**SAIMC NPC**

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

**2018**

**CONSTITUTION**

**CONTENTS**

[1 HISTORY OF THE CONSTITUTION 7](#_Toc352058014)

[1.1 Change Record 7](#_Toc352058015)

[1.2 Coat of Arms 7](#_Toc352058016)

[1.3 Motto of the SAIMC 7](#_Toc352058017)

[2 NAME AND EMBLEM 8](#_Toc352058018)

[3 REGISTERED OFFICE AND COMMUNICATION 8](#_Toc352058019)

[4 VISION, MISSION, CORE VALUES, POWERS AND LIMITATIONS 9](#_Toc352058020)

[4.1 Vision 9](#_Toc352058021)

[4.2 Mission 9](#_Toc352058022)

[4.3 Core Values 10](#_Toc352058023)

[4.4 Powers 10](#_Toc352058024)

[4.5 Limitations 13](#_Toc352058025)

[5 CORPORATE STATUS 14](#_Toc352058026)

[5.1 Body Corporate 14](#_Toc352058027)

[5.2 Income and Property 15](#_Toc352058028)

[6 LIABILITY OF MEMBERS OF THE EXCO 15](#_Toc352058029)

[7 INDEMNITY 15](#_Toc352058030)

[8 MEMBERSHIP 16](#_Toc352058031)

[8.1 Conditions of Membership 16](#_Toc352058032)

[8.2 Rights and Privileges 16](#_Toc352058033)

[8.3 Appeals 17](#_Toc352058034)

[8.4 Affiliate 17](#_Toc352058035)

[8.5 Student Members 17](#_Toc352058036)

[8.6 Members 17](#_Toc352058037)

[8.7 Senior Members 18](#_Toc352058038)

[8.8 Fellows 19](#_Toc352058039)

[8.9 Patrons 19](#_Toc352058040)

[8.10 Honorary Members 19](#_Toc352058041)

[8.11 Out of Town Members 19](#_Toc352058042)

[8.12 Retired Members 20](#_Toc352058043)

[8.13 Application for Membership or Upgrading 20](#_Toc352058044)

[8.14 Membership - general 20](#_Toc352058045)

[9 MEETINGS AND COMMITTEES 22](#_Toc352058046)

[9.1 General Meetings of the SAIMC 22](#_Toc352058047)

[9.2 EXCO Meetings 22](#_Toc352058048)

[9.3 Branch Meetings 22](#_Toc352058049)

[9.4 How and When Meetings May be Called 23](#_Toc352058050)

[9.5 EXCO Committees 24](#_Toc352058051)

[9.6 QUORUM, VOTES AND PROCEEDINGS 25](#_Toc352058052)

[10 ORGANISATION 26](#_Toc352058053)

[10.1 Management of the Organization 26](#_Toc352058054)

[10.2 Recognition by ECSA 26](#_Toc352058055)

[10.3 The EXCO shall consist of: 26](#_Toc352058056)

[10.4 Responsibilities of President 26](#_Toc352058057)

[10.5 Responsibilities of Vice President 27](#_Toc352058058)

[10.6 General Secretary 28](#_Toc352058059)

[10.7 Responsibilities of General Secretary 28](#_Toc352058060)

[10.8 Administrators and Other Officers 29](#_Toc352058061)

[10.9 Responsibilities of the Treasurer 29](#_Toc352058062)

[10.10 Additional EXCO Members 30](#_Toc352058063)

[10.11 Holding Office 30](#_Toc352058064)

[10.12 Election of EXCO 31](#_Toc352058065)

[10.13 Election Committee 32](#_Toc352058066)

[10.14 Announcing New EXCO 33](#_Toc352058067)

[10.15 Interim Vacancies 33](#_Toc352058068)

[10.16 Casting Vote 33](#_Toc352058069)

[10.17 Absence of EXCO 33](#_Toc352058070)

[10.18 Compulsory Attendance 34](#_Toc352058071)

[11 SUBSCRIPTIONS 34](#_Toc352058072)

[11.1 Revising Fees 34](#_Toc352058073)

[11.2 Subscriptions Due 34](#_Toc352058074)

[11.3 Reduction of Fees for Retired Members 34](#_Toc352058075)

[11.4 Registration Fee 34](#_Toc352058076)

