

REPUBLIC OF SOUTH AFRICA

ASSOCIATION OF ENGINEERS OF DRC ORIGIN IN SOUTH AFRICA

CODE OF CONDUCT

CHAPTER I: GENERAL ARRANGEMENTS

ARTICLE 1

The purpose of this code of conduct is to lay down organisational and management principles for the smooth running of the Association of Engineers of Democratic Republic of Congo (DRC) Origin in South Africa", abbreviated "ADEOSA" as adopted by the general assembly of November 2017.

The Association of Engineers of Democratic Republic of Congo (DRC) Origin in South Africa, AEDOSA is a non-profit organisation registered under the Company Act, 2008 by the Company and Intellectual Property Commission of South Africa (CICP), reference 2017/021201/08

CHAPTER II: ADMINISTRATION AND MANAGEMENT

ARTICLE 2

AEDOSA is structured in three spheres as stipulated in article 14 of the constitution:

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

SECTION 1: GENERAL ASSEMBLY

ARTICLE 3

The General assembly is the supreme body of deliberation, decision and management of AEDOSA. The general assembly is constituted by the following:

1. Board members
2. Vetted regional members
3. Full members (effective)
4. Supporting members
5. Corresponding members
6. Honorary members
7. AEDOSA occasional guests

Attendees of categories 4, 5, 6 and 7 cannot vote and cannot be voted in any AEDOSA structure, but they can be consulted for advices.

ARTICLE 4

The General assembly meeting seats in ordinary session once in the 1st semester of the year. The seating is called by the executive board of directors according to the constitution as stipulated in articles 17, 18 and this code of conduct, article 21.

In case of postponement or cancellation of a general assembly meeting, the executive board of directors is obliged to inform members at least one month before the end of the 1st semester.

When there is no calling of general assembly meeting throughout a year for whatever reason, full members are entitled to use article 17 of the constitution to address the issue.

ARTICLE 5

The General assembly meeting is chaired by the president of AEDOSA with the help of the vice president and the general secretary. Two ad hoc board members are co-opted to constitute the temporary Bureau for the sake of recording the proceedings.

ARTICLE 6

During an elective general assembly meeting, full members elect a temporary Bureau made of the following:

- One President, oldest full member
- One Secretary, the youngest full member who will record the meeting
- Two full members

Note this excludes the 1st general assembly meeting as per article 22 of the constitution.

ARTICLE 7

At each elective general assembly, only full members with updated membership fees are eligible to elect the temporary Bureau of the session. This temporary Bureau will be responsible of the following:

1. Proceed to the official opening of the session
2. Identify the oldest and youngest full members apart from candidate's members, regional office bearer's members and quitting board members.
3. The eldest member will be the President of the session and youngest the vice president. Both will choose two secretaries to report on the proceedings.

ARTICLE 8

Elections for the renewal of the Board of Directors members whose term of office expires shall take place at the last General Assembly.

Any full member of the Association may apply for one of the posts. The procedure is as follows:

- Registration of applications at provincial,

- Submission of applications by the provincial sections to the Board of directors.

One month before the Elective General Assembly, the Executive Board of Directors publishes the list of candidates and transmits it to all the Provincial Sections in the form of a ballot.

ARTICLE 9

The board of directors shall be voted by direct universal suffrage. The Provincial and Local Sections are obliged to organize the elections at their level to transmit the results of their counting to the headquarters of the Association. The Board of directors is obliged to convene an Elective General Assembly in charge of the tabulation of all the results transmitted by the Provincial and Local Sections as per Article 6 and 7 of this code of conduct.

ARTICLE 10

In case of absence of the President, the Vice - President, the Secretary General or any other office bearer, in order of seniority, replaces the President in all his / her attributions.

ARTICLE 11

The General Assembly deliberates on all matters on the agenda in accordance with Articles 20, 21, 22 and 23 of the constitution. However, the Bureau of the session of the General Assembly may create task forces to deal with specific issues. The Bureau will then assign members to these task forces in order to stream line effort and work efficiently.

These task forces shall be chaired by chairpersons appointed for this purpose by the Chairperson of the Bureau of the session.

A rapporteur for each task force will be appointed by his or her peers.

ARTICLE 12

The closure of the General Assembly is sanctioned by a final report.

The proceedings of the General Assembly comprising speeches, conferences proceedings and reports will be published after the meeting by an ad hoc committee appointed by the President.

Decisions of the General Assembly concerning borrowing, mortgaging and disposal of movable and immovable property depending on the grant are valid only after administrative approval have been received as allowed by South African laws.

SECTION 2: THE BOARD OF DIRECTORS.**ARTICLE 13**

The members of the Board of Directors are defined in articles 20, 21 and 22 of the constitution.

