

CONSTITUTION

OF THE

SOUTHERN AFRICAN INSTITUTE FOR INDUSTRIAL ENGINEERING

1. INTERPRETATION AND DEFINITIONS

1.1. In this Constitution, the following words shall have the following meanings unless otherwise required by the context in which they are used, namely:

“Accountants”	shall mean the Accountants of the Association from time to time;
“the Association”	shall mean Southern African Institute for Industrial Engineering, a voluntary association established under and in terms of this Constitution.
“the Commissioner”	shall mean the Commissioner for the South African Revenue Service.
“the/this Constitution”	shall mean this document;
“the Council” or “the Management Council”	shall mean the Council of the Association constituted in terms of this Constitution;
“Council Member(s)”	shall mean a member of the Council of the Association;
“the Engineering Council”	shall mean Engineering Council of South Africa established by section 2 of the Act;
“the EPA”	shall mean the Engineering Profession Act, 2000 (Act 46 of 2000);

“in writing”	shall mean written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
“the Income Tax Act’	shall mean the Income Tax Act 58 of 1962 as amended or replaced by legislation;
“Member(s)”	shall refer to a Member of the Association accepted as such under any of the grades of membership described in clause 7.1 of this Constitution;
“Month”	shall mean a calendar month;
“Non-Profit Organisations Act”	shall mean the Non-Profit Organisations Act (Act no. 71 of 1997);
“the NPC”	shall mean the Southern African Institute for Industrial Engineering NPC, Registration Number: 1976/000004/08;
“Objectives of the Association”	shall mean the objectives of the Association as set out in clause 5 of this Constitution;
“Ordinary Member(s)”	shall mean the ordinary members of the Association as described in clause 7.1.3 of this Constitution;
“Voting Member(s)”	shall mean the voting members of the Association as described in clauses 7.1.1 to 7.1.3 of this Constitution;
“Person(s)”	means and refers to a natural or legal person, as the case may be;
“the Republic”	shall mean the Republic of South Africa;
“year”	shall mean a calendar year.

1.2 In this Constitution: -

- 1.2.1 Words importing the singular number only shall include the plural number, and vice versa.
- 1.2.2 Words importing the masculine gender only shall include the feminine gender and vice versa, and words importing persons shall include corporations and vice versa.
- 1.2.3 The headings of the respective paragraphs are for reference purposes only and shall not be taken into account in the interpretation of this Constitution.
- 1.2.4 Where consent or approval is required for any act by a Member, such consent or approval shall be in writing and duly signed; not be unreasonably withheld; and shall be given prior to the Member taking action.
- 1.2.5 The onus of proof concerning receipt of any notice given or payment made by a Member shall be upon the giver of the notice or the maker of the payment.
- 1.2.6 In the event of two or more persons being jointly the Members in terms hereof, then they shall be jointly and severally liable *in solidum* for all their obligations in terms of this Constitution.
- 1.2.7 In the event of any provision being unenforceable for any reason whatsoever, then such provision shall be deemed to be separate and severable, without in any way affecting the validity of the remaining provisions.
- 1.3 This Constitution shall in all respects and concerning all matters arising therefrom be governed by the laws of the Republic of South Africa.

2. INTRODUCTION

The Association hereby formed is an autonomous and dedicated organization not for gain, aimed at serving the interests of and acting on behalf of the Industrial Engineering discipline and/or persons interested in the Industrial Engineering discipline.

3. NAME AND STATUS

- 3.1. The name of the Association shall be “**SOUTHERN AFRICAN INSTITUTE FOR INDUSTRIAL ENGINEERING**” and shall also be known by the abbreviation “**SAIIE**”.
- 3.2. The Association shall be a voluntary association of persons, established with the objects and powers and competencies of a legal entity as set out in this Constitution, including the ownership of assets and the right to institute, conduct or defend or oppose legal proceedings in any Court in its own name.

- 3.3. The Association as a legal entity shall function independently from its Members and shall be an independent bearer of rights and obligations.
- 3.4. The liability of the Members for the debts of the Association shall be limited to the amount of R1.00 (One Rand) each.

4. REGISTERED OFFICE

The registered address of the Association shall be at _____ and may only be changed by a resolution of the voting Members of the Association.

5. OBJECTIVES

5.1. Principal Objectives

- 5.1.1. The principal objective for which the Association is formed is to represent and promote the professional interests of the Members and of the Industrial Engineering discipline in Southern Africa.
- 5.1.2. Without in any way limiting the general nature of clause 5.1.1 above, the Principal Objectives of the Association shall include, but not necessarily be limited to the following:
- 5.1.2.1. To advance the science and technologies of Industrial Engineering, their application and practice, and to uphold the professional standard of the Members of the Association.
- 5.1.2.2. To provide facilities for the preparation, presentation, discussion, recording and publication of papers, treatises, works and matters pertaining to Industrial Engineering and associated sciences.
- 5.1.2.3. To undertake or collaborate with educational research or other bodies in the promotion of, the teaching of and the furtherance of knowledge in Industrial Engineering and associated sciences.
- 5.1.2.4. To represent the profession of Industrial Engineering on Commissions of Enquiry and other such bodies; to issue official statements or make comment when appropriate on matters relating to the profession.
- 5.1.2.5. To establish a special fund to receive subscriptions, contributions and donations to be devoted exclusively towards defraying any expenditure directly incurred in achieving the objectives as set out in sub-clauses 5.1.1 and 5.1.2.1 to 5.1.2.4 hereof.