[11.5 Waiving Fees 34](#_Toc352058077)

[12 BRANCHES AND SUB-BRANCHES 35](#_Toc352058078)

[12.1 Establishment 35](#_Toc352058079)

[12.2 Constitution 35](#_Toc352058080)

[12.3 Branch and Sub-Branch Areas 35](#_Toc352058081)

[12.4 Branch Committees 35](#_Toc352058082)

[12.5 Responsibilities of Branch Secretary 36](#_Toc352058083)

[12.6 Responsibilities of Branch Treasurer 37](#_Toc352058084)

[12.7 Responsibilities of Branch Chairman 38](#_Toc352058085)

[12.8 Sub-Branches 38](#_Toc352058086)

[12.9 Life of a Sub-Branch 39](#_Toc352058087)

[12.10 Winding up of a Branch or Sub-Branch 39](#_Toc352058088)

[13 PROXIES 40](#_Toc352058089)

[14 RESIGNATIONS 40](#_Toc352058090)

[15 REPRESENTATION ON OTHER ORGANISATIONS 41](#_Toc352058091)

[16 ETHICS AND PROFESSIONAL CONDUCT 42](#_Toc352058092)

[17 EXPULSION 42](#_Toc352058093)

[17.1 Contravening Constitution 42](#_Toc352058094)

[17.2 Conduct 42](#_Toc352058095)

[17.3 Opportunity to Respond 42](#_Toc352058096)

[17.4 Final Decision 43](#_Toc352058097)

[17.5 Expelled Member Rights 43](#_Toc352058098)

[17.6 Informing of Expulsion 43](#_Toc352058099)

[18 EXECUTION OF DOCUMENTS 43](#_Toc352058100)

[19 MINUTES 43](#_Toc352058101)

[20 ADDRESSES OF MEMBERS 43](#_Toc352058102)

[20.1 Registration of Members 43](#_Toc352058103)

[20.2 Waiving Notices 44](#_Toc352058104)

[21 INTERPRETATION 44](#_Toc352058105)

[22 INDEMNITY 44](#_Toc352058106)

[22.1 Indemnity 44](#_Toc352058107)

[22.2 Costs 44](#_Toc352058108)

[23 WINDING‑UP 44](#_Toc352058109)

[23.1 Conditions of Winding Up 44](#_Toc352058110)

[23.2 Member Responsibilities 45](#_Toc352058111)

[23.3 Provisions 45](#_Toc352058112)

[24 FAILURE TO FUNCTION 46](#_Toc352058113)

[25 ALTERATION IN CONSTITUTION 47](#_Toc352058114)

[25.1 Altering Vision and Mission 47](#_Toc352058115)

[25.2 Submission of Constitution 47](#_Toc352058116)

[25.3 By-Laws 47](#_Toc352058117)

[26 LANGUAGE OF THE SAIMC 47](#_Toc352058118)

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 EXCO based on the English text shall be final and binding.

Except where inconsistent with the context of this Constitution:

‘**Branch**’ shall mean a division of the SAIMC that does not constitute a separate legal entity although it is physically separated from the organization's main office. This branch structure exposes the SAIMC to full taxability and legal liability in regard to the branch's operations.

‘**Sub Branch**’ shall mean a division of the SAIMC that does not constitute a separate legal entity although it is physically separated from the organization's main office. This branch structure exposes the SAIMC to full taxability and legal liability in regard to the branch's operations. A Sub Branch is a division of a Branch or EXCO dedicated to promoting professionalism among automation and control engineering professionals but needs a lot of support from an existing branch or EXCO to get it established.

‘**Chapter**’ shall mean a division of the SAIMC that does not constitute a separate legal entity although it is physically separated from the organization's main office. This structure exposes the SAIMC to full taxability and legal liability in regard to the branch's operations. A Chapter is a division of a Branch dedicated to promoting professionalism among automation and control engineering students.

**‘Constitution’** shall mean the constitution of The SAIMC NPC (Society for Automation Instrumentation Measurement & Control).

‘**EXCO’** shall mean the EXCO of The SAIMC as defined in Section 11 of this Constitution.

**‘ECSA’** shall mean the Engineering EXCO 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 clause 9.6 of the Constitution.

