

CONSTITUTION

1 TITLE

1.1 The organisation shall be called the Public Relations Institute of Southern Africa (hereinafter referred to as "PRISA").

1.2 PRISA shall be a juristic person.

2 OBJECTS

2.1 To promote the common interests of persons carrying on public relations by means other than the carrying on by PRISA of:

- any trading or other profit making activities; or
- the participation by PRISA in any business, profession, or occupation carried on by any of its members; or
- the provision to any of its members of -
 - financial assistance; or
 - any premises; or
 - continuous services; or
 - facilities, required by its members for the purpose of carrying on business activities in public relations.

2.2 To promote general understanding of public relations and of the value of its practice and to establish and maintain professional status and dignity for public relations practice amongst registered members of PRISA, employers and the general public.

2.3 To encourage the observance of the highest standards of professional conduct by registered members of PRISA, through adherence to the PRISA Code of Professional Standards for the Practice of Public Relations.

2.4 To protect the interests of all concerned in the event of any complaint of malpractice or non-adherence to the PRISA Code of Professional Standards for the Practice of Public Relations being brought against a registered member, through the application of a set of disciplinary procedures.

2.5 To provide professional development programmes for the general benefit of registered members of PRISA and the public relations profession as well as any other services or assistance as may be decided upon by the National Council of PRISA (hereinafter referred to as the "National Council") and the Board of PRISA (hereinafter referred to as "the Board").

3 MANAGEMENT

3.1 The National Council shall be the policy making body of PRISA and shall, inter alia:
approve the General Rules of Procedure, the norms and standards for accreditation and the conducting of disciplinary investigations and appeals, and the PRISA Code of Professional Standards for the Practice of Public Relations; and

be accountable to the general membership.

3.2 The affairs of PRISA shall be managed by the Board as elected, constituted and operated in accordance with this Constitution as well as The General Rules of Procedure.

3.3 The Board shall be vested with and shall exercise full executive powers in the management of PRISA. It shall have the power to appoint such office-bearers and staff, and to appoint, establish, or arrange to be elected, such committee and working parties as it deems fit, and to delegate powers to them. It shall establish such activity targets and publish such operating instructions as are deemed necessary for the effective operation of PRISA.

3.4 The Board shall have the power to dissolve any such committee or body, or to dismiss or to terminate the appointment of any staff member or office-bearer.

3.5 The Board shall be responsible for determining norms and standards and rules of procedure for accreditation and the conducting of disciplinary investigations and appeals as well as any other norms, standards and procedures to give effect to the objectives of PRISA. On the approval of such norms and standards and rules of procedure by the National Council, the Board shall cause said norms and standards and rules of procedure to be published as schedules to this Constitution.

3.6 The Board shall establish a sub-committee to be known as the Accreditation Committee to make recommendations to the Board on all matters relating to accreditation. The Board shall determine the number of members of the Accreditation Committee to be appointed by postal ballot by the Accredited Public Relations Practitioners and this committee will elect its chairperson.

3.7 The Board shall establish a sub-committee to be known as the Disciplinary Committee to make recommendations to the Board on all matters relating to disciplinary investigations, and to conduct disciplinary investigations and hearings in accordance with the norms and standards and rules of procedure for the conducting of disciplinary investigations.

4 ORGANISATION

4.1 **HEADQUARTERS:** The national office of PRISA shall be at such place as the Board shall determine.

4.2 **REGIONS:** All persons accepted as registered members or students of PRISA shall be enrolled first as belonging to the national organisation, and then shall be registered as residing

or working in one of the geographic regions which the Board may establish from time to time for the purpose of local organisation. In such regional areas, the Board may appoint, or arrange to be elected, a regional committee consisting of local registered members of PRISA in accordance with the General Rules of Procedure for Committees.

4.3 **REGIONAL RESPONSIBILITIES:** The function of each such regional committee shall be to undertake such tasks and fulfil such responsibilities in respect of organising events for the local registered members of PRISA as the Board may determine.

4.4 **ESTABLISHMENT OF CHAPTERS AND SPECIAL INTEREST COMMITTEES:** The Board may establish chapters and special interest committees to represent the interests of any sector of registered members of PRISA. The Board shall appoint, or arrange to be elected such committee(s).

4.5 **RESPONSIBILITIES OF CHAPTERS AND SPECIAL INTEREST COMMITTEES:** The function of each special interest committee or chapter shall be to undertake such tasks and fulfil such responsibilities in respect of organising events and providing specialised services for registered members of PRISA belonging to any of these special groups or chapters, as the Board may determine and in accordance with the General Rules of Procedure for Committees.

