

THE CONSTITUTION OF THE SOCIETY FOR ASPHALT TECHNOLOGY

(Registration number 1995/013821/08)

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Definitions

In this Constitution, unless inconsistent with the subject or context:

“the Act”	means the Companies Act, Act 71 of 2008, as amended,
“asphalt”	shall be interpreted as including all bituminous materials used in the roads construction industry
“the Auditors”	means the party duly appointed to undertake the annual audit of the financial records of the Society;
“the Council”	means the Council for the time being of the Society;
“Honorary Members”	} means persons admitted to those classes of membership as determined by Council;
“Fellow Members”	
“Ordinary Members”	
“Associate Members”	
“Student Members”	
“Retired Members”	
“month”	means calendar month;
“the Office”	means the registered office of the Society from time to time;
“officer”	means any person so appointed by Council;
“these presents”	means this constitution as from time to time altered by Special Resolution;
“special resolution”	means a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted in respect of that resolution or signed by all the members to vote on that resolution.
“regulations”	means any regulations, rule or directive published as such by Council;
“the Seal”	means the Common Seal of the Society;
“the Society”	means The Society for Asphalt Technology;
“Socsat”	means the registered name of the Section 10, Schedule 1 Company of the Society;
“in writing”	means hand-written, type-written, printed or electronically generated resulting in a permanent record;
“year”	means calendar year;
“MOI”	means Memorandum of Incorporation of SOCSAT
“NPC”	means Non-Profit Company. As contemplated in Item 4(1) of Schedule 2 of the Act, the Company has no members
“The Board”	means the Board of Directors, a management committee made up of the Directors of the Company in terms of the MOI

The expression “Secretary” shall include any person appointed by the Council to perform any of the duties of the Secretary.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine.

Where seminars, conferences or functions are noted, such may include where practical such events hosted on digital platforms.

1. OBJECTS

The objects of the Society shall be:

- 1.1. to promote the knowledge of asphalt technology and to make it available to all members;
- 1.2. to encourage and promote improvements in the practice and standards of asphalt technology;
- 1.3. to promote the discussion of all questions affecting asphalt technology;
- 1.4. to support, watch over and protect the status of members of the Society.

2. POWERS

In pursuance of these objects the Society may exercise all or any of the following powers:

- 2.1. To hold conferences, seminars and functions to advance and communicate the knowledge in asphalt technology;
- 2.2. To hold lectures and classes, and test the competence of persons concerned with asphalt technology and award appropriate recognition;
- 2.3. To recognise excellence in asphalt practice of its members and/or persons and/or organisations and award appropriate recognition.
- 2.4. To establish, collect and disseminate information relating to asphalt technology or on related matters of interest to members;
- 2.5. To print, issue, distribute, broadcast and stream papers, periodicals, books and circulars as may be relevant from time to time;
- 2.6. To purchase, hire or lease property for use by the Society in pursuance of the objectives of the Society;
- 2.7. To retain, or from time to time employ, skilled professional or technical advisers, consultants, examiners and other persons to carry into effect the objects of the Society, and to pay for their services such fees or remuneration as may be deemed expedient by the Council;
- 2.8. To promote excellence in all matters allied to asphalt technology;
- 2.9. To provide facilities for communication between members of the Society and between them and their associates;
- 2.10. To operate and manage the financial resources of the Society;

- 2.11. To form or cause to be formed a company not for profit, in terms of the Companies Act 71 of 2008, as amended by the Companies Act 3 of 2011, to conduct such business, and to enter into such contracts, on behalf of the Society as the Council may from time to time direct;
- 2.12. To enable the Council to appoint a Board of Directors of the Company from time to time, who shall deal with the business matters of the Society;
- 2.13. To ensure that the shares of the Company, if any such shares currently exist or are made available in the future, shall be owned by the Society.

3. MEMBERSHIP

- 3.1. No body corporate shall be a member of the Society.
- 3.2. The members of the Society shall be divided into the following classes:

- 3.2.1. Associate Member (ASAT)

- An Associate shall:

- be at least eighteen (18) years old at the time of his election and;

- be employed in an appropriate capacity associated with asphalt technology;

- or

- have an educational qualification approved by Council.

