
CONSTITUTION

ENGINEERING PROFESSIONS ASSOCIATION

Name	1.	<u>THE ASSOCIATION</u>
	1.1	The name of the Association is: THE ENGINEERING PROFESSIONS ASSOCIATION OF NAMIBIA (abbreviated EPA)
Objects	1.2	The objects of the Association are -
	1.2.1	to promote the general advancement of engineering and its allied sciences and their application, to facilitate the exchange and dissemination of information and ideas in such matters amongst members and other persons or associations;
	1.2.2	to raise the character and status of the profession of engineering and its allied sciences, to promote honourable practice and repress malpractice, to increase and promote the confidence of the public in those persons practising and teaching the profession of engineering and its allied sciences, with full regard for the public interest;
	1.2.3	to promote the study and the advancement of the engineering sciences and their application by the prosecution of scientific research and the establishment of technical libraries and other facilities, to make grants of money, books, apparatus or otherwise in connection therewith, to conduct, prescribe or approve of training courses and examinations in and the teaching of engineering knowledge;
	1.2.4	to hold meetings of the Association for reading papers and discussing matters, bearing upon engineering, or the application thereof, or upon subjects relating thereto, to publish papers and to make awards to authors for papers of special merit;
	1.2.5	to take such steps as may be deemed desirable to promote good public relations and the recruitment of personnel to the profession of engineering and its allied sciences;
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The Association	1.2.6	- 2 - maintaining liaison with The Engineering Council of Namibia on policy concerning the engineering profession.
	1.3	

This Association is a body corporate with perpetual succession capable of suing and being sued and may -

- 1.3.1 purchase, hire or otherwise acquire and hold movable and immovable property and erect buildings for the purposes of the Association;
- 1.3.2 borrow or otherwise raise money in such manner as the Association may think fit;
- 1.3.3 sell, realise, lease, mortgage, alienate, improve or otherwise deal with all or any of the property of the Association;
- 1.3.4 invest the funds of the Association which are not immediately required upon such security, if any, as may from time to time be determined;
- 1.3.5 establish, support or aid in the establishment and support of associations, trust funds, pensions or provident schemes to benefit officers, members or former officers and members or their dependants, and grant pensions and allowances to any officer, member or former officer or member or his dependants;
- 1.3.6 make charitable donations and grants in aid of objects which would benefit the profession; and
- 1.3.7 do all such acts and things as are conducive to the attainment of the objects of the Association.

2.

MEMBERSHIP

Membership

2.1

This Association will embrace Professional Engineers, Technician Engineers and Engineering Technicians and in each of these three categories there will be corporate and non corporate members. Corporate members are Honorary Members and Members who have voting rights. Non corporate members are Associates and Students who have no voting rights.

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Honorary Members

2.1.1

Any Professional Engineer or Incorporated Engineer or Engineering Technician whom the Association desires to honour for his distinguished services to the profession, may be elected and registered as an Honorary Member in his particular category of membership of the Association. Such a person is to be elected by the unanimous vote of the Council taken at a meeting following a meeting of the Council at which the intention to propose such election has been notified. Not more than one Honorary Member in each of the three categories is to be elected in any one year.

Members

2.1.2

Any person may, on application to the Council, be registered as a member of the Association in any of the three categories if -
a)..... he is of not less than twenty-one years of age; and

- b).....he is registered as a Professional Engineer or as an Incorporated Engineer or as an Engineering Technician in terms of the Act; and
- c).....is actively engaged as a Professional Engineer, Incorporated Engineer or Engineering Technician; and
- d).....has had at least three years practical training and experience in engineering which in the opinion of the Council justifies his election; and
- e).....either holds a degree or other academic qualification in engineering recognised for the purpose by the Council; or
- f).....is a Corporate Member of an engineering institution or society recognised for the purpose by the Council.

Associates

2.1.3

Any person of not less than eighteen (18) years of age, who satisfies the Council, that he is active in the Engineering field, may on application to the Council, be registered as an ASSOCIATE of the Association.

