

THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING

CONSTITUTION 2000 Edition

1. THE INSTITUTION

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| Title | 1.1 | The name of the Institution shall be: |
| | 1.1.1 | THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING |
| | 1.1.2 | DIE SUID-AFRIKAANSE INSTITUUT VAN SIVIELE INGENIEURSWESE |
| Mission | 1.2 | The mission of the Institution is to ensure that society is well served in its civil engineering needs, with particular emphasis on improvement of the quality of life, protection of the environment and conservation of resources, and to promote the justifiable interests of its members. |
| Objects | 1.3 | The objects of the Institution shall be the promotion of the science and practice of civil engineering and the advancement of the profession of civil engineering. For the furtherance of these objects, the Institution shall have the following ancillary powers which shall be exercised through the Council: |
| | 1.3.1 | to affiliate with, or become a constituent member of, any other organization, institution or society (international or otherwise) having objects wholly or partly similar to those of the Institution or which can in any way assist in the promotion of the objects of the Institution, and to contribute to the funds of such organization, institution or society; |
| | 1.3.2 | to purchase, to hire or otherwise to acquire any moveable or immovable property which may be deemed necessary for the purposes of the Institution; |
| | 1.3.3 | to sell, manage, let or hire, mortgage or otherwise deal with all or any part of the Institution's property; |
| | 1.3.4 | to open an account or accounts with a reputable bank, and to draw, accept and endorse bills, cheques, promissory notes and other negotiable instruments; |
| | 1.3.5 | to borrow or raise money upon credit, secured by any means, including mortgage of the Institution's property, or by overdraft from its Bankers; |
| | 1.3.6 | to invest any monies of the Institution not immediately required for any of its objects or commitments, in such manner as may from time to time be determined, provided that the income or profits from any investments shall be applied to the furtherance of the objects of the Institution; |
| | 1.3.7 | to engage and dismiss employees; |
| | 1.3.8 | to enter into contracts for the publication of journals, periodicals, leaflets, etc., upon such terms and conditions as to the Council may appear desirable; |

- 1.3.9 to institute legal proceedings in the name of the Institution, and to defend or oppose any legal action brought against the Institution and for that purpose to engage the services of attorneys and counsel and to pay their fees;
 - 1.3.10 to found bursaries or scholarships for the promotion of the study of civil engineering;
 - 1.3.11 to establish such Branches, Divisions, Sections and Student Chapters as the Council may deem desirable;
 - 1.3.12 to effect such insurances as may be necessary for the protection of the Institution's property;
 - 1.3.13 to obtain policies of insurance indemnifying the Institution against any contingent losses or claims howsoever arising;
 - 1.3.14 to establish pension funds and pension schemes for the employees of the Institution upon such terms and conditions as to the Council may appear desirable and to contribute on behalf of such employees to any medical benefit or medical aid schemes;
 - 1.3.15 to promote, to draft or to assist in promoting or drafting any bill or ordinance calculated to further the said objects for presentation to Parliament or any other legislative authority and to assist in procuring the enactment, promulgation and enforcement of relevant legislation;
 - 1.3.16 to make representations to any Minister, to any Government or to any public authority, relative to the necessity for the enactment of new legislation or for the amendment of any existing legislation or for the issue, repeal or amendment of regulations, by-laws, ordinances or rules in any way connected with or incidental to the said objects;
 - 1.3.17 To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Institution.
- National Office** 1.4 The administrative office of the Institution shall be in Johannesburg, South Africa, or at such other place as the Institution may from time to time decide.
- Official Languages** 1.5 The official languages of the Institution shall be those of the Republic of South Africa and the business of the Institution may be conducted in any of those languages.
- Ethics** 1.6 Members of the Institution shall uphold the dignity and standing of the profession of civil engineering and shall with full regard to the public interest faithfully discharge all their duties strictly in accordance with the Code of Ethics of the Institution, as set out in the By-Laws to this Constitution.
- Interpretation** 1.7 In this Constitution, unless there be something in the subject or context inconsistent therewith:

- 1.7.1 "the Institution" means the South African Institution of Civil Engineering, Die Suid-Afrikaanse Instituut van Siviele Ingenieurswese;
- 1.7.2 "in writing" means written, typewritten or printed;
- 1.7.3 "the Council" means the body elected in terms of Clause 3.1; and
- 1.7.4 the word "member" denotes any grade of membership of the Institution, but when written "Member" it denotes that particular grade of membership referred to in Clause 2.5 of the Constitution.
- 1.7.5 words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include the feminine. Words importing persons shall include corporations, companies and firms.
- 1.7.6 For the purposes of interpretation, the English text of the Constitution shall be accepted as the official or 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-Laws framed thereunder, then the interpretation of the Council based on the English text shall be final and binding.

THE MEMBERSHIP AND AFFILIATION

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| Membership | 2.1 | The membership of the Institution shall comprise two categories: |
| Corporate Category | 2.1.1 | Corporate members with full voting rights at all levels.

