



**THE EARTHING AND LIGHTNING
PROTECTION ASSOCIATION
OF SOUTH AFRICA**

Founded in June 2017

**CONSTITUTION
and
MISSION STATEMENT AND OBJECTIVES**

The constitution adopted February 2019



Earthing and Lightning Protection Association

Constitution (incl. ByLaws)

CONTENTS

	Clause	Page
	Mission and Vision Statements	3
	Preamble	4
I	Name	4
II	Principal Office	4
III	Aims and Objectives	4
IV	Membership	6
V	Voting	8
VI	Dues and Fees	9
VII	Meetings	11
VIII	Resignation, Suspension and Expulsion	12
IX	Board of Directors	14
X	Class IV Professionals	18
XI	Officers	19
XII	Duties of Officers	21
XIII	Mail Vote	22
XIV	Fiscal Year	22
XV	Association Seal	22
XVI	Indemnification	22
XVII	Dissolution	22
XVIII	Amendments	23
XIX	Definitions	23



Earthing and Lightning Protection Association

Mission and Vision Statements

Mission Statement:

- To protect the consumer, the Industry and the ELPA Members
- To transform the lightning protection industry to an environment where safety and compliance are demanded and appreciated
- Ensuring uniform interpretation of the Codes of Practice
- To be the recognised Professional Body of the Industry
- Safety is our business,
- Standards are not negotiable

Vision Statement:

- To ensure accountability from all parties involved in a project
- To regulate the industry through support and compliance
- To build skills infrastructure and career path, a recognised trade through working with government institutions such as SAQA, QCTO and DOL
- To de-mystify the Industry for all through the sharing of knowledge
- To create awareness of the dangers of lightning – especially in schools and also in rural areas

Constitution of the Earthing and Lightning Protection Association

Preamble: The Earthing and Lightning Protection Association (ELPA) has been formed to protect the consumer, establish a uniform interpretation of the codes of practice, rationalise the compulsory aspects of the lightning protection systems, build the technical training infrastructure, strengthen the supplier network and thereby guide the lightning protection industry.

Article I – Name:

The name of the Association, a non-profit company (NPC), a body of lightning protection systems fraternity hereby constituted under the laws of South Africa shall be the **Earthing and Lightning Protection Association**, herein after referred to as ELPA.

Article II – Principal Office

The principal office of the Association shall be as designated by the Board of Directors from time to time. The Association may have such other offices as may be designated from time to time by the Board of Directors.

Article III – Aims and Objectives

- To protect the consumer, their infrastructure and equipment and personnel;
- To prescribe standard specifications for work undertaken by persons and to encourage the recognition and use thereof by members and other persons;
- To promote just and honourable practices and ethics in the conduct of business amongst members and other persons engaged in the Industry;
- To secure unity and co-operation, or to seek affiliation, with any other organisation, association, statutory body, local authority, institution or person, which will promote ELPA members and be in the best interests of ELPA members;
- To promote, support or oppose, as may be deemed expedient, any legislation or other measures affecting the interests of ELPA members and the Industry;
- To encourage the settlement of disputes between ELPA members and other individuals or parties connected with the Industry by conciliatory methods and, if necessary, to nominate arbitrators on such terms and in such cases as may be expedient;
- To participate in, and ensure full compliance by ELPA members, with the provisions of all statutes and legislation affecting the Industry; Standards and Norms and Codes of Practice;

