



THE ASSOCIATION  
OF CONSULTING ENGINEERS OF ZAMBIA

CONSTITUTION

(REVISED FEBRUARY 2021)

## **NAME**

1. THE name of the Association shall be 'THE ASSOCIATION OF CONSULTING ENGINEERS OF ZAMBIA'.

## **ADMINISTRATIVE OFFICES**

2. THE administrative offices of the Association shall be located in Lusaka, Republic of Zambia.

## **INTERPRETATION**

3. IN this Constitution the words standing in the first column of the table next hereinafter shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
<i>Citizen</i>	A Citizen of the Republic of Zambia in accordance with the Citizenship of Zambia Act.
<i>Consulting Engineer</i>	A legal entity or natural person possessing the necessary qualifications, experience and competences in engineering consulting acceptable to the Council and is registered by the Engineering Registration Board under the college of Consulting Engineers.
<i>Associate Member</i>	Associate member shall be a natural person who is suitably qualified and registered by the Engineering Registration Board of Zambia as an Engineer and is undergoing professional development to achieve the minimum qualifications experience and competence for admission as a Consulting Engineer and has nominated a Principal Member or Member Firm to be their mentor. Young Professionals (YP) following structured YP training acceptable to the Council may be admitted accordingly.
<i>Member</i>	Shall be a natural person who is suitably qualified, with experience and has competencies as a Consulting Engineer and has

practiced in the capacity of Engineer for a minimum of ten (10) years and is registered by the Engineering Registration Board of Zambia under the college of Consulting Engineers and has been admitted to the Association.

*The Association*

The Association of Consulting Engineers named in Clause 1.

*The Council*

The Council (Governing Body) for the time being of the Association.

*Member Firm*

A legal entity, which provides independent technology-based intellectual services in the built, human and natural environment to clients and shall be a Local Member Firm or a Foreign Member Firm. Registered Principals shall constitute at least thirty (30) percent of the:

- a) Partners in a firm
- b) Shareholders and Directors in a limited company registered in Zambia

*Local Member Firm*

A Member Firm which shall be any of the following:

- a) A Citizen Registered Principal who is a sole practitioner; or
- b) A partnership in which fifty one (51) percent of the Partners are Citizens. or
- c) A Company in which Citizens own at least fifty one (51) percent of the shares.

*Foreign Member Firm*

A Member Firm, in which fifty one (51) percent shares are owned by Non-Citizens.

*Principal*

A Principal of a Member Firm shall be any of the following:

- a) A sole practitioner.
- b) Where the Member Firm is a partnership, all partners.
- c) Where the Member Firm is a Company, shareholders and Directors of the Company.

<i>Registered Principal</i>	A Principal who is a Member of The Association and is registered with the Engineering Registration Board of Zambia under the college of Consulting Engineers.
<i>Resident</i>	As defined by the Immigration and Deportation Act of Zambia.
<i>Zambia</i>	The Republic of Zambia.
<i>Month</i>	Calendar month.
<i>In writing</i>	Written or printed or, partly one and partly another and other modes of representing or reproducing words in a visible form.
<i>Young Professional (YP)</i>	is as defined by FIDIC

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations when the context so admits.

## **OBJECTS**

4. (1) THE objects of the Association are:
  - (a) To establish a standard for the conduct of Consulting Engineers in Zambia;
  - (b) To serve the public in matters connected with engineering consultancy;
  - (c) To promote the training and development of engineering personnel;
  - (d) To promote the advancement of the profession of Consulting Engineers;

- (e) To associate Consulting Engineers as defined herein for the purpose of co-operation and mutual advantage and consultation; and
  - (f) To promote the professional interests, rights and powers of Consulting Engineers.
- (2) IN connection with the foregoing objects and for the purpose of promoting the same:-
- (a) To give the legislature, public bodies and other organisations facilities for conferring with and ascertaining the collective views of Consulting Engineers;
  - (b) To seek representation on educational bodies in connection with training of professional Engineers;
  - (c) To confer with Associations representing Manufacturers, Contractors and other persons engaged in engineering works on matters of common interest;
  - (d) To purchase, take on lease or in exchange hire or otherwise acquire any movable or immovable property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business, and in particular any lands, buildings or works, and to construct, maintain and alter any building or works;
  - (e) To sell, let, mortgage, donate, dispose of or turn to account, all or any of the property, rights or privileges of the Association;
  - (f) To undertake and execute any trusts which may lawfully be undertaken by the Association;
  - (g) To borrow or raise money on such terms and on such security as may be thought fit;
  - (h) To invest the monies of the Association not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit, and generally to lend and advance money to any persons or companies without security, or upon such security and terms and subject to such condition as may seem expedient;

