

**THE SOUTH AFRICAN INSTITUTE OF
REFRIGERATION AND AIR CONDITIONING**



CONSTITUTION AND RULES 1998

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1. NAME AND ADDRESS

- a) The name of the organization shall be “The South African Institute of Refrigeration and Air Conditioning”.
- b) The Headquarters of the Institute shall be in the Republic of South African at one of the centres of the Institute, to be determined by Council from time to time.

2. TERRITORY

The operations of the Institute are to be conducted principally in the Republic of South Africa.

3. THE OBJECTIVES OF THE INSTITUTE SHALL BE

- a) To advance and protect the arts and sciences of refrigeration, air conditioning and the allied arts and sciences.
- b) To encourage scientific research and the study of principles and methods in the fields of refrigeration, air conditioning and the allied arts and sciences.
- c) To promote the unrestricted dissemination of knowledge and information amongst members by the holding of meetings, the publication of papers and other appropriate means.
- d) To assist in education activities (not including the conduct of any school or institution of learning) and to encourage the adoption and maintenance of high standards of the instruction and technical and professional training in the fields of refrigeration, air conditioning, and the allied arts and sciences.
- e) To co-operate with Governmental agencies and with universities, colleges, schools and other organizations and groups having the same or similar objectives and purposes.
- f) To procure and maintain the recognition of the professional status of air conditioning and refrigeration engineers.
- g) To assist in the formation of regional centres and to regulate, operate and control these under the direction and at the pleasure of the Institute.
- h) To do any and all things necessary or proper in connection with, or incidental to, any of the foregoing.

4. INCOME AND PROPERTY

- a) The Institute shall receive, acquire, hold and maintain any property, movable or immovable, without limitation as to the amount or value, for any of the Institute’s objectives, by way of bequest, gift, purchase or lease, to invest or re-invest funds to control the income therefrom and to expend or otherwise dispose of all or any portion it’s funds and property, including the income, interest or principal.

- b) No officer, or member of this Institute shall receive or be lawfully entitled to receive any part of the net earnings thereof or any precuniary profit from the operations thereof, except such reasonable compensation for services in effecting one or more of it's purposes as the Council may determine.
- c) No regional Centre shall subject the Institute to any financial or other obligation, except such as the Institute may voluntarily assume.
- d) In the event of dissolution of the Institute, the Council shall dispose of it's net assets, in trust, to further the purpose expressed herein, without preference in favour of any contributor or any member or officer of the Institute.
- e) Every honorary officer of the Institute and every other member of the Council and every official of the Insitute for the time being and their heirs, executors and administrators shall be indemnified by the Institute and it shall be the duty of the Council out of the funds of the Institute to pay all costs, losses and expenses which any of them may incur or become liable to by reason of any contract entered into or act or deed done by him / her as such officer or official in the discharge of his/her duties.
- f) No honorary officer of the Institute or other member of the Council or official of the Institute shall be liable for the acts, receipts, neglect or defaults of any other such honorary officer or member of the Council or officer of official for joining in any receipt or other act for conformity or for any loss or expense happening to the Institute through the insufficiency or deficiency to title to any property acquired by order of the Council for or on behalf of the Institute, for the insufficiency or deficiency of any security in or upon which any of the monies of the Institute shall be invested, or for any loss or damage arising from bankruptcy or insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited or for any loss or damage occasioned by any error or judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his/her office or in relation thereto unless the same happened through his/her dishonesty.

MEMBERSHIP

5. GRADES OF MEMBERSHIP

The membership of the Institute shall consist of the following grades:

- a) Honorary Fellow
- b) Fellow
- c) Member
- d) Associate
- e) Student

Of these Honorary Fellows, Fellows and Members shall be Corporate members.

6. ABBREVIATIONS

Each HONORARY FELLOW shall be entitled to the use after his/her name of the initials Hon. F.S.A.I.R.A.C.

Each FELLOW of the initials F.S.A.I.R.A.C.

Each MEMBER of the initials M.S.A.I.R.A.C.