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

**‘The SAIMC’** shall mean the SAIMC NPC (The Society for Automation Instrumentation, Measurement & Control) as constituted herein.

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

**‘EXCO’** shall mean the SAIMC Executive EXCO.

# HISTORY OF THE CONSTITUTION

## Change Record

|  |  |
| --- | --- |
| Adopted | March 1957 |
| Amended | September 1985 |
| Amended | March 1991 |
| Amended | March 1997 |
| Amended | July 1999 |
| Amended | March 2009 |
| Amended | March 2013 |
| Amended | 2019 |

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

## Name and Logo

The SAIMC name, SAIMC NPC is registered with the CIPC.

## Motto of the SAIMC

Your trusted voice of Automation in Southern Africa

# NAME AND EMBLEM

The name of the organization hereby constituted shall be SAIMC NPC (Society for Automation, Instrumentation, Measurement and Control) referred to in this document as the “SAIMC”.

Subject to the approval of EXCO, the name of the SAIMC may be translated into any of the official languages of South Africa.

# 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 or any legally accepted method or technology which may be appropriate at the time.

# VISION, MISSION, CORE VALUES, POWERS AND LIMITATIONS

## Vision

To become the de facto trusted authority in industrial automation and control in Southern Africa

## Mission

To advance the standards of theory and practice in the fields of automation through:

### Recognition

Responsible development of a Southern African competence in digitalisation and automation technology by means of education, collaborative partnerships, the advancement of industry standards and reskilling for growth through the prosperity of a sustainable workforce.

## Core Values

### Communication

To practice open and free communications responsibly.

### Fruitful Environment

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

### Open and Transparent

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

### Upliftment

To strive to contribute to the upliftment and wellbeing 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 measurement and control industries.

### Standards

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

## Powers

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

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

### 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.

### Dealing with Property

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

### Raising Funds

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

### 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 EXCO, excepting for purposes which may be specifically defined elsewhere in this Constitution.

### Gifts

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

### Publication

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

### Library of Information

Form, maintain and augment a library of books and publications containing information concerningthe profession in all branches of trade, commerce and industries, and economic matters;

### Traveling and Expenses

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

### 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, havinga mission similar to that of the SAIMC.

### Legal Acts

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

### 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.

### 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.

### 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.

### 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 two of the members of the SAIMC’s management and counter‑signed by the General Secretary of the SAIMC or such person acting in place of the General Secretary.

### 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 and from time to time to vary or realise such investments and to enter into all such negotiations and contracts, rescind and vary all such contracts and execute and 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.

### Remuneration

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

### 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.

### Emergencies

The EXCO 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.

## 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.

# CORPORATE STATUS

## Body Corporate

### Identity and Existence

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

### Perpetual Succession

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

### Capability

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

### Legal Capability

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

### 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.

### 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.

### 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.

### Established as a Non Profit Organization

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

## 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, and 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.

# LIABILITY OF MEMBERS OF THE EXCO

Each member of EXCO 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.

# INDEMNITY

Each member of the EXCO and other committees of The Institution 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 EXCO 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 EXCO in respect of that EXCO 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.

# MEMBERSHIP

## Conditions of Membership

### Grades of Membership

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

### 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 EXCO

### Tertiary Education and Professional Registration

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

## Rights and Privileges

Corporate status, without voting rights, shall apply to the following grades of membership:

* Affiliate
* Student (except within the context of a Student Chapter)
* Honorary memberships

Corporate status, with voting rights, shall apply to the following grades of membership:

* Member
* Senior Member
* Fellow
* Retired Member
* Retired Senior Member
* Retired Fellow

Patron Members shall be allowed one vote at Annual General Meetings

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

## 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.

## 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 EXCO (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.

## Student Members

### Grade Qualification

Student Membership will be available to those people whose field of active study is concerned with or related to measurement and control and has not yet received the status of a fully functional technical professional in Automation and related fields. This includes but is not limited to bona fida students, technicians-, technologists- and engineers in training. The SAIMC could require formal affirmation from the employer or tertiary institution in order to allocate this membership category to a member.