- (i) To give any guarantee for the payment of any money and to guarantee the performance of any contract or obligation of any company or person in such manner and on such terms as may be considered desirable;
- (j) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes;
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (l) To do all such other things as are incidental, or the Association may think conclusive, to the attainment of the above objects or any of them.

## **PROPERTY AND ASSETS**

5. THE income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no part thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit, to the members of the Association, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member thereof not being a member of the Council of governing body, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding the Bank overdraft rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Council or governing body of the Association shall be appointed to any office of the Association paid by salary or fees, and that no remuneration or other benefit in money or money's worth shall be given to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, PROVIDED THAT the provision last aforesaid shall not apply to any railway, tramway, gas, electrical lighting, water cable or telephone company of which a member of the Council or governing body may be a member, or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

## **LIABILITY OF MEMBERS**

6. THE liability of the members is limited to the subscriptions payable in terms hereof.

## **DISSOLUTION**

7. IF upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the object of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by virtue of Clause 5 thereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
8. TRUE accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. The accounts of the Association shall be examined and the correctness of the balance sheet ascertained by Auditors or Accountants approved by the Council.

## **MEMBERSHIP**

9. MEMBERSHIP of the Association shall consist of natural persons and legal entities.
  - (1) Natural persons may be admitted as:
    - a) Associate Member; or
    - b) Member
  - (2) A legal entity may be admitted as:
    - a) Local Member Firm; or
    - b) Foreign Member Firm

10. EVERY member of the Association shall sign a written consent to become a member.
11. THE privileges of membership shall not be transferable or transmissible.

### **QUALIFICATION OF MEMBERS**

12. (1) NO person shall be admitted to membership of the Association unless he/she is qualified as defined in Section 3.
- (2) NO person shall be qualified for membership of the Association if he:-
  - (a) Engages in manufacturing or contracting such as would in the opinion of the Council tend to influence the exercise of independent judgment of a Principal in a Member Firm in relation to the matters in which the Firm provides services.
  - (b) Shall be a director or employee of an agent for any company undertaking engineering insurance work;
  - (c) Shall be a director or employee of the Government, Government agency or public company;
  - (d) Shall be a Partner of a person who is ineligible for membership in terms of Clause 12(2) (a), or (b);
  - (e) Is perceived to be a threat to the existence of the Association and could potentially hinder business growth of member firms.
- (3) A Member Firm:
  - (i) May be called upon by Council to present statements of accounts or balance sheets of the Firm which gives a true and fair view of the assets and liabilities of the Firm showing that the aggregate value of the Firm's assets exceed the aggregate value of its liabilities.
  - (ii) Shall maintain with an insurer of repute approved by the Council a policy of professional indemnity insurance in such amount and containing such terms and conditions as the Council may from time to time in writing direct.

In determining the terms of amount of such policy the Council shall have regard to the cost and terms of professional indemnity insurance obtainable from time to time by professional engineers practicing in Zambia and the potential liabilities of each such company towards its clients past, present and future. Any company which is dissatisfied with a decision of the Council under this Clause 12(3) (ii) may within thirty (30) days of the date upon which such decision is communicated to it deposit at the administrative office of the Association a requisition in writing for the calling of an Extraordinary General Meeting of the Association. Such meeting shall be convened in accordance with Clause 44 hereof save that the requisition need be signed only by all the directors for the time being of the company. The members attending such Extraordinary General Meeting may confirm or vary the decision of the Council and the resolution of such meeting shall be final;

