

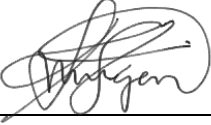


# NATIONAL SOCIETY OF BLACK ENGINEERS



## CONSTITUTION

Document Name : NSBE CONSTITUTION  
Document No. : NSBE\_CON\_001  
Date : SEPTEMBER 2007

<b>REVISION CONTROL</b>				
<b>Revision</b>	<b>Description</b>	<b>Approved by</b>	<b>Signature</b>	<b>Date</b>
1	FINAL	President Mduduzi Mlaba		27/08/2021
1	FINAL	Deputy President Lwazi Goqwana		27/8/21
1	FINAL	Treasurer Livhuwani Mugeru		27/08/2021
1	FINAL	Act General Secretary Andile Dayi	<i>ab-dayi</i>	31/08/2021

<b>DOCUMENT DETAILS</b>	
<b>Document Title</b>	<b>CONSTITUTION</b>
<b>Organisation</b>	<b>NATIONAL SOCIETY OF BLACK ENGINEERS (NSBE SA)</b>
<b>Contact Number</b>	(011) 575 - 1838
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<b>Notices</b>	All correspondence to be routed through to the admin email

## 1. Preamble

The inception of democracy in 1994 marked political emancipation for blacks in South Africa. This emancipation opened opportunities for blacks to pursue a wider variety of academic courses in institutions of higher learning from which they were previously excluded either through direct political interference or indirect socio-economic realities. The exclusion resulted in huge professional development backlogs being created especially in the engineering profession.

The reality of the need to reverse the backlog in the development of black engineering professionals, especially women, has become a huge challenge as the country has to deal with the brain drain after the first democratic elections. It is apparent that since the inception of democracy there is still insufficient growth in the number of graduating black engineers. It is also noted that some of those who graduate as engineers are lured into other sectors of the economy and thus, they leave the engineering profession, resulting in the number of the existing technical skills dwindling. It is further noted that the country's economic competitiveness could be threatened if infrastructure development, which to a large extent depends on the availability of technical resources, is stalled.

NSBE SA, through this constitution, seeks to organize black engineers and other STEM professionals into a pool where technical ideas and skills could be shared and cooperative networks established with all stakeholders to address the skills shortage in the country. We also seek to make strategic interventions at crucial areas in the skills pipeline through programmes that would ensure that the number of black engineers is increased. We further seek to ensure the full participation of black engineers in the mainstream economy of South Africa.

## 2. Name

The name of this organization is **National Society of Black Engineers of South Africa**, hereinafter referred to as the **NSBE SA**, registered with the Companies & Intellectual Property Commission (CIPC) of South Africa as a Non-Profit Company (NPC) with registration no. **2004/021983/08**.

## 3. Body Corporate

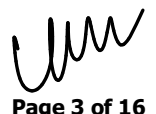
The NSBE SA shall:-

- Exist in its own right as a non-profit legal entity, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

## 4. Vision

To ensure full participation of black engineers in the mainstream economy, wealth creation and distribution.

Document Name : NSBE CONSTITUTION  
Document No. : NSBE\_CON\_001  
Date : SEPTEMBER 2007



Page 3 of 16

## 5. Mission

The NSBE SA shall:-

- Promote public awareness of the engineering profession and opportunities for blacks in the same profession.
- Strive to increase the number of black students who are studying engineering at both undergraduate and postgraduate levels.
- Function as a representative body and authentic voice on issues and developments that affect the careers of black engineers.
- Mobilize black engineers into an influential organization which will champion and influence economic policy making decisions, which favour transformation and shared growth of the South African economy.

## 6. Purpose

The NSBE SA was established to:-

- Promote the engineering profession amongst black people of South Africa.
- Recruit aspiring and prospective engineers into the profession and retain them throughout their productive lifespan.
- Support initiatives which seek to achieve shared economic growth, job creation and elimination of poverty and re-industrialisation of South Africa.

