

8EH

ZIMBABWE
ASSOCIATION
LACE
CONSULTING
ENGINEERS

CONSTITUTION 1993
AS AMENDED SEPTEMBER 1997

ZIMBABWE ASSOCIATION OF CONSULTING ENGINEERS

CONSTITUTION INDEX

PART I - DEFINITIONS

1. Definitions

PART II - THE COUNCIL

2. Powers of the Council
3. Composition and Election of the Council
4. Disqualification of Council Members
5. Proceedings of the Council
6. Committees of the Council
7. Officers and Staff

PART III - THE ASSOCIATION

8. General Meetings
9. Proceedings at a General Meeting
10. Votes of Members
11. Byelaws
12. Notices to Members
13. Accounts
14. Audit

PART IV - MEMBERSHIP

15. Qualification of Members

PART V - FEES

16. Council to determine

ZIMBABWE ASSOCIATION OF CONSULTING ENGINEERS

C O N S T I T U T I O N

PART 1 - DEFINITIONS

1. Definitions

(1) In this Constitution the following words and expressions shall have the meanings assigned to them in this clause except where the context requires otherwise:

<u>Words</u>	<u>Meaning</u>
Consulting Engineer	A person possessing the necessary qualifications to practice in one or more of the various branches of engineering who devotes himself to designing and inspecting the construction of engineering works for his clients or to advising them on engineering matters and for such purpose, either solely or in conjunction with one or more other Consulting Engineers maintains his own office and may employ his own staff.
Consultant	A Consultant to a firm of Consulting Engineers shall be a person experienced in a recognised profession and retained by the firm for services but not a partner in or director of the firm.
Firm	A professional practice of Consulting Engineers which may be sole principal, a partnership or a Company incorporated with limited liability under a Memorandum of Association which restricts its activities to those permitted to members of the Association.
Member	A Member in terms of Part IV Clause 15.
member	A Member or Associate Member.
Member Firm	A Member Firm in terms of Part VI Clause 15.
Officer	The President, Vice President, Secretary or Treasurer of the Association.

Words imputing the singular number only shall include the plural number and visa versa; words imputing the masculine gender only shall include the feminine gender.

PART II - THE COUNCIL

2. The affairs of the Association shall be managed by a Council which may exercise all the powers of the Association in conformity with the Constitution Byelaws and Regulations.
 - (1) No decision of the Association in General Meeting shall invalidate any prior act of the Council valid at the time of its performance. Any act of the Council or of any committee of the Council or 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.
 - (2) The members of the Council may act notwithstanding any vacancy in their body provided that if the members of Council shall at any time be less than eight in number they shall at 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.
- ### 3. Composition and Election of the Council
- (1) The Council shall consist of not less than nine nor more than eleven members.
 - (2) At a meeting prior to the Annual General Meeting the retiring Council shall elect one of their members other than the retiring Chairman to serve as Chairman for the next year, a second to serve as Vice Chairman and a third who shall be retiring Chairman if available to serve another year as a member of the Council. All other members of the Council shall retire at the Annual General Meeting but shall be eligible for re-election.
 - (3) Any member of the Association shall be eligible for election to the Council two years after admission to the Association.
 - (4) Not less than six weeks before the Annual General Meeting in each year the Secretary shall send to each member of the Association a list of members of the Council specifying the retiring members and those appointed to continue in office for a further year in terms of Clause 46 together with a form of nomination for the vacancies to be filled in the ensuing year.
 - (5) Each member may nominate not more than four members for election as members of the Council and shall enter the nominations on the forms mentioned in the preceding Clause. The form shall be signed by the members nominating and seconding each nomination and by the nominees and delivered to the Secretary not less than four weeks before the date of the Annual General Meeting at which the election of the Council is to be declared.
 - (6) The Secretary shall send to each member of the Association a complete list of such nominations on ballot forms giving names and business addresses of nominees at least three weeks before the date of the Annual General Meeting at which the result of the election is to be declared. Each member may mark on each such ballot paper a cross against the names each person for whom he wishes to vote but shall not vote for more persons than are required for a Council of nine. Ballot papers shall be returned to the Secretary not later than two days before the Annual General Meeting in a sealed envelope enclosed within a second envelope marked to identify the contents and signed by the voter.

