

Internet of Things Industry Council of South Africa (IOTIC SA)

Constitution

Version 1

Adopted at Johannesburg on DATEDATE

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1.Name

- 1.The Council hereby constituted will be called **IOT Industry Council**, and in this document “the Council”.
- 2.Its shortened name and official abbreviation will be “**IOTIC**” or where there may be geographic representation confusion, “**IOTICSA**”.

3.Interpretation

- 4.In this Constitution the term “Internet of Things” shall mean a technology or set of technologies comprising devices, connectivity and data processing that is intended to provide visibility into physical environment or control over physical systems via Internet-connected intelligent systems.

5.Body Corporate

- 6.The Council shall be a juristic entity which shall:
 - 1.Exist in its own right, separately from its members.
 - 2.Continue to exist even when its membership changes and there are different office bearers.
 - 3.Be capable of owning property and other possessions and dealing with same.
 - 4.Be capable of acquiring rights and incurring obligations.
 - 5.Be able to sue and be sued in its own name.

6.Objectives

- 7.The Forum is an industry-representative body for the IOT systems development, operation and integration industry (“the industry”) and operates as an independent non-profit organisation registered under the Non-Profit Organisations Act, No. 71 of 1997.
- 8.The Council’s main objectives are to
 - 1.provide a forum for the promotion and furthering of the interests of the industry and its members;
 - 2.provide a vehicle for active co-operation and dispute resolution within the industry;
 - 3.create and maintain a Code of Conduct and ethical business practices; and
 - 4.co-ordinate, regulate and enforce technical and legal standards relating to IOT solution deployment and in this regard to interact with the regulatory authorities, other licensees and stakeholders.
- 9.The Council’s secondary objectives will be to:
 - 1.develop technical capacity and expertise relating to the industry; and
 - 2.provide regulatory advice and make submissions to relevant industry bodies; and
 - 3.register as an Industry Representative Body in terms of the Electronic Communications and Transactions Act, No. 25 of 2002.
- 10.The Council explicitly acknowledges the need to ensure compliance with competition law and regulation in seeking to promote lawful competition in the provision of IOT services.

11. Income and Property

12. The Council will keep a record of its assets and liabilities.

13. The Council may not give any of its assets to its members or office bearers.

14. Notwithstanding clause 5.2 above the Council may pay reasonable remuneration to any member or office bearer that has provided goods or services to the Council on receipt of a proper invoice and subject to verification of the receipt of the goods or services.

1. A member of the Council will only be reimbursed by the Council in respect of reasonable expenses that she or he has paid for or on behalf of the Council.

2. The onus is on such member to obtain prior written approval for such expenditure from the Executive Committee.

3. Where circumstances dictate that it is not possible to obtain prior approval for the incurring of reasonable expenses the member shall as soon as possible thereafter approach the Executive Committee with full details of the expenditure and the reasons for which it was incurred.

15. Members or office bearers of the Council shall not have any rights in respect of the property of the Council.

16. Membership

17. A member is an organisation that applies to and joins the council in one of the membership categories, and is represented by a nominated and authorised individual who shall be able to cast votes on behalf of the company (if a Full Member) or otherwise represent the interests of the member. A member may substitute the nominated individual by sending a notification to this effect to the executive committee.

18. Membership of the Council is open to technology providers operating within the boundaries of the Republic of South Africa as well as entities and institutions from related fields and disciplines which have completed the application form and paid the joining fee (if applicable) or followed such other application procedure as may be adopted by the Executive Committee of the Council.

1. Acceptance or refusal of applications for membership is at the discretion of the Executive Committee, although a decision to refuse membership must be accompanied by the reasons therefor.

19. All new members will be considered to be Probationary Members for the first 3 (three) months of their membership or until they have confirmed compliance with the Council's Code of Conduct.

1. Probationary Members who are not compliant with the Council's Code of Conduct at the end of the 3 month period may apply in writing, giving full reasons for the continuing non-compliance, for a further extension of 1 (one) month within which to attain compliance. The grant or refusal of such an extension shall be entirely within the discretion of the Executive Committee. No more than 1 (one) application for extension will be granted per Probationary Member.

2. Probationary Members will be entitled to attend meetings of the Council, but may not vote at such meetings or serve on the Executive Committee or any working groups.

20. There shall be the following categories of membership:

1. Full Members

1. This category will include network operators, device manufacturers, software systems developers and suppliers and integrators of such systems who have confirmed compliance with the Council's Code of Conduct.

2. This category of members will be entitled to attend meetings of the Council.

3. This category of members will have voting rights at Council meetings, except for those Full Members who are exempt from paying membership fees.

4. Members in this category may be elected to the Executive Committee, and may serve on working groups constituted by the Executive Committee.