- 5.1.2.6. To collect moneys and to accept subscriptions, contributions in money or otherwise and whether by way of subscription, donations, bequests, or otherwise and to apply the same or the income therefrom for all or any of the objects set out in sub-clauses 5.1.1 and 5.1.2.1 to 5.1.2.4 hereof;
- 5.1.2.7. To collaborate with any other Person or entity for the purpose of achieving the objects set out in sub-clauses 5.1.1 and 5.1.2.1 to 5.1.2.4 hereof.
- 5.1.2.8. To gain and maintain recognition as a voluntary association with the Engineering Council under the provisions of the EPA.

5.2. **Secondary Objectives**

The secondary objectives of the Association shall be, from time to time:

- 5.2.1 To organize and present events such as conferences and seminars,
- 5.2.2 To publicize and distribute academic or other journals and publications concerning Industrial Engineering and associated sciences.
- 5.2.3 To establish or participate in fundraising projects and initiatives or to carry on or participate (either alone or with any persons) in any trade activity or business undertaking which complies with the provisions of section 10(1)(cN)(ii) of the Income Tax Act;
- 5.2.4 To recognize academic excellence in Industrial Engineering or merits in any scientific or industry-specific publications and to issue awards in respect thereof.

6. POWERS AND CONDITIONS

- 6.1. Subject to the restrictions, limitations and qualifications referred to in clause 6.2 hereinafter, the Association shall have the following common powers, provided that such powers shall be exercised entirely in accordance with the Objectives of the Association as the Council may in their discretion determine:
- 6.1.1. to purchase or acquire in any way stock-in-trade, plant, machinery, land, buildings, agencies, shares, debentures and every other kind of description of movable and immovable property.
 - 6.1.2. to manage, insure, sell, lease, mortgage, dispose of, give in exchange, work, develop, build on, improve, turn to account or in any way otherwise deal with its undertaking or all or any part of its property and assets;
 - 6.1.3. to acquire and hold securities issued by a profit company.
 - 6.1.4. directly or indirectly, alone or with any other person, carry on any business, to trade or undertaking consistent with or ancillary to the Objectives of the Association.
 - 6.1.5. to apply for, purchase or by any other means acquire, protect, prolong and renew any patents, patent rights, licenses, trademarks, concessions or other rights and to deal with and alienate them as provided in subparagraph 6.1.2.
 - 6.1.6. to invest money in any manner.
 - 6.1.7. to open and operate banking accounts and to not overdraw such accounts.
 - 6.1.8. to employ, dismiss and remunerate employees, professional assistants and experts, research workers, advisers, agents and other persons; and establish and contribute to a pension, gratuity, medical and/or other funds for the benefit of its employees.
 - 6.1.9. to take part in the management, supervision and control of the business or operations of any other entities or businesses and to enter into partnership(s).
 - 6.1.10. to make grants and donations,
 - 6.1.11. to undertake and execute any trust.
 - 6.1.12. to act as principal, agent, contractor or trustee.
 - 6.1.13. to pay gratuities and pensions and establish pension schemes, in respect of its employees and the Council.
 - 6.1.14. to invest monies that form part of the funds of the Association in such securities subject to the limitations imposed by this Constitution.

- 6.1.15. to retain existing investments or investments made by the Council in that form or to reinvest in any other form.
- 6.1.16. to grant loans or advance money to any other person or trust, corporation and Association, Association or institution with or without interest against or free of security, with or without terms and conditions.
- 6.1.17. to negotiate loans or substitution of loans in favour of the Association, with or without interest, with or without security, and on such terms and conditions as are agreed with the lender.
- 6.1.18. to mortgage, hypothecate or grant a loan on any asset of the Association.
- 6.1.19. to sell, let, concession, improve, alter and maintain any fixed property forming part of the Association and if need be, to demolish fixed improvements and erect new improvements and to provide accommodation for its employees.
- 6.1.20. to collect rent, concession fees and cancel leases and concessions, and to evict a lessee or concessionaire from property belonging to the Association.
- 6.1.21. to attend meetings of creditors of a person who is a debtor of the Association irrespective of whether the meeting is in connection with insolvency, liquidation or judicial management; to vote on any matter submitted to the meeting and generally, to exercise all the rights a creditor would have in similar circumstances;
- 6.1.22. to guarantee, as surety, or as co-principal debtor, the due performance by any person, trust, corporation or Association or other legal entity for compensation or free of charge, and to bind an asset of the Association, as collateral security for this purpose;
- 6.1.23. to issue receipts, discharges or indemnities in respect of any repayment or discharge of obligations.
- 6.1.24. to make use of the services of professional advisors and tradesmen for the affairs of the Association and to pay for such services.
- 6.1.25. to appoint an agent or agents to represent the Association for any specific purpose, including the power to employ and appoint accountants, attorneys, advocates and other professional persons for any specific purpose and to remunerate such persons at the usual professional or business rates;
- 6.1.26. to purchase or otherwise acquire any equipment that may be necessary for the promotion of the objectives of the Association.
- 6.1.27. to procure appropriate insurance cover for and on behalf of the Association; and

6.1.28. to institute, conduct, oppose, compound or abandon any legal or quasi-legal proceedings by and against the Association or its officers or otherwise concerning the affairs of the Association and also compound and allow time for payment or satisfaction of any debts due or of any claims or demands made by or against the Association;

6.2. The legal powers and capacity of the Association set out in clause 6.1 above are however restricted, limited and qualified as follows –

6.2.1. The Association may only invest money not utilized in the promotion of the Objectives of the Association -

- i) with a financial institution as defined in section 1 of the Financial Institutions (Protection of Funds) Act, 2001 (Act No.28 of 2001);
- ii) in securities listed on a stock exchange as defined in section 1 of the Financial Markets Act, 2012 (Act No. 19 of 2012); or
- iii) in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non-Profit Organisations:

provided that the provisions of this paragraph shall not prohibit the Association from retaining any investments (other than any investments in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.

