her office by reason of his/her having any interest in the profits or his/her being a member of any corporation which has entered into contracts with or done any work for the INSTITUTE if he/she shall have declared the nature of his/her interest in the manner required by the provisions of Section 75 of the Companies Act No. 71 of 2008, as amended from time to time, but the

member of the BOARD shall not vote in respect of any such contract or work or any matter arising therefrom.

16.12. The INSTITUTE may remove a member of the BOARD before the expiration of his/her period of office by a resolution which has been passed by at least 75% of such members entitled to vote as are present in person or by PROXY at a SPECIAL GENERAL MEETING.

16.13. Notwithstanding anything to the contrary contained herein, a member of the BOARD shall cease to be a member of the BOARD whether permanently or for such period and/or on such terms and conditions as the BOARD may determine, if:

16.13.1. he/she has in any way failed or refused to comply with, observe or adhere to such rules or regulations made by the BOARD and/or as are applicable to any member of the BOARD from time to time governing the roles, duties and responsibilities of members of the BOARD; or

16.13.2. is in conflict of interest, as provided for and detailed in Clause 24, or generally within the meaning of such term, or is in contravention of any of the provisions of such clause, or

16.13.3. consistently acts or conducts him/herself in a manner that is counter-productive to the INSTITUTE'S purpose and objectives; and

16.13.4. the Board has at a meeting of the BOARD, resolved that such member shall no longer be a member of the BOARD whether permanently or for such period and/or on such terms and conditions as the BOARD may determine, provided that:

16.13.4.1. the members of the BOARD, including the member of the BOARD concerned ("the affected member of the BOARD"), as well as such other person/s as the BOARD may deem necessary, shall have been given no less than 5 (five) days' notice through any 2 (two) of the notice or communication methods described in Clause 18.5.1, of the date, time and place of the meeting at which it is proposed that any of the contravention/s set out in Clauses 16.13.1, 16.13.2 and 16.13.3 above, and of the specific detail/s and nature of the contravention/s which will be placed before the BOARD for its consideration, decision and resolution, and that he/she may, should the affected member of the BOARD so wish, be personally heard and/or make written representations to the BOARD at such meeting; and

16.13.4.2. the support of a two-thirds majority of the voting members of the BOARD shall be required in order for such resolution to be made or taken, provided further that each of the processes referred to in Clause 16.12 and this Clause

16.13, may not be implemented in the alternative vis-à-vis the member of the BOARD concerned, in respect of the same event or contravention/s

- 16.14. The Chairperson shall preside at all meetings of the BOARD and, in his/her absence, the Vice-Chairperson shall act, with the powers and duties attaching to the Chairperson. In the event of the absence at any meeting of the Chairperson and Vice-Chairperson, the members of the BOARD present shall elect a Chairperson for that meeting.
- 16.15. The Treasurer shall be responsible for the supervision of the financial affairs of the INSTITUTE and he/she shall submit a report thereon at every monthly meeting of the BOARD, or whenever requested so to do by the BOARD. He/she or in his/her absence, the Chairperson or a Vice-Chairperson shall counter-sign all bank cheques and all negotiable instruments. He/she shall further supply to the Auditors of the INSTITUTE all such information as the Auditors may at any time require.
- 16.16. A meeting of the BOARD shall be held no less than 8 (eight) times per calendar year at such time and place as the BOARD may determine.
- 16.17. The Chairperson may convene a meeting of the BOARD at any time and shall also do so if requested in writing by three members of the BOARD.
- 16.18. All questions at meetings of the BOARD shall be decided on a vote, the majority binding the minority. In the event of an equality of votes at any meeting, the Chairperson in addition to a deliberative vote shall have a casting vote. Notwithstanding the foregoing, members constituting one third of the quorum present, shall be entitled to postpone the passing of any specific resolution until the next BOARD meeting, at which meeting such resolution shall be voted upon.
- 16.19. A quorum at a meeting of the BOARD shall be one half plus one of the number of the members of the BOARD excluding Life Vice-Presidents and co-opted members but in any event not less than seven members personally present and attending such meeting.
- 16.20. The members of the BOARD, notwithstanding anything to the contrary herein contained, shall continue to hold office until others shall have been elected in their stead.
- 16.21. The continuing members may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of members of the BOARD, the continuing members may act for the purpose of increasing the number of members to that number by summoning a GENERAL MEETING but for no other purpose.