- 3.2.2. Member (MSAT)

- A member shall:

- have a tertiary educational qualification approved by Council and;

- have at least five (5) years' experience in technologies associated with asphalt;

- or

- have, in the opinion of Council, gained an acceptable degree of experience and expertise in asphalt technology;

- 3.2.3. Fellow (FSAT)

- A Fellow shall:

- have been a member in good standing of the Society for a period of at least ten (10) years, unless otherwise agreed by Council and ratified by the members at a General Meeting;

- have had at least fifteen (15) years' experience in technologies associated with asphalt or, in the opinion of Council, have acquired sufficient knowledge and a position of responsibility in the asphalt industry;

- in the opinion of Council, have made a significant contribution to both SAT and the asphalt industry as a whole; and

- be well respected by his peers and have a high profile in the asphalt industry.

3.2.4. Honorary Member (MSAT Hon)

Honorary membership shall be conferred upon such persons of eminence or distinction as determined by Council.

3.2.5. Retired Member (MSAT)

A Retired Member shall:

be a member in good standing of the Society, who has reached an age of at least sixty five (65) years; and;
who has retired from permanent employment.

3.2.6. Student Member

A Student Member shall:

be at least eighteen (18) years old at the time of his election;
be a bona fide, registered full time student (undergraduate or post-graduate) at an approved higher educational institution, and whose course content includes pavement and/or bituminous materials related subjects;

3.3. Qualifications

- 3.3.1. Application can only be made for the classes of “Member”, “Associate Member” and “Student Member”. Persons applying for the Class of Student Member must provide a certified copy of proof of registration with their application and every subsequent year of their studies until graduation;
- 3.3.2. The class of “Retired Member” shall be conferred on members in good standing on application to Council and provision of documentation confirming that the member has retired from permanent employment;
- 3.3.3. The classes of “Fellow” and “Honorary Member” shall be conferred on members in good standing, at the recommendation of Council, subject to ratification by the members at a General Meeting.
- 3.3.4. No member qualifying, in the opinion of Council, as a Member may be an Associate Member, a Retired Member or a Student Member.

3.4. Resignation

- 3.4.1. Any members desiring to resign shall give notice thereof in writing to the Secretary on or before the first day of December in any year, and in default of such notice he shall be liable to pay his subscription for the ensuing year.
- 3.4.2. Resignations shall be submitted to Council for consideration at its next meeting.
- 3.4.3. The Council shall be entitled to require the payment of all subscriptions due to the Society and the return of any certificates issued, from any person desiring to resign before acceptance of the resignation.

3.5. Expulsion

- 3.5.1. Any member whose conduct is deemed to be in contravention of the Society's Code of Conduct or has behaved in a manner considered unworthy of, or derogatory to, the Society may be expelled by a resolution of the Council passed by a majority of two-thirds ($\frac{2}{3}$ ^{rds}) of Council members present and voting thereon. Such Member shall be given not less than seven (7) clear days' notice in writing of the holding of the Council meeting at which his expulsion will be considered. Such member and any one representative of the member may attend and speak at such meeting, or make written submission, but they shall not be present at the voting or take part in other proceedings of the Council at such meeting.
- 3.5.2. Any member whose subscription is one (1) year or more in arrears may, by a resolution of the Council passed by a majority of two-thirds ($\frac{2}{3}$ ^{rds}) of Council members present and voting thereon, be suspended from membership of the Society. Such person shall remain liable to the Society for the amount due at the date of such resolution, provided that any such person so suspended may, upon application to Council, and payment of such subscription arrears, be reinstated by the Council in its absolute discretion.

4. SUBSCRIPTIONS AND FEES

- 4.1. Membership fees are payable annually and become due on the 01st of January every year, notwithstanding the date on which said fees are actually invoiced to the member.
- 4.2. The annual subscriptions and fees payable to the Society shall be agreed and fixed annually by Members of the Society at the Annual General Meeting.
- 4.3. Given that SAT is an association of individuals, Members remain personally liable for the timeous payment of subscriptions and fees, regardless of any payment arrangement they may have structured with their employer.
- 4.4. Any member whose subscription and/or fees remain unpaid for a period exceeding 30 days after the due date stipulated in Clause 4.1, may be excluded from the benefits offered by the Society until such time as all fees due are paid and any member whose subscription and/or fees are more than one (1) year in arrears may be expelled from the Society in terms of Clause 3.5.2.

