



INSTITUTE OF MUNICIPAL ENGINEERING OF SOUTHERN AFRICA

CONSTITUTION

Amendments approved November 2019

Previous amendments: April 2006, August 2008, July 2014, April 2015

Preamble

Whereas the Institute is a voluntary association of engineering professionals and associates which is primarily in the business of facilitating the development of its members through the establishment and expansion of knowledge resources and networking;

Whereas the Institute recognises that the promotion of the interests of its members and the development of professional knowledge and skills are of primary importance and thereby empowers its members to ensure excellent rendition of services on local, provincial, national and international level by way of professional infrastructure engineering

Whereas the Institute endeavours to have information knowledge products and services which meet International best practice;

Whereas the Institute aims to better the quality of life for citizens through infrastructure engineering excellence and innovation;

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CHAPTER 1

1. INSTITUTE

1.1 The Institute

(a) Constitution

This constitution is based on the previous official constitution; initiated, amended and approved in accordance with clause 1.3 of the Constitution of the Institute of Municipal Engineering of Southern Africa.

(b) Name

The name of the institute is the Institute of Municipal Engineering of Southern Africa, hereinafter referred to as the Institute.

(c) Reference to Infrastructure Engineering

The broader term infrastructure engineering referred to in this constitution shall include all disciplines of infrastructure engineering, including municipal engineering and public works.

1.2 Objectives

The objectives of the Institute shall be:

- (i.) To promote the knowledge, art, science and practice of infrastructure engineering in all its aspects;
- (ii.) To promote and support the interests of infrastructure engineering professionals and the engineering fraternity involved;
- (iii.) To operate over a broad infrastructure engineering membership base to increase individual membership and affiliation;
- (iv.) To seek local and international partnerships and recognition and market itself amongst broad target audiences to improve awareness levels, its image and reputation;
- (v.) To promote and exchange views and ideas on all aspects of infrastructure engineering whether among engineers in the infrastructure engineering environment or others associated with or having an interest in its field of operation;
- (vi.) To develop knowledge products and services to support members in their profession;
- (vii.) To grow the revenue base and source funding for development and research;
- (viii.) To develop strategic partnerships with government, semi-government, academic, research and other institutes to the benefit of the Institute, its members and the profession in general.

1.3 Constitution and By-laws

(a) Interpretation

In the case of doubt as to the meaning of any portion of the Constitution, the interpretation of the Council shall be final and binding.

(b) Amendments to the Constitution:

- (i.) Proposals to amend the Constitution may be initiated either by the Council or by the Executive Committee, or by Corporate Members
- (ii.) If a specific proposal to amend the Constitution signed by not less than fifteen Corporate Members is submitted to the Secretary, an email ballot of all Corporate Members on such proposal, done in accordance with the provisions of clause 6.3(v.), shall be held within three months of receipt thereof by the Secretary.
- (iii.) If at least two-thirds of the votes received are in favour of a proposed amendment, it shall immediately have full force and effect
- (iv.) Apart from any amendments to the spirit and meaning of the Constitution provided for in clauses (i) to (iii) above, Council can approve by a normal majority of votes: structural, textual, spelling or grammar improvements to this document as recommended by the Executive Committee.

(c) By-laws

The By-laws, as and where required by the Constitution, shall provide for organisational matters as drafted by the Executive Committee, in accordance with **clause 2.2(b)(vi)** and approved by Council in accordance with **clause 2.1(b)(iii)**.

1.4 Legal and Financial Status

As far as the legal and financial status of the Institute is concerned:

- (i.) It is a body corporate with an existence and identity independent from that of its members or office bearers with perpetual succession capable of acquiring rights, incurring obligations, entering into legal transactions and of suing and being sued in its own name
- (ii.) Its income and property are not distributable to its members or office bearers except as reasonable remuneration for services rendered
- (iii.) The members or office-bearers have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers
- (iv.) Upon dissolution or winding up, any assets remaining after all liabilities have been met, shall be transferred to another non-profit organisation having similar objectives as decided by Council
- (v.) Its financial year shall be in accordance with the **By-laws on Finance and Business Structures**.

1.5 Headquarters

The headquarters of the Institute shall be the administrative office located at such place within South Africa, as the Executive Committee may from time to time decide.

1.6 Indemnity

Each Member of the Council or the Executive Committee shall be accountable only in respect of his/her acts, and shall not be accountable for any acts done or authorised, arising from a decision of the Council or the Executive Committee, and no Member of the Council or the Executive Committee 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/her, done in good faith for the benefit of the Institute, although in excess of his/her legal powers.

1.7 Disestablishment

Proposals that the Institute be wound up and liquidated or amalgamated with another body, which proposals shall include the manner of disposing of any assets, shall be treated in the same way as proposals to amend the Constitution, provided that no such proposal shall be adopted unless valid votes shall have been received from not less than two-thirds of all the Corporate Members.

CHAPTER 2

2. ORGANISATIONAL STRUCTURE

The organisational structure of the Institute shall be as follows:

2.1 Council

The Institute shall be governed by a Council with a President at the head thereof, assisted by a Deputy-President and two Vice-Presidents, elected in accordance with chapter 5 of the Constitution.

(a) Composition of Council

The composition of the Council shall be as follows:

- (i.) As ex-officio members, the President, the Deputy President, Vice-Presidents and Operations and Technical Directors of the Institute
- (ii.) Regional Council Members representing the various Branches, the number of such members, the basis of their nomination and the pool/pools from which they or any of them can be nominated shall be decided by the Council from time to time on recommendation by the Executive Committee, which number and related criteria shall be included in the **By-laws on Membership**.
- (iii.) Two non-voting Affiliate Member representatives elected in accordance with clause 5.7
- (iv.) Two non-voting Associate Member representatives elected in accordance with clause 5.8
- (v.) Two non-voting Graduate Member representatives elected in accordance with clause 5.9
- (vi.) In the event that a vacancy in terms of Graduate, Affiliate or Associate Member representatives occurs in the Council at any time, the Executive Committee shall appoint the additional Affiliate and Associate Members required for the remaining term of office

(b) Supervision by Council

The Council shall render overall supervision and control of the affairs of the Institute and the management and administration thereof by the Executive Committee:

- (i.) The Council may by resolution from time to time direct the Executive Committee to submit such reports and information to the Council or the Annual General Meeting or both as the Council may in its discretion require.
- (ii.) The Council may by resolution withdraw the delegation of certain powers from the Executive Committee and reserve to itself such powers or delegate to the Executive Committee such additional powers and responsibilities as the Council may from time to time deem necessary
- (iii.) The Council shall finalize and approve **By-laws** as drafted and recommended by the Executive Committee, inclusive of amendments.