Students

2.1.4

Any person of not less than seventeen (17) years of age who satisfies the Council that he intends in due course to make application to become an Associate or member in any of the three categories of the Association and -

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- a)..... has been or is a student at a university, college or school taking a course or courses leading to an engineering degree or diploma recognized by the Engineering Council of Namibia for ultimate registration as a Professional Engineer or Incorporated Engineer, or
- b)..... has been or is an engineering pupil, apprentice or assistant under the direction and supervision of a Member of the Association, with the ultimate intention to register as a Engineering Technician with the Engineering Council of Namibia may, on application be registered as a Student of the Association at the discretion of the Council but shall cease to be a Student at the end of the financial year of the Association in which he attains the age of thirty years, or such greater age as the Council may decide in any particular case.

Letters of Designation

2.2

A Corporate Member shall be entitled to describe and designate himself according to the class of his membership as follows -

2.2.1

Honorary Members - Hon MEPA

2.2.2

Members - MEPA

Certificate of

 Membership

2.3 Every Corporate Member shall receive a certificate appropriate to his grade of membership and signed by the President and the Secretary.

2.3.1 Certificates of membership shall remain the property of the Association. Should the holder of a certificate cease to be a member he shall, on request, return the certificate to the Association.

Resignation

2.4 A member may resign from the Association by submitting to the Secretary a written resignation together with any moneys due by him.

2.4.1 The name of a member who has so resigned shall be removed from the Roll.

2.4.2 At the discretion of the Council a person who has so resigned may be readmitted to membership on payment of such fees as the Council may determine.

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Disciplinary action

2.5 The Council shall have power to take disciplinary action against any member.

2.5.1 The Council may expel a member whose continued membership would in its opinion be contrary to the interest of the Association provided that the matter has been submitted to a meeting of the Council of which due notice has been given and that not less than two-thirds of the members present agree to such expulsion and provided further that the decision of the Council has been submitted to a postal ballot of all Council members and that not less than two-thirds of the Council members voting confirm such decision.

2.5.2 A member whose expulsion is under consideration shall be advised by registered letter of the charges or complaints against him and of the date of the meeting of the Council at which the charges or complaints against him will be heard. Such registered letter shall be posted at least twenty-eight days before the date of the meeting. Such member shall be entitled to be present in person at such meeting, or alternatively shall be entitled to submit in writing his defence to the charges or complaints.

2.5.3 If the subscription or fees of any member are in arrear for more than fifteen months after having been duly reminded his name may by resolution of the Council be removed from the roll and he shall cease to be a member but he shall be liable to pay all moneys due by him to the date of such removal:

Provided that on payment of the said arrears the Council may restore such members name to the roll.

2.5.4 The name of a member who has been expelled shall be removed from the Roll and the Council shall have power to publish the fact.

Liability and

rights of
members

- 2.6 The liability of members shall be limited to subscriptions which are due and payable and no member shall be liable for the debts of obligations of the Association.
- 2.6.1 Membership of the Association shall not confer upon any member any right whatever to a share or a participation in any assets belonging to the Association under any circumstances whatever.
- 2.6.2 Termination of membership for whatever reason shall entail forfeiture of all rights of membership including the right to the use of the letters of designation.

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3.

THE COUNCIL

Management

3.1

The Management of the affairs of the Association shall be vested in the Council whose members shall hold office for one calendar year, or until the assumption of office by their duly appointed successors.

Composition
of Council

3.2

The Council shall comprise:

3.2.1

the President,

3.2.2

one Vice-President,

3.2.3

the most recent Past President,

3.2.4

four Corporate Members of the Association who are registered Professional Engineers, each representing one of the three main disciplines of Engineering in the country, i.e. Civil-, Mechanical- and Electrical Engineering, and one from another discipline.

3.2.5

two Corporate Members of the Association who are either registered Incorporated Engineers or Engineering Technicians,

3.2.6

a maximum of two Corporate Members of the Association whom the Council may co-opt if it considers such co-option to be advantageous to the Association.

3.2.7

one Honorary Secretary, who shall be a Corporate Member,

3.2.8

one Honorary Treasurer, who shall be a Corporate Member,

3.2.9

the Chairman of each Branch of the Association, properly elected in terms of clause 7.4 of this Constitution, or his duly authorized representative.

3.2.10

the Chairman of each Engineering Division of the Association, properly elected in terms of clause 8.4.2 of this Constitution, or his duly authorized representative.