5. GENERAL MEETINGS

- 5.1. The Society shall in each year hold a general meeting as its Annual General Meeting, which shall be held at such date, time and place as the Council shall appoint.
- 5.2. The purpose of the Annual General Meeting is:
- 5.2.1. The consideration and acceptance of the financial accounts, balance sheets, and the reports of the Council and Auditors;

- 5.2.2. The confirmation of the election of new members of the Council in the place of those retiring;
- 5.2.3. The confirmation of subscriptions payable to the Society; and
- 5.2.4. The appointment of, and the fixing of, the remuneration of, the Auditors.
- 5.3. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Each Region shall hold a regional AGM, as defined in Clauses 9.2. and 9.3. hereunder at least 1 month prior to the National AGM.
- 5.4. The Council may, whenever it deems appropriate, convene an Extraordinary General Meeting.
- 5.5. Extraordinary General Meetings shall also be convened on requisition by a minimum of fifty (50) members who are entitled to vote.

6. NOTICE OF GENERAL MEETINGS

- 6.1. The Annual General Meeting shall be called by twenty one (21) days' notice in writing, at the least, and an Extraordinary General Meeting shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting to such persons as are under these presents entitled to receive such notice from the Society.
- 6.2. A meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in Clause 6.1. be deemed to have been duly called if it is so agreed by at least two thirds of all the members entitled to attend and vote thereat.
- 6.3. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the business detailed in Clause 5.2.
- 7.2. The quorum for any general meeting shall the lesser of fifty (50) members or 20% of members present in person who are entitled to vote.
- 7.3. If within half an hour from the time appointed for a general meeting, a quorum is not present:
 - 7.3.1. The meeting, if convened upon the requisition of members, shall be dissolved;

- 7.3.2. In any other case, the Chairman of the meeting may, if he deems appropriate, permit the reading and discussion of any paper relevant to the business for which the meeting was called;
- 7.3.3. Subject thereto the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as ninety (90) percent of the members there present may determine;
- 7.3.4. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting such General Meeting shall be abandoned.
- 7.4. The President of the Council shall preside as Chairman at every general meeting of the Society. If the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-President or any Director of the Society present shall be Chairman of the meeting. If the Vice-President or any other Director is not present or is unwilling to act, the members present shall elect any Council member present to be Chairman of the meeting.
- 7.5. If at any meeting no Council member is willing to act as Chairman or if no Council member is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
- 7.6. The Chairman 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 for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
- 7.7. At any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands of members entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 7.7.1. by the Chairman; or
 - 7.7.2. by at least three (3) members present in person;
 - 7.7.3. by any member or members present in person and representing not less than one-tenth (1/10th) the total voting rights of all the members having the right to vote at the meeting.

- 7.8. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.9. The demand for poll may be withdrawn.
- 7.10. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.11. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
- 7.12. A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
- 7.13. A resolution in writing signed by at least two-thirds ($\frac{2}{3}$ rds) of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held.

8. VOTES OF MEMBERS

- 8.1. Every member shall have one vote, except for Associate and Student Members who shall have no vote.
- 8.2. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.
- 8.3. On a poll, votes must be given personally.

9. REGIONAL COMMITTEES

- 9.1. Regional Meetings shall be convened at least quarterly in each region to co-ordinate the activities and events specific to the respective regions.

- 9.2. One of the quarterly Regional Meetings shall be designated as the Regional AGM, at which the main purpose shall be to elect a Regional Chairperson to represent the specific region on the Council of the Society, as well as to elect the Regional Committee to represent the interests of the region. This Regional Committee shall comprise of a Regional Chairperson, Regional Vice Chairperson, Regional Treasurer, Regional Secretary and at least two other members to facilitate the arranging of Regional activities.
- 9.3. The Regional Meeting designated as the Regional Annual General Meeting, shall be held no later than one months prior to the National Annual General Meeting in order that the duly elected Regional Chairperson and Regional Vice-Chairperson, can be ratified as the region's representative on the Council at the National AGM.
- 9.4. Regional Chairpersons and Regional Committee members shall serve a three (3) year tenure. At the end of this period, the tenure may be extended for a period of one (1) year only, by a majority vote of the members present at the Regional General Meeting.
- 9.5. The remaining quarterly Regional Meetings shall be attended only by the elected or co-opted Committee Members.