- (iv.) The President, or in his/her absence the Deputy or one of the Vice Presidents, shall be the Chairperson at all meetings of the Council and in their absence, provided there is a quorum, a Corporate Member shall be elected to the Chair
- (v.) The Council shall meet as often as the business of the Institute may necessitate but at least once per annum
- (vi.) A quorum of the Council shall constitute 50% of the Council Members plus one
- (vii.) Members of the Council may participate in a meeting by electronic communication provided that:
 - the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting;
 - the notice of that meeting must inform the Members of the Committee of the availability of that form of participation and provide any necessary information to enable Members to access the available medium or means of electronic communication; and
 - access to the medium or means of electronic communication is at the expense of the Member except where the Council determines otherwise;
 - electronic voting can take place in a manner prescribed in the IMESA policy or as the Chairperson of the meeting may prescribe, it being accepted that a ballot of a person participating by means of electronic communication will not necessarily be secret.
- (viii.) Except to the extent that this Constitution provides otherwise, a decision that could be voted on at a meeting of the Council of the Institute may instead be adopted by written consent of the majority of a quorum of the Members of the Council, given in person or by electronic communication, provided that each member of the Council has received written notice of the matter to be decided.
- (ix.) A decision made in the manner contemplated in **Clause 2.1(b)(vii.)** is of the same effect as if it had been approved by voting at a meeting and any such decision shall be filed with the minutes of the meetings of the Council.

2.2 Executive Committee

Subject to the provisions of **clause 2.1(b)** the management and administration of the affairs of the Institute and any entity owned by or controlled by the Institute shall, to the extent possible, be vested in the Executive Committee which shall have the power generally to manage and administer such affairs, through the appointed persons, including the financial affairs, and the Executive Committee shall have the power to exercise the rights of the Institute as shareholder and/or member of any such entity and any other power given to the Institute in the management and/or control of any such entity.

(a) Composition of the Executive Committee

- (i.) The Members of the Executive Committee shall be the following:
 - The President;
 - The Deputy-President
 - The Operations Vice-President;

- The Technical Vice-President;
 - The Operations Directors (representing each of the active Operations Portfolios as indicated in the **By-laws on Directorates**);
 - The Technical Directors (representing each of the active Technical Divisions described in the **By-laws on Directorates**);
- (ii.) The term of office of the Executive Committee shall coincide with the term of office of the Council
- (iii.) Should a vacancy occur on the Executive Committee, the Executive Committee may, at its discretion, co-opt a Corporate Member of the Council to act as a co-opted Member until the election of the next Executive Committee by the Council.

(b) Executive Responsibilities

- (i.) The Executive Committee shall meet at least once in each quarter of the administrative year and more frequently when the business of the Institute, in the opinion of the President, requires additional meetings
- (ii.) The President, or in his/her absence the Deputy or one of the Vice Presidents, shall be the Chairperson at all meetings of the Executive Committee and in their absence, provided there is a quorum, a Corporate Member shall be elected to the Chair
- (iii.) A quorum of the Executive Committee shall constitute 50% of the Executive Members plus one
- (iv.) The Executive Committee may appoint such sub-committees for such purposes as it may deem necessary
- (v.) In addition to such representatives of the Institute as the Annual General Meeting may appoint, the Executive Committee shall be entitled to appoint Members of the Institute to represent the Institute for specific purposes on a particular occasion, or on a particular body or otherwise on such conditions as it may prescribe
- (vi.) The Executive Committee shall be responsible for the drafting or amendments of the By-laws as and where required by the Constitution and shall submit them to Council for approval.
- (vii.) The Executive Committee can utilise own Members on appointment or employ staff and remunerate or pay honoraria to them or establish part-time or full-time structures to attend to the interests of the Institute provided a proper feasibility study has been undertaken to prove the viability of such action, taking cognisance of the financial risks involved, as described in the **By-laws on Finance and Business Structures**
- (viii.) Members of the Executive Committee may participate in a meeting by electronic communication provided that:
- the electronic communication employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting;

- the notice of that meeting must inform the Members of the Committee of the availability of that form of participation and provide any necessary information to enable Members to access the available medium or means of electronic communication; and
 - access to the medium or means of electronic communication is at the expense of the Member except where the Executive Committee determines otherwise;
 - electronic voting can take place in a manner prescribed in the IMESA policy or as the Chairperson of the meeting may prescribe, it being accepted that a ballot of a person participating by means of electronic communication will not necessarily be secret.
- (ix.) Except to the extent that this Constitution provides otherwise, a decision that could be voted on at a meeting of the Executive Committee of the Institute may instead be adopted by written consent of the majority of a quorum of the Members of the Executive Committee, given in person or by electronic communication, provided that each member of the Executive Committee has received written notice of the matter to be decided.
- (x.) A decision made in the manner contemplated in **clause 2.2(b)(viii.)** is of the same effect as if it had been approved by voting at a meeting and any such decision shall be filed with the minutes of the meetings of the Executive Committee.

(c) Emergency Action

- (i.) Matters of urgency and within the powers of the Executive Committee may, at the President's discretion, be dealt with by interaction and consensus between the President, Deputy-President and Vice-Presidents provided that it is properly motivated at the next Executive Committee meeting and recorded in the minutes
- (ii.) In an emergency the Executive Committee shall have power in the interest of the Institute, to take action not covered by the Constitution, including the filling of vacancies and the making of appointments for the unexpired period up to the next Council or Annual General Meeting as the case may be
- (iii.) In the event of any legal action on behalf of the Institute being deemed necessary, the Executive Committee shall have power to act or appoint persons to act for the Institute in its corporate capacity

2.3 Regions and Branches

The Institute shall operate in Regions and Branches.

(a) Regions

Region shall be a centre of concentrated infrastructure engineering activity and shall act as a network node of the Institute.

- (i.) Every member shall be allocated to one of the Regions of the Institute

(b) Branches

A Branch shall consist of one or more Regions within its area of operation.

- (i.) A branch can identify Regions to be established or disestablished in its area of operation for recommendation by the Executive Committee and such Regions shall subsequently be included/removed from the list in the **By-laws on Regions and Branches**
- (ii.) To promote the objects of the Institute in any area the Executive Committee may, at its discretion, create additional Branches of the Institute within such areas in accordance with the **By-laws on Regions and Branches** provided that the Chairperson of a Branch must be a Corporate Member of the Institute
- (iii.) The Executive Committee may from time to time allocate to Branches such funds and assistance as it may consider desirable and in accordance with the **By-laws on Regions and Branches**
- (iv.) Such branches shall operate under separate and independent administration and accounting systems, both in terms of their activities and locations

2.4 Directorates

The Institute shall be divided into Directorates as follows:

- (i.) The Directorates will attend to all the Operations Portfolios and Technical Divisions of the institute as described in the **By-laws on Directorates**
- (ii.) The Portfolios and Divisions as described in clause (i) above can be further subdivided into sub-portfolios/divisions and scopes per portfolio/division as described in the **By-laws on Directorates**
- (iii.) The Executive Committee can decide when to establish or disestablish any of the Portfolios/Divisions Directorates as may be required from time to time
- (iv.) Each Portfolio/Division shall be headed by an Operations or Technical Director who will be a member of the Executive Committee, reporting to the Vice-President Operations or Technical, in terms of his/her responsibility to attend to all issues related to his/her Portfolio or Division and who shall be elected in accordance with the provisions of clause 5.4(ii)

CHAPTER 3

3 MEMBERSHIP

3.1 Membership Requirements and Benefits

(a) Admission on the Membership Roll

To be a Member of the Institute an individual must be included on the Membership Roll, further referred to as the Roll. To be included on the Roll an individual must:

- (i.) Apply for admission in writing to the Secretary on a prescribed form in accordance with the **By-laws on Membership** and supported by the Branch where the applicant resides, in the case of a new application;
- (ii.) Be admitted in accordance with the provisions of chapter 4 as an Admitted Member of the Institute by the Executive Committee, in the case of a new application or;
- (iii.) Be transferred from Corporate Member to Fellow on written nomination from the Branch where such Member resides or from Members of Council or the Executive Committee, or
- (iv.) Be admitted as Honorary Fellow or Honorary Member for life or for a limited specified period which may be extended from time to time by an unanimous decision by Council on a recommendation by the Executive Committee
- (v.) Be allocated to a Region based on his/her address and one or more Divisions of his/her choice.