### Limits on Grade

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

## Members

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

### Qualification from a Tertiary Institution

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

### Trade Test

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

### 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

## 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.

###  Qualification from a Tertiary Institution

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

### 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

### 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:

### 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

## Fellows

The EXCO, 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 EXCO, 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”

## Patrons

Patron Membership shall be granted to corporations, associations, organisations or Societies, whether legally incorporated or not, which have, in the opinion of the EXCO, 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 EXCO.

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.

## Honorary Members

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

## 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.

## Application for Membership or Upgrading

Application for Membership or upgrading shall be submitted on a duly completed form prescribed by EXCO. EXCO 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.

## Membership - general

### 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.

### 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, EXCO will take the necessary steps to remove their names from the membership register without further notice.

### 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.

### 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 EXCO and on payment of all fees due, be reinstated within one year from the date of the resolution of the EXCO excluding him. Thereafter he may be readmitted only on such conditions as the EXCO may decide.

### Extensions

The EXCO 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.

### 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.

# ORGANISATION

## 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 EXCO, the members of which shall be representatives of voting members of the SAIMC.


## Recognition by ECSA

The EXCO 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.`

## The EXCO shall consist of:

Directors

A President

A Vice President

A Treasurer

Five Elected EXCO

The Immediate Past President

Branch Chairmen (ex officio)

General Secretary (ex officio)

Co-opted Members

## Directors

### Appointment of Directors

The outgoing EXCO members will vote for Directors out of the current EXCO members.

They will also vote for the Chair of the Board

The Directors will serve in the following portfolios (which may be combined):

* Strategy
* Education and Training
* Finance (Accounting Officer)
* Chair of the Board (previously the President of the SAIMC)

Timing of this vote will be in February of every year.

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

### The Role of Directors

The Directors of the SAIMC, elected by the EXCO of the SAIMC:

* Represent the SAIMC for tax purposes at SARS, in particular the Accounting Officer of the SAIMC
* They are the legal representatives of the SAIMC (legally appointed and therefore ultimately responsible for the SAIMC)
* Directors are de-facto members of EXCO

### The Executive Committee

The Executive Committee consists of:

* Directors
* CEO
* Immediate Past Chair of the Board
* Treasurer
* Five (5) Additional Members elected by the SAIMC members
* Branch Managers.

The role of the Executive Committee:

* Responsible for the day-to-day activities of the SAIMC
* Drives the organization in the direction identified by the Board
* Reports to the Board on a monthly basis
* Have the power to call a Special General Meetings should it become necessary for the continued success of the SAIMC.

## Responsibilities of the CEO

### Furthering the Objectives of the SAIMC

* The CEO shall be accountable for furthering the objectives of the SAIMC by overseeing the management and strategic planning.
* Take the chair at EXCO meetings;
* Take the chair at Membership Committee meetings;
* Attend the designated meetings of EXCO wherever possible, or nominate an alternate to do so;
* To exercise a casting vote at any meeting of EXCO in the event of equality of votes’
* Represent the SAIMC at meetings with other Professional Institutions or Societies, or deputize a representative;
* Prepare and present the Annual Report of the SAIMC at each Annual General Meeting
* Take the Chair at Public Relations Committee meetings or deputise an alternative Chairman;
* Take the Chair at Innovations Committee meetings or deputise an alternative Chairman;

## General Secretary

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

## Responsibilities of General Secretary

The General Secretary shall:

### Agenda for EXCO Meetings

Be responsible for ensuring that the Agenda for EXCO 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 EXCO within one calendar month of such meeting;

### Elected EXCO Members

Be responsible for ensuring that a list of the EXCO 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;

### Notification of EXCO Meetings

Be responsible for ensuring that all members of the EXCO are notified of EXCO Meetings as prescribed hereunder.

### Adjudication of Papers

Arrange 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;

### Other Matters

Deal with other matters relating to the Branch as requested by the President of the SAIMC or as resolved by the EXCO;

### 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.

### Maintenance of Website Information

Be responsible for ensuring that branch information is maintained on the SAIMC website

## Administrators and Other Officers

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

## Responsibilities of the Treasurer

The SAIMC Treasurer shall:

### Annual Budget

Be responsible for ensuring that an annual budget of anticipated income and expenditure for approval of EXCO is prepared and ratified at the AGM of The SAIMC

### Books and Accounts

Be responsible for ensuring that the books of account and administration of the funds of the SAIMC as directed by the EXCO are maintained;

### Account Balances

Be responsible for ensuring that a current account financial statement and investment balance is presented to every meeting of the EXCO;

### Investments and Assets

Be responsible for ensuring that all investments and assets are controlled and maintained in accordance with EXCO’s requirements and with approved procedures;.