10. THE COUNCIL

- 10.1. The Council shall be comprised of:
 - 10.1.1. the current Regional Chairpersons;
 - 10.1.2. an Honorary Secretary and an Honorary Treasurer, both of whom shall be co-opted onto Council by the current Regional Chairpersons;
 - 10.1.3. the President, who, in the absence of a willing and eligible Vice-President to be appointed to the role in terms of Clause 10.4, shall be elected by means of a vote by the above members of Council;
 - 10.1.4. the Vice-President who shall be elected by means of a vote by the above members of Council;
 - 10.1.5. the Immediate Past President, who shall be the President who has just completed his tenure.
 - 10.1.6. The Operations Manager appointed by by the Directors in terms of a service level agreement;
 - 10.1.7. The CEO of SABITA.

- 10.2. The President and Vice-President shall not simultaneously hold the position of Regional Chairperson, Honorary Secretary or Honorary Treasurer. Should one of the Regional Chairpersons be elected as President or Vice-President, the affected Regional Council shall within 1 month, elect a new Regional Chairperson to fill the post vacated by the newly elected President or Vice-President. Should the Honorary Secretary or Honorary Treasurer be elected as either President or Vice-President, an alternative candidate shall be elected by the Council to fill the post vacated by the newly elected President or Vice-President.
- 10.3. The President, Vice-President and Immediate Past President shall serve a three (3) year tenure. At the end of this period, the tenure may be extended at the Annual General Meeting, on an annual basis each year for a maximum further 3 years.
- 10.4. At the end of the tenure set out in 10.3, the Immediate Past President shall retire from council, the President shall retire to the position of Immediate Past President, the Vice-President shall assume office as President and a new Vice-President shall be elected as per Clause 10.1.4.
- 10.5. Should the outgoing President be unwilling or unable to serve on the Council in the role of Immediate Past President, this post shall remain vacant until such time that the current President completes his tenure.
- 10.6. Appointment of Councillors shall be approved by members present at the Annual General Meeting.
- 10.7. The Council shall have the right to co-opt any member of the Society to Council, including, but not limited to, the Operations Manager and the Executive Director of Sabita, in an ex-Officio capacity.
- 10.8. Any co-opted Councillor, including the Honorary Secretary and Honorary Treasurer, shall serve on an annual basis, subject to reappointment at the Annual General Meeting.

11. POWERS AND DUTIES OF THE COUNCIL

- 11.1. Subject to ratification by the full Council;
- 11.1.1. the business affairs and policy of the Society shall be managed by the The Board Directors of the Society, which shall comprise the President, Vice-President, Honorary Secretary and Honorary Treasurer;
- 11.1.2. the Immediate Past President and the CEO of Sabita shall serve on the The Board in an ex-Officio capacity as deemed necessary by the The Board members.
- 11.1.3. The Board may exercise all such powers of the Society as are not the Statutes or by these presents required to be exercised by the Society in a General Meeting.
- 11.2. Both The Board and full Council shall meet at least on a quarterly basis.

