### The Institution

1.1 The name of the Institution is “THE SOUTH AFRICAN INSTITUTION OF CIVIL ENGINEERING”. **Name**

1.2 The mission of the Institution is to provide for the engineering interests and needs of its members to facilitate sustainable quality of life together with the responsible utilisation of natural and human resources. **Mission**

1.3 The objectives of the Institution are the following: **Objectives**

1.3.1 The growth and development of its members in the promotion, for the public benefit, of the general advancement of the science and practice of civil engineering.

1.3.2 Foster transformation in the civil engineering sector through skills and professional development.

1.4 The Institution shall conduct its affairs in an ethical and professional manner within the constitutional framework and laws of the Republic of South Africa, taking cognisance of International law. The Institution shall not knowingly become party to an impermissible avoidance arrangement or act in contravention of any provision of the law. The Institution shall comply with all statutory reporting requirements, including those that the Commissioner, South African Revenue Services may determine from time to time. **Conduct**

1.5 The Institution’s activities shall focus on the development and promotion of the engineering profession, in particular civil engineering in terms of its objectives. **Activities**

1.6 The Institution shall identify, manage, serve and promote common and collective interests of its members and where appropriate, society at large, but members may not directly or indirectly use the Institution for any personal or private interests in the Institution, nor for the specific benefit of an individual member or minority group. **Interests**

1.7 The interpretation of the Council will be deemed to be final and binding in the event of disputes and doubts about any matters, including interpretation of the English language as used in written documents of the Institution. **Interpretation**

1.8 Proposals for constitutional amendments must be considered and supported by the Council, or by the signature of 30 corporate members in good standing, before being referred for approval to a secret corporate membership ballot as described in the By-laws. 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 in good standing, provided that a minimum of 5% of corporate members respond. **Amendments to the Constitution**

1.9 Amendments to the Constitution shall be submitted to the Commissioner: South African Revenue Service within 30 days of corporate members approving such amendment. **Submission to SARS**
1.10 The Council considers, approves, repeals and/or amends By-laws for the Institution associated and consistent with the Constitution. Executive Board considers, approves, repeals or amends Rules for the Institution and submits them to the Council for ratification prior to implementation.

1.11 The By-laws and Rules cover any matter which the Council considers necessary or expedient to prescribe and facilitate achieving the objectives and good governance of the Institution consistent with the Constitution.

1.12 Legal procedures pertaining to activities of, and actions by the Institution will be dealt with under the name of “The South African Institution of Civil Engineering”.

1.13 In an emergency, the Executive Board may in the interest of the Institution take action not covered by the Constitution and By-laws, provided that the decision taken is supported by 80% of the members of the Executive Board and the Executive Board reports the decision to the Council within 7 days via email and in detail at its next meeting. Such actions may take place physically or electronically as defined in the By-laws.

1.14 The Council, 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 are 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.

1.15 The Institution shall hold an Annual General Meeting of members not later than 21 calendar days after the first Council meeting of each year during which the audited annual financial statements for the previous year, appointment of auditors and legal representatives for the Institution shall be considered for approval. The Annual Report and any other matters, as are deemed appropriate at the time, are to be presented for consideration at the Annual General Meeting.

1.16 The Institution shall exist in its own right, separately from its members; continue to exist even when its membership changes and there are different office bearers; be able to own property and other possessions and be able to sue and be sued in its own name.

