

ZINIRE CONSTITUTION

THE ZIMBABWE NATIONAL INSTITUTE OF ROCK ENGINEERING

CONSTITUTION

1. THE INSTITUTE

1.1 The name of the Institute is **THE ZIMBABWE NATIONAL INSTITUTE OF ROCK ENGINEERING (ZINIRE)**.

1.2 The Institute shall be and remain a corporate and autonomous body with perpetual succession and with the power and capacity consonant with the provisions of this constitution of acquiring rights and incurring obligations and of acquiring, holding and alienating property of all kinds and of suing and being sued in its own name independently of its members.

1.3 The Head office of the Institute shall be located in Zimbabwe.

1.4 The key objectives of the Institute are:

1.4.1 To identify the needs of its members;

1.4.2 To represent and promote the interests of its members;

1.4.3 To maintain the affiliation of ZINIRE with the Zimbabwe Institute of Engineers (ZIE), and to maintain the affiliation of ZINIRE with the International Society for Rock Mechanics (ISRM), and

1.4.4 Through its members, initiate and give effect to the means whereby the requirements for technology and scientific knowledge of the rock engineering Sector of the Zimbabwe mining and civil engineering industries are satisfied.

1.5 The benefits accruing to qualifying members and the general public are derived from the following activities of the Institute:

1.5.1 Development of the strata control and rock engineering profession through seminars, conferences and other training opportunities;

1.5.2 Dissemination of rock engineering related information through publications, conference proceedings and the Institute's web site;

1.5.3 Furthering research in the field of rock engineering through the identification of suitable topics and questions found to be in need of investigation.

2. MEMBERSHIP

2.1 The Institute shall consist of corporate and non-corporate members, all of whom shall be entitled to speak at meetings of the Institute, but only corporate members shall be entitled to vote.

2.2 Corporate members shall comprise the categories of:

Honorary Life Fellow

Fellow

Member

2.3 An Honorary Life Fellow shall be a person whom the Institute specially desires to honour in consideration of services rendered to the Institute, science or industry. Honorary Life Fellows shall have all the privileges of corporate members.

2.3.1 An Honorary Life Fellow shall be elected by the council and each such election shall be announced at the following ordinary or annual general meeting of the Institute.

2.3.2 The election of an Honorary Life Fellow shall take place at a council meeting, the election shall be by ballot and shall require the unanimous vote of the Council members present.

2.4 A candidate for admission into the category of fellow, or for transfer into that category,

2.4.1 shall have been in a rock engineering position in important mining or civil Engineering, consulting, government, educational or research organizations concerned with those industries, for at least ten years

2.4.2 a candidate shall be practicing his/her profession at the time of his/her application, shall satisfy the council that he/she is a fit and proper person to become a Fellow and the council shall be satisfied that his/her qualifications, training and technical experience justify such professional status

2.4.3. a candidate shall have made a meaningful contribution to the Rock engineering profession either by means of Research or by systems design and implementation in the sector in which he/she is practicing.

2.5 A candidate for admission into the category of member, or for transfer into that category;

2.5.1 shall have been in a rock engineering position in important mining, civil Engineering, consulting, government, educational or research organizations concerned with those industries, for at least four years.

2.5.2 a candidate shall be practicing his/her profession at the time, shall satisfy the Council that he/she is a fit and proper person to become a member, and council shall be satisfied that his/her qualifications, training and experience justify such professional status.

2.6 Non-corporate members shall comprise the categories of:

Associate

Student

Correspondent

Retired fellow / member / associate

2.7 A candidate for admission into the category of associate shall not be less than eighteen years of age. The applicant shall satisfy the council that he/she is a fit and proper person to become an associate.

2.8 A candidate for admission into the category of student shall be a person who is being educated or trained in a manner approved by the council to occupy a technical position in or associated with the mining or civil engineering industries. The applicant shall satisfy the council that he/she is a fit and proper person to become a student member.

2.8.1 He/she may remain a student member only while he/she is being educated or trained in a manner approved by the council.

2.8.2 When he/she no longer qualifies as a student member he/she shall automatically be transferred to the category of associate, once he/she has notified council in writing of the change in the status quo.