(b) Membership Fees and Benefits

- (i.) The entrance fees and annual subscriptions payable to the Institute shall be amended from time to time by the Executive Committee as stipulated in the **By-laws on Fees and Benefits**
- (ii.) All Members, except Honorary Fellows and Honorary Members, shall be liable for the prescribed annual subscriptions and where applicable for the prescribed entrance fee in respect of their grade of membership except where the Council, in exceptional circumstances in a particular case, has waived or modified such fees or subscriptions.
- (iii.) The Executive Committee can decide to restrict information and benefits to Members only or to Categories of Members only in accordance with the **By-laws on Fees and Benefits** in order to serve the interests of the Institute
- (iv.) The Executive Committee can determine and authorise any honoraria to a person, whether a Member or not, for services rendered to the Institute
- (v.) The general liability of Members shall be limited to one annual subscription
- (vi.) The Executive Committee can provide bursaries or other financial support to engineering students in accordance with the **By-laws on Fees and Benefits**

3.2 Ethics

Every Member of the Institute shall uphold the dignity of the profession of infrastructure engineering and shall act towards all with whom he/she has dealings in a strictly professional manner as prescribed in the **By-laws on Ethics**.

3.3 Certificate of Membership

Every Member shall be entitled to receive an appropriate Membership Certificate signed by the President and the Secretary. The Membership Certificate remains the property of the Institute and is issued on its authority alone.

3.4 Designation of Membership

A Corporate Member of the Institute shall, as long as he/she remains a Member, be entitled to use the appropriate titles and letters designating membership of the Institute in accordance with the **By-laws on Membership**

3.5 Disciplinary Action

The Council may, on the recommendation of the Executive Committee, take disciplinary action against any Member whose conduct would, in its opinion, be contrary to the interest of the Institute provided:

- (i.) The Secretary has given such a Member, against whom disciplinary action is contemplated, written notice, which notice shall contain:
 - the alleged misconduct;
 - notice to the Member to reply within 28 days with a written motivation why such disciplinary action should not be taken;
- (ii.) The matter has been submitted to a meeting of the Council of which due notice has been given and that no less than two-thirds of the Members present at that meeting have agreed to discuss and consider the proposed disciplinary action
- (iii.) Written notice of the date, time and venue of the consideration by Council is given to the Member where he/she may hear, test and answer any accusation brought against him/her and present his/her case before a decision is made by Council (iii) The ultimate decision taken by the Council may alternate, between:
 - Finding a Member not guilty; or
 - Warning a Member; or
 - Expelling a Member temporarily (for a specific period) or permanently if he/she was found guilty; or
 - Delaying any decision on the alleged conduct if the member did not reply within 28 days with a written motivation in accordance with clause (i) above and expel the member temporarily;
- (iv.) A member who was expelled permanently cannot apply for re-admittance while a Member who was expelled temporarily will have to apply for re-admittance after the period of expulsion as decided by Council

3.6 Cessation of Membership

(a) A Member of the Institute shall cease to be a Member:

- (i.) On resignation from the Institute by submitting to the Secretary a written resignation;
- (ii.) If the member passes away;
- (iii.) If the member fails to pay the prescribed fees within a period determined in the **By-Laws on Fees and Benefits** after being requested in writing to pay any outstanding amounts;
- (iv.) On expulsion as set out in clause 3.5

(b) On cessation of membership:

- (i.) A Member who has resigned or was expelled shall be liable for payment of any monies due by him to the Institute.
- (ii.) At the discretion of the Executive Committee, a person whose membership terminated in accordance with clause (i), (iii) or temporary expulsion under (iv.) above may be re-admitted to membership on payment of such fees as the Executive Committee may determine under the **By-laws on Fees and Benefits**
- (iii.) The name of a Member who resigned or was expelled by Council shall be removed from the Roll

3.7 Forfeiture of Rights

Cessation or termination of membership of the Institute for any reason shall entail forfeiture of all rights and benefits entitled by previous membership of the Institute

3.8 Suspension

The rights of a Member shall be suspended if the Member fails to pay the prescribed fees applicable to him/her (if any) within a period determined in the **By-laws on Fees and Benefits** after being requested in writing to do so. The suspension shall be lifted upon payment of the prescribed fees, provided the same are paid before the Membership ceases.

CHAPTER 4

4. ADMITTED MEMBERS

Admitted Members are those Members who have been admitted to the Institute and can be divided into two categories of membership, namely:

- Corporate Members and
- Non-Corporate Members

4.1 Corporate Members

The Institute provides for the following Corporate Members with the condition that the Executive Committee may specify further sub-categories under the different categories of Corporate Membership and in accordance with the **By-laws on Membership**:

(a) Honorary Fellows

They shall be persons who:

- (i.) Distinguished themselves in the community and who are or have been intimately engaged with infrastructure engineering
- (ii.) Deserve the honour of the Institute for their work for the Institute, or for the profession, or for other exceptional and important services in connection with the objectives of the Institute
- (iii.) Have been recommended by the Executive Committee and admitted by the Council as such

(b) Fellows

They shall be Corporate Members who:

- (i.) Have been a Corporate Member of the Institute for at least 5 years
- (ii.) Are registered as engineering professionals in terms of clause 4.1(c)(i) below
- (iii.) Have been and still are of some service and value to the infrastructure engineering profession
- (iv.) Hold or have held a senior executive or senior professional position in an engineering environment engaged in infrastructure engineering
- (v.) Have been transferred as such by the Executive Committee

(c) Professional Members

They shall be persons who:

- (i.) Are registered by ECSA or the equivalent professional engineering authority or council in the Southern Africa Countries as defined in the **By-Laws on Membership** as full professionals in at least one of the following categories:
 - Professional Engineer;
 - Professional Engineering Technologist;
 - Professional Engineering Technician;
 - Professional Certificated Engineer; or

