



# **SAIMC NPC**

**THE SOCIETY FOR AUTOMATION, INSTRUMENTATION, MEASUREMENT  
AND CONTROL**

## **CONSTITUTION**

**As amended**

**2015**

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## Interpretation and Definitions.

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

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

Except where inconsistent with the context of this Constitution:

**‘Constitution’** shall mean the constitution of the SAIMC.

**‘Council’** shall mean the Council of The SAIMC as defined in this Constitution.

**‘ECSA’** shall mean the Engineering Council of South Africa, or such body or bodies which may succeed them due to changes in South African legislation .

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

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

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

**‘The SAIMC’** shall mean the SAIMC NPC as constituted herein. Before the SAIMC NPC became a Non-profit Company, the acronym SAIMC was derived from the Society for Automation, Instrumentation, Measurement and Control.

**‘Year’** shall mean the financial year of The SAIMC which shall end on the last day of December of each year.

**‘Management Team’** shall mean the SAIMC Council.

**‘Ownership Team’** shall mean the Directors of the SAIMC NPC.

# 1 HISTORY OF THE CONSTITUTION

## 1.1 Change Record

Adopted	March 1957
Amended	September 1985
Amended	March 1991
Amended	March 1997
Amended	July 1999
Amended	March 2009
Amended	March 2013
Amended	March 2015

Originally founded in 1957 as The Instrument and Control Society of Southern Africa. The founding Chairman was Claude Klepp. The name was changed to the SAIMC to incorporate developments in the industry. The SAIMC was registered with the AS & TS in 1962. The name was further changed in 2009 at a Special General Meeting with unanimous approval to “The SAIMC for Automation, Instrumentation, Measurement and Control to embody the international nature of the SAIMC”. The Society has subsequently been re-registered as SAIMC NPC

## 1.2 Name and Logo

The SAIMC name, SAIMC NPC is registered with the CIPC. At the time of the meeting held on 25 March 2015 the logo had been submitted for registration.

## 1.3 Motto of the SAIMC

The motto of the SAIMC:

### **COHIBENDO PROFICERE**

Was translated by the Classics Department of the University of the Witwatersrand to mean:

### **“PROGRESS BY CONTROL”**

An updated edition of the Constitution was adopted at a Special General Meeting of the SAIMC held at Rivonia, Sandton, on 28 July 1999.

Further changes to this Constitution were incorporated in 2013 and 2015 in order to satisfy all requirements for The SAIMC to be registered as a Non-Profit Company.

## **2 NAME AND EMBLEM**

The name of the organisation hereby constituted shall be “SAIMC NPC”.

The SAIMC NPC shall also be known by the acronym ‘SAIMC’

## **3 REGISTERED OFFICE AND COMMUNICATION**

The Registered Office of the SAIMC shall be situated in the Gauteng Province, Republic of South Africa.

For the purpose of correspondence or communications with its members, the official and accepted route shall be via e-mail, fax, postal or any legally accepted method or technology which may be appropriate at the time.

## **4 VISION, MISSION, CORE VALUES, POWERS AND LIMITATIONS**

### **4.1 Vision**

The vision of the SAIMC is to be the Society of choice, serving the needs of industry, its members and stakeholders in the development of the Automation, Instrumentation. Measurement and Control profession.

### **4.2 Mission**

To contribute towards the success of our members by advancing the standards of theory and practice in the Automation, Instrumentation. Measurement and Control profession through:-

#### **4.2.1 Recognition**

The achievement of the highest possible industry recognition for the SAIMC and its members

#### **4.2.2 Stature and Status**

Enhancing the stature and status of members and Patrons

#### **4.2.3 Recruitment**

Encouraging recruitment to the industry

#### **4.2.4 Education**

Working closely with education institutions to ensure that adequate standards of education, and appropriate curricula are available at secondary and tertiary levels of education, and promoting mentorship programmes.



#### **4.2.5 Continuing Education and Training**

Encouraging and facilitating continued education and training of all members so as to ensure that their skills are continually developed and refreshed.

#### **4.2.6 Exchange of ideas**

Providing a communication forum for the regular exchange of ideas, applications and technologies between members.

#### **4.2.7 Friendships, alliances and business opportunities**

Promoting, locally and internationally, friendships, alliances and business opportunities at all levels in professional yet informal surroundings.

#### **4.2.8 Disseminating and communicating relevant information**

Disseminating and communicating relevant information to the members and stakeholders in a controlled and co-ordinated manner.

#### **4.2.9 Maintaining a source of technical information**

Maintain sources of information relevant to the topics of automation, instrumentation, measurement and control.

#### **4.2.10 Terminology and Standards**

To develop and improve, through effective means, the necessary terminology and standards in measurement and control theory and technology.

#### **4.2.11 Administration**

The provision of an administrative system which will at all times ensure the effective and efficient functioning of the SAIMC.

### **4.3 Core Values**

#### **4.3.1 Communication**

To practice open and free communications responsibly.

#### **4.3.2 Fruitful Environment**

To strive to create an environment in which ideas and progress can be cultivated.

#### **4.3.3 Open and Transparent**

To operate in an open and transparent atmosphere, continuously challenging and improving our relevance to our members and the Industry.

#### **4.3.4 Upliftment**

To strive to contribute to the upliftment and well being of all groups in Southern Africa, in accordance with the Constitution of the Republic of South Africa, by promoting career prospects and advancement in all directions of the automation, instrumentation, measurement and control industries.

#### **4.3.5 Standards**

To maintain and improve standards and quality systems associated with the industry.

#### **4.4 Powers**

The Council is responsible for the management of the SAIMC, but management may comprise personnel other than Council members.

To achieve its mission, the SAIMC through its management shall have the following powers to:

##### **4.4.1 Acquisition of Property**

Purchase, rent, or acquire in any legal manner any movable or immovable property which may be deemed necessary or convenient for any of the purposes of the SAIMC.

##### **4.4.2 Dealing with Property**

Sell, manage, let or hire, mortgage, pledge or otherwise deal with any part of the SAIMC's property.

##### **4.4.3 Raising Funds**

Borrow or raise money and secure the payment thereof in such manner as the SAIMC's management deems fit.

##### **4.4.4 Lending Money**

Lend money (with or without security and subject to or free of interest) to any person or organization as the SAIMC's management deems fit after majority vote of the Council, excepting for purposes which may be specifically defined elsewhere in this Constitution.

##### **4.4.5 Gifts**

Take any gift, whether subject to any special trust or not; for the benefit of the SAIMC subject to compliance with the SAIMC's Code of Conduct.

##### **4.4.6 Publication**

Print, publish or to assist financially, or to subsidise any newspaper, periodical, book, leaflet or electronic media that may be considered by the SAIMC for the promotion of its mission.

##### **4.4.7 Library of Information**

Form, maintain and augment sources of information concerning the profession in all branches of trade, commerce and industries, and economic matters;

##### **4.4.8 Traveling and Expenses**

Pay any reasonable substantiated travelling and out-of-pocket expenses of the SAIMC's officers, delegates or employees;

#### **4.4.9 Supporting Associations**

Establish, support and aid (financially and otherwise) any association, whether or not incorporated or formed, for the mission of the SAIMC and to become a member of, or to affiliate with, any other association or Society, international or otherwise, having a mission similar to that of the SAIMC.