2.9 A correspondent shall be a member of the ISRM not residing in Zimbabwe, and whose application for corresponding membership is approved by council. The Institute will not be responsible for paying his/her ISRM membership fees.

2.10 A retired fellow / member / associate shall be a person who has ceased to practice his/her Profession, but wishes to remain associated with the Institute.

2.11 Transfers and all applications for election or transfer shall be handled in accordance with the By-laws.

2.12 Every candidate for election to membership of the Institute or for the transfer from one Category to another category of membership shall be duly notified in writing by the secretary of the decision of the council regarding his/her application.

2.13 The Council shall issue to every member a certificate showing the category to which he/she has been elected. Such certificates shall remain the property of, and shall on request be returned to the Institute.

2.14 A corporate member of the Institute shall be entitled to use the following authorized letters designating his/her category of membership of the institute.

Fellow: **FZINIRE**. Member: **MZINIRE**

2.14.1 No corporate member shall adopt, or describe himself/herself by any other description or abbreviation than the authorized designation as above to indicate his/her category of membership in the Institute, nor is any person who is not a member of the Institute entitled to describe himself/herself as a member of the institute or to make use of the above letters of designation.

2.15 The council shall have the right either to suspend from participation in the privileges of membership, subject to such conditions as it may deem fit, or to expel from the Institute any members who may have committed any offence or been guilty of any conduct, which, in the opinion of the council renders him/her unfit to remain a member.

2.16 A member may resign from the Institute by sending his/her written resignation to the Secretary together with payment of any moneys due. Any person who has so resigned may be re-admitted to membership at the discretion of the council upon written application, and payment of such fees as the council may decide.

2.17 Members or office-bearers of the Institute have no rights to the property or other assets of the organization solely by virtue of their being members or office-bearers.

2.18 The liability of members for the debts and engagements of the Institute is limited to the amount of any unpaid subscriptions.

2.19 The council shall have the right to amend the requirements for entry to any membership levels and shall have the final say in evaluating any qualification for such purposes, be it local or from any other country.

2.20 With the exception of correspondents, the Institute will pay the ISRM membership fees of all members of ZINIRE, so that all members in all categories shall automatically be members of the ISRM. Where applicable, the membership fees for ZINIRE shall include the fees payable to the ISRM.

3. THE COUNCIL

3.1 Subject to the constitution and in conformity with the by-laws, the management and administration of the affairs of the institute and the power to carry out its objects shall be vested in and exercised by the council. The members of the council shall be elected as provided for in Section 9 of the by-laws and shall hold office until their successors have been elected. The term of office for Council members shall be two years.

3.2 The council shall consist of:

3.2.1 The President

3.2.2 The President-Elect, who is also the Vice President

3.2.3 The Immediate Past President

3.2.4 The Honorary Treasurer

3.2.5 The Honorary Secretary

3.2.6 Six Corporate Members: These will comprise the executive members of council. In addition, other persons may be invited to attend council meetings to present progress reports and provide liaison between the council and the members. Examples of these include:

3.2.7 The chairperson of any division formed under Clause 3.14.

3.2.8 The chairperson of any branch formed under Clause 3.16.

3.3 The incoming president for the ensuing term shall be the vice-president, or if he/she is unwilling or unable to take up the office of president, the honorary treasurer. If in turn he/she is unwilling to take up the office of president, a suitable candidate from the retiring council shall be elected by the retiring council.

3.4 The vice-president and honorary treasurer for each ensuing term shall be elected by and from the members of the retiring council at the first meeting of the council following the election of council members.

- 3.5 The members of the council, except for the incoming president and immediate past president shall retire at the end of their term but shall be eligible for re-election in the same or other capacity.
- 3.6 The council shall have the power to fill any casual vacancy on the council. A member so elected shall hold office for the remaining portion of the current term.
- 3.7 The council shall have the power to appoint honorary office bearers and representatives for the current term.
- 3.8 The council shall have the power to elect each term corresponding members of the council from among members of the Institute resident abroad. Each such official shall hold office during the term for which he/she is elected, provided however, that their tenure of office shall cease as soon as they no longer reside in the country which they represent.
- 3.9 The council may, to ensure adequate representation of all branches of mining and civil engineering co-opt by unanimous vote not more than two additional corporate members to the council; such additional members shall have the privileges and responsibilities of elected council members and shall hold office for the current term. The names of such co-opted members shall be announced at the first general meeting of the Institute following their appointment.
- 3.10 Should any member of the council frequently absent himself/herself without leave from the council meetings, they may, at the discretion of the council, be requested to forfeit their seats on the council.
- 3.11 The council shall have the power to appoint a secretary and other officers and servants and to remunerate them. Such secretary, officers and servants shall hold office during the tenure of the council and they shall perform such duties as the council shall set forth in the terms of their appointment.

