Professional EDITORS Guild
30+ Est 1993
Promoting excellence in editing

CONSTITUTION

1. NAME

The name of the body to which this constitution relates is the "Professional Editors' Guild" (the Guild), abbreviated as "PEG".

2. OBJECTIVES

2.1 The objectives of the Guild are as follows:

(a) To promote high standards of editing, proofreading, indexing, bibliography creation and revision.

(b) To uphold the professional status of editors, proofreaders, indexers, bibliographers and revisers, and to promote professional behaviour among members.

(c) To promote contact among members, the exchange of ideas and the dissemination of information on matters of professional interest.

(d) To promote an understanding of the work of editors, proofreaders, indexers, bibliographers and revisers among potential clients and the general public.

(e) To establish and maintain liaison with other societies of editors worldwide.

(f) To uphold a commitment that recognises excellence in our diversity by promoting excellence in editing for all members, regardless of race, age, gender, language, religion, physical ability, socio-economic status, ethnicity, nationality, orientation, and all other social identifiers that have caused marginalisation.

3. LEGAL STATUS

3.1 The Guild is incorporated as a non-profit company (NPC) in terms of section 14 of the Companies Act, 2008 (Act 71 of 2008), apart and distinct from its members, assuming and incurring obligations and suing and being sued in its own name. No member has the right to appropriate the Guild's assets for personal use or gain.

3.2 The registration number of the Guild as Professional Editors' Guild NPC is 2015/060183/08 effective from 24 February 2015.

3.3 The registration and maintenance of the board of at least three directors of the Professional Editors' Guild NPC with the Companies and Intellectual Property Commission (CIPC), in accordance with the Memorandum of Incorporation, is the responsibility of the Executive Committee in general and the national treasurer in particular.

4. POWERS

4.1 The Guild has all such powers as may be necessary to achieve its objectives, including, but not limited to, the following:

(a) The power to collect funds to use for the achievement of its objectives.

(b) The power to open bank accounts in the name of the Guild and to operate these accounts using conventional instruments of banking.

(c) The power to take action against a member of the Guild who exhibits conduct that is detrimental to the objectives and well-being of the Guild. Procedures for such action are laid down in the Code of Conduct and the Disciplinary Code, which form part of this constitution and to which all members are bound.

5. MEMBERSHIP

5.1 The categories of membership are as follows:

(a) *Student Membership*: open to anyone currently registered for an editing, indexing, bibliography or publishing course and not yet practising. Student members may not take an entry in the *PEG Directory of Members' Services* and may not apply for jobs advertised through PEG.

(b) *Associate (ordinary) Membership*: open to anyone who practises as an editor, proofreader, indexer, bibliographer or reviser or is active in a related field, or who has an interest in the profession. Associate Members may take an entry in the *PEG Directory of Members' Services*, subject to the conditions in paragraph 5.4, and they may apply for jobs advertised through PEG.

(c) *Full Membership*: open to anyone who has been an Associate Member of the Guild for at least six months and complies with at least four of the following requirements in addition to supplying a recently updated CV:

(i) Proof of having successfully completed an appropriate academic course (six months or longer) that contains editing and/or proofreading and/or revision and/or indexing and bibliography creation as a substantial component.

(ii) Proof of having successfully completed an appropriate editing and/or proofreading and/or revision and/or indexing and bibliography-creation short course.

(iii) Proof of having attended at least six PEG editing-, indexing-, bibliography-creation– or language-related workshops within a two-year period.

(iv) Proof of extensive experience (four years or more) as an editor and/or proofreader and/or reviser and/or indexer and/or bibliographer.

(v) Proof of having successfully completed a PEG mentorship.

(vi) References from at least three corporate clients (i.e. publishers and/or institutions) that attest to relevant work experience, satisfactory quality of output and an ability to meet deadlines.

Full Members may take an entry in the *PEG Directory of Members' Services*, subject to the conditions in paragraph 5.4, and they may apply for jobs advertised through PEG.

