

# CONSTITUTION

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OF THE SOUTHERN AFRICAN  
ASSOCIATION FOR LEARNING AND  
EDUCATIONAL DIFFERENCES

## **1 NAME**

The name of this ASSOCIATION shall be "THE SOUTHERN AFRICAN ASSOCIATION FOR LEARNING AND EDUCATIONAL DIFFERENCES" or "SAALED".

## **2 VISION AND MISSION**

2.1 The ASSOCIATION is a non-profit making ASSOCIATION.

2.2 The vision of the ASSOCIATION is:

to facilitate the promotion and implementation of inclusive education through information and support, collaboration, advocacy and development.

to acknowledge the complexity of learning and educational differences as well as the uniqueness of every child.

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

2.1 The mission of the ASSOCIATION is:

to organize workshops, lectures and to set up discussion groups and panel groups for the purpose of furthering the knowledge of educators, parents, members of professional bodies and carers involved with the needs of the challenged learner and the implementation of inclusive education in all ways

to stay abreast with international development and progress in inclusive education.

Now therefore we constitute THE SOUTH AFRICAN ASSOCIATION FOR LEARNING AND EDUCATIONAL DIFFERENCES in this document:

## **3 DEFINITIONS**

3.1 Unless the context of this Constitution indicates to the contrary, the following

words shall bear the following meanings:

- 3.1.1 **"the BOARD"** means those persons elected by the members in a general meeting to hold office on the Board until the following Annual General Meeting or for such period as the said members may determine.
  - 3.1.2 **"EXCESS REVENUE"** shall mean any profits or excess of revenue over expenses in any one financial year or other period used by the ASSOCIATION as an accounting period;
  - 3.1.3 **"EFFECTIVE DATE"** means the date upon which the ASSOCIATION first commenced its activities prior to the adoption of this Constitution, being [DATE];
  - 3.1.4 **"the ASSOCIATION"** means the Southern African Association for Learning and Educational Differences, also known by its acronym of SAALED;
- 3.1 The headings to this Constitution are for convenience only and shall not affect the interpretation hereof.
- 3.2 Unless the context of this Constitution clearly indicates the contrary -
- 3.2.1 the singular shall include the plural and vice versa;
  - 3.3.2 the masculine shall include the feminine and/or neuter, as the case may be, and vice versa.
- 3.3 Should, at any general meeting of members, any doubt arise as to the interpretation of any clause of this Constitution, the power of deciding the interpretation shall vest in that meeting and that interpretation which shall be minuted shall stand until revoked or amended by a subsequent general meeting.

#### **4 SEPARATE EXISTENCE OF THE ASSOCIATION**

- 4.1 The ASSOCIATION shall -
  - 4.1.1 have an existence in its own right and shall be separate from its members;

- 4.1.2 continue at all time to have the said separate existence notwithstanding any change in its membership or in its Board;
- 4.1.3 be entitled to own movable or immovable property;
- 4.1.4 be able to sue and be sued in its own name.

## 5 **PURPOSE AND OBJECTIVES**

The ASSOCIATION'S primary purpose and objectives are:

- 5.1 To advocate for the rights of all children to access an inclusive education system as envisaged by the South African education policy and any other relevant legislative policies which may be relevant to the ASSOCIATION'S main objectives and to receive the support learners need to reach their full learning potential.
- 5.2 To raise awareness and educate the public about the rights of the child within the education system.
- 5.3 To empower learners, parents, schools and communities in working towards a fully inclusive education system.
- 5.4 To promote collaboration and the establishment of consultative networks to achieve the vision of the ASSOCIATION.
- 5.5 To disseminate information relevant to inclusive education to members of the ASSOCIATION and the broader public and to act as a forum for the receipt and exchange of views, information and knowledge.
- 5.6 To provide training aimed at promoting the implementation of good inclusive practise to educators, parents and other professionals working with children.
- 5.7 To promote the interests of members.
- 5.8 The ASSOCIATION'S ancillary objects are:
  - 5.8.1 To purchase, take on lease or in exchange, hire or otherwise acquire any immovable and movable property which may be deemed

necessary or convenient for any of the purposes of the ASSOCIATION, and further, to sell, manage, lease mortgage, dispose of or otherwise deal with all or any part of the property of the ASSOCIATION.

- 5.8.2 To take any gift of moveable or immoveable property, whether subject to any special trust or not, for any one or more of the objects of the ASSOCIATION.
- 5.8.3 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the ASSOCIATION, in the form of donations, annual subscriptions, or otherwise.
- 5.8.4 To borrow and raise money in such manner as the ASSOCIATION may think fit.
- 5.8.5 To invest the monies of the ASSOCIATION not immediately required for its purposes in public or private securities or in an interest-bearing account with a reputable banking or financial institution.
- 5.8.6 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the ASSOCIATION.
- 5.8.7 To subscribe to any local or other charities, and to grant donations for any public purpose.
- 5.8.8 To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of this ASSOCIATION.
- 5.8.9 To amalgamate with any enterprise, institution, society or association having objects altogether or in part similar to those of the ASSOCIATION.
- 5.8.10 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the enterprises, institutions, societies or associations with which this ASSOCIATION is authorised to amalgamate.
- 5.8.11 To transfer all or any part of the property, assets, liabilities and engagements of this ASSOCIATION to any one of or more of the

companies, institutions, societies or associations with which this ASSOCIATION is authorised to amalgamate.