This category shall be comprised of the following grades: <ul style="list-style-type: none">• Honorary Fellows• Fellows• Members• Technologist Members |
| Non-Corporate Category | 2.1.2 | Non-corporate members with voting rights only at Branch and Division levels. <ul style="list-style-type: none">• Associate Members• Graduate Members• Student Members |
| Election, admission Transferral | 2.2 | The membership of the Institution shall comprise those persons whom the Council has elected, admitted or transferred to a particular grade, so long as they are members in good standing and their names appear on the Roll as such. |
| Honorary Fellows | 2.3 | Honorary Fellows shall be persons of distinction whom the Institution wishes to honour because of their services to the Institution, or to the profession, or because of their eminence. |
| Fellows | 2.4 | Fellows at the time of election shall: <ul style="list-style-type: none">2.4.1 have been a corporate member for at least two years, provided that the Council shall have power in exceptional circumstances to waive this requirement;2.4.2 be not less than thirty-six years of age;2.4.3 be actively engaged in civil engineering2.4.4 have been actively engaged in civil engineering for not less than fifteen years;2.4.5 have held for not less than five years a position of responsibility which in the opinion of the Council justifies their election; and, <ul style="list-style-type: none">2.4.6 (a) either hold a degree or other tertiary qualification in engineering recognised for the purpose by the Council,

or

(b) be a corporate member of an engineering institution or society recognised for the purpose by the Council. |
| Members | 2.5 | Members at the time of admission shall: <ul style="list-style-type: none">2.5.1 be registered as a Professional Engineer in terms of The Engineering Profession of South Africa Act, (Act 114 of 1990) if ordinarily resident in South Africa; |

- 2.5.2 be actively engaged as a civil engineer;
 - 2.5.3 have at least three years practical training and experience in civil engineering which in the opinion of the Council justifies admission;
- and,
- 2.5.4 (a) either hold a degree or national diploma from a University or Technikon or other academic qualification in engineering recognised for the purpose by the Council.
- or
- (b) be a corporate member of an engineering institution or society recognised for the purpose by the Council.

Technologist Members

- 2.6 Technologist Members at the time of admission shall;
 - 2.6.1 be registered as a Professional Technologist (Engineering) in terms of The Engineering Profession of South Africa Act, (Act 114 of 1990), if ordinarily resident in South Africa;
 - 2.6.2 be actively engaged in civil engineering;
 - 2.6.3 have at least three years practical training and experience in civil engineering which in the opinion of the Council justifies admission;
- and
- 2.6.4 (a) either hold a national diploma from a Technikon or other academic qualification in engineering recognised for the purpose by the Council,
- or
- (b) be a corporate member of an engineering institution or society recognised for the purpose by the Council.

Associate Members

- 2.7 Associate Members shall comprise:
 - 2.7.1 Technicians who at the time of admission shall:
 - (a) be actively engaged in civil engineering;
 - (b) be registered as an Engineering Technician in terms of The Engineering Profession of South Africa Act, (Act No. 114 of 1990);or
 - (c) have at least three years practical training and experience in civil engineering which in the opinion of the Council justifies admission;
- and
- (i) either hold such civil engineering tertiary qualification recognised for the purpose by the Council,
- or
- (ii) be a member of an engineering institution or society recognised for the purpose by the Council.

- 2.7.2 those persons who are not qualified in civil engineering but have achieved a status in the profession in which they have qualified which is comparable to that of a Graduate Member of the Institution. They shall also be connected with civil engineering so that their admission in the opinion of the Council will be in the interest of the Institution.
- 2.7.3 those persons not eligible for corporate membership who at the time of admission shall:
 - (a) hold such academic qualifications as may be acceptable to the Council, or have entered for and passed an ad hoc or other examination set by a panel of examiners nominated by Council,
 - (b) be actively engaged in civil engineering;and
 - (c) have at least three years practical training and experience in civil engineering which in the opinion of the Council justifies their election.

Graduate Members

- 2.8 Graduate Members shall comprise:
 - 2.8.1 persons who have graduated in civil engineering from a university recognised for the purpose by the Council;
 - 2.8.2 persons who have obtained a technical degree or diploma recognised for the purpose by the Council.
 - 2.8.3 persons who have passed an examination in civil engineering recognised for the purpose by the Council.
 - 2.8.4 A person shall not remain a Graduate Member after having obtained the requisite qualification for the appropriate higher membership grade.

Student Members

- 2.9 Student Members shall comprise persons:
 - 2.9.1 who at the time of admission have a valid registration as a student at a University or a Technikon with the intention of passing a degree or other examination in engineering recognised for the purpose by the Council; or
 - 2.9.2 who are undergoing a regular course of training recognised by the Council.
 - 2.9.3 When they have obtained a degree, diploma or other qualification in engineering, recognised for the purpose by the Council, they shall transfer to the grade of Graduate Member. A person may not remain a Student Member after graduating.

Liability and rights of members

- 2.10 The liability of members shall be limited to subscriptions which are due and payable and no member shall be liable for the debts or obligations of the Institution.
 - 2.10.1 Membership of the Institution shall not confer upon any member any right whatsoever to a share or a participation in any assets belonging to the Institution under any circumstances whatsoever.

2.10.2 Termination of membership for any reason whatsoever shall entail forfeiture of all rights of membership including the right to use letters of designation referred to in clause 2.11.

Letters of Designation

2.11 The members of the Institution shall be entitled to use the following letters to designate their grade in the Institution.

The members may not adopt any other abbreviations to indicate the various grades of membership of the Institution.

2.11.1 Honorary Fellow : Hon. FSAICE
Eregeenoot : Ere-GSAISI

2.11.2 Fellow : FSAICE
Genoot : GSAISI

2.11.3 Member : MSAICE
Lid : LSAISI

2.11.4 Tegnologist Member : TMSAICE
Tegnolooglid : TLSAISI

2.11.5 Associate Member : AMSAICE
Assosiaatlid : ALSAISI

Senior Status

2.12 Those members who are over 65 years of age and wish to retain their membership of the Institution at a reduced membership fee may apply for Senior status.

