

THE ASSOCIATION OF CONSULTING ENGINEERS OF NAMIBIA

CONSTITUTION

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contracting such as would in the opinion of the Council materially or potentially influence the exercise of independent judgement of a Principal in such firm in relation to the matters in which the firm provides service; or

- (b) whose holding company has any other subsidiary which engages in manufacturing, equipment supply or contracting unless the Council is satisfied that the independent judgement of the Principals of the firm is not influenced by the interests of such subsidiary; or
- (c) which, in the opinion of the Council, is in substance owned by the State or a similar public body or is in substance the design department of a development, manufacturing, equipment supply or contracting enterprise; or
- (d) the ownership of which, in the opinion of the Council, is such as would materially or potentially influence a Principal in such firm in the exercise of independent judgement in relation to the matters in which the firm offers service; or
- (e) where any persons directly or indirectly participating in management of the firm are considered unsuitable by the Council.

2.1.5	Principal	A Principal of a Firm shall be any of the following who is in active practice in the firm: <ul style="list-style-type: none"> (1) A sole practitioner. (2) Where the Firm is a partnership, all the partners. (3) Where the Firm is a close corporation, all the members. (4) Where the Firm is a company, all of the directors appointed in terms of the Companies Act. (5) Any appropriately registered employee of the Firm designated as a Principal by the Firm.
2.1.6	Registered Principal	A principal who is professionally fully registered with the Engineering Council of Namibia as a Professional Engineer or an Incorporated Engineer.
2.1.7	Mandated Principal	A Principal who has been given a mandate by the fellow Principals of their firm to sign documents and make understandings on behalf of their firm in its capacity as a member of the Association.
2.1.8	Retired Principal	A Registered Principal who has retired from active practice as a Principal and has been accepted by Council as a Retired Principal.
2.1.9	Member	A Firm which is a member of the Association.
2.1.10	Register of Members	A special register in which will be kept a record of Members in such form as the Council may decide from time to time.
2.1.11	Person	A natural person.
2.1.12	Session	A period between two consecutive Annual General Meetings.

2.1.13	The Office	The registered office of the Association.
2.1.14	Month	A calendar month.
2.1.15	In writing	Written, printed or other mode of representing or reproducing words in visible form.
2.1.16	Mail	Postal service, courier service or other form of hand delivery, facsimile or electronic mail.
2.1.17	FIDIC	Federation Internationale des Ingenieurs Conseils (The International Federation of Associations of Consulting Engineers)
2.1.18	Constitution	The constitution of the Association.
2.1.19	Chief Executive Officer	The Chief Executive Officer of the Association.
2.1.20	Directorate	The Chief Executive Officer and staff employed by the Association

3. OBJECTIVES AND POWERS

3.1 The objectives of the Association are:

- 3.1.1 To promote the professional and business interest, rights and powers of Members of the Association;
- 3.1.2 To promote excellence in serving the public in matters connected with technology based intellectual services in the built, human and natural environment;
- 3.1.3 To promote a high standard for the conduct of Consulting Engineers and allied Professionals;
- 3.1.4 To encourage members to serve clients with professionalism, integrity and independence of judgement;
- 3.1.5 To promote the advancement of Consulting Engineers and allied Professions;
- 3.1.6 To assist Members to associate for the purposes of co-operation, mutual advantage and consultation;
- 3.1.7 To build influence in national and international affairs which affect members of the Association;
- 3.1.8 To enhance the collective reputation and economic viability of the Members of the Association; and
- 3.1.9 To promote Membership, ensuring that it is inclusive and representative of Consulting Engineers and Allied Professionals.

