



THE SURVEYORS' INSTITUTE OF MALAWI (SIM)

CONSTITUTION

AUGUST 2023



CONSTITUTION OF THE SURVEYORS' INSTITUTE OF MALAWI (SIM)

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INTERPRETATION

In this Constitution, unless the context other wise requires:

“Auditor or Auditors” means person or legal entity under- Article 19

“Constitution” means the Constitution of Surveyors’ Institute of Malawi (SIM).

“Council” means the body and the members under - Article 10

“Secretary General (SG)” means General Secretary as under Article 10

“Meeting of the Council” (Council Meeting) under Article 10 (xi)

“ Members of the Council meeting” means meeting under Article 10(xi)

“ Patron” means person under Article 4

“Trustees” means members under Article 9

“Trustee” means entity under Article 27



ARTICLE 1.
NAME AND ESTABLISHMENT

There is hereby established an organization whose name of the Society shall be: "THE REGISTERED TRUSTEES OF THE SURVEYORS' INSTITUTE OF MALAWI (SIM)" and hereinafter is referred to as "The Institute".

ARTICLE 2
REGISTERED OFFICE

The seat of the Institute shall be in Lilongwe or such other place as the Council may decide, from time to time.

Physical Address:

Postal Address :

ARTICLE 3
STATUS

The Institute shall be a body corporate having its own separate legal personality with capacity to enter into transactions, negotiations, contracts and to sue and be sued in own capacity.

The operations and activities of the Institute shall be in accordance with the guiding principles and policies of the Surveyors' Institute of Malawi. Lilongwe or such other place as the Council may decide, from time to time.

ARTICLE 4
OBJECTIVES

The objectives of the Institute:

- (a) To secure the advancement of knowledge and to facilitate the acquisition of that knowledge which constitutes the profession of a Surveyor, namely:
 - (i) The measurement and mapping of physical features and mineral contents of the earth.
 - (ii) The development and management of estates in landed property.



- (iii) The valuation of all descriptions of land, developments thereon and the various interests therein. The valuation of chattels.
 - (iv) Providing financial appraisal of real property development, determining cost and economics of designs, technical auditing and advising on construction contracts.
 - (v) Contract and financial management of construction projects including measurement and valuation of construction works.
 - (vi) The preparation of contracts, cost planning, tender documentation, negotiations, Contract management and admiration, cost control procedures, project management and life cycle costing of building and engineering works.
 - (vii) The measurements, planning, development, utilization, conservation and monitoring of the country's natural resources.
- (b) To promote the general interests of the profession and professionalism, in ethical performance of the obligations of the members of the professional, to maintain and extend its usefulness for the public advantage or benefits.
- (c) To establish and maintain good relations with other professional bodies, which shall include:
- (i) Professional bodies in Malawi and to establish links with similar bodies in other countries by joining and supporting any international bodies concerned with the work of the professionals.
 - (ii) To contribute to the development of international and national policies and legal frameworks, strategies, plans in land and economy management in a manner that facilitates sustainable development.
- (d) To conduct training and examinations and any assessments as may be necessary to determine an applicant's eligibility for membership.



- (e) To legalise appropriate standards, methods, rules, professional procedures and professionalism through “Gazette” by the appropriate respective professional board and minister.

ARTICLE 5 **MEMBERSHIP**

- (a) The membership of the Institute shall consist of eight classes as follows:

-

- (i) Fellow
- (ii) Full members
- (iii) Graduate
- (iv) Technician
- (v) Students
- (vi) Retired members
- (vii) Honorary members
- (viii) Patron

- (b) A Fellow member shall be elected by the council upon application. to the Secretary and shall be a person who has:

- (i) Reached the age of 55.
- (ii) Has accumulated at least 20 years of working experience.
- (iii) Made outstanding contributions to the profession and institution with distinction; and
- (iv) Served in the institution as the president, or member of the council or in any other capacity as the council may determine.

- (c) Full member shall be a person who has:

- (i) Passed an Assessment of Professional Competence or any other Professional Assessment from their respective board: and
- (ii) Relevant academic degree from accredited university.

Member shall be elected by the council upon application to the Secretary being proposed and seconded by two Full Members and there after approved by the Council.

- (d) A Graduate Member shall be a person who has passed a degree program relevant to their respective chapter. Member shall be elected by the Council upon application to the Secretary and shall be proposed and seconded by two Full Members and there after approved by the Council.



- (e) A Technician Member shall be a person who has passed diploma or certificate program relevant to their respective chapter. Membership shall be upon elected by the Council through application to the Secretary and shall be after being proposed and seconded by two Full Members and there after approved by the Council.
- (f) A Student Member shall be a person who has commenced upon a course of study leading to relevant examinations and who is undergoing a course of training (which may include practical training) approved by the Council. Member shall be elected by the council through their respective chapter after being proposed and seconded by two Full Members
- (g) A Retired Member:-
 - (i) Shall be a Full Member who has formally retired from practice as a Surveyor, but who wishes to continue his connection with the Institute.
 - (ii) Shall attain such status on application and production to the Council satisfactory proof that the member has retired from practice as a Surveyor.
 - (iii) Shall be paying one-half of the current annual subscription for the class of membership he held before retirement or such lesser amount as the Council may deem fit in the circumstances of each specific case.
- (h) An Honorary Member: -
 - (i) Shall be a person practicing in Malawi or any other country, who by experience, knowledge or position may be able to render assistance in promoting the objectives of the Institute. Or some person who may by services to the profession, the Institute desires to honour.
 - (ii) Shall attain such status within the Institute by invitation of the Council after obtaining prior approval by ballot of the full Members of the Institute.
 - (iii) May take part in all activities and General Meetings and make use of all facilities provided by the Institute except those which



the Council considers are privy to the Full Members of the Institute.

