



**THE SOUTH AFRICAN INSTITUTE OF
MARINE ENGINEERS AND
NAVAL ARCHITECTS**

CONSTITUTION AND BY-LAWS

SOUTH AFRICAN INSTITUTE OF MARINE ENGINEERS AND NAVAL ARCHITECTS

CONSTITUTION AND BY-LAWS

THE SOUTH AFRICAN INSTITUTE OF MARINE ENGINEERS AND NAVAL ARCHITECTS

Formed 29th November 1974

CONSTITUTION AND BY-LAWS

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Kevin Watson
President of SAIMENA

SOUTH AFRICAN INSTITUTE OF MARINE ENGINEERS AND NAVAL ARCHITECTS

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THE SOUTH AFRICAN INSTITUTE OF MARINE ENGINEERS AND NAVAL ARCHITECTS

PREAMBLE

The South African institute of Marine Engineers and Naval Architects was Formed on 29 November 1974 after a nationwide referendum indicated that a South African Institute was desirable.

All members of the institute of Marine Engineers, London and of the Royal Institution of Naval Architects, London acquired similar grades of membership in the South African Institute.

In terms of Section 14(a) of the Constitution under which the Institute was formed, it was resolved by the council to make certain amendments to the Constitution, particularly to accord with the changes in the structure of Professional Engineering in terms of the Professional Engineers Act, (Act 81 of 1968), including the provision for new non-corporate grades of Companion, Graduate and Student and several other minor changes.

The Constitution was amended was adopted on 17 February 1977 and with the by-laws as revised by the council on 9 February 1979.

The amended Constitution as adopted on 17 February 1977 was further amended by a majority vote of corporate members at a special general meeting called in terms of clause 5.8 of the Constitution on 26 February 1987; particularly to accord with the changes taking place in Professional Engineering including the establishment of the Boards of Control for Professional Technologists (Engineering) and that for Registered Certified Engineers.

The Constitution and By-laws were adopted on 01 October 1987.

The Constitution was amended by a majority vote of corporate members at a special general meeting called in terms of clause 5.8 of the Constitution on 26 September 2001, particularly to accord changes brought about by the Engineering Profession Act (Act no 46 of 2000).

The Constitution hereunder were adopted on 17 October 2001.

The Constitution and By-laws were amended and adopted by a majority vote of corporate members at the Annual General Meeting of 13 Mar 2012 to include the membership grade of "Student".

The Constitution and By-laws were amended and adopted by a majority vote of corporate members at the Annual General Meeting of 24 Mar 2021 to include SARS compliance clauses for NGO Status and the membership grades of "Honorary Recognition" and "Marine Partner".

The Constitution and By-laws were amended and adopted by a majority vote of corporate members at the Special General Meeting of 19 August 2021 to provide for the dissolution of SAIMENA.

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CONSTITUTION

INTERPRETATION AND DEFINITIONS

Except where inconsistent with the context of this Constitution:

The Institute shall mean the SOUTH AFRICAN INSTITUTE OF MARINE ENGINEERS AND NAVAL ARCHITECTS;

The Council shall mean the Council of the Institute as constituted in terms of clause 3 of this Constitution;

Approved, recognised' and acceptable' shall mean approved by, recognised by and acceptable to the Council, unless the context denotes otherwise;

Roll shall mean the Membership Roll of the Institute and the term member shall mean a person whose name is recorded on the Roll irrespective of the grade under which he is registered, but when written Member it shall mean a person whose name is recorded on the Roll in terms of clause 2.6 of the Constitution;

Corporate member shall mean a person whose name is recorded on the Roll in terms of clause 2.2 of the Constitution and Corporate membership shall be construed accordingly;

Professions shall mean the Marine Engineering, and/or Naval Architecture, and/or allied professions;

Words importing the singular number shall include the plural number and vice versa, words importing the masculine gender shall include the feminine, and 'persons' shall include corporations, companies and firms.

The English text of the Constitution shall be the only authorised version.

CONSTITUTION		
	1.	THE INSTITUTE
Name	1.1	The name of the Institute shall be "The South African Institute of Marine Engineers and Naval Architects".
	1.2	The official language of the Institute shall be English.
	1.3	The Administrative Headquarters of the Institute shall be at the discretion of the Council and in the best interest of the membership.
Aims and Objects	1.4	The Aims and Objects of the Institute shall be to advance the science and practice of Marine Engineering, Naval Architecture, Ocean Engineering, Shipbuilding and Ship repairing; and to promote the interest of its members and the maintenance of high standards in the professions in the Republic of South Africa, particularly by:
	1.4.1	Enabling marine engineers, naval architects and their associates to meet, correspond and exchange ideas on current and future developments in marine and allied practice and to discuss possible improvements thereto;
	1.4.2	Publishing and disseminating information on subjects relating to the professions;
	1.4.3	Maintaining and improving the status of the professions;
	1.4.4	Co-operating with educational establishments in the furtherance of education in subjects within the ambit of the Institute; and
	1.4.5	Making suitable comment when necessary on subjects relating to the professions.

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	2.	THE MEMBERSHIP
Membership	2.1.1	The membership of the institute shall consist of Corporate and non-corporate members and the grades of membership shall be as follows: Honorary Fellow, Fellow, Member, and Associate <u>Honorary Recognition and Student</u> , and <u>Marine Partner</u> .
	2.1.2	No person, regardless of qualification, shall be admitted to membership of the Institute unless the Council is satisfied that he is a person whose election would be in the interest of the Institute and the professions in general.
	2.1.3	A person may at any time apply to the Council to be admitted or transferred to any grade, excepting that of Honorary Fellow; but the Council may, at its discretion, refuse or defer such admission or transfer, in which case the person shall be notified accordingly.
	2.1.4	The continuation of a grade of membership is subject to the qualification of the grade being kept.
Corporate Members	2.2	Honorary Fellows, Fellows and Members shall be Corporate members and all other members shall be non-corporate members.
Control of Institute	2.3.1	The control of the Institute shall be vested in its Corporate members who:
	2.3.1.1	shall have the right to vote upon all matters affecting the policy of the Institute, in particular any change in the Constitution and the winding up of the Institute;
	2.3.1.2	may hold office as National (Nat.) Honorary (Hon.) Secretary, National (Nat.) Honorary (Hon.) Treasurer, Vice-President or President.
	2.3.2	The affairs and management of the Institute shall be vested in the Council in accordance with the provisions of clauses 3.1 and 3.10.
Honorary Fellow	2.4.1	An Honorary Fellow shall be a person intimately associated with one or more of the professions whom the Institute desires to honour for exceptionally important services rendered to the professions in general and to the Institute in particular.
	2.4.2	An Honorary Fellow shall only be elected in accordance with the relevant By-Laws and provided the proposed candidate is qualified in accordance with clause 2.5 and its sub-clauses.
	2.4.3	There shall be no more than two (2) Honorary Fellows elected formally by the Council in any one calendar year.
Fellow	2.5	A candidate for admission as, or transfer to Fellow shall be at least thirty (30) years of age, and shall have attained any of the levels of qualification and service as set out in clauses 2.5.1. through 2.5.4, as follows :
	2.5.1	Professional Engineers Act 1968 (Act No. 81 of 1968) (as amended) and the Regulations pursuant thereto, together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification;
		Or
	2.5.2	Being registered as a Professional Technologist (Engineering)