7. CLASSIFICATION OF MEMBERS

- a) **Honorary Fellows** – An Honorary Fellow shall be a person distinguished in science, industry, commerce or public service, or a person eminent by his work connected with refrigeration or air conditioning in foreign lands, whom the Institute desires to honour. An Honorary Fellow shall have all the rights and privileges of corporate membership.
- b) **Fellows** – A candidate who applies for transfer to the grade of Fellow shall,
 - (i) have been a Member of the Institute for 10 years, and
 - (ii) be proposed and seconded by Fellows of the Institute.
- c) **Members** – A candidate for admission or transfer to the grade of Member shall,
 - (i) Possess an Engineering Degree from a university, college or institution of learning approved by Council and have had 3 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field.
 - (ii) Possess any other degree from the foregoing institutions of learning in subjects approved by Council and have had 4 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field.
 - (iii) Possess an appropriate technical qualification in subjects approved by Council and have had 5 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field.
 - (iv) Possess a lesser qualification approved by Council and have had 10 years relevant experience in a responsible position in the air conditioning and refrigeration industry or allied field. Level of responsibility shall be supported by TWO referees, on the forms prescribed by Council; one being a Corporate member of SAIRAC and the other being a present, or previous, employer of the applicant.
- d) **Associates** – A candidate who is actively engaged or associated with the air conditioning and refrigeration industry or allied field and be committed to the interests of that industry.
- e) **Students** – A candidate under the age of 25 who must be studying full-time for a degree or diploma in subjects related to the air conditioning and refrigeration industry or allied field, or be an apprentice in training in that industry.

8. ANNUAL SUBSCRIPTIONS

- a) The annual subscriptions for the various classes of membership shall be determined by the Council from time to time. Subscriptions are payable, in advance, on or before the 30th day of June in each year.

b) **Subscriptions in Arrear**

Any member whose subscriptions are THREE months in arrear, having been notified by the Treasurer during that period and having been given a final warning by the Centre Committee shall cease to be a member but shall remain liable for arrear subscriptions.

c) **Entrance Fee**

At the discretion of the Council, an entrance fee may be imposed on all new members.

d) **Temporary Exemption from Annual Subscriptions**

The Council may exempt from year to year, from the payment of his/her annual subscription a member who due to ill health, advanced age, or other efficient cause, is unable to carry on his/her subscriptions. The Council may also exempt any such individual from the payment of any subscriptions which may be in arrear.

e) **Permanent Exemption from Annual Subscriptions**

A member who has reached the age of 60 years and who has been a member of the Institute for a period of not less than twenty years, may be exempted from the annual subscription of the Institute on application to and at the discretion of the Council. A member having reached the age of 65 years shall be exempted from the payment of further annual subscriptions on application to the Council.

f) **Reinstatement and readmission without fees**

The Council, if it finds good reason to do so, may reinstate under such conditions as it may prescribe, a member whose name has been removed from the Register of the Institute under the provisions of Rules 14 or may, in special circumstances, exempt from the payment of an entrance fee a candidate for membership who has previously been a member of the Institute.

9. **MEMBERSHIP OF A CENTRE**

Membership of a Centre of the Institute shall be automatic for all members residing within 200 kilometers of that Centre.

10. **PROPOSAL OF CANDIDATES**

Any member may apply for admission to a higher grade in similar manner to admission for membership, requiring a proposer and seconder to such application.

- a) Candidates for election to membership of the Institute shall be proposed and seconded by Corporate members and supported by one other Corporate member on the Institute's application form.
- b) In exceptional circumstances, application for membership forms may be submitted without a proposer, seconder or supporter.

11. **ADMISSION**

Technical Forums remain the primary point of contact with members. Technical Forums met regularly in all the Centres during the 2009/2010 operating period.

12. **APPLICATION FOR MEMBERSHIP**

- a) The application shall first be considered by the appropriate Centre Committee, who shall forward it's recommendations to the Council. The Council's approval or request for reappraisal shall be returned to the Centre Committee and the election confirmed or the application reappraised.
- b) Council may award Honorary Fellowship by unanimous vote.

13. **ELIGIBILITY**

The eligibility of any candidate in any class of membership shall be decided by the Council.

