

# THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING

## BYLAWS 2005 Edition

### 1. CODE OF ETHICS

#### Preamble

1.1.1 Civil engineering is the application of science and technology in the control and use of forces and materials of nature, for the progressive benefit of all the peoples on planet Earth. Construction is an essential human activity that rivals few in its consumption of resources and its potential to harm the Earth. Many decisions have environmental and ecological consequences, which may not immediately affect any of the primary actors in a project, but which still require wise ethical judgment. Codes of conduct established by the Built Environment Councils regulate the behavior of professionals. They do not inculcate a value system within which choices between rival goods or ills can be made. A code of ethics is therefore required to provide a framework within which decisions between alternative courses of action can be made.

1.1.2 SAICE members, who are professionally registered, are bound to abide by the codes of conduct, which regulate their registration and may be disciplined should they fail to do so. The SAICE code of ethics is, however, necessary to provide a framework within which decisions between alternative courses of actions should be taken. Ethical judgment is needed to maintain the stability of our society without the undue imposition of formal regulations for every act.

1.1.3 Ethical decisions are not just decisions about the best way to meet a given brief or objective, but are concerned with:

- the quality of our decisions;
- justice;
- equity;
- the consequences of all affected by the decision;
- the personal and collective responsibilities which lie beyond the contractual obligations entered into;
- the “good” and the “right”; and
- conflicts between rival goods or ills;

#### Ethical Values

1.2.1 Members must discharge their professional responsibilities with integrity and not undertake work in areas in which they are not competent to perform.

1.2.2 Members must protect life and the environment and safeguard people.

1.2.3 Members must manage the Earth’s resources in a sustainable manner by minimizing the adverse environmental impacts of their civil engineering works and technologies for both present and future generations.

1.2.4 Members must where possible, promote socio-economic development through their engineering works or application of technology that leads to a higher quality of life for the current generation, without compromising future generations.

1.2.5 Members must endeavor to deliver cost effective solutions

in a manner consistent with safety and other aspects of public interest.

1.2.6 Members must actively contribute to the well-being of society and, when involved in any civil engineering project or application of technology, where appropriate, recognize the need to identify, inform and consult affected parties.

1.2.7 Members must not agree to or comply with any instructions requiring dishonest action or the disregard of established norms of safety or levels of risk in design and construction.

1.2.8 Members must continue the development of their own and the profession's knowledge, skill and expertise in the art and science of civil engineering and technology, and share and exchange advances for the benefit of society.

1.2.9 Members must understand and comply with the laws of the communities within which they practise and with international law.

1.2.10 Members must continuously seek to promote and support the concept of creating value to society as a whole.

## **Guidelines**

1.3.1 Members should act with integrity and fairness.

1.3.2 Members should have regard for the public interest and for the interests of all those affected by their professional activities.

1.3.3 Members should maintain and broaden their competence, and assist others to do so.

1.3.4 Members should exercise appropriate skill and judgement.

1.3.5 Members should avoid conflict of interests.

1.3.6 Members should adopt a balanced, disciplined and comprehensive approach to problem solving.

1.3.7 Members should apply skill, judgement and initiative to contribute positively to the well-being of society.

1.3.8 Members should ensure that systematic reviews are undertaken of all aspects of a project that impact upon the environment, including the justification for the need of the project and economic, social and political factors in order to minimize any adverse effects.

1.3.9 Members should treat people with dignity and have consideration for the values and cultural sensitivities of all groups within the community who could be affected by their work.

1.3.10 Members should endeavor to be fully informed about relevant public bodies, community needs, and perceptions, which may affect their work.

1.3.11 Members should not allow the serving of a client's or community's needs to take precedence over the needs of the wider society.

