



THE SOUTH AFRICAN INSTITUTE OF ELECTRICAL ENGINEERS

FOUNDED JUNE 1909

INCORPORATED DECEMBER 1909

CONSTITUTION and MISSION STATEMENT and OBJECTIVES

The Constitution was:

Adopted in November 1909

Revised in January 1921

Revised in September 1950

Revised in August 1969

Reprinted as amended in October 1978

Reprinted as amended in August 1987

Reprinted as amended in September 1992

Reprinted as amended in June 2000

Reprinted as amended in January 2009

Reprinted as amended in January 2015

Reprinted as amended in June 2017

Revised in October 2022

CONTENTS

| Clause | Subject | Page |
|--------|---|------|
| | Special Provisions and Definitions | 4 |
| 1 | The Institute | 5 |
| 1.1 | Name | 5 |
| 1.2 | Head Office | 5 |
| 1.3 | Mission of the Institute | |
| 1.4 | Objectives | 5 |
| 2 | Membership | 6 |
| 2.1 | Professional Conduct | 6 |
| 2.2 | The Membership | 6 |
| 2.3 | Voting Rights | 6 |
| 2.4 | Student | 7 |
| 2.5 | Associate | 7 |
| 2.6 | Companion | 7 |
| 2.7 | Member | 7 |
| 2.8 | Senior Member | 8 |
| 2.9 | Fellow | 8 |
| 2.10 | Honorary Fellow | 8 |
| 2.11 | Notification to Applicants | 9 |
| 2.12 | Certificates of Membership | 9 |
| 2.13 | Resignation of Membership | 9 |
| 2.14 | Exclusion From Membership | 9 |
| 2.15 | Expulsion From Membership | 9 |
| 2.16 | Forfeiture of Rights | 9 |
| 2.17 | Re-admission to Membership | 9 |
| 2.18 | Letters of Designation | 10 |
| 3 | Council and Executive Committee | 10 |
| 3.1 | Management | 10 |
| 3.2 | Composition of Council | 11 |
| 3.3 | Decisions of Council and Committees | 11 |
| 3.4 | Election of Office Bearers | 11 |
| 3.5 | Eligibility for offices of President, Deputy President, Vice Presidents and Honorary Treasurer | 12 |
| 3.6 | Office Bearers Terms of Office | 12 |
| 3.7 | Nomination & election of members of Council | 12 |
| 3.8 | Casual vacancies on Council | 12 |
| 3.9 | Honorary Vice President | 12 |
| 3.10 | Administration Staff | 13 |
| 3.11 | Minutes | 13 |
| 3.12 | Objectives, By-laws, Regulations & Rules | 13 |
| 3.13 | Formation of Centres | 13 |
| 3.14 | Formation of Student Chapters | 13 |
| 3.15 | Formation of Interest Groups | 13 |
| 3.16 | Formation of Chapters | 13 |
| 3.17 | Associated Organisation | 13 |
| 3.18 | Incorporation of Kindred Associations | 14 |

| Clause | Subject | Page |
|---------------|--|-------------|
| 3.19 | Sections | 14 |
| 3.20 | Assets & Accounts | 14 |
| 3.21 | Annual Report & accounts | 14 |
| 3.22 | Auditing of Accounts | 14 |
| 3.23 | Execution of deeds, etc | 15 |
| 3.24 | Indemnity | 15 |
| 3.25 | Interpretation | 15 |
| 3.26 | Emergency Action | 15 |
| 3.27 | Legal Proceedings | 15 |
| 4 | Meetings of the Institute | 15 |
| 4.1 | Meetings | 15 |
| 4.2 | Times & dates of Council Meetings | 15 |
| 4.3 | Annual General Meeting | 15 |
| 4.4 | Special General Meetings | 15 |
| 4.5 | Ballots | 16 |
| 4.6 | Informal meetings | 16 |
| 4.7 | Notice of meetings | 16 |
| 4.8 | Omission of notice of meetings | 16 |
| 4.9 | Voting by proxy | 16 |
| 5 | Amendments and Dissolution | 16 |
| 5.1 | Amendments to the Constitution | 16 |
| 5.2 | Dissolution | 16 |
| 6 | Corporate partners of the Institute | 17 |
| 6.1 | Corporate Partners of the Institute | 17 |
| 6.2 | Professional Conduct | 17 |
| 6.3 | No Voting rights | 17 |
| 6.4 | Notification to applicants | 17 |
| 6.5 | Certificates of Corporate Partnership | 17 |
| 6.6 | Resignation of Corporate Partnership | 17 |
| 6.7 | Exclusion of a Corporate Partner | 17 |
| 6.8 | Expulsion of a Corporate Partner | 17 |
| 6.9 | Forfeiture of rights | 18 |
| 6.10 | Re-admission to Corporate Partnership | 18 |
| 6.11 | Identification of Corporate Partnership | 18 |
| 6.12 | Representation on Council | 18 |
| 6.13 | Corporate Partner Categories | 18 |