ARTICLE 14

The Board of Directors meets twice a year, outside or in the margins of the General Assembly meetings, upon convocation by the Executive Board of Directors. However, it may meet whenever circumstances so require.

The Board of Directors is validly constituted on condition that all its members have been informed of the meeting of the Board.

ARTICLE 15

The Board of Directors is the executive body of AEDOSA in accordance with the powers conferred to it by article 24 of the constitution. It reports to the General Assembly.

In addition, outside the general assembly, the Board of Directors follows it throughout the yearly activities. It is in his power to tackle, whenever necessary, any matter of general interest for AEDOSA on behalf of the General Assembly. For some difficult problems, the board of directors will make proposals to the General Assembly for final decision and approval.

This includes the Executive Board of Directors discussions on exchanged acquisitions and disposals of buildings used or to be used by the association. The mortgages on the aforementioned buildings, leases over nine years, disposals or donation and loans must be subject to the approval of the General Assembly.

ARTICLE 16

The members of the Executive Board of Directors may not receive any remuneration for the duties assigned to them. However, a token of presence awarded to them to the discretion of the General Assembly.

Previously authorized expenses repayments are possible with justification for all board members.

THE OFFICE OF THE EXECUTIVE BOARD OF DIRECTORS (COUNCIL)**ARTICLE 17**

The Office of the Executive Board of Directors includes:

1. The President
2. The Vice - President

3. The Secretary General

4. The Treasurer

ARTICLE 18

The Council meets at least once a quarter. It handles the day-to-day management of the Association.

The Office of the Executive Board of Directors acts on behalf of the Board of Directors except for matters assigned to the General Assembly.

It may take, when the need arises, any matter of general interest for AEDOSA instead of the Board of Directors and make proposals to be submitted to the approval of the Board of Directors. It reports to the Board of Directors.

ARTICLE 19

The members of the Council may not receive any remuneration for the duties assigned to them.

However, a token of presence will be awarded to them on the sole discretion the General Assembly.

Previously authorized expenses repayments are possible with justification.

ARTICLE 20

The President represents the Association in all the acts of civil life. Acts which commit the Association are signed jointly by the President and the Secretary General. The president convenes chairs and sets the agenda of the meetings of the Council, the Board of Directors and the General Assemblies.

He leads the delegations of AEDOSA to the public authorities and in general to the third parties.

ARTICLE 21

The President initiates the spending and signs the payment jointly with the Secretary General or the Treasurer in cases of unavailability of the Secretary General. In case of absence or unavailability of the President, the Vice President replaces him.

In the case of legal representation, the President can only be replaced by a representative acting under a power of attorney.

Representatives of the Association must enjoy the full exercise of their civil rights.

The President or his representative may not make personal commitments on behalf of the Association.

THE VICE - PRESIDENT**ARTICLE 22**

The Vice - President shall be responsible for:

- and social promotion of the members of the association
- Provincial and Local Sections ACIC
- External Relations.
- research and development
- sectoral expertise
- Publications
- Documentation and Scientific and Technical Research
- Meetings and Study Days

THE SECRETARY GENERAL.**ARTICLE 23**

The Secretary General of AEDOSA, assisted by the Deputy Secretary General, coordinates all activities of the Congolese Association of Civil Engineers under the direction of the President.

They specialize in:

- the organization and administration of the Association
- Admission of new members.
- the preparation of the minutes of the meetings of the Bureau of the Council,
- drawing up and signing with the president the acts binding the Association,
- the coordination of the work of the Board of Directors for General Assemblies,
- the supervision of the operation of auxiliary services, in particular the Secretariat of the Office of the Council, administrative and communication services.
- Continuing Education

The Secretary General is the spokesperson of the Board of Directors.

In case of unavailability, the Deputy Secretary General assumes his / her role.

THE TREASURER

ARTICLE 24

The treasurer is responsible of the following:

- Run bookkeeping of the association
- Compile the budget
- Fund raising together with the vice president
- Manage and advise on investment opportunities.

THE STATUTORY INTERNAL AUDITORS.

ARTICLE 25

The two Statutory Auditors are elected by the General Assembly upon presentation of their candidature to the Board of Directors and are responsible for checking and verifying the proper conduct of the Association's accounts at all times.

They report to the Board of Directors, at the inter-session, and to the General Assembly.

They depend on the General Assembly.

However, a collation will be granted at the level set by the General Assembly.

The General Assembly may also use the services of an external audit if necessary.

Reimbursements of expenses authorized in advance are permitted on the basis of documentary evidence.

THE COMMITTEES

ARTICLE 26

The Board of Directors may establish a Committee to study a specific subject. The members of this Committee shall be chosen from among the full members. It will consist of a Chairman, a Secretary and a Rapporteur. The Committee will send its reports to the Board of Directors.