(d) *Accredited Membership:* open to any member who has demonstrated experience and a level of competence as an editor, proofreader, reviser, indexer or bibliographer in accordance with such procedures as instituted by the Guild, including having successfully sat an accreditation examination for editors, proofreaders, revisers, indexers or bibliographers. Accredited Members may take an entry in the *PEG Directory of Members' Services,* subject to the conditions in paragraph 5.4, and they may apply for jobs advertised through PEG.

5.2 The PEG Accreditation Scheme requires all Associate, Full and Accredited Members to accumulate a minimum of 20 continuing professional development (CPD) hours within an 18-month period (that is, either from 1 September of the previous financial year to the end of February of the following financial year or from 1 March of the previous financial year to 30 September in the current financial year). These 20 hours are structured as follows:

(a) a minimum of 14 formal CPD hours, of which:

(i) a minimum of 10 hours must be formal PEG CPD hours,

(ii) all 14 hours may be non-PEG (external) CPD hours gained from formal professional development at other recognised institutions, subject to approval by the accreditation coordinator;

(b) a maximum of 6 discretionary CPD hours.

The PEG CPD table lists the categories and time allocations for various CPD activities. Members may motivate any activities not listed in the table to the accreditation coordinator.

5.3 Individuals wishing to become members of the Guild must complete and submit an application form and pay the requisite fees in accordance with paragraphs 6.1 and 6.2.

5.4 The member benefits of an email signature and a directory listing are available only to those members who have been a PEG member for at least a year and have fulfilled the CPD requirements, as detailed in 5.2.

5.5 Returning members who have been absent from PEG for more than 12 months will become Associate Members of the Guild on reregistering.

5.6 Members agree to be bound by the Guild's Code of Conduct.

5.7 Members agree to provide certain personal information to PEG, which PEG will process in accordance with its Data Privacy Statement and the Protection of Personal Information Act, 2013 (Act 4 of 2013). It is the member's responsibility to notify the PEG administrator of any changes to their contact or other personal information and to ensure that they are receiving the official PEG communications.

6. FEES

6.1 Annual fees for members must be proposed by the national treasurer at the national annual general meeting (AGM) for the following financial year and members must approve the fees for the next financial year in principle. The fee structure for the next financial year is adopted if the increase is accepted by the majority of the members at the AGM. This fee structure is used by the national treasurer, in conjunction with the members of the Executive Committee, to draw up the budget for the following financial year. This budget is presented to the members for approval by electronic voting before the beginning of the new financial year (during January and February).

6.2 Fees are payable at the beginning of the financial year (during March and April).

6.3 The procedure for dealing with a member who fails to pay the annual fees by the due date is set out in the Standing Operating Procedures.

6.4 Regions may receive an annual allocation determined by the Executive Committee for running costs for the financial year in question. The allocation must be paid at the beginning of the financial year.

7. EXECUTIVE COMMITTEE: NUMBER AND PORTFOLIOS

7.1 The power to conduct the affairs of the Guild and to exercise all of the Guild's rights and powers is delegated to the Executive Committee. However, the decisions of the Executive Committee may be overruled by a majority decision of the members of the Guild present at an annual general meeting (AGM) or at a special general meeting (SGM).

7.2 The Executive Committee will comprise at least a chairperson, a secretary, a treasurer, regional chairpersons/coordinators (ex officio, see paragraph 12.7), a marketing and communications coordinator, an accreditation coordinator, a mentoring scheme coordinator, a website coordinator, a webinars coordinator, a publications coordinator and an indexing/bibliography creation representative. An egroup coordinator will also be a member of the Executive Committee but may continue in their role for a term to be determined by that member in consultation with the Executive Committee.

7.3 Members of the Executive Committee may hold more than one portfolio only under exceptional circumstances, for example, when a member of the Executive Committee resigns or when a suitable person cannot be found to fulfil the responsibilities of a specific portfolio.

7.4 The members of the Executive Committee may co-opt additional members as they see fit and may co-opt replacements for members of the Executive Committee when necessary. All members of the Executive Committee, including co-opted members of the Executive Committee, may vote at meetings of the Executive Committee.