**South African Institute of Electrical Engineers
(Incorporated)**

CONSTITUTION

Special Provisions and Definitions

In this Constitution, except where the context forbids, reference to any one gender includes all genders and words implying the singular number are intended to include the plural number, and vice versa.

“Council” shall mean the Council constituted under Clause 3 of this Constitution.

The terms “approved”, “recognised” and “acceptable” shall mean approved by, recognised by and acceptable to Council unless the context denotes otherwise.

The term “member” shall mean a member of any grade of membership of the South African Institute of Electrical Engineers, but when written “Member” it shall mean that particular grade of membership denoted by clause 2.7 of this Constitution.

The “Objectives”, “By-laws” and “Policies and Procedures” shall mean the objectives, by-laws, policies, and procedures approved by Council pursuant to the relevant portion of clause 3.12 of this Constitution. The term “electrical engineering” shall be deemed to be a collective term applicable to all fields of the discipline in which electrical science is applied in the service of mankind.

The term “Administration Staff” shall mean the person or persons designated by Council to fulfil the duties and responsibilities assigned to the roles in the By-laws, Policies, Procedures and Constitution.

| | | |
|--------------------------|-------|--|
| | 1. | The Institute |
| Name | 1.1 | The name of the body of electrical engineering practitioners hereby constituted shall be the SOUTH AFRICAN INSTITUTE OF ELECTRICAL ENGINEERS, hereinafter referred to as “the Institute” |
| Head Office | 1.2 | The Head Office of the Institute shall be in Johannesburg, Gauteng, South Africa. |
| Mission of the Institute | 1.3 | The South African Institute of Electrical Engineers strives to provide leadership to the electrical / electronic engineering discipline in order to support its members in becoming more effective practitioners so that the quality of life of all communities in Southern Africa is uplifted. The Institute is a non-profit organisation. |
| Objectives | 1.4 | |
| | 1.4.1 | To promote and advance electrical engineering and associated sciences and their applications. |
| | 1.4.2 | To promote and uphold the professional standing of members of the Institute and to provide career guidance for younger members. |
| | 1.4.3 | To promote publications and other works pertaining to electrical engineering and associated sciences and to recognise merit in such publications and works. |
| | 1.4.4 | To promote the research and investigation of electrical engineering and associated matters. |
| | 1.4.5 | To lead, direct and influence policy in electrical engineering and associated matters in the public, private and educational sectors. |
| | 1.4.6 | To promote and advance education and training in electrical engineering and associated sciences in Southern Africa. |
| | 1.4.7 | To identify and promote the use of creative methods of applying electrical engineering and associated sciences in the interest of the Southern African community. |
| | 1.4.8 | To promote, develop, and maintain the entrepreneurial competence, business acumen, engineering management, professionalism and communication skills of its members. |
| | 1.4.9 | To promote membership and involve members at an early stage in their careers in the activities, leadership, and formulation of the policies of the Institute. |