- 3.2.11 the Chairman of each Student Chapter of the Association, properly elected in terms of clause 9.4.1 of this Constitution, or his duly authorized representative.

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Election and
terms of
office of
President and
Vice-President

- 3.3 Council shall elect from amongst its members the President and the Vice-President for the ensuing year, at the regular monthly Council meeting two (2) months prior to the Annual General Meeting of the Association. On being elected President or Vice-President of the Association for the ensuing year, the member shall no longer officially represent any specific Engineering discipline, nor shall he represent any Branch or Engineering Division of the Association.

- 3.3.1 No member shall hold the office of President for more than two consecutive years.

- 3.3.2 In the event of the death or resignation of the President the Vice-President shall take on the duties of the President for the remaining portion of the year.

- 3.3.3 In the event of the death or resignation of a Vice-President the Council shall elect to that office a member of the Council.

Election of
Council

- 3.4 The Members of Council, as designated in clauses 3.2.4, 3.2.5, 3.2.7 and 3.2.8, shall be elected annually by secret postal ballot of the Members, provided that no such ballot shall be held if the number of candidates nominated does not exceed the appropriate number of members of Council to be elected. No Council Member shall be elected for more than one (1) vacancy on Council, as designated in clause 3.2 of this Constitution.

- 3.4.1 Should fewer Members than those designated in clauses 3.2.4 and 3.2.5 be elected the Council upon assuming office shall have power to co-opt Members to fill the vacancies.

- 3.4.2 Should a vacancy occur during the year, the Council shall have power to co-opt a Member to fill the vacancy.

- 3.4.3 The Council shall cause nomination forms to be issued to Corporate Members of the Association not later than six (6) weeks prior to the advertised date of the Annual General Meeting of the Association and all nominations, duly signed by the proposer, seconder and the person accepting nomination, shall be lodged with the Secretary of the Association not later than four (4) weeks prior to the advertised date of the Annual General Meeting of the Association. The various dates shall be specified on the nomination forms.

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- 3.4.4 Each Corporate Member of the Association shall only nominate members for Council from his own Engineering discipline and Class of membership to fill the relevant vacancy on Council as designated in clauses 3.2.4 and 3.2.5 of this Constitution.
- 3.4.5 Each Corporate Member of the Association may also nominate Members for Council for the Honorary posts of Secretary and Treasurer.
- 3.4.6 Council shall cause ballot papers to be issued to Corporate Members of the Association not later than three (3) weeks prior to the advertised date of the Annual General Meeting of the Association and ballot papers shall be lodged with the Secretary of Council not later than two (2) days prior to the advertised date of the Annual General Meeting. The various dates shall be specified on the ballot papers.
- 3.4.7 Each Corporate Member of the Association may vote by secret postal ballot for a member on Council from his own Engineering discipline and class of membership. In addition, each Corporate Member may vote for the vacancy on Council of Secretary and Treasurer.
- Ordinary Meetings of Council
- 3.5 Ordinary meetings of the Council shall be called at the instance of the President and shall normally be held monthly. Ordinary meetings of Council shall deal primarily with matters of policy affecting the Association.
- Special Meetings of Council
- 3.6 A Special Meeting of the Council may be held at any time at the instance of the President.
- 3.6.1 A Special meeting shall be held within twenty-one days of receipt by the Secretary of a request for such a meeting signed by not less than five members of the Council.
- Quorum
- 3.7 Five members of the Council shall constitute a quorum at all Council Meetings.
- Voting Rights
- 3.8 All members on Council, duly elected and/or co-opted in terms of this Constitution, shall have full voting rights during ordinary monthly Council meetings.
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4. ADMINISTRATION

