



# SACEA

SOUTH AFRICAN COLLIERY ENGINEERS ASSOCIATION

## Constitution and Rules of the

### South African Colliery Engineers' Association



[www.sacea.org.za](http://www.sacea.org.za)



(+27) 11 568 2050



@SACEAofficial

# The Constitution & Rules

## PREAMBLE

Any reference in the Constitution and rules, unless inconsistent with the context, to words importing the masculine gender shall include the feminine and vice versa; words importing the singular shall include the plural and vice versa.

## THE ASSOCIATION

1. The name of the Association shall be "The South African Colliery Engineers' Association".

## HEAD OFFICE

2. The Head Office of the Association shall be at such place as may be fixed by the Association from time to time.

## OBJECTIVES OF THE ASSOCIATION

3. To uphold the status of the Engineering and Mining profession, project its interest and provide for the mutual assistance of members.
4. To promote the general advancement of Engineering in its particular application to the coal mining and associated industries nationally and internationally.
5. To hold meetings for the interchange of ideas and information and for the discussion of new problems.
6. To promote the technical, intellectual and social intercourse of members.
7. To carry out or conduct all or any of the above objectives in the interests of the Association, which shall not be regarded as in any way interfering with the membership of, or allegiance to, other scientific and technical associations.
8. To promote the status, general standing and interests of its members and in collaboration with other Professional Bodies in the Mining Industry, to do all such other things as in the opinion of the Association are incidental or conducive to the attainment of any or all of the above objectives.
9. To provide a cost-efficient administration for the Association, either alone or in conjunction with other professional associations in the mining industry, by employing, remunerating and determining duration and conditions of employment of any necessary full-time or part-time staff, consultants and specialists.
10. To co-operate with any person, group or association allied with the coal industry or any matter affecting the interests or objectives of the Association.
11. To amalgamate with any other association having the same or similar objectives or to be associated with any such amalgamation or association and to contribute to the funds of any amalgamated association.
12. To frame by-laws for the regulation of the business of the Association as to the summoning and holding of meetings of the Association and the transaction of the business thereof.

13. To enter into such contracts and do all such **lawful** acts as may be expedient for the purpose of the Association.
14. To represent generally the views of the profession, suppress dishonourable conduct or practice, provide for the amicable settlement or adjustment of professional disputes and to consider and deal with all matters affecting the professional interest of members.
15. To open and operate on a banking account in the name of the Association and invest any money of the Association not immediately required, upon such security or securities and on such terms and conditions as may from time to time be determined.

## **POLICY**

16. The policy of the Association in all matters affecting the coal industry shall be to represent the broad interests of the coal industry and not to promote the specific interests of any individual companies or groups.
17. The Association shall not, as a body, be responsible for the statements and opinions advanced in papers, which may be read, and in the discussions which may take place.

## **MEMBERSHIP**

18. Membership of the Association shall consist of Full members, Affiliate members, Student members, Honorary Life members, and Retired members
19. **Full Member:** Full Membership shall be confined to Engineers who hold the Electrical and / or Mechanical Certificate of Competency, or other acceptable qualifications, working on a colliery or in the coal mining industry and whose membership would be of benefit to the Association and is acceptable to Council.
20. **Affiliate Member:** Affiliate Membership shall be confined to persons who may or may **not** be the holder of an Electrical or Mechanical Certificate of Competency or other acceptable qualification whose membership would be of benefit to the Association and is acceptable to Council. Affiliate Members will not have voting rights.
21. **Student Member:** Graduates and diplomats employed on collieries as Junior Engineers or Engineers - in - Training will be eligible for Student Membership. A Student Member must be sponsored by a Full Member and be acceptable to Council. Student Members will **not** have voting rights.
22. **Retired Member:** Any member who retires from the Mining Industry due to age or incapacitation shall subject to Council approval, be eligible to Retired Membership of the Association. Retired Members will **not** have any voting rights.
23. **Honorary Life Member:** The Council may elect any member to Honorary Life Membership of the Association who has served the Association with distinction. Honorary Members will **not** have voting rights. Nominations for Honorary Life Membership shall be made to Council and be approved by a three-fourths majority of Council members.
24. The annual subscription for all categories of members, shall be determined by Council and shall be payable in advance on receipt of invoice.
25. Application for admission to membership shall be made on the prescribed form, to Council for approval. The proposer is to verify that the information submitted is correct. Applications for Full Membership is to include a copy of the Certificate of Competency.

