

REPUBLIC OF SOUTH AFRICA

ASSOCIATION OF ENGINEERS OF DRC ORIGIN IN SOUTH AFRICA

“A.E.D.O.S.A.”

CONSTITUTION

PREAMBLE

We, Engineers of Democratic Republic of Congo (DRC)'s origin, residing in South Africa (SA);

Acknowledging that Engineering is a noble career not only by the academic training received, but also the expectation that it creates to political decision-makers and the general public, as far as the development of countries is concerned,

Aware of natural resources, including geological, mining, cultural and others of DRC, and its geostrategic position and its biodiversity,

Aware of the role that is ours in the development of DRC while abroad, and the need to have a social and technical platform of discussion and conveyance of ideas

Wishing to participate in the development of our own human capital richness in all area of engineering, and make our contribution to the universal knowledge by encouraging younger generations to pursue the engineering career,

Convinced that collective action is more efficient and cost effective than acting individually,

Decide to regroup and create a non-profit organisation.

TITLE I

CREATION, HEADQUARTERS PURPOSE OF THE ASSOCIATION

Article 1: CREATION AND DENOMINATION

It is created in the Republic of South Africa, dated April 11, 2015 a non-profit organisation called "Association of Engineers of Democratic Republic of Congo (DRC) Origin in South Africa", abbreviated "ADEOSA." governed by this constitution and the South African law on non-profit organisations.

Article 2: HEADQUARTERS OF THE ASSOCIATION

The headquarters of the association is temporarily located at **581 Rudolph Street Constantia Park 0010, Pretoria East in Gauteng Province**. It may be transferred to any other place in the Republic of South Africa by decision of the General Assembly.

Article 3: PURPOSE OF THE ASSOCIATION

The Congolese Association of Engineers in South Africa is a non-profit socio-professional association that aims:

1. To include and represent all Congolese engineers
2. To defend the Engineering profession
3. To contribute to the industrialization process of DRC , as well as South Africa
4. To look after all issues pertaining to professional advancement of its members
5. To help or assist its members in their career advancement by:
 - Creating and maintaining a data base of all DRC engineers.
 - Putting in place formal channels of promoting the engineering profession by coaching and mentoring all younger professionals including South Africans.
 - Promoting research and scientific development in the field of Engineering by organising conferences, forums, workshops, competitions etc.
 - Informing and vulgarising among its members, new discoveries in sciences and technical fields.
6. Facilitating useful exchanges between its members, and ECSA as well as other foreign similar bodies without excluding the corporate world.
7. Facilitating mutual and beneficial exchanges between DRC and RSA in the field of engineering and related projects.

Article 4: DURATION

The Association is established for an unlimited period.

TITLE II

MEMBERSHIP AND ORGANIZATION

Article 5: MEMBERSHIP CATEGORIES

The Association consists of:

1. Full Members
2. Associate Members
3. Corresponding Members
4. Supporting members
5. Honorary Members

Article 6: FULL MEMBER

A full member is any person, at the time of admission, bearing an engineering tertiary qualification or an equivalent qualification in accordance with the legislation in force in DRC or SA and who adhere to this constitution, with a minimum working experience of three years.

Article 7: ASSOCIATE MEMBERS

A. Associate Members

An associate member is a person, at the time of admission, who does not satisfy the requirements for admission as full member, but whom the attachment to the Association affairs has convinced the Board of Directors to admit him, in the interest of the association.

Associate members also comprise candidate engineers and trainee engineers.

B. Student Members

A student member is a person who at the time of admission has a valid registration as an engineering student at any tertiary educational institution recognised as such by the Board of Directors.

When a student member has obtained his engineering academic qualification from a tertiary educational institution, he or she shall be transferred to the grade of Associate Members.

Article 8: CORRESPONDING MEMBER

The corresponding members are engineers or persons belonging to the scientific or industrial world chosen by the Board of Directors to represent AEDOSA in DRC or abroad.

Article 9: SUPPORTING MEMBER

Supporting members are any physical or moral persons that contribute to the achievement of the association, AEDOSA.