#### **4.4.10 Legal Acts**

Undertake any legal acts that may be conducive to the attainment of the mission of the SAIMC;

#### **4.4.11 Monies, Property, Rights and Privileges**

Acquire, lease, manage, control, deal with and turn to account any monies, property, rights and privileges held by the SAIMC.

#### **4.4.12 Contracts**

Secure the fulfillment of any contracts or engagements entered into by the SAIMC, and enter into certain guarantees and surety ships to the benefit of the SAIMC.

#### **4.4.13 Legal Proceedings**

Institute, conduct, defend, compound or abandon any legal proceedings by and against the SAIMC or its officers, or otherwise concerning the affairs of the SAIMC, and also compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the SAIMC.

#### **4.4.14 Banking Accounts**

Open and operate a banking account or accounts with any bank or legally constituted financial institution in the name of the SAIMC and draw, accept, endorse, make and execute Bills of Exchange, Promissory Notes, Cheques and other negotiable instruments connected with the business of the SAIMC. Such Bills of Exchange, Cheques and other negotiable instruments shall be signed by not less than two members of the SAIMC's management as authorized by Council and registered with the Bank.

The same requirement shall apply to Branches

#### **4.4.15 Investments**

Invest and deal with any of the moneys of the SAIMC not immediately required for the purposes of the SAIMC upon such securities and on such terms as the SAIMC's management may consider fit. Such investments may from time to time be varied, or realised for use in negotiations and contracts which may be rescinded or varied.

Do all such acts, deeds and things in the name and on behalf of the SAIMC as the SAIMC's management may consider expedient for, or in relation to, any of the matters aforesaid, and otherwise for the purposes of the SAIMC.

#### **4.4.16 Remuneration**

Engage or dismiss and pay remuneration to such personnel as the SAIMC's management may decide.

#### **4.4.17 Advancing Funds**

Advance funds to the Branches for legitimate branch activities by way of a refundable loan or bridging finance. The amount so advanced in any one year shall not exceed half the annual subscriptions for that Branch. The SAIMC's management may for special purposes advance additional funds to the Branches.

#### **4.4.18 Emergencies**

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

### **4.5 Limitations**

The SAIMC will not carry on any profit making activities or participate in any business, profession or occupation carried on by any of its members, or provide any financial assistance, premises, continuous services or facilities to its members for the purpose of carrying on any business, profession or occupation by them for the sole purpose of generating profit.

## **5 CORPORATE STATUS**

### **5.1 Body Corporate**

#### **5.1.1 Identity and Existence**

The SAIMC shall have an identity and existence in its own right, separate from its members or office bearers.

#### **5.1.2 Perpetual Succession**

The SAIMC shall have perpetual succession notwithstanding any change to the number or identity of its members or office bearers.

#### **5.1.3 Capability**

The SAIMC shall be capable of purchasing or otherwise acquiring, holding and alienating assets and property, movable or otherwise, or any interest therein.

#### **5.1.4 Legal Capability**

The SAIMC shall be capable in its own name of suing and of being sued.

#### **5.1.5 Assets and Property**

All assets and property of the SAIMC, both movable and immovable, shall be vested in, and registered in, the name of the SAIMC to the exclusion of its members.

#### **5.1.6 Income and Property**

The income and property of the SAIMC shall not be distributable to its members or office bearers, except as reasonable compensation for services rendered.

### **5.1.7 Member's Rights**

Members or office bearers of the SAIMC shall not have any rights in the assets or property of the SAIMC solely by virtue of their being members or office bearers.

### **5.1.8 Established as a Non Profit Company**

The SAIMC is established as a non-profit company, and shall utilise surplus funds to further the objectives of the SAIMC.

## **5.2 Income and Property**

The income and property of the SAIMC shall, however derived, be applied solely towards the promotion of the mission of the SAIMC. No part shall be paid or transferred either directly or indirectly by way of individuals, bonus or any other means by way of profit to members of the SAIMC. Provided that nothing herein shall prevent the payment in good faith of remuneration to any employee, officer or servant of the SAIMC, or to any members of the SAIMC, in return for any services actually rendered to the SAIMC, nor the gratuitous distribution among, or sale at a discount to members of the SAIMC, of any books or other publications, whether published by the SAIMC or otherwise, relating to its objective.

## **6 LIABILITY OF MEMBERS OF THE COUNCIL**

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

## **7 INDEMNITY**

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

## **8 MEMBERSHIP**

### **8.1 Conditions of Membership**

#### **8.1.1 Grades of Membership**

Membership of the SAIMC shall be conferred at the discretion of Council and shall be of the following grades with the rights and privileges as set out hereunder.

#### **8.1.2 Basic Education**

The minimum basic education standard to qualify for admission to the SAIMC shall be one of the following:

- Senior school certificate
- N3, or equivalent, within the National Qualification Framework
- A standard of practical experience acceptable to Council

#### **8.1.3 Tertiary Education and Professional Registration**

The SAIMC recognizes the National Qualification Framework and the standards of professional registration prescribed by the Engineering Council of South Africa (ECSA).

### **8.2 Rights and Privileges**

Corporate status shall apply to the following grades of membership:

Affiliate

Student

Member

Senior Member

Fellow

National Patron Members shall be allowed one vote at all Annual General Meetings (Council as well as Branches) while Branch Patron Members will be allowed one vote at the Annual General Meetings of the Branch for which they are Patrons.

Corporate Members shall enjoy certain privileges which Council may determine and may, from time to time, change to suit prevailing conditions.

### **8.3 Appeals**

In the event that an application for membership or change of grade is rejected, the applicant shall be permitted to present a substantiated appeal, in writing, to the President.

In the event of an appeal, the decision of the President as to whether or not a particular person satisfies the grading requirements for admission to or promotion within the SAIMC, shall be final.

## 8.4 **Affiliate**

Any person, company or organisation having an interest in automation, measurement and control technology or of being associated with the SAIMC for professional reasons, but who, in the opinion of the Council (whose decision shall be final) have not received the amount of training and experience, or whose company or organisation is not directly involved with measurement and control or related technology which is necessary to qualify them for admission as a Member or Patron Member of the SAIMC may be admitted as an Affiliate.

An Affiliate Member shall enjoy all the privileges of ordinary membership but will have no voting rights.

## 8.5 **Student Members**

### 8.5.1 **Grade Qualification**

Student Membership will be available to those people whose field of active study is concerned with or related to measurement and control.

### 8.5.2 **Limits on Grade**

Except with the approval of Council, no person may remain in the grade of Student Member if the conditions of clause 8.5.1 cease to apply.

A Student Member shall enjoy all the privileges of ordinary membership but will have no voting rights.

## 8.6 **Members**

Persons who have attained any one of the following levels of education shall qualify as a Member and have full voting rights:

### 8.6.1 **Qualification from a Tertiary Institution**

A degree, diploma or certificate, in an engineering discipline that is considered by Council to be relevant to the aims and objectives of the SAIMC, from a tertiary institution and recognized by the Human Sciences Research Council (HSRC) or equivalent Institution.

### 8.6.2 **Trade Test**

A trade test certificate recognised by the Department of Labour or equivalent recognized by the HSRC or equivalent Institution.

### 8.6.3 **Experience**

A person with no formal tertiary education qualification, but who has been practicing in any related industry field for a minimum of 3 years, and has achieved a level of performance equivalent to any of the above.

