

# SAIMC Operations Manual

## Version 2.0

See document(s): [SAIMC MOI.mmap](#)

### 1 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:

**'Memorandum of Incorporation'** shall mean the Memorandum of Incorporation of the SAIMC NPC

**'Mol'** shall mean Memorandum of Incorporation

**'EXCO'** shall mean the Executive Committee of the SAIMC as defined in Section 11 of 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 Mol.

**'Elected EXCO Member'** shall mean individuals elected to Council as opposed to a de-facto EXCO member.

**'De Facto EXCO Member'** shall mean members of EXCO who are there based on their position within the organization as opposed to a person who has been elected to EXCO directly, for example appointed EXCO members such as the General Secretary, General Treasurer, COO and Chairs of the various Councils, Chairs of Work Groups and Branch Managers.

**'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'** is derived from The Society for Automation Instrumentation, Measurement & Control.

**'The SAIMC'** shall mean SAIMC NPC.

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

## 2 History

### 2.1 Change Record

The SAIMC NPC company was brought out of the dormant state in 2013.

The Constitution was adopted at a Special General Meeting of the SAIMC NPC held at Rivonia, Sandton, on 28 July 2013 in order to satisfy all requirements for the SAIMC to be registered as a Non-Profit Company.

### 2.2 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"**

## 3 Name and Emblem

The name of the organisation hereby constituted shall be the SAIMC NPC, short for "Society for Automation, Instrumentation, Mechatronics and Control" referred to in this document as the "SAIMC".

Directors: AO Sematle Pr. Eng., VV Maharaj Pr. Eng., J Maartens Pr. Eng., Ms A van Coller Pr. Eng., M Van Pelt

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

The SAIMC NPC shall also be known by the acronym 'SAIMC'

## 4 Registered Office and Communication

The Registered Office of the SAIMC shall be situated in the Gauteng Province, Republic of South Africa and will be defined at the AGM for the next financial year.

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

## 5 Vision, Mission and Core Values

### 5.1 Vision

The vision of the SAIMC is to be the voice of Automation in Sub Sahara Africa, serving the needs of the Automation industry, its members and stakeholders in the development of the automation profession.

### 5.2 Mission

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

#### 5.2.1 Recognition

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

#### 5.2.2 Stature and Status

Enhancing the stature and status of members

#### 5.2.3 Recruitment

Encouraging recruitment to the industry

#### 5.2.4 Education

Work 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 programs.

### 5.2.5 Continuing Education and Training

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

### 5.2.6 Exchange of Ideas

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

### 5.2.7 Friendships, Alliances and Business Opportunities

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

### 5.2.8 Disseminating and Communicating Relevant Information

Disseminating and communicating relevant information to the members and stakeholders in a controlled and coordinated manner.

### 5.2.9 Terminology and Standards

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

### 5.2.10 Administration

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

## 5.3 Core Values

### 5.3.1 Communication

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

### 5.3.2 Fruitful Environment

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

### 5.3.3 Open and Transparent

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

### 5.3.4 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 in which SAIMC NPC operates.

### 5.3.5 Standards

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

## 6 Organization Composition

### 6.1 Board of Directors (Governing Body)

#### 6.1.1 Board Members

The Board of Directors will consist of a minimum of three directors excluding the Chair.

There will typically be five (5) voting members including the Chair of the Board.

#### 6.1.2 Executive Directors

The Executive Directors will typically consist of 2 Executive Directors, one of which will be the Public Officer of the SAIMC.

#### 6.1.3 Non-Executive Directors

The governing body should comprise a majority of non-executive members, most of whom should be independent.

Source - King IV

#### 6.1.4 Chair of the Board

The Chair of the Board will be a Non Executive member who could also be an independent member.

#### 6.1.5 Company Secretary

The function of Company Secretary might or might not be a permanent position on the Board, depending on the requirements of the Board. The Company Secretary provides guidance to the BoD for governance and compliance matters and is usually a lawyer.

#### 6.1.6 Invitees

The Board will also invite the following representatives to the meetings:

- Chair: New Technologies Working Group

- Chair: Councils
- Invitees to be defined by the Board

### 6.1.7 CEO

e - King IV

### 6.1.8 Committees

#### 6.1.8.1 Audit and Risk Committee

RESPONSIBILITY: CFO

The audit committee's primary task is to monitor the integrity of the company's financial reporting. It also has a role in checking the company's internal financial controls, reviewing them and their operation and ensuring that necessary risk management systems are in place.

It is responsible for overseeing the company's external audit process and relations with the external auditor. This includes making recommendations on the appointment, reappointment and removal of the external auditors. It must also keep a close check on the external auditors' independence and objectivity.

The audit committee has a role in fraud prevention. It needs to be confident that there are opportunities throughout the company for employees to act as "whistleblowers" and report improprieties and abuses. The committee should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

#### 6.1.8.2 Remuneration Committee

Devising the appropriate remuneration packages for the executive directors can be one of the most contentious issues a board faces - not least because of the publicity executive pay has attracted in recent years. Levels of remuneration should be sufficient to attract and retain the executive directors needed to run the company, but companies should avoid paying more than necessary. It is vital that decisions on executive remuneration, benefits and bonuses are seen to be taken by those who do not stand to benefit directly from them. In listed companies and some larger private companies therefore, policy on executive remuneration is usually decided by a committee of non-executive directors.

### 6.1.8.3 Nominations Committee

One of the board's most crucial functions is to decide on new appointments to the board and to other senior positions in the company. Again, in some cases, this is done within a committee, composed of executive and non-executive directors, whose task it is to ensure that appointments are made according to agreed specifications. Where implemented, the appraisal of directors is often tied directly into the selection and nomination process.

As a matter of good practice, the selection process of directors should be carried out by the nomination committee, which then makes recommendations to the full board. Non-executive directors should form a majority of this committee.

The nomination committee will typically also ensure that succession plans are in place for the board and the executive level immediately below it.

### 6.1.8.4 Social and Ethics Committee

The Companies Act - The Social and Ethics Committee and the management of the Ethics Performance of the Company

Social responsibility in business and ethics in the workplace is lead by the social and ethics committee, which must clearly understand that it is the social conscience of the business and is responsible to ensure that the company behaves responsibly, socially, commercially and environmentally.

### 6.1.9 Removal of a Director

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

A director may be removed by:

- An ordinary resolution adopted at a shareholders' meeting by the persons entitled to exercise voting rights in the election of that director. The director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a shareholder is entitled to receive, regardless of whether the director is a shareholder. The director must be afforded a reasonable opportunity to make a presentation in person or through a representative to the meeting before the resolution is put to a vote.
- A resolution of the board because it has determined that the director in question has become ineligible or disqualified in terms of section 69 of the Act, is unable to perform the functions of a director and is unlikely to regain that capacity within a reasonable time or has neglected or been derelict in the performance of the functions of a director.
- An order of the court confirming the resolution of the board or removing the director from office if the court is satisfied that the director is ineligible or disqualified, incapacitated, or has been negligent or derelict.

Source: CIPC

## 6.1.10 For Information

### 6.1.10.1 Companies Act

See document(s): [Companies Act 71 of 2008](#)

Background - Companies Act

Directors

5. (1) If a non-profit company has members, the Memorandum of Incorporation must—

(a) set out the basis on which the members choose the directors of the company;

and

(b) if any directors are to be elected by the voting members, provide for the election each year of at least one-third of those elected directors.

### 6.1.10.2 CIPC

Background - [cipc.co.za](http://cipc.co.za)

- The memorandum of incorporation (MOI) determines the minimum number of directors and alternate directors, which, in the case of a NPC may not be less than three directors.
  - A customised MOI will also set out the eligibility requirements for a director as well as the directors' term of office. In the case of a standard MOI, the term of office is indefinite and there is no restriction on the number of directors.
- New directors may be elected by the Board of Directors when there is a vacancy or the company wishes to add directors.

### 6.1.10.3 Vacancies

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

Background - CIPC

Vacancies on the board arise if a director:

- Resigns or dies
- Ceases to hold the office, title or designation in the company that entitles the person to be an ex officio director,
- Becomes incapacitated or disqualified or
- Is removed



#### **6.1.10.4 Register as a Customer**

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

Background - CIPC

To view information on how to register as a customer, click here. If you are already registered as a customer, and know your customer code and password, proceed to step 2.

#### **6.1.10.5 Apply for Change Online**

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

Background - CIPC

Click on On-line transacting, and then on Company Director Changes.

Login, using your customer code and password and follow the prompts.

Click on Amend Company Director Details.

The Enterprise Details and Current Director Details will be displayed.

Enter the First Listed Director's ID Number, tick the circle to confirm that the details as listed belong to the company that you want to change the directors for.

Indicate if you want to add a new director, or if there are no new directors.

Complete the required fields relating to the new Director, and click on Save.

If you want to add another director, click on "Add Another New Director". Once all the new directors have been added, click on Continue.

If you want to edit any details relating to the current director, click on Edit. Click on Continue.

Confirm any changes, and click on Lodge.

The tracking number of the transaction will be displayed. An email with CoR39 documentation, as well as the requirements relating to supporting documents will be sent to the customer and to all company directors.

An authorised director(s) of the company or company secretary of the company should sign the CoR39 document. Where it is signed by any other person other than a director or company secretary a power of attorney must be attached.

The customer who logged in with his/her customer code must sign the document as well.

#### **6.1.10.6 Scan and e-mail Documents**

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

#### Background - CIPC

The following supporting documents must be included in your e-mail:

1. Certified identity copy of applicant
2. Resolution pertaining to the changes
3. Notice and minutes if the decision was taken in a meeting
4. Certified ID copies of affected directors
5. Mandate by the company for the third party to submit on behalf of the company

icons-upload.png Email all relevant documents to CIPC: [eServicesCOR39@cipc.co.za](mailto:eServicesCOR39@cipc.co.za).

Please note that the email address [eServicesCOR39@cipc.co.za](mailto:eServicesCOR39@cipc.co.za) should only be used if the director amendments (CoR39) is lodged electronically.

Service turnaround time: 5 working days from the date of receipt of the supporting documents.

### 6.1.10.7 Changing Directors

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

#### Background - CIPC

### 6.1.10.8 Appointment of a Director

See document(s): [CIPC :: Appointment, Resignation or Removal of Directors](#)

#### Background: CIPC

- A director may be appointed by the Board of Directors, unless the Memorandum requires shareholder approval.

## 6.2 EXCO

- The CEO
- The Chief Financial Officer
- Chair: Supplier Advisory Council
- Chair: End User Advisory Council
- Chair: Education and Training Advisory Council
- Chair: New Technologies Working Group
- Any other Council or Workgroup that EXCO requires to fulfill its goals.
- Branch Managers (ex officio)
- General Secretary (ex officio)
  - Any individuals required by the CEO and cleared with EXCO and the Board in order to

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perform the duties required to achieve the goals set by the Board including a COO

### 6.2.1 Administrators and Other Officers

EXCO may appoint Administrators and other officers and servants and if required, remunerate them.

