

# INSTITUTE FOR WORK AT HEIGHT<sup>®</sup>



INSTITUTE  
FOR  
WORK AT HEIGHT

Rules of the Company

Registration No 2008/023831/08

Updated 2023-04-21

## 1. PREAMBLE

- 1.1. This document constitutes the Rules of the Company as defined and governed by clause 1.3 of the Memorandum of Incorporation. Should there be a conflict between the Rules of the Company and the Memorandum of Incorporation, then the latter will prevail and take precedence.
- 1.2. The intent of the organisational structure defined is to adequately distribute power whilst maintaining operational efficiency. To this end, the organisational structure closely resembles that of a federal system. In the tradition of the separation of powers doctrine, the IWH will be organised into the following branches:
- 1.3. Legislative Branch, consisting of the National Executive Council (hereinafter “NEC”).
- 1.4. The Executive Branch, consisting of the President hereinafter called “the President” and various committees as set out in clause 8 **Error! Reference source not found.** which will function under his/her auspices.
- 1.5. The Judicial Branch consisting of the Constitutional Council, which will function as the advisor to the NEC in regard to constitutional matters, arbitration of differences between chambers and other organisations within the framework of the IWH, and as adjudicator of appeals in disciplinary matters between chambers and their members.

## 2. VISION AND OBJECTIVES

- 2.1. The Institute for Work at Height is the recognised entity in Southern Africa, Africa, and the world for working safely and effectively at height.
- 2.2. Our members derive value from the collective knowledge base, aligned industry representation, trusted quality standards, and professional affiliation.
- 2.3. Affiliation with our Professional Body enhances the practitioners’ safety, efficiency, and consequent value in the labour market.
- 2.4. Our service orientation is above reproach and sets the standard for all our stakeholders

### **3. MISSION**

- 3.1. We endeavour to be representative of the Work at Height population of South Africa, Africa, and the world respectively.
- 3.2. We aid the applicable legislative entities in improving safety at height by disseminating relevant information to the population.
- 3.3. We will build our professional body to be the recognised professional affiliation in industry and the quality partner for government as legislated.
- 3.4. The entity is viable and operates within internationally benchmarked best practices.
- 3.5. The IWH subscribes to good governance based on strongly espoused values being serving, transparency, honesty, integrity, inclusiveness, empowerment, and equality.

### **4. MEMBERSHIP**

#### **4.1. Voting Members: Industry Representative**

- 4.1.1. An enterprise that has specialist skills in the Work at Height industry.
- 4.1.2. Training providers recognised by the Professional Body.

#### **4.2. Limited – Voting Members**

- 4.2.1. Affiliate: Any organisation or association having similar objectives to the IWH, or; professional consulting bodies, or individuals who render a service to the Work at Height industry, or; honorary life members as contemplated in the Memorandum of Incorporation, clause 9.
- 4.2.2. Practitioner: Any individual who holds a current Professional Designation awarded by the Professional Body.

#### **4.3. Voting Rights:**

- 4.3.1. Voting rights require a member to be in financial good standing as defined in the IWH's credit risk policy.
- 4.3.2. All members have a single vote of equal weight.

- 4.3.3 All voting members agree to associate with a specific chamber as specified in clause 5**Error! Reference source not found.** and will cast their votes in said chamber. To this end, each voting member should elect a single chamber wherein said member is allowed to exercise their vote. Chamber participation is not restricted other than only one voting chamber will be allowed per member. To ensure clarity, this does not limit the members' activities in other chambers where voting is not required.
- 4.3.4 Each chamber will select from its ranks a chamber chairperson and vice chairperson who will serve on the NEC. The NEC members selected will represent the chamber vote and represent the mandate of the Chamber. For clarity: The collective chamber of office bearers (fourteen, if seven chambers are active) will constitute the membership of the federal legislative branch (The IWH Entity as explained in clause 5 of this document).
- 4.3.5 Limited voting members are treated as normal voting members when acting in the role of chamber chair or vice chair. Limited voting members are limited only in terms of the maximum number of office bearers per chamber being one. The limitation does not extend to representation where the representative is elected as Chamber Representative within an official committee as defined per clause 8 below. To avoid confusion, no more than one limited voting member may be elected or act as Chamber Chair or Vice-chair per chamber at any one time.