14. **EXCLUSION, EXPULSION OR SUSPENSION**

The Council may, by unanimous decision, exclude any person from membership or expel or suspend any member, if it deems this action to be in the interest of the Institute. The Council shall not be obliged to give reasons for it's actions.

ORGANISATION AND MANAGEMENT

15. **MANAGEMENT VESTED IN COUNCIL**

Subject to the powers given to the Centre Committee in terms of this Constitution, or by authority of the Council, the management and control of the Institute shall be vested in the Council of the Institute.

16. **CENTRES OF THE INSTITUTE**

To carry out the objectives of the Institute more effectively, Centres of the Institute shall be established with the consent of the Council. A centre shall not be established with less than 25 members and no Centre shall be established within 200 kilometers of an existing Centre (see Section (9)), unless otherwise determined by the Council.

17. **NAME OF CENTRE**

A centre shall be distinguished by the name of the town or area in which it's meetings are normally held.

18. Each Centre shall be controlled by a Centre Committee as defined in Section 37 hereunder.

19. **POWERS AND DUTIES OF COUNCIL**

The powers and duties of the Council of the Institute, in addition to such powers and duties specifically detailed elsewhere in these Rules, shall include:

- a) The prosecution of the objectives of the Institute on a National basis.
- b) The determination of the Institute policy.
- c) The consideration of all membership applications and the classification of members.
- d) Providing assistance in the establishment of new centres and guidance to existing Centres.

- e) The publication and distribution of the Institute's Journal and communications.
- f) The maintenance of the register of the members and issuance of membership certificates.
- g) All other powers necessary to the management of the Institute.
- h) The submission of copies of minutes of all meetings to the Centre committees.

20. POWERS AND DUTIES OF CENTRE COMMITTEES

The powers and duties of the Centre Committees, in addition to such powers and duties specifically detailed elsewhere in these Rules, will include:

- a) The prosecution of the aims of the Institute on a local basis, with the consent of the Council.
- b) Receiving and consideration of applications for membership and submittal of these applications to the Council with the Committee's recommendations.
- c) The arrangement of technical programmes, social functions, and other local activities.
- d) The submission of copies of minutes of all meetings to the Council.

21. OFFICERS

Officers of the Institute shall be:

- a) a President;
- b) a Vice-President;
- c) a Treasurer, who shall be a member or an employee of the Institute;
- d) a Secretary, who shall be a member or an employee of the Institute.

22. THE COUNCIL OF THE INSTITUTE

The Council of the Institute shall consist of:

- a) The Officers specified in Section 21 above;
- b) The immediate Past President;
- c) The Chairman holding office in each Centre shall be a member of the Council;
- d) The Council may appoint as Life Vice-President of the Institute such members (not exceeding six in number) as they may deem fit in recognition of conspicuous service to the Institute, who shall be permanent members of the Council.

23. **COUNCIL MEETINGS**

The Council shall meet at least once a year. The first meeting shall be held as soon as is conveniently possible after the Annual General Meeting. Four members shall constitute a quorum. Council meetings shall be called at the instance of the President.

24. **TENURE OF OFFICE**

- a) The tenure of Office of the Council shall be one year and shall terminate at the conclusion of the Institute's Annual General Meeting. The retiring Officers of Council are eligible for re-election.
- b) Under normal circumstances, no President shall remain in office for more than one year, the elected Vice-president automatically assuming the office of President.
- c) At the Council meeting prior to nomination Council reserve the right, by a majority vote, to invite the President and/or Vice-President to continue in office for a second year.
- d) If by circumstances beyond his control, the President cannot fulfill his term of office, the Vice-President assumes such office and Council, by majority vote, elects from it's members a Vice-President for the remaining term of office.

ELECTION OF PRESIDENT AND VICE-PRESIDENT

25. **NOMINATIONS**

Not later than eight weeks prior to the Institute's Annual General Meeting, the Institute Secretary shall send out notices to all Corporate members inviting nominations for the post of the office of Vice-President. Such nominations must be proposed and seconded by Corporate members and must be endorsed by the nominee to the effect that he accepts nomination.

26. **CLOSING DATE**

The closing date for receipt of nominations by the Institute's Secretary shall be three weeks after the date of the notice inviting nominations.

