

THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING

BY-LAWS 2000 Edition

1.0 The Code of Ethics of the Institution

- Code of Ethics
- 1.1 Members of the South African Institution of Civil Engineering who are registered as Professional Engineers, Professional Technologists (Engineering) or Registered Engineering Technicians, are bound to abide by the Code of Professional Conduct of the Engineering Council of South Africa. The Institution expects all its members to conduct their professional lives according to this Code of Ethics which serves as a guideline for maintaining the high reputation of the profession.
- 1.2 All members of the Institution in conducting their profession accept a duty of care to the public, their employers, fellow professionals, the environment, and to themselves. They are expected to act with regard to public safety and interest, fairness and loyalty to all with whom they are associated, devoted to the high ideals of personal honour and professional integrity, and with awareness of the responsibility to protect and conserve the environment.
- 1.3 All members are conscious of their duties to the authorities, the public, their employers, clients, other professionals, and to themselves. They acknowledge concern for the public welfare by providing for the safety of life and health of people who are affected by their work. They adhere to sound engineering standards and comply with the rules and regulations relating to the performance of their work.
- 1.4 Given their special understanding of civil engineering, they should report to the appropriate authority any situation of which they become aware where the safety of the public is seen to be at unreasonable risk.
- 1.5 All members should endeavour to enhance the public regard for their profession by extending public knowledge of their achievements and discouraging untrue, unfair or exaggerated statements concerning their work. They are expected not to make statements on civil engineering projects which create incorrect impressions of the project nor to leave any doubt whether those statements represent their own views or those for whom they act. While serving as witnesses before courts, commissions or other tribunals, they should not express opinions on civil engineering matters that are not founded on adequate knowledge and honest conviction.
- 1.6 All members recognise their duty to act as faithful agents or trustees, and to keep confidential any information obtained by them as to the legitimate business affairs, technical methods or processes of employers. They are expected to avoid any conflict of interest which might influence their actions or judgement by not holding any interest in suppliers of materials or equipment used by their employers or in any person or firm receiving contracts from their employers unless they disclose to those employers in advance the nature of their interest. They should present clearly to their employers the consequences which may arise from any aspects of their work if their engineering judgement is overruled.
- 1.7 All members are expected to conduct themselves towards their professional colleagues with courtesy and good faith, to give proper credit for their engineering work, to provide opportunity for professional development and advancement of their associates and subordinates, to promote the interchange of engineering information

and experience, and to uphold the principle of adequate compensation for engineering work. They should not accept any engagement to review the work of another civil engineering professional except with the knowledge of that person, or where the connection of that person with the work has been terminated. They should not injure the reputation or business interests of another civil engineering professional without justifiable cause, nor misuse a position of authority to adversely affect the legitimate interests of other civil engineering professionals.

- 1.8 Finally, in performing their duty to themselves, all members are expected to maintain the honour and integrity of their profession, and without fear or favour if called upon to do so, expose before the proper tribunals unprofessional or dishonest conduct by other civil engineering professionals. They should undertake only such work as they are competent to perform by virtue of their training and experience, and, if necessary, amplify their own expertise by retaining the services of other civil engineering professionals or specialists who are competent in the relevant fields. They should also expand their knowledge and expertise during their careers so as to continuously improve in the discharge of their duties and support the education and training of young Engineers, Technologists and Technicians to provide a well qualified engineering corps for the future.
- 1.9 By adhering to these principles, all members are able to promote their ideal of enhancing the quality of life of the community.

2.0 The Membership and Affiliation

Approval
Procedures

- 2.1 Election, admission or transfer to any membership grade, excluding Honorary Fellow, shall be approved by the Executive Committee through recommendations of the Membership Committee or the Electoral College of Fellows, as applicable.
- 2.1.1 The Membership Committee, a Standing Committee of the Executive Committee, shall function under the Chairmanship of a member of the Executive Committee. The committee shall comprise a minimum of three members of whom one shall be a representative of the Board for Technologists and Technicians. The committee shall consider all applications for membership, except for the grades of Honorary Fellow and Fellow.
- 2.1.2 The Electoral College of Fellows shall comprise the seven most recent Past Presidents and the last President of the South African Institute for Technicians and Technologists, who shall serve for 7 years. They shall consider all applications for election to the grade of Fellow.

