

Annexure 'A': Summary of Proposed Amendments to Constitution

1. Reason for Change: Supports the introduction of new membership categories (e.g., Category A, B and C).

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
11. Shares and Interests in Members' business	Amend	11. Shares and interests in Members' business 11.1 The Institute may not have a share or other interest in any business, profession or occupation which is carried on by its Members or Associates. 11.2 No Member or Associate may directly or indirectly have any personal or private interest in the Institute other than his or her interest as a Member or Associate.	11.1 The Institute may not have a share or other interest in any business, profession or occupation which is carried on by its Members or Associates . 11.2 No Member or Associate may directly or indirectly have any personal or private interest in the Institute other than his or her interest as a Member or Associate .	01-Jan-26
17. Limitations of liability	Amend	17. Limitations of liability 17.1 A Member, Associate or Prospective Member shall not have any liability for any commitments undertaken by the Institute. All persons shall be deemed to contract or deal with the Institute on this basis. 17.2 The liability of a Member, Associate or Prospective Member is limited to the payment to the Institute of any outstanding fees, subscriptions and contributions and settlement of any other debts to the Institute which he or she may have incurred.	17.1 A Member, Associate or Prospective Member shall not have any liability for any commitments undertaken by the Institute. All persons shall be deemed to contract or deal with the Institute on this basis. 17.2 The liability of a Member, Associate or Prospective Member is limited to the payment to the Institute of any outstanding fees, subscriptions and contributions and settlement of any other debts to the Institute which he or she may have incurred.	01-Jan-26
2. Definitions	Insert	None	2.1. 'Accountant' means a financial professional who performs functions including but not limited to the review and analysis of financial records and keeping track of financial transactions and records and assessing the financial position of his/her clients as trained and certified by the Institute;	01-Jan-26
2. Definitions	Insert	None	2.3. "Associate Accounting Technicians" or "AT(SA)" means a person who has satisfied the requirements for membership pursuant to the By-laws and who has been granted membership of the Institute is entitled to use the trademark registered Designation "Accounting Technician (South Africa)" or "AT(SA)", who is a member in Good Standing of the Institute;	01-Jan-26
2. Definitions	Insert	None	2.4 "Associate General Accountant (South Africa)" or "AGA(SA)" means a person who has satisfied the requirements for membership pursuant to the By-laws and who has been granted membership of the Institute is entitled to use the trademark registered Designation "Associate General Accountant (South Africa)" or "AGA(SA)", who is a member in Good Standing of the Institute;;	01-Jan-26
2. Definitions	Delete	2.1 "Associate" means a person who has satisfied the requirements for associateship pursuant to the By-laws and who has been admitted as an associate of the Institute in a category defined in paragraph 5 of this Constitution and in the definition of "associates" in the By-Laws;	Remove	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
2. Definitions	Amend	2.6 "Chartered Accountant" means a member in good standing of the Institute (and who is entitled to use the "Chartered Accountant (SA)" and related designation) in terms of the provisions of the Designation Act;	2.9 "Chartered Accountant (South Africa)" or " CA(SA) " means a person who has satisfied the requirements for membership pursuant to the By-laws and who has been granted membership of the Institute and is entitled to use the CA(SA) designation and related designations in terms of the provisions of the Designation Act, who is member in Good Standing of the Institute; (and who is entitled to use the "Chartered Accountant (SA)" and related designation) in terms of the provisions of the "Designation Act";	01-Jan-26
2. Definitions	Amend	2.8 "Constituency" means the Members resident in a region or forming part of an interest group, as the case may be;	2.11. "Constituency" means the Category A Members resident in a region or forming part of an interest group, as the case may be;	01-Jan-26
2. Definitions	Insert	None	2.14. "Designation" means an official name or title awarded to an individual who meets the requirements set by the Institute and has successfully applied to the Institute for the use of the relevant name or title;	01-Jan-26
2. Definitions	Insert	None	2.18 "Eligible Voting Members" means an individual who meets the criteria set out in this Constitution and the By-laws to participate in Ordinary Resolutions or special non-binding votes;	01-Jan-26
2. Definitions	Amend	2.16 "General Meeting" means an annual general meeting of Members ("AGM") or a special general meeting of Members ("SGM");	2.22. "General Meeting" means an annual general meeting of Eligible Voting Members ("AGM") or a special general meeting of Eligible Voting Members ("SGM");	01-Jan-26
2. Definitions	Amend	2.21 "Member" means a person who has satisfied the requirements for membership pursuant to the By-laws and who has been admitted as a member of the Institute in a category defined in paragraph 5 of this Constitution and in the definition of "members" in the By-Laws;	2.28 "Member" means a person or entity who has satisfied the requirements for membership pursuant to the By-laws and who has been admitted as a granted membership of the Institute in a category defined in paragraph 5 of this Constitution and in the definition of "members" in the By-Laws;	01-Jan-26
2. Definitions	Insert	None	2.29 "Membership Categories" means the categories of members that SAICA has established, which categories are set out in the By-Laws and the basis upon which it grants membership;	01-Jan-26
2. Definitions	Amend	2.22 "Ordinary resolution" means a resolution of Members passed at a meeting at which a quorum is present in person or by proxy, and which requires more than 50% (fifty percent) of the votes cast to be in favour of the resolution;	2.30. "Ordinary resolution" means a resolution of Eligible Voting Members passed at a General Meeting at which a quorum is present in person or by proxy, and which requires more than 50% (fifty percent) of the votes cast to be in favour of the resolution;	01-Jan-26
2. Definitions	Delete	2.24. "Prospective members" means Examination Candidates ;and Trainee Accountants; and Students	Remove	01-Jan-26
2. Definitions	Amend	2.25 "Profession" means the profession of accountancy represented by persons who are registered as Chartered Accountants or Associates;	2.33. "Profession" means the profession of accountancy represented by persons who are registered as Category A and B Members Chartered Accountants or Associates;	01-Jan-26
2. Definitions	Delete	2.37. "Trainee Accountant" means a person who is in the permanent employ of a training office, as accredited by the Institute, and who is serving under the Institutes registered training contract and who thereby agrees to comply with the separately published Trainee Regulations and who is required to comply with the SAICA Code of Professional Conduct; and	Remove	01-Jan-26
4. Purpose and Objects	Amend	4.1.1.2 In order to serve its Members and Associates and the public interest, and to safeguard the fundamental principles and values of the Profession, the Institute should, inter alia - 4.1.1.2.4 deal speedily and fairly with complaints of unprofessional and incompetent behaviour, and pursuant thereto prescribe a code of professional conduct applicable to Members, Associates and Prospective Members.	4.1.1.2 In order to serve its Members and Associates and the public interest, and to safeguard the fundamental principles and values of the Profession, the Institute should, inter alia: 4.1.1.2.4 deal speedily and fairly with complaints of unprofessional and incompetent behaviour of its Members , and pursuant thereto prescribe a code of professional conduct applicable to its Members .; Associates and Prospective Members.	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
4. Purpose and Objects	Amend	<p>4.1.2 To promote the common interests of Members and Associates nationally and internationally. The Institute must understand the needs of Members and Associates in order to promote their common interests. As a consequence, the Institute should implement interventions that, inter alia -</p> <p>4.1.2.3 provide operating structures to encourage and facilitate Member and Associate involvement on a Regional and Constituency basis;</p> <p>4.1.2.4 promote the common interests of Members and Associates;</p> <p>4.1.2.5 promote, market and protect the Institute's brands and all designations relating to Members and Associates;</p> <p>4.1.2.6 forge strong relationships with relevant international accountancy and business-related bodies as well as national accountancy bodies in other countries, to ensure that the voice of the Profession in South Africa is recognised internationally; and</p> <p>4.1.2.7 negotiate appropriate reciprocal membership agreements with other aligned professional organisations.</p>	<p>4.1.2. To promote the common interests of Members and Associates nationally and internationally. The Institute must understand the needs of its Members and Associates in order to promote their common interests. As a consequence, the Institute should implement interventions that, inter alia:</p> <p>4.1.2.3 provide operating structures to encourage and facilitate its Category A Members and Associates involvement on a Regional and Constituency basis;</p> <p>4.1.2.4 take every reasonable step to promote the common interests of its Members and Associates as it relates to the Profession;</p> <p>4.1.2.5 promote, market and protect the Institute's brands and all designations relating to Members and Associates;</p>	01-Jan-26
4. Purpose and Objects	Amend	<p>4.1.3 To support and encourage the advancement of skills and knowledge and ensure Members and Associates have the appropriate competencies. The Institute must support lifelong learning in order that the Profession remains relevant in all services that its Members and Associates provide. For that purpose, it should, inter alia –</p> <p>4.1.3.1 advance the theory and practice of accountancy and professional and business skills and knowledge;</p> <p>4.1.3.2 monitor and contribute to developments and changes in the professional and business environments both locally and internationally;</p> <p>4.1.3.3 assist Members and Associates to adapt to changes in the professional and business environments and to exploit competitive advantages;</p> <p>Constitution as approved by members at the AGM held on 26 May 2022</p> <p>7 Page</p> <p>4.1.3.4 provide professional and business information to enable Members and Associates to remain competent and competitive;</p> <p>4.1.3.5 encourage Members and Associates to continuously enhance their professional and business knowledge and skills and provide; and</p> <p>4.1.3.6 establish and conduct life-long learning programmes where appropriate.</p>	<p>4.1.3. To support and encourage the advancement of skills and knowledge and ensure Members and Associates have the appropriate relevant competencies. The Institute must support lifelong learning in order that the Profession remains relevant in all services that its Members and Associates provide. For that purpose, it should, inter alia:</p> <p>4.1.3.3 assist Members and Associates to adapt to changes in the professional and business environments and to exploit maximise competitive advantages;</p> <p>4.1.3.4 provide professional and business information to enable Members and Associates to remain competent and competitive;</p> <p>4.1.3.5 encourage Members and Associates to continuously enhance their professional and business knowledge and skills; and</p> <p>4.1.3.6 provide, establish and conduct life-long learning programmes where appropriate.</p>	01-Jan-26
4. Purpose and Objects	Amend	<p>4.1.4 To grow and transform the Profession. In order to meet public interest needs as well as the needs of its Members and Associates both locally and internationally, the Institute should, inter alia-</p> <p>4.1.4.1 strive to attract and develop highly ethical and competent Trainee Accountants and Examination Candidates for the Profession;</p> <p>4.1.4.2 develop and implement a high quality qualification process and related competency framework for Prospective Members which are in line with international standards and national needs;</p>	<p>4.1.4. To grow and transform the Profession. In order to meet public interest needs as well as the needs of its Members and Associates both locally and internationally, the Institute should, inter alia:</p> <p>4.1.4.1. strive to attract and develop highly ethical and competent Category C Members Trainee Accountants and Examination Candidates for the Profession;</p> <p>4.1.4.2. develop and implement a high-quality qualification process and related competency framework for Category C Members Prospective Members which are in line with international standards and national standards' needs;</p> <p>4.1.4.3. develop and implement innovative programmes for the progressive functioning of the Institute to ensure meaningful and lasting transformation that reflects South Africa's demographics of the economically active population at all levels of the Institute and the Profession.</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
5. Membership, associateship and designations	Amend	<p>5. Membership, associateship and designations</p> <p>5.1 Only a Member who is a Member in good standing is entitled to use the designations reserved for Members of the Institute in terms of the Designation Act.</p> <p>5.2 Associate General Accountants are entitled to use the trademark registered designation "Associate General Accountant (South Africa)" or "AGA(SA)" and Associate Accounting Technicians are entitled to use the trademark registered designation "Accounting Technician" or AT(SA).</p> <p>5.3 Nothing in this Constitution or in the By-laws shall be construed as conferring upon an Associate or Prospective Member any rights to use any of the designations reserved for Chartered Accountants in terms of the Designation Act.</p>	<p>6. Membership, associateship and designations</p> <p>6.1 SAICA The Institute's membership shall comprise use of the various Membership Categories as may be accepted for membership according to the provisions of the By-laws.</p> <p>6.2 Only a CA(SA) who is a Member in Good Standing is entitled to use the designations reserved for CA(SA) of the Institute in terms of the Designation Act.</p> <p>6.3 Only an AGA(SA) who is a Member in Good Standing is Associate General Accountants are entitled to use the trademark registered Designation "Associate General Accountant (South Africa)" or "AGA(SA)".</p> <p>6.4 Only an AT(SA) who is a Member in good standing is and Associate Accounting Technicians are entitled to use the trademark registered Designation "Accounting Technician" or AT(SA) to the extent that they are in good standing.</p> <p>6.5 Nothing in this Constitution or in the By-laws shall be construed as conferring upon any Member, and Associate or Prospective Member any rights to use any of the designations or trademarks reserved for Category A and B Members as set out in this paragraph 6Chartered Accountants in terms of the Designation Act.</p>	01-Jan-26