- (7) The Council shall appoint from amongst the members of the Association not nominated for election, two members to act as scrutineers 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 receive the most votes. In the event of an equal number of votes shall be submitted to a vote of the members present at the Annual General Meeting and the election shall be determined accordingly in the event of a second tie the candidates shall determine the issue by spinning a coin.
- (8) Any ballot paper with more than the prescribed number of names marked or received late shall be declared a spoilt paper and not counted by the scrutineers.
- (9) The Council may co-opt two additional members if this is considered necessary to secure adequate representation of a particular geographical area or engineering discipline. Any vacancy in the Council which occurs during the course of the year shall be filled by the Council up to a total of eleven members.

4. Disqualification of Council Members

- (1) A member of the Council shall vacate his office if he -
 - (a) ceases to be a member of the Association or
 - (b) resigns his office by notice in writing to the Association or
 - (c) fails to attend three or more of any six consecutive meetings of the Council unless he has obtained from the Council leave of absence abroad, illness or other sufficient reason or
 - (d) is removed from office by a resolution passed at a General Meeting

5. Proceedings of the Council

- (1) Subject to the provisions of the Regulations the Council may frame standing orders for the conduct of its business including the determination of the place and time of meetings of the Council and for giving notice of Council Meetings.
- (2) The first annual meeting of the Council shall be within one month of the Annual General Meeting.
- (3) The quorum at meetings of the Council shall be five members.
- (4) Voting at Council meetings shall be by show of hands and every member of the Council shall have one vote in the event of an equality of voters the Chairman of the meeting shall have an additional or casting vote.
- (5) A member of the Council may and on the request of a member of the Council or of any five members of the Association the Secretary shall at any time summon a meeting of the Council by notice served upon the several members of the Council. The notice shall state the purpose of the meeting and be served at least fourteen days in advance.
- (6) Notice of any Council meeting shall be deemed to have been duly served upon a member of the Council if sent through the post in a prepaid letter addressed to him at his address as it appears in the Register of Members of the Association.

- (7) The Chairman 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 five minutes after the time appointed for hold the same or if he is unwilling to preside the Vice chairman shall take his place failing which the members of the Council present shall choose one of their number to be Chairman of the meeting.
- (8) The Council shall cause proper minutes to be made of all appointments made by the Council and of the proceedings of all meeting of the Association of the Council and of the committees of the Council and all business transacted at such meetings any minutes of any meeting if signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence of the proceedings without any further proof of the facts therein stated.
- (9) A resolution in writing signed by a majority of the members 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.
- (10) The Council may at any time take a poll on any matters relating to the affairs of the Association in such form and manner as it may prescribe.

6. Committees of the Council

- (1) The Council may delegate any of its powers to any Committee of its members and any Committee so formed shall conform to any regulations imposed on it by the Council. The meetings and proceeding of any such committee shall so far as applicable be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Council and by an standing orders of the Council. The Council may also appoint committees composed of members of the Council and other members of the Association with such powers as the Council may prescribe.

7. Officers and Staff

(1) Secretary, Treasurer and Staff

- (a) At its first annual meeting the Council shall appoint a Secretary and a Treasurer to hold office until the close of the first meeting of the Council following the next Annual General Meeting of the Association. One person may hold both appointments. If a member of the Council is elected to either post his position shall Honorary.
- (b) If a vacancy arises at any time in any of these offices it shall again be filled by appointment by the Council and the person so appointed shall hold office until the close of the first meeting of the Council following the next Annual General Meeting of the Association.
- (c) The Council may appoint and discharge staff and determine all conditions of their employment.

(2) **Indemnity for Council Members, Offices and Servants**

- (a) Every Council member, officer or servant of the Association shall be indemnified by the Association against any loss or damage caused to the Association as a result of the member and it shall carrying out his duties as a Member of Council 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 in the proper discharge of his duties including travelling expenses.
- (b) No Council member shall be liable for the acts, receipts, neglects or defaults of any other Council member or officer or servant or 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 an 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 tort of any person with whom the monies, securities or effects shall be deposited or for any loss or damage occasioned by any error of judgement or oversight on his part or for any other 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 or negligence.

