

The Institution of Certificated Mechanical and Electrical Engineers, South Africa

CONSTITUTION - 2021

Revised November 2021

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1. INTERPRETATION AND DEFINITIONS

- 1.1.1. **“Annual General Meeting of the Members”** shall mean a meeting of the Institution no more than 6 (six) months after the Institution’s financial year-end.
- 1.1.2. **“Associate Member”** means a member of the Institution, with associate membership, as contemplated in Section 2.10 of this Constitution
- 1.1.3. **“Board”** means those Members elected to serve as Directors on the Board of The Institution.
- 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. **“Chairperson”** means the Chairperson of the Board, Executive and/or Sub-Committees of the Institution, respectively.
- 1.1.6. **“Code of Conduct”** means a code of conduct of the Institution approved by the Board from time to time.
- 1.1.7. **“Company Secretary”** means the person designated by the Board to fulfil the duties and responsibilities assigned to that position.
- 1.1.8. **“Constitution”** means this 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. **“ECSA”** means The Engineering Council of South Africa.
- 1.1.11. **“Effective Date”** means the date on which this Constitution is approved by all its relevant stakeholders.
- 1.1.12. **“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.

- 1.1.13. **“ICMEESA”** means the acronym for The Institution of Certificated Mechanical and Electrical Engineers, South Africa.
- 1.1.14. **“Member”** means a “Member” of the Institution as a person who has been accepted in a n 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 and unless the context should otherwise indicate, the male gender shall include the female and vice versa.
- 1.1.15. **“President”** when used means "Chairperson of the Board".
- 1.1.16. **“Proxy”** means the right of an existing member to be represented by another member at an Annual General Meeting or Special General Meeting, or a meeting of Members. The authority to represent someone else, especially in voting or e-voting and the document authorizing a person to vote on another's behalf.
- 1.1.17. **“Rules”** means "rules" and "rules of the Institution" as contemplated in Section R.
- 1.1.18. **“Special Resolution”** means a resolution adopted with the support of at least 75% (seventy-five percent) of the voting or e-voting rights exercised on the resolution.
- 1.1.19. **“The Institution”** means The Institution of Certificated Mechanical and Electrical Engineers, South Africa as constituted herein.
- 1.1.20. In this Constitution, and in the Rules of Play, unless the context should otherwise indicate, the male gender shall include the female and vice versa.

1.2. Head Office

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

1.3. 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.

1.4. Mission Statement

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

- 1.4.1. Representing the Certificated Engineer with pro-active participation on statutory, educational and professional decision-making bodies.
- 1.4.2. Regular formal and informal communication to and between Members to promote member interaction, fellowship and ongoing professional development of the Certificated Engineer.
- 1.4.3. Continuous professional development through Continued Professional Development recognised by ECSA.
- 1.4.4. Active participation at branch level to promote members interaction and provide a platform for professional social networking.

1.5. Objectives

- 1.5.1. To develop the Institution as the natural professional home for engineering general practitioners adequately qualified by education and experience to take full responsibilities for persons and machinery in both electrical and mechanical branches of engineering.
- 1.5.2 To promote the general advancement of the electrical and mechanical engineering sciences and 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.
- 1.5.3 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.
- 1.5.4 To support the efficient administration of the existing laws pertaining to the mechanical and electrical engineering professions and recommend amendments thereto as and when considered desirable.
- 1.5.5 To award study grants and bursaries to aid in meeting the objects.
- 1.5.6 To do all things incidental or conducive for the attainment of any or all the above goals.

1.6 Administration

1.6.1 Financial Year

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

1.6.2 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 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. Except for 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 Mine Health and Safety Act (Act 29 of 1996) and Regulations 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 Board 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.

2.3. Powers of the Board regarding Membership

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

2.3.2. Any eligible person may apply to the Board to be elected or transferred to any grade, except that of Honorary Member, but if the Board, at its discretion, refused or defers such an election or transfer, the Board may prescribe requirements for any grade of membership in addition to those set-in clauses 2.4 to 2.12.

2.4. 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 be done in an electronic format such as e-voting.

2.5. Honorary Membership Grade

2.5.1. An Honorary Member shall be a person whom the Board 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 Board specially wishes to honour for remarkably important services rendered to the Institution.