2.12.1 At the discretion of the Executive Committee, any member who is under the age of 65 years and who has retired from active work in the profession, may apply and be granted Senior Status.

2.12.2 Persons with Senior status retain either their corporate or non-corporate grade applicable.

2.12.3 Persons with Senior status in any grade shall be entitled to use the letters of designation of their grade prior to admission to Senior status.

2.12.4 Persons who have been admitted by the Council to Senior status before 31 December 1996 shall retain their special privilege of exemption of membership fees so long as their names are on the Roll as such.

Affiliation of Participants

2.13 Participants affiliated with a Branch or Division of the Institution with participation and discussion rights only at that level shall comprise:

- Individual Participants
- Participant Companies
- Participant Interest Groups

2.13.1 Participants of a Branch or Division shall be in association with, or interested in civil engineering or its associated disciplines and deal with the members of the Institution in terms of their individual and professional careers.

2.13.2 Participants of a Branch or Division shall comprise those persons/companies/interest groups whom the Branch or Division Committee has admitted so long as they are in good standing and their names appear on the Branch or Division Participant List as such.

- 2.13.3 A person with a qualification in civil engineering who is eligible to be a member through any membership grade will not qualify as a participant.
- Benefits of Participants** 2.14 Participants will receive such benefits from the Institution as determined by Council.
- Voting Rights of Participants** 2.15 Participants will not have any voting rights within the Institution nor shall they describe themselves as members of the Institution.
- Liability and rights of Participants** 2.16 The liability of participants shall be limited to subscriptions which are due and payable and no participant shall be liable for the debts or obligations of the Institution.
- 2.16.1 Affiliation of a participant with a Branch or Division shall not confer upon any participant any right whatsoever to a share or a participation in any assets belonging to the Institution under any circumstances whatsoever.
- 2.16.2 Termination of affiliation for any reason whatsoever shall entail forfeiture of all rights of affiliation.
- Certificate of membership/ affiliation** 2.17 Every member shall receive a certificate appropriate to their grade of membership, signed by the President and the Executive Director.
- 2.17.1 Participants shall receive a certificate of affiliation, signed by the Chairman of the Branch or Division and the Executive Director.
- 2.17.2 Certificates of membership or affiliation remain the property of the Institution. Should the holder of the certificate cease to be a member or a participant, the certificate must be returned to the Institution.
- Resignation** 2.18 A member may resign from the Institution by submitting to the Executive Director a written resignation together with any monies due by him.
- 2.18.1 The name of a member who has resigned will be removed from the Roll and he shall have no claim against the assets of the Institution.
- 2.18.2 At the discretion of the Executive Committee a person who has so resigned may be re-admitted on payment of fees which the Executive Committee may determine.
- 2.18.3 A participant may resign from a Branch or Division by submitting to the Branch or Division Committee a written resignation together with any monies due by him.
- 2.18.4 The name of the participant who has resigned will be removed from the Branch or Division Participant List and he shall have no claim against the assets of the Branch or Division or the Institution.
- 2.18.5 Resignations received within 60 days of 1 January of each year, will be processed without demand for payment of the subscription for the current year.
- Disciplinary action** 2.19 The Council shall have power to take disciplinary action against any member or participant.

- 2.19.1 The Council may expel a member or participant whose continued membership or affiliation would in its opinion be contrary to the interest of the Institution, provided that the matter has been submitted to a meeting of the Council of which due notice has been given and that not less than two-thirds of the members present agree by secret vote to such expulsion.
- 2.19.2 A member or participant whose expulsion is under consideration shall be advised by registered letter of the charges or complaints against him and of the date of the meeting of the Council at which the charges or complaints against him will be heard. Such registered letter shall be posted at least twenty-eight days before the date of the meeting. Such member or participant shall be entitled to be present in person at such meeting, or alternatively shall be entitled to submit in writing his defence to the charges or complaints.
- 2.19.3 The name of a member who has been expelled, shall be removed from the Roll and the Council shall have the power to publish the fact.
- 2.19.4 The name of a participant who has been expelled, shall be removed from the Branch or Division Participant List and the Council shall have the power to publish the fact.

3. **THE COUNCIL**

- Management**
- 3.1 The management of the affairs of the Institution shall be vested in the Council whose members shall hold office for one calendar year, or until the assumption of office by their duly appointed successors.
- 3.2 The Council shall comprise:
- 3.2.1 the President (who will chair the meeting);
- 3.2.2 the President-Elect;
- 3.2.3 Vice-Presidents to fulfil specific tasks as determined from time to time
- 3.2.4 the three most recent Past Presidents;
- 3.2.5 thirteen corporate members (with no age restriction) hereinafter referred to as ordinary members;
- 3.2.6 two corporate members under the age of thirty-six years as at 1 January of the year under consideration;
- 3.2.7 the Branch Representatives;
- 3.2.8 the Division Representatives;
- 3.2.9 two members appointed by the Board for Technologists and Technicians;
- 3.2.10 the Graduate Section Representative;
- 3.2.11 such Past Presidents as the Council may from time to time appoint for specific periods because of their specialised knowledge or experience;
- 3.2.12 a maximum of two corporate members whom the Council may co-opt if it considers such co-option to be advantageous to the Institution; and
- 3.2.13 such others whom the Council may invite to participate in meetings of the Council as observers.
- Election and term of office of President, President-Elect, and Vice-Presidents**
- 3.3 The President-Elect will automatically assume the office of President in the following year.
- 3.3.1 Not later than 31 August of each year, the Council shall elect from amongst its corporate members the President-Elect and the Vice-Presidents for the ensuing year.
- 3.3.2 Candidates for election to the office of President-Elect and Vice-President shall be Fellows and shall each be nominated by five members of the Council. In the event of more than one candidate being nominated for any office, a secret postal ballot of the whole Council shall be held; otherwise the nominated candidate shall be declared duly elected.

