



**The Constitution
of
The South African Institution of
Mechanical Engineering**

1 August 2012

Preamble

The South African Institution of Mechanical Engineers is the successor to The South African Institution for Engineers, which was formed on the 29th day of October 1910 by the amalgamation of The South African Association of Engineers which had its origins in 1892, and the Transvaal Institution of Mechanical Engineers which was established in 1898.

On the 8th day of December 1949 it was agreed that the name of The South African Institution of Engineers be changed to The South African Institution of Mechanical Engineers. On the 13th day of June 1994 the name was changed to the South African Institution of Mechanical Engineering.

This present Constitution incorporates the latest revisions to accommodate the needs of members in relation to developments in the practice of mechanical engineering and relevant legislation; it includes amendments up to and including those adopted at a Special General Meeting held on the 1 August 2012.

Interpretation and Definitions.

Words signifying the singular number shall include the plural number and vice versa, words signifying the masculine gender shall include the feminine and words signifying person shall include corporations, companies and firms, except where the context precludes such interpretation.

For the purpose of interpretation, the English text of the Constitution shall be accepted as the official and authorised version. In the event of any doubt or dispute as to the meaning or import of any portion of the Constitution, or any By-Law promulgated there under, the interpretation of the Council based on the English text shall be final and binding.

Except where inconsistent with the context of this Constitution:

‘Constitution’ shall mean the constitution of The South African Institution of Mechanical Engineering.

‘Council’ shall mean the Council of The Institution as defined in Section 7 of this Constitution.

‘ECSA’ shall mean the Engineering Council of South Africa.

‘Emergency’ shall mean any situation which requires immediate action by The Institution and where such action would normally require an extended period of consultation.

The term ‘member’ shall mean any person whose name is recorded on the membership register of The Institution irrespective of the grade under which he is registered, but when written ‘Member’ it shall mean a person who has been elected to the grade of Member in terms of clause 5.8 of the Constitution.

‘Quorum’ shall mean that number of voting members who must be present when any resolution is taken in order that such resolution shall be binding on The Institution.

‘The Institution’ shall mean The South African Institution of Mechanical Engineering as constituted herein.

‘Year’ shall mean the financial year of The Institution.

Constitution

1. Name

- 1.1. The name of the organisation hereby constituted shall be “The South African Institution of Mechanical Engineering”, hereinafter referred to as “The Institution”.
- 1.2. Subject to the approval of Council, the name of The Institution may be translated into any of the official languages of South Africa.
- 1.3. The Institution shall also be known by the acronym ‘SAIMechE’.

2. Body Corporate

- 2.1. The Institution shall have an identity and existence in its own right, separate from its members or office bearers.
- 2.2. The Institution shall have perpetual succession notwithstanding any change to the number or identity of its members or office bearers.
- 2.3. The Institution shall be capable of purchasing or otherwise acquiring, holding and alienating assets and property, movable or otherwise, or any interest therein.
- 2.4. The Institution shall be capable in its own name of suing and of being sued.
- 2.5. All assets and property of The Institution, both movable and immovable, shall be vested in and registered in the name of The Institution to the exclusion of its members.
- 2.6. The income and property of The Institution shall not be distributable to its members or office bearers, except as reasonable compensation for services rendered.
- 2.7. Members or office bearers of The Institution shall not have any rights in the assets or property of The Institution solely by virtue of their being members or office bearers.
- 2.8. The Institution is established as a non-profit organisation, and shall utilise surplus funds to further the objectives of The Institution.

3. Objectives

The objectives of The Institution are:

- 3.1. to serve the interests and needs of its members;
- 3.2. to advance the science, art and practice of mechanical engineering;
- 3.3. to promote and maintain high standards in the profession of mechanical engineering

4. Administration

Official Language

- 4.1. The official languages of The Institution shall be those of the Republic of South Africa. However, 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 outside organisation, who shall be liable for any actual cost to The Institution of such translation.

Administrative Offices

- 4.2. The administrative offices of The Institution shall be situated in Johannesburg, Republic of South Africa, or at any other location within the Republic of South Africa as determined by the Council.

5. Membership

The Membership

- 5.1. The Institution shall consist of Honorary Fellows, Fellows, Members, Associates, Company Affiliates, Graduates and Students. Honorary Fellows, Fellows, and Members only shall be entitled to the rights and privileges of Corporate Membership, as set out in the Constitution, and such members are hereinafter referred to as Corporate Members.

Recognition by ECSA

- 5.2. The Council shall monitor and control admissions and transfers to all 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 by ECSA.