## 8.7 Senior Members

Persons who have attained any one of the following levels of education and the appropriate period of experience shall be qualified to apply for re-grading to Senior Member in compliance with a formalised Operating Procedure. Senior Members shall have full voting rights.

- In the case of a degree, at least 3 years experience is also required.
- In the case of a diploma, at least 5 years experience is also required.

### 8.7.1 Qualification from a Tertiary Institution

A degree, diploma or certificate, in an engineering discipline that is considered by Council to be relevant to the aims and objectives of the SAIMC, from a tertiary institution recognised by the Human Sciences Research Council (HSRC) or equivalent Institution, and 3 years experience.

### 8.7.2 Trade Test

A trade test certificate recognised by the Department of Labour or equivalent recognised by the HSRC or equivalent Institution and 10 years experience.

### 8.7.3 Experience

A person with no formal tertiary education qualification, who has qualified as a Member and who has been active in the fields of Automation, Instrumentation, Measurement & Control for not less than ten (10) years at a level of performance equivalent to any of the above.

And who, from their training and experience shall have:

### 8.7.4 Knowledge

Gained an acceptable level of knowledge of automation, measurement and control technology and been employed in a position, whether of technical, administrative, scientific or educational nature, in, or otherwise intimately connected with the design, manufacturing or application of instrument devices and systems

## 8.8 Fellows

The Council, at its discretion and by 75% majority vote if so required, can upgrade to Fellowship of the SAIMC any person who, in the opinion of the Council, has acquired such status in the science and technology of measurement and control by virtue of their outstanding contributions or superior professional responsibility, that their election as a Fellow would, be an honour befitting their position and be of benefit to the SAIMC. The Grade of Fellow shall be automatically awarded to a member who has served as President of the SAIMC. Fellows shall have full voting rights.

## 8.9 Patrons

Patron Membership is divided into:

- National Patron Members



- Branch Patron Members

Patron Membership shall be granted to corporations, associations, organisations or Societies, whether legally incorporated or not, which have, in the opinion of the Council, objectives allied to, or of benefit to, the SAIMC's objective and whose membership of the SAIMC would appropriately recognise the contribution of such body to the industry, and be beneficial to the SAIMC, in the opinion of the Council.

The management of a Patron Member organisation shall nominate a person to represent their interests at meetings of the SAIMC and who shall act as their correspondent with the SAIMC.

#### **8.10 Honorary Members**

Honorary members may be elected by Council for meritorious service. An Honorary Member shall enjoy all the privileges of ordinary membership but will have no voting rights.

#### **8.11 Retired Members**

Members who have retired from normal employment in the field of instrumentation and control and are beyond the age of 60 years can, at their own discretion, become Retired Members who shall have full voting rights.

Retired members shall be entitled to retain their Membership Grade and associated rights, provided that they remain in good standing.

#### **8.12 Application for Membership or Upgrading**

Application for Membership or upgrading shall be submitted on a duly completed form prescribed by Council. Council shall have the power to grade or reject any application. Membership shall commence on payment of the prescribed fees. If such fees are not received within three months of election the election shall be nullified. Membership certificates issued shall remain the property of the SAIMC.

#### **8.13 Membership - general**

##### **8.13.1 Unpaid Membership Fees for 6 Months**

A member whose annual subscription remains unpaid 6 months after the date of invoice shall cease to be in good standing and shall not be entitled to receive the notices, publications or awards of The SAIMC nor to exercise any of the rights and privileges of membership.

##### **8.13.2 Notification**

All members whose subscriptions are outstanding after six (6) months shall be advised by the Administrator in writing to their last known address (e-mail or physical) that unless their subscriptions are paid within three months, Council will take the necessary steps to remove their names from the membership register without further notice.

### **8.13.3 Unpaid Membership Fees for 9 Months**

A member whose annual subscription for a particular financial year remains unpaid for nine (9) months after the date of invoice, shall cease to be a member and his name shall be removed from the membership register.

### **8.13.4 Liability for Payment**

Such exclusion shall not relieve the member from liability for the payment of any moneys due by him, but any person whose membership has so ceased may, at the discretion of the Council and on payment of all fees due, be reinstated within one year from the date of the resolution of the Council excluding him. Thereafter he may be readmitted only on such conditions as the Council may decide.

### **8.13.5 Extensions**

The Council may, at its discretion and if it is satisfied that there are good reasons for doing so, extend the period in which a member may pay the applicable subscription.

### **8.13.6 Re-Instatement**

A person so removed from the member's list may at any time re-apply for membership as if he / she is a new applicant. This is to ensure that the grade of membership can be accurately established.

## **9 MEETINGS AND COMMITTEES**

Meetings of the SAIMC shall be:

### **9.1 General Meetings of the SAIMC**

#### **9.1.1 Annual General Meeting**

An Annual General Meeting shall be convened by Council and shall be referred to as the Annual General Meeting.

#### **9.1.2 Special general Meeting**

Any other general meeting of the SAIMC shall be referred to as a Special General Meeting.

### **9.2 Council Meetings**

Meetings of Council held periodically shall be referred to as Council Meetings.

#### **9.2.1 Committee Meetings**

Meetings of Working Committees of Council shall be referred to as Committee Meetings, prefixed by the function of that Committee.

### **9.3 Branch Meetings**

#### **9.3.1 Branch Annual General Meeting**

The Annual General Meeting convened by a Branch Committee shall be referred to as a Branch Annual General Meeting.

#### **9.3.2 Branch Special General Meeting**

A Branch General Meeting convened by a Branch Committee for other than normal business shall be referred to as a Branch Special General Meeting.

#### **9.3.3 Branch Meetings**

Branch Meetings convened for the normal activities of the Branch shall be referred to as Branch Meetings.

#### **9.3.4 Branch Committee Meetings**

Meetings of Branch Committees shall be referred to as Branch Committee Meetings.

#### **9.3.5 Branch Sub-Committee Meetings**

Meetings of working committees of Branch Committees shall be referred to as Branch Sub-Committee Meetings where "Sub-Committee" shall be preceded by the function of that Sub-Committee.

#### **9.3.6 Sub Branches**

Sub-Branches shall follow that of Branches, with the "Sub" prefix.

### **9.4 How and When Meetings May be Called**

The Council shall meet at such time and place as may be decided by the President of the SAIMC.

#### **9.4.1 AGM**

The Annual General Meeting shall be held during the month of March each year. Council shall determine and notify Branches of the date, before the end of January of that year. Special General Meetings of the SAIMC shall be called at the discretion of the Council and at such places as may be decided by the Council.

#### **9.4.2 Special General Meeting**

The Council shall call a Special General Meeting:

- On receiving a request to the effect, signed by not less than one-third of the voting members of the SAIMC, specifying the object of such meeting, or;
- Should Council require or deem it necessary to have such a meeting which is in the best interests of the SAIMC.

### 9.4.3 Notice

Not less than fourteen days' written notice (by postal, fax or e-mail) of every General meeting shall be given to every member by the General Secretary. An Agenda showing the business to be transacted shall be attached to each notice of meeting.

### 9.4.4 Council Meeting Schedule

The Council shall meet at least twice per annum and in addition, if so requested by the President for specific purposes. The Council shall meet at such place as may be most convenient to the members thereof. A resolution signed by all the members of the Council then within the territory of the SAIMC's activities shall be binding and as fully effective as if passed at a duly constituted Council Meeting.