- (iv) Shall possess no right of voting or intervening in the affairs of the Institute except when specifically provided for by the Council on any special occasion after obtaining prior approval by ballot of the Full Members of the Institute.
- (v) Shall not be asked or called upon to contribute to the funds of the Institute which provision would not preclude any gift the member may wish to make to the Institute.
- (i) The Patron shall be appointed by the Council, who shall either be a current serving: State President, or State Vice President, or a cabinet minister (minister for either Lands, or Housing or Minister of Transport and Public Works). The Patron shall preside on the opening or closing of AGM or OGM or EGM or any auspicious occasions by the request of the Council. The patron shall cease upon being relieved of the position which led to such appointment.
- (j) Any member wishing to resign from the Institute shall submit his/her resignation to the Secretary. The resignation shall take effect from the date of receipt by the Secretary of such notice. Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription, or any part thereof, or any monies contributed by him at any time.
- (k) The Council shall have the power to caution, reprimand or expel from the Institute any member who, in the reasonable opinion of the Council, is found to have contravened the rules of professional conduct of the Institute. Provided that the Council shall before exercising their powers under this sub-section, notify the member concerned in writing, by a registered letter, of the complaint and member shall be asked to submit a written or verbal explanation to the Council within thirty days. No action shall be taken by the Council until the expiry of this period of thirty days. The powers of the Council under this sub-section can only be exercised by the unanimous decision of the Council members within the quorum.

ARTICLE 6 **DESIGNATIONS**

- (a) A Fellow shall be entitled to use after his name the initials



F.S.I.M

- (b) A Full Member shall be entitled to use after his name the initials
M.S.I.M
- (c) A Graduate Member shall be entitled to use after his name the initials
Grad. M.S.I.M
- (d) A Technician shall be entitled to use after his name the initials
Techn. M.S.I.M
- (e) An Honorary Member shall be entitled to use after his name the
Initials ***Hon. M.S.I.M***

ARTICLE 7

THE ELECTION AND TRANSFER OF MEMBERS

- (a) The election of Fellow shall be by the General Council, voting by ballot and the proportion of votes required for election shall be at least four-fifths of the full General Council voting in favor.
- (b) The election of persons as Members shall be by the General Council at a meeting of which notice of the proposed election shall have been given; the proportion of votes required for election shall be three-fourths of the number of members of General Council present and voting at such meeting provided that at least eight members vote.
- (c) Any person desirous of being admitted a Member of the Institution shall be proposed and recommended on a form prescribed by the General Council in which the full name, place of business, usual residence and qualifications of the candidate shall be distinctly specified. This form shall be subscribed by him and signed by at least two members inclusive of the proposer and seconder
- (d) The Council may in their discretion refuse to admit any person to membership without being required to give any reason for such refusal.



- (e) The proposal for transferring any person from the class of Member to that of Fellow shall be according to a form prescribed by the General Council.
- (f) No person shall be eligible for transfer from one class of membership to another unless he has paid the fees and fulfilled all the obligations relating to his present class of membership as prescribed in the Constitution.
- (g) Any person whose application for transfer from the class of Member to that of Fellow has been approved by the Council shall be informed by letter from the Secretary that on payment of the fees and subscriptions prescribed and the contribution prescribed within three months his transfer to the higher class will be completed; and on the necessary payment prescribed in the Constitution being made the transfer to Fellowship shall be carried out accordingly.
- (h) In default of payment within the prescribed period the transfer shall become void.

ARTICLE 8

SURVEYING CHAPTERS

Chapters may be formed within the Institute to represent the following fields of activities:-

- (a) Land Surveying, Mining Surveying and Hydrographic Surveying;
- (b) Quantity Surveying and Building Surveying;
- (c) Land Economy - Property Valuation, Property Management, Facility Management and Auctioneering,

ARTICLE 9

BRANCHES



Branches of the Institute in different parts of Malawi may be formed subject to the approval of the Council.

ARTICLE 10

THE BOARD OF TRUSTEES

The trustees shall be:

- (i) A very senior SIM member who holds a position of trust, authority and responsibility in carrying out the interest of the institution.
- (ii) Appointed by the Council to fill any vacancy which may arise.

a) Composition of trustees

- (i) They shall be three trustees, one from Quantity Surveying chapter, one from Land Economy chapter and Land Surveying Chapter upon appointment by the council.
- (ii) The total number of trustees shall be three.

b) Duties of trustees

- (i) The trustees shall be nominated by the council and elected by SIM members at the Annual General Meeting, Extra Ordinary Meeting or Ordinary Meeting.
- (ii) Trustees shall be responsible for reviewing council minutes from: Annual General Meetings, Extra Ordinary and Ordinary Meetings.
- (iii) Trustees shall be responsible for advising the Council in its affairs.
- (iv) Trustees shall hold meetings every six months annually, at a place and time where the President of the institution shall determine.