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

### 6.2.2 Additional EXCO Members

The CEO shall have the right to appoint additional members to join EXCO and shall hold office from the time of appointment up to the election of the new EXCO.

Such appointed members shall only have voting power if they are SAIMC members in good standing.

### 6.2.3 Advisory Councils

See also: [Advisory Councils](#)

## 6.3 Branches, Sub Branches and Student Branches

The EXCO may from time to time grant permission to members in a country, city, town, area or Council (Council) to set up a Branch, Sub-Branch or Council of the SAIMC and to elect a Branch, Sub-Branch or Council Committee.

The EXCO shall have the power to determine, alter, or define the powers, duties and functions of Branch, Sub-Branch and Council Committees.

A Branch, Sub-Branch or Council Committee shall have no power to incur any financial obligations that exceed their funds in the name of the SAIMC, or power to bind or pledge the credit of the SAIMC that exceeds their funds in any way unless authorized by the CEO in writing

Where it is proposed that a sub-branch be set up, the decision to proceed with the proposal shall rest with the main Branch General Manager in case the proposed sub branch is in the area of a branch. If not, then the decision lies with EXCO.

Careful consideration to the practicability of such a Sub-Branch with particular emphasis on long-term viability. Unless otherwise agreed, a minimum initial paid-up membership totaling 10 members of all grades must be committed to the Sub-Branch.

The decision to support the Sub Branch or Student Branch via the Branch or EXCO will be made after discussion with the members of the SAIMC residing in the area of the proposed Sub Branch or Student Branch.

### 6.3.1 Areas of Responsibility

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

### 6.3.2 Management

The affairs of the Branch shall be administered by a Committee, comprising at least:

- Manager
- Assistant Manager
- Secretary
- Treasurer

The positions of the Secretary and Treasurer may be combined.

The Committee shall be elected by voting members of the Branch at the Branch Annual General Meeting or prior to the AGM via electronic vote.

### 6.3.3 Proposal to Establish a Sub / Student / Branch

Once the proposal has been accepted by the Branch, the Branch General Manager or CEO 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 Branch

### 6.3.4 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.

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

The CEO shall take the necessary steps, through EXCO, to liquidate the debts and to transfer the funds and assets of the Committee to the general funds of the SAIMC or where a Sub-Branch was supported by a Branch, to the Branch.

### 6.3.5 Winding up

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

The Chief Financial Officer (CFO) shall organize the transfer of fully paid-up members to an appropriate Branch.

## 6.4 Members

Paid-up members of the SAIMC.

## 6.5 Advisory Councils

### 6.5.1 Establishment

EXCO may establish Councils of the SAIMC for specific purposes to assist the SAIMC in fulfilling their set objectives. EXCO shall have the power to determine, alter, or define the powers, duties and functions of the Council as necessary. Purpose

- To promote and secure the interests of all participants who are affiliated members of the Council
  - To promote, support, or oppose, if necessary, in the interests of the industry, any legislation or regulation introduced by Government, Provincial or local Government bodies, including any international organizations, which could affect the IIG's members.
- To raise funds by Entrance Fees and/or Special Subscriptions for securing of the objective of the Council which shall include the right to recover monies due to the Council.
  - To foster or stimulate the proficiency of production, the demand for product and services into the process automation and industrial markets.
  - To foster and promote relations between the role players in the industry as well as between members of the Council.
  - To encourage a code of conduct of members of the members of the Council such as to command the confidence and respect of the public in general.
  - To do such other lawful things as may appear to be in the interests of the Council

### 6.5.2 Councils Area of Responsibility

The headquarters of any Council shall be designated and the boundaries shall be defined by EXCO and the Council.

### 6.5.3 Councils Management

The affairs of the Council shall be administered by a Committee, comprising at least:

- Chair
- Vice Chair
- Secretary
- Treasurer

The positions of the Secretary and Treasurer may be combined.

The Committee shall be elected by voting members of the Council at the Council Annual General Meeting or prior to the AGM via electronic vote.

### **6.5.3.1 Management Committee**

Members of the Management Committee

- The daily affairs of the Council shall be delegated by the Council to a Management Committee that shall consist of Chair, Secretary and a Treasurer, with the right to co-opt further members.

### **6.5.3.2 Chair**

The Chair shall be responsible for furthering the objective of the SAIMC and have the ultimate responsibility for the Council;

The duties of the Chair or, in his absence, the Vice Chair, shall be to preside at meetings of the Council and to enforce the observance of the Memorandum of Incorporation, sign Minutes of meetings after confirmation, act as spokesman for the Council on all matters agreed to by the Council and generally perform such duties and functions as by usage and custom pertaining to such office.

#### ***6.5.3.2.1 Responsibility***

The Chair is the ultimate responsible person for the Council.

#### ***6.5.3.2.2 Chair Meetings***

The Chair will take the chair at all meetings of the Committee;

#### ***6.5.3.2.3 Examine Papers***

Examine all papers submitted for presentation at meetings, the public media or publications to ensure that nothing detrimental to the standing of the SAIMC will be presented;

#### ***6.5.3.2.4 EXCO Meetings***

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

### **6.5.3.3 Vice Chair**

The Vice Chair shall generally carry out the duties and functions pertaining to such office and as instructed to by the Council from time to time.

## **6.5.3.4 Secretary**

### **6.5.3.4.1 Secretariat**

Councils shall have the right to appoint a secretariat and pay for this function from funds they have collected.

### **6.5.3.4.2 Recording Meetings**

Prepare the Agenda for the 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;

### **6.5.3.4.3 Committee Members**

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

### **6.5.3.4.4 Notification of Meetings**

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

### **6.5.3.4.5 Forward Papers**

Forward all papers that have been read at General Meetings to the General Secretary

### **6.5.3.4.6 Update Members Lists**

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

### **6.5.3.4.7 Scorecards**

Forward the Scorecards where applicable to the General Secretary at the end of each month.

### **6.5.3.4.8 Other Matters**

Deal with other matters relating to the Committee as requested by the Chair of the Committee, the CEO of the SAIMC or the General Secretary;

## **6.5.3.5 Treasurer**

### **6.5.3.5.1 Annual Budget**

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

- The budget shall include any funds that will be required from EXCO;

#### **6.5.3.5.2 Accounting**

Keep the Council books of account to receive and administer the funds of the Council as directed by the Treasurer of the SAIMC;

#### **6.5.3.5.3 Financial Reports**

Submit the following reports:

To EXCO:

- Submit monthly copies of bank statements (pdf for the auditors as well as Excel format for import into our database) with explanations in the format supplied by the Administrator.
- Submit a budget for the year to the General Treasurer
- Evidence of approvals received for payments made (e-mail or minutes of meeting)

To Relevant Committee

- Financial report as required by the Council

#### **6.5.3.5.4 Expenditures**

- The funds of the Council shall be applied to the payment of expenses and such other purposes which may be considered by the Council within the terms of the Memorandum of Incorporation and regulations.
- All monies due to the Council shall be paid to the Treasurer of the Council, who shall deposit them in such Financial Institution as may be decided upon by the Council. All transactions shall be diligently logged and reported to the SAIMC EXCO on a monthly basis as per SAIMC's requirement and standards
- All financial transactions will be done via the procedures defined in the SAIMC Operations Manual

### **6.5.4 Subscriptions**

#### **6.5.4.1 Entrance Fee**

Each application for Membership of the Council shall pay to the Council an Entrance Fee as determined by the Council from time to time.



#### 6.5.4.2 Subscription Rules

- Subscriptions of the Council is independent of the SAIMC membership fees. However, membership of the Council is dependent on being a paid-up member of the SAIMC.
- Each member shall pay to the Council subscription fees as determined by the Council from time to time
- All dues to the Council by members shall become due and payable within 30 (thirty) days of the first day of each new financial year, or from the date of being accepted as a member.

#### 6.5.4.3 Unpaid Membership Fees

#### 6.5.5 Winding up

The COUNCIL may be dissolved if two-thirds of the affiliated members entitled to vote, so decide by ballot.

- Upon dissolution of the COUNCIL, the funds on hand must, after all liabilities have been met, be transferred to the SAIMC.
- Should any Council cease to function effectively, the CEO shall call upon the last appointed members of the Committee to deliver to him the books of account, showing the assets and liabilities and all unexpended funds of the Committee.
- The General Secretary shall organize the transfer of fully paid-up members to an appropriate SAIMC account.

### 7 Powers and Responsibilities

#### 7.1 Board Roles and Responsibilities

Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission.

The purpose of the Board of Directors (BoD) is to:

- Ensure proper governance in the organization according to King IV
  - Approve the strategy of the organization
- Ensure that the organization executes the approved strategy via the CEO (who compiles the strategy with his/her EXCO and presents it to the BoD)
  - One of the Board members needs to sign the consent form to act as a Public Officer of the SAIMC
  - Appoint and hold the CEO accountable for the performance and daily operations of the organization

#### Other Responsibilities

- Promote diversity in its membership across a variety of attributes relevant for promoting better decision-making and effective governance, including field of knowledge, skills and experience as well as age, culture, race and gender.
- Set targets for race and gender representation in its membership.

- Establish arrangements for periodic, staggered rotation of its members so as to invigorate its capabilities by introducing members with new expertise and perspectives while retaining valuable knowledge, skills and experience and maintaining continuity.
- Establish a succession plan for its membership which should include the identification, mentorship and development of future candidates

### 7.1.1 Chair of the Board

### 7.1.2 Invitees to the Board

Invitees will have no voting rights on the Board

### 7.1.3 Company Documents

Confirm correct cell phone and e-mail address by editing / updating your customer profile. Go to [www.cipc.co.za](http://www.cipc.co.za) / click on On-line transactions / login with customer code and password / click on edit customer details.

Only the directors may retrieve company documents. Each director must register their own customer code and password. The ID of the director links to all the companies he/she is a director.

- Go to [www.cipc.co.za](http://www.cipc.co.za)
- Click on On-line transacting
- Login with customer code and password
- Click on Certificates and Disclosures
- Click on MOI Documents transaction
- The system generates the document and send it to the customer's e-mail address

### 7.1.4 Public Officer of the SAIMC

The Tax Administration Act 28 of 2011 stipulates that all companies are required to appoint a Public Officer.

A Public Officer is classified by SARS as a "registered representative." A registered representative is a person who is appointed with full rights to act on behalf of another legal entity.

The Public Officer serves as the representative taxpayer for the SAIMC, meaning that this person is, effectively, the face of the company for tax purposes. All actions carried out in this person's capacity as a Public Officer are deemed to have been done by the company.

