



( Imbobo App NPC )

NPC Reg No.: 2021/539541/08

## THE CONSTITUTION



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## **PREAMBLE**

We, the members of "iMbobo App NPC" together with OVH (Self Driving) Car company leadership recognise the ever-rising technological surge of the fourth industrial revolution (4IR) and all the challenges it poses to the future, environment, and well-being & livelihood of humanity across the globe.

We strongly believe that in order to solve these imminent threats facing humanity particularly with regards to innovations around the development and improvement of land transport and its subsidiary technology thereof, a multidisciplinary, in this case: social development and artificial intelligence (AI), innovative solution is essential and imperative.

We therefore, through our freely elected representatives, adopt this Constitution in order to advance and carry out the policies and programmes of the "iMbobo App NPC" initiative and do all things necessary to further the interests, aims and objectives of the Organisation which are:

- to allow a smooth and seamless transition into the fourth industrial revolution (4IR) self driving cars technology; and
- to help make road networks safe and efficient for all users.

### **How?**

by ensuring that our roadways stay even and clear surfaces free of potholes.



## 1. **DEFINITIONS**

In this Constitution and any Appendix hereto, unless the context otherwise, the following words, expressions and abbreviations shall bear the meanings set out herein:

**"accountable"** means to answer for, or explain, one's conduct, decisions or acts;

**"AGM"**

means the annual general meeting of the organisation or annual general meeting of a branch where it is specifically referenced to branches in Appendix A;

**"black people"** is a generic term which means African, Coloureds and Indians;

**"Branch in good standing"**

means a Branch that is recognised by the IMBAPP to be fully compliant with its obligations in terms of this Constitution and whose members are paid-up members;

**"business day"** means any day excluding a Saturday, Sunday or South African public holiday;

**"Constitution"** means the IMBAPP Constitution;

**"co-opt"** means to add to a structure by a vote or decision of those already members of that structure;

**"IMBAPPE"** means the quarterly notes published by the editorial board of the organisation;

**"locality"**

means in relation to a city, any suburb of such city and in relation to a town, the entire town and surrounding areas;

**"mutatis mutandis"**

means (used when comparing two or more cases or situations) making necessary alterations while not affecting the main point at issue;

**"publications"**

includes the IMBAPPE, "the Road Safety Audits Reports" and the content of the organisation's official website and may include these publications in electronic format;

**"the organisation"** means the Imbobo App NPC;

**"NPC"** means Non Profit Corporation;

**"year"**

means a consecutive period of three hundred and sixty-five (365) days, save in the instance of a leap year which shall include an additional day and "years", "early", "annual" and "annually" bear corresponding meanings.



## **2. INTERPRETATION & APPLICATION**

- 2.1 All words and expressions used in this constitution that imply the masculine gender shall include the feminine and vice versa.
- 2.2 All words and expressions in this constitution that imply the singular number shall include the plural and vice versa where appropriate.



### **3. NAME & LEGAL STATUS**

- 3.1 The organisation shall be a non-profit voluntary association separate in legal status from its members, entitled to operate in its own name, i.e. Imbobo App NPC which name may be abbreviated as "IMBAPP" and shall indefinitely continue to operate irrespective of changes in members and / or officers until such time as it is wound-up in terms of the provisions hereof.
- 3.2 The income and property of the organisation shall not be distributable to its members or officers.
- 3.2 The future incorporation of the organisation, be that in South Africa or any other country within Southern Africa; rest of Africa; and the Globe, is foreseen and the council shall be entitled to attend to the incorporation of the organisation at its discretion.

### **4. OBJECTIVES**

- 4.1 To allow a smooth and seamless transition into the fourth industrial revolution (4IR) self driving cars technology;
- 4.2 To help make road networks safe and efficient for all users;
- 4.3 To establish and maintain various sections in order to: -
  - 4.3.1 facilitate real-time pothole reporting platform by members, records, and to receive and report on pothole responses made; and;
  - 4.3.2 facilitate road safety community outreach by the organisation.
  - 4.3.3 facilitate councillors road school of governance programmes by the organisation.
  - 4.3.4 facilitate and monitor road works volunteer (RWV) programmes by the organisation.
- 4.4 To disseminate information about roads, roads safety, and 4IR autonomous (self-driving) automobiles that may be of use to observers, road users, and to others interested in the subject matter, by means of publications;
- 4.5 To do all such lawful things conducive to the attainment of these objectives.