## 9.5 Council Committees

The Council may appoint working committees to meet as frequently as required to effectively promote and implement the decisions and responsibilities of the Council. The terms of reference of each Committee shall be laid down by the Council.

### 9.5.1 Delegation of Powers

The Council may delegate such powers to such Committees as it may deem fit, which in turn will elect a chairman. At least one member of each Committee shall be a member of Council. The additional members shall be nominated by the Chairman and ratified by the Council.

These Committees as a minimum shall be as follows:-

#### 9.5.1.1 Finance Committee

Finance Committee, the Chairman of which shall be the Honorary Treasurer and each branch's Treasurer shall form the remaining members of this committee

#### 9.5.1.2 Education and Training Committee

Other committees can be instituted at the discretion of Council, for example: -

#### 9.5.1.3 The Innovations Committee

The Innovations Committee, the Chairman being the current Vice-President..

#### 9.5.1.4 Excellence Awards Committee.

The President, or his nominated representative, shall be the Chairman of the Excellence Awards committee. Awards shall be made in accordance with guidelines that shall be issued by Council and updated from time to time as dictated by changing circumstances.

#### 9.5.1.5 Membership Committee

Membership Committee, the Chairman being the current President.

#### 9.5.1.6 Branch Award / Branch Classification Committee

Branch Award / Branch Classification Committee, the Chairman being the current Vice President and each branch's Secretary shall form the remaining members of this committee.

#### 9.5.1.7 Public Relations Committee

Public Relations Committee, the Chairman being the current Vice-President.

#### **9.5.1.8 Grant Award Committee**

Grant Award Committee, the Chairman having been nominated by the current President.

### **9.6 QUORUM, VOTES AND PROCEEDINGS**

The quorum for meetings shall be

#### **9.6.1 Quorum: Council Meetings**

At Council meetings - six (6) members actually present.

#### **9.6.2 Quorum: General Meetings of the SAIMC**

At General Meetings of the SAIMC – thirty (30) voting members in good standing and who are entitled to Voting Rights

For the purposes of voting at General Meetings of the SAIMC all Members, excepting Student Members, Affiliates and Honorary Members, shall be allowed one vote each, provided that where a member is the sole representative of a Patron Member, as defined in Clause 8.9, that member shall be allowed an additional vote for such Patron.

#### **9.6.3 Voting**

Questions arising at any meetings of the Council shall be decided by a show of hands and in an equality of votes the President shall have a casting vote, provided that at any meeting of the Council at which there is no quorum no resolution shall be adopted until it has received the approval in writing of at least two-thirds of the members of Council.

#### **9.6.4 Presiding at General and Council Meetings**

The President, failing whom, the Vice-President of the SAIMC shall preside at all General and Council Meetings. In the event of neither the President nor the Vice-President being present within five minutes of the time for which the meeting shall have been called, the members present may proceed to elect a Chairman from the meeting.

#### **9.6.5 If no Quorum is Present**

If, within fifteen minutes from the time appointed for any meeting of the SAIMC, a quorum is not present in person or by proxy, the meeting, if convened on the requisition of members, shall be dissolved, but in any other circumstances it shall stand adjourned to a day within seven days of the date on which the meeting was called, such day, time and place to be fixed by the President; notice of such meeting shall be given to members in writing, and at such adjourned meeting the members present shall form a quorum even if their number be less than the quorum stipulated in this Constitution.

## **10 ORGANISATION**

### **10.1 Management of the Organization**

Subject to the instructions of the SAIMC in general meeting, the management and control of the SAIMC and its affairs shall be entrusted to a Council, the members of which shall be representatives of voting members of the SAIMC.

## 10.2 Recognition by ECSA

The Council shall monitor and control admissions and transfers to all grades of membership so that The SAIMC is recognised as a Voluntary Association by ECSA and as such undertakes to comply with the requirements of a Voluntary Association as prescribed by ECSA.`

## 10.3 Composition of Council:

A President

A Vice President

A Treasurer

Five Elected Councillors

The Immediate Past President

Branch Chairmen (ex officio)

General Secretary (ex officio)

## 10.4 Responsibilities of President

### 10.4.1 Furthering the Objectives of the SAIMC

The President shall be accountable and the Vice President shall share the responsibility for furthering the objectives of the SAIMC by overseeing the management and strategic planning.

### 10.4.2 Council Chair

Take the chair at Council meetings;

### 10.4.3 Membership Meetings Chair

Take the chair at Membership Committee meetings, or nominate an alternate Councillor to chair the meeting;

### 10.4.4 Attendance of Meetings

Attend the designated meetings of Council wherever possible, or nominate an alternate to do so;

### 10.4.5 Casting Vote

Exercise a casting vote at any meeting of Council in the event of equality of votes. Such casting vote may be exercised by an Alternate who has been nominated by the President.

### 10.4.6 Represent the SAIMC

Represent the SAIMC at meetings with other Professional Institutions or Societies, or deputize a representative;

#### **10.4.7 Annual Report of the SAIMC**

Prepare and present the Annual Report of the SAIMC at each Annual General Meeting.

Reasonable and substantiated transportation and accommodation expenses shall be claimed on the designated form and will be met by the SAIMC.

### **10.5 Responsibilities of Vice President**

#### **10.5.1 Assisting the President**

The Vice President shall assist the President with activities for furthering the objectives of the SAIMC.

#### **10.5.2 Chair at Public Relations Committee**

Take the Chair at Public Relations Committee meetings or deputise an alternative Chairman;

#### **10.5.3 Chair at Innovations Committee**

Take the Chair at Innovations Committee meetings or deputise an alternative Chairman;

#### **10.5.4 Attending Designated Council Meetings**

Attend the designated meetings of Council wherever possible, or nominate an alternate to do so;

#### **10.5.5 Casting Vote**

If representing the President at a Council meeting he shall exercise a casting vote in the event of equality of votes;

#### **10.5.6 Represent the SAIMC**

If required by the President, represent the SAIMC at meetings with other Professional Institutions or Societies.

Reasonable and substantiated transportation and accommodation expenses shall be claimed on the designated form and will be met by the SAIMC.

### **10.6 General Secretary**

Provision shall be made to appoint a General Secretary ex officio as a member of Council.

### **10.7 Responsibilities of General Secretary**

The General Secretary shall be responsible for:

#### **10.7.1 Agenda for Council Meetings**

Ensuring that the Agenda for Council Meetings is issued not later than the due date, and that a record of such meetings is kept and minutes prepared with a copy of such minutes distributed to all Councillors within one calendar month of such meeting;

### **10.7.2 Elected Council Members**

Ensuring that a list of the Council Members elected at the Annual General Meeting is forwarded to the Branch Secretaries within one week of the holding of the SAIMC Annual General Meeting;

### **10.7.3 Notification of Council Meetings**

Ensuring that all members of the Council are notified of Council Meetings as prescribed in Section 9 of this Constitution.

### **10.7.4 Adjudication of Papers**

Arranging with the Vice-President for the adjudication of all papers that have been read at Branch General Meetings and forwarded to him by Branch Secretaries if the author wishes such papers to be published or entered for any Award;

### **10.7.5 Other Matters**

Dealing with other matters relating to the Branches as requested by the President of the SAIMC or as resolved by the Council;

### **10.7.6 Members Lists**

With the assistance of the Branch Secretaries, be responsible for maintaining up-to-date lists of members, with private and business addresses, telephone and fax numbers, and e-mail addresses.

