



SOUTH AFRICAN
ACADEMY OF ENGINEERING

CONSTITUTION

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CONSTITUTION

1. NAME AND LEGAL STATUS

- 1.1 The South African Academy of Engineering ("Academy") is the successor to the Academy of Engineers of the South African Society of Professional Engineers which was established as a distinct legal entity with its own legal persona, independent of its members, on 1 April 1995.
- 1.2 The abbreviated title of the Academy shall be "SAAE" in all official languages.
- 1.3 The location of the Head Office of the Academy shall be decided by the Executive Committee from time to time.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

Academy:	The South African Academy of Engineering.
Executive Committee:	The body of Fellows established under Clause 6 to manage the affairs of the Academy.
Fellow:	A person who meets the requirements listed in clause 5.
General Meeting:	A gathering to which all members are invited.
Meeting:	A gathering to which a specified group of members are invited.
Member:	A person who has been nominated, elected and accepted as a Fellow or Foreign Fellow in terms of Clause 5.
Secretary General:	The person elected by the executive committee to be responsible for the day to day management and administration of the affairs of the Academy
Societies:	The Institutions, Societies and Associations of the Engineering Profession.

2.2 Interpretation

Words importing the singular number shall include the plural number and vice versa, words importing the masculine gender shall include the feminine, except where the context precludes such interpretation.

For the purpose of interpretation, the English text of the Constitution shall be the official version.

3 AIMS AND OBJECTIVES

The aims and objectives of the Academy are to promote excellence in the science and application of engineering for the benefit of all members of the public in South Africa, and for that purpose:

- 3.1 To promote the application of engineering in South Africa to improve the quality of life of its people, including inter alia:
- The development and practice of existing and new technologies.
 - The development of technology for more effective management of natural resources and improved competitiveness of industries and services.
 - The study of the effects of technology on the quality of life of the community.
 - Engineering for ecologically sustainable development.
- 3.2 To provide a forum for the study and discussion of issues relevant to the formulation of public policies for engineering based activities, and the communication of expert advice to Government and the community.
- 3.3 To organise projects, symposia, meetings and discussions to make best possible use of the multi-professional expertise of the Fellows in support of national goals.
- 3.4 To promote the recruitment, education, training and development of engineering and technical persons from previously disadvantaged groups to increase the technological base of the nation, reduce unemployment and improve their quality of life, until such time as racial and/or gender inequalities have been overcome.
- 3.5 To provide an incentive for striving for excellence in engineering in South Africa by electing engineers and related professionals of proven ability and achievement as Fellows of the Academy.
- 3.6 To assist Societies and Institutions of engineering in the advancement of the scientific and technical interests of the profession.
- 3.7 To establish and maintain relations with overseas bodies having similar objectives as the Academy.

4. ACTIVITIES OF THE ACADEMY

The activities of the Academy will include:

- 4.1 the organisation of functions and structures to achieve the objectives of the Academy
- 4.2 liaison and co-operation with local and international organisations in engineering
- 4.3 such other actions as may be decided upon from time to time.

5. MEMBERSHIP

- 5.1 The members of the Academy shall comprise Fellows and Foreign Fellows.
- 5.2 Fellows at the time of their election shall be:
- South African citizens or persons ordinarily resident in South Africa.
 - Registered Professional Engineers or related professionals with proven ability and achievement.
 - Eminent by reason of their achievements in engineering.
 - Actively involved in his/her career.
 - Role models for young or potential engineers

- 5.3 Foreign Fellows at the time of their election shall be:
- Citizens of a country other than South Africa and not normally resident in South Africa.
 - Eminent by reason of their achievements in engineering.
 - Have made a significant contribution to engineering in South Africa
 - Actively involved in his/her career.
 - Role models for young or potential engineers.
- 5.4 The number of Fellows under the age of 65 at any one time shall not exceed 150. The maximum number of Foreign Fellows at any one time shall not exceed 15.
- 5.5 Members of the former Academy of Engineers of the South African Society of Professional Engineers shall qualify as Fellows by virtue of their election to that body.
- 5.6 Fellows and Foreign Fellows shall be elected as such by the Academy in General Meeting. No candidate shall be put forward for election unless his/her name has previously been submitted to the Executive Committee in the manner stipulated in the Rules and Procedures for the time being in force. These Rules and Procedures shall inter alia require that at least four Fellows, two of whom shall have personal knowledge of the candidate, shall recommend his/her election by way of a citation setting out the achievements of the candidate. At least 90% of the Fellows present at the General Meeting in person or by proxy shall vote for a candidate for his/her election to the Academy.
- 5.7 Membership of the Academy shall terminate upon resignation in writing, non-payment of membership fees, deliberate non-compliance with the Constitution or death.