- Registered Engineering Technician
- (ii.) Had at least 3 years infrastructure engineering experience after achieving a qualification recognised by ECSA or the equivalent professional engineering authority or council in the Southern Africa Countries as defined in the **By-Laws of Membership**
- (iii.) Have been admitted as such by the Executive Committee, or;
- (iv.) Having failed to comply with the requirements of clause (i) and (ii) above, have been admitted by Council, on the unanimous recommendation of the Executive Committee based on their opinion that such persons have the experience, employment responsibility or involvement in infrastructure engineering or made such a contribution to infrastructure engineering which in the interests of the Institute justifies such admission

(d) Retired Corporate Members and Fellows

They shall be those Corporate Members and Fellows who:

- (i) Have retired from their regular occupations or posts
- (ii) Have ceased to practise in the profession of infrastructure engineering on a regular basis and
- (iii) Elected to become Retired Corporate Members or Retired Fellows

4.2 Non-Corporate Members

The Institute provides for the following Non-Corporate Membership subject thereto that the Executive Committee may specify further categories and/or sub-category under the main category or categories of Non-Corporate Membership in accordance with the **By-laws on Membership**:

(a) Graduates

They shall be persons who:

- (i.) Are registered/eligible for registration by ECSA, or the equivalent professional engineering authority or council in the Southern Africa Countries as defined in the **By-Laws on Membership**, in at least one of the following categories:
 - Candidate Engineer;
 - Candidate Engineering Technologist;
 - Candidate Engineering Technician; or
 - Candidate Certificated Engineer;
- (ii.) Are admitted as such by the Executive Committee; or
- (iii.) Have been admitted by Council on the unanimous recommendation of the Executive Committee based on their opinion that such persons have the experience, employment responsibility or involvement in infrastructure engineering or have made a contribution to public sector engineering which in the interests of the Institute justifies such admission

(b) Students

They shall be persons who are:

- (i.) Enrolled students at a local or international university/technical university recognised by ECSA;
- (ii.) Studying towards a degree/diploma in engineering and
- (iii.) Admitted as such by the Executive Committee

(c) Associates

They shall be persons who:

- (i.) Have satisfied the Executive Committee that they are involved in an aspect of infrastructure engineering
- (ii.) Are admitted as such by the Executive Committee

(d) Affiliates

They shall be those academic, research, consulting, commercial, industrial or other organisations who:

- (i.) Are in the opinion of the Executive Committee, involved in business related to infrastructure engineering and
- (ii.) Are admitted as such by the Executive Committee

(e) Retired Non-Corporate Members

They shall be persons who:

- (i.) Have ceased to practise the profession of infrastructure engineering on a regular basis
- (ii.) Elected to become Retired Non-Corporate Members

(f) Honorary Members

They shall be a non-member of IMESA who:

- (i.) Distinguished themselves in the community and who are or have been intimately engaged with infrastructure engineering
- (ii.) Deserve the honour of the Institute for their work for the Institute, or for the profession, or for other exceptional and important services in connection with the objectives of the Institute
- (iii.) Have been recommended by the Executive Committee and admitted by the Council as such

CHAPTER 5

5. ELECTED MEMBERS

Elected Members are those Members who have been elected by the Executive Committee or the Council in accordance with the Constitution to serve in management positions in the Institute to attend to the interests of the Institute, as follows:

5.1 The President

The President of the Institute shall be the President Elect as elected by the outgoing Council during its second last meeting prior to the Annual General Meeting of the Institute (or during a special meeting should it be required by circumstance) by a majority vote of those present and entitled to vote, and those who have a proxy to vote on behalf of another Council member in accordance with that member's wishes, which shall be by secret ballot in the event of more than one valid nomination. He/she shall:

- (i.) Be elected from Members who served on the Executive Committee during the previous term of office
- (ii.) Be a Corporate Member of the Institute practicing or employed in infrastructure engineering
- (iii.) Be duly proposed and seconded by a Member of the Council
- (iv.) Not hold the position of President for two consecutive terms of office
- (v.) Be responsible for responsibilities in term of the **By-laws on Responsibilities**

5.2 The Deputy-President

The position of Deputy-President shall be held by the immediate or a past President and if this is not possible the Deputy-President shall be elected in a similar way as the President and shall:

- (i.) Not hold the position of Deputy-President for two consecutive terms of office;
- (ii.) Be responsible for responsibilities in term of the **By-laws on Responsibilities**

5.3 Vice-Presidents

The two Vice-Presidents (for Operations and Technical) of the Institute shall be elected by the Council during its second last meeting prior to the Annual General Meeting of the Institute (or a special meeting should it be required by circumstance) by a majority vote of those present and entitled to vote, and those who have a proxy to vote on behalf of another Council member in accordance with that member's wishes, which shall be by secret ballot in the event of more than one valid nomination for any particular office. They shall:

- (i.) Be elected from Members who served on the Executive Committee during the previous term of office;
- (ii.) Be Corporate Members of the Institute practicing or employed in infrastructure engineering;
- (iii.) Be duly proposed and seconded by a Member of the Council;

- (iv.) Not hold the position of Vice-President for two consecutive terms of office unless duly re-elected;
- (v.) Be responsible for responsibilities in terms of the **By-laws on Responsibilities**

5.4 Operations and Technical Directors

- (i.) Operations and Technical Directors shall be Corporate Members of the Institute and shall be nominated by the outgoing Executive Committee and elected by the incoming Council for those active Operations and Technical Directorates as set out in the **By-laws on Directorates**
- (ii.) The responsibilities of Directors shall be as set out in the **By-Laws on Responsibilities**

5.5 Regional Council Members

Regional Council Members (hereinafter referred to as Representatives) shall be Members employed in infrastructure engineering on a regular basis and deemed to represent a particular Province or Branch/Area and elected as follows:

(a) Nomination

- (i.) The Secretary shall advertise for nominees in accordance with his/her responsibilities described in clause 5.10(iii) below
- (ii.) Representatives shall be nominated in the ratio as described in the **By-laws on Regions and Branches**
- (iii.) Representatives may be nominated by any Corporate Member whether or not the latter is resident in the particular area
- (iv.) Subject to the provisions of clause (ii) above the number of Representatives per Branch/Area shall be calculated proportionately to the number of Corporate Members resident in each such area on the first day of the month in which nominations are invited
- (v.) In the event that no Branch has been created for a particular Province/Area, nominations may also be received for Representatives from that Province/Area

(b) Voting

- (i.) After receipt of the submitted nominations, the Secretary shall pass on the nominations per branch to the relevant Branches
- (ii.) The Branches will deal with the event where more nominations than available posts have been received and elect according to their By-Laws
- (iii.) For any particular Branch/Area in which the number of nominations does not exceed the number of Representatives to be elected per Branch/Area, indicated on the voting papers, those nominated shall be declared as elected; otherwise they shall be elected from those who received the highest number of votes for such a Branch/Area

- (iv.) Where the number of nominations for a Branch/Area is less than the number of Representatives to be elected per Branch/Area, indicated on the voting papers, the Executive Committee shall appoint additional Representatives from the Corporate Members on the Roll in such a Branch/Area to maintain the number of Representatives at the total specified level
- (v.) In the event that a vacancy occurs in the Council at any time, the Executive Committee shall appoint additional Representatives, giving first preference to Corporate Members resident in the area in which the vacancy occurred.