The Public Officer is responsible for all acts, matters or things relating to the company under the various Tax Acts, including:

- Attending to all tax registrations e.g.: for VAT, Payroll taxes and Customs and Excise;
  - Attending to all tax matters of the entity, including submission of the tax returns for VAT, employee's tax, employee reconciliations, income tax, dividends tax and provisional taxes;
- Being responsible for the timeous payments of taxes due to SARS; and
  - Notifying SARS of any change of the registered particulars e.g.: registered address, year-end change, name change, banking details.

#### **7.1.4.1 Attend EXCO and Special General Meetings**

At all meetings of the EXCO and Annual and Special General Meetings of the SAIMC, the Public Officer or representative shall be in attendance

#### **7.1.4.2 Tax Returns**

##### **7.1.4.2.1 SARS**

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

##### **7.1.4.2.2 CIPC**

A step-by-step guide on how to file annual returns can be viewed on the CIPC Annual Return website ([annualreturns.cipc.co.za](http://annualreturns.cipc.co.za)) by clicking on the link at Step 4.

- **An Annual return is not the same as a tax return which is filed with SARS.**
- Due on anniversary date of company's incorporation date.
- Must be filed within 30 business days of its due date.
- Must be filed electronically via the CIPC website.
- A fee is payable at the time of filing that is dependent on the turnover of your business.
- Failure to file the annual returns will result in SAIMC being de registered

#### **7.1.4.3 Present Audited Reports**

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

#### **7.1.4.4 Registration with SARS**

The documentation that SARS will require to register the Public Officer is as follows:

- The original and a copy of an Identity document (ID)/temporary ID/passport/driver's license for the

registered representative;

- Copy of proof of residential address of the registered representative;
- Letter of appointment authorizing the appointed representative to act as a Public Officer on behalf of the company or minutes of the meeting where the resolution was made that the appointed representative should act as the Public Officer of the company and;
  - Certificate of Registration of the Company or Company's Memorandum of Incorporation (MOI) or CK1/CK2.

### 7.1.5 CEO

The CEO is the highest-ranking individual in the daily operations of the SAIMC NPC.

The CEO does not have voting rights on the Board, but reports to the Board.

### 7.1.6 General Secretary

No voting rights on the Board

### 7.1.7 Chief Financial Officer

See also: [Chief Financial Officer](#)

No voting rights on the Board

## 7.2 EXCO Roles and Responsibilities

- EXCO is responsible for assisting the CEO in reaching the goals and objectives set by the Board as described by the roles and responsibilities of individual EXCO members.
- Any elected 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.
- Any non-elected member of EXCO who is absent from two consecutive meetings of the EXCO without leave of absence or valid reason, shall be reported to the relevant Council for attention and may include being replaced.
- Each EXCO member has to hand in a report of their activities relevant to EXCO one week before the EXCO meeting.
- Council Chairs may request the Vice Chair to act in his absence with full voting rights

### 7.2.1 CEO

A chief executive officer (CEO) is the highest-ranking executive in a company, whose primary responsibilities include making major corporate decisions, managing the overall operations and resources

of a company, acting as the main point of communication between the board of directors (the board) and corporate operations and being the public face of the SAIMC NPC.

The CEO should not chair the Board and the retired CEO should not become the chair of the Board of Directors until three complete years have passed after the end of the President and CEO's tenure.

## **7.2.2 Chief Financial Officer**

The Chief Financial Officer supervises the finance and is the financial spokesperson for the organization.

A CFO analyzes a company's financial strengths and makes recommendations to improve financial weaknesses. The CFO also tracks cash flow and oversees a company's financial planning, such as investments and capital structures.

### **7.2.2.1 Attend EXCO and Special General Meetings**

At all meetings of the EXCO and Annual and Special General Meetings of the SAIMC, the CFO or representative shall be in attendance

### **7.2.2.2 Board Audit and Risk Committee**

The audit committee's primary task is to monitor the integrity of the company's financial reporting. It also has a role in checking the company's internal financial controls, reviewing them and their operation and ensuring that necessary risk management systems are in place.

It is responsible for overseeing the company's external audit process and relations with the external auditor. This includes making recommendations on the appointment, reappointment and removal of the external auditors. It must also keep a close check on the external auditors' independence and objectivity.

The audit committee has a role in fraud prevention. It needs to be confident that there are opportunities throughout the company for employees to act as "whistleblowers" and report improprieties and abuses. The committee should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

### **7.2.2.3 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

### **7.2.2.4 Annual Budget**

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

#### **7.2.2.5 Books and Accounts**

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

#### **7.2.2.6 Account Balances**

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

#### **7.2.2.7 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;

#### **7.2.2.8 Claims**

Define the criteria and parameters of all types of claims by members.

Establish the designated for claims that will have to be submitted to the Administrator for refunds.

Reasonable and substantiated transportation and accommodation expenses submitted to the Administrator in the prescribed format and approved by the General Treasurer will be met by the SAIMC.

#### **7.2.2.9 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;

#### **7.2.2.10 Financial Planning**

Financial planning for SAIMC as a whole, rolling up the finances of all the SAIMC entities.

#### **7.2.2.11 Management of Financial Risks**

#### **7.2.2.12 Record-keeping, and financial reporting**

#### **7.2.2.13 Financial Reporting**

#### **7.2.2.14 Branch Closure**

The Chief Financial Officer (CFO) shall organize the transfer of fully paid-up members to an appropriate Branch.

## 7.2.3 General Secretary Roles and Responsibilities

The General Secretary shall:

### Role of General Secretary

#### 1. EXCO Meetings

The Agenda, Minutes and changes to EXCO will be handled by the Administrator

#### 2. Members Lists

Membership lists and updates will be the responsibility of the Administrator and Branch Secretaries

#### 3. Website: Information Updates

Information updates on the website will be the responsibility of the General Secretary to ensure that:

- Requests for information can be resolved via the website
- The Administrator will transfer requests for information to the General Secretary for answering and to place new information on the website to prevent future requests wherever possible. (This excludes correspondence regarding membership fees and other financial queries which the Administrator will handle)

#### 4. Website: Technical Updates

Maintenance of Website plugins etc. will be done by a website technical expert, in this case, until further notice, it will be Annemarie van Coller.

#### 5. Webinars and Conferences

The General Secretary will be responsible for developing ideas, obtain the resources and manage webinars and online conferences to assist the branches to obtain the necessary exposure to any technical and managerial information they need to successfully manage their businesses or jobs.

#### 6. Surveys

Manage the requests for surveys, place it on Survey Monkey and report on the results is the responsibility of the General Secretary.

#### 7. Other

I will be adding a request for a monthly amount paid to the General Secretary in order to successfully manage this portfolio. The amount needs to be negotiated with the General Secretary.

Please see if this is a workable solution and make any changes that is required.

### **7.2.3.1 EXCO and Special General Meetings**

Liaising with the CEO to plan meetings

At all meetings of the EXCO and Annual and Special General Meetings of the SAIMC, the General Secretary or representative shall be in attendance

### **7.2.3.2 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 members within one calendar month of such meeting;

Receiving agenda items from committee members

Circulating agendas and reports

Taking minutes (unless there is a minutes secretary)

Circulating approved minutes

Checking that agreed actions are carried out.

### **7.2.3.3 Minutes of EXCO Meetings**

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

Be responsible for ensuring that the Minutes of EXCO meetings are issued the same day the meeting occurred.

### **7.2.3.4 Communication and Correspondence**

Responding to all EXCO correspondence

Filing all EXCO correspondence received and copies of replies sent

Keeping a record of any of the organisation's publications (e.g. leaflets or newsletters)



Reporting the activities of the organisation and future programmes to members, the press and the public (unless there is an Information or Publicity Officer).

Preparing a report of the organisation's activities for the year, for the Annual General Meeting.

### **7.2.3.5 Upholding Legal Requirements**

Acting as custodian of the organisation's governing documents

Checking quorum is present at meetings

Ensuring elections are in line with stipulated procedures

Ensuring organisation's activities are in line with its objects

Ensuring charity and company law requirements are met (where relevant, unless there is a separate company secretary)

Sitting on appraisal, recruitment and disciplinary panels, as required.

### **7.2.3.6 Branch Information and Reports**

Be responsible for ensuring that branches update their activities on the SAIMC website and the official publications partner of the SAIMC.

### **7.2.3.7 Branch Score Sheets**

Ensure that updated Branch Score sheets are obtained before the next EXCO meeting.

## **7.2.4 Administrator**

### **7.2.4.1 Maintaining effective records and administration**

Keeping up-to-date contact details (i.e. names, addresses and telephone numbers) for the management committee and (where relevant) ordinary members of the organisation.

Filing minutes and reports

Compiling lists of names and addresses that are useful to the organisation, including those of appropriate officials or officers of voluntary organisations.

Keeping a record of the organisation's activities

Keeping a diary of future activities

#### **7.2.4.2 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 numbers and e-mail addresses.

#### **7.2.4.3 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;

#### **7.2.4.4 Maintain record of all Bank transactions**

Document all bank transactions in the SAIMC database

#### **7.2.4.5 Maintain a record of all members**

#### **7.2.4.6 Collect membership fees**

### **7.2.5 Elected EXCO Members Roles and Responsibilities**

Elected Members are elected or appointed to serve specific roles in EXCO as determined by the Board and CEO.

They are responsible for the tasks allocated to them by EXCO, i.e.:

- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

#### **7.2.5.1 Thought Leadership**

##### ***7.2.5.1.1 Manager: New Technologies***

The focus of this function is to keep EXCO and the SAIMC updated with the latest technologies that will or might have an influence on the SAIMC stakeholders.

This includes, but is not limited to:

- Be the expert within EXCO on new technologies
- Participate in process shows, expos and seminars

- 
- Articles in Technews
  - Participating in the NTIP program to advise on training courses
  - Update EXCO
  - Further break down the goals set by EXCO into sub-goals where relevant
  - Arrange, allocate and coordinate resources
  - Plan the activities
  - Set target dates
  - Report on activities (Progress, resources etc.)

#### ***7.2.5.1.2 Manager: Standards***

This is a person who has intimate knowledge of the SABS standards concerning the Automation industry and how changes to standards influences the industry.

The focus of this function is to keep EXCO and the SAIMC updated with the latest changes to standards that will or might have an influence on the SAIMC stakeholders.

This includes, but is not limited to:

- Be the expert within EXCO on standards related to our industry
- Participate in process shows, expos and seminars
- Articles in Technews
- Participating in the NTIP program to advise on training courses
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

#### ***7.2.5.1.3 Chair: Supplier Council***

This is a person who has been nominated by the Supplier Council to act as Chair.

The focus of this function is maintain a close working relationship between the SAIMC and the Suppliers in order to optimise the impact the SAIMC will have on the industry.