3.2 In connection with the foregoing objectives and for the purpose of promoting the same, the Association has the power to:

- 3.2.1 Establish and enforce rules of conduct and for that purpose it may suspend or terminate the membership of a firm or reprimand or fine a firm;
- 3.2.2 Lobby and liase with government, private sector and other bodies in order to further the interest of the Association and its Members;

- 3.2.3 Employ such staff and/or services as may be necessary for the proper conduct of the affairs of the Association;
- 3.2.4 Purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights of privileges which the Association may think necessary or convenient for the purposes of its business, and in particular any lands, buildings or works, and to construct, maintain and alter any buildings or works necessary convenient for the Association's business;
- 3.2.5 Sell, let, mortgage, donate, dispose of or turn to account, all or any of the property, rights or privileges of the Association;
- 3.2.6 Undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objectives;
- 3.2.7 Borrow or raise money on such terms and on such security as may be thought fit;
- 3.2.8 Invest the money of the Association not immediately required for immediate purposes in or upon such investments, securities or property as may be thought fit and generally lend and advance money to such persons or companies without security, or upon such security and terms and subject to such conditions as may seem expedient;
- 3.2.9 Give any guarantee for the payment of any money and guarantee the performance of any contract or obligation of any company or person in such manner and on such terms as may be considered desirable;
- 3.2.10 Establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects;
- 3.2.11 Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instrument;
- 3.2.12 Do all such other things as are incidental to, or in the Association's judgement conducive to, the attainment of its objects; and
- 3.2.13 Provide financial support to any other association, institution or body engaging in activities which are calculated in whole or part to benefit, develop, enhance or otherwise advance the knowledge, practice, skills and economic effectiveness of Consulting Engineers and Allied Professionals.

4. MEMBERSHIP

- 4.1 The Members of the Association shall comprise of Firms only. Every Member shall, on admission and at all times thereafter, conform to the following requirements:
 - 4.1.1 It shall conform to the definition of a Firm as given in this Constitution.
 - 4.1.2 Its main business shall be the provision of independent technology based intellectual services in the built, human and natural environment to clients for a fee and it shall maintain an office in Namibia for this purpose.
 - 4.1.3 It shall act in the legitimate interests of its clients and shall make full disclosure of any material or potential conflict of interest.

- 4.1.4 Where there is outside control or ownership and such outside controller or owner is not another Member of the Association, the Member shall
- (a) practice without receiving from such outside controller or owner the facilities of non-refundable financial subsidies, fees, income and/ or preferential appointments
 - (b) be free to decline to carry out assignments for the outside controller or owner.
- 4.1.5 It shall in the opinion of the Council have high professional repute and ethical standards and meet all the requirements for practise as established in the By-Laws.
- 4.1.6 Its practice must not be conducted under an arrangement that constitutes a material or potential conflict of interest or that prevents the Member or any of its Principals from exercising independent judgement.
- 4.1.7 It shall be indemnified to the satisfaction of the Council against claims for acts and omissions arising out of the conduct of its professional practice.
- 4.1.8 It shall comply with the Code of Conduct.
- 4.2 The privileges of membership shall not be transferable provided that a change in the name of the firm only or the dissolution of a partnership following which the majority of the partners form a new partnership, close corporation or limited company under the same name shall not require re-registration of such firm or partnership.

5. RETIRED PRINCIPALS

- 5.1 A Retired Principal shall be a Registered Principal who has retired from active practice as a Principal and has been accepted by Council as a Retired Principal.
- 5.2 Every Retired Principal shall, on admission and at all times thereafter, conform with the following requirements:
- (1) They shall not have taken up any form of work not approved by the Council;
 - (2) They may continue to serve the public in a limited capacity such as acting as a consultant to a firm which offers the provision of independent technology based intellectual services in the built, human and natural environment, providing expert advice, acting as a mediator or an arbitrator or engaging in similar activities which, in the opinion of the Council, do not infringe upon their status as an independent professional no longer in full time employment provided that any such service is provided at a fee not less than that as would have been charged were the Retired Principal not Retired.
 - (3) They shall abide by the Code of Conduct and the By-Laws.
- 5.3 Each Retired Principal shall be entitled to notification of and to attend all General Meetings and to take part in discussions thereat but shall not vote on any question and shall receive such communications regarding the Association as Council decided.
- 5.4 The procedures to be followed by the Association in dealing with applications by individuals to be Retired Principals shall be as described in the By-Laws.

