

THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING

2005 CONSTITUTION

1. THE INSTITUTION

Name	1.1	The name of the Institution is "THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING" or translation thereof as provided in the By-Laws.
Mission	1.2	The mission of the Institution is to promote the justifiable interests of its members and to ensure that society is well served in its civil engineering needs, with particular emphasis on improvement of the quality of life, protection of the environment and conservation of resources.
Objects	1.3	The objects of the Institution are the growth and development of its members and the promotion of the science and practice of civil engineering and the advancement of the civil engineering profession.
Official Languages	1.4	The official languages of the Institution shall be those of the Republic of South Africa and the business of the Institution may be conducted in any of those languages.
Ethics	1.5	A member and participant of the Institution shall practice civil engineering within the value system established in the Code of Ethics of the Institution, as set out in the By-Laws to this Constitution.
Interpretation	1.6	For the purposes of interpretation, the English text of the Constitution shall be accepted as the official version of the Constitution or any By-Law or Rule made there under. In the event of any doubt or dispute as to the meaning or import of any portion of the Constitution, a By-Law or a Rule, then the interpretation of Council based on the English text shall be final and binding on the members of the Institution.

2. THE MEMBERSHIP AND AFFILIATION

Membership	2.1	The membership of the Institution comprises: <ul style="list-style-type: none">2.1.1 Corporate members with full voting rights at all levels of the Institution; and2.1.2 Non-Corporate members with only voting rights at the Branch or Division level.
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Corporate members	2.2	Corporate members comprise the following grades: <ul style="list-style-type: none"> 2.2.1 Honorary Fellows; 2.2.2 Fellows; and 2.2.3 Members.
Non-Corporate members	2.3	Non-corporate members comprise of the following grades: <ul style="list-style-type: none"> 2.3.1 Associate Members; and 2.3.2 Student Members.
Election, admission, and transferral	2.4	The Executive Board may elect or admit a person to a particular grade or transfer a person from one grade to another.
Honorary Fellows	2.5	A Honorary Fellow is a person of distinction whom the Council wishes to honour because of: <ul style="list-style-type: none"> 2.5.1 his or her services to the Institution; 2.5.2 his or her services to the civil engineering profession; or 2.5.3 his or her eminence.
Fellows	2.6	A Fellow is a person who at the time of election: <ul style="list-style-type: none"> 2.6.1 in the opinion of the Executive Board, has achieved sufficient status in the civil engineering profession to justify his or her election; 2.6.2 is not less than thirty-six years of age; and 2.6.3 has been a corporate member for at least five years, provided that the Executive Board may in exceptional circumstances to waive this requirement.
Members	2.7	A Member is a person who at the time of admission: <ul style="list-style-type: none"> 2.7.1 is actively engaged in civil engineering; 2.7.2 either holds an academic qualification from a tertiary educational institution recognised for this purpose by Council or is a corporate member of an engineering institution or society recognised for this purpose by Council; and 2.7.3 is professionally registered with a statutory council or international body recognized for this purpose by Council.
Associate Members	2.8	An Associate Member is a person who: <ul style="list-style-type: none"> 2.8.1 does not satisfy the requirements for admission as a Member but who has achieved a status in a profession which is comparable to that of a Member of the Institution and is connected with civil engineering to the extent that admission to membership in the opinion of the Executive Board will be in the interest of the Institution; 2.8.2 is not eligible to be elected or admitted as for a Corporate Member but who at the time of admission of an Associate Member is actively engaged in civil engineering and holds such academic qualifications as may be acceptable to Council, or has entered for and passed an ad hoc or other examination set by a panel of examiners nominated by Council; or 2.8.3 holds an academic qualification from a tertiary educational institution recognised for this purpose by Council.

