

Constitution

for the

Southern African Computer Lecturers’ Association (SACLA)

REGISTERED NONPROFIT ORGANISATION
REGISTRATION No: 231-955 NPO

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1. NAME OF THE ASSOCIATION

The name of the Association is: Southern African Computer Lecturers' Association (hereafter referred to as the "Association").

The shortened name is: SACLA.

2. OBJECTIVES

The Association is a non-profit organisation established to promote the following public benefit objective: co-operation among South African and Southern African Universities, specifically in order to further the method and contents of university education in the field of computing.

The objective is achieved through, but not limited to, the Association organising an annual conference, including an Annual General Meeting, for members of the Association.

3. LEGAL STATUS

The Association is a body corporate with its own legal identity which is separate from its individual members and officer-bearers. The Association will continue to exist even if its members or officer-bearers change.

4. INCOME AND PROPERTY OF THE ASSOCIATION

- 4.1. The Association will keep record of everything it owns.
- 4.2. The members and office-bearers of the Association have no personal right to the property of the Association.
- 4.3. All assets and funds of the Association shall be held and registered in the name of the Association.
- 4.4. The income and property of the Association will be used to promote its objectives and will not be distributed to its members or office-bearers, except as reasonable compensation for services actually rendered to the Association or reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 4.5. The office-bearers shall have the power to raise, borrow and secure payment of money, and to accept donations, in furtherance of the Association's objectives.

5. TAXATION OF THE ASSOCIATION

The Association may apply to the Commissioner for the South African Revenue Service for approval as a Public Benefit Organisation (PBO) exempt from appropriate taxes and duties. In compliance with the provisions of the Income Tax Act, the provisions set out in the attached Schedule A shall bind the Association and qualify this Constitution.

6. POWERS OF ASSOCIATION

The Association shall have the same powers as that of a company under the Companies Act, as amended. Such powers include:

- 6.1. to institute or defend any legal or other proceedings and to settle any claims,
- 6.2. to prudently invest funds of the Association,
- 6.3. to buy, attain, maintain, manage, lease, sell, or in any way deal with property and assets of the Association,
- 6.4. to donate and transfer the property and assets of the Association to public benefit organisations with similar objectives,
- 6.5. to borrow and to use the property or assets of the Association as security for borrowing,
- 6.6. to exercise all the management and executive powers ordinarily vested in the Board of Directors of a Company, and
- 6.7. to carry out all the powers and authority of the Association in South Africa and in any other part of the world.

7. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE.

7.1. Executive Committee

The Association shall be managed by an Executive Committee (EC). The EC shall carry out the powers on behalf of the Association and they shall manage the affairs of the Association in accordance with the resolutions of the members as shall be taken from time to time at the General Meetings of the Association.

7.2. Composition

The EC shall consist of:

- a. Six members comprising the President, the Treasurer, the Secretary, the immediate past Conference Chairperson, the current Conference Chairperson, and the immediate future Conference Chairperson.
- b. At least one member shall be from Information Systems and one member from Computer Science.

7.3. Election and Term of Office

The members of the EC shall be elected by the members of the Association present at the Annual General Meeting and remain in office for two more Annual General Meetings. They can, however, stand for re-election for another term in office again and again after that, for so long as their services are needed and they are ready to give their services.

7.4. Power of Co-option

If a member of the EC is unable to fulfil his duties of office, or a vacancy occurs for any reason, the EC shall have the power to co-opt a substitute member.

7.5. Delegation of Powers

The EC may delegate any of its powers or functions to a committee or member(s) of the Association provided that: such delegation and conditions are reflected in the minutes for that meeting, at least one member of the EC serve on the committee, the EC in advance approves all expenditure incurred by the committee or member, and the EC may revoke the delegation or amend the conditions.

The EC may appoint employees upon such lawful terms and conditions as it may deem necessary.

7.6. Treasurer

The Treasurer shall manage the assets and funds of the Association, including the handing over and retrieving of seed funds for each annual conference.

7.7. The Current Conference Chairperson

The current Conference Chairperson shall organise and host the annual conference and shall constitute an Organising Committee including a Conference Treasurer.

7.8. Procedures at Executive Committee Meetings

The EC may regulate its meetings and proceedings as it finds fit, subject to the following:

- a. Meetings of the EC shall be chaired by the President.
- b. If the President is not present within fifteen minutes of the appointed time of the meeting, the members present at the meeting shall elect a chairperson for that meeting.
- c. Meetings of the EC may be conducted face-to-face or electronically which would allow EC members to be present and participate through electronic means.
- d. The quorum for a meeting of the EC shall be two-thirds of the serving EC members.
- e. Each EC member present or represented through written proxy shall have one (1) vote.
- f. If no quorum is present, the EC may make no decision, except to preserve the assets of the Association and to call a meeting of the general members.
- g. Questions arising at an EC meeting shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.
- h. Proper minutes and attendance records must be kept of all meetings of the EC. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of the Association on one weeks' notice to the Secretary.
- i. A resolution signed by all members of the EC shall be as valid as if passed at a duly convened meeting of the EC.

8. MEMBERSHIP

Employees of Southern African Universities involved in teaching and research in the field of computing automatically become members by attending an Annual General Meeting, and remain members until the commencement of the next Annual General Meeting.

9. MEETINGS OF MEMBERSHIP

9.1. Annual General Meeting (AGM)

The EC shall organise an AGM of the Association at the annual conference. At the discretion of the EC, other individuals can also be invited to attend the meeting.