6.2.2 The legal powers and capacity of the Association shall specifically be subject to the particular compliance provisions set out in clause 18 of this Constitution concerning the requirements for recognition with the Engineering Council, registration as an association in terms of section 30B read with section 10((1)(d)(iv)(bb) of the Income Tax Act and registration as a Non-Profit Organisation in terms of the Non-Profit Organisations Act.

7. MEMBERSHIP

7.1. GRADES OF MEMBERSHIP

The grades of membership shall be as follows:

Honorary Fellow, Fellow, Ordinary Member, Associate Member, Student Member, Affiliated Society, Corporate Partner.

7.1.1 HONORARY FELLOW (Hon. FSAIIE)

7.1.1.1 An Honorary Fellow shall be a person whom the Association specially desires to honour for exceptionally important services rendered to the Association or to the Industrial Engineering profession.

7.1.1.2 An Honorary Fellow shall be elected formally by the Council and once elected shall enjoy all the rights and privileges of a Fellow.

7.1.1.3 Save under exceptional circumstances not more than two (2) Honorary Fellows shall be elected in any one calendar year.

7.1.2 FELLOW (FSAIIE)

A candidate for election as a Fellow shall comply with the following requirements:

7.1.2.1 He/she/they shall have been a Member of the Association for a continuous period of not less than seven (7) years.

7.1.2.2 He/she/they shall hold or have held a position of professional responsibility in a field related to Industrial Engineering.

7.1.3 ORDINARY MEMBER (OMSAIIE)

A candidate for election as an Ordinary Member shall comply with the following requirements:

7.1.3.1 He/she/they shall be a Registered Engineering Person, being a Professional Engineer, Engineering Technologist, Engineering Technician or Certificated Engineer registered in terms of engineering legislation: or,

7.1.3.2 Notwithstanding, Council may accept any person with merit who may not qualify in terms of the above, but who is likely to make a professional contribution to the Association or the Industrial Engineering profession.

7.1.4 ASSOCIATE MEMBER (AMSAIIE)

A candidate for election as an Associate Member shall comply with the following requirements:

7.1.4.1 He/she/they shall not be eligible in any other grade of membership of the Association.

7.1.4.2 He/she/they shall express a professional interest in the science and practice of Industrial Engineering and shall be desirous of subscribing to the objectives of the Association.

7.1.5 STUDENT MEMBER (StMSAIIE)

A candidate for election as a Student Member shall comply with the following requirements:

7.1.5.1 He/she/they shall be pursuing an acceptable course of study at a recognised educational Institution, the successful completion of which would qualify him academically, either partially or completely, for membership of the Association.

7.1.5.2 He/she/they may not remain a Student after the end of the year in which he/she/they attain the age of thirty (30) years, except with the special permission of the Council. His/her/their membership shall then cease unless he transfers to another grade.

7.1.6 AFFILIATED SOCIETY

The Council may elect to the grade of Affiliated Society any learned or technical society concerned with Industrial Engineering or any aspects thereof provided it considers this to be in the interests of the Association and subject to the following requirements:

7.1.6.1 No individual member of such Affiliated Society shall be entitled to membership of the Association in any grade by reason of his/her/their membership of the Affiliated Society. This clause may not, however, debar any person from being a member of the Association and an Affiliated Society at the same time.

7.1.6.2 The members of an Affiliated Society may be accorded some of the privileges of membership of the Association upon such financial and/or other terms as Council may determine, provided that none of the privileges so accorded be those reserved for voting members of the Association.

7.1.6.3 Each Affiliated Society may nominate one (1) representative as an observer at Council Meetings. Such observers shall have a voice at Council Meetings but no voting rights.

7.1.7 CORPORATE PARTNER MEMBER

Council may elect as a Corporate Partner of the Association approved incorporated organisations in any industry which are desirous of subscribing to the object of the Association. Such affiliated organisations may each nominate representatives based on the Corporate Partnership agreement to take part in the Association activities on their behalf and under such terms and conditions as the Council may determine: Provided that any such representative shall not, by virtue of the representation, be deemed to be a member of the Association. The proviso shall not debar a member of the Association from acting as a representative of an Affiliated Organisation.

7.2 No person, regardless of qualifications and/or experience, shall be elected to the membership of the Association in any grade unless the Council is satisfied that he/she/they is a person whose election would be in the interests of the Association.

