

INSTITUTE OF NAMIBIAN QUANTITY SURVEYORS



CONSTITUTION (As amended March 2018)

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THE CONSTITUTION OF THE INSTITUTE OF NAMIBIAN QUANTITY SURVEYORS

Whereas the Association of South West African Quantity Surveyors was established under section 33 of the South African Quantity Surveyors' Act, 1970 (Act 36 of 1970);

And whereas the South West Africa Chapter was a constituent body of the Association of South African Quantity Surveyors under section 8 of the Constitution of that body,

And whereas the Quantity Surveyors' Act, 1970 (Act 36 of 1970) has been repealed by section 24 of the Architects' and Quantity Surveyors' Act, 1979,

And whereas section 25 (1) of the Architects' and Quantity Surveyors' Act 13 of 1979 provides that the South West Africa Chapter of the Association of South African Quantity Surveyors shall, notwithstanding the repeal of the Act,; continue to exist as an association or alliance under the name of the Institute of Namibian Quantity Surveyors;

And whereas it is expedient to provide, and amend when appropriate, the Constitution for the Institute of Namibian Quantity Surveyors;

Now, therefore, it is agreed that the following shall be the Constitution of the Institute of Namibian Quantity Surveyors.

1. THE INSTITUTE

- 1.1. The name of the Institute shall be the Institute of Namibian Quantity Surveyors (hereinafter called "The Institute").

2. LEGAL STATUS

- 2.1. The Institute shall be an association with perpetual succession and shall be capable in law of suing and being sued in its corporate name and of acquiring, holding and alienating property, movable and immovable and of performing all such acts as are necessary for or incidental to the achievement of its objects and the performance of its functions and duties in terms of this Constitution.
- 2.2. The Institute shall be the body formerly known as the South West African Chapter of the Association of South African Quantity Surveyors established in terms of the Quantity Surveyors' Act, 1970 (Act 36 of 1970).
- 2.3. The repeal of the Quantity Surveyors' Act, 1970 and the regulations made in terms of that Act, by the Architects' and Quantity Surveyors' Act 13 of 1979, shall not, unless the contrary intention appears in this Constitution, affect anything duly done by the South West Africa Chapter of the Association of South African Quantity Surveyors, nor affect any right, privilege, obligation or liability acquired, accrued or incurred by the South West Africa Chapter of South African Quantity Surveyors or any member thereof.

nor shall it affect any penalty, forfeiture or punishment incurred in respect of any finding of unprofessional conduct in terms of the said Quantity Surveyors' Act 1970 and the regulations made in terms of that Act; nor shall it affect any investigation, legal proceeding or remedy in terms thereof; and any such investigation, legal proceeding or remedy may be instituted, continued or enforced and any such penalty, forfeiture or punishment may be imposed as if the repealing law had not been passed.

3. DEFINITIONS

- 3.1 In this Constitution the following words and expressions shall, unless the context otherwise requires, have the meanings hereby assigned to them, namely:

"**The Act**" means the Architects' and Quantity Surveyors' Act 13 of 1979,

"**Board**" means the Board established by Clause 7.1.1 of this Constitution,

"**By-laws**" means the By-laws of the Institute with such modifications, alterations and additions thereto as may from time to time be in force,

"**Council**" means the Namibia Council for Architects and Quantity Surveyors established in terms of the Act

"**Member**" means any person admitted or deemed to be admitted or elected as a member of the Institute,

"**Prescribed**" means prescribed in By-laws, rules and regulations made in terms of this Constitution,

"**Private practice**" means the performance of the work of a professional quantity surveyor by any person for another person otherwise than under a contract of master and servant, and

"**Secretary**" means the Secretary of the Institute.

4. OBJECTS AND POWERS

4.1 The objects of the Institute shall be -

- 4.1.1 to advance and promote the science and practice of quantity surveying and cognate matters;
- 4.1.2 to uphold the dignity of the profession of quantity surveying;
- 4.1.3 to watch over, promote and protect the common interests of its members;
- 4.1.4 to afford opportunity for the interchange and recording of knowledge, research and experience of quantity surveying;
- 4.1.5 to promote high standards of professional competence and integrity.