- 3.3.3 No member shall hold the office of President for more than one year nor shall any member hold the office of President-Elect for more than one year except as provided for in Clause 3.3.4.
- 3.3.4 In the event of the death or resignation of the President, the Council shall appoint to that office the President-Elect.
- 3.3.5 In the event of the death or resignation of the President-Elect, the Council shall call for nominations as provided for in Clause 3.3.2.
- 3.3.6 In the event of the death or resignation of a Vice-President, the Council shall elect to that office a member of Council.
- Election of Council**
- 3.4 The members of Council referred to in Clause 3.2.5 and 3.2.6 shall be elected annually by secret ballot of the corporate members, provided that no such ballot shall be held if the number of candidates nominated does not exceed the appropriate number of members of Council to be elected.
- 3.4.1 Should fewer than thirteen corporate members or fewer than two corporate members under the age of 36 be elected, the Council shall have power to co-opt corporate members to fill the vacancies.
- 3.4.2 Should a vacancy occur during the year, the Council shall have power to co-opt a corporate member to fill the vacancy.
- Ordinary Meetings of Council**
- 3.5 Ordinary Meetings of the Council shall be called at the instance of the President and shall normally be held three times a year, provided that in no circumstances shall there be fewer than two such meetings per year. Ordinary Meetings of Council shall deal primarily with matters of policy affecting the Institution.
- Special Meetings of Council**
- 3.6 A Special Meeting of the Council may be held at any time at the instance of the President.
- 3.6.1 A Special Meeting shall be held within twenty-one days of receipt by the Executive Director of a request for such meeting signed by not less than six members of the Council.
- Attendance at Council Meetings**
- 3.7 Council Meetings shall not be open to the public but any member of the Institution may attend Ordinary Meetings of Council as an observer but without the right to participate in the discussion.
- Quorum**
- 3.8 Ten members of the Council shall constitute a quorum at all Council Meetings.
- Forfeiture of membership of Council**
- 3.9 Any member of Council who absents himself from two consecutive Ordinary Meetings of the Council without permission of the Council shall cease to be a member of the Council, and the Council shall have power to publish such fact.

- Executive Committee** 3.10 At its last meeting in each year the Council shall appoint an Executive Committee for the ensuing year comprising:
- 3.10.1 the President;
 - 3.10.2 the President-Elect and the Vice-Presidents;
 - 3.10.3 the Chairman of the Finance and Administration Committee who shall be a corporate member;
 - 3.10.4 one member of Council appointed by the Board for Technologists and Technicians; and
 - 3.10.5 such other corporate members of the Council as the Council may elect.
- Vacancy on Committee** 3.11 Should a vacancy occur during the year the Executive Committee shall have power to co-opt a corporate member to fill the vacancy.
- Duties of Executive Committee** 3.12 The Executive Committee shall carry out, with the assistance of the Executive Director, the functions of the Council during the intervals between meetings of the Council. The Executive Committee shall normally meet 6 times per annum and the quorum shall be half its total membership.
- Voting** 3.13 All members of Council, with the exception of observers, shall be entitled to vote at Council meetings.
- 3.13.1 Motions shall be decided by a simple majority of votes, unless otherwise provided for in the Constitution or By-Laws.
 - 3.13.2 The Chairman of the meeting shall have a deliberative and casting vote.

4. **THE BOARD FOR TECHNOLOGISTS AND TECHNICIANS (BTT)**

- Management** 4.1 The management of the affairs of Technologist Members and Associate Members qualified as technicians, shall be vested in the BTT whose members shall hold office for a calendar year, or until the assumption of office by their duly appointed successors.
- Composition of the BTT** 4.2 The BTT shall comprise:
- 4.2.1 the Chairman of the Board;
 - 4.2.2 the Vice-Chairman of the Board;
 - 4.2.3 the immediate Past Chairman of the Board;
 - 4.2.4 nine Technologist Members and Associate Members qualified as technicians; and
 - 4.2.5 two additional members as the BTT may co-opt at its discretion.
- Election and terms of Office of Chairman and Vice-Chairman** 4.3 Not later than 31 August of each year, BTT shall elect from its members the Chairman and the Vice-Chairman for the ensuing year.
- 4.3.1 Candidates for the election to the offices of Chairman and Vice-Chairman shall be members and shall each be nominated by three members of the BTT. In the event of more than one candidate being nominated for any office a secret ballot of a duly constituted meeting of the BTT shall be held; otherwise the nominated candidate shall be declared duly elected.
 - 4.3.2 In the event of the death or resignation of the Chairman or the Chairman-elect the BTT shall elect to that office the Vice-Chairman or the Vice-Chairman-elect.
 - 4.3.3 In the event of the death or resignation of a Vice-Chairman or a Vice-Chairman-elect the BTT shall elect to that office a member of the BTT.
- Election of the BTT** 4.4 The members of the BTT shall be elected annually by secret postal ballot of the Technologist Members and Associate Members, qualified as technicians, provided that no such ballot shall be held if the number of candidates nominated does not exceed the appropriate number of members of the BTT to be elected.
- 4.4.1 Should fewer than nine members of the BTT be elected, the BTT upon assuming office shall have power to co-opt members to fill the vacancies.
 - 4.4.2 Should a vacancy occur during the year, the BTT shall have the power to co-opt a member to fill the vacancy.
- Ordinary Meetings of the BTT** 4.5 Ordinary Meetings of the BTT shall be called at the instance of the Chairman and shall normally be held quarterly, provided that in no circumstances shall there be fewer than two such meetings per year. Ordinary Meetings of the BTT shall deal primarily with matters of policy affecting the Technologists and Technicians.