6. HONORARY FELLOWS

- 6.1 An Honorary Fellow shall be a person whom the Association wishes to honour and who, in the opinion

of the Council, has achieved distinction in their professional career and/ or has rendered distinguished services to the Association and/ or the engineering profession.

6.2 Council shall bestow this honour only in the most exceptional of services.

6.3 The procedure to be followed in bringing a proposal to the Council for the appointment of an Honorary Fellow shall be as described in the By-Laws. If the Council accepts the proposal by a majority of not less than four fifths of the full Council at the time, the nominated person shall be held to be accepted as an Honorary Fellow.

7. ELECTION OF MEMBERS AND RETIRED PRINCIPALS

7.1 A firm wishing to become a Member shall make its application in writing in the format as shall be approved by the Council from time to time.

7.2 A person wishing to become a Retired Principal shall make their application in writing in such format as shall be approved by Council from time to time.

7.3 The procedures to be followed by the Association in dealing with applications by firms to be Members, or by individuals to be Retired Principals shall be as described in the By-Laws.

7.4 No election of a new Member or Retired Principal shall become effective until the pro-rata subscription for the current year has been paid.

8. CESSATION OF MEMBERSHIP

8.1 A Member shall cease to be a Member upon the happening of any of the following events:

- (1) upon giving to the Association notice in writing of its resignation from membership;
- (2) if a receiver is appointed over any of the assets of the Member or the Member makes any arrangement or compensation with its creditors or becomes subject to an administration order;
- (3) if a Member is declared insolvent or goes into liquidation otherwise than for the purposes of amalgamation or reconstruction;
- (4) if a Member ceases to conform to the definition of a Firm set out in Clause 2 or shall otherwise cease to be qualified as a member under this Constitution; or
- (5) if the Member fails to pay its annual subscription within two months after the same has become due and if, after due warning, continues for a further two months to be in default and Council then approves that the Member be deregistered.

8.2 Council shall have the power by resolution to call for the resignation or expel any Member from the membership where, in the opinion of Council, the Member shall have committed a breach of the provisions of this Constitution or any By-Laws or shall have been guilty of such conduct as shall in the opinion of Council have rendered the Member unfit to belong to the Association.

8.3 Council shall have the power by resolution to suspend a Member's membership of the Association temporarily if, in the opinion of Council, such Member shall have committed a breach of the provisions of this Constitution or any By-Laws or shall have been guilty of such misconduct as shall in the opinion of Council have merited temporary suspension from the Association.

8.4 No resolution in terms of Clause 8.2 or 8.3 shall have any operation or effect unless the Member or person shall have been given the proper opportunity of submitting for the consideration of Council a

statement or explanation in writing and/ or of attending a meeting and being heard by Council.

- 8.5 Any Member, which is expelled or called upon to resign, or which resigns voluntarily shall return to the Directorate its Membership Certificate.
- 8.6 Should any Member cease to be a firm which renders independent technology based intellectual services in the built, human and natural environment in order to engage in other work or for any other reason be unable to comply any longer with the requirements of the Constitution, or should it for any reason desire to leave the Association, it shall send in its resignation in writing together with its Membership Certificate where applicable and its name shall be removed from the Register of Members.
- 8.7 Council may, by a majority of not less than four fifths of the full Council at the time, remove a persons name from the list of Honorary Fellows.
- 8.8 Council may, by a majority of not less than four fifths of the Council members present at a Council meeting, remove a persons name from the list of Retired Principals. A person's name shall be removed from the Register of Retired Principals if they cease to comply with the conditions stipulated in the Constitution or By-Laws.