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This includes, but is not limited to:

- Be the representative of the Suppliers on SAIMC EXCO.
- Coordinate the SAIMC's participation in process shows, expos and seminars
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

#### ***7.2.5.1.4 Chair: End User Council (Factory Automation)***

This is a person who has intimate knowledge of the processes and functions within Factory Automation and how changes in new technologies can and might influence the industry.

The focus of this function is to keep EXCO and the SAIMC updated on the latest changes within the area of factory automation that will or might have an influence on the SAIMC stakeholders.

This includes, but is not limited to:

- Be the expert within EXCO on factory automation
- Participate in process shows, expos and seminars
- Articles in Technews
- Participating in the NTIP program to advise on training courses
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

#### ***7.2.5.1.5 Chair: End User Council (Process Automation)***

This is a person who has intimate knowledge of the processes and functions within Process Automation and how changes in new technologies can and might influence the industry.

The focus of this function is to keep EXCO and the SAIMC updated on the latest changes within the area of process automation that will or might have an influence on the SAIMC stakeholders.

This includes, but is not limited to:

- Be the expert within EXCO on process automation
- Participate in process shows, expos and seminars
- Articles in Technews
- Participating in the NTIP program to advise on training courses
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

## **7.2.5.2 Growth**

### ***7.2.5.2.1 Manager: Marketing***

This is a person who has intimate knowledge marketing principles and processes.

The focus of this function is to keep EXCO and the SAIMC updated with the latest changes to standards that will or might have an influence on the SAIMC stakeholders.

This includes, but is not limited to:

- Developing the marketing strategy for the company in line with company objectives.
- Co-ordinating marketing campaigns with sales activities.
- Overseeing the company's marketing budget.
- Creation and publication of all marketing material in line with marketing plans.
- Planning and implementing promotional campaigns.
- Overall responsibility for brand management and corporate identity
- Preparing online and print marketing campaigns.
- Monitor and report on effectiveness of marketing communications.
- Creating a wide range of different marketing materials.
- Working closely with design agencies and assisting with new product launches.

- Maintain effective internal communications to ensure that all relevant company functions are kept informed of marketing objectives.
- Analysing potential strategic partner relationships for company marketing.

#### **7.2.5.2.2 Manager: Public Relations**

This is a person who has intimate knowledge of the public relations industry.

Public relations is about selling the company or brand through positively managing the communication channels between a company and its stakeholders. The focus of this function is to drive a positive reputation through an effective public relations strategy.

This includes, but is not limited to:

- Managing enquiries from media, individuals and other organisations
- Researching, writing and distributing press releases to targeted media
- Planning publicity strategies and campaigns
- Organising events including press conferences, exhibitions, open days and press tours
- Managing and sharing content with users on social media sites such as Twitter and Facebook
- Managing the PR aspect of a potential crisis situation
- Creating and managing brochures, handouts, direct mail leaflets, promotional videos, photographs, etc
- Analysing media coverage
- Distributing information about new promotional opportunities and current PR campaigns progress
- Speaking publicly at interviews, press conferences and presentations

#### **7.2.5.2.3 Manager: Publications**

This person represents our official publication Technews.

This includes, but is not limited to:

- Close cooperation with Marketing and Public Relations
- The interface between the SAIMC and Technews

### **7.2.5.3 Education and Training**

#### **7.2.5.3.1 Chair: Education Council**

This is a person who has intimate knowledge of the education and skills development environment and passionate about getting our people educated and / or re – educated and skilled to become productive in the automation industry's various categories.

The focus of this function is to develop an education system that caters for all levels of automation.

This function is responsible for:

- The establishment of an Education Council to fulfil the requirements of the SAIMC's education and training goals.
- The development of NTIP courses for automation staff
- Establish an Automation discipline
- Interface between the SAIMC and various education bodies within South Africa
- Convey the requirements of the automation industry (SAIMC) to the education institutions in order for them to find-tune their curriculums and assist graduates to obtain employment
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

#### ***7.2.5.3.2 Manager: SETA's and Grants***

This is a person who has intimate knowledge of the SETA's, grants and B-BBEE scoring mechanisms.

The focus of this function is to ensure our customers can optimally make use of the programs of government to grow a knowledgeable and skills workforce.

This includes, but is not limited to:

- Register the SAIMC as a Training Provider with all the SETA's where necessary
- Develop a program in which the SAIMC can assist its members to make optimally use of the SETA and B-BBEE programs
- Assist the Chair: Education to draw up an education program that will deliver educated and skilled resources for industry.
- Manage the SAIMC SETA program and the students that are registered.

- Articles in Technews
- Participating in the NTIP program to advise on training courses
- Update EXCO
- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

## 7.2.6 De Facto EXCO Members Roles and Responsibilities

They are responsible for the tasks allocated to them by EXCO, i.e.:

- Further break down the goals set by EXCO into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

## 7.2.7 Other

### 7.2.7.1 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.

### 7.2.7.2 Dealing with Property

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

### 7.2.7.3 Raising Funds

The SAIMC has the right to raise funds in such manner as the SAIMC's management deems fit for a specific purpose.

### 7.2.7.4 Creating Debt

Under no circumstances will the SAIMC NPC be allowed to enter into any transaction that will or have the potential to put the SAIMC in any debt.



### **7.2.7.5 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 Memorandum of Incorporation.

### **7.2.7.6 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.

### **7.2.7.7 Publications**

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.

### **7.2.7.8 Library of Information**

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

### **7.2.7.9 Traveling and Expenses**

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

### **7.2.7.10 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.

### **7.2.7.11 Legal Acts**

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

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

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

### **7.2.7.13 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.

The SAIMC has to isolate any funds for such surety ships and guarantees in order to ensure that the SAIMC has the funds set aside in case the guarantees or sureties needs to be paid.

#### **7.2.7.14 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 compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the SAIMC.

#### **7.2.7.15 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.

#### **7.2.7.16 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 realize 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.

#### **7.2.7.17 Remuneration**

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

#### **7.2.7.18 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.

#### **7.2.7.19 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 Memorandum of Incorporation or the By-Laws except activities that will or has the potential to put the SAIMC in debt.

### **7.3 Branch Roles and Responsibilities**

- Branches are responsible for assisting the Executive Committee (EXCO) in reaching the goals and objectives set by the Board as described by the roles and responsibilities of individual Branch Management team members.

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

### 7.3.1 Branch General Manager

The Branch, Sub Branch Manager shall be responsible for furthering the objective of the SAIMC and have the ultimate responsibility for the Branch or Sub Branch

#### 7.3.1.1 Branch General Manager

- The Branch Manager is responsible for all the activities of the Branch (even if it is delegated to another person in the Branch) and includes the following:
- The Branch General Manager is the main link between the Executive Council and the Branch. It is the GM's duty to ensure that this link remains transparent in both directions, conveying thoughts and comments to EXCO and relaying information obtained from EXCO to the branch.
- Accomplishes company's objectives by managing resources; planning and evaluating branch activities.
- Maintains management structure by recruiting, selecting, orienting, and training future leaders.
- Accomplishes results by communicating expectations; planning, monitoring, and appraising results.
- Coaches, counsels, and disciplines members.
- Develops, coordinates, and enforces systems, policies, procedures, and productivity standards.
- Establishes strategic goals by gathering pertinent business, financial, service, and operations information.
- Defines objectives for the Branch, identifies and evaluates trends and options, chooses a course of action, and evaluates outcomes.
- Accomplishes financial objectives by forecasting requirements, preparing an annual budget, scheduling expenditures, analyzing variances, and initiating corrective actions.
- Assists Council through efforts, recommendations and advise to fulfill their role in industry.

#### 7.3.1.2 Ultimate responsibility

The General Manager is the ultimate responsible person for the Branch, Sub Branch or Council.

#### 7.3.1.3 Chair Meetings

The General Manager will take the chair at all meetings of the Committee;

#### **7.3.1.4 Examine Papers**

Examine all papers submitted for presentation at meetings, the public media or publications to ensure that nothing detrimental to the standing of the SAIMC will be presented;

#### **7.3.1.5 EXCO Meetings**

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

### **7.3.2 Financial Manager**

The Financial Manager supervises the finance and is the financial spokesperson for the branch.

Responsibilities include:

- Oversee the Branch's Financial Administration.
- Review and Enforce Financial Policies and Procedures.
- Create a Budget and forward it to the branch GM and EXCO in time to have it discussed at the AGM
- Generate monthly Financial Reports and forward them to the Administrator in a format requested by the Administrator.
- Advise the Branch and EXCO on Financial Strategy and Fundraising.
- At all meetings of the branch and Annual and Special General Meetings of the branch, the Financial Manager or representative shall be in attendance
- Be responsible for ensuring that all investments and assets are controlled and maintained in accordance with EXCO's requirements and with approved procedure
- Be responsible for ensuring that an annual budget of anticipated income and expenditure for approval of the Board is prepared and ratified at the AGM of the SAIMC
- Be responsible for ensuring that the books of account and administration of the funds of the Branch as directed by EXCO are maintained;
- Be responsible for ensuring that the following is presented to EXCO at every EXCO meeting:
  - A current account financial statement
  - The investment balances
  - Bank statements
- Ensure the criteria and parameters of all types of claims by members are adhered to and advise EXCO should the need arise to modify these.

#### **7.3.2.1 Attend EXCO and Special General Meetings**

At all meetings of the EXCO and Annual and Special General Meetings of the SAIMC, the CFO or representative shall be in attendance

### **7.3.2.2 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

### **7.3.2.3 Annual Budget**

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

### **7.3.2.4 Books and Accounts**

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

### **7.3.2.5 Account Balances**

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

### **7.3.2.6 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;

### **7.3.2.7 Claims**

Define the criteria and parameters of all types of claims by members.

Establish the designated for claims that will have to be submitted to the Administrator for refunds.

Reasonable and substantiated transportation and accommodation expenses submitted to the Administrator in the prescribed format and approved by the General Treasurer will be met by the SAIMC.

### **7.3.2.8 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;

### **7.3.2.9 Financial Planning**

Financial planning for SAIMC as a whole, rolling up the finances of all the SAIMC entities.

### **7.3.2.10 Management of Financial Risks**

### **7.3.2.11 Record-keeping, and financial reporting**

### **7.3.2.12 Financial Reporting**

## **7.3.3 Branch Secretary**

### **7.3.3.1 Recording Meetings**

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

Ensuring meetings are effectively organised and minuted

Maintaining effective records and administration.

### **7.3.3.2 Committee Members**

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

Liaise with the Branch GM to plan meetings.

### **7.3.3.3 Notification of Meetings**

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

### **7.3.3.4 Forward Papers**

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

### **7.3.3.5 Update Members Lists**

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

### **7.3.3.6 Scorecards**

Complete the Branch Score sheet and submit monthly to EXCO before the next EXCO meeting.