5.6 Regional Representatives

The Executive Committee can elect:

- (i.) Members, recommended by the Branches, to represent identified Regions and/or to assist Operations Directors in the execution of their responsibilities and
- (ii.) Members, recommended by the Branches, to assist the Technical Directors in the execution of their duties
- (iii.) Their term of office will be the same as that of the Directors but can lag with up to twelve months to support continuity of work

5.7 Affiliate Members of Council

Affiliate Members shall be elected in accordance with the **By-laws on Affiliate, Associate and Graduate Members of Council**

5.8 Associate Members of Council

Associate Members shall be elected in accordance with the **By-laws on Affiliate, Associate and Graduate Members of Council**

5.9 Graduate Members of Council

Graduate Members shall be elected in accordance with the **By-laws on Affiliate, Associate and Graduate Members of Council**

5.10 Secretary and Treasurer

The Secretary and the Treasurer or the Secretary/Treasurer, in the case of a combined post:

- (i.) Shall be nominated by the Executive Committee for every term of office;
- (ii.) Neither an externally appointed Secretary nor Treasurer nor an externally appointed Secretary/Treasurer (as the case may be), shall be voting Members of the Council and/or the Executive Committee;

- (iii.) The Secretary shall further be responsible to publish before the end of the term of office of Elected Members an invitation in the official magazine of the Institute, directed to Corporate, Affiliate, Associate and Graduate Members to submit, within 21 days after the date of the advertisement, nominations for Regional, Affiliate and Associate Council Members respectively
- (iv.) Further responsibilities of the Treasurer and Secretary shall be as described in the **By-laws on Responsibilities**

5.11 Term of Office

The term of office of Elected Members:

- (i.) Shall be two years, commencing and ending at the beginning of the Annual General Meeting held in the year in question
- (ii.) Shall be reduced or extended appropriately should the Annual General Meeting be held more or less than two years after the meeting during which Elected Members were elected
- (iii.) Shall be a part of the term mentioned in clause (i) above should a vacancy occur, in which case the vacancy shall be filled for the rest of the term in the same manner as for the initial appointment, unless stated otherwise in the Constitution for the specific position

CHAPTER 6

6 ADMINISTRATION

6.1 Annual General Meetings

An Annual General Meeting of the Institute shall be held once in every calendar year for Members of the Institute at such place and time as the Executive Committee shall decide. The business of the Annual General Meeting shall be:

- (i.) To confirm the Minutes of the previous Annual General Meeting and to discuss any matter arising there from
- (ii.) To receive and make recommendations on a report that the President shall present on behalf of the Executive Committee on the activities of the Institute since the previous Annual General Meeting, and any recommendations of the Council and the Executive Committee
- (iii.) To receive and make recommendations on any other business referred to the Annual General Meeting by the Council and the Executive Committee.
- (iv.) To consider and make recommendations on any other business of which notice has been given
- (v.) At least one month's notice shall be given of the Annual General Meeting and of the business to be transacted thereat to all Members in good standing
- (vi.) A quorum shall constitute forty Members entitled to vote
- (vii.) At every Annual General Meeting the Treasurer shall present on behalf of the Executive Committee a report on the financial affairs of the Institute and Audited Financial Statements prepared in accordance with Generally Accepted Accounting Practice for the previous financial year (which statements shall be circulated with the notice of the meeting) for information and recommendations

6.2 General Meetings

- (i.) General Meetings other than Annual General Meetings may be held as arranged by the Council or the Executive Committee from time to time, for the Members of the Institute as a whole, or for the Members within a particular Region or Branch or for a particular purpose to make recommendations to Council
- (ii.) The quorum required to constitute a valid General Meeting shall be twenty Members
- (iii.) It shall be competent for any General Meeting to dissolve itself into Committee at any time during the proceedings if a majority of Members present, and entitled to vote, shall so decide.

6.3 Voting

- (i.) Except where otherwise herein provided or otherwise deemed expedient by the Council or the Executive Committee, voting at an Annual or General Meeting shall be by show of hands unless the majority of the Corporate Members present and entitled to vote at a meeting shall decide otherwise, in which case voting shall be by secret ballot

- (ii.) Except as otherwise herein provided, a majority of votes shall decide any business before an Annual or General Meeting
- (iii.) The Chairperson of an Annual or General Meeting shall have, in addition to his/her deliberative vote, a second or casting vote which he/she may at his/her discretion exercise in the event of an equality of votes on any matter
- (iv.) Only a Corporate Member shall be entitled to vote at any meeting or by ballot
- (v.) Where voting by email ballot is prescribed or required in this Constitution or where the Council or the Executive Committee decides that voting by post is desirable, the Secretary shall, apart from the directives in the **By-laws on Voting**, arrange that:
 - An email or a posted voting paper is sent to every Member in good standing and entitled to vote, at least three weeks before the date of return of the votes.
 - The secrecy of the ballot is ensured.
 - Adequate information in explanation of the matter to be determined by ballot, accompanies the email or voting paper.
 - Arrangements are made for the counting of the votes and the announcement of the result in accordance with the directions of the Executive Committee.

6.4 Minutes

The Executive Committee shall cause minutes to be kept of all meetings of the Institute, of the Council, of the Executive Committee, and of all committees.

6.5 Publications

The Executive Committee shall address publications in accordance with the **By-laws on Publications**

6.6 Conferences

The Executive Committee shall have the power to arrange conferences in accordance with the **By-laws on Conferences**

6.7 Funds and Assets

- (i.) All the funds, assets and properties of the Institute, fixed or otherwise, shall be protected and maintained by the Executive Committee on behalf of the Institute.
- (ii.) All cheques drawn on behalf of the Institute or in the case of electronic payments or funds to be transferred from a current account to a savings or investment account shall be signed firstly by the Secretary or the Treasurer or the Secretary/Treasurer and secondly the President or the Deputy President or one of the Vice Presidents.

- (iii.) Notwithstanding the provisions of clause (ii) above, the Executive Committee may by resolution authorise the Secretary or Treasurer or Secretary/Treasurer to sign cheques or do electronic payments or transfers on behalf of the Institute without a second signature of an Officer of the Institute as required in clause (ii) above up to a limited amount as specified in the **By-laws on Finance and Business Structures**
- (iv.) The Executive Committee can delegate the responsibility for the handling of revenue and expenditure in terms of the **By-laws on Finance and Business Structures**
- (v.) The Treasurer shall keep proper account of all monies received and expended and of all assets and liabilities of the Institute.
- (vi.) The Executive Committee shall appoint auditors recognised by the Independent Regulatory Board of Auditors to carry out the annual audit of the accounts of the Institute in accordance with International Standards on Auditing.

6.8 Execution of Deeds

All deeds, documents and writing requiring execution on behalf of the Institute shall be signed by the President and the Secretary, or, in the absence of either or both, by a Member or Members of the Executive Committee as the case may be, duly authorised to sign on its behalf by a resolution of the Executive Committee.