- 16.22. The BOARD may delegate any of its powers to committees consisting of such member or members of the BOARD as they deem fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any mandate that may be given to them by the BOARD.
- 16.23. All acts by any Meeting of the BOARD or of a Committee of the BOARD or by any person acting as a member of the BOARD shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the BOARD
- 16.24. If any member of the BOARD be called upon to perform extra services or to make any special exertions, for any of the purposes of the INSTITUTE, the INSTITUTE shall re-imburse such member all expenses reasonably incurred by him/her in that regard.
- 16.25. Every member of the BOARD or of any Committee shall be indemnified by the INSTITUTE against, and it shall be the duty of the BOARD to pay, all costs, losses and expenses which any such member may lawfully and bona fide incur or become liable to be reason of any contract entered into or any act or deed done by him/her as such member in the discharge of his duties, provided such person is acting within his/her powers as defined by this Constitution or such conduct, act or deed has been duly authorized or ratified by the INSTITUTE or the BOARD.

17. **ELECTION OF MEMBERS TO THE BOARD**

- 17.1. The notice convening the first GENERAL MEETING after the adoption of this Constitution shall call for nominations of five members to be elected to the BOARD by the Foundation Members and five members to be elected to the BOARD by the Life and Ordinary Members. Any member to be elected to the BOARD by the Foundation Members need not be a Foundation Member.
- 17.2. Every nomination shall be in writing, signed by a proposer and a seconder whose names appear on the INSTITUTE's list of Members in the category for which the nomination is being made. The person nominated shall indicate his/her consent to accept office if elected by signing the nomination form. The nomination form containing such written consent shall be handed to, or posted or mailed electronically so as to reach the SEC at the HEAD OFFICE, at least fifteen days prior to the holding of the GENERAL MEETING. Members so nominated may accept nominations for election by the Foundation Members and accept nomination for election by the Life and Ordinary Members.
- 17.3. Ten days prior to the holding of the GENERAL MEETING the SEC shall publish the names of the persons nominated for BOARD membership by causing a list to be posted onto the main notice board of the Play School, Pre-Primary School, Primary and Senior Schools. The SEC may, at its discretion, cause the list of nominees to be published in any additional manner which the SEC deems fit.

17.4. The notice referred to in clause 17.3 shall set out the following minimum information:

- 17.4.1. the full names of each nominee together with a short *curriculum vitae* of the nominee which shall not exceed 100 words;
- 17.4.2. whether the nominee has been nominated for election as a Foundation Board Member or Ordinary Board Member, or both;
- 17.4.3. the date, time and venue of the GENERAL MEETING at which the election is to take place;
- 17.4.4. a recordal that each member has a right to vote for the nominees in person at the GENERAL MEETING or by special vote, and that such special vote is to be lodged with the SEC by no later than 16h00, three days prior to the holding of the GENERAL MEETING.

