



CONSTITUTION

1. NAME AND LEGAL STATUS

- 1.1. The South African Academy of Engineering (“Academy”) is an unincorporated voluntary association of persons with a common purpose, is a legal person that exists separately and independently from its members, and it can sue or be sued in its own name
- 1.2. The abbreviated title of the Academy shall be “SAAE” in all official languages.
- 1.3. Matters of policy and control of the Academy is vested in its entire membership functioning through the Annual General Meeting,
- 1.4. 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 5 to manage the affairs of the Academy.
Fellow:	A person who meets the requirements listed in clause 4.2.
Foreign Fellow:	A person who meets the requirements listed in clause 4.3.
Emeritus Fellow:	A person who meets the requirements listed in clause 4.4.
Honorary Fellow:	A person on whom this accolade has been bestowed in accordance with the requirements listed in clause 4.5.
General Meeting:	A gathering to which all members are invited.
Member:	A person who has been nominated, elected and accepted as a Fellow, Foreign Fellow, Emeritus Fellow or Honorary Fellow in terms of Clause 4.
Secretary:	The person appointed by the Executive Committee to be responsible for the day to day management and administration of the affairs of the Academy

Engineering societies: The voluntary institutions, societies and associations of the engineering profession in South Africa.

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.

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 South Africa and its people, 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 people.
 - The application of engineering technology for ecologically sustainable development.
- 3.2 To provide a forum for the study and discussion of issues relevant to the formulation of public policies and the communication of expert, evidence-based advice to Government and to society.
- 3.3 To organise projects, symposia, meetings and discussions to make best possible use of the multi-disciplinary expertise of members in support of national goals.
- 3.4 To support the recruitment, education, training and development of engineering and other technical persons to increase the technological base of the nation and to improve the quality of life of all the people of South Africa.
- 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 members of the Academy.
- 3.6 To assist engineering societies 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. MEMBERSHIP

- 4.1 The members of the Academy shall comprise Fellows, Foreign Fellows, Emeritus Fellows and Honorary Fellows..
- 4.2 Fellows at the time of their election shall be:
 - South African citizens or persons ordinarily resident in South Africa;

- Registered Professional Engineers or persons with proven ability and achievement actively engaged in engineering related fields; .
- Eminent by reason of their achievements in engineering; and
- Actively involved in his or her career.

4.3 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 related fields.
- Eminent by reason of having made a significant contribution to engineering or engineering related fields in South Africa.
- Actively involved in his or her career.

4.4 Emeritus Fellows are Fellows or Foreign Fellows who:

- Are at least 70 years of age
- Have been a member of the Academy for at least five years
- Request to be transferred to this category.

4.5 Honorary Fellowship of the Academy is the highest accolade that can be bestowed on a person in circumstances where:

- The candidate's achievements in engineering projects or engineering research is widely recognized nationally or internationally; or
- The candidate occupies high political or other prominent office through which he or she has made a significant long term contribution to the welfare of the country and in so doing has enhanced the image of the engineering profession; or
- The candidate has made very significant long term contributions to the Academy.

4.6 The number of Fellows under the age of 65 at any one time shall not exceed 250. The maximum number of Foreign Fellows at any one time shall not exceed 10% of the total membership.

4.7 Fellows and Foreign Fellows shall be elected as such by the Academy at an Annual General Meeting with the support of at least 90% of the Fellows voting at the Annual General Meeting in person or by proxy. No candidate shall be put forward for election unless his or her candidature has been recommended by the Executive Committee in the manner stipulated in the Rules and Procedures.

4.8 Membership of the Academy shall terminate upon resignation in writing, non-payment of entry fees or of membership fees, deliberate non-compliance with the Constitution or death.

5. EXECUTIVE COMMITTEE

5.1 Management of the affairs of the Academy

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.

5.2 Composition of the Executive Committee

The Executive Committee shall comprise at least five members, but no more than ten members, who shall be Fellows in good standing and be elected biennially by members of

the Academy at the AGM. The Secretary is a member of the Executive Committee but has no vote.

5.3 Office bearers

The office bearers shall be the President and the Deputy President, elected biennially by the outgoing Executive Committee from among those who have been elected to serve on the incoming Executive Committee.

5.4 Powers of the Executive Committee.

The Executive Committee shall have the power to:

5.4.1 determine entry fees and annual fees to be paid by members;

5.4.2 lay down Rules and Procedures for the management and control of the affairs of the Academy;

5.4.3 engage and dismiss employees as set out in the Rules and Procedures;

5.4.4 institute legal proceedings in the name of the Academy, defend or oppose any legal action brought against the Academy, and for that purpose to engage the services of attorneys and counsel and to pay their fees;

5.4.5 do such other lawful things as are incidental or conducive to the attainment of the aims and objectives of the Academy.

5.5 Personal liability of members of the Executive Committee

Members of the Executive Committee shall not be liable for any act or omission done in good faith for or on behalf of the Academy.