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		with the Board of Control for Professional Technologists (Eng.) established in terms of the Professional Engineers Act 1968 (Act No. 81 of 1968) (as amended) and the Regulations pursuant thereto; and being actively engaged in marine technology, together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification;
		Or
	2.5.3	Being registered as a registered Certified Engineer with the Board of Control for Registered Certificated Engineers established in terms of the Professional Engineers Act 1968 (Act No. 81 of 1968) (as amended) and the Regulations pursuant thereto, by virtue of being in possession of a certificate of competency as Marine Engineer Officer Class 1 (Steam, Motor or Steam and Motor), issued in terms of the Merchant shipping Act 1951 (Act No. 57 of 1951) (as amended) or higher, and the Regulations pursuant thereto; or by virtue of an overseas certificate of competency in marine engineering, of at least equivalent grade (S.T.C.W. Chief Engineer, greater than 3000 kW propulsion power), recognised by Council, together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification;
		Or
	2.5.4	Being a South African Navy applicant and holding at least the following qualifications:
	2.5.4.1	The commissioned rank of Lieutenant-Commander; and
	2.5.4.2	installed power of not less than 3000 kW, together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification; and
	2.5.4.3	Holding a National Higher Diploma in Mechanical Engineering, or equivalent South African or overseas engineering qualification; and
	2.5.4.4	Being registered with a Board of Control established in terms of the Professional Engineers Act 1968 (Act No. 81 of 1968) (as amended), and the Regulations pursuant thereto.
Member	2.6	A Candidate for admission as, or transfer to Member shall be at least twenty-three (23) years of age, and shall have attained any of the levels of qualification and service as set out in clauses 2.6.1 through 2.6.4, as follows:
	2.6.1	Qualification as Marine Engine Officer Class 1 (Steam, Motor or Steam and Motor), in terms of the Merchant Shipping Act 1951 (Act No. 57 of 1951) (as amended) or higher, and the Regulations pursuant thereto; or holding an overseas certificate of competency in marine engineering, of at least equivalent grade (S.T.C.W. Chief Engineer, greater than 3000 kW propulsion power), recognised by Council; together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification;

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		Or
	2.6.2	Qualification with a BSc. Eng. / B.Eng. (4 years) together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification; Or
	2.6.3	Qualification with M.Dip. Tech. / B.Tech. (Eng.) together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification; Or
	2.6.4	Being a South African Navy applicant and holding at least the following qualifications:
	2.6.4.1	The commissioned rank of Lieutenant-Commander; and
	2.6.4.2	installed power of not less than 3000 KW; together with three (3) years service in a marine environment deemed acceptable by Council credited from not earlier than the date of attaining the academic qualification, and
	2.6.4.3	Holding a National Higher Diploma in Mechanical Engineering or equivalent South African or overseas engineering qualification.
Associate	2.7.1	A candidate for admission to Associate shall be at least eighteen (18) years of age, possess a standard of general education as prescribed by the Council and shall be a person who, in the opinion of the Council, is likely to further the objects and purposes for which the Institute is constituted and shall be, or intend to be engaged in Marine Technology (engineering).
	2.7.2	An Associate may not be an Office-bearer on the Council.
Student	2.7.3	At the time of election a Student shall be a bona fide student or Cadet being educated at a university, university of technology or other approved institution of tertiary education, with the object of qualifying for the practice of marine engineering or naval architecture.
	2.7.4	Student members shall not have voting rights. Student members will be entitled to table matters at meetings of the Institution. Student members shall be non -corporate members.
<u>Honorary Recognition</u>	<u>2.7.5</u>	<u>Honorary Recognition may be bestowed upon a person intimately associated with one or more of the professions whom the Institute desires to honour for exceptionally important services rendered to the professions in general and to the Institute in particular.</u>
	<u>2.7.6</u>	<u>Subject to approval by Council, an existing Member or Associate may also be granted Honorary Recognition where it is 100% agreed by Council that such member has rendered exceptionally important services to the profession in general and to the Institute in particular. The existing member retains his rights as associated with his membership grade before Honorary Recognition is bestowed.</u>
	<u>2.7.7</u>	<u>An Honorary Recognition recipient is not subject to SAIMENA membership fees.</u>

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	<u>2.7.8</u>	<u>An Honorary Recognition recipient is not a Corporate member, unless the member was an existing Member of SAIMENA. see 2.7.6.</u>
Marine Partner	<u>2.7.9</u>	<u>A Marine Partner member is a company or organisation that is part of the marine industry or is a supplier of equipment or services to the marine industry. Subsidiary companies or divisions of major companies may be Members in their own right.</u>
	<u>2.7.10</u>	<u>Each Marine Partner Member is entitled to nominate a representative to voice the views of the Company at meetings of the Institution. The Marine Partner shall not have voting rights.</u>
	<u>2.7.11</u>	<u>SAIMENA Marine Partner members shall be non -corporate members.</u>
Notifications to Applicants	2.8.1	A candidate for admission to membership of the Institute or for transfer to another grade of membership shall be duly notified in writing by the Nat. Hon. Secretary of the Institute of the decision of the Council regarding his application; and
	2.8.2	Such decisions of the Council shall be final and the Council shall not be obliged to furnish reasons for its decision so arrived at; however
	2.8.3	Notwithstanding the provisions above, a candidate may reapply for admission or transfer if changes in his circumstances warrant reconsideration of his application.
Membership Certificate	2.9.1	Every member shall be entitled to a certificate showing the grade of membership to which he has been admitted.
	2.9.2	All such certificates shall remain the property of the Institute.
	2.9.3	In the event of any holder ceasing to be a member, except by decease, the Council may require the return of his certificate to the Institute.
Ethics and Professional Conduct	2.10	Every member of the Institute shall:
	2.10.1	Order his conduct so as to uphold the dignity, standing and reputation of the professions;
	2.10.2	Regulate his conduct towards those with whom his work is connected and towards his fellow members, in a manner consistent with the highest traditions of the professions, and
	2.10.3	Discharge his duties to his employer(s) and/or client(s) in an efficient, competent and strictly professional manner and with complete integrity.
Disciplinary Powers	2.11	The Council shall have the power to take disciplinary action against any member.
Expulsion	2.12.1	The Council may expel a member whose continued membership would in its opinion be contrary to the interest of the Institute and/or who is guilty of unethical conduct contrary to the provisions of clause 2.10, provided that:
	2.12.1.1	The matter has been submitted to a meeting of the Council of which due notice has been given; and
	2.12.1.2	Not less than two-thirds (2/3) of the Corporate members present agree to such expulsion.
	2.12.2	A member whose expulsion is under consideration shall be advised by registered letter of the charges or complaints