7.5 The members of the Executive Committee may co-opt additional members to carry out such functions for periods as they see fit.

7.6 The functions of the various portfolios and the composition and functions of the portfolio committees are as provided for in the Standing Operating Procedures.

8. EXECUTIVE COMMITTEE MEMBERS: NOMINATION AND TERM OF OFFICE

8.1 Every member of the Guild in good standing who is eligible to vote is eligible for nomination as a member of the Executive Committee. The votes of proxies must be included in elections, subject to the provision of paragraph 10.4.

8.2 The Executive Committee must specify a date each year by which nominations for the election of members of the Executive Committee must be received.

8.3 Nominations may be made by any member in good standing for any other member in good standing. Nomination forms must bear the signature of the proposer, a seconder and the nominee. Nominations must be received by the administrator and/or secretary by no later than one week before the AGM.

8.4 If only one member is nominated for a particular position, that member must be deemed duly elected.

8.5 The Executive Committee's decision on the validity or otherwise of a nomination is final and binding.

8.6 Members of the Executive Committee hold office in a specific portfolio for three years and thereafter are eligible for re-election for the same portfolio for a further three years. Six years is the maximum period for which a member may hold the same position. Thereafter, such member may hold a different portfolio for a maximum of two terms of three years.

8.7 A member of the Executive Committee must vacate their portfolio:

(a) when their three-year term of office ends;

(b) if their membership lapses or is terminated;

(c) if they are absent without good reason, as determined by the members of the Executive Committee, from two consecutive meetings of the Executive Committee and/or fail to report on their portfolio by email (see paragraph 9.1.4); and

(d) if they are deemed by the members of the Executive Committee not to be fulfilling their duties and are requested to step down.

8.8 If a member of the Executive Committee resigns, the Executive Committee must at its first meeting after receiving the resignation:

(a) reassign the portfolio to another member; or

(b) co-opt a member to fulfil the portfolio until a replacement can be nominated and elected at the next national AGM in accordance with paragraphs 8.1 to 8.3.

9. MEETINGS

9.1 Meetings of the Executive Committee

9.1.1 Meetings of the Executive Committee must be held at least twice a year (one meeting as soon as possible after the national AGM [see paragraph 9.2.1] and one meeting as close as possible to the submission of the Guild's budget for approval [see paragraph 6.1]) to carry out the business of the Guild.

9.1.2 The quorum for meetings of the Executive Committee is at least five members of the Executive Committee.

9.1.3 The Guild must pay the costs (primarily costs for travel and accommodation) for members of the Executive Committee not resident in the centre where the meetings are held to attend those meetings, if required. The Executive Committee, through the national treasurer, may set a limit for these costs.

9.1.4 Any member of the Executive Committee who is unable to be present at a meeting of the Executive Committee must report on their activities to the secretary and/or chairperson by email no less than 24 hours before the meeting.

9.1.5 Meetings held electronically (via Zoom or a similar platform) must adhere to the same regulations as noted in paragraph 9.

9.2 Annual general meeting

9.2.1 The national annual general meeting (AGM) must be held within three months of the end of each financial year, on a date to be decided on by the Executive Committee. If possible, the national AGM must be hosted in turn by the regional branches.

9.2.2 The matters to be dealt with at the national AGM must include the following:

(a) An annual report by the chairperson, which will include reports on all the portfolios of the members of the Executive Committee;

(b) Financial statements for the previous year, reviewed in accordance with paragraph 11.5;

(c) Election of members of the Executive Committee;

(d) Announcement of election of regional representatives for the coming year;

(e) Any amendments to this constitution.

9.2.3 The quorum for an AGM will be at least 10% of the members of the Guild eligible to vote. The quorum may be reached by the number of members present plus the number of proxies received by the secretary. In the event that a quorum is not reached, the AGM must be rescheduled for an hour later, at which meeting the number present is deemed to be a quorum.

9.2.4 PEG members must receive at least 30 days' notice of a national AGM in writing – by email – in which the place, date, time and agenda of the AGM are stated clearly.