BY-LAWS OF THE INSTITUTE

B1 Affiliate, Associate and Graduate Members of Council

In accordance with [clause 5.7](#), [5.8](#) and [5.9](#) Affiliate, Associate and Graduate Members of Council shall be elected as provided under this by-law:

(a) Affiliate Members of Council

- (i) The Affiliate Members shall be nominated by any Affiliate Member
- (ii) The Affiliate Council Members shall be elected by secret postal ballot issued to all Affiliate Members, but no such ballot shall be held if the number of candidates nominated does not exceed the number stated in **clause 2.1(a)(iii)**, in which case those nominated shall be declared as elected.
- (iii) Where the number of candidates nominated is less than the number stated in **clause 2.1(a)(iii)**, the Executive Committee shall appoint additional Council Members from among the Affiliate Members on the Roll to maintain the number of Council Members at the total specified level.
- (iv) The Secretary shall advertise for nominees in accordance with his/her responsibilities described in [clause 5.10 \(iii\)](#)
- (v) On receipt of the nominations and in the event that more nominations than available posts have been received, the Secretary shall duly prepare and circulate to Affiliate Members in good financial standing a voting paper showing the valid nominations received, the number to be elected and the date by which the voting papers should reach the Secretary, which date shall be at least 21 days after the date of posting.
- (vi) The voting papers and the number of votes for each candidate shall be counted and delivered to the Executive Committee in the manner approved by the Executive Committee, for determination of the membership of the Council after which the Affiliate Members elected shall be notified and generally be made known.
- (vii) In the event that a vacancy occurs in the Council at any time, the Executive Committee shall appoint the additional Affiliate Member required.

(b) Associate Members of Council

- (i) The Associate Members shall be nominated by any Associate Member.
- (ii) The Associate Members of Council shall be elected by secret postal ballot of all Associate Members, but no such ballot shall be held if the number of candidates nominated does not exceed the number stated in [clause 2.1\(a\)\(iv\)](#), in which case those nominated shall be declared as elected.
- (iii) Where the number of candidates nominated is less than the number stated in **clause 2.1(a)(iv)**, the Executive Committee shall appoint additional Council Members from among the Associate Members on the Roll to maintain the number of Council Members at the total specified level.
- (iv) The Secretary shall advertise for nominees in accordance with his/her responsibilities described in **clause 5.10 (iii)**
- (v) On receipt of the nominations and in the event that more nominations than available posts have been received, the Secretary shall duly prepare and circulate to Associate Members a voting paper showing the valid nominations received, the number to be elected and the date by which the voting papers should reach the

Secretary, which date shall be at least 21 days after the date of posting

- (vi) The voting papers and the number of votes for each candidate shall be counted and delivered to the Executive Committee in the manner approved by the Executive Committee, for determination of the membership of the Council after which the Associate Member elected shall be notified and generally be made known.
- (vii) In the event that a vacancy occurs in the Council at any time, the Executive Committee shall appoint the additional Associate Members required.

(c) Graduate Members of Council

- (i) The Graduate Members shall be nominated by any Graduate Member.
- (ii) The Graduate Members of Council shall be elected by secret postal ballot of all Graduate Members, but no such ballot shall be held if the number of candidates nominated does not exceed the number stated in clause **2.1(a)(v)**, in which case those nominated shall be declared as elected.
- (iii) Where the number of candidates nominated is less than the number stated in clause **2.1(a)(v)**, the Executive Committee shall appoint additional Council Members from among the Graduate Members on the Roll to maintain the number of Council Members at the total specified level.
- (iv) The Secretary shall advertise for nominees in accordance with his/her responsibilities described in **clause 5.10 (iii)**
- (v) On receipt of the nominations and in the event that more nominations than available posts have been received, the Secretary shall duly prepare and circulate to Graduate Members a voting paper showing the valid nominations received, the number to be elected and the date by which the voting papers should reach the Secretary, which date shall be at least 21 days after the date of posting
- (vi) The voting papers and the number of votes for each candidate shall be counted and delivered to the Executive Committee in the manner approved by the Executive Committee, for determination of the membership of the Council after which the Graduate Member elected shall be notified and generally be made known.
- (vii) In the event that a vacancy occurs in the Council at any time, the Executive Committee shall appoint the additional Graduate Members required.

B2 Conferences

In accordance with **clause 6.6** the Executive Committee shall attend to conferences in accordance with this by-law:

(a) Attendance

Attendance at conferences or meetings may, at the discretion of the Executive Committee, be either confined to Members of the Institute or to Members and such other persons and bodies as might be in the interest of the Institute

(b) Attendance Fees

The Executive Committee may prescribe fees for attendance at conferences or meetings.

(c) Distinguished Persons

The Council or the Executive Committee may at its discretion invite distinguished or other persons, other than Members of the Institute, to visit or attend any Conference or meeting as the guest of the Institute or to address the Conference or meeting.

B3 Directorates

The By-laws on Directorates provide for the following:

(a) Operations Portfolios

In accordance with clause 2.4(ii) the Institute shall be divided into Portfolios that will attend to all the Operations Portfolios of the Institute as described under this by-law:

- (i) Marketing and Communication
- (ii) Strategic Liaisons
- (iii) Constitution, By-Laws and Ethics
- (iv) CPD and Bursaries
- (v) International Liaison (Southern Africa)
- (vi) Conferences

In accordance with clause 2.4(ii) the operations portfolios as described in (a) above can be subdivided into Sub-portfolios

(b) Technical Divisions

In accordance with clause 2.4(ii) the Institute shall be divided into Divisions that will attend to all the Technical Divisions of the Institute as described under this by-law:

- (i) Building (Structures) and Town Planning
- (ii) Roads, Transportation and Storm Water
- (iii) Water, Sanitation and Environment
- (iv) Computer Applications and Knowledge Base
- (v) Project and Business Management
- (vi) Infrastructure Asset Management
- (vii) Job Creation
- (viii) Training and Skills Development

In accordance with clause 2.4 (ii) the technical disciplines as described in (b) above can be subdivided into Sub-divisions:

(c) Scopes

Scopes per division as follows:

- (i) Theory (Practical Application of Theory)
- (ii) Criteria (Specifications)
- (iii) Practice (Detailing)
- (iv) Options (Technical Options)
- (v) Regulation (Legislation)
- (vi) General

B4 Ethics

In accordance with **clause 3.2** every Member of the Institute shall uphold the dignity of the profession of infrastructure engineering and shall act towards all with whom he/she has dealings in a strictly fiduciary manner as follows;

(a) Conduct

Conduct themselves according to the laws of the country in which they are working.

(b) IMESA Constitution

Conduct their municipal activities in accordance with the Constitution and By-Laws of the Institute.

(c) Competence

Maintain their knowledge and skills at levels consistent with development in technology, legislation and management; apply due skill, care and diligence in rendering municipal services.

(d) Corruption/Misconduct

Neither offer nor accept reward of any kind which in perception or in effect seeks to influence any municipal process whatsoever.

(e) Interests of Society

Uphold the dignity, standing and reputation of the consulting industry, take all reasonable steps to protect life and to safeguard people, and seek solutions that are compatible with the principles of sustainable development and environmental responsibility.