Article 10: HONORARY MEMBER

Honorary members are selected from the notables of scientific and industrial world and among peoples who support AEDOSA and those that have rendered outstanding services to the Association or those undertaking remarkable and profitable scientific activities that contribute to the development of South Africa or the DRC

Article 11: MEMBER'S ADMISSION

Honorary members, Supporting members and Corresponding members are admitted by the General Assembly on presentation of the Board of Directors, while Associate members are admitted by the Board of Directors.

Engineers are, at their request, admitted as full members by the Board of Directors.

Article 12: MEMBERSHIP FEES AND FINANCIAL CONTRIBUTIONS

Full members are required to pay a non-refundable once off annual fee or a monthly instalment as deemed suitable. The amount is determined on the proposal of the Board of Directors and approved by the General Assembly.

It is the same for associate members.

As for honorary, supporting and corresponding members, their contributions are voluntary and intended to support the purpose of the Association.

Voluntary contributions are also welcome from full members as well as associate members, apart from the duly statutory membership fee mentioned above.

Article 13: RESIGNATION, EXCLUSION AND APPEAL PROCESS*A. Resignation*

Any member in good standing may voluntarily resign from the association by submitting to the President a written resignation.

B. Exclusion

If, against all odds, a member behaves in such a way that he becomes unworthy of the association, the Board may have to ask him to resign. In case of refusal, he may be suspended by decision of the Board of Administration which may propose his exclusion to the approval of the General Assembly.

Any full or associate member who, for a year, has not paid his dues, except for the circumstances to be determined by the Board of Directors, shall cease to benefit of the protection and assistance of the Association up to the regularization of his situation. After another year, if the member has still not paid his membership fee, the temporary suspension of benefits becomes a full exclusion.

The exclusion may be imposed only by a majority of two thirds of the votes of the full members.

The resigning member, removed or excluded shall have no right to the funds of the Association and cannot claim refund of contributions paid.

C. Process of Appeal

All exclusions are appealable within the internal structures of the Association, if the victimised member feels that he has been treated unfairly. Within a month, an appeal letter should then be addressed to the chairman of the Board of Directors in order to review the case or facilitate the arbitration process in consultation with relevant parties.

Article 14: AEDOSA ORGANIZATION

The association is structured as follows:

1. The General Assembly
2. Board of Directors
3. Regional Sections

TITLE III

GENERAL ASSEMBLY

Article 15: COMPOSITION OF THE GENERAL ASSEMBLY

Full members constitutes the General Assembly. They meet in the General Assembly to deliberate on all matters affecting the life of the Association.

Except for emergency recognized as such by the three quarters of full members, the Assembly may deliberate on matters brought to the agenda.

Article 16: CONVENING AND HOLDING OF THE ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly is convened once a year in the first half.

It is held on the date decided upon by the Chairman of the Board of Directors (CA). The latter determines the agenda and convenes all the members by way of circulars or any other appropriate means. A minimum of 45 days prior to the tenure of the meeting must be adhered to.

The agenda will include, among others, the report of the Board of Directors and the Statutory Auditors on the activities and the situation of the Association during the year.

Any proposal made by a Provincial Section under the provisions of Article 15 and transmitted to the Board of Directors, will be on the agenda of the Annual General Meeting.

Article 17: THE EXTRAORDINARY GENERAL MEETING

Full members of the Association may, whenever the interest of the latter requires, be called to an Extraordinary General Meeting:

- On decision of the Ordinary General Meeting
- On the written and motivated request to the Board of Directors by one or more Provincial Sections
- On the written request of two third of the full members.

If there is still no gathering organised after all above three means were exhausted, then an initiative committee derived from the 2/3 of the full members may, by petition, use legal means to force the Board of Directors to convene and hold such a meeting.

Article 18: GENERAL ASSEMBLY POWERS

The General Assembly has the authority over all matters pertaining to the interest of the Association apart from the powers of the Board of Directors including: Changes of constitution, dissolution, assignment of company's assets and installation of the Board of Directors and the Auditors.

It holds statutory elections. It shall consider and decide on the draft budget and other matters brought to the agenda.