17.5. With regard to all elections:

- 17.5.1. they shall be administered by the SEC;
- 17.5.2. within one month after the AGM in the year preceding an election year, the Life Vice-Presidents shall convene a meeting and elect, from amongst themselves, one person to be the Chairperson of the SEC for the purposes of the forthcoming election. Such Chairperson of the SEC shall be the Chief Electoral Officer for the forthcoming election and shall appoint the remaining members of the SEC comprising the Bursar, the auditor of the INSTITUTE and up to three more officers, who need not be members of the INSTITUTE, one of whom shall be a legal practitioner with a minimum of ten years' experience as a legal practitioner. No nominee in the forthcoming election for a position on the BOARD shall be eligible to serve on the SEC. Should an officer of the SEC choose to be nominated for election in the forthcoming elections, such officer shall resign in writing from the SEC no less than 14 days prior to the publication of the list of nominees as provided for in clause 17.3 and the Chief Electoral Officer shall be entitled to appoint a replacement officer to the SEC;
- 17.5.3. the SEC shall conduct separate polls for those nominated by the Foundation Members and those by the Life and Ordinary Members;
- 17.5.4. the SEC shall prepare one or two ballots as necessary containing the names of the persons nominated in alphabetical order in respect of the nominees to be elected by the Foundation Members and those by the Life and Ordinary members;
- 17.5.5. every Foundation Member at the meeting shall vote for up to five members of the BOARD and every Life and Ordinary Member shall vote for up to five members of the BOARD and any ballot paper on which more votes than the prescribed number appear shall be invalid;

- 17.5.6. in the event that any nominee has been nominated for election by the Foundation Members and has also been nominated for election by the Ordinary Members, such nominee shall be entitled to stand for election on both ballots and the election by the Foundation Board Members shall take place first and should such nominee be voted onto the Board by the Foundation Members, such nominees' name shall be erased from the ballot for the election by the Life and Ordinary Board Members, whereafter the election by the Life and Ordinary Members shall take place;
- 17.5.7. Any member eligible to vote shall be entitled, at least three days before the meeting, to cast their vote by special vote. Such member shall obtain their ballot paper in respect of which he/she has the right to vote, from the S E C . Such ballot paper shall be completed, sealed and returned to the SEC to be included in the election. The sealed envelope may only be opened by the Chief Electoral Officer at the time of counting votes.
- 17.5.8. Any member of the INSTITUTE shall be entitled to declare a dispute concerning any election in writing fully setting out the grounds for the dispute and the member's representations regarding the dispute, addressed to the Chief Electoral Officer, within 48 hours after the election, failing which no dispute may be raised concerning the election. All disputes regarding the election shall be determined by the Chief Electoral Officer in consultation with the members of the SEC. The procedure for the determination of the dispute shall be in the discretion of the Chief Electoral Officer. The Chief Electoral Officer shall determine such dispute within 48 hours after having received a written declaration of the dispute. The decision of the Chief Electoral Officer shall be final and binding.
- 17.5.9. Notwithstanding the provisions of Clause 18.15.2, no proxies will be allowed for the purposes of voting for members of the board.
- 17.6. If no or insufficient nominations are received, the persons nominated shall be deemed to have been elected and the Chief Electoral Officer shall call for further nominations of members present, subject to their consent to accept office if elected, to fill the remaining vacancies. In the event of more persons having being nominated than are required to fill the remaining vacancies, a poll shall be taken following the same procedure set out in 17.5 above.
- 17.7. Any Foundation Member which is an association or corporate body shall be represented by its Chairperson, or failing such person, any other executive member duly authorized by the Chairperson.
- 17.8. Those elected shall be announced by the Chief Electoral Officer at the meeting, who shall also keep the list of candidates not elected in the order of precedence in accordance with the ballot and made known to the Chairperson after his/her election in order to fill vacancies in the event of death, disability or resignation.



17.9. The election of the members to the BOARD at subsequent GENERAL MEETINGS, after the first GENERAL MEETING referred to in Clause 17.1 above, will follow the same procedures as in Clause 17.1 to 17.8 above.

18. **GENERAL MEETINGS**

18.1. An annual GENERAL MEETING shall be held at the HEAD OFFICE once in every year in the month of April or as near to that month as the BOARD may decide.