Powers of Council with regard to Membership

- 5.3. No person, regardless of qualifications, shall be elected to membership of The Institution in any grade unless the Council is satisfied that he is a person whose election would be in the interest of The Institution.
- 5.4. The Council may prescribe requirements for any grade of membership additional to those set in clauses 5.6 to 5.12 inclusive of this Constitution.
- 5.5. A person may at any time apply to the Council to be elected or transferred to any grade, excepting that of Honorary Fellow, but the Council may, at its discretion, refuse or defer such election or transfer.

Honorary Fellow

- 5.6. An Honorary Fellow shall be a person intimately connected with mechanical engineering science or practice whom The Institution specially desires to honour for exceptionally important services rendered to The Institution or to mechanical engineering.
- 5.6.1. An Honorary Fellow shall be elected by the Council and each such election shall be announced at the following Ordinary or Annual General Meeting of The Institution.
- 5.6.2. The election of an Honorary Fellow shall take place at a Council meeting, due notice having been given at the previous Council meeting, and a citation made available to all Council members. The election shall be by ballot and shall require the unanimous vote of the Council members present.

- 5.6.3. Save in exceptional circumstances, there shall not be more than two (2) Honorary Fellows elected in any one calendar year.

Qualifications for Fellow

- 5.7. A Fellow shall, at the time of his election, fulfill the following conditions:-
- 5.7.1. He shall have been a Member of The Institution for at least 15 years.
 - 5.7.2. His election shall be proposed and seconded by Fellows of The Institution.
 - 5.7.3. He shall be such a person that his election as a Fellow would, in the opinion of Council, be in the interest of The Institution.

Qualifications for Member

- 5.8. A Member shall, at the time of his election, fulfill the following conditions:-
- 5.8.1. He shall hold a suitable qualification in mechanical engineering which shall be either:
 - 5.8.1.1. a qualification accredited by ECSA as leading towards registration as a Professional Engineer;
 - 5.8.1.2. a qualification accredited by ECSA as leading towards registration as a Professional Engineering Technologist;
 - 5.8.1.3. a qualification accredited by ECSA as leading towards registration as a Professional Engineering Technician;
 - 5.8.1.4. a qualification accredited by ECSA as leading towards registration as a Professional Certificated Engineer; or
 - 5.8.1.5. a current registration with ECSA as a Professional Engineer, Professional Engineering Technologist, Professional Engineering Technician or Professional Certificated Engineer.
 - 5.8.2. A person qualified in terms of 5.8.1.1, 5.8.1.2, or 5.8.1.3 shall, at the time of his election, be at least three (3) years older than he was at the time the qualification was conferred on him.
 - 5.8.3. His election shall be proposed and seconded by Corporate Members of The Institution.
 - 5.8.4. He shall be such a person that his election as a Member would, in the opinion of Council, be in the interest of The Institution.

Qualifications for Associate

- 5.9. An Associate shall, at the time of his election, fulfill the following conditions:-
- 5.9.1. He shall be at least twenty-five (25) years of age.

- 5.9.2. He shall be a person who, by reason of training and experience, is capable of and interested in rendering a service to the field of mechanical engineering and The Institution.
- 5.9.3. His election shall be proposed and seconded by Corporate Members of The Institution.
- 5.9.4. He shall be such a person that his election as an Associate would, in the opinion of Council, be in the interest of The Institution.

Qualifications for Company Affiliate

- 5.10. A Company Affiliate shall at the time of its election, fulfill the following conditions:-
 - 5.10.1. The company shall be a registered private or public company or close corporation or recognised partnership.
 - 5.10.2. The company shall be involved in or associated with mechanical engineering.
 - 5.10.3. At least one employee of the company shall be either a Corporate Member of The Institution, or registered with the Engineering Council of South Africa as a Professional Engineer, Technologist, Technician or Certificated Engineer.
 - 5.10.4. The election of a company to the grade of Company Affiliate shall be proposed and seconded by Corporate Members of The Institution.
 - 5.10.5. The company shall of such standing in the mechanical engineering industry that its election as Company Affiliate would, in the opinion of Council, be in the interest of The Institution.

Qualifications for Graduate

- 5.11. A Graduate shall at the time of his election, fulfill the following conditions:-
 - 5.11.1. He shall be at least twenty-one (21) years of age.
 - 5.11.2. He shall hold at least one of the qualifications for a Member as described in 5.8.1.1., 5.8.1.2 or 5.8.1.3.
 - 5.11.3. His election shall be proposed and seconded by Corporate Members of The Institution.
 - 5.11.4. He shall be such a person that his election as a Graduate would, in the opinion of Council, be in the interest of The Institution.