PART III - THE ASSOCIATION

8. General Meetings

- (1) The Association shall hold its Annual General Meeting in each year between 1st May and 30th September at a venue appointed by the Council.
- (2) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (3) The Council may convene an Extraordinary General Meeting whenever it sees fit. An Extraordinary General Meeting shall also be convened by the Council within twenty one days of the requisition in writing signed by not less than ten members in good standing stating the objects of such meeting.
- (4) If the Council does not within twenty one days from the date of the deposit of the requisition convene a meeting as required by Clause 10.1 the requisitionists or any of them numbering not less than one half may on twenty one days notice themselves convene a meeting stating the objects thereof but not meeting so convened shall be held after the expiration of three months of the date of the deposit of the requisition.
- (5) Any Meeting convened by the requisitionists under Section 10 Subsection (2) shall be convened as nearly as possible in the same manner as that in which meetings are convened by the Council.
- (6) Any reasonable expense incurred by the requisitionists because the Council fails duly to convene a meeting shall be repaid to them by the Association.

- (7) At least twenty one days notice of every General Meeting (including the day on which the notice is served or posted and the day of the meeting) specifying the place, the day and the hour of the meeting and general nature of any special business to be done shall be given to all members and other persons (including the Auditors) entitled to receive such notice from the Association but with the consent of two thirds of the members entitled to receive notice a meeting may be convened upon whatever notice those members may think fit.
- (8) The accidental omission to give notice of a meeting to or the non receipt of such notice by any person entitled to receive notice shall not invalidate any resolution passed or proceeding taking place at a General Meeting.
- (9) The following kinds of business shall be deemed to be special -
 - (a) all business transacted at an Extraordinary General Meeting
 - (b) all business transacted at an Annual General Meeting with the exception of the consideration of the audited accounts, the reports of the Council and of the Auditors, the election of members of the Council and the appointment of and fixing of the remuneration of the Auditors.

9. Proceedings at a General Meeting

- (1) At every Annual General Meeting the Association shall -
 - (a) consider the audited accounts of the Association, the report of the Auditors of the Association and any reports laid before it by the Council
 - (b) appoint an Auditor or Auditors
- (2) No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in this Constitution ten members present in person shall be a quorum.
- (3) 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 place or at such other place as the Chairman 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.
- (4) The Chairman of the Association shall preside as Chairman at every General Meeting but if there shall be no Chairman of the Association or if at any meeting he shall not be present within fifteen minutes of the time appointed for the meeting or if he is unwilling to preside the Vice Chairman shall take his place failing which the members present shall choose another member of the Council or (if no such member be present or if each of the members of the Council present declines to take the chair) a member of the Association present to preside as Chairman.
- (5) The Chairman of the meeting may with the consent of any 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 when the meeting is reconvened other than business set down for the original meeting. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as for a new meeting but otherwise members shall not be entitled to any notice of adjournment or of the business to be transacted when the meeting is reconvened.

- (6) At all General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a written poll is demanded by the Chairman of the meeting or by at least three members present in person and entitled to vote; 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 evidence of the vote without proof of the number or proportion of votes recorded in favour of or against that resolution. Any demand for a poll may be withdrawn.
- (7) Subject to the provisions of Clause 9.(8) if a poll be demanded 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.
- (8) No poll may be demanded on the election of a Chairman of a meeting or on any motion of adjournment.
- (9) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the motion on which a poll has been demanded.
- (10) If there is an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- (11) Any member entitled to be present and vote at a General Meeting may submit any resolution to the Meeting provided that at least six 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 propose it at the meeting.
- (12) Upon receipt of the notice required by Clause 9.(11) the Secretary shall set out in the notice of the meeting the terms of the resolution and the name of the proposer.
- (13) Any member or group of members may propose a change or changes to this Constitution provided that the changes proposed are included in a resolution which complies with Clause 9.(11).
- (14) The Constitution may be changed provided that at a General Meeting duly convened in accordance with Clause 8.(7) and for which the notice convening the meeting includes the nature of the changes proposed two thirds of the members present support the proposed change.
- (15) Following the agreement of a General Meeting to changes in the constitution the Council shall cause revised copies of the Constitution incorporating the changes to be sent to all members of the Association within thirty days of the General Meeting at which they were approved.

