



The Institution of Certificated Mechanical
and Electrical Engineers, South Africa

CONSTITUTION
&
BY-LAWS

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1. INTERPRETATION AND DEFINITIONS

- 1.1.1. In this Constitution, capitalised words shall bear the same meanings as in the Companies Act and Non Profit Organisations Act and the following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings
- 1.1.2. “**Annual General Meeting**” shall mean a meeting of the Institution to be initially held, no more than 3 months after the Institution’s date of incorporation, and thereafter once every calendar year, but no more than 12 months after the date of the previous annual general meeting.
- 1.1.3. “**Associate Member**” means a member of the Institution, with associate membership, as contemplated in Section 2.10 of this Constitution
- 1.1.4. “**Business Day**” means any day other than a Saturday, Sunday or gazetted national public holiday in the Republic of South Africa.
- 1.1.5. “**By-laws**” means "rules" and "rules of the Institution" as contemplated in Section 5.
- 1.1.6. “**Chairperson**” means the Chairperson of the Council, Executive and/or Sub-Committees of the Institution.
- 1.1.7. “**Code of Conduct**” means the code of conduct of the Institution approved by the Council from time to time.
- 1.1.8. “**Constitution**” means the constitution of The Institution of Certificated Mechanical and Electrical Engineers, South Africa.
- 1.1.9. “**Corporate Members**” means the Corporate Members of the Institution as defined in Section 2.4 of this Constitution.
- 1.1.10. “**Council**” means a member serving on the Council of The Institution as defined in Section 3 of this Constitution.
- 1.1.11. “**Council Member**” means the Council (member) of The Institution as defined in Section 3 of this Constitution.
- 1.1.12. “**ECSA**” means The Engineering Council of South Africa.
- 1.1.13. “**Effective Date**” means the date on which this Constitution is approved by all its relevant stakeholders.
- 1.1.14. “**Electronic Communications and Transactions Act**” means the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002).
- 1.1.15. “**Electronic Voting (e-voting)**” is voting using electronic systems to aid casting and counting votes. It can also involve transmission of ballots and votes via telephones, private computer networks, or the Internet.

- 1.1.16. "**Executive Committee Member**" means a member serving on the Executive Committee of the Institution as defined in Section 3.2 of this Constitution.
- 1.1.17. "**ICMEESA**" means the acronym for The Institution of Certificated Mechanical and Electrical Engineers, South Africa.
- 1.1.18. "**Non-Profit Making Body**" The Institution shall be a non-profit making body. In terms of the Non Profit Organisations Act, Act No 71 of 1977 this means a trust, company or other association of persons – Established for a public purpose;
- 1.1.19. "**Member**" means a 'Member' of the Institution as a person who has been accepted in the elected grade of Membership in terms of Section 2 of this Constitution, whose name is recorded on the membership register of the Institution irrespective of the grade under which he is registered.
- 1.1.20. "**member**" means any members of the Institution as defined in Section 2.1 of this constitution. In this Constitution, and in the by-laws, appendices etc., unless the context should otherwise indicate, the male gender shall include the female and vice versa.
- 1.1.21. "**Office-bearer**" means a director, trustee or person holding an executive position as defined in the Non Profit Organisations Act No. 71 of 1997.
- 1.1.22. "**Ordinary Resolution**" means a resolution adopted with the support of more than 50% of the voting or e-voting rights exercised on the resolution.
- 1.1.23. "**Proxy**" means the right of an existing member to be represented by another Council member or Executive Committee member at Annual General Meeting, Special General Meeting, Council, Executive or Sub-Committee meeting. The authority to represent someone else, especially in voting or e-voting and the document authorizing a person to vote on another's behalf.
- 1.1.24. "**Quorum**" means the sufficient members present in the elected capacity to satisfy the quorum requirement set out in Section 3.9 and Section 3.10 of this Constitution.
- 1.1.25. "**Secretariat**" means the person designated by Council to fulfil the duties and responsibilities assigned to the position as per the Constitution and By-laws.
- 1.1.26. "**Special Resolution**" means a resolution adopted with the support of at least 75% of the voting or e-voting rights exercised on the resolution.
- 1.1.27. "**The Institution**" means The Institution of Certificate Mechanical and Electrical Engineers, South Africa as constituted herein.
- 1.1.28. "**Year**" means the financial year of the Institution from January to December.

1.2. The Institution

1.3. Name

The name of the organisation (body of engineers) hereby constituted shall be '**The Institution of Certificated Mechanical and Electrical Engineers, South Africa**', and hereinafter to be referred to as 'The Institution'.

The Institution may also be known by the acronym '**ICMEESA**' as defined.

1.4. Head Office

The Administrative Offices of the Institution shall be in Johannesburg, Gauteng, South Africa.

1.5. The Vision of the Institution

Formally recognised within the profession as the representative body of all Certificated Mechanical and Electrical Engineers with membership of ICMEESA, being highly regarded by members through the visible and tangible added value benefit of membership, through a combination of active branch activity and sound inter communication to and between the members.