## **5. MEMBERSHIP**

### **5.1 Members**

5.1.1 Membership of the organisation accrues to all members of branches of the organisation.

### **5.2 Honorary Members**

5.2.1 The council may from time to time confer honorary membership.

5.2.2 The sole criteria for nomination shall be that such person should have provided a significant and / or extended contribution to the advancement or popularisation of self driving cars technology and or road safety alternatively a particular service to the organisation, deserving of formal recognition.

5.2.3 Honorary members shall accrue the same rights and privileges as that afforded to members.

5.2.4 The council may at its discretion confer additional privileges on an individual basis to such members.

5.2.5 No membership fees shall be payable by honorary members and such membership shall be perpetual in nature.

### **5.3 Country Members**

5.3.1 The council may in its sole discretion accept as members persons' whose circumstances prohibit regular attendance at local meetings provided that any membership fees payable by such members shall be limited to the total cost of the benefits provided to such members.

5.3.2 Country members shall accrue all rights afforded to members of the organisation.

## **COUNCIL MEMBERS**

The council shall consist of the following officers-

### **5.4 President**

5.4.1 The council shall appoint the president without the necessity of nomination from the membership. As such the vice president shall at the end of the president's term of service (or in the event of the president being unable to fulfil his term) automatically be appointed as president, provided that where the vice president is not able to assume the position, the council shall internally appoint the president.

5.4.2 The president shall serve a two year term.



## **5.5 Vice President**

- 5.5.1 The vice president shall be elected at the AGM through the usual process of nomination and voting (as set out herein).
- 5.5.2 The vice president shall function as deputy to the president and may stand in for the president in the event that the president is temporarily unavailable or incapacitated.

## **5.6 Treasurer**

- 5.6.1 The treasurer shall be elected at the AGM through the usual process of nomination and voting (as set out herein) and shall be appointed for an initial term of two years which term will thereafter automatically renew annually for a maximum total period of five years provided that the incumbent accedes to the renewal and is in the view of the council capable of performing the functions associated with the position.

## **5.7 Secretary**

- 5.7.1 The secretary shall be elected at the AGM through the usual process of nomination and voting (as set out herein) and shall be appointed for an initial term of two years which term will thereafter automatically renew annually for a maximum total period of five years provided that the incumbent accedes to the renewal and is in the view of the council capable of performing the functions associated with the position.

## **5.8 Vice Secretary**

- 5.8.1 The vice secretary shall be elected at the AGM through the usual process of nomination and voting (as set out herein) and shall be appointed for an initial term of two years which term will thereafter automatically renew annually for a maximum total period of five years provided that the incumbent accedes to the renewal and is in the view of the council capable of performing the functions associated with the position.
- 5.8.2 The vice secretary shall oversee all membership activities including but not limited to membership fees payable by such members.

## **5.9 Chairpersons of IMBAPP Branches**

- 5.9.1 The chairpersons of each IMBAPP branch will automatically be council members.

## **5.10 CEO of OVH (Self-Driving) Car Company**

- 5.10.1 The presiding CEO of OVH (Self-Driving) Car company will automatically be a council member.



### **5.11 Members without portfolio**

5.11.1 Up to two further members (without portfolio) may be elected at the AGM through the usual process of nomination and voting (as set out herein), which appointments shall be for the period of one year, provided that the nominated candidates are willing to accept such positions.

### **5.12 Co-opted Members**

5.12.1 In the event that a council member is unable to complete his term and no other council member is able to fill in, council may at their discretion co-opt an IMBAPP member to the role until the following AGM.

5.12.2 The council may at its discretion co-opt a maximum of two additional members to council on a temporary basis not exceeding one year, in order to manage such unusual circumstances as might arise.

### **5.13 Nominations to the Council**

5.13.1 Nominations for positions on the council that are subject to nomination in writing and such nomination must be endorsed by two members (i.e. a proposer and a seconder) and must be accepted in writing by the nominee and be received by the secretary by 30 June of each year.

5.13.2 The nominations shall be circulated to the members in the format chosen by the secretary provided that such format is accessible to the majority of the members.

5.13.3 If no nominations are received for a particular elected post, and if the incumbent office-holder agrees, the term of office of that office-holder will be extended for a further year.