9. THE COUNCIL

- 9.1 The management of the affairs of the Association shall be vested in the Council, whose members shall be Principals of Members of the Association and ordinarily resident in Namibia and who shall hold office for such period or periods as laid down herein.
- 9.2 The Council shall comprise of the following:
- (1) The President (an Officer of the Council)
 - (2) The Vice President (an Officer of the Council)
 - (3) The Treasurer (an Officer of the Council)
 - (4) Three ordinary members of whom at least one should be registered with the Engineering Council of Namibia as a Professional or Incorporated Engineer with competence in Civil or Structural Engineering and at least one must be similarly registered with the Engineering Council of Namibia but with competence in Electrical or Mechanical Engineering provided that every subscription and other sum (if any) which shall be due and payable to the Association by the Member by whom the member is employed has been paid.
 - (5) One ordinary member of not more than 30 years of age registered with the Engineering Council of Namibia as a Professional or Incorporated Engineer or as in training.
 - (6) A maximum of two additional members co-opted by a majority of Council members provided that each is registered with the Engineering Council of Namibia as Professional or Incorporated Engineer
- 9.3 Officers of the Council shall be elected as follows;
- 9.3.1 Prior to the date when nominations for election of ordinary members of Council are sent to members the then existing Council shall elect from amongst its membership a President, a Vice President and a Treasurer who shall take office at the next Annual General Meeting for the ensuing Session and may continue for a second session.
- 9.3.2 Each officer may serve in their office for a maximum of two sessions except for the Treasurer who may serve for three sessions, unless longer under special circumstances at the request of a

two-thirds majority of the Council or as provided in clause 9.3.3.

- 9.3.3 In the event of the death, resignation or deposition of a President, Council shall, either at a meeting or by mailed confirmation, appoint the serving Vice President as president for the remainder of the Session. The Vice President shall be replaced following a majority vote by the remaining Council members either at a Council meeting or by mailed vote. Should the Treasurer be appointed to this office the Treasurer shall be replaced by a similar process. The ordinary member may be replaced by a co-opted member at the discretion of Council provided that a maximum of two co-opted members serve on Council during any given Session.
- 9.3.4 The process included in Clause 9.3 shall be followed following the death, resignation or deposition of the Vice President or the Treasurer.
- 9.4 Ordinary members of Council shall be elected as follows:
- 9.4.1 Not less than six weeks before every Annual General Meeting Council shall cause each Member of the Association to be given an opportunity to nominate a maximum of two Registered Principals of the Member to fill any vacancies for ordinary members of Council which occur at the end of the current Session. Should the number of nominations received exceed the number of vacancies, the members to fill the vacancies shall be selected by Members by secret ballot, the results of which shall be determined by scrutineers selected by the Council from those members who are not on the list of nominations.
- 9.4.2 The ordinary members of Council shall be declared elected at the Annual General Meeting and shall thereupon take office for the ensuing Session.
- 9.4.3 Any casual vacancy on Council or any vacancy that is not filled at an Annual General Meeting may be filled by appointment by the remaining members of Council, but the Registered Principal appointed to fill such vacancy shall retire from office on the date on which the member of Council whose place is so filled would in the ordinary way be retired.
- 9.4.4 The Association may by resolution of a General Meeting remove any member of the Council before the expiration of their period of office and may by resolution appoint another member in their stead but any person so appointed shall retain their office so long as the member in whose place they are appointed would have held the same if they had not been removed.
- 9.4.5 Ordinary members of Council, elected by ballot, shall hold office for a maximum of two consecutive sessions whereafter they shall retire unless they be elected as officer of Council for an ensuing Session.
- 9.4.6 Any member of Council at the expiry of their term of office shall be eligible for re-election as an ordinary member of Council.
- 9.5 Council shall meet as often as the business of the Association may require, not less than four times per Session, the first meeting to be within one month after the Annual General Meeting.
- 9.6 Notice convening Council Meetings shall be despatched to Council members not later than seven days prior to the dates determined for such meetings, provided that if no member dissents, meetings may be called at shorted notice in special circumstances.
- 9.7 Should any three members of Council for any reason wish Council to meet at a time other than is determined in terms of 9.5 hereof, then they may cause a notice to be issued convening a Council meeting on a date not less than two weeks later than the date of the notice and which notice shall give the reason for the requested meeting.
- 9.8 On the request of any five Members being completely separate firms not having any common Principals, a meeting of Council shall be caused to take place within twenty-one days of such request, which shall

set out in detail the purpose of the meeting. Such meeting shall be convened by notice served upon the several members of Council and such notice shall set out the purpose and agenda for the meeting.