- (iii) Shall have the contents of its Articles of Association approved by the Council for consistency with the Constitution of the Association and not thereafter be changed in any manner whatever save with the prior written approval of the Council.
  - (iv) Shall comply in all respects with the provisions applicable to it of the Companies Act (Cap. 388 of the Laws of Zambia) or any statutory variation or re-enactment thereof for the time being in force and shall deliver to the CEO of the Association a copy of every document filed by it or on its behalf at the Companies Registry which document shall:
    - (i) bear the date stamp of the Registrar of companies;
    - (ii) be delivered within thirty days of its filing.
  - (v) Shall ensure that all or any employees in Zambia are under the direct and personal supervision either of a member of the Association or of a professional engineer approved in writing by the Council for that purpose.
  - (vi) Shall ensure that it does not go into liquidation whether voluntary or compulsory or have a receiver appointed of its assets or any part thereof.
- (4) Any Firm admitted to membership as aforesaid which fails to comply with any provision of Clause 12(3) hereof for any reason (including

but without prejudice to the generality of the foregoing and death of or the mental or physical incapacity of or bankruptcy of any of its Shareholders or Directors) shall ipso facto cease to be a member of the Association but may if the Council in its sole discretion sees fit be re-admitted to membership when it again complies with the provisions of Clause 12(3) thereof.

- (5) Admission to the Association shall be upon payment of an application fee and shall be subject to payment of annual fees approved by the Council from time to time.

Foreign Member Firms shall be required to partner on every project undertaken in Zambia with a Local Member Firm. A minimum of 40% of professional fees shall be carried by Local Member Firms within the partnership referred to above.

#### **APPLICATION FOR MEMBERSHIP**

13. EVERY person desirous of becoming a member of the Association shall make his application in writing according to such form as shall be approved by the Council from time to time. On receipt of such application form, the CEO shall submit the same to a meeting of the Council and if approved by the Council the candidate shall be provisionally accepted as member. Notice of such a decision giving the name, address and qualifications of the candidate shall be sent to each member of the Association to submit their acceptance or objection
14. A CONFIRMATORY meeting of the Council shall be held after an interval of not less than three (3) weeks from the previous meeting, and in the event of no objections having been received within seven (7) days of the notice of application in Clause 13 or of such objections, if any, being over-ruled under the next following Clause, the candidate shall be duly accepted as a member. and the Secretary shall forward him Forms A and B, set out in the Appendix to this Constitution, and on receipt of the latter duly signed the member's name shall be added to the Register of Members.
15. IF any objections be received, they shall be considered by the Council, the final decision whether or not they shall be over-ruled resting with the Members of the Council present at such meeting or any adjournment thereof.
16. The ACEZ Council reserves the right to accept or reject applications without disclosing reasons for the rejection.

## **APPOINTMENT OF NON-PRACTISING MEMBERS AND HONORARY MEMBERS**

17. (a) The Council may on the retirement from practice of any member of the Association and provided that he/she is not otherwise ineligible for membership, appoint him for such period as they may decide as a non-practicing member of the Association, without subscription. A non-practicing member shall be entitled to notice of and to attend all General Meetings and to take part in discussions thereat, but he/she shall not vote on any questions nor shall he/she have any other privileges attaching to membership.
- (b) Council may appoint any prominent citizen to become an Honorary Member of the association for such a period as may be decided by the Council members.

## **SUBSCRIPTIONS OF MEMBERS**

18. EVERY new member shall immediately upon joining the Association pay his subscription for the then current year and no new member shall become a member of the Association until such subscription shall have been paid.
19. THE entrance fee and subscription shall be such amounts and the subscription shall be payable on such date or dates as shall from time to time be fixed by the Council and approved by the members at a General Meeting. In fixing the amount of such entrance fees and subscriptions the Council may with the approval of the members fix different amounts to be paid by corporate members on the one hand and other members on the other hand.
20. IN the event of any member not paying his subscription within three (3) months after the same has become due, the President shall make application in accordance with Form C set out in the Appendix to this Constitution, and in the event of the subscription not being paid at the end of a further two (2) months shall make further application by means of Form D set out in the Appendix to this Constitution. At the expiration of one (1) month from the date of the second application, the Council may, if the subscription be still unpaid, remove such member's name from the Register of Members.