1.6. Mission Statement

1.6.1. The mission of the Institution is to uphold the professional image, status and interest of all Certificated Mechanical and Electrical Engineers through:

1.6.2. Representing the Certificated Engineer with pro-active participation on statutory, educational and professional decision-making bodies.

1.6.3. Regular formal and informal communication to and between members so as to promote member interaction, fellowship and ongoing professional development of the Certificated Engineer.

1.6.4. Continuous professional development through Continued Professional Development recognised by ECSA.

1.6.5. Active participation at branch level to promote members interaction and provide a platform for professional social networking.

1.7. Objectives

The objectives of the Institution are:

1.7.1. To develop the Institution as the natural professional home for engineering general practitioners adequately qualified by education and experience to take full responsibility for men and machinery in both electrical and mechanical branches of engineering.

1.7.2. To promote the general advancement of the electrical and mechanical engineering sciences and in particular the application thereof to the design, installation,

maintenance, operation and control of fixed or mobile plant and equipment; to provide facilities for the exchange of information on these subjects amongst members of the Institution; to hold meetings and to place on record the proceedings of such meetings.

- 1.7.3. To uphold the status of the electrical and mechanical engineering profession particularly in so far as they affect those members of the profession engaged in the design, installation, maintenance, operation and control of fixed or mobile plant and equipment.
- 1.7.4. To conduct such examinations as may be necessary to establish the qualifications of candidates for membership of the Institution or to grant exemptions to candidates in possession of qualifications deemed to be equivalent.
- 1.7.5. To support the efficient administration of the existing laws appertaining to the Mechanical and Electrical Engineering professions and recommend amendments thereto as and when considered desirable.
- 1.7.6. To form or assist in the formation of a technical library.
- 1.7.7. To purchase, sell, take on a lease or otherwise acquire or dispose of and deal with any lands, building or property, movable or immovable, which may be required for the purposes of or capable of being conveniently used in connection with any of the objectives of the Institution.
- 1.7.8. To erect, maintain, improve or alter any buildings or erections for the purpose of the Institution.
- 1.7.9. To borrow or raise money by the issue of mortgage bonds, debentures, bills of exchange, promissory notes or other securities of the Institution or by mortgage or change of all or any part of the property or assets of the Institution.
- 1.7.10. To invest and deal with moneys of the Institution in such manner as may from time to time be determined and to lend money on such security and to such persons, company, bank or institution as may seem expedient.
- 1.7.11. To award study grants and bursaries.
- 1.7.12. To encourage the Certificated Engineer to apply for Professional registration to the Engineering Council of South Africa.
- 1.7.13. To appoint delegates to other engineering bodies when invited to do so.
- 1.7.14. To do all things incidental or conducive to the attainment of any or all of these objectives.
- 1.8. Negotiations

The Institution shall at the discretion of Council take part in negotiations between employers, employees and members.

1.9. Non Profit Organisations Act, No. 71 of 1997

The Institution is a Non-Profit Organisation in terms of the Act to provide for an environment in which non-profit organisation can flourish; to establish an administrative and regulatory framework within which non-profit organisations can conduct their affairs; to repeal certain portions of the Fundraising Act, 1978; and to provide for matters connected therewith.

Section 1 (x) “non-profit organisation” means a trust, company or other association of persons –

(a) established for a public purpose; and

(b) the income and property of which are not distributable to its members or office-bearers except as reasonable compensation for services rendered.

1.10. Voluntary deregistration and winding up or dissolution or cessation

The Institution may voluntarily or involuntarily, as per the Non Profit Organisations Act Section 23 (1) to (3) be wound-up, any funds remaining once all liabilities have been discharged shall the surplus funds be used to further the objectives of the Institution as set out in section 1.7 of this Constitution and shall not, under any circumstances be paid to the members of the Institution.

1.11. Administration

1.11.1. Financial Year

The financial year of the Institution shall commence on the 1st of January and end on the 31st of December.

1.11.2. Official Language

The official languages of the Institution shall be those of the Republic of South Africa. All documentation, including outgoing correspondence, will be in English, subject only to the qualification that all or part of any document shall be translated into any one of the other official languages where this is requested in writing by a member, or by an external organisation, both members and external parties shall be liable for any actual cost to the Institution of such a translation.

2. MEMBERSHIP

2.1. The Membership

The Institution shall consist of Honorary Members, Life Members, Senior Members, Members, Students, Retired Members, Associates and Patrons. With the exception of Honorary Members, Students, Associates and Patrons of the Institution, membership is limited to holders of valid Certificates of Competency as an Electrical and/or Mechanical Engineer issued by the Government of the Republic of South Africa in

terms of the regulations made under the Minerals Act (Act No 50 of 1991) and the Occupational Health and Safety Act (Act No 85 of 1993) and any subsequent amendments to these Acts. The cancellation or withdrawal of any member's Certificate of Competency or registration shall automatically cancel such member's membership of the Institution.

2.2. Recognition by ECSA

The Council shall monitor, regulate and control all admissions and subsequent transfers to all relevant grades of membership, so that the Institution is recognised as a Voluntary Association by ECSA and as such undertakes to comply with the requirements of a Voluntary Association as prescribed in terms of section 36(1) of the Engineering Profession Act, 2000 (Act No 46 of 2000) whereas recognised by the Council of ECSA in terms of Section 25(3) of the above Act.