26. Council is to be informed of any member's change in job status, which may affect his class of membership.
27. Subscriptions shall not be returned to members under any circumstances.
28. Any member failing to pay his subscription within eight months from date of invoice and after due notice shall have his name erased from the list of members, whereupon he shall cease to be a member of the Association. The Council shall have the power to restore such persons to all privileges or membership on payment of all arrears.
29. Membership is limited to individuals.
30. Any member may resign from membership by giving notice in writing to the Secretary of his / her intention to do so.
31. Any member, who, for any reason at any time ceases to hold the qualifications of membership laid down in these rules, shall thereupon cease to be a member of the Association.
32. Upon evidence satisfying the members of Council that any member has been guilty of an offence which renders him / her unfit to be a member, the Council shall have the right with the approval of at least two-thirds of those present at any Council meeting of the Association to expel such member from the Association, whereupon his name shall be removed from the list of members. Any member so expelled shall have no claim whatsoever on the Association. Any member whose conduct is being enquired into in terms of this rule, shall be entitled to produce and call witnesses on his / her behalf.
33. No member shall, in the name of the Association, publish or give his consent to the publication of any papers submitted, statements or communication made to the Association without the consent of the Council acting for the Association. In urgent cases the President may in his discretion give such consent, subject to the matter being reported, in writing, to the next Council meeting.
34. The Opencast Users Committee, Underground Users Committee, Plant Users Committee and any other committee acting on behalf of S.A.C.E.A. shall ensure that all meeting / business records are forwarded to Council for information.
35. In the event of the Association being wound up, no liability shall be incurred by any member other than in respect of his unpaid subscriptions, and any other money he may then owe to the Association.
36. Each member shall furnish the Secretary in writing with an address to which notices and other matters may be sent. Any change of address shall be notified immediately in writing to the Secretary.

## **COMPOSITION AND FUNCTIONS OF THE COUNCIL**

37. The affairs of the Association shall be conducted by a Council consisting of a President, Vice-President, 2nd Vice-President, the immediate Past President and a minimum of ten members, each of whom shall be a Full Member of the Association. Council may at its discretion from time to time vary the number of elected members serving on Council.
38. The immediate Past President shall be a member of the Council for the year of office and shall have the full rights of an elected member of the Council.
39. The Regional Representative shall be an ex officio member of Council.
40. The President, Vice-President and 2nd Vice-President shall be elected annually by the outgoing Council at a Council meeting prior to the Regional Annual General Meetings.

41. The election of Regional Representatives shall not preclude the member's election to President or Vice-President of the Association at the same time.
42. Subject to the rules of Articles 44, 45, 46, and 47 below, members of the Council shall be elected annually by ballot in which Full Members shall be entitled to vote.
43. Each Region into which, the Association is divided for the purpose of its Regional meetings, shall have representation on the Council exclusive of the President, Vice-President, 2nd Vice-President and the Immediate Past President.
44. If such representation, has not been secured by the ordinary process of election, the candidate from each Region securing the greatest number of votes shall be elected to the Council, the remaining vacancies being filled by the candidate securing the greatest number of votes.
45. Of the elected members of Council, half shall retire annually in rotation but shall be eligible for re-election.
46. Any vacancy occurring in the Council during the year may be filled by the Council and any person so appointed shall hold office until the next Annual General Meeting.
47. The provisions of Article 48 shall not apply to any person appointed as President or Vice-President. Should the office of President become vacant during an office term, the Vice-President assumes office as President. If the office of Vice-President becomes vacant, a new Vice-President must be elected from the existing Council members by Council.
48. The office of President or Vice-President shall not be held by the same member two years in succession, provided, however, that if such office is held as a result of the position having been rendered vacant through resignation or otherwise during any year the holder shall be eligible for re-election as President or Vice-President for a further period of one year.
49. If any member of Council absent himself / herself from three consecutive Council meetings without leave, he shall ipso facto cease to be a member thereof.
50. The Ordinary meetings of the Council shall be held monthly unless otherwise decided by the Council.
51. Five members shall constitute a quorum at any Council meeting and the Chair shall be taken, at all meetings, by the President, or in his absence, by the Vice-President, but should neither be present the meeting shall elect a Chairman from amongst the members present.
52. Special Council meetings may be called at such times as the Council may appoint, or may be called by the President, or on a requisition in writing by any three members of the Council.
53. The Council may act notwithstanding any vacancy in their numbers provided a quorum is present.
54. Leave of absence shall not be granted to any member of the Council for a period longer than six months.
55. Proper minutes of all Council meetings shall be kept, and attendance of members at such meetings shall be recorded. Council minutes shall be circulated to Council members only.
56. Co-opted Council Members: The Council shall have the power to elect Full Members to serve on Council, provided such person added value to the Council and would contribute positively to the Association affairs. A Co-opted member shall have full voting rights. A Co-opted member may be eligible for re-appointment at the discretion of Council. Council may terminate the appointment of a Co-opted member at its discretion.