| | | |
|----------------------|--------|--|
| | 1.4.10 | To ensure that maximum short, medium, and long-term advantage accrues to the members of the Institute in the form of its stability, facilities, benefits, and activities, through effective financial management. |
| | 1.4.11 | To evolve the definition of the field of electrical engineering and associated sciences and its applications in the interests of the Institute in accordance with worldwide technical progress and to propagate the updated definition. |
| | 1.4.12 | To increase appreciation of the role of electrical engineering practitioners, and electrical engineering and associated sciences through interactions between the Institute and the Southern African community. |
| | 2 | Membership |
| Professional Conduct | 2.1 | Every member is required to uphold the dignity of the profession of electrical engineering and to act, in whatever capacity he may be engaged towards his clients and employers, and towards others with whom his work is connected and to his fellow members in a strictly fiduciary manner, and consistent with the established traditions of the Institute. |
| The Membership | 2.2 | |
| | 2.2.1 | The membership of the Institute shall consist of Honorary Fellows, Fellows, Senior Members, Members, Companions, Associates and Students. |
| | 2.2.2 | The election or transfer of any candidate to any grade of membership within the Institute shall be effected only if in the opinion of Council such election or transfer is in the interests of the Institute. Such election or transfer should be approved by at least 3 members of the Membership Committee of the same or higher grade, excluding the Nominators. |
| Voting Rights | 2.3 | |
| | 2.3.1 | Honorary Fellows, Fellows, Senior Members, and Members in good-standing, may nominate candidates and vote in the ballot (see clause 4.5) for members of Council and vote at Annual General Meetings. |
| | 2.3.2 | Honorary Fellows, Fellows, Senior Members, and Members in good standing may vote by Ballot for amendment of the Constitution. |
| | 2.3.3 | Voting procedures shall be as per the By-laws or as determined by Council from time to time. |

| | | |
|------------------|-------|--|
| Student | 2.4 | |
| | 2.4.1 | An applicant for election as a Student shall be registered as a student of an approved qualification in electrical engineering at a recognised tertiary or further education institution. |
| | 2.4.2 | A Student member is required to transfer to another grade of membership before the end of six (6) years from first registration as a Student. Failing which, he may apply for an extension, or be transferred to the grade of Associate and advised accordingly. |
| Associate | 2.5 | The Associate grade of membership is for technical and non-technical applicants who do not qualify for election to the grade of Member, but who would benefit through membership and participation in the activities of the Institute. It is also for those who are progressing through continuing education and experience in electrical engineering towards the qualifications for Member. |
| Companion | 2.6 | Election to the status of Companion is by invitation of Council to any person who has rendered important services to or to the benefit of electrical engineering in commerce, finance, law, science, or other activities. |
| Member | 2.7 | The grade of Member is limited to candidates who have demonstrated sufficient competence in electrical engineering or related fields. For election or transfer to the grade of Member the candidate shall be in possession of one of the following qualifications: |
| | 2.7.1 | a bachelor's degree in electrical engineering from an institution accredited by the Engineering Council of South Africa (ECSA) or a qualification deemed equivalent by Council, or |
| | 2.7.2 | academic qualifications in electrical engineering to the level of at least three years of successful study in electrical engineering at an approved South African university, or other qualification in electrical engineering acceptable to Council in lieu thereof, and experience in electrical engineering at a level and of a duration acceptable to Council, or |
| | 2.7.3 | practiced for a period sufficient to demonstrate competence and standing in electrical engineering. The onus rests with the applicant to demonstrate that the work which has been undertaken is of a professional character acceptable to Council, or |
| | 2.7.4 | academic qualifications in science or engineering other than electrical engineering, that are acceptable to Council and equivalent in level to that required under clauses 2.7.1 or 2.7.2. In addition, candidates so qualified |

| | | |
|------------------------|----------|--|
| | | must be, at the time of application and have been prior to application, involved in electrical engineering to an extent acceptable to Council. |
| Senior Member | 2.8 | |
| | 2.8.1 | For election or transfer to the grade of Senior Member evidence must be provided of the candidate's achievements, status, and professional maturity, and |
| | 2.8.2 | the candidate shall be an engineer, scientist, educationalist, and / or technical executive, in the field of electrical engineering, and |
| | 2.8.3 | the candidate shall have been active in electrical engineering for at least ten years after the level of qualification for the grade of Member had been attained and shall have demonstrated significant performance over a period of at least five of those years. |
| Fellow | 2.9 | |
| | 2.9.1 | The grade of Fellow recognises unusual distinction in the profession. Senior Members of at least five years standing may apply or be nominated for transfer or election to Fellow. Council may waive this requirement under exceptional circumstances, provided the candidate complies with clauses 2.8.2 and 2.8.3. |
| | 2.9.2 | For transfer or election to the grade of Fellow it must be shown that: |
| | 2.9.2.1 | the candidate has had at least five (5) years of superior responsibility, leadership and exemplary conduct in electrical engineering, and |
| | 2.9.2.2 | the candidate has made an important contribution to electrical engineering. |
| Honorary Fellow | 2.10 | |
| | 2.10.1 | Election to the status of Honorary Fellow shall be by invitation of Council. |
| | 2.10.2 | An Honorary Fellow shall, at the time of his election be: |
| | 2.10.2.1 | a person intimately connected with electrical engineering whom the Institute especially desires to honour for exceptionally meritorious service to the profession, or |
| | 2.10.2.2 | a person who is distinguished by his accomplishments in science or engineering whom the Institute especially desires to honour, or |
| | 2.10.2.3 | any person whom the Institute wishes to honour. |