6. EXECUTIVE COMMITTEE

6.1 Policy and Control

Matters of policy and control of the Academy is vested in its entire membership.

6.2 Management

Subject to the Constitution, and in conformity with the Rules and Procedures, the management of the affairs of the Academy shall vest in its Executive Committee.

6.3 Executive Committee Members

Shall be elected biennially from the entire membership of the Academy by postal ballot.

6.4 The Office Bearers shall be the President/Chairman, the Deputy President/Deputy Chairman and the Secretary General.

6.5 The Office Bearers shall be elected biennially by the outgoing Executive Committee from those who are or have been members of the committee.

6.6 Powers of the Executive Committee.

The Academy through its Executive Committee, shall have the power:

- 6.6.1 to determine entry and annual fees to be paid by members and to obtain funding for its activities
- 6.6.2 to lay down Rules and Procedures for the management and control of the affairs of the Academy

- 6.6.3 to engage and dismiss employees as set out in the Rules and Procedures
- 6.6.4 to institute legal proceedings in the name of the Academy, to defend or oppose any legal action brought against the Academy, and for that purpose engage the services of attorneys and counsel and to pay their fees
- 6.6.5 to do such other lawful things as are incidental or conducive to the attainment of the objectives of the Academy.

6.7 Personal liability of Executive Committee members

Each member of the Executive Committee shall be accountable only in respect of his own acts and shall not be accountable for any acts to which he did not expressly consent and no member of the committee shall incur any personal liability in respect of any loss or damage as a result of any act authorised or suffered by him, being done in good faith for the benefit of the Academy.

6.8 Communication of Academy activities to members

The Executive Committee must ensure, on a regular basis, that members are kept informed of the activities of the Academy.

7. RULES AND PROCEDURES

The Executive Committee shall frame Rules and Procedures for the management of the affairs of the Academy; such Rules and Procedures may at any time be added to, repealed or amended.

8. MEETINGS

8.1 Ordinary Meetings and Ordinary General Meetings

Ordinary Meetings and Ordinary General Meetings of the Academy shall be held at times and dates decided by Council.

8.2 Meetings of the Executive Committee

8.2.1 The Executive Committee shall meet at least three times a year.

8.2.2 Notice of Meetings

Not less than two weeks' notice in writing shall be given of all Committee Meetings. The notice of the meeting shall include the agenda.

8.2.3 Minutes shall be kept of all Committee Meetings and shall normally be issued to all members.

8.3 Proceedings at Meetings

8.3.1 Every Committee Member, including the Chairperson shall have one vote.

8.3.2 Resolutions which are formally voted on, shall be carried by a simple majority.

8.3.3 The quorum for the holding of a meeting of the Executive Meeting shall not be less than five.

8.4 **Annual General Meetings**

The Annual General Meeting of the Academy shall be held on a date to be determined by the Executive Committee within the period of three months immediately following the end of the preceding Financial Year, in order to:

- 8.4.1 accept apologies for absence and note proxies held
- 8.4.2 receive and consider the Annual Report
- 8.4.3 announce and consider the audited Income and Expenditure Accounts and the Balance Sheet for the previous Financial Year
- 8.4.4 announce the composition of the Executive Committee for the ensuing year
- 8.4.5 appoint auditors and legal advisers for the ensuing year
- 8.4.6 conduct such other business as may be necessary.

8.5 **Special General Meetings**

- 8.5.1 The Executive Committee may at any time, convene a Special General Meeting. Only such business as is specified in the notice convening such meeting shall be transacted at the meeting.
- 8.5.2 A Special General Meeting shall be convened within fourteen (14) days of the lodging of a written application by at least ten members provided such application specifies the purpose for which the meeting is required. Only such business as is specified in the notice convening such a meeting shall be transacted at that meeting.

