

Southern African Emergency Services Institute NPC

(REGISTRATION NUMBER: 2014/162285/08)

ANNEXURE A

NOMINATION CRITERIA, GUIDELINES AND PROCEDURES



VERSION HISTORY

The version history highlights high level changes made to this document during each period of review.

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1. **INTRODUCTION**

The choice of Prescribed Officers often determines the successful operation of most NPCs in project management. It has been noted that, where Prescribed Officers have the requisite skills and knowledge, are committed and are representative of the industry, the greater is the success of the company.

The purpose of this document is to provide the guidelines on the requirements to identify and select suitable Prescribed Officers for SAESI

2. **INTERPRETATION**

In this document –

- 2.1 a reference to a section by number refers to the corresponding Section of the Act, and
- 2.2 words that are defined in the Act bear the same meaning in this MOI as in the Act;
- 2.3 **“Act”** - means the Companies Act, 71 of 2008, as amended, consolidated or re-enacted from time to time, and includes all Regulations promulgated in terms of the Act and Schedules to the Act as amended from time to time;
- 2.4 **“AGM”** - means annual general meeting;
- 2.5 **“Board”** - means the Board of Directors of the Company as constituted from time to time;
- 2.6 **“Calendar days”** – means every consecutive day on the calendar, including holidays and weekends.
- 2.7 **“Company”** - means The South African Emergency Services Institute NPC, duly incorporated under registration number 2014/162285/08;
- 2.8 **“Company Rules”** - means any rules made by the Board in respect of the governance of the Company as contemplated in Sections 15(3) to 15(5) of the Act;
- 2.9 **“Director”** - means a member of the Board as contemplated in Section 66 of the Act, or an alternate director, and includes any person occupying the position of a director or alternate director, by whatever name designated;
- 2.10 **“Executive Director”** - means a director involved in the day to day management of the company;
- 2.11 **“good standing”** – means a fully paid up member with no adverse conduct or capacity issues;
- 2.12 **“Members”** - means and include those persons as more fully described in this MOI;
- 2.13 **“MOI”** - means Memorandum of Incorporation as contemplated in Section 15 of the Act;
- 2.14 **“Prescribed Officer”** - means a person who, within a company, performs any function that has been designated by the Minister of Cabinet responsible for companies in terms of Section 66(10);
- 2.15 An expression which denotes any gender includes the other genders;
- 2.16 The singular includes the plural and vice versa;

3. **OBJECTIVE**

- 3.1 This document supports business sustainability regarding development of human capital and succession by providing these guidelines with regards to the procedure to be followed upon the expiry or vacancy of the term of office of:
 - 3.1.1 Station Representatives;
 - 3.1.2 Branch Secretaries;
 - 3.1.3 Branch Treasurers;

- 3.1.4 Branch Secretary / Treasurer where positions is combined;
 - 3.1.5 Branch Vice-Chairpersons;
 - 3.1.6 Branch Chairpersons;
 - 3.1.7 Institute Council members;
 - 3.1.8 Working Group Members;
 - 3.1.9 Working Group Vice-Chairpersons;
 - 3.1.10 Working Group Chairpersons;
 - 3.1.11 Vice-President;
 - 3.1.12 President;
 - 3.1.13 Directors;
 - 3.1.14 Board Members
 - 3.1.15 Audit & Risk Committee Members;
 - 3.1.16 Nomination Committee Members;
- as elected and appointed by the Institute Council.

4. NOMINATIONS AND APPOINTMENT OF MEMBERS TO SERVE AS PRESCRIBED OFFICERS

- 4.1 The Board Sub Committee - Nominations shall publish on an annual basis the number of Prescribed Officers who are to be appointed by Council at the AGM.
- 4.2 After the number of vacancies has been published, the Board Sub Committee - Nominations will call for nominations within sixty (60) days from the next AGM for Prescribed Officers, Vice-President, President, Directors and members of the Audit & Risk and Nominations Committee. **(MOI 6.3.3)**
- 4.3 The nomination of candidates for the position of Prescribed Officers will be on the prescribed nomination forms.
- 4.4 Only nominations on the prescribed form, and who comply with the minimum requirements of the nomination form and criteria, can be vetted by the Board Sub Committee - Nominations.
- 4.5 Nominations can be hand delivered, posted, emailed and/or faxed to the registered official address of the company.
- 4.6 Only nomination forms received on or before 12H00 on the day of closing will be considered for vetting.
- 4.7 Vetting must be finalised within thirty (30) days after the closing date for nominations.
- 4.8 After completion of the vetting the list of all candidates who conform or did not conform to the requirements for the vacancies must be forwarded to the Board for ratification.
- 4.9 The list of eligible candidates will be circulated to Council members at least fourteen (14) days prior to the AGM who will be allowed to vote at the next AGM.
- 4.10 After successful election by the Council, the candidates must sign the “acceptance of office” document and will then be deemed to be in office.
- 4.11 Candidates to be elected on Branch Committees should be elected at the Branch Meeting and must be disclosed at the Institute’s AGM.
- 4.12 All nominations, irrespective of where the nomination and election process takes place, must be submitted via EXCO to activate the Board Sub Committee - Nominations process.