- 1.3.12 Members should take reasonable steps to minimize the risk of the loss of life, injury or suffering which may result from their work or the effects of their work and to point out the level and significance of risk associated with their work to those affected.
- 1.3.13 Members should ensure, where engineering decisions, recommendations or opinions are ignored or rejected, that those affected are made aware of the possible consequences.
- 1.3.14 Members should accept personal responsibility for work done by or under their supervision or direction and take reasonable steps to ensure that anyone working under their authority is both competent to carry out the assigned tasks and likewise accepts personal responsibility.
- 1.3.15 Members should not misrepresent their areas or levels of experience and responsibility.
- 1.3.16 Members should be committed to the efficient use of resources.
- 1.3.17 Members should minimize the generation of waste and encourage environmentally sound re-use, recycling and disposal.
- 1.3.18 Members should seek and encourage excellence in their own and others' practice of the art and science of civil engineering and technology.
- 1.3.19 Members should contribute to the collective wisdom of the profession and the art of civil engineering and technology in which they practice.
- 1.3.20 Members should seek solutions that are compatible with the principles of sustainable development, particularly those that relate to social development and poverty relief.
- 1.3.21 Members should take reasonable care to ensure the quality, safety and sustainability of the work entrusted to them.
- 1.3.22 Members should report any situation concerning the safety of the public or the degradation of the environment, that they become aware of and that is considered to be an unreasonable risk, to the appropriate organization or authority.
- 1.3.23 Members should expose unprofessional or dishonest conduct through the appropriate channels.
- 1.3.24 Members should reject any principle, proposal, action or thing, which may prejudice independent and impartial judgment.

## 2. THE MEMBERSHIP AND AFFLIATION

### Approval Procedures

- 2.1 Applications for the election, admission or transfer to any membership grade, excluding Honorary Fellow, shall be processed by the Membership Committee or the College of Fellows, as applicable.
- 2.1.1 The Membership Committee, a Standing Committee of the Executive Board, shall function under the Chairmanship of a

member of the Executive Board. The committee shall comprise a minimum of five members. The committee shall consider and, as appropriate, approve or reject all applications for membership, except for grades of Honorary Fellow and Fellow.

2.1.2 The College of Fellows shall comprise the seven most recent Past Presidents, each of whom shall serve for 7 years from the date of retiring as President. They shall consider all applications for election to the grade of Fellow.

2.1.3 Should the number of existing eligible Past Presidents fall below five, the President shall appoint suitable Fellows to restore the number to 7.

**Election to the grade Honorary Fellow**

2.2 Every proposal for the election of an Honorary Fellow shall be made by three members of Council and shall include a motivation in the form of a draft citation, to be submitted to the Executive Board and if supported, to Council for approval. 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 summarised 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 Grade of Fellow**

2.3 A corporate member who meets the requirements of the Constitution may on the appropriate application form which shall be submitted to the Executive Director for consideration by the College of Fellows,

- a) be nominated for election to the grade of Fellow by a member of a Branch or Division Committee and two other corporate members and accepted by the member nominated; or
- b) apply directly for election to the grade of Fellow provided that such application is supported by at least three corporate members and accepted by the member nominated.

2.3.1 A person who is not a member of the Institution and who complies with all the requirements of the Constitution for admission as a corporate member and a Fellow, may, having complied with the process as set out in 2.3, be admitted to the Institution and elected to the grade of Fellow, subject to the approval of the Executive Board.

2.3.2 If the College of Fellows is satisfied that the candidate is in all respects a fit and proper person to be a Fellow, the election of the candidate shall be recommended to the Executive Board for confirmation.

2.3.3 Candidates accepted by the Executive Board, will be invited to become Fellows by means of a letter from the Executive Director.

**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 the appropriate form for consideration by the Membership Committee and be proposed by three corporate members.

2.4.1 If the Membership 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 or transferred.

2.4.2 In reaching such a decision, the Membership Committee shall ensure that the candidate:

2.4.2.1 has a suitable degree or diploma in civil engineering, structural engineering, environmental engineering, engineering geology, surveying, or construction management.