2. Associate Member:

1. This category will include members not specifically catered for above and who have confirmed compliance with the Council's Code of Conduct, and shall include but not be limited to:

1. Non-profit organisations with an interest in the IOT industry;
2. Research entities with an interest in the IOT industry;
3. Government organisations with an interest in the IOT industry;
4. Other industry associations.

2. This category of members will be entitled to attend meetings of the Council.

3. This category of members will not have voting rights at Council meetings.

4. Members in this category may not be elected to the Executive Committee, however they may serve on working groups constituted by the Executive Committee, but a working group cannot consist of only Associate Members. The Executive Committee shall have the authority to consider applications for membership from persons who provide IOT services or have an interest in such services in other countries. If accepted, such members shall be considered to be Associate Members.

3. Individual member

1. This category will include members wishing to observe the activities of the Council, and gain access to Council resources or be invited to Council events restricted to this category of member, who have confirmed compliance with the Council's Code of Conduct, and shall include but not be limited to:

1. Individuals howsoever affiliated with an interest in the IOT industry;
2. Researchers with an interest in the IOT industry;

2. This category of members will not be entitled to attend meetings of the Council.

3. This category of members will not have voting rights at Council meetings.

4. Members in this category may not be elected to the Executive Committee, however they may serve on working groups constituted by the Executive Committee, but a working group cannot consist of only Associate Members. The Executive Committee shall have the authority to consider applications for membership from persons who provide IOT services or have an interest in such services in other countries. If accepted, such members shall be considered to be Associate Members.

21. Membership fees pertaining to the different categories of membership and the date and method by which such fees shall be paid shall be determined and published by the Executive Committee. If any formal objections to any changes to the membership fees are received, it will be put to a vote of the members at a General Meeting.
22. No member whose membership fees have not been paid on the due date will be regarded as being in good standing with the Council and they shall not be entitled to vote or participate in the structures of the Council until such time as membership fees are paid in full.
23. The Executive Committee shall be entitled to set and raise special levies for the purpose of funding specific activities for the benefit of the Council. If any formal objections to the raising of special levies are received, it will be put to a vote of the members at a General Meeting.
24. The Executive Committee shall be authorised at its discretion to revoke the membership of any member who fails to make payment of all due membership fees within a period of 90 calendar days of the due date set for the payment of such fees.
25. All categories of members of the Council have the right to attend the annual and other General Meetings of the Council and to participate in the discussion of the policy of the Council.
26. A member's membership may be terminated in the following ways:
1. by a vote of 75% of the members at a General Meeting;
 2. by the giving of written notice to this effect to the Executive Committee by the relevant member;
 3. at the discretion of the Executive Committee where the member is found to be in breach of the Council's Code of Conduct at the completion of a disciplinary process.
27. Notwithstanding the reasons for such termination all membership fees and other amounts paid by a member shall be forfeit to the Council upon termination of membership.

28. Management

29. The Executive Committee of the Council will undertake the day to day management of the Council and shall report thereon to the Council at General Meetings of the Council.
30. The Executive Committee will be made up of not less than 5 members, elected by the membership of the Council at the Annual General Meeting, who will be the office bearers of the Council.
31. Members of the Executive Committee will be elected and serve in their personal capacities and not as representatives of any member organisation of the Council, providing their inputs such that they serve the best interests of the Council.
32. Members of the Executive Committee serve on the committee by virtue of their representation of their affiliated member organisation, and if they leave that member organisation, they would need to resign from the Council and re-join it as part of a new membership, and would lose their position on the Executive Committee on the Council until re-elected or co-opted to it.
33. The Executive Committee shall elect or appoint the following:

1.A Chairperson, who shall preside at meetings and enforce compliance with this Constitution, sign minutes after their confirmation, and perform such duties generally accepted as pertaining to the office of a Chairperson.

1.If the Chairperson does not attend a meeting, then members of the Executive Committee who are present shall, prior to the commencement of the meeting, elect one of their number as Chairperson for the purposes of such meeting.

2.A Treasurer, who shall be responsible for ensuring the proper management of the financial affairs of the Council including the proper collection, administration and disbursement of funds.

3.The duties of the Treasurer shall further include:

1.prepare in conjunction with the Executive Committee an annual budget detailing expected income and expenditure for the financial year, to be presented for approval within two months of election to the position;

2.maintaining the bank accounts and financial records of the Council; and

3.presenting final records and status to Executive Committee and members at key dates, including each Annual General meeting, or on the Treasurer resigning from the position;

4.continuing in the role in an assisting capacity to complete a handover to a new treasurer should the position change.

4.A Council Secretariat who shall perform such duties as may be decided by the Executive Committee.