### **10.7.7 Maintenance of Website Information**

Ensuring that branch information is maintained on the SAIMC website

## **10.8 Administrators and Other Officers**

The Council may appoint Administrators and other officers and servants and remunerate them. Such Administrators, officers and servants shall hold office during the pleasure of the Council and they shall perform such duties as the Council shall formally agree with them from time to time. Any such appointees shall report to the Council.

## **10.9 Responsibilities of the Treasurer**

The SAIMC Treasurer shall be responsible for:

### **10.9.1 Annual Budget**

Ensuring that an annual budget of anticipated income and expenditure for approval of Council is prepared and ratified at the AGM of The SAIMC

### **10.9.2 Books and Accounts**

Ensuring that the books of account and administration of the funds of the SAIMC as directed by the Council are maintained;



### **10.9.3 Account Balances**

Ensuring that a current account financial statement and investment balance is presented to every meeting of the Council;

### **10.9.4 Investments and Assets**

Ensuring that all investments and assets are controlled and maintained in accordance with Council's requirements and with approved procedures;.

### **10.9.5 Tax Returns**

Ensuring that tax returns are made timeously to the South African Revenue Service when required.;

### **10.9.6 Monthly Income and Expenses**

Ensuring that monthly copies of income and expenditure as submitted from all Branches are received and maintained, together with copies of their Bank Statements;

### **10.9.7 Financial Records**

Ensuring that financial records of Council and all Branches are submitted for auditing at the end of each financial year;

### **10.9.8 Present Audited Reports**

Presenting the audited report at the Annual General Meeting of the SAIMC;

## **10.10 Additional Council Members**

The Council shall have the right to appoint additional members to act on Council. Each such additional member shall be a current member of the SAIMC, and shall hold office from the time of appointment up to the election of the new Council. Such appointed members shall have voting power.

## **10.11 Holding Office**

The members of Council shall hold office and be elected or appointed as follows:

### **10.11.1 Office Bearers**

The President and Vice President of the Council shall normally hold office for one year, subject to their availability to fulfil their duties in their respective capacities. This term of office may be extended at the discretion of Council subject to a maximum of three consecutive years as President.

In the event of either one or both of those Office Bearers becoming unavailable a new incumbent or incumbents may be elected by Council from existing serving Councillors who satisfy such criteria as may be required to satisfy this Constitution and legislation at that time. In any such event all members must be notified of the change and its justification.

### **10.11.2 Elected Councillors**

Elected Councillors shall normally hold office for two years;

### **10.11.3 Treasurer and General Secretary**

Treasurer and General Secretary shall hold office for two years, or more if so agreed by majority vote at the first meeting of the new Council.

### **10.11.4 A Year of Office**

A year of office shall be the period between two successive Annual General Meetings of the SAIMC;

### **10.11.5 Immediate Past President**

The retiring President shall become the Immediate Past President;

### **10.11.6 President**

The retiring Vice-President shall become the President;

### **10.11.7 Vice President**

The Council shall elect from the Councillors and the Chairmen of Branches, serving on Council, a new Vice-President subject to the term of office not being extended as in Para. 10.11.1, at the final meeting of the year;

### **10.11.8 Treasurer**

At the final meeting of the year the Council shall elect a Treasurer from those serving as current Councillors, and the incumbent Treasurer shall be eligible for re-election.

### **10.11.9 Retiring Councillors**

Each year, three elected Councillors shall retire, or two retire and one be elected Vice-President subject to the term of office not being extended as in Para. 10.11.1, and new members be elected by voting as previously prescribed, as necessary;

### **10.11.10 Candidates for Election as Councillors**

Candidates for election as Councillors shall be in good standing, shall be nominated and seconded by at least two voting members, themselves in good standing, and shall have consented to nomination;

Candidates shall preferably have served on a branch committee before being eligible for nomination to Council.

### **10.11.11 Re-Election of Retired Councillors**

Retiring members of Council shall not be eligible for re-election until after the lapse of two years;

### **10.11.12 Waiving Requirements**

Council shall have the power to waive the requirements of the Constitution covering the appointment or election of any member of the Council when, due to vacancies occurring as a result of resignations or any other reason, compliance with the Constitution becomes impossible, provided that the procedure adopted by Council be as close as possible, in the circumstances, to that required by the Constitution and that members of the SAIMC shall be informed as soon as possible of what has occurred.

## 10.12 Election of Councillors

The procedure for the election of Councillors shall be as follows:

### 10.12.1 Nomination Forms

Nomination forms shall be sent by any legally accepted means to all voting members of the SAIMC at least twenty one (21) days before the date of the Annual General Meeting;

### 10.12.2 Conditions

Nominations shall be only accepted for members in good standing, and acceptance must be signed, or otherwise confirmed on a website-based voting system, by the person being nominated. The nominee must also be in good standing and, preferably, have previously served on a Branch Committee or Council.

All nominations shall be proposed and seconded by members in good standing.

The nominee must confirm acceptance and declare himself / herself available for service and provide a short CV containing the following information:

- Positions served within the SAIMC
- Positions appointed during working career
- Photograph

### 10.12.3 Receiving Nominations

Nominations must be received by the General Secretary not less than seven (7) days before the Annual General Meeting;

The Administrator shall verify that the nominees, proposers and seconders are in good standing.

### 10.12.4 Voting

Should a vote be necessary, profiles with the names and short curricula vitae of duly nominated candidates including their prior service within the SAIMC, shall be sent to all members in good standing by means of fax, e-mail, or SAIMC Website-based system.

### 10.12.5 Receiving Voting Responses

Voting papers or electronically transmitted responses bearing the verified identity of the voting member must be received by the General Secretary by not later than one (1) day before the Annual General Meeting;

### 10.12.6 Receiving Not More than Required Nominations

Where not more than the required number of candidates has been duly nominated they shall be declared elected and the members of the SAIMC notified forthwith.

### 10.12.7 Equal Number of Votes

In the event of an equal number of votes being recorded for two or more candidates all of whom cannot be elected, a ballot shall be held for those candidates. Voting shall be done

by the Members in good standing, including those holding valid proxies, present at the Annual General Meeting, and the ballot shall be conducted by the Election Committee.

#### 10.12.8 **Compliance with ECSA**

Council may, subject to nominee's agreement, remove names from the voting list if necessary to ensure that 51% or more of the Councillors are registered professionals in order for the SAIMC to remain a Voluntary Association status with ECSA.

#### 10.13 **Election Committee**

The Council shall, in good time, appoint an Election Committee from amongst its members which shall include the Administrator and General Secretary. Such Committee shall generally supervise, control and be responsible for all the arrangements for the election of Councillors. In particular, the Election Committee shall: -

##### 10.13.1 **Scrutinise Nominations.**

Verify that nominees are in good standing

##### 10.13.2 **Check Voters**

Verify that Voters are in Good Standing

##### 10.13.3 **Discard Illegal Votes**

Discard or delete all votes from members not in good standing

##### 10.13.4 **Combine Votes Cast per Delegate**

Combine the total number of votes obtained from all systems, either electronic or written, for each candidate.

##### 10.13.5 **Declare Elected Candidates**

Declare as elected the required number of candidates having the highest total of votes;

##### 10.13.6 **Equal Number of Votes**

Where equal numbers of votes have been cast for two or more candidates, so that a clear decision cannot be taken, arrange for a secret ballot at the Annual General Meeting, as may be necessary to solve the difficulty;

##### 10.13.7 **Records**

Make and keep a list of the names of voters.