2.2. Powers of Council with regards to Membership

2.2.1. No person, regardless of his/her qualifications, shall be elected to membership of the Institution in any grade unless the Council is satisfied that the acceptance of this applicant elected would be in the best interest of the Institution.

2.2.2. Any eligible person may apply to the Council to be elected or transferred to any grade, excepting that of Honorary Member, but the Council, at its discretion, refuse or defer such an election or transfer. The Council may prescribe requirements for any grade of membership in addition to those set in clauses 2.4 to 2.17.

2.3. Corporate Membership Grade

Honorary Members, Life Members, Retired Members, Senior Members and Members shall constitute the corporate membership of the Institution. The right of voting is limited to corporate members, but may be extended to other corporate members in a form of a written proxy as defined. This voting can also be done in an electronic format as e-voting and as stipulated by Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002).

2.4. Honorary Membership Grade

2.4.1. An Honorary Member shall be a person whom the Institution desires to honour for outstanding services to the Institution. This shall be a person intimately connected with the profession of Certificated Mechanical and/or Electrical Engineering, the science and/or practice whom the Institution specially wishes to honour for remarkably important services rendered to the Institution.

2.4.2. An Honorary Member shall be elected by the Council and each such election shall be announced at the following Annual General Meeting of the Institution.

2.4.3. The election of an Honorary Member shall take place at a Council meeting, due notice been given at the previous Council meeting, and a citation made available to all

Council members. The election shall be done per an electronic voting ballot and shall require the unanimous vote of the Council members.

2.4.4. Except in/under exceptional circumstances, shall there not be more than two (2) Honorary Members elected in any one financial year.

2.4.5. Honorary Members shall enjoy all the privileges and rights of a Life Membership grade.

2.5. Life Membership Grade

Life Members shall be Corporate Members of the Institution who shall be elected for meritorious services to the Institution. They shall be elected at a Council Meeting after due notice shall have been given at a previous Council Meeting. The election shall be announced at the next General Meeting. Life Members shall not be liable for any future membership subscriptions.

2.6. Senior Membership Grade

2.6.1. A candidate for election or transfer to the grade of Senior Member who, in the opinion of the Council is a fit and a proper person whose election would conduce to the interests of the Institution must satisfy the Council that he:

2.6.2. is in possession of an Engineer's Certificate of Competency as specified in Clause 2.1; and has been registered as a Professional Certificated Engineer in terms of the Engineering Profession of South Africa Act No 46 of 2000); and cancellation of Senior members registration with ECSA shall automatically result in the cancellation of such a Senior members membership with the Institution. If this member is still in possession of another valid Certificate of Competency, this member may be eligible of Member grade with the Institution.

2.6.3. has held an engineering position of superior responsibility and leadership in electrical and/or mechanical engineering for at least eight (8) years after having obtained an Engineer's Certificate of Competency as specified in Clause 2.1.

2.7. Member Membership Grade

2.7.1. A candidate for election or transfer to the grade of Member who, in the opinion of the Council, is a fit and proper person whose election would conduce to the interests of the Institution,

2.7.2. shall satisfy the Council that he is in possession of an Engineer's Certificate of Competency as specified in Clause 2.1

2.8. Student Membership Grade

2.8.1. A candidate for election to the grade of Student who, in the opinion of the Council is a fit and a proper person whose election would conduce to the interests of the Institution shall satisfy the Council that he:

2.8.2. is not less than 18 years of age; and

- 2.8.3. is in possession of the National Technical Certificate (Engineering) Part III, or of a matriculation certificate or exemption and is a bona fide student for a National Engineering Diploma or equivalent qualification or is engaged in bona fide studies for an Engineer's Certificate of Competency; and
- 2.8.4. is desirous of becoming a Corporate Member on attainment of an Engineer's Certificate of Competency.
- 2.9. Associate Membership Grade
 - 2.9.1. A candidate for election to the grade of Associate who, in the opinion of the Council is a fit and a proper person, whose election would conduce to the interests of the Institution, shall satisfy the Council that he:
 - 2.9.2. has attained the age of 30 years; and
 - 2.9.3. held a position of responsibility in the engineering field for at least five (5) years; and
 - 2.9.4. is involved in the field of electrical and/or mechanical activities or is interested in the advancement of the electrical and/or mechanical engineering sciences.
- 2.10. Patron Membership Grade
 - 2.10.1. A candidate for election to the grade of Patron shall be a company or person who, in the opinion of the Council, is a fit and proper company or person whose election would conduce to the interests of the Institution and who shall satisfy the Council that such company or person:
 - 2.10.2. is involved in the field of engineering activity, or is an employer of certificated engineers, or
 - 2.10.3. is interested in the advancement of the electrical and/or mechanical engineering profession by encouraging the attainment of the Certificate of Competency as an Electrical and/or Mechanical Engineer by persons employed in the field of engineering activity; or
 - 2.10.4. has rendered important services to electrical and/or mechanical engineering in commerce, finance, law, science or education.
- 2.11. Retired Membership Grade
 - 2.11.1. An Honorary Member, Senior Members or Member, in good standing, who has attained full-retired status in his sphere of engineering activity, although he may still be employed on a temporary or part-time basis, will qualify for Retirement membership status. The member must apply to the Council for Retired Membership status. On admission to Retirement Member status, an adjustment in the amount of his subscription will take effect on the first of January of the year following approval of application.
 - 2.11.2. Membership of >30 years standing as Member or Senior Member – subscription will be nil.