1.17 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 25% of the corporate members in good standing. The winding up of the Institution shall be carried out as determined in the By-laws.
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<thead>
<tr>
<th>Section</th>
<th>Description</th>
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<tbody>
<tr>
<td>2.1</td>
<td>Membership of the Institution comprises categories and grades complying with requirements or pre-requisites for election, admission, transfer to a category and grade as indicated hereunder.</td>
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<td>2.2</td>
<td>Members are authorised to use the letters of designation as indicated hereunder and preceded by letters of designation of professional registration or affiliation of statutory Councils or bodies recognized for this purpose by the Council.</td>
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<td>2.3</td>
<td>Admission, election, transfer to and termination of membership grades shall be undertaken in accordance with the procedures outlined in the By-laws.</td>
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<td>2.4</td>
<td>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 be in material breach of the Code of Ethics of the Institution; have contravened a code of conduct established by the Statutory Council or an international body recognized for this purpose by the Council which granted them professional registration by that registration body; or be not in good standing with the Institution in accordance with the provisions of the By-laws.</td>
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<td>2.5</td>
<td>All members in corporate, non-corporate and participant categories shall comply with the Code of Ethics of the Institution, as well as with the Codes of Conduct of statutory bodies that the Council recognises, and with which members have registered.</td>
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<td>2.6</td>
<td>The legal liability of a member or participant of the Institution is limited to any amounts owed to the Institution, Branch or Division in terms of membership subscriptions, financial commitments made to, fees levied by and purchases made from the Institution.</td>
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<td>2.7</td>
<td>A member or participant has no legal liability for actions taken and commitments made that are deemed to be or have been executed under and according to due mandate from the Institution.</td>
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<td>2.8</td>
<td>A member or participant has no ownership rights to any category of assets of the Institution.</td>
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<td>2.9</td>
<td>Membership Categories, Grades and Letters of Designation.</td>
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<td>2.9.1</td>
<td>Corporate Members</td>
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<td>Corporate Members in all grades listed below shall comply with the requirements for such membership grades.</td>
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2.9.1.1 Honorary Fellows - Hon FSAICE

An Honorary Fellow is elected by the Council to honour a person or member who complies with any one, or a combination of attributes, such as exemplary service to the Institution and/or the civil engineering profession, society at large and personal eminence.

2.9.1.2 Fellow – FSAICE

A Fellow is elected according to the process outlined in the By-laws. A Fellow will have achieved appropriate recognition in the civil engineering profession, or in the Institution owing to a combination of attributes, including having significantly contributed to the civil engineering profession and displaying substantial responsibility and initiative in the practice of civil engineering and has at least 10 years of appropriate professional experience.

2.9.1.3 Members – MSAICE

A Member is admitted according to the processes outlined in the By-laws and is at the time of admission actively engaged in civil engineering and either holds an academic qualification from a tertiary educational institution recognised for this purpose by the Council, or is a corporate member of an engineering institution or society recognised for this purpose by the Council, and is professionally registered with a statutory body or international body recognised for this purpose by the Council.

2.9.2 Non-Corporate Members

2.9.2.1 Associate Members – AMSAICE

An Associate Member is admitted according to the processes outlined in the By-laws and at the time of admission either, holds a civil engineering related academic qualification from a tertiary educational institution recognised by the Council for this purpose, or does not hold a civil engineering qualification or professional status, but who is actively connected with civil engineering and who has achieved a status in a profession which is comparable to that of a Member of the Institution.

2.9.2.2 Students

A Student is admitted according to the processes outlined in the By-laws and is at the time of admission and for the duration of studies registered for a civil engineering degree, diploma or certificated educational programme that is accredited or recognised by the Council for this purpose.

2.10 Termination of membership or affiliation at any level for any reason whatsoever shall result in forfeiture of all rights of membership, including the use of letters of designation.
3. Participants

3.1 Participants

A Participant is a person who does not qualify for the above categories of membership, or a group of persons, who could be natural, juristic or with or without legal persona or a company or business who or which has an interest in or a relationship with civil engineering or associated discipline.

4. The Council

4.1 The Council is the custodian of the Constitution of the Institution, related values and principles.

- Role of Council

It represents and constitutes the highest level of decision-making and direction of the Institution.

- Decision Making

4.1.1 It establishes and oversees the execution of policy and strategy of the Institution as deemed appropriate to achieve the mission and objectives of the Institution.