### 7.3.3.7 Other Matters

Deal with other matters relating to the Committee as requested by the Manager, the CEO of the SAIMC or the General Secretary;

Communication and correspondence among branch members and to and from EXCO.

### 7.3.4 Elected Additional Members Roles and Responsibilities

Elected Members are elected or appointed to serve specific roles in the Branch as determined by the Branch General Manager and Branch Management team.

They are responsible for the tasks allocated to them by the Branch GM, i.e.:

- Further break down the goals set by the management committee into sub-goals where relevant
- Arrange, allocate and coordinate resources
- Plan the activities
- Set target dates
- Report on activities (Progress, resources etc.)

## 7.4 Powers of Advisory Councils

The COUNCIL shall have the following powers in addition to any other powers mentioned in this Memorandum of Incorporation:

### 7.4.1 Conducting Business

- To conduct the ordinary business of the COUNCIL and to further and promote any and all its objects.
- To appoint Sub Committees from its affiliated members and to delegate power, other than financial commitments to such Committees.
- To do all other things that it may consider conducive to the interests and efficient administration of the COUNCIL or the promotion of its Objectives.

### 7.4.2 Financial

To control the funds and property of the COUNCIL and to apply the funds in such manner as may be necessary to carry out its functions.

To open, operate, or close the banking accounts of the COUNCIL and to control its finances.

The Council may raise a special fee upon its members for any specific purpose from time to time.

### 7.4.3 Membership

To approve, or refuse, any application for membership.

To suspend or expel any member.

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To recover subscriptions and any other monies due to the COUNCIL.

#### 7.4.4 Cooperation

To co-operate with other bodies or persons in furthering industry interests.

#### 7.4.5 Limitations

The COUNCIL or its members are not empowered, in the name of the COUNCIL to:

- Give personal references of any kind
- Endorse opinion of any individual COUNCIL member unless mandated in terms of this Memorandum of Incorporation
- Endorse the opinion of non-members in the name of the COUNCIL
- Enter into an agreement that could put the SAIMC or the Council in debt.

## 8 Election of Company Officials

### 8.1 Election Committee

An Election Committee will be identified from amongst the members having an election. Such Committee shall generally supervise, control and be responsible for all the arrangements for the election of its members. In particular, the Elections Committee shall:

- Scrutinize Nominations.
- Check that Voters are in Good Standing
- Discard all votes from members not in good standing
- Combine the total number of votes obtained from all systems, either electronic or written, for each candidate.
- Declare as elected the required number of candidates having the highest total 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;
- Make and keep a list of the names of voters.
- The Chair of the Board / Committee / Council shall announce the outcome at the Annual General Meeting.



## 8.2 The Board

### 8.2.1 Period of Office

The directors shall hold office until such time as they become disqualified in terms of Article 19, and otherwise for a period of 2 (two) years whereupon they may stand for the re-election by the members - Source: Mol

### 8.2.2 Directors

The number of the directors of the Association shall be not less than 2 (two)

The first directors may be appointed in writing by a majority of the subscribers to the Memorandum of Association

However, unless directors are so appointed and whether or not the directors have been named by a majority of the subscribers to the memorandum, every subscriber to the memorandum shall be deemed for all purposes to be a director of the Association.

### 8.2.3 Election of Board Members

Branches as well as the Board and EXCO may nominate candidates for the Board.

The nomination of candidates for election as members of the Board of Directors shall be approved by the Board of Directors - Source: King IV.

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Board members for the following year are elected by the members in good standing of the SAIMC.

Additional directors may be elected by the Board of Directors when the company wishes to add directors.

Such co opted members shall have full voting rights if they are members in good standing and shall serve out the term of office of the members they replace - Source: CIPC

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### 8.2.4 Election: Chair of the Board

The Board (**governing body**) will elect an independent non-executive member as chair to lead the governing body in the objective and effective discharge of its governance role and responsibilities

Source - King IV.

Should such an appointment not be possible for the Chair or the Independent Director or the positions be vacant / vacated for whatever reason, the role will be filled by another Board member.

### 8.2.5 Non Executive Directors

Non-executive directors may be end users / suppliers / education committee members or any other qualified member who is not involved in the day to day business of the SAIMC.

To maintain independence, they should not be active in any sub-committee, or be a chair etc of any sub-body of the SAIMC.

### 8.2.6 Appointment of CEO

The Board will elect a CEO for the next term.

### 8.2.7 Appointment: Independent Director

The Board ([governing body](#)) will appoint an independent non-executive member as the lead independent to fulfil the following functions:

- To lead in the absence of the chair.
- To serve as a sounding board for the chair.
- To act as an intermediary between the chair and other members of the governing body, if necessary.
- To deal with shareholders' concerns where contact through the normal channels has failed to resolve concerns, or where such contact is inappropriate.
- To strengthen independence on the governing body if the chair is not an independent non-executive member of the governing body.
- To chair discussions and decision-making by the governing body on matters where the chair has a conflict of interest.
- To lead the performance appraisal of the chair.

Source - King IV

### 8.2.8 Appointment of Public Officer

At the final meeting of the year at the latest the Board shall appoint a Public Officer.

## 8.3 Interim Vacancies

Vacancies may arise if a member of EXCO or a Branch Committee:

- Resigns or dies
- Ceases to hold the office
- Becomes incapacitated or disqualified or
- Is removed

### 8.3.1 Election of Board Members

Vacancies on the board arise if a director:

- Resigns or dies
- Ceases to hold the office, title or designation in the company that entitles the person to be an ex officio director,
- Becomes incapacitated or disqualified or
- Is removed

Source : CIPC

Interim vacancies occurring shall be filled by the Board at its discretion. Such co opted members shall have full voting rights if they are members in good standing and shall serve out the term of office of the members they replace.

### 8.3.2 EXCO and Committee Members

Interim vacancies occurring at EXCO or Branch Committee shall be filled by EXCO \*in the case of EXCO) or the branch (in the case of a branch committee) at its discretion, by election or by co-option.

Such members shall have full voting rights and shall serve out the term of office of the member(s) they replace.

## 8.4 EXCO and Branch Committees

### 8.4.1 Chief Financial Officer (EXCO)

At the final meeting of the year EXCO shall appoint a General Treasurer, and the incumbent General Treasurer shall be eligible for re-election.

## 8.4.2 Branch General Manager

The General Manager shall be elected by the Committee from the members of the current Committee before the next EXCO AGM.

It is preferred that the Assistant Manager take over as Manager to ensure continuity.

## 8.4.3 Election Committee

Branches as well as EXCO shall establish an Election Committee responsible for:

- Scrutinize Nominations
- Ensure voters are in good standing
- Disregard Illegal Votes
- Combination of Votes per Delegate: Combine the votes obtained from all systems, either electronic or written, for each candidate.
- Declare elected candidates

## 8.4.4 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;

## 8.4.5 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

## 8.4.6 Receiving Nominations

## 8.4.7 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 e-mail or SAIMC Website-based system.

## 8.4.8 Receiving Voting Responses

Voting responses will be received via electronic means at least seven (7) days before the AGM in order to prepare for the AGM.

#### 8.4.9 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.

#### 8.4.10 Receiving 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, such candidates shall be balloted for again by the Members in good standing.

Responses to this ballot must be received up to two (2) days before the AGM.

Should there still be a tie between two or more nominees, the SAIMC members present, including those holding valid proxies at the Annual General Meeting, another ballot shall be conducted. This could also be done via electronic means during the meeting.

#### 8.4.11 Waiving Requirements

EXCO shall have the power to waive the requirements of the Operations Manual covering the appointment or election of any member when, due to vacancies occurring as a result of resignations, or any other reason, compliance with the Operations Manual becomes impossible.

The procedure adopted must be as close as possible to that required by the Operations Manual.

During such a situation, members of the SAIMC shall be informed as soon as possible of what has occurred.

### 8.5 Election of Advisory Council Chairs

A Chair shall be appointed from the representatives of the Council. Should more than one person be nominated for the office of Chairman a ballot or proxy, properly signed, will be held with each representative of the Council having one vote.

Voting can also be done via electronic means

The Chair shall be elected by the Committee before the next AGM.

It is preferred that the Vice Chair take over as Chair to ensure continuity.

The term of Office of the Chair shall be decided by the Council but shall preferably not exceed two years.

## 9 Term of Office

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

Office bearers shall hold office for up to a maximum of five years unless circumstances demands an exception. In this case the exception and the reasons will be reported to the Board.

## 10 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.

## 11 Corporate Status

### 11.1 Body Corporate

#### 11.1.1 Identity and Existence

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

#### 11.1.2 Perpetual Succession

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

#### 11.1.3 Capability

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

#### 11.1.4 Legal Capability

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

#### 11.1.5 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.

### 11.1.6 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.

### 11.1.7 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.

### 11.1.8 Established as a Non Profit Organization

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

## 11.2 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, 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.

## 12 Liability of Members of 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.

## 13 Indemnity

Each member of the EXCO and other committees of the SAIMC 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 Memorandum of Incorporation.

This indemnity shall not extend to circumstances where a member of the EXCO acted without the requisite authority conferred on him by this Memorandum of Incorporation 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 Memorandum of Incorporation, where such failure or refusal is made in good faith.

## 14 SAIMC Membership

### 14.1 Membership

3. Membership to the Association shall be open to all qualified and interested parties who shall be individuals with professional or other interests in the operational areas of the Association.

### 14.2 Application for Membership

4. Application for Membership shall be made via the website

Each application for membership shall be accompanied by an entrance fee as is agreed upon by the members in general meeting from time to time.

In the event of the application for membership being refused, the entrance fee shall be refunded to the applicant.

### 14.3 Termination of Membership

Any member desiring to withdraw from membership may do so by giving written notice of such withdrawal.

If a member has withdrawn or ceased to be a member they can be reinstated provided all their obligations to the association have been met.

No member who has been expelled, shall be readmitted without prior approval of the members in general meeting.

### 14.4 Subscriptions

The annual subscriptions of the association shall be for such amounts as EXCO may from time to time decide.

In addition a special levy to meet any special, unusual or other expenses maybe imposed from time to time by a general meeting on the recommendation of EXCO



## 14.5 Applications and Appeals for Membership or Upgrades

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.

Initial grading of applicants and members will be done by a grading committee or its representative as defined in the Operations Manual.

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 CEO.

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

## 14.6 Conditions of Membership

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

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

### 14.6.1 Degree from University

A BSc degree from a university or equivalent recognized by the Human Sciences Research EXCO (HSRC) or equivalent Institution

### 14.6.2 Degree from University of Technology

A degree from a University of Technology or equivalent recognised by the HSRC or equivalent Institution.