## **POWERS OF THE COUNCIL**

57. The management of the affairs of the Association shall be vested in the Council.
58. Any resolution, passed at a General Meeting of Members, must be ratified by the Council. However, if such resolution is considered by Council to be against the best interests of the Association, it may be referred to a Special or the next Ordinary General Meeting for consideration.
59. The Secretary, auditors, attorneys, and all employees of the Association shall be appointed by the Council. Such remunerations as the Council may decide shall be paid from Association funds. The Council shall determine the term of office of such bodies.

## **COMPOSITION OF REGION COMMITTEES**

60. The affairs of each region shall be conducted by a Regional Committee of Chairman, Vice-Chairman and Secretary.
61. Rules 39 - 43 and 45 - 47 shall equally apply to the election, appointment and management of the Region Committees; Chairman shall be substituted for President, Vice-Chairman for Vice-President and Region Committee for Council.
62. The Council shall be kept informed by the Region Committee of any changes and appointment made by the Regional Committee.
63. The choice of which Region to join shall be at the discretion of the Member concerned.
64. Delimitation of Regions and / or the formation of additional Region(s) shall be a function of Council.

## **MANAGEMENT**

65. Negotiations affecting the Association shall be left in the hands of the President and the Vice-President, but in all matters of broad principle affecting the interest of members, the President and Vice-President shall act only in terms of the decision of a General Meeting.
66. The Council shall have the power to appoint special committees for such purposes as may be thought fit, consisting of such members and other persons as may be determined at the time of appointment and may in a general meeting delegate to such committee such powers as the Council deem advisable. A committee so appointed shall report to the Council from time to time. If any vacancy occurs on any committee so appointed, the committee shall have the power to co-opt a member to fill the vacancy.

## **BANKING ACCOUNT**

67. There shall be opened in the name of the Association a banking account with a Bank or Financial Institution as the Council may from time to time appoint.
68. The banking account shall be operated by the two (2) signatures, one from each of the following:
  - (a) The Secretary or the Regional Secretary.
  - (b) two (2) nominated Council members.
69. All subscriptions and other monies received by the Association from whatever source shall be paid into the banking account and shall only be used for the purpose of the Association with the authority of a Council meeting of the Association.

70. The profits or gains of the Association shall not be distributed to any person and the funds of the Association shall be used for investment or for achievement of the Association's objectives provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration and expenses to any member thereof in return for services actually rendered to the Association.
71. The Council may, from time to time, agree to use a portion of profits or gains for the purpose of promotion of the Association.

## **REGION SECRETARIES AND OTHER EMPLOYEES**

72. The Secretaries of the Regions shall be appointed by the respective Regions in a general meeting. Remuneration and terms and conditions of appointment to be approved by Council.
73. The Secretaries so appointed shall carry out their secretarial duties under and subject to the direction of the Chairman and Vice-Chairman and the respective Regions.
74. All regional expenses shall be paid out of central Association funds through an imprest account.

## **BOOKS AND ACCOUNTS**

75. The Association and Regions shall cause true accounts and books to be kept showing all monies received and expended on behalf of the Association and Regions and the matters in respect of which such receipts and expenditure take place, and the assets, credits and balances of the Association, which shall be duly audited as provided in the rules. Financial statements shall be produced by the treasurer at each Annual General Meeting.
76. By virtue of an income tax exemption granted to the Institute under the Income Tax Act, 58 of 1962 (the Act), certain provisions are binding on the Association as being the bare minimum requirements for this constitution. These requirements may not be altered except where allowed by law, and any provision elsewhere in this constitution which may be inconsistent with these requirements is void to the extent of any such inconsistency; and any such void requirement is deemed to be replaced by a provision complying with the stipulated requirements, mutatis mutandis. These requirements are that:
- a. the Association must have a committee, board of management or similar governing body consisting of at least three persons who are not connected persons in relation to each other (e.g. family, business partners, etc.), to accept the fiduciary responsibility of the Association;
  - b. no single person may directly or indirectly control the decision-making powers relating to the Association;
  - c. the Association may not directly or indirectly distribute any of its funds or assets to any person other than for the furthering of its objectives;
  - d. the Association is required to utilise its funds for the sole objectives for which it has been established;
  - e. no member may directly or indirectly have any financial interest in the Association;
  - f. the whole of the activities of the Association must be directed to the furtherance of its objectives and not for the specific benefit of an individual member or minority group;
  - g. the Association may not have a financial interest in any business, political party, profession or occupation which is carried on by its members;
  - h. the Association must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule of the Act, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
  - i. substantially, the Associations funding must be derived from its annual or long-term member fees, events, donations or an appropriation by the government of the Republic in the national, provincial or local sphere;