Special Meetings of the BTT

- 4.6 A Special Meeting of the BTT may be held at any time at the instance of the Chairman.
- 4.6.1 A Special Meeting shall be held within twenty-one days of the receipt by the Chairman of a request for such a meeting signed by not less than four members of the BTT.

Quorum

- 4.7 Six members of the BTT shall constitute a quorum at all BTT Meetings.

Forfeiture of Membership of the BTT

- 4.8 Any member of BTT who absents himself from two consecutive Ordinary Meetings of the BTT without permission of the BTT shall cease to be a member of the BTT and the BTT shall have the power to publish the fact.

5. **ADMINISTRATION**

- The Secretariat** 5.1 The Secretariat of the Institution shall be such body or persons as the Executive Committee may from time to time appoint.
- 5.1.1 The Council shall have power to appoint such honorary officers as it may deem necessary or desirable.
- Executive Director** 5.2 Staff of the Institution shall be managed by the Executive Director of the South African Institution of Civil Engineering.
- 5.2.1 Appointment of the Executive Director shall be made by the Executive Committee.
- 5.2.2 The Executive Director shall take instructions from the Executive Committee and may represent the Institution as the Executive Committee shall from time to time decide.
- 5.2.3 The Executive Director shall attend such meetings as the Executive Committee shall from time to time indicate and may participate in deliberations but may not vote on any matter at a meeting of the Council or of the Executive Committee.
- Administrative year** 5.3 The administrative and financial year of the Institution shall be the calendar year ending 31 December.
- The Roll** 5.4 The Institution shall maintain a list of members together with their addresses which shall be the Roll.
- Amendments to the Constitution** 5.5 The Constitution shall be amended only if the proposed amendment is approved by a two-thirds majority of those voting in a secret postal ballot of corporate members, provided that no proposal for the amendment of the Constitution shall be referred to ballot unless it is supported by the Council and the BTT or by the signatures of not less than thirty corporate members.
- 5.5.1 The Executive Director shall arrange for a secret ballot to be held within five months of the issue of such statement by Council.
- 5.5.2 Any proposed amendment to the Constitution shall be submitted to the Commissioner for Inland Revenue for consideration.

- Winding up or amalgamation**
- 5.6 The Institution may be wound up or amalgamated with any similar organisation which is exempt from income tax only if the proposed winding up or amalgamation is approved by a two-thirds majority in a secret ballot of corporate members in which votes are received from not fewer than one-quarter of the corporate members in good standing.
- 5.6.1 No proposal for winding up or amalgamation shall be submitted to ballot unless it is supported by the Council or by the signatures of not less than thirty corporate members, and unless the proposal sets out the manner in which the surplus assets of the Institution are to be dealt with.
- 5.6.2 Upon receipt of such proposal, the Executive Director shall arrange for a secret postal ballot to be held within four months of the receipt of the proposal, and shall forward to every corporate member, with the ballot paper, a statement of the views of the Council on the proposal.
- 5.6.3 Should the Institution be wound up the President, the President-Elect and the Vice-Presidents shall act as liquidators. When the Institution has been finally wound up, they shall submit their final accounts for approval to the Auditors of the Institution, who shall issue a certificate as to their correctness.
- By-Laws**
- 5.7 The Council shall be empowered to frame By-Laws which shall not be inconsistent with the Constitution. The Council shall be entitled from time to time to amend the By-Laws, provided that notice of the intention to move an amendment of the By-Laws is included in the notice convening the meeting of the Council, and provided further that such amendment is approved by not less than two-thirds of the members of the Council present at such meeting.
- 5.7.1 Such resolution shall not become operative until two months from the date of the meeting at which it was passed. If during such period any two members of the Council so request, a postal ballot of all members of the Council shall be taken. Such resolution shall then become operative only if two-thirds of the members of the Council voting are in favour of the amendment.
- 5.7.2 Such amendments shall be brought to the notice of members of the Institution in a manner determined by the Council.
- Voting by post**
- 5.8 In addition to the provision for a postal ballot as provided in this Constitution, the Council shall, where it considers it desirable, hold a postal ballot on any matter or issue affecting the Institution.
- Execution of deeds**
- 5.9 All deeds, documents and instruments that require signature on behalf of the Institution shall be signed by the President or, in his absence, by a member of the Council duly authorised by resolution of the Council, and by the Executive Director.