2. Reason for Change: Aligns definitions and responsibilities with governance best practices.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
12. Reporting Requirements	Amend	<p>12. Reporting requirements</p> <p>12.1 The Institute shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service ("SARS") from time to time, provided that such reporting requirements are reasonable and in line with the tax laws of the Republic as administered by SARS.</p>	<p>12.1 The Institute shall comply with such reporting requirements as may be determined by its Accreditors, Regulators, Professional Bodies and other Authorities the Commissioner for the South African Revenue Service ("SARS") from time to time, provided that such reporting requirements are reasonable and in line with applicable laws, regulations and standards the tax laws of the Republic as administered by the respective Accreditors, Regulators, Professional Bodies and other Authorities SARS.</p>	01-Oct-25
13. Annual General Meeting	Amend	<p>13. Annual General Meeting</p> <p>13.1 An AGM shall be held each year at the head office of the Institute, or such other place as determined by the Board, for the purposes of transacting the following business:</p> <p>13.1.5 the election of Board Members by ordinary resolution;</p> <p>13.1.6 approval of any increase or decrease and or any change in the basis of determining the fees payable to the Board and Board committee members for the ensuing year;</p> <p>13.1.7 the approval of the Remuneration Policy by a special non-binding vote; and</p> <p>13.1.8 the approval of the report on implementation of the remuneration policy by special non-binding vote.</p>	<p>13.1 An AGM shall be held each year at the head office of the Institute, or such other place as determined by the Board, for the purposes of transacting the following business:</p> <p>13.1.4 the appointment of the external auditors by Ordinary Resolution of Eligible Voting Members;</p> <p>13.1.5 the election of Board Members according to the highest number of votes received from ordinary resolution the Category A and B Members present;</p> <p>13.1.6 approval of any increase or decrease and or any change in the basis of determining the fees payable to the Board and Board committee members for the ensuing year, as set out in the Board Member Fee Policy;</p> <p>13.1.7 the approval of the Employee Remuneration and Reward Policy by a special non-binding vote; and</p> <p>13.1.8 the approval of the report on implementation of the Employee Remuneration and Reward Policy by special non-binding vote of Eligible Voting Members.</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
13. Annual General Meeting	Amend	<p>13.2 If the resolution in terms of 13.1.6 is not approved, then the existing Board and Committee member fees would remain in place for a period of not more than 9 (nine) months or until the fees are approved by the Members, whichever occurs earlier.</p> <p>13.3 If the votes in terms of Item 13.1.7 and 13.1.8 are less than 75% (seventy-five percent) in favour, the Board is required to consult with Members in order to understand their concerns.</p> <p>13.5 21 (twenty-one) days' notice of an AGM, specifying the place, date and time of the meeting and the business to be dealt with, shall be sent to each Member at his or her Registered Address. The accidental omission to give notice to any Member shall not invalidate the proceedings at any such meeting.</p> <p>13.6 The quorum at an AGM shall be 50 (fifty) Members present in person or via the designated electronic platform who are entitled to vote. Unless 50 (fifty) Members are present either in person or electronically within 30 (thirty) minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same place and at the same time and on the same day of the next week, and if such day be a public holiday, to the next business day thereafter.</p> <p>13.7 At an adjourned meeting the Members present in person or electronically shall form a quorum and shall have full power to transact the business of the meeting which could have been transacted had the meeting been held on the date for which it was called.</p> <p>13.8 Every Member who is in good standing and is not in arrears in the payment of his or her annual subscription or any contribution or charge payable by him or her to the Institute shall be entitled to be present in person or electronically or by proxy at an AGM.</p> <p>13.9 Each such Member shall have 1 (one) vote, but on a poll shall have 1 (one) additional vote for every proxy he or she holds. Proxies in the form laid down by the Board shall be lodged at the head office of the Institute not less than 48 (forty-eight) hours before the time of the meeting.</p> <p>13.10 Every motion proposed and seconded at an AGM of the Institute shall be decided by way of a poll.</p> <p>13.11 A poll demanded on any issue other than the business of the meeting as reflected in the agenda shall be taken at such time as the Chairperson of the meeting determines. A poll shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting.</p> <p>13.12 Scrutineers, not being proposers or seconders of the resolution, shall be elected to declare the result of the poll, and their declaration, which shall be announced by the Chairperson of the meeting, shall be deemed to be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of the result.</p>	<p>13.2 If the resolution in terms of 13.1.6 is not approved, then the existing Board and Committee member fees would remain in place for a period of not more than 12 9 (ninetwelve) months or until the fees are approved by the Eligible Voting Members, whichever occurs earlier.</p> <p>13.3 If the votes in terms of Item 13.1.7 and 13.1.8 are less than 75% (seventy-five percent) in favour, the Board is required to consult with Eligible Voting Members in order to understand their concerns.</p> <p>13.5 21 (twenty-one) days' notice of an AGM, specifying the place, date and time of the meeting and the business to be dealt with, shall be sent to each Category A Member and/or nominated email address at his or her Registered Address. The accidental omission to give notice to any Category A Member shall not invalidate the proceedings at any such meeting.</p> <p>13.6 The quorum at an AGM shall be 50 (fifty) Category A Members present in person or via the designated electronic platform who are entitled to vote. Unless 50 (fifty) Category A Members are present either in person or electronically within 30 (thirty) minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same place and at the same time and on the same day of the next week, and if such day be a public holiday, to the next business day thereafter.</p> <p>13.7 At an adjourned meeting the Category A Members present in person or electronically shall form a quorum and shall have full power to transact the business of the meeting which could have been transacted had the meeting been held on the date for which it was called.</p> <p>13.8 Every Category A Member who is in good standing and is not in arrears in the payment of his or her annual subscription or any contribution or charge payable by him or her to the Institute shall be entitled to be present in person or electronically or by proxy at an AGM. Good standing shall be determined 10 business days prior to the issue of the AGM notice referred to in 13.5.</p> <p>13.9 In relation to each vote which they are eligible to participate in, each Eligible Voting Member shall have 1 (one) vote, but on a poll shall have 1 (one) additional vote for every proxy he or she holds. Proxies in the form laid down by the Board shall be lodged at the head office of the Institute not less than 48 (forty- eight) hours before the time of the meeting.</p> <p>13.11 A Category A Member is entitled to demand that a poll demanded is taken on any issue at the AGM provided that:</p> <p>13.11.1 The poll demanded by a Category A Member must (prior to the AGM) be supported by at least 80 Members in Good Standing evidenced by a petition signed by the relevant Category A Members and delivered to the Board together with the notice in 13.11.2 below; and</p> <p>13.11.2 Notice of the poll demanded by the Category A Member must be delivered to the Secretariat or Chairperson of the Board by no later than 31 March of the relevant year (i.e. the year of the AGM at which that issue will be polled).</p> <p>13.11.3 The notice to the Board contemplated in 13.11.2 above must be accompanied by the petition in terms of 13.11.1 above and must set out the issue to be voted on (by polling) and attach any documents relevant to that issue other than the business of the meeting as reflected in the agenda shall be taken at such time as the Chairperson of the meeting determines. A poll shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting.</p> <p>13.12 The Chairperson of the Board shall have the discretion to defer or refuse a poll demanded by an Eligible Voting Member on any matter not forming part of</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