Election
to the grade
Honorary
Fellow

- 2.2 Every proposal for the election of an Honorary Fellow shall be made by three members of the Council and shall be submitted first to the Executive Committee and if approved to a meeting of the Council, provided that the notice of intention to submit such proposal is included in the notice convening the Council meeting. If the proposal receives the support of four-fifths of the Council members present, voting by secret ballot, the candidate shall be duly elected.
- 2.2.1 A scroll on which is set out the election of the Honorary Fellow shall be presented to the person with a summarized citation at a suitable function of the Institution.
- 2.2.2 A list of Honorary Fellows shall be maintained at the Institution's National Office.

Election
to the
grade
of Fellow

- 2.3 A corporate member who has held a position of seniority and responsibility and who meets the requirements of the Constitution may:
- a) be recommended for election to the grade of Fellow by a Branch or Division Committee,
 - b) apply directly for election to the grade of Fellow.
- 2.3.1 A senior civil engineer or technologist who is not a member of the Institution and who complies with all the requirements of the Constitution for a corporate member and a Fellow, may apply, or be proposed, for admission to the Institution and election to the grade of Fellow.
- 2.3.2 Candidates for election to the grade of Fellow shall be proposed by at least three Fellows and the application form, as set out in the Appendix, shall be submitted to the Executive Director.
- 2.3.3 If the Electoral College is satisfied that the candidate complies with the requirements of the Constitution, and is in all respects a fit and proper person to be a Fellow, the election of the candidate shall be recommended to the Executive Committee.
- 2.3.4 The candidate will be accepted if the Executive Committee is satisfied that all requirements have been met.

- 2.3.5 Candidates accepted by the Executive Committee, who have been proposed by the procedure set out in By-Law 2.3 (a), will be invited to become Fellows. Transfer to the grade of Fellow will occur on receipt of a letter of acceptance from the candidate by the Executive Director and their membership fee as a Fellow shall become payable on 1 January of the year following their election.
- 2.3.6 For all other candidates accepted by the Executive Committee, the applicable fees due shall be as given in By-Law 6.1.2.
- Admission /transfer to the grade of Member
- 2.4 Every candidate for admission/transfer to the grade of Member shall submit to the Executive Director an application on a form, as set out in the Appendix hereto.
- 2.4.1 If the Executive Committee is satisfied that the candidate complies with the requirements of the Constitution, and is in all respects a fit and proper person to be a Member, the candidate shall duly be admitted.
- Admission /transfer to the grade of Technologist Member
- 2.5 Every candidate for admission/transfer to the grade of Technologist Member shall submit to the Executive Director an application on a form, as set out in the Appendix hereto.
- 2.5.1 If the Executive Committee is satisfied that the candidate complies with the requirements of the Constitution, and is in all respects a fit and proper person to be a Technologist Member, the candidate shall be duly admitted.
- Admission /transfer to the grade of Associate Member
- 2.6 Every candidate for admission/transfer to the grade of Associate Member shall submit to the Executive Director an application on a form, as set out in the Appendix hereto.
- 2.6.1 If the Executive Committee is satisfied that the candidate complies with the requirements of the Constitution, and is in all respects a fit and proper person to be an Associate Member, the candidate shall be duly admitted.
- Admission /transfer to the grade of Graduate Member
- 2.7 Every candidate for admission/transfer to the grade of Graduate Member shall submit to the Executive Director an application on a form, as set out in the Appendix hereto.
- 2.7.1 If the Executive Committee is satisfied that the candidate complies with the requirements of the Constitution, and is in all respects a fit and proper person to be a Graduate Member, the candidate shall be duly admitted.
- 2.7.2 Every Graduate Member, who obtains the requisite qualification for transfer to the grade of Member, Technologist Member or Associate Member as applicable, shall notify the Executive Director thereof and shall, within 3 months, submit an application for transfer to the applicable grade.
- 2.7.3 A Graduate Member, who has not transferred to the applicable higher membership grade within 5 years after obtaining a first level qualification recognised for the purpose by the Council, shall pay the annual membership fee of the applicable higher membership grade.