- To establish regions and branches where required in Southern Africa in support of skills development and excellence;
- To promote the interests of ELPA and its members generally, and to do all such lawful things as may be necessary or expedient and incidental to the foregoing to:
 - acquire movable or immovable property;
 - borrow, receive donations, invest, lend or raise money or pledge the assets of the Association;
 - employ experts or professional advisors;
 - distribute information amongst members and others on all matters of interest to the Industry, including the publication of a magazine;
 - distribute for publication informational articles to raise public awareness of the dangers, and to promote the authority ELPA members (carry or possess), and to protect the end users/public;
- To foster and encourage training and skills development in the Earthing and Lightning protection industry;
- To encourage and promote education and training facilities for those engaged in the Industry;
- To afford members assistance or advice of a legal nature or any other assistance as may be necessary;
- To be party to the establishment or support and administration of a Sector Education and Training Authority (SETA) as per Occupational Health & Safety Act 85 of 1993 and relevant regulations under the said Act;
- Support the provision of the Electrical Approved Inspection Authority (AIA) to arbitrate any dispute arising from the results of an inspection, or other causes;
- To promote and assist in the research, development, and exploration of the lightning threat mitigation subject matter and its technologies, and the dissemination of this information to ELPA members;
- To prescribe standard specifications for work undertaken by persons, standard forms of contract, and to encourage the recognition and use thereof by ELPA members and other persons;
- To administer and maintain the database of certification records and details of ELPA members.

Article IV – Membership

Section 1: Qualifying Membership

Any person, company or corporation engaged in the lightning protection industry is eligible to become a member of the Association.

Section 2: The Membership Categories

The membership of ELPA shall consist of five (5) classes of membership

- Class I Major Stakeholders – Companies – manufacturers, designers and installers who perceive their net worth to be of such value that their specific contribution to the industry is essential to the well-being of the industry;
- Class II Installers and Designers - companies whose primary business is the design and/or resale or installation of earthing and lightning protection systems (LPS) and have a history of *at least 3 years* of LPS installations. This class is qualified to install ELPA certified systems *without supervision*;
- Class III Installers and Designers - companies who have an interest in the design and/or resale or installation of earthing and lightning protection systems (LPS) and have a history of *less than 3 years* of LPS installations. This class is qualified to install ELPA certified systems *with contracted supervision from Class II or qualified Class I ELPA member companies*;
- Class IV Individuals indirectly involved in promoting lightning safety and enhancing the science of lightning protection. Members would be professionals in their respective industries of (but not limited to) engineering, architecture, science, insurance, safety or any other interested parties;
- Class V Suppliers - All companies who supply lightning protection products used in the manufacture of lightning protection system components (e.g. wire, rod, fasteners, part castings, etc.) and supplies allied to lightning rod systems (e.g. arrestors, continuity testers, ground testers, warning systems, etc.) and do not fit the class I, II or III categories, would be classified as suppliers;

Section 3: Membership Applications

The election of any applicant to any category of membership within ELPA shall be effected only if in the opinion of the Board of Directors, such election is in the interests of ELPA.

Application for membership shall be submitted to the ELPA National Director on forms supplied by ELPA.

- The National Director shall transmit all applications by mail to the Board of Directors;
- Directors shall vote, by return mail, for or against acceptance of the applicant;
- Affirmative vote of seventy-five percent (75%) of the directors shall be required for admission to membership.
- Any director, without the necessity of voting, may request that the application be brought before the next meeting of the Board of Directors, in which event, voting on said application shall take place.

Section 4: Only active members of Classes I, II and III may vote on all matters except when such matters are determined by the Board of Directors to require specialized representation by members of the Advisory Board and/or Class IV members (professionals in their fields);

Section 5. Applicants for membership in Classes I, II and III shall be admitted under the following probationary provisions, which shall apply for twenty-four (24) months following the date of admittance

- The probationary member shall submit all information necessary to conduct an inspection of at least three (3) lightning protection systems for which the probationary member has furnished or is furnishing components, installation and/or system design services;

Information shall include the name, location, date of installation, name of the installer, if other than the member, copy of specifications, if any, and the drawing of the system installed along with photographs of concealed portions of the system as required by ELPA.

Presentation of SABS or ELPA Certified Inspection Certificates shall be received and submitted for consideration with payment of initiation fees or annual dues.

- The probationary member may attend ELPA meetings and serve on committees but may not hold any ELPA office or serve as chairman of an ELPA committee during the first twelve (12) months of the probationary period.

Section 6: All Class I, II, and III members that involve themselves in the installation process, either by design, installation, or certification, shall submit with payment of annual dues, verification by inspection of not less than three (3) lightning protection systems for which that member has furnished or is furnishing components, installation and/or system design services.