			<p>the formal agenda, provided such discretion is exercised in good faith and in accordance with governance best practices. In exercising this discretion, the Chairperson shall:</p> <p>13.12.1. ensure the decision is fair, transparent, and aligned with the principles of accountability and responsible leadership;</p> <p>13.12.2. provide written reasons for the decision and record the decision in the minutes of the relevant General Meeting;</p> <p>12.11.2.13.12.3. allow any Member aggrieved by the decision to submit a written appeal to the Nominations and Governance Committee within 10 (ten) business days, which shall consider the appeal and issue a final determination.</p>	
15. By-laws	Amend	<p>15. By-laws</p> <p>15.1 The By-laws of the Institute shall be those annexed hereto.</p>	<p>15.1 The By-laws of the Institute shall be those approved and published from time to time annexed hereto.</p>	01-Oct-25
16. Indemnities	Amend	<p>16. Indemnities</p> <p>16.1 Every member of the Board, the Council or of any committee appointed by it, and every officer and employee of the Institute, shall be indemnified by the Institute against claims made against him or her and any losses and expenses incurred by him or her in or about the execution of his or her duties, except claims, losses or expenses arising from his or her own dishonesty or wilful default.</p> <p>16.2 No Member, Associate or Prospective Member shall have any claim against the Institute, or against a member of the Board, the Council or of any committee appointed by it, or against any officer or employee of the Institute, in respect of anything done bona fide by it or them or any of them in the execution of their duties.</p>	<p>16.1 Every member of the Board, the Council or of any committee, task group appointed by it, and every officer and employee of the Institute, shall be indemnified by the Institute against claims made against him or her and any losses and expenses incurred by him or her in or about the execution of his or her duties, except claims, losses or expenses arising from his or her own dishonesty or wilful default.</p> <p>16.2 No Member, Associate or Prospective Member shall have any claim against the Institute, or against a member of the Board, the Council or of any committee appointed by it, or against any officer or employee of the Institute, in respect of anything done bona fide by it or them or any of them in the execution of their duties.</p>	01-Jan-26
19. Amalgamation	Amend	<p>19. Amalgamation</p> <p>With the approval of not less than 75% (seventy-five percent) of Members who are present in person or electronically or by proxy at a General Meeting duly convened and constituted for that purpose, the Institute may amalgamate or incorporate or join with other bodies of accountants in the Republic or elsewhere, whether or not incorporated by statute, provided these other bodies have objects objectives similar to those of the Institute. For this purpose, the Institute may take over and assume the assets and liabilities of the aforesaid bodies of accountants, including books, records, documents and coats of arms, or may make over part or all of the assets and liabilities of the Institute.</p>	<p>20.1 By Special Resolution With the approval of not less than 75% (seventy-five percent) of Eligible Voting Members who are present in person or electronically or by proxy at a General Meeting duly convened and constituted for that purpose, the Institute may amalgamate or incorporate or join with other bodies of accountants in the Republic or elsewhere, whether or not incorporated by statute, provided these other bodies have objects objectives similar to those of the Institute. For this purpose, the Institute may take over and assume the assets and liabilities of the aforesaid bodies of accountants, including books, records, documents and coats of arms, or may make over part or all of the assets and liabilities of the Institute.</p>	01-Jan-26
2. Definitions	Insert	None	<p>2.2. "Annual General Meeting" or "AGM" means a scheduled meeting of the Institute's Eligible Voting Members held once per year for the purposes of transacting the business as set out in paragraph 13.1;</p>	01-Jan-26
2. Definitions	Amend	2.2. "Board" means the board of the Institute;	<p>2.5. "Board" means the board of the Institute constituted by this Constitution and as referred to in By-law 3 of the By-laws ;</p>	01-Jan-26
2. Definitions	Amend	2.20 "Entrenched rights" means the right of the Members residing within a region to appoint Members resident in that region to the Regional Council with jurisdiction over that region	<p>2.19 "Entrenched rights" means the right of the Members residing within a region to appoint Members resident in that region to the Regional Council with jurisdiction over that region, subject to the provisions of the By-laws and the applicable Regional Council Charter;</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
2. Definitions	Delete	2.13 "Examination Candidates" means those persons who register with the Institute for any of its professional examinations and who thereby agree to comply with the required Examination Regulations. These examinations are - 2.13.1 for CA(SA)s, the Initial Test of Competence (ITC) and the Assessment of Professional Competence (APC); 2.13.2 for AT(SA)s, the Test of Professional Competence (ToPC);	2.20. "Examination Candidates" means those persons who register with the Institute for any of its professional examinations and who thereby agree to comply with the required Examination Regulations. These examinations are: 2.20.1 for CA(SA)s, the Initial Test of Competence (ITC) and the Assessment of Professional Competence (APC); 2.20.2. for AT(SA)s, the Test of Professional Competence (ToPC);	01-Jan-26
2. Definitions	Amend	2.17 "Good Standing" means, in relation to a Member and an Associate: 2.17.1 that the name of the Member/Associate is on the register of Members/Associates ("the Register") and that he or she has not been suspended from membership; 2.17.2 that the Member/Associate has complied with the Continuing Professional Development requirements; 2.17.3 that there are no proceedings to remove the name of the Member/Associate from the Register or to suspend him or her from membership; and 2.17.4 that the Member/Associate is up to date with all amounts owed by him or her to the Institute;	2.23. "Good Standing" means, in relation to a Category A and B Member: 2.23.1. that the name of the Category A and B Member/Associate is on the register of Category A and B Members/Associates ("the Register") and that he or she has not been suspended from membership; 2.23.2. that the Category A and B Member/Associate has complied with the Continuing Professional Development (CPD) requirements, including but not limited to in terms of the SAICA Code of Professional Conduct for Chartered Accountants ; 2.23.3. that there are no proceedings to remove the name of the Category A and B Member/Associate from the Register or to suspend him or her from membership; and 2.23.4. that the Category A and B Member/Associate is up to date with all amounts owed by him or her to the Institute;	01-Jan-26
2. Definitions	Amend	2.18 "Independent Board Member" means that, when judged from the perspective of a reasonable and informed third party, the Member has no interest, position, association or relationship which is likely unduly to influence or cause bias in decision-making in the best interests of the Institute, provided that membership of the Institute will not automatically result in a presumption of a lack of independence;	2.25. "Independent Board Member" means that, when judged from the perspective of a reasonable and informed third party, the Board Member has no interest, position, association or relationship which is likely unduly to influence or cause bias in decision-making in the best interests of the Institute, provided that membership of the Institute will not automatically result in a presumption of a lack of independence;	01-Jan-26
2. Definitions	Amend	2.28 "Registered Address" means a Member's/Associate's address as defined in the By-laws;	2.38. "Special General Meeting" means an ad hoc meeting convened to address specific or urgent matters requiring member input or decision outside of the Annual General Meeting, in accordance with paragraph 14;	01-Jan-26
2. Definitions	Amend	2.30 "Special Resolution" means a resolution of Members passed at a meeting at which a quorum is present in person or by proxy, and which requires more than 75% (seventy-five percent) of the votes cast to be in favour of the resolution;	2.38. "Special Resolution" means a resolution of Eligible Voting Members passed at a general meeting at which a quorum is present in person or by proxy, and which requires more than 75% (seventy-five percent) of the votes cast to be in favour of the resolution;	01-Jan-26