## 7. Aims and Objectives

The NSBE SA shall:-

- Organize and develop an influential national and regional organization of black engineers with significant technological and social contribution.
- Cultivate a positive image of black engineers.
- Develop and maintain a financially sound organization.
- Grow and sustain members in good standing.
- Influence strategic positioning, offer support, develop and promote professional advancement of black engineers in the corporate world.
- Create a platform and climate that is conducive to full participation of black engineers in decision making and wealth creation.
- Organize, inspire and provide mentorship in tertiary institutions.
- Influence tertiary education curriculum in line with the latest developments in the profession.
- Create an awareness of the engineering profession amongst the black youth in order to increase the number of black students enrolled in engineering at tertiary institutions.
- Identify and address barriers encountered by black engineers, technicians and artisans.
- Actively advocate for the development and advancement of black engineers, technicians and artisans.
- Empower, harness and promote the advancement of black women in engineering.

- Establish solid international links with strategic partners and alliances.
- Conduct our affairs in a professional and non-discriminating manner in line with the constitution of the Republic of South Africa.

## 8. Delegation of Authority

The NSBE SA National Executive Committee (NEC) shall have the powers to:-

- Establish National Structures, Regional Structures and Student Chapters.
- Bring together in a conference the representatives of various NSBE SA structures, corporate members and other organizations that support the objectives of NSBE SA.
- Promote and/or carry out research, surveys and investigations to determine the impact of engineering in black communities and publish the results thereof.
- Organize exhibitions, meetings, lectures, classes, seminars and training courses aimed at promoting the engineering profession to black communities.
- Collect and disseminate information in line with the POPI Act on all matters affecting black engineers and legally exchange such information with other organizations having similar objectives, locally and internationally.
- To produce technical papers, books, pamphlets, films, recordings or any other publication that will further the objectives of the organization.
- Purchase, hire, build, maintain or make alterations to any property for the promotion of the said objectives and conduct the work of the organization.
- Make regulations for any property which may be acquired.
- Subject to agreements and permissions as may be required by law; sell, let, mortgage, dispose of any property or assets of the organization.
- Subject to agreements and permissions as may be required by law; borrow or raise funds or accept gifts for the said objectives.
- Invite and receive donations from any persons of good standing who enjoy a good reputation in their community.
- Invite sponsorships and donations from companies with an interest to support the objectives of the organization.
- Invest the funds of the organization and conduct any other lawful business in line with the achievement of the said aims and objectives.
- In all cases, NSBE SA shall not enter liabilities which are not funded or more than 200% covered by tangible assets.

## 9. Membership

### 9.1 Types of membership

Due consideration must be given to the need to maintain the balance between compliance with the ECSA regulatory framework which governs the engineering profession in South Africa and the need for inclusivity in respect of the allied and/or related disciplines including but not limited to students, artisans, technicians and apprentices to the extent not inconsistent with the letter and spirit of the framework applicable to the engineering profession. Full membership of the NSBE SA shall be open to:-

Document Name : NSBE CONSTITUTION  
 Document No. : NSBE\_CON\_001  
 Date : SEPTEMBER 2007




- **Student members**

A candidate for acceptance as a Student member shall be following an approved academic course in engineering at a recognized tertiary institution having successfully completed one (1) year of study in engineering at the same institution. Such persons shall agree to be bound by the Constitution of NSBE SA and to pay annual fees as shall be determined by the NEC from time to time. Student members shall have the right to attend and speak at meetings of the Regional Structure but have no voting rights.

- **Associate members**

This grade of membership is designed for engineering allied practitioners with NQF level five (5) and below, who do not qualify to the grade of Ordinary member but would benefit through membership and participation in the activities of the organization. The Associate membership grade also caters for those who are progressing through continuing education and experience towards the qualification for Ordinary membership. Such persons shall agree to be bound by the Constitution of NSBE SA and to pay annual fees as shall be determined by the NEC from time to time. Associate members shall have the right to attend and speak at meetings of the organization but have no voting rights.

- **Ordinary members**

A candidate for acceptance as an Ordinary member shall be in possession of a recognized engineering qualification from an accredited tertiary institution and be eligible for professional registration with ECSA. Such persons shall agree to be bound by the Constitution of NSBE SA and to pay annual fees as shall be determined by the NEC from time to time. Ordinary members shall have the right to attend and speak at meetings of the organization and have voting rights.