- Admission to the grade of Student Member 2.8 Every candidate for admission to the grade of Student Member shall submit to the Executive Director an application on a form , as set out in the Appendix hereto.
- 2.8.1 If the Executive Committee is satisfied that the candidate complies with the requirements of the Constitution and is in all respects a fit and proper person to be a Student Member, the candidate shall be duly admitted.
- 2.8.2 Every Student Member, who obtains the requisite qualifications for transfer to the grade of Graduate Member shall notify the Executive Director thereof and shall, within 3 months, submit an application for transfer to the grade of Graduate Member.
- 2.8.3 If it becomes apparent that a Student Member has qualified to be a Graduate Member, that member will automatically be transferred to the grade of Graduate Member.
- Admission to Senior status 2.9 Members, who are over 65 years of age, may apply to the Executive Director in writing to be admitted to Senior status.
- 2.9.1 At the discretion of the Executive Committee, any member who is under the age of 65 years and who has retired or left active work in the profession, but who wishes to retain membership of the Institution, may also apply to the Executive Director in writing for Senior status.
- 2.9.2 Members admitted to Senior status may be entitled to a reduced membership fee.
- Affiliation of a Participant 2.10 Every applicant for affiliation to a Branch or Division, shall submit to the Branch or Division Chairman concerned an application on a form, as set out in the Appendix hereto.
- 2.10.1 If the Branch or Division Committee is satisfied that the applicant complies with the requirements of the Constitution, the applicant shall be accepted as a participant, affiliated to the relevant Branch or Division.
- 2.10.2 The Branch or Division Committee shall not approve any application from a person applying to be a participant, who has a qualification in civil engineering and who may be eligible to be a member through a membership grade, and shall submit the application to the Executive Director for a ruling regarding eligibility as a participant from the Membership Committee.
- 2.10.3 On acceptance of a new participant, the Branch or Division Committee shall report the affiliation to the Executive Director, who shall ascertain that the requirements of clause 2.13.3 of the Constitution have not been breached, and if satisfied, shall issue a certificate of affiliation.
- 2.10.4 Participants may elect to receive the Institution's magazine, for which an additional subscription is levied.
- Constitution and By-Laws 2.11 A copy of the Constitution and By-laws shall, on application, be sent to every member when his election or admission is confirmed.

3.0 The Council

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| Election
of
Council | <p>3.1 A notice calling for nominations of candidates for election as ordinary members and members under the age of 36 of Council shall be sent annually to every corporate member at a date commensurate with the annual programme of the Institution. Such notice shall give the names of the Fellows who, as President, President-Elect, Vice-Presidents and Past Presidents, will be members of Council for the ensuing year.</p> <p>3.1.1 Every candidate for election to the Council shall be proposed by a corporate member and seconded by another corporate member.</p> <p>3.1.2 Every nomination shall be supported by a written statement signed by the nominee and signifying his willingness to accept office.</p> <p>3.1.3 Nominations shall be submitted to the Executive Director at a date commensurate with the annual programme of the Institution.</p> <p>3.1.4 Should only thirteen or fewer than thirteen candidates be nominated for election as ordinary members of Council they shall be declared duly elected.</p> <p>3.1.5 Should only two or fewer than two candidates be nominated for election as members under the age of 36 of Council they shall be declared duly elected.</p> <p>3.1.6 Should a ballot be necessary a voting paper shall be prepared in accordance with the form, as set out in the Appendix hereto, and a copy thereof mailed to every corporate member at a date commensurate with the annual programme of the Institution.</p> <p>3.1.7 Any voting paper that is returned to the Executive Director later than the due date as set annually, or that records votes for more than thirteen candidates for election as ordinary members of the Council or for more than two candidates for election as members under the age of 36 of Council shall be invalid.</p> <p>3.1.8 The Executive Committee shall appoint Honorary Scrutineers to count the votes and report the result of the ballot to the Executive Committee.</p> <p>3.1.9 The results of the ballot shall be forwarded to each Branch and Division as soon as the results have been reported to the Executive Committee.</p> <p>3.1.10 The Council may co-opt not more than two additional corporate members to serve on the Council during the remainder of the term of office of the Council; provided that the Council may co-opt such additional member subsequent to election of the Council to serve for the ensuing year.</p> <p>3.1.11 The Board for Technologists and Technicians shall appoint two of its members to serve on Council and their names shall be submitted to the Executive Director for inclusion in the list of other Council members to be reported to the Executive Committee.</p> |
| Notice
of
Meetings | <p>3.2 The Notice convening any meeting of the Council shall be mailed to all members of the Council not less than fourteen days before such meeting.</p> |