6.2. Composition of Board	Amend	6.2.6 The Board must include a sufficient number of members who have a reasonable understanding of the concept of professional status and a vision of the future competencies required of the profession.	6.7.6 The Board must include a sufficient number of members who have a reasonable understanding of the concept of professional status and a vision of the future competencies required of the profession. For avoidance of doubt, the Board Members may not be 'connected persons'.	01-Jan-26
6.2. Composition of Board	Amend	6.2.9 One-third of Board members, excluding the ex officio members, must retire at each AGM provided that a Board Member who is scheduled to retire by rotation has served at least 1 (one) year. The Board Members who retire shall be those Board Members who have held office for the longest period of time since their last election. Should there be more Board Members scheduled to retire who have been on the Board for an equal length of time, those to retire shall be chosen by lot.	6.7.9 One-third of Board members, excluding the ex officio members, must retire at each AGM provided that a Board Member who is scheduled to retire by rotation has served at least 1 (one) year. The Board Members who retire shall be those Board Members who have held office for the longest period of time since their last election. Should there be more Board Members scheduled to retire who have been on the Board for an equal length of time, those to retire shall be chosen by lot.	01-Jan-26
6.2. Composition of Board	Amend	6.2.11 No Board Member shall serve for a period longer than 6 (six) years. Should a Board Member be appointed to fill a casual vacancy or be appointed at a SGM then the 6 (six) years shall be determined from the date of the first AGM following his or her appointment.	6.7.11 No Board Member shall serve for a period longer than 96 (ninesix) years. Should a Board Member be appointed to fill a casual vacancy or be appointed at a SGM then the 96 (ninesix) years shall be determined from the date of the first AGM following his or her appointment.	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
6.2. Composition of Board	Amend	6.2.12 A Board Member who has completed a 6 (six) year term shall be eligible for re-election to the Board after the lapse of a period of 3 (three) years from the date of his or her last service for a term as contemplated in 6.2.11.	6.7.12 A Board Member who has completed a 96 (ninesix) year term shall be eligible for re-election to the Board after the lapse of a period of 3 (three) years from the date of his or her last service for a term as contemplated in paragraph 7.3.11.	01-Jan-26
6.2. Composition of Board	Amend	None	6.7.13. The Board shall, on an annual basis, assess the independence of each non-executive Board and Audit and Risk Committee Members, including those designated as Independent Board Members. The outcome of the assessment shall be documented and reviewed by the Nomination and Governance Committee and reported to the Board.	01-Jan-26
6.3. The Key Objectives of the Board	Amend	<p>6.3.1 The objectives of the Board are described in the Board Charter and require the Board, inter alia, to:</p> <p>6.3.1.1 promote the public interest;</p> <p>6.3.1.2 promotes the common interests of Members and Associates;</p> <p>6.3.1.3 ensure that strategic objectives are set and achieved in line with the Purpose and Objects of the Institute;</p> <p>6.3.1.4 establish a policy framework and funding model within which the organisation must operate;</p> <p>6.3.1.5 act as the custodian of corporate governance in the Institute;</p> <p>6.3.1.6 ensure that the Board committees discharge their functions appropriately in relation to meeting strategic plans and budgets;</p> <p>6.3.1.7 oversee the activities of trusts, non-profit organisations and social responsibility projects established by the Institute;</p> <p>6.3.1.8 establish performance criteria and evaluate the performance of the CEO against those criteria;</p> <p>6.3.1.9 ensure that the Institute maintains a robust process for identifying, prioritising, managing, mitigating, monitoring and reporting critical risks through the Audit and Risk Committee;</p> <p>6.3.1.10 ensure that the Institute and its Members, Associates, and Prospective Members adhere to the highest standards of ethics and competence, that the respective designations are protected and that the reputation of the Profession is promoted;</p> <p>6.3.1.11 oversee the disciplinary process with regard to Members, Associates and Prospective Members by:</p> <p>6.3.1.11.1 ensuring that the Institute has adequate resources for its investigation and disciplinary processes;</p> <p>6.3.1.11.2 ensuring that the effectiveness of its disciplinary structures and processes, including the By-laws, meets, and will continue to meet, the expectations of the Profession, and its stakeholders and the public;</p> <p>6.3.1.11.3 appointing an independent disciplinary panel;</p> <p>6.3.1.11.4 satisfying itself that its disciplinary processes are followed by the Professional Conduct Committee and the Disciplinary Committee; and</p> <p>6.3.1.11.5 reporting to Members and Associates, and where appropriate, to the public on the outcome of disciplinary proceedings;</p> <p>6.3.1.12 promote and monitor transformation in the Profession;</p> <p>6.3.1.13 make, and from time to time review, appropriate By-laws; and</p> <p>6.3.1.14 engage with stakeholders, Members and Associates.</p>	<p>6.8.1 The objectives of the Board are described in the Board Charter and require the Board, inter alia, to:</p> <p>6.8.1.2 promotes the common interests of Members and Associates;</p> <p>6.8.1.3 ensure that strategic objectives are set and achieved in line with the Purpose and Objectives of the Institute;</p> <p>6.8.1.7 approve the establishment and oversee the activities of entities, trusts, non-profit organisations and social responsibility and public interest projects established by the Institute;</p> <p>6.8.1.10 ensure that the Institute and its Members, Associates, and Prospective Members adhere to the highest standards of ethics and competence, that the respective designations are protected and that the reputation of the Profession is promoted;</p> <p>6.8.1.11 oversee the disciplinary process with regard to Members, Associates and Prospective Members by:</p> <p>6.8.1.11.4 satisfying itself that its disciplinary processes are followed by the Professional Conduct Committee, and the Disciplinary Committee and the DDO; and</p> <p>6.8.1.11.5 reporting to Members and Associates, and where appropriate, to the public on the outcome of disciplinary proceedings;</p> <p>6.8.1.11.8 engage with stakeholders and; Members and Associates.</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
6.4. The Chairperson	Amend	<p>6.4.1 The Chairperson –</p> <p>6.4.1.2 is an independent non-executive member with no executive or management responsibilities;</p> <p>6.4.2 The duties of the Chairperson are prescribed in the Board Charter but will include, without limitation:</p> <p>6.4.2.10 conducting an annual evaluation of the CEO through the Human Resources and Remuneration Committee.</p>	<p>6.9.1 The Chairperson –</p> <p>6.9.1.1 shall be a CA(SA);</p> <p>6.9.1.2 is elected by the Board after each AGM and shall be capable of serving a 1 (one) year term of office renewed annually, up to a maximum of 6 (six) years in aggregate;</p> <p>6.9.1.3 is an independent non-executive Independent Board member of the Board with no executive or management responsibilities;</p> <p>6.9.1.6 is the Chairperson of the General Meetings of Category A Members.</p> <p>6.9.2 The duties of the Chairperson are prescribed in the Board Charter but will include, without limitation:</p> <p>6.9.2.10 conducting an annual evaluation of the CEO through the Nomination and Governance CommitteeHuman ResourcesCapital and Remuneration Committee.</p>	01-Jan-26
6.4. The Chairperson	Amend	<p>6.4.3 The Chairperson:</p> <p>6.4.3.2 may be a member, but not Chairperson, of the Human Resources and Remuneration Committee;</p> <p>6.4.3.5 may be a member but not the Chairperson, of the Digital Transformation Governance Committee; and</p>	<p>6.9.3 The Chairperson:</p> <p>6.9.3.2 may be a member, but not Chairperson, of the Human ResourcesCapital and Remuneration Committee;</p> <p>6.9.3.5 may be a member, but not the Chairperson of the Education and Assessment Committee</p> <p>6.9.3.6 may be a member but not the Chairperson, of the Digital Transformation and Governance Committee; and</p>	01-Jan-26
6.5. Lead Independent Board Member	Amend	<p>6.5 Secretary</p> <p>The Board should be assisted by a competent, suitably qualified and experienced Secretary. The decision to appoint or remove the Secretary is a Board decision.</p>	<p>6.11 Secretary</p> <p>The Board and the Council should be assisted by a competent, suitably qualified and experienced Secretary. The decision to appoint or remove the Secretary is a Board decision.</p>	01-Jan-26