- 3.12 The council shall cause minutes to be kept of the proceedings of all meetings of the Institute, the council and the various committees.
- 3.13 The council may form a division or divisions within the Institute to encourage the presentation of papers and discussions on technical subjects of specific professional interest to certain members of the institute.
- 3.14 The council may, upon receipt of a request to that effect from any organization with objects kindred to those of the Institute, arrange for the incorporation of such organization in the institute or for the incorporation of the Institute into such organization. The incorporation shall be on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a special general meeting of the Institute convened for the purpose.
- 3.15 The council may, at its direction and upon receipt of a written request signed by a representative number of corporate members residing in a specific district in Southern Africa, create a branch of the institute in such a district. The objects of such branch shall be in accordance with Clause 1.4.
- 3.16 All assets and property of the Institute, both movable and immovable, shall be vested in and registered in the name of the Institute. True accounts shall be kept of all moneys received and expended by the Institute and of the assets and liabilities of the institute. The honorary treasurer shall administer the funds of the Institute in accordance with the direction of the council to which he/she shall be responsible.
- 3.17 Fiduciary responsibility for the Institute shall be carried by the President, the Immediate Past President and the Honorary Treasurer, who must all be unconnected persons in terms of the Income Tax Act (Act No.58 of 1962 as amended);

3.18 All donations received or that may hereafter be received for providing awards shall be held by the Institute. The moneys shall be invested in the name of the Institute so as to yield the best possible return while ensuring security of investments. The income from such donations may be devoted to one or more of the following objects:

- (a) Providing medals or other prizes as the council may direct.
- (b) Providing moneys which may be directed to research workers for the provision of, or defray the cost of apparatus or other material necessary for the conduct of research, such apparatus or material to revert to the Institute unless otherwise determined by the council.
- (c) Providing any other means whereby research in connection with Rock Engineering may be stimulated and encouraged.

3.19 The council shall submit, at each annual general meeting, a report on the affairs of the Institute, together with an audited statement of revenue and expenditure and balance sheet for the previous financial year.

3.20 All deeds, documents and writing requiring execution on behalf of the Institute shall be signed by the president, and / or vice president and / or honorary treasurer, or by members of the council, or officials duly authorized by resolution of the council.

3.21 A copy of all amendments to its founding document shall be submitted to the Commissioner as soon as they have been affected.

3.22 No sum of money exceeding a limit set by the council from time to time shall normally be paid, except by order of the council. On those occasions when an amount in excess of that limit is required to be paid prior to a council meeting, and then such accounts shall be approved by at least two of the office bearers and be confirmed by the council at the following Meeting.

3.23 The council may frame by-laws, which must be consistent with the provisions of the constitution, for the conduct of the business and the management of the affairs of the Institute; such by-laws may at any time be added to, repealed or amended by the council. All members shall be notified of such alterations and/or additions in a manner to be decided by the council.

3.24 Each member of the council shall be accountable only in respect of his/her own acts and shall not be accountable for any acts done or authorized to which he/she shall not have expressly assented. No member of the council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorized or suffered by him/her, being done in good faith for the benefit of the Institute, although in excess of his/her legal power.

3.26 In case of doubt as to the meaning and import of any portion of the constitution and by-laws, the interpretation of the council shall be binding upon the members.

4. MEETINGS OF THE INSTITUTE

4.1 The meetings of the Institute may be held at such places in Zimbabwe as the council may decide.

4.2 Ordinary general meetings of the Institute shall be held on dates decided by the council. Notices convening ordinary general meetings shall be dispatched to members not less than fourteen days prior to the dates of such meetings.