- 2.5.2. An Honorary Member shall be elected by the Board and each such election shall be announced at the following Annual General Meeting of the Institution.
- 2.5.3. The election of an Honorary Member shall take place at a Board meeting, due notice been given at the previous Board meeting, and a citation made available to all the Board members. The election shall be done per an electronic voting ballot and shall require the unanimous vote of the Board members.
- 2.5.4. Except in/under exceptional circumstances, there shall not be more than 2 (two) Honorary Members elected in any one financial year.
- 2.5.5. Honorary Members shall enjoy all the privileges and rights of a Life Membership grade.

2.6. 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 Board Meeting after due notice shall have been given at a previous Board Meeting. The election shall be announced at the next General Meeting. Life Members shall not be liable for any future membership subscriptions.

2.7. Senior Membership Grade

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

2.7.2. 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.

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

2.8. Member Membership Grade

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

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

2.9. Student Membership Grade

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

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

2.9.3. 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

2.9.4. is desirous of becoming a Corporate Member on attainment of an Engineer's Certificate of Competency.

2.10. Associate Membership Grade

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

2.10.2. has attained the age of 30 years; and

2.10.3. held a position of responsibility in the engineering field for at least five (5) years; and

2.10.4. 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.

2.11. Patron Membership Grade

2.11.1. A candidate for election to the grade of Patron shall be a company or person who, in the opinion of the Board, is a fit and proper company or person whose election would conduce to the interests of the Institution and who shall satisfy the Board that such company or person:

2.11.2. is involved in the field of engineering activity, or is an employer of certificated engineers, or

2.11.3. 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

2.11.4. has rendered important services to electrical and/or mechanical engineering in commerce, finance, law, science or education.

2.12. Retired Membership Grade

2.12.1. 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 Board 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.

2.12.2. Membership of in excess of 30 years standing as Member or Senior Member – subscription will be nil.

2.12.3. Membership of 20-29 years standing as Member or Senior Member – subscription will be 25% (twenty-five percent) of Member rate.

2.12.4. Membership of 10-19 years standing as Member or Senior Member – subscription will be 50% (fifty percent) of Member rate.

2.13. Resignation

2.13.1. 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 Board may decide.

2.14. Forfeiture of Rights

2.14.1. 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.

2.15. Suspension or Expulsion

2.15.1. Should ten or more members address to the Board in writing, a protest against the continued membership of the Institution of any member, the Board shall institute an enquiry within one month of receiving the protest, by three Corporate members, nominated by the Board, who shall present their findings to the Board and should it resolve that the protest is justified, it shall be entitled by unanimous resolution of members present to:

2.15.2. suspend such member for such period as it may deem fit, or

2.15.3. call upon such member to resign, or

2.15.4. to strike his name from the Membership Register.

2.15.4.1. The member must be notified in writing of the decision of the Board within 7 (seven) days of the decision reached.

2.16. Appeal against suspension or Expulsion

2.16.1. Should the member disagree with the actions under 2.15 he may submit a written appeal, addressed to the Chairperson/President of the Institution, detailing the reasons for the appeal. Upon receipt of the

appeal the Board 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.

2.17. Contravention of Constitution and Rules

2.17.1. Any member who shall wilfully contravene the Constitution and Rules of the Institution or who shall have been guilty of such conduct which, in the opinion of the Board, has rendered him unfit to be a member, may be expelled from the Institution and struck off the Membership Register by resolution of the Board.

2.18. Certificate of Membership

2.18.1. Every member shall be entitled to receive a certificate of membership, signed by the Board Chairperson and the Company 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.

2.19. Membership Accreditation

2.19.1. 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 Life Membership shall also designate Senior Member or Member.

2.19.1.1. Honorary member – HonMICMEESA

2.19.1.2. Life member – LMICMEESA

2.19.1.3. Senior member – SMICMEESA

2.19.1.4. Member – MICMEESA

2.19.1.5. Student member – SICMEESA

2.19.1.6. Associate member – AICMEESA

2.19.1.7. Patron member – PICMEESA

2.19.1.8. Retired member – RICMEESA

3. THE BOARD

3.1. Management

3.1.1. The Management of the affairs of the Institution shall be vested in the Board of Directors, 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 Rules. Members of the Board shall hold office until their successors have been elected.