## **DUTIES OF MEMBERS AND RULES OF CONDUCT**

21. EVERY member shall in all professional matters act as a faithful agent and trustee for his clients and shall avoid conflict of interest and his/her charges to such clients shall constitute his/her only remuneration in connection with his work.
22. SAVE as hereinbefore otherwise provided no member shall practice in Zambia as a Director or Senior Resident Representative of a limited liability company, unless the Articles of Association of the company shows that the control of the company remains in the hands of qualified professional engineers and the activities of the company are restricted to those permitted by Members of the Association. A member practicing as aforesaid shall from time to time as the Council may request furnish evidence as to the steps he/she has taken to provide professional indemnity to his Client. If, in the opinion of the Council, such indemnity is not sufficient the Member may be asked to provide the required level of indemnity or resign forthwith from the Association. Any member disputing the findings of the Council may call an Extraordinary General Meeting of the Association for the sole purpose of having the dispute adjudicated upon by the full Membership of the Association. The decision of the Extraordinary General Meeting shall be final. Four of the Members of the Council at the time of dispute shall be the four members required by Clause 45 of this Constitution.
23. EVERY member shall ensure compliance to minimum Health, Safety and Environmental requirements in all aspects of the member's work including the design and supervision of works.
24. EVERY member shall ensure that Contractors and Clients implement Health, Safety and Environmental Programmes to help protect all persons, equipment and the environment in all activities.
25. EVERY member shall annually achieve a minimum of ten (10) Continuous Professional Development (CPD) points or as so directed by the Council.
26. NO member shall partner with, sub-contract or be sub-contracted to any firm or company or individual consultant who is required to be members of the Association but has not obtained such membership.
27. NO member shall perform or offer to perform services in areas where they are not fully qualified and experienced or are not professionally competent and registered to practice.
28. NO member shall accept any trade commission, discount, allowance or indirect payment or other consideration in connection with any professional work on which he/she is engaged and shall not solicit or accept financial or

other consideration including engineering designs from material or equipment suppliers for recommending or specifying their products.

29. NO member shall solicit or accept any engineering contract from a government body of which a Principal or employee of his organization serves as a member.
30. NO member shall receive directly or indirectly any royalty on or any gratuity or commission in respect of any patented or protected article or process used on or for the purpose of the work in respect of which he is acting for a client unless and until such royalty, gratuity or commission has been authorised in writing by such client.
31. NO member shall be the medium of payments made on his client's behalf (unless specially so requested in writing by his client) but shall only issue certificates for payment.
32. NO member shall place orders on his own behalf but shall only do so explicitly on behalf of his client.
33. NO member shall solicit professional work either directly or indirectly or by an agent nor shall he pay, by commission or otherwise, any person who may introduce clients to him.
34. MEMBERS may advertise subject to the approval of Council Members.
35. NO member shall without the approval of the Council compete on the basis of professional charges with another member for employment except where the client calls for a competitive 'closed envelope' bidding process.
36. NO member shall attempt, directly or indirectly, to supplant another member nor shall he/she review or take over work of another member acting as a Consulting Engineer for the same client, until he has either obtained the consent of such member or has been formally notified by the client that the connection of such member with the work has been terminated.
37. NO member shall conduct himself in a manner neither act in any capacity, nor hold any appointment which, in the opinion of the Council, prejudices his position as a Consulting Engineer or as a member of the Association or is prejudicial to its interests.
38. A member practicing in a country outside Zambia may order his conduct in such country according to the rules of professional conduct or the code of

ethics of any national society or body in that country and recognised for this purpose by the Council.

39. EVERY member who becomes aware of any Firm, Company or Individual practicing as a Consulting Engineer without valid membership of the Association is obliged to report such Firm, Company or Individual to the Association.
40. ANY member who has reason to believe that a member of the Association is practicing in violation of the Constitution of the Association shall be obliged to report such violation to the Association.
41. THE following and no other abbreviation may be used to signify their connection with the Association -“MACEZ.”

#### **CESSATION OF MEMBERSHIP**

42. (a) A member shall cease to be a member of the Association upon the happening of any of the following events:-
  - (i) upon his giving to the Association notice in writing that he resigns membership;
  - (ii) if a sequestration order is made against him or he makes any arrangement or composition with his creditors;
  - (iii) if he/she becomes of unsound mind or if he is convicted of a criminal offence of a nature which the Council considers would or might react unfavourably upon the Association;
  - (iv) if he shall cease to be qualified under Clause 12(1) or become disqualified under Clause 12(2);
  - (v) if he is proved to have been involved in any unethical conduct, bribery or corrupt practices;
  - (vi) upon his being called upon by the Council to resign;
  - (vi) upon his name being removed from the Register of Members;
  - (vii) in accordance with the provisions of Clause 12(4) hereof.