4.3 Nothing related to the management of the Institute shall be introduced or discussed at ordinary general meetings.

4.4 The annual session of the Institute shall be from the 1st of July of any year to the 30th of June of the succeeding year. Annual general meetings of the Institute shall be held in the final quarter of the calendar year, on a date determined by the council, to receive and consider the report of the council, the independently compiled financial statements, the report of the scrutinizers on the election of members of the council, and to conduct such other business as the council may decide.

4.5 All meetings of the Institute, other than those detailed in clauses 4.2 and 4.4 shall be designated special general meetings; only such business as that specified in the notices convening these meetings shall be transacted.

4.5.1 The council may, at any time, convene a special general meeting.

4.5.2 The council shall convene a special general meeting within 30 days on the receipt of a written application by twenty corporate members, provided such application specifies the objects for which the meeting is required. If the council fails to convene such special general meetings within the prescribed period any of the signatories to the request may convene the meeting. This may be held at any time within six weeks of the receipt of the request by giving notice as hereinafter prescribed.

4.6 Notices convening annual general meetings and special general meetings shall be dispatched to members not less than 14 days prior to the dates decided for such meetings.

4.7 The accidental omission to give notice of any meeting of the Institute to any corporate member shall not invalidate any resolution passed at such meeting.

4.8 A corporate member unable to be present at any annual general meeting or special general meeting may vote by proxy; the person appointed as proxy shall be a corporate member of the Institute and such appointment shall be duly made in writing.

4.9 Should the council consider it expedient to propose any change to the constitution in the way of either addition, alteration or repeal, or should not less than twenty corporate members express in writing to the council, a desire for such change, the same shall be :

(a) Considered at a special general meeting convened for that purpose, when it shall be necessary to the adoption of any amendment to the constitution that not less than two-thirds of the votes cast shall be in the affirmative, or

(b) if deemed desirable by the council, submitted to all corporate members for decision by a postal or electronic vote in the manner prescribed in the by-laws, when, for the adoption of the proposed amendment, it shall be necessary that not less than 25 per cent of all members so entitled cast their votes and that not less than two-thirds of the votes cast shall be in favour of the amendment.

4.10 The Institute may be wound up and liquidated or amalgamated with any similar body by a resolution submitted to corporate members for decision by postal or electronic vote, in the manner prescribed in the by-laws, when, for the adoption of the resolution it shall be necessary that not less than 25 percent of all members so entitled cast their vote, and not less than two-thirds of the votes cast shall be in favour of the resolution.

In submitting the resolution to members, it shall be necessary to decide the manner in which any surplus assets of the Institute, after satisfaction of its debts, shall be applied, and the voting in this connection shall be on the same basis as described above.

5. BY-LAWS

ELECTION TO MEMBERSHIP

5.1 The election or transfer of candidates to any category of membership of the Institute shall be by the council.

5.2 A candidate for election to the institute, other than a student, shall be proposed and seconded by corporate members having personal knowledge of the candidate's character, qualifications and experience. A candidate for election as a student member shall be recommended by a corporate member or by his/her professor, or a senior lecturer of his/her institution of tertiary education who is a member of the Institute. The application shall be made on the form prescribed from time to time by the council.

5.2.1 The candidate shall forward his/her application to the secretary of the Institute on the form prescribed by the council from time to time, duly completed and accompanied by any necessary supporting documents.

5.2.2 The council shall cause the names of all candidates together with the relevant information to be published in a notice.

5.2.3 During the period of 21 days from the date of such publication, it shall be competent for any member to communicate confidentially by letter to the secretary any information whatsoever which will assist the council when considering the application.

5.2.4 After the lapse of the stated period, the council shall consider the applications and any communications relative thereto and shall decide in accordance with the provisions of the constitution, the category of membership, if any, to which a candidate is elected.

5.2.5 Candidates shall be declared to be elected if they secure four-fifths of the votes cast by the members of the council present at the meeting at which their application is submitted for decision. Membership shall commence from the date of election, subject to completion by the candidate of the requirements laid down in section 7.3.

5.3 By-law 5.2 and sub-sections shall, mutatis mutandis, apply to the transfer of a member from one category to another in like manner as it applies to election to membership excluding the provisions in Clause 2.8.2.