5 REGISTRATION

5.1 **FIDELITY:** This Constitution and the PRISA Code of Professional Standards for the Practice of Public Relations are binding on all registered members of PRISA.

5.2 **REGISTRATION:** Registration with, association with or affiliation to, PRISA may be granted to any person in accordance with the qualifications and categories established by the Board.

5.3 **SPECIAL REGISTRATIONS:** Honorary members and Fellows may be proposed and seconded by members of the National Council and shall be elected by a two-thirds majority of the members present at that meeting of the National Council.

5.3.1 **HONORARY MEMBERSHIP:** In very exceptional circumstances, honorary membership may be conferred upon persons from within or without PRISA in recognition of outstanding service to PRISA or the public relations profession.

5.3.2 **FELLOWSHIP:** This may be conferred only upon registered practitioners at Chartered or Accredited level in recognition of long and distinguished service to PRISA or the public relations profession; provided that the number of

<p>living fellows shall never exceed three percent (3%) of the total number of Chartered and Accredited Practitioners registered with PRISA. Fellows are entitled to use the acronym FPRISA and to exercise full voting rights in the affairs of PRISA and may be elected to any post in PRISA.</p>	<p>cast, including postal votes, are in favour of the resolution.</p>	<p>6.5.2 Subject to paragraph 6.5.1 the first vice-president and the second vice-president shall serve in that capacity for a one year term of office.</p>
<p>5.4 WITHDRAWAL: Any registration with PRISA, or form of association or affiliation with PRISA may be reduced, withdrawn, or terminated by the Board in accordance with the PRISA Code of Professional Standards for the Practice of Public Relations.</p>	<p>6 THE NATIONAL COUNCIL 6.1 ELIGIBILITY: Only registered members of PRISA who are in good standing shall be eligible to hold office as members of the National Council.</p>	<p>6.5.3 The additional members of the National Council shall be elected for a period of two years, two of whom shall be elected each year, after which they may offer themselves for re-election.</p>
<p>5.5 ANNUAL SUBSCRIPTIONS: The amount of the annual registration fee payable by registered members shall be determined by the Annual General Meeting of members of PRISA (excluding students).</p>	<p>6.2 COMPOSITION: The National Council of PRISA shall consist of the following members:</p>	<p>6.6 VACANCY REPLACEMENT: The National Council shall have the power to fill any vacancy in its membership and the person so appointed shall hold office only for the remainder of the term of office for which the vacating member was elected; provided that if the president vacates his or her office or is required to vacate the office by the National Council, the first vice-president shall take his or her place and the second vice-president shall become the first vice-president and the National Council shall fill the vacancy left by the second vice-president, for the remainder of the term of office; provided further that if the first vice-president vacates his or her office or is required to vacate the office by the National Council, the second vice-president shall take his or her place and the National Council shall fill the vacancy left by the second vice-president, for the remainder of the term of office; provided further that if the second vice-president vacates his or her office or is required to vacate the office by the National Council, the National Council shall appoint a second vice-president to complete the current term of office.</p>
<p>5.5.1 SPECIAL MEMBERSHIP: Honorary members and Fellows shall pay no registration fee.</p>	<p>6.2.1 ex officio, the president, a first vice-president, and a second vice-president, who shall all be registered as Chartered Public Relations Practitioners or Accredited Public Relations Practitioners and have served as members of the National Council</p>	
<p>5.5.2 RETIRED PRACTITIONERS: 5.5.2.1 A retired registered member of PRISA may retain his or her registration through the payment of not more than twenty-five percent (25%) of the total of the applicable registration fee plus any current levy.</p>	<p>6.2.2 ex officio, the regional chairpersons and chairpersons of chapters and special interest committees (including the Accreditation Committee). 6.2.3 four additional members, who shall be registered as Chartered Public Relations Practitioners or Accredited Public Relations Practitioners, and who shall be elected by the general registered membership of PRISA (excluding students).</p>	