- **Corporate members**

Corporate members are companies that identify with and abide by the constitution, aims and objectives of NSBE SA. Such companies shall agree to pay annual fees as shall be determined by the NEC from time to time. Corporate members shall have the right to attend and speak at meetings of the organization but have no voting rights.

## 9.2 General rules regarding membership

- Applications for membership shall be made on-line on the website [www.nsbe.org.za](http://www.nsbe.org.za).
- Any application for membership or existing member of the organization shall, if called upon by leadership, supply all required information for the purpose of determining his/her membership grade or any matter relating to his/her membership.
- Members shall pay annual subscription fees as determined by the NEC from time to time. Such subscriptions shall be payable in advance upon the person becoming a member and shall thereafter be paid annually upon receipt of the invoice. A person shall upon ceasing to be a member remain liable for and shall

pay to the organization all subscriptions and other monies due by him/her up to the date when he/she ceases to be a member.

- The NEC shall from time to time make regulations to determine the form in which applications for admission as a member shall be made. The admission of all members shall be based on the resolution taken by the NEC in line with the constitution. The NEC shall keep an updated membership register at the National Office of NSBE SA.
- Upon payment of annual membership fees, members shall be entitled to membership benefits as determined by the NEC from time to time.

### **9.3 Register of members**

- Upon admission to NSBE SA, members shall be deemed to have agreed to be bound by the Constitution and Code of Conduct of the organization.
- NSBE SA shall have the right to reject any application for membership and shall give reasons upon request.
- The details of members shall be entered in a database of members and be kept up to date in line with the POPI Act.
- Members are to inform NSBE SA of any changes to their details.
- Any letter or e-mail sent by NSBE SA to any member at the address stored in the database shall be deemed delivered to such a member.

### **9.4 Termination of membership**

A member shall cease his/her membership of NSBE SA in any of the following events:-

- If he/she dies,
- If he/she is in breach of the Constitution and is not remedied within 15 working days after being asked by the NEC to remedy such breach.
- If he/she tenders his/her resignation,
- If he/she defaults in the payment of his/her annual membership fees or fails to remedy such default within 14 days of having been called upon to do so,
- If he/she becomes of unsound mind,
- If he/she is found guilty of criminal conduct by any court of law. The NEC shall consider the serious nature of the criminal conduct and terminate membership in its sole discretion. The NEC is warranted to do so in order to protect the reputation of the organization.

### **9.5 Transfer of membership from one region to another**

- Where a fully paid up member relocates in such a way that the member's region cannot efficiently service his/her interests and needs, membership can be transferred to the nearest region of the member's choice,
- The rights of members shall be personal and non-transferable, provided that a successor in interest by merger, operation of law, assignment, purchase or

otherwise of the entire business of a corporate member, shall acquire all the rights of such a member.

## 9.6 Resignation from membership

A member may resign from the organization by sending his/her resignation in writing to admin@nsbe.org.za for submission to the NEC. Any monies due by him/her shall be paid forthwith and any insignia of membership issued to him/her by the organization shall be returned on acceptance of his resignation by the NEC.

## 10. Organizational Structure

### 10.1 National Executive Committee (NEC)

Subject as hereinafter mentioned, the policy and general management of the affairs of NSBE SA shall be directed by the NEC made up of a maximum of fifteen (15) members who shall be elected for a term of four (4) years in terms of the Constitution.

The NEC of NSBE SA shall be made up of:-

- (a) The President
- (b) The Deputy President
- (c) The General Secretary
- (d) The Treasurer
- (e) Eleven (11) NEC Members

The President, Deputy President, General Secretary and Treasurer shall also be directors of the NSBE SA in terms of the Companies Act.

- 10.1.1 The NEC shall have the power to carry out the aims and objectives in accordance with the Constitution.
- 10.1.2 The NEC members shall be elected every four (4) years in the Elective Conference from among the members of the NSBE SA. A member shall be eligible for nomination as President, Deputy President or General Secretary if he/she has previously been a member of the NEC for a continuous period of no less than two (2) years.
- 10.1.3 The NEC shall appoint and fix the remuneration of a General Secretary and of all other staff (not NEC members) as may in their opinion be necessary.
- 10.1.4 The election of NEC members shall be conducted by a secret ballot. The ballot shall be supervised by an independent person or group appointed by the outgoing NEC.
- 10.1.5 The President and Deputy President shall hold office for a period of four (4) years and shall serve a maximum of two (2) consecutive terms. Thereafter, they shall be eligible for re-election after having been out of office for at least one (1) term.
- 10.1.6 All members of the NEC shall be eligible for re-election except the President and the Deputy President who shall not serve more than two (2) consecutive terms.