10. Votes of Members

- (1) Each member shall have one vote. He may vote in person or by proxy; the proxy shall be appointed by the member in writing.
- (2) No person other than a member duly registered who had paid every subscription and other sum due and payable to the Association in respect of his membership shall be entitled to be present or to vote at any General Meeting or to participate in any poll.

11. Byelaws

- (1) Byelaws to regulate the affairs of the Association including Rules of Professional Conduct to regulate the behaviour of members may be proposed by the Council or any member of the Association. They shall confirm to the provisions of the Constitution and become effective immediately they are approved by the Council. Each member of the Association shall receive a copy of the Byelaws after approval. The same procedure shall be followed to vary or rescind Byelaws.

12. Notices to Members

- (1) A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter to his address as appearing in a Register of Members to be kept by the Secretary.
- (2) Any member described in the Register of Members by an address not within Zimbabwe who shall from time to time give the Association an address within Zimbabwe at which notices may be served upon him shall be entitled to have notices served upon him at such address but otherwise only those members who are described in the Register of Members by an address within Zimbabwe shall be entitled to received notices from the Association.
- (3) Any notice served by post shall be deemed to have been served on the day it is posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted prepaid.

13. Accounts

- (1) The Treasurer shall keep or see to the keeping of the books of account and the preparation of Final Accounts annually. The books of account shall give a true and fair view of the Associations financial affairs and record -
 - (a) all money received and expended by the Association and the reason for each transaction
 - (b) all sales and purchases
 - (c) the assets and liabilities of the Association
- (2) All monies, cheques, bills and notes received by the Association shall be deposited in an account opened in the name of the Association with the Associations bankers. Unless otherwise resolved by the Council cheques on the Associations bankers shall be signed either by one member of the Council and the Secretary or two members of the Council. The Associations bankers shall be selected by the Council.
- (3) The books of accounts shall be kept at the administrative office or wherever the Council shall think fit, shall always be open to inspection to members of the Council and subject to any restriction imposed by the Byelaws of the Association to inspection by members of the Association.
- (4) Final Accounts including an Income and Expenditure Account and a Balance Sheet for the last day of the Associations previous financial year signed by the Chairman and Treasurer (or two members of the Council) and the Auditor shall be laid before the Annual General Meeting at which the Treasurer shall present a financial report. The financial year shall end on 31st March.

14. Audit

- (1) Each year the Associations Financial Accounts shall be examined and certified by the Auditors who shall report upon them as they choose.
- (2) Auditors shall be appointed and their remuneration approved at an Annual General Meeting and they shall hold office until they resign or are removed at a General Meeting. Any casual vacancy occurring in the office of Auditor 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 may continue to act.
- (3) 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.

PART IV - MEMBERSHIP

15. Qualification of Members

- (1) There shall be three grades of membership of the Association -
 - (a) Member
 - (b) Associate Member
 - (c) Member Firm
- (2) **Members**
 - (a) A Member of the Association:-
 - (i) shall be a Fellow or Member of the Zimbabwe Institution of Engineers or hold an equivalent professional qualification recognised by the Council.
 - (ii) shall have had at least three years of relevant experience in a position of responsibility. This experience need not be as a consulting engineer but must include design, inspection of construction, administration and management of engineering works at a high level of personal responsibility. The evaluation of the experience of a member shall be at the Council's sole discretion.
 - (iii) shall be in a practice as a consulting engineer in Zimbabwe either individually or as a Partner in or as a Consultant to a firm of consulting engineers in Zimbabwe or as a Director of a company incorporated in Zimbabwe under a Memorandum of Association which restricts its activities to those permitted to members of the Association.
 - (b) The country of domicile and sphere of practice of a member or member firm shall not be restricted to Zimbabwe save that an office of the member or member firm must be situated in Zimbabwe.