9.2.5 In the event that an AGM is held electronically, a quorum as noted in 9.2.3 will still be required. For this purpose, the Platform Host will record the number of members signed in to the online AGM both at its commencement and prior to any voting that takes place.

9.3 Special general meeting

9.3.1 A special general meeting (SGM) may be called either by the Executive Committee or at the written request of members in good standing in order to resolve a special matter. The matter to be resolved at the meeting must be set out clearly in the notice convening the meeting.

9.3.2 Paragraphs 9.2.3, 9.2.4 and 9.2.5 will apply also to SGMs with the proviso that, if a quorum of 10% is not achieved, the SGM will be cancelled.

9.4 Regional meetings and events

9.4.1 Regional representatives must arrange meetings of the members of the region or the elected committee or working group to plan an annual programme for the region.

9.4.2 Regional groups must organise events and/or workshops on topics of professional interest. Guidelines for these events and/or workshops are given in the Standing Operating Procedures.

10. VOTING

10.1 All members in good standing present at an AGM or an SGM are eligible to vote on any motion.

10.2 All the members of the Executive Committee present at a meeting of the Executive Committee are eligible to vote on any motion.

10.3 Voting at meetings of the Executive Committee, AGMs and SGMs will be by a show of hands or electronic vote unless a majority of members present request a secret ballot.

10.4 Voting on a specific matter by email or other electronic communication method must be accepted from any member unable to attend a meeting. Voting by proxy must be accepted from any member if the member has informed the secretary of their proxy in advance and by the deadline specified in the notice of the meeting. A proxy may be instructed how to vote on any issue and to raise any matter on behalf of the grantor of a proxy. These provisions will apply to AGMs, SGMs and meetings of the Executive Committee.

10.5 Except as provided for in paragraphs 14 (Amendments to the constitution) and 15 (Dissolution of the Guild), motions will be passed by a simple majority, including votes submitted in accordance with paragraph 10.4. If there is an equality of votes, a second vote must be taken or the vote must be repeated until a majority vote is achieved. In the case of a meeting of the Executive Committee, if there is still an equality of votes after a second vote, the chairperson will have the casting vote. In the case of an AGM or an SGM, if there is still an equality of votes after a second vote, the motion proposed will fail. If there is an equality of votes in respect of the election of a chairperson, a second vote must be taken or the vote must be repeated until a majority vote is achieved.

10.6 Electronic voting will take place when meetings are held on Zoom or a similar platform. The platform host or technical support administrator will be asked to set up an electronic voting

mechanism for each motion that has to be voted on and for each election of an office-bearer that has to take place. The electronic voting mechanism will permit each member present at the meeting on the relevant platform to vote only once per motion or election.

10.7 Definitions:

10.7.1 Unless otherwise stated, 'majority' means a simple majority: a majority in which the highest number of eligible votes cast for any one candidate, issue or item exceeds the second-highest number, while not constituting an absolute majority.

10.7.2 A two-thirds majority means two-thirds of the eligible votes cast are in favour of any one candidate, issue or item.

11. FINANCE

11.1 The financial year of the Guild commences on 1 March each year, and all matters pertaining to it are reckoned from this date.

11.2 The Guild's appointed bookkeeper and at least one director of the Professional Editors' Guild NPC must be independent online signatories to the Guild's national bank account.

11.3 For greater financial control, all electronic banking transactions are executed by the Guild's appointed bookkeeper after receiving approval and instruction from the national treasurer.

11.4 The Guild will derive its income from its annual fees (paragraph 6) and in any other manner the Executive Committee deems appropriate and authorises. The Guild's funds must be used exclusively for the promotion of the Guild's objectives in accordance with this constitution.

11.5 The Guild's appointed bookkeeper must provide the national treasurer with accurate records of every financial transaction affecting the assets of the Guild. The national treasurer must ensure that the Guild's financial records and preliminary statements are reviewed and declared correct prior to each AGM by an external accountant who has been approved and appointed by the Executive Committee.

11.6 The national treasurer must prepare an annual budget each year to guide the Executive Committee in its activities. Such a budget must be presented to the members of the Guild for approval (see paragraph 6.1).