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		against him and of the date of the meeting of the Council at which the charges or complaints against him will be heard.
	2.12.3	Such registered letter shall be posted at least twenty-one (21) days before the date of the meeting.
	2.12.4	Such member shall be entitled to be present in person at such meeting or, alternatively, shall be entitled to submit to the Nat. Hon. Secretary of the Council, in writing, his defence to the charges or complaints, provided that such written submission is received seven (7) days before the date of the meeting.
	2.12.5	The name of a member who has been expelled shall be removed from the Roll and the Council shall have power to publish the fact in the publications of the Institute.
Resignation	2.13.1	A member may resign from the Institute by sending his written resignation to the Nat. Hon. Secretary together with payment of any monies due.
	2.13.2	Any person who has resigned may however be readmitted to membership at the discretion of the council on payment of such fees as the Council may decide upon and subject to clauses 2.14.1 and 2.14.2.
Readmission to Membership	2.14.1	The Council may readmit or reinstate to membership in any appropriate grade, under such conditions and in accordance with such By-Laws as Council may determine, any person whose membership has terminated from any cause, provided that Council is satisfied that such readmission or reinstatement would be in the interest of the Institute; and
	2.14.2	The Council may also decide to refuse admission in any particular case without assigning any reason.
Exclusion from Membership	2.15.1	A member whose annual subscription is not paid by the date stipulated in the relevant By-Law shall cease to be in good standing and shall no longer be entitled to exercise the rights and privileges of membership; and
	2.15.2	He may be excluded from membership in terms of the relevant By-Law should his subscription remain unpaid during the period allowed.
Forfeiture of Rights	2.16	Cessation of membership of the Institute shall entail forfeiture of rights, title and interest in the funds, property and assets of the Institute.
Liability of Members	2.17	The liability of members for the debts and engagements of the Institute is limited to the amount of unpaid subscriptions.
Letters of Designation	2.18.1	A member of the Institute, in good standing, shall be entitled to use the following letters designating his grade of membership of the Institute:
		Honorary Fellow : Hon FSAIMENA Fellow : FSAIMENA Member : MSAIMENA Associate : ASAIMENA <u>Student: no designation granted</u> <u>Honorary Recognition: HonR SAIMENA</u>
	2.18.2	No member shall adopt, or describe himself by any description or abbreviation other than the authorised designation above to indicate his grade of membership in the Institute as entered on

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CONSTITUTION		
		the Roll.

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	3.	MANAGEMENT AND CONTROL
Management	3.1	Subject to the Constitution and in conformity with the relevant By-Laws, the affairs and management of the Institute shall be vested in the Council whose members shall be elected as hereinafter provided and shall serve on the Council until their successors have been elected and have taken office.
Corporate Members of Council	3.2	The Council shall consist of the following Corporate members:
	3.2.1	Office-bearers: The President; Two (2) Vice-Presidents; The Immediate Past President; The Nat. Hon. Secretary; and The Nat. Hon. Treasurer; and No member of the Institute other than the six (6) designated in this clause shall be termed an Office-bearer of the Institute.
	3.2.2	Council members: Six (6) Fellows; Two (2) Members; and
	3.2.3	Chairmen of Branches: The Chairman of any Branch formed under clause 3.10.8.
	3.2.4	Past Presidents: Those Past Presidents who, on invitation of the Council, have signified in writing by the date of the Council Meeting immediately preceding the Annual General Meeting, their willingness to serve the Council in any office for the ensuing year.
	3.2.5	Co-opted members: The Council may co-opt, as deemed necessary, by unanimous vote of those present and voting at an ordinary Council Meeting, not more than two (2) additional Corporate members to the Council, who shall have the privileges and responsibilities of elected Council members and shall serve on the Council for the year in which they are co-opted only; and whose names shall be communicated to all the members.
Non-corporate Members of the Council	3.3	In addition to the Corporate members specified, there may be elected to the Council not more than two (2) members from the grade of Associate, who will have full voting rights.
Election of Office-bearers	3.4.1	The President, Vice-Presidents, Nat. Hon. Secretary and Nat. Hon. Treasurer, who are to hold office for the period between the Annual General Meetings, shall be elected by the Council and their election shall be communicated to members prior to the Annual General Meeting.
	3.4.2	Candidates for election to the office of President and Vice-President shall be Fellows and shall each be nominated by at least five (5) Corporate members of Council.
	3.4.3	In the event of more than one candidate being nominated for any office, a secret ballot of the whole Council shall be held, otherwise the nominated candidate shall be declared duly elected.
	3.4.4	Should a ballot held in the Council not result in any candidate

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		receiving more than fifty (50) percent of the votes of the entire Council, a secret postal ballot of all the Corporate members shall be held; and the names of elected officers shall be communicated to members prior to the Annual General Meeting.
	3.4.5	The President shall normally, but not necessarily, be elected from those who are or have been Vice-President and Vice-Presidents shall be elected from Fellows; but no Fellow shall be eligible for election to either of these two offices unless he has previously served for a period of at least one (1) year on the Council.
Nomination and Election of Members of Council	3.5.1	The procedure for the nomination and election of Corporate and Non-Corporate members to serve on the Council shall be as set out in the By-Law B4.
	3.5.2	The Corporate members of the Council shall be elected by postal ballot by Corporate members of the Institute only.
	3.5.3	Non-Corporate members of Council shall be elected by a similar ballot, by the Non -Corporate members of the Institute only.
Terms of Office and Retirement of Members of the Council	3.6.1	The President and two (2) Vice-Presidents shall each hold office in his respective capacity for one (1) year only and the Nat. Hon. Secretary and Nat. Hon. Treasurer shall each hold office in his respective capacity for two (2) years, but all shall be immediately eligible for re-election to the same or any other office; excepting that
	3.6.1.1	No President shall be elected as President for more than two (2) consecutive years unless exceptional circumstances warrant such election; and
	3.6.1.2	No Vice-President, Nat. Hon. Secretary or Nat. Hon. Treasurer shall be re-elected to the office of Vice-President, Nat. Hon. Secretary or Nat. Hon. Treasurer respectively for more than four (4) consecutive years.
	3.6.2	Office-bearers may serve for seven (7) consecutive years on the Council, subject to their remaining Office-bearers, but they shall, however, retire from the Council after seven (7) consecutive years in any capacity.
	3.6.3	No elected member of the Council, other than Office-bearers, shall serve on the Council for more than three (3) consecutive years.
	3.6.4	Three (3) Fellows, one (1) Member and one (1) Non-Corporate member shall retire each year in rotation, but shall be eligible for re-election, subject to clause 3.6.3.
	3.6.5	As between members of the Council who were appointed at the same time, those who retire (unless they otherwise agree amongst themselves) shall be determined by lot.
	3.6.6.1	Members retiring from the Council in terms of clause 3.6.2 or 3.6.3 shall not be eligible for re-election until at least one (1) year has elapsed; and
	3.6.6.2	For the purpose of this clause service as a co-opted Corporate member for less than one (1) year shall be disregarded.

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Casual Vacancies on Council	3.7.1	The Council is empowered to fill any vacancy on Council, and
	3.7.2	A member so appointed shall have the privileges and responsibilities of an elected member and serve on the Council for the remaining portion of the year only.
Forfeiture of Council Membership	3.8	If any member of the Council shall –
	3.8.1	Be an un-rehabilitated insolvent; or
	3.8.2	Be a minor or any other person under legal disability; or
	3.8.3	By notice in writing to the Nat. Hon. Secretary have resigned his office; or
	3.8.4	Be a person removed from an office of trust on account of misconduct; or
	3.8.5	Be a person who has at any time been convicted (whether in the Republic or elsewhere) of theft, fraud, forgery or uttering a forged document, perjury, an offence under the Prevention of Corruption Act 1958, or any offence involving dishonesty and has been sentenced therefore to imprisonment without the option of a fine or to a fine exceeding R100; or
	3.8.6	Without leave of the Council absent himself either from three (3) consecutive meetings of Council or from more than one-half of the meetings of Council held in any one year without due cause; or
	3.8.7	From any cause cease to be a member; he shall, ipso facto, vacate his office as a member of the Council.
Indemnity	3.9.1	Each member of the Council shall be accountable only in respect of his own act and shall not be accountable for any acts done or authorised to which he is not a party, whether directly or indirectly; and
	3.9.2	No member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, manner or thing done, or authorised, being done in good faith for the benefit of the Institute, although in excess of his legal power.
Powers of Council	3.10	For the efficient administration, function and in the interest of the Institute, the Council shall be empowered to do the following:
	3.10.1	Frame By-Laws which shall not be inconsistent with the Constitution, provided that such by-laws are approved by not less than two-thirds (2/3) of the Corporate members present at the Council Meeting called for such a purpose; and have been circulated to members of the Council prior to the Meeting.
	3.10.2	Make amendments to the By-Laws of the Constitution at a Council Meeting specifically called for the purpose, provided that such amendments shall be agreed upon by not less than two-thirds (2/3) of the Corporate members present; and have been circulated to members of the Council prior to the Meeting.
	3.10.3	Delegate certain of their powers or discretions to Committees appointed in accordance with the by-laws in respect of which:
	3.10.3.1	The Chairmen shall be members of the Council, and the President, where not a Chairman, shall be an ex-officio member;
	3.10.3.2	Any Committee formed to consider changes or amendments to