5. ELIGIBILITY

- 5.1 Prescribed Officers candidacy is an equal opportunity.
- 5.2 Members eligible for nomination and election shall:
- 5.2.1 Be required to adhere to the Company's Rules and Code of Conduct/Ethics, as well as key policies as adopted by the Board and amended from time to time, **(MOI 4.1.5)**
 - 5.2.2 Be a member in good standing,
 - 5.2.3 Will have no record of violation and or delinquency with regards to any of the Company Rules and Code of Ethics and Conduct.
- 5.3 A person shall be ineligible to be a Prescribed Officer of the company if he or she:
- 5.3.1 immediately when he or she becomes ineligible or disqualified by the Act, or the Board resolves to remove him or her on such basis, and in the latter case the Prescribed Officer has not within the permitted period filed an application for review or has filed such an application but the court has not yet confirmed the removal (during which period he or she shall be suspended);
 - 5.3.2 when he or she dies;
 - 5.3.3 when he or she resigns by written notice to the Company;
 - 5.3.4 if the Board determines that he or she has become incapacitated to the extent that the person is unable to perform the functions of a Prescribed Officer, and is unlikely to regain that capacity within a reasonable time, and the Board has not within the permitted period filed an application for review or has filed such application but the court has not yet confirmed the removal (during which period he/she shall be suspended);
 - 5.3.5 if he or she is declared delinquent by a court, or placed on probation under conditions that are inconsistent with continuing to be a Prescribed Officer;
 - 5.3.6 if he or she is removed by the Board Sub Committee - Nomination;
 - 5.3.7 if he or she is removed by the Board Sub Committee - Nomination for being negligent or derelict in performing the functions of a Prescribed Officer, and the Prescribed Officer has not within the permitted period filed an application for review or has filed such an application but the court has not yet confirmed the removal (during which period he or she shall be suspended);
 - 5.3.8 he or she files a petition for the surrender of his or her estate or an application for any administration order, or if he or she commits an act of insolvency as defined in the insolvency law for the time being in force, or if he or she makes any arrangement or composition with his or her creditors generally; or
 - 5.3.9 he or she is otherwise removed in accordance with any other provisions contained in this MOI;
 - 5.3.10 if the Prescribed Officer, absents himself or herself from 3 (three) consecutive meetings;
 - 5.3.11 when his or her term of office expires;
- 5.4 A Prescribed Officer removal may also be approved by an ordinary resolution of the Council Members or by way of a resolution of the Board of Directors as contemplated in terms of Section 71 of the Act.

6. ELECTIONS

6.1 Election at Branch Level

- 6.1.1 Station Representative elections are the mandate of Branches within the stipulations and prescripts of the MOI and Company Rules.
- 6.1.2 The members belonging to each separate Emergency Service in the geographic area of a

Branch, shall annually elect for every fifty (50) members, or part thereof, belonging to that Emergency Service, a representative to serve on the Branch Committee, provided that every Emergency Service in a Branch shall be entitled to elect one (1) representative if the number of members in that Emergency Service is less than fifty (50). **(MOI 4.12.17)**

6.1.3 At the Branch Meeting, Branch Members shall elect the following office bearers, namely:

6.1.3.1 Chairperson

6.1.3.2 Vice-Chairperson

6.1.3.3 Secretary/Treasurer or a Secretary and a Treasurer. **(MOI 4.12.16)**

6.2 Election at Council Level

6.2.1 At the AGM of the Company the Institute Council Members shall elect and appoint the following Prescribed Officers, namely:

6.2.1.1 Working Group Members;

6.2.1.2 Working Group Vice-Chairpersons;

6.2.1.3 Working Group Chairpersons;

6.2.1.4 Vice-President;

6.2.1.5 President;

6.2.1.6 Directors;

6.2.1.7 Board Members;

6.2.1.8 Audit & Risk Committee Members; and

6.2.1.9 Nomination Committee Members.

6.3 Composition of a Working Groups

6.3.1 All Working Groups will consist of the following minimum members, namely:

6.3.1.1 Chairperson

6.3.1.2 Vice Chairperson

6.3.1.3 Five (5) members inclusive of the Vice Chairperson

6.3.2 A Working Group can, after consultation with the Board and approval by the Board, co-opt Ad Hoc members to the Working Group for a limited or specific purpose.

