

# Constitution of the South African Education Research Association

## 1. Preamble

The South African Education Research Association (SAERA) is committed to the advancement of education in South Africa through promoting and supporting research in all fields of education.

## 2. Name

- 2.1 The Association shall be known as the South African Education Research Association.
- 2.2 Its shortened name will be SAERA (hereinafter referred to as the Association).

## 3. Body Corporate

- 3.1 The Association shall:
  - 3.1.1 Exist in its own right, separately from its members;
  - 3.1.2 Continue to exist even when its membership changes and there are different Office Bearers;
  - 3.1.3 Be able to own property and other possessions;
  - 3.1.4 Be able to sue and be sued in its own name;
  - 3.1.5 Register as a NonProfit Organisation as defined by the NonProfit Organisations' Act 71 of 1997.

## 4. Aims and Objectives

- 4.1 The broad goals and aims of the Association are:
  - 4.1.1 To contribute to the development and enhancement of education as a research field in South Africa by enhancing the capacity of South Africa's education scholars to do appropriate education research in various areas related to the country's educational

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development and progress. This object shall be achieved by, inter alia:

- 4.1.1.1 providing a national home for all education researchers and scholars, and a forum where the interests of South African education are critically engaged with for the public good;
  - 4.1.1.2 setting up and running workshops and training for new educational researchers;
  - 4.1.1.3 providing platforms such as conferences, public lectures and journals for the dissemination of research into education;
  - 4.1.1.4 engaging with policy makers to promote the utilisation of research for policy development, and secure support and funding for education research and
  - 4.1.1.5 liaising with national and international bodies with similar objectives, with the aim to promote research in all fields of education globally.
- 4.2 These objects of the Association shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and the activities of the Association shall be for the benefit of or widely accessible to the general public at large.

## 5. Powers

- 5.1 The Association shall have all the legal powers and capacity of an individual necessary to achieve its main and supplementary objects:
- 5.1.1 except to the extent necessarily implied by its stated objects;
  - 5.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
  - 5.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 5.2 The powers of the Association may only be executed in accordance with the main object of the Association.

## 6. Membership

- 6.1 All scholars of Education are eligible for individual membership.
- 6.2 Organisations or associations are eligible for membership as affiliates of SAERA. Such affiliates shall each have one vote at the General Meeting of SAERA.

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- 6.3 Honorary membership, in such categories as may be determined by the Executive Committee from time to time, may be bestowed on individuals.
- 6.4 The Executive reserves the right to make decisions about the admission of members.

## **7. Termination of Membership**

- 7.1 Membership of the Association shall cease:
- 7.1.1 upon the member giving written notice of its resignation to the Association, provided that the membership fees of such member are paid in full;
  - 7.1.2 upon the member ceasing to carry out the objectives of the Association; or
  - 7.1.3 upon the member's membership being terminated in accordance with 7.2.
- 7.2 In addition to the Association's rights in terms of 7.1 the Association shall terminate or suspend summarily or after such period as it shall fix, any member's membership, if in the opinion of the association such member is guilty of conduct which has brought or is likely to bring the association or any of its members into disrepute, provided that the member shall be given written reasons by the association for the termination or suspension. The member shall also be given an opportunity to appeal against such termination or suspension to the Executive Committee, and to state their case before a meeting of the Executive Committee, and the decision of the Executive Committee shall thereafter be final.
- 7.3 No refund, whether in whole or part, of any membership fees shall be payable to any member upon termination of membership.
- 7.4 Membership shall not be transferable.

## **8. Rights and Duties of Members**

- 8.1 All individual, affiliate and honorary members in good standing shall have the right to attend and vote at all general meetings of SAERA. Affiliate members shall designate one person to represent them at such meetings.
- 8.2 Members in good standing shall be entitled to elect at the appropriate meetings from among those who qualify, such Office Bearers and committees as provided for in the Constitution of the Association, and shall be entitled, subject to eligibility, to make themselves available for election to such positions.

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- 8.3 To be in good standing, a member will pay such dues as are appropriate to his or her category of membership which will be determined by the General Meeting of SAERA. Dues are payable by the time of the SAERA General Meeting each year. Privileges of membership, including the right to vote, shall be suspended until payment is made.

## **9. Governance of SAERA**

- 9.1 The General Meeting (GM) shall be the highest decision-making body of SAERA and shall be convened at a time and place decided by the previous GM. This meeting shall receive the reports of the President, Secretary and Treasurer of SAERA, have the power to amend the Constitution, and elect such office bearers and committees as provided for in the Constitution of SAERA.
- 9.2 General Meetings (GM) will be held at the SAERA Conference, if there is a Conference in the relevant year, and shall take place at least once in a 12 month period.
- 9.3 The notice of the meeting must be sent to members at least 30 days prior to the meeting.
- 9.4 Provision shall be made for members who are unable to attend any meeting of members to nominate another member in good standing to act as their proxy.
- 9.5 The Secretary is obliged to convene a Special GM within 90 days of receiving a written request signed by no fewer than 10% of members in good standing.