Student Members	2.9	A Student Member is a person who: <ul style="list-style-type: none"> 2.9.1 at the time of admission has a valid registration as a student at a tertiary educational institution recognised for this purpose by Council, with the intention of obtaining an academic qualification in civil engineering recognised for this purpose by Council; or 2.9.2 undergoes a regular course of training recognised for this purpose by Council.
Transference to Associate Member	2.10	When a Student Member has obtained an academic qualification from a tertiary educational institution in civil engineering recognised for this purpose by Council, he or she shall be transferred to the grade of Associate Member.
Letters of Designation	2.11	A Member of the Institution is entitled to use the relevant letters, or a translation thereof as provided for in the By-Laws, to designate his or her appropriate grade in the Institution: <ul style="list-style-type: none"> 2.11.1 Honorary Fellow: Hon. FSAICE 2.11.2 Fellow: FSAICE 2.11.3 Member: MSAICE 2.11.4 Associate Member: AMSAICE
	2.12	Members who are professionally registered with a statutory council or an international body recognized for this purpose by Council, must always insert the letters indicating their registration before the letters to designate the appropriate grade in the Institution.
Participants	2.13	A person or group of persons, which could be natural, juristic or with or without legal persona, may affiliate with a specific Branch or Division of the Institution as a Participant with only participation and discussion rights within that Branch and Division and no voting rights within the Institution.
	2.14	A Participant may not describe him or herself as a member of the Institution.
	2.15	A person with a qualification in civil engineering who is eligible to be a member of the Institution through any membership grade may not be a Participant.
	2.16	A person or group of person is only a Participant if he or she is in good standing with the Branch or Division concerned and his or her name appears on the Branch or Division Participant List as such.
	2.17	Participants comprise of the following grades: <ul style="list-style-type: none"> 2.20.1 Individual Participants; 2.20.2 Participant Firm; or 2.20.3 Participant Interest Groups.
	2.18	A Participant must be in association with, or interested in civil engineering or its associated disciplines and deal with the members of the Institution in terms of their individual and professional careers.
	2.19	A Branch or Division Committee may admit a person or group of persons as a Participant of the Branch or Division concerned.
Benefits of Participants	2.20	A Participant receives the benefits from the Institution appropriate to his or her class as determined by Council.
Resignation	2.21	A member or a participant in good standing may resign from the Institution by submitting to the Executive Director a written resignation.
Death	2.22	Upon the Executive Director being notified of the death of a member or an Individual Participant, the Institution's records shall be amended accordingly.

- Disciplinary action** 2.23 The Executive Board may take disciplinary action against a member or participant, including the expulsion of such member or participant from the Institution in accordance with the provisions of the By-Laws, who, as relevant, is found to:
- 2.23.1 be in material breach of the Code of Ethics of the Institution;
 - 2.23.2 have contravened a code of conduct established by the statutory council or an international body recognized for this purpose by Council which granted them professional registration by that registration body; or
 - 2.23.3 be not in good standing with the Institution in accordance with the provisions of clause 6.2.
- Liability of members and participants** 2.24 The liability of a member of the Institution or a participant at a specific Branch or Division level is limited to the:
- 2.24.1 payment to the Institution, Branch or Division concerned of any outstanding membership fees and subscriptions; and
 - 2.24.2 settlement to the Institution, Branch or Division concerned of any debt to the Institution, Branch or Division which he or she may have incurred.
- 2.25 A member of the Institution or participant at a specific Branch or Division level shall not have any liability for any commitment undertaken or action performed by the Institution, Branches or Divisions. All persons shall be deemed to have contracted or performed with the Institution on this basis.
- Rights of members and Participants** 2.26 Membership of or affiliation of participation with the Institution at any level shall not confer upon a person any right whatsoever to a share or a participation in any assets belonging to the Institution under any circumstances whatsoever.
- 2.27 Termination of membership of or affiliation of participation with the Institution at any level for any reason whatsoever shall entail forfeiture of all rights of membership and affiliation including the right to use letters of designation referred to in clause 2.11.

3. COUNCIL

- The role of Council** 3.1 The role of Council is to:
- 3.1.1 establish the policies and strategies to be followed by the Institution so as to achieve the mission and objects of the Institution; and
 - 3.1.2 guide and advise on matters of policy and strategy relating to the functioning of the Institution;
 - 3.1.2 approve membership fees;
 - 3.1.3 elect a President-Elect and Vice Presidents for each ensuing year from amongst its corporate members;
 - 3.1.4 appoint a minimum of three Council members to the Executive Board for each ensuing each year; and
 - 3.1.5 establish companies in terms of the Companies Act of 1973 (Act 61 of 73) or Close Corporation Act of 1984 (Act 69 of 1984) to undertake special projects or functions that are consistent with the objects of the Institution.
- 3.2 Council may exercise the powers and perform the duties given to it elsewhere in the Constitution, By-laws and Rules.