- j. the Association must as part of its dissolution transfer its assets to—
    - i. another entity approved by the Commissioner for the South African Revenue Service (the Commissioner) in terms of Section 30 of the Act;
    - ii. an established or newly formed public benefit organisation (PBO) approved in terms of Section 30 of the Income Tax Act;
    - iii. an institution, board or body that is exempt from tax under Section 10(1) (cA)(i) of the Act; or
    - iv. the government of the Republic in the national, provincial or local sphere.
  - k. the persons contemplated in paragraph (i) above must submit any amendment of this constitution of the Association to the Commissioner within 30 days of its amendment;
  - l. the Association must comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- the Association is 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 of the Act, or a transaction, operation or scheme contemplated in Section 103(5) of the Act. no donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

## AUDIT

- 77. There shall be annual audits of the books and accounts of the Association and Regions conducted by an auditor or auditors appointed in terms of Rule 60.
- 78. A casual vacancy in the position of auditor may be filled at a Council meeting on such terms and conditions as may then be decided.

## MEETINGS

- 79. The Annual General Meeting of the Association shall be held in the first quarter of each year on a date and at such place and time as the Council may decide, to receive the report of the Council on the state of the Association, together with the annual statement of the accounts, and to receive the results of the election for members of the Council and Committees for the ensuing year. The Association Secretary shall give notice of such meeting to the members as herein provided. The Annual General Meeting of the Regions shall be held prior to the Annual General Meeting of the Association.
- 80. Ordinary General meetings of the Association Regions shall be held at least once every calendar month, unless otherwise so decided at a Regional General Meeting.
- 81. On receipt by the Secretary of the requisition signed by at least four (4) Ordinary Members, the Regional Chairman shall convene a Special General meeting of the Region. Any requisition so addressed to the Regional Secretary shall contain particulars of the business to be submitted to the meeting and no other than that business shall be transacted at that meeting.
- 82. In the event of both positions of Regional Chairman and Vice-Chairman becoming vacant, the Regional Secretary shall call a Special General Meeting for the purpose of making new appointments in terms of Rule 61.
- 83. In the event of both positions of President and Vice-President becoming vacant for any reason, the Association Secretary shall call a Council meeting for the purpose of making new appointments in terms of Rule 61.



84. Sixteen Full Ordinary Members of the Association (personally present and entitled to vote) shall constitute a quorum at the Annual General Association meetings. Should no quorum be present at an Annual General Association meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, unless such day be a public holiday, when it shall stand adjourned to the first business day following such public holiday. At such adjourned meetings, the members present shall constitute a quorum. Should no quorum be present at an Ordinary General Meeting, the meeting may be held at the discretion of the President or Chairman, but the decisions of such meeting shall be subject to confirmation at the next properly constituted Ordinary General Association meeting.
85. Notices of the Ordinary General Association meetings of members shall be served by the Association Secretary at least five (5) days before the date appointed for the meeting upon every member either personally, or by post in a prepaid letter addressed to such member at his registered address.
86. Notices of Annual General Association meetings shall be served as aforesaid at least seven (7) days before the date appointed for the meeting.
87. Notices of Special General association meetings shall be served as aforesaid at least seven (7) days before the date appointed for the meeting, except in cases of urgency when twenty-four (24) hours' notice may be given.
88. All notices of meetings shall show at the foot thereof an Agenda of business to be transacted at the meeting.
89. Ordinary Members wishing to bring important business not shown on the Agenda notice before an Annual General Meeting, shall in cases submit notice of motion in writing to the Association Secretary, before the date of the meeting at which such business is proposed to be brought forward. In cases claimed to be urgent by the mover of the motion, the same shall be considered without notice at any such meeting provided that at least three-fourths of the Ordinary members present and voting are of the opinion that the matter is urgent, but in no case shall the alteration of the Rules be claimed to be urgent.
90. Each Full Member of the Association shall be entitled to one vote.
91. Questions at any meeting shall be decided by a majority of votes of those present and voting. In cases of any equality of votes the Chairman shall have a second or casting vote. Voting shall be determined by a show of hands, but any five (5) Full Members may demand a ballot upon any question submitted at any meeting, and the Chairman of the meeting shall direct when and in what manner a ballot shall be taken on any such question. At any ballot the Chairman shall appoint scrutineers by whom the result of the ballot shall be declared.
92. Proper Minutes of all meetings shall be kept, and attendance of members at such meetings shall also be recorded.