6. GENERAL MEETINGS OF THE ACADEMY

6.1 Annual General Meeting

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

6.1.1 receive and consider the Annual Report of the Academy;

6.1.2 receive and consider the audited income and expenditure accounts and the balance sheet for the previous Financial Year;

6.1.3 elect new members of the Academy;

6.1.4 take note of the composition of the Executive Committee for the ensuing year;

6.1.5 appoint auditors and legal advisers for the ensuing year; and to

6.1.6 conduct other business as may be necessary.

6.2 Special General Meetings

6.2.1 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.

6.2.2 A Special General Meeting shall be convened by the Executive Committee within fourteen (14) days of it receiving a written application for such a meeting from at least ten members provided that such application specifies the purpose for which the meeting is required.

6.3 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.

6.4 Adjournment of General Meetings

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

6.5 Representation by proxy

A member shall be entitled to appoint a proxy to be present, debate and vote on his or her behalf at any General Meeting of the Academy.

6.6 Notice of motions

Written notice of motion shall be given to the Secretary by any member desirous of bringing special business before the Academy in General Meeting. Such business may be considered at an Annual General Meeting or Special General Meeting.

7. MEETINGS OF THE EXECUTIVE COMMITTEE

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

7.2 Written notice of meetings of the Executive Committee shall be given to all committee members at least ten working days before the date of the meeting. The notice of the meeting shall include the Agenda.

7.3 Minutes shall be kept of all meetings of the Executive Committee and shall be issued to members of the Committee as soon as possible after the meeting, but not later than ten working days before the date of the next meeting.

7.4 Proceedings at meetings

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

7.4.2 Resolutions shall be carried by a simple majority of votes cast.

7.4.3 The quorum for a meeting of the Executive Meeting shall be at least half of the number of committee members at that time.

8. FINANCIAL MANAGEMENT

- 8.1 **Assets, properties and funds**
All assets, including 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.
- 8.2 **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.
- 8.3 **Liability of Members**
The liability of a Member for the debts and commitments of the Academy shall be limited to the amount of his or her outstanding membership fees.
- 8.4 **Annual report and accounts**
The Executive Committee shall, at each Annual General Meeting, submit 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.
- 8.5 **Financial Year**
The Financial Year of the Academy shall be as determined by the Executive Committee from time to time.
- 8.6 **Funds of the Academy**
The funds of the Academy, from whatever source, shall be applied solely towards the promotion of its aims and objectives.
- 8.7 **Distribution of profits and gains**
The Academy shall not distribute any of its profits or gains to any person or member. Any profits or gains accrued during a Financial Year shall be held in reserve as accumulated funds for the promotion of the Academy's aims and objectives in following years.
- 8.8 **Auditing of accounts**
The accounts of the Academy shall be audited at least once a year by an auditor. The auditor shall be appointed by the members at the Annual General Meeting for the ensuing twelve (12) months. No member shall be eligible for the position of auditor.
- 8.9 **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 so authorised by a resolution of the Executive Committee.
- 8.10 **Entry fees and membership fees**
The Executive Committee shall annually determine the entry fees and membership fees of the Academy for the following year.

9. AMENDMENTS TO THE CONSTITUTION

9.1 Procedure

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

9.1.1 Proposed amendments to the Constitution in the form of a resolution of the Executive Committee or a request signed by at least ten members of the Academy shall be submitted to the Secretary.

9.1.2 The Executive Committee shall decide whether the proposed amendments to the Constitution must be considered by the next Annual General Meeting of members or by a Special General Meeting of members called for that purpose in terms of Clause 6 of the Constitution and direct the Secretary to act accordingly.

9.1.3 Within (14) fourteen days of receiving a request from members for an amendment to the Constitution to be considered the Secretary shall advise those members of the arrangements being made in terms of clause 9.1.2.

9.1.4 Should the General Meeting which is convened to consider amendments to the Constitution so decide, a postal ballot of members may be called to consider the matter.

9.2 Approval of amendments

Proposed amendments to the Constitution must be approved by at least two-thirds of the members who exercise their vote on the matter.

10. WINDING UP OF THE ACADEMY

10.1 Dissolution

If circumstances arise where, in the opinion of at least ten members, the Academy is unlikely to achieve its aims and objectives, a proposal for dissolution of the Academy shall be considered by an Annual General Meeting or by a Special General Meeting called for that purpose in accordance with Clause 6. In the event that this meeting votes in favour of a proposal for dissolution, a postal ballot of all members shall be taken. Approval of the proposal will require at least two thirds of the members to vote in favour thereof.

10.2 Assets

If upon winding up of the Academy any assets remain after the satisfaction of all debts and liabilities, these shall be given or transferred to some other institution within South Africa having objectives similar to those of the Academy. The Executive Committee shall identify such a beneficiary institution and obtain the approval of members in a General Meeting at the time of dissolution of the Academy for the remaining assets to be transferred. The remaining assets may not be distributed among members of the Academy.

10.3 Intellectual property

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