4.2 The powers of the Institute shall be -

- 4.2.1 generally to take such action and to do such things as may be required for the achievement of its objects as defined in this Constitution;
- 4.2.2 to enter into an alliance or co-operate with and assist any organisation having objects similar to those of the Institute and to contribute to the funds of such organisation;
- 4.2.3 to nominate professional resident members for appointment to the Council in terms of the Act;
- 4.2.4 to promote the education and training and continuing professional development of quantity surveyors and to assist and co-operate with any statutory or other bodies concerned therewith;
- 4.2.5 to draw up a code of professional conduct to enquire into and deal with any case of alleged unprofessional conduct and to impose in respect thereof, if found proved, any punishment prescribed;
- 4.2.6 to appoint and dismiss a secretary and such other employees as it may deem fit;
- 4.2.7 to found, grant, accept and administer scholarships, bursaries, awards and prizes in respect of the quantity surveying profession;
- 4.2.8 to establish and administer a benevolent fund under such rules and regulations as may be prescribed from time to time and to make financial contributions to such fund;
- 4.2.9 to establish medical aid, provident and pension funds or schemes under such rules and regulations and for such persons as may be prescribed from time to time and to contribute on behalf of members and/or employees of the Institute to any such funds or schemes;
- 4.2.10 to acquire by lease, purchase or otherwise, to hold or exchange, and to sell, alienate or otherwise dispose of property, movable and immovable, and to erect buildings or other works, structures and improvements;

- 4.2.11 to receive, hold and administer any donations, bequests or endowments consisting of property of any description, which may be given by or to it for the furtherance of any of the objects of the Institute;
- 4.2.12 to sell, manage, let or hire, mortgage, encumber or otherwise deal with all or any part of the Institute's property;
- 4.2.13 to open an account or accounts with any registered financial institution and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments;
- 4.2.14 to borrow, lend or raise money with or without security, and, if secured, by any means including mortgage of the Institute's property or by overdraft from its bankers;
- 4.2.15 to invest any monies of the Institute not immediately required for any of its objects or commitments in such manner as may from time to time be determined: Provided that the income or profits from any investments shall be applied to the furtherance of the objects of the Institute;
- 4.2.16 to effect such insurances as may be necessary for the protection of the Institute's property;
- 4.2.17 to obtain policies of insurance indemnifying the Institute against any contingent losses or claims, howsoever arising;
- 4.2.18 to charge an enrolment fee, annual subscription and such other fees or levies as may be prescribed and to waive or reduce any fee, subscription or levy in any case which may appear to merit such consideration;
- 4.2.19 to determine reasonable travelling expenses and subsistence allowances which are consistent with the industry norms payable to members or officials attending meetings of the Board or of any sub-committee thereof, to members or officials performing any special services and to any member or official authorised by the Board to visit any place or attend any meeting or event in the interests of the Institute;
- 4.2.20 to cause to be designed a seal and/or other insignia of the Institute and to prescribe for the use of such seal and/or insignia;
- 4.2.21 to run a club for its members and to do everything necessary therefore or incidental thereto;
- 4.2.22 to make and from time to time alter, amend or rescind rules and/or By-laws for the carrying out of the business of the Institute and to provide for all other matters which may be prescribed in terms of this Constitution;
- 4.2.23 to guarantee the performance of any obligation by any person duly authorised by the Board;
- 4.2.24 to enter into any arrangement with any government authority (central, regional, local or otherwise), corporation or person to obtain from such government authority, corporation or person all subventions, rights, treaties, concessions, charters, franchises and privileges which may seem conducive to the achievement of any of the Institute's objects;

4.2.25 to take all necessary steps as may be necessary to be or to be deemed to be recognised as an association in terms of the Act and to maintain such recognition in accordance with the requirement of the Act.

4.3. The income and profit of the Institute from whatever source derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly by way of dividend or bonus or otherwise or by way of profit to the persons who at the time are or have been members of the Institute or to any persons claiming through any of them: Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Institute or to any member of the Institute or other persons in return for any services actually rendered to the Institute and that such remuneration is reasonable in relation to the service rendered.

5. PROFESSIONAL ETHICS

5.1 Every member of the Institute shall adhere to the code of conduct of the Institute, uphold the dignity of the profession of quantity surveying, act towards his/her clients and employers, in whatever capacity he/she may be engaged, in a strictly professional manner and regulate his/her conduct towards those with whom his/her work is connected and towards his/her fellow members in a manner consistent with the established traditions of the profession.