8.6 **Quorum at Annual General Meetings and Special General Meetings**

The quorum for all Annual General Meetings and Special General Meetings shall be ten members, whether personally present or represented by proxy.

8.7 **Adjournment of Meetings**

The Chairman of a meeting may adjourn the proceedings from time to time and from place to place.

8.8 **Representation by Proxy**

A Member shall be entitled to appoint a proxy to be present, debate and vote on his behalf.

8.9 **Notice of Motions**

Written Notice of Motion shall be given by any Member desirous of bringing special business before the society to the Secretary General not less than fourteen (14) days before the matter may be dealt with. Such business may be considered at an Annual General Meeting or Special General Meeting of the Society.

9. FINANCIAL MANAGEMENT

9.1 Assets, Properties and Funds

All assets, property and funds of the Academy shall be held and registered in the name of the Academy. The Executive Committee shall have the power to buy, sell, improve, manage, lease, mortgage or dispose of all or any property, movable or immovable to raise, borrow and secure payment of money and to accept donations in furtherance of the Academy's Objectives.

9.2 Financial Management and Control

The Executive Committee shall institute adequate controls and procedures for maintaining sound financial management of the Academy's affairs. Full and proper account shall be kept of all financial transactions of the Academy.

9.3 Liability of Members

The liability of a member for the debts and commitments of the Academy shall be limited to the amount of his outstanding membership fees.

9.4 Annual Report and Accounts

The Executive Committee shall submit at each Annual General Meeting a report on the affairs of the Academy together with an audited statement of income and expenditure and balance sheet made up at the end of the previous Financial Year.

9.5 Financial Year

The Financial Year of the Academy shall be as determined by Executive Committee from time to time.

9.6 Funds of the Academy

The funds of the Academy, from whatever source, shall be applied solely towards the promotion of its objectives and activities.

9.7 Distribution of profits and gains

The Academy shall not distribute any of its profits or gains to any person or member.

9.8 Auditing of Accounts

The accounts of the Academy shall be audited at least once a year by an auditor who shall be appointed for the ensuing twelve (12) months by the members at each Annual General Meeting; no member shall be eligible for the position of Auditor.

9.9 Signing of Deeds, Documents and Writings

All deeds, documents and writings requiring execution on behalf of the Academy and all negotiable instruments shall be signed by an Office Bearer of the Academy as duly authorised by a special resolution of the Executive Committee.

9.10 Fees and Subscriptions

The Executive Committee shall annually determine the membership fees of the Academy.

10. AMENDMENTS TO THE CONSTITUTION

10.1 Procedure

Any amendment to this Constitution shall take effect only after the following procedure has been complied with:

10.1.1 An approved resolution of the Executive Committee or a requisition signed by at least ten members of the Academy has been received by the Secretary General.

10.1.2 Within (14) fourteen days of receiving the resolution or requisition, the Secretary General shall call a Special General Meeting of Members in terms of the requirements of Clause 8 of this Constitution.

10.1.3 At the Special General Meeting the Members present in person or by proxy shall have the right to be heard and to vote for or against the proposal being considered. Should the Meeting so decide, a postal ballot of Members may be called to decide on the approval or rejection of the proposal being considered.

10.2 Approval of Amendments

Proposed amendments shall be approved only if two-thirds (2/3) or more of the members voting in person or by proxy at the Special General Meeting vote in favour thereof.

11. WINDING UP

11.1 Dissolution

If circumstances arise where, in the opinion of at least ten Fellows, the Academy is unlikely to achieve its Aims and Objectives, a Special General Meeting shall be called in accordance with the procedure in Clause 10. In the event that this meeting votes in favour of a proposal for dissolution, a postal ballot of all Fellows shall be taken. Approval of the proposal will require at least 2/3rds of the Fellows to vote in favour thereof.

11.2 Assets

If upon winding up of the Academy there remains after the satisfaction of all debts and liabilities, any assets, these shall be given or transferred to some other institution within South Africa having objectives similar to those of the Academy and which also prohibits the distribution of its assets among its members. Such alternative institution shall be ascertained by the Executive Committee and Members in general meeting at or before the time of dissolution of the Academy.

11.3 Intellectual property

The intellectual property of the Academy shall vest in it. The Executive Committee shall only have the power to waive or cede such property upon winding up.

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