1.The Council Secretariat shall report to the Chairperson

2.The Council Secretariat shall not necessarily be constituted by members of the Council and the Executive Committee shall be authorised to engage the services of a third party to perform the function of a Secretariat on a remunerated basis.

3.The duties of the Secretariat shall include:

1.the administration of the general business of the Council, including invoicing and following up on membership fees, payment of accepted suppliers

2.the drafting and sending of formal notices and correspondence on behalf of the Council including notices of meetings;

3.the maintenance of the records of the Council;

4.the taking of minutes and a register at all General and Executive Committee meetings;

5.the drafting and circulation of agendas for meetings,

6.maintain an archive of such documentation so that it is available via secure online service to the Executive Committee.

34.The Executive Committee shall be authorised but not obliged to co-opt additional members to the Executive Committee as it sees fit in order to assist with specific activities. Such co-opted members shall not be deemed to be elected members of the Executive Committee.

35.Office bearers will serve for a period of 1 year or until the next Annual General Meeting, whichever happens later, and may be re-elected in the same capacity for such further periods as the members see fit.

36.The Executive Committee will meet at least once every 2 months.

37. When necessary, the Executive Committee will vote on issues. If the votes are equal on an issue, then the Chairperson has either a second or a deciding vote.
38. The Chairperson, or 2 members of the Executive Committee, may call a special meeting on not less than 7 calendar days written notice to other members of the Executive Committee. Such written notice must set out the proposed agenda for the meeting.
39. A quorum for a Executive Committee meeting shall be constituted by the attendance of at least 60% of the members of the Executive Committee being present.
40. Minutes will be taken at every meeting to record the Executive Committee's decisions and shall be made available to members of the Council. The minutes of each meeting will be given to Executive Committee members at least 2 weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Executive Committee, and shall thereafter be signed by the Chairperson.
41. The Executive Committee has the right to form, mandate and dissolve sub-committees.
1. The Executive Committee shall provide each sub-committee with a written mandate and statement of objectives. Such mandate and statement of objectives shall be open to the general membership.
 2. Decisions taken by sub-committees must be communicated to the Executive Committee in writing within 14 calendar days of being taken.
 3. The Executive Committee must either ratify or decline to ratify decisions taken by sub-committees at the next Executive Committee meeting.
 4. Sub-committees to be formed and mandated by the Executive Committee must consist of at least 3 members and shall report back to the Executive Committee on a regular basis.
 5. The Executive Committee shall appoint a chairperson for each sub-committee.
 6. Members of the Executive Committee shall be *ex officio* members of sub-committees.
42. Subject to any requirement set out in this Constitution requiring decisions to be approved by all members, all members of the Council have to abide by decisions that are taken by the Executive Committee.
43. Where a member of the Executive Committee vacates his or her position other than through the election of new office bearers, then the Executive Committee is empowered to co-opt a replacement member who will remain in office until the next Annual General Meeting.
44. The members of the Council or the members of the Executive Committee may propose a motion of no confidence in any member of the Executive Committee. Where such motion is supported by at least 75% of the Executive Committee then such member will be discharged from the Executive Committee and a new office bearer may be elected by the members of the Council (which nomination and election can be done by email or other electronic means) for the period remaining until the next Annual General Meeting. Details of such discharge will be conveyed to the members following the discharge of the member of the Executive Committee. The members of the Executive Committee may only follow this process a maximum of two times per term.

45.If a member of the Executive Committee does not attend, either physically or through a telecommunications link, 3 Executive Committee meetings in a row, without having applied for and obtaining leave of absence from the Executive Committee, then such member will be regarded as having resigned and the Executive Committee is empowered to co-opt a replacement member who will remain in office until the next Annual General Meeting.

46.Conduct of Members of the Executive Committee

47.Members of the Executive Committee shall at all times when acting as such, act exclusively in the best interests of the Council and shall under no circumstances act in the furtherance of any personal, corporate or commercial interest.

48.Where a conflict of interest arises on the part of a member of the Executive Committee, this shall be immediately declared in writing to the other members of the Executive Committee. The remaining members of the Executive Committee shall thereafter decide, in their sole discretion, as to the future conduct of the matter in which the conflict arises.

1.For the purposes of this clause a conflict of interest shall be interpreted as a situation where, in the opinion of an objective third party, the personal financial or non-financial interests of a member of the Executive Committee may affect the ability of such member to act impartially and in the exclusive best interests of the Council.

2.Non-financial interests shall include but not be limited to personal Councils and relationships, the giving and receipt of gifts and present or prospective business relationships.

3.Powers of the Council

49.The Executive Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point 4 of this Constitution. Its activities must abide by the law.