Secretary
and
Treasurer

-
- 4.1
Administrative year
Honorary officers of Secretary and Treasurer shall be nominated by Corporate Members of the Association and voted for by secret ballot.
- 4.2
The Roll
The administrative and financial year of the Association shall be from 1st March to 28th February of the next year.
- 4.3
Amendments to Constitution
The Association shall maintain a list of members together with their addresses which shall be the Roll.
- 4.4
Amalgamation
The Constitution shall be amended only if the proposed amendment is approved by a two-thirds majority of votes in a secret postal ballot of all Corporate Members, provided that no proposal for the amendment of the Constitution shall be referred to ballot unless it is supported by the Council or by the signatures of not less than twenty Members. All such proposals for amendment of the Constitution shall be addressed in writing to the Secretary who shall arrange for a secret postal ballot to be held within four months of the receipt of such proposal, and shall forward to every Corporate Member, with the ballot paper, a statement of the views of the Council on the proposal.
- 4.5
The Association may be wound up or amalgamated with any similar organisation only if the proposed winding up or amalgamation is approved by a two-thirds majority of votes in a secret postal ballot of all Corporate Members of the Association in which votes are received from not fewer than one-half of the Corporate Members in good standing.
- 4.5.1
No proposal for winding up or amalgamation shall be submitted to ballot unless it is supported by the signatures of not less than thirty Members or by the Council and unless the proposal sets out the manner in which the surplus assets of the Association are to be dealt with.
- 4.5.2
Upon receipt of such proposal, the Secretary shall arrange for a secret postal ballot to be held within four months of the receipt of the proposal and shall forward to every Corporate Member, with the ballot paper, a statement of the views of the Council on the proposal.
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- 4.5.3
Should the Association be wound up the President and the Vice-President shall act as liquidators. When the Association has been finally wound up, they shall submit their final accounts for approval to the Auditors of the Association who shall issue a certificate as to their correctness.
- 4.6
By-Laws
The Council shall be empowered to frame By-Laws which shall not be inconsistent with the Constitution. Subject to the provisions of Clause

		5.2 the Council shall be entitled from time to time to amend the By-Laws, provided that notice of the intention to move an amendment of the By-Laws is included in the notice convening the meeting of the Council and provided further that such amendment is approved by not less than two-thirds of the Council present at such meeting.
	4.6.1	Such resolution shall not become operative until two months from the date of the meeting at which it was passed. If during such period any two members of the Council so request, a postal ballot of all members of the Council shall be taken. such resolution shall then become operative only if two-thirds of the members of the Council voting are in favour of the amendment.
	4.6.2	Such amendments shall be brought to the notice of members of the Association in a manner determined by the Council.
Voting by post	4.7	In Addition to the provision for a postal ballot as provided in this Constitution, the Council shall, where it considers it desirable, hold a postal ballot on any matter or issue affecting the Association.
Execution deeds	4.8	All deeds, documents and instruments that require signature on behalf of the Association shall be signed by the President or, in his absence, by a member of the Council duly authorised by resolution of the Council, and by honorary Secretary.
Indemnity	4.9	Each member of the Council shall be and is hereby indemnified by the Association against any loss, expense or damage incurred in the discharge of or arising from his duties, provided that such loss, expense or damage is not attributable to his own negligence and no member of the Council shall be held personally liable for acts done by him in good faith and for the benefit of the Association. No member of the Council shall be held liable for the acts or omissions of any other member of the Council.
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Minutes	4.10	The Council shall cause minutes to be kept of all meetings of the Association of the Council.
Annual report	4.11	The Council shall submit to each Annual General Meeting a report of the affairs of the Association and an audited statement of accounts for the previous financial year.
	5.	<u>FINANCE</u>
Funds and assets	5.1	

		All the funds, assets and properties of the Association, fixed or otherwise, shall be held in trust and administered by the Council on behalf of the Association.
	5.1.1	All cheques drawn on behalf of the Association shall be signed by the Treasurer and countersigned by any one of four members of the Council duly authorised by resolution of the Council.
	5.1.2	Proper account shall be kept of all moneys received and expended and of all assets and liabilities of the Association.
Entrance fees and subscriptions	5.2	Every member, other than an Honorary Member, shall be liable for an entrance fee and for an annual subscription appropriate to his category and grade of membership, provided that the Council shall have the power to modify or waive any fee or subscription in exceptional circumstances. Entrance fees and subscriptions may be changed only if the proposed changes are approved by a two thirds majority of votes in a secret postal ballot of all Corporate Members. A statement of the views of the Council on the proposed changes shall be forwarded to Members with the ballot papers.
Due date for subscriptions	5.3	Annual subscriptions shall become due and payable on the 1st March of each year.
	5.3.1	New members shall be liable for annual subscriptions for the remainder of the administrative year of the Association. Pro-rata calculations shall be made in intervals of three (3) months (i.e. quarterly) from the date that membership is accepted by Council.
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Failure to pay subscriptions	5.4	A member whose subscription is not paid within six months of due date shall be not in good standing and shall in consequence be not entitled to any of the privileges and benefits of membership.
Confirmation of election	5.5	Upon election or admission to the Association a member shall be notified thereof by the Secretary and shall thereupon become liable for the appropriate entrance fee and/or annual subscription.
	5.5.1	Should such moneys not have been paid within two months of the date of posting of such notification the Council may declare the election or admission null and void.
	5.5.2	The first subscription of a member elected or admitted during the last two months of the financial year shall cover the period to the end of the succeeding year.
Transfer		