18.2. The BOARD may whenever it deems fit, convene a SPECIAL GENERAL MEETING. An EXTRAORDINARY GENERAL MEETING shall be convened on a requisition of members of the INSTITUTE representing at the date of deposit of the requisition not less than one hundred (100) members of the INSTITUTE or in the case of Foundation Members not less than 10% of all Foundation Members. The requisition shall state the objectives of the meeting and shall be signed by the requisitionists and deposited at the HEAD OFFICE and may consist of several documents in like form, each signed by one or more requisitionists. If the BOARD does not, within twenty-one days of the deposit of the requisition proceed duly to convene a meeting, the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date. Any meeting convened under this section by the requisitionists shall be convened in the same manner as nearly as possible as that in which GENERAL MEETINGS are to be convened by the BOARD. If at such time there shall not be within the Gauteng Province sufficient members of the BOARD capable of acting to form a quorum, any member of the BOARD or any twenty members of the INSTITUTE may convene a SPECIAL GENERAL MEETING in the same manner as nearly as possible as that in which meetings may be convened by the BOARD.

18.3. No business shall be transacted at any GENERAL MEETING unless a quorum of members is present at the time when the meeting proceeds to business; save as is herein otherwise provided, one hundred (100) members personally present shall be a quorum.

18.4. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned for an hour, and at such adjourned meeting, the members present shall be a quorum.

18.5. Notice of a GENERAL MEETING shall be given in the following manner:

18.5.1. by letter duly stamped and addressed to the members at their last known address or by way of electronic mail to the members at their last known electronic mail address;

and

18.5.2. by publication of an abridged version of the notice calling the meeting in an issue of a Greek newspaper circulating in the Gauteng Province and by

publication in an issue of an English daily newspaper circulating in the Gauteng Province.

- 18.6. Such notice shall be published or sent at least four weeks prior to the date of the meeting and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.
- 18.7. Any notice, if given by post, shall be deemed to have been received by a member seven days after the date of posting to the last address communicated to the INSTITUTE by the member concerned, or received by a member on the day of transmission to the last electronic mail address communicated to the INSTITUTE by the member concerned, as the case may be. A notice by publication in a newspaper shall be deemed to have been given on the day on which the newspaper is issued.
- 18.8. Special business shall be all business except the consideration of Financial Statements and the Ordinary Report of the BOARD and of the Auditors, the election of members to the BOARD, and the fixing of remuneration of the Auditors.
- 18.9. The Chairperson of the BOARD shall preside at every meeting and in his absence or inability to act, the Deputy Chairperson of the BOARD shall preside and failing him, for any reason the meeting shall elect a member of the BOARD to act as Chairperson.
- 18.10. The business to be transacted at an Annual GENERAL MEETING shall be:
  - 18.10.1. To confirm the Minutes of the previous Annual GENERAL MEETING and any SPECIAL GENERAL MEETING held since such Annual GENERAL MEETING.
  - 18.10.2. To receive the Report of the BOARD dealing with its activities since the previous meeting.
  - 18.10.3. To deal with all matters arising out of such Report.
  - 18.10.4. To receive and consider Financial Statements which have been audited by a registered public auditor for the calendar year ending on the 31 December of the year previous to the holding of the Annual GENERAL MEETING.
  - 18.10.5. To deal with any Resolutions or special business brought before the meeting.
  - 18.10.6. To proceed with the election, if any, of members to the BOARD.
- 18.11. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned as aforesaid the Secretary shall, upon a date not later than two days after the adjournment, publish in a daily English newspaper circulating in the Gauteng Province a notice stating:

18.11.1. The time and place to which the meeting was adjourned.

18.11.2. The matter before the meeting at the time when it was adjourned and

18.11.3. The ground for the adjournment. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18.12. At any GENERAL MEETING a Resolution put to the vote of the meeting shall be decided on a show of hands, unless a secret ballot is demanded by not less than 25% of the members present at the meeting, and unless such secret ballot is demanded a declaration by the Chairperson that a Resolution on a show of hands has been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of the proceedings of the INSTITUTE shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against.

18.13. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson of the meeting at which the show of hands takes place, or at which the secret ballot is demanded, shall be entitled to a casting vote.

18.14. If the question of an adjournment shall arise, such question shall be determined forthwith by a show of hands. On any other question, a secret ballot may be demanded and shall be taken at such time as the Chairperson of the meeting directs. The demand for a secret ballot shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the secret ballot has been demanded.