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| Chairman | 3.3 | The President shall preside at all meetings of the Council, provided that in the absence of the President, the President-Elect or, in the absence of the President-Elect, a Vice-President shall preside and provided further that, in the absence of the President, the President-Elect and the Vice-Presidents, the meeting shall elect as Chairman any member of the Council present. |
| Voting | 3.4 | Except as provided for in Clauses 2.19.1 and 5.7 of the Constitution and in By-Law 2.2 motions put in any meeting of the Council shall be decided by a simple majority of votes. |
| | 3.4.1 | The Chairman of such meeting shall have a deliberative and a casting vote but every other member of Council present, even though he may serve in a multiple capacity, may exercise only one vote. |
| Committees | 3.5 | The Executive Committee shall have power to appoint such committees as it may deem necessary and may appoint any person, whether or not a member of the Institution, to any such committee. |
| | 3.5.1 | Such committees shall report to the Executive Committee. |
| | 3.5.2 | The President shall ex officio be a member of all committees. |
| | 4.0 | The Board for Technologists and Technicians (BTT) |
| Election of the Board | 4.1 | A notice calling for nominations for candidates for election as ordinary members of the Board shall be sent annually to every Technologist Member and Associate Member qualified as a Technician at a date commensurate with the programme of the Institution. Such notice shall give the names of those elected as Chairman and Vice-Chairman and the Past-Chairman, who will be members of the Board for the ensuing year. |
| | 4.1.1 | Every candidate for election to the Board shall be a Technologist Member or an Associate Member qualified as a Technician and shall be proposed and seconded by another Technologist Member or Associate Member qualified as a Technician. |
| | 4.1.2 | Every nomination shall be supported by a written statement signed by the nominee and signifying his willingness to accept office. |
| | 4.1.3 | Nominations shall be submitted to the Executive Director at a date commensurate with the programme of the Institution. |
| | 4.1.4 | Should only nine or fewer than nine candidates be nominated for election as ordinary members of the Board they shall be declared duly elected. |
| | 4.1.5 | Should a ballot be necessary a voting paper shall be prepared and a copy thereof mailed to every Technologist Member and Associate Member qualified as a Technician, at a date commensurate with the programme of the Institution. |
| | 4.1.6 | Any voting paper that is returned to the Executive Director later than the due date or that records votes for more than nine candidates for election as ordinary members of the Board shall be invalid. |
| | 4.1.7 | The Board shall appoint Honorary Scrutineers to count the votes and report the result of the ballot to the Board. |

- 4.1.8 The results of the ballot shall be forwarded to each Branch and Division as soon as the results have been reported to the Executive Committee.
- 4.1.9 The Board may co-opt not more than two additional members to serve on the Board during the remainder of the term of office of the Board; provided that the Board may co-opt such additional member subsequent to election of the Board in November to serve for the ensuing year.
- Notice of Meetings 4.2 The notice convening any meeting of the Board shall be mailed to all members of the Board not less than fourteen days before such meeting.
- Chairman 4.3 The Chairman shall preside at all meetings of the Board, provided that in the absence of the Chairman, the Vice-Chairman shall preside and in the absence of the Vice-Chairman the meeting shall elect as chairman any member of the Board present.
- Voting 4.4 All motions put forward to any meeting of the Board shall be decided by a simple majority of votes of the members present. The Chairman shall have a deliberative and casting vote.
- Representative on Standing Committees 4.5 The Board shall appoint from its members a representative to serve on each Standing Committee.