- 7.3 The Management Council may prescribe requirements for any grade of membership additional to those set forth in Clauses 7.1.1 to 7.1.7 inclusive of these Articles.
- 7.4 Any person may at any time apply to the Management Council to be elected or transferred to any grade, except that of Honorary Fellow, and the Management Council may, at its discretion, approve, refuse or defer such election or transfer. In every case, the applicant shall be notified accordingly. Management Council shall not be obliged to provide reasons for its decisions.
- 7.5 Election to membership or transfer to another grade of membership shall only become effective upon receipt by the Association of all applicable membership fees.
- 7.6 Only a member of the Association shall be entitled to use the authorised letters of designation as contemplated by the provisions of this clause 7, designating his/her/their relevant class of membership of the Association.
- 7.7 The individual membership of the Association shall consist of voting and non-voting Members. Honorary Fellows, Fellows and Ordinary Members shall be voting members and shall have the right to vote at General Meetings of the Association and all other members shall be non-voting Members and shall be entitled to attend and participate in General Meetings of the Association but shall have no right to vote on any matter.
- 7.8 The control of the Association is vested in the voting members, to who is reserved the right to vote upon all matters affecting the policy of the Association, and in particular any change to this Constitution and the winding up of the Association.
- 7.9 It shall be a condition for any Person to remain a Member of the Association that such Person shall conduct himself/herself/itself in an independent, ethical and professional manner and uphold the dignity and reputation of the Engineering profession.
- 7.10 Application for membership or membership upgrades shall be in the form as determined by the Management Council. The Management Council shall consider all applications for Membership and shall have the power to refuse membership to an applicant, where it is considered such membership would be detrimental to the Objectives or activities of the Association.
- 7.11 Any member of the Association may resign his/her/its membership and any representative of a member organization or section may resign such position, by giving to the secretary of the Association written notice to that effect.
- 7.12 A member's membership of the Association shall automatically terminate upon such member becoming deceased. The Council may, by a two-thirds majority resolution passed at a meeting thereof, also terminate the membership of any member, if:

- 7.12.1 A Member's outstanding money due to the Association has not been discharged within a reasonable period following demand therefore by the Council.
- 7.12.2 In the opinion of the Council, such Member's conduct is prejudicial to the Objectives and interests of the Association, PROVIDED THAT the Member concerned shall have the right, with or without legal representation, before any resolution is considered by the Council, to be heard by the Council or to submit written reasons as to why such Member's membership should not be terminated. A decision by the Council to terminate a Member's membership may be appealed by such a Member, subject to the following provisions:
- 7.12.2.1 The appeal shall be heard by an appeal committee comprising of the President, Vice-president and treasurer from time to time of the Council, who will have the discretion to determine the procedure to be adopted prior to and at the appeal hearing.
- 7.12.2.2 The parties to the appeal shall have the right to legal representation.
- 7.12.2.3 The appeal committee's decision will be final and binding on the Members concerned and the Parties to the appeal and there shall be no further right of appeal following such decision.
- 7.13 The Council shall be entitled and may, in their discretion, temporarily suspend the membership of a Member or re-admit to membership any Person under such conditions as the Council may in their discretion determine.
- 7.14 The Association shall maintain a register of Members and the Council shall cause every Member to be issued with a certificate of membership of the Association, depicting the grade of Membership to which such member has been accepted.
- 7.15 Once this Constitution is adopted, all existing members of the NPC shall be offered membership of the Association on terms and conditions no less favourable than those which existed between such Member and the NPC, it being understood that the Association will be assuming all rights and obligations of the NPC as the sole body promoting the Industrial Engineering discipline in Southern Africa.
- 7.16 REDUCTION OR WAIVER OF SUBSCRIPTION
- 7.16.1 Retired Membership: Any member of the Institute who has attained the age of sixty-five (65) years and who has been a member of the Institute for a continuous period of not less than ten (10) years and whose membership is in good standing, shall be entitled to remain a member in his/her/their appropriate grade with a reduction of the annual subscription by two-thirds. The reduction shall be without prejudice to the member's rights and privileges.

7.16.2 Special Circumstances: Council may, at its discretion, reduce, remit or suspend the annual subscription or the arrears in annual subscription of any member. The Council shall decide on the merits of any written application. Any reduction, remission or suspension of the annual subscription shall be without prejudice to the member's rights and privileges.

8. PROCEEDINGS OF THE MEMBERS

8.1. The Members of the Association shall hold the following Members meetings:

8.1.1. A special general meeting at any time that the Council is required in terms of this Constitution to refer a matter to the members of the Association for decision or when otherwise required and for any other special purpose as the Council may determine.

8.1.2. An annual general meeting once in every year at such time as may be determined by the Council, provided that every annual general meeting shall be held not more than 6 (six) months after the end of every financial year of the Association and within not more than 15 (fifteen) months after the date of the last preceding such meeting of the Association. At an annual general meeting, the members present will consider the annual financial statements of the Association, the reports of the Council and of the Auditors on the annual financial statements and otherwise, the nomination, election and re-election of members to the Council and the rotation, appointment and fixing of the remuneration of the Auditors and any business which the Council may determine.

8.2. The Council must deliver notice of each Member's meeting in the manner and form determined by the Council to all members of the Association, at least 14 (fourteen) calendar days before the meeting is to begin. The notice shall specify the place, the date and the hour of the meeting and shall be given to every Member of the Association. Notice of meetings to a Member may be given by electronic mail.

8.3. The accidental omission to give notice of any meetings of members shall not invalidate such meeting or any resolution passed at such meeting.

8.4. The Council may whenever it thinks fit, convene a general meeting of members. General meetings may also be convened on requisition to the Council by members collectively representing at least 20 (twenty) Voting Members.

8.5. Unless otherwise determined, all members' meetings shall be held at such location as the Council may propose and/or determine from time to time.