#### 10.14 **Announcing New Councillors**

The retiring President shall announce the names of the members of the new Council at the Annual General Meeting.

#### 10.15 **Interim Vacancies**

Interim vacancies occurring in the Council shall be filled by the Council at its discretion, by election from amongst the members in the case of a President or Vice-President, and by

co-option in the case of Elected Councillors. Such co-opted members shall have full voting rights and shall serve out the term of office of the members they replace.

#### **10.16 Casting Vote**

The President shall have a deliberate and a casting vote at Council and all other meetings of the SAIMC when he is present.

#### **10.17 Absence of Councillors**

Any member of Council who is absent from two consecutive meetings of the Council without leave of absence or valid reason, shall be liable to dismissal from Council.

#### **10.18 Compulsory Attendance**

At all meetings of the Council and Annual and Special General Meetings of the SAIMC, the General Secretary and General or Honorary Treasurer, or their representatives, shall be in attendance.

### **11 Directors**

#### **11.1 Appointment of Directors**

Directors shall be appointed by electronic vote by all the Council Members and Branch Committee members in good standing every year.

The Directors will serve in the following strategic (not operational) portfolios (which may be combined):

- SAIMC Strategy
- SAIMC Education and Training
- SAMC Finance
- SAIMC Human Resources

Timing of this electronic vote will be in January of every year.

Directors must be registered with ECSA in any category since the SAIMC is a Voluntary Association of the Engineering Council of South Africa (ECSA). The responsibilities of the directors falls in the category of the Identification of Engineering Work which, in its current form, requires professional registration.

The election process will form the same pattern as for Councillors except that the whole process will be limited to present and the previous year's Council members as well as current and the previous year's branch committee members.

## 11.2 The role of the directors:

Directors owe duties to the SAIMC and not to individuals, employees or creditors

- The Strategic Plans are created by the Management Team of the SAIMC and submitted to the Directors for ratification. The Directors are responsible for the ratification of the Strategic Plans of the SAIMC and to oversee its successful implementation.
- Directors' core duty is to remain loyal to the SAIMC, and avoid conflicts of interest
- Directors are expected to display a high standard of care, skill or diligence
- Directors are expected to act in good faith to promote the success of the SAIMC

## 11.3 Promoting the SAIMC's Success

To promote the success of the SAIMC for the benefit of its members as a whole, directors must have regards for the following factors in fulfilling the duty to promote success. These are:

- The likely consequences of any decision in the long term
- The interests of the SAIMC's members and employees
- The need to foster the SAIMC's business relationships with vendors, end users and others such as educational organisations
- The impact of the SAIMC's operations on the community and the environment
- The desirability of the SAIMC maintaining a reputation for high standards of business conduct, and
- The need to act fairly as between members of a company

## 11.4 Authority of the Directors

- Directors may not enter into any agreement or transaction without the consent of the Council as prescribed elsewhere in this constitution.
- Directors will have the power to call a Special General Meeting should Council make decisions that could negatively impact the SAIMC's success. This is part of their fiduciary duty as they are ultimately responsible for the success of the SAIMC.

## **12 SUBSCRIPTIONS**

### **12.1 Revising Fees**

The SAIMC may on an annual basis, revise registration fees and subscriptions payable by members of various grades. The subscriptions and registration fees for the current year shall be decided at the last meeting of Council during the current financial year.

### **12.2 Subscriptions Due**

Subscriptions are due on 1st January each year. Members elected to the various grades after 1st July shall pay half the usual annual subscription for that year. A member who is more than two years in arrears with subscriptions shall cease to be a member of the SAIMC.

### **12.3 Reduction of Fees for Retired Members**

Subscriptions may, upon application to Council, be reduced for all categories of membership when members retire from normal employment in the field of instrumentation and control and are beyond the age of 60 years.

### **12.4 Registration Fee**

A once off registration entry fee shall be payable to the SAIMC. This fee, which covers initial administrative work, shall be equal to 50% of applied membership grade. (Patron registration fee restricted to 50% of Senior Member fee). Such fee shall not be applied for Student member applications.

### **12.5 Waiving Fees**

Council reserves the right to waive registration and membership fees when there is a definite possibility of a substantial benefit to the SAIMC in doing so.

## **13 BRANCHES AND SUB-BRANCHES**

### **13.1 Establishment**

The Council may from time to time grant permission to members in a particular town or area to set up a Branch or Sub-Branch of the SAIMC for such area and to elect a Branch or Sub-Branch Committee. The Council shall have the power to determine, alter, or define the powers, duties and functions of Branch and Sub-Branch Committees and, save as authorised by the Council, a Branch or Sub-Branch Committee shall have no power to incur any financial obligations in the name of the SAIMC, or power to bind or pledge the credit of the SAIMC in any way.

## 13.2 Constitution

A Branch or Sub-Branch of the SAIMC shall be formed for the purpose of maintaining and advancing the objective of the SAIMC in the area covered and the Committee of the Branch or Sub-Branch shall at all times adhere to the Constitution of the SAIMC.

## 13.3 Branch and Sub-Branch Areas

The headquarters of any Branch or Sub-Branch shall be designated and the boundaries shall, where possible, be defined by postal codes.

## 13.4 Branch Committees

The affairs of the Branch shall be administered by a Branch Committee, Comprising

A Branch Chairman

A Branch Vice-Chairman

A Branch Secretary

A Branch Treasurer

Three members in good standing if the Branch membership does not exceed 200 members

Five members in good standing if the Branch membership exceeds 200 members

### 13.4.1 Committee Members to be in Good Standing

All committee members shall be in good standing in the SAIMC;

### 13.4.2 The President of the SAIMC

The President of the SAIMC shall be an ex officio member of each Branch Committee;

### 13.4.3 Combination of Positions

The position of Branch Secretary and Branch Treasurer may be combined;

### 13.4.4 Election of Branch Committee

The election process shall follow the same process as the Council election process but will be expanded to include all members within the branch who are in good standing

The outcome of a Branch Committee electronic voting system shall be offered for approval, amendment or rejection by voting members of the Branch present or by proxy at the Branch Annual General Meeting;

### 13.4.5 Quorum

A quorum shall be three members of the Committee;

### 13.4.6 Meeting Schedule

Branch Committees shall meet at least quarterly.



#### **13.4.7 Absence of Committee Members at Meetings**

Any member of a Branch Committee who is absent from three consecutive Branch Committee Meetings without leave of absence shall cease to be a member of the Branch Committee. Any interim vacancy occurring in the Branch Committee shall be filled by the Committee at its discretion. Any persons co-opted to a Branch Committee shall hold office for one year, namely, from one Branch Annual General Meeting to the next.

#### **13.4.8 Branch Annual General Meetings**

Branch Annual General Meetings shall be held at least one calendar month before the Annual General Meeting of the SAIMC.

#### **13.4.9 Quorums at Branch AGM and Branch SGM**

The quorum for Branch Annual General Meetings or Branch Special General Meetings shall be ten (10) voting branch members in good standing actually present or represented by proxy or one-fifth of the voting branch membership, whichever is the lesser.