6.7. Delegation and Board Committees	Amend	<p>6.7.3 The Board is empowered to constitute Board and other committees and to delegate powers to such committees. The Board may appoint such of its members and such persons who are not members of the Board or Members or Associates of the Institute as it may deem fit, to be members of any such committee.</p>	<p>6.12.3 The Board constituted by this Constitution and the Board is empowered to constitute Board and Board committees, and other committees and to delegate powers to such committees. The Board may appoint such of its members and such persons who are not members of the Board or Members or Associates of the Institute as it may deem fit, to be members of any such committee. For the avoidance of doubt, and in order to maintain independence in the Institute's disciplinary procedures, the Board is empowered to appoint an independent Disciplinary Panel as contemplated in this Constitution and the By-laws, but the Board is not empowered to appoint the members of the Professional Conduct Committee or Disciplinary Committee.</p>	01-Oct-25
6.8. Nomination and Governance Committee	Amend	<p>6.8.2 The Nomination and Governance Committee may canvass Members and Associates for nominations and in doing so must take into account the requirements of this Constitution.</p>	<p>6.13.2 The Nomination and Governance Committee may request canvass nominations from Members and Associates for nominations and in doing so must take into account the requirements of this Constitution.</p>	01-Jan-26
6.8. Nomination and Governance Committee	Insert	None	<p>6.13.3 The Nomination and Governance Committee shall, on an annual basis, table with the Board a list of names of committee members who are current members of the core committees and a list of proposed replacements to fill any vacancies. After acceptance by the Board, the list will be tabled with the Council for input and discussion. Thereafter the Board will consider and approve the appointment of committee members.</p> <p>6.13.4 The Nomination and Governance Committee may canvass Members for nominations and in doing so must take into account the requirements of this Constitution.</p>	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
7. Powers of the Board	Amend	<p>7.2 Without in any way limiting the scope of its powers as generally described in paragraph 7.1, and in addition to power given to it elsewhere in this Constitution or the By-laws, the Board shall have power in the name of and on behalf of the Institute:</p> <p>7.2.7 to pay reasonable travelling, subsistence and other expenses incurred in connection with the affairs of the Institute by any members of the Boards or its committees;</p> <p>7.2.9 to appoint the CEO and to determine his or her duties, remuneration and other terms of employment;</p> <p>7.2.11 to interpret any clause of the Constitution or By-laws if any dispute arises as to its meaning, such interpretation being binding on the Members, Associates and Prospective Members if accepted by the Board;</p> <p>7.3 The Board may develop a system of delegation of its powers in order to improve administrative and operational efficiency and to provide for adequate checks and balances. Pursuant thereto, the Board may in writing delegate appropriate powers (excluding the power to prescribe By-laws) to a committee of the Board, to the CEO, to an employee of the Institute or to any individual Board Member.</p>	<p>7.2 Without limiting its powers in any way limiting the scope of its powers as generally described in paragraph 7.1, and those in addition to powers in alignment with the Board approved delegation of authority given to it elsewhere in this Constitution or the By-laws, the Board shall have power in the name of and on behalf of the Institute:</p> <p>7.2.7 to pay reasonable travelling, subsistence and other expenses incurred in connection with the affairs of the Institute by any members of the Board, Board committees or its other core area committees;</p> <p>7.2.9 to appoint the CEO and to determine his or her duties, reasonable remuneration and other terms of employment;</p> <p>7.2.11 to interpret any clause of the Constitution or By-laws if any dispute arises as to its meaning, such interpretation being binding on the Members, Associates and Prospective Members if accepted by the Board;</p> <p>7.3 The Board may develop a system of delegation of its powers in order to improve administrative and operational efficiency and to provide for adequate checks and balances. Pursuant thereto, the Board may in writing delegate appropriate powers (excluding the power to prescribe By-laws) to a committee of the Board, to other committees or task groups as contemplated in By-law 9, to the Professional Conduct Committee, to the Disciplinary Committee, to the CEO, to an employee of the Institute or to any individual Board Member.</p> <p>7.5 The Board may confirm, vary or revoke any decision taken by a committee, the CEO, a Board Member or an employee as a consequence of a delegation in terms of its powers of delegation, save that in the case of decisions taken by the Professional Conduct Committee or the Disciplinary Committee, the Board shall not have the power to confirm, vary or revoke any such decision, and the Institute or any person who wishes to challenge such decision shall be required to have recourse to the ordinary principles of law.</p> <p>7.6. The Board may, at any time, co-opt any person as a non-voting observer whenever it deems such co-option necessary.</p>	01-Oct-25
8. Council	Amend	8.1 The Board will be advised, at the request of the Board, by the Council, the composition of which shall be representative of constituencies, as detailed in the By-Laws. The composition of the Council may be amended from time to time to ensure representation of constituencies, subject to the entrenched rights.	8.1 The Board will be advised, at the request of the Board , by the Council, the composition of which shall be representative of Constituencies, as detailed in the By-Laws. The composition of the Council may be amended from time to time to ensure representation of constituencies, subject to the entrenched rights.	01-Jan-26
8. Council	Amend	8.6 The Council shall elect a President from among its members who shall not be an ex officio member of Council.	8.6 The Council shall annually elect a President and Deputy President from among its members who shall not be an ex officio member of Council. 8.7 The President's term of office is detailed in the By-laws.	01-Jan-26
8. Council	Insert	None	8.8 The Secretary must schedule regular and effective evaluations of the Council's performance for review by the Nomination and Governance Committee;	01-Jan-26
8. Council	Amend	8.10 The President of the Council or his or her nominee shall be an ex officio members of the Board.	8.12 The President of the Council or his or her nominee shall be an ex officio members of the Board with effect from the date of the AGM following such appointment.	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
8. Council		<p>8.11 Objects of the Council</p> <p>The Council shall:</p> <p>8.11.1 serve as a consultative forum and shall consider and advise the Board on matters relating to the strategy of the Board and the Profession;</p> <p>8.11.2 represent Members' and Associates' interests through input from the Regional Councils and other relevant sources and communicated by the Council to the Board;</p> <p>8.11.6 recommend changes to the Code of Professional Conduct for approval by the Board; and</p> <p>8.11.7 temporarily assume the powers and functions of the Board if the majority of the Board Members resign, or are removed and are not replaced in accordance with the provisions of the Constitution and the By-laws, until such time as a new Board has been appointed.</p>	<p>8.13 Function and Mandate Objects of the Council</p> <p>The function and mandate of the Council is described in the Council Charter as set out in Appendix 2 of the By-laws and requires that the Council shall:</p> <p>8.13.1 serve as a consultative forum and shall consider and advise the Board on matters relating to the strategy of the Board Institute and the Profession;</p> <p>8.13.2 represent Category A and B Members' and Associates' interests through input from the Regional Councils and other relevant sources and communicated by the Council to the Board and management;</p> <p>8.13.5 make recommendations to the Board for the making of long service awards and the granting of honorary life membership to Category A and B Members and Associates;</p> <p>8.13.6 recommend changes in alignment with applicable laws, regulations and standards to the Code of Professional Conduct for approval by the Board; and</p> <p>8.13.7 temporarily assume the powers and functions of the Board if the majority of the Board Members resign, or are removed and are not replaced in accordance with the provisions of the Constitution and the By-laws, until such time as a new Board has been appointed.</p>	01-Jan-26
8. Council	Amend	8.5 Members of the Council shall hold office for a period of 3 (three) years, which may be renewed for a further 3 (three) year period.	8.5 Members of the Council shall hold office for a period of 3 (three) years, which may be renewed for a further 2 (two) 3 (three) year periods.	01-Jun-27