11.7 A member's liability to the Guild will be limited to the member's annual fees, any admission charges for events and any loss or damage to the Guild's assets caused by that member.

11.8 The Guild's liability to any member will be limited to the refund of expenses and reasonable payment for services rendered to the Guild. Such expenses and services must be authorised in advance by the relevant Executive Committee portfolio holder or national chairperson, with the approval of the national treasurer.

12. REGIONS

12.1 Regional groups of the Guild may be established for any number of members within a specific region. The intention to establish a regional group must be communicated in writing to the Executive Committee.

12.2 Regional groups may be established on a basis that is acceptable to the Executive Committee. Subject to the provisions of paragraphs 12.5, 12.6, 12.7 and 12.8, regional groups (including online groups) must be established and operate in accordance with this constitution.

12.3 No one may be a member of a region without being a member in good standing of the Guild.

12.4 Members who reside in an area covered by a regional group automatically become members of that region.

12.5 A regional group may comprise any number of interested members and they will facilitate activities for the region. Such activities may be either online or in person, or both. The regional representative will assume a coordinating role and report to the Executive Committee on matters of relevance.

12.6 Regional groups are not required to elect committee or working group members annually but they may elect a committee or working group, either constituted formally or without a defined structure. However, a regional group must notify the Executive Committee of its intention to continue its activities, and must do so in writing prior to the national AGM.

12.7 A regional group must appoint a committee or working group member to represent it on the Executive Committee.

12.8 Each region must submit details of its committee or working group, a report on its activities and any financial matters, including the sale of guides, for the past year to the Executive Committee for tabling at the national AGM each year.

13. COMMENCEMENT

13.1 This constitution will come into force when it has been approved by a majority of at least two-thirds of the members of the Guild present at an AGM or at an SGM and entitled to vote plus approved proxy votes plus electronic votes.

13.2 Unless this constitution is approved in conjunction with an AGM, the duly elected Executive Committee must remain in their offices until the following AGM, at which time the conditions set out in paragraph 8.3 must apply to the elections.

14. AMENDMENTS TO THE CONSTITUTION

14.1 This constitution may be amended only at an AGM or an SGM called specifically for that purpose.

14.2 Proposed amendments must be submitted to the Executive Committee by at least a proposer and a seconder in time for the Executive Committee to consider the proposal to include them in the notice convening the meeting.

14.3 Both the proposer and the seconder must be members of good standing of the Guild.

14.4 A two-thirds majority of

(a) the members of the Guild present and entitled to vote plus

(b) approved proxy votes plus

(c) votes received by email or other approved electronic platforms

is required to pass an amendment.

15. DISSOLUTION OF THE GUILD

15.1 The Guild may decide to be dissolved voluntarily only if at least two-thirds of

(a) members present and entitled to vote at an SGM called specifically for the purpose plus

(b) approved proxy votes

vote in favour of a resolution to close down.

15.2 If the resolution to dissolve the Guild voluntarily is passed, the procedure set out in section 80 of the Companies Act, 2008 (Act 71 of 2008), must be followed.

16. INTERPRETATION OF RULES

In the event of any query over the interpretation of this constitution, the decision of the Executive Committee is, except as provided for in paragraph 7.1, final and binding upon all members.

17. STANDING OPERATING PROCEDURES AND CODE OF CONDUCT

This constitution must be read in conjunction with the Guild's Standing Operating Procedures (which describes practices and guidelines determined by the members of the Executive Committee in the execution of their duties), the Guild's Code of Conduct and Disciplinary Code (to which all members are expected to adhere in their professional practice) and PEG's commitment to being a diverse and inclusive organisation[*] (which recognises that open dialogue fosters a culture of growth among members and that the strengths of our members' different experiences, as well as our shared skills, ensure PEG reflects the society we serve and the quality of the services we aim to offer).

This constitution was approved and ratified at the national annual general meeting held online on 31 May 2025.



Kevin Walker
Chairperson
1 June 2025

[*] We use 'D&I' as encompassing diversity, equality, equity, inclusion, belonging and transformation.