6. MEMBERSHIP

6.1. The Institute shall consist of

6.1.1 **Professional members** shall comprise of

6.1.1.1 Resident members

Any person being ordinarily resident in Namibia and who has passed the prescribed qualifying examinations of the Council to be registered as a Professional Quantity Surveyor may be admitted as a resident member.

6.1.1.2 Non-resident members

Any person being not ordinarily resident in Namibia and who has passed the prescribed qualifying examinations and complies with such other conditions as may be prescribed by the Council to be registered as a Professional Quantity Surveyor, may be admitted as a non-resident member.

6.1.2 **Members**

Any person who has completed a prescribed post-secondary qualification in quantity surveying or related discipline as set out by Council.

6.1.3 **Student affiliate members**

Any student in quantity surveying at a university or technicon in Namibia or abroad.

6.1.4 **Life members**

Any member whom the Board wishes to honour for distinguished service to the Institute or to the profession of quantity surveying, may be elected as a life member.

- 6.1.5. **Honorary members**
Any person who is not a quantity surveyor but who is a person of distinction whom the Board wishes to honour, may be elected as an honorary member.
- 6.2 Eligibility of members of the Association of South African Quantity Surveyors.
- 6.2.1 All persons other than those described in Clause 6.1 who were members of the Association of South African Quantity Surveyors immediately prior to the repeal of the Quantity Surveyors' Act, 1970, shall be deemed to be eligible to be admitted as members of the Institute.
- 6.3 Admission of members.
- 6.3.1 Applications for membership of the Institute shall be made on the prescribed form. If the Board is satisfied that the applicant complies with the requirements for membership and is a fit and proper person to be admitted as member of the Institute the Board shall grant him/her membership in terms of clause 6.1.
- 6.3.2 Any persons who has been a member of the Institute and ceased to be a member by reasons of his/her expulsion or otherwise may be readmitted to membership of the Institute by the Board provided that he/she shall furnish such information as the Board may require in support of his/her application for re-admission and provided further that he/she shall have paid all arrears of subscription and any levies and fines due by him/her to the Institute at the date when his/her former membership ceased.
- 6.3.3 Every member shall receive an appropriate membership certificate and/or letter in the prescribed form. The certificate shall remain the property of the Institute, and, if so required by the Board, shall be surrendered on demand.
- 6.3.4 The name of every member shall be entered in a register to be called the "Roll of Members", together with such other information as the Board may determine.
- 6.4 Rights and liabilities of members.
- 6.4.1 Every member shall be entitled
- 6.4.1.1 to attend any general meeting of the Institute or, by invitation, any meeting of a sub-committee or of the Board;
 - 6.4.1.2 to take part in any discussion on any matter at any general meeting of the Institute;
 - 6.4.1.3 to receive any information which it is competent for officers of the Institute to give;
 - 6.4.1.4 to receive, at the discretion of the Board, such assistance in any matter as may be rendered in terms of this Constitution.
- 6.4.2 Every professional resident member shall be entitled
- 6.4.2.1 to vote for members of the Board.
- 6.4.3 Every professional resident member shall be entitled
- 6.4.3.1 to nominate and/or second members of the Board;

6.4.3.2 to vote on any resolution put to the membership of the Institute at any general meeting or otherwise;

6.4.3.3 to be nominated and elected as member of the Board and to hold any office in the Institute, or any sub-committee of the Institute.

6.4.4 Every non-resident professional member shall be entitled

6.4.4.1 to such rights as may be prescribed in addition to those referred to in Clause 6.4.1 and 6.4.2 of this Constitution.

6.4.5 Every life member shall be entitled

6.4.5.1 to the full privileges of professional members: Provided that they shall be exempt from the payment of annual subscription.

6.4.6 Every honorary member shall be entitled

6.4.6.1 Honorary members shall not incur any of the obligations nor be entitled to any of the rights of members other than those referred to in Clauses 6.4.1 of this Constitution; Provided that they shall be entitled to designate themselves as honorary members of the Institute.

6.4.7 Every member shall be entitled

6.4.7.1 to any of the rights referred to in Clauses 6.4.1 of this Constitution.