5.13.4 The council shall have power to fill any vacancy that may occur in any of the offices of the organisation or in its own body. Any such appointment will be valid only until the following AGM.

### **5.14 Election of Council Members**

5.14.1 Members of the council, save as expressly stipulated herein, who are subject to nomination and election shall be elected at each AGM, and shall hold office for one year.

5.14.2 Save as set out herein, a current council member is eligible to stand for re-election.



**5.15 Quorum to the Council**

5.15.1 At all council meetings (which may be attended via voice- or video conferencing where such means are available), fifty percent of the council members shall form a quorum.

**5.16 Council Voting**

5.16.1 Voting where anonymity is sought or required will be by secret written or electronic ballot provided that members attending via voice- or video conferencing may if electronic voting is unavailable either vote publicly or by proxy through a member physically attending the meeting.

5.16.2 In the event of a tie, the president shall have an extra, casting vote.



## **6. MANAGEMENT OF THE IMBOBO APP**

- 6.1 The council, consisting of a minimum of 5 (five) members, shall have the sole management, control, and disposition of the affairs, property and funds of the organisation.
- 6.2 The council shall have power to decide on any questions not specifically covered by this constitution.
- 6.3 The council shall have the power to fill any vacancy that may occur, in any of the offices of the organisation, or in its own body. Any such appointment is only valid until the next AGM.
- 6.4 The council shall have the power to co-opt members to assist the council in specific activities.
- 6.5 Council members will not be remunerated for services rendered but may be reimbursed for expenses subject to approval by the treasurer and president.
- 6.6 The council shall be responsible for the timeous and professional publication of the organisation publications.
- 6.7 The council shall have the power to appoint contractors which appointments may be against remuneration.
- 6.8 The council shall meet at least once every three months. Additional council meetings of the council may be held on the call of the president or of three other council members.
- 6.9 The council members shall receive fourteen business days' notice of every council meeting.
- 6.10 The council shall frame an annual report on the activities of the organisation during its year of office and this shall be presented to the AGM.

## **7. PUBLICATION EDITORS**

- 7.1 Publication Editors whom may include contractors, shall be appointed by the council as and when required for periods not exceeding 2 (two) years which term may thereafter be renewed annually for a maximum total period of five years provided that the incumbent accedes to the renewal and is in the view of the council capable of performing the functions associated with the position.



## **8. BRANCHES**

- 8.1 A group of members residing in the same locality may, after receiving the approval of the council which approval shall be in the sole discretion of the council, form themselves into a branch.
- 8.2 The name of the branch shall be that of the {locality} in which its headquarters is established.
- 8.3 Each branch shall appoint a committee to manage the branch.
- 8.4 A branch may frame its own rules at any time provided the rules do not conflict with this constitution, including Appendix A attached hereto.
- 8.5 The rules of a branch shall not become operative until approved by the council, which approval shall not be unreasonably withheld.
- 8.6 Until such time as a branch's own rules are approved, Appendix A hereto attached shall apply to that branch.
- 8.7 Each branch of the organisation shall have full control of its own finances and shall be solely responsible for its liabilities as a branch.
- 8.8 A copy of the minutes of the AGM of each branch, showing elected officers and committee for the ensuing year, shall be forwarded to the secretary of the organisation by 31 August each year.



## **9. SECTIONS**

- 9.1 The council will form sections of the organisation to co-ordinate and monitor specific areas of activity within the organisation so as to ensure that the organisation meets its objectives.
- 9.2 Each section will be headed by a director.
- 9.3 Directors shall be council appointees.
- 9.4 The council reserves the right to monitor the performance of directors and reserves the right to suspend or remove a director from office if the council deems it necessary.
- 9.5 The decision of the council shall be final. The director in question will be informed of the decision in writing and will be informed of reasons for the decision.
- 9.6 Directors shall have the power to appoint deputy directors to assist them or deputise for them, provided that the name of the deputy is submitted to the council for approval.
- 9.7 Directors shall maintain contact with members who demonstrate an interest in the work of those sections, and may institute section newsletters if considered desirable.
- 9.8 Directors shall prepare annual reports on the activities of the section during the previous calendar year. A summary of the report, for publication at the AGM, is also to be provided.
- 9.9 Both the annual report of the section and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year following the calendar year to which the report applies.