Article 19: AMENDEMENT OF CONSTITUTION

Any changes may be made to the constitution only if passed by a General Meeting deliberating under the following conditions:

- The proposed changes must be made by the Board of Directors or by provincial sections that discuss in advance. In the latter case, the proposal must be substantiated in writing and sent to the Board two months before the date of the meeting of the General Assembly.
- In both case, notices of the General Assembly indicate the numbers of items to modify, add or delete, and briefly the subject of the proposed amendments. The full text of these is registered at the office, where members of the Association may become aware of it for eight working days prior to the date of the meeting. The Board of Directors is required to distribute to members various proposals.
- The Assembly may deliberate only at a majority of two thirds of full members.
- No changes are accepted unless if it meets two third vote of full members present. However, if the amendment relates to one of the subjects for whichThe Association was formed, it is valid if it is passed by third quarters of the members present.

TITLE IV:

THE BOARD OF DIRECTORS

Article 20: COMPOSITION OF THE BOARD OF DIRECTORS

The Association is managed by a Board of Directors constituted as follows:

- 4.1. The President
- 4.2. The Vice President
- 4.3. The Secretary General
- 4.4. The Deputy Secretary General
- 4.5. The Financial Officer
- 4.6. The Deputy Financial Officer
- 4.7. Regional Representatives (3 regions West, Centre and East)
- 4.8. The Honorary President of the Board of Directors as an advisor

Article 21: DIRECTORS RESPONSIBILITY

The members of the Board have no personal liability in relation to commitments of the Association. Their liability is limited to the execution of the mission entrusted to them.

Article 22: APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

The President, the Vice-Presidents, the Secretary General, the Deputy General Secretary, the Financial Officer and Deputy Financial Officer shall be elected by a simple majority of the votes cast by the full members.

The Presidents of the Provincial Sections are elected by a simple majority of their staff members, while the Honorary Presidents are co-opted members of the Board of Directors by the General Assembly at the end of their respective mandates.

Exception is made to the 1st board of directors or trustees, who has initiated the creation of this association, whom this constitution grants a 1st two year term. The members of the 1st board are co-opted by the principal coordinating AEDOSA member who is the convenor of the general assembly.

Article 23: DURATION OF TERMS OF THE BOARD OF DIRECTORS

The term of members of the Board of Directors is two years non-renewable and begins at the General Assembly which appointed them. For continuity reasons or lack of interest of eligible members, a board member may be allowed to serve in the next administration for another final two years. No board member must be allowed to serve more than four years.

If during his term, the President resigns he is replaced by the Vice President.

If in his term the Vice-president resigns, the Board will chose a person to take over on Vice-Presidency among full members until the next general assembly.

Article 24: ATTRIBUTIONS OF THE BOARD OF DIRECTORS

The Board of Directors has all the powers of administration and management of the association, except those granted to the General Assembly by law or these statutes.

These include:

- the representation of the Association
- acquisition, disposition or exchange of movable and immovable property
- the conclusion of conventions
- the conclusion of settlements
- closing deals
- acceptance of compromises and arbitration
- the acceptance or rejection of grants, gifts or bequests
- the investment of financial resources available
- the conclusion of borrowing
- the conclusion of mortgage

- all other banking matters
- legal actions.

The Board reports annually to the General Assembly.

All Association's acts are signed by the President and the Secretary General.

Legal actions, both as plaintiff and the defendant, are conducted by the Board of Directors, at the request of the President or of a member appointed for this purpose.

Article 25: CREATION OF DIVISIONS

In order to promote the objectives of the Association in a specific sphere of any engineering discipline, the Board of Directors may, at its own discretion create and control a Division of the Association.

Divisions may promote the justifiable interests of their members.

Divisions shall conduct their affairs in accordance with the constitution and the rules and regulations of the association.

Each Division shall elect every two years from amongst its members a Division Committee.

Each Division Committee shall, in respect of the preceding term, submit an annual report on the activities including financial to the President for consideration by the Board of Directors.

The board of Directors shall have the power, after consultation with the Division Committee to disband the Division concerned, if such action is considered to be in the interest of the association.