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		the Constitution or the By-Laws shall consist solely of Corporate members; and
	3.10.3.3	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any rules or regulations that may be imposed by the Council.
	3.10.4	Control and administer all finance with particular reference to assets, fees and subscriptions, etc.
	3.10.5	Appoint and remunerate such officers and servants as deemed necessary for the efficient management of the Institute, to hold office for a period determined by the Council and perform such duties, as the Council shall set forth.
	3.10.6	Take, in any emergency, any action deemed necessary in the best interest of the Institute and not specifically covered by the Constitution and / or By-Laws.
	3.10.7	In case of doubt, furnish such interpretation as to the meaning and import of any portion of the Constitution and By-Laws as shall be binding upon the members.
	3.10.8	Establish Branches of the Institute in areas or centres where sufficient members or present and potential members are resident.
	3.10.9	Take disciplinary action against any member in accordance with clause 2.10.
Branches Incorporation of Compatible Institutions	3.10.10	Cause minutes to be kept of the Proceedings of all Meetings of the Institute.
	3.11.1	Local Branches established in pursuance of clause 3.10.8 shall make every effort to promote the activities, improve the image, raise the professional standards and increase the membership of the Institute in their respective areas / centres.
	3.11.2	Each Branch shall be conducted in accordance with the Constitution, By-Laws and the Branch Rules. Such Branch Rules and any amendments thereto shall be approved by the Council before becoming operative.
	3.11.3	Any member of Council not a member of a Branch Committee shall have the right to attend meetings of the Committee but shall have no voting power at such meeting.
	3.12	The Council may, subject to the membership requirements of the Institute and upon receipt of a request to that effect from any organisation with objects compatible with those of the Institute, arrange for the incorporation of such an organisation in this Institute on such terms and conditions as may be agreed upon, provided that any such incorporation shall be sanctioned only if seventy-five (75) percent or more of the Corporate members voting in person and by proxy, vote in favour of such an incorporation at Special General Meetings convened for the purpose at all Branches of this Institute.
Provision for Dissolution of the Institute	3.13	Should the circumstance arise requiring the dissolution of the Institute it shall be voted upon at an Annual General Meeting or a Special General Meeting convened for this purpose.
	3.13.1	The intent to dissolve the Institute shall be voted upon as per the requirements for Constitution Amendments procedure described in 5.8.

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	3.13.2	The organisation may be dissolved if the required number of members present and voting, at a meeting convened for the purpose of considering such a matter, vote in favour of closing down.

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	4.	FINANCE
Legal Standing	4.1.1	The Institute shall be capable in its own name of suing and being sued and of purchasing or otherwise acquiring, holding and alienating property, movable or otherwise, or any interest therein.
	4.1.2	All assets and property of the Institute, both movable and immovable, shall be vested in and registered in the name of the Institute to the exclusion of its members and the Institute shall have perpetual succession notwithstanding any change in the number or identity of its members.
	4.1.3	In any legal proceedings by or against the Institute, the Council shall in its capacity as such act as the Institute in all matters necessitated by such legal proceedings.
Assets Payment	4.2.1	All funds, property and assets of the Institute shall be controlled by the Council in office in the interest of the Institute. True accounts shall be kept of all monies received and expended by the Institute and of the assets and liabilities of the Institute.
	4.2.2	The Council or any Committee appointed by it shall have the power to purchase or sell, lease, mortgage or pledge or otherwise deal with all the Institute's property for the purpose of raising or borrowing money for the benefit of the Institute, or of investing the Institute funds.
Payments	4.3.1	No sum of money exceeding R5000 (Five thousand Rand) shall be paid out except by resolution of the Council or the duly appointed Executive or Financial Committee.
	4.3.2	The Council shall nominate and duly authorise four (4) persons to be signatories on behalf of the Institute for all cheques and other instruments of payment, one of who shall be the Nat. Hon. Treasurer.
	4.3.3	At least two (2) of the persons nominated shall be members of the Council.
	4.3.4	All cheques or other instruments of payment drawn on behalf of the Institute shall be signed by two (2) authorised members, one of whom shall be the Nat. Hon. Treasurer, unless otherwise authorised by the Council.
Auditors	4.4.1	The accounts of the Institute shall be audited at least once a year by an auditor, who shall be appointed for the ensuing year by the members at each Annual General Meeting; and
	4.4.2	No member or officer of the Institute shall be eligible for the position of auditor and, should any casual vacancy occur in the office of the auditor, a suitable person nominated by the Council shall fill it.
SARS Requirements	<u>4.5.1</u>	<u>the Institute shall not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;</u>
	<u>4.5.2</u>	<u>the Institute shall utilise substantially the whole of its funds for the sole or principal object for which it has been established;</u>
	<u>4.5.3</u>	<u>no member of the Institute shall directly or indirectly have any personal or private business interest in Institute;</u>
	<u>4.5.4</u>	<u>the Institute shall ensure that substantially the whole of the</u>

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		<u>activities of the Institute is directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;</u>
	<u>4.5.5</u>	<u>the Institute shall not have a share or other interest in any business, profession or occupation which is carried on by its members.</u>
	<u>4.5.6</u>	<u>the Institute shall not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule of the Income Tax Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.</u>
	<u>4.5.7</u>	<u>The Institute shall ensure that substantially the whole of the entity's funding is derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere.</u>
	<u>4.5.8</u>	<u>The Institute will comply with such reporting requirements as may be determined by the SARS Commissioner from time to time; and</u>
	<u>4.5.9</u>	<u>the Institute shall not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Income Tax Act.</u>
Marine Partner benefits	<u>4.6.1</u>	<u>Marine Partner Members will be entitled to the following benefits:</u>
		<u>a. They will receive notices of all SAIMENA meetings and seminars held in their area.</u>
		<u>b. They may send the nominated numbers of delegates to all SAIMENA organised functions (including those organised by the Branches) at Member rates. The permissible number of delegates are as follows: Small MP – 2 delegates, Medium MP – 4 delegates, Large MP – 8 delegates.</u>
		<u>c. They will receive copies of each issue of the Two Oceans Journal and one copy of conference proceedings that are published.</u>
		<u>d. They will receive a 10% discount on company adverts placed in the Two Oceans Journal.</u>
		<u>e. A list of Marine Partner Member will be published in the Institution's journal.</u>
		<u>f. They will receive a Membership Certificate from SAIMENA.</u>
		<u>4.6.2</u>
		<u>a. Each Marine Partner Member is entitled to nominate a representative to voice the views of the Company at meetings of the Institution. The Marine Partner shall not have voting rights.</u>
		<u>b. The nominated representative of Marine Partner Members will be invited to Institution and Branch AGMs with the object of voicing the views of their organisations.</u>
	<u>c. SAIMENA Marine Partner Members' representatives will also be invited to discussions of specific subjects in meetings.</u>	

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		<u>of Council, its committees or Branch committees at the discretion of each chairperson.</u>