Qualifications for Student

- 5.12. A Student shall, at the time of his election, fulfill the following conditions:-
 - 5.12.1. He shall be at least eighteen (18) years of age, but not more than twenty-five (25) years of age.

- 5.12.2. He shall be pursuing a course of study which would qualify him for the grade of Member as described in 5.8.1.
 - 5.12.3. Except with the approval of Council, no person shall remain in the grade of Student if he ceases to pursue a course of study as described in 5.8.1.
 - 5.12.4. His election shall not require a proposer or seconder but only the signature of the head of department of the tertiary institution at which he is pursuing his course of study.
 - 5.12.5. He shall be such a person that his election as a Student would, in the opinion of Council, be in the interest of The Institution.
- 5.13. Student membership may be retained only until the end of the year in which a Student reaches the age of twenty-five (25) years. Thereafter, continued membership of The Institution will be contingent on election to a higher grade of membership, unless in special cases the Council decides otherwise.

Notice to Candidate

- 5.14. Every candidate for election to membership of The Institution or for transfer from one grade to another grade of membership shall be duly notified in writing of the decision of Council regarding his application.

List of Members

- 5.15. A register of the names and addresses of all members shall be kept and this information shall be made available to all members from time to time as the Council may direct.

Certificates of Membership

- 5.16. The Council shall issue to every member a certificate showing the grade to which he has been elected, the date of his election to the grade, and his membership number. Such certificate shall remain the property of The Institution and shall, on request, be returned to The Institution.

Letters of Designation

- 5.17. A member of The Institution shall be entitled to use the following authorised letters designating his grade of membership of The Institution:-

Honorary Fellow	Hon FSAIMechE
Fellow	FSAIMechE
Member	MSAIMechE
Associate	Assoc. SAIMechE
Graduate	Grad. SAIMechE
Student	Stud. SAIMechE

- 5.18. No member shall adopt or describe himself by any other description or abbreviation than the authorised designations under 5.17 to indicate his grade of membership of The Institution, nor is any person who is not a member of The Institution entitled to describe himself as a member of The Institution or to make use of the above letters of designation.

Ethics and Professional Conduct

- 5.19. Every member of The Institution is required to conduct himself in such a manner so as to uphold the dignity of the profession of mechanical engineering, and shall act towards his clients and employers and others with whom his work is connected, in whatever capacity he may be engaged, in a manner consistent with the established traditions of The Institution and the profession.

Registration of Members with Branches

- 5.20. Every member shall be registered with a Branch. A Branch shall comprise all the members registered with it. Where no suitable Branch has been created, members may be registered with the Central Branch. A member may elect to be registered with a Branch of his choice, but a member may not be registered with more than one Branch.

Members Addresses and Serving of Notices

- 5.21. It shall be incumbent upon the members of all grades to notify The Institution in writing of any change of address, failing which they shall be deemed to have waived service of any notices or copies of any publication of The Institution, and the onus of notification of non-service shall rest with the member. A notice dispatched by hand or through the post to the address last registered with The Institution shall be deemed to have been duly served on the member. Any such non-service shall not exempt members from the liability for all payments due by them to The Institution.

Expulsion

- 5.22. Should the Council be of the opinion that the conduct of a member of any grade should become the subject of an enquiry with a view to ascertaining whether in the interests of The Institution there are grounds for his expulsion, or should five (5) or more Corporate Members think fit to draw up and sign a proposal for the expulsion of a member of any grade whatever and deliver the same to the Secretary to be laid before the Council for consideration, the Council shall convene a Special Meeting of the Council to conduct such enquiry as it may deem appropriate. The quorum for the said meeting shall be eight (8) Council members. The member whose expulsion is under consideration shall be given due notice of the enquiry and shall be entitled to attend with or without a legal advisor before the Council for the purpose of giving an explanation of his conduct and being heard in answer to the charge or charges made against him. If the Council does not find sufficient reason for expulsion, no entry of the enquiry shall be made in the Minutes; but if the Council at such Special Meeting does find good reason for expulsion of the member on the ground that he has in its opinion been guilty of dishonourable or improper conduct in any professional or other respect, and if at least three-quarters of the number of members of Council present at that meeting vote in favour of expulsion, the Council shall cause such person's name to be erased from the Register and thus expel him from The Institution. The Council shall notify the member of his expulsion in writing.

Resignation

- 5.23. A member may resign from The Institution by sending his written resignation to the Secretary together with payment of any moneys due. Any person who has so resigned may be re-admitted to membership at the discretion of the Council on payment of such fees as the Council may decide.