3. Reason for Change: Align with By-laws (Disciplinary Code and Procedure).

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
2. Definitions	Insert	None	2.17. "DDO" means the Designated Disciplinary Officer (employed as Lead: Discipline) of the Institute, or any person designated to act in that capacity by the CEO);	01-Jan-26
9. Disciplinary Panel, Professional Conduct Committee, Disciplinary Committee and DDO	Amend	<p>9. Disciplinary Panel, Professional Conduct Committee and Disciplinary Committee</p> <p>9.2 The powers and duties of the Professional Conduct Committee and the Disciplinary Committee referred to in the By-laws are deemed to have been delegated to those committees by the Board.</p>	<p>9. Disciplinary Panel, Professional Conduct Committee and Disciplinary Committee and DDO</p> <p>9.1 The Board shall appoint an independent Disciplinary Panel from which the office of the DDO shall appoint members of the Professional Conduct Committee and the Disciplinary Committee, as contemplated in the By-laws, shall be appointed, which committees shall have the powers to carry out the duties and exercise the functions granted to them under the By-laws.</p> <p>9.2 The DDO shall have the power to carry out the duties and exercise the functions granted to him or her under the By-laws.</p> <p>9.3 The powers and duties of the Professional Conduct Committee and the Disciplinary Committee and the DDO referred to in the By-laws are deemed to have been delegated to those committees and/or individuals (as the case may be) by the Board.</p>	01-Oct-25

