

CONSTITUTION

THE SOUTHERN AFRICAN ASSOCIATION FOR LEARNING AND EDUCATIONAL DIFFERENCES

1 NAME:

The name of the Association shall be “The Southern African Association for Learning and Educational Differences” hereafter referred to as “the Association” and abbreviated as SAALED.

2 FOUNDATION:

The Association is a non-profit making academic and professional organisation, primarily concerned with the advancement of help to the child with such manifest learning and educational differences that s/he is in need of assistance from at least one professional with specialised expertise. The Association acknowledges the complexity of learning and educational differences and the uniqueness of every child. The Association also believes that all forms of assistance to the child with a learning, or educational differences should be attempted with the close co-operation of the home and the school of the child concerned.

The Association respects the rights and dignity of children and all those concerned with their education, and seeks to promote optimal development and educational achievement.

3 PURPOSE AND OBJECTIVES:

- 3.1 To take up an advocacy role with regard to the educational needs of children with learning differences.
- 3.2 To promote activities relevant to the practice of the related professions and the establishment of consultative networks;
- 3.3 To provide journals and other media conveying the work of the Association and to act as a forum for the receipt and exchange of views, information and knowledge;
- 3.4 To promote professional standards in the conduct of its members, if necessary by the withdrawal of membership where these standards have been infringed;
- 3.5 To assist authorities or organisations in any field relevant to, or touching upon, the work of the Association;
- 3.6 To promote public awareness of sound and equitable practices in the field of specialised and/or inclusive education;

- 3.7 To render financial assistance at the discretion of the Board;
- 3.8 To make awards for any achievement in any field relevant to the aims and objectives of the Association.
- 3.9 To promote the interest of members and their clients.

4 MEMBERSHIP

4.1 Admission

Membership shall be at the sole discretion of the Board and shall include -

- 4.1.1 any approved person who:
 - Endorses the purposes and objectives of the Association,
 - Holds an accredited qualification appropriate to the field of learning differences;
 - And have appropriate practical and/or research experience.
- 4.1.2 any approved institution which endorses the purposes and objectives of the Association and has staff members who are eligible for individual membership;
- 4.1.3 any approved parent/caregiver of children who has special educational needs.

The Board may approve a qualification for the purpose of membership on an *ad hoc* basis.

4.2 Categories of Membership

4.2.1 Full Membership

4.2.1.1 Individual Members

Any person who meets the criteria outlined in 4.1.

4.2.1.2 Students

Students are eligible for full membership (limited numbers of special fees may be subject to approval by the Board).

4.2.1.3 Honorary Membership

Honorary membership can be awarded to any person on the grounds of outstanding services either in the field of learning and educational differences or to the Association. Only the Board may grant such honorary membership. An honorary member is exempted from subscriptions, enjoys all the privileges of the Association and will receive a certificate of honorary membership at a general meeting.

4.2.1.4 International Members

The Board may approve membership of persons living outside the borders of the Republic of South Africa.

- 4.2.1.5 Educational Institutions (Schools and Tertiary Institutions)
Any educational institution, association or related body that is approved by the Board may be accepted as an educational member on payment of an annual subscription fee decided by the Board. School membership entitles the institution to a maximum of five (5) individual places as full members in the Association, provided that such persons meets the criteria for membership as specified in 4.1.1 above. Five (5) members of such Institution may have the right to vote at the annual meeting.
- 4.2.2 Associate Membership
- 4.2.2.1 Like minded or affiliated groups/persons
Like minded groups/person that wish to be associated with SAALED but who do not wish to take up full membership may be considered by the Board.
- 4.2.2.2 Corporate or Individual Donors
Corporate or individual donors may become associate members of SAALED with Board approval.
- 4.3 Selection of Membership
All applications for membership shall be dealt with by the Board or a Committee especially appointed by the Board. Only the Board is empowered to accept or reject an application or to cancel a member's membership if s/he acts in a way which is not compatible with the aims of the Association
- 4.4 Application for Membership
Applications for membership shall be submitted to the National Office or a Committee especially appointed by the Board. Only the Board is empowered to accept or reject an application or to cancel a member's membership if s/he acts in a way which is not compatible with the aims of the Association.
- 4.5 Privileges of Membership
- 4.5.1 Members receive priority and pay a reduced fee at national and local conferences, meetings, workshops, etc.
- 4.5.2 Members become part of, and benefit from, a professional network accessible by means of the SAALED membership list and the SAALED Newsletter.
- 4.5.3 Members receive publications and duplicated materials from the Board during and between congresses, including the regular SAALED Newsletter.
- 4.6 Forfeiture of membership
- 4.6.1 Membership lapses automatically after one year if, after notice has been served, a member still fails to pay her/his annual membership fee within the first quarter of each financial year. If a member is in arrears for two consecutive years her/his membership will be

terminated and membership will be considered only after renewed application.