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	5.	MEETINGS OF THE INSTITUTE
Venue	5.1	The meetings of the Institute shall be held wherever it is considered acceptable to the Council.
Times & Dates of Meetings (Ordinary and Annual General)	5.2.1	Ordinary General Meetings of the Institute shall be held at times and on dates decided by the Council.
	5.2.2.1	The Annual General Meeting of the Institute shall be held on a date decided by the Council, to receive and consider the Report of Council, the audited Income and Expenditure Account and the Balance Sheet, the Report of the Honorary Chairman of the Committee of Scrutineers on the election of Council members, if deemed necessary, and to conduct such other business as the Council may decide, subject to the limitations of this Constitution and By-Laws; and
	5.2.2.2	Such Annual General Meeting shall be held not later than the end of March of each year.
Special General Meetings	5.3.1	The President may at any time convene a Special General Meeting and only such business as that specified on the convening notice shall be transacted; and
	5.3.2	A Special General Meeting shall be convened when necessary in terms of clause 5.8 and in the manner so prescribed therein.
Informal Meetings	5.4	The President may, either directly or by means of a specially appointed Committee, arrange for Informal Meetings of members of the Institute to be held.
Notice of Meetings	5.5	Notices convening Ordinary General Meetings and Annual or Special General Meetings shall be sent to members not less than ten (10) days and fourteen (14) days respectively, prior to the dates of such meetings.
Omission of Notice of Meetings	5.6	The accidental omission to give notice of any Meetings of the Institute to any Corporate member shall not invalidate any resolution passed at such meeting.
Voting by Proxy	5.7.1	A Corporate member unable to be present at any Special General Meeting may vote by proxy; the person appointed as proxy shall be a Corporate member of the Institute and such appointment shall be duly made in writing and signed.
	5.7.2	A Corporate member wishing to vote by proxy at a Special General Meeting shall lodge a duly completed and signed proxy in the prescribed form with the Nat. Hon. Secretary not later than forty-eight (48) hours before the time for the holding of the Special General Meeting.
Amendments to the Constitution	5.8	Alterations in or additions to the Constitution may be made only in the manner stated hereunder:
	5.8.1	No less than three (3) Corporate members shall give written notice to the Council of their intention to move at any Annual or Special General Meeting certain amendments and shall specify the same in such notice;
	5.8.2	Upon receipt of such notice the President shall, if no Annual General Meeting is imminent, convene a Special General Meeting of members by giving twenty-eight (28) days notice thereof specifying at the same time the reasons for the meeting;
	5.8.3	Any notice convening the Annual General Meeting or a Special

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		General Meeting, as the case may be, shall specify the proposed amendments and advise of the intention to move such amendments at the meeting;
	5.8.4	The proposed amendments to the Constitution shall be made only if seventy-five (75) percent or more of the Corporate members voting in person and by proxy at such an Annual General Meeting or Special General Meeting vote in favour of such amendments.
	<u>5.8.5</u>	<u>the SAIMENA Council will submit any amendment of the constitution or written instrument of the entity to the SARS Commissioner within 30 days of its amendment;</u>
Legal Adviser	5.9.1	At each Annual General Meeting an Honorary Legal Adviser shall be appointed for the ensuing year.
	5.9.2	No member, officer or servants of the Institute shall be eligible for the position of Honorary Legal Adviser, and
	5.9.3	Should any casual vacancy occur in the office of the Honorary Legal Adviser, it shall be filled by a suitable person nominated by the Council.
Dissolution Method	5.10	The Institute shall as part of its dissolution transfer its assets to—
	5.10.1	another entity approved by the SARS Commissioner in terms of this section; or
	5.10.2	a public benefit organisation approved in terms of section 30 of the Income Tax Act; or
	5.10.3	an institution, board or body which is exempt from tax under section 10(1)(cA)(i) of the Income Tax Act; or
	5.10.4	the government of the Republic in the national, provincial or local sphere.

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<p>These By-Laws are framed in terms of clause 3.10 of the Constitution and the interpretation and definitions embodied in the preamble to the Constitution shall also apply to the By-Laws. <i>The By-Laws are numbered from B1 onwards.</i></p>		
	B1.	ADMISSION TO MEMBERSHIP
Admission or transfer by Council	B1.1	The admission or transfer of candidates to any grade of membership of the Institute shall be approved by the Council but shall have no force or effect until the appropriate fees have been paid.
Associate, Member or Fellow Transfer	B1.2.1	A candidate for admission to membership shall be proposed by two (2) Corporate members having personal knowledge of the candidate's character, qualifications and experience and shall be seconded by two (2) more Corporate members, to whom the candidate should be known personally or by repute, save as is provided for in By-Law B1.5.1 and B1.5.2.
	B1.2.2	The candidate shall forward his application on the form prescribed by the Council and accompanied by any necessary supporting documents, directly to the Nat. Hon. Secretary of the Institute.
	B1.2.3	The Council shall consider the application and supporting data in terms of the Constitution and By-Laws.
	B1.2.4	The Council may require any candidate to present himself for an interview regarding his application with a panel of assessors appointed by the Council.
	B1.2.5	If the Council decides that the applicant appears suitable for any particular grade of membership, the name of the candidate together with relevant details shall be published in the notice convening an Ordinary or Annual General Meeting of the institute.
	B1.2.6	During a period of fourteen (14) days from the date of such publication it shall be incumbent upon any member to communicate by letter to the Nat. Hon. Secretary any information whatsoever which will assist the Council when considering the application.
	B1.2.7	The Council shall consider any communications received (By-Law B1.2.6) and shall reconsider the application in the light of any information received and shall then decide the grade of membership, if any, to which the candidate shall be admitted.
	B1.2.8	The names of those candidates admitted shall be communicated to all the members.
Marine Partner Membership	<u>B1.2.9</u>	<u>Applications for SAIMENA Marine Partner Membership shall be made on the prescribed form and signed by an authorised official of the company.</u>
Transfer	B1.3.1	In the event of a member acquiring such additional qualifications as are considered by the Council as necessary for transfer to a higher grade of membership, such members may make application to the Council for transfer to any appropriate higher grade except the grade of Honorary Fellow.
	B1.3.2	By-Laws and subsections shall, mutatis mutandis, apply to

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		the transfer of a member from one grade to another in like manner as they apply for admission to membership.
	B1.3.3	Exemption of application requirements a. The Council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of By-laws as regards the Institution membership of the referees for students. b. In such case, candidates shall assist the Council by submitting the names of suitable persons, preferably engineers, who can vouch for character, qualifications and experience and with whom the Council may communicate.
Election of Honorary Fellow	B1.4.1	Honorary Fellows shall only be elected in accordance with the provisions of this By-Law.
	B1.4.2	A member of the Council wishing to propose a candidate for Honorary Fellowship shall, in the first instance, make his proposal privately and in person to the President.
	B1.4.3	The President shall thereafter discuss the proposal with the Office-bearers, disclosing at his discretion the identity of the proposer. If the proposal is approved at this stage, the President will then arrange for the proposer to give the necessary notice of motion at an appropriate Council Meeting.
	B1.4.4	At the next ensuing Council Meeting, the proposer shall formally move the election of the candidate as an Honorary Fellow, provided a citation setting out the reason for the election is included in the notice convening the meeting.
	B1.4.5	The election shall be by ballot and if a candidate receives the support of not less than eighty-five (85) percent of all Corporate members of the Council, the candidate shall be duly admitted.
	B1.4.6	The name of every candidate elected to this grade of membership shall be announced at the subsequent General Meeting (Ordinary or Annual) and published in the publications of the Institute.
Exemption in Respect of Signature	B1.5.1	The Council may, at its discretion, waive the requirements of By-Law B1.2.1 as regards the required signatures of Corporate members if a candidate is prevented from obtaining the specified number of sponsors for his application, either by reason of his place of residence or for any other valid reason beyond his control.
	B1.5.2	In such case, the candidate should assist the Council by submitting the names of suitable persons, preferably marine engineers or naval architects with whom the Council may communicate and who could vouch for his character, qualifications and experience.
Readmission or Reinstatement (Membership)	B1.6.1	A candidate for readmission or reinstatement to membership under clauses 2.14.1 and 2.14.2 of the Constitution may be readmitted either by readmission or by reinstatement as decided by the Council.
	B1.6.2	The readmission or reinstatement shall have no force or effect until the appropriate fees have been paid.