27. **BALLOT PAPERS**

Not later than three weeks prior to the Institute's Annual General Meeting, the Secretary shall post to each Corporate member a ballot paper listing the nominees. The ballot papers shall be numbered consecutively but the Secretary shall on no account whatsoever record in any way the number of the ballot paper issued to any member.

28. **RETURN OF BALLOT PAPERS**

Each Corporate member shall make a cross to indicate his choice against a name of one nominee for the position of Vice-President against the names presented. The ballot paper shall not be signed or in any way indicate the identity of the member. It shall be enclosed in a plain envelope and shall reach the Secretary prior to the commencement of the Annual General Meeting.

29. **COUNTING OF VOTES**

The Corporate members present at the Annual General Meeting shall appoint two scrutineers, who shall receive the ballot envelopes from the Secretary, together with a statement of the number of ballot papers issued. Before counting the votes the scrutineers shall ascertain that no duplication of ballot paper serial numbers occurs. After counting the votes, the scrutineers shall report the results to the Chairman of the meeting.

30. **APPOINTMENT OF TREASURER**

The Treasurer shall be appointed by the Council at its first meeting.

31. **APPOINTMENT OF SECRETARY**

The Secretary shall be appointed by the Council at its first meeting.

32. **REPLACEMENT OF COUNCIL MEMBER**

If a Council member is unable to attend any particular Council meeting, the Centre Committee may nominate an alternative to attend the meeting.

CENTRE COMMITTEES

33. **COMPOSITION**

The Centre Committee shall consist of:

- a) A Chairman and a Vice-Chairman, who shall be Corporate members.
- b) The immediate Past-Chairman.
- c) Four Committee members, who shall be Corporate members, and who shall be elected by the Corporate members.
- d) Three Committee members, who shall be Corporate members, or Associates, and who shall be elected by the non-Corporate members.
- e) The Committee shall appoint from its members an Honorary Secretary and an Honorary Treasurer, or alternatively an employee.

34. **INCREASE OR DECREASE IN NUMBERS**

With the approval of the Council, the number of Committee members elected in terms of Section 37 (c) and (d) may either be increased or decreased.

35. **COMMITTEE MEETINGS**

The Committee shall meet approximately once per month. The appropriate Centre shall decide its own quorum.

36. **TENURE OF OFFICE**

The Tenure of Office of the Committee shall be one year and shall terminate at the conclusion of the Centre's Annual General Meeting. The retiring Committee shall be eligible for re-election.

ELECTION OF CENTRE COMMITTEES

37. Nominations

- a) The honorary Secretary of each Centre Committee shall call for the nominations at least four weeks prior to the Annual General Meeting of the Centre. Nominations must reach the Honorary Secretary before the commencement of the Annual General Meeting and must be endorsed by the nominee to the effect that he / she accepts nomination.
- b) Nominations for the positions of Chairman and Vice-Chairman and for the four Committee members representing the Corporate members shall be proposed and seconded by Corporate members. Persons eligible for election of Chairman or Vice-Chairman shall be members of the previous committee.
- c) Nominations for the three Committee members representing the non-Corporate members shall be proposed and seconded by non-Corporate members.

38. ELECTIONS

Voting shall be by ballot at the Annual General Meeting of the Centre.

- a) Chairman and Vice-Chairman. All members present at the meeting shall have the right to vote.
- b) Four Committee members representing the Corporate members. Only Corporate members shall have the right to vote.
- c) Three Committee members representing the non-Corporate members. Only non-Corporate members shall have the right to vote.

39. SCRUTINEERS

The meeting shall appoint two scrutineers to count the votes.

40. VACANCIES

In the event of a vacancy on the Committee during its tenure of office, the Committee may co-opt a member to fill the vacancy.

MEETINGS

41. ANNUAL GENERAL MEETINGS

- a) The Annual General Meeting of the Institute shall be held at the earliest convenient date after 30th June in each year and at such time and place as may be determined by the Council. The Corporate members present shall constitute a quorum.
- b) The Annual General Meeting of each Centre shall be held at the earliest convenient date after the 30th June in each year, at such time and place as may be determined by the Committee. The Corporate members present of the Centre shall constitute a quorum.