- 10.1.7 A minimum of 25% of the outgoing NEC members shall be returned to office after elections to preserve the institutional memory.
- 10.1.8 All NEC members shall hold office until such time as they are no longer eligible or resign from holding office or be removed from office by NSBE SA, whichever comes first.
- 10.1.9 An NEC member shall give written notice if he/she intends to resign from office and shall give two (2) calendar months' notice unless stated otherwise, in writing, by the NEC.
- 10.1.10 The NEC shall have the power, at any time, to co-opt any member of NSBE SA as a member of the NEC provided that the number of co-opted members shall not exceed one-third of the total membership of the NEC at the time of co-option and such co-opted members shall not hold office for a period longer than the term of office of the co-opting NEC. Co-opted members shall be entitled to vote at meetings of the NEC.
- 10.1.11 The NEC shall meet at least once every three (3) months and a quorum of any meeting shall be 60% of the members of the NEC. Special meetings of the NEC may be summoned by the President and can also be convened if 30% of the NEC members request such a meeting. A three (3) days' notice shall be deemed reasonable for such a meeting to convene.
- 10.1.12 The NEC may appoint standing committees as may be deemed necessary by the NEC and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such standing committees shall be reported back to the NEC as soon as possible.
- 10.1.13 The performance of the NEC shall be evaluated annually at the AGM which shall have the power, at any time in between the sitting of the Elective Conference, to remove any member of the NEC who has failed to carry out his/her responsibilities as delegated by the NEC or who acts in contravention of the aims and objectives of NSBE SA. Likewise, if any co-opted NEC member fails to meet the requirements of the NEC or misses two (2) consecutive meetings without a reason acceptable to the NEC, his/her membership can be terminated by the NEC.

## 10.2 Regional Executive Committee (REC)

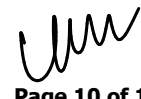
Subject as hereinafter mentioned, the policy and general management of the affairs of NSBE SA at regional level shall be directed by the REC who shall be elected for a term of four (4) years in terms of the Constitution. A Regional NSBE shall be a division of NSBE SA, governed by its own elected REC, establishment of which shall require the NEC approval.

The REC of NSBE SA shall be made up of:-

- (a) The Chairperson
- (b) The Deputy Chairperson
- (c) The Secretary
- (d) The Treasurer
- (e) The Student Representative



- 10.2.1 The REC shall have the power to establish local branches and Student Chapters for the furtherance of the said aims and objectives of NSBE SA.
- 10.2.2 The REC shall act in pursuance of the said aims and objectives of NSBE SA and shall be subject to such conditions as may from time to time be laid down by the NEC.
- 10.2.3 The REC shall be deemed to have adopted the model rules for the regions as prescribed from time to time by the NEC unless they have, with the prior approval of the NEC, adopted other rules.
- 10.2.4 The REC may publish literature solely in the name of the region for local purposes, but such literature shall not contain any statement that is in contravention to the said aims and objectives of NSBE SA.
- 10.2.5 Representations of whatever kind to other bodies and/or individuals may only be made by the region with the prior approval of the NEC.
- 10.2.6 The REC members shall be elected every four (4) years in the Elective Conference from among the members of the NSBE SA. A member shall be eligible for nomination as Chairperson or Deputy Chairperson if he/she has previously been a member of the REC for a continuous period of no less than two (2) years.
- 10.2.7 The election of REC members shall be conducted by a secret ballot. The ballot shall be supervised by an independent person or group appointed by the outgoing REC.
- 10.2.8 The Chairperson and Deputy Chairperson shall hold office for a period of four (4) years and shall serve a maximum of two (2) consecutive terms. Thereafter, the two incumbents shall be eligible for re-election after having been out of office for at least one (1) term.
- 10.2.9 All members of the REC shall be eligible for re-election except the Chairperson and the Deputy Chairperson who shall not serve more than two (2) consecutive terms.
- 10.2.10 A minimum of 25% of the outgoing REC members shall be returned to office after elections to preserve the institutional memory.
- 10.2.11 All REC members shall hold office until such time as any one of them ceases holding office or be removed from office by NSBE SA, whichever comes first.
- 10.2.12 All REC members shall give written notice if they intend to cease holding office and shall give two (2) calendar months' notice unless stated otherwise, in writing, by the REC.
- 10.2.13 The REC shall have the power, at any time, to co-opt any member of NSBE SA as a member of the REC provided that the number of co-opted members shall not exceed 25% of the total membership of the REC at the time of co-option and such co-opted members shall not hold office for a period longer than the term of office of the co-opting REC. Co-opted members shall be entitled to vote at meetings of the REC.
- 10.2.14 The REC shall meet at least once every three (3) months and a quorum of any meeting shall be 60% of the members of the REC. Special meetings of the REC may be summoned by the Chairperson and can also be convened if 60% of the REC members request such a meeting. A three (3) days' notice shall be deemed reasonable for such a meeting to convene.