## **10. Composition of the Executive Committee**

- 10.1 The Executive will consist of six Office Bearers and up to six additional members, elected at the GM. One of the six additional members of the Executive should be a representative of the emerging scholar/researcher community. The Executive may co-opt additional executive members who will not have voting rights. The chairpersons of the forthcoming and past conference organising committees as well as the editor of official SAERA publications will be ex officio members of the Executive.
- 10.2 The outgoing President will serve on the executive for one further term after the end of his/her two-year term.
- 10.3 At least three of the Executive Committee shall be persons who are not connected persons in relation to each other, and no single person shall directly or indirectly control the decision-making powers of the Association.
- 10.4 The Office Bearers are as follows:

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- 10.4.1 the President
- 10.4.2 the Deputy President
- 10.4.3 the Secretary
- 10.4.4 the Deputy Secretary
- 10.4.5 the Treasurer
- 10.4.6 the Deputy Treasurer.

## **10.5 Election of the Executive Committee and Office Bearers**

- 10.5.1 The positions of President, Deputy President, Secretary, Deputy Secretary, Treasurer and Deputy Treasurer are elected directly by the membership. All other positions and portfolios are determined by the Executive Committee.
- 10.5.2 Nominations for the Executive Committee will open at least 14 days before the General Meeting (GM) and close 1 day before the GM.
- 10.5.3 Notice will be given in advance by the Secretary of when the nomination process will proceed.
- 10.5.4 Nomination will be through a process of written nomination and seconding. The nominee will sign his or her nomination to indicate acceptance. All nominations will be submitted to the Secretary.
- 10.5.5 The term of office for elected members of the Executive Committee will be for a period of two years. They may stand for re-election if duly nominated provided that the maximum number of terms is three terms.

## **10.6 Vacancies, Resignation and Absence**

- 10.6.1 In the event of a vacancy arising amongst the Office Bearers due to resignation, incapacity, or death, the Executive Committee shall fill that vacancy as soon as reasonably possible from amongst its members.
- 10.6.2 An Office Bearer may resign by written notice to the President.
- 10.6.3 If an Executive Committee Member does not attend three meetings in a row, without having applied for and obtaining leave of absence from the Executive Committee, then the Committee will select and appoint a new member to take that person's place.

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- 10.6.4 An Executive Committee member shall vacate his/her office as such if:
- 10.6.4.1 he/she resigns;
  - 10.6.4.2 he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa;
  - 10.6.4.3 he/she fails to attend three consecutive meetings of the Committee without having been excused from attendance by the remaining members; or
  - 10.6.4.4 he/she is voted out of office by resolution of two thirds of the members of the Association.

## **11. Powers and Responsibilities of the Executive Committee and Office Bearers**

- 11.1.1 The Executive Committee of SAERA will oversee the Association. The Executive Committee shall manage the affairs of the Association in accordance with the resolutions of the members as shall be taken from time to time at General Meetings of the organisation.
- 11.1.2 The Executive Committee is responsible for making decisions, and acting on such decisions, which it believes it needs to make in order to achieve the objectives of the organisation as stated in Article 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.
- 11.1.3 The Executive Committee shall have the general powers and authority to:
  - 11.1.3.1 raise funds or to invite and receive contributions;
  - 11.1.3.2 buy, hire or exchange for any property that it needs to achieve its objectives;
  - 11.1.3.3 make by-laws for proper governance and management of the organisation;
  - 11.1.3.4 form sub-committees as and when it is necessary for proper functioning of the organisation, and
  - 11.1.3.5 Perform such other tasks and functions as may be necessary in the execution of its duties.

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11.1.4 The Executive Committee may delegate any of its powers or functions to a sub-committee provided that:

11.1.4.1 such delegation and conditions are reflected in the minutes of a meeting;

11.1.4.2 at least one Office Bearer serves in the sub-committee;

11.1.4.3 there are three or more people on a sub-committee;

11.1.4.4 the sub-committee must regularly report back to the Executive Committee on its activities; and

11.1.4.5 the Executive Committee must in advance approve all expenditure.

## **11.2 The duties of the Office Bearers**

### **11.2.1 The President**

11.2.1.1 The President shall preside over all meetings of SAERA and perform such duties as may be assigned him or her by the GM and the Executive Committee. He or she shall be signatory to all accounts of SAERA. The President shall submit an annual report to the GM. He/she shall have the right to call a Special General Meeting.

### **11.2.2 The Deputy President**

11.2.2.1 The Deputy President shall assist the President in the performance of his/her duties. In the event of the death, resignation, incapacitation or absence of the President, the Deputy-President shall assume the duties of the President until the position is filled at the following elections.