6.3.3 Co-opted and Ad Hoc members of any SAESI structure do not have any voting rights and does not form part of the quorum.

NOTE: All criteria will apply to ad-hoc/co-opted members as well. Nominations must be submitted to the Board Sub Committee - Nomination as with any other officer position.

7. TERM OF OFFICE

7.1 Branch Committees

7.1.1 The term of office for Station Representatives is 12 months (1 Year) and can be elected for a maximum of 4 terms (4 years). **(MOI 4.12.17)**

7.1.2 The term of office for Branch Secretary, Branch Treasurer (or Branch Secretary / Treasurer), Branch Vice-Chairperson, Branch Chairperson and Institute Council Members is for a period not exceeding four (4) years. **(MOI 4.12.16)**

7.1.3 Branch Secretary, Branch Treasurer (or Branch Secretary / Treasurer), Branch Vice-Chairperson, Branch Chairperson and Institute Council members will be legible for

nomination and re-election for one (1) additional four (4) year term of office where after only election as Council Member (Councilor) will be permitted.

- 7.1.4 Branch Secretary, Branch Treasurer (or Branch Secretary / Treasurer), Branch Vice-Chairperson and Branch Chairperson may hold only one position in the branch at any given time for the term specified.

7.2 Working Groups

7.2.1 The term of office for Working Group Members, Vice-Chairpersons and Chairpersons is for a period not exceeding four (4) years.

7.2.2 Working Group Members, Vice-Chairpersons and Chairpersons will be legible for nomination and re-election for one (1) additional four (4) year term of office where after only election as Council Member (Councilor) will be permitted.

7.2.3 Working Group Members, Vice-Chairpersons and Chairpersons may hold only one position at any given time for the term specified.

7.3 Vice-President and President

7.3.1 The term of office for the Vice-President and President is for a period not exceeding two (2) years. **(MOI 6.1.1.5)**

7.3.2 The Vice-President and President will be legible for nomination and re-election for one (1) additional two (2) year term of office where after only election as Council Member (Councilor) will be permitted. **(MOI 6.1.1.6)**

7.3.3 The Vice-President and President may hold only one position at any given time for the term specified.

7.4 Members of the Board

7.4.1 The term of office for a Director or member is for a period not exceeding two (2) years. **(MOI 6.2.11.1)**

7.4.2 A Director or member will be legible for nomination and re-election for one (1) additional two (2) year term of office. **(MOI 6.2.11.1)**

7.4.3 A Director or member may hold only one position at any given time for the term specified.

7.5 Board Sub Committees: Audit & Risk and Nomination

7.5.1 The term of office for the Board Sub Committees: Audit & Risk and Nomination Members is for a period not exceeding two (2) years.

7.5.2 the Board Sub Committees: Audit & Risk and Nomination Members will be legible for nomination and re-election for one (1) additional two (2) year term of office.

7.5.3 the Board Sub Committees: Audit & Risk and Nomination Members may hold only one position at any given time for the term specified.

8. NOMINATION PROCEDURE

8.1 The nomination form for all Prescribed Officer vacancies, excluding those of the Vice-President and President, must be signed by the nominee as well as two (2) Institute Council members of the Company and lodged with Head Office at least sixty (60) calendar days before the AGM.

8.2 The nomination form for the vacancy of the Vice-President or President must be signed by the nominee as well as five (5) Institute Council members of the Company and lodged with Head Office at least sixty (60) calendar days before the AGM. **(MOI 6.1.1.3 & 6.1.1.4)**

8.3 The following documentation must be attached to all nominations, namely:

- 8.3.1 A brief Curriculum Vitae (“CV”), in paragraph format, ideally indicating which skills, attributes and experience the nominee would bring to the Committee or Company;
- 8.3.2. A declaration by the nominee stating that they have no conflict of interest.
- 8.4 By signing the nomination form, the nominator declares that to the best of his or her knowledge, the nominee is eligible to serve as a Prescribed Officer in the company.
- 8.5 By signing the nomination form a nominee warrants that he or she is fit to stand as a Prescribed Officer in terms of the provisions of the Companies Act and authorises the Company to verify the same.