fees

5.6

Upon transfer from one grade to a higher grade in the Association a member shall be notified thereof by the Secretary and shall thereupon become liable for the appropriate transfer fee and for the difference between the annual subscriptions for the two grades, provided that if he is transferred during the last two months of the financial year he shall not be liable for such difference in subscriptions.

5.6.1

Should such moneys not have been paid within two months of the date of posting of such notification the Council may declare the transfer null and void.

Divisional
Subscriptions

5.7

Annual subscriptions for which members of Technical Divisions are liable shall become due and payable on the 1st March of each year.

6.

GENERAL MEETINGSVenue of
General
Meetings

6.1

Ordinary General Meetings of the Association shall be held at such places as the Council may from time to time determine.

6.1.1

Questions of policy may be considered at such General Meetings provided that no resolutions binding on the Association shall be put to such meetings.

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Annual
General
Meetings

6.2

The Annual General Meeting of the Association shall be held at such places as the Council may from time to time determine and not later than 6 months after the end of each financial year in order:

6.2.1

to receive and consider the report of the Council;

6.2.2

to receive and consider the audited income and expenditure accounts and the balance sheet for the previous financial year;

6.2.3

to receive the result of the ballot for members of the Council;

6.2.4

to appoint Auditors;

6.2.5

to conduct such other business as the Council may decide.

Special
General
Meetings

6.3

A Special General Meeting of the Association may be held at any time at the instance of the Council.

6.3.1

- A Special General Meeting shall be held within two months of receipt by the Secretary of a request for such a meeting signed by not less than twenty Members provided that such request specifies the business which the meeting is to consider.
- 6.3.2 Only such business as is set forth in the notice convening the meeting shall be considered at such meeting.
- Notice of meetings
- 6.4 Notices convening any Ordinary, Annual, or Special General Meeting of the Association shall be posted to all members not less than fourteen days before such meeting.
- 6.4.1 Failure of any member to receive such notice shall not invalidate any resolution passed at such meeting.
- Chairman
- 6.5 The President shall preside at all General Meetings, provided that in the absence of the President the Vice-President shall preside and provided further that, in the absence of the President and Vice-President, the meeting shall elect as chairman any member of Council, or failing a member of Council, any Member present.
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- Voting
- 6.6 Only paid-up Corporate Members shall be entitled to vote at a meeting of the Association.
- 6.6.1 Motions put to such meeting shall be decided by a simple majority of votes of Corporate Members.
- 6.6.2 The chairman of such meeting shall have a deliberative and a casting vote.
- Adjournment of meetings
- 6.7 The chairman of a General Meeting may, with the consent of the majority of Corporate Members present, adjourn the proceedings from time to time and from place to place.
- 6.7.1 A quorum for all General meetings shall be twenty Corporate Members whether personally present or represented by proxy (such proxies to be held by Corporate Members only).
- 6.7.2 If at any Meeting a quorum is not present, the Meeting shall stand adjourned to a time (not being less than seven days thereafter) and place determined by the Corporate Members actually present and at such adjourned meeting the Members present shall form a quorum.
- 6.7.3 Each proxy authorising a Corporate Member to vote on behalf of another Member shall be signed by the Corporate Member granting the proxy and shall be submitted to the Secretary for verification at the Meeting at which it is intended to be used. A proxy shall be valid only for the Meeting specified therein.
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BRANCHES

Establishment

7.1

To promote the objects of the Association in any region the Council may, at its discretion, create and control a Branch of the Association at any centre within such area. Except in special circumstances a Branch shall not be established unless written request to that effect has been received from not fewer than ten Members resident within such area.