(c) Tenure and vacancy For trustees

- (j) A Trustee ceases to be a trustee in the event of one of the following:



- a) Through resignation.
- b) When the trustee is incapacitated.
- c) When the trustee is in breach of trust.
- d) When the trustee has reached the age of eighty five years and or after serving for five years.
- e) In the event of death of a trustee.

(ii) In the event of the above happening, a Trustee shall be replaced according to the above composition of the Trustees.

(d) Qualification of a trustee

A person, who fully subscribes to the principles of the Institute, over 21 years of age and has full legal capacity with complete control over and management of estates may be elected to the office of a Trustee. All the positions in the Trust shall be voluntary positions and not remunerated one.

ARTICLE 11 **THE SEAL**

The common seal of the Institute shall be embossed with the words “The Registered Trustees of Surveyors’ Institute of Malawi” and shall be kept in the safe custody of the President and shall only be used on the written authority of the President. A register shall be kept of the documents to which the Common Seal has been affixed.

ARTICLE 12 **DEEDS**

Every deed, act or document relating to the Institute shall be signed by the President or/and the Secretary General.

ARTICLE 13 **PROPERTY AND OTHER ASSETS RIGHTS**

1. The Institute through its trustees shall have the power to receive, either by gift or by purchase, and hold such real, personal, or mixed property, money or other assets as is authorized by the laws of Malawi and as is deemed necessary for the business of the Institute, and shall have the power to use or dispose of such property, money and assets as it seems fit.



2. All such property, money, and assets shall be held in the corporate name of the Trust. All contracts, notes, mortgages, conveyance, assignments, leases, releases, and all other documents and papers on behalf of the Trust shall be executed by the Council under Article 14(j) .
3. The right to the property and other assets shall in any circumstances continue to remain under the control of the Institute whether or not certain or a majority of the, regardless of rank, leave the Institute.

ARTICLE 14 **THE COUNCIL**

The Council shall comprise the following SIM full members:

- (a) The President (1No)**
- (b) Vice-President (1No)**
- (c) The General Secretary (1No.)**
- (d) The Treasurer (1No.)**
- (e) Chapter Chair from each of the three chapters.**
- (f) Vice Chair from each of the three chapters.**
- (g) One senior member from each of the chapter**
- (h) Immediate past president**

(a) The President and Vice- President

(i) The President shall be elected at the Annual General Meeting to serve for a period of two years and a maximum of two terms in office, and shall not be eligible for re-election that office for a period of two year after completing the terms. The President shall assume office at the end of the Annual General Meeting at which there was the election and shall retire at the end of the Annual General Meeting at which the successor is elected. When present the president shall take the chair at all meetings of the Institute and the Council. The position of President is rotational for chapters.

(ii) The Vice-President shall be elected at the Annual General meeting for a period of two years and shall not be eligible for re-election to that office for a period of two year after completing the terms. The Vice - President shall assume office at the end of the Annual General Meeting at which he is elected and shall retire at the end of the Annual General Meeting at which his successor is elected. In the absence of the President, the Vice President shall take the chair of all meetings of the Institute and the Council. The position of Vice President is rotational for chapters.



(b) General Secretary/ Duties

The General Secretary (SG) shall be elected for a period of two years at the Annual General Meeting and shall be eligible for re-election.

The General Secretary (SG) shall:

- (i) Draw up minutes of the proceedings of all meetings of the Institute and of the Council. The minutes shall after confirmation at the ensuing meeting be signed by the person presiding chair and the Secretary.
- (ii) Keep a Register of Members in which shall be recorded:-
 - a. The name and surname of each member.
 - b. The address of each member;
 - c. The date of member election;
 - d. Such other particular as the Council may require.
- (iii) Have the custody of the records of the Institute and work with the institute officials on Administration of the institute operations.
- (v) On behalf of the President, shall call for Council Meetings and, or any other Meetings related to the Institute. The President or Vice President may call Meetings only where the Secretary General has failed.

(c)The Treasurer/ Duties

Treasurer shall be elected for a period of two years at the Annual General Meeting and shall be eligible for re-election.

The treasurer shall:

- (i) Keep the accounts of the Institute and all such accounts
 - 1. shall be open to inspection by any person having an interest
 - 2. in funds of the Institute;
- (ii) Effect or accept any payment,
- (iii) Give full and valid discharge for any debt and sign any
 - 1. receipt therefor;



- (iv) Pay into the Institute's bank account as soon as may be all
 - 1. monies received by him, but providing that he may allow the
 - 2. Secretariat to keep in its possession for petty cash such sum as
 - 3. may be prescribed by Regulation by the Council from time to
 - 4. time;
- (v) Prepare the Annual Accounts as at the 30th September, or any date agreed with the council each year and a statement of accounts at such other time as the President and the Council may require.
- (vi) Produce the books for examination whenever required to do
 - 1. so by the President, or Council or the Auditors;
- (vii) In conjunction with any one other Officer (President or Secretary
 - 1. General (SG) or Treasurer) sign all cheques drawn on any Institute
 - 2. bank account.

(d)The chapter chairs and their vice chairs

These shall be elected for two years at the Annual General Meeting by their respective chapters and shall be eligible for re-election for other two years.