9. QUALIFYING CRITERIA BY NOMINEE

- 9.1 The qualifying criteria for all positions is listed in tables A to F below.
- 9.2 Where the position of Secretary and Treasurer is combined into one position, said nominee must comply with the qualifying criteria of table B and C.

Table A: Station Representative

A.1	Membership Status	a) The Nominee shall be a member for at least 2 years consecutively
A.2	Working Experience	a) The Nominee must have at least 2 years’ experience in the fire and or emergency services.
A.3	Qualifications	a) The Nominee shall have at least a Grade 10, Fire Fighter II and Hazmat Operations, or equivalent Fire & Emergency related qualification.
A.4	Institutional Participation & Knowledge	a) None
A.5	Special Conditions	a) None

Table B: Branch Secretary

B1	Membership Status	a) The Nominee shall be a member for at least 3 years consecutively
B2	Working Experience	a) The Nominee must have at least 3 years’ experience in the fire and or emergency services.
B3	Qualifications	a) The Nominee shall have a Grade 10 and at least a Higher Certificate in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
B4	Institutional Participation & Knowledge	a) The Nominee shall have served in the branch, or any other SAESI forum as a member for at least 3 years.
B5	Special Conditions	a) None

Table C: Branch Treasurer

C1	Membership Status	a) The Nominee shall be a member for at least 3 years consecutively
C2	Working Experience	a) The Nominee must have at least 3 years’ experience in the fire and or emergency services.
C3	Qualifications	a) The Nominee shall have a Grade 10 and at least a Higher Certificate in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.

C4	Institutional Participation & Knowledge	a) The Nominee shall have served in the branch, or any other SAESI forum as a member for at least 3 years.
C5	Special Conditions	a) None

Table D: Branch Vice-Chairperson & Chairperson

D1	Membership Status	a) The Nominee shall be a member for at least 4 years consecutively
D2	Working Experience	a) The Nominee must have at least 4 years' experience in the fire and or emergency services.
D3	Qualifications	a) The Nominee shall have a Grade 10 and at least a Higher Certificate in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
D4	Institutional Participation and Knowledge	a) The Nominee shall have served in the branch, or any other SAESI forum as a member for at least 4 years.
D5	Special Conditions	a) None

Table E: Branch Institute Council Members

E.1	Membership Status	a) The Nominee shall be a member for at least 4 years consecutively
E.2	Working Experience	a) The Nominee must have at least 4 years' experience in the fire and or emergency services.
E.3	Qualifications	a) The Nominee shall have a Grade 10 and at least a Higher Certificate in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
E.4	Institutional Participation and Knowledge	a) The Nominee shall have served in the branch, or any other SAESI forum as a member for at least 4 years.
E.5	Special Conditions	a) None

Table F: Working Group Members

F1	Membership Status	a) The Nominee shall be a member for at least 5 years consecutively
F2	Working Experience	a) The Nominee must have at least 5 years' experience in the fire and or emergency services.
F3	Qualifications	a) The Nominee shall have a Grade 10 and at least a Graduate or Diploma in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
F4	Institutional Participation & Knowledge	a) The Nominee shall have served as a prescribed officer on Branch level. b) Should the nominee not have served in any prescribed officer position, a motivation with the prescribed curriculum vitae of any and all nominees to supersede the rule must be submitted to the Nominations Committee for consideration.
F5	Special Conditions	a) The Nominees for the Quality Assurance Working Group must be associated with an Accredited Training Provider of SAESI and have sound knowledge of the IFSAC and NFPA programs & standards.

		b) The Nominees for the Examination Sub-committee of the Quality Assurance Working Group must have successfully completed the Higher Diploma in Fire Technology of SAESI.
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Table G: Working Group Vice-Chairperson and Chairperson

G1	Membership Status	a) The Nominee shall be a member for at least 5 years consecutively
G2	Working Experience	a) The Nominee must have at least 5 years' experience in the fire and or emergency services.
G3	Qualifications	a) The Nominee shall have a Grade 10 and at least an Associate or Advance / Higher Diploma in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
G4	Institutional Participation & Knowledge	a) The Nominee shall have served in the relevant and or any other SAESI Working Group as a member for at least 2 years
G5	Special Conditions	a) The Nominees for the Quality Assurance Working Group must be associated with an Accredited Training Provider of SAESI and have sound knowledge of the IFSAC and NFPA programs & standards. b) The Nominees for the Examination Sub-committee of the Quality Assurance Working Group must have successfully completed the Associate or Advanced / Higher Diploma in Fire Technology of SAESI, or equivalent Fire & Emergency related qualification.