(c) No member shall:-

- (i) be a director, employee, or partner in, or agent for a company or firm carrying on any commercial contracting or manufacturing business dealing with the class of work to which his practice relates; or the holder in any such company or firm of shares or other financial interest either directly or indirectly likely to influence his exercise of independent professional judgment in matters upon which he advises save that it shall be permissible for a member or member firm to participate in Joint Ventures (with contractors, manufacturers, merchants or others) and/or Turnkey projects provided that in any one project he does not represent the interests of more than one interested party or
 - (ii) be a director or employee of or agent for any company undertaking engineering insurance work or
 - (iii) advertise or canvas for or be connected with or interested in any company, firm or person who advertises or canvasses for consulting engineers work or
 - (iv) be a partner or co-director of persons not eligible for membership of the Association unless the control and a majority of not less than two thirds of the voting rights of the partnership or company shall vest in partners or directors eligible for membership of the Association.
- (d) No person shall be elected to membership of the Association unless in the opinion of the Council his standing and experience makes him competent to practice as a Consulting Engineer.

(3) Associate Member

(a) An Associate member of the Association:-

- (i) shall reside in Zimbabwe and
 - (ii) shall qualify for membership of the Association in all respects except that he is not a partner, consultant or director in a firm of consulting engineers at the date of nomination and
 - (iii) shall be employed by a Firm of which at least one partner or director is a member of the Association.
- (b) Each firm of which a partner or director is a member of the Association may nominate as an Associate Member one member of its staff who qualifies in terms of the preceding Clause provided that the Council may in its absolute discretion:
- (i) accept or reject the application for Associate Membership of any Engineer so nominated.
 - (ii) permit a firm which has two partners or directors who are Members of the Association and employs in Zimbabwe more than eight corporate members of an approved Institution of Engineers to nominate up to one engineer as Associate member.

(c) The number of Associate Members shall at no time exceed 25% of the total number of Members of the Association provided that:

(i) no Associate Members shall be deprived of his membership if the number of Associate Members shall be raised above the permitted 25% by reason of a reduction in the total membership of the Association and

(ii) an Associate member elected in terms of Clause 15(3)(b) shall not be deprived of his membership because his firm reduces its professional and technical staff below the number specified in Clause 15 (3)(b)(ii).

(d) Membership of an Associate Member shall automatically cease if he ceases to be employed by the firm which nominated him or if he ceases to reside in Zimbabwe or one year after he becomes eligible for Membership in his own right.

(e) Associate Members shall be entitled to vote at General Meetings of the Association.

(f) No Associate Member shall be eligible for the office of President or Vice President.

(g) Not more than three Associate Members may be elected to or co-opted to serve on the Council at the same time.

(4) A Member Firm

(a) shall have an office situated in Zimbabwe

(b) In the case of a partnership the control of the partnership and at least two thirds of the voting rights of partners shall be in the hands of Members of the Association.

(c) In the case of a Sole Principal the Principal shall be a Member of the Association.

(d) In the case of a limited liability company the control of the company and at least two thirds of the shares of the company shall be in the hands of Members of the Association.

(e) The Memorandum of Association or Partnership Agreement of the Member Firm shall restrict its activities to those permitted to Members of the Association.

(5) Election of Members, Members Firms & Associate Members

(a) Every application for membership of the Association shall be made in writing on a form approved by the Council. On receipt of an application form the Secretary shall circulate it to Councillors and submit it to a meeting of the Council. If approved by the Council the applicant shall be nominated for election. Notice of the nomination giving the name, address and qualifications of the applicant shall be sent to each member of the Association advising that any objection to the nomination must be lodged with the Secretary within three weeks of the date of the notice.

(b) If no member of the Association objects to the nomination within the prescribed period the applicant shall be duly elected upon the payment of any fee or subscription due and the Secretary shall add his name to the Register of Members. If any member objects to the nomination the Council shall invite whatever evidence it shall consider proper and decide whether to admit the applicant to membership or not.