## **10. TECHNOLOGY (MOBILE APP/AI-4IR)**

- 10.1 The council will appoint a technology convenor to co-ordinate and manage technological requirements so as to ensure that the organisation meets its objectives pertaining to the mobile application development, hosting and artificial intelligence (AI).
- 10.2 Such convenor shall be a council appointee.
- 10.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 10.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 10.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 10.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 10.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.

## **11. LEGAL SUPPORT**

- 11.1 The council will appoint a legal support convenor to co-ordinate and manage legal matters so as to ensure that the organisation meets its objectives pertaining to the constitution, legislation and litigation of incidents and accidents resulting from potholes, on behalf of members of the civil society.
- 11.2 Such convenor shall be a council appointee.
- 11.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 11.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 11.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 11.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 11.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.





## **12. SOCIOLOGY**

- 12.1 The council will appoint a sociology convenor to co-ordinate and manage the organisation's sociology department so as to ensure that the organisation meets its objectives pertaining to social science, political science and research monitoring thereof.
- 12.2 Such convenor shall be a council appointee.
- 12.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 12.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 12.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 12.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 12.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.

## **13. ROAD SAFETY**

- 13.1 The council will appoint a road safety convenor to co-ordinate and manage road safety campaigns so as to ensure that the organisation meets its objectives pertaining to road safety community outreach.
- 13.2 Such convenor shall be a council appointee.
- 13.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 13.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 13.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 13.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 13.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.



#### **14. SCHOOL OF GOVERNANCE**

- 14.1 The council will appoint a school of governance convenor to co-ordinate and manage all skills development related activities so as to ensure that the organisation meets its objectives pertaining to education of members of mayoral committees on matters that involve transparency, accountability and efficiency.
- 14.2 Such convenor shall be a council appointee.
- 14.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 14.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 14.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 14.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 14.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.

#### **15. ROAD WORKS VOLUNTEER (RWV)**

- 15.1 The council will appoint a road works volunteer convenor to co-ordinate and manage road works volunteer groups so as to ensure that the organisation meets its objectives pertaining to the advocacy, coordination and organized-approach strategies of road works volunteering.
- 15.2 Such convenor shall be a council appointee.
- 15.3 The council reserves the right to monitor the performance of the convenor and reserves the right to suspend or remove the convenor from office if the council deems it necessary.
- 15.4 The decision of the council shall be final. The convenor will be informed of the decision in writing and will be informed of reasons for the decision.
- 15.5 The convenor shall prepare an annual report on scholarships and a summary of the report, for publication at the AGM, is also to be provided.
- 15.6 Both the annual report and the summary thereof are to reach the secretary of the organisation by not later than 30 June of the year to which the report applies.
- 15.7 Where donations are made to the organisation with the sole purpose of the interest on such donation being utilised for the provision of scholarships, such donations will be invested for such purpose and will not be utilised for other purposes.



## **16. PUBLICATIONS**

- 16.1 Members shall receive all electronic publications of the organisation free of charge.
- 16.2 Each branch shall annually be entitled to purchase on behalf of each branch member one copy of each of the printed publications of the organisation at total cost associated with each unit of such printed publication.
- 16.3 Members are mutatis mutandis entitled to purchase the printed publications of the organisation at cost (as aforesaid) from their respective branches, provided that country members shall be entitled to affect the aforesaid purchases directly from the organisation.

## **17. ACCOUNTS AND RECORDS**

- 17.1 The organisation shall conduct all financial transactions by means of a bank account.
- 17.2 The council shall cause to be kept such accounts and records as are necessary to record the affairs of the organisation, including but not limited to journals and financial statements.
- 17.3 Financial statements shall be prepared from the books of account at the end of each financial year which, financial year shall run from 1 July to 30 June each year.
- 17.4 The financial statement shall be scrutinized by the independent financial compiler appointed at the previous AGM.
- 17.5 Financial statements for each financial period shall be prepared and submitted for approval to the council and the group CFO of OVH (Self-Driving) Car company once completed and a report received from the independent financial compiler.