Liability of Members

- 5.24. The liability of members for the debts and commitments of The Institution is limited to the amount of any unpaid subscriptions.

Defaulters

- 5.25. A member whose annual subscription is unpaid after the 31st day of October in any year shall cease to be in good standing and shall not be entitled to receive the notices, publications or awards of The Institution nor to exercise any of the rights and privileges of membership.
- 5.25.1. A member whose annual subscription for a particular financial year remains unpaid for twelve (12) months after the start of that financial year, may, by resolution of the Council, be excluded from The Institution. He shall thereupon cease to be a member and his name shall be removed from the membership register. The notice of this exclusion shall be published in The Institution's formal notices, and the number of this clause being quoted as the reason for such exclusion.
- 5.25.2. All members whose subscriptions are outstanding after nine (9) months shall be advised in writing to their last known address that unless their subscriptions are paid within the twelve (12) months stipulated in clause 5.25.1 the Council will take the necessary steps to remove their names from the membership register without further notice.
- 5.25.3. Such exclusion shall not relieve the member from liability for the payment of any moneys due by him, but any person whose membership has so ceased may, at the discretion of the Council and on payment of all fees due, be reinstated within one year from the date of the resolution of the Council excluding him. Thereafter he may be readmitted only on such conditions as the Council may decide.
- 5.25.4. The Council may at its discretion if it is satisfied that there are good reasons for doing so, extend the period in which a member may pay the applicable subscription.

Forfeiture of Rights

- 5.26. Cessation of membership of The Institution shall entail forfeiture of the rights and title of membership, and interest in the funds, property and assets of The Institution.

6. Control and Management of The Institution

Control

- 6.1. The control of The Institution is vested in its Corporate Members, to whom is reserved the right to vote upon all matters affecting the policy of The Institution, and in particular,
- 6.1.1. the election of Council members;
- 6.1.2. any amendment to the Constitution;
- 6.1.3. the investment of The Institution's funds;

- 6.1.4. the criteria for admission of members; and
- 6.1.5. the winding up of the affairs of The Institution.

Management

- 6.2. Subject to the Constitution, and in conformity with the By-Laws, the management of the affairs of The Institution shall be vested in the Council, whose members shall be elected by formal elections held every two years by Corporate Members of The Institution and who shall hold office until their successors have been elected.

7. The Council

Composition of the Council

- 7.1. The Council shall consist of the following members:
 - 7.1.1. Seven (7) Corporate Members elected bi-annually at the Annual General Meeting.
 - 7.1.2. The Chairmen of each Branch formed under clause 7.21, and elected by the Branch members in accordance with the By-Laws.
 - 7.1.3. The Chief Executive Officer, appointed by the Council in accordance with clause 7.17. The Chief Executive Officer shall not be entitled to a vote on Council decisions.
 - 7.1.4. A maximum of four (4) Corporate Members co-opted by unanimous vote of the Council.

Office Bearers of Council

- 7.2. The Office Bearers of the Council shall be the President, the Vice-President and the National Treasurer.

Election of the Office Bearers

- 7.3. The Office Bearers of the Council shall be elected by the Council from amongst its members.

Office Bearer's Terms of Office

- 7.4. The terms of office of the Office Bearers shall be as follows:
 - 7.4.1. No person shall hold the office of President for more than four (4) consecutive years.
 - 7.4.2. No person shall hold the office of Vice-President for more than four (4) consecutive years.
 - 7.4.3. No person shall hold the office of National Treasurer for more than four (4) consecutive years.

Functions of the President

- 7.5. The functions of the President shall be:
- 7.5.1. to chair the Council meetings at which he is present,
 - 7.5.2. to oversee the management and strategic planning of The Institution,
 - 7.5.3. to exercise a casting vote at the meetings of Council in the event of an equality of votes,
 - 7.5.4. to prepare and present the Annual Report of The Institution at each Annual General Meeting,
 - 7.5.5. to represent The Institution at official functions

Functions of the Vice-President

- 7.6. The functions of the Vice-President shall be:
- 7.6.1. to fulfill the functions of President in the absence of the President,
 - 7.6.2. to ensure that the performance evaluation of the Chief Executive Officer is carried out as per his contract.
 - 7.6.3. in consultation with the National Treasurer and the Chief Executive Officer ensure that the conditions of employment of all SAIMEchE staff are fair, equitable and in compliance with all statutory requirements.
 - 7.6.4. to assist the President in his functions wherever necessary.