### **5. CHAMBERS**

- 5.1 The IWH functions as a federal authority and the following aspects are irrevocably ceded to the IHW's exclusive jurisdiction:
- 5.1.1. Formulation of policies.
  - 5.1.2. Acting as a representative for the Industry with Government and Civil Society.
  - 5.1.3. Arbitration of conflicts between chambers and delineating jurisdictions of chambers.
  - 5.1.4. Financial Management and control of the entire Company.
  - 5.1.5. Management of Membership acceptance criteria including fee structures and disciplinary processes.
- 5.2. **The following chambers are hereby established:**

- 5.2.1. Rope Access:

- Representatives and affiliates engaged in rope access.

### 5.2.2. Suspended Access Equipment:

- Industry representatives and affiliates engaged with suspended access equipment.

### 5.2.3. Mobile Elevating Work Platform:

- Industry representatives and affiliates engaged with mobile elevating work platforms.

### 5.2.4. Scaffolding:

- Industry representatives and affiliates engaged with scaffolding.

### 5.2.5. Falsework:

- Industry representatives and affiliates engaged with falsework.

### 5.2.6. Towers and Ladders:

- Industry representatives and affiliates engaged with demountable towers and ladders.

### 5.2.7. Fall Protection Systems:

- Industry representatives and affiliates engaged with fall protection systems and the Wind Turbine Industry

## 5.3 Voting by Proxy within Chambers:

5.3.1 The appointed proxy must have in his/her possession a completed and duly signed proxy form authorising such person to vote on all matters in accordance with his or her instructions, which can be electronically signed.

5.3.2 The person authorising the proxy must clearly stipulate the vote or if the appointed proxy can vote at his/her discretion on any and all matters stipulated on the meeting agenda.

5.3.3 The person authorising the Proxy must further define/stipulate whether the appointed Proxy has the right to vote on matters which are not on the meeting agenda.

## 5.4 Chamber office bearers:

5.4.1 Each chamber will select from its ranks a chamber chairperson and vice chairperson who will serve on the NEC subject to the provisions of clauses 4.3.4 and 4.3.5.

5.4.2 The chair, alternatively the vice chair is responsible for leading and coordinating the chamber activities to attain the vision, mission, and strategy of the IWH.

5.4.3 Responsibilities, Powers and Accountabilities of Chamber Office Bearers:

- 5.4.3.1 Coordinating chamber committees and activities.
- 5.4.3.2 Ensuring good governance in the Chambers.
- 5.4.3.3 Monitor membership and good standing of members.
- 5.4.3.4 Attaining mandates from the chamber for voting at the NEC.
- 5.4.3.5 Ensuring broad consultation/representation.
- 5.4.3.6 Ensuring the chamber website is up to date.
- 5.4.3.7 Reports on progress and status of Chamber to the NEC.
- 5.4.3.8 Management of chamber fund allocation within the ambit of the chamber activities as authorised by the NEC.
- 5.4.3.9 Ratification of members.
- 5.4.3.10 Voting at the NEC.

### 5.5 **Term of office:**

- 5.5.1 The chamber chairperson and vice chairperson will serve in two-year terms. The elections for the chamber chairperson and vice chairperson will occur yearly and alternate between chairperson and vice chairperson to ensure leadership continuity. These elections will be handled under the supervision and auspices of the Constitutional Chair of the IWH.

## **6. LEGISLATIVE BRANCH**

- 6.1. The NEC will be the legislative body with the final say as to all rules and policies within the IWH. All NEC members are deemed directors for the purposes of the Companies Act of 2008 (hereafter the Act).
- 6.2. The NEC will express such decisions by way of a majority vote by eligible voting members, a two-thirds majority in relation to amendments of these Rules, and a plain majority as to general matters.
- 6.3. Each chamber as noted in clause 5 will select, by majority vote, two representatives to the NEC, being the chairperson and vice chairperson of such chamber. Said elected members will be the voting

members of the NEC, with the exclusion of the President and the Constitutional Chairperson whom will only have a casting vote as defined.

6.4. The NEC will therefore consist of the respective chamber chair and vice chairs, the President, and the Constitutional Chairperson.

6.5. All members will have the right to make written submissions for the NEC but only voting members will be allowed to vote.

**6.6. Meetings of the National Executive Council – (NEC):**

6.6.1. The NEC will keep a record of all meetings.

6.6.2. General meetings will be held at least on a six-monthly basis.

6.6.3. A quorum will be reached when at least 50% plus 1 of the voting members are represented. To avoid confusion, voting members are the chamber chairs and vice chairs serving on the NEC.