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	B1.6.3	A readmitted member shall in effect be a new member and his period of membership shall be from the date of his readmission.
	B1.6.4	The membership of a reinstated member shall be deemed to have been continuous and shall be from the date of his earlier admission to membership.
	B1.6.5	Before an application for readmission or reinstatement is considered by the Council, the candidate shall make a new application in the customary manner, providing the signatures of the full number of proposers and seconders laid down in By-Law B1.2.1.
	B1.6.6	The application shall be processed and considered in terms of the relevant clauses, By-Laws and standards for education and experience applicable at the time the candidate's application for readmission is considered.
	B1.6.7	The Council may, however, in any particular case and by special resolution, waive any or all of the requirements referred to in By-Laws B1.6.5 and B2.5.4.
	B2.	FEES AND SUBSCRIPTIONS
Entrance Fees and Subscriptions	B2.1	All members shall pay entrance fees and subscriptions as prescribed in Schedule 1 and 2 of these By-Laws.
Annual Subscriptions	B2.2	Annual Subscriptions shall become due on the 1st April in each calendar year.
Payment of Fees and Subscriptions	B2.3.1	The entrance fee and the first Annual Subscription or part thereof, as the case may be, shall be due by the candidate on receipt of the notice (clause 2.8) advising him of the success of his application.
	B2.3.2	Payment of amounts due must be made within one (1) month from the date of the said notice.
	B2.3.3	If payment is not made within this period, the application shall lapse and the Council shall not consider such application again until at least six (6) months after the date by which the amounts should have been paid.
	B2.3.4	<u>Marine Partner membership fees are prescribed in Schedule 3 of these By-Laws.</u>
Exclusion from Membership due to Default (clause 2.14.1 and 2.14.2)	B2.4.1	A member whose Annual Subscription is unpaid after the 30th day of December in any year, shall cease to be in good standing and shall not be entitled to receive the notices, publications or awards of the Institute, nor to exercise any other of the rights and privileges of membership.
	B2.4.2	A member, whose Annual Subscription remains unpaid for one (1) year may, by resolution of the Council, be excluded from the Institute; he shall thereupon cease to be a member and his name shall be removed from the Roll.
	B2.4.3	Notice to this effect shall be sent to the member in writing by the Nat. Hon. Secretary at his last registered address three (3) months prior to the termination of the stated period.
	B2.4.4	The announcement of the member's exclusion shall be published in the publications of the Institute and may be published elsewhere as decided by the Council, the number

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		of this By-Law being quoted as the reason for such exclusion.
Readmission or Reinstatement (Fees and Subscriptions)	B2.4.5	Such exclusion shall not relieve the member from liability for the payment of any monies due by him.
	B2.4.6	He may be readmitted or reinstated only on such conditions as laid down in By-Laws B1.6.1 to B1.6.7 and B2.5.1 to B2.5.4.2.
Subscription for Past Year	B2.5.1	The fees and subscriptions to be paid by a candidate will depend upon whether he is readmitted or reinstated.
	B2.5.2	A readmitted member will be required to pay the appropriate full entrance fee and the subscription for the current year.
	B2.5.3	A reinstated member will be required to pay an amount equivalent to the total of the unpaid annual subscriptions for the period since the removal of his name from the Roll, including that for the current year.
	B2.5.4	In addition, before an application for readmission or reinstatement is considered by the Council, the candidate shall pay:
	B2.5.4.1	Any arrears which have accrued up to the time of the removal of his name from the Roll; and
	B2.5.4.2	Such other expenses as may have accrued in his readmission / reinstatement to membership.
Subscription for Past Year	B2.6	Should a candidate be admitted or transferred after the 30th September of any year, his subscription or increased subscription for the remainder of the current financial year shall be one half of the annual subscription.
Subscription on Retirement and Privileges	B2.7.1	The Council may at its discretion, on application by a member of good standing who has been a member of the Institute for at least fifteen (15) consecutive years, has reached the age of sixty five (65) years, and who is no longer actively engaged in the professions, reduce his annual subscription in accordance with Schedule 2, irrespective of his grade of membership.
	B2.7.2	Such member who has been a member of the Institute for not less than twenty five (25) consecutive years shall be exempt from payment of further subscriptions.
	B2.7.3	The Council may also at its discretion and on application by a member of good standing, extend the privileges granted in accordance with By-Laws B2.7.1 and B2.7.2 to such members who, in all respects other than the membership qualification which they are unable to fulfil, comply with the spirit of this By-Law.
	B2.7.4	A member in any of the above categories shall retain the privileges of his grade of membership.
	<u>B2.7.5</u>	<u>An Honorary Recognition recipient is not subject to SAIMENA membership fees, including current members who are granted Honorary Recognition.</u>
Remission of Subscriptions	B2.8	The Council may, in exceptional circumstances, reduce or remit the annual or arrears subscription due by any member.

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	B3.	MEETINGS OF THE INSTITUTE
Quorum	B3.1	The quorum for all Ordinary General Meetings and for Annual or Special General Meetings shall be ten (10) and sixteen (16) Corporate members respectively and, subject to the provisions of clause 5.8.4, a majority of votes of Corporate members voting in person and by proxy shall carry any business before the meeting.
	B3.2.1	Every proposal submitted to any meeting, except as otherwise provided, shall in the first instance be decided by a show of hands of the members entitled to vote but any Corporate member present may demand a ballot. This ballot shall be taken forthwith and be supervised by two scrutineers appointed by the President / Chairman of the Meeting.
	B3.2.2	The Chairman of any meeting shall have a deliberate vote and, if necessary, a casting vote.
Voting Chairman Adjournment	B3.3	The President shall preside at all Ordinary, Annual and Special General Meetings of the Institute at which he is present; otherwise one of the Vice-Presidents or, if none be present, a Fellow elected by the Meeting, shall preside.
	B3.4	The Chairman of any Meeting may, with the consent of a majority of the Corporate members present, adjourn the proceedings from time to time and from place to place.
	B4.	PROCEDURE FOR ELECTION OF MEMBERS OF THE COUNCIL
Nomination and Election of Members of Council	B4.1.1	Members of Council shall be elected by ballot and the result shall be announced at the Annual General Meeting, which shall be held before the end of March of each year.
	B4.1.2	Candidates for the Council in the corporate grades shall be nominated by corporate members only, who shall each be entitled to nominate candidates for not more than the number of vacancies occurring on the Council.
	B4.1.3	Non-corporate candidates for the Council shall be nominated by non-corporate members and the condition of By-Law B4.1.1 shall apply mutatis mutandis to their election.
	B4.1.4	Certain members serving on the Council will not be eligible for immediate re-election in terms of clause 3.6.6.
	B4.1.5	The Council shall cause nomination forms to be issued to Corporate and non-corporate members NOT later than forty (40) days before the Annual General Meeting.
	B4.1.6	All nominations, duly signed by the proposer, seconder and the person accepting nominations on the prescribed form, shall be lodged with the Nat. Hon. Secretary at least twenty-five (25) days before the Annual General Meeting.