(e)Council Members

Each chapter at the Annual General Meeting shall elect a senior member for two years to be in the council to play an advisory role and shall be eligible for re-election for two years.

(f)Any officer or member of the Council

The whole Council may be removed and replaced by a three-



Quarter majority vote at an Extra Ordinary General Meeting at which two-thirds of the Full Members are present or by electronic voting to complete the term of the replaced member or members.

(g) Any Officer or member of Council who ceases to be a member of the Institute shall automatically cease to be an Officer or member of Council.

(h) In the event of a seat on the Council falling vacant between Annual General Meetings, the Council may co-opt a Full Member of the Institute to fill such vacancy. The Co-optee will retire with such re-election bar as there may have been attaching to the seat so filled, at the time at which the original occupier of the seat would have retired in the normal course of events. The Council may co-opt non-voting members from within or without the membership of the Institute if it so wishes.

(i) The Council Meetings The Council shall meet at least three times per year.

(a) The President or any four members of the Council, may by written request to the Secretary General, require an Extraordinary Meeting of the Council to be called within fourteen days after the receipt of such request by the General Secretary.

(b) At any meeting of the Council a quorum shall be five including President and or Vice president; in case both President and Vice President are not present on the meeting, then the council members shall have the meeting which shall be members of the council meeting not meeting of the Council. The meeting of members of the council shall be ratified by the meeting of the Council.

(j) Authority and Power of The Council:

The Council shall have the power, on behalf of the Institute to:-

- (a) Acquire by purchase, by gift or by way of donation, bequest or otherwise, hold, possess and manage property both movable and immovable.
- (b) Lease and rent any property on such terms as it shall deem fit.
- (c) Compound or compromise any action, suit or proceedings or any debts.



- (d) Open an account at any commercial bank operating in Malawi, effect any payment into such account or withdraw any sum there from.
- (e) Appoint and disband such committees or sub-committees as it shall deem fit. Among other committees, the Council shall have the following core committees:
 - (i) Executive Committee comprising chapter chairpersons headed by the President.
 - (ii) Finance & administration Committee
 - (iii) Ethics & Disciplinary Committee, and
 - (iv) Education and Examination Committee.
- (f) Appoint such representatives as they shall think fit to take part in any activities, professional or social, in Malawi or elsewhere.
- (a) Sue or be sued, implead or be impleaded under the name of The Surveyors' Institute of Malawi.
- (b) Establish a Secretariat with employees, either permanent or temporary, for such duties and at such remuneration as it deems necessary.
- (j) The Council may make such regulations as it deems necessary for the good management of the Institute and in the furtherance of the objects thereof, provided that all such Regulations shall be submitted for approval to the next Annual General Meeting after the making thereof.

ARTICLE 15

EDUCATION, ACCREDITATION AND EXAMINATION BOARD

- (a) The Council shall cause examinations to be held for candidates seeking to be elected to the Class of Members of the Institution, and for such other purposes as may be determined. The Council reserves the right in their discretion to refuse to admit any person to take any examination without being required to give any reasons for such refusal.
- (b) Any examinations held by the Institution shall be conducted by the Examination Board who shall frame and publish Rules of Examination defining the cases and circumstances under which the said examinations shall severally apply, the periods at which they



shall be held, the subjects which they shall comprise, the fees (if any) which shall be paid or deposited by candidates in respect of such examinations and the nature of any certificate to be granted to successful candidates; and the Examination Board shall have power from time to time to vary or rescind any such rules or make any such rules as may appear to them to be necessary or desirable.

- (c) There shall be an Examination Board and Education and Accreditation Board nominated by Council with each Board consisting of:
 - (i) One member who shall be a Full Member of the Institution, as Chair;
 - (ii) One member who shall be a Full Member of the Institution, as Deputy Chair;
 - (iii) One member who shall be a Member of the Institution, as Secretary;
 - (iv) One member from each of the chapters divisions.
- (d) The Council may nominate to the Examination Board representatives from The Architects and Quantity Surveying Board, National Construction Industry Council of Malawi, Malawi Institution of Engineers and Land Survey Board and the Land Economy Surveyors, Valuers, Estates Agents and Auctioneers Board.
- (e) The members of both Boards shall hold office for a term not exceeding two (2) years and shall be eligible for reappointment.
- (f) The Council may remove a member of either Board and appoint another in his place.
- (g) Any member of either Board other than the ex-officio members who fails to attend three (3) consecutive meetings without any leave of absence shall thereupon cease for all purposes to be a member of that Board.
- (h) The Chairman shall preside at the meetings of the Boards and the Secretary shall record the minutes thereof.
 - (i) In the absence of the Chairman or Deputy Chairman, the members shall appoint from among themselves one member present to preside at the meeting;



- (ii) In the absence of the Secretary, the members shall appoint from among themselves one member present to record the minutes thereof.
- (i) The Examination Board shall be empowered to appoint or revoke the appointment of examiners for the examinations.
- (j) The Education and Accreditation Board shall set up a Surveying Accreditation Panel to co-ordinate with the respective Surveyors' Boards on the accreditation of surveying courses and related matters.
- (k) The Boards shall meet as often as the affairs of the Boards may require, but at least once in every three months and at every meeting six shall constitute quorum.
- (l) The Boards shall prepare a report for inclusion in the Annual Report.
- (m) The Education and Accreditation Board shall recommend to General Council to accept the degrees or diplomas of universities or other bodies when they are satisfied with the standard of the subjects in the surveying courses.
- (n) The Education and Accreditation Board may recommend to the General Council to accredit approved institutions to conduct courses and examinations on its behalf.
- (o) There shall be Continuous Professional Development (CPD) and the required satisfactory of CPD hours for members shall be set by the Council which shall be evaluated from time to time.