Article 26: OFFICE OF THE EXECUTIVE BOARD OF DIRECTORS

Daily management of the association is provided by an executive board of directors composed of the following members:

- President
- Vice-Presidents

- Secretary General
- Financial Officer

The Office publishes quarterly for members the implementation report of its program of action.

Article 27: DESIGNATION AND TERMS OF AUDITORS

The General Assembly shall elect from among full members, two auditors. Their mission is to monitor and verify the proper maintenance of accounts of the Association.

The term of the Auditor is two years and begins at the General Assembly which appointed him. This term is renewable unless otherwise decided by the board of directors

If during his term, an Auditor abandons his duties, the board of directors takes the responsibility of appointing another one.

The auditors shall establish the report and present it to the General Assembly.

Article 28: RULES AND REGULATIONS

The Association has an internal regulation containing all the provisions necessary for proper operation.

TITLE V:

REGIONAL SECTIONS

Article 29: REGIONAL SECTIONS

The Regional Sections are created by decision of the General Assembly in the provinces representing at least five engineers as members to form them. The administrative organization of Regional Sections is modelled as much as possible on that of the National AEDOSA. Members of these Sections in addition to the statutory

contributions will organize themselves to constitute a self-help fund in order to address provincial needs and participation of members of their region especially their representatives at the General assembly.

These sections meet in Regional Assembly. The choice of matters to be considered appropriate to tackle is entirely free. However, each Regional Section sends a quarterly activity report to the Board of Directors to allow monitoring of the implementation of decisions of the General Meetings.

Any member of the Association, outsider to a region may attend meetings of the latter and take part in discussions, deliberations and other activities upon authorization of the Regional Representative of the section.

The number of Regional Sections is limited to three for the entire country defined as follows:

- Western Region: Western Cape, Eastern Cape and Northern Cape
- Central Region: Gauteng, Northwest and Free State
- Easter Region: Durban, Mpumalanga and Limpopo

TITLE VI

FINANCES

Article 30: FINANCIAL YEAR

The financial year begins on March 1 and ends on 28 or 29 February.

Article 31: BUDGET

The Board of Directors establishes each year during January, the latest budget of the next financial year up to the next General Meeting.

The draft program of activities, with budget provision is submitted for approval at the Ordinary General Meeting.

The medium term budget estimate and projections, revenues and expenditures for a cycle of 3 years starting from the 1st March of every year shall be prepared by the Board of Directors for presentation and approval at the Ordinary General Meeting.

Article 32: FINANCIALS

All the funds, assets and property of the association fixed or otherwise, shall be held in trust and administered by the Board of Directors as per non-profit organisation type of companies.

The funding of the association shall derived substantially from member's contributions and donations.

The association may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objects. Substantially the whole of the funds shall be used to that effect.

The Association shall not have a share or other interest in any business, profession or occupation which carried on by its members.

At the end of February 25 of each year, the accounts are closed as well as the fiscal year.

The Finance Office shall prepare and present all current financials to the Board of Directors, for review and approval before they are presented to the appointed auditors. The audited financials will then be presented at the General Assembly.

TITLE VII

WINDING UP AMALGAMATION AND LIQUIDATION

Article 33: WINDING UP AND AMALGAMATION

The Association may only be wound up at a meeting specially convened for this purpose and comprising at least two thirds of the members.

The General Assembly shall wound up and appoint liquidators and determine their powers and also sets the destination of assets, in accordance with Article 34.

The same applies for amalgamation.

Article 34: ALLOCATION OF ASSOCIATION ASSETS ON WINDING UP

After discharge of debts, the general meeting decides on the allocation of the assets remaining in favor of one or more similar associations or works of a scientific or technical interest.

TITLE VIII**FINAL PROVISIONS****Article 35:**

This constitution shall enter into force on the date of its adoption by the General Assembly.

For all that is not provided in this Agreement, the Association is governed by the provisions of the legislation on the Non-Profit Associations as well as the rules of procedure to which the members have subscribed.

Article 36:

This constitution, as adopted by the General Meeting of 24 October 2015

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Done in Pretoria, 20 June, 2015

MEMBERS OF THE ASSOCIATION WHOSE LIST IS ATTACHED, MET IN AN EXTRAORDINARY GENERAL MEETING.