18.15. On a secret ballot, which the Life Vice-Presidents present at the meeting together with such persons as the meeting may appoint shall conduct, votes may only be recorded by the following members:

18.15.1. Members present at the meeting who shall have signed their names in an Attendance Register which shall be kept at every meeting for the signatures of those members attending the meeting.

18.15.2. Absent members may vote by PROXY which shall specify how the absent member wishes the PROXY to vote on any specific resolution and in the event of any amendment to the resolution, whether the PROXY shall have a discretion to vote as he deems fit or whether the PROXY shall no longer be valid. Such PROXY shall be deposited at the HEAD OFFICE not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposed to vote, and in default the instrument of PROXY shall not be treated as valid. No instrument appointing a PROXY shall be valid after the expiration of six months from the date when it was signed, and no PROXY shall be used at an adjourned meeting which could not have been used at the original meeting.

An instrument appointing a PROXY may be in the following form, or in any other form which the BOARD shall approve.

**The South African Hellenic Educational and Technical Institute**

I, \_\_\_\_\_

of \_\_\_\_\_ being a member of the

INSTITUTE, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

as my PROXY to vote for me and on my behalf at the (Ordinary or Special, as case may be) GENERAL MEETING, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

With regard to resolution number \_\_\_\_\_ I require my PROXY to vote YEA/NAY (delete whichever is inapplicable) and in the event of the resolution being amended at the meeting, my PROXY may/may not (delete whichever is inapplicable) exercise his/her discretion during the voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

- 18.15.3. The result of the secret ballot shall be announced to the meeting by the Chairperson, and his announcement shall be final and binding on all members.
- 18.16. A Resolution duly passed by a majority of votes shall, notwithstanding anything to the contrary contained in these Regulations, be binding upon the INSTITUTE, but such Resolution shall not invalidate any prior act done by the BOARD under its powers.
- 18.17. Items for the Agenda for the Annual GENERAL MEETING may be submitted by any member of the INSTITUTE provided that they are in the hands of the Secretary at least four weeks before the holding of the meeting. The BOARD may, in its discretion, name or accept a lesser period of notice or it may refuse to accept any items submitted by any member, provided that the BOARD shall be obliged to accept and lay before the meeting a resolution which must be proposed by a member supported by a signed request of not less than fifty other members.
- 18.18. Adjournments of meetings shall be in accordance with the provisions of Clause 18.11 hereof.
- 18.19. All meetings shall be under the control of the Chairperson, and due decorum shall at all times be observed by the members. Any member failing at any meeting to observe a ruling of the Chairperson, may be ordered by the Chairperson to leave the meeting and such meeting may thereafter be continued in his absence.

19. **POWERS AND DUTIES OF THE BOARD**

19.1. The INSTITUTE shall be managed by the BOARD who may exercise all such powers of the INSTITUTE as are not by this Constitution required to be exercised by the INSTITUTE in GENERAL MEETING and/or SPECIAL GENERAL MEETING in order to meet the MAIN PURPOSE and OBJECTIVES of the INSTITUTE and shall have the powers set out hereunder.

Without prejudice to the aforesaid general powers the BOARD shall for the purpose of carrying out its MAIN PURPOSE and OBJECTIVES have the following powers:

- 19.1.1. To receive, collect and get in contributions and donations that may hereafter be made to the INSTITUTE either in money or other assets of whatever nature, whether movable or immovable, and to accept such contributions and donations for and on behalf of the INSTITUTE.
- 19.1.2. To engage one or more architects, quantity surveyors and building contractors for the erection of necessary buildings and to pay their remuneration.
- 19.1.3. To enter into any contracts, instruments, arrangements or releases which to the BOARD may appear expedient or proper.
- 19.1.4. To examine and approve at its sole discretion any constitution governing any committee or sub-committee including *inter alia* the SAHETI ASSOCIATIONS and to ensure that such constitution does not in any way conflict with this Constitution and provides that it shall not borrow any money on its own account without the consent of the BOARD. Such consent will not be granted by the BOARD if the sum proposed to be borrowed will cause the sum owed by the INSTITUTE to exceed the sum envisaged in Clause 20 hereof.
- 19.1.5. The BOARD may from time to time entrust to or confer upon one or more of their body such powers and/or authorities vested in them as they may think fit, and may confer such powers and/or authorities for such time and to be exercised for such objectives and purposes, and upon such terms and conditions and with such restrictions as they may think expedient, and they may confer such powers and/or authorities wither collaterally or to the exclusion of, or in substitution for, all or any of the powers and/or authorities of the BOARD in that behalf and may from time to time revoke or vary all or any of such powers and/or authorities.
- 19.1.6. To enter into any arrangement with any Government or Authority, central, provincial, regional, municipal or otherwise, and to obtain from any such Government or Authority any rights, concessions and privileges that may seem conducive to all or any one of the INSTITUTE's objectives.
- 19.1.7. To open and operate upon banking accounts, and to make, draw, accept, discount, execute and issue promissory notes, bills of exchange, bills of lading, debentures and other negotiable and transferable instruments.

- 19.1.8. To borrow, or raise, and secure the repayment of money, in such manner as the INSTITUTE shall think fit, and in particular by overdraft or loan from bankers or others, or by the issue of debentures charged upon, or secured by a conveyance to trustees or otherwise, of all or any part of the property and assets of the INSTITUTE, both present and future, and by passing Mortgage or Notarial Bonds for registration with the proper authorities, but subject to Clause 20 below.
- 19.1.9. To provide guarantees and to enter into contracts of suretyship, indemnification and insurance, but subject to Clause 20 below.
- 19.1.10. To invest and deal with moneys of the INSTITUTE not immediately required upon such terms and conditions as may from time to time be determined but limiting these investments to banks which are registered in terms of the Banks Act No. 94 of 1990, as amended from time to time, or any other equivalent Act.
- 19.1.11. To appoint, suspend and discharge managers, officials, secretaries, teachers, instructors, nurses, servants and other employees, and to fix and pay their remuneration.
- 19.1.12. To establish, maintain and operate a pension fund for the officials and employees of the INSTITUTE.
- 19.1.13. To determine and if necessary to make, alter, suspend or revoke rules for:
- 19.1.13.1. the methods and principles to be observed in the conduct and maintenance of the schools and hostels;
  - 19.1.13.2. the procedure and formalities for entrance to the said schools and hostels;
  - 19.1.13.3. the fees payable by entrants to the schools and hostels for instruction and for board and residence, and the waiver of such fees in appropriate cases;
  - 19.1.13.4. the age limits of students entering and leaving the schools and hostels;
  - 19.1.13.5. the award of bursaries and scholarships and other prizes;
  - 19.1.13.6. the suspension or expulsion of students; and
  - 19.1.13.7. the charges, if any, payable for attendance at lectures, arts and crafts and other exhibitions, and technical scientific and agricultural experiments or operations.
- 19.1.14. To employ agents to transact business on behalf of the INSTITUTE which may be necessary or may thereby be more conveniently or more advantageously transacted and to pay their expenses and remuneration.

19.1.15. To pay or refund any sums or expenses necessarily incurred on behalf of the INSTITUTE.

19.1.16. To enforce, compromise or abandon claims in favour of the INSTITUTE; to resist, compromise or pay claims made against it; and to engage attorneys and counsel on its behalf and to pay their fees and disbursements.

19.1.17. To enter into agreements of lease of not more than ten years on such terms and conditions as the BOARD may deem fit.

19.1.18. To adopt any written agreement of lease between the Greek Sporting Club and the INSTITUTE and the oral lease at the will of the INSTITUTE on the portion of the INSTITUTE's property presently occupied by the Hellenic Boy Scouts and Girl Guides whilst operating as such.