### 14.6.3 National Diploma

An Engineering Diploma from a University of Technology or equivalent recognized by the HSRC or equivalent Institution

#### 14.6.4 Trade Test

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

#### 14.6.5 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

### 14.7 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.

- Affiliate
- Student
- Member
- Senior Member
- Fellow
- Retired
- National Member (previously National Patron Member)
- Regional Member (previously Branch Patron Member)

[Since we are now a company, the word "patron" is not actually applicable. It creates the impression that they are funding the SAIMC rather than working with the SAIMC - Johan Maartens]

Members who receive Honorary Membership will have the prefix "Hon" added to their grading.

#### 14.7.1 Affiliate

Any person, company or organization having an interest in automation, instrumentation, 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 organization is not directly involved with measurement and control or related technology which is necessary to qualify them for admission as a Member, Regional or National Member of the SAIMC may be admitted as an Affiliate.

An Affiliate has no voting rights

### 14.7.2 Student Member

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

Except with the approval of EXCO, no person may remain in the grade of Student Member if person is no longer a registered student.

Part-time students do not qualify to be registered under the "Student" category.

### 14.7.3 Senior Member

Persons who have been recognized in the industry as seniors and have been given the title of Senior ..., Manager, Director etc.

They would typically have a tertiary education and be registered as Professional Engineering Technicians, Professional Engineering Technologists or Professional Engineers.

EXCO may also grade a person as "Senior Member" if this membership fits the contribution the individual has made to the industry.

### 14.7.4 Member

### 14.7.5 Fellow

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 honor 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 a Director or CEO of the SAIMC.

### 14.7.6 Honorary Member

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.

### 14.7.7 Retired Member

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.

Members who retire will keep their membership grading but will add the suffix "R" or "Retired" to their grade.

Examples are: SMSAIMC(R), FSAIMC(R) etc.

#### 14.7.8 Regional and National Members

- Regional Members will be represented by the Chair of the relevant Council at Branch Committee meetings of the SAIMC.
- The management of a Regional Member organisation shall nominate a person to represent their interests at the relevant Branch meetings of the SAIMC and who shall act as their correspondent with the SAIMC.
- National Members will be represented by the Chair of the relevant Council at EXCO meetings of the SAIMC.
- The management of a National Member organisation shall nominate a person to represent their interests at the relevant Annual General Meetings of the SAIMC and who shall act as their correspondent with the SAIMC.

#### 14.8 Rights and Privileges

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

Corporate status, with voting rights, shall apply to the following grades of membership who are in good standing:

- Member
- Senior Member
- Fellow
- National Members
- Regional Members
- Retired Members
- Students Members (with voting rights only in Student Branches)

#### 14.9 Membership Fees

Membership fees will be valid for the financial year in which the fee was charged.

Invoices for renewals will be sent out before the end of the first month of the financial year.

##### 14.9.1 Membership and Entrance Fees

SAIMC reserves the right to charge membership and once-off entrance fees.

### 14.9.2 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.

Any revisions of the fees will be completed in time for the invoices to be sent out for the following financial year.

### 14.9.3 Subscriptions Due

Subscriptions are due on 1st January each year. Members elected to the various grades after 1st July shall pay a fee as determined by EXCO from time to time for that year.

### 14.9.4 Reduction of Fees for Retired Members

EXCO may reduce the membership fees of retired members for all categories.

These reduced fees will only be applied as follows:

- The members needs to apply via the Administrator for the reduced fees
- After EXCO's approval, the reduced fees will be implemented for the next financial year, i.e. when the new annual invoices are sent out.

### 14.9.5 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.

## 14.10 Unpaid Membership Fees

When membership fees are not paid, the SAIMC reserves the right to take any legal action they deem necessary to rectify the situation.

Should it not be possible for the SAIMC to do so, they reserve the right to cancel the membership of the members concerned.

### 14.10.1 Submission to ECSA

A member whose annual subscription is not paid by the time ECSA requests a list of members in good standing, will not be included in the list.

### 14.10.2 Unpaid by Financial Year-End

A member whose annual subscription for a particular financial year remains unpaid by the end of that financial year, will cease to be a member of the SAIMC regardless of how long the account was outstanding.

### 14.10.3 Unpaid After Three Months

All members whose subscriptions are outstanding after three (3) months shall be advised via e-mail and / or Mobile phone message to their last known address that unless their subscriptions are paid, the CEO will take the necessary steps to remove their names from the membership register.

### 14.10.4 Unpaid After Six Months

- A member whose annual subscription remains unpaid 6 months after the start of any financial year shall receive a final warning.
- At month-end of the following month the person 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.

### 14.10.5 Liabilities for Payment

Such exclusion shall not relieve the member from liability for the payment of any moneys due, but any person whose membership has so ceased may, at the discretion of EXCO and on payment of all fees due, be reinstated or allowed to reapply for membership.

### 14.10.6 Extensions for Payment

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.

## 14.11 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.

## 14.12 Resignations

### 14.12.1 Giving Notice

A member may resign on giving 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.

### 14.12.2 Refunds

No subscription or part thereof shall be refundable.

### 14.12.3 Reinstatement

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

The decision to reinstate or not shall lie with EXCO.

### 14.13 Expulsion

The EXCO may strike off the list of members any member who, in the opinion of EXCO have acted in contravention of the Memorandum of Incorporation of the SAIMC or by their conduct, and at the discretion of EXCO, rendered themselves unfit to remain a member of the SAIMC.

The expelled member shall be informed of such decision in writing.

#### 14.13.1 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.

The member's case may be presented to EXCO in writing within thirty days of posting the notice of expulsion.

#### 14.13.2 Final Decision

The decision of the members of EXCO, chaired by the CEO, shall be final.

#### 14.13.3 Expelled Member's Rights

A member whose expulsion from the SAIMC has been authorized 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.

## 15 Advisory Councils

Where it is proposed that an Advisory Council be set up, the decision to proceed with the proposal shall rest with the EXCO.

An Advisory Council is established by EXCO for the purposes of reaching specific goals set by the Board or EXCO.

The support of such a Council will be the responsibility of EXCO.

### 15.1 Supplier Advisory Council

Responsibilities will be determined by the Council together with EXCO.

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Examples of SAIMC requirements:

- Are Automation Pavilions required?
  - From the survey we had 7 responses and only 1 wanted the Automation Pavilion
  - Automation Pavilions were meant to provide companies with a 3 x 3 space in an exhibition while forming part of a larger exhibition instead of having a stand-alone 3 x 3 stand.
- Which exhibitions should the SAIMC be supporting?
- Professional Registration:
  - Create a program to be approved by ECSA for technicians, technologists and engineers in training
  - Create a schedule whereby students can rotate among companies to ensure that they will be able to register as professionals after three years.
- Nation-wide Competition:
  - Create a nation-wide competition in New Technologies to create opportunities for new entrepreneurs
- Government Interaction
  - Create a platform to discuss Supplier requirements for the new Automation discipline, responding with a unified voice instead of responding as individual companies. Responding as individual companies may lead to targeting after responses have been received.
  - Getting education and ECSA's attention with the industry's requirements.

### 15.1.1 Objectives

- To promote and secure the interests of all participants who are affiliated members of the Industrial Instrumentation suppliers of South Africa.
- To promote, support, or oppose, if necessary, in the interests of the industry, any legislation or regulation introduced by Government, Provincial or local Government bodies, including any international organisations, which could affect its' members.
- To raise funds by Entrance Fees and/or Special Subscriptions for securing of the objective of the Supplier Advisory Council which shall include the right to recover monies due to the Supplier Advisory Council
- To foster or stimulate the proficiency of production, the demand for product and services into the process automation and industrial markets as a whole.



- To foster and promote relations between the role players in the industry as well as between members of the affiliated members of the Supplier Advisory Council
- To encourage a code of conduct of members of the affiliated members of the Supplier Advisory Council such as to command the confidence and respect of the public in general.
- To do such other lawful things as may appear to be in the interests of the affiliated members of the Supplier Advisory Council.

## 15.1.2 Membership: Supplier Council

### 15.1.2.1 Criteria for Membership

Any organization satisfying the following criteria may apply for membership of the Council:

- Any OEM, major distributor or supplier of services that represents the interests of directly affected groups in the industrial automation industry may apply for membership of the Supplier Council.
- Members of the Supplier Council must be National Members in good standing of the SAIMC
- Members shall be individuals who represent their organizations as heads of those organizations and shall typically be the Chief Executive Officer, Managing Director, General Manager, Executive Director or Divisional Manager with equivalent responsibilities
- Only National Members will qualify to apply for membership of the Supplier Council.
- The CEO / COO of the SAIMC shall be an ex officio member of each Supplier Council Committee

### 15.1.2.2 Application for Membership

- Application for membership of the Council shall be made in writing, in compliance with the criteria set down by the Supplier Council from time to time, to the Secretary of the Supplier Council.
- Applicants shall be required to furnish such information as may be required by the Supplier Council.
- Applications for membership of the Supplier Council shall be considered by the Supplier Council at the next meeting following receipt of such application
- Acceptance of such application shall be by 90% majority of the members at the next meeting of the Supplier Council.

### 15.1.2.3 Membership Refusal

- An applicant to whom admission to Membership is refused shall be entitled to a refund of any Entrance Fee and/or Subscriptions paid on application.
- Such a member will retain the SAIMC membership status regardless of the outcome of the application although the SAIMC EXCO has the right to act on the information of the Supplier Council and review the applicant's status within the SAIMC.

- Any member who has resigned or been expelled from Membership of the Supplier Council may be re-admitted to Membership on such terms and conditions as the Supplier Council may determine.
- The Supplier Council shall not be obliged to assign any reason for refusal/admission to membership.
- Reasons for the refusal shall be submitted to the CEO.

#### 15.1.2.4 Refusal Appeal

- Should admission to membership be refused by the Supplier Council, the applicant shall have the right of appeal to the next annual general meeting of the Supplier Council.
- The decision of the Supplier Council at that meeting will be final and no further communications shall be entered into.

#### 15.1.2.5 Resignations

- Any member may resign from the Supplier Council by giving written notice to the Supplier Council Secretary and the amount of any current Annual Subscription shall remain due and payable in full.
- A member who resigns from Membership of the Supplier Council shall not have any claim on the Funds of the Supplier Council.
- In the event of a member of the Supplier Council no longer being eligible for membership of a member organization he represents; he will vacate his seat or resign. A replacement will be elected at the next meeting of the Supplier Council. In the case of the member being part of the Council management committee, the Vice Chair will take over the responsibilities of the office in the interim.
- Resignation from the Council is independent of SAIMC membership.