- 9.9 A minimum of 50% of the members of Council shall be required for a quorum at all meetings of the Council.
- 9.10 Every Member may nominate a maximum of two candidates to be elected to serve on Council. Such candidates shall be Registered Principals of the Member. Each candidate and the Mandated Principal of the Member making the nomination must sign each nomination form. The form must be delivered to the Chief Executive Officer, or in their absence the President, at least four weeks before the Annual General Meeting. The person nominated must agree to serve on the Council and the subscription of the Member of which they are a Principal must have been paid.
- 9.11 At least three weeks before the Annual General Meeting the Chief Executive Officer, or in their absence the President, shall send to every Member a ballot form. Every member shall be supplied with the list of nominations. Members may on each ballot form make an "X" against the name of each person for whom the Member wishes to cast a vote, subject to the maximum number of votes stipulated on the voting form. The completed forms shall be delivered to the Chief Executive Officer, or in their absence the President, at least three days before the Annual General Meeting. Spoilt ballot forms will not be valid.

10. POWERS, DUTIES AND OBLIGATIONS OF COUNCIL

- 10.1 Council shall manage and direct the affairs of the Association in accordance with this Constitution and a Council resolution interpreting the Constitution, shall be binding on all Members
- 10.2 Council shall have power on behalf of the Association to employ such staff and/or services and to hire or otherwise acquire such accommodation, furniture and equipment as may be necessary and prescribed in the By-Laws to carry out the day-to-day administration of the Association's affairs.
- 10.3 Questions arising at any Council Meeting shall be decided by a simple majority of votes, except for those cases where the Constitution requires a different level of majority, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 10.4 Council may for special purposes appoint committees consisting of one or more members of Council and/or Principals and/or representatives of the bodies and/or other persons approved by Council, with such powers as Council may prescribe. Council may dissolve such committees as it deems fit.
- 10.5 Council may appoint representatives to act on behalf of the Association for purposes and with such power as it may decide.
- 10.6 Council may from time to time adopt By-Laws for the purpose of regulating matters connected with the Association provided such By-Laws shall not be inconsistent with this Constitution. Such By-Laws shall be considered at a General Meeting. If such By-Laws shall be approved by not less than a two-thirds majority of those present and entitled to vote at such General Meeting then such By-Laws shall be in force and a copy of the same shall be sent to each Member of the Association. Any By-Law may from time to time be varied or rescinded in like manner.
- 10.7 The continuing members of Council may act notwithstanding any vacancy in their body, provided always that in case the members of Council shall at any time reduce in number to less than five it shall be lawful for them to act as Council for the purpose of filling up vacancies in their body but not for any other purpose.
- 10.8 All moneys, bills and notes belonging to the Association shall be paid or deposited with the Association's bankers to an account in the name of the Association. The Treasurer and at least one member of Council shall sign cheques on the Association's bankers, until otherwise from time to time

resolved upon by Council. The Association's banking account shall be kept with such banker or bankers, as Council shall from time to time determine.

- 10.9 If present the President shall preside at meetings of Council or, if the office of the President were vacant, or if at any meeting the President is not present within five minutes after the time appointed for holding a meeting, the members present shall choose someone of their number to be Chairperson of the meeting.
- 10.10 All bona fide acts of Council or any committee of Council or any person acting as a member of Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Council.
- 10.11 Council shall cause proper minutes to be kept of the proceedings of all meetings of the Association and of Council and of all committees and any such minute of any meeting, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, shall be conclusive evidence without further proof of the facts therein stated. Duly signed copies of all minutes of committee meetings shall be forwarded to the Directorate.

11. DISQUALIFICATION OF MEMBERS OF COUNCIL

- 11.1 The office of a member of Council shall be vacated:
- (1) If they cease to be a Principal of a Member; or
 - (2) If by notice in writing to the Association they resign their office; or
 - (3) If they fail to attend two consecutive meetings of the Council unless they have obtained leave of absence from Council

12. MEMBERS SUBSCRIPTIONS

- 12.1 The annual subscriptions payable by a Member shall be related to the number of Professional Engineers and Incorporated Engineers employed by the Member.
- 12.2 The annual subscriptions of all Members and Retired Principals shall be such amounts and shall be payable on such date or dates as shall from time to time be fixed by Council.
- 12.3 No pro-rata reduction in subscriptions will be refunded for any curtailment of membership.
- 12.4 Special fees, levies and subscriptions may be applied to Members on decision by Council.