Information shall include the name, location, date of installation, name of installer, if other than the member, copy of specifications, if any, and the drawing of the system

installed along with photographs of concealed portions of the system as required by ELPA.

Presentation of SABS or ELPA Certified Inspection Certificates shall be acceptable.

Failure to do so will place that member into the probationary category for up to one (1) year and member will be listed in the membership directory as such until such inspections have been completed. If such inspections are not completed and submitted within the one (1) year probationary period, member will be removed from the membership directory.

Article V – Voting

Each member shall be entitled to one (1) vote on ELPA business except for those matters restricted to a particular class of membership as set forth in the Constitution or as established from time to time by the Board of Directors.

Each company, partnership or association shall appoint and certify to the National Director two (2) people to be its representatives, one (1) primary member and one (1) designated alternate, who shall represent, vote and act for the member in all affairs of ELPA.

No individual owner, partner or group of affiliated owners shall be entitled to more than two (2) votes regardless of the number of memberships held by such owner or owners through separate corporations, subsidiaries, other business entities or separate business locations.

A majority vote of all members present and voting shall be required for approval of any ELPA business submitted to the vote of the members except where a higher percentage of affirmative votes are required by the Articles of the Association, these By-Laws or applicable law.

Members may vote by written proxy, provided said proxy is recorded with the Secretary or his/her designee before the meeting at which the vote is to take place.

Article VI – Dues and Fees

Section 1: Initiation Fees

New members of Classes I, II and III shall pay a one-time initiation fee equal to fifty percent (50%) of the basic annual dues assessed for members of their class.

The initiation fee is due and payable within ten (10) days of notification of membership.

Class IV and Class V members shall not be required to pay an initiation fee. Initiation fees and payments of initiation fees may be subject to change from time to time as determined by the Board of Directors.

Section 2: Annual Dues

Annual dues pertaining to each category of membership as well as each category schedule shall be determined from time to time by the Board of Directors. A schedule setting forth said fees shall be distributed to each member each time there is a change in dues.

Dues of members in Class I shall be payable monthly. Dues payments shall be due no later than the tenth day of each month.

Class II, III, IV and V members shall pay dues annually or at the beginning of the calendar quarter commencing immediately after the anniversary date of their membership.

Section 3: Non-payment of Dues

If any member shall fail to pay an instalment of dues within forty-five (45) days after the date when such instalment is due and payable, such member shall be suspended from ELPA until such time as he becomes current with his/her dues obligations.

During suspension, his/her or its rights to attend meetings and to avail himself/herself or itself of other privileges of ELPA shall also be suspended.

Thirty (30) days after the date on which any instalment of dues is payable, the National Director shall notify all members in arrears, quoting this paragraph of the Constitution:

“If the dues of any member remain unpaid for a period of forty-five (45) days after the date when any instalment is due and payable, the name of such defaulting member shall be stricken from the rolls of ELPA and thereupon, all his/her or its rights and privileges in ELPA shall be forfeited and extinguished.”

The funds and property of ELPA shall belong to ELPA and no member whose membership has been terminated as herein provided, or who shall resign, shall be entitled to any part thereof.

Section 4: Special Project Dues

In addition to the fees and dues provided above, members shall pay to ELPA special project dues at a rate to be established from time to time by the Board of Directors and approved by a majority of the class of members that will be obligated to pay the assessment.

Section 5: Individuals

Individuals whose primary business is the design and/or resale or installation of earthing and lightning protection systems (LPS) and are not employed by an ELPA member company require competence certification and therefore must be a member of ELPA. Such a “non-company” member will pay membership fees equal to that of a Class III member company, will require contracted supervision and will not participate in the voting processes of the Class II/III representative elections.

Membership fees for all individuals employed by or active in an ELPA member company are waived and membership is renewed annually together with the member company.

Article VII – Meetings

Section 1: Annual Meetings

There shall be an annual meeting of ELPA at such time and place as established by the Board of Directors, for election of members of the Board of Directors, for receiving the annual reports and for the transaction of other business.