- 10.2.15 The REC may appoint standing committees as may be deemed necessary by the REC and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such standing committees shall be reported back to the REC as soon as possible.
- 10.2.16 The performance of the REC shall be evaluated annually by a Regional AGM which shall have the power, at any time in between the sitting of the Elective Conference, to remove any member of the REC who has failed to carry out his/her responsibilities as delegated by the REC or who acts in contravention of the aims and objectives of NSBE SA. Likewise, if any co-opted REC member fails to meet the requirements of the REC or misses two (2) consecutive meetings without a reason acceptable to the REC, his/her membership can be terminated by the REC.
- 10.2.17 All legacies bequeathed to NSBE SA at regional level shall be received by the Treasurer, but subject to any special trusts by which such legacies may be affected, the NEC shall have the power to direct that any legacy or the income therefrom shall be paid to a particular region.
- 10.2.18 The REC may be empowered by the NEC to receive donations and any monies received or raised by it may be used by the region in its area solely for the furtherance of the said aims and objectives. The REC shall make returns to NSBE SA in such form as determined by the NEC from time to time. The donations and monies shall be paid directly to the NSBE SA bank account.

## 11. Code of Conduct

### 11.1 Code of Ethics

The NEC shall lay down a Code of Conduct to which all members, including members of the NEC & REC, shall adhere. The NEC can amend the Code of Conduct from time to time, in its sole discretion, when deemed fit. The Code of Conduct, with or without any amendment thereto, shall always ensure that members (in whatever capacity) always:-

- (a) Maintain the honour and dignity of NSBE SA.
- (b) Treat others with courtesy and fairness.
- (c) Refrain from using, directly or indirectly, NSBE SA or anybody appointed by NSBE SA to advance their own political ideologies, religious beliefs, social or economic needs at the expense of NSBE SA.
- (d) Refrain from committing any act that may be against the aims and objectives of NSBE SA or prejudice the interest and good name of NSBE SA or other members of NSBE SA.
- (e) Diligently and with due care carry out their obligations towards NSBE SA.
- (f) Actively promote the engineering profession in a dignified manner.
- (g) Act as role models and display good leadership qualities to the black communities.
- (h) Recognize the importance of the continued personal development and learning to keep abreast with the latest technological developments in line with the ECSA CDP points requirements.

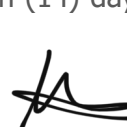
- (i) Take full responsibility for projects executed in line with the ECSA professional registration undertaking.