Membership of Council	3.3	Council shall comprise of: <ul style="list-style-type: none"> 3.3.1 the President of the Institution; 3.3.2 the President-Elect of the Institution; 3.3.3 the number of Vice–Presidents provided in the By-Laws to fulfil specific tasks as determined from time to time; 3.3.4 the three most recent Past Presidents of the Institution; 3.3.5 ten corporate members in the classes as provided for in the By-Laws; 3.3.6 a representative of each Branch and Division; 3.3.7 such Past Presidents as Council may from time to time appoint for specific periods because of their specialised knowledge or experience; and 3.3.8 a maximum of two corporate members whom Council may co-opt if it considers such co-option to be advantageous to the Institution.
	3.4	Council members shall hold office for one calendar year, or until the assumption of office by their duly appointed or elected successors.
President – Elect	3.5	The President-Elect will automatically assume the office of President in the following year.
Election of Office Bearers	3.6	Candidates for election to the office of President-Elect and Vice-President shall be fellows of the Institution and shall each be nominated by five members of Council. In the event of more than one candidate being nominated for a specific office, a secret ballot of the whole Council shall be held, otherwise the nominated candidate shall be declared duly elected.
President	3.7	The President will assume office on 1 January and serve for one calendar year except as provided for in clause 3.8.
	3.8	In the event of the death, resignation or the termination of the membership of the Institution of the President, the President-Elect will take office of the President and serve for the remainder of the term of office of the President as well as his or her normal term of office.
	3.9	In the event of the death, resignation or termination of the membership of the Institution, or elevation as provided for in clause 3.8 of the President-Elect, Council shall call for nominations for a President-Elect as provided for in clause 3.6 for the remainder of the term of office of the President-Elect.
	3.10	In the event of the death, resignation or termination of the membership of the Institution of a Vice-President, Council shall elect a Vice-President from the members of Council for the remainder of the term of office of the Vice-President.
Election of Ten Corporate Members	3.11	The members of Council referred to in clause 3.3.5 shall be elected annually by secret ballot of the corporate members, provided that no a ballot is held if the number of candidates nominated does not exceed the appropriate number of members of Council to be elected.
	3.12	Should fewer members than that provided for in clause 3.3.5 be nominated Council may co-opt corporate members to fill the vacancies.
Council Vacancies	3.13	Should a vacancy on Council occurs, the Executive Board may co-opt a corporate member to fill the vacancy for the remainder of the calendar year or until the assumption of office by his or her duly appointed successor.
Ordinary Meetings of Council	3.14	Ordinary Meetings of the Council must be held twice a year.

- Special Meetings of Council** 3.15 A Special Meeting of Council must be held by resolution of the Executive Board or upon receipt by the Executive Director of a written request from at least 10 Council members for such a meeting. The meeting must be convened not less than 60 days after such resolution or receipt of the request.
- Attendance at Council Meetings** 3.16 Council Meetings shall not be open to the public but any member of the Institution or person invited by the Executive Board, may attend Ordinary Meetings of Council as an observer but may not vote in matters under discussion.
- Quorum** 3.17 A quorum at a Council meeting is a majority of the members of Council for the time being. Council may not decide on any motions in the event of there being no quorum.
- Voting** 3.18 All members of Council may vote at Council meetings. A motion at the meeting must be decided by a simple majority of votes, unless otherwise provided for in the Constitution or By-Laws. The Chairperson of the meeting has a deliberative and casting vote.

4. THE EXECUTIVE BOARD

- Functions of the Executive Board** 4.1 The Executive Board with the assistance of the Executive Director, must-
- 4.1.1 manage and administer the affairs of the Institution within the policies and strategies established by Council;
 - 4.1.2 implement and monitor the results of the policies and strategies established by Council;
 - 4.1.3 manage financial risks and promote the financial viability of the Institution;
 - 4.1.4 appoint the Executive Director and arrange for the appointment of the staff of the Institution.
- 4.2 The Executive Board may-
- 4.2.1 establish Standing Committees and Panels;
 - 4.2.2 determine the terms of reference of these committees and Panels;
 - 4.2.3 delegate powers and duties as it sees fit to these Committees and Panels; and
 - 4.2.4 monitor the activities of these Committees and Panels.
- 4.3 The Standing Committees and Panels must report to the Executive Board at the time and manner determined by the Executive Board.
- Membership of Executive Board** 4.4 The Executive Board shall comprise:
- 4.4.1 the President;
 - 4.4.2 the President-Elect;
 - 4.4.3 the Vice-Presidents;
 - 4.4.4 the Chairpersons of the Standing Committees dealing with Finance and Administration and Membership of the Institution; and
 - 4.4.5 a minimum of 3 council members appointed by Council from those members elected or appointed in terms of clauses 3.3.5, 3.3.6 and 3.3.8.