Notice of such meeting, signed by the National Director, shall be mailed to the last recorded address of each member at least twenty (20) days before the time appointed for the meeting.

Section 2: Special Meetings

Special meetings of ELPA may be called by the National Director or the Board of Directors or shall be called by the National Director upon the written request of five (5) members of ELPA.

Notice of any special meeting shall be mailed to each member at his/her last recorded address at least twenty (20) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3: Quorum Requirements

Twenty-five percent (25%) of the total active members shall constitute a quorum, and if there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4: Meeting Procedures

The order of business at meetings shall be as follows:

1. Call to order;
2. Reading of minutes of previous meeting;
3. Receiving communications;
4. Reports of officers;
5. Reports of committees:
 - a. Standing committees
 - b. Special committees
6. Unfinished business;
7. New business;
8. Election of directors;
9. Adjournment.

Section 5

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules, as set forth in “Robert’s Rules of Order”, shall govern all deliberations, when not in conflict with these regulations.

Article VIII – Resignation, Suspension and Expulsion

Section 1: Resignation

Any member may resign from ELPA by a written resignation submitted to the National Director.

Such resignation shall become effective on the date named in such resignation provided said date is not less than thirty (30) days after receipt of such resignation by the National Director.

If the date is less than thirty (30) days after receipt by the National Director, the resignation shall become effective thirty (30) days after the date of receipt.

Each member shall be liable for the payment of the full amount of all annual dues which are due and payable before the effective date of his/her or its resignation.

Section 2: Suspension and Expulsion

(1) Any membership in ELPA may be suspended or terminated for good cause.

Sufficient cause for suspension or termination of membership may be

- a violation of this Constitution or
- a violation of any lawful rule of practice adopted by ELPA; or
- any other conduct prejudicial to the interests of ELPA, including but not limited to civil or criminal offenses involving moral turpitude, or violations of civil or criminal laws or regulations related to the manufacture or installation of lightning protection products.

Suspension or expulsion shall be by three quarters (3/4) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least thirty (30) days before the final action is taken thereon.

This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel, present a written response, present witnesses and present any defence to such charges before action is taken thereon.

(2) Members who are serving their initial probationary period may, in addition, be suspended or expelled under the following circumstances:

- A. If, upon inspection as provided in Article IV section 5 of this Constitution, any of the systems submitted by the probationary member are found to contain unsafe components, installation methods or design, then the member shall
 - be so notified in writing by the National Director and shall,

- within ten (10) days of such notification, submit a list of five (5) additional systems containing the information required by Article IV section 5 of this Constitution.
- B. If, upon inspection, any of the additional systems are found to contain unsafe components, installation methods or design, then a written notification setting forth the findings of the inspections shall be sent to the probationary member by certified or registered mail.

The matter shall be brought before the next meeting of the Board of Directors occurring not less than thirty (30) days from the date of such notification at which time the members shall have the opportunity to appear in person and/or to be represented by counsel to present any defence or explanation. Suspension or expulsion shall be by majority vote of the entire membership of the Board of Directors.

- C. For the purposes of this Section, safety of any component, installation method or design shall be measured pursuant to recognized and established industry standards.

(3) A member who is suspended or expelled may appeal his/her or its suspension or expulsion to the entire membership of ELPA at the next member meeting by sending written notification of such appeal to the National Director who shall place the matter on the agenda for said meeting. A majority vote of those members in attendance at such meeting shall be required to reverse the decision of the Board of Directors.

Article IX – Board of Directors

Section 1: Board Appointments

The government, management and control of ELPA and its affairs shall be vested in the Board of Directors, which shall be composed of Class I, II, III, and IV members. Each Director will have one (1) designated alternate.

Class I members shall be represented by one (1) Director or his/her designated alternate.

Class II and Class III members shall elect from one (1) of their numbers one (1) Director or his/her designated alternate for every ten (10) Class II and III members

Class IV members shall elect from their number one (1) Director as well as one (1) designated alternate.

Directors other than Class I members shall be elected for a three-year term of office at the Annual Meeting of the Members of ELPA. Each Director shall hold office for the term for which s/he is elected and until his/her successor shall have been elected and qualified.