The members in a properly convened AGM of the Association is the highest decision-making structure of the Association as set out in this Constitution. The members in AGM may review, approve or amend any decision taken by the Executive Committee but no such resolution of the Association shall nullify any earlier resolution taken by the Executive Committee in accordance with the provisions of this Constitution.

9.2. Procedures at the AGM

The Members may regulate their meetings and proceedings as it finds fit, subject to the following

- a. The current Conference Chairperson shall chair the AGM.
- b. If the current Conference Chairperson is not present within fifteen minutes of the appointed time of the meeting, the members present at the meeting shall elect a chairperson for that meeting.
- c. The members present will constitute a quorum for the meeting.
- d. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third of the members present.
- e. Each member present shall be entitled to one (1) vote.
- f. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.
- g. Proper minutes and attendance records must be kept of the AGM. The chairperson must sign the minutes which shall be available at all times for inspection or copying by any member of the Association on one weeks' notice to the Secretary.

10. PUBLICATIONS

The EC and the Conference Organising Committee shall have power to publish newsletters, annual Conference Proceedings, and Journal Publications.

11. FINANCES AND REPORTS

11.1. Bank Account

The EC must open a bank account in the name of the Association with a registered Bank.

11.2. Signatories

All documents and instruments required to be signed on behalf of the Association shall be signed by any two members from the President, Secretary and Treasurer, duly authorised by the past EC, in writing, immediately following the AGM at which the new EC was elected, on the proviso that the existing EC retains signatory powers in all matters relating to their term of office until a final accounting is rendered to new EC, but no later than the next AGM.

11.3. Financial year-end

The financial year end of the Association shall be end of February.

11.4. Financial Report

The EC must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept. True accounts shall be kept of all moneys received and expended by the Association and of the assets and liabilities of the Association.

The EC shall submit at each AGM a Statement of Revenue and Expenditure, and a Balance Sheet made up to one month prior to the AGM.

The Conference Treasurer shall submit at the AGM a preliminary Statement of Revenue and Expenditure for the conference for approval. A final statement must be submitted to the EC Treasurer and distributed to all members within three months of the AGM.

11.5. Investment of Funds

If the Association has funds that can be invested, the funds may only be invested with registered financial institutions. The Association can go to different banks to seek advice on the best way to look after its funds.

12. AMENDMENTS AND DISSOLUTION

- 12.1. This Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of two-thirds of the members present at an AGM.
- 12.2. Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the EC (and failing, which the members in General Meeting) considers appropriate and which has objectives the same or similar to the objectives of the Association.

13. INDEMNITY

- 13.1. Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of the Association shall be indemnified by the Association for all acts done by them in good faith on its behalf.
- 13.2. Subject to the provisions of any relevant law, no member of the Association or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

THIS CONSTITUTION WAS APPROVED AND ACCEPTED BY MEMBERS OF SACLA AT THE ANNUAL GENERAL MEETING HELD ON 16 JULY 2019, ALPINE HEATH RESORT, DRAKENSBERG, SOUTH AFRICA.

SCHEDULE A

REQUIREMENTS OF THE COMMISSIONER FOR THE SOUTH AFRICAN REVENUE SERVICE FOR EXEMPTION FROM TAXES AND DUTIES

As provided for in Clause 5 of this Constitution, The Association intends to apply to the Commissioner for SARS for approval as a Public Benefit Organisation in terms of Section 30 of the Income Tax Act. Upon approval the Association shall:

1. Be required to have at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the organisation.
2. Ensure that no single person directly or indirectly controls the decision making powers relating to the Association.
3. Is prohibited from distributing any of its funds to any person (otherwise than in the course of undertaking any public benefit activity) and is required to utilise its funds solely for the object for which it has been established.
4. Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
5. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
6. Submit to the Commissioner a copy of any amendment to this constitution.
7. Not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
8. Comply with such reporting requirements as may be determined by the Commissioner.
9. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in paragraph 10(iii) of Part 1 of the Ninth Schedule of the Act are utilised for the purpose for which they are provided.
10. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.

SCHEDULE B

AFFILIATION OF THE SOUTHERN AFRICAN COMPUTER LECTURERS' ASSOCIATION
(SACLA)
TO
THE SOUTH AFRICAN INSTITUTE OF COMPUTER SCIENTISTS AND INFORMATION
TECHNOLOGISTS (SAICSIT)

In terms of the SAICSIT Constitution paragraph 3.23, a Special General Meeting was held at which a request for affiliation of SACLA to SAICSIT was considered and agreed upon. The terms of the agreement of affiliation of SACLA to SAICSIT are:

1. For mutual benefit and cooperation SACLA is to become an Institutional Affiliate of SAICSIT when this document has been signed by authorised representatives of both societies under the following terms and conditions:
2. SACLA may nominate a person who will be entitled to attend Council Meetings of SAICSIT, such a person, unless already a member of the SAICSIT Council, will not be entitled to vote at Council Meetings.
3. In terms of the Constitution of SAICSIT, paragraph 3.3.2, it is noted that the Members of Council of SAICSIT have the right to attend any and all meetings of SACLA, but unless already members of SACLA will not have the right to vote at such meetings.
4. Copies of the minutes of SACLA meetings are to be made available to the Secretary of SAICSIT for submission to the Council of SAICSIT.
5. Members of SACLA who do not receive *Quaestiones Informaticae*, or such other journals which are supported by SAICSIT, may subscribe through SAICSIT to such journals at a reduced rate of subscription. The actual subscription is to be decided from time to time by the Council of SAICSIT.
6. Further matters for cooperation - e.g. sponsorships, dates of meetings - are to be arranged by the President of SACLA and the Executive Committee of SAICSIT on an ad hoc basis.