5.4 In the event of a candidate's application for membership being rejected, it shall not be incumbent upon the council to give its reason for so doing.

5.5 The council may, in exceptional circumstances only, exercise its discretion in waiving the requirements of 5.2 as regards the required signatures of corporate members if a candidate is prevented from obtaining the specified number of sponsors for his/her application either by reason of his/her place of residence or for any other valid reason beyond his/her control. In such a case, the candidate shall assist the council by submitting the names of suitable people, who can vouch for his/her character, qualifications and experience and with whom the council may communicate.

6. MEMBERSHIP: LIST OF NOTICES TO

6.1 A register of the names, addresses and qualifications of all members shall be kept and this information shall be available to members on request.

6.2 It shall be incumbent upon the members of all categories to notify the secretary in writing of any change of address or contact details, failing which they shall be deemed to have waived service of any notices, or copies of the journal, etc. and the onus of notification of non-service shall rest with the member. A notice dispatched by hand, through the post to the address list registered with the Institute or electronically to the e-mail address registered with the Institute shall be deemed to have been duly served on the member. Any such non-service shall not exempt members from the liability for all payments due by them to the Institute.

7. FEES, SUBSCRIPTIONS AND OTHER INCOME

7.1 Entrance fees (if applicable) and subscriptions shall be decided by the council. A list of entrance fees and subscriptions shall be circulated to members and members shall be kept advised of any changes made to this list.

7.2 The entrance fee (if applicable) and the first subscription shall be due on receipt by a candidate of notice of the decision of the council as to the category of membership to which he/she has been elected (see 2.15); such notice shall include advice of the amounts of the fee and subscriptions which must be paid before the election of the candidate is confirmed. To ease the administrative burden, these fees will be calculated for either the full year or half year, using a forward-based approach.

7.2.1 Payment of the amounts due must be made within three months of the date of the notice referred to in 2.15 and 7.3; if payment is not made within the prescribed period, the application shall lapse and the council shall not again consider such application until at least six months after the date by which the amounts should have been paid.

7.2.2 The council may, on account of distance or other circumstances, extend the period of three months prescribed in 7.3.1.

7.3 All subscriptions shall become due on the first day of July in each year and shall be payable in advance.

7.4 Should a member be elected or transferred on or after the 1st of January of any year, his/her subscription for the remainder of the current financial year shall be one-half the appropriate subscription in the case of election or half the difference between the existing and future subscriptions, in the case of transfer.

7.5 A member whose annual subscription is unpaid after the 31st day of December in any year shall cease to be in good standing and shall not be entitled to receive the notices, publications or awards of the Institute, nor to exercise any of the rights and privileges of membership.

- 7.5.1 A member whose annual subscriptions remain unpaid for one year may, by resolution of the council be excluded from the Institute. He/she shall thereupon cease to be a member and his/her name shall be removed from the membership Register. The notice of this exclusion shall be published in the journal and / or at the annual general meeting of the Institute (see 12.1), the number of this by-law being quoted as the reason for such exclusion. Notice to this effect shall be sent to him/her in writing by the secretary at his/her last registered address and / or e-mail address three months prior to the termination of the stated period.
- 7.5.2 Such exclusion shall not relieve him/her from liability for the payment of any moneys due by him/her, but any person whose membership has so ceased may at the discretion of the council and on payment of all fees due, be reinstated within one year from the date of the resolution of the council excluding him/her. Thereafter, he/she may be re-admitted only on such conditions as the council may decide.
- 7.6 The council may, in exceptional circumstances, reduce or remit the current or arrears subscriptions due by any member upon receiving a written submission regarding the issue from the member in question.
- 7.7 The Institute may not accept any donation that may be recalled by the donor and the donor may not impose any conditions which would entitle the donor or any connected person to obtain a direct or indirect benefit from the donation;
- 7.8 The council shall ensure that all other forms of income such as from the sale of merchandise, symposia proceedings, donations, interest on savings and all other sources are utilized solely or principally for the benefit of its members and in pursuance of the Institute's objectives as described above.
- 7.9 The council shall ensure that no income and property may accrue to any member, office-bearer or employee other than as reasonable remuneration for services provided and solely for the purpose to carry on the Institute's activities listed under 1.5 above.