4. Reason for Change: Refines the Institute's purpose and objects to better serve members and the public

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
4. Purpose and Objects	Amend	4.1 The principal purpose and object of the Institute is to promote the common interests of Members and Associates and the public interest by enhancing the relevance, values, competence and influence of Members and Associates in South Africa and abroad, and to contribute to economic and social development in South Africa. To achieve its purpose, the Institute has the following fundamental, enduring and long-term ancillary objects for itself and for its Members and Associates:	4.1. The principal purpose and object of the Institute is to promote the common interests of Members and Associates and the public interest by enhancing the relevance, values, competence and influence of Members and Associates in South Africa and abroad, and the public interest as set out in the table below. 4.2 Substantially the whole of the Institute's activities is directed to the furtherance of its principal purpose and object and not for the specific benefit of an individual Member or minority group. to contribute to economic and social development in South Africa. 4.3 To achieve its purpose, the Institute has the following fundamental, enduring and long-term ancillary objectives for itself and for its Members' set out in items 2 to 5 of column A of the table below. To the extent applicable, the objectives shall be pursued as set out in column B of the table below and Associates:	01-Jan-26

5. Reason for Change: Aligns with the Income Tax Act.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
10. Funds of the Institute	Amend	10. Funds of the Institute 10.1 The Institute shall, subject to the provisions of this Constitution, apply its funds and income exclusively in promoting the objectives of the Institute or for investment purposes. 10.2 The Institute shall not distribute any surpluses or gains by way of dividend or otherwise to its Members, Associates and Prospective Members or to any other person. 10.4 Should the Institute be wound up, a person who has ceased to be a Member, Associate or Prospective Members or the executors, administrators, heirs or assigns of such person shall in no circumstances have any claim to the funds of the Institute by reason only of such previous membership, associateship or registration.	10.1 The Institute shall, subject to the provisions of this Constitution, apply its funds and income exclusively in promoting the objectives of the Institute or for investment purposes.. 10.2 The Institute shall not distribute any surpluses or gains by way of dividend or otherwise to its Members, Associates and Prospective Members or to any other person. 10.3 The Institute may not pay to any employee, office bearer, Member or other persons any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 58 of 1962 , which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered. 10.4 Substantially the whole of the Institute's funding shall be derived from its annual or other long-term Members or from an appropriation by the government of the Republic in the national, provincial or local sphere. 10.5 Should the Institute be wound up, a person who has ceased to be a Member, Associate or Prospective Members or the executors, administrators, heirs or assigns of such person shall in no circumstances have any claim to the funds of the Institute by reason only of such previous membership, associateship or registration.	01-Oct-25

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
18. Amendment of Constitution	Amend	<p>18. Amendment of Constitution</p> <p>The Constitution may from time to time be amended, provided that:</p> <p>18.1 such amendments are approved by a special resolution of the Members who are present in person, electronically or by proxy at a General Meeting of which the requisite notice has been given, with full particulars of the proposed amendments;</p> <p>18.2 such approval shall be by not less than three-fourths of the Members who are present in person or electronically or by proxy at a General Meeting of such Members;</p> <p>18.3 such General Meeting shall be held in accordance with the provisions of paragraph 13 above; and</p> <p>18.4 the amendments are subsequently submitted to the relevant regulatory authority.</p>	<p>The Constitution may from time to time be amended, provided that:</p> <p>18.1 such amendments are approved by a special resolution of the Eligible Voting Members who are present in person, electronically or by proxy at a General Meeting of which the requisite notice has been given, with full particulars of the proposed amendments;</p> <p>18.2 such approval shall be by not less than three-fourths of the Eligible Voting Members who are present in person or electronically or by proxy at a General Meeting of such Eligible Voting Members;</p> <p>18.3 such General Meeting shall be held in accordance with the provisions of paragraph 13 above; and</p> <p>18.4 the amendments are subsequently submitted to the relevant regulatory authorities within the prescribed timelines. For the avoidance of doubt, this shall include submitting such amendments to the Commissioner of the South African Revenue Service within 30-days from the date of such amendment.</p>	01-Oct-25
2. Definitions	Insert	None	<p>2.31.1. "Personal or Private Interest" means:</p> <p>2.31.1.1. receiving any distributions or profit shares from the Institute;</p> <p>2.31.1.2. holding shares or ownership interests in a business operated by the Institute;</p> <p>2.31.1.3. using the Institute's assets for personal gain;</p> <p>2.31.1.4. preferential treatment in contracts, procurement, or service delivery due to one's position in the Institute;</p> <p>2.31.1.5. loans or advances made by the Institute to a Member without proper terms or outside the scope of its objectives;</p> <p>2.31.1.6. family members benefiting from the Institute's operations in a way that is not available to the general membership or public;</p> <p>2.31.1.7. any other interest as may constitute a personal or private interest as defined or prescribed in terms of South African and where applicable international law or regulation from time to time, and in the event of any conflict between the definition contained in this Constitution and that defined or prescribed by any such law or regulation, the definition prescribed by law or regulation shall prevail;</p> <p>2.31.1.8. This does not, however, include:</p> <p>2.31.1.8.1. reasonable access to the use of the Institute's assets as part of its ordinary benefits as a Member;</p> <p>2.31.1.8.2. commercial transactions with the Institute at arm's length;</p> <p>2.31.1.8.3. reimbursement of legitimate expenses incurred on behalf of Institute;</p> <p>2.31.1.8.4. reasonable compensation for services actually rendered to the Institute; and</p> <p>2.31.1.8.5. access to benefits that are equally available to all Members (e.g., training, networking events); and</p> <p>2.31.1.8.6. employee/employer relationships where a Member is an employee of the Institute;</p>	01-Oct-25
2. Definitions	Insert	None	2.13 "Connected Person" means a person as defined in section 1(1) of the Income Tax Act;	01-Jan-26
2. Definitions	Insert	None	2.24 "Income Tax Act" or "ITA" means the Income Tax Act, 58 of 1962;	01-Jan-26