Functions of the National Treasurer

- 7.7. The functions of the National Treasurer shall be:
- 7.7.1. to oversee the financial performance and position of The Institution,
 - 7.7.2. to ensure sound financial control of the assets of The Institution,
 - 7.7.3. to prepare and present the audited Statement of Income and Expenditure and Balance Sheet of The Institution at the Annual General Meeting.

Responsibility of Council members

- 7.8. The members of Council shall take part in all the activities necessary for the management of The Institution and shall further the interests of The Institution to the best of their ability.
- 7.9. The Council shall assign responsibility for the following aspects of The Institution to members of Council, who shall oversee the functioning of The Institution within those aspects:
- 7.9.1. Membership, including compliance with ECSA's Requirements for Recognition as a Voluntary Association, or any other body that controls or oversees the engineering

profession.

- 7.9.2. Constitution, By-Laws and Rules
- 7.9.3. Communication and marketing
- 7.9.4. Education, training and development

Co-opted Council Members

- 7.10. The co-opted Council members shall have the privileges and responsibilities of elected Council members and shall hold office for the current Council session. The names of such co-opted Council members shall be published in the first possible issue of The SA Mechanical Engineer following their appointment.

Casual Vacancies on Council

- 7.11. The Council shall have power to fill any casual vacancy on the Council from amongst the Corporate Members. A member so elected shall hold office for the remaining portion of the current Council session.

Disqualification from Membership of Council

- 7.12. A member must not be elected as a member of Council if he -
 - 7.12.1. is an unrehabilitated insolvent ;
 - 7.12.2. has been convicted of an offence in the Republic of South Africa and was sentenced to imprisonment without an option of a fine, or, in the case of fraud, to a fine or imprisonment or both; or
 - 7.12.3. has, as a result of improper conduct, been removed from an office of trust.

Vacation of Council office

- 7.13. A member of Council must vacate his office if he -
 - 7.13.1. becomes disqualified in terms of 7.12 from being elected to Council;
 - 7.13.2. resigns by written notice addressed to the Council;
 - 7.13.3. is declared by the High Court to be of unsound mind or mentally disordered or is detained under the Mental Health Act, 1973
 - 7.13.4. has, without leave of the Council, been absent from three (3) consecutive meetings of the Council; or
 - 7.13.5. ceases to be permanently resident in the Republic of South Africa.

Executive Committee

- 7.14. The Executive Committee shall comprise the President, Vice-President, National Treasurer, Chief Executive Officer and other members of Council as the Council may elect. The Executive Committee shall carry out the executive functions of the Council during the

intervals between meetings of the Council. The Executive Committee shall normally meet monthly, and the quorum at the meetings shall be four (4) of the members.

By-Laws and Rules

- 7.15. The Council may frame, amend, add to or repeal By-Laws and Rules for the conduct of the business and the management of the affairs of The Institution which must be consistent with the Constitution, provided that such By-Laws and Rules
- 7.15.1. are circulated with the agenda to members of the Council prior to the meeting at which they are to be considered for approval;
 - 7.15.2. are approved by not less than two-thirds of the Council members present at the Council meeting;
 - 7.15.3. are brought to the attention of members of The Institution in the official publication of The Institution;
 - 7.15.4. shall become operative not later than two (2) months after the date of the meeting at which they were approved.

Policies and Strategies

- 7.16. The Council may establish the policies and strategies to be followed by The Institution so as to achieve the objectives of The Institution.

Chief Executive Officer

- 7.17. The Council may appoint a Chief Executive Officer at such remuneration and on such terms and conditions as it may think fit. The Chief Executive Officer shall be a Corporate Member of The Institution.

Secretariat

- 7.18. The Council may appoint Secretaries and other officers and servants and remunerate them. Such Secretaries, officers and servants shall hold office during the pleasure of the Council and they shall perform such duties as the Council shall set forth.

Incorporation of Kindred Organisations

- 7.19. The Council may, upon receipt of a request to that effect from any organisation with objectives similar to those of The Institution, arrange for the incorporation of such organisation into The Institution on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of The Institution convened for the purpose.

Specialist Sections

- 7.20. The Council may form a section or sections within The Institution to encourage the presentation of papers and discussions on technical subjects of specific professional interest to certain members of The Institution. The Council shall decide the conditions of admission to membership of such section or sections and the manner in which sectional meetings shall be conducted.