### **13.5 Responsibilities of Branch Secretary**

The Branch Secretary shall be responsible for the following

#### **13.5.1 Record of Branch Meetings**

Prepare the Agenda for Branch Meetings, record and prepare minutes of such meetings and forward to the General Secretary of the SAIMC a copy of such minutes within one calendar month of such meeting;

#### **13.5.2 Forwarding a list of the Branch Committee Members**

Forward a list of the Branch Committee Members elected at the Branch Annual General Meeting to the General Secretary within one week of the holding of the Branch Annual General Meeting;

#### **13.5.3 Notification of Branch Meetings**

Notify all members of the Branch of Branch Meetings at least fourteen (14) days prior to such meetings and in the case of the Branch Annual General Meeting at least twenty-one (21) days;

#### **13.5.4 Forwarding Papers**

Forward all papers that have been read at Branch General Meetings to the General Secretary if the author wishes such papers to be published or entered for an Award;

#### **13.5.5 Other Matters**

Deal with other matters relating to the Branch as requested by the Branch Chairman, the President of the SAIMC or the General Secretary;

#### **13.5.6 Updating Member Lists**

With the assistance of the General Secretary, keep up-to-date lists of members of the Branch with private and business addresses, telephone and fax numbers, and e-mail addresses and notify the General Secretary of any changes of these details.

## **13.6 Responsibilities of Branch Treasurer**

The Branch Treasurer shall be responsible for the following:

### **13.6.1 Annual Budget**

Prepare an annual budget of anticipated income and expenditure of the Branch for approval of the Branch Committee and submit it to the SAIMC Treasurer on the designated form;

### **13.6.2 Accounting**

Keep the Branch books of account to receive and administer the funds of the Branch as directed by the Branch Committee;

### **13.6.3 Financial Statements**

Submit a current financial statement to every meeting of the Branch Committee;

### **13.6.4 Income and Expenses**

Submit monthly copies of income and expenditure to Council, together with copies of Bank Statements to show current total cash assets for the Branch.

### **13.6.5 Annual Submissions**

Submit an income and expenditure account and Balance Sheet of the Branch drawn up on the designated form until the end of every Financial Year of the SAIMC to the Branch Chairman for presentation at the Annual General Meeting of the Branch;

## **13.7 Responsibilities of Branch Chairman**

### **13.7.1 Furthering SAIMC Objectives**

The Branch Chairman shall, unless represented by the Branch Vice-Chairman as his/her alternate, be responsible for furthering the objectives of the SAIMC by the Branch;

### **13.7.2 Chair Meetings**

Take the chair at meetings of the Branch and meetings of the Branch Committee;

### **13.7.3 Examine Papers**

Examine all papers submitted for presentation at Branch Meetings to ensure that nothing detrimental to the standing of the SAIMC will be presented;

### **13.7.4 Attend Designated Meetings**

Attend the designated meetings of Council wherever possible, or nominate an alternate to do so;

### **13.7.5 Expenses**

Reasonable and substantiated transportation and accommodation expenses shall be claimed on the designated form and will be met by the SAIMC.

## **13.8 Sub-Branches**

### **13.8.1 Setting Up Sub Branch**

Where it is proposed that a sub-branch be set up, the decision to proceed with the proposal shall rest with the main Branch Chairman in case the proposed sub branch is in the area of a branch. If not, then the decision lies with Council. The decision will be made if supported by the Committee or Council and after discussion with the members of the SAIMC residing in the area of the proposed Sub Branch

### **13.8.2 Long-Term Feasibility**

Council shall give careful consideration to the practicability of such a Sub-Branch with particular emphasis on long-term viability. Unless the Council agrees otherwise, a minimum initial paid-up membership totalling 10 members of all grades must be committed to the Sub-Branch.

### **13.8.3 Sub Branch Proposal**

Once the proposal has been accepted by the main Branch Committee, the Branch Chairman / President or his representative must table the proposal for approval by Council. Until such approval has been granted, no further action may be taken to establish the Sub-Branch.

### **13.8.4 Applicability of Constitution**

Once permission to proceed has been granted, all aspects of this Clause of the Constitution shall apply as if the Sub-Branch were a Branch.

### **13.8.5 Attending Sub Branch Meetings**

It shall be the responsibility of the main Branch Chairman / President or his representative, to attend all meetings of the Sub-Branch and all meetings of the Sub-Branch Committee, where possible.

### **13.8.6 Information Sharing**

Where information is required to be forwarded to the General Secretary or Treasurer of the SAIMC, a copy of all such information shall also be forwarded to the main Branch Chairman.

## **13.9 Life of a Sub-Branch**

### **13.9.1 Application for Full branch Status**

After 2 years unbroken, successful operation since the date of approval by Council, and in consultation with the Committee of the main Branch (if appropriate), an application to Council for full Branch status may be made. The awarding of full branch status remains at the discretion of Council.

### **13.9.2 Granting branch Status**

Council may decide to grant branch status in cases where Council deems this to be the best option for the SAIMC.

## **13.10 Winding up of a Branch or Sub-Branch**

### **13.10.1 Records**

Should any Branch or Sub-branch cease to function effectively, the President shall call upon the last appointed members of the Branch or Sub-Branch Committee to deliver to him the books of account, showing the assets and liabilities and all unexpended funds of the Branch or Sub-Branch.

### **13.10.2 Transferring Funds and Assets**

The President shall take the necessary steps, through Council, to liquidate the debts and to transfer the funds and assets of the Branch to the general funds of the SAIMC, or in the case of a Sub-Branch, to the Main Branch.

### **13.10.3 Transferring Members**

The General Secretary shall organize the transfer of fully paid-up members and incorporate them in some other Branch as they may desire.

## **14 PROXIES**

Any member may appoint a proxy, who shall be a member of the SAIMC, in good standing, to attend any meeting of the SAIMC the member is qualified to attend and speak and vote on the member's behalf. Such proxy shall be lodged with the General Secretary of the SAIMC, for General Meetings, and with the Branch Secretary for Branch Meetings, not less than 24 hours prior to the meeting, and shall be substantially in the form approved by Council.

## **15 RESIGNATIONS**

### **15.1.1 Giving Notice**

A member may resign on giving three months' notice in writing to the General Secretary of the SAIMC. A member shall be deemed to have resigned in good standing, provided that the member shall have paid in full all fees due, including the current year's subscription and have returned their certificate for cancellation;

### **15.1.2 Refunds**

No subscription or part thereof shall be refundable.

### **15.1.3 Reinstatement**

A member who has been deemed to have resigned may subsequently apply for reinstatement by completion of the application procedure.

## **16 REPRESENTATION ON OTHER ORGANISATIONS**

A representative of the members of the SAIMC elected by the Council to represent it on any other body with which the SAIMC is co-operating, shall serve in that capacity, and not as an individual. When occasion arises which prevents such a representative serving they may, at the discretion of the Council, be considered to have resigned from such election and a new representative shall be elected by the Council. Such representative shall carry out the instructions of the Council in all matters pertaining to the appointment, and shall cease to represent the SAIMC at the discretion of the Council.

## **17 ETHICS AND PROFESSIONAL CONDUCT**

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

Council may develop process and procedures to enforce ethical and professional behaviour. In this case, every member may be required to sign the relevant documentation. Should the member decline, Council maintains the right to terminate the membership or take other actions it deems fit after discussions with the individuals prove to be fruitless.

## **18 EXPULSION**

The Council may strike off the list of members any member who, in the opinion of Council, shall have:

### **18.1 Contravening Constitution**

Acted in contravention of the Constitution of the SAIMC;

Or

### **18.2 Conduct**

By their conduct, and at the discretion of Council, rendered themselves unfit to remain a member of the SAIMC.

