

CONSULTING ENGINEERS SOUTH AFRICA

BY-LAWS WITH EFFECT FROM 1 JANUARY 2010

1. REQUIREMENTS FOR PRACTICE

A Firm shall not obtain or retain Membership unless it meets the following requirements for practice in fulfilment of Clause 1.2(11) of the Memorandum of Incorporation:

- 1.1 It shall be of such standing and experience as in the opinion of Council entitles it to practise as a firm of consulting engineers and allied professionals.
- 1.2 It shall conduct its activities in such a manner that its membership does not detract from the dignity or standing of the Association.
- 1.3 It shall not share fees nor be in association with any firm whose conduct, in the opinion of Council, conflicts with the Code of Conduct set out in the Memorandum of Incorporation and By-Laws save that, where a client requires the appointment of such firm as well as a Member on the same project, Council may, upon receipt of written application, give permission for the acceptance of such appointment on such terms and conditions as it may determine.
- 1.4 It shall carry professional indemnity insurance in accordance with Clause 12 hereof.
- 1.5 It shall obtain the signatures of a Proposer and Secunder who are both Mandated Principals of Members that do not hold any interest in the firm applying for membership. A Mandated Principal may designate an alternate for this purpose where appropriate, provided this delegation is in writing and is carried out separately in each and every instance.
- 1.6 It may, as an alternative to 1.5, request an interview with a member of Council and/or the Branch Chairman plus one other Registered Principal. Such member of Council and/or Branch Chairman and other Registered Principal may then testify in a format prescribed by Council, to the suitability of the applicant for membership.
- 1.7 It may, as an alternative to 1.5 or 1.6, request an interview with the Membership Committee of Council.

2. ELECTION OF MEMBERS, RETIRED PRINCIPALS AND HONORARY FELLOWS

- 2.1 An application for membership, or to become a Retired Principal, shall be made in writing in such format as shall be approved by Council from time to time.
- 2.2 Where an application complies with all the requirements of the Memorandum of Incorporation, the Membership Committee shall submit the application to the Board established in terms of By-law 10.1.

Should the Board consider the applicant suitable it shall then instruct the Directorate to circulate to each Member of the Association the applicant's name, address and field of activity, and the names of its Mandated Principal and any other principals, indicating that the applicant is recommended for membership or for acceptance as a Retired Principal, and inviting comment from membership to be submitted in writing within two weeks of the circular having been mailed. Should no adverse comment be received within that period the applicant shall be admitted as a Member or a Retired Principal.

- 2.3 Where an application is incomplete or the information provided is not clear or raises doubts or where, upon circulation, an objection or adverse comment is received, the Membership Committee shall call for such additional information as it considers necessary, or may request the applicant to give such additional information or explanation by means of an interview.
- 2.4 In deciding not to admit an applicant as a Member or Retired Principal, the Board shall give the reasons for the

application not complying with the requirements of the Memorandum of Incorporation. The Directorate shall convey this information to the applicant.

- 2.5 The Board shall report to Council at its next meeting on all applications which the Committee has accepted.
- 2.6 Except where an applicant clearly does not comply with the Memorandum of Incorporation, the Board shall not be empowered to refuse any application for membership or for entry in the Register of Retired Principals, but shall refer such application to Council giving reasons why, in the Committee's opinion, the application should be rejected. Council shall then deliberate upon the application and give its decision in terms of the Memorandum of Incorporation.
- 2.7 In the case of the rejection of any application which has been referred to Council by the Board the Directorate shall advise the unsuccessful applicant in terms to be decided by Council for each particular case. Council's decision shall be final.
- 2.8 In the case of the acceptance of an applicant as a Member or Retired Principal, the Directorate shall notify the successful applicant in writing, notifying the successful applicant of the due fee and subscription, if applicable, and of any prescribed undertaking to be signed and returned.
- 2.9 When the Directorate has received the required fee and/or annual subscription and the prescribed undertaking, the Directorate shall enter the applicant's name on the Register of Members or of Retired Principals, as applicable.
- 2.10 Any branch committee or any Member or group of Members may at any time bring a proposal to Council for the appointment of an Honorary Fellow. Such proposal shall be presented in writing to the Director at least two weeks before the date of the Board meeting which precedes the Council meeting at which the proposal is to be considered. The Board shall make its recommendation to Council as to whether or not to appoint the person proposed as an Honorary Fellow and the final decision shall rest with the Council.
- 2.11 The proposal shall be presented in the form of a well reasoned motivation listing the areas in which the proposed person has achieved distinction in his/her professional career as a Consulting Engineer or Allied Professional and/or has rendered distinguished services to the Association and/or to the engineering and/or allied professions.

3. SIGNIFICATION OF MEMBERSHIP

- 3.1 Only the following may be used to signify membership of the Association:
 - 3.1.1 Member Firm : Member Firm - Consulting Engineers South Africa
: Lidfirma - Raadgewende Ingenieurs Suid Afrika
 - 3.1.2 Honorary Fellow : Hon. FCESA
: Ere GCESA
- 3.2 Members must disclose on their letterheads that they are members of the Association.
- 3.3 Council may prescribe an emblem to be known as the Association's emblem. The emblem shall be used on all the Association's stationery so far as is practicable and may be used by any Member on its letterhead and other documents and on any site name board approved by Council.