Branches

- 7.21. The Council may, at its discretion, and upon receipt of a written request signed by a representative number of Corporate Members resident in a specific region in Southern Africa, create a Branch of The Institution in such region. The objective of such a Branch shall be in accordance with 3, and the Branch shall be constituted and its affairs conducted in accordance with the rules approved for that purpose by the Council. The Council shall retain the power to dissolve a Branch.

Appointment of Committees and Representatives

- 7.22. The Council may appoint committees and/or representatives for such purposes and with such powers as it may decide. Such appointments and/or representatives may be made from members of The Institution or from such other persons as the Council may select to further to interests and work of The Institution. The President shall, by virtue of his office, be a member of all committees.

Reciprocity Arrangements

- 7.23. The President, or in his absence the Vice-President, may extend the privileges of The Institution to members of overseas institutions who are visiting the Republic of South Africa. Such privileges shall include those enjoyed by members, with the exception of voting powers at meetings, and may normally extend for a period not exceeding three (3) months.

Membership Fees

- 7.24. The Council shall determine the membership fees of The Institution, and shall cause the fees to be made available to all members and interested persons.

Remission of Membership Fees

- 7.25. The Council may, in exceptional circumstances, reduce or remit the current or arrear membership fees due by any member.

Annual Report and Accounts

- 7.26. The Council shall submit at each Annual General Meeting a report on the affairs of The Institution, together with the Statement of Income and Expenditure and Balance Sheet made up to the previous April 30th.

Minutes

- 7.27. The Council shall cause minutes to be kept of the proceedings of all meetings of The Institution, the Council, and the various committees.

Signatures

- 7.28. All documents and instruments except cheques and other instruments of payment required to be signed by The Institution shall be signed by any two (2) members of Council duly authorised thereto by resolution of The Council.

Emergency Action

- 7.29. The Council may take, in an emergency, any action deemed necessary in the best interest of The Institution and not specifically covered by the Constitution or the By-Laws.

Accountability of Council members

- 7.30. Each member of Council shall be accountable only in respect of his own acts and shall not be accountable for any acts done or authorised to which he shall not have expressly assented.

Council Meetings - Quorum

- 7.31. The Council shall meet as often as the business of The Institution requires, provided that there shall be at least two (2) meetings per year. At meetings of the Council, six (6) members shall form a quorum, and all matters shall be decided by vote of the majority, but before such vote is taken, a decision on any subject shall, at the desire of three (3) members present, be postponed until the succeeding meeting, and then shall be decided by the majority; a notice of the question thus postponed having been given in the notice calling the meeting.

Chairman

- 7.32. The President, or in his absence the Vice-President, or in the absence of them both a member of the Council elected by the meeting, shall take the Chair at all meetings of the Council. The Chairman shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

Legal Proceedings

- 7.33. In any legal proceedings by or against The Institution the Council shall in its capacity as such, act as The Institution in all matters necessitated by legal proceedings.

Indemnity

- 7.34. Each member of the Council and other committees of The Institution shall be indemnified by The Institution against any and all liabilities, obligations, costs, charges, losses and expenses incurred by The Institution as a result of his conduct during the course of the discharge of his duties, obligations or functions in terms of this Constitution. This indemnity shall not extend to circumstances where a member of the Council acted without the requisite authority conferred on him by this Constitution or otherwise by The Institution, or where such member acted in bad faith, was grossly negligent or committed a breach of duty or breach of trust. No claim or right of action by any member of The Institution will lie against any member of the Council in respect of that Council member's failure or refusal to discharge a duty, perform a function or exercise a power provided for in this Constitution, where such failure or refusal is made in good faith.

Interpretation

- 7.35. In case of doubt as to the meaning and import of any portion of the Constitution and By-Laws the interpretation of the Council shall be binding on the members.

8. Election of Members of Council

Nomination of Council Members

- 8.1. Candidates for Council shall be nominated by Corporate Members who shall each be entitled to nominate candidates for not more than the number of vacancies on Council. The Council shall cause nomination forms to be issued to Corporate Members at least sixty (60) days before the Annual General Meeting at which the incoming Council will be elected. All such nominations duly signed by the proposer, seconder and person nominated shall be lodged with the Council not less than twenty-one (21) days prior to the date of the Annual General Meeting.
- 8.2. Should the number of nominations exceed the number of vacancies, a ballot list, showing the full names of the candidates, their business addresses and occupations, shall be posted or emailed to each Corporate Member entitled to vote, at least fourteen (14) days prior to the date of the Annual General Meeting. Ballot papers duly completed shall be returned to the Council so as to reach it not less than noon on the day prior to the meeting.
- 8.3. Should the nomination list for the members to be elected to the Council not include the names of as many Corporate Members as are required to fill the vacancies on the Council, the Council shall nominate qualified Corporate Members to complete the list, and the Corporate Members nominated shall be declared elected at the Annual General Meeting.
- 8.4. The Council shall appoint not less than two (2) scrutineers from amongst the Corporate Members who shall not be members of Council, whose duties shall be to open and examine the ballot lists, and report the result of their scrutiny, which shall be final, to the Chairman at the Annual General Meeting.
- 8.5. In the event of an equal number of votes being recorded for two or more candidates, all of whom cannot be elected, such candidates shall be balloted for again by the Corporate Members present at the Annual General Meeting, and the ballot shall be conducted by scrutineers appointed at that meeting.