3.1.2. Composition of the Board

The Board shall consist of The Chairperson, The Immediate Past President/Chairperson, The Incoming Chairperson, The Honorary Treasurer and not less than 6 (six) Corporate Members of the Institution.

3.2. Functional Committees

3.2.1. The Board shall, as required, establish Functional Committees to manage all aspects of the operation of the Company.

3.2.2. A Board shall appoint a Director to act as chairperson on each of these Functional Committees.

3.2.3. The Board may from time-to-time delegate its authority in terms of an approved framework to these Functional Committees or Company Secretary 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.

3.2.4. Such delegation of duty to the Functional Committees or Company Secretary shall be drawn up and signed at a Board meeting as a resolution.

3.2.5. Committees shall be listed in the Rules appended hereto.

3.2.6. These Functional Committees shall report into the Board and provide formal reports at Board Meetings, and on an *ad hoc* basis, as the case may be.

3.3. Appointment of Board Members

3.3.1. The Board Members shall be Members of the Institution in good standing, who have been full members of the Institution for a period of at least 6 (six) years and who has served on one or more Functional Committee of the Institution, contemplated under the Rules for 2 (two) years during that period.

3.3.2. Such members shall be appointed by the Board following their nomination by the Members at a Meeting of Members called for that purpose.

3.3.3. The Board may, at its discretion, waive time frame requirements of clause 3.3.1 above, where it deems it appropriate and advantageous to the Board.

3.4. Retirement of Board Members

- 3.4.1. At least a third of the Members of the Board shall retire annually in rotation and shall be eligible for re-election. The nominations and election of Corporate Members to the Board shall be as set out in the Rules.

3.5. Forfeiture of Board Membership

- 3.5.1. Should any member of the Board absent himself from 3 (three) consecutive Board meetings or 4 (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.

3.6. Casual Vacancies

- 3.6.1. Should a vacancy on the Board occur by reason of the resignation, death or forfeiture of the seat of a member, the Board shall have the power to fill such vacancy for the unexpired period of the current year.

3.7. Board Meetings Quorum and Voting

- 3.7.1. The Board shall meet as often as the business of the Institution requires. At meetings of the Board attendance by 50% (fifty percent) of the elected Board members shall form a quorum and all matters 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 Board 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).

- 3.7.2. If within half-an-hour from the time appointed for the Board Meeting a

quorum is not present, the meeting shall stand adjourned for 7 (seven) days at the same time and place and if at that adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting those present and entitled to vote shall form a quorum.

3.8. Functional Committee Meetings Quorum and Voting

3.8.1. The quorum for the Functional Committee meetings shall be attendance by 50% (fifty percent) of its 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.

3.8.2. If within half-an-hour from the time appointed for the Board Meeting a quorum is not present, the meeting shall stand adjourned for 7 (seven) days at the same time and place and if at that adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting those present and entitled to vote shall form a quorum.

3.9. Chairperson at meetings

3.9.1. At each Board meeting the Chair shall be taken by the Chairperson/President, or in his absence, a Vice Chairperson or, in the absence of all of them, a Member of the Board elected by the members present.

3.10. Procedure and Appointment of Committees

3.10.1. The Board may regulate its own procedure and appoint committees to facilitate its work. The Chairperson/President shall be ex officio a member of all committees.

3.11. Co-opted Members

3.11.1. The Board may for any cogent reason co-opt by unanimous vote of those present not more than 5 (five) additional members to a specific meeting of the Board, in addition to those persons specified in clause 3.1.1. They shall have the privileges and responsibilities of elected Board Members and shall hold office only for the current session of that specific Board meeting.

3.11.2. The Board may co-opt a Member, including Student and/or an Associate membership grade to attend a particular meeting. They will not have the privileges and responsibilities of an elected Board Member and therefore have no voting rights.

3.12. Publications

3.12.1. The Board 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.

3.13. Control of Assets

3.13.1. All funds, property and assets of the Institution shall be vested in the Board, which shall stand possessed thereof in a 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 Board may, from time to time determine. The Board shall be the legal trustee of the Institution and shall have the direction of all gifts or bequests made to the Institution.