6.4.8 The liability of each member is limited to the amount of any subscription, fine, levy or other debt due to the Institute.

6.4.9 Membership of the Institute shall not confer upon any member the right to a share or a participation in any assets belonging to the Institute.

6.4.10 Termination of membership for whatever reason shall entail forfeiture of all rights of membership, including the right to the use of the letters of designation referred to in Clause 6.5.1 of this Constitution.

6.4.11 It shall be the duty of every member to expeditiously notify the Board of any change in partnership, address or nature of employment.

6.5. Letters of designation.

6.5.1 In order for the members to designate their membership of the Institute, members shall be entitled to use the following appropriate letters of designation:

6.5.1.1 Professional members:

| | | |
|-----------------------------------|---|--------------|
| Resident and non-resident members | - | MINQS (Prof) |
| Life members | - | MINQS (Life) |

6.5.1.2 Honorary members - MINQS (Hon)

6.5.1.3 Members - MINQS (QSiT)

6.5.1.4 Student affiliate members - MINQS (Student)

6.6. Membership fees and subscriptions.

6.6.1 Every applicant for enrolment shall pay the prescribed enrolment fee which shall accompany his/her application.

6.6.2 The Board shall annually determine the subscriptions payable by all categories or members and shall inform each member of the subscription due and payable by him/her.

6.6.3 The annual subscription for any year shall be due on or before 60 calendar days after date of invoice.

6.6.4 The Board shall have the power in special circumstances to waive or reduce any fee, subscription or levy.

6.6.5 The Board may from time to time impose a levy upon members for particular purposes.

6.7. Liability of members in respect of levies and subscriptions.

6.7.1 Upon admission to the Institute, a member shall be notified thereof by the Secretary and shall thereupon become liable for any prescribed levy and the annual subscription. Should such levy and subscription not have been paid on or before 60 calendar days after date of invoice, the Board may declare the admission null and void.

6.7.2 The name of any member whose subscription and the amount of any levy not paid on or before 60 calendar days of invoice or within such further period as the Board in any particular case may allow, may by resolution of the Board be struck off the roll of members and his/her membership terminated, but such member shall nevertheless be liable for all monies due by him/her to the Institute at the time of such resolution.

6.7.3 No refund of any subscription or levy or part thereof shall be available to any member upon ceasing to be such and he/she shall in any event remain liable to the Institute for any subscriptions, levies, fines or other debts or obligations due by him/her.

6.7.4 A member may reapply for membership once all outstanding levies and subscriptions are paid in full. The member will be liable for the new application and enrolment fees.

6.8 Duration and termination of membership.

6.8.1 A member shall cease to be a member

6.8.1.1 Upon his/her no longer having that qualification for membership which was the basis of his/her admission;

6.8.1.2 upon acceptance/receipt by the Board of his/her written resignation from membership;

6.8.1.3 upon expulsion from membership by the Board on any of the grounds prescribed;

6.8.1.4 upon permanent disqualification from registration by the Council in terms of the Act for reasons of proven unprofessional conduct.

7. THE BOARD

7.1 Composition of the Board.

7.1.1 The Institute shall be managed by the Board which is hereby established.

7.1.2 The Board shall consist of a minimum of five professional resident members or such other number as may be prescribed from time to time, to be elected by the resident and non-resident members of the Institute: Provided that a majority on the Board shall be members in private practice.

7.1.3 In addition and subject to the foregoing, two resident members with voting powers may, at the option of the Board, be co-opted.

7.1.4 The Board may, in addition, decide to co-opt a member with no voting power to sit in at Board meetings.

7.2 Election of Board members.

7.2.1 The method of election of all members of the Board shall be as prescribed in the By-Laws.

7.3 Vacancies on the Board.

7.3.1 A member of the Board shall cease to hold office as such

7.3.1.1 If he/she resigns by submitting in writing his/her resignation to the Board;

7.3.1.2 If he/she ceases to be a resident member of the Institute;

7.3.1.3 if he/she be absent from the meetings of the Board for more than three consecutive meetings without the consent of the Board;

7.3.1.4 if, having been in private practice at the time of his/her election, he/she ceases to be so engaged: Provided that this Clause shall apply only if the change in such member's position results in there no longer being a majority on the Board of members in private practice.