| | | |
|----------------------------|--------|--|
| | 2.10.3 | Not more than one Honorary Fellow, as described under clauses 2.10.2.1 and 2.10.2.2, shall be elected in any one (1) year. |
| | 2.10.4 | Only once in each period of three (3) successive years as from 1 January 1987 may Council elect a person as an Honorary Fellow in accordance with clause 2.10.2.3. The number of Honorary Fellows, so elected, shall not at any time exceed a total of three (3). |
| | 2.10.5 | Honorary Fellows shall be elected by Council and shall enjoy all the privileges and rights of Members, Senior Members and Fellows. |
| | 2.10.6 | Council may at its discretion withdraw the status of Honorary Fellow. |
| Notification to Applicants | 2.11 | A candidate for election to membership of the Institute or for transfer to another grade of membership shall be duly notified, in writing, by the Administration Staff of the Institute of the decision of Council regarding his application. |
| Certificates of Membership | 2.12 | Council shall provide every member with a certificate showing the grade to which he has been elected or transferred. Such certificate shall remain the property of the Institute and shall be returned to the Institute on request of Council. |
| Resignation of Membership | 2.13 | A member may resign from the Institute by sending his resignation in writing to the Administration Staff of the Institute for submission to Council. Any moneys due by him shall be paid forthwith and any certificate or insignia of membership issued to him by the Institute shall be returned on acknowledgement of his resignation. |
| Exclusion From Membership | 2.14 | A member whose annual subscription is not paid by the date stipulated in the relevant By-law shall cease to be in good standing and shall no longer be entitled to exercise the rights and privileges of membership. If his subscription is still not paid by the further period stated in the relevant By-law, he may be excluded from membership. |
| Expulsion From Membership | 2.15 | Council shall have power to take such action as it may consider necessary in the case of any member whose continued membership would, in its opinion, be contrary to the interests of the Institute provided any such action shall be agreed upon by two-thirds of the members present and voting at the Council Meeting at which such decision is taken. Notice of intention to consider the matter at a particular Council Meeting shall be given to all members of Council. |
| Forfeiture of Rights | 2.16 | Cessation of membership of the Institute shall entail forfeiture of all right, title and interest in the funds, property, and assets of the Institute. |
| Re-admission to Membership | 2.17 | Council may re-admit to membership in the appropriate grade under such conditions as Council may determine, any person whose membership has terminated from any cause provided that Council is satisfied that his readmission would be in the interests of the Institute. Council may decide to refuse admission in any particular case without assigning a reason. |

| | | |
|------------------------|-------|---|
| Letters of Designation | 2.18 | Only a member in good standing of the Institute shall be entitled to use the authorised letters, as set out in the By-laws, designating his grade of membership in the Institute. |
| | 3 | COUNCIL AND EXECUTIVE COMMITTEE |
| Management | 3.1 | <p>Subject to the Institute's Constitution and in conformity with the Objectives, By-laws, Policies and Procedures, the governance of the affairs of the Institute shall be vested in Council, whose members shall serve until their successors have been elected and have taken office.</p> <p>The management of the affairs of the Institute shall be vested in the Executive Committee (EXCO), which shall be a subset of Council with authority delegated by Council from time to time and / or as specified in the By-laws. (i.e., The By-laws standing authorities which are re-affirmed annually).</p> <p>The EXCO is made up of Office Bearers and other members as detailed in the By-laws.</p> <p>The day-to-day management of the affairs of the Institute shall be vested in the Chief Executive Officer (CEO) of the Institute who reports to the EXCO and is also a member of the EXCO. He will be assisted by Management and the Administrative Staff.</p> |
| Composition of Council | 3.2 | Council shall consist of the following with voting rights as specified to the contrary]: - |
| | 3.2.1 | Office Bearers: - |
| | | <p>Office Bearers are Institute members elected to lead the Institute. The Office Bearers ensure that the traditions and continuity of the Institute are maintained.</p> <ul style="list-style-type: none"> • The President • The Deputy President • Senior Vice President • Junior Vice President • The Honorary Treasurer • The Immediate Past President, or should he not accept office, a Past President serving on Council and co-opted by serving Office Bearers <p>No member of the Institute other than the six (6) designated in this clause nor any paid employee of the Institute shall be termed an Office Bearer of the Institute</p> |
| | 3.2.2 | <p>Elected members: -</p> <ul style="list-style-type: none"> • ten (10) Fellows, • ten (10) Senior Members and • ten (10) Members |