13. DISCIPLINE

- 13.1 Council shall have the power to apply and enforce the disciplinary procedures described in the By-Laws in respect of any Member which contravenes the Constitution, By-Laws or Code of Conduct.
- 13.2 Council shall have the power to apply and enforce the disciplinary procedures and applicable Code of Conduct as previously in force against Members and persons who were then Members of the Association in relation to contraventions which occurred prior to the implementation of this Constitution. The penalties and sanctions applicable in respect of any such contraventions shall be those which applied to the person or Member concerned at the date of such contravention.

14. GENERAL MEETINGS

- 14.1 A general meeting shall be held by the Association at its Annual General Meeting once in each calendar year and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and the next. The Annual General Meeting of the Association shall be held at such place and time as Council may from time to time determine. All other general meetings shall be called Special General Meetings.
- 14.2 Only Principals of Members, Honorary Fellows and Retired Principals shall be entitled to attend any general meeting, save as may be permitted by Council or the Chairperson of the meeting.
- 14.3 Council may call a Special General Meeting whenever it thinks fit.
- 14.4 Council shall also call a Special General Meeting whenever a requisition in writing signed by the Mandated Principals of not less than five members of the Association being completely separate firms not having any common Principals, stating fully the objects of the meeting, shall be deposited at the Office of the Association. A requisition may consist of several documents in like form each signed by one or more requisitionists.
- 14.5 If Council within fourteen days after the deposit of any such requisition, does not issue notices calling a meeting in accordance therewith for a day not later than thirty-five days after such deposit, the requisitionists or a majority of them, may themselves convene a Special General Meeting for the business described in the requisition, to be held within ninety days from the date of such deposit and at such place as they may deem fit.

All meetings convened by the requisitionists under this clause shall be convened as nearly as possible in the same manner as that in which meetings are to be convened by Council and any resolutions taken at such meetings shall be as binding on the Association as if the meetings had been called by Council.

- 14.6 At least twenty-one days notice of every Annual General Meeting and of every Special General Meeting (exclusive of the day on which it is served or deemed to be served) specifying the place, the day and the time of the meeting and, in the case of special business, the general nature of that business, shall be given to the Members, Honorary Fellows and Retired Principals.
- 14.7 The accidental omission to give notice of a meeting to, or non-receipt of such notice by any person, firm or company entitled to receive such notice shall not invalidate the proceedings of the meeting.
- 14.8 All Members shall be entitled to receive notice of and to send Principals to attend General Meetings.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1 General Meetings shall have the power to transact the following kinds of business:
 - (1) A Special General Meeting may discuss matters of policy and pass resolutions for the purpose of giving guidance to Council in respect of decisions which Council has to take and/ or to Members in respect of matters to be decided by ballot.
 - (2) In addition to having the same powers as those of a Special General Meeting, an Annual General Meeting shall consider the financial statements and reports of Council and the Auditors and the election of members of Council.
- 15.2 Any Member entitled to be represented and to vote at the General Meeting may submit a resolution to any General Meeting, providing that the Member shall notify the Association of its intention in writing, or shall submit the actual resolution in writing, at least fourteen days before such General Meeting.
- 15.3 Upon receipt of any such notice, the Chief Executive Officer, or in his absence the President of the

Council, shall inform members that such resolution has been or will be proposed.