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Ballot for Council	B4.2.1	Should the number of nominations exceed the number of vacancies for any grade of membership, a ballot list showing the full names of candidates, their business addresses and occupations and such notes as the Council shall see fit, shall be posted to each member entitled to vote according to clause 3.5 not later than ten (10) days before the Annual General Meeting.
	B4.2.2	Ballot papers duly completed shall be returned to the Nat. Hon. Secretary so as to reach him not later than noon on the day prior to the Annual General Meeting, which date shall be clearly defined on the ballot paper.
	B4.2.3	Should the nomination lists for members to be elected to the Council not include the names of as many members in any grade as are required to fill the vacancies on the Council, the Council shall nominate qualified members to complete the list and the members so nominated shall be declared elected at the Annual General Meeting.
Scrutineers	B4.3.1	The President shall appoint three (3) Office bearers, one of whom shall be the Nat. Hon. Secretary, to conduct the ballot for the election of members of the Council.
	B4.3.2	In the event of an even number of votes being recorded for two (2) or more candidates, all of whom cannot be elected, the president shall decide the result.
	B5.	MEETINGS AND DUTIES OF THE COUNCIL
Council Meetings	B5.1.1	Council Meetings shall be called as often as business of the Institute requires and at the instance of the President and shall normally be held quarterly, provided that there shall never be less than three (3) such meetings in any period between the dates of two consecutive Annual General Meetings.
	B5.1.2	All Council members residing permanently in excess of 200 km from Headquarters shall not be required to attend all Council Meetings.
	B5.1.3	Arrangements, however, should be made for two (2) such Council members to attend each meeting.
Chairman	B5.2.1	The President or, in his absence, the senior of the Vice-Presidents, shall occupy the Chair at Council Meetings.
	B5.2.2	In the absence of the President and both Vice-Presidents, the Chairman of the particular Council Meeting shall be elected by the Corporate members of the Council.
Quorum	B5.3	Not less than seven (7) Corporate members shall constitute a quorum at all meetings of the Council.
Voting	B5.4.1	Except as provided for in clauses 2.12.1.2 and 3.4.4 and By-Law B1.4.5, questions arising at any meeting of Council shall be resolved by simple majority of the members present and voting and, in the case of an equality of votes, the Chairman shall have a second or casting vote.
	B5.4.2	In specific instances and as deemed prudent by the President, secret balloting may be introduced.

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Signing of Documents	B5.5	All documents and instruments except cheques and other instruments of payment required to be signed by the Institute shall be signed by the President and/or Nat. Hon. Secretary and/or any one member of the Council authorised thereto by resolution of the Council.
Absence from Council Meetings	B5.6	Any member of Council who consistently absents himself from Council Meetings may, at the discretion of the Council, be required to resign his seat on the Council.
Committees and Representatives (Appointments)	B5.7.1	The Council shall have power to appoint Committees and/or representatives for such purposes and with such powers as it may decide in accordance with clauses 3.10.3 and 3.10.5.
	B5.7.2	The Council shall normally appoint such Committees as may be necessary at the first Council Meeting of the year.
	B5.7.3	Such appointments and/or representatives may be made from members of the Institute or from such other persons as the Council may select in order to further the interest and work of the Institute.
	B5.7.4	The Executive Committee, however, shall comprise the President, the Vice-Presidents, the Immediate Past President, the Nat. Hon. Secretary and Nat. Hon Treasurer and such other members of the Council as the Council may elect;
	B5.7.5	The Chairman of Committees and representatives appointed by the Council shall report regularly to the Council, either in person or in writing, the progress and eventually the result of work of the Committee or representatives.
Reciprocity Arrangements	B5.8	The President or, in his absence, a Vice-President, may extend the privileges of the Institute to members of extra-territorial institutions who are visiting the Republic of South Africa. Such privileges shall include those enjoyed by members with the exception of voting powers at meetings and may normally extend for a period not exceeding three (3) months.
	B6.	LOCAL BRANCHES
Local Branch (Membership)	B6.1	Membership of a Branch shall be open to any member of the Institute of any grade resident in the area or centre.
Branch Committee	B6.2.1	The affairs of the Branch shall, subject to control of the Council, be managed by a Branch Committee in accordance with the terms of the Constitution and shall consist of the Chairman (who shall be a member of the Council) and not less than six (6) members, together with an Honorary Secretary and Honorary Treasurer.
	B6.2.2	Where a Branch is unable to meet the requirements of By-Law B6.2.1 the committee shall consist of the Chairman (who shall be a member of Council) and not less than four (4) members and Honorary Secretary and Honorary Treasurer.
	B6.2.3	The Chairman and not less than half of the total members of the Committee shall be Corporate members.
	B6.2.4	Where a branch is unable to meet the requirements of By-Law B6.2.3 the chairman and not less than (2) members shall be Corporate members.

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Branch Committee (Election)	B6.3.1	The Hon. Secretary, Hon. Treasurer and members of the Committee shall be elected by ballot at the Branch Annual General Meeting which shall be held not later than the end of January each year.
	B6.3.2	The Corporate members shall be elected by the Corporate members of the branch.
	B6.3.3	Non-corporate members shall be elected by non-corporate members of the branch.
	B6.3.4	The Chairman of the Branch for the ensuing year shall be elected by the new Branch Committee at the Branch Annual General Meeting and shall serve for one (1) year from the date of the first committee meeting after the Branch Annual General Meeting and shall be eligible for re-election for a maximum period of one (1) year.
Quorum (Meetings and Committees)	B6.4.1	Ten (10) Corporate members at a Branch Special or Annual General Meeting shall constitute a quorum and a majority of votes of Corporate members voting in person and by proxy shall carry any business before the meeting.
	B6.4.2	Four (4) members of whom at least three (3) Shall be Corporate members shall constitute a quorum at a Branch Committee Meeting.
	B6.4.3	Where a Branch is unable to meet the requirements of by-law B6.4.1 two (2) Corporate members at a Branch Meeting shall constitute a quorum and a majority vote of Corporate members voting in person and by proxy shall carry any business before the meeting.
	B6.4.4	Where a Branch is unable to meet the requirements of by-law B6.4.2 (2) Corporate members shall constitute a quorum at a Branch Committee meeting.
Terms of office and Retirement of Members (Branch Committee)	B6.5.1	The Hon. Secretary and Hon. Treasurer shall each hold office in their respective capacities for two (2) years but shall be eligible for re-election for one (1) further term only.
	B6.5.2	One-third (1/3) of the remaining members of the committee shall retire each year. As between members of the Committee who were appointed at the same time, those who retire (unless they otherwise agree amongst themselves) shall be determined by lot.
	B6.5.3	The Committee may fill any casual vacancy on the Committee which may arise between one Branch Annual General Meeting and the next by co-opting a suitably qualified member.
	B6.5.4	The co-opted member shall be the first to retire in terms of By-law B6.5.2 above, but shall be eligible for re-election.
	B6.5.5	No member of the committee other than Office-bearers shall serve more than three (3) years in any one term.
Finance	B6.6.1	The Council shall make an annual grant to each Branch, the amount of which shall be reviewed from time to time.
	B6.6.2	No grant from the Institute's funds shall be used for functions of a purely social nature.
	B6.6.3	The Branch Committee shall cause proper books of account to be kept with respect to all sums received and expended by