8.6. No business shall be transacted at any general meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements for a

members' meeting to begin or for a matter to be considered are 10 (ten) Voting Members entitled to vote (present in person or represented by proxy):

- 8.7. If within 30 (thirty) minutes after the appointed time for a meeting to begin, the requirements of paragraph 8.6 above have not been satisfied, the meeting may be adjourned not less than 7 (seven) days or more than 21 (twenty-one) days thereafter.
- 8.8. The person intended to preside at a meeting that cannot begin due to the operation of paragraph 8.6 above, where a quorum is not present, may extend the 30 (thirty) minute limit for a reasonable period on the grounds of:
 - 8.8.1. exceptional circumstances affecting weather, transportation or electronic communication have generally impeded or are generally impeding the ability of members to be present at the meeting; or
 - 8.8.2. one or more members, having been delayed, have communicated an intention to attend the meeting, and those members, together with others in attendance, would satisfy the requirements of paragraph 8.6.
- 8.9. After a quorum has been established for a meeting, or for a matter to be considered at a meeting, the meeting may continue, or the matter may be considered, so long as at least a quorum remains present.
- 8.10. If a quorum has not been reached within 30 (thirty) minutes after the appointed time for the meeting to begin or such extended period as the Chairperson directs, or if a Quorum is no longer present at the time that a matter is to be considered, the Chairperson appointed for the meeting will be authorized to adjourn the meeting of the members.
- 8.11. The Association is not required to give further notice of a meeting that is postponed or adjourned in terms of subparagraph 8.10 above unless the location for the meeting is different from the location of the postponed or adjourned meeting; or a location announced at the time of adjournment, in the case of an adjourned meeting.
- 8.12. If at the time appointed in terms of subparagraph 8.10 above for a postponed meeting to begin, or for an adjourned meeting to resume, the requirements of paragraph 8.6 above have not been satisfied, the Voting Members present in person or by proxy will be deemed to constitute a quorum.
- 8.13. Each proxy authorizing a Voting Member to vote on behalf of another Member shall be signed by the Voting Member granting proxy and shall be submitted to the Secretary or the Chairperson for verification at the meeting at which it is intended to be used. A proxy shall be valid only at the meeting specified therein.

- 8.14. The President of the Council shall preside as Chairperson over any meeting of members, or should he/she be absent or unwilling to serve, then any of the Vice-Presidents, or should all of such persons be absent or unwilling to serve, the members present shall nominate as Chairperson for the meeting one of the members of the Council or, if no member of the Council is present or willing to serve, then one of the members present.
- 8.15. Unless otherwise determined by this Constitution, for any resolution to be adopted at a members' meeting, it must be supported by at least 50% plus one of the votes of the Voting Members (present in person or by proxy) entitled to vote.
- 8.16. At every general meeting of members, unless otherwise provided for in this Constitution, every Voting Member (in person or by proxy) entitled to vote, shall have 1 (one) vote.
- 8.17. Save as expressly provided for, no Person other than a Voting Member, duly registered and who shall have discharged its sums due and payable to the Association in respect of or arising out of his/her/its Membership, and who is not under suspension, shall be entitled to be present or to vote on any question, either personally or by proxy, at any general meeting of members.
- 8.18. At any meeting of Members, a resolution put to the vote of the meeting shall first be decided on a show of hands, unless a poll (before or in the declaration of the result of a show of hands) is demanded by the Chairperson or the majority of members present at the meeting and unless a poll is so demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or has been declined, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact. If a poll is demanded a declaration by the Chairperson that a resolution has, on a poll, been carried or carried unanimously or by a particular majority or has been declined, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or the proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.
- 8.19. A poll shall be taken in such a manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting. An independent and suitably qualified agent nominated and appointed by the Council for the purpose shall determine the result of the poll. In the case of an equality of votes, whether on a show of hands or a poll, the resolution shall fail. In the case of equality of votes for and against any resolution, the resolution shall be deemed to have been defeated.
- 8.20. Every resolution and every amended resolution proposed for adoption by a meeting of members shall be seconded at the meeting and if not so seconded, shall be deemed not to have been proposed.

- 8.21. Unless any Voting Member (present in person or by proxy) at a meeting of members, before the closure of the meeting, shall have objected to any declaration made by the Chairperson of the meeting as to the result of any voting at the meeting, whether by a show of hands or by a poll, or validity of the procedure at such meeting, such declaration by the Chairperson shall be deemed to be a true and correct statement of the voting, and the meeting shall in all aspects be deemed to have been properly and validly constituted and conducted and an entry in the minutes to the effect that any motion has been carried or defeated, with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence of the votes so recorded.
- 8.22. In the case of an equality of votes, whether in a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 8.23. The Council may provide for:
- 8.23.1. A Member's meeting to be conducted entirely by electronic communication, or
- 8.23.2. One or more Member(s) to participate by electronic communication in all or part of a Member's meeting that is being held, provided that the electronic communication employed ordinarily enabled all persons participating in the meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting.

9. THE COUNCIL

- 9.1. There shall be a Council constituted for the Association, which Council shall be constituted and maintained in accordance with the Regulations from time to time imposed by the Engineering Council. The number of the members of the Council, excluding co-opted Council Members, shall not be less than 7 (seven) and shall not exceed 20 (twenty), to be nominated and elected by the Voting Members at an Annual General Meeting of the Association subject to the provisions of paragraph 9.2. The minimum and the maximum number of Council Members may be changed and limited by a meeting of the Voting Members from time to time.
- 9.2. Notwithstanding any other provision to the contrary contained in this Constitution, a President of the Association or NPC who served as such immediately before the election of new Council Members shall automatically be a Council Member for the succeeding Council. Where other Council Members are to be nominated and elected by Voting Members, such persons shall be elected, by a separate vote, at an Annual General Meeting of members and nominations for the election of such persons must be delivered to the Secretary of the Council or to any other person acting on behalf of the serving Council at least 7 (seven) days before commencement

of the proceedings or meeting at which the nominations are to be considered, with written proof of acceptance by the nominee to act as a member of the Council annexed, if so appointed;