### Tax Returns

Be responsible for ensuring that tax returns are made timeously to the South African Revenue Service when required.;

### Monthly Income and Expenses

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

### Financial Records

Be responsible for ensuring that financial records of EXCO and all Branches are submitted for auditing at the end of each financial year;

### Present Audited Reports

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

## Additional EXCO Members

The EXCO shall have the right to appoint additional members to act on EXCO. 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 EXCO. Such appointed members shall have voting power.

## Holding Office

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

### Office Bearers

Office bearers of EXCO shall normally hold office for one year;

### Elected EXCO

Elected EXCO shall normally hold office for two years;

### 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 EXCO.

### A Year of Office

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

### Immediate Past President

The retiring President shall become the Immediate Past President;

### President

The retiring Vice‑President shall become the President;

### Vice President

The EXCO shall elect from the EXCO and the Chairmen of Branches, serving on EXCO, a new Vice‑President, at the final meeting of the year;

### Treasurer

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

### Retiring EXCO

Each year, three elected EXCO shall retire, or two retire and one be elected Vice‑President, and new members be elected by voting as previously prescribed, as necessary;

### Candidates for Election as EXCO

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

### Re-Election of Retired EXCO

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

### Waiving Requirements

EXCO shall have the power to waive the requirements of the Constitution covering the appointment or election of any member of the EXCO 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 EXCO 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.

## Election of EXCO

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

### Nomination Forms

Nomination forms shall be sent by any legally accepted means to all voting members of the SAIMC at least thirty (30) days before the date of the Annual General Meeting;

### 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 EXCO.

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 o Positions appointed during working career
* Photograph

### 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

### 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 voting members by means of fax, e-mail or SAIMC Website-based system.

### 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;

### Receiving Not More than Required Nominations

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

### 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.

1. **Compliance with ECSA**

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

## Election Committee

The EXCO shall, in good time, appoint an Election Committee from amongst its members. Such Committee shall generally supervise, control and be responsible for all the arrangements for the election of EXCO. In particular, the Elections Committee shall: ‑

### Scrutinize Nominations.

Verify that nominees are in good standing

### Check Voters

Check that Voters are in Good Standing

### Discarding Illegal Votes

Discard or delete all votes from members not in good standing

### Combining of Votes Cast per Delegate

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

### Declare Elected Candidates

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

### 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;

### Records

Make and keep a list of the names of voters.

## Announcing New EXCO

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

## Interim Vacancies

Interim vacancies occurring in the EXCO shall be filled by the EXCO 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 EXCO. Such co‑opted members shall have full voting rights and shall serve out the term of office of the members they replace.

## Casting Vote

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

## Absence of EXCO

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

## Compulsory Attendance

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

# BRANCHES, SUB-BRANCHES and CHAPTERS

## Establishment

The EXCO may from time to time grant permission to members in a particular town or area to set up a Branch, a Sub-Branch or a Chapter of the SAIMC for such area and to elect a Branch, Sub-Branch or Chapter Committee. The EXCO shall have the power to determine, alter, or define the powers, duties and functions of Branch, Sub-Branch or Chapter Committees. Unless authorised by the EXCO in writing, a Branch, Sub Branchor Chapter 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.

## Constitution

A Branch, Sub-Branch and Chapter of the SAIMC shall be formed for the purpose of maintaining and advancing the objectives of the SAIMC in the area covered and the individual Committees shall at all times adhere to the Constitution and Code of Conduct of the SAIMC.

## Headquarters and Boundaries

The headquarters of any Branch or Sub-Branch shall be designated and the boundaries shall, where possible, be defined by postal codes. In the case of Chapters, the boundaries shall be those of the tertiary institutions represented.