42. **NOTICE OF MEETINGS**

A notice shall be sent to every member concerned at least ten days prior to each Annual General Meeting, specifying the time and place of the meeting, but non-receipt of such notice by any member shall not invalidate the proceedings of the meeting.

43. **EXTRAORDINARY MEETINGS**

An Extraordinary Meeting of a Centre or of the Institute shall be convened on written request from five Corporate Members, in the case of a Centre, or ten Corporate members in the case of the Institute. The subject shall be circulated to all members prior to the meeting. One third of all Corporate members, in the case of a Centre, or twenty percent of all registered Corporate members in the case of the Institute, shall constitute a quorum.

44. **NOTICE OF MOTION**

Any Corporate member may bring forward a motion at a meeting by giving written notice thereof to the Secretary at least five days prior to the meeting.

45. **CHAIRMAN**

- a) At a meeting of a Centre the Chairman or Vice-Chairman shall preside. If both the Chairman and Vice-Chairman are absent, a Chairman shall be elected by the Corporate members present.
- b) At a meeting of the Institute, the President or Vice-President shall preside. If the President or Vice-President are absent, a Chairman shall be elected by the Corporate members present at the meeting.

46. **VOTING PROCEDURE**

- a) Council Meetings. Every motion shall be decided by a simple majority provided prior notice of such a motion had been given to all Council members. In this case, voting by proxy shall be acceptable. In all cases, the President shall have a casting vote, in addition to that possessed by him in his capacity as a Council member.
- b) General Meetings. Except in the case of constitutional changes, every motion of a meeting shall be decided by a show of hands of the Corporate members unless five Corporate members request that the voting be done by secret ballot. If voting is by a show of hands, the Chairman's declaration as to the result shall stand, unless a poll be requested by two Corporate members present. In all cases, the Chairman shall have a casting vote, in addition to that possessed by him in his capacity as a Corporate member.

47. **AMENDMENTS TO CONSTITUTION**

Any part of the Constitution and Rules may be amended, cancelled or superseded, if agreed to by at least two-thirds of the registered Corporate members who have exercised their right of voting by postal ballot.

48. **FINANCE**

Annual Subscriptions and Entrance Fee, as laid down by Council, shall be paid by members of a Centre to the Treasurer of that Centre.

49. Each Centre Treasurer shall keep true accounts, which shall be made up to the 30th June in each year. Such accounts, when duly certified by two Committee members of the Centre, shall be presented to the National Treasurer of the Institute. In order to enable the Council to carry out its functions under Clause 19, a percentage of subscription fees are to be paid to Council, such percentage to be determined by Council.

50. **THE INSTITUTE TREASURER**

The Institute Treasurer shall keep true accounts which shall be made up to the 30th June in each year. Such accounts, when duly certified by Auditors appointed at an Annual General Meeting, shall be presented at the next Annual General Meeting of the Institute, together with the Treasurer's report.

51. **BY-LAWS**

The Council shall be empowered to frame by-laws which shall not be inconsistent with the Constitution.

52. **GENERAL**

All members shall receive the Institute's communications and a copy of the Constitution and Rules. A copy of the list of members shall be made available on request.

53. **CERTIFICATE**

All members shall receive a certificate of membership but all certificates issued shall remain the property of the Institute and must be returned by any member who resigns or whose name is removed from the Register of members, upon receipt of notice requiring the member to do so.

54. **RESIGNATION**

A member of any grade desiring to discontinue his/her membership of the Institute shall tender his/her resignation, in writing, to his/her Centre Committee. Such resignation shall not absolve him / her from any indebtedness to the Institute.

A member's name shall be removed from the Register as from the date on which his/her resignation becomes effective.

55. **OFFICIAL LANGUAGE**

The official language of the Constitution is English.

**AMENDMENTS TO THE CONSTITUTION
AMENDMENT DATED 30/5/2009**

24. **TENURE OF OFFICE**

c) At the Council meeting prior to nomination Council reserve the right, by a majority vote, to invite the President and/or Vice-President to continue in office for another year.