9. The Meetings of The Institution

Venue of Meetings

- 9.1. The meetings of The Institution shall normally be held in Johannesburg, but may be held at such other places in the Republic of South Africa as the Council may decide.

Chairman of Meetings

- 9.2. The President, or in his absence the Vice-President, or in the absence of them both, a Corporate Member elected by the meeting, shall take the Chair at all meetings of The Institution. The Chairman of any meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote.

Voting at Meetings

- 9.3. Every proposal submitted to any meeting, except as otherwise provided, shall in the first instance be decided by a show of hands of the members entitled to vote, but a ballot may be demanded by any six (6) Corporate Members. This ballot shall be taken forthwith and be supervised by two scrutineers appointed by the meeting.

Ordinary General Meetings

- 9.4. Ordinary General Meetings of The Institution shall be held on dates decided by the Council. Notices convening ordinary General Meetings shall be dispatched to members not less than

fourteen days prior to the dates of such meetings.

Powers of Veto – Ordinary General Meetings

- 9.5. Nothing relating to the management of The Institution shall be introduced or discussed at ordinary General Meetings.

Quorum for Ordinary General Meetings

- 9.6. The quorum for all ordinary General Meetings shall be fifty (50) Corporate Members, and a majority of votes shall carry any business before the meeting.

Annual General Meetings

- 9.7. The annual session of The Institution shall be from the 1st May of any year to the 30th April of the succeeding year. Annual General Meetings of The Institution shall be held during July, on a date decided by Council in order to receive and consider the Report of the Council, the Income and Expenditure Statement and Balance Sheet, the report of the accounting officer on the financial statements, the report of the scrutineers on the election of members of Council, and to conduct such other business as the Council may decide.

Quorum for Annual General Meetings

- 9.8. The quorum for all Annual General Meetings shall be fifty (50) Corporate Members, and a majority of votes shall carry any business before the meeting.

Special General Meetings

- 9.9. All meetings of The Institution, other than those detailed in 9.4 and 9.7, shall be designated Special General Meetings, and only such business as that specified in the notices convening these meetings shall be transacted.

9.9.1. The Council may, at any time, convene a Special General Meeting.

9.9.2. The Council shall convene a Special General Meeting within sixty (60) days of the receipt by the Secretary of a written application signed by not less than twenty (20) Corporate Members, provided such application specifies the objects for which the meeting is required.

Quorum for Special General Meetings

- 9.10. The quorum for all Special General Meetings shall be one hundred (100) Corporate Members and, subject to 12.1.1 and 12.1.2, a majority of votes shall carry any business before the meeting.

Notices of Annual General and Special General Meetings

- 9.11. Notices convening Annual General Meetings and Special General Meetings shall be dispatched to members not less than twenty-eight (28) days prior to the dates decided for such meetings.

Omission of Notice of Meeting

- 9.12. The accidental omission to give notice of any meeting of The Institution to any Corporate Member shall not invalidate any resolution passed at such meeting.

Voting by Proxy

- 9.13. A Corporate Member unable to be present at any Annual General Meeting or Special General Meeting may vote by proxy; the person appointed as proxy shall be a Corporate Member of The Institution and such appointment shall be in writing and shall be valid only for the meeting specified therein.

Adjournment of Meetings

- 9.14. The Chairman of any meeting may, with the consent of a majority of the Corporate Members present, adjourn the proceedings from time to time and from place to place.

10. Finance

Banking Account

- 10.1. The Institution's financial transactions shall be conducted by means of a banking account held with a registered South African financial institution.

Financial Year

- 10.2. The financial year of The Institution shall be from 1 May to 30 April.

Fees and Subscriptions

- 10.3. Every member, other than an Honorary member, shall be liable to pay the fees appropriate to his grade of membership, provided that the Council shall have the power to modify or waive any fee of subscription in exceptional circumstances. Annual subscriptions shall become due in advance on the 1st day of May in each year.