## Committees

The affairs of the Branch shall be administered by Branch Management, Comprising

* A Branch Manager
* A Branch Assistant Manager
* A Branch Secretary
* A Branch Treasurer

### Committee Members to be in Good Standing

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

### The President of the SAIMC

The CEO shall be an ex officio member of each Branch Management Team;

### Combination of Positions

The position of Secretary and Treasurer may be combined;

### Election of Branch Committee

The Branch Committee shall be elected by voting members of the Branch, Sub Branch or Chapter at the relevant Annual General Meeting;

### Quorum

A quorum shall be three members of the Branch Management Committee;

### Meeting Schedule

Branch Management Committees shall meet at least quarterly.

### Absence of Committee Members at Meetings

Any member of a Branch Committee who is absent from three consecutive Branch Management Committee Meetings without leave of absence shall cease to be a member of the Committee. Any interim vacancy occurring in the Committee shall be filled by the Committee at its discretion. Any persons co‑opted to a Committee shall hold office until the next AGM.

### Branch Annual General Meetings

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

### Quorums at AGM and SGM

The quorum for Annual General Meetings or 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.

## Responsibilities of Secretaries

**The Branch Secretary shall:**

### Recording 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;

### Forward 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;

### 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;

### Forward 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 the an Award;

### 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;

### Update 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.

## Responsibilities of the Sub-Branch and Chapter Secretaries

The responsibilities of the Sub-Branch and Chapter Secretaries are the same as those of the Branch Secretaries except that the communication channel is now via the Branch and not directly to EXCO.

## Responsibilities of Branch Treasurer

The Branch Treasurer shall:

### 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;

### Accounting

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

### Financial Statements

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

### Income and Expenses

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

### 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;

## Responsibilities of the Sub-Branch and Chapter Treasurers

The responsibilities of the Sub-Branch and Chapter Treasurers are the same as those of the Branch Treasurers except that the communication channel is now via the Branch and not directly to EXCO.

## Responsibilities of Branch Chairman

### Furthering SAIMC Objectives

The Branch Chairman shall, unless deputised by the Branch Vice-Chairman, be responsible for furthering the objective of the SAIMC by the Branch;

### Chair Meetings

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

### 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;

### Attend Designated Meetings

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

### Expenses

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

## Responsibilities of the Sub-Branch and Chapter Chairmen

The responsibilities of the Sub-Branch and Chapter Chairmen are the same as those of the Branch Chairmen except that the communication channel is now via the Branch and not directly to EXCO.

The Chairman of the Sub-Branch or Chapter will be a de-facto member of the Branch or in the case where it does not report to a Branch, then on EXCO.

## Sub-Branches and Chapters

### Set-Up

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

### Long-Term Feasibility

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

### Proposal to Establish the Entity

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

### Clause 12

Once permission to proceed has been granted, all aspects of Clause 12 of the Constitution shall apply as if the entity was a Branch.

### Attending Meetings

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

### 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.

## Life of a Sub-Branch

### Application for Full Branch Status

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

### Granting Branch Status

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

## Winding up of a Branch, Sub-Branch or Chapter

### Records

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

### Transferring Funds and Assets

The President shall take the necessary steps, through EXCO, 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 or Chapter, to the Main Branch.

### Transferring Members

The General Secretary shall organize the transfer of fully paid-up members to another Branch of their choice.

# MEETINGS AND COMMITTEES

Meetings of the SAIMC shall be:

## General Meetings of the SAIMC

### Annual General Meeting

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

### Special general Meeting

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

## EXCO Meetings

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

### Committee Meetings

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

## Branch Meetings

### Branch Annual General Meeting

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

### 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.

### Branch Meetings

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

### Branch Committee Meetings

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

### 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.

### Sub Branches

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

Chapters shall also follow that of the Branches, but with “Branch” replaced by “Chapter”.

## How and When Meetings May be Called

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

### AGM

The Annual General Meeting shall be held during the month of March each year. EXCO 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 EXCO and at such places as may be decided by the EXCO.

### Special General Meeting

The EXCO 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 EXCO require or deem it necessary to have such a meeting which is in the interest of the SAIMC.

### Notice

Not less than fourteen days' written notice (including 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.

### EXCO Meeting Schedule

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

## EXCO Committees

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

### Delegation of Powers

The EXCO 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 EXCO. The additional members shall be nominated by the Chairman and ratified by the EXCO.

These Committees as a minimum shall be the:

### 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

### Education and Training Committee

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

### The Innovations Committee

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

### Excellence Awards Committee.

### Membership Committee

Membership Committee, the Chairman being the current President.