| | | |
|-------------------------------------|-------|--|
| | | elected by those qualified to vote in terms of clauses 2.3.1 and 2.3.2. |
| | 3.2.3 | Honorary Vice-President: - One (1) Honorary Vice-President elected under clause 3.9 |
| | 3.2.4 | Chairmen of Centres and Sections: - The Chairman of any Centre formed under clause 3.13. The Chairman of any Section formed under clause 3.19 |
| | 3.2.5 | Past Presidents: - Those Past Presidents who have accepted Council's invitation to serve on Council for the following year. |
| | 3.2.6 | Co-opted members: - Council may co-opt by unanimous vote of those present and voting at a Council Meeting not more than six (6) additional Members, Senior Members or Fellows to Council; they shall have the privileges and responsibilities of elected Council members and shall serve on Council for the current year. The names of such co-opted members shall be announced through the official publications of the Institute as soon as possible. |
| | 3.2.7 | Extra-territorial representatives: - Council shall have the power to appoint extra-territorial representatives as may be necessary from time to time. Such representatives shall be appointed from year to year and shall be members of Council without voting rights. |
| | 3.2.8 | Associated Chapters' representatives: - A representative of any Associated Chapter formed under clause 3.17 and designated in terms of the Agreement of Association. Such representatives shall be appointed from year to year and shall be members of Council without voting rights. |
| | 3.2.9 | CEO The Chief Executive Officer (CEO) of the Institute shall be a member of Council without voting rights. |
| Decisions of Council and Committees | 3.3 | All decisions of Council shall be final and binding. All voting divisions and related deliberations of Council and Committees shall be confidential to the Institute. |
| Election of Office Bearers | 3.4 | The President, Deputy President, Vice-Presidents and Honorary Treasurer who are to hold office for the ensuing year, shall be elected by Council and their election shall be announced at the Annual General Meeting. |

| | | |
|--|-------|--|
| Eligibility for offices of President, Deputy President, Vice Presidents and Honorary Treasurer | 3.5 | |
| | 3.5.1 | The President and Deputy President shall be elected from those who have been Deputy President or Vice-Presidents. All Office Bearers shall be elected from Fellows of the Institute. |
| | 3.5.2 | No candidate shall be eligible for election as President, Deputy President, Vice-President, or Honorary Treasurer unless he has previously served for a period of at least one year on Council during the three (3) years preceding his nomination and election. |
| Office Bearers Terms of Office | 3.6 | The President, the Deputy President, the two (2) Vice-Presidents and the Honorary Treasurer shall each hold office in their respective capacities for one (1) year only but shall be immediately eligible for re-election to the same or any other office excepting that no President or Deputy President shall be re-elected for a second term and no Vice President shall be re-elected to the office of Vice-President for more than three (3) consecutive years. |
| Nomination & election of members of Council | 3.7 | |
| | 3.7.1 | The nomination and election of Fellows, Senior Members and Members to serve on Council shall be as set out in the By-laws. |
| | 3.7.2 | Five (5) Fellows elected in accordance with clause 3.2.2 shall retire each year in rotation but shall be eligible for re-election in the same or another capacity. |
| | 3.7.3 | Five (5) Senior Members elected in accordance with clause 3.2.2 shall retire each year in rotation but shall be eligible for re-election in the same or another capacity. |
| | 3.7.4 | Five (5) Members elected in accordance with clause 3.2.2 shall retire each year in rotation but shall be eligible for re-election in the same or another capacity. |
| Casual vacancies on Council | 3.8 | Council is empowered to fill any casual vacancy on the Council by simple majority vote of those present and voting at a Council Meeting. A member so appointed shall serve on Council for the remaining portion of the current year only. |
| Honorary Vice President | 3.9 | |
| | 3.9.1 | Council may elect an Honorary Vice President from Fellows who are precluded by any good reason from taking an active part in the |