ARTICLE 27: PUBLICATIONS

This role vested in the Vice President consists of:

- to publish the minutes of the General Meetings,
- to publish the reports and minutes of the meetings of the Bureaux of the Board and of the General Assemblies,
- physically organize, together with the treasurer, the collection of membership contributions in accordance with the income statement of the Association
- to edit and update the Directory of all Engineers in South Africa
- To ensure the spread of useful discoveries and processes among its members,
- -to assist members in the publication of their scientific work.

ARTICLE 28: DOCUMENTATION AND RESEARCH

This role vested in the Vice President consists of:

To build, maintain AEDOSA Documentation Centre;

- to promote, coordinate and facilitate scientific and technical research for members, Enterprises and the Nation and to propose optimal solutions;
- make available to the members and especially to the office bearers of AEDOSA any document and information necessary for their participation in events of a technical-scientific nature:
- to develop proposals for standardization in terms of investment and technological choices compatible with all the stages of development action in DRC (Study, Execution, Control).
- -to contribute to the promotion of SMEs and SMIs

ARTICLE 29: CONTINUING TRAINING

This role vested in the General Secretary consists of:

- assess the training needs of members;
- to organize congresses and conferences - debates of a technical or scientific nature;
- organize refresher and further training sessions for members;
- to contribute to the adaptation of scientific and technical education programs in harmony with the development objectives of the country;
- to examine and study all matters relating to career advancement and to assist its members in the development of their careers.

ARTICLE 30

This role vested in the General Secretary consists of:

The role of the Committee on Meetings and Study Days is:

- to organize the public manifestations of the Association, in particular: General Assembly, Meetings, Conferences, Conferences, Factory and Site Visits, Study Tour, etc.
- ensure the participation of AEDOSA in scientific and technical events organized both inside and outside the country.
- to help organize professional or other placements for members.

ARTICLE 31

This role vested in the General Secretary consists of:

The role of the Admission Committee is to:

- to receive and administer all applications for membership;
- issuing membership cards;
- to search for evidences in facilitating the evaluation of national and foreign degrees;
- Update individual members' files;
- to prepare the files for the creation of the Regional Sections.

ARTICLE 32

Roles and Responsibilities of the Vice President are as follows:

The External Relations Commission is responsible for the following:

- Ensuring the branding and promoting the organisation;
- Protecting the integrity of "Engineers" as a professional designation;
- Ensuring AEDOSA participation in cultural, social and political events of national importance;
- Liaise with Engineering Associations, councils and similar both nationally and abroad, in order to promote scientific and technical exchanges;
- Establish and maintain contacts with funding entities.

ABOUT THE COUNCIL SECRETARIAT.**ARTICLE 33**

As by South African law, AEDOSA shall establish head-offices (as Domicilia Citandi) and a permanent secretariat, which shall be managed by the General Secretary.

The Executive Board of Directors (Council) shall determine the profile and numbers of the administrative staff required for the Office of the General Secretary, subjected to submission and approval by the General Assembly.

The process of hiring, promoting, and firing of administrative personnel shall be documented with individual employment contracts, as duly approved by the Board of Directors and the General Assembly. This must be in accordance with South African Labour Law and applicable legislations.

The Chairman of the Council shall propose remunerations and employment benefits that are commensurate with roles and responsibilities of the above-mentioned administrative personnel. Such proposals will be ratified by the General Assembly.

Should any provision of this Code of Conduct give rise to conflict and/or litigation, South African courts shall have sole jurisdiction and, therefore, be deemed fit to litigate on the matter.

SECTION 3: PROVINCIAL SECTIONS.**ARTICLE 34**

The establishment of Provincial Sections is the sole prerogative of the General Assembly, following a proposal by the Executive Board of Directors.

The following general rule should apply: Each province of South Africa is entitled to host an AEDOSA Provincial Section.

Notwithstanding the above provision, should any province fail to reach a minimum of fifteen (15) registered Engineers, a concession shall allow them to constitute a Locale Sections to be affiliated to the nearest Provincial Section.

ARTICLE 35

The creation of a Provincial Section will entail a formal application consisting of the following documentation:

- Exhaustive Members List as well as files containing biometrics;
- Minutes of Elective Meeting for members of the Provincial Council.

ARTICLE 36

Provincial Sections are required to submit quarterly and detailed reports to the Board of Directors on their activities and financial performance/status.

Full calendar months preceding any (Regular) General Assembly, all Provincial Sections are also required to provide the Council (EXCO) with a detailed as well as a Consolidated/Audited Annual Report.