4. VOTES OF MEMBERS

The number of votes to which a Member shall be entitled in mailed votes shall be the whole number nearest to the value determined from a formula to be determined by Council with the approval of a General Meeting each year and applied to the size of the firm on 1 January each year.

5. SUBSCRIPTIONS

- 5.1 Subscriptions shall be determined by Council with the approval of a General Meeting each year.
- 5.2 The Directorate shall base its calculation of annual subscriptions on the information supplied by the Member in its Annual Declaration, which shall be supplied to the Directorate by 31 January every year. Where the Directorate has not received the Annual Declaration by 31 January, it shall base its subscription calculation on the information used for the previous year's calculation. The amount so obtained shall then be increased by

20% (twenty percent) and the Member invoiced accordingly. If, after receipt of the Annual Declaration, it is found that the amount invoiced was either in excess of or short of the amount determined using the information from the Annual Declaration, the Member's account will be credited or debited, as the case may be, with the necessary adjustment. Such adjustment shall become payable within two months of the date on which the Directorate receives the Annual Declaration.

- 5.3 Should the Member so request, the Directorate shall calculate, subject to the approval of the Board, the annual subscription of a group of Firms as one Member.
- 5.4 The annual subscription of a Retired Principal shall be determined annually by Council with the approval of a General Meeting.
- 5.5 The Directorate shall send out annual subscription invoices to all Members from March onwards every year. The subscription of Members shall become due on the first day of March each year in respect of the following twelve months. The subscription of a newly elected Member for the current year of his election shall be determined pro rata at the time of election.
- 5.6 An Honorary Fellow shall pay no fee or subscription.
- 5.7 If a Member fails to pay its annual subscription within two months of the date of invoice this fact shall be reported to the first Council Meeting following the expiry of the two-month period. Council shall issue a warning to the Member to the effect that, if the Member's account is not paid in full, including interest charges for late payment, within two months of the date of that Council meeting, Council will consider expulsion of the Member. If, after the expiry of the two-month warning period, the Member's account has not been settled in full, the Board may suspend all services to the Member and prepare a report to Council. If, by the date of the next Council Meeting, the Member's account remains unpaid, Council may expel the Member and instruct the Directorate to remove the Member's name from the Register of Members and cause this fact to be published. The Association shall charge interest on late payments of invoices. Such interest shall be calculated from the due date at the Prime Interest Rate being charged by the Association's bankers plus 2 percentage points compounded monthly.

6. CODE OF CONDUCT

See Annexure "A" hereto.

7. DISCIPLINE

- 7.1 A Member shall be responsible for any breach of this Code of Conduct by any of its Principals or other personnel.
- 7.2 When Council reaches the opinion, either of its own initiative or following a report to it by any third party, that a Member or any of its principals or other personnel, or Retired Principal may have transgressed any of the rules of conduct, the Member or Retired Principal shall be informed and a Committee shall be formed to investigate the matter. The Member or Retired Principal shall have full opportunity to state its/his/her case to the Committee who will report to Council for action.
- 7.3 Council, following receipt and consideration of the report of the committee, may discharge or uphold the complaint. If the complaint is upheld Council may terminate or suspend the membership of the relevant Member or Retired Principal or reprimand such Member or Retired Principal or levy a fine not exceeding R10 000 on such Member or Retired Principal payable in such manner as it may determine including the suspension of the payment of the fine subject to such conditions as it may specify.
- 7.4 No resolution in terms of disciplinary measures shall have any operation or effect unless the Member or Retired Principal shall have been given 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.
- 7.5 When Council has acted against any Member or Retired Principal in terms of the requirements of the Memorandum of Incorporation or By-Laws Council shall publish such details of its action as it considers appropriate.
- 7.6 Any Member or Retired Principal which is expelled or called upon to resign voluntarily shall return to Council its Membership Certificate.

8. FORM OF PRACTICE

- 8.1 Members may take any form or structure allowed in law, provided always that the principles of the Memorandum of Incorporation are upheld.
- 8.2 The form of practice must be clearly shown on the Member's letterhead.
- 8.3 Where a Member is a joint practice involving any firm which is not a Member then such firm must comply with this By-law 8.
- 8.4 If a Member's shares are quoted on a stock exchange this shall be disclosed on the firm's stationery.

9. BRANCHES OF THE ASSOCIATION

- 9.1 Branches may be established in centres as approved by Council from time to time.
- 9.2 Branches may be dissolved by Council as it so decides.