<p>5.5.2.2 A retired registered APR will cease to pay the annual registration fee with effect from the year during which he/she reaches the age of sixty five years. Such an APR will retain the use of the acronym "APR", provided that he/she applies in writing for this privilege and agrees to adhere to the PRISA Code of Professional Standards for the Practice of Public Relations. (These parties' voting rights are covered in Rule 4 of Schedule 1, Section A, General Rules of Procedure for Meetings of Registered Members i.e. all registered members of <u>whatever registration</u> category (except students) may vote).</p>	<p>6.2.4 ex officio, the immediate past president. 6.2.5 The director/s of PRISA shall be entitled to attend meetings of the National Council.</p>	
<p>5.5.3 CESSATION THROUGH DEFAULT: Any person whose registration fee is not paid in full within three months after it has become due, owing and payable shall cease to be a registered member or student of PRISA and shall be required to surrender his or her certificate of registration with PRISA.</p>	<p>6.3 VOTING RIGHTS: All these members of the National Council, whether elected or ex officio, shall have voting rights; provided that any member who is not registered as a Chartered Public Relations Practitioner or an Accredited Public Relations Practitioner, shall not be entitled to vote at meetings of the National Council, provided further that the director/s of PRISA and the PRISA Education Centre shall not be entitled to vote at meetings of the National Council.</p>	<p>6.7 MEETING FREQUENCY: The National Council shall meet at least once per year. Meetings shall be scheduled and called through the distribution of the Notice of Meeting and Agenda. However, the president may call, or delegate the power to call, a meeting at twenty-four (24) hours notice, whenever urgent circumstances occur. In the event of such a meeting being necessary, the Notice may be given by facsimile, electronic mail, telephone or any conventional method of business communication.</p>
<p>5.5.4 LIMITS OF LIABILITY: Each registered member of PRISA shall undertake to contribute to the payment of the debts or liabilities of PRISA in the event of its dissolution whilst he or she is a registered member, provided that such contribution shall not exceed the outstanding amount of the registered member's current annual registration fee.</p>	<p>6.4 ELECTION OF OFFICE BEARERS: The second vice-president and the four additional members shall be elected by the general registered membership of PRISA (excluding students) in accordance with the General Rules of Procedure.</p>	<p>6.8 MEETING OF OFFICE BEARERS: At meetings of the National Council, the president shall be the chairperson and in his or her absence the first vice-president shall be chairperson, and in his or her absence the second vice-president shall be the chairperson. In the absence of both vice-presidents, a chairperson shall be elected for that meeting only by the members present.</p>
<p>5.6 REGISTRATION LEVIES: In addition to the annual registration fee, each registered member may be required to contribute such further sum of money by way of a levy as and when a general meeting of members of PRISA may so resolve; provided that such levy shall not exceed half of the annual registration fee in any one year, and provided further that at least two-thirds of the eligible votes</p>	<p>6.5 PERIOD OF TENURE: 6.5.1 The president shall serve for a one-year term of office, but may before September 15 indicate his or her willingness to continue for a second term; provided that the Board approves the second term, provided further that the president shall not serve in that office for longer than two consecutive years. If the president elects not to continue in office for the second year, or if the Board does not approve the second term, the incumbent first vice-president shall automatically become president, and the second vice-president shall automatically become first vice-president, and a new second vice-president shall be elected in accordance with paragraph 6.4.</p>	<p>6.9 QUORUM: A quorum at a meeting of the National Council shall be half of the total number of members of the committee. 6.10 VOTING: Decisions of the National Council shall be arrived at by a simple majority of votes. In the event of equality of votes, the chairperson shall have a casting vote. Those voting must be present in person and voting by proxy or post shall not be permitted.</p>