- (b) The Council shall have power by Resolution to expel from membership of the Association any member who in their opinion shall have committed a breach of the provisions of this Constitution or any bye-laws duly made and approved in terms of Clause 68 hereof, or shall have been guilty of such conduct as shall have rendered him unfit to continue to belong to the Association, PROVIDED THAT no such Resolution shall have any operation or effect unless the member concerned shall have been given a proper opportunity of submitting for the consideration of the Council any statement or explanation in writing which he may desire and of attending and being heard by it at the meeting at which his actions or conduct are to be under consideration.

### **GENERAL MEETINGS**

- 43. (1) THE Association shall hold its Annual General Meeting in March every year, as may be determined by the Council who shall issue notice.
- (2) The General Meeting shall be held either physically and /or using any technology that provides the members a reasonable opportunity to participate.
- 44. ALL General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.
- 45. (1) The Council may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened by the Council within twenty-one (21) days of the deposit at the administrative offices of the Association of a requisition in writing signed by not less one third of the total members in good standing stating the objects of such meeting. Such meeting shall be convened for a date not less than fourteen (14) days nor more than twenty-eight (28) days from the date of the deposit of the requisition.
- (2) IF the Council does not within twenty-one (21) days from the date of the deposit of the requisition convene a meeting as required by subparagraph (1) of this Clause, the requisitionists, or any of them numbering not less than one half, may themselves convene a meeting stating the objects thereof on twenty-one (21) days notice but no meeting so convened shall be held after the expiration of three (3) months from the said date.

- (3) Any meeting convened under this Clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
  - (4) Any reasonable expense incurred by the requisitionists by reason of the failure of the Council to duly convene a meeting shall be repaid to the requisitionists by the Association.
46. TWENTY-ONE (21) days notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen (14) days notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the mode, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such members and other persons (including the Auditors) as are under this Constitution entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice as those members may think fit.
47. THE accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed or proceedings taking place at such meeting.
48. THE following kinds of business shall be deemed to be special:-
- (i) All business transacted at an Extraordinary General Meeting.
  - (ii) All business transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the elections of members of the Council and the appointment of and fixing of the remuneration of the Auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

49. AT every Annual General Meeting the Association shall:-
- (i) Consider the accounts and balance sheets of the Association, the report of the Auditors of the Association and any reports laid before it by the Council.

- (ii) Appoint an Auditor or Auditors in accordance with the provisions of this Constitution.
50. NO business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one third of the members present in person or by proxy shall be a quorum. A proxy may be appointed by a Member in such form and such manner as approved by The Council.
51. IF within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and mode, or by such other mode as the Council shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
52. THE President of the Association shall preside as Chairman at every General Meeting but if there shall be no President of the Association or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose the Vice-President of the Association or any member of the council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside as Chairman.
53. THE Chairman of the meeting may, with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
54. AT all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three (3) members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive of the fact without proof of the number or proportion of the voters recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

55. SUBJECT to the provisions of Clause 56, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
56. NO poll shall be demanded on the election of a Chairman of a meeting or any question of adjournment.
57. IN the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
58. ANY member entitled to be present and vote at a meeting may submit any resolution to any General Meeting PROVIDED THAT at least six (6) weeks before the day appointed for the meeting he shall have served upon the Association a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
59. UPON receipt of any such notice as in the last preceding Clause mentioned, the CEO shall include in the notice of the meeting notice that such resolution will be proposed.
60. THE demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
61. THE Council may at any time take a postal vote on any matters relating to the affairs of the Association in such form and manner as it may prescribe.

### **VOTE OF MEMBERS**

62. EVERY member shall have one vote. Young Professionals, Associate Members and Proxies are not eligible to vote.
63. NO person other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of this membership shall be entitled to be present or to vote on any question at any General Meeting.

### **THE COUNCIL**

64. (a) THE affairs of the Association shall be managed by a Council which

until otherwise determined by a General Meeting, shall consist of twelve (12) members namely; President, Vice-President and Seven (7) Chairpersons of Committees provided that a corporate member shall not be eligible to be a member of Council. The Immediate Past President, Chief Executive Officer and Chairperson of the Young Professionals Forum shall be Ex-officio members of the Council.