Directors may succeed themselves.

No action increasing or decreasing the number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

Directors shall be

- individual members of ELPA, or
- in the case of a corporate-member, an officer or employee of the corporate-member; or
- in the case of a partnership-member, a member of the partnership.
- No more than one (1) officer or employee of a member-corporation and no more than one (1) member of a partnership shall be a Director.

Section 2: Voting for Directors

All voting for Directors shall be by printed and signed ballots which may be cast in person by members, or a duly authorized representative, present at the time of the Annual Member Meeting, or by Member's duly authorized proxies, or by mail.

Section 3: Nominating Committee

The National Director shall appoint, at least ninety (90) days before the Annual Member Meeting, a nominating committee of not less than three (3) members, which shall nominate candidates for the Board of Directors representing Classes II, III and IV.

The report of the nominating committee shall be mailed to the membership by the Secretary or his/her designee not less than forty-five (45) days prior to the date of the Annual Member Meeting.

Section 4: Additional Nominations

Additional nominations for Directors may be made from the floor of membership meetings if made in accordance with membership meeting rules.

Section 5: List of Nominees and Ballot

The Secretary or designee shall send to the entire membership, not less than twenty (20) days before the Annual Member Meeting, a complete list of all nominees, together with the principal facts, their connections, classification and activities and a statement as to whether their nomination was made by the Committee or by petition.

Such notice shall be accompanied by a printed official ballot bearing the names of the nominees, and the number to be elected shall be indicated.

Section 6: Ballot cast by mail

All ballots cast by mail, in person, or by proxy, must, to be counted, be deposited with the Secretary or his/her designee not less than one (1) hour before the time set for the Annual Member Meeting, or such earlier hour as the Board of Directors may direct.

Section 7: Election Judges

The National Director shall appoint not less than three (3) members, or duly authorized representatives of members, of ELPA, to serve as judges of the election. Such judges shall, at the Annual Member Meeting, count the ballots and certify to the Secretary the election of the Directors.

Section 8: Authority of the Board of Directors

The Board of Directors is authorized to conduct the business of the Earthing and Lightning Protection Association, and therein within the limits of the Constitution, shall actively execute its purposes and shall have discretion in the disbursement of funds.

It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

It may prepare rules for the orderly conduct and procedure of annual and special meetings of ELPA, which rules shall not conflict with the provisions of this Constitution.

Section 9: Meetings of the Board of Directors

The Board of Directors shall meet upon the call of the National Director or the call of any two (2) Directors.

Ten (10) days written notice shall be given of all meetings of the Board

Section 10: Board of Directors Quorum

Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum.

Section 11: Vacancies

In case of any vacancy in the Board of Directors for any reason, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired term of the Director whose place shall be vacant.

The successor shall be the same class of the membership as the Director he is replacing.

Section 12: Absence

Any member of the Board of Directors may designate an alternate from his/her company, provided, however, that such alternate cannot vote or be counted toward a quorum, unless he or she is the assigned designated alternate.

If a Director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Section 13: Compensation

Directors as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorise reimbursement of expenses incurred in the performance of their duties.

Such authorisation may prescribe procedures for approval and payment of such expenses by designated officers of ELPA.

Nothing herein shall preclude a Director from serving ELPA in any other capacity and receiving compensation for such services.

Section 14: Resignation or Removal

Any Director may resign at any time by giving written notice to the National Director, the Secretary or to the Board of Directors.

Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the National Director, Secretary or Board of Directors.

Any Director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.

Section 15: Chairing Board Meetings

The Chairman of the Board, the National Director or one (1) member of the Executive Committee shall preside over all meetings of the Board of Directors. In their absence, the Secretary shall preside.

Section 16: Majority vote

Except as otherwise provided in the Memorandum of Incorporation, this Constitution or by law, all matters shall be decided by a majority vote of those Directors present and voting at any meeting. Directors may not vote by proxy.

However, Directors may act without a meeting if all Directors entitled to vote consent in writing to the action taken.