ARTICLE 16

ANNUAL SUBSCRIPTIONS

- (a) All members other than honorary members shall pay subscriptions to the Institute, at amounts which shall be fixed by Council by Regulation from time to time. Provided that the Council may also fix by Regulation at once-only Life Subscription for Full Members if it so decides.
- (b) Annual subscription shall be payable upon election or on the 1st January each year. A member whose subscription is six months in arrears shall cease to be a member of the Institute, provided that he shall be sent a reminder after five months by the Secretary, Treasurer and a members must request for the



invoice at any time.

- (c) A member elected after the 1st October in any year shall not be liable to pay an annual subscription in that year.
- (d) A former member of the Institution whose name is deleted from the Register because of non-payment of subscriptions may be reinstated through submission of a formal application for reinstatement and upon payment of the current year's subscription, if a member missed one year's subscription shall pay also for the missed year, if a member missed two or more year's shall pay for the total of three's subscription.

ARTICLE 17 **ENTRANCE AND TRANSFER SUBSCRIPTION**

The Council may by regulation fix entrance subscriptions which shall be payable upon election to Full Membership of the Institute and transfer subscriptions which shall be payable upon a member being elected to a different class of membership.

ARTICLE 18 **ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting of the institute shall be held in the month of November each year, on such date and at such place as the Council shall appoint.
- (b) The annual General Meeting shall be convened by notices addressed by the General Secretary to all members not less than twenty- one clear days prior to the date thereof, such notice shall include an Agenda for the meeting, and a copy of the Annual Accounts.
- (c) The quorum for an Annual General Meeting shall be one tenth of the Full Members in person or ten Full Members in person, whichever is the greater, including at least four members of the Council (two of them shall be President or Vice President and General Secretary or a member of the Council nominated to seat as acting secretary).



- (d) The business of the Annual General Meeting shall be to receive, deliberate upon and if deemed fit accept the Report of the Council and the Annual Accounts, to elect the Officers and Members of the Council, to elect the Auditors and to deliberate and vote upon such motions as the Council shall have included or been asked to include in the Agenda sent out with the convening notice.
- (e) Any member wishing to put down a motion for discussion at the Annual General Meeting shall submit it in writing to the General Secretary before the 1st October preceding the Annual General Meeting, provided however that nothing in this clause shall prevent a member present at an Annual General Meeting from proposing during the course of the meeting an amendment to any motion included in the Agenda.
- (f) Voting at the Annual General Meeting shall be by show of hands, or by proxy, or by ballot if so demanded by the person presiding or not less than five members present and voting. In case of equality of votes, the person presiding shall have a casting vote.

ARTICLE 19

EXTRAORDINARY GENERAL MEETINGS

- (a) Extraordinary General Meeting (EGM) shall be held at such times and places as the Council may decide, either when requested to do so by any five Full Members in writing, or upon their own decision, but so that such meeting is held within fourteen days of the receipt of such request or the reaching of such decision.
- (b) Any notice by any five Full Members requesting an Extraordinary General Meeting shall set out in full the motion or motions which they intend to put to such meeting.
- (c) The General Secretary shall convene a Council meeting within seven days preceding an Extraordinary General Meeting convened by notices in writing to all members. The EGM convening notice shall give seven days' notice and shall include an Agenda for the meeting, which shall set out all motions to be put to the meeting.
- (d) A quorum shall be as for an Annual General Meeting. As shall be the voting procedures.



ARTICLE 20

ORDINARY MEETINGS

Ordinary Meetings may be called from time to time by the General Secretary on the decision of the Council. Ordinary Meetings shall be convened by notice in writing to all members. to attend Ordinary Meetings. A quorum shall be as for an Annual General Meeting. Members may invite guests

ARTICLE 21

PROXY VOTING AT GENERAL MEETINGS

When a paid up Member is representing another by proxy he shall have in his possession at the Meeting a written statement signed by the paid up Member not present in person setting out:

- (a) The name of the paid up Member to whom the proxy vote is given
- (b) The date and place of the meeting
- (c) The resolution upon which a proxy vote is given.
- (d) Whether the proxy vote is to be affirmative, negative or discretionary.

ARTICLE 22

ANNUAL REPORT

The Council shall present to the Annual General Meeting a Report on the state of affairs of the Institute.

ARTICLE 23

AUDIT

- (a) The Auditor or Auditors (who need not be members) shall be elected at the Annual General Meeting.
- (b) They may be removed and replaced, this shall be by a three-quarters majority vote at an Extraordinary General Meeting at which two-thirds of the Full Members are present or represented by proxy.
- (c) They may make an inspection of all books and documents in the custody of the Treasurer at any time and shall forthwith report to the President and or Council any error or omission detected in the course of the examination.
- (d) Auditors shall also verify and certify the Annual Accounts previous to them being submitted to the Annual General



Meeting.

