



The Institute of Accounting and Commerce

Terms of reference for IAC Board Members

(Must be read in conjunction with clause 15 and 16 of the MOI and Section 66 – 78 as well as Section 5 of schedule 1 of the Companies Act 71 of 2008)

- To periodically meet and engage on matters that requires attention and to evaluate proposals put to it by the Executive Committee.
- To review issues affecting the policies of the Institute i.e.
 - Amendments to the By-Laws
 - Amendments to the Code of Ethics
 - Request for Special General Meetings
- The Board may from time to time fill a vacancy in its membership by appointing any member, as a member of the Board; Provided that the prescribed maximum number of South African and foreign members shall not be exceeded; Provided further that at no time shall the appointed number of members on the Board exceed four (4) in number. Any member so appointed shall retain his or her office only until the next ensuing Annual General Meeting.
- No person who is not a Member of the Company shall be eligible to hold office as a member of the Board.

Powers of the IAC Board

- The object for which the IAC is established and the business thereof shall be carried into effect and managed by the Board which, on behalf of the Institute, may exercise all such powers and do or perform all such acts or things as may be exercised, performed and done by the institute.
- To purchase or otherwise acquire on behalf of the Company any movable or immovable property, rights or privileges which the Company is authorised to acquire at such price and on such terms and conditions as it thinks fit.
- To sell, purchase, exchange, dispose of, let and otherwise deal with the whole or any part of the Company's property, movable and immovable, upon such terms and conditions as it thinks fit.
- To appoint (and at its discretion to remove or dismiss), any Chief Executive Officer, Secretary, staff, as also any consultant, examiner for permanent, temporary or special service as it may from time to time think fit and to determine their respective duties and fix their respective emoluments and/or allowances, either by way of salary, commission or other remuneration, or by any or all of these as it may think fit, and to require security in such instances and to such amount as it thinks fit.

- To borrow and raise money and to execute in the name of the Institute any mortgages, debentures, pledges or other securities founded or based upon any or all the property of the Institute.
- To institute and defend actions in the name of the Institute, to submit matters for arbitration, to enter into any composition or to defend in any criminal or civil proceedings any employee who has acted *bona fide* for or on behalf of the Company.
- To delegate, with or without conditions, all or any of their powers to any employee or any committee and to appoint attorneys and agents to represent the Company.
- To invest and deal with any of the monies of the Company in securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- To make and give receipts, releases and other discharges for debts payable to the Company, as well as to settle all claims and demands for and against the Company.
- To draw, accept, endorse, make and execute other negotiable instruments for and on behalf of the Company.
- To enter into negotiations for contracts, to enter into contracts, to rescind and vary such contracts and to execute and do all such deeds, acts and things in the name and on behalf of the Company as it may consider expedient for and in relation to any of the matters aforesaid, or these presents.
- To exercise in relation to any member or members, all or any of the disciplinary powers accorded to the Company in this MOI and to implement and carry out all necessary disciplinary proceedings and take all disciplinary steps in accordance with the provisions of any or all such rules and/or By-laws relating thereto and in force from time to time pursuant to, and in terms of this Memorandum of Incorporation.
- To make awards, confer honours or to give prizes for the purpose of promoting the growth and interests generally of the Company.

Terms of Reference for the IAC Board of Directors

- Only IAC members may be elected to the Board.
- No person may be elected to the board if he or she has a connected person working at the IAC.
- The board must elect a President and Vice President from amongst its members. This can be done via an open or closed voting system. However the voting method must be announced before the election is to take place.
- No person may serve on the board for a period exceeding eight years without taking a gap year. After the elapse of the gap year the person may be eligible to serve another term.
- No person may serve on the Board if he or she is declared insolvent or be placed or apply to be placed under debt management or insolvency.
- No person may serve on the Board if he or she serves on the board or management structure of any organization that has the same or similar objectives, visions and missions or operations as that of the IAC. (i.e., whenever there is a possibility of a conflict of interest, the director in question must resign from the IAC Board).

- The duties of the Board must be read in conjunction with the IAC's MOI (constitution).
- Having said that, the board is responsible for setting IAC policies and it is the responsibility of the Secretariat to carry out these policies.
- The Secretariat is responsible for setting out the budgets (with board approval) to achieve the implementation of the Board policies and operational requirements.
- The Secretariat is answerable to the Board and not to individual Board members or the EXCO Committee.
- The EXCO Committee will be made up of the President, Vice President and the immediate past President. The Board must appoint a Chief Executive Officer (CEO) who will be in charge of the Secretariat and act as the Returning Officer at the Institute's AGM and Board meetings for the election of the President and Vice President.