- 2.11.3. Membership of >20 years standing as Member or Senior Member – subscription will be 25% of Member rate.
- 2.11.4. Membership of 10-19 years standing as Member or Senior Member – subscription will be 50% of Member rate.
- 2.12. Resignation
 - 2.12.1. Provided he is in good standing with the Institution, any member may at any time resign from the Institution by giving written notice to the Secretary and his resignation shall be accepted. Any person who has resigned may be readmitted to membership on such terms as the Council may decide.
- 2.13. Forfeiture of Rights
 - 2.13.1. Any person ceasing to be a member of the Institution from any cause shall thereupon forfeit all rights, title and interest in and to the funds, property and assets of the Institution.
- 2.14. Suspension or Expulsion
 - 2.14.1. Should ten or more members address to the Council in writing, a protest against the continued membership of the Institution of any member, the Council shall institute an enquiry within one month of receiving the protest, by three Corporate members, nominated by Council, who shall present their findings to the Council and should it resolve that the protest is justified, it shall be entitled by unanimous resolution of members present to:
 - 2.14.2. suspend such member for such period as it may deem fit, or
 - 2.14.3. call upon such member to resign, or
 - 2.14.4. to strike his name from the Membership Register.
 - 2.14.5. The member must be notified in writing of the decision of Council within 7 days of the decision reached.
- 2.15. Appeal against suspension or Expulsion
 - 2.15.1. Should the member disagree with the actions under 2.14; 2.15; 2.15.1; 2.15.2, 2.15.3, or 2.15.4 he may submit a written appeal, addressed to the President of the Institution, detailing the reasons for the appeal. Upon receipt of the appeal Council will review the decision and if deemed necessary utilise the services of ECSA to provide an independent mediator to resolve the problem. The decision of the mediator will be final.
- 2.16. Contravention of Constitution and By-Laws
 - 2.16.1. Any member who shall wilfully contravene the Constitution and By-Laws of the Institution or who shall have been guilty of such conduct which, in the opinion of the Council, has rendered him unfit to be a member, may be expelled from the Institution and struck off the Membership Register by resolution of Council.

2.17. Certificate of Membership

2.17.1. Every member shall be entitled to receive a certificate of membership, signed by the President and the Secretary. Such certificate shall remain the property of the Institution. In the event of any person ceasing to be a member for any reason other than death, he shall thereupon deliver up his certificate to the Institution.

2.17.1.1. Honorary member HonMICMEESA

2.17.1.2. Life member LMICMEESA

2.17.1.3. Senior member SMICMEESA

2.17.1.4. Member MICMEESA

2.17.1.5. Student member SICMEESA

2.17.1.6. Associate member AICMEESA

2.17.1.7. Patron member PICMEESA

2.17.1.8. Retired member RICMEESA

2.18. **Letters of Designation**

2.18.1. Each member may use the title of his grade of membership of the institution or the abbreviation thereof and no other title or abbreviation shall be used to describe such grade of membership. The abbreviation for Senior Member or Member shall also designate Life Membership.

3. THE COUNCIL

3.1. Management

3.1.1. The Management of the affairs of the Institution shall be vested in the Council, which shall have full power to carry out all or any of the objectives of the Institution and shall transact all business on its behalf subject to the Constitution and By- Laws. Members of Council shall hold office until their successors have been elected.

3.1. Composition of Council

3.1.1. The Council shall consist of:

3.1.1.1. The President

3.1.1.2. Three Vice Presidents

3.1.1.3. The Immediate Past President

3.1.1.4. The Honorary Treasurer

- 3.1.1.5. Not more than sixteen (16) Corporate Members of the Institution of who not more than eight (8) may be Members.
- 3.1.1.6. The Chairman of each Branch Committee and appointed representative, and
- 3.1.1.7. The two next most immediate Past Presidents available and willing to serve for the ensuing year.
- 3.2. Executive Committee
 - 3.2.1. The Council will appoint from its own members an Executive Committee that shall consist of:
 - 3.2.2. The President.
 - 3.2.3. The Immediate Past President
 - 3.2.4. The Three Vice Presidents
 - 3.2.5. The Honorary Treasurer and
 - 3.2.6. Such other members as the Council may deem fit, but not exceeding nine in number.
 - 3.2.7. The Council may from time to time delegate require procedure or by-law to the Executive Committee such of its power or duties as it deems necessary for the day to day administration and management of the affairs of the Institution and may at any time withdraw or modify any power or duty so delegated.
 - 3.2.8. The creation of a committee, delegation of any power to a committee, or action taken by a committee, does not alone satisfy or constitute compliance by Council with the required duty of Council or/and each Council Member to the Institution. This Membership Committee will be governed by the By-laws described in this Constitution
- 3.3. Election of Office Bearers
 - 3.3.1. The President, Vice Presidents and Honorary Treasurer for the ensuing year shall be Members of the Institution and shall be elected by the Council. Their election shall be announced at the Council Meeting of the Institution immediately preceding the Annual General Meeting.
- 3.4. Removal of Office Bearers
 - 3.4.1. Should any member be of the opinion that an Office Bearer is not performing his function in the best interests of the Institution, he shall address his concerns to the President, or Council, in writing, a protest detailing the reasons for terminating continuation of this person bearing office. Within one month of receiving such a protest, the Council shall institute an enquiry by three Corporate members, nominated by Council, who shall present their findings to the Council. Should it resolve that the protest is justified, it shall be entitled by unanimous resolution of Council members present to:

- 3.4.2. Suspend such member from office for such period as it may deem fit, or,
- 3.4.3. Call upon such member to resign from office, or,
- 3.4.4. Call upon such member to resign membership or,
- 3.4.5. To strike his name from the Membership Register.
- 3.4.6. The office bearer must be notified in writing of the decision of Council within 7 days of the decision reached.
- 3.5. Appeal against suspension or Expulsion
 - 3.5.1. Should the Office Bearer disagree with the actions above, he may submit a written appeal, addressed to the President, or Council, detailing the reasons for the appeal. Upon receipt of the appeal Council will review the decision and if deemed necessary utilise the services of ECSA to provide an independent mediator to resolve the problem. The decision of the mediator will be final.
- 3.6. Retirement of Council Members
 - 3.6.1. Eight of the Corporate Members of the Council shall retire annually in rotation and shall be eligible for re-election. The nominations and election of Corporate Members to the Council shall be as set out in the By-Laws.
- 3.7. Forfeiture of Council Membership
 - 3.7.1. Should any member of the Council absent himself from three consecutive Council meetings or four times in all in any year without leave of absence having been granted to him, he shall be deemed to have forfeited his seat.
- 3.8. Casual Vacancies
 - 3.8.1. Should a vacancy on the Council occur by reason of the resignation, death or forfeiture of the seat of a member, the Council shall have the power to fill such vacancy for the unexpired period of the current year.
- 3.9. Council Meetings Quorum and Voting
 - 3.9.1. The Council shall meet as often as the business of the Institution requires. At meetings of the Council attendance by fifty percent (50%) of the elected Council members shall form a quorum and all matters other than those specified in Clauses 3.2 and 2.12 shall be decided by a majority show of hands, in which case the Chairman shall have a deliberative vote and a casting vote but a ballot may be demanded by any member, in which case the Chairman shall have a deliberative vote only. The voting rights may be extended to other Council members in a form of a written proxy as defined. This voting can also be done in an electronic format as e-voting and as stipulated by the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002).

- 3.10. Executive Meetings Quorum and Voting
 - 3.10.1. The quorum for the Executive Committee meetings shall be attendance by fifty percent (50%) of the elected members. The voting shall be by show of hands, the Chairman having a casting as well as a deliberative vote. The voting rights may be extended to other Executive Committee members in a form of a written proxy as defined. This voting can also be done in an electronic format as e-voting and as stipulated by the ECT Act No. 25 of 2002.
- 3.11. Chairperson
 - 3.11.1. At each Council meeting the Chair shall be taken by the President, or in his absence, a Vice-President or, in the absence of all of them, a Member of the Council elected by the members present.
 - 3.11.2. At each Executive Committee meeting the Chair shall be taken by the President or in his absence, a member of the Executive Committee elected by the members present.
- 3.12. Procedure and Appointment of Committees
 - 3.12.1. The Council may regulate its own procedure and appoint committees to facilitate its work. The President shall be ex officio a member of all committees.
- 3.13. Co-opted Council Members
 - 3.13.1. The Council may for any reason co-opt by unanimous vote of those present not more than five additional corporate members to Council in addition to those specified in clause 3.1.1. They shall have the privileges and responsibilities of elected Council Members and shall hold office for the current session.
 - 3.13.2. The Council may co-opt a Student and/or an Associate membership grade to Council for a particular meeting. They will not have the privileges and responsibilities of an elected Council Members and therefore have no voting rights. A Council member must nominate a Student and/or Associate member, Chairperson for this meeting seconds this nomination.
- 3.14. Publications
 - 3.14.1. The Council shall have the power to publish at the expense of the Institution, either in a journal or otherwise, all such matters as shall be deemed necessary to advance the objectives of the Institution.
- 3.15. Control of Assets
 - 3.15.1. All funds, property and assets of the Institution shall be vested in the Council, which shall stand possessed thereof in trust for the Institution. The funds of the Institution shall be used for the promotion of the objectives of the Institution in such manner as the Council may, from time to time determine. The Council shall be the legal trustee of the Institution and shall have the direction of all gifts or bequests made to the Institution.

3.16. Secretariat

3.16.1. The Council shall have the power to appoint a Secretary and other officials and to remunerate them. The Secretary and officials shall hold office during the pleasure of the Council and they shall perform such duties, as the Council shall set forth.