## **18. ANNUAL GENERAL MEETING**

- 18.1 The AGM of the organisation shall be held at a branch chosen by the council, subject to agreement by that branch and may be attended via voice- or video conferencing where such means are available.
- 18.2 The date of the meeting shall be the first Thursday in August or such other day as the council, after consultation with the committee of the branch at which the AGM is to be held, shall decide.
- 18.3 A notice announcing the AGM shall be sent to all members of the organisation at least twenty-one business days before the date of the meeting. The notice shall advise the date, the time, and the venue of the meeting.
- 18.4 Any member entitled to vote at the AGM may appoint, in writing to the secretary, a proxy to speak and vote in his stead. A proxy must be a member of the organisation.
- 18.5 Voting where anonymity is sought or required will be by secret written ballot provided that members attending via voice- or video conferencing will be required to either vote publicly or by proxy through a member physically attending the AGM.



- 18.6 Members may submit items for inclusion in the agenda for the AGM. The submissions must be received by the secretary by 30 June preceding the AGM.
- 18.7 Items submitted by members after 30 June, either in writing or at the AGM will only be included at the discretion of the president.
- 18.8 The purpose of the AGM shall be-
  - 18.8.1 to receive the report of the council;
  - 18.8.2 to receive financial statements for the previous financial year;
  - 18.8.3 to receive the summaries of the annual reports of the sections;
  - 18.8.4 to elect officers and council members;
  - 18.8.5 to elect an independent financial compiler, who shall be a registered accountant or auditor, for the ensuing year;
  - 18.8.6 to take any other business at the discretion of the president.

## **19. SUSPENSION OR CANCELLATION OF MEMBERSHIP**

- 19.1 The council may suspend or cancel the membership of any member for infringement of the constitution or of any rules made there under, or misconduct.
- 19.2 The council will only consider a complaint reported to it in writing, and such complaint must be dated and signed by the person making the complaint.
- 19.3 The person against whom a complaint is raised will be informed of the nature of the complaint in writing and will be afforded the opportunity to respond in writing.
- 19.4 Should the council, in its sole discretion, view the need for the leading of oral evidence; the council will convene a hearing.
- 19.5 The council will bring out a decision after receipt of submissions and / or an oral hearing and such decision of council shall be final.
- 19.6 The person against whom the complaint is raised will be informed of the decision in writing and will be informed of reasons for the decision.
- 19.7 There exists no right to appeal.
- 19.8 Any member excluded under this section shall forfeit their current annual subscription and any payments made in relation thereto.

## **20. AMENDMENT OF THE CONSTITUTION**

- 20.1 The constitution of the organisation shall be amended only by ballot of all members or may, at the discretion of the council, be done at a special general meeting.
- 20.2 Proposed amendments must be forwarded to the secretary of the organisation.
- 20.3 No proposed amendment shall be considered by the organisation without either the recommendation of the council, or the signatures of at least five voting members.
- 20.4 Any proposed amendment, together with a voting paper, shall be sent to every member who has the right to vote.
- 20.5 To be adopted, an amendment must receive at least two thirds of the votes cast and will be carried immediately.



20.6 .If, in the opinion of the council, any proposed amendment would vitally affect the welfare of the organisation or any fundamental principle of this constitution, the council shall make that opinion known to members. Any such opinion shall be circulated as an addendum to the notice of the proposed amendment.

## **21. AWARDS**

21.1 The council has established certain awards, and further awards may be instituted from time to time.

21.2 The names of, and the conditions and procedures for making of, these awards are set out in Appendix B.

## **22. LIABILITY AND INDEMNITY**

22.1 Every member, officer or servant of the organisation are indemnified by the organisation against all costs, losses and expenses which they may incur or become liable for by reason of any act or thing done by them as such in the discharge of their duties, unless the loss in question is caused by a member's own gross negligence, dishonesty or breach of trust.

## **23. WINDING UP**

23.1 Should fifty percent of the members of the organisation and OVH (Self-Driving) Car company CEO representative in writing petition that the organisation be dissolved, the council shall cause a general meeting of the members to be called for the purpose of discussing their resolution and the final decision shall be made on a simple majority of members present.

23.2 The said meeting shall decide on the disposal of the assets, funds and records of the organisation, provided that such assets and funds may not be distributed to the members or officials of the organisation and may solely be distributed to non-profit organisations with similar objectives.

23.3 The organisation shall be considered dissolved if it ceases to exist without a formal decision so to do. In this event the immediately preceding council shall within one month of the dissolution, cause all assets, funds and records of the organisation to be transferred to a suitable successor.