- 11.3. Without prejudice to the generality of the Clause 11.1 and subject as herein provided, the Council, and by implication The Board, shall have power and authority:
- 11.3.1. to make, alter and repeal from time to time such regulations as the Council may deem requisite with respect to:
 - 11.3.1.1. the terms and conditions for the election of members in terms of Clause 3;
 - 11.3.1.2. the examination of candidates in asphalt technology and related subjects;
 - 11.3.1.3. the professional etiquette to be observed by members of the Society;
 - 11.3.2. to establish other committees or sub-committees for managing any of its affairs, and to delegate to any such committee any of the power, authority, and discretion vested in the Council;
 - 11.3.3. to establish branches from time to time in such areas as the Council may consider fit and such branches may be subject to such rules as the Council may from time to time approve;
 - 11.3.4. to invite persons to become Fellow or Honorary members because of their eminence and distinction in asphalt technology or their contribution to the affairs of the Society;
 - 11.3.5. to invite one or more national public figures (e.g. the South African Minister of Transport) to become Patrons of the Society in order to improve its national image and public awareness of it;
 - 11.3.6. to control, appoint and direct such officers and advisors of the Society as there may be from time to time;
 - 11.3.7. to terminate membership in terms of clause 3.5;
 - 11.3.8. to determine the level and method of collection of subscriptions from members;
- 11.4. The Council shall cause minutes to be made in books provided for the purpose:
- 11.4.1. of all appointments of officers made by the Council;
 - 11.4.2. of the names of the Council members present at each meeting of the Council and of any committee of the Council;
 - 11.4.3. of all resolutions and proceedings at all meetings of the Society, the Council and committees of the Council;
 - 11.4.4. and every Council member present at any meeting of the Council or committee of the Council shall sign a digital copy of the minutes prepared, confirming his attendance and that the minutes so prepared is a true and accurate record of the meeting.

12. DISQUALIFICATION OF COUNCIL MEMBERS

12.1. The office of Council member shall be vacated if such Member:

- 12.1.1. becomes bankrupt or makes any arrangement or composition with his creditors generally;
or
- 12.1.2. becomes prohibited from being a director by reason of any order made under the Statutes;
or
- 12.1.3. becomes of unsound mind; or
- 12.1.4. resigns his Council office by notice in writing to the Society; or
- 12.1.5. fails to attend half or more of the arranged meetings without apologies in any one (1) year;
or
- 12.1.6. ceases to be a member of the Society.

13. ROTATION OF COUNCIL MEMBERS

- 13.1. At every Annual General Meeting of the Society all elected Regional Chairmen shall be present.
- 13.2. A Council member retiring at an Annual General Meeting shall remain in office until the close of such meeting or any adjournment thereof.
- 13.3. If any vacancy on the Council shall for any reason become or remain unfilled, it shall be deemed to be a casual vacancy.
- 13.4. The Council shall have power at any time and from time to time to fill up any casual vacancy arising on the Council. Any Council member so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election, but only for the unexpired terms of the original incumbent. (refer Clauses 10.2, 10.3 and 10.4).

14. PROCEEDINGS OF THE COUNCIL

- 14.1. The members of the council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they deem fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. The President or any of the elected Council members may at any time direct a meeting of the Council to be held and the Secretary shall summon meetings accordingly.
- 14.2. The quorum necessary for the transaction of the business of the Council shall be either the The Board members or, failing attendance by all The Board members, one-half ($\frac{1}{2}$) of the members of the Council for the time being or, if not a whole number, the nearest whole number there above.

- 14.3. The continuing Council members may act notwithstanding any vacancy in their number, but if and so long as their number is reduced below three (3) the continuing members or member may act for the purpose of increasing the number of Council members to that number or of summoning a general meeting of the Society, but for no other purpose.
- 14.4. The President shall preside as Chairman at every meeting of the Council, but in the case of the absence of the President, the Council members present shall choose the Vice-President or one of their number to be Chairman of the meeting.
- 14.5. The Council may delegate any of its powers to committees consisting of such Council member or Council members as it deems fit. Any such committee shall, in the exercise of the powers so delegated to it, conform to any regulations which may be imposed on it by the Council. Any committee may elect any Council member to be its Chairman. If no such Chairman is elected, or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the same, the committee members present may choose the Vice Chairman or one of their number to be Chairman of the meeting.
- 14.6. The meetings and proceedings of any such committee of more than two (2) members in number shall be governed by the provisions of these presents regulating the meeting and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council.
- 14.7. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a Council member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he or it were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council member.
- 14.8. A resolution in writing signed by a quorum of Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

15. DIRECTORS

- 15.1. Unless otherwise determined in a General Meeting, the President, Vice-President, Honorary Secretary and Honorary Treasurer shall be appointed as Director's of SOCSAT.
- 15.2. The office of a Director shall be vacated at the end of the Director's tenure in one of the positions of the society referred to in 15.1 above, but only once a new member has been elected to fill the position being vacated.
- 15.3. The office of a Director shall also be vacated in accordance with the provisions of all Clauses documented in Part C of the Memorandum of Incorporation of SOCSAT.