Vested in Council

- 10.4. All funds, property and assets of The Institution shall be vested in the Council for the time being in trust for The Institution. True accounts shall be kept of all monies received and expended by The Institution and of the assets and liabilities of The Institution.

Financial Reporting

- 10.5. Within one (1) month of the financial year end the Council shall draw up financial statements which shall comprise a statement of income and expenditure for the past financial year, as well as a balance sheet as at the final day of the past financial year. Within one (1) month of the financial statements being drawn up, the Council shall arrange for an accounting officer to review the financial statements and to submit a report to Council stating whether or not -

10.5.1. the financial statements of The Institution are consistent with its accounting records;

10.5.2. the accounting policies of The Institution are appropriate and have been appropriately applied in the preparation of the financial statements; and

10.5.3. The Institution has complied with the provisions of the Constitution which relate to financial matters.

10.6. The Institution must preserve each of its books of account, supporting vouchers, records of subscriptions or fee paid by its members, income and expenditure statements, balance sheets and accounting officer's reports in original or reproduced form for a period of ten (10) years.

Accounting Officer

10.7. No member or officer of The Institution shall be eligible for the position of accounting officer.

10.8. The Council shall decide on the qualifications and professional status of the accounting officer.

Control of Property

10.9. The Council shall have the power to purchase or sell, lease, mortgage or pledge or otherwise deal with all The Institution's property for the purpose of raising or borrowing money for the benefit of The Institution, or of investing The Institution's funds.

Cheques and Payment Instruments

10.10. All cheques and other instruments of payment shall be signed by the Secretary and one (1) other person duly authorised thereto by resolution of the Council.

General Reserve

10.11. The Council shall hold in reserve suitably invested a sum of money not less than the total subscription income for the previous financial year, no portion of which may be expended except by the authority of a Special General Meeting resolution, such resolution specifying the purpose for which the portion of the reserve may be spent, the amount authorised and the steps to be taken to restore the reserve.

Funds for Branches and Sections

10.12. The Council may from time to time allocate to Branches or Sections such funds and assistance as it may consider desirable.

11. Publications, Journals and Papers

The Official Publication

11.1. The official publication of The Institution shall be *SA Mechanical Engineer* which shall be published under such terms and conditions as the Council may determine from time to time. Every member of The Institution in good standing shall be entitled to receive one (1) copy of each issue of the publication.

Research Publication

11.2. The research publication of The Institution shall be called the *R&D Journal* which shall be published under such terms and conditions as the Council may determine from time to

time.

Other Publications

- 11.3. The Council may from time to time cause any other publication, deemed to be in the interest of members, to be issued and may make a charge therefore.

Presentation of Papers

- 11.4. Presentation of papers and discussions will normally take place at Branch meetings of The Institution. The council may prescribe the conditions under which certain papers or discussion may be presented.

12. Amendment to the Constitution

- 12.1. Should the Council consider it expedient to propose any amendment to the Constitution in the way of either addition, alteration or repeal, or should not less than fifty (50) corporate members express in writing to the Council a desire for such amendment, the same shall, at the discretion of Council, be either

12.1.1. considered at a Special General Meeting convened for that purpose, when it shall be necessary for the adoption of any amendment to the Constitution that not less than two-thirds of the corporate members' votes cast shall be in favour of the amendment; or

12.1.2. if deemed desirable by the Council, submitted to all corporate members for decision by a postal or electronic vote in the manner prescribed in the By-Laws, when, for the adoption of the proposed amendment, it shall be necessary that not less than twenty five percent (25%) of all members entitled to vote cast their votes, and that not less than two-thirds of the votes cast shall be in favour of the amendment.

- 12.2. Any resolution amending the Constitution passed at a Special General Meeting in terms of clause 12.1.1 or by postal or electronic vote in terms of clause 12.1.2 shall become operative at the date on which it was passed.

13. Winding up of The Institution

- 13.1. The Institution may be wound up and liquidated or amalgamated with any similar body by a resolution submitted to Corporate Members for decision by postal or electronic vote in the manner prescribed in the By-Laws, when, for the adoption of the resolution, it shall be necessary that not less than twenty five percent (25%) of all members entitled to vote cast their votes, and that not less than two-thirds of the votes cast shall be in favour of the resolution.

- 13.2. When The Institution is wound up, any surplus asset remaining after all liabilities have been met shall be transferred to another non-profit organisation having similar objectives to The Institution. The name of the non-profit organisation to which surplus assets shall be transferred shall be specified in the resolution described in 13.1.