6.6.4. The President of the IWH or, in his / her absence, the Constitutional Chairperson shall take the chair at all NEC meetings.

6.6.5. The Notice of any NEC meeting, giving the date, time, and venue shall be given by the Secretary at least 14 days prior to the date of the said meeting and shall specify the purpose for which the meeting is being called.

6.6.6. Extraordinary General Meetings as provided by the Act shall convene within thirty days after receipt of a written application by at least 10% of the IWH voting members, provided that such application shall specify the purpose for which the meeting is required. At all Extraordinary General Meetings, 50% plus 1 of voting NEC members shall constitute a quorum. In the event of there not being a quorum within 30 minutes of the appointed time for the meeting, it shall stand adjourned for 14 days and the Secretary will give notice of a new meeting. If the new meeting fails to attract a quorum, it shall be deemed that members do not wish to support the original request for the meeting and the meeting shall be disbanded. If, at the appointed time for any meeting, the President or Constitutional Chairperson are absent, the members present may choose a chairperson from amongst themselves. Only such business as may be specified in the Notice convening the meeting shall be dealt with at the meeting.

## **7. EXECUTIVE BRANCH**

### **7.1. The President:**

- 7.1.1. Will be elected by the NEC from its ranks as defined in clause 6.4.
- 7.1.2. Should a sitting chamber chair or vice chair be elected he/she will vacate the office bearer position of the relevant chamber in which he / she acquired voting rights as a voting member. The affected chamber will then elect another representative to the NEC in the place of the newly elected President.
- 7.1.3. Will act as the chairperson of the NEC meetings.
- 7.1.4. Will only have a casting vote in the event of a deadlock and not a normal vote.
- 7.1.5. Will act as the spokesperson for the IWH and represent the IWH with all external stakeholders.
- 7.1.6. Will be the head of the executive and will act as Chairperson of the Board.
- 7.1.7. Will have all powers necessary to fulfil his / her duties including and not limited to the appointment of other officials and administrative personnel provided that he / she stays within the budget approved by the NEC.
- 7.1.8. May appoint an executive officer when required to coordinate executive activity within the IWH.
- 7.1.9. Leads and coordinate the IWH activities to attain the mission of the IWH.
- 7.1.10. Maintain strategic intent of the IWH.
- 7.1.11. Coordinate the NEC and its activities.
- 7.1.12. Ensures good governance.
- 7.1.13. Ensures broad consultation.
- 7.1.14. Ensures adherence to the Rules of the IWH.
- 7.1.15. Provides a casting vote when required.
- 7.1.16. Provides oversight of committees.

### **7.2. Authority:**

- 7.2.1. Approval of IWH expenses within mandated budget.

7.2.2. Appointment and dismissal of IWH staff.

7.2.3. Suspension of members with reasonable cause pending disciplinary enquiry.

### 7.3. **Terms of office:**

7.3.1. The President will serve in two-year terms and may be re-elected.

7.3.1. The elections for the President will occur biannually on the alternating year of the election of the Constitutional Chairperson.

## **8. THE COMMITTEES**

8.3. The President or his/her designee has oversight of the following committees:-

8.3.1 Fall Protection Committee.

8.3.1. Skills and Ratification Committee.

8.3.2. Marketing Committee.

8.3.3. Finance and Risk Committee which includes the functions of a nominations, audit and risk a social and ethics committee.

8.3.4. Rules and Regulations Committee.

8.3.5. Membership Audit Committee.

8.4. The NEC will determine the scope of the respective committees' activities and may at any time authorise additional or ad-hoc committees as and when it is required.

8.5. Committees will consist of a minimum of 50% plus 1 one of the chambers. Said elected committee representatives will all have one vote of equal weight on the relevant committee.

8.6. A quorum at any committee meeting will be reached when at least 65% of voting committee members are present.

8.7. The committees will elect a chairperson from its ranks.

### 8.8. THE COMMITTEE CHAIRPERSONS:

8.8.1. Manage the activities of the committee within its mandate.

8.8.2. Communicate with all chambers and the IWH.

- 8.8.3. Coordinate committee activities.
- 8.8.4. Ensure good governance in the committee.