| | | |
|--|-------|---|
| | | management of the affairs of the Institute. The election of an Honorary Vice President shall be announced at a General Meeting following his election. |
| | 3.9.2 | An Honorary Vice President elected under the provisions of clause 3.9.1 shall hold office for not more than one (1) year and shall not be eligible for re-election in the same capacity except in exceptional circumstances. |
| Administration Staff | 3.10 | Council shall make arrangements for management and relevant administration services and to provide for the necessary remuneration, which authority may be delegated by Council. |
| Minutes | 3.11 | Council shall cause minutes to be kept of the proceedings of all meetings of the Institute. |
| Objectives, By-laws, Regulations & Rules | 3.12 | Council shall approve Objectives, Mandates, By-laws, Regulations, Policies, Procedures, and Rules which shall be consistent with the Constitution; for the conduct of the business of the Institute, the management of the affairs of the Institute and for admission to all grades of membership. |
| Formation of Centres | 3.13 | Council may, at its discretion, and upon receipt of a written request signed by at least ten (10) Members, Senior Members or Fellows, of which the majority shall be either Senior Members or Fellows, resident in a specific area, form a Centre of the Institute in such area. The affairs of Centres shall be conducted in accordance with the Objectives, By-laws, and Regulations and Rules. |
| Formation of Student Chapters | 3.14 | Council may, at its discretion, and upon the written request signed by at least ten (10) Students, Associates or Members deemed by Council to be bona fide students, resident in a specific area, form a Student Chapter of the Institute in that area. The affairs of Student Chapters shall be conducted in accordance with the By-laws and Rules approved by Council. Where a Student Chapter falls in the area covered by a Centre, then that Centre may be delegated responsibility by Council for that Chapter. |
| Formation of Interest Groups | 3.15 | Council may, at its discretion, and upon receipt of a written request, form an Interest Group in a specific region where there is no Centre. |
| Formation of Chapters | 3.16 | A Chapter is a sub-section that functions under the auspices of an established Section. The participants in a Chapter may be members and non-members interested in a common field of interest. Council may, at its discretion, and upon receipt of a written request, form a Chapter. |
| Associated Organisation | 3.17 | An Associated Organisation is a dependent or independent entity that the Institute may request, or entertain a request from, with which to form a relationship for mutual benefit. |

| | | |
|---------------------------------------|--------|---|
| | 3.17.1 | Council may, upon receipt of a written request from any organisation with objectives kindred to those of the Institute, enter into a formal Agreement of Association with that organisation. |
| | 3.17.2 | The Agreement of Association shall stipulate that the said organisation will be an Associated Organisation of the Institute. |
| | 3.17.3 | The agreement shall contain all the terms and conditions of association and may include the stipulation that the Associated Organisation will conduct its affairs independently of those of the Institute. The agreement shall further stipulate that nothing in the constitution of or conduct of the affairs of the Associated Organisation shall be in conflict with the aims and objects of the Institute. |
| | 3.17.4 | All members of the SAIEE]shall be notified of the terms and conditions of the Agreement of Association and any amendment thereof in a manner decided by Council. |
| Incorporation of Kindred Associations | 3.18 | Council may, upon receipt of a written request from any organisation with objectives kindred to those of the Institute, arrange for the incorporation of such organisations into the Institute on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting or ballot of the Institute. |
| Sections | 3.19 | <p>Council may form Sections within the Institute to encourage the presentation of papers and discussions on technical subjects of specific professional interest to certain members of the Institute. The affairs of these shall be conducted in accordance with the Objectives, By-laws, Regulations and Rules.</p> <p>Council may, at its discretion, and upon the written request signed by at least ten (10) Members, Senior Members or Fellows, of which the majority shall be either Senior Members or Fellows, with a common interest in a particular field of electrical engineering, form a Section of the Institute.</p> |
| Assets & Accounts | 3.20 | All funds, property and assets of the Institute shall be vested in Council in trust for the Institute. True accounts shall be kept of all monies received and expended by the Institute and of the assets and liabilities of the Institute. In addition, any funds belonging to organisations that have entrusted them to the Institute must be managed according to the same rules. The responsibility for the management and administration of these, as delegated by the Council, is set out in the By-laws. |
| Annual Report & accounts | 3.21 | Council shall submit, at each Annual General Meeting, a report on the affairs of the Institute together with an audited Statement of Income and Expenditure Account and Balance Sheet made up to the end of the previous financial year. |
| Auditing of Accounts | 3.22 | The accounts of the Institute shall be audited at least once a year by an independent auditor who shall be appointed for the ensuing twelve (12) months by the members at each Annual General Meeting Should the |