4.6.2 The Executive reserves the right to take disciplinary action against any member who behaves in an unprofessional manner.

4.7 Subscriptions:

4.7.1 Membership fees shall be fixed by the Board from time to time and are due at the beginning of each financial year.

4.7.2 On occasions the Board shall consider waiving fees or reducing fees, request, from individuals or institutions.

4.8 List of members

Lists of members are available in the National office at the discretion of the Board.

5 **MANAGEMENT OF THE ASSOCIATION**

Management and control of the Association shall be in the hands of the Board. Decisions shall be taken on a majority vote and provision may be made for a secret ballot when this is requested.

The Board shall elect the Executive Committee, comprising of the following office bearers:

5.1 Composition of the Executive Committee

5.1.1 a President elected for a minimum period of two and a maximum period of four years. After two years the extension of the term of office shall be by annual mutual consent of the President and the Board.

5.1.2 a President elect, to be nominated at least one to two years before the termination of the president's term of office.

5.1.3 the immediate Past President to be in office for two years after serving as President.

5.1.4 A Secretariat, consisting of an Honorary Treasurer and an Honorary Secretary (optional) elected every two years.

5.1.5 One or more members co-opted by the Executive as necessary.

5.1.6 The terms of the Executive members shall be agreed upon the Members of the Board.

5.2 Composition of the Board

5.2.1 The members of SAALED shall in an annual general meeting appoint members of the Board.

5.2.2 The President and the Board may co-opt members, if necessary, to ensure that the Board represents the SAALED communities.

5.2.3 The Board shall at all times consist of not less than eight (8) elected members. The Board shall have the right, from time to time, to remove and/or substitute any such Board members appointed by it.

The continuing members of the Board may act, notwithstanding any temporary vacancy in their number.

5.2.4 The Board may appoint further Board members who are also employees of the organisation. Such Board members shall be entitled to receive such remuneration for their services as employees of SAALED as being determined by the Board to be reasonable and commensurate with their duties and responsibilities.

5.2.5 The Executive shall report to the Board.

5.2.6 The Board may from time to time decide that in the interest of the smooth running of the organisation, remunerated employees may be approved for SAALED. Such employees shall not be automatic members of the Board, unless a decision to invite them on to the Board is made. This decision shall be reviewed at regular intervals.

5.2.7 Branch chairpersons are invited to attend all Board meetings. On annual review, the Chairperson of a branch that has fulfilled the criteria of good governance according to the Branch Policy of SAALED is eligible to vote on the Board during the following year.

5.3 Appointment of Remunerated Staff

The Board has the right to appoint a Chief Executive (CE) or similar position to deal with the operational running of the organisation. The remuneration of such persons shall be determined by the Board. The scope of activities of such persons shall be determined by the Board and governed by the contract and job description afforded such persons. This may be adjusted from time to time, in the interests of both SAALED and the appointed person. These persons shall at all times be responsible to the Board through the President.

5.4 *Ad hoc* and standing committees:

The Executive shall have the right to appoint *ad hoc* committees when the need arises. Standing committees shall be nominated by the General Meeting.

5.5 Election of Board

Members of the Board shall be elected at a General Meeting.

5.6 Vacancies:

The Board has the power to co-opt any member to fill a vacancy until the next General Meeting.

5.7 Attendance

Apologies for absence shall be tendered before the meeting. A member who is absent for more than three successive meetings without notice shall automatically forfeit her/his membership of the Board.

5.8 Quorum

One half of the members plus one shall form a quorum for meetings of the Board.

5.9 Termination of term of office

The Board retains the power at any time to terminate the term of office of the Secretariat. A vacancy thus created shall be filled by the Board on a temporary basis for the interim period until the next General Meeting.

5.10 Powers of the Organisation

The management committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in point number 3 of this constitution. Its activities must abide by the law.

6 **VOTING**

6.1 Right to vote by Members at the Annual General meeting.

6.1.1 Full Members

Each full member shall have one vote on any particular proposal at the General Meeting. The Chairman shall have both an ordinary and a casting vote on matters of business.

6.1.2 Associate members

May vote on matters of business but voting on professional matters is at the discretion of the President.

6.1.3 Remunerated Staff

Remunerated staff do not have the right to exercise votes.

6.2 A person shall be elected only when she/he has obtained a clear majority of the number of members present.

6.3 Postal votes

Provision will be made for postal votes.

7 **FINANCE**

7.1 Control

7.1.1 The financial affairs of the Association shall be controlled by the Board, which shall operate a banking account. The financial records of the Association will be subject to an annual audit. All money collected not immediately required for the purposes of the Association shall be invested in the Republic in a recognised banking institution.