## **APPENDIX A: STANDARD RULES FOR BRANCHES**

The standard rules for branches shall find application to branches where a constitution is not in place and shall further provide a guideline for the minimum requirements applicable to constitutions for branches.

### **1. NAME AND LEGAL STATUS**

- 1.1 The branch shall be named by referencing the locality prior to the phrase "Branch of the Imbobo App NPC", e.g. "The Thohoyandou Branch of the Imbobo App NPC" or "The Limpopo Branch of the Imbobo App NPC".
- 1.2 A branch shall be a non-profit voluntary association of separate in legal status from its members, entitled to operate in its own name.

### **2. OBJECTIVES**

- 2.1 The objectives of the branch shall be-
  - 2.1.1 to adhere to the Constitution of the organisation and to participate as far as possible in the activities of the organisation;
  - 2.1.2 to provide a facility for and ensure roadways stay even and clear surfaces free of potholes within the location of the branch.

### **3. MEMBERSHIP**

- 3.1 The branch shall consist of persons who have applied for membership of the branch and have been accepted by the branch committee.

### **4. MEMBERSHIP ANNUAL SUBSCRIPTIONS**

- 4.1 Branch members may in the discretion of the branch be required to pay an annual subscription.
- 4.2 Branch members may in the discretion of the branch also be charged a joining fee.
- 4.3 The amount of such joining fee (if applicable) and annual subscription shall be decided by the branch from time to time.
- 4.4 No membership application shall be deemed to be completed, nor shall the applicant be entitled to the privileges of membership, until the joining fee and first annual subscription is paid.



## **5. INCREASES**

- 5.1 Announcement of any proposed increase in joining fees and / or annual subscriptions shall be given timeously to all branch members.
- 5.2 Notice of a proposed increase in joining fees and / or annual subscriptions shall be given not less than two months before the effective date of the proposed increase.
- 5.3 A closing date for objections must be provided.
- 5.4 Objections to increases in fees must be in writing to the secretary, either by letter post or e-mail.
- 5.5 Unless written objection is raised by at least ten percent of all branch members by the closing date for objections, the increase shall become effective.
- 5.6 If a valid objection is raised, the proposed increase shall be placed on the agenda for the next branch meeting for the re-evaluation of the proposed increase.
- 5.7 If the branch committee amends the proposal, the procedure shall be repeated.

## **6. PAYMENT**

- 6.1 Annual subscriptions are payable in advance to the branch and shall become due 1 July each year (or such other date as determined by the branch).
- 6.2 If an annual subscription remains unpaid by more than two months' after the aforesaid date of any year, the member shall cease to be a member.

## **7. RESIGNATION**

- 7.1 Any member who wishes to resign from the branch shall give notice to the secretary of the branch.

## **8. SUSPENSION OR CANCELLATION OF MEMBERSHIP**

- 8.1 The branch may suspend or cancel the membership of any member for infringement of the constitution or of any rules made there under, or misconduct.
- 8.2 The branch will only consider a complaint reported to it in writing, and such complaint must be dated and signed by the person making the complaint.
- 8.3 The person against whom a complaint is raised will be informed of the nature of the complaint in writing and will be afforded the opportunity to respond in writing.
- 8.4 Should the committee of the branch, in its sole discretion, view the need for the leading of oral evidence; the branch will convene a hearing.
- 8.5 The branch will bring out a decision after receipt of submissions and / or an oral hearing decision of branch shall be final.
- 8.6 The person against whom the complaint is raised will be informed of the decision in writing and will be informed of reasons for the decision.



- 8.7 There exists no right to appeal.
- 8.8 Any member excluded under this section shall forfeit their current annual subscription and any payments made in relation thereto.

**9. REINSTATEMENT**

- 9.1 Persons who forfeited membership may be reinstated at the discretion of the branch committee and, if reinstated may at the branch committee's discretion be required to pay the arrears of their annual subscription.

**10. OFFICERS AND COMMITTEE**

- 10.1 The branch shall be administered, in the event of the branch consisting of the required number of members by a branch committee consisting of-
- 10.1.1 the chairperson;
  - 10.1.2 the vice-chairperson;
  - 10.1.3 the treasurer;
  - 10.1.4 the secretary; and
  - 10.1.5 not less than one other member(s), all of whom shall be elected annually at the AGM of the branch.