### 15.2 End User Advisory Council

#### Goals of the EUAC

- Which exhibitions should the SAIMC be supporting and what end - users would like to see at these exhibitions
- Decide on topics for seminars, lectures, webinars to optimise their knowledge and skills
- Establish an Automation discipline based on the Automation Federation's Competency Model (the position of Enterprise Integration Practitioner has already been approved by ECSA).
- Drive the Automation Federation job descriptions and modify where required
- Optimise the knowledge and skills of Automation personnel by doing an in-depth analysis of the Mechanician, Technician, Technologist and Engineer training programs. Determine the gaps between what education provides and what industry actually requires. Then develop a way to close those gaps.
- Create a schedule whereby students can rotate among companies to ensure that they will be able to register as professionals after three years.
- Government and other Interaction including discussions with Chambers of Commerce: Create a platform in which members within the Automation field (including Mechatronics and Proccess automation) can discuss issues of national importance

- Define End User requirements for the new Automation discipline, responding with a unified voice instead of responding as individual companies. (Responding as individual companies may lead to targeting after responses have been received).

### 15.2.1 Criteria for Membership

Any organisation satisfying the following criteria may apply for membership of the End Council:

- Any receiver of services from or for the industrial automation industry may apply for membership of the End User Council.
- Members of the End User Council must be members in good standing of the SAIMC
- The CEO of the SAIMC shall be an ex officio member of each End User Council Committee
- Members shall be individuals who represent their organizations as heads of those organizations and shall typically be the Chief Maintenance Engineer, Chief C&I Engineer or person with equivalent responsibilities

### 15.2.2 Application for Membership

Application for membership of the Council shall be made in writing, in compliance with the criteria set down by the Supplier Council from time to time, to the Secretary of the Supplier Council.

Applicants shall be required to furnish such information as may be required by the Supplier Council.

Applications for membership of the Supplier Council shall be considered by the Supplier Council at the next meeting following receipt of such application by the Secretary

Acceptance of such application shall be by 90% majority of the members at the next meeting of the Supplier Council.

The Supplier Council shall not be obliged to assign any reason for refusal/admission to membership. Reasons for the refusal shall be submitted to the CEO.

### 15.2.3 Membership Refusal

Should admission to membership be refused by the End User Council, the applicant shall have the right of appeal to the next annual general meeting of the End User Council.

An applicant to whom admission to Membership is refused shall be entitled to a refund of any Entrance Fee and/or Subscriptions paid on application. Such a member will retain the SAIMC membership status regardless of the outcome of the application although the SAIMC EXCO has the right to act on the information of the Supplier Council and review the applicant's status within the SAIMC.

Any member who has resigned or been expelled from Membership of the End User Council may be re-admitted to Membership on such terms and conditions as the End User Council may determine.

## 15.2.4 Resignations

Any member may resign from the Supplier Council by giving written notice to the Supplier Council Secretary and the amount of any current Annual Subscription shall remain due and payable in full.

A member who resigns from Membership of the Supplier Council shall not have any claim on the Funds of the Supplier Council.

In the event of a member of the Supplier Council no longer being eligible for membership of a member organization he represents; he will vacate his seat or resign. A replacement will be elected at the next meeting of the Supplier Council. In the case of the member being part of the management committee, the Vice Chair will take over the responsibilities of the office in the interim.

## 15.3 Education and Training Advisory Council

### 15.3.1 Criteria for Membership

Any education institution satisfying the following criteria may apply for membership of the Education and Training Advisory Council:

- Any provider of education or skills training
- Members of the Education and Training Advisory Council must be members in good standing of the SAIMC
- The CEO of the SAIMC shall be an ex officio member of each Education and Training Advisory Council
- Members shall be individuals who represent their organizations as heads of those organizations, people who have the authority to take decisions regarding the content of their Skills or education development programs.

### 15.3.2 Application for Membership

Application for membership of the Council shall be made in writing, in compliance with the criteria set down by the Education and Training Advisory Council from time to time, to the Secretary of the Council.

Applicants shall be required to furnish such information as may be required by the Council.

Applications for membership of the Council shall be considered by the Council at the next meeting following receipt of such application by the Secretary

Acceptance of such application shall be by 90% majority of the members at the next meeting of the Council.

The Council shall not be obliged to assign any reason for refusal/admission to membership. Reasons for the refusal shall be submitted to the CEO.

### 15.3.3 Membership Refusal

Should admission to membership be refused by the Council, the applicant shall have the right of appeal to the next annual general meeting of the Council.

An applicant to whom admission to Membership is refused shall be entitled to a refund of any Entrance Fee and/or Subscriptions paid on application. Such a member will retain the SAIMC membership status regardless of the outcome of the application although the SAIMC EXCO has the right to act on the information of the Council and review the applicant's status within the SAIMC.

Any member who has resigned or been expelled from Membership of the Council may be re-admitted to Membership on such terms and conditions as the Council may determine.

### 15.3.4 Resignations

Any member may resign from the Council by giving written notice to the Council Secretary and the amount of any current Annual Subscription shall remain due and payable in full.

A member who resigns from Membership of the Council shall not have any claim on the Funds of the Council.

In the event of a member of the Council no longer being eligible for membership of a member organization he represents; he will vacate his seat or resign. A replacement will be elected at the next meeting of the Council. In the case of the member being part of the management committee, the Vice Chair will take over the responsibilities of the office in the interim.

## 16 Meetings and Committees

Only members in good standing may participate in any meeting of the SAIMC.

Meetings of the SAIMC shall be:

### 16.1 Annual General Meetings

An annual general meeting (AGM) is a mandatory yearly gathering of the SAIMC's members.

At the AGM, the directors of the company present an annual report containing information for shareholders about the company's performance and strategy.

The Annual General Meeting shall be held as soon as possible after the financial audit results have been made known but before 9 months after the financial year end.

At General Meetings of the SAIMC – twenty (20) voting members in good standing present or represented by proxy shall form a quorum.

### 16.2 Board Meetings

Board meetings shall be held at least every quarter. The last Directors meeting will be held three weeks prior to the AGM.

Notice of the Board Meeting will be sent out by the Secretary at least 14 days in advance

Special Board meetings to address special issues may be called if all Directors are available.

Minutes of all Board meetings needs to be presented to EXCO and filed.

The Chair of the Board shall preside at Board meetings or a Board member appointed by the Chair.

### **16.2.1 Quorum for Board meetings**

A quorum is three (3) Board Members

## **16.3 EXCO Meetings**

The CEO, failing whom, any one of the two Executive Managers shall preside at all General and EXCO Meetings.

In the event of neither the CEO nor any of the two Executive Managers being present within five minutes of the time for which the meeting shall have been called, the members present may proceed to elect a Chair from the meeting.

### **16.3.1 Notice**

Not less than fourteen days' written notice of every General meeting shall be given by the General Secretary via e-mail to every member.

### **16.3.2 Meeting Schedule**

The EXCO shall meet at least on a monthly basis and when requested by the CEO for specific purposes. These meetings may also be on-line meetings.

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

### **16.3.3 Quorum**

At EXCO meetings - six (6) members in good standing present, or represented by proxy

#### **16.3.3.1 No Quorum**

### **16.3.4 Special General Meetings**

Special General Meetings of the SAIMC shall be called at the discretion of the EXCO or the Board and at such places as may be decided by the EXCO should it be deemed necessary to have such a meeting in the interest of the SAIMC.

Special General Meetings may also be called on request by members by issuing a request to this effect to the EXCO, signed by not less than one-third of the voting members of the SAIMC, specifying the object of such meeting

## 16.4 Advisory Council Meetings

EXCO reserves to establish Council ( Council) Committees in order to achieve its goals.

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

### 16.4.1 Advisory Council AGM

The Annual General Meeting (AGM) convened by a Council Committee shall be referred to as a Council Annual General Meeting.

Council's shall hold their AGM at least one month before the EXCO AGM.

### 16.4.2 Scheduling of Meetings

The COUNCIL shall meet as often as may be necessary for the efficient transaction of the affairs of the Council, but there shall not be less than 4 meetings per financial year.

Representatives of the COUNCIL shall be given reasonable notice by the Secretary of the time and place of meetings and shall be furnished with an Agenda indicating the nature of the business to be transacted.

Special Meetings may be called at shorter notice by the Chairman or by the Secretary when requested to do so in writing by at least three representatives of the COUNCIL.

### 16.4.3 Quorum

At any Council meeting the quorum is 50% +1 members in good standing present, or represented by proxy.

When a member apologizes, the Chair will automatically have the proxy.

### 16.4.4 Advisory Council Proxy Votes

A member may give a signed Proxy to another COUNCIL member for voting at any COUNCIL meeting. The written Proxy must clearly state the motion and the vote of the member.

### 16.4.5 Meeting Minutes

At all meetings of the COUNCIL, the Minutes of the last preceding meeting shall be tabled by the Secretary and signed by the Chair after confirmation.

#### 16.4.6 Advisory Council Special General Meeting

An Council General Meeting convened by an Council Committee for other than normal business shall be referred to as a Council Special General Meeting.

Special General Meetings of the SAIMC shall be called at the discretion of the EXCO or the Council Committee and at such places as may be decided by the EXCO or Council Committee should it be deemed necessary to have such a meeting in the interest of the SAIMC.

Special General Meetings may also be called on request by members of the branch by issuing a request to this effect to the Chair or EXCO, signed by not less than one-third of the voting members of the branch, specifying the object of such meeting

#### 16.4.7 Advisory Council Committee Meetings

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

Meetings should be held at least quarterly.

Notice will be given 14 days in advance

### 16.5 Supplier Advisory Council Meetings

#### 16.5.1 Alternate Representatives

Each COUNCIL Company shall, at the beginning of each year nominate an alternate representative that will attend the meetings should the designated COUNCIL member not be available.

This nominee shall not have the right to vote on any COUNCIL matters, unless they carry a proxy signed by the designated member, which carries the designated members written vote on a specific matter.

#### 16.5.2 Decision Making

Decisions shall be reached by consensus, in the event of consensus not being reached the Chairman shall declare a deadlock after which the meeting shall be adjourned for at least one hour.

Should consensus not be reached, a ballot will be held to determine the issue.

In the case of deadlock, the Chair shall have a casting vote.

### 16.6 Branch Meetings

The Branch Manager, failing whom, the Assistant Branch Manager, shall preside at all Branch Meetings.

In the event of neither the Branch Manager nor the Assistant Branch Manager being present within five minutes of the time for which the meeting shall have been called, the members present may proceed to elect a Chair from the meeting.



### 16.6.1 Branch AGM

The Annual General Meeting (AGM) convened by the Branch Management shall be referred to as a Branch Annual General Meeting.

Branches shall hold their AGM at least two weeks before the EXCO AGM.

### 16.6.2 Quorum

At any Branch or Sub Branch meeting the quorum is six (6) members in good standing present, or represented by proxy

### 16.6.3 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.

Special General Meetings of the SAIMC shall be called at the discretion of the EXCO or the Branch Committee and at such places as may be decided by the EXCO or Branch Committee should it be deemed necessary to have such a meeting in the interest of the SAIMC.