(6) Reinstatement to Membership

(a) A person previously a member in good standing may be reinstated with no formality except the approval of the Council.

(7) Retired Members

(a) On the retirement from the engineering professions of any member of the Association not otherwise ineligible for membership the Council may accept him for a period as a retired member of the Association without subscription. A retired member shall be entitled to notice of and to attend all General Meetings and to take part in the discussion thereat but he shall not vote on any question nor shall he have any other privilege attaching to membership.

(8) Designation of Members

(a) Members shall use the abbreviation MZACE (with or without stops) and not other to signify member of the Association.

(b) Associate Members shall use the abbreviation AMZACE (with or without stops) and no other to signify member of the Association.

(9) Entrance Fees and Subscriptions

(a) Immediately upon application every new member shall pay his entrance fee and subscription for the current year and no election shall become effective until this is done.

(b) Entrance fees, subscriptions and due dates for payment shall be fixed by the Council.

(c) Not less than two weeks before due date a request for payment shall be mailed to each member by the Secretary. If any subscription remains unpaid for more than three months after due date a reminder shall be mailed to the member by the Secretary and if full payment is not received within one month of the notice the Council may order the removal of the members name from the Register of Members.

(10) Cessation of Membership

(a) A member shall cease to be a member of the Association:-

(i) upon his giving the Association notice in writing that he resigns or

(ii) if a sequestration order is made against him or he makes any arrangement or composition with his creditors or

(iii) if he becomes of unsound mind or if he is convicted of a criminal offence of a nature which the Council considers would or might bring the Association into disrepute or

- (iv) if he shall cease to be qualified or becomes disqualified or
- (v) if the Council calls upon him to resign or
- (vi) if his name is removed from the Register of Members by order of the Council.

(11) Change in Status

- (a) Every Member, Associate Member and Member Firm must notify the Council in writing of any change in their status which might affect their eligibility for membership within thirty days of such change becoming effective.
- (b) Such changes in status may include but not be limited to
 - (i) changes in qualifications
 - (ii) changes in the operation of their business
 - (iii) the admission or retirement of partners or directors.
- (c) All Members shall confirm to the Council on the form provided for this purpose that no changes in the status other than those notified in accordance with the preceding Clause have occurred in the previous year.

(12) Disciplinary Action

- (a) If in the opinion of the Council a member has been guilty of a breach of the Associations Rules of Professional Conduct or any other serious misconduct likely to bring the engineering profession into disrepute the Council may censure the member or impose on him a fine or suspend him from membership for aspecified period or terminate his membership.
- (b) If a member fails to pay any fine imposed by the Council within thirty days of its imposition the Council may terminate his membership.
- (c) Disciplinary action under Clause 15(12)(a) shall be taken only by resolution of not less than two thirds of the members present at a Council meeting duly convened. Thirty days written notice of the Council meeting (including details of the allegations against him) shall be given to the member concerned who shall be allowed to present to the Council either in person or in writing any explanation or defence he desires before the Council takes its resolution.
- (d) The Council may direct that particulars of any disciplinary action taken against a member and of the reason for it be communicated to the Zimbabwe Institution of Engineers, to any other professional institution to which the member belongs and to members of the Association in whatever terms it considers fit and any such communication shall for all purposes be deemed privileged.

PART V - FEES

16. Council to determine

Subject to the approval of the members the Council shall determine from time to time the fees that shall be charged for work and services provided by members of the Association.