### **9. JUDICIAL BRANCH**

#### **9.3. Constitutional Council**

- 9.3.1. The Constitutional Council will function as the Judicial Organ of the IWH.
- 9.3.2. The NEC will elect a Constitutional Chairperson from its ranks and nominate one member per chamber to serve on the council. These persons may be nominated on an ad-hoc basis to assist the chair in his or her deliberations.
- 9.3.3. The Constitutional Chairperson will act as a non-executive chairperson for the purposes of the Act.
- 9.3.4. Should a sitting chamber chair or vice chair be elected he/she will vacate the office bearer position of the relevant chamber in which he/she acquired voting rights as a voting member. The affected chamber will then elect another representative to the NEC in the place of the newly elected Constitutional Chairperson
- 9.3.5. It will be responsible for advice to the NEC on amendments to the IWH Rules, to mediate and adjudicate between chambers and other internal organs/entities and to function as body of appeal for decisions of the disciplinary committees of chambers in dealing with their members.
- 9.3.6. Will determine which members of the Constitutional Council will be involved in which issue.
- 9.3.7. Will have the power, within approved budgets to appoint persons outside the committee on an ad-hoc basis where necessary.
- 9.3.8. Will be responsible to draw up its own Rules of Procedures.

#### **9.4. Term of Office:**

- 9.4.1. The Constitutional Chairperson will serve in two-year terms and may be re-elected.

- 9.4.2 The elections for the Constitutional Chairperson will occur biannually on the alternating year of the election for the President.

### **10. GENERAL RULES:**

#### **10.1. Geographical realities with meeting and voting**

- 10.1.1. The Rules allows for voting via mail and meetings facilitated by web casting or any electronic conferencing system that can reasonably be tested for open accessibility and authenticity. All decisions made empowered by electronic voting will be communicated in public minutes and may be challenged for a period of two weeks after publication only on the grounds that the electronic system misrepresented the vote cast.
- 10.1.2. The IWH will be responsible for maintaining a web site detailing its working and communications that should be accessible for all members and stakeholders.

### **11. CONFLICT OF INTEREST:**

- 11.1. No member may be a voting member of more than one chamber.
- 11.2. All familial relationships must be disclosed to and approved by the National Executive Council prior to appointment in the relevant role.
- 11.3. Any potential situation where a conflict of interest could exist should be disclosed to the relevant body responsible for governance. Such members directly or indirectly involved in decisions of an entity within the IWH should recuse themselves from the relevant discussion and vote.
- 11.4. A register should be kept and made available to the NEC of potential conflicts of interest.

### **12. FINANCE**

#### **12.1. IWH Accounts:**

- 12.1.1. Be maintained to a recognised South African standard.
- 12.1.2. Be kept at the registered office of the IWH or at such other place as NEC may decide.
- 12.1.3. Be submitted, together with other relevant financial records, to a competent person for an annual voluntary audit and the results of the audit presented to the NEC in the form of the

Annual Financial Report, which shall include a balance sheet and statement of accounts, for ratification.

12.1.4. The Annual Audit Report shall be open for inspection by any member.

12.1.5. Signing Powers for financial transactions will be vested in the President and relevant manager or NEC member and any two of these persons' approval for any financial transactions conducted by the IWH.

Funds of the IWH shall be held in a Bank Account and/or such other accounts as the NEC may approve.

12.1.6. Receipts shall be issued for any income received by the IWH in the form of members' annual subscriptions, income derived from seminars, donations, payments for services rendered or any other monies and the funds placed in accounts.

12.1.7. All payments shall be made through electronic banking. For electronic banking the bank will require a copy of the NEC Resolution authorising an executive member to access this facility.

12.1.8. No cash payments are to be made with the exception of petty cash expenses unless authorised by the President.

12.1.9. The income and property of the IWH, when so ever derived, shall be applied solely towards the promotion of the objectives of the IWH as set forth in these Rules.

12.1.10. IWH may make payment in good faith or remunerate any officer or servant of the IWH or to any member thereof, in return for services actually rendered to the IWH providing it is at arm's length and disclosed to the NEC.

12.1.11. The Finance and Risk Committee shall submit an annual budget for the ensuing year for approval to the NEC prior to the last meeting before the end of November of the current year.

12.1.12. The liability of the members is limited.

### **13. OTHER**

- 13.1. The members of the NEC or any committee established by the NEC, shall be indemnified by the IWH against losses and/or expenses incurred by them in or about the discharge of their respective duties.
- 13.2. Registered Office of the IWH shall be that as registered with the National Registrar.
- 13.3. The IWH shall keep an up-to-date copy of the MOI and Rules and the NEC will make it available on the website for anyone who wishes to scrutinise it. Individual members may apply to the Executive Officer for their own copy of the MOI and Rules in electronic form.