Executive Board Meetings	4.5	Executive Board meetings shall be held not less than five times a year.
Quorum	4.6	A quorum at an Executive Board meeting is a majority of the members of the Executive Board for the time being. The Executive Board Council may not decide on any motions in the event of there being no quorum.
Voting	4.7	All members of Executive Board may vote at Executive Board meetings. Motions must be decided by a simple majority of votes. The Chairperson of the meeting has a deliberative and casting vote.

5. ADMINISTRATION

The Directorate	5.1	The Directorate of the Institution shall be such body or persons as the Executive Board may from time to time appoint.
	5.2	Council shall have power to appoint such honorary officers, as it may deem necessary or desirable.
Executive Director	5.3	The Directorate of the Institution shall be managed by an Executive Director. Staff of the Institution shall be managed by the Executive Director appointed by the Executive Board.
The Roll	5.4	The Executive Director must maintain a list of members together with their addresses which is the Roll of the Institution.
Amendments to the Constitution	5.5	The Constitution may only be amended if the proposed amendment is approved by a two-thirds majority of those voting in a secret ballot of all corporate members, provided that no proposal for the amendment of the Constitution may be referred to ballot unless it is supported by Council or by the signatures of not less than thirty corporate members submitted to the Executive Director.
	5.6	Any proposed amendment to the Constitution shall be submitted to the Commissioner: South African Revenue Services for his approval before it is voted on.
Winding up or amalgamation	5.7	The Institution may be wound up or amalgamated with any similar organisation only if the proposed winding up or amalgamation is approved by a two-thirds majority in a secret ballot of corporate members in which votes are received from not fewer than one-quarter of the corporate members in good standing.
By-Laws and Rules	5.8	Council may from time to time make By-laws and Rules for the Institution which may not be inconsistent with the Constitution, and may also amend or repeal them.
	5.9	The By-laws and Rules may cover any matter which Council considers necessary or expedient to prescribe for the better execution of this Constitution and furtherance of the objects of the Institution.
	5.10	Council, the Executive Board, Standing Committees, Panels, members of the Institution and participants must give effect to By-Laws and Rules.
Legal action	5.11	The Institution may sue or be sued under the name of "The South African Institution of Civil Engineering."
Emergency	5.12	In an emergency the Executive Board may in the interest of the Institution

Powers		take action not covered by the Constitution and By-Laws, provided that the decision taken is supported by all the members of the Executive Board and the Executive Board reports the decision to Council at its next meeting.
Indemnity	5.13	Council, the Executive Board, Standing Committees, Panels, Branch Committees and Division Committees and members of the Institution appointed, elected, nominated or co-opted to these shall be and is hereby indemnified by the Institution against any loss, expense or damage incurred in the discharge of or arising from their duties, provided that such loss, expense or damage is not attributable to his or her own negligence, and the members of the Institution shall not be held personally liable for acts done in good faith and for the benefit of the Institution.
Annual Report	5.14	Council shall submit to each Annual General Meeting a report on the affairs of the Institution and an audited statement of accounts for the previous calendar year.

6. FINANCE

Funds and Assets	6.1	All the funds, assets and property of the Institution, fixed or otherwise, shall be held in trust and administered by the Executive Board, Branches, or Divisions on behalf of the Institution.
Neglecting to pay membership subscriptions.	6.2	A member or a participant whose subscription is not paid within six months of the due date shall not be in good standing and shall as a consequence not be entitled to any of the privileges and benefits of membership
Transfer of funds on winding-up	6.3	Upon the winding-up or liquidation of the Institution any assets remaining after the satisfaction of the liabilities of the Institution shall be given or transferred to some other company, society or association with objects similar to those of the Institution as approved by Council.