5.0 Administration

- Postal Ballots 5.1 When a postal ballot is held the Executive Director shall post to each corporate member entitled to vote a ballot paper setting forth the matter upon which a vote is invited and giving the closing date for the ballot. Such closing date shall not be less than twenty-one days nor more than twenty-eight days after the date of posting the voting paper. Any voting paper received by the Executive Director after the closing date shall be invalid.
- Publication of Papers 5.2 Unless otherwise arranged, every paper presented to the Institution shall become the property thereof, and the Executive Committee shall have the sole right of publication, and may publish such paper in any manner and at any time it deems proper, provided that should the Executive Committee decide not to publish any paper, or fail to make a decision regarding the publication of any paper within six months of receiving it, the author shall have the right, after having giving notice in writing to the Executive Director of his intention, to arrange for it to be published as he may think fit.
- 5.2.1 Except as provided for in By-Law 5.2 no person shall publish or consent to the publication of any paper presented to and belonging to the Institution unless he has previously obtained the consent of the Executive Committee.
- 5.2.2 The Institution shall not be responsible for statements made or opinions expressed in any paper presented and published by it.

6.0 Fees

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| Entrance Fees and Subscriptions of members | 6.1 | The entrance fees and the annual subscriptions appropriate to the various residential classifications shall be as determined from time to time by Council. |
| | 6.1.1 | The annual subscription includes the fee for membership of one Division of choice and members who belong to more than one Division are required to pay an extra annual amount as determined from time to time by Council for each additional Division. The Divisions are as follows:

Construction Division
Information Technology Division
Transportation Engineering Division
Water Engineering Division
Division of Urban and Rural Development
Railway and Harbour Engineering Division
Geotechnical Engineering Division
Joint Structural Division of SAICE and ISE (London)
Environmental Engineering Division |
| | 6.1.2 | A candidate for membership or for transfer from one grade of membership to another is required to submit, together with the application form, the appropriate annual subscription, or additional subscription and the appropriate entrance or transfer fee in terms of these By-Laws. Should the application be unsuccessful, the monies submitted excluding the entrance or transfer fee will be refunded in full. |
| | 6.1.3 | The annual subscription and other dues of members could be waived or reduced subject to a full motivation submitted and accepted by the Executive Committee. |
| | 6.1.4 | The Executive Committee shall have the power, on behalf of the Council, to strike off the Roll, in terms of Clause 6.5.1 of the Constitution, the name of any member whose subscription is not paid within twelve months of due date. |
| | 6.1.5 | A list of the names of members to be considered for striking off shall be sent to each member of Council at least three weeks prior to the date of that meeting of the Executive Committee at which the list of names will be considered. |
| Entrance fees and Subscriptions of participants | 6.2 | A candidate to be a participant is required to submit together with the application form the appropriate entrance fee and annual subscription. Should the application be unsuccessful, the monies excluding the entrance fee will be refunded in full. |
| | 6.2.1 | The Branch or Division Committee in setting fees and subscriptions for individual participants shall take cognizance of the scale of fees and subscriptions for members and shall set the applicable individual participant fee and subscription at an appropriate level. |
| | 6.2.2 | The Branch or Division Committee shall issue invoices for the annual subscriptions of participants affiliated to the relevant Branch or Division and shall collect such monies due. |
| | 6.2.3 | The Branch or Division Committee shall have the power to remove the name of a participant whose subscription is not paid within twelve months of due date from the Participant List in terms of clause 6.11.1 of the Constitution. |

7. Special Purposes Reserve Fund

- Objectives
 - 7.1 The objectives of the Special Purposes Reserve Fund ("the Fund") are:
 - 7.1.1 to provide a stable and growing financial base for the present and future development of the Institution; and
 - 7.1.2 to use income derived from the Fund for any purposes in the furtherance of the objects of the Institution and the profession of Civil Engineering.
- Funds
 - 7.2 The fund shall consist of:
 - 7.2.1 such monies generated out of the activities or under the control of any Branch or Division (excluding funds emanating from the general revenue of the Institution) as that Branch or Division may allocate to the Fund either permanently or by way of purchasing of investment units;
 - 7.2.2 such of the accumulated funds of the Institution as the Council may from time to time allocate permanently to or invest in the Fund; and
 - 7.2.3 bequests and donations from members of the Institution or from any other source made:
 - (i) to the Fund; or
 - (ii) to the Institution and allocated by the Council to the Fund; or
 - (iii) to any Branch or Division and allocated by it to the Fund.
- Voting Rights Branches and Divisions
 - 7.3 Every Branch or Division that has donated monies to the Fund shall have a voting right determined as follows:
 - 7.3.1 1 (one) vote for each rand of the cumulative sum permanently contributed to the Fund, LESS current borrowings pursuant to By-Law 7.10.
 - 7.3.2 The sum of the individual voting rights of all the Branches and Divisions shall be termed "the Aggregate Branch and Division Vote".
- Voting Rights Chairman of Finance and Administration
 - 7.4 The Chairman of Finance and Administration (who shall act on instructions from the Finance and Administration Committee of the Institution) shall be entitled to a voting right that is dependent at any time upon the cumulative amount of the permanent contributions made to the Fund up to that time by the Council from the accumulated funds of the Institution, determined on the same basis as the voting rights of the Branches and Divisions in terms of By-Law 7.3.1 but subject to limiting values as defined in By-Law 7.4.1 below.
 - 7.4.1 Irrespective of the cumulative amount of the permanent contributions made to the Fund by the Council from the accumulated funds of the Institution, the voting right of the Chairman of Finance and Administration shall be subject to the following upper and lower limits:
 - (i) the voting right of the Chairman Finance and Administration may equal, but shall not exceed, the Aggregate Branch and Division Vote as defined in By-Law 7.3.2 and