2.4.2.2 is professionally registered in terms of one of the following:

2.4.2.2.1 Engineering Profession Act, 2000 (Act No. 46 of 2000);

2.4.2.2.2 Project and Construction Management Act, No. 48 of 2000);

2.4.2.2.3 Professional and Technical Surveyors Act, No. 44 of 1984;

2.4.2.2.4 South African Council for the Natural Scientific Professions Act, No. 27 of 2004;

2.4.2.2.5 South African Council for Planners in terms of the Planning Profession Act, No. 36 of 2002; or

2.4.2.2.6 Engineering Council (UK).

**Admission/  
transfer to the  
grade of Associate  
Member**

2.5 Every candidate for admission/transfer to the grade of Associate Member shall submit to the Executive Director on an appropriate application form for consideration by the Membership Committee.

2.5.1 If the Membership 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 duly be admitted.

**Admission/  
transfer to the  
grade of  
Student  
Member**

2.6 Every candidate for admission/transfer to the grade of Student Member shall submit to the Executive Director on an appropriate application form for consideration by the Membership Committee.

2.6.1 If the Membership 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 duly be admitted.

2.6.2 Every Student Member, who obtains the requisite qualification 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.

2.6.3 If it becomes apparent to the Executive Director that a Student Member has qualified to be a Graduate Member, that member will automatically be transferred to the grade of Graduate Member.

- Affiliation of a Participant** 2.7 Every applicant for affiliation to a Branch or Division, shall submit to an application on the appropriate form to the Branch or Division Chairman concerned.
- 2.7.1 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.
- 2.7.2 On acceptance of a new participant, the Branch or Division Committee shall report the affiliation to the Executive Director, who shall issue a certificate of affiliation
- 2.7.3 Participants may elect to receive the Institution's magazine and journal, for which an additional subscription is levied
- Constitution Bylaws** 2.8 A copy of the Constitution and Bylaws shall, on application, be sent to every member when his election or admission is confirmed
- Certificate of membership/affiliation** 2.9 A certificate appropriate to their grade of membership, signed by the President and the Executive Director shall be issued to every member.
- 2.9.1 Participants shall receive a certificate of affiliation, signed by the Chairman of the appropriate Branch or Division and the Executive Director.
- 2.9.2 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.
- Letters of Designation** 2.10 Members of the Institution may elect to use letters which are a translation into any one of the 11 official languages of South Africa, to designate their grade in the Institution. Translations for the following grades only will be permitted:
- 2.10.1 Honorary Fellow of the South African Institution of Civil Engineering;
- 2.10.2 Fellow of the South African Institution of Civil Engineering;
- 2.10.3 Member of the South African Institution of Civil Engineering;or
- 2.10.4 Associate Member of the South African Institution of Civil Engineering.
- Senior Status** 2.11 Members who meet the appropriate criteria may be granted Senior status which entitles them to retain their membership at a reduced fee, as determined by Council.
- 2.11.1 A member who is over 65 years of age and who has been a corporate member for more than ten years shall be granted senior status on application to the Executive Director.
- 2.11.2 The Executive Board on the recommendation of the Membership Committee may grant Senior status on application to a member who is under the age of 65 years and has been a corporate member for more than ten years, and who has retired from full-time active work in the

profession.

2.11.3 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.

2.11.4 The fee appropriate to Senior status shall become applicable in the financial year following the date of application for such status.

2.11.5 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.

2.11.6 Any member over the age of 80 years shall not be liable for the payment of any membership fees.

**Resignation** 2.12 The name of a member who has resigned will be removed from the Roll and such member shall have no claim against the assets of the Institution.

**Disciplinary Action** 2.13.1 A member or participant whose expulsion is under consideration shall be advised by registered letter of the charges or complaints against the member or participant and of the date of the meeting of the Executive Board at which the charges or complaints 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 and participate at such meeting, accompanied by one advisor of his choice, with the cost of such participation and advisor being carried by the member, and shall be entitled to submit in writing a defence against the charges or complaints.

2.13.2 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.

**Temporary Fee Reduction or suspension** 2.14.1 The Membership Committee may grant a temporary fee reduction or suspension to a member who provides an acceptable reason as to why should be granted such concession. Any such temporary fee reduction or suspension will be limited to a maximum of 3 consecutive years.