- 9.3. Notwithstanding the provisions of paragraph 9.2 aforesaid, in the event that there are insufficient prior nominations and acceptances to allow the appointment of the minimum number of Council members required, nominations and acceptances may be made from the floor by Voting Members at the proceedings or meeting at which the nominations are to be considered.
- 9.4. The first Council Members and co-opted members shall, on the formation of the Association, in number and name be the serving members of the Council already appointed for the NPC.
- 9.5. Upon any vacancy of a Council Member elected by Voting Members occurring prior to the next Annual General Meeting of the Association, the remaining members on the Council may appoint a person who satisfies the requirements for nomination and/or election as a Council Member to fill any vacancy, to serve as a Council Member on a temporary basis until the vacancy has been filled by nomination and election in terms of paragraph 9.2, and during that period any person so appointed has all of the powers, functions, and duties, and is subject to all of the liabilities, of any other Council Member;
- 9.6. The members of the Council shall have the right and may co-opt onto the Council 10 (ten) additional Council Members, who need not be Members of the Association or a Registered Engineering Person. A co-opted Council member shall have all the powers, functions and duties, and is subject to all the liabilities, of any other Council Member, provided that whilst a co-opted Council Member shall be entitled to participate at all meetings of the Council, such co-opted Council Member shall not be entitled to vote thereat and shall for all intents and purposes be a non-voting member of the Council. A co-opted Council Member shall be deemed to retire from office as and when new Council Members are elected by the Voting Members of the Association.
- 9.7. Within 14 (fourteen) days of the holding of each Annual General Members Meeting, the Council shall meet and shall elect from their body, the President, two Vice Presidents and an Honorary Treasurer, who shall hold their respective offices until the Annual General Meeting held next after their said appointments, provided that the office of the President, Vice President or Honorary Treasurer shall ipso facto be vacated by the Council Member holding such office upon his/her/their ceasing to be a Council Member for any reason. Only current Vice Presidents of the Association may be considered for the appointment of President. Only Voting Members may be considered for appointment as Vice Presidents.
- 9.8. The office of a Council Member shall be vacated in any of the following events, namely:-

- 9.8.1. if he/she is found or becomes of unsound mind;
- 9.8.2. if he/she be removed by a resolution by the Member of the Association;
- 9.8.3. if the resigns his/her/their office by notice in writing to the Council;
- 9.8.4. if he/she is absent from meetings of the Council for six consecutive months without leave of the Council otherwise than on the business of the Association or without the appointment of an alternate Council Member to act in his/her/their stead, and the Council resolves that his/her/their office be, by reason of such absence, vacated.
- 9.8.5. if he/she is disqualified to act as director in terms of the provisions of the Companies Act, 2008.
- 9.9. With the exception of co-opted Council Members or Council Members appointed during the course of the year to fill a vacancy, nominated and/or appointed and/or elected Council Members shall serve for a term of 3 (three) years from appointment to the next Annual General Members Meeting at which meeting each Council Member shall be deemed to have retired from office. The serving Council Members at the time will be eligible for re-appointment or re-election to the Council for the next cycle.
- 9.10. The Council Members may by power of attorney appoint any association, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Council Members, to be the attorney or agent of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council Members under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council Members may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him or them.
- 9.11. The Council Members may also delegate any of their powers to an executive or other committee whether consisting of a member or members of their body or not as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council Members and any such regulations may authorize the appointment of sub-committees.
- 9.12. Each Council Member may appoint either another Council Member or any person approved for that purpose by a resolution of the Council to act as an alternate Council Member in his/her/their place and during his/her/their absence and may remove such alternate Council Member at his/her/their discretion. A person so appointed, shall, except as regards power to appoint an alternate, and remuneration, be subject in all respects to the terms and conditions existing with reference to the other Council Members of the Association, and each alternate Council

Member, whilst so acting, shall be entitled to receive notices of all meetings of the Council Members or of any committee of the Council Members of which his/her/their appointer is a member, and to attend and vote at any such meeting at which his/her/their appointer is not personally present and he shall generally be entitled to exercise and discharge all the functions, powers and duties of his/her/their appointer in such appointer's absence as if he were a Council Member. Any Council Member acting as an alternate shall (in addition to his/her/their own vote) have a vote for each Council Member for whom he acts as an alternate. An alternate Council Member shall ipso facto cease to be an alternate Council Member if his/her/their appointer ceases for any reason to be a Council Member, provided that if any Council Member retires by rotation or otherwise but is re-elected at the same meeting, any appointment made by him pursuant to this Paragraph which was in force immediately before his/her/their retirement shall remain in force as though he had not retired.

10. POWERS OF THE COUNCIL

- 10.1. The day to day operations of the Association shall be managed by the Council, who may pay all such expenses of the Association as they think fit, and may exercise all such powers of the Association, and do, on behalf of the Association, all such acts as may be exercised and done by the Association under and in terms of this Constitution.
- 10.2. Council Members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the number of Council Members shall, for a continuous period of 120 (one hundred and twenty) calendar days, be reduced to less than 7 (seven) being the minimum number prescribed by or in accordance with this Constitution, it shall not be lawful for them to act until such time that the required vacancies have been filled.