7.10 On dissolution, the Institute may not distribute any of its funds to individuals or other tax-paying entities. Instead, the Institute shall dispose of its remaining assets through one or more of the following ways:

7.10.1 Transfer to a newly formed Charitable Organization (CO) registered as such in terms of the relevant laws;

7.10.2 Transfer to an established Charitable Organization exempt from tax in terms of the Income Tax Act;

7.10.3 Transfer to a department of state or administration in the national, provincial or Local Authority of Zimbabwe. ;

8. **BRANCHES**

8.1 Each branch shall be constituted and its affairs conducted in accordance with rules approved for that purpose by the council.

8.2 The council shall retain the power to dissolve a branch and a copy of the resolution of the council deciding upon such dissolution shall be sent to the chairperson of the branch concerned.

9. ELECTION OF MEMBERS OF COUNCIL

9.1 A notice calling for nominations for the council shall be sent to all members not later than the first day of March in the year in which elections are to take place and all such Nominations shall be lodged with the secretary not less than ninety days prior to the end of the current council's term of office.

9.1.1 Each nomination of a member for election to council must be proposed and seconded by at least two members on an official nomination form.

9.1.2 On receipt of the nominations, the secretary shall notify each nominee and request his/her acceptance or otherwise of such nominations within ten days, and failing acceptance, such nominations shall be void.

9.2 At least sixty days prior to the end of the current council's term of office, the council shall cause to be forwarded to each member the relevant ballot list showing the names of candidates and other relevant information.

9.2.1 The ballot papers, duly completed, shall be returned to reach the secretary not later than thirty days prior to the end of the current council's term of office; thereafter scrutiny of the ballot shall proceed.

9.2.2 At the council meeting immediately preceding the end of the current council's term of office, there shall be appointed not less than two scrutinizers, whose duty it shall be to open and examine the ballot papers and to report the result of their scrutiny to the president. Candidates do not qualify to act as scrutinizers.

9.2.3 In the event of the number of votes being found to be equal for any two or more candidates, all of whom cannot be declared elected, the scrutinizers, in conjunction with the outgoing president, shall decide the procedure to be followed.

9.3 Should the nomination list for members to be elected to the council not include the names of as many members as are required to fill the vacancies on the council, the council shall nominate members to complete the list and the members nominated shall be declared elected at the annual general meeting.

10. THE COUNCIL : MEETINGS AND DUTIES

The council shall meet as often as the business of the Institute requires. At meetings of the council, one-half of the executive council members shall form a quorum and all matters shall be decided by vote of the majority, except as provided in Clause 5.2.5. Should the council members present at such meeting wish to obtain greater consensus before such vote is taken, a decision on any subject shall at the desire of any three members present, be postponed until the succeeding meeting, and then shall be decided by the majority; a notice of the question thus postponed having been previously given in the notice calling the meeting.

10.1 The chairperson shall have a deliberate vote and in the event of an equality of votes a casting vote. The president or in his/her absence the president-elect, or in the absence of both of them, a member of the council elected by the meeting, shall take the chair at all meetings of the council.

10.2 The council shall have power to appoint committees and/or representatives for such purposes and with such powers as it may decide. Such appointments may be made from members of the institute or from such other persons as the council may select to further the interests and work of the institute.

The president shall be ex officio member of all committees.

10.3 The president, or in his/her absence a vice-president, may extend the privileges of the Institute to members of overseas institutions who are visiting the Republic of Zimbabwe. Such privileges shall include those enjoyed by members, with the exception of voting powers at meetings and may normally extend for a period not exceeding three months.

11. GENERAL MEETINGS

11.1 The quorum for all general meetings of the Institute shall be fifteen corporate members personally present. Subject to the provisions of Clause 4.8 of the constitution, a majority of votes shall carry any business before the meeting.

11.2 Unless otherwise laid down, every question other than alterations in, or additions to the constitution, submitted to any meeting, shall in the first instance be decided by a show of hands of the members entitled to vote. A poll may be demanded by any six corporate members, and shall thereupon be taken forthwith and be supervised by two scrutinizers appointed by the meeting. The chairperson of any meeting shall have a deliberative vote and in addition a casting votes in the event of an equality of votes.