7.1.2 All cheques shall be signed by two persons, one of whom shall be the honorary treasurer and the other of whom shall be a person from the Executive, nominated by the Board

7.1.3 The Executive shall annually elect three (3) persons as signatories to the cheque account.

7.2 Source of Income

- Subscriptions of members
- Donations
- Sale of publications / books / other material
- Workshops
- Congresses

- Sponsorships
- Other

7.3 Income and Property

7.3.1 The members may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation.

7.3.2 The payment must be a reasonable amount for the work that has been done.

7.3.4 A member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation.

7.3.5 Members or office bearers of the organisation do not have rights over things that belong to the organisation.

7.4 Liability of members

The liability of members of the Association shall be limited to the payment of any amount owing by them in terms of this constitution.

7.5 Financial year

The financial year shall terminate on 31 December each year.

8 MEETINGS

8.1 Annual General Meetings

Mandatory items: Minutes of previous AGM
 Report of the President
 Report of the Treasurer
 Reports from local branches
 Election, (including election of treasurer and auditor)
 General

8.2 Special meetings

Special meetings shall be convened by the Executive at the written request of at least 20 (twenty) fully paid up members.

8.3 Notice of meetings

A circular of all meetings shall be forwarded at least one month in advance of the meeting.

8.4 Resolutions

Resolutions may be brought to a duly constituted General or Special Meeting on the proposal of two members, provided that such a proposal has been circulated to all members entitled to vote, at least one month in advance.

8.5 Quorum

A quorum at a General and Special meeting shall consist of 15 (fifteen) members.

8.6 Language medium

Meetings and communications of SAALED will be conducted in English. In certain circumstances, the Board may consider the use of other languages

9 LOCAL BRANCHES

- 9.1 A local branch may be constituted by at least 5 (five) members of the Association.
- 9.2 Its activities must be consistent with the purposes and objectives of the Association. It must abide by the Constitution and shall be under the jurisdiction of the Board.
- 9.3 Financial statements shall be submitted annually to the appointed SAALED auditor by the National Treasurer. Local branches shall submit financial reports and bank statements quarterly to the National Treasurer.
- 9.4 Local branches must elect their own officers.
- 9.5 Branches need to abide by the Branch Policy of SAALED.

10 COMMUNITY BENEFITS

A reasonable percentage of the benefits receive by SAALED shall be used towards activities of the Association which involve the previously disadvantaged communities.

11 AMENDMENTS OF THE CONSTITUTION

The constitution may be amended at a duly constituted General or Special Meeting on the proposal of 20 (twenty) members, provided that such a proposal has been circulated to all members entitled to vote, at least one month in advance.

Amendments to the Constitution must be approved by the Director of Nonprofit Organisations.

12 LEGAL STATUS

The Association is a persona in law and shall have an existence apart from its members with perpetual succession. It may sue or be sued in its own name in any court of law or any other tribunal dispensing justice. In any such proceedings the Association shall be represented by any person or persons nominated by the Board especially for that purpose.

13 DISSOLUTION

Should the Board, by three-quarters affirmative vote of all members actually voting, deem it necessary at any future time to dissolve the Association, the Board shall be obliged to summon a Special General Meeting of the Association, specifically for that purpose, upon 30 (thirty) days notice, in writing, to all members by registered pre-paid post. If a resolution to dissolve the Association is carried at such a Special General Meeting by three-quarters of the paid-up members present thereat, the Association shall be dissolved.

When the organisation 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 organisation's general meeting can decide what organisation this should be.

14 **AREA**

14.1 As required in terms of the Nonprofit Organisations Act, 1997 (ACT 71 of 1997) the area in which services will be rendered and in which contributions will be collected shall be the Republic of South Africa.

14.2 SAALED may carry out activities outside of the Republic, provided that at all times at least 85% of its activities (measured as to cost incurred and time spent), are carried out for the benefit of persons in the Republic or its activities outside the Republic are funded by donations received from persons who are not resident in the Republic.

15 **COMMENCEMENT OF THE CONSTITUTION**

This approved constitution of SAALED shall be approved at a special general meeting of the Board and members of SAALED on 25th of October 2008. This approved amended Constitution shall come into effect on the 1st of January 2009. (The reason for the delay between the approved date and the date of implementation relates to the fact that the financial year of SAALED ends in December 2008)

THIS CONSTITUTION WAS AMENDED AND APPROVED ON THIS THE

DAY OF 2008

PRESIDENT

DATE

SECRETARY

PROPOSED BY:

V. WITT

SECONDED BY:

H. WEILERT