### **11.2.3 The Secretary**

11.2.3.1 The Secretary shall be the chief administrative officer of the Association and shall be responsible for transacting its business and maintaining its records. He or she shall call meetings of the Association, circulate minutes and prepare agendas. In conjunction with the President he or she will take responsibility for coordinating the public relations of the Association.

### **11.2.4 The Deputy Secretary**

11.2.4.1 The Deputy Secretary shall assist the Secretary in the performance of his/her duties. In the event of the death, resignation, incapacitation or absence of the Secretary, the

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Deputy Secretary shall deputise until the position is filled at the following elections.

#### 11.2.5 The Treasurer

11.2.5.1 The Treasurer shall take responsibility for the financial business of the Association, including the opening and maintenance of books of account, collection of membership dues, raising of funds, receipt and custody of the Association funds and the discharging of the Association's financial obligations. In conjunction with either the President or the Secretary, the Treasurer shall be the signatory to the accounts of the Association. He or she will submit reports on the state of the Association's accounts to meetings of the Executive Committee and will submit audited annual reports to the General Meeting and any other body required by law.

#### 11.2.6 The Deputy Treasurer

11.2.6.1 The Deputy Treasurer shall assist the Treasurer in the performance of his/her duties. In the event of the death, resignation, incapacitation or absence of the Treasurer, the Deputy Treasurer shall deputise until the position is filled at the following elections.

#### 11.2.7 Emerging Scholar/Researcher

The emerging scholar/researcher constituency of SAERA would be considered to include students engaged in their Doctoral or Master's studies or Post-doctoral fellows.

The emerging scholar/researcher representative on the executive shall be a Doctoral student or post-doctoral fellow and elected by the emerging scholar/researcher constituency of SAERA. The elected portfolio would be the convenor of emerging researcher activities. This person would be responsible for bringing the emerging scholar/researcher voices to the Executive Committee Meetings and for organising activities for developing emerging scholars/researchers as part of SAERA's activities, including at its annual conference and various other events across the country that are tailored to student and early career researchers' needs. Such activities would cater especially for Master's and Doctoral students and emerging academics.

The election of the emerging researcher representative will be facilitated by the outgoing emerging researcher representative at a meeting of emerging researchers during



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its annual conference linked to the general elections of SAERA executive. The President of SAERA will then facilitate the appointment of the elected emerging researcher representative in the initial meeting of the executive committee.

## **12. Meeting, Procedures and Records**

### **12.1 Notices of meetings**

- 12.1.1 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.
- 12.1.2 The notices for all meetings shall indicate the reasons for the meeting and the matters that will be discussed in the meeting.
- 12.1.3 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

### **12.2 Quorums**

- 12.2.1 Quorums at all meetings of the Executive Committee shall be a simple majority (50% + 1) of relevant members who are expected to attend.
- 12.2.2 The Executive Committee may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 12.2.3 Quorums for General Meetings shall be 20% of individual members in good standing present in person or by proxy. However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, then two thirds ( $\frac{2}{3}$ ) of the members shall be present (in person or by virtue of a proxy) at a meeting to make a quorum before a decision to change the constitution is taken.
- 12.2.4 The Association may, if practical, provide for participation in a General Meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate

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concurrently with each other without an intermediary, and to participate effectively in the meeting.

12.2.5 All meetings of the organisation must reach a quorum before they can start.

12.2.6 If a quorum is not present within thirty minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.

12.2.7 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be deemed to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

### **12.3 Procedures at Meetings**

12.3.1 The Association may regulate its meetings and proceedings as it deems fit, subject to the following:

12.3.1.1 That the President shall chair all meetings of the Association, including that of the Executive Committee.

12.3.1.2 That, if the President is not present, the Deputy President shall chair such meetings. In the event that both are absent, the Executive Committee members present at the meeting shall elect a chairperson for that meeting.

#### 12.3.2 Making Decisions

12.3.2.1 Where possible, the decisions of the Association or Executive Committee shall be taken by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

12.3.2.2 All votes shall be counted and the majority votes on an issue shall be regarded as the decision of the meeting. However, if opposing votes are equal on an issue, then the chairperson in that meeting has a deciding vote.

12.3.2.3 All members must abide by the majority decision.

12.3.2.4 A written resolution, signed by sufficient of the Executive Committee members to constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted. These resolutions shall be recorded and ratified at a subsequent meeting of the Executive Committee at which there is a quorum.

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- 12.3.2.5 Decisions concerning changes to this constitution, or of dissolution and closing down of the Association, shall only be dealt with in terms of clauses 16 and 17 of this constitution.

#### **12.4 Records of meetings**

- 12.4.1 Proper minutes and attendance records must be kept for all meetings of the Association.
- 12.4.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Executive, or of general members as the case may be, and shall thereafter be signed by the chairperson.
- 12.4.3 Minutes shall thereafter be kept safely by the Secretary and always be on hand for members to consult.