Legal action	5.10	The Institution may sue or be sued under the name of "The South African Institution of Civil Engineering", or "Die Suid-Afrikaanse Instituut van Siviele Ingenieurswese".
Emergency powers	5.11	In an emergency the Council or the Executive Committee shall have power in the interest of the Institution to take action not covered by the Constitution and By-Laws.
Indemnity	5.12	The President, President-Elect, Vice-Presidents and the Chairman of the Finance and Administration Committee, together with the persons nominated in Clause 5.1.1., shall be and are hereby indemnified by the Institution against any loss, expense or damage incurred in the discharge of or arising from their duties, provided that such loss, expense or damage is not attributable to their own negligence, and they shall not be held personally liable for acts done by them in good faith and for the benefit of the Institution.
Minutes	5.13	The Council shall cause Minutes to be kept of all meetings of the Institution, of the Council, of the Executive Committee, of all Standing Committees and the BTT. Copies of the minutes of all meetings of the Council and the Executive Committee shall be sent to all members of the Council.
Annual Report	5.14	The Council shall submit to each Annual General Meeting a report on the affairs of the Institution and an audited statement of accounts for the previous calendar year.
Magazine and other publications	5.15	The Council shall cause an official magazine to be published.
	5.15.1	Every member of the Institution shall, by virtue of their annual subscription, be entitled to receive one copy of each issue of the magazine.
	5.15.2	The Council may from time to time cause any other publication deemed to be in the interest of members to be issued, and make a charge therefor.

6. **FINANCE**

Funds and assets

- 6.1 All the funds, assets and property of the Institution, fixed or otherwise, shall be held in trust and administered by the Council on behalf of the Institution.
- 6.1.1 All cheques drawn on behalf of the Institution shall be signed by the Executive Director and countersigned by any one of four members of the Council, or a staff member, duly authorised by resolution of the Council.
- 6.1.2 Proper account shall be kept of all monies received and expended and of all assets and liabilities of the Institution.
- 6.1.3 The Institution shall not engage in any trading or profit making activity and shall not participate in any business, profession or occupation carried out by any of its members, or provide financial assistance to any of the members or provide premises, services or facilities required by its members for purposes of carrying out their business, profession or occupation.

Entrance fees and subscriptions

- 6.2 All members, other than Honorary Fellows, shall be liable for an entrance fee and for an annual subscription appropriate to their grade of membership as set out in the By-Laws, provided that the Council shall have the power to modify or waive any fee or subscription in exceptional circumstances.
- 6.2.1 The Council may change the entrance fees and the annual subscriptions in 6.2 only if the proposed changes are approved by at least 75 per cent of Council members voting in a secret postal ballot. A statement of the views of the Chairman of the Finance and Administration Committee on the proposed changes shall be forwarded to all Council members and shall be published in the official magazine of the Institution sixty days prior to the closing date of the Council's secret postal ballot.
- 6.2.2 All participants shall be liable for an entrance fee and for an annual subscription appropriate to their affiliation as determined by the Branch or Division Committee concerned and the Branch or Division Committee shall have the right to modify or waive any fee or subscription due to the Branch or Division in exceptional circumstances.
- 6.2.3 The residential classification of members of a Branch shall be determined by their address as given on the Roll on 1 January of each year.

Assessments paid to Organisations	6.3	The annual subscription of members shall include assessments which shall be paid on their behalf by the Institution to organisations approved by Council.
Due date for membership subscriptions	6.4	Annual subscriptions shall become due and payable on 1 January each year.
Neglecting to pay membership subscriptions	6.5	A member whose subscription is not paid within six months of the due date shall be not in good standing and shall as a consequence not be entitled to any of the privileges and benefits of membership.
	6.5.1	The name of any member whose subscription is not paid within twelve months of the due date may, by resolution of the Executive Committee, be struck off the Roll but such member shall nevertheless be liable for all monies due by him to the Institution at the time of such resolution.
	6.5.2	At the discretion of the Executive Committee a member whose name has been struck off the Roll may be re-admitted upon payment of all arrear subscriptions together with such fees as the Executive Committee may determine.
Confirmation of Election	6.6	Upon election or admission to the Institution a member shall be notified thereof by the Executive Director and shall thereupon become liable for the annual subscription, on a pro rata basis as determined from time to time.
	6.6.1	Should such monies not have been paid within two months of the date of posting of such notification the Executive Committee may declare the election or admission null and void.
Transfer fees	6.7	Upon transfer from one grade to a higher grade in the Institution a member shall be notified thereof by the Executive Director and shall thereupon become liable for the appropriate transfer fee and for the difference between the annual subscriptions for the two grades, provided that if he is transferred during the last quarter of the financial year he shall not be liable for such difference in subscriptions for that year.
	6.7.1	Should such monies not have been paid within two months of the date of posting of such notification the Executive Committee may declare the transfer null and void.
Division subscriptions	6.8	Annual subscriptions for which members of Technical Divisions are liable shall become due and payable on 1 January of each year.
	6.8.1	A member of a Division whose subscription is not paid within six months of due date shall not be entitled to any of the privileges and benefits of membership of the Division.
Confirmation of admission to Division	6.9	Upon admission to a Technical Division a member of the Division shall be notified thereof by the Executive Director and shall thereupon become liable for the appropriate entrance fee and/ or annual subscription.