Special General Meetings may also be called on request by members of the branch by issuing a request to this effect to the Branch Manager or EXCO, signed by not less than one-third of the voting members of the branch, specifying the object of such meeting

### 16.6.4 Branch Management Meetings

Meetings of Branch Management shall be referred to as Branch Management Meetings.

### 16.6.5 Branch Committee Meetings

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

### 16.6.6 Sub Branches including Student Branches

Sub-Branches shall follow that of Branches, with the "Sub" prefix. These Sub-Branches include student branches until they apply for Branch status. This will be approved when EXCO has been shown that the Sub Branch can stand on its own.

## 16.7 Voting

Voting may take place in person or by any electronic means as determined by the CEO in case of SAIMC meetings or the Branch General Manager for any Branch meeting.

The following categories of members will have full voting rights with one vote each unless otherwise stated:

- Member
- Senior Member
- Fellow
- Retired Member
- National Member. National Members shall be allowed one vote each at Annual General Meetings of EXCO. Should the representative of the National Member be a member in his own right, this person will have an additional vote.
- Regional Member. Regional Members shall be allowed one vote each at Annual General Meetings of the Branch. Should the representative of the Regional Member be a member in his own right, this person will have an additional vote at Branch and EXCO levels.
- Student. Student members will only have voting rights within a Student Branch of the SAIMC. The Manager of the Student Branch will have voting rights in the committee meetings of the Branch it is situated in or where a branch is not available, at a place determined by EXCO.
- CEO: The CEO will be a de-facto member of every meeting within the SAIMC and will have a casting vote.
- Honorary Members: Honorary members will not have any voting rights.
- Affiliated members: Affiliated members will not have any voting rights.

## 16.8 Proxies

Any member may appoint a proxy, who shall be a member of the SAIMC, in good standing, to attend a meeting of the SAIMC on his behalf.

The member is qualified to attend and speak and vote on the member's behalf on a specific topic which will be described in the Proxy. In the case of Councils, see link.

Such proxy shall be lodged with the General Secretary of the SAIMC for Board meetings, EXCO meetings and General Meetings.

Such proxy shall be lodged with the Branch Secretary for Branch Meetings or the Council Secretary for Council meetings not less than 24 hours prior to the meeting, and shall be via a form approved by EXCO.

## 16.8.1 Advisory Council Proxy Votes

## 16.9 Non Attendance at Meetings

### 16.9.1 Board Meetings

Any member of the Board who is absent from a meeting of the Board without apology, will be asked to resign as Board member or start attending meetings.

Any member of the Board who is absent from 2 meetings in a financial year with or without apology, will be treated as a resignation by the member.

### 16.9.2 Other Meetings

Any member of a Branch, Sub Branch or Council Committee who is absent from three consecutive Committee Meetings without leave of absence shall be asked to resign as a member of the Committee or start attending meetings.

Any member of EXCO, a Branch, Sub Branch or Council Committee who is absent 4 (four) meetings in the same year (from one AGM to the next) without apology will be treated as a resignation by the member.

Any member of EXCO, a Branch, Sub Branch or Council Committee who is absent 5 (five) meetings in the same year (from one AGM to the next) with apology will be treated as a resignation by the member.

Any interim vacancy occurring in the Committee shall be filled by the Committee at its discretion.

Any persons co-opted shall hold office for that year, namely, until the next AGM. This person's voting rights in that Committee will be at its discretion and shall be communicated with the person in writing or e-mail.

Resignation from any Committee will not influence membership of the SAIMC.

## 16.10 No Quorum

If, within thirty minutes from the time appointed for any meeting of the SAIMC (including a meeting of the Board), a quorum is not present in person or by proxy, the meeting shall be adjourned to the exact time fourteen days later.

The place to be fixed by:

- The Chair of the Board in the case of a Board meeting
- The CEO in the case of any EXCO meeting
- The Branch General Manager in the case of a Branch meeting
- The Chair in the case of a Council Meeting

The 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 Memorandum of Incorporation

In the case of the Board, the Independent Director appointed in this role will chair the meeting. In the case where this independent director is also not available, any director may chair the meeting.

In all other meetings, the CEO may take the place of the Chair should a chair from the team not be available.

#### 16.10.1 Advisory Council Quorum

#### 16.10.2 Branch Meetings Quorum

#### 16.10.3 EXCO Quorum

### 17 Representation on Other Organizations

A representative of the SAIMC elected by the EXCO to represent it on any other body with which the SAIMC is co operating, shall serve as representative of the SAIMC and not as an individual.

Such representative shall carry out the instructions of the EXCO in all matters pertaining to the appointment.

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.

The representative shall cease to represent the SAIMC at the discretion of the EXCO.

### 18 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 Automation, Instrumentation, Measurement 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 processes and procedures to enforce ethical and professional behavior.

The SAIMC has a Code and Conduct and by paying membership fees, every member agrees to be bound by that Code of Conduct and shall adhere to it at all times. Failure to do so will be sufficient ground for immediate cancellation of membership or for EXCO to take the necessary steps to rectify the failure.

### 19 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.

### 20 Interpretation

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

## 21 Indemnity

### 21.1 Indemnity

Each member of the EXCO and other committees of SAIMC NPC shall be indemnified by SAIMC NPC against all liabilities, obligations, costs, charges, losses and expenses incurred by SAIMC NPC because of his conduct during the discharge of his duties, obligations or functions in terms of this Memorandum of Incorporation.

This indemnity shall not extend to circumstances where a member of the EXCO acted without the requisite authority conferred on him by this Memorandum of Incorporation or otherwise by SAIMC NPC, 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 SAIMC NPC 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 Memorandum of Incorporation, where such failure or refusal is made in good faith.

### 21.2 Costs

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

## 22 Winding Up

### 22.1 Conditions of Winding Up

The SAIMC shall be wound up if, at a ballot conducted in the manner prescribed in the Memorandum of Incorporation, 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.

### 22.2 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.

### 22.3 Provisions

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

#### 22.3.1 Trustee Appointment

The last-appointed CEO 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.

### 22.3.2 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.

### 22.3.3 Liquidating Assets

The Trustee shall take the necessary steps to liquidate the debts of the SAIMC from its unexpended funds and any other monies realized from any assets of the SAIMC.

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 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.

### 22.3.4 Transferring Assets

After the payment of all debts, 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.

## 23 Failure to Function

Whenever it appears that through inadvertence, negligence, or due to any other cause, any of the terms of the Memorandum of Incorporation 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 Memorandum of Incorporation 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 Memorandum of Incorporation and provided further that any action taken by them in terms hereof shall not prejudice any claim of a creditor of the SAIMC.

## 24 Alteration in Memorandum of Incorporation

### 24.1 Altering Clauses

The vision and mission of the SAIMC, and any clauses of this Memorandum of Incorporation, 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. Electronic voting shall be permitted for this purpose.

### 24.2 Submission of Memorandum of Incorporation

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

### 24.3 By-Laws

The EXCO may from time to time, make and enforce by laws not inconsistent with this Memorandum of Incorporation, 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 Memorandum of Incorporation and shall be binding on all members.

## 25 Language of the SAIMC

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

However, all meetings, 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 organization, who shall be liable for any actual cost to the SAIMC of such translation.

## 26 Transition Steps

### 26.1 Transitional Notes

1. The Board will be extended to five board members at the AGM. All 5 will be voted for at the next AGM
2. The COO will be part of the Board until such time that the CEO is appointed by the new board at the first meeting of the new Board
3. The Chair of the Board will remain vacant until such time as the vetted pool of candidates can be made available to the Board. This will happen at the first meeting of the new Board.
4. One of the current directors will take the chair until the first Board meeting.
5. Branch Manager changes to General Manager: <Branch Name>

## 26.2 Membership Fees

### 26.2.1 Registration Fees

This fee, which covers initial administrative work, shall be equal to 50% of applied membership grade.

Regional and National Members are exempt from joining fees.

### 26.2.2 Unpaid Membership Fees

When membership fees are not paid, the SAIMC reserves the right to take any legal action they deem necessary to rectify the situation.

Should it not be possible for the SAIMC to do so, they reserve the right to cancel the membership of the members concerned based on the following rules:

#### 26.2.2.1 Submission to ECSA

A member whose annual subscription is not paid by the time ECSA requests a list of members in good standing, will not be included in the list.

#### 26.2.2.2 Unpaid by Financial Year-End

A member whose annual subscription for a particular financial year remains unpaid by the end of that financial year, will cease to be a member of the SAIMC regardless of how long the account was outstanding.

#### 26.2.2.3 Unpaid After Three Months

All members whose subscriptions are outstanding after three (3) months shall be advised via e-mail and / or Mobile phone message to their last known address that unless their subscriptions are paid, the CEO will take the necessary steps to remove their names from the membership register.

#### 26.2.2.4 Unpaid After Six Months

- A member whose annual subscription remains unpaid 6 months after the start of any financial year shall receive a final warning.
- At month-end of the following month the person 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.



### **26.2.2.5 Liabilities for Payment**

Such exclusion shall not relieve the member from liability for the payment of any moneys due, but any person whose membership has so ceased may, at the discretion of EXCO and on payment of all fees due, be reinstated or allowed to reapply for membership.

### **26.2.2.6 Extensions for Payment**

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.

## **26.3 Companies Act**

### **Modified application with respect to non-profit companies**

**10.** (1) Every provision of this Act applies to a non-profit company, subject to the provisions, limitations, alterations or extensions set out in this section, and in Schedule 1

26.3.1 (2) The following provisions of this Act do not apply to a non-profit company:

**26.3.1.1 (a) Part D of Chapter 2—Capitalisation of profit companies.**

**26.3.1.2 (b) Part E of Chapter 2—Securities registration and transfer.**

**26.3.1.3 (c) Parts B and D of Chapter 3—Company secretaries, and audit committees, except to the extent contemplated in section 34(2)**

**26.3.1.4 (d) Chapter 4—Public offerings of company securities.**

**26.3.1.5 (e) Chapter 5—Takeovers, offers and fundamental transactions.**

**26.3.1.6 (f) Sections 146(d), and 152(3)(c)—Rights of shareholders to approve a business rescue plan, except to the extent that the non-profit company is itself a shareholder of a profit company engaged in business rescue proceedings.**

**26.3.1.7 (g) Section 164—Dissenting shareholders' appraisal rights, except to the extent that the non-profit company is itself a shareholder of a profit company.**

26.3.2 (3) Sections 58 to 65, read with the changes required by the context—

**26.3.2.1 (a) apply to a non-profit company only if the company has voting members; and**

**26.3.2.2 (b) when applied to a non-profit company, are subject to the provisions of item 4 of Schedule 1.**

26.3.3 (4) With respect to a non-profit company that has voting members, a reference in this Act to “a shareholder”, “the holders of a company’s securities”, “holders of issued securities of that company” or “a holder of voting rights entitled to be voted” is a reference to the voting members of the non-profit company