11.2.1 In the event of a postal or electronic vote, as prescribed under Clause 4.9 or 4.10, the secretary shall, within fourteen days after any special general meeting or meeting of the council at which it is decided to take a vote by post or Electronic means, forward to each member entitled to vote a voting paper which shall contain the resolution on which the member is required to vote. The voting paper shall be completed in the member's own hand writing or from his/her e-mail address and returned to the secretary in order to reach him/her not later than forty days after the date of the meeting aforesaid. If the voting paper is received after the said period, the vote will not be recognized.

11.3 The president, or, in his/her absence a vice-president, or in absence of all of them, a member elected by the meeting shall take the chair at all meetings of the Institute.

11.4 The chairperson of any meeting may, with the consent of a majority of the corporate members present, adjourn the proceedings from time to time and from place to place.

11.5 Visitors may be introduced by members at the annual and ordinary general meetings. With the consent of the chairman, visitors may take part in any discussion and read papers.

12. PUBLICATIONS

12.1 The proceedings of the meetings of the Institute and official notifications shall be published on the ZINIRE website.

12.2 All papers and contributions communicated to the Institute, with drawings and other illustrations, shall become the property of the Institute except in the case of their rejection, or unless stipulation be made to the contrary. Authors shall not be at liberty, save by permission of the council, to publish or cause or allow to be published any contributions prior to their publication on the ZINIRE website and/or in the Institute's journal.

12.2.1 Should a paper or contribution be rejected, it shall not be incumbent upon the council to give its reason for so doing.

12.2.2 Suitable acknowledgements shall be made to the Institute when papers or contributions published on the website, in the Institute's journal or in Proceedings of symposia or extracts there from are reproduced.

12.2.3 No member of the Institute shall make use of any portion of the Institute's proceedings in a published document connected with a business undertaking, unless he/she has obtained the written permission of the council and that of each individual speaker or writer concerned. The infraction of this by-law will be regarded by the council as justifying action under Section 2.16 of the constitution.

12.3 No statement shall be published in the Institute's proceedings which claims advantages for any novel method or device, unless such statement can be accompanied by an adequate description of the method or device to which reference is made.

13. RULES FOR THE CONDUCT OF BRANCHES

13.1 NAME: A branch shall be a branch of the **ZIMBABWE National Institute of Rock Engineering.**

13.2 ACTIVITIES: The activities of a branch shall be conducted in accordance with the Constitution and by-laws of the Institute. In case of any doubt as to the meaning or import of any portion of the constitution and by-laws of the Institute, or of these rules, the Interpretation of the council shall be binding upon members.

13.3 MEMBERSHIP: The membership of any branch shall consist of those members of all categories of the Institute, who are resident in the area. All members shall be entitled to attend, speak and vote on matters related to their branch.

13.4 MANAGEMENT: The affairs of any branch shall, subject to the control of the council, be managed by a committee constituted as follows: Chairperson, vice-chairperson, and one to three members. The term of office of a branch management committee shall be two years.

The president of the Institute is ex officio a member of all branch committees.

- (a) The chairperson and vice chairperson shall hold office for not more than two consecutive terms and shall be elected by and from members of the branch at a Meeting of the committee held before the annual general meeting of ZINIRE in those years in which there is not a ZINIRE council election.
- (b) The remaining elected members of the committee shall retire at the end of their Term, but shall be eligible for re-election.
- (c) The committee shall have the power to fill any casual vacancy on the committee. A member so elected shall hold office for the remaining portion of the current term of office.
- (d) The elected committee shall have the power to co-opt a further two members.
- (e) The committee shall appoint an honorary secretary who however, shall not have a vote at committee meetings, unless he/she is an elected member of the Committee.

- (f) The duties of the committee shall be to promote the objectives of the Institute as Set out in Clause 1.4 of the constitution.