3.17. Membership Register

3.17.1. The Secretariat shall keep a complete electronic register of names, addresses and grades of all members to be kept and regular backed-up. The Protection of Personal Information Act, No.4 of 2013 of all membership information will be kept in accordance with the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002).

3.18. Legal Proceedings

3.18.1. The Council, on the behalf of the Institution, shall have the power to institute and defend legal proceedings in the name of the Institution. Any matter in dispute may be referred by the Council to arbitration.

3.19. Legal Documents

3.19.1. The Council may appoint any two of its members, together with the Secretary to sign all documents and instruments, with the exception of such documents or instruments in relation to which special provision is made herein or in the By-Laws from time to time in force.

3.20. By-Laws

3.20.1. The Council may frame By-Laws for the proper conduct of business of the Institution and the management of its affairs; such By-Laws may at any time be added to or amended by the Council. All Council members shall be notified of such alterations or additions with a formal motion at a Council meeting with seventy five percent in favour. Thereafter they will be formalised at the next proceeding Council meeting.

3.21. Minutes

3.21.1. The Council shall cause minutes to be kept of all meetings.

3.22. Annual Report

3.22.1. The Council shall submit to each Annual General Meeting a report on the activities and position of the Institution together with an audited financial statement and balance sheet reflecting the finances of the Institution at the end of the previous financial year.

3.23. Sanctioning of Financial Transactions

3.23.1. The funds of the Institution shall be deposited in a bank or institution approved by the Council on account of, and for use of, the Institution.

3.23.2. No sum of money shall be paid except by the direction of the Council.

- 3.23.3. All cheques shall be signed by any two of: the Secretary, the President, and Honorary Treasurer. In the absence of any two of the above, members of Council must duly authorise changed responsibilities by a minute of the Council.
- 3.23.4. Electronic payments must be sanctioned by either two of: the Secretary, the Honorary Treasurer or the President.
- 3.23.5. Details of all payments, deposits or transfers must be reported on at the Council and Executive meetings for the period immediately preceding the Council or Executive committee meeting.
- 3.24. Branches
 - 3.24.1. Five or more corporate members may, with the sanction of the Council, form a branch of the Institution at any approved centre and shall be subject to the By- Laws framed by the Council for the conduct of such branches.
- 3.25. Indemnity
 - 3.25.1. The members of the Council, Secretary and all other officers of the Institution shall be indemnified out of and from the funds and property of the Institution from and against all losses, charges, costs, damages and every expense and liability they may incur or be put to concerning or about the execution of their respective duties as officers of the Institution and none of them shall be deemed to be in any way answerable or held responsible for any act, neglect or default of any of them, or for any deficiency in or insufficiency of any title or security whatsoever taken by the Institution nor shall any officer of the Institution as aforesaid be held liable for any loss occasioned by any bank or other person with whom moneys or securities of the Institution may be deposited or entrusted for safe custody, invested or otherwise placed or for any loss occasioned by an error of judgement or for any other loss or damage whatsoever which shall happen in the execution of his office or in relation thereto, unless the same happens through his own negligence or dishonesty.
- 3.26. Interpretation
 - 3.26.1. In case of doubt as to the meaning of any portion of the Constitution and By-Laws the interpretation of the Council shall be binding upon the members.

4. MEETINGS OF THE INSTITUTION

- 4.1. Venue of Meetings
 - 4.1.1. All meetings of the Institution shall be held at such a place in Southern Africa as the Council may determine.
- 4.2. Ordinary General Meetings
 - 4.2.1. Ordinary General Meetings of the Institution shall be held on such dates as may be determined by the Council.

- 4.2.2. Any Special General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.
- 4.3. Annual General Meetings
- 4.3.1. An Annual General Meetings shall be held within three (3) months of the end of each financial year, on a date determined by the Council.
- 4.3.2. Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.
- 4.3.3. The business of an Annual General Meeting shall include:
- 4.3.3.1. Receiving and considering the Annual Report on the activities and position of the Institution,
- 4.3.3.2. Scrutinizing and accepting the audited Financial Statement and Balance Sheet,
- 4.3.3.3. Approving the report of the scrutinised results of the ballot for the election of members to the Council,
- 4.3.3.4. To conduct business normally transacted at Ordinary General Meetings,
- 4.3.3.5. Approve the appointment of an accounting officer for the ensuing year, whose duty it shall be to audit the finances of the Institution.
- 4.4. Honorary Legal Advisers
- 4.4.1. Honorary Legal Advisers shall be appointed for the ensuing year by the members at each Annual General Meeting.
- 4.5. Appointment of Auditors
- 4.5.1. The accounts of the Institution shall be audited at least once a year by an auditor(s) who shall be appointed for the ensuing year by the members at each Annual General Meeting; no members or officer of the Institution shall be eligible for the position of auditor. If any casual vacancy occurs in the office of an auditor, it shall be filled at the next ensuing Ordinary General Meeting.
- 4.6. Special General Meetings
- 4.6.1. All meetings of the Institution, other than those detailed in Clauses 4.2 and 4.3, shall be designated Special General Meetings; only such business as that specified in the notice convening these meetings shall be transacted thereat.