- (ii) the voting right of the Chairman of Finance and Administration may equal, but shall not be less than half the Aggregate Branch and Division Vote as defined in By-Law 7.3.2.

Administration	7.5	The Fund shall be administered by the Board of Trustees.
Trustees	7.6	The Board of Trustees ("the Board") shall consist of:
	7.6.1	ex officio members comprising the Chairman of Finance and Administration and the other members of the Finance and Administration Committee and
	7.6.2	six members nominated by Branches and Divisions as hereinafter provided who shall hold office for one year or until the assumption of office by their duly appointed successors.
Branch and Division Representatives	7.7	By not later than one month after the expiry of the Institution's financial year, the Executive Director of the Institution shall determine the voting rights of each Branch and Division at the previous financial year-end in terms of By-Law 7.3 and shall invite each of the six Branches and Divisions whose voting rights are greatest to nominate one member to serve as a Trustee.
	7.7.1	Should any Branch or Division fail to nominate a member within one month after being invited to do so, the Council may nominate any member of the Institution to fill the vacancy.
	7.7.2	In the event of the death or resignation of a nominated Trustee, the Branch or Division which nominated him or was entitled to do so, shall be entitled to nominate a member to serve as Trustee in his place for the remainder of his term of office.
	7.7.3	The Board shall be entitled to co-opt any member or members for any specific purpose or for a limited period, but no co-opted member shall have any voting rights.
Investments	7.8	The Board -
	7.8.1	shall invest any monies of the Fund in such manner and on such terms and conditions and may vary any such investments, all as it deems fit; provided that Council may require the Board to draw up guidelines for the manner and nature of such investments for approval by Council from time to time;
	7.8.2	may exercise all the rights attaching to any shares, debentures or other securities held by it as an investment, which shall include but not be limited to the exercise of voting rights;
	7.8.3	may pay out of the income all expenses of or arising out of the administration of the Fund; and
	7.8.4	may obtain any legal advice required by it from time to time.
Interest on Permanent Contributions	7.9	Neither the Institution nor any Branch or Division shall be entitled to any interest or other income on any monies allocated permanently by it to the Fund. No income or interest accruing to the Fund from any such monies shall be taken into account for the purpose of determining the weighted voting right of any Branch or Division pursuant to By-Law 7.3.