13.5 ELECTION BY MEMBERS OF THE COMMITTEE:

- (a) The chairperson of the outgoing committee shall call for nominations for Members of the incoming committee at the branch's annual general meeting. A member unable to attend the annual general meeting may be nominated by proxy in absentia provided he/she has given written confirmation of his/her willingness to stand. Each nominee requires a proposer and seconder whereupon voting for members can proceed by a show of hands.
- (b) Only after the new committee has been elected will the outgoing chairperson hand the chair over to the incoming chairperson.
- (c) Should the nomination list for the members to be elected to the committee not include the names of as many members as are required to fill the vacancies on the committee, the new committee shall be empowered to co-opt members to complete the list and the members nominated shall be declared elected at the Annual General Meeting?

13.6 MINUTES: Minutes of all committee and general meetings of the branch shall be kept, and after scrutiny by the chairperson, one copy thereof shall be forwarded within 30 days to the Secretary of the Institute. These minutes shall include attendance figures.

- a) The council shall be kept informed concerning the activities of the branch and copies of all notices of meetings forwarded to the secretary of the Institute.
- (b) An abridged chairperson's annual report to the council is to be forwarded to the council by mid-July in each year.

13.7 MEMBERSHIP ROLL: A register of the names and addresses of all current branch members shall be kept up to date.

13.8 FUNDS: An estimate of the expected expenses and revenues of the branch for the ensuing year shall be made by the committee at its first meeting each year. This estimate together with the required funding for the year shall be submitted to the council for approval.

The committee shall keep true accounts of all money received and expended and shall submit these accounts to the secretary of the Institute for audit purposes by the 15th of July of each year.

The council may allocate funds and/or assistance as it may from time to time find necessary to provide for the satisfactory functioning of the branch. Such funds shall be deposited on account of and for the use of the branch in a bank or institution approved by the council. All cheques drawn on such account shall be signed by the chairperson or a committee member and the honorary secretary of the branch.

13.9 COMMITTEE MEETINGS: The committee shall meet as often as the business of the branch requires. At meetings of the committee, four members shall form a quorum and all matters shall be decided by a majority vote of all members of the committee, the chairperson having a deliberative vote and a casting vote.

The chair shall be taken by the chairperson or vice chairperson or, in the absence of both of them, a member of the committee elected by the members present.

13.10 MEETINGS OF A BRANCH: Ordinary general meetings of a branch shall be held on dates decided by the committee. Notices convening ordinary general meetings shall be dispatched to members not less than seven days prior to the dates of such meetings.

The annual session of a branch shall be decided by the branch, but should preferably be from the 1st of July of any year to the 30th of June of the succeeding year. The annual general meeting of a branch shall be held not later than three months after the close of the branch's annual session, on a date decided by the committee, to receive and consider the report of the chairperson, the statement of accounts, the election of members of the committee and to conduct such other business as the committee may decide.

Notices convening the annual general meeting shall be dispatched to members not less than fourteen days prior to the date decided for such meeting.

The quorum for all general meetings of a branch shall be five members personally present. A majority of votes shall carry any business before the meeting. Every question submitted to any meeting shall be decided by a show of hands of the members entitled to vote.

The chairperson of any meeting shall have a deliberative vote and in addition a casting votes in the event of any equality of votes.

The chair shall be taken by the chairperson, or in his/her absence, the vice-chairperson, or in the absence of both of them, by a member elected by the members present.

13.11 AUTHORITY OF A BRANCH: A branch shall not purport to act for the Institute in any matter either directly or by correspondence vis-à-vis government department or similar bodies or any organization, group or individual, unless specifically authorized in writing by the council so to act. (Refer to Clause 3.1 of the constitution).

Nothing in these rules shall empower a branch committee to contract debts in the name of the Institute's credit in any way.

13.12 AMENDMENTS TO RULES: Amendments or variations to these rules may be made by the council on its own initiative, or on recommendation of a properly constituted meeting(s) of one or more branches following a majority decision of a meeting attended by not less than 10 members and provided that notice of the proposed change(s) are given fourteen (14) days in advance of the meeting. Proposed amendments or variations must be submitted to the council for approval.

13.13 DISSOLUTION: All assets, books, records and funds of the Institute in the custody of a branch shall remain the property of the Institute and in the event of the dissolution of such branch, as provided for in by-law 8.2 shall immediately be forwarded to the secretary of the Institute.

The branch treasurer in office at the time of branch closure is accountable to council for the proper conclusion of the branch's financial affairs.