ARTICLE 24
PROFESSIONAL CONDUCT

All members shall conform to the Rules of Professional Conduct which the Council may make by a Regulation.

ARTICLE 25
DISCIPLINE

- (a) No member shall conduct oneself in such a manner as would in the opinion of the General Council prejudice the reputation of the Institution.
- (b) No member shall in any way be connected with any occupation or business if such connection is, in the opinion of the General Council, inconsistent with membership of the Institution.
- (c) No member shall engage in work recognized as being properly that of a solicitor other than as prescribed in any Act or Ordinance pertaining to Surveyors.
- (d) Every member who is a sole principal of a practice or a partner in a firm or a director of a company carrying on practice as surveyors shall be held equally responsible for any contravention of this Constitution committed by any other partner or directors or by any member of the staff of such practice, firm or company; provided that if such sole principal, partner or directors as the case may be shall show that he has prior to such contravention taken all steps as may be reasonable to ensure that such contravention was not committed he may be absolved of responsibility for such contravention.
- (e) It shall be the duty of every Member:
 - (i) when acting for a client whose interests conflict or may conflict with his own to disclose the relevant facts to the client;
 - (ii) to ensure that neither the member personally nor any firm or company carrying on practice as surveyors of which the member is a partner or director acts for two or more parties with conflicting interests without disclosing the relevant facts to those parties.



- (f) All members shall observe such Scale of Professional Fees as may from time to time be laid down by law or in the absence thereof by the General Council.
- (g) No member shall accept or give any illicit or secret trade or other discount, commission, or allowance in connection with any professional business which may be entrusted to him, or any goods he may order on behalf of the clients.
- (h) No member shall directly or indirectly allow any person to participate for remuneration other than a member's own profession unless otherwise provided by law or in the absence thereof as approved by the Council.
- (i) No member shall, except where permitted by law:
 - (i) offer any financial inducement to secure instructions;
 - (ii) undertake or offer to undertake work for charges which in the opinion of the Council would be unfair to other members; or
 - (iii) with the object of securing instructions attempt to compete with another member on the basis of fees.
- (j) In the conduct of his work:
 - (i) No member shall offer to accept instructions on the basis that no charge will be made unless a successful result is attained.
 - (ii) No member shall, either directly or indirectly, orally or in writing, seek instructions for business which the member knows, or with ordinary care could have ascertained, as in the hands of another member; nor in other cases without a definite intimation that if another member has already been retained, instructions can only be accepted from and as sub-agent to, that member.
 - (iii) A member who seeks instructions to deal with a property on which another member's board or notice is exhibited will be deemed knowingly to have disregarded this injunction.
 - (iv) The seeking of instructions by a member or one of staff members by personal call or telephone or by any communication which in the opinion of the General Council constitutes a circular is prohibited.
 - (v) Members shall ensure that advertisements and other public



announcements with which their names are associated are not such as would in the opinion of the Council be inconsistent with membership of the Institution.

- (k) No member shall carry on practicing under a name or style which would in the opinion of the General Council be inconsistent with membership of the Institution.
- (l) No member shall maliciously injure or attempt to injure, whether directly or indirectly the professional reputation, prospects or business of another member.
 - (m) The Council shall issue directions for the regulation of members' publicity and such directions may be applicable generally or to particular sections and members shall conform to such directions. The Regulation on Advertising and Publicity and Professional Code of Conduct are as follows:
 - (i) No member shall conduct oneself in such a manner as would in the opinion of the Council prejudice reputation of the Institution.
 - (ii) No member shall in any way be connected with any occupation or business if such connection is, in the opinion of the General Council, inconsistent with membership of the Institution.
 - (iii) Every member who is a sole principal of a practice or a partner in a firm or a director of a company carrying on practice as surveyors shall be held equally responsible for any contravention of this Constitution committed by any other partner or director or by any member of the staff of such practice, firm or company; provided that if such sole principal, partner or director as the case may be shall show that he has prior to such contravention taken all steps as may be reasonable to ensure that such contravention was not committed by the member and may be absolved of responsibility for such contravention.
 - (iv) It shall be the duty of every member:
 - a. When acting for a client whose interest conflict or may conflict with his own to disclose the relevant facts to his client,
 - b. To ensure that neither member personally nor any firm or company carrying on practice as surveyors of which a member is a partner or director acts for two or more parties



with conflicting interests without disclosing the relevant facts to those parties.

- (v) All members shall observe such scale of Professional fees as may from time to time be laid down by law or in the absence thereof by the Council.
- (vi) No member shall accept or give any illicit or secret trade or other discount, commission, or allowance in connection with any professional business which may be entrusted to him, or any goods he may order on behalf of clients.
- (vii) No member shall directly or indirectly allow or agree to allow any person to participate in remuneration other than a member of within own profession unless otherwise provided by law or in the absence thereof as approved by the Council.
- (viii) No member shall offer any financial inducement to secure instruction; undertake or offer to undertake work for charges which in the opinion of the Council would be unfair to other member; or with the object of securing instructions attempt to compete with another member on the basis of fees.
- (ix) In the conduct of the member's work:
 - a. No member shall offer to accept instructions on the basis that no charge will be made unless a successful result is not obtained.
 - b. No member shall, either directly or indirectly, orally or in writing seek instructions for business which the member knows, or with ordinary care could have ascertained, is in the hands of another member, nor in other cases without a definite intimation that if another member has already been retained, instructions can only be accepted from and as sub-agent to that member.
 - c. A member who seeks instructions to deal with a property on which another member's board or notice is exhibited will be deemed knowingly to have disregarded this injunction.
 - d. The seeking of instructions by a member or one of his staff by personal call or telephone or by any communication which in the opinion of the Council constitutes a circular is prohibited.
 - e. Members shall ensure that advertisements and other public



announcements with which their names are associated are not such as would in the opinion of the Council be inconsistent with membership of the Institution.