3.14. Secretariat

3.14.1. The Board shall have the power to appoint a Company Secretary and other officials and to remunerate them. The Company Secretary and such other officials shall be employed by the Board and they shall perform such duties for which they are employed.

3.14.2. Such duties shall be written in the form of Key Performance Areas as may be determined and/or altered by the Board from time to time.

3.15. Membership Register

3.15.1. The Secretariat shall keep a complete electronic register of names, addresses and grades of all members which shall be regularly backed-up.

3.15.2. All personal information of members shall be protected in terms of The Protection of Personal Information Act, No.4 of 2013 (POPIA) and shall never be shared with any person or outside parties.

3.16. Rules

3.16.1. The Board may frame Rules for the proper conduct of business of the Institution and the management of its affairs; such Rules may at any time be added to or amended by the Board. All Board members shall be notified of such alterations or additions with a formal motion at a Board meeting with 67% (sixty seven percent) in favour. Thereafter they will be formalised at the next proceeding Board meeting. All Members will be appraised of such changes.

3.17. Annual Report

- 3.17.1. The Board shall submit to each Annual General Meeting of Members 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.

3.18. Interpretation

- 3.18.1. In case of doubt as to the meaning of any portion of the Constitution and Rules, the interpretation of the Board shall be binding upon the members.

4. MEETINGS OF THE MEMBERS

4.1. Venue of Meetings

- 4.1.1. All meetings of the Members shall be held at such a place in Southern Africa as the Board may determine.
- 4.1.2. Meetings of members may be held by making use of any suitable Virtual Platform used for such purpose.

4.2. Ordinary General Meetings of Members

- 4.2.1. Ordinary General Meetings of the Institution shall be held on such dates as may be determined by the Board.
- 4.2.2. Any Special General Meeting of Members other than the Annual General Meeting of Members shall be convened on not less than 14 (fourteen) 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 7 (seven)

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 Meeting of Members shall be held within 3 (three) months of the end of each financial year, on a date determined by the Board.

4.3.2. Annual General Meetings of Members shall be convened by the Board Chairperson on not less than 21 (twenty-one) 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 of Members shall include:

4.3.3.1. Receiving and commenting on the Annual Report on the activities and position of the Institution.

4.3.3.2. Receiving and commenting on the Audited Financial Statement and Statement of Financial Position.

4.3.3.3. To vote on the Board positions that are or shall fall vacant and elect Members thereto.

4.3.4 A quorum at any AGM or Special General Meeting shall be a minimum of 15 members in good standing.

4.4. Special General Meetings of Members

4.4.1. 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.

4.4.2. The Board may at any time convene a Special General Meeting.

4.4.3. The Board shall convene a Special General Meeting within 30 (thirty) days upon the written application of 10 (ten) corporate members, provided such application specifies the objectives for which the meeting is required.

4.5. Notice of Meetings of Members

4.5.1. Notices convening Annual General Meetings, Ordinary General Meetings and Special General Meetings of Members shall be dispatched to members not less than 7 (seven) days, seven days and 14 (fourteen) days, respectively, prior to the dates determined for such meetings.

4.6. Omission of Notice of Meetings

4.6.1. The accidental omission to give notice to any member of any meeting of the Institution shall not invalidate any resolution passed at such meeting.

4.7. Chairperson of Meetings

4.7.1. The Board Chairperson or, in his absence, a past Board Chairperson, or in the absence of them both, a Member elected by the meeting shall take the chair at all meetings of the Members.

4.8. Voting

4.8.1. Any business before a General Meeting, other than that specified in Clause 4.9 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.

4.8.2. 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 Board shall have the power to institute a postal vote, (e-voting) or ballot.

4.9. Amendments to the Constitution

4.9.1. Alterations 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 67% (Sixty Seven 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. If the use is made of a Virtual platform, voting shall be conducted by making use of a suitable electronic polling system.

4.9.2. At least 14 (fourteen) days prior written notice specifying the changes intended, is to be given to all members of the Institution.

RULES OF THE INSTITUTION OF CERTIFICATED MECHANICAL AND ELECTRICAL ENGINEERS, SOUTH AFRICA

R1. Preamble

The Rules of the Institution have been framed by the Board and shall fall under the jurisdiction of the Board.