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
20. Winding up or Dissolution	Amend	<p>20. Winding up or Dissolution</p> <p>20.1 The Institute may be wound up in terms of the provisions of the By-laws by a resolution of not less than 75% (seventy-five) of the Members who are present in person or electronically or by proxy at a General Meeting duly convened and constituted for that purpose.</p> <p>20.2 Members, Associates or Prospective Members shall not have any claim in respect of any surplus there may be on winding up of the Institute, which shall be dealt with in terms of the By-laws.</p> <p>20.3 Upon its being wound up any funds or assets of the Institute remaining after the payment of the debts and expenses of the Institute and the costs of winding up shall be distributed to or amongst such kindred or related associations, bodies or institutions, with objects objectives similar to those of the Institute, including educational institutions (but excluding individual Members, Associates or Prospective Members Trainee Accountants or firms or companies controlled by Members, Associates or Prospective Members Trainee Accountants) as the Board shall decide; provided that such associations, bodies or institutions are themselves exempt from liability to pay income tax as a result of being so approved by the Commissioner for SARS.</p>	<p>21.1 The Institute may be wound up in terms of the provisions of the By-laws by a Special Resolution of not less than 75% (seventy-five) of the Eligible Voting Members who are present in person or electronically or by proxy at a General Meeting duly convened and constituted for that purpose.</p> <p>21.2 Members, Associates or Prospective Members shall not have any claim in respect of any surplus there may be on winding up of the Institute, which shall be dealt with in terms of the By-laws.</p> <p>21.3 Upon its being wound up any funds or assets of the Institute remaining after the payment of the debts and expenses of the Institute and the costs of winding up shall be distributed to or amongst such kindred or related associations, bodies or institutions, with objectives similar to those of the Institute, including educational institutions (but excluding individual Members, Associates or pProspective Members Trainee Accountants or firms or companies controlled by Members, Associates or pProspective Members Trainee Accountants) as the Board shall decide; provided that such associations, bodies or institutions are themselves exempt from liability to pay income tax as contemplated in the Income Tax Act as a result of being so approved by the Commissioner for SARS.</p>	01-Oct-25
6.2. Composition of Board	Amend	6.2.13 The roles and responsibilities of the Board shall be described in the Board Charter contained in Appendix 1 of the By-laws.	6.7.14 The roles and responsibilities of the Board shall be described in the Board Charter contained in Appendix 1 of the By-laws, including their fiduciary responsibility to the Institute.	01-Oct-25

6. Reason for Change: Enhances role clarity and accountability of Members.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
14. Special General Meeting	Amend	<p>14. Special general meetings</p> <p>14.1 The Board may, whenever it thinks fit, and shall, on the receipt of a written requisition expressing the objects of the proposed meeting and signed by not less than 1000 (one thousand) of the Members in Good Standing specifying the business required to be dealt with at that meeting (which business shall be expressed in the form of a resolution which shall be voted on at that meeting without amendment), call a special general meeting.</p>	<p>14.1 The Board may, whenever it thinks fit, and shall, on the receipt of a written requisition expressing the objectives of the proposed meeting and signed by not less than 1000 (one thousand) of the Category A Members in Good Standing specifying the business required to be dealt with at that meeting (which business shall be expressed in the form of a resolution which shall be voted on at that meeting without amendment), call a SGM special general meeting.</p> <p>14.2 The notice calling such special general meeting SGM shall be issued by the Board within 15 (fifteen) days of the receipt of the request, and the provisions of paragraphs 13 relating to the AGM shall apply mutatis mutandis to such a special general meeting, provided at all times that only Eligible Voting Members will be entitled to vote on resolutions which are taken at a SGM.</p>	01-Jan-26

7. Reason for Change: Enhances stakeholder engagement and advocacy clarity.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
2. Definitions	Amend	2.28 "Registered Address" means a Member's/Associate's address as defined in the By-laws;	2.36 "Registered Address" means a Member's/Associate's registered address (including physical or electronic, email address) as defined in the By-laws;	01-Jan-26

8. Reason for Change: Establishes the official language for communication and documentation, which ensures clarity and uniformity in terminology and definitions.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
Business Language	Insert	None	5. Business Language elected by SAICA 5.1 The Institute's elects to communicate in and to receive all communication in the language of English only. 5.2 The onus rests with persons submitting communication to the Institute to ensure that all communication with the Institute is in English and/or any documents which contain a language other than English will need to be translated into English before same is submitted to the Institute.	01-Jan-26

9. Reason for Change: Provide for an observer in the mentorship program of the Board and Council, similar to the provision allowing for an observer of the Council.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
7. Powers of the Board	Amend	None	7.6 The Board may, at any time, co-opt any person as a non-voting observer whenever it deems such co-option necessary.	01-Oct-25

10. Reason for Change: Clarify CEO type of employment contract. Align appointment of CEO, CEO elect with AGM timeline and confirm renewal period. Align with latest Organisation Executive Structure.

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
6.2. Composition of Board	Amend	6.2.2 The Board shall comprise a balance of executive and non-executive Board Members, with a majority of the Board Members being independent, subject to the requirement that: 6.2.2.1 the majority of Board Members shall be Chartered Accountants CA(SA); and 6.2.2.2 not more than 3 (three) and not less than 2 (two) of the non-executive Board Members must be non-Chartered Accountants and must be independent. 6.2.4 The Board must appoint the CEO and must approve the appointment of his or her nominated senior executive to the Board. The CEO and such nominated senior executive shall be ex officio Board Members.	6.6.2 No single person may directly or indirectly control the decision-making powers relating to the Institute. 6.7.2 The Board shall comprise a balance of executive and non-executive Board Members, with a majority of the Board Members being independent, subject to the requirement that: 6.7.2.1 the majority of Board Members shall be CA(SA)s ; and 6.7.2.2 not more than 3 (three) and not less than 2 (two) of the non-executive Board Members must be non- CA(SA)s and must be Independent Board Members ; and 6.7.2.3 for the avoidance of doubt, the Board Members may not be connected persons as defined in section 1 of the Income Tax Act, 1962 and accept the fiduciary responsibility of the Institute. 6.7.4 The Board must appoint the CEO on a fixed term contract. The CEO shall be a CA(SA) in Good Standing. The term of the CEO's contract shall end at the conclusion of the AGM held in the final year of the term or mutually agreed upon earlier date and may be extended or renewed at the discretion of the Board for a maximum of 1 (one) terms. The Board and must also approve the appointment of his or her the CEO's nominated senior Executive to the Board. The CEO and such nominated senior Executive shall be ex officio Board Members.	01-Jan-26

11. Reason for Change: Provide for transitional implementation of the amended provisions

Section/Clause Affected	Type of Change	Current wording	Proposed wording	Effective date
	Insert	None	<p>19. Transitional Provisions</p> <p>19.1. Effective Date of Amendments 19.1.1. All amendments to this Constitution, as approved by Special Resolution of the Eligible Voting Members, shall take effect on the date specified in the resolution or, where no date is specified, on the date of approval by the Eligible Voting Members and subsequent submission to the relevant regulatory authorities, within the prescribed timelines.</p> <p>19.2. Continuity of Governance Structures 19.2.1. Any governance structures, including the Board, Council, Committees, and Task Groups, constituted prior to the effective date of these amendments shall continue to operate in accordance with their existing mandates until reconstituted in alignment with the amended provisions of this Constitution and the By-laws.</p> <p>19.3. Membership Categories Transition 19.3.1. Existing Members, Associates, Trainees, and other stakeholders shall be transitioned into the newly defined membership categories (Category A, B, and C) as set out in the amended By-laws. The Institute shall issue guidance to facilitate this transition, including updates to designations, rights, and obligations.</p> <p>19.4. Pending Matters and Legacy Provisions 19.4.1. Any disciplinary, governance, or administrative matters initiated prior to the effective date shall be concluded under the provisions in force at the time of initiation, unless otherwise determined by the Board or the DDO in accordance with the amended Constitution and By-laws.</p> <p>19.5. Interpretation and Clarification 19.5.1. In the event of any ambiguity or uncertainty arising from the transition to the amended Constitution, the Board shall have the authority to issue binding interpretations, provided such interpretations are consistent with the objectives of the amendments and applicable laws and regulations.</p>	01-Oct-25