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		the Branch.
	B6.6.4	The Hon. Treasurer shall provide and submit to the Council an Annual Report, Balance Sheet and Financial Statement, together with any accumulated funds at or before the end of January of each year.
	B6.6.5	All assets, books, records and funds of the Institute in custody of the Branch shall remain the property of the Institute.
Amendments to Branch Rules	B6.7.1	No amendments to Branch Rules shall be made except at a Branch General Meeting and shall only become effective after being approved by the Council in accordance with clause 3.11.2.
	B6.7.2.	Nine (9) Corporate members shall constitute a quorum at such a Branch General Meeting called by the Chairman of the Committee.
Dissolution	B6.8.1	The Council shall have the power to dissolve any Branch.
	B6.8.2	A copy of the resolution of the Council deciding upon such dissolution shall be sent to the Chairman of the Branch concerned and shall be communicated to the Branch members.
	B6.8.3	In the event of such dissolution all assets, books, records and funds shall be forwarded immediately to the Nat. Hon. Secretary.
Meetings (Lectures/ Papers)	B6.9.1	Each Branch shall hold not less than three (3) meetings for the delivery of papers or lectures in any one year, and
	B6.9.2	The Branch Chairman or his nominated substitute shall preside at all Branch Meetings.
	B7.	MEMBERSHIP ROLL
Roll (Membership Register)	B7.1.1	A Roll of names, grades, qualifications, addresses, Branch affiliations, etc of all members shall be kept in the form of a Membership Register by the Nat. Hon. Secretary;
	B7.1.2	This information may be made available to members from time to time as the Council may direct, but shall not be used for commercial purposes.
	B7.1.3	Branch Hon. Secretaries shall ensure that all such Membership Register details are furnished regularly to the Nat. Hon. Secretary.
Information to be submitted by members	B7.2	It shall be incumbent upon members of all grades to notify the Branch Hon. Secretaries in writing of:
	B7.2.1	Additional technical or academic qualifications achieved and decorations received, membership of other Institutions obtained subsequent to admission as a member of the Institute; and
	B7.2.2	Change of residential and business addresses, telephone numbers, and/or other contact details.
Onus of Notification	B7.3.1	Members who fail to advise any change of address shall be deemed to have waived services of any notices or correspondence.
	B7.3.2	Such members shall, nevertheless not be exempted from the liability for any payments due by them to the Institute.

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	B8	BILL SINGLETON MEMORIAL EDUCATION FUND : Terms of reference and conditions under which awards may be made.
Name of the Fund	B8.1	There shall be a fund known as the Bill Singleton Memorial Education Fund of the South African Institute of Marine Engineers and Naval Architects.
Aims	B8.2	The aims of the Bill Singleton Memorial Education Fund, hereinafter referred to as the Fund, shall be:
	B8.2.1	To perpetuate the memory of Captain Charles William Burton Singleton Pr Eng; FSAIMENA; SAN (Rtd), founder member of SAIMENA and President 1986/7.
	B8.2.2	To provide financial assistance to members of SAIMENA seeking to advance their studies in the fields of Marine Engineering or Naval Architecture.
	B8.2.3	To reward members of SAIMENA for academic achievement in the fields of Marine Engineering or Naval Architecture.
	B8.2.4	To foster an awareness of career opportunities in Marine Engineering and Naval Architecture among high school students.
	B8.2.5	To assist High Schools within the Republic of South Africa which offer recognised courses in maritime studies either financially or by providing teaching aids or prizes.
Persons and Institutions eligible to benefit from the Fund	B8.3	The following persons or institutions may benefit from the Fund:
	B8.3.1	Any member of SAIMENA who is in good standing and who is following an approved course of study leading to the achievement of a recognised qualification in Marine Engineering or Naval Architecture.
	B8.3.2	The winner of a competition arranged by the Council of SAIMENA in order to promote an interest in Marine Engineering and Naval Architecture among high school students.
	B8.3.3	Any high school in the RSA, which offers a recognised course in maritime studies and which, in the opinion of the Council, has similar aims and objectives to those of SAIMENA.
Benefits of the Fund	B8.4	The Fund may be used to provide the following benefits to persons deemed by the Council to be eligible for such benefits:
	B8.4.1	Assistance with tuition fees for an approved course.
	B8.4.2	Assistance with the purchase of books or other study material including computer hardware or software.
	B8.4.3	Prizes in the form of cash, books or other approved study material in recognition of academic achievements in the fields of Marine Engineering or Naval Architecture.
	B8.4.4	Prizes awarded to the winner of a competition aimed at promoting an interest in Marine Engineering or Naval Architecture among high school students.

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Awards from the Fund	B8.5.1	Applications for the award of money from the Fund shall be submitted to the National Honorary Secretary who shall circulate such applications to all Council members and shall table the matter for discussion at the following Council Meeting.
	B8.5.2	Approval of the award and the amount to be awarded shall be decided by a majority of the Council members attending the meeting.
Limits to awards	B8.6	The amount of each award shall be decided by a majority of Council members present at an Ordinary Council Meeting except that no applicant shall be awarded more than Two thousand Rands (R2000.00) within any twelve month period.
Winding up of the Fund	B8.7	Should it be found that over a period of years there is no opportunity to use the Fund in satisfaction of the stated Aims, the Council shall, provided that the majority of the members present at an Ordinary Council Meeting agree with the proposal, prepare a submission to the Annual General Meeting that the Fund be wound up and the monies transferred to the general fund of the Institute, except that an agreed amount be set aside for a suitable permanent memorial to the late Captain C.W.B. Singleton SAN (Rtd).

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SCHEDULE 1, 2 and 3 - FEES

Year **2021**

Schedule: **1**

Grade Name	Fee	Fee Comment	Grade Comment
Applicant	R 300.00	Joining fee (Fellow/Member/Associate)	application registered, membership grade not assigned yet.
Applicant, Student	R 50.00	Joining fee Student member (Paid from Bill Singleton Fund)	Application for a Student or cadet
Re-Instate	R 150.00	per year Reinstatement fee, ie. All Fees due (B2.5.3 and B.2.5.4)	Re-Instate as a member
Re-Admit	R 450.00	Re-admission, Join fee + Annual fee (B2.5.2 and B.2.5.4)	Re-Admit as member
Certificate re-issue	R 150.00	Re-Issue of SAIMENA Certificate	Certificate re-issue

Schedule: **2**

Grade Name	Fee	Fee Comment	Grade Comment
Honorary Fellow	R 0.00	Fee payment optional	Hon FSAIMENA
Fellow	R 150.00	Annual SAIMENA Fee	FSAIMENA
Fellow, retired	R 150.00	For exemption apply law Law B2.7.1 or B2.7.2	FSAIMENA, require written notification
Member	R 150.00	Annual SAIMENA Fee	MSAIMENA
Member, retired	R 150.00	For exemption apply law Law B2.7.1 or B2.7.2	MSAIMENA, require written notification
Associate	R 150.00	Annual SAIMENA Fee	ASAIMENA
Associate, retired	R 150.00	For exemption apply law Law B2.7.1 or B2.7.2	ASAIMENA, require written notification
Student	R 25.00	Student membership fee (Paid from Bill Singleton Fund)	Accepted at AGM March 2012

Schedule: **3**

Grade Name	Fee	Fee Comment	Grade Comment
Company, small	R 750.00	5 x membership fee	SAIMENA Marine Partner (<5 employees)
Company, medium	R 1 500.00	10 x membership fee	SAIMENA Marine Partner (6-99 employees)
Company, large	R 3 000.00	20 x membership fee	SAIMENA Marine Partner (100+ employees)