R2. Interpretation and Definitions

Interpretations and Definitions of the Constitution shall apply to the Rules unless the context indicate otherwise

R3. Functional Committees (FCs) of the Institution

The following Committees of the Institution shall be formed and operate as independent Committees – reporting directly to the Board on a Quarterly basis. Potential future Board Directors to be identified through Functional Committee contributions and appeals to the general membership shall be made as and when the need presents itself. The organisational structure of the Functional Committees, and the composition of each shall be reviewed at each Board Meeting.

R3.1 Strategy Committee

R3.1.1 The Board shall appoint, from its own members, a Strategy Committee and such other Members as the Board may deem fit, who will attend to all Strategic matters directing the future of the Institution.

The Chairperson of this Committee shall be the Board Chairperson

R3.1.2 Broad functions of this Committee would be to:

- Look into matters of strategic importance to the Institution to ensure longevity of the Institution,
- This committee should manage the focus points of Policy, Risk, Communication and Business Development and other strategic functions.

R3.2 Finance Committee

R3.2.1 The Board shall appoint, from its own members, a Finance Committee which shall consist of the Honorary Treasurer, the Board Chairperson and such other Members as the Board may deem fit. The Honorary Treasurer shall be the Chairperson of this committee.

R3.2.2 Additional Members of the Institution may be co-opted onto the Finance Committee from time to time for learning purposes.

R3.2.3 The duties of the Finance Committee shall be as stipulated below, but not necessarily limited to these items, as follows:

- To carry out all necessary financial transactions as per a “Delegation of Authority” as contemplated and declared by the Board from time to time. Such delegation of authority shall be acknowledged by each Honorary Treasurer on appointment,
- Recommend to the Board any change in membership fees on an annual basis,
- Prepare an annual Budget,
- Be responsible to ensure that an Audited Financial Statement (AFS) is produced after the end of each financial year,
- To approve expenditure,
- To monitor the expenditures incurred monthly,
- To invest moneys into the highest interest bearing accounts,
- To ensure that internal controls are in place,
- To assist where necessary to ensure that membership fees are paid and up to date.

R3.3 Membership Committee Operating Procedure - Application for Membership or Transfer.

R3.3.1 The Board shall appoint, from its own members, a Membership Committee Chairperson, who, together with the Board Chairperson and such other

Members as the Board may deem fit, will attend to all Membership matters such as database management, registrations, value-add for members, membership changes, etc.

R3.3.2 An applicant for membership to the Institution or transfer to a higher grade shall submit his application on the prescribed form duly completed.

The Company Secretary shall arrange for necessary payment against admission and membership fees as determined by the Board shall be submitted with each application for membership.

R3.3.3 The membership Committee shall receive and consider all applications for membership and/or transfer of membership grades.

Such applications, when received by the Company Secretary, shall be forwarded to the Membership Committee members, who shall deliberate amongst themselves, each application, on its own merits.

If the Membership Committee is satisfied that the applicant complies with the requirements of Clause 2.3 to Clause 2.11 of the Constitution, his name with details of certificates and other relevant information shall be captured on the database, as a member, by the Company Secretary.

R3.3.4 The Chairperson shall notify the Company Secretary of the Committee's decision, who will then do the necessary documentation and recording of the applicants.

When an applicant is admitted or transferred, his name shall be announced at the next Board Meeting of the Institution after such election or transfer shall have been affected by the Membership Committee. All admissions or transfers must be reflected in the minutes of the meeting at which they were announced.

R3.3.5 Every application for admission shall be duly notified by the Company 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 Board.

R3.3.6 The Chairperson of the Membership Committee may, from time to time, co-opt Corporate Members of the Institution onto the Committee for learning purposes. Such co-opting shall be done with the prior approval of the Board.

R3.4 CPD Activity Committee

R3.4.1 The Board shall appoint, from its own members, a CPD Activity Committee Chairperson, who, together with the Board Chairperson and such other Members as the Board may deem fit, will attend to all CPD matters.

R3.4.2 The Chairperson of this committee shall, together with the Company Secretary, ensure that all applications for CPD Licenced Body and Service Providers is attended to timeously.

R3.4.3 Any application for a CPD Activity to be validated shall, upon receipt thereof, be forwarded by the Company Secretary to the CPD Activity Committee for necessary evaluation.