19.1.19. To enter into agreements of lease with any Hellenic association for the use of any portion of the INSTITUTE's land on such terms and conditions as the BOARD may decide and thereafter to be approved at a GENERAL MEETING.

19.1.20. Generally to exercise all such powers as are necessary, incidental or conducive to the carrying out of the objectives of the INSTITUTE and the powers herein before set forth

19.2. A Resolution by the BOARD certified as correct by the Chairperson, or in his/her absence the Deputy Chairperson authorizing the BOARD, or any member thereof to do any act or thing on behalf of the INSTITUTE, or to sign and execute any agreement or other document for and on behalf of the INSTITUTE, shall or may be in all circumstances accepted by any person, firm, or company, the Registrar of any Deeds Registry and by any public or local authority, or any official thereof, as sufficient proof that the INSTITUTE has authorized the acts and things therein referred to, and no person shall be put upon enquiry as to whether the INSTITUTE is or is not acting within its objectives, or whether the BOARD or any member thereof acting or proposing to act on behalf of the INSTITUTE, has or has not been empowered so to do by the INSTITUTE. The BOARD shall cause minutes to be made in books provided for that purpose,

19.2.1. of all appointments made by the BOARD;

19.2.2. of the names of the members of the BOARD present at each meeting of the BOARD and of any committee of the BOARD;

19.2.3. of all Resolutions and proceedings at all meetings of the INSTITUTE and of the BOARD, and of committees of the BOARD, and every member of the BOARD present at any meeting of the BOARD in a book to be kept for that purpose.

19.3. The BOARD may pass a resolution other than at a BOARD meeting. In such case, the Chairperson or at his request the Secretary shall endeavour to contact all BOARD members. A resolution may be passed if 75% of BOARD members entitled to vote are in agreement. Each BOARD member must confirm his/her vote by means of electronic mail, telefax, letter, telegram, or telex. The resolution and the results thereof must be minuted at the next meeting of the BOARD.

20. **LIMITATION OF BORROWING POWERS OF THE INSTITUTE**

20.1. The Board may from time to time raise, borrow or guarantee on behalf of the INSTITUTE up to a cumulative total of 25% of the INSTITUTE's annual budgeted income for the year in which the borrowing or guarantee will first become effective, in order to finance the running expenses of SAHETI.

20.2. Henceforth and save as is provided in 20.1 above, the BOARD shall not raise or borrow any further funds for the purposes of the INSTITUTE, nor mortgage, pledge or otherwise hypothecate the IMMOVABLE PROPERTY, without the authority of a two-thirds majority of all the members present at a GENERAL MEETING.

20.3. Notwithstanding the provisions of 20.2 above, the BOARD may change lenders and/or bondholders without reference to a GENERAL MEETING.

21. **LIMITATION OF THE POWERS OF THE BOARD**

21.1. After consultation with the majority of the available patrons and Life Vice-Presidents and despite the general powers which it has, the BOARD shall not have the power to dispose of the IMMOVABLE PROPERTY, or to wind itself up, except by a special resolution passed at a SPECIAL GENERAL MEETING. This resolution must be agreed to by 75% of the quorum. For the purposes of this resolution a quorum shall consist of at least 75% of all Foundation Members in number and at least 50 Life and Ordinary Members present and voting at the same meeting on a distinctive separate ballot.

21.2. If, at the SPECIAL GENERAL MEETING mentioned in Clause 21.1 above, the necessary quorums are not present then another SPECIAL GENERAL MEETING will be reconvened by formal notice calling for a meeting to be held at a date not less than one month or more than six weeks from the date of the original meeting. For a resolution to be passed at this meeting, the requirements of Clause 21.1 shall *mutatis mutandis apply*.

21.3. If any one of the above-mentioned quorums referred to in Clause 21.2 is not present then, a new meeting will be reconvened by a formal notice calling for a meeting to be held at a date not less than one month or more than six weeks from the date of the original meeting. The agenda for the reconvened meeting cannot be varied from that of the original meeting. The numbers there present shall constitute the necessary quorums.