- Policy and Strategy

4.1.2 It annually considers recommendations from the Executive Board regarding the composition and membership of the Executive Board and appoints the Council members, in accordance with the By-laws, to serve on the Executive Board for each ensuing year.

- Council Membership

4.1.3 It approves annual membership subscriptions and the Annual Financial Budget of the Institution for the ensuing year prepared by the Executive Board in detail for consideration and recommendation by the Executive Board.

- Annual Subscriptions

4.1.4 It considers submissions by the Executive Board concerning the draft Audited Annual Financial Statements and makes recommendations regarding approval thereof to the Annual General Meeting.

- Approval of Annual Statements

4.1.5 It considers submissions by the Executive Board and recommends the appointment of Auditors and Legal Advisors for approval to the Annual General Meeting.

- Auditors and Legal Advisors

4.1.6 It may delegate authority to the Executive Board to organize and manage various matters on its behalf as described in the Constitution, By-laws and Rules.

- Delegation

4.1.7 Elects the President-elect and Vice Presidents and/or co-opts other Council members in accordance with Clause 4.2 and the By-laws.

- Election of Office Bearers

4.1.8 Establishes companies in terms of the ruling legislation and in accordance with the By-laws to undertake special projects or functions that are consistent with the objectives of the Institution.

- Establish Companies

4.1.9 Considers and recommends revisions and amendments to the Constitution for submission to the corporate membership for a ballot as documented in the By-laws.

- Revise or Amend Constitution
4.1.10 It considers, makes, amends or repeals resolutions about the By-laws in accordance with the procedure as described in the By-laws.

4.1.11 It ratifies, amends or repeals Rules in accordance with the procedure as described in the By-laws.

4.1.12 Approves educational institutions and statutory bodies that are to be recognised for the purpose of membership and participation in the Institution.

4.1.13 Establishes Branches, Divisions and Student Chapters in accordance with the By-laws and Rules for Branches and Divisions.

4.1.14 It oversees that effect is given to the By-laws and Rules.

4.1.15 Holds in trust on behalf of the membership of the Institution, all assets, including property and funds of all units of the Institution.

4.2 The Council shall consist of the following members who shall be elected according to procedures outlined in By-laws by not later than the last Council meeting of the year prior to their assuming office as:

4.2.1 President.

4.2.2 President-elect.

4.2.3 The number of Vice Presidents as specified in the By-laws.

4.2.4 The immediate Past President.

4.2.5 16 elected Corporate members, at least 4 of whom shall be under the 35 years of age at 1 January under the year of consideration.

4.2.6 One representative from each Branch and Division.

4.2.7 Two additional Corporate Members of the Institution whom the Council co-opt, if it considers such co-option to be advantageous.

4.3 President

4.3.1 The President-elect will assume office on 1 January as the President and serve for one calendar year.

4.3.2 In the event of the death, resignation, or the termination of the membership of the Institution of the President, the President-elect will take the office of the President and serve until 31 December of that year. Should the Council so decide and the President-elect agree the following full year may be completed additionally as President.
4.4 President-elect

4.4.1 Candidates for election to the office of President-elect shall be Fellows of the Institution and shall each be nominated in accordance with the procedures in the By-laws.

4.4.2 In the event of more than one candidate being nominated, a secret ballot of the Council shall be held.

4.4.3 If only one qualifying candidate is nominated, this candidate shall be deemed duly elected unless the Council decides otherwise.

4.4.4 In the event of the death, resignation, or the termination of the membership of the Institution of the President-elect, the Council shall call for nominations for a President-elect as provided for in the By-laws for the remainder of the term of office of the President-elect.

4.5 Vice Presidents

4.5.1 Candidates for election to the office of Vice Presidents shall be Fellows of the Institution and shall each be nominated by five members of the Council. In the event of more candidates being nominated than required, a secret ballot of the Council shall be held.

4.6 Corporate members

4.6.1 Candidates for election to serve as members of the Council for 2 years in the category of 16 Corporate Members, 8 of whom shall be nominated and elected annually in terms of the By-laws.