Table H: Vice-President and President

H1	Membership Status	a) The Nominee shall be a member for at least 5 years consecutively
H2	Working Experience	a) The Nominee must have at least 5 years' experience in the fire and or emergency services.
H3	Qualifications	a) The Nominee shall have a Grade 10 and at least an Associate or Advance / Higher Diploma in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification.
H4	Institutional Participation & Knowledge	a) The Nominee shall have served in the relevant Branch structure and/or any other SAESI Working Group as a member for at least 4 years
H5	Special Conditions	a) None.

Table I: Members of the Board

I1	Membership Status	a) The Nominee shall be a member for at least 5 years consecutively.
I2	Working Experience	a) The Nominee must have at least 5 years' experience in an executive and or senior government function/position

		<p>b) The Nominee must have SAESI and Work Place executive and governance level proficiency and experience in policy and decision making skills</p> <p>c) The Nominee must have SAESI and Work Place executive and governance level proficiency in strategic planning and management</p> <p>d) The Nominee must have SAESI and Work Place executive level proficiency in operational review and monitoring skills</p>
I3	Qualifications	a) The Nominee shall hold a Grade 12 and at least an Associate or Advance / Higher Diploma in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification, or any other applicable NQF 6 qualification.
I4	Institutional Participation & Knowledge	a) The Nominee shall have served on the EXCO for a minimum of four (4) years (one term) or any other structure of a Company for the years applicable to the position in question.
I5	Special Conditions	a) None.

Table J: Audit & Risk and Nomination Committee Members

J1	Membership Status	a) The Nominee shall be a member for at least 5 years consecutively.
J2	Working Experience	<p>a) The Nominee must have at least 5 years' experience in an executive and or senior government function/position</p> <p>b) The Nominee must have SAESI and Work Place executive and governance level proficiency and experience in policy and decision making skills</p> <p>c) The Nominee must have SAESI and Work Place executive and governance level proficiency in strategic planning and management</p> <p>d) The Nominee must have SAESI and Work Place executive level proficiency in operational review and monitoring skills</p>
J3	Qualifications	a) The Nominee shall hold a Grade 10 and at least an Associate or Advance / Higher Diploma in Fire Technology from SAESI, or equivalent Fire & Emergency related qualification, or any other applicable NQF 6 qualification.
J4	Institutional Participation & Knowledge	a) The Nominee shall have served on the EXCO for a minimum of four (4) years (one term) or any other structure of a Company for the years applicable to the position in question.
J5	Special Conditions	a) None.

10. APPEAL PROCEDURE

- 10.1 If any member is dissatisfied with the names of one or more of the candidates so proposed for appointment, shall be entitled to, by written notice within three (3) days prior to the AGM to this effect, challenge such nomination(s) and/or appointment(s), provided that any such challenge shall only be considered if it (inclusive of all Company Structures and not only Board of Directors)
- (MOI 6.3.6)**
- 10.1.1 is in writing, duly signed by or on behalf of a Council Member; and delivered to registered office of the Company not less than 3 (three) days prior to the date of the forthcoming AGM. (inclusive of all Company Structures and not only Board of Directors) **(MOI 6.3.6.1)**
- 10.1.2 is supported by at least 2 (two) other members, regardless of whether they are Council Members or not, in addition to the Council Member who is the initiator of the challenge. **(MOI 6.3.6.2)** (inclusive of all Company Structures and not only Board of Directors)
- 10.1.3 incorporates substantive reasons and motivation for any such challenge. (inclusive of all Company Structures and not only Board of Directors) **(MOI 6.3.6.3)**
- 10.1.4 includes the name, and relevant particulars, of an alternative candidate to be considered for appointment. (inclusive of all Company Structures and not only Board of Directors). **(MOI 6.3.6.4)**
- 10.1.5 includes the written consent of such alternative candidate to accept appointment, if so invited and subject to the appointment provisions contained in this MOI. (inclusive of all Company Structures and not only Board of Directors) **(MOI 6.3.6.5)**
- 10.2 After receipt of the objection(s) received indicated above, the Nominations Committee shall evaluate and vet the alternative nomination and make its findings known at the AGM. The findings of the Nominations Committee will be final and binding.
- 10.3 The decisions of the Nominations Committee will put before the Board of Directors for adoption and be minuted in the resolution register accordingly.

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