10. COMMITTEES OF COUNCIL

- 10.1 Council shall at the first meeting of a new session appoint an Board comprising not less than six and not more than eight members of Council excluding any officers of Council. Council may elect from its members alternates as it may deem fit and such alternates may then attend meetings of the Board.
- 10.2 Council may delegate to the Board such of its powers as Council shall deem fit and the Board shall exercise such powers.
- 10.3 Members of the Board and their alternates shall serve for the session in which they are elected save that Council may terminate the appointment of any Member of the Board or alternate and may elect a new Member to fill a vacancy.
- 10.4 The President shall preside at all meetings of the Board at which he is present. If the office of the President is vacant or if at any meeting the President is not present the Members present shall choose someone of their number to be Chairman of the meeting. This shall normally be, in order, the Deputy President, the immediate Past President or any other Member.
- 10.5 The Board shall meet at least once between consecutive Council meetings or otherwise at such times as it shall from time to time decide.
- 10.6 Committees of Council, other than the Board, shall meet at such times as Council may direct or otherwise as the majority of the members of the committee shall decide.
- 10.7 Committees of Council shall deal only with the business contained in their terms of reference and shall report only to Council save as Council may otherwise decide.
- 10.8 Notice convening any Committee of Council meeting shall be given to committee members, and their alternates where alternates are elected, not later than seven days prior to the date determined for such meeting, provided that if no member dissents meetings may be called at shorter notice in special circumstances and/or by telephonic notice.
- 10.9 Questions arising from any meeting of a Committee of Council shall be decided by a majority of votes and, in case of an equality of votes, the Chairman shall have a casting vote.
- 10.10 The quorum at all meetings of a Committee of Council shall be half the number of Members of such committee or the nearest whole number over unless Council shall otherwise direct.
- 10.11 Council may appoint and dissolve ad hoc committees to investigate any matter and may furthermore consider the payment of fees to the members of such committees.

11. DIRECTORATE

- 11.1 Council shall appoint a Directorate to carry out the day-to-day administration of the Association's affairs. The Members of the Directorate shall be salaried staff and shall hold office at the pleasure of Council. No Member

of the Directorate shall vote at any meeting.

- 11.2 Council shall determine salaries, fringe benefits, conditions of employment, retirement benefits and privileges in respect of each member of the Directorate.
- 11.3 The Directorate shall include a Director who shall bear the title of Chief Executive Officer, South African Association of Consulting Engineers also elsewhere as Executive Director and shall have the status of an Officer of Council. The Chief Executive Officer shall be responsible for the management of the Directorate.
- 11.4 The Chief Executive Officer shall take instructions from Council. He or she may participate in deliberations but may not vote on any matter at a meeting of Council or of the Board. He or she shall be responsible for the general administration of and financial control of the Association's affairs and shall relieve Council and its Committees as much as possible of their respective duties. He or she may represent the Association in discussions with client bodies and outside organisations as Council shall from time to time decide.
- 11.5 The Chief Executive Officer shall act in an advisory capacity to any meeting of Council, the Board or any Committee of Council and shall attend such meetings as Council shall from time to time direct.
- 11.6 Council shall acquire or rent and pay such rent for such offices as are necessary to house the Directorate and shall acquire such office furniture and office equipment as are necessary or beneficial to the efficient discharge of the Association's business.

12. PROFESSIONAL INDEMNITY INSURANCE

- 12.1 Council shall be empowered to recommend to Members of the Association a broker for Professional Indemnity insurance.
- 12.2 Council shall, from time to time determine the minimum Professional Indemnity insurance cover for Members of the Association.
- 12.3 Council shall request proof of Professional Indemnity insurance from a Member at least once per year.

13. OFFICES OF MEMBERS

- 13.1 The Association shall list all offices of Members in the Association's Register of Members, provided that such offices are declared annually to the Association.
- 13.2 An office where at least one professionally registered person is in fulltime superintendence shall be listed in the Association's Register of Members as a fulltime office, and an office where no professionally registered person is in fulltime superintendence, as a satellite office.

14. ACCOUNTS

The Association's financial year shall, unless otherwise decided by Council, end as on the last day of February of each year.

15. ANNUAL DECLARATION

Each year every Member shall submit a declaration signed by the Mandated Principal that the Firm complies with the Memorandum of Incorporation and By-Laws of the Association. The Firm shall state its fields of expertise and provide a schedule of its Principals and other information required by the Directorate on an annual questionnaire.

The Directorate shall send out the Annual Declaration questionnaire on or before 1 December every year. These forms shall be completed by Members and returned so as to reach the Association's office by no later than 31 January. In addition the Directorate shall inform such Members in writing of the consequences of not submitting their Annual Declarations. Any member whose Annual declaration has not been received by 31 March shall not be listed in the Directory. The name of every Member whose Annual Declaration has not been received by 30 April shall be reported to the first Council Meeting following 30 April. Council shall issue a warning to each affected Member to the effect that, if its Annual Declaration has not been received within two months of the date of that Council Meeting, Council will consider termination of its membership. If, after the expiry of the two-month warning period, the Annual Declaration has not been received, the Board may suspend all services to the Member and prepare a report to Council. If, by the date of the next Council

Meeting, the Member's Annual Declaration has still not been received, Council may expel the Member and instruct the Directorate to remove the Member's name from the Register of Members and cause this fact to be published.