4.6.2 One designated representative of each Branch in accordance with the Branch Rules.

4.6.3 One designated representative of each Division in accordance with the Division Rules.

4.7 Council Meetings

4.7.1 Ordinary meetings of the Council must be held at least twice a year.

4.7.2 A Special Meeting of the Council must be held if the Executive Board resolves to call a Council meeting or upon receipt by the Chief Executive Officer of a written request from at least 10 Corporate Council members calling for such a meeting. The meeting must be convened not less than 30 days nor more than 60 days after such resolution or receipt of the request.

4.7.3 The Council Meetings shall not be open to the public, but any member of the Institution or person invited by the Council or the Executive Board in terms of the By-laws, may attend Ordinary Meetings of the Council as an observer, but may not vote in matters under discussion.
4.7.4 The Council Meetings will be conducted according to the procedures for meetings as indicated in the By-laws and General Guidelines.

4.7.5 The Council shall consider recommendations and reports regarding all the activities of Executive Board, Branches and Divisions to ensure the mission and objectives of the Institution are met.

4.7.6 The quorum at a Council meeting is 50% + 1 of the Council members. The Council may not consider motions or recommendations or election related activities that require a vote if a quorum is not present at the time of voting. If no quorum is achieved then a meeting shall be reconvened in accordance with the By-laws.

4.7.7 All members of the Council who represent a Branch or Division have 1 vote each at Council Meetings.

If a Branch or Division representative is also an elected Council member, this individual has only 1 vote on any matter on which a vote is required.

4.7.8 All motions and recommendations at the Council meetings must be decided by a simple majority of votes by a show of hands, except items as listed in Clause 4.7.10 and results must be recorded.

In the event of equal votes being cast for any specific issue, the President has a discretionary deliberative and final vote if he/she has not already voted on the matter.

4.7.9 Proxies for voting on Council matters are not allowed.

5.1 Manages and administers the affairs of the Institution within the policies and strategies established by the Council with assistance of the Chief Executive Officer.

5.2 develops and implements the policies and strategies established by the Council and monitors the results.

5.3 Establishes Standing Committees and Panels.

5.4 Oversees the administration of all financial matters of all the units of the Institution and Institution established companies.
5.5 Considers and recommends the Annual Financial Budget for the ensuing year for submission to the Council for consideration and approval at the last Council Meeting of the year.

Considers Budget

5.6 Considers and recommends the membership subscription for the ensuing year for submission to the Council for consideration and approval at the last Council Meeting of the year.

Considers Subscriptions

5.7 Manages the approved annual financial budget, financial risks and the financial viability of the Institution.

Manages Finances

5.8 Appoints the Chief Executive Officer. Other senior management will be appointed as outlined in the By-laws.

Appoints CEO

5.9 Constitutes the membership of Standing Committees as provided for in the By-laws.

Constitutes Committees

5.10 Guides, monitors and manages the terms of reference of Committees, Panels, Branches, Divisions and Companies in terms of the strategic objectives and policy of the Institution or signed agreement.

Guides Committees

5.11 Delegates relevant and reasonable powers to and sets duties for Committees, Panels, Branches, Divisions and Companies.

Delegation

5.12 Receives and considers reports from the Committees, Panels, Branches, Divisions and Companies at the time and manner determined by the Executive Board.

Considers Reports

5.13 Consider and submits reports and recommendations to the Council regarding Strategic Plans, Policy and Institution structures.

Submits Reports

5.14 Membership of the Executive Board shall be constituted as follows, provided that the Executive Board may not consist of less than 3 persons, who are not connected persons in relation to each other, to accept fiduciary responsibility of the Institution.

Membership of the Executive Board

5.14.1 President

5.14.2 Immediate Past President

5.14.3 President-elect and Vice-Presidents

5.14.4 Members appointed by the Council in terms of the By-laws. The appointments shall be for 2 years with 50% replacements being made annually.