11. PROCEEDINGS OF THE COUNCIL

- 11.1. The Council may meet for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. A quorum necessary for the transaction of any business of the Council shall consist of one half of the number of Council Members of the Council plus 1 (one) Council Member.
- 11.2. The Council may whenever it thinks fit convene a meeting, and meetings may also be convened on requisition by the majority of the Council Members. The Council shall meet at least 4 (four) times during the financial year of the Association.
- 11.3. The President of the Council shall preside as Chairperson over any meeting of the Council, or should he/she be absent or unwilling to serve, then any of the Vice-Presidents, or should all of such persons be absent or unwilling to serve, the Council Members present shall nominate as Chairperson for the meeting one of their body presents.

- 11.4. All decisions arising at any Council meeting shall be decided by a majority of votes. The Chairperson of the meetings shall in the case of an equality of votes not have a second or casting vote.
- 11.5. A meeting of the Council Members at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretion by or under this Constitution for the time being vested in or exercisable by the Council Members generally.
- 11.6. Minutes of all meetings of the Council shall be kept. A round-robin resolution in writing signed by all the Council Members, being not less than a majority of the Council Members then in office, shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted. A Council Members' resolution (unless signed by all the Council Members or their alternates) shall be inoperative if it shall purport to authorize or to do any act which a meeting of the Council Members has decided shall not be authorized or done until confirmed by a meeting of the Council Members.
- 11.7. All acts done by the Council Members or by a committee of Council Members or by any person acting as a Council Member or a member of a committee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of the Council Members or persons acting as aforesaid, or that they or any of them were disqualified from or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member or member of such committee.
- 11.8. The Council Members may provide for:
- 11.8.1. A Council meeting to be conducted entirely by electronic communication, or
- 11.8.2. One or more Council Member(s) to participate by electronic communication in all or part of a Council meeting that is being held, provided that the electronic communication employed ordinarily enabled all persons participating in the meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting.
- 11.9. Any Council Member or person appointed by the Council for the purpose shall have the power to authenticate any documents affecting the constitution of the Association and any resolution passed by the Association or the Council Members, and any books, records, documents and accounts relating to the business of the Association, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or another officer of the Association having the custody thereof shall be deemed to be the person appointed by the Council Members aforesaid.

- 11.10. A document purporting to be a copy of a resolution of the Council Members or an extract from the minutes of a meeting of the Council Members which is certified as such shall be conclusive evidence in favour of all persons dealing with the Association upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extracts are a true and accurate record of a duly constituted meeting of the Council.

12. THE COLLOQUIUM

- 12.1. The colloquium is to be constituted from all living past presidents of the society as well as all members who have been awarded honorary fellowship to the Association.
- 12.2. The colloquium shall serve in an advisory role to the president and indirectly to council.
- 12.3. The chairperson of the colloquium:
- 12.3.1. Shall be the immediate past president of the society
- 12.3.2. If the immediate past president is not available for whatever reason, then the members shall elect a chairperson from their ranks.
- 12.4. Meetings of the colloquium:
- 12.4.1. The chairperson of the colloquium shall call a meeting of the colloquium at least once per year.
- 12.4.2. This may be held online or in person, to be decided by consultation with other members of the colloquium.
- 12.4.3. The current president of the Society is to be invited to the meeting of the colloquium
- 12.4.4. The same conditions from the Association apply to the colloquium in respect of notice given for meetings, however because it does not have executive powers, there are no quorum provision.
- 12.5. Consultation of the colloquium by Council
- 12.5.1. The Council, through the president, must consult with the colloquium on any major decision to be taken.
- 12.5.2. Such consultation may take place ad-hoc or at the annual meeting, which shall be determined by the urgency of the consultation.
- 12.5.3. The advice of the colloquium is not binding – the obligation of council to consult with the colloquium on major decisions is binding.

13. MEMBERSHIP SUBSCRIPTIONS

- 13.1. The Voting Members shall, at every Annual General Meeting of the Association, consider and approve for the next financial year of the Association, membership subscriptions to be imposed on Voting Members and on any other class of Members of the Association as may be proposed by the Council.

- 13.2. Any Member of the Association who has attained the age of sixty-five (65) years and who has been a Member of the Association for a continuous period of not less than ten (10) years and whose membership is in good standing, shall be entitled to remain a Member in his/her/their appropriate grade with a reduction of the annual subscription. The reduction shall be without prejudice to such Member's rights and privileges.
- 13.3. The Council may, at its discretion, reduce, remit or suspend the annual subscription or the arrears in annual subscription of any Member. The Council shall decide on the merits of any written application. Any reduction, remission or suspension of the annual subscription shall be without prejudice to such Member's rights and privileges.
- 13.4. The Council shall advise each Member in writing as soon as practically possible after the Annual General Meeting of the amount of membership subscriptions payable by such Member and the terms and conditions under which it shall be payable.
- 13.5. The obligation of a Member to pay membership subscriptions shall cease upon him/her/it ceasing to be a Member without prejudice to the Association's right to recover arrear membership subscriptions and interest and other amounts due to the Association. No membership subscriptions and interest shall under any circumstances be repayable by the Association upon a Member ceasing to be a Member.

14. FINANCIAL YEAR AND ACCOUNTING

- 14.1. The financial year-end of the Association shall be between 1 January and 31 December each year.
- 14.2. The Council shall cause to be kept such accounting records and books of account for the Association.
- 14.3. The accounting records shall be kept at the office of the Association or at such other place as the Council may think fit, and shall at all times be open to inspection by the Council Members and Members, or any of them, at all reasonable times during business hours.
- 14.4. A copy of the annual financial statements prepared for the Association shall be presented to the Member's Council for their consideration and approval.
- 14.5. Accountants shall be appointed for the Association by the Council and shall serve for such periods as the Council may determine.
- 14.6. The annual financial statements of the Association may, if so decided by the Council, be audited.