**11. MANAGEMENT**

- 11.1 The branch committee shall have the sole management, control and disposition of the affairs, assets and liabilities of the branch, and shall have power to decide any questions not specifically covered by these rules.
- 11.2 The branch committee shall have power to fill any vacancy that may occur in any of the offices of the branch or in its own body until the next election of officers. It shall have power to co-opt additional members to the committee from the remaining members of the branch, providing that such co-opted members shall not have any voting rights.
- 11.3 The branch committee shall call meetings of the branch, as far as practical, once a month but at least once every three months.
- 11.4 Additional meetings of the branch shall be held on the call of the branch committee or at least ten percent of the branch members.

**12. ANNUAL GENERAL MEETING**

- 12.1 The AGM shall be held before 31 July each year.
- 12.2 The purpose of the AGM shall be-
- 12.2.1 to elect officers for the ensuing year;
  - 12.2.2 to receive the report of the committee;





- 12.2.3 to receive treasurer's unaudited financial statement for the year ended 30 June;
  - 12.2.4 to receive the reports of any branch activities;
  - 12.2.5 to transact any other business.
- 12.3 A copy of the minutes of the AGM and a copy of reports shall be forwarded to the secretary of the organisation before 31 August each year.

**13. ELECTION OF BRANCH MEMBERS**

- 13.1 The branch committee shall have power to accept members.
- 13.2 A prospective member shall complete an "Application Form" the details of which shall be decided by the branch committee.
- 13.2 No membership shall be deemed to be complete until the joining fee (if applicable) and annual subscription is paid.

**14. HONORARY MEMBERS**

- 14.1 The branch committee shall have power to elect as an honorary member of the branch any person who has rendered special service to the branch applying the same criteria as applicable to the appointment of honorary members by the council provided the branch shall be liable for any and all costs associated with such membership.

**15. LIABILITY AND INDEMNITY**

- 15.1 Every member, officer or servant of branch are indemnified by the branch against all costs, losses and expenses which they may incur or become liable for by reason of any act or thing done by them as such in the discharge of their duties, unless the loss in question is caused by a member's own gross negligence, dishonesty or breach of trust.

**16. WINDING UP**

- 16.1 Should fifty percent of the members of any branch in writing petition that such branch be dissolved, the branch committee shall cause a general meeting of the branch's members to be called for the purpose of discussing their resolution and the final decision shall be made on a simple majority of members present.
- 16.2 The said meeting shall decide on the disposal of the assets, funds and records of the branch.
- 16.3 The branch shall be considered dissolved if it ceases to exist without a formal decision so to do, e.g. by failure to elect officers or by failure of all members of the branch to pay subscriptions. In this event the immediately preceding chairperson and the committee shall within one month of the dissolution of the branch, cause all assets, funds and records of the branch to be sent to the organisation for safekeeping or disposal as council of the organisation shall see fit.



## APPENDIX B: AWARDS AND MEDALS

Following are the available organisation's medals and awards categories:

### 1. ROAD SAFETY & ARTIFICIAL INTELLIGENCE MEDALS

- 1.1 Two medals have been established, known as the Road Safety and Artificial Intelligence (AI) Medals, to be awarded as follows:
  - 1.1.1 the Road Safety Medal will be awarded in recognition of services rendered in relation to ensuring that roadways stay even and clear surfaces free of potholes;
  - 1.1.2 the Artificial Intelligence (AI) Medal will be awarded in recognition of sustainable and innovative amateur autonomous automobile's Machine Learning and advanced Route Optimization technologies that has potential to have a national and or global impact.
- 1.2 The medals shall be awarded not more frequently than once in any year, and no award shall be made if, in the opinion of council of the organisation, there is no suitable candidate in any year.
- 1.3 The award of both medals shall be made by the council.
- 1.4 Bar for the provision that the Artificial Intelligence (AI) Medal shall be awarded solely to amateur computer scientists, there shall be no restriction on the eligibility of any person as candidate, and candidates need not be members of the organisation.
- 1.5 In making the award of either medal, the council shall observe the following conditions-
  - 1.5.1 the council shall be required to state the basic whereupon the medallist which has been deemed worthy of the award has been selected, with specific regard to the criteria set out in paragraph 1.1 here above;
  - 1.5.2 in awarding the Road Safety Medal, the council shall, as far as may be seemly, give preference to services rendered to astronomy in Southern Africa; again
  - 1.5.3 in awarding the Road Safety Medal, the council may, at its discretion, give special credit to services carried out under conditions of difficulty, or with limited facilities;
  - 1.5.4 the award of either medal shall be publicly announced at the AGM of the organisation and if feasible the presentation of the medals to the successful candidates shall be made at that meeting or any other appropriate venue or time agreed to by Council.
- 1.6 Procedure for election of Medallists-
  - 1.6.1 in each year before 31 March, members of the council of the organisation shall send to the secretary of the organisation a note of a name or names of suitable candidates to receive the either medal, together with a description of the basis upon which it is proposed to recognise, and a note of any further particular reasons in favour of any particular candidate;