The National Director does not have a vote.

Article X – Class IV Professionals

Section 1: Class IV Leadership

The Class IV Professionals shall be governed by a Steering Committee of five (5) members who shall be the General Chairman, two (2) Vice Chairmen, and two (2) Committee Chairmen.

Section 2: Class IV General Chairman

The General Chairman shall be appointed for a term of three (3) years, subject to annual reconfirmation by the Board of Directors and shall be eligible for re-appointment

Section 3: Members of the Steering Committee

Vice Chairmen and Committee Chairmen shall be appointed by the General Chairman.

Section 4: Class IV Activities

The nature and scope of the activities of the Class IV Professionals, including meetings, shall be defined by the Steering Committee and submitted to the Board of Directors for approval.

Section 5: Class IV Professionals Budget

Class IV Professionals member dues shall be maintained as a separate budget item and shall be allocated so as to sustain the Class IV Professionals as a self-sufficient entity.

Article XI – Officers

Section 1: Officer Bearers

The officers of ELPA shall be a National Director, a Chairman of the Board, a Secretary and a Treasurer. The National Director shall be appointed by the Board of Directors or its assigned Executive Committee consisting of Class I, II and III members appointed by the Board of Directors, whose function is to assist the National Director in his or her decision making relative to the management of ELPA. The Chairman of the Board, Secretary and Treasurer shall be elected annually by the Directors, and each shall hold office for a term of one (1) year, and until his or her successor has been elected and qualified. Officers may succeed themselves. All elected officers of ELPA shall be Directors.

Section 2: National Director

The Board of Directors shall appoint and employ a National Director who will establish offices at such a place as shall be determined by the Board of Directors.

The National Director, with the approval of the officers of ELPA, will employ sufficient personnel to conduct the affairs and programs of ELPA if he or she is an independent contractor. Any person employed directly by ELPA must have approval of the Board of Directors or its Executive Committee.

Section 3: Responsibility of the Executive Committee

Between meetings of the Board of Directors, the management of ELPA shall be vested in its Executive Committee which shall not have the authority of the Board of Directors in references to

- (1) amending, altering, or repealing the Constitution;
- (2) electing, appointing or removing any member of any such committee or any director or officer of ELPA;
- (3) amending the Memorandum of Incorporation;
- (4) adopting a plan of merger or adopting a plan of consolidation with another entity;
- (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property assets of ELPA;
- (6) authorising the voluntary dissolution of ELPA or revoking proceedings therefore;
- (7) adopting a plan for the distribution of the assets of ELPA; or
- (8) amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee.

The Executive Committee shall consist of Class I, II and III members appointed by the Board of Directors and shall meet as required from time to time. The designation and appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 4: Executive Committee Report

The Executive Committee shall, from time to time and at least quarterly, render a report of its activities to the Board of Directors.

Section 5: Office Vacancies

Vacancies in any office may be filled for the balance of the term by the Directors at any regular or special meeting.

Article XII – Duties of Officers

Section 1: National Director

The National Director shall assist the executive officers of ELPA and the Board of Directors and shall perform the duties incident to such office.

He may appoint committees to assist the Board in the implementation of their duties for the benefit of the members.

The National Director, with the approval of the Executive Committee, may appoint as advisor to the Board any individual connected in any way with the industry to serve on special committees for the advancement of the Earthing and Lightning Protection Association, the industry as a whole, the products produced or the market therefore, as their special talents may indicate.

Section 2: Secretary

The Secretary or his/her designated agent shall keep the minutes of all meetings and shall record the names and addresses of all members of ELPA, give notice of meetings and perform such other duties as may be assigned to him or her by the Board of Directors; s/he shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal and shall perform all such other duties as are incident to this office.

Section 3: Treasurer

The Treasurer shall monitor the financial affairs of ELPA and shall report to the Board of Directors on the financial condition of ELPA from time to time.