- Grants and Loans
- 7.10 The Board shall have power, with the prior approval generally or specifically of the Council, to utilize income of the Fund for any purposes in furtherance of the objects of the Institution other than the normal and regular administration of the Institution's affairs. Without limiting the generality of the foregoing, the powers of the Board shall include the power to:
- 7.10.1 grant Funds to the Institution or any of its Branches or Divisions for any project or activity undertaken or proposed by the Institution or its Branches or Divisions; and
- 7.10.2 lend monies to Branches and Divisions subject to the limitation set out in By-Law 7.12.
- Temporary Investments
- 7.11 Any Branch or Division which has temporarily deposited funds with the Board shall be entitled:
- 7.11.1 at any time to withdraw its invested funds on giving notice for a period as determined from time to time;
- 7.11.2 to the pro-rata interest on the invested funds less a Management Fee on the amount withdrawn which shall be determined by the Board from time to time, and shall be subject to not less than 6 month's notice of variation.
- Loans
- 7.12 The Board shall be entitled, at its discretion, to lend to the Institution or any Branch or Division on application, up to ninety per cent of the funds permanently allocated by it to the Fund, for such period, at such rate of interest and on such terms and conditions as the Board may determine.
- Meetings
- 7.13 Not later than four months after the expiry of the Institution's financial year, the Executive Director shall convene the first meeting of the Board. At that meeting the Board shall appoint a Chairman, a Secretary and a Treasurer from among its members.
- 7.13.1 All other meetings shall be convened on instructions from the Chairman or on a written request of at least two Trustees.
- 7.13.2 Notice of at least 7 days shall be given of all meetings of the Board, unless all the Trustees agree to accept shorter notice.
- 7.13.3 At all meetings of the Board 3 (three) nominated members and 1 (one) ex officio member shall constitute a quorum.
- 7.13.4 The Chairman shall preside at all meetings of the Board. In his absence, the meeting shall elect any Trustee as Chairman of the meeting.
- 7.13.5 Decisions of the Board shall be made without any formal vote being taken. Should consensus not be reached, the proposal under consideration shall not be proceeded with, unless adopted by special vote in terms of By-Law 7.14.
- 7.13.6 Minutes shall be kept of all meetings of the Board and copies shall be sent to all Trustees.

- Resolutions for Special Voting 7.14 Any Trustee, and any Branch or Division which has a voting right as defined in By-Law No. 7.3 (hereinafter referred to as "a voting member"), shall be entitled at any time to submit to the Secretary of the Board in writing, a resolution dated as at the date of submission accompanied by a request to submit the resolution to a special vote.
- 7.14.1 Thereupon the Secretary shall in writing notify:
- (i) every voting member; and
 - (ii) the Chairman of Finance and Administration; and
- shall enclose a copy of the resolution and shall call for a special vote thereon. He shall also send a copy to other Trustees for information.
- 7.14.2 Within thirty days after the date of the notification referred to in By-Law 7.14.1, each voting member and the Chairman of Finance and Administration shall be entitled to submit in writing his vote on the resolution. The voting paper shall state specifically whether the vote is for or against the resolution, or whether the voter abstains.
- 7.14.3 On the expiry of thirty days after the notification referred to in By-Law 7.14.1, the Secretary of the Board shall count the votes received by him. Any voting paper received after that date shall be invalid.
- 7.14.4 For the purposes of a special vote:
- (i) each voting member shall be entitled to its voting rights determined in accordance with By-Law 7.3 as at the date of the resolution; and
 - (ii) the Chairman of Finance and Administration shall be entitled to a vote determined in accordance with By-Law 7.4 as at the date of the resolution.
- 7.14.5 A resolution passed by a simple majority of votes at a special vote shall be binding on the Board; provided, however, that if any such resolution would have the effect of amending these By-Laws, it shall not be effective unless it is:
- (i) passed by two-thirds majority; and
 - (ii) ratified by Council.
- 7.14.6 If, in the case of a special vote that would have the effect of amending these By-Laws, exactly two-thirds of the votes are in favour and exactly one-third against, the matter shall be referred by the Trustees to Council for determination in accordance with Clause 5.7 of the Constitution.
- Absence of the Chairman Finance and Administration 7.15 In the absence of the Chairman of Finance and Administration, his powers and functions under these By-Laws shall be exercised by any member of the Finance and Administration Committee appointed for that purpose by the Finance and Administration Committee.
- Disputes 7.16 Any query of dispute regarding the meaning or effect of these By-Laws or the interpretation thereof shall be referred to the Council, whose decision there-on shall be final and binding on the Board of Trustees and on every Branch and Division.

8.0 **Appendix**

- Form A: Recommendation/application for election as a Fellow.
- Form B: Application for admission/transfer to the grade of Member or Technologist Member
- Form C: Application for admission/transfer to the grade of Associate Member.
- Form D: Application for admission/transfer to the grade of Graduate Member.
- Form E: Application for admission as Student Member.
- Form F: Application for affiliation as a Participant
- Form G: Voting Paper for Council