## 11.2 Discipline

- 11.2.1 The President and the NEC of NSBE SA will elect a Disciplinary Committee.
- 11.2.2 The Disciplinary Committee shall be responsible for ensuring that all members abide by the Code of Conduct, referred to in 11.1 above. The Disciplinary Committee shall be appointed on a case by case basis and will comprise of three (3) senior members of NSBE SA appointed by the NEC. The Disciplinary Committee shall have, over and above other powers the NEC may determine, the following powers:-
- (a) To investigate any alleged breach of the Code of Conduct or any misconduct which warrants the appointment of a Disciplinary Committee.
  - (b) To call upon any member who is alleged of having breached the Code of Conduct, and witnesses where applicable, to furnish the Disciplinary Committee with such information as it may deem necessary to probe the alleged breach.
  - (c) To hand down the final verdict as to whether the alleged misconduct was committed by the accused member or not.
  - (d) To order the suspension or expulsion of any member who is found guilty of misconduct. The nature of misconduct will warrant either suspension or expulsion as deemed fit by the Disciplinary Committee.
  - (e) All proceedings of the Disciplinary Committee shall be conducted in a summary manner, namely, based on accepted principles of fairness and equity.
  - (f) The Disciplinary Committee is empowered to consult anybody as it may deem necessary to reach a fair and equitable conclusion. The accused member shall have no right to be present during such consultations provided that the member is given the opportunity to rebut any evidence against him/her compiled in such consultations.
  - (g) The Disciplinary Committee shall not be obliged to follow every detailed instruction of the law to the latter in discharging its duties, but may decide the matter submitted to it on the balance of probabilities according to what it considers to be fair and equitable under the circumstances.
  - (h) The verdict and sanction of the Disciplinary Committee shall be final and binding upon the member(s) concerned, pending the outcome of the appeal procedure as detailed in section 11.3 below.
  - (i) The Disciplinary Committee shall endeavour to complete its investigation and to deliver its verdict and sanction within three (3) months as is reasonably practicable.
  - (j) The Disciplinary Committee shall in writing inform the member(s) whose conduct was investigated of its verdict and sanction and its reasons thereof.

## 11.3 Appeal Procedure

- 11.3.1 A member may appeal to the REC in the first instance about his/her suspension or expulsion or any matter concerning his/her membership as a result of a disciplinary action taken. Such an appeal shall be lodged in writing with the Chairperson or Deputy Chairperson within fourteen (14) days after



the member had been informed in writing of the outcome of the disciplinary action as detailed in section 11.2 above.

- 11.3.2 If the REC upholds the decision of the Disciplinary Committee, then the member may appeal in writing, stating the reasons for his/her appeal, to the NEC within fourteen (14) days after the member was informed of the REC's decision.
- 11.3.3 The decision of the NEC shall be in writing, stating the reasons thereof, and shall be final and binding to close the matter.

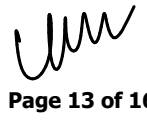
#### **11.4 Grievance Procedure**

Any member of NSBE SA who feels aggrieved by any act of NSBE SA and/or officials of NSBE SA and/or any other member shall be entitled to make his/her grievance known by lodging the details thereof in writing ("the grievance notice") with the REC or NEC.

Should the REC be of the view that the grievance is of a serious nature and merits further investigation, it shall within fourteen (14) days of receiving the grievance notice appoint a Disciplinary Committee as detailed in clause 11.2 above. Should the decision reached by the Disciplinary Committee not be satisfactory to the aggrieved member, he/she shall have the right to appeal as detailed in clause 11.3 above.

### **12. Meetings**

- 12.1 The first Annual General Meeting of NSBE SA shall be held not later than 28 September 2007, and annually thereafter at the time and place as the NEC shall determine. At least 21 days' notice shall be given in writing by the General Secretary to all members in good standing. At such meetings, the agenda shall include the report of work done by the NEC and tabling of the audited financial statements.
- 12.2 The NSBE SA shall hold an Elective Conference every four (4) years and the agenda shall include items mentioned in 12.1 above and the election of full members to serve on the NEC.
- 12.3 The first Annual Regional General Meetings of NSBE SA shall be held not later than 30 June 2008, and annually thereafter at the time and place as the REC shall determine. At least 21 days' notice shall be given in writing by the Regional Secretary to all members in good standing. At such meetings, the agenda shall include the report of work done by the NEC, the tabling of the financial report and other matters deemed necessary.
- 12.4 The Regional Elective Conference shall take place every four (4) years and the agenda shall include items mentioned in 12.3 above and the election of full members to serve on the REC.
- 12.5 The President of the NEC may at any time at his/her sole discretion call a Special General Meeting of NSBE SA.
- 12.6 The General Secretary shall, within 21 days of receiving a written request with reasons and signed by more than 66% of members in good standing, call a Special General Meeting of NSBE SA.