5.14.5 Chairs of the Finance and Administration, Membership and Education and Training Committees.
5.15 The Executive Board may not consider motions or recommendations or election related activities that require a vote if a quorum is not present at the time of voting. **Quorum**

5.16 All members of the Executive Board, have 1 vote each at Executive Board meetings. All motions and recommendations and election related activities at Executive Board meetings must be decided by a simple majority of votes or by a show of hands and results must be recorded. No member of the Executive Board may have direct or indirect control over decision making. Motions must be decided by a simple majority of votes. In the case of a tied vote the Chair may cast a deciding vote, if the Chair did not initially cast a vote or the matter being voted on fails. **Voting**

5.17 Executive Board meetings shall be held at least 5 times per annum. **Meetings**

5.18 Executive Board meetings are conducted in terms of the By-laws and General Guidelines. **Protocol and Rules**

6 **Management and Administration by National Office**

6.1 The National Office shall be managed by the Chief Executive Officer. **National Office**

6.2 The National Office shall consist of structures and roles required to achieve the strategic objectives and business plan as proposed by the Chief Executive Officer and ratified by the Executive Board. **Chief Executive Officer**

6.3 The Chief Executive Officer is responsible for maintaining the Membership Roll of the Institution. **Membership Roll**

6.4 Remuneration of the Chief Executive Officer shall be determined by the Executive Board. Remuneration of management staff and other staff shall be determined in accordance with the By-laws. All remuneration shall be market related to the extent that resources permit, but shall not be excessive in relation to the service rendered. **Remuneration**

6.5 Minutes of all formal scheduled meetings within the Institution will be produced in accordance with the By-laws, Rules and Guidelines. **Proceedings**

6.6 All documents, publications and records of the Institution will be handled in accordance with the By-laws. **Documentation Control**

6.7 An Official Register containing all pertinent information regarding the Institution shall be compiled annually in accordance with the guidelines given in the By-laws. **Official Register**

7 **Finance and Funding**

7.1 The portion of the Institution’s funds that are tax exempt shall be substantially derived from its members or from government. **Funds**
7.2 The funds of the Institution shall be used in furtherance of the objectives of the Institution. The Institution may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives.

7.3 The Institution shall not own shares or have any other interest in the businesses, professions or occupations which are related to its members.

7.4 The Institution will be financially managed in accordance with the By-laws.

7.5 Upon the winding-up or liquidation of the Institution any assets remaining after fulfilling and settling liabilities of the Institution, shall be donated or transferred to another tax-exempt company, society, public benefit organisation or association with objectives similar to those of the Institution as approved by the Council and acceptable to the Commissioner: South African Revenue Service.

8 General Meetings

8.1 Special General Meetings of the Institution shall be held as and where the Council may from time to time determine.

8.2 Questions of policy may be considered at such General Meetings provided that no resolutions binding on the Institution shall be put to such meetings.

8.3 The Annual General Meeting of the Institution shall:

8.3.1 Consider for noting the report of the Executive Board for the previous year.

8.3.2 Consider and approve the audited income and expenditure accounts and the balance sheet of the Institution for the previous financial year.

8.3.3 Appoint Auditors and Legal Advisors to serve until the next Annual General Meeting.

8.3.4 Consider such other business as the Council may decide from time to time.

8.4 A Special General Meeting of the Institution may be called by the Council to consider business as set in the agenda for such meeting.

8.5 Notices for convening and Agendas of any Annual or Special General Meeting of the Institution shall be communicated to all members as set out in the By-laws.

8.6 The President shall preside at General Meetings, unless he or she is unable to take the chair in which case the President-elect will chair the meeting, failing which the meeting will elect a Chair.

8.7 The quorum at Annual General Meetings shall be 2.5% corporate members as determined in the By-laws as duly advertised and communicated.
8.8 Corporate members who participate at a general meeting shall have one vote each for each recommendation duly submitted to General Meetings of the Institution.  