- 1.6.2 before 15 April the secretary shall prepare and distribute to each council member a confidential memorandum embodying all the proposals and reasons;
- 1.6.3 at the first council meeting to be held after 15 April, one name, or in the case of joint work, two or more names, shall be selected, or the council may decide that no suitable name has been proposed;
- 1.6.4 the council may not add names to those originally proposed, but it may redraft the citation of the criteria for which it is proposed to award either medal;
- 1.6.5 if a name or joint names has been selected, this name, together with the citation, and any further particular reasons, shall be incorporated in a ballot paper, a copy of which shall be sent to each council member;
- 1.6.6 council members shall then vote for or against the award of the medal to the person or persons named in the paper;
- 1.6.7 ballot papers must reach the secretary by the end of the first week in June;
- 1.6.8 two-thirds of all the voted cast shall be necessary to confirm the award;
- 1.6.9 if a council member be proposed as a candidate he or she shall withdraw from the discussion and voting;
- 1.6.10 all the proceedings leading up to the award of either medal shall be kept confidential by the council members;
- 1.6.11 candidacy may be discussed among council members, but it is not to be a matter of public debate;
- 1.6.12 council members shall vote in their personal capacity and shall not seek guidance from branches which they may represent;
- 1.6.13 the details of discussion in the council shall not be minuted, nor the names of candidates specified;
- 1.6.14 the minutes shall record the fact that candidates were discussed and a name selected, if this is done.

## **2. LONG SERVICE AWARD**

- 2.1 In recognition of long service to the organisation or a branch of the organisation, the council has instituted an award known as the long service award.
- 2.2 The award shall be a gift to a value as decided by the council from time to time.
- 2.3 Nominations for the long service award, which must include details of the service(s) rendered over the period, must reach the secretary by 15 April each year and may be submitted by-
  - 2.3.1 any council member or past president of the organisation provided he or she is still a member of the organisation; and
  - 2.3.2 any branch of the organisation;
- 2.4 The council shall consider the nominations and in its sole discretion decide whether or not an award shall be made, subject to the following conditions-



- 2.4.1 recognition shall be based on not less than twenty years of invaluable service to the organisation or a branch thereof (or a combination of both), which need not necessarily include serving on the council;
- 2.4.2 not more than one award shall be made in any one year;
- 2.4.3 if possible, presentation of an award shall be made at the next AGM of the organisation.



## APPENDIX C: SCHEDULE TO IMBAPP CONSTITUTION

### 1. IMBAPP Logo and Colours

The IMBAPP logo is a black 6-letter (six) word, "iMbobo", with the fourth letter "o" in the form of a black filled circle with a dimmed-yellow inner border that is almost at the edge, a dimmed-yellow symbol of a car in a tinted position representing to the viewer's right, a moment when a car had just bumped onto a pothole, two dimmed-yellow strikes ont the viewer's left, symbolizing a dramatic tire screech and squeal effect caused by the incident that had just occurred.

All the letters of the word "iMbobo" are small lowercase letters with an exception of the second letter "M" which is in uppercase or capital letter format.



### 2. IMBAPP Emblem

A black filled circle with a dimmed-yellow inner border that is almost at the edge, a yellow symbol of a car in a tinted position representing to the viewer's right, a moment when a car had just bumped onto a pothole, two dimmed-yellow strikes ont the viewer's left, symbolizing a dramatic tire screech and squeal effect caused by the incident that had just occurred.



*Issued by the Imbobo App NPC*

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