### **13. Income, Property and Finance**

- 13.1 The association will keep a record of everything it owns. The income, profits and property of the Association shall be applied solely towards the promotion of the objectives, or invested for the same purpose.
- 13.2 The association may not, directly or indirectly, give any of its money or property to its members, Office Bearers or the Executive Committee or economically benefit any person in a manner which is inconsistent with its objects. The only time it can do this is when it pays for work that an Office Bearer or member has done for the Association. The payment must be a reasonable amount for the work that has been done.
- 13.3 The Association may enter into employment contracts and appoint at their discretion and remove or suspend employees and agents from permanent, temporary or special service, determine their powers and duties, fix their salaries or emoluments provided that the association will not pay any remuneration, as defined in the Fourth Schedule of the Income Tax Act, 1962, as amended, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered.
- 13.4 A member of the Association can only get money back from the Association for expenses that she or he has paid for or on behalf of the Association, and for which authorisation has been granted.
- 13.5 The Office Bearers or members of the Association do not have rights over things that belong to the Association.
- 13.6 The Executive Committee must open a bank account in the name of the Association.

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- 13.7 All financial documents requiring signature on behalf of the Association shall be signed by at least two persons authorised by the Executive Committee. All expenditure requires the authorisation of the Treasurer and either the Deputy Treasurer or the President.
- 13.8 The financial year-end of the Association shall be the end of March each year.
- 13.9 The Executive Committee must ensure that proper records and books of account which reflect the affairs of the Association are kept, and within six months of its financial year a report is compiled by an independent registered Accounting Officer stating whether or not the financial statements of the Association are consistent with its accounting policies and practices of the Association.
- 13.10 The Treasurer is responsible for making sure that the money of the Association is safe and is accounted for.
- 13.11 The Treasurer must also make regular reports to the Executive Committee on the finances of the Association, which should include all incomes, expenditures and balances that remain according to accounting practices of the Association.
- 13.12 The Association may solicit, receive, and grant special funds and endowments provided that that the Association shall 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 (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole object or purpose the carrying out of any public benefit activity) 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.

## **14. Activities of the Association**

- 14.1 The Executive Committee shall be responsible for organising a conference at least every two years. An abstracts screening process will be used to consider presentation of papers at the conference.
- 14.2 The Executive Committee shall promote other activities that support the aims of the Association, including but not limited to journals, newsletters and workshops.
- 14.3 Special Interest Groups (SIGS) - defined as a specialised focus on a topic/problem/area that a group of individuals are interested in

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developing as a regular feature on the agenda of SAERA - may be set up under the governance of SAERA.

## 15. Indemnity

- 15.1 Every member of the Executive Committee, chairperson, officer and every other member or person (whether an officer of the Association or not) employed by the association shall be indemnified out of the funds of the Association against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 15.2 No member, officer or employee of the Association shall be liable for:
- 15.2.1 loss or expense incurred by the company through the insufficiency or deficiency of any security in or upon which any of the moneys of the association are invested;
- 15.2.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited;
- 15.2.3 any loss or damage occasioned by any error of judgment or oversight on his/her part; or
- 15.2.4 any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto,
- unless the same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.

## 16. Amendments

- 16.1 Any provision of the Constitution may be revoked or amended, and any new provisions may be introduced by a Resolution of the Association circulated in writing to all members at least fourteen (14) days before the meeting and supported by no less than two-thirds of the voting members actually voting on the Resolution at the General Meeting. All resolutions must be submitted to the secretary, provided that:
- 16.1.1 copies of such amendments shall, if the Association is exempted from payment of normal tax or authorised to issue receipts under s18A of the Income Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative;

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- 16.1.2 copies of such amendments shall, if the Association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

## 17. Dissolution

- 17.1 A resolution to dissolve the Association shall be circulated in writing at least fourteen (14) days prior to a GM and shall require the support of two thirds of the voting members of the Association. Such a resolution must be sent to the secretary.
- 17.2 When the Association closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The Association's General Meeting can decide what organisation this should be provided that
- 17.2.1 if the Association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country the recipient/s must be:
- 17.2.1.1 any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act, 1965, ("the Act");
- 17.2.1.2 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 17.2.1.3 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Act; and
- 17.2.2 if the Association is registered as a NonProfit Organisation, the recipient/s must be themselves registered as NonProfit Organisations.

THIS AMENDED CONSTITUTION WAS APPROVED AND ACCEPTED BY MEMBERS OF THE SOUTH AFRICAN EDUCATION RESEARCH ASSOCIATION (SAERA) AT THE ANNUAL GENERAL MEETING HELD AT ONLINE ON THE 21 DAY OF OCTOBER 2020

Prof Labby Ramrathan (President)