- 6.9.1 Should such monies not be paid within two months of the date of posting of such notification the Executive Committee may declare the admission null and void.
- 6.9.2 The first subscription of a member of a Division admitted during the last quarter of the financial year shall cover the period to the end of the succeeding year.
- Participant Subscriptions** 6.10 Annual subscriptions for which participants of Branches and Divisions are liable, shall become due and payable on 1 January of each year.
- Neglecting to pay participant subscriptions** 6.11 A participant of a Branch or Division whose subscription is not paid within six months of due date shall not be entitled to any of the privileges and benefits of affiliation to a Branch or Division.
- 6.11.1 The name of any participant whose subscription is not paid within twelve months of due date may, by resolution of the Branch or Division Committee, be removed from the Branch or Division Participant List but such participant shall nevertheless be liable for all monies due by him to the Branch or Division and Institution at the time of such resolution.
- 6.11.2 At the discretion of the Branch or Division Committee a participant whose name has been removed from the Branch or Division Participant List may be re-admitted upon payment of all arrear subscriptions together with such fees as the Branch or Division Committee may determine.
- Confirmation of admission of a Participant** 6.12 Upon admission to a Branch or Technical Division, a participant shall be notified thereof by the Branch or Division and shall thereupon become liable for the appropriate entrance fee and annual subscription.
- 6.12.1 Should such monies not be paid with two months of the date of posting such notification, the Branch or Division Committee may declare the admission null and void.
- Utilisation of Funds** 6.13 The funds of the Institution shall be utilised solely for the objects for which the Institution has been established or for investment and none of the profits or gains of the Institution shall be distributed to any person.
- Transfer of funds on winding-up** 6.14 Upon the winding-up or liquidation of the Institution all the assets remaining after the satisfaction of the liabilities of the Institution shall be given or transferred to some other company, society or association with objects similar to those of the Institution.

7. **GENERAL MEETINGS**

Venue of general meetings	7.1	Ordinary General Meetings of the Institution shall be held at such places as the Council may from time to time determine.
	7.1.1	Questions of policy may be considered at such General Meetings provided that no resolutions binding on the Institution shall be put to such meetings.
Annual General Meetings	7.2	The Annual General Meeting of the Institution shall be held not later than 30 April of each year in order to:
	7.2.1	receive and consider the report of the Council for the previous year;
	7.2.2	receive and consider the audited income and expenditure accounts and the balance sheet for the previous financial year;
	7.2.3	appoint Auditors and Legal Advisors; and
	7.2.4	conduct such other business as the Council may decide.
Special General Meetings	7.3	A Special General Meeting of the Institution may be held at any time at the instance of the Council.
	7.3.1	A Special General Meeting shall be held within two months of receipt by the Executive Director of a request for such a meeting signed by not less than twenty corporate members provided that such request specifies the business which the meeting is to consider.
	7.3.2	Only such business as is set forth in the notice convening the meeting shall be considered at such meeting.
Notice of Meetings	7.4	Notices convening any Ordinary, Annual or Special General Meeting of the Institution shall be posted to all members not less than fourteen days before such meeting.
	7.4.1	Failure of any member to receive such notice shall not invalidate any resolution passed at such meeting.
Chairman	7.5	The President shall preside at all General Meetings, 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, or failing a member of Council, any corporate member present.

Voting

7.6 Only corporate members shall be entitled to vote at General meetings of the Institution.

7.6.1 Motions put to such meeting shall be decided by a simple majority of votes.

7.6.2 The Chairman of such meeting shall have a deliberative and a casting vote.

Adjournment of meetings

7.7 The chairman of a General Meeting may, with the consent of the majority of corporate members present, adjourn the proceedings from time to time and from place to place.

7.7.1 A quorum for all General Meetings shall be twenty corporate members.

7.7.2 If at any meeting a quorum is not present, the Meeting shall stand adjourned to a time (not being less than seven days thereafter) and place determined by the corporate members actually present and at such adjourned Meeting the corporate members present shall form a quorum.

8. **BRANCHES**
- Establishment** 8.1 To promote the objects of the Institution in any area the Council may, at its discretion, create and control a Branch of the Institution at any centre within such area. Except in special circumstances a Branch shall not be established unless a written request to that effect has been received from not fewer than ten members resident within such area.
- 8.1.1 The Council may from time to time allocate to Branches such funds and assistance as it may consider desirable.
- Composition of Branches** 8.2 A Branch shall comprise members of the Branch and participants of the Branch.
- Members of a Branch** 8.3 Members of a Branch shall comprise every member of the Institution who is resident within the boundaries of such Branch, as defined from time to time by the Council.
- Participants of a Branch** 8.4 Participants of a Branch shall comprise individuals, interest groups or companies who have been admitted as such by the Branch Committee.
- 8.4.1 The Branch Committee shall maintain a list of participants of the Branch together with their addresses which shall be the List of Participants.
- Rights of Participants** 8.5 Participants of Branches shall have no voting rights or any other rights normally associated with an ordinary member of the Institution, and shall not describe themselves as members of the Institution. Participants will however have rights as described in the By-Laws and the Branch Rules.
- Branch Rules** 8.6 Branches shall conduct their affairs in accordance with the Constitution and By-Laws and the Branch Rules. Such Rules and any amendments thereto shall be approved by the Council.
- Branch Committee** 8.7 Each Branch shall elect annually from amongst its members in good standing a Branch Chairman, a Branch Secretary, and other members to form a Branch Committee, as provided for in the Branch Rules. Such election shall be either by secret postal ballot of the members of the Branch or by secret ballot of the members present at a meeting of the Branch expressly convened for the purpose, whichever procedure shall have been provided for in the Branch Rules.
- 8.7.1 Branch Committees shall have such power to co-opt as shall have been provided for in the Branch Rules.
- 8.7.2 Each year each Branch Committee shall elect from amongst its corporate members a Branch Representative to serve on the Council for the ensuing year, and an Alternate. The Branch Secretary shall submit the names of such Branch Representative and Alternate to the Executive Director before 30 November.
- Annual Report** 8.8 Each Branch Committee shall submit annually to the Council a report on the activities and expenditure of the Branch for the preceding year.
- Disbandment** 8.9 The Council shall have the power, after consultation with the Branch Committee, to disband any Branch if the membership of such Branch falls below ten or if such action is considered to be in the interest of the Institution.