7. GENERAL MEETINGS

Venue of general meetings	7.1	Ordinary General Meetings of the Institution shall be held at where Council may from time to time determine.
	7.2	Questions of policy may be considered at such General Meetings provided that no resolutions binding on the Institution shall be put to such meetings.
Annual General Meetings	7.3	The Annual General Meeting of the Institution shall be held in order to: <ul style="list-style-type: none"> 7.3.1 consider the report of the Executive Board for the previous year; 7.3.2 consider the audited income and expenditure accounts and the balance sheet for the previous financial year; 7.3.3 appoint Auditors and Legal Advisors; and 7.3.4 conduct such other business as Council may decide.
Special General Meetings	7.4	A Special General Meeting of the Institution may be called at any time by Council. Only the business as set forth in the agenda for such meeting may be conducted at a Special General Meeting.
Notice of Meetings	7.5	Notices and Agendas convening any Ordinary, Annual or Special General Meeting of the Institution shall be sent to all members not less than 15 working days before such meeting.

Chairperson	7.6	The President shall preside at General Meetings unless he is unable to take the chair in which case the President Elect will chair the meeting, failing which the meeting will elect a chairperson.
Voting	7.7	Corporate members shall be entitled to vote at General meetings of the Institution.
	7.8	Motions put to such meeting shall be decided by a simple majority of votes.
	7.9	The Chairperson of such meeting shall have a deliberative and a casting vote.
Adjournment of meetings	7.10	The Chairperson of a General Meeting may, with the consent of the majority of corporate members present, adjourn the proceedings from time to time and from place to place.
	7.11	A quorum for all General Meetings shall be twenty corporate members.
	7.12	If at any meeting a quorum is not present, the Meeting shall stand adjourned to a time, not being less than seven days thereafter and place determined by the corporate members actually present and at such adjourned Meeting the corporate members present shall form a quorum.
Minutes	7.13	The Executive Director shall arrange for the taking of minutes at all General Meetings.

8. BRANCHES

Establishment	8.1	To promote the objects of the Institution in any area Council may, at its discretion, create and control a Branch of the Institution at any centre within such area. Except in special circumstances a Branch shall not be established unless a written request to that effect has been received from not fewer than ten members resident within such area.
Branch Rules	8.2	Branches shall conduct their affairs in accordance with the Constitution and By-Laws and the Branch Rules. Such Rules and any amendments thereto shall be approved by the Executive Board.
Branch Committee	8.3	Each Branch shall elect annually from amongst its members in good standing a Branch Chairperson, a Branch Secretary, and other members to form a Branch Committee, as provided for in the Branch Rules.
Annual Report	8.4	Each Branch Committee shall in respect of the preceding year submit an annual report on its activities and an expenditure report to the Executive Director for consideration by the Executive Board
Disbandment	8.5	Council shall have the power, after consultation with the Branch Committee, to disband the Branch concerned, if the membership of such Branch falls below ten or if such action is considered to be in the interest of the Institution.

9. DIVISIONS

Establishment	9.1	To promote the objects of the Institution in any sphere of civil engineering Council may, at its discretion, create and control a Division of the Institution.
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Promotion of members interests	9.2	Divisions may promote the justifiable interests of their members.
Division Rules	9.3	Divisions shall conduct their affairs in accordance with the Constitution, the By-Laws and the Division Rules. Such Rules and any amendments there to shall be approved by the Executive Board.
Division Committee	9.4	Each Division shall elect annually from amongst its members a Division Committee.
Annual Report	9.5	Each Division Committee shall, in respect of the preceding year, submit an annual report on its activities and an annual expenditure report to the Executive Director for consideration by the Executive Board
Disbandment	9.6	Council shall have the power, after consultation with the Division Committee, to disband the Division concerned, if such action is considered to be in the interest of the Institution.

10. STUDENT CHAPTERS

Establishment	10.1	To promote the objects of the Institution amongst any group of Student Members Council may, at its discretion, create and control a Student Chapter of the Institution. Except in special circumstances a Student Chapter shall not be established unless written request to that effect has been received from not fewer than ten Student Members within such group.
Chapter Rules	10.2	Student Chapters shall conduct their affairs in accordance with the Constitution and By-Laws and the Chapter Rules. Such Rules and any amendments thereto shall be approved by Council and the Educational Institution on which Campus the Student Chapter is established.
Annual Report	10.3	Each Chapter Committee shall in respect of the preceding year submit an annual report to Council on its activities and an expenditure report to the Finance and Administration Committee.
Disbandment	10.4	Council shall have power, after consultation with the Chapter Committee, to disband the Chapter concerned, if such action is considered to be in the interest of the Institution.