B5 Fees and Benefits

(a) Entrance Fees and Annual Subscriptions

In accordance with **clause 3.1(b)(i.)** the entrance fees and annual subscriptions payable to the Institute shall be amended from time to time by the Executive Committee as stipulated in these by-laws as follows:

- (i) All members of the Institute must pay an entrance fee on becoming a member of the Institute and annual subscription fees as determined by the Executive Committee from time to time.
- (ii) Fee and annual subscription or pro-rata annual subscription shall be payable within two months of notification of admission to membership, failing which the Executive Committee may declare such admission null and void.
- (iii) Annual subscriptions shall be payable in advance on the first day of July in each year, provided that Members admitted after 1 July in any year shall be liable in respect of that year for the pro-rata share of the annual subscription for the remainder of that year adjusted to the next highest Rand
- (iv) A Member whose annual subscription is not paid before 31 December in any year shall after a final reminder notice, be deemed to be not in good standing and, in consequence, not entitled to any of the privileges and benefits of membership, unless he/she responds to such final reminder notice and pays the appropriate subscriptions within 30 days of such final reminder notice.
- (v) Any Member whose annual subscription is not paid within twelve months of due date shall after a final reminder notice, cease to be a Member and by resolution of the Executive Committee his name shall be struck off the Roll
- (vi) The entrance fees and annual subscriptions payable to the Institute (including VAT), as amended from time to time, are as per **annexure "A"**.
- (vii) A Member who is over the age of 70 is exempted from paying any IMESA fees.
- (viii) In terms of a standing Council resolution, entrance fees are waived during the duration of the annual conference to attract new membership.

(b) Restriction of Information and Benefits

In accordance with **clause 3.1(b)(iii.)**, the Executive Committee can decide to differentiate or restrict benefits to Members or to Categories of Members in accordance with these by-laws in order to serve the interests of the Institute:

- In the event that it is brought to the attention of the Executive Committee that the ethics of the institute, as set out in by-law clause B4, has in any manner whatsoever been transgressed by a member, that the member shall return to the institute the IMESA membership certificate that has been issued. (EXCO/COUNCIL 19/04/2013)
- In the event that any category of member which is expelled or called upon to resign voluntarily from the Institute, that the member shall return to the institute the IMESA membership certificate that has been issued. (EXCO/COUNCIL 19/04/2013)

(c) Fee on Re-admittance

In accordance with **clause 3.6**, a person whose membership terminated in accordance with **clause 3.6 (i), (iii)** or temporary expulsion under **(iv)** may be re-admitted to membership on payment of such fees as the Executive Committee may determine under this bylaw, as set out in **annexure “A”**.

(d) Bursaries and Financial Support to Students

In accordance with **clause 3.1(b.)(vi.)**, the Executive Committee can provide bursaries or other financial support to engineering students as guidelines set out in **annexure “A”**.

B6 Finance and Business Structures

The By-laws on Finance and Business Structures provide for the following:

(a) Finance

In accordance with **clause 1.4(v)** the financial year of the Institute shall be the same as for Local Government.

(b) Part-time or Full-time Structures

In accordance with **clause 2.2(b)(ix)** the Executive Committee can establish part-time or full-time structures to attend to the interests of the Institute provided a proper feasibility study has been undertaken to prove the viability of such action, it being stressed that any amendment to the status quo of the part-time or full-time structures of the institute can only be carried out in accordance with **clause 1.3 (b) (ii)** of the constitution.

(c) Authority to Sign

In accordance with **clause 6.7(iii.)**, notwithstanding the provisions of clause (ii), the Executive Committee may by resolution authorise the Secretary or Treasurer or Secretary/Treasurer to sign cheques or do electronic payments or transfers on behalf of the Institute without a second signature of an Officer of the Institute up to a limited amount to be determined by the Financial Committee

(d) Handling of Revenue and Expenditure

In accordance with **clause 6.7(iv.)** the Executive Committee can delegate the responsibility for the handling of revenue and expenditure as described under this by-law in line with **annexure “C” (being drafted)**.

B7 Membership

(a) Admission in Writing

- (i) In accordance with **clause 3.1(a)(i.)** of the Constitution, an individual must apply for admission in writing to the Secretary on a prescribed form as per **annexure “D”** (being drafted).
- (ii) To retain membership, the member must be aware of and comply with all requirements relating to membership fees of the Institute and must provide the Secretary with his/her/its latest postal and email address and include such information as the Secretary may require with regards to qualifications and experience;
- (iii) To retain membership all members must adhere to all the ethical and other requirements set out in the Constitution and by-laws

(b) Designation of Membership

In accordance with **clause 3.4** Corporate Members of the Institute shall, as long as they remain Members, be entitled to use the appropriate titles and letters designating membership of the Institute as follows:

- (i) Honorary Fellow of the Institute: Hon. FIMESA
- (ii) Fellow of the Institute: FIMESA
- (iii) Honorary Member of the Institute: Hon. MIMESA (iv) Corporate Member of the Institute: MIMESA

(c) Sub-Categories under Corporate Membership

In accordance with **clause 4.1** the Institute provides for the following sub-categories under the different categories of Corporate Membership as follows:

- (i) Honorary Fellows and Honorary Members
- (ii) Fellows
- (iii) Professional Members
- (iv) Retired Corporate Members and Fellows

(d) Categories under Non-Corporate Membership

In accordance with **clause 4.2** the Executive Committee may specify further categories and/or sub-category under the main category or categories of Non-Corporate Membership as follows:

- (i) Graduates
- (ii) Students
- (iii) Associates
- (iv) Affiliates
- (v) Retired Non-Corporate Members

(e) Nomination of Members as Honorary Fellow, Honorary Member, Fellow or Retired Fellow (EXCo/Council 16/04/2015)

In accordance with clause 4.1 the process to elevate a member to Honorary Fellow, Honorary Member, Fellow or Retired Fellow the following process should be followed:

- (i) The member is nominated to the Regional Branch Committee in writing by another member, providing a detailed motivation and supporting documentation for the nomination;
- (ii) The Branch Committee confirms that the minimum criteria for nomination are met as per Chapter 4 of the Constitution;
- (iii) The Branch Committee nominates the member to the Executive Committee (for Fellows) or to Council (for Honorary Fellow and Honorary Members) in writing with motivational and support documentation for consideration at the next available Council / Executive Committee Meeting;
- (iv) The Executive Committee considers all nominations made by the various Branch Committees and accept individual nominations by voting in the form of show of hands;
- (v) The Member's nomination is accepted to the relevant position only if a majority vote is received as per item (iv) above;
- (vi) Fellow membership will be approved as per items (iv) and (v); Honorary Fellows and Honorary Members will be put forward to Council for approval/acceptance.

B8 Publications

In accordance with **clause 6.5** the Executive Committee shall address publications in accordance with this by-law:

(a) Conference Proceedings

The Executive Committee shall cause to be published the proceedings of the full conference of the Institute, one copy of which shall be supplied without charge to each Member of the Institute who is in good financial standing with the Institute, and may do the same in respect of any other meeting, conference, symposium or other event.