50.Without limiting the generality of the foregoing, the Executive Committee has the power and authority to

- 1.raise funds or to invite and receive contributions;
- 2.generally administer the assets of the Council;
- 3.buy, hire or exchange for any property that it needs to achieve its objectives;
- 4.make by-laws for proper management, including procedures for application, approval and termination of membership;
- 5.form, mandate and dissolve sub-committees;
- 6.issue press statements, commentary and endorsements on behalf of the Council;
- 7.open and close bank accounts at registered commercial banks in South Africa on behalf of the Council;
- 8.accept unconditional offers from members or third parties to pay for special projects for the benefit of the Council.

51.The Council will decide on the further powers and functions of office bearers.

52. Annual and other General Meetings

53. The Annual General Meeting must be held once every financial year, on the same or similar day each year. The Council should deal with the following business, amongst others, at its Annual General Meeting:

1. Agree to the items to be discussed on the agenda.
2. Take a register and note apologies.
3. Read and confirm the previous General Meeting's minutes with matters arising.
4. Chairperson's report.
5. Treasurer's report.
6. Changes to the Constitution.
7. Elect new office bearers.
8. General matters.

54. The Executive Committee shall give written notice of the date, time and venue of the Annual General Meeting to all members of the Council in good standing not less than 1 calendar month prior to the date of the meeting.

1. Such notice shall provide details of items placed on the agenda and shall provide for a period of 7 calendar days within which members may submit further items for such agenda.
2. The Executive Committee shall, not later than 14 calendar days prior to the date of the meeting, send out full particulars of the final agenda for the Annual General Meeting to all members of the Council in good standing.

55. The Executive Committee shall be entitled to call a Special General Meeting of the Council at any time subject to the giving of not less than 14 calendar days' written notice to the members of the Council.

1. The provisions of clause 10.2 shall apply, with the necessary amendments, to such Special General Meeting.

56. A quorum for General Meetings shall be at least one-third of members of the Council in good standing, who are present in person or via electronic communications link, or 10 members (whichever is the smaller number).

57. Any Council member unable to attend a meeting may authorise by written proxy another to represent it. Such written proxy must be delivered to the Secretariat not later than 3 calendar days before the relevant meeting.

58. All meetings of the Council shall be open to interested parties other than members at the discretion of the Executive Committee and subject to receipt of confirmation of attendance at least 3 calendar days prior to the relevant meeting.

59. Finance

60. An accounting officer shall be appointed by the Executive Committee. His or her duty is to audit and check on the finances of the Council.

61.The Treasurer in consultation with the Executive Committee will develop and continue to refine a financial policy to address their responsibility in terms of the financial management of the Council, dealing with the Council's finances and the management of the Council's funds by the Executive Committee.

62.Procurement shall in any case be done according to generally accepted best practices, including that where competitive bids by obtained for expenses over R10,000; any conflicts of interest or familial or other existing relationships be declared; and processes be conducted in an open and transparent manner.

63.The financial year of the Council ends on 28 February.

64.The Council's accounting records and reports must be ready and handed to the Director of Nonprofit Councils within 6 months after the financial year end.

65.If the Council has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Alternatively the Council can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.

66.Indemnity

67.The Council shall not be liable for the acts or omissions of its members in regard to the Code of Conduct.

68.Indemnity of Executive Committee shall be described in a separate document, "Indemnity of the IOTICSA Executive Committee", which is adopted by the Council through a Special Resolution by electronic ballot where a simple majority prevails.

69.Amendments to the Constitution

70.Constitutional amendments may only be effected through a Special Resolution agreed upon and passed by not less than two-thirds of the members who are present at the Annual General Meeting or Special General Meeting.

71.A quorum as set out in point 10.4 is required before a decision to change the Constitution is taken. Any Annual General Meeting may vote upon such a motion, if the details of the changes are set out in the notice referred to in point 10.2.

72.A written notice must go out not less than 14 calendar days before the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution that will be discussed at the meeting.

73.No amendments may be made which would have the effect of making the Council cease to exist.

74.Dissolution/Winding-up

75.The Council may close down if at least 75% of the members of the Council voting at a Special General Meeting convened for the purpose of considering such matter are in favour of closing down.

76. On the dissolution of the Council and after liquidation of all debts and obligations any remaining assets, including cash, shall be transferred to the Universal Service and Access Fund or other Council not for gain as is decided in the sole discretion of the Executive Committee.

77. Acceptance

78. This Constitution was approved and accepted by members of The IOT Industry Council at a Special General Meeting held electronically on DATEDATE.

Chairperson
Name: Roger Hislop

Treasurer
Name: Paul Vermaak

Version History

Version	Date adopted	Date effective	Summary of revisions
1.0	18 March 2019	DATEDATE	First working document