ZIMBABWE ASSOCIATION OF CONSULTING ENGINEERS

BYELAWS

A. RULES OF PROFESSIONAL CONDUCT

1. A member of the Association shall uphold the integrity and dignity of the engineering profession, discharging faithfully and with full regard to the public interest all his duties in accordance with these Byelaws and the rules of the professional institutions to which he belongs. He shall not conduct himself in a manner, nor act in any capacity, nor hold any appointment, which prejudices the standing of a Consulting Engineer or the interests of the Association.
2. A member shall act for his client as a faithful agent. He shall -
 - 2.1 at the onset of negotiations leading to his employment or re-employment, disclose to his client or prospective client the nature of his association with any other person who, or organisation which, might gain financial advantage from his employment.
 - 2.2 recommend to a client a person with whom, or an organisation in which, he has a financial interest only when he informs his client of his interest
 - 2.3 render only the professional service for which he is qualified by training and experience, engaging or recommending the engagement of specialists when this is in the best interest of his client
 - 2.4 not misrepresent his qualifications to his client or prospective client
 - 2.5 not, without his client's authority, divulge confidential information concerning his business affairs or technical processes.
3. A member shall not injure or attempt to injure, whether directly or indirectly, the professional reputation, prospects or business of another member; provided that this Rule shall not be taken as prohibiting the expression of technical opinion on behalf of his client before a tribunal or in a commissioned report, or of lodging a complaint of the conduct of another member to a competent body which lays down rules of conduct.
4. A member shall not attempt to supplant another member in a professional engagement, nor shall he review or take over the professional work of another member except with the consent of that member or until he has been notified by the client that the connection of the other member with the work has been terminated.

5. Without the written authority of his client and all other parties concerned, a member shall not accept -
 - 5.1 remuneration for his services from anyone other than his client
 - 5.2 remuneration for the same service, or services pertaining to the same work, from more than one party
 - 5.3 any royalty, gratuity, discount or commission on any transaction, article or process connected with his work for his client.
6. In his professional employment, a member acts as the Agent of his client, and shall accept tenders or place orders only with the specific authority of his client. He shall certify sums due to others for his client to make payment but shall not himself make payment on his client's behalf unless the client gives good reason for requesting this.
7. a member shall not knowingly compete with another member on the basis of professional charges.
8. Where a member practises under the name of a company incorporated with limited liability the liability of the directors shall be equivalent to that of the partners in a partnership and the control, and a majority of not less than two thirds of the voting rights, of the company shall vest in directors eligible for membership of the Association.
9. An organisation in which a member has a financial interest but which provides only technical services and not professional advice -
 - 9.1 may operate as a limited liability company
 - 9.2 may have as its directors members of the Association only on condition that it shall not advertise nor solicit work for itself nor for the member or firm of any member having an interest in it and that its Articles of Association require that the conduct of company operations conforms to standards of professional conduct acceptable to the Association
 - 9.3 shall be recommended to a client by any member having a financial interest in it only when he informs the client of his interest.
10. A member shall not improperly directly or indirectly solicit professional employment nor give any reward for the introduction of employment. In compliance with this rule -

- 10.1 advertising shall be limited to :
- Entries in Directories
 - Business/Visiting Cards
 - Factual Description of services offered (business card type) may appear in journals and newspapers
 - Sponsorship acknowledgements for engineering related activities
 - Company/firm's names may appear on vehicles and business related equipment and outside of offices.
- 10.2 a member may write articles for the technical press describing engineering projects for which he or his firm is or has been responsible provided that there is no solicitation or professional work contained or implied in such articles
- 10.3 a member may grant press or radio interviews in connection with engineering projects with which he has been involved. In such interviews the emphasis shall be on the technical aspects of the project, and not on publicising the member or firm involved, although it is permissible to mention the name of the member or firm
- 10.4 a firm's name may be included in a caption to a photograph of an engineering project published in the press either in the editorial section or in a contractor's advertisement, but it is not permissible to pay for such an insertion.
- 10.5 the names of members or their firms may appear on approved notice boards at works in course of construction and on commemorative tablets at completed works
- 10.6 the issue of brochures detailing factually the capabilities and experience of firms is permissible
- 10.7 it is permissible to state the name and address of a member's firm when advertising for staff or for tenders in the press but this should not be unduly prominent. Self-laudatory phrases such as 'leading firm of consultants' are not permissible.
- 10.8 Clients for whom the firm has previously worked may be advised of the opening of a branch office, changes of address, and changes among partners, directors, consultants or associates within the firm. Such information may appear once only in the press, preferably in engineering journals.
11. A member working in another country in which standards of professional conduct are laid down by an association recognised by the Federation Internationale de Ingenieurs Conseils shall order his conduct according to such standards.