- (b) The term of office for the Council shall be one year commencing in April and ending in March the following year.
65. (a) At their first meeting after every Annual General Meeting of the Association (which shall be held within one (1) month after such Annual General Meeting), the Council shall elect one of their members:-
- (i) to hold office as President of the Association;
  - (ii) to hold office as Vice- President of the Association.
- (b) IF a casual vacancy arises at any time in any of the aforesaid offices it shall be filled by the appointment by the Council of one of their members, and the member so appointed shall hold office until the close of the first meeting of the Council following the next Annual General meeting of the Association.

## **POWERS OF THE COUNCIL**

66. THE Council may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by this constitution required to be exercised or done by the Association in General Meeting, SUBJECT nevertheless to the provisions of this Constitution and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
67. THE Council may from time to time propose bye-laws for the purpose of regulating matters connected with the Association PROVIDED THAT such bye-laws shall not amount to an alteration of this Constitution and shall be submitted to a Special General Meeting of which twenty-one (21) days' notice shall be given to each member of the Association specifying the proposed bye-laws. If such bye-laws shall be approved by such special General Meeting then such bye-laws shall be in force and a copy of the same shall be sent to

each member of the Association. Any bye-laws may from time to time be varied or rescinded in like manner.

68. THE members for the time being of the Council may act notwithstanding any vacancy in their body; PROVIDED ALWAYS that in case the members of the Council shall at any time be or be reduced to less than five (5) it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.
69. ALL monies, cheques, bills and notes belonging to the Association shall be paid to or deposited with the Association's bankers to an account opened in the name of the Association. The Association's banking account shall be kept with such banker or bankers as the Council from time to time determine. Approvals and signing of cheques shall be in line with procedures approved by the Council.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

70. THE office of a member of the Council shall be vacated:-
  - (a) if he ceases to be a member of the Association;
  - (b) if by notice in writing to the Association that he resigns;
  - (c) if he is removed from office by a resolution passed at a General Meeting duly called and constituted;
  - (d) if he fails to attend at least three (3) of any six (6) consecutive meetings of the Council unless he has obtained from the Council leave of absence owing to absence abroad, illness or other sufficient reason.

#### **ELECTION OF MEMBERS OF THE COUNCIL**

71.
  - (a) The Council shall at least eight (8) weeks before the Annual General Meeting in each year nominate and appoint two (2) of its number to continue in office for a second year, and the members so nominated and appointed shall continue in office accordingly.
  - (b) Save for the members appointed to continue in office in terms of subparagraph (a) hereof, all members of the Council shall retire annually.
  - (c) All retiring members of the Council and all members who have completed two (2) years of continuous service in terms of subparagraph (a) hereof, shall be eligible for re-election.

- (d) The member who has served two (2) terms as President shall not be eligible to hold the position again.
72. A DECLARATION of the election of all members of the Council shall be made at the Annual General Meeting and such members shall take office immediately after such meeting.
73. NOT less than eight (8) weeks before the Annual General Meeting in each year the CEO shall send to each member of the Association a list of members specifying the retiring Council members and those appointed to continue in office for a further year in terms of Clause 71 (a), together with a form of nomination for vacancies to be filled in the ensuing year.
74. EVERY member may nominate not more than two (2) members for election as members of the Council and shall enter the nominations on the forms for the purpose sent as mentioned in the preceding Clause provided that both the member making the nomination and being nominated are in good standing with the Association. Such forms must be signed by the member nominating and by another member seconding the nomination and the forms so signed must be delivered to the CEO not less than 14 days before the date of the Annual General Meeting at which the election of the Council is to be declared, together with a statement from the member nominated that he accepts nomination and will serve if elected.
75. THE CEO shall send to each member of the Association a complete list of such nominations on ballot paper forms giving names and business addresses of nominees at least seven (7) days before the date of Annual General Meeting at which the election is to be declared; and each member may mark on each such ballot paper an "X" against the names of each of the persons for whom he/she wishes to vote but not exceeding three (3) and shall send such ballot paper so marked in a sealed envelope to the CEO so that the same may be received by the CEO at least twenty-four (24) hours before the time fixed for such Annual General Meeting. Any ballot paper bearing more than the prescribed number of names marked shall be void.
76. THE Council shall appoint from amongst the members of the Association who are not on the list of nominations, two (2) members to act as scrutinizers, who shall on the morning of and prior to the Annual General Meeting, open the ballot papers and count the votes and shall at the Annual General Meeting declare to be duly elected as members of the Council such candidates as received the most votes and are required to fill the vacancies on the Council. In the event of an equality of votes the names of such candidates as have an equal number of votes shall be submitted to a ballot of the members present at