(b) Monthly Journal

The Executive Committee may, from time to time, cause to be published a monthly or other journal, or any other publication deemed to be in the interests of the Institute and may make a charge therefore.

B9 Regions and Branches

(a) Branches

- (i) In accordance with **clause 2.3 (b.) (ii.)**, to promote the objects of the Institute in any area the Executive Committee may, at its discretion, create Branches of the Institute within such area, provided that written request to that effect has been received from no fewer than ten Corporate Members resident within such area, unless special circumstances require otherwise
- (ii) Such branches shall operate under separate and independent administration and accounting systems, both in terms of their activities and locations
- (iii) As a general principle, the boundaries of a Branch shall conform to national or provincial boundaries, although Council may, in the interest of the Institute, determine other Branch boundaries or may establish more than one Branch per province
- (iv) A Branch shall comprise all Members resident within the Branch area
- (v) In accordance with **clause 2.3 (b.) (iii.)**, the Executive Committee may from time to time allocate to Branches such funds and assistance as it may consider desirable. The annual allocation of funds to Branches as amended from time to time, are scheduled in **annexure "A"**.
- (vi) Each Branch shall appoint local officers and elect a local committee who shall control the activities of the branch with its own independent system of accounting and conduct its own affairs in accordance with the Constitution and such rules as may be approved by the Executive Committee
- (vii) Branch shall function as an independent entity and shall only be subject to the supervision of EXCO in so far as compliance with the Constitution, the rules, ethical matters and the provisions of sub-clause (vi) are concerned
- (viii) Copies of all minutes and financial statements relating to a Branch shall be furnished regularly to the Executive Committee and the Executive Committee shall be kept fully informed of the extent and nature of its activities
- (ix) In accordance with **clause 5.5(a)(ii)** official Branch/Areas of the Institute are:
 - Western Cape
 - Southern Cape / Karoo
 - Eastern Cape
 - Border
 - KwaZulu Natal
 - Free State / Northern Cape
 - Northern Provinces
 - Rest of Africa
- (x) In addition to Branch members being deployed on the Executive Committee of the Institute in terms of **clauses 5.1, 5.2, 5.3 and 5.4**, Branches shall be represented by at least one (1) Regional Member in the Council of the Institute in accordance with **clauses 2.1(a)(ii) and 5.5(a)(ii)&(iv)**. In the event that any particular Branch not being able to nominate any representative, the Executive Committee will co-opt

a representative from another branch who will serve in a caretaker role until such time as the particular Branch is able to nominate a representative.

(b) Regions

In accordance with **clause 2.3(b)(i)** a Branch can identify Regions to be established or disbanded in its area of operation for approval by the Executive Committee.

In order to identify centres of infrastructure engineering activity in South Africa the table below, compiled from the latest SAACE catalogue serves as a guideline. It shows 52 centres (towns/cities) with 3 or more consultant offices. Although these centres cannot necessary be seen as potential IMIESA branches it could be targeted as activity centres (Regions) where a concentration of infrastructure engineering activities exist. These Regions can operate as “sub-branches” that receives special attention from Branches to bridge the gap between centres that are far apart.

The Regions against each branch shall be as per **annexure “E”** (being drafted).

B10 Responsibilities

(a) Responsibilities of the President

In accordance with **clause 5.1(v)** the responsibilities of the President in term of this bylaw shall be as follows:

- (i) To Chair the meetings of Council and the Executive Committee;
- (ii) To communicate, sell and drive the vision, mission, strategic and communication plan of the Institute;
- (ii) To serve as the mouthpiece of the Institute;
- (iii) To facilitate unity and common purpose in the Institute; (iv) To represent the Institute on statutory and other bodies; (v) To promote the objectives of the Institute.

(b) Responsibilities of the Deputy-President

In accordance with **clause 5.2(ii)** the responsibilities of the Deputy-President in term of this by-law shall be as follows:

- (i) To act on behalf of the President in his/her absence
- (ii) To attend to the implementation of the marketing, communication and strategic management strategies of the Institute

(c) Responsibilities of the Operations Vice-President

In accordance with **clause 5.3(vii)** the responsibilities of the Operations Vice-President in term of this by-law shall be as follows:

- (i) Coordination of the work of the Operations Directors
- (ii) Strategic Management;
- (ii) Communication strategies, both internal and external;
- (iii) Establishment and disestablishment of Operations Portfolios

(d) Responsibilities of the Technical Vice-President

In accordance with **clause 5.3(vii)** the responsibilities of the Technical Vice-President in term of this by-law shall be as follows:

- (i) Coordination of the work of the Technical Directors
- (ii) Strategic Planning
- (iii) Professional relations
- (iv) Establishment and disestablishment of Technical Divisions

(e) Responsibilities of the Operations Directors

In accordance with **clause 5.4(ii)** the responsibilities of the Operations Directors in term of this by-law shall be to comment on strategic issues and facilitate the development of the Institute for the disciplines listed under the following Portfolios:

- (i) Marketing and Communication
- (ii) Strategic Liaisons
- (iii) Constitution, By-Laws and Ethics
- (iv) CPD and Bursaries
- (v) International Relations (Southern Africa)
- (vi) Conferences

(f) Responsibilities of the Technical Directors

In accordance with **clause 5.4(ii)** the responsibilities of the Technical Directors in term of this by-law shall be to comment on technical issues and facilitate the development of knowledge resources of the knowledge base of the Institute for the disciplines listed under the following Divisions:

- (i) Building (Structures) and Town Planning
- (ii) Roads, Transportation and Storm Water
- (iii) Water, Sanitation and Environment
- (iv) Computer Applications and Knowledge Base
- (v) Project and Business Management
- (vi) Infrastructure Asset Management
- (vii) Job Creation and Poverty Alleviation
- (viii) Training and Skills Development

(g) Responsibilities of the Secretary

In accordance with **clause 5.10(iv)** the responsibilities of the Secretary in term of this bylaw shall be as follows:

- (i) General supervision of the administration and keeping of records of meetings, activities, membership and any other records required by law
- (ii) Administration of the election of all Elected Members
- (iii) Updating of the Membership Roll

(h) Responsibilities of the Treasurer

In accordance with **clause 5.10(iv)** the responsibilities of the Treasurer in term of this bylaw shall be as follows:

- (i) General supervision of the fiscal affairs of the Institute and the keeping of records thereof
 - (ii) To keep proper account of all Membership Fees and other monies received
 - (iii) Budget and Financial Reports

B11 Voting

In accordance with [clause 6.3 \(v\)](#) where voting by postal ballot is prescribed or required in the Constitution or where the Council or the Executive Committee decides that voting by post is desirable, the Secretary shall apart from the prescription in the above clause be directed by the following:

- (i) Notice of the ballot
- (ii) Communication of the proposed amendment to members
- (iii) The effect of the amendments
- (iv) The format of the ballot papers
- (v) Who will be eligible to vote
- (vi) Proxies
- (vii) Who determines the result
- (viii) How will the result be communicated
- (ix) Who approves the result
- (x) The time frames within which the process shall take place