- 4.6.2. The Council may at any time convene a Special General Meeting.
- 4.6.3. The Council shall convene a Special General Meeting within thirty days upon the written application of ten corporate members, provided such application specifies the objectives for which the meeting is required.
- 4.7. Notice of Meetings
 - 4.7.1. Notices convening Annual General Meetings, Ordinary General Meetings and Special General Meetings shall be dispatched to members not less than seven days, seven days and fourteen days, respectively, prior to the dates determined for such meetings.
- 4.8. Omission of Meetings
 - 4.8.1. The accidental omission to give notice to any member of any meeting of the Institution shall not invalidate any resolution passed at such meeting.
- 4.9. Chairperson of Meetings
 - 4.9.1. The President or, in his absence, a Vice President, or in the absence of all of them, a member elected by the meeting shall take the chair at all meetings of the Institution.
- 4.10. Quorums
 - 4.10.1. The quorum for Ordinary General Meetings, Annual General Meetings and Special General Meetings shall be ten (10) corporate members.
 - 4.10.2. If at any meeting a quorum is not present, the meeting shall stand adjourned to a time (being not less than seven days thereafter) and place determined by the corporate members actually present and at such adjourned meeting the corporate members present shall form a quorum.
- 4.11. **Voting**
 - 4.11.1. Any business before a General Meeting, other than that specified in Clause 4.12 shall be decided by a majority of votes cast. If a poll is demanded as aforesaid it shall be taken in such manner including but not limited to, the use of electronic voting means and at such place and time as the chairperson of the Meeting directs and either immediately or after an interval or adjournment (not exceeding 7 (seven) days). Scrutinisers shall be elected to count the votes and to declare the result of the poll and their declaration, which shall be announced by the chairperson of the Meeting, shall be deemed to be the resolution of the Meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairperson of the Meeting shall determine same, and the determination or the chairperson made in good faith shall be final and conclusive.
 - 4.11.2. Any member whose subscription for the previous year is unpaid shall not be entitled to vote. The voting shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered, provided that no objection is lodged at the

same meeting on the grounds of any infringement of the Constitution. In special cases the Council shall have the power to institute a postal vote, (e-voting) or ballot.

4.12. Amendments to the Constitution

4.12.1. Alterations in or additions to the Constitution shall be made only at a Special General Meeting convened for that purpose. The proposed amendments shall be made if seventy five percent or more of the votes cast by the corporate members present in person or valid proxy as defined or e-voting at such Special General Meeting are in favour of such amendments.

4.12.2. At least (14) fourteen days prior written notice is given to all members of the Institution of the intention to amend the Constitution; and

4.12.3. Thereafter members will have at least (7) seven days to agree or reject in writing to the President on the proposed amendments to the Constitution.

BY-LAWS OF THE INSTITUTION OF CERTIFICATED MECHANICAL AND ELECTRICAL ENGINEERS, SOUTH AFRICA

B1. Preamble

The Bylaws on the Institution have been framed by Council in terms of Section 3.2 of the Contribution of the Institution

B2. Interpretation and Definitions

Interpretations and Definitions of the Constitution shall apply to the By-Laws unless the context indicate otherwise

B3. Membership Registration Committee Standard Operating Procedure

B3.1. Application for Membership or Transfer

An applicant for membership to the Institution or transfer to a higher grade shall submit his application on the prescribed form duly completed and verified by his employer or other competent authority, or by a corporate member. Payment against admission and membership fees as determined by Council shall be submitted with each application for membership.

B4. Election Procedure

B4.1. If the Membership committee is satisfied that the applicant complies with the requirements of Clause 2.5, Clause 2.6, Clause 2.7, Clause 2.8 or Clause 2.9 of the Constitution, his name shall be forwarded with details of certificates and other relevant information to the Executive committee for formal acceptance as a member. When an applicant is admitted or transferred, his name shall be announced at the next Council Meeting of the Institution after such election or transfer shall have been affected by the Executive Committee. All admissions or transfers must be reflected in the minutes of the meeting at which they were announced.

B5. Confirmation of Admission

B5.1. Every application for admission shall be duly notified by the Secretary when elected but his admission shall not be confirmed until the applicant shall have paid the fees due to the Institution. Should payment of such fees not be made within one month after the date of posting notification, the election may be declared null and void by the Council.

B6. Annual Subscription

B6.1. The annual subscription, which shall become due in advance on the first of January each year, shall be determined and approved by Council from time to time. In any special case, the Council may, at its discretion, reduce or waive the subscription of any members.