the Annual General Meeting and the election shall be determined accordingly and not by the casting vote of the Chairman of the meeting.

77. SUBJECT to provisions of Clause 46 as to the giving of notice of special business, the Association may from time to time at an Annual General Meeting increase or reduce the number of members of the Council and make any consequential alterations in the provisions of this Constitution as to the manner of election of members of the Council.
78. THE Association may by Resolution passed at a General Meeting duly called and constituted, remove any member of the Council before the expiration of his period of office and appoint another member in his stead.

### **PROCEEDINGS OF THE COUNCIL**

79.
  - (a) The Council may frame such rules for the conduct of their business, including the determination of the mode and time of meetings of the Council and for the giving of notice thereof as they think fit, subject to the provisions of this Constitution. The Council shall have a minimum of four (4) ordinary Council meetings in a year.
  - (b) The quorum at meetings of the Council shall be five (5) members.
  - (c) Voting at meetings of the Council shall be by show of hands and every member of the Council shall have one vote; in the event of an equality of votes the Chairman of the meeting shall have an additional or casting vote.
  - (d) A member of the Council may, and on the request of a member of the Council or of any five (5) members of the Association, the CEO shall, at any time summon a meeting of the Council by notice served upon the several members of the Council.
  - (e) In the case of a member of the Council who is absent from Zambia, notice of any Council Meeting shall be deemed to have been duly served if sent by electronic mail to such member of the Council at his registered address as appearing in the Register of Members of the Association.
80. THE President of the Association shall preside as Chairman at every meeting of the Council but if there shall be no Chairman of the Association or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the meeting or shall be unwilling to preside, the

members of the Council present shall choose the Vice-President of the Association or one of their number to be chairman of the meeting.

81. A MEETING of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under this Constitution for the time being vested in the Council generally.
82. THE Council may establish any committees consisting of such members of the Council as they think fit provided such committee cannot usurp the powers of the Council and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Constitution for regulating the meetings and proceedings of the Council so far as applicable and so far as same shall not be superseded by any regulations made by the Council as aforesaid. The Council may also appoint committees for special purposes, composed of members of the Council and ordinary members of the Association, with such powers as the Council may prescribe.
83. ALL acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
84. THE Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
85. A RESOLUTION in writing signed by all the members for the time being of the Council or of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **SECRETARIAT**

86. THE Association shall have a Secretariat, which shall be headed by the Executive Director who shall be the Chief Executive Officer (CEO). The Secretariat may with the approval of the Council employ such staff as is necessary for such time, at such remuneration and upon such conditions as they may deem fit and such staff so appointed may be removed by them subject to approval of the Council.

## **ACCOUNTS**

87. THE Council shall cause proper books of accounts to be kept with respect to:-
- a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - b) all sales and purchases of goods by the Association, and
  - c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions and it shall be the duty of the CEO to keep or see to the keeping of such books of account and prepare the annual balance sheet of the Association for the consideration and approval of the Council.

88. THE books of account shall be kept at the administrative offices or at other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
89. THE Association at the Annual General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times.
90. THE Council shall cause to be prepared and to be laid before the Association at each Annual General Meeting an Income and Expenditure Account and Balance Sheet as at the end of the previous financial year. Every such Balance Sheet shall be accompanied by a report of the Council as to the state and condition of the Association. The President and any other member of the Council or Subject to a resolution of the Council, any 2 (two) Council members shall sign the Report and Balance Sheet

91. THE accounts of the Association shall be made up to the 31st day of December in each year and the year ending on the 31st day of December shall be the financial year of the Association for the purposes of this Constitution.