9. TECHNICAL DIVISIONS

- Establishment** 9.1 To promote the objects of the Institution in any specialised sphere of civil engineering the Council may, at its discretion, create and control a Technical Division of the Institution.
- 9.1.1 The Council may from time to time allocate to Divisions such funds and assistance as it may consider desirable.
- Composition of Technical Division** 9.2 A Technical Division shall comprise members of the Division and participants of the Division.
- Members of Division** 9.3 Members of a Division shall comprise every member of the Institution and every member of any engineering institution or society recognised for the purpose by the Council who has submitted to the Executive Director a written request to join such Division and has been admitted by the Council.
- Participants of a Division** 9.4 Participants of a Division shall comprise individuals, interest groups or companies who have been admitted as such by the Division Committee.
- 9.4.1 The Division Committee shall maintain a list of participants of the Division together with their addresses which shall be the List of Participants.
- Rights of other members not members of the Institution and of Participants** 9.5 Members of Divisions, who are not also members of the Institution, as referred to in clause 9.3, shall have voting rights in the Division. They shall have no voting rights or any other rights normally associated with an ordinary member of the Institution and shall not describe themselves as members of the Institution.
- 9.5.1 Participants of Divisions shall have no voting rights or any other rights normally associated with an ordinary member of the Institution, and shall not describe themselves as members of the Institution. Participants will however have rights as described in the By-Laws and Division Rules.
- Division Rules** 9.6 Technical Divisions shall conduct their affairs in accordance with the Constitution and By-Laws and the Division Rules. Such Rules and any amendments thereto shall be approved by the Council.
- Division Committee** 9.7 Each Technical Division shall elect annually from amongst its members a Division Committee by a secret postal ballot of members of the Division in accordance with the provisions of the Division Rules.
- 9.7.1 Division Committees shall have such power to co-opt as shall have been provided for in the Division Rules.
- 9.7.2 Not later than 30 November in each year the Division Committee shall elect one of its members as Division Chairman and a second of its members as Division Secretary for the following year.

- 9.7.3 Each year each Division Committee shall elect from amongst the corporate members of the Division Committee a Division Representative and an Alternate to serve on the Council for the ensuing year. The Division Secretary shall submit the name of such Division Representative and Alternate to the Executive Director not later than 30 November.
- Annual Report** 9.8 Each Division Committee shall submit annually to the Council a report on the activities and expenditure of the Division for the preceding year.
- Disbandment** 9.9 The Council shall have the power, after consultation with the Division Committee, to disband any Division if such action is considered to be in the interest of the Institution.

10. GRADUATE SECTION

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| Establishment | 10.1 | To promote the objects of the Institution amongst the Graduate Members the Council may, at its discretion, create and control a Graduate Section of the Institution. |
| Composition | 10.2 | The Graduate Section shall comprise all Graduate Members as defined from time to time by the Council. |
| Section Rules | 10.3 | The Graduate Section shall conduct its affairs in accordance with the Constitution and By-Laws and the Section Rules. Such Rules and any amendments thereto shall be approved by the Council. |
| Section Committee | 10.4 | The Graduate Section shall elect annually from amongst its members, Representatives on the Branch and Division Committees who will form the Section Committee according to the Section Rules. |
| | 10.4.1 | The Graduate Section Committee shall comprise the Chairman, the Graduate Representative on the Education and Training Committee, and one Graduate member from each Branch and Division as members, with the Executive Director and office Bearers of the Institution, ex officio. |
| | 10.4.2 | The Section Committee shall have such power to co-opt, as shall have been provided for in the Section Rules. |
| | 10.4.3 | Not later than 30 November in each year, the Section Committee shall confirm the Vice-Chairman as Chairman for the following year. |
| | 10.4.4 | Not later than 30 November in each year, the Section Committee shall elect from amongst its members on the Section Committee a Section Representative on the Council. |
| Annual Report | 10.5 | The Section Representative will report at every Council Meeting and submit annually a report on its activities. |
| Disbandment | 10.6 | The Council shall have power after consultation with the Section Committee, to disband the Section if such action is considered to be in the interest of the Institution. |

11. **STUDENT CHAPTERS**

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| Establishment | 11.1 | To promote the objects of the Institution amongst any group of Student Members the Council may, at its discretion, create and control a Student Chapter of the Institution. Except in special circumstances a Student Chapter shall not be established unless written request to that effect has been received from not fewer than ten Student Members within such group. |
| | 11.1.1 | The Council may from time to time allocate to Student Chapters such funds and assistance as it may consider desirable. |
| Composition | 11.2 | A Student Chapter shall comprise all such Student Members as fall within the group associated with such Chapter, as defined from time to time by the Council. |
| Chapter Rules | 11.3 | Student Chapters shall conduct their affairs in accordance with the Constitution and By-Laws and the Chapter Rules. Such Rules and any amendments thereto shall be approved by the Council and the Educational Institution on which Campus the Student Chapter is established. |
| Chapter Committee | 11.4 | Each Student Chapter shall elect annually from amongst its members a Chapter Committee. |
| | 11.4.1 | At its first meeting in each year each Chapter Committee shall elect one of its members as Chapter Chairman and a second of its members as a Chapter Secretary. |
| Annual Report | 11.5 | Each Chapter Committee shall submit annually to the Council a report on the activities and the expenditure of the Chapter for the preceding year. |
| Disbandment | 11.6 | The Council shall have power, after consultation with the Chapter Committee, to disband any Chapter if such action is considered to be in the interest of the Institution. |