- 15.4 No business shall be transacted at any General Meeting unless a quorum is present. The quorum for General Meetings shall be thirty-three percent (rounded down to an integer number) of the number of Members indicated on the relevant Register of Members, each member being represented by a Mandated Principal or proxy authorised in writing by a majority of the Principals of the absent Member. All such proxies must be identified to the Chairperson of the General Meeting prior to the commencement of the meeting.
- 15.5 If within 30 minutes from the appointed time for the holding of the general Meeting a quorum is not present, the Meeting shall be dissolved and shall stand adjourned until the same day in the following week at the same time and place, or at such other place as Council shall appoint and if, at such adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the holding of the meeting the Members present shall be a quorum.
- 15.6 The Chairperson of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place as the meeting may determine. Whenever a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business may be transacted at an adjourned meeting other than the business that might have been transacted had the adjournment not taken place.
- 15.7 The President of the Council shall preside as Chairperson at every General Meeting. In the event of the President's absence or unwillingness to chair the meeting may appoint any other member of Council or the Chief Executive Officer. If no such persons are present a Mandated Principal may be nominated by the meeting to act as the Chairperson.
- 15.8 At all General Meetings a Resolution put to the vote of the Meeting shall be decided upon a show of hands by a simple majority of persons present and entitled to vote, unless before or upon the declaration of the result of the show of hands
- (1) a written poll be demanded by the Chairperson or by at least three Mandated Principals present in person, or
 - (2) a mailed vote be demanded by not less than five Members being completely separate Firms not having common Principals and being represented in the meeting by Mandated Principals.

Unless a poll or a mailed vote be so demanded a declaration by the Chairperson of the meeting that a Resolution has been carried or not shall be conclusive and an entry to that effect made in the Minute Book of the Association shall be conclusive evidence thereof without proof of the number of votes in favour or against the resolution.

- 15.9 No poll or mailed vote shall be demanded on the election of a Chairperson of a meeting or on any question of adjournment.
- 15.10 If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the chairperson of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 15.11 In the case of an equality of votes, whether on a show of hands or at the poll, the Chairperson of the Meeting shall be entitled to a second or casting vote.
- 15.12 The demand for a poll or a mailed vote shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

16. VOTES OF MEMBERS

16.1 For the purpose of voting by a show of hands or a poll at a General Meeting the following persons shall be entitled to vote:

- (1) The Mandated Principal only of each Member present at the meeting or their proxy as previously identified in accordance with clause 15.4, provided that every subscription and other sum (if any) which shall be due and payable to the Association by the Member has been paid.
- (2) Each Council member present at the meeting, with the exception of the Chief Executive Officer, subject to them not being eligible to vote twice should they also be a Mandated Principal.

Each such eligible person shall be considered as one vote.

16.2 For the purposes of a mailed vote the following persons shall be entitled to vote:

- (1) The Mandated Principal only of each Member included on the Register of Members, provided that every subscription and other sum (if any) which shall be due and payable to the Association by the Member has been paid.
- (2) Each Council member, with the exception of the Chief Executive Officer, subject to them not being eligible to vote twice should they also be a Mandated Principal.

Each such eligible person shall be considered as one vote.

16.3 A mailed vote shall be taken

- (1) Where voting by mail is prescribed in the Constitution; or
- (2) Where the Council decides that voting by mail is desirable; or
- (3) Where requested in accordance with clause 15.8 (2).

The Chief Executive Officer or in their absence the President of Council shall, within three weeks after any General Meeting or meeting of Council at which it is decided to take a vote by mail, forward by mail to each Mandated Principal and Council member who is not a Mandated Principal voting papers which shall contain the resolution on which the Member is required to vote and the date of the meeting at which it was decided to take the vote. The voting papers shall be returned to the directorate in order to reach it not later than six weeks after the aforesaid meeting. If any voting paper is received after the said period it shall not be recognised.

16.4 The procedures for regulating mailed votes shall be in accordance with the By-Laws.

16.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.

17. INDEMNITY

17.1 Every Council member, the Chief Executive Officer, officer of the Directorate and other officer or servant of The Association or member of any committee appointed by the Council shall be indemnified by the Association against, and it shall be the duty of Council to pay out of the funds of the Association, all costs, losses and expenses which any such party may incur or become liable for by reason of any bona fide contract entered into or bona fide act or deed done in such capacity, and in any way in the discharge

of their duties.