2.14.2 In the case of members who are located outside the borders of the Republic of South Africa for the duration of a financial year, a temporary fee reduction or suspension may entail a reduction in membership privileges as determined by the Membership Committee

**Re-admission** 2.15 A member whose name has been deleted from the membership roll may be readmitted in accordance with the following procedures:

2.15.1 A member who has resigned may apply for readmission, whereupon his application will be considered in terms of the rules for new members. No new entrance fee will be payable by a member thus readmitted.

2.15.2 A member whose name has been struck off the roll may apply for readmission. No new entrance fee will be payable

by a member thus re-admitted, but any such application will only be considered if all outstanding amounts owed to the Institution have been paid.

**Resignations** 2.16 Resignations from members in good standing shall be accepted. Resignations from members who are not in good standing shall be accepted when all outstanding dues have been paid. A member whose application to resign is received during the first three months of a financial year shall not be liable for subscription fees for that year.

### 3. THE COUNCIL

**Election of office Bearers** 3.1.1 The office bearers shall be elected not later than 31 August of each year prior to their assuming such offices.

3.1.2 Five Vice Presidents shall be elected. The President-Elect shall automatically be one of the vice presidents.

**Corporate Members** 3.2 Ten corporate members in the following categories shall be appointed on Council:

3.2.1 8 corporate members; and

3.2.2 two corporate members under the age of thirty-six years as at 1 January of the year under consideration

**Forfeiture of membership of Council** 3.3 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.

**Chairing of Meetings** 3.4 The President shall chair Council meetings unless unavailable, in which case the President-Elect shall chair the meeting, failing which the Council shall elect a chairperson.

### 4. THE EXECUTIVE BOARD

**Chairing of meetings** 4.1 The President shall chair Executive Board meeting unless unavailable, in which case the President-Elect shall chair the meeting.

**Vacancy on Board** 4.2 Should a vacancy occur during the year the Executive Board may co-opt a member of Council to fill the vacancy.

4.3 The Executive Board shall establish a Finance and Administration Committee comprising at least 5 members as follows:

4.3.1 The Chairman shall be a Corporate member with insight and experience in Corporate Finance.

4.3.2 At least 3 members of the Committee shall be elected members of Council.

4.3.3 A quorum shall constitute 50% of the members of the Committee plus one.

### 5. ADMINISTRATION

**Executive Director** 5.1.1 The appointment of the Executive Director shall be made by the Executive Board.

- 5.1.2 The Executive Director shall take instructions from the Executive Board and may represent the Institution, as the Executive Board shall from time to time decide.
- 5.1.3 The Executive Director shall attend such meetings as the Executive Board 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 Board.
- 5.1.4 The Executive Director shall establish a secretariat to provide support to members who wish to address issues that are of importance to members that are not addressed by Branches, Divisions, Panels or Committees.

**Administrative year**

5.2 The administrative and financial year of the Institution shall be the calendar year ending 31 December.

**Amendments to the Constitution**

- 5.3.1 When a postal ballot is held, the Executive Director shall notify each corporate member entitled to vote of the ballot to amend the constitution by placing a notice to this effect in a prominent place in two consecutive editions of the Institution's magazine. The Executive Director shall thereafter include a ballot paper in the Institution's magazine setting forth the matter upon which a vote is invited and giving the closing date for the ballot. Copies of the amended constitution shall be posted on the Institution's website. Hard copies shall be posted to members upon request. Such closing date shall not be less than thirty-five days nor more than forty days after the date of issuing the voting paper in the magazine. Any voting paper received by the Executive Director after the closing date shall be invalid.
- 5.3.2 The Executive Director shall arrange for a secret ballot to be held within five months of the issue of such statement by Council.

**Winding up or amalgamation**

- 5.4.1 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.
- 5.4.2 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.
- 5.4.3 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**

5.5.1 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.

5.5.2 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.

5.5.3 Such amendments shall be brought to the notice of members of the Institution in a manner determined by the Council.