7.3.2 In the event of a vacancy occurring on the Board, such vacancy shall be filled by the Board.

7.3.3 The Board is authorised to act notwithstanding any vacancies on the Board: Provided that, in the event of the number of elected members on the Board being less than the number required for a quorum, a special election shall be held, in a manner to be determined by the President, to elect members to complete the Board. The members so elected shall hold office until the next election for members of the Board is held.

7.4 President and Vice-President / Office Bearers.

7.4.1 At the first meeting of each newly constituted Board and thereafter as the occasion arises, the Board shall elect from among its members a President, a Vice-President and a Treasurer. These office-bearers shall hold office for such

period as the Board may determine and shall retain their respective offices until their successors are appointed.

- 7.4.2 If the President or the Vice-President of the Board vacates his/her office before the expiry of the period for which he/she was appointed another member of the Board shall be elected as President or Vice-President, as the case may be.
 - 7.4.3 If for any reason the President is not able to act, the Vice-President, if able to do so, shall act in his/her stead.
 - 7.4.4 If the President and Vice-President are absent from any meeting of the Board or not able to preside, the members present shall elect one of their number to preside at the meeting and the person so elected to preside may, during that meeting and until the President or Vice-President resumes duty, perform all the duties of the President.
- 7.5 Powers and duties of the Board.
- 7.5.1 The affairs of the Institute shall be managed and controlled by the Board.
 - 7.5.2 All powers and duties of the Institute shall be exercised and carried out by the Board, save as otherwise laid down in this Constitution. Without in any way derogating from the generality of the powers of the Board, the Board shall, in particular
 - 7.5.2.1 submit annually to each member a report on the affairs of the Institute and an audited statement of accounts for the previous financial year;
 - 7.5.2.2 cause minutes to be kept of all meetings of the Board and of sub-committees of the Board;
 - 7.5.2.3 publish the roll of members referred to in Clause 6.3.4 of this Constitution;
 - 7.5.2.4 notify the Council of every change affecting the roll of members in respect of ordinary and affiliate members;
 - 7.5.2.5 appoint members to represent the Institute on any other body;
 - 7.5.2.6 nominate from its elected members or other persons deemed fit so many resident professional members as may be required to be nominated by the Institute for appointment to the Council in terms of the Act;
 - 7.5.2.7 control the financial affairs of the Institute;
 - 7.5.2.8 hold a referendum of members, if deemed necessary, on any matter affecting the Institute or the profession of quantity surveying;
 - 7.5.2.9 make By-laws not inconsistent with this Constitution –
 - (a) providing for the management of the Institute and the categories and designation of its members and defining their rights and limiting their liabilities;

- (b) providing for the election of members of the Board and the appointment and duties of officers thereof;
- (c) prescribing the duties of the Board, the procedure for the conduct of its business and the quorum necessary for meeting of the Board;
- (d) defining what shall constitute unprofessional conduct on the part of any member of the Institute;
- (e) prescribing the mode of inquiry into and method of dealing with misconduct on the part of any member and the sanctions to be imposed in respect of such conduct. Provided that, in the case of any member registered in terms of the Act, the Board shall notify the Council or any other interested body of any complaint which the Board considers may constitute a contravention of any of the provisions of the Act or the Regulations framed there under.

7.6 Sub-committees of the Board.

7.6.1 The Board may appoint sub-committees, delegate any of its powers and duties to such sub-committees and prescribe rules for regulating their proceedings.

7.7 Meetings of the Board.

7.7.1 The Board shall call a meeting of the Institute each year, to be known as the annual general meeting, at such time and place as it may determine, and failing any determination by the Board, at such time and place as the President may determine.

7.7.2 The annual general meeting shall have the right -

7.7.2.1 to confirm the election of members of the Board who have been elected in the manner prescribed, and to fill any vacancy in terms of clause 7.3.2 of this Constitution;

7.7.2.2 to consider and, if approved, to adopt the report and audited accounts and to submit any comments or criticisms thereon;

7.7.2.3 to appoint one or more auditors and to fix his/her or their remuneration;

7.7.2.4 to deal with any matter with which the Board is empowered to deal.