## **AUDIT**

92. AT the end of every financial year of the Association and prior to the Annual General Meeting the accounts of the Association shall be examined and the correctness of the Profit and Loss or Income and Expenditure Accounts and Statement of Financial Position ascertained and certified by the Auditors.
93. THE Auditors or Accountant shall be appointed at an Annual General Meeting and shall hold office until they resign or are removed at a General Meeting. The remuneration of the Auditors shall be fixed by the Association at a General Meeting or in such manner as the Association at a General Meeting may determine.
94. ANY casual vacancy occurring in the office of Auditor or Accountant may be filled by the Council and any person so appointed shall continue in office until the Annual General Meeting next after his appointment, but while any such vacancy continues the surviving and continuing auditors or accountant may continue to act.
95. THE Auditors shall be supplied with copies of the Statement of Financial Position and Income and Expenditure Accounts intended to be laid before the Annual General Meeting. The Auditors shall make a report to the members as to the correctness of the Statement of Financial position and Income Expenditure Accounts. The Auditors shall at all reasonable times have access to the books and accounts of the Association and they may in relation thereto examine the members of the Council or other officers of the Association.
96. EVERY account of the Council when approved by an Annual General Meeting shall be deemed conclusively correct and shall not be reopened, although if any error is discovered therein within three (3) months next after the approval thereof, the accounts shall forthwith be corrected and thenceforth shall be conclusive.

## **NOTICES**

97. A NOTICE may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter or by electronic

mail to such member at his registered address as appearing in the Register of Members.

98. EVERY member shall notify the Association of any changes in their address immediately upon effecting the changes.
99. ANY notice, if served by post, shall be deemed to have been served by the fourteenth day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### **INDEMNITY**

100. EVERY Council member, CEO and other officer or servant to the Association shall be indemnified by the Association against, and it shall be the duty of the Council to pay out of the funds of the Association, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant, or in any way in the discharge of his duties, including traveling expenses.
101. NO Council member shall be liable for the acts, receipts, neglects or defaults of any other Council member or officer or servant for joining in any receipt or other act of conformity or for loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any loss or damage occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the exercise of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

### **CONDITIONS OF ENGAGEMENT**

102. MEMBERS shall abide by the Conditions of Engagement and Scale of Fees applicable from time to time issued by the Council.

### **CONSTITUTIONAL AMENDMENTS**

103. This Constitution of the Association may be amended by at least two thirds of the MEMBERS present at an Annual General Meeting or Extra-Ordinary General Meeting of the Association;
104. Proposed amendments to the Constitution shall be notified to the MEMBERS through the CEO at least thirty (30) days prior to the Annual General Meeting or Extra-Ordinary General Meeting at which the amendments are to be considered.

**APPENDIX**

Form A

Dear Sir,

I beg to inform you that you have been appointed Associate Member/Member of THE ASSOCIATION OF CONSULTING ENGINEERS OF ZAMBIA.

I enclose herewith a copy of the Constitution of the Association now in force and on receipt by me of the enclosed Form B, duly signed by you, together with your subscription for the current year (K        ), you will be considered as admitted to the Association and your name will be added to the Register of Members.

Yours faithfully,

CEO

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I,

.....  
of.....

being duly appointed a Associate Member/Member of THE ASSOCIATION OF CONSULTING ENGINEERS OF ZAMBIA, do hereby consent to become a member and undertake, so long as I remain a member, to abide by the Constitution of the Association as it now exists or as it may hereafter be altered, amended or added to.

I also undertake that I will forthwith cease to be a member upon receipt of a notice from the CEO that (in accordance with Clause (42) my name has been removed from the Register, and that I will not in that event bring any action against the Council or the Association.

Yours faithfully

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Sir,

I am directed by the Council of THE ASSOCIATION OF CONSULTING ENGINEERS OF ZAMBIA to call your attention to Clause 18 of the Constitution and to remind you that the sum of K , your subscription to the funds of the Association for the current year, is now in arrear and to request that the same may without further delay be sent to the Executive Director/CEO.

Yours faithfully,

President

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Sir,

With reference to my letter of the ....., I am directed by the Council of THE ASSOCIATION OF CONSULTING ENGINEERS OF ZAMBIA to apply again for payment of your subscription now in arrear and to inform you that in the event of the same not being paid within one (1) month from this date that Council may remove your name from the Register of Members.

Yours faithfully,

President

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