- 6.11 **RECORDING OF PROCEEDINGS:** The chairperson of a National Council meeting shall ensure that a complete and accurate account of the discussions and decisions of the meeting and proceedings is taken by a meeting secretary or by some other nominated person, so as to constitute the official record of the meeting in the form of minutes. The minutes of any National Council meeting shall have full legal and binding effect once they have been approved at the subsequent meeting of the National Council and signed by the chairperson of that meeting.
- 6.12 **ABSENCE:** Any member of the National Council who is absent without prior leave or apology from two consecutive meetings of the National Council, shall be deemed to have resigned from the National Council.
- 6.13 **EMERGENCY RESOLUTION PROCEDURES:** A written or telephonic resolution submitted by the president to all National Council members and to which at least fifty percent (50%) respond within seven days and the majority of these express approval, is as valid as if passed at a National Council meeting. It is considered passed on the date upon which the last member responds. If at least five members request that the resolution stand over For a full National Council meeting, no decision can be taken until that meeting.
- 7 **THE BOARD**
- 7.1 **ELIGIBILITY:** Only registered members of PRISA who are in good standing shall be eligible to hold office as elected or ex officio members of the Board.
- 7.2 **COMPOSITION:** The Board shall consist of:
- 7.2.1 the following members of the National Council: a regional chairperson elected by the National Council, the chairperson of the Accreditation Committee and the chairpersons of chapters and special interest groups established in terms of paragraph 4.4; provided that such members shall be registered as Chartered Public Relations Practitioners or Accredited Public Relations Practitioners.
- 7.2.2 three members of the National Council, who shall be elected by the National Council; provided that one of those members shall be a regional chairperson and one shall be the Accreditation Committee chairperson and provided further that such members shall be registered as Chartered Public Relations Practitioners or Accredited Public Relations Practitioners
- 7.2.3 The Board shall be entitled to appoint not more than one additional member to the Board as and when it is deemed necessary. Such member of the Board need not be a registered member of PRISA.
- 7.2.4 The director/s of PRISA shall be entitled to attend meetings of the Board.
- 7.2.5 The Board shall consist of a minimum of five members and a maximum of seven members.
- 7.3 **VOTING RIGHTS:** All members of the Board, whether elected, appointed or ex officio, shall have voting rights; provided that the director/s of PRISA shall not be entitled to vote.
- 7.4 **MEETING FREQUENCY:** The Board shall be convened by the president when required but shall meet not less than ten times per year.
- 7.5 **APPLICABILITY:** The provisions of paragraphs 6.6 to 6.12 shall apply to the Board, mutatis mutandis.
- 7.6 **APPOINTMENTS AND INVITATIONS:** The Board shall have the power to appoint such voluntary officers as may be found necessary to carry out the work of PRISA and to appoint persons from any registration level from within or without the Board to hold such offices, and to invite such registered members, if not elected to the Board, to attend and speak at meetings of the Board and/or any sub-committees of the Board; provided that they shall have no votes on the Board and shall not be counted towards a quorum.
- 7.7 **ADDITIONAL POWERS:** The Board shall have the power to take actions, to regulate all matters not otherwise provided for in this Constitution and to do all things which may be necessary for attaining the objectives of PRISA; provided that all actions taken or regulations made shall be reported to the next succeeding National Council meeting for formal ratification.
- 7.8 **RATIFICATION OF SUB-COMMITTEE/CHAPTER DECISIONS:** Board members who hold specific portfolios are empowered to convene meetings of working sub-committees consisting of appointees nominated or approved by the Board. Except where otherwise specifically authorised by a minuted decision of the Board, no decisions, reports or recommendations of such working sub-committee shall have any force or effect until they have been ratified by the Board.
- 8 **FINANCE**
- 8.1 All funds paid or payable to PRISA, or to any of its committees or subordinate bodies, for any purpose whatsoever, shall become the property of PRISA. The Board shall have control over such funds to receive, apportion and pay out amounts as it decides fit, and will account to the registered members of PRISA for those actions in accordance with the financial provisions of the General Rules of Procedure.
- 8.2 PRISA shall be liable for any debts incurred by any of its committees, employees, or office bearers, provided that the said debts were incurred within the powers of the committees, employees, or office bearers concerned.
- 8.3 No profits or gains will be distributed to any person and the funds of the institute will be utilised solely for investment or the objects for which it was established.
- 8.4 Funds available for investment may only be invested with registered financial institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act 1984, and in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).
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- 10 **DISSOLUTION**
PRISA may be dissolved at a Special General Meeting of registered members convened for the sole purpose of considering the question of dissolution provided that two-thirds of the eligible votes cast are in favour of such dissolution. In the event of dissolution, assets and funds remaining after the payment of any debts shall be ceded to an organisation having similar objects to those of PRISA and which itself is exempt from income tax in terms of section 10(1)(cB)(l)(ff), as determined by a simple majority vote at the same Special General Meeting.
- 10 **AMENDMENT OF THIS CONSTITUTION**
- 10.1 This Constitution may be amended by a General Meeting of registered members of PRISA with at least two-thirds of the eligible
- 10.2 votes cast in favour, in terms of the procedures established in the General Rules of Procedure; provided that any amendment in order to comply with legislation or rulings of the Commissioner of Inland Revenue, which may affect the carrying out by PRISA of its objectives, shall also be approved by the Commissioner of Inland Revenue insofar as it is necessary.
- 10.2 The various documents related to this Constitution may be amended as follows:
- 10.2.1 the General Rules of Procedure may be amended by the National Council with at least two-thirds of the eligible votes being cast in favour;
- 10.2.2 the PRISA Code of Professional Standards for the Practice of Public Relations may be amended by the National Council, with at least two-thirds of the eligible votes being cast in favour;
- 10.2.3 other norms and standards approved by the National Council and published in further schedules to this Constitution may be amended by the National Council with at least two-thirds of the eligible votes being cast in favour.
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- Clause 5.5.2 amended at AGM on May 27 1996
Clauses 6.5.1. and 7.2.1 amended at AGM on 5 June 1999
- This document can be made available in Zulu, South Sotho and Afrikaans**