Page 13 of 16

### **13. Nominations of Office Bearers**

- 13.1 Only voting members of NSBE SA in good standing shall be eligible to serve as Office Bearers.
- 13.2 Only voting members of NSBE SA in good standing shall be eligible to make nominations for Office Bearers. Such nominations must be made in writing and submitted to the Secretary at least 28 days prior to the Elective Conference.
- 13.3 Should nominations exceed vacancies, elections shall be conducted using a secret ballot as detailed in clause 10.1.4 and 10.2.7.

### **14. Rules of Procedure at all Meetings**

- 14.1 The quorum at meetings of the NEC and REC must be met as detailed in clauses 10.1.11 and 10.2.14 before the meeting can proceed.
- 14.2 All matters arising at any meeting shall be decided by a simple majority of those present and eligible to vote. Arrangements for proxy voting may be made by the NEC/REC for regular meetings, however, no such arrangements shall be made to conclude matters as detailed in clauses 10 and 11. No person shall exercise more than one vote, even though that he/she may have been appointed to represent two or more persons. But in a case of a stalemate, the chairman of the meeting shall have a second and deciding vote.
- 14.3 Minutes of resolutions taken in meetings shall be kept by the General Secretary of the NEC and Secretaries of the RECs.
- 14.4 The NEC shall have power to adopt and issue Standing Orders and/or Rules for NSBE SA. Such Standing Orders and/or Rules shall come into effect immediately, provided always, that they shall be subject to review and adoption by NSBE SA at the Annual General Meeting. Also, the same Standing Orders and/or Rules shall not be in violation of the Constitution.

### **15. Finance**

- 15.1 All monies raised by or on behalf of NSBE SA shall be applied to further the aims and objectives of the organization and for no other purpose.
- 15.2 Payments in good faith to cover remuneration of any employee of NSBE SA or reimburse members of the NEC/REC of reasonable out-of-pocket expenses shall be allowed.
- 15.3 The Treasurer shall keep proper accounts of the finances of NSBE SA.
- 15.4 The financial records of NSBE SA shall be audited at least once a year by an independent auditing firm.
- 15.5 Audited financial statements shall be tabled at the Annual General Meeting as detailed in clause 12.1.



- 15.6 A bank account shall be opened in the name of NSBE SA with any financial institution as the NEC will from time to time decide. The NEC shall authorize in writing the President, Deputy President and Treasurer of NSBE SA to carry out financial transactions online.
- 15.7 The financial year of the organization ends on the last day of February of every year.

## **16. Trust Property**

The title deeds to all property which may be acquired by or on behalf of NSBE SA shall be vested in a corporation lawfully delegated to act as the Custodian Trustee.

## **17. Changes to the Constitution**

Any changes of this Constitution shall receive the assent of not less than two-thirds (2/3) majority of the members of NSBE SA in good standing at the Annual General Meeting. Notice of any proposed change shall have been received by the General Secretary in writing not less than 21 days before the meeting. At least 14 days' notice in writing shall be sent by the General Secretary to all members in good standing to make them aware of this proposed change. No change shall be made which would have the effect of causing NSBE SA to cease to be a voluntary association.

## **18. Dissolution**

If the NEC by a simple majority decides at any time that on the ground of financial circumstances, or otherwise, it is necessary and/or advisable to dissolve NSBE SA, it shall call a Special Meeting of all members of NSBE in good standing who have the power to vote. At least 21 days' notice, stating the terms of the resolution to be proposed at such a meeting, shall be given to members in good standing. If more than two-thirds (2/3) majority of those present at such a meeting vote in favour of dissolution, the NEC shall have power to dispose of any assets held by or on behalf of NSBE SA. Any assets remaining after the settlement of debts and liabilities shall be given or transferred to charity as the NEC may determine.

## **19. Notices**

Any notice may be served by the Secretary on any member, or his/her own appointed representative, either personally by hand or by sending it through e-mail at the last known address as detailed in clause 9.3. Any letter so sent shall be deemed to have been received and read within ten (10) days.



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This Constitution was approved and accepted by members of NSBE SA in good standing at the National Elective Conference held on 26 - 20 September 2007. Changes contained herein were also approved and accepted by more than two-thirds (2/3) majority at the National Elective Conference held on 20 October 2017 at Cedarwood Hotel in Woodmead, Johannesburg.