| | | |
|-----------------------------------|-------|--|
| | | auditor resign or become unable to fulfil the required duties, then EXCO may appoint a new auditor with the approval of Council. |
| Execution of deeds, etc | 3.23 | All deeds, documents and writings requiring execution on behalf of the Institute and all negotiable instruments and financial transactions shall be authorised / signed by a member or members of Council and / or by the delegated staff of the Institute as duly authorised by a resolution of Council. |
| Indemnity | 3.24 | Each member of Council 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 and no member of Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorised, or suffered by him, being done in good faith for the benefit of the Institute although in excess of his legal power. |
| Interpretation | 3.25 | In case of doubt as to the meaning and import of any portion of the Constitution and By-laws the interpretation of Council shall be binding upon the members. |
| Emergency Action | 3.26 | In an emergency the EXCO may take any action deemed necessary in the best interest of the Institute and not specifically covered by the Constitution or By-laws. Any Emergency Action taken must subsequently be ratified by Council as soon as possible. |
| Legal Proceedings | 3.27 | In any legal proceedings by or against the Institute, the Council, or its delegate, shall in its capacity as such, act as the Institution in all matters necessitated by legal proceedings. |
| | 4 | MEETINGS OF THE INSTITUTE |
| Meetings | 4.1 | The Council Meetings of the Institute shall be held in such manner and such places as Council may decide. All other meetings of the Institute shall be held at times, dates and venues decided by the people concerned. |
| Times & dates of Council Meetings | 4.2 | Council Meetings of the Institute shall be held at times and on dates decided by Council. |
| Annual General Meeting | 4.3 | The Annual General Meeting of the Institute shall be held on a date decided by EXCO and approved by Council, to receive and consider the Report of Council, the audited Financial Statements, the announcement of the elected members of Council, and to conduct such other business as Council may decide. |
| Special General Meetings | 4.4 | Council may, at any time, convene a Special General Meeting to resolve any specified business other than an amendment to the Constitution. |
| | 4.4.1 | Council shall, within thirty (30) days of the receipt of a written request of twenty (20) members of which the majority shall be Senior Members and Fellows, convene a Special General Meeting to resolve any specified business other than an amendment to the Constitution. |

| | | |
|--------------------------------|-------|--|
| Ballots | 4.5 | Council may conduct, by electronic communication and / or post and / or in person poll on any matter on which it wishes to test the views of the membership. Where not otherwise specified in this Constitution, Council may specify whether the poll is binding or non-binding and the majority required. This is to be specified in advance. |
| | 4.5.1 | Council shall, within thirty (30) days of the receipt of a written request of twenty (20) members, of which the majority shall be Senior Members and Fellows, conduct an electronic communication and/or post ballot to resolve any specified business other than an amendment to the Constitution. |
| Informal meetings | 4.6 | Council may, either directly or by means of a specially appointed committee, arrange for informal meetings of members to be held. |
| Notice of meetings | 4.7 | Notices of convening Meetings shall be sent to members not less than five (5) days prior to the dates of such meetings. Notices convening Annual General Meetings and Special General Meetings shall be sent to members not less than fourteen (14) days prior to the dates of such meetings. |
| Omission of notice of meetings | 4.8 | The accidental omission to give notice of any meeting of the Institute to any member shall not invalidate any resolution passed at such meeting. |
| Voting by proxy | 4.9 | A Member, Senior Member or Fellow unable to be present at any Special or Annual General Meeting may vote by proxy; the person appointed as proxy shall be a Member, Senior Member or Fellow of the Institute and such appointment shall be duly made in writing. |
| | 5 | AMENDMENTS AND DISSOLUTION |
| Amendments to the Constitution | 5.1 | Amendments to the Constitution shall be adopted as the result of a resolution by Council and then a Ballot. The ballot is to be of all eligible members qualified to vote in terms of clause 2.3.2. At least ten (10) per cent of members must return a vote and of the votes returned seventy-five (75) per cent or more vote in favour of the amendment. |
| Dissolution | 5.2 | |
| | 5.2.1 | The Institute shall be wound up in terms of a Ballot, as declared by Council, conducted under the relevant By-laws if at least twenty (20) percent of members qualified to vote in terms of clause 2.3.2 return a vote and seventy-five (75) percent or more vote of those in favour of the dissolution. |
| | 5.2.2 | On dissolution any residual assets remaining after payment of all liabilities shall be dealt with as set out in clause 5.2.3. |
| | 5.2.3 | The remaining assets of the Institute after complying with clause 5.2.2 shall, after a formal agreement has been concluded, be donated or transferred to an institution(s) or association(s) having objectives similar to |