- 17.2 No Council member, nor the Chief Executive Officer, nor any officer of the Directorate nor any other officer or servant of the Association nor any member of the committee appointed by the Council shall be liable for the acts, receipts, neglects, or defaults of any other Council Member or officer or servant or for joining in any receipt or other act of conformity or for loss of expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of Council for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss or damage occasioned by an error of judgement or execution of the duties of their office or in relation thereto, unless the same happen through their own dishonesty.

18. ACCOUNTS OF THE ASSOCIATION

- 18.1 Council shall cause to be kept such books of account as are necessary to exhibit a true and fair reflection of the state of the Association's affairs. The books of account as required by Clause 21.5, shall be kept at the Office of the Association or at such place as Council deems fit.
- 18.2 The Association may from time to time, by means of such By-Laws as are hereinbefore provided for, make reasonable conditions as to the time and manner of the inspection of the accounts and books of the Association. Subject to such conditions the accounts and books of the Association shall be open to the inspection of Members at all reasonable times during business hours.
- 18.3 Council shall direct that the financial statements as at the end of the previous financial year shall be prepared and laid before the Association at each Annual General Meeting.
- 18.4 Such financial statement shall be accompanied by a report of Council as to the financial state of the Association and the President and the Treasurer shall sign the report and financial statements.

19. AUDIT

- 19.1 The financial statements of the Associations shall be examined at least once every year and shall be reported upon by the Auditors.
- 19.2 The Auditors shall be appointed by a Council resolution and shall hold office until they resign or are removed by Council. The remuneration of the Auditors shall be fixed by the Council.
- 19.3 The Auditors shall report on the financial statements in terms of generally accepted accounting practice. The Auditors shall at all reasonable times have access to the books and accounts of the Association and they may in relation thereto examine the members of Council or officers of the Association of Directorate.
- 19.4 The financial statements, when approved by an Annual General Meeting, shall be deemed final, and shall not be reopened provided that if any error is discovered therein within three months after such approval, the accounts shall forthwith be corrected and thenceforth shall be conclusive.

20. NOTICES

- 20.1 A notice may be served by the Association upon any Member either by handing it to a Principal of the Member or by sending it by mail addressed to such member at the registered address as appearing in the Register of Members.
- 20.2 Any summons, notice, order or other document required to be sent to or served upon the Association

or upon any officer of the Association may be delivered by hand or sent by registered mail addressed to the Association or to such officer at the Office of the Association.

- 20.3 Any notice, if served by mail, shall be deemed to have been served fourteen days after the day on which the notice is mailed and in proving such service it shall be sufficient to prove that the notice was properly addressed and mailed by a method which could reasonably have been expected to deliver the notice within this period.

21. PROPERTY AND ASSETS

- 21.1 The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objectives of the Association as set forth herein and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Association.
- 21.2 No member of the Council, appointed to any office of the Association, may be paid by salary or fees and no remuneration or other benefit in money or money's worth shall be given to any member of the Council except repayment of out-of-pocket expenses and except as provided in the By-Laws.
- 21.3 The liability of the Members is limited to the subscriptions payable in terms hereof.
- 21.4 If upon the winding up or dissolution of the Association there remain, after the satisfaction of all its debts and liabilities, any assets, the same shall not be paid to or distributed among the Members of the Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by virtue of this clause, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provisions, then to some charitable objective.
- 21.5 True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members. Once every year the financial statements of the Association shall be examined by one or more properly qualified Auditor or Auditors, who shall report thereon to Council.

22. AMENDMENTS TO THE CONSTITUTION

- 22.1 Proposals to alter or add to the Constitution may be initiated by Council or submitted in writing to the Chief Executive Officer by not less than five Members being completely separate Firms not having any common Principals and shall be considered at a General Meeting, provided at least twenty-one days notice of the proposed alteration or addition shall be given to Members.
- 22.2 Such proposals, either in the original or in amended form, if approved by not less than a two-thirds majority of those present and entitled to vote, shall be submitted to a mail vote in accordance with the procedure laid down in Clause 16.3 and 16.4.
- 22.3 Provided not less than two-thirds of the mail votes received approve of the proposal, the approved amendment shall be circulated to all Members by mail and shall become effective one week after the date of mailing.