## **DISTRIBUTION OF MINUTES**

Annual General Meetings	-----	Full SACEA distribution list
Special General Meetings	-----	Full SACEA distribution list
Regional Meetings	-----	Full SACEA distribution list / Group CM & EE's
Sub-Committee Meetings		Technical Department COM
Council Meetings		Council Members only

93. Meetings shall be conducted in the following manner:
  - a) The Chair to be taken at such hour and place as appointed by the notice convening the meeting.
  - b) The Minutes of the last Ordinary or Annual General Meeting as the case may be and of any Special General Meeting since held to be read or taken as read and confirmed.

- c) The business arising out the notice calling the meeting, of the previous Minutes, as the case may be, to be next taken.
- d) General Business.

- 94. Every paper read before the Association and its Region shall be open for discussion for the three following Ordinary General meetings after the meeting at which the paper was read.
- 95. The President or Regional Chairman may invite any person, not a member, to attend any meeting of the Association.
- 96. A committee appointed in terms of Rule 60 may invite any member or any person not a member of the Association to attend meetings of such committee in an advisory capacity.
- 97. Meetings shall be held in such places as may be agreed upon by members present at a previous meeting.
- 98. Ordinary General Association meetings shall be held when deemed necessary by Council, but at least once annually.
- 99. Minutes of all Ordinary and Special Regional meetings shall be forwarded to each member of the Region and as many copies as may be requested to the Council of the Association and to Regional Secretaries.

### **INTERPRETAION OF CONSTITUTION AND RULES**

- 100. In the event of any dispute arising as to the interpretation of the Constitution and any of the Association's Rules, the same shall be referred to Council in writing. It is Council's responsibility to action such notice. The decision of Council after due deliberation will be final.

### **ALTERATIONS OF CONSTITUTION AND RULES**

- 101. The Constitution and Rules of the Association shall not be altered or amended save by a special resolution duly approved by a majority of at least three-fourths of the Full members present at a General Association meeting and provided written notice of the proposed additions or amendments shall be given at a previous General Association meeting or at the previous Regional meetings of both Regions.
- 102. Upon such alterations, amendments or additions being made as aforesaid, the same shall be deemed and taken to be incorporated in and form part of these Rules in the same manner and in all respect as though inserted therein and shall be binding upon all matters of the Association without any further or special act of assent thereto.

### **LEGAL PROCEEDINGS**

- 103. All suits in law by or against the Association or its members may be instituted or defended in the name of the Association. All powers of attorney, bonds, deeds and other formal documents shall be executed by the Secretary or Acting-Secretary for the time being of the Association, under the authority of a resolution of the Council.

### **LIQUIDATION**

- 104. The Association may be liquidated and wound up by resolution of not less than three-fourths of the Full members present at a Special General Association meeting called for the purpose after notice of not less than thirty (30) days, provided that at such meeting not less than two-thirds of the total number of the members of the Association are present.
- 105. The meeting shall appoint liquidators if necessary and shall decide in what manner the surplus assets of the Association after satisfaction of its debts shall be applied.

106. In the event of the required number of Full members not being present, the meeting shall stand adjourned to the same day in the next week at the same time and place unless such day shall be a public holiday, when it shall be adjourned to the first business day following at the same time and place. If at such adjourned meeting the required number of Full members are not present, then the Full members who are present may transact the business for which the meeting was called.
107. Upon winding-up of the Association for any reason, the assets of the Association remaining after the satisfaction of all its liabilities shall be given or transferred to some other association or institutions having objects similar to those of the Association, to be determined by the members of the Association at or before the time of its dissolution or, failing such determination, by the liquidators or, failing them, by the court.

\_\_\_\_\_  
MPAS Manager

Date: \_\_\_\_\_


\_\_\_\_\_  
Association Secretary.

Date: \_\_\_\_\_



# SACEA

PROFESSIONAL  
DYNAMIC  
VALUE ADDING

 (+27) 11 568 2053

 [www.sacea.org.za](http://www.sacea.org.za)

 @SACEAofficial