- (x) No member shall maliciously injure or attempt to injure, whether directly or indirectly the professional reputation, prospects or business of another member.
- (xi) No member shall carry on practicing under a name or style which would in the opinion of the Council be inconsistent with membership of the Institution.
- (xii) The Council shall issue directions for the regulation of members' publicity and such directions may be applicable generally or to particular sections and members shall conform to such directions.

ARTICLE 26

DISCIPLINARY POWERS OF THE COUNCIL

- (a) The Council shall have the power, to be exercised in the circumstances set out in sub articles (b), (c) and (d) of this Article by a majority of four fifths of those present and voting at a meeting of the Council convened for the purpose at which at least ten members are present and vote:-
 - (i) to admonish a Member;
 - (ii) to require the member to give an undertaking to refrain from continuing or repeating the conduct which is found to have constituted the contravention;
 - (iii) to reprimand a member;
 - (iv) to suspend a member from exercising any rights or privileges of membership of The Institution for such period or on such conditions as the Council may determine;
 - (v) to expel a member from the Institution.
- (b) The Council may expel a member convicted of embezzlement, larceny, fraud or other criminal offence upon proof to their satisfaction of such conviction.
- (c) The Council may temporarily suspend a member pending an enquiry as hereinafter provided.



- (d) The Council may after enquiry as hereinafter provided expel, suspend or reprimand a member who:
- (i) in their opinion has been guilty of disgraceful conduct in his profession as a surveyor; or
 - (ii) has violated any of the provisions of (10, Discipline); or
 - (iii) is adjudged bankrupt; individually or as a partner makes an assignment for the benefit of creditors, under any resolution of creditors or under the order of a Court of Bankruptcy; under any deed or document has his estate placed in liquidation for the benefit of creditors; makes any arrangement for payment of a composition to creditors; or
 - (iv) uses any professional designation or initials to which he is not entitled; or
 - (v) being in practice as a surveyor with any person not a member of the Institution, uses or permits to be used in conjunction with the title of the firm the designation letters or other description indicating membership of the Institution.

ARTICLE 27

DISCIPLINARY PROCEDURE

- (a) The Council may on grounds which seem to them proper hold or order an enquiry into the conduct of a member, and shall hold or order such enquiry on the requisition of five members, setting out the complaint against the member unless after a preliminary investigation (which may be by the Council or under the following provisions) they find no reason to proceed further in the matter. If on such investigation it is decided not to proceed, no entry of the complaint or requisition shall be made in any minute.
- (b) For the purpose of this Article there shall be a standing committee (hereinafter called the 'Disciplinary Committee') comprising the President, Secretary and all Chapter Chairs to which all matters of professional conduct shall be referred. Provided that in any particular case the Council may resolve:-
- (i) to enquire into the case themselves; or



- (ii) that the case be referred to an ad-hoc committee of members appointed by the Council; such committee shall in relation to any case so referred to be the deemed Disciplinary Committee and provisions of these Constitution shall apply accordingly.
- (c) The quorum of the Disciplinary Committee shall be three. The Chairman of the Disciplinary Committee shall be the President unless otherwise decided by the Council.
- (d) Any matter of professional conduct shall, unless the Council otherwise direct, be considered in the first instance by not less than two members of the Disciplinary Committee, of whom the chairman shall be one, who shall if they are satisfied that a *prima facie* case for inquiry exists order that the case (hereinafter called "the complaint") be referred to the Disciplinary Committee for investigation, and a notice of complaint as hereinafter provided signed by the Secretary shall be served upon the member concerned.
- (e) The member concerned shall be entitled to appear before the Disciplinary Committee and to rebut or explain the matters of which complaint is made either personally or in writing provided he files the notice or reply prescribed in the succeeding sub-paragraph of this paragraph.
- (f) Within thirty days of the service upon him of a notice of complaint the member concerned may deliver or send by post to the General Secretary either a notice of intention to appear or a reply to the charges or both.
- (g) If the member concerned fails to file such a notice or reply the Disciplinary Committee and the Council may consider and act upon the complaint without further reference to him.
- (h) Any notice sent pursuant to the provisions of paragraph (d) of this subsection shall be sent by registered post to the last known address of the member concerned. The notice shall contain short particulars of the complaint and state the date, time and place of the meeting at which the complaint will be considered. It shall call upon the member to rebut or explain the matters for which complaint is made either in writing or personally or both, and notify him that his reply or notice of intention to appear must be received by the General Secretary within thirty days of the service upon him of the notice, and of the right of Disciplinary Committee and the Council to proceed in his absence.