R3.4.4 The Chairperson shall, upon due diligence being applied to the application, confirm the status of the application which shall be dealt with as per ECSA procedures by the Company Secretary.

R3.4.5 The chairperson of the CPD Activity Committee may, from time to time, co-opt Corporate Members of the Institution onto the Committee for learning purposes. Such co-opting shall be done with the prior approval of the Board.

R3.5 Editorial Committee

R3.5.1 The Board shall appoint, from its own members, an Editorial Committee Chairperson, who, together with the Board Chairperson and such other Members as the Board may deem fit, will attend to all Editorial matters.

R3.5.2 The Editorial Committee shall be responsible for all editorial content that is placed and distributed on all Social Media platforms.

R3.5.3 The Website needs to be kept up to date with relevant documentation. Such documentation and updating is to be carried out by the Company Secretary, under the guidance of the Chairperson of the Editorial Committee.

R3.5.4 The chairperson of the Editorial Committee may, from time to time, co-opt Corporate Members of the Institution onto the Committee for learning purposes. Such co-opting shall be done with the prior approval of the Board.

R3.6 Engagement Committee

R3.6.1 The Board shall appoint, from its own members, an Engagement Committee Chairperson, who, together with the Board Chairperson and such other Members as the Board may deem fit, will attend to all Engagement matters.

R3.6.2 This Functional Committee shall engage with all stakeholders such as ECSA, other institutions, DoL, DMR, etc. in the interests of the Institution.

R4. Annual Subscription

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

R5. Subscription for Part of the Year

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 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.

R6. Arrear Subscription

Any member whose subscription is in arrears after the 30th (thirtieth) day of June in any year shall be sent notice in writing drawing attention to these Rules and his membership reviewed by the membership committee if no positive reaction has resulted within the following 90 (ninety) days.

R7. Defaulters

Any member whose annual subscription remains unpaid for one year may, by resolution of the Board, 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 Board Meeting

R8. Notice to Defaulters

Notice in writing, drawing attention to these Rules shall be sent to the defaulting member by the Company Secretary per registered post three months prior to the termination of the period mentioned.

R9. Nominations for Board

R9.1 A notice calling for nominations for the Board shall be sent to all corporate members not later than ninety days prior to the Board meeting immediately preceding the Annual General Meeting. The notice shall specify the number of vacancies on the Board. No member whose subscription is in arrear shall be eligible for election to the Board.

R9.2. Rotation of Board Members

At least a third of the current Board Members shall be rotated on a bi-annual basis applying the principle of first in first out unless there are more resignations than the number to be rotated.

R10. Acceptance of Nominations to Board

All nominations shall be lodged with the Company Secretary not less than sixty days prior to the date of the Board 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.

R10.1 Any person who is nominated to the Board needs to demonstrate to the current Board members that he/she has some experience in matters concerning the Board. Such nominated persons should have served a term as co-opted members on one of the Committees of the Institution formed under these Rules.

R11. List of Candidates for Board

At least fifty days prior to the Board meeting next preceding the Annual General Meeting, the Board shall cause to be forwarded to each member a list of all nominated candidates in the form of a ballot paper for purposes

of voting thereon. This shall only take place if the number of nominations exceeds the number of candidates as specified in clause 3.1.2 of this constitution. Ballot papers shall show a return of the number of Board and Standing Committee Meetings and General Meetings held during the year and the number attended by each member of the Board.

R12. Return of Ballot Papers

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

R13. Equality of Votes

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 Board meeting next preceding the Annual General Meeting by all the members present.

R14. Scrutineers

At the Board 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 Meetings.

R15. Serving of Notice

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

R16. Change of Address

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

In terms of the POPI Act, it is incumbent upon all members to keep the Institution informed of their personal details should such change at any time.

R17. Adjournment

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

R18. Papers and Copyright

All contributions and papers accepted by the Institution shall become the property of the Institution. Save by permission of the Board, 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.

R19. Branch Committee Election

The procedure for the election of a Branch Committee shall generally be similar to that prescribed for the election of the Board 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.

R20. Branch Committees

R20.1. 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.

R20.2. Nothing in this Constitution or Rules shall empower Branch Committees to contract debts in the name of the Institution or pledge the Institution's credit in any way.

R21. Professional Conduct

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.