Section 4: Chairman of the Board

The Chairman of the Board shall provide an overall visionary support to the Board of Directors and elected on skills basis to provide cohesion and develop the “face of ELPA”, linking members of the Board, private sector, government, international bodies and providing mentorship guidance to the National Director in the community of Lightning Protection. As Chairman of the Board he/she will also support the Directors in fulfilling their duties alongside the Executive.

Section 5: Directors

The duties of each Director shall be to assist in developing and carrying out the policies and programs of ELPA; to contribute of his/her knowledge and experience at all meetings; to serve on committees when appointed; to attend all meetings, except for reasons of emergency and perform all other duties usually incident to his/her office.

Article XIII – Mail Vote

Whenever, in the judgment of the Board of Directors, any questions shall arise which it believes should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such a purpose, the Directors may, unless otherwise required by this Constitution, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership, provided that in each case votes of at least twenty-five percent (25%) of the members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon ELPA in the same manner as would action taken at a duly called meeting.

Article XIV – Fiscal Year

The fiscal year shall commence on the 1st day of March and shall end on the 31st day of February.

Article XV – Association Seal

The Association shall have a seal of such design as the Board of Directors may adopt.

Article XVI – Indemnification

ELPA may, by resolution of the Board of Directors, provide for indemnification by ELPA of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defence of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of ELPA, except in relation to matters as to which such Director or officer or former Director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XVII – Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in this Constitution, and no part of said funds shall inure or be distributed to the members of ELPA. On dissolution of ELPA, any funds remaining shall be distributed to one (1) or more regularly organised and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article XVIII – Amendments

Upon proposal by the Board of Directors or any three (3) members, this Constitution may be amended, repealed or altered, in whole or in part,

(A) by a majority vote at any membership meeting of ELPA; provided, that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least ten (10) days prior to the date of the meeting; or

(B) by approval of the members through mail vote in accordance with the provisions of Article XIII.

Article XIX – Definitions

Any expressions used herein which are defined in the Act, shall have the same meaning as in the Act, and any reference to an Act shall include any amendments to such Act. Further, unless inconsistent with the context –

1. “Act” means the Labour Relations Act No 66 of 1995
2. Act 85 of 1993 - Occupational Health & Safety Mine Health & Safety Act
3. "Lightning Protection" complete system for protection of structures against lightning, including their internal systems and contents, as well as persons, in general consisting of an LPS and SPM
4. “Electrical Industry” or “Industry” means the industry in which employers and their employees are associated for any or all the following:
 - a. The design, preparation, erection, installation, repair and maintenance of all earthing, lightning protection and surge protection equipment forming an integral and permanent part of buildings and/or structures, including any conductor jointing and laying for earthing, lightning transfer and surge deviation wire construction, and all other operations incidental thereto, whether the work is performed or the material is prepared on the site of the buildings or structures or elsewhere;
 - b. The design, preparation, manufacture, whether the work is performed, or the material prepared on the site of the buildings or structures or elsewhere;
5. "Lightning Protection System" (LPS) means a complete system used to reduce physical damage due to lightning flashes to a structure
6. "Registered person" means a person registered as an earthing, lightning protection and surge deviation system installer, designer or assessor at ELPA;
7. “Designer” means a person who is duly trained, or has previous experience in, designing compliant earthing and lightning protection systems. This individual can only become an approved ELPA Designer when he/she has both passed the Exam and is an active ELPA Member.

8. “Installer” means a person who is duly trained, or has previous experience in, installing compliant earthing and lightning protection systems. This individual can only become an approved ELPA Installer when he/she has both passed the Exam and is an active ELPA Member.
9. “Assessor” means a person who is duly trained, or has previous experience in, assessing of earthing and lightning protection systems. This individual can only become an approved ELPA assessor when he has passed the Designer and Installer exams and is an active ELPA Member.
10. “Employee” means any person employed on any of the classes of work defined in the main Agreement of the Council and includes a person employed under a contract of apprenticeship or learnership agreement recognised by the Council;
11. “Employer” means any person who employs or provides work for any person and remunerates or expressly or tacitly undertakes to remunerate him or who permits any person in any manner to assist him in the carrying on or conducting of his/her business and includes temporary employment services as defined in the Act.