22. **AMENDMENTS TO THE CONSTITUTION**

22.1. No amendment to the Main Purpose as set out in Clause 2 of this Constitution shall be made.



22.2. The provisions in Clause 21 relating to the selling and disposal of the IMMOVABLE PROPERTY and Clause 20.1 above cannot be amended without 75% of Foundation Members present, in number, voting in favour, separately from Life and Ordinary Members and 75% of the Life and Ordinary Members voting in favour at the same meeting on a distinctive separate ballot.

22.3. Any rights conferred to Foundation Members in this Constitution shall not be altered except by the same procedure as set out in 22.2 above

22.4. Save as aforesaid in 22.2 and 22.3 above, the Constitution may be amended at a SPECIAL GENERAL MEETING by a two-thirds majority of all the members present at the meeting.

### 23. **THE SAHETI ASSOCIATIONS**

The SAHETI ASSOCIATIONS shall aim to promote the main purpose and objectives of the INSTITUTE and of SAHETI, and in the course and scope of the pursuance of the main purpose and objectives, each SAHETI ASSOCIATION and/or its members and/or office bearers shall at all times:

23.1. abide by the guidance and/or directions of the BOARD in respect of any matter;

23.2. follow and implement the directions and/or requirements of the BOARD and shall if so directed by the BOARD and, as provided for and envisaged in 19.1.4 above, amend, vary correct or replace any Constitution, Rules, Regulations or powers applicable to any such SAHETI ASSOCIATION, and/or its members and/or office-bearers, from time to time;

23.3. take all such steps and perform all such actions as are necessary and/or as directed or required by the BOARD from time to time in order to give effect to the provisions of this Constitution;

23.4. ensure that its members and/or office bearers comply with and in the course and scope of their duties, observe and seek to implement and promote the MAIN PURPOSE and OBJECTIVES of the INSTITUTE, and to observe and implement, as the case may be, all such rules, regulations and requirements whether issued by such SAHETI ASSOCIATION or by the BOARD and in the case of any conflict or discrepancy between any rules, regulations or directives made or issued by the BOARD or any SAHETI ASSOCIATION, those made or issued by the BOARD shall prevail.

24. **CONFLICT OF INTEREST**

A Member of the BOARD shall:

- 24.1. not either directly or indirectly use his/her BOARD membership for personal, political, or financial advancement or gain; or
- 24.2. not solicit any gift, reward, compensation, or payment in return for making a recommendation, advancing an agenda or for making a recommendation or casting or influencing a vote;
- 24.3. not receive or obtain or attempt to receive or obtain anything of value, whether by contract or otherwise, qua member of the BOARD, unless it is received:
  - 24.3.1. as a result of a contract accepted after a public bid or under circumstances described in Clause 16.11.6; or
  - 24.3.2. in public recognition of service or achievement; or
  - 24.3.3. as a BOARD stipend, reimbursement or expense allowed by law or elsewhere in this Constitution or within any rules or Regulations determined by the BOARD from time to time, for official duties performed as a member of the BOARD;
  - 24.3.4. and the Member of the BOARD has made full disclosure thereof to the BOARD.
- 24.4. either recuse and/or remove him/herself from BOARD deliberation, or agree to do so when required to do so by a majority of the members of the BOARD, when necessary in order to avoid either the appearance and/or possibility of, or an actual conflict of interest.
- 24.5. avoid any conduct that may or is calculated to lead to or cause a conflict of interest between the INSTITUTE and/or SAHETI and/or the community, or any combination thereof.

**Adopted at the SPECIAL GENERAL MEETING of SAHETI on:**

**Wednesday 3 June 2015**

**Certified a true copy of the original**



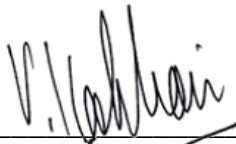
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N Kokkoris  
Chairman



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G Bizos  
Life Vice President



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V Kokkoris  
Life Vice President