15. POLICIES, PROCEDURES AND BY-LAWS

- 15.1. The Association may have separate policies, procedures or by-laws in respect of matters that are not addressed in this Constitution and reflect its strategic mission and vision and which shall provide more precise content and focus on the furthering of the Association's Objectives, governance and structure.
- 15.2. The Council shall be authorized to make, amend or repeal any such policies, procedures or by-laws relating to the Objectives, governance and structure of the Association.
- 15.3. The existing policies, procedures and by-laws applicable to the NPC shall for the time being be deemed to constitute the policies, procedures and by-laws applicable to the Association.

16. PERSONAL INFORMATION OF MEMBERS

The personal information of Members may be processed, collected, used and disclosed in compliance with the Protection of Personal Information Act, 4 of 2013. Personal information may be used for the lawful and reasonable purposes in as far as the Association as a responsible party must use the information in the performance of its obligations and duties under and in terms of this Constitution. To the extent necessary, the Members give their consent to the Association to process, collect, use and disclose the personal information of Members as contemplated by the provisions of this clause.

17. INDEMNITY

- 17.1. Every Council Member, manager, Accountant and officer of the Association shall be indemnified out of the funds of the Association against all liabilities incurred by him as such Council Member, manager, secretary, accountant or officer in defending any proceedings, whether civil or criminal, in which judgment is given in his/her/their favour, or in which he is acquitted, or in connection with any proceedings relating to negligence, default, breach of duty or trust in which relief is granted to him by the Court.
- 17.2. Every such person as aforesaid shall be indemnified by the Association against and it shall be the duty of the Council Members out of the funds of the Association to pay all costs, losses and expenses which any such person may incur or become liable to by reason of any contract entered into or act or deed done by him as such Council Member, manager, accountant or officer of the Association or in any way in the discharge of his/her/their duties
- 17.3. Subject to the provisions of this Constitution, no Council Member, manager, accountant or officer or servant of the Association shall be liable for the acts, receipts, neglects, or default of any other Council Member, manager, accountant or officer or servant, or for joining in any receipt or other act for conformity, or for loss or expense happening to the Association through

the insufficiency or deficiency of title to any property acquired by order of the Council Members for and on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his/her/their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his/her/their duties of office or in relation thereto, unless the same happens through his/her/their own dishonesty.

18. SECRETARY OR ADMINISTRATOR

The Council may appoint a secretary or administrator for the Council and the Association and for such term and at such remuneration as they may think fit and revoke such appointment subject to the terms of any agreement entered into in any particular case.

19. AMENDMENT OF CONSTITUTION

This Constitution may only be altered or amended in compliance with a court order or by a two-thirds majority resolution of the Council which has also been approved by 80% of the Voting Members at a meeting convened for the purpose.

20. COMPLIANCE PROVISIONS

20.1. For as long as the Association is in operation, it shall maintain recognition as a voluntary association with the Engineering Council as contemplated in sections 14(d) and 25 of the EPA. It shall furthermore comply with such rules and requirements as may be applicable to the Association in terms of section 36(1) of the EPA.

20.2. For as long as the Association is approved as an association in terms of section 30B read together with section 10(1)(d)(iv)(bb) of the Income Tax Act, the Association must comply with the following requirements, conditions and restrictions, which will override any inconsistent or contradictory provision of this Constitution:

20.2.1. The Association will have a Council consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the Association for tax purposes.

20.2.2. No single person will directly or indirectly control the decision-making powers relating to the Association.

20.2.3. The Association will not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its Objectives.

20.2.4. The Association will utilise substantially the whole of its funds for the principal Objectives

for which it has been established.

- 20.2.5. No Member will directly or indirectly have any personal or private interest in the Association.
- 20.2.6. Substantially the whole of the Association's activities will be directed to the furtherance of its principal Objectives and not for the specific benefit of an individual Member or group.
- 20.2.7. The Association will not have a share or other interest in any business, profession or occupation which is carried on by its Members.
- 20.2.8. The Association will not pay to any employee, office bearer, Member or another person any remuneration, as defined in the Fourth Schedule to the Income Tax Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 20.2.9. Substantially the whole of the Association's funding, being not less than 85% as interpreted in a general binding ruling issued by SARS will be derived from its annual or other long-term Members or an appropriation by the Government of the Republic in the national, provincial or local sphere.
- 20.2.10. On its dissolution, the Association, as contemplated by the provisions of section 30B(2)(b)(x) of the Income Tax Act 58 of 1962 will transfer its assets and reserves to—
 - 20.2.10.1. Another entity approved by the Commissioner in terms of section 30B of the Income Tax Act.
 - 20.2.10.2. A public benefit organisation approved in terms of section 30 of the Income Tax Act.
 - 20.2.10.3. An institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act; or
 - 20.2.10.4. The Government of the Republic of South Africa in the national, provincial or local sphere.
- 20.2.11. The Council will submit any amendment of this Constitution or any related documents to the Commissioner within 30 days of its amendment.
- 20.2.12. The Association will comply with such reporting requirements as may be determined by the Commissioner from time to time.
- 20.2.13. The Council will ensure that it is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III of the

Income Tax Act, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act.