- 15.4. The powers and duties of Directors shall be as stipulated in terms of the Companies Act 71 of 2008, as amended by the Companies Act 3 of 2011, supplemented by the provisions of all Clauses documented in Part C of the Memorandum of Incorporation of SOCSAT.

16. THE HONORARY SECRETARY

- 16.1. The Honorary Secretary shall be appointed by the Council to perform the duties of the Company Secretary in terms of the Act for such term, at such remuneration and upon such conditions as it may think fit; and any Honorary Secretary so appointed may be removed by it.
- 16.2. The Council may from time to time by resolution appoint an administrative assistant at such remuneration and upon such conditions as it may think fit to carry out the administrative functions of the Society. Any person so appointed may act in place of the Honorary Secretary if there be no Honorary Secretary in place or capable of acting.

17. HONORARY TREASURER

- 17.1. The Council may appoint any person other than the President, Vice-President and Honorary Secretary to the office of Honorary Treasurer upon such conditions as it may think fit. Any Honorary Treasurer so appointed shall be liable to removal from office at the discretion of the Council.

18. THE SEAL

- 18.1. The Council shall provide for the safe custody of the Seal, which shall only be used with the authority of the Council or a sub-committee authorised to do so on behalf of the Council. Every instrument to which the Seal is affixed shall be counter-signed by two (2) Council members and the Secretary.

19. ACCOUNTS

- 19.1. The Council shall cause accounting records to be kept with respect to:
- 19.1.1. all sums of moneys received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - 19.1.2. all sales and purchases of goods by the Society;
 - 19.1.3. the assets and liabilities of the Society.
- 19.2. The Accounting records shall be kept at the Office or at such other place or places as the Council deems fit and shall always be open to the inspection of the Officers of the Society and of Council members.

- 19.3. The Council shall from time to time determine at what time and place and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Council members.
- 19.4. The Council shall from time to time in accordance with relevant Sections of the Act cause to be prepared and to be laid before the Society in general meeting such surplus and deficit accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 19.5. A copy of every balance sheet (including every document required by law to be comprised therein or attached or annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the Auditor's report and the Council's report, shall not less than twenty-one (21) days before the date of the meeting be available for inspection by members, at the Offices of the Society.

20. AUDIT

- 20.1. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 20.2. Upon approval at the Annual General Meeting, Auditors shall be appointed and their duties regulated in accordance with the Act.

21. PAPERS, PUBLICATIONS, PRESENTATIONS, SEMINARS, CONFERENCE AND SIMILAR

- 21.1. Papers for presentation to the members of the Society, publications, presentations, seminar and conference notices and similar shall be forwarded to the Secretary who shall submit the same to the Council or a committee thereof appointed for the purpose under these presents. Such papers and activities shall conform to any regulations from time to time issued by the Council.

22. NOTICES

- 22.1. Any notice or document may be served by the Society on any member either electronically (via e-mail), personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the register of members to the address, if any, supplied by him to the Society for the giving of notice to him. Where any notice is sent by post, service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter continuing the notice of document and to have been effected at the expiration of one week.
- 22.2. Notice of every general meeting shall be given in any manner herein before authorised to:
- 22.2.1. every member except those members who have not supplied to the Society an address for the giving of notice to them;

22.2.2. the Auditors;

22.2.3. every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting.

22.3. No other person shall be entitled to receive notice of general meetings.

23. INDEMNITY

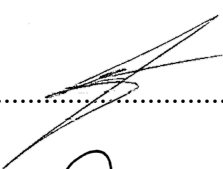
23.1. Subject to the provisions of the Act every Council member, Auditor, the Secretary or other Officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

24. DISSOLUTION

24.1. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property, the same shall be given or transferred to some other institution having objects similar to the Society.

For and on behalf of

THE SOCIETY FOR ASPHALT TECHNOLOGY

SIGNED :.....

PRESIDENT:*Joanne Muller*.....

DATE :.....05-08-2025.....