### **18.3 Opportunity to Respond**

A Member being considered for expulsion shall be afforded the opportunity to present argument to Council why his conduct does not give grounds for being expelled prior to any final decision being made.

#### **18.4 Final Decision**

The decision of the members of Council, chaired by the President, shall be final. The member's case may be presented to Council in writing within thirty days of posting the notice of expulsion.

#### **18.5 Expelled Member Rights**

A member whose expulsion from the SAIMC has been authorised in accordance with the provisions of this section, shall cease to be a member of the SAIMC, and shall have no claim on its funds.

#### **18.6 Informing of Expulsion**

The expelled member shall be informed of such expulsion, in writing, and the membership certificate of such a member shall be returned to the General Secretary for cancellation.

### **19 EXECUTION OF DOCUMENTS**

All powers of attorney, deeds and other formal documents shall be executed by two members of the Council, together with the General Secretary, or such person acting in the capacity of the General Secretary under the authority of a resolution of the Council.

### **20 MINUTES**

The General Secretary shall keep or cause the Secretariat, if such an organisation is used, to keep proper minutes of the resolutions and proceedings of all meetings of the SAIMC and of the Council.

### **21 ADDRESSES OF MEMBERS**

#### **21.1 Registration of Members**

Every member shall register a postal or electronic address and a day time telephone number with the Administrator or a person appointed by Council, at which a notice may be served upon any member either personally by sending it to the member's electronic address or, failing that, through the post in a prepaid letter addressed to such member's registered address.

#### **21.2 Waiving Notices**

A member who fails to register or maintain a current address as prescribed, or any change thereto, shall be deemed to have waived the right to receive notices.

## **22 INTERPRETATION**

In cases of doubt as to the meaning or interpretation of any of the provisions of this Constitution, the interpretation of the Council shall be final and binding upon all members.

## **23 INDEMNITY**

### **23.1 Indemnity**

Every Director, Council Member, President, Vice-President, General Secretary, Employee and other Officer of the SAIMC shall be indemnified by the SAIMC against all costs, losses and expenses which any Council Member, Employee or Officer may incur or become liable for by reason of any contract entered into or act or deed done by such Council Member, Employee or Officer, or in any way in the discharge of their duties, except in the case of malicious intent (*mala fides*).

### **23.2 Costs**

It shall be the duty of the Council to pay, out of the funds of the SAIMC, all such costs, losses and expenses.

## **24 WINDING-UP**

### **24.1 Conditions of Winding Up**

The SAIMC shall be wound up if, at a ballot conducted in the manner prescribed in the Constitution, two thirds of the total number of Corporate members of the SAIMC vote in favour of a resolution that the SAIMC be wound up, or if for any reason the SAIMC is unable to continue to function.

### **24.2 Member Responsibilities**

Every member of the SAIMC undertakes to contribute to the assets of the SAIMC in the event of the SAIMC being wound up during the time that they are a member, or within one year afterward, for payment of the debts and liabilities of the SAIMC contracted before the time at which they ceased to be a member, and of the costs, charges and expenses of winding up the SAIMC, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding a sum equal to the value of the current annual subscription for each grade of membership.

### **24.3 Provisions**

If a resolution for the winding-up of the SAIMC has been passed as provided for in sub-section 24.1, or if for any reason the SAIMC is unable to continue to function, the following provision shall apply:

### **24.3.1 President**

The last-appointed President of the SAIMC, or if that person is not available, the available members of the last-appointed Council of the SAIMC, shall appoint a trustee to carry out the winding-up. The Trustee shall not be a member of the SAIMC and shall be paid such fees as may be agreed upon between the Trustee and the said members of the SAIMC's last-appointed Council.

### **24.3.2 Documentary Evidence**

The trustee so appointed shall call upon the last-appointed office-bearers of the SAIMC to deliver to the Trustee documentary evidence of the SAIMC's assets and liabilities, together with the register of members showing for the twelve months prior to date on which the resolution for winding-up was passed or the date as from which the SAIMC was unable to continue to function, as the case may be, hereinafter referred to as the date of dissolution, the subscriptions paid by each member and their address as at the said date. The trustee shall also call upon the said office-bearers to hand over all unexpended funds of the SAIMC.

### **24.3.3 Liquidating Assets**

The trustee shall take the necessary steps to liquidate the debts of the SAIMC from its unexpended funds and any other monies realised from any assets of the SAIMC and if the said funds and monies are insufficient to pay all creditors, after the trustee's funds and expenses of winding-up have been met, the order in which the creditors shall be paid shall, subject to the provisions of clause 24.2, be the same as that prescribed in any law for the time being in force, relating to the distribution of the assets of an insolvent estate and the Trustee's fees and the expenses of winding-up shall rank in order of preference as though that person was a trustee of an insolvent estate and as though the fees and expenses were the costs of sequestration of an insolvent estate.

### **24.3.4 Transferring Assets**

After the payment of all debts in accordance with paragraph 24.2, the SAIMC shall be obliged to give or transfer its assets to some other company, associate or association with objectives similar to those of the SAIMC and which shall be determined by the members at or before the dissolution.

## **25 FAILURE TO FUNCTION**

Whenever it appears that through inadvertence, negligence, or due to any other cause, any of the terms of this Constitution have not been observed by the members, officers, office-bearers, or employees of the SAIMC, and, as a result of such non-observance, the SAIMC is unable to function constitutionally in any respect, either wholly or partly:-

Any office-bearer, officer or member of the SAIMC may report the circumstances to the Council who shall, if they are satisfied that the SAIMC but for such non-observance would be capable of functioning and that it shall continue to function, take action to enable the SAIMC to function.



It is conditional upon that in so doing they shall devise a procedure which shall as nearly as possible, having regard to the circumstances, be in conformance with the provisions of this Constitution; provided further that any action taken by them in terms hereof shall not prejudice any claim of a creditor of the SAIMC.

The foregoing shall apply if it appears that the inability to function is due to any vacancy in any office which the SAIMC is unable at any time to fill strictly in accordance with the requirements of this Constitution, or any other set of circumstances arising by reason of such non-observance.

## **26 ALTERATION OF CONSTITUTION**

### **26.1 Altering Vision and Mission**

The vision and mission of the SAIMC, and any clauses of this Constitution, may be altered, amended or added to by a resolution duly carried by a majority of not less than two-thirds of the votes represented at a Special General Meeting of the SAIMC called for this purpose. Postal voting shall be permitted for this purpose.

### **26.2 Submission of Constitution**

A copy of the amended Constitution shall be submitted to the Commissioner for The South African Revenue Service and any other institutions that require the Constitution for governance purposes.

### **26.3 By-Laws**

The Council may from time to time, make and enforce by-laws not inconsistent with this Constitution, provided that no such by-laws shall take effect until every member has been notified in writing. Any such by-law shall be an addendum to the Constitution and shall be binding on all members.

## **27 LANGUAGE OF THE SAIMC**

The official languages of The SAIMC shall be those of the Republic of South Africa.

However, all meetings of Council and Branch committees, documentation, including outgoing correspondence, will be in English, subject only to the qualification that all or part of any document shall be translated into any one of the other official languages where this is requested in writing by a member, or by an outside organisation, who shall be liable for any actual cost to The SAIMC of such translation.