| | | |
|---------------------------------------|-------|---|
| | | those of the Institute as determined by Council before the time of dissolution or, failing such determination, by a Court of Law. Any Institution or Association which receives any of the remaining assets of the Institute shall itself be a registered non-profit body. |
| | 5.2.4 | Assets that are under the management of the Institute but do not belong to the Institute shall be disposed of according to the particular mandates governing these assets. If no mandate is held, the asset will be disposed as per 5.2.3. |
| | 6 | CORPORATE PARTNERS OF THE INSTITUTE |
| Corporate Partners of the Institute | 6.1 | A Corporate Partner of the Institute shall be an organisation or other stakeholder as defined by Council from time to time. Such organisations or stakeholders wishing to become Corporate Partners of the Institute shall apply in writing. Council shall decide whether an applicant may join as a Corporate Partner. Corporate Partners shall enjoy certain benefits and privileges as detailed in the By-laws. |
| Professional Conduct | 6.2 | Every Corporate Partner is required to order their conduct so as to uphold the dignity of the profession of electrical engineering and to act in a manner consistent with the established traditions of the Institute. |
| No Voting rights | 6.3 | Corporate Partners shall not have voting rights. |
| Notification to applicants | 6.4 | An organisation for election as a Corporate Partner of the Institute shall be duly notified in writing by the Administration Staff of the Institute of the decision of Council regarding their application. |
| Certificates of Corporate Partnership | 6.5 | Council shall provide every Corporate Partner with a certificate. Such certificate shall remain the property of the Institute and shall be returned to the Institute on request of Council. |
| Resignation of Corporate Partnership | 6.6 | A Corporate Partner may resign from the Institute by sending their resignation in writing to the Administration Staff of the Institute for submission to Council. Any moneys due by them shall be paid forthwith and any certificate or insignia of corporate partnership issued to them by the Institute shall be returned on acknowledgement of their resignation. |
| Exclusion of a Corporate Partner | 6.7 | A Corporate Partner whose annual subscription is not paid by the date stipulated in the relevant By-law shall cease to be in good standing and shall no longer be entitled to exercise the rights and privileges of corporate partnership. If their subscription is still not paid by the further period stated in the relevant By-law they may be excluded from corporate partnership. |
| Expulsion of a Corporate Partner | 6.8 | Council shall have power to take such action as it may consider necessary in the case of any Corporate Partner whose continued partnership would, in its opinion, be contrary to the interests of the Institute provided any such action shall be agreed upon by at least two-thirds of the members present and voting at the Council Meeting at which such decision is taken. Notice |

| | | |
|---|------|--|
| | | of intention to consider the matter at a particular Council Meeting shall be given to all members of Council. |
| Forfeiture of rights | 6.9 | Cessation of Corporate Partnership to the Institute shall entail forfeiture of all rights, title and interest in the funds, property and assets of the Institute. |
| Re-admission to Corporate Partnership | 6.10 | Council may re-admit to Corporate Partnership under such conditions as Council may determine, any organisation whose partnership has terminated from any cause provided that Council is satisfied that their readmission would be in the interests of the Institute. Council may decide to refuse admission in any particular case without assigning a reason. |
| Identification of Corporate Partnership | 6.11 | Only a Corporate Partner of the Institute in good standing shall be entitled to identify itself as a Corporate Partner of the SAIEE as set out in the By-laws. |
| Representation on Council | 6.12 | Corporate Partners must elect an individual (and alternate) who will act as a direct liaison with the SAIEE and may attend Council Meetings with observer status only. |
| Corporate Partner Categories | 6.13 | Corporate Partners will be categorised as detailed in the By-laws from time to time. |
| | | |