7.1.1

The Council may from time to time allocate to Branches such funds and assistance as it may consider desirable.

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Composition of Branch

7.2

A Branch shall comprise all such members as are resident within the region of such Branch, as defined from time to time by the Council.

Branch Rules

7.3

Branches shall conduct their affairs in accordance with the Constitution and By-Laws and the Branch Rules. Such Rules and any amendments thereto shall be approved by the Council.

Branch Committee

7.4

Each Branch shall elect annually from amongst its Members in good standing a Branch Chairman, a Branch Secretary and other members to form a Branch Committee, as provided for in the Branch Rules. Such election shall be either by secret postal ballot of the Members of the Branch or by secret ballot of the Members present at a meeting of the Branch expressly convened for the purpose, whichever procedure shall have been provided for in the Branch Rules.

7.4.1

Branch Committees shall have such power to co-opt as shall have been provided for in the Branch Rules.

Annual report

7.5

Each Branch Committee shall submit annually to the Council a report on the activities and financial affairs of the Branch for the preceding financial year.

Disbandment

7.6

The Council shall have power, after consultation with the Branch Committee, to disband any Branch if for any reason such action is considered to be in the interest of the Association.

8.

ENGINEERING DIVISIONS

Establishment

8.1

To promote the objects of the Association in any particular sphere of engineering the Council may, at its discretion, create and control a Division of the Association.

- 8.1.1 The Council may from time to time allocate to Divisions such funds and assistance as it may consider desirable.
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- Resignation
- 8.2 A member of a Division may resign therefrom by submitting to the Secretary a written resignation together with any moneys due by him to the Association.
- 8.2.1 At the discretion of the Council a person who has so resigned may be readmitted on payment of such fees as the Council may determine.
- Divisional Rules
- 8.3 Divisions shall conduct their affairs in accordance with the Constitution and By-Laws and the Divisional Rules. Such Rules and any amendments thereto shall be approved by the Council.
- Divisional
- 8.4 Each Division shall elect annually Committee from amongst its members a Divisional Committee by a secret postal ballot of members of the Division in accordance with the provisions of the Divisional Rules.
- 8.4.1 Divisional Committees shall have such power to co-opt as shall have been provided for in the Divisional Rules.
- 8.4.2 At its first meeting in each year Divisional Committee shall elect one of its members as Divisional Chairman and a second of its members as Divisional Secretary.
- Annual report
- 8.5 Each Divisional Committee shall submit annually to the Council a report on the activities and financial affairs of the Division for the preceding financial year.
- Disbandment
- 8.6 The Council shall have power, after consultation with the Divisional Committee, to disband any Division if such action is considered to be in the interest of the Association.
9. STUDENT CHAPTERS
- Establishment
- 9.1 To promote the objects of the Association amongst any group of Students the Council may, at its discretion, create and control a Student Chapter of the Association. Except in special circumstances a Student Chapter shall not be established unless written request to that effect has been received from not fewer than ten Student Members of the Association within such group.
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	9.1.1	The Council may from time to time allocate a Student Chapter such funds and assistance as it may consider desirable.
Composition		
	9.2	A Student Chapter shall comprise all such Student Members of the Association as fall within the group associated with such Chapter, as defined from time to time by the Council.
Chapter Rules		
	9.3	Student Chapters shall conduct their affairs in accordance with the Constitution and By-Laws and the Chapter Rules. Such Rules and any amendments thereto shall be approved by the Council.
Chapter Committee		
	9.4	Each Student Chapter shall elect annually from amongst its members a Chapter Committee.
	9.4.1	At its first meeting in each year each Chapter Committee shall elect one of its members as Chapter Chairman and a second of its members as Chapter Secretary.
Annual report		
	9.5	Each Chapter Committee shall submit annually to the Council a report of the activities and financial affairs of the Chapter for the preceding financial year.
Disbandment		
	9.6	

The Council shall have power, after consultation with the Chapter Committee, to disband any Chapter if such action is considered to be in the interest of the Association.