B7. Subscription for Part of the Year

- B7.1. Should a member of any grade be admitted or transferred during a year, his subscription or additional subscription for the current financial year shall be shall be adjusted proportioned for the remaining full months of that year. When a member is admitted during the last two months of the financial year, his first subscription shall cover the period to the end of the succeeding year; should a member be transferred during the last two months of the financial year, he shall not pay an additional subscription for the year.
- B8. Arrear Subscription
- B8.1. Any member whose subscription is in arrears after the thirtieth day of June in any year shall be sent notice in writing drawing attention to these By - Laws and his membership reviewed by the membership committee if no positive reaction has resulted within the following ninety days.
- B9. Defaulters
- B9.1. Any member whose annual subscription remains unpaid for one year may, by resolution of the Council, be excluded from membership of the Institution. Thereafter his name shall be removed from the membership register and his exclusion, and reason therefore, announced and recorded on the minutes at the next Council Meeting
- B10. Notice to Defaulters
- B10.1. Notice in writing, drawing attention to these By-Laws shall be sent to the defaulting member by the Secretary per registered post three months prior to the termination of the period mentioned.
- B11. Nominations for Council
- B11.1. A notice calling for nominations for the Council shall be sent to all corporate members not later than ninety days prior to the Council meeting immediately preceding the Annual General Meeting. The notice shall specify the number of vacancies on the Council. No member whose subscription is in arrear shall be eligible for election to the Council. Past Presidents who have ceased to be members of the Council may offer themselves for election to Council and may be elected to any office.
- B12. Acceptance of Nominations to Council
- B12.1. All nominations shall be lodged with the Secretary not less than sixty days prior to the date of the Council meeting next preceding the Annual General Meeting. These nominations must be signed by the proposer and if possible by the nominee. If this is not feasible, a letter signed by the proposer, stating that the nominee has telephonically accepted the nomination, is acceptable.
- B13. List of Candidates for Council
- B13.1. At least fifty days prior to the Council meeting next preceding the Annual General Meeting, the Council shall cause to be forwarded to each member a list of all nominated candidates in the form of a ballot paper. Only if the number of nominations

exceeds the number of candidates as specified in clause 3.2 of this constitution. Ballot papers shall show a return of the number of Council and Standing Committee Meetings and General Meetings held during the year and the number attended by each member of Council.

B14. Return of Ballot Papers

B14.1. The ballot papers, duly completed, shall be returned to reach the Secretary not later than fifteen days prior to the Council meeting next preceding the Annual General Meeting, scrutiny of the ballot shall proceed thereafter.

B15. Equality of Votes

B15.1. In the event of the number of votes being found to be equal for any two or more candidates, all of whom cannot be declared elected; a further ballot shall be taken at the Council meeting next preceding the Annual General Meeting by all the members present.

B16. Scrutineers

B16.1. At the Council meeting next preceding the Annual General Meeting, there shall be elected from amongst members not less than five scrutineers, whose duty it shall be to open and examine the ballot papers and report the result of their scrutiny to the Chairperson prior to the Annual General Meeting.

B17. Serving of Notice

B17.1. A notice may be served by the Council upon any member of the Institution, by hand, by post or by registered post to his last known address.

B18. Change of Address

B18.1. Members of the Institution shall notify the Secretary in writing of any change of an address.

B19. Adjournment

B19.1. The Chairperson may, with the consent of a majority of members present, adjourn any meeting.

B20. Papers and Copyright

B20.1. All contributions and papers accepted by the Institution shall become the property of the Institution. Save by permission of the Council, no person shall cause such contributions or papers to be published. In any permitted publication of contributions or papers or extracts from them, suitable acknowledgement shall be made to the Institution as the source of the information.

B21. Branch Committee Election

B21.1. The procedure for the election of a Branch Committee shall generally be similar to that prescribed for the election of the Council of the Institution in Clauses 3.3 and 3.4 of the Constitution. The Chairperson, Vice-Chairperson, Honorary Treasurer and Secretary shall be nominated by the retiring committee and their election shall be adopted at the Branch annual general meeting.

B22. Branch Quorums

B22.1. The quorum at any Branch Committee meeting shall be a majority of the elected Committee members. The quorum at a Branch General Meeting shall be fixed by the committee.

B23. Branch Funds

B23.1. For the purpose of assisting branches to promote the objects of the Institution as set forth in the Constitution, the Council may allocate such funds and/or assistance as it may, from time to time, find necessary to provide for the satisfactory functioning of the affairs of the Branch.

B23.2. Such funds shall be deposited on account for the use of the branch, in a bank or institution approved by the Council. All transactions on such an account shall be signed or sanctioned by at least two of the elected office bearers, which normally constitute a Branch Chairperson, Vice Chairperson and the Treasurer or Secretary of the Branch, elected under clause 5.19.

B23.3. Nothing in this Constitution or By-Laws shall empower Branch Committees to contract debts in the name of the Institution or pledge the Institution's credit in any way.

B24. Branch Financial Statement

B24.1. A certified statement of moneys received and expended by each Branch Committee during each and every year shall be rendered to the Council not later than the thirty first day of January in the succeeding year.

B25. Branch Assets

B25.1. All assets, books, records and funds of the Institution shall remain the property of the Institution and, in the event of the branch ceasing to exist, shall immediately be forwarded to the Secretary of the Institution.

B26. Professional Conduct

B26.1. Every member is required so to order his conduct as to uphold the dignity of the profession of the Engineer, to act ethically and to uphold the established traditions of the Institution in accordance to the approved Constitution, the Institution should draw up a formal Code of Ethics.