Voting Rights

8.9 Motions shall be decided by a simple majority of votes.  

Simple Majority

8.10 The Chair of a General Meeting shall have a deliberative and a casting vote.  

Casting Vote

8.11 General Meetings shall be adjourned, if a quorum is not present, to a time, not being less than 7 days after the date of and at a place determined by the Corporate Member’s participating. Due notice will be given to this effect. Corporate Members participating at such an adjourned meeting shall form a quorum.  

Adjournment

8.12 Proceedings shall be recorded and minutes shall be produced for General Meetings in accordance with the requirements of the By-laws.  

Minutes

9 Branches

9.1 The Council may, at its discretion, approve the establishment of a Branch according to geographical boundaries as deemed appropriate to promote the objectives of the Institution. A Branch can be considered for establishment if a written request to that effect has been received from 10 percent of member’s resident in the area.  

Branch Establishment

9.2 The Council shall have the power, to change boundaries of or disband a Branch in accordance with the By-laws.  

Changes

9.3 A Branch shall establish a committee to conduct its affairs in accordance with the Constitution, By-laws and Standard Branch Rules.  

Committee

9.4 Specific amendments to or deviations from the standard Branch Rules and Guidelines shall be subject to approval by the Executive Board and ratification by the Council.  

Changes to Rules

9.5 Branches shall receive an annual administration grant from the funds of the Institution subject to compliance with procedures contained in the By-laws.  

Grants

9.6 Each Branch Committee shall in respect of the preceding year submit an annual report on its activities in accordance with the Branch Rules.  

Annual Report

9.7 Each Branch shall elect a Council representative for the ensuing year in accordance with the procedures in the Branch Rules.  

Council Representative

10 Technical Divisions

10.1 The Council may, at its discretion, approve establishment of a Division as deemed appropriate to promote the objectives of the Institution. A Division can be considered for establishment if a written request to that effect has been received from 30 members having an interest in the area of specialisation in civil engineering practice.  

Division Establishment
10.2 The Council shall have the power to disband a Division if such action is considered to be in the interests of the membership of Institution in accordance with the By-laws.

10.3 A Division shall establish a committee to conduct its affairs in accordance with the Constitution and By-laws and Division Rules.

10.4 Should a Division be operating as a Joint Division between SAICE and another such organisation its operational structure shall be governed by the Joint Agreement between the parties. Such arrangements may be re-negotiated to be in-line with both Institutions Constitutions, By-laws and Rules at the first opportunity.

10.5 Specific amendments to or deviations from the Standard Rules for Divisions shall be subject to approval by the Executive Board and ratified by the Council.

10.6 Divisions shall receive an annual administration grant from the funds of the Institution subject to compliance with procedures contained in the By-laws.

10.7 Divisions, in respect of the preceding year, shall submit an annual report on its activities in accordance with the Division Rules.

10.8 Each Division shall elect a Council representative for the ensuing year in accordance with the procedures in the Division Rules.

11 Student Chapters

11.1 The Council may, at its discretion approve the establishment of a Student Chapter. The Student Chapter is subject to the terms and conditions prescribed by the Educational Institution on which Campus the Student Chapter is established. Except in special circumstances a Student Chapter shall not be established unless a written request to that effect has been received from not fewer than 20 student members within such group.

11.2 A Student Chapter shall establish a committee and administration structures and conduct its affairs in accordance with the rules and terms of conditions of the tertiary Institution where it is situated, as well as the Constitution and By-laws and Student Chapter Rules.

11.3 Student Chapters will be assisted and facilitated by the Branch that initiates its establishment.

11.4 Student Chapters will receive an annual financial grant from the National Office. This grant will be held in trust by the Branch that initiates its establishment.

11.5 Each Student Chapter shall, in respect of the preceding year, submit an annual report on its activities to the Branch as set out in the Student Chapter Rules and Branch Rules.

11.6 The Council shall have the power, to disband a Student Chapter if such action is considered to be in the interests of the Institution.