### Branch Award / Branch Classification Committee

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

### Public Relations Committee

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

### Grant Award Committee

Grant Award Committee, the Chairman being the current President.

## QUORUM, VOTES AND PROCEEDINGS

The quorum for meetings shall be

### Quorum: EXCO Meetings

At EXCO meetings ‑ six (6) members actually present, or represented by proxy

### Quorum: General Meetings of the SAIMC

At General Meetings of the SAIMC – thirty (30) voting members in good standing actually present, or represented by proxy.

### Voting Rights

For the purposes of voting at General Meetings of the SAIMC, all Members excepting 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.

### Voting

Questions arising at any meetings of the EXCO 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 EXCO 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 EXCO.

### Presiding at General and EXCO Meetings

The President, failing whom, the Vice‑President of the SAIMC shall preside at all General and EXCO 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.

### 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

# SUBSCRIPTIONS

Aligning with the requirements of S30B, the SAIMC’s funding is derived from the annual membership fees paid by its members and branch fund – raising activities. Incidental income is derived from its investments (<5%),

## 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 EXCO during the current financial year.

## 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. Out‑of‑Town members shall pay 50% of the ordinary membership fees in accordance with the grade of membership.

## Reduction of Fees for Retired Members

Subscriptions may, upon application to EXCO, be reduced to 25% 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.

## 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).

## Waiving Fees

EXCO 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.

# 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 EXCO.

# RESIGNATIONS

### 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;

### Refunds

No subscription or part thereof shall be refundable.

### Reinstatement

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

# REPRESENTATION ON OTHER ORGANISATIONS

A representative of the members of the SAIMC elected by the EXCO 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 EXCO, be considered to have resigned from such election and a new representative shall be elected by the EXCO. Such representative shall carry out the instructions of the EXCO in all matters pertaining to the appointment, and shall cease to represent the SAIMC at the discretion of the EXCO.

# 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.

EXCO 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, EXCO maintains the right to terminate the membership or take other actions it deems fit after discussions with the individuals prove to be fruitless.

# EXPULSION

Contravention of the Constitution

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

## Contravening Constitution

Acted in contravention of the Constitution of the SAIMC;

Or

## Conduct

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

## Opportunity to Respond

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

## Final Decision

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

## 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.

## 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.

# EXECUTION OF DOCUMENTS

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

# 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 EXCO.

# ADDRESSES OF MEMBERS

## 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 EXCO, 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.

## 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.

# INTERPRETATION

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

# INDEMNITY

## Indemnity

Every EXCO 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 EXCO Member, Employee or Officer may incur or become liable for by reason of any contract entered into or act or deed done by such EXCO Member, Employee or Officer, or in any way in the discharge of their duties, except in the case of malicious intent (mala fides).

## Costs

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

# WINDING‑UP

## 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.

## 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.

## Provisions

If a resolution for the winding‑up of the SAIMC has been passed as provided for in sub‑section 23.1, or if for any reason the SAIMC is unable to continue to function, the following provision shall apply:

### President

The last‑appointed President of the SAIMC, or if that person is not available, the available members of the last‑appointed EXCO 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 EXCO.

### 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.

### 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 23.2. 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.

### Transferring Assets

After the payment of all debts in accordance with paragraph 23.2, 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.

# FAILURE TO FUNCTION

Whenever it appears that through inadvertence, negligence, or due to any other cause, any of the terms of the 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, by reason of any vacancy in any office which the SAIMC is unable at any time to fill by reason of the requirements of this Constitution or any other set of circumstances arising by reason of such non‑observance.

Any office‑bearer, officer or member of the SAIMC may report the circumstances to the EXCO, who may, if they are satisfied that the SAIMC, but for such non‑observance would be capable of functioning and that it shall continue to function, to take such action to enable the SAIMC to function, as they may deem desirable, provided that in so doing they shall devise a procedure which shall as nearly as possible, having regard to the circumstances, conform to the provisions of this Constitution and provided further that any action taken by them in terms hereof shall not prejudice any claim of a creditor of the SAIMC.

# ALTERATION IN CONSTITUTION

## 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.

## 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.

## By-Laws

The EXCO 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.

# LANGUAGE OF THE SAIMC

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

However, all meetings of EXCO 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.