- (i) The Disciplinary Committee have power to extend the time within which a reply or notice of intention to appear must be made and to alter the date of the meeting, adequate notice of such alteration being given to the member concerned.
- (j) At the meeting of the Disciplinary Committee to consider the complaint the committee may resolve either:
 - (i) to dismiss the charge against the member; or
 - (ii) to admonish the member and warn him not to repeat or continue the conduct on which the charge was found subject to the right of the member when informed of the committee's resolution to require them to make a report to the council; or
 - (iii) to report the result of their inquiry with recommendations to the Council; and the member shall be notified accordingly.
- (k) If the Disciplinary Committee report any complaint to the Council or if the Council decide to enquire into any complaint themselves, a date, time and place shall be appointed for a meeting of the Council for the consideration of the report or complaint, at which the Council may exercise of the powers conferred by sub-section 23. The provisions hereinafter set out as to the rights of the member concerned to appear or reply to the charges and the requirement of notice shall apply mutatis mutandis, provided always that if the matter comes before the Council on a report from the Disciplinary Committee the member shall have no right of appearance before the Council unless he shall have replied to the charge to, or appeared before, the Disciplinary Committee. It shall be the duty of the General Secretary to secure that the Council be convened as soon as possible to receive the report or investigate the complaint.
- (l) A notification shall be sent by the General Secretary to the member concerned of the decision of the Council and the effect thereof.
- (m) If the Council resolve to expel a member his name shall be removed from the Register of the Institution, and he shall thereupon cease for all purposes to be a member of the Institution. The expelled member shall not use any designation or description implying membership or former membership of the Institution and shall immediately return his diplomas of membership.
- (n) If the Council suspends a member, then shall not use any designation or description implying membership or former membership of the Institution during his suspension and shall



immediately return his diplomas of membership.

- (o) The Council shall publish, and in the case of expulsion in the general press also, any of the penalties prescribed in Sub-section 23 which they may impose and with the name and address of the member or members upon whom such penalty has been imposed.
- (p) No member shall be entitled to resign from the Institution after he has been notified of the commencement of any proceedings against him under the provisions of this Constitution until such proceedings have been concluded.
- (q) The Council shall be entitled to proceed with the expulsion of a member under Subsection 23 and to publish a notice of such expulsion, notwithstanding the resignation or purported resignation of such member.
- (r) A member who has been suspended (except temporarily under Subsection 23 or for non-payment of subscription or other dues) and who desires to have his rights and privileges restored to him, shall be required to make application for the restoration of rights of membership, and the application shall, if the suspension is upon conditions, be referred to the Disciplinary Committee who may hold an inquiry, and shall report to the Council whether in their view the conditions of suspension have been complied with. Like provisions in regard to notice and the right of appearing before the Disciplinary Committee as are contained in sub articles (d), (e), (f) and (g) of this subsection shall apply mutatis mutandis to any inquiry, but a member suspended on conditions shall have no right of appearance before the Council.
- (s) A suspended member remains subject to the Constitution and regulations.

ARTICLE 28

REINSTATEMENT

- (i) A former member of the Institution who had resigned for more than seven years and wish to re-apply as member of the Institution is required to submit application pursuant to the Constitution relating to the relevant class of members.
- (ii) A former member of the Institution who had resigned or who had been removed from the register for any reason whatsoever for not more than 7 years may apply for re-admission and the fees for



re-admission shall be determined by the General Council with regard to the circumstances of his resignation or his removal.

ARTICLE 29

INDEMNITY

Every Trustee and Council member of the Institute or every employee of the Institute acting with full authority of the Institute in matter concerning the Institute shall be indemnified by the Institute out of the funds of the Institute against any liability incurred by such Trustee, or Council member, or employee as the case may be arising from claiming or claims by third party.

ARTICLE 30

AMENDMENT OF CONSTITUTION

No amendment shall be made to this constitution except by two-thirds majority of the paid up Members present or represented by proxy at a General Meeting and that the Council has previously considered the merits of the amendment. No amendment shall be put to vote before giving a written notice in either or both the local press daily newspapers or written notifications, by post or electronic, to all members with at least a 14 days period prior to the proposed amendment meeting.

ARTICLE 31

DISSOLUTION

The Institute can be dissolved.

- (a) The Institute shall only be dissolved at an Extra Ordinary General Meeting called for that purpose at which three-quarters of the votes cast are in favour of a resolution to this effect. If no quorum is obtained, the proposal to dissolve the Institute shall be submitted to a further Extraordinary General Meeting which shall be held one month later. Notice in writing of this meeting shall be given to all members of The Institute at least 14 days before the date of the meeting.
- (b) The dissolution shall be subject to the regulation existing at that time.
- (c) In the event of dissolution, the bank in which the Institute's



monies are deposited shall act as trustee and liquidator and shall wind up the affairs of the Institute in accordance with the regulation in place.

- (d) When the dissolution of The Institute has been effected in accordance with the regulation and this Constitution, no further action shall be taken by the Council or any Officer of The Institute in connection with the aims of The Institute other than to notify the trustee, as defined in Section 27(c) of known existing assets and liabilities of The Institute. Any cash in hand shall be paid to trustee.

Certified as a true copy of the constitution of the REGISTERED TRUSTEES OF THE SUVEYORS INSTUTE OF MALAWI by:.

**MARTIN SANDY CHIMANGENI
PRESIDENT**

4 AUGUST 2023