**Execution of deeds** 5.6 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.

**Emergency powers** 5.7 In an emergency the Council or the Executive Board shall have power in the interest of the Institution to take action not covered by the Constitution and By-Laws.

**Minutes** 5.8 The Council shall cause Minutes to be kept of all meetings of the Institution, of the Council, of the Executive Board and of all Standing Committees. Copies of the minutes of all meetings of the Council and the Executive Board shall be sent to all members of the Council.

**Magazine and other publications** 5.9.1 The Council shall cause an official magazine or journal (or both) to be published at such intervals as the Executive Board may determine.

5.9.2 Every member of the Institution shall, by virtue of his or her annual subscription, be entitled to receive one copy of each issue of the magazine and journal without additional charge.

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

## 6. FINANCE

**Funds and assets** 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 except through a company established by Council for such purpose 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 ballot. A motivation for the proposed change and 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 with the agenda for the meeting at which the change will be considered.

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 may 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** 6.5.1 The name of any member whose subscription is not paid within twelve months of the due date may, by resolution of the Executive Board, 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 Board 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 Board 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 Board 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 Board may declare the transfer null and void.

**Division subscriptions** 6.8 Annual subscriptions for which members of 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 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 Board 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 Division, a participant shall be notified thereof by the Branch or Division and shall there upon be notified 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.

## 7. GENERAL MEETINGS

**Date of Annual General Meetings** 7.1 The Annual General Meeting of the Institution shall be held annually not later than 30 April.

## 8. BRANCHES

- Establishment** 8.1 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:
- 8.2.1 every member of the Institution who is resident within the boundaries of such Branch, as defined from time to time by the Council.
- 8.2.2 participants admitted by the Branch in accordance with the provisions of the Constitution.
- List of participants** 8.3 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 individual Participants** 8.4 Members of Divisions, who are individual Participants shall have voting rights in the Division and may describe themselves as being members of the Division.
- 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. DIVISIONS

- Establishment** 9.1 The Council may from time to time allocate to Divisions such funds and assistance as it may consider desirable.
- Members of Division** 9.2 Members of a Division shall comprise:
- 9.2.1 every member of the Institution who has submitted to the Executive Director a written request to join such Division; and
- 9.2.2 Participants admitted to membership of the Division in accordance with the provisions of the Constitution.
- List of participants** 9.3 The Division Committee shall maintain a list of participants of the Division together with their addresses, which shall be the List of

<b>Rights of individual Participants</b>	9.4	Participants. Members of Divisions, who are individual Participants shall have voting rights in the Division and may describe themselves as being members of the Division.
<b>Division Committee</b>	9.5	Each 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.
	9.5.1	Division Committees shall have such power to co-opt as shall have been provided for in the Division Rules.
	9.5.2	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.
	9.5.3	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.

## 10. STUDENT CHAPTERS

<b>Resources</b>	10.1	The Executive Board may from time to time allocate to Student Chapters such funds and assistance as it may consider desirable.
<b>Composition</b>	10.2	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.
<b>Chapter Committee</b>	10.3.1	Each Student Chapter shall elect annually from amongst its members a Chapter Committee.
	10.3.2	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.
	10.3.3	Each year the Chapter shall elect from amongst its members a Chapter Representative and an Alternate to serve as an observer on the Council for the ensuing year. The Chapter Secretary shall submit the name of such Chapter Representative and Alternate to the Executive Director not later than 30 November.

## 11. CREATION OF SPECIAL PURPOSE COMPANIES AND SPECIAL PURPOSE FUNDS

- 11.1 Subject to the approval of Council, the Executive Board may from time to time create special purpose companies and special purpose funds to further the aims and objectives of the Institution.
- 11.2 In creating such special purpose companies, the Directors of such companies shall be drawn from the members of the Executive Board.
- 11.3 In order to ensure effective Corporate Governance, annual financial statements relating to the activities of any special purpose company or special purpose fund shall be presented to Council for scrutiny and oversight purposes.