ARTICLE 37

AEDOSA Provincial Council includes:

1. A Chairperson
2. A First Vice-President
3. A Secretary
4. A Treasurer
5. The Presidents of the Local Sections
6. The Presidents of Regional Committees.

The members of the Provincial Council are elected by direct universal suffrage by the Elective Provincial Assembly.

Once the administrative formalities have been completed, the Provincial Council will be officially inaugurated by the national President of AEDOSA or his delegate.

SECTION 4: LOCAL SECTIONS.**ARTICLE 38**

The Local Sections are created by decision of the Provincial Assembly on the proposal of the Provincial Council.

The general rule to observe is as follows: a local branch for each city in South Africa.

However, if one or more cities do not have at least five Engineers to form a self-governing Local, their members shall join the closest Local Section.

A complete file similar to the one defined in Articles 35 and 36 of these Rules of Procedure must be sent to the Provincial Assembly, which, after approval, will transmit a copy to the Board of Directors of the association

ARTICLE 39

Provisions in Article 37 above shall apply mutatis mutandis to Local Sections.

ARTICLE 40

AEDOSA Local Council includes:

1. A President
2. A Secretary
3. A Treasurer

Office bearers are elected by direct universal suffrage by the Elective Local Assembly.

Once all the administrative formalities have been completed, the Local Council will be officially installed by the President of the Provincial Section or his Delegate.

ARTICLE 41

In order to facilitate their management, the Provincial Sections have the power to make some local adjustments to Local Sections which shall function in accordance with the provisions of Articles 39, 40 and 41.

CHAPTER III: METHOD OF ADMISSION OF MEMBERS.

ARTICLE 42

Any Engineer wishing to become a member of the Association, except for Supporting Members, must complete an admission file accompanied by four passport-size photos.

In addition to the individual membership form, a certified copy of the engineering degree must be presented.

The presentation of the file signed by the candidate implies adherence to the constitution and Code of Conduct.

ARTICLE 43

Applications for membership are addressed to the Provincial Section, which transmits them to the Office of the Board of Directors.

ARTICLE 44

The Office of the Council, after analysis, shall transmit to the Board of Directors at its next meeting the applications for admission received since the previous meeting.

The Board of Directors examines, orders, if necessary, a supplementary instruction, in particular with the Local Sections and the Universities.

The Council shall decide by a (relative) majority of the members present if it is appropriate to accept the candidate, to adjourn the application or to reject it. In any event, the file becomes the property of the AEDOSA.

ARTICLE 45

A letter of approval and a membership card bearing an affiliation number are sent to each new member for a fee.

CHAPTER IV: CONDUCT OF THE GENERAL ASSEMBLY

ARTICLE 46

At the beginning of each plenary session of the General Assembly, the General Assembly shall adopt the agenda.

After the adoption of the agenda, the General Assembly can proceed directly to the examination of the various items listed, just as it can divide the questions between different Committees that it has created.

The Chairman of the Board of Directors opens and closes the sessions of the General Meeting.

ARTICLE 47

The President of the Session shall direct the debates and shall rule on points of order. He may propose the suspension of the sitting or the adjournment of the debates.

During the debates, the members take the speech following the order of inscription.

ARTICLE 48

After its convocation, the General Assembly sits validly if it brings together two thirds of the effective members.

In the event that this quorum is not reached, another General Assembly shall be convened within forty-five days and validly constituted whatever the number of members attending.

Decisions of the General Assembly are taken by a simple majority of the actual members present.

ARTICLE 49

Votes are issued:

- either by secret ballot
- by hand.

Before each vote the best mode is chosen by the General Assembly.

The vote count is decided and made public by the President of the General Assembly.

CHAPTER V : FINANCIAL RESSOURCES.

ARTICLE 50

Each Provincial Section prepares its budget and submits it to the Board of Directors for approval.

The annual membership fee is payable in monthly or single instalments.

Any member who has disposed of the first half of the year without paying the membership fee may be considered to have resigned.

The Board of Directors may decide that all or part of the yearly membership contributions shall be remitted to any member of the Association who have made a valid written request supported by its Regional Section.

The name of any exempt member shall not be disclosed in any case.

The General Assembly determines the sharing formula between the Board of Directors, the Provincial Section and the Local Section of the resources derived from the contributions of the full members.

Contributions, gifts, bequests and donations of associate, corresponding, honorary and other members are paid to the Board of Directors.

CHAPTER VI: FINAL PROVISIONS.

ARTICLE 51

These By-laws may be amended by a General Assembly on proposition of the full Board of Directors or one-tenth of the full members of the Association.

It may be amended only by a two-thirds majority of two-thirds of the actual members present.

ARTICLE 52

These Rules of the code of conduct come into force on the date of their adoption by the General Assembly.

Done in Pretoria on the 25th May 2017