7.7.3 The Board shall hold at least six (6) meetings in each year in addition to the annual general meeting at such time and place as it may determine, and failing any determination by the Board, at such time and place as the President may determine.

7.7.4 A special meeting of the Board may, in cases of urgency or at any time, be called by order of the President or, failing him/her, the Vice-President and shall be so called at the written request of the majority of members of the Board.

8. FINANCE

- 8.1 All the funds, assets and properties of the Institute, fixed or otherwise, shall be administered by the Board on behalf of the Institute.
- 8.2 Unless otherwise determined by the Board, all electronic transfers made on behalf of the Institute shall be authorised by any two of the following office bearers:
- The President;
The Vice-President;
The Treasurer and/or;
Any member duly authorised by resolution of the Board.
- 8.3 The Board shall keep proper account of all monies received and expended and of all assets and liabilities of the Institute.
- 8.4 Any fine imposed upon any member by the Board, or any duly authorised sub-committee thereof, to all annual subscription and any special levy upon members shall be a debt due by the members concerned which the Board may recover by legal process.

9. GENERAL

- 9.1 Amendments to the Constitution.
- 9.1.1 All proposals for the amendment of this Constitution shall be addressed in writing to the Secretary.
- 9.1.2 If the proposed amendment is supported by the Board or by the signatures of not less than one-third of the total number professional resident members it shall be referred to a secret ballot of all professional resident members. Unless otherwise determined by the Board, such secret ballot shall be held within four months of the receipt of such proposal in the manner determined by the President. The Secretary shall forward to every professional resident member with the ballot paper a statement of the views of the Board on the proposal.
- 9.1.3 The Constitution shall be amended only if
- 9.1.3.1 votes are received from not less than two-thirds of the total number of professional resident members; and
- 9.1.3.2 not less than two-thirds of the votes received are in favour of the proposed amendment; and
- 9.1.3.3 not less than two-thirds of the votes received from professional resident members in private practice are in favour of the amendment.
- 9.2 Amendments to By-laws.
- 9.2.1 The Board shall be empowered at any meeting to amend the By-laws; provided that
- 9.2.1.1 notice of the proposal to move an amendment of the By-laws be included in the notice convening the meeting of the Board;

9.2.1.2 if the amendment concerns any matter directly affecting private practice, it must be approved by not less than two-thirds of the members of the Board who are in private practice and present at such meeting;

9.2.1.3 if the amendment concerns any other matter, it must be approved by not less than two-thirds of the members of the Board present at such meeting.

9.2.2 Nothing contained in Clause 9.2.1 above shall prevent the Board from holding a referendum in the manner determined by the President or acting President on any matters concerning the By-laws.

9.3 Indemnity

9.3.1 Every member of the Board and any sub-committee thereof and every officer, secretary and auditor of the Institute shall be indemnified by the Institute against all liabilities incurred by him/her in the discharge of his/her duties as such on behalf of the Institute provided he/she acts in good faith, and shall be reimbursed from the funds of the Institute in respect of all costs, losses and expenses bona fide incurred in the discharge of such duties.

9.3.2 No member of the Board or any sub-committee thereof or any officer, secretary or auditor of the Institute shall be liable for the acts, receipts, neglect or defaults of any other member of the Board or any sub-committee thereof or of any other officer, secretary or auditor of the Institute.

9.4 Execution of deeds

9.4.1 All deeds, documents and instruments that require signatures and/or authorisations on behalf of the Institute shall be signed and/or authorised by any two of the following persons:

The President;
The Vice-President;
The Treasurer and/or
Any member duly authorised by resolution of the Board.

10. WINDING UP

10.1 The Institute may be wound up or amalgamated with any similar Institute by a resolution of the Board submitted to the professional resident members of the Institute for decision at a special meeting called for that purpose or by postal vote in the manner prescribed: Provided that the Institute may not be so wound up or amalgamated unless -

10.1.1 votes are received from not less than two-thirds of the total number of professional resident members; and

10.1.2 not less than two-thirds of the votes received are in favour of the resolution; and

10.1.3 not less than two-thirds of the votes received from professional resident members in private practice are in favour of the resolution.

10.2 The terms of any such resolution shall provide for the manner in which any surplus assets of the Institute after satisfaction of the debts of the Institute shall be applied to; after satisfaction of the debts of the Institute are dealt with.