5.8.12 To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them, and further to ratify any act done prior to the adoption of this Constitution on or after the EFFECTIVE DATE.

5.9 Movable and immovable property:

5.9.1 The Board shall, pursuant to paragraph 5.8.1 above, have the power to acquire and dispose of any movable property and have any rights and privileges which they may think necessary or convenient for the ASSOCIATION'S purpose, functions and objectives; provided that they do so in keeping with the overall purpose of the ASSOCIATION and that all major transactions (the identification of which shall be determined by the Chairman) first receive the approval of the members at the general meeting.

5.9.2 All acquisitions of immovable property in any manner shall require the approval of 75% of the members present at an annual or special meeting.

5.9.3 Any proposals to sell, donate, mortgage, exchange, hypothecate, or otherwise alienate or encumber any immovable property, shall have the prior approval of 75% of members present at an annual or special meeting.

5.9.4 All immovable property shall be registered in the name of the Trustees of the ASSOCIATION, who shall be two members of the Board duly authorised to act in that capacity.

## **6 POWERS OF THE BOARD**

6.1 The Board will oversee the management of the ASSOCIATION.

6.2 The Board will have all the powers and authorities that it requires to have to carry out and achieve the said objects of the ASSOCIATION set out in paragraph 5 above, provided always that the said activities are lawful.

6.3 The Board will on behalf of the ASSOCIATION have the power to raise funds

and to invite and receive contributions.

- 6.4 The Board will have the power to purchase, hire or exchange its own resources for any property that the ASSOCIATION may need so as to achieve its objects.
- 6.5 The Board will have the power to appoint office bearers or employees to the organisation and to determine and pay reasonable remuneration for the services rendered by any office bearer or employee of the ASSOCIATION as it deems fit.
- 6.6 The ASSOCIATION may decide on the additional powers and duties of its office bearers from time to time.

## **7 EXCESS REVENUE**

Any EXCESS REVENUE, however derived, shall be applied solely towards the promotion of the objects of the ASSOCIATION and it shall not be paid or transferred directly or indirectly by way of distribution or otherwise to the members of the ASSOCIATION.

## **8 AREA OF OPERATION**

The ASSOCIATION shall operate and collect contributions primarily across South Africa, although information is shared throughout Southern Africa and further afield.

## **9 MEMBERSHIP**

- 9.1 The membership of the ASSOCIATION shall comprise of all those who have been accepted into membership.
- 9.2 Members shall be any individual, school or association with an interest in inclusive education, honorary members as well as any member of the Board.
- 9.3 Members of the ASSOCIATION are those who:
  - 9.3.1 Have made written application for membership;
  - 9.3.2 Have made payment of any prescribed membership fee as determined by the Board from time to time; and

- 9.3.3 Are, in the opinion of a majority of the members of the Board, fit and proper to be accepted into membership.
- 9.4 The ASSOCIATION may also accept honorary members into membership. An honorary member is recognised for his/her/its dedication and commitment to the ASSOCIATION over a number of years.
- 9.5 A member's name, once taken into membership, shall be recorded in a membership register kept by the secretary of the Board from time to time.
- 9.6 As soon as a member notifies the ASSOCIATION that he intends to resign as member, that member's name will be removed from membership.

## **10 GENERAL MEETINGS**

- 10.1 Notice of an annual general meeting or a special general meeting shall be distributed to all members by hand, post or electronic mail 15 (fifteen) days prior to the meeting. The notice will contain details of the business to be discussed at the meeting and non-receipt of a notice by any member for any reason whatsoever shall not invalidate any of the proceedings.
- 10.2 At least one general meeting in the form of the annual general meeting shall be held once every year.
- 10.3 Unless provided for otherwise in this Constitution, 20% (twenty per cent) of the membership of the ASSOCIATION shall constitute a quorum at all meetings for the transaction of business.
- 10.4 In the event of a quorum not being present at a general meeting, the meeting may be stood down to a time and place provided it is within two (2) weeks of the original meeting. Should a quorum not be present at the reconstituted meeting, those members present at the reconstituted meeting will constitute a quorum, provided that all members received notice of the reconstituted meeting.
- 10.5 All decisions shall, subject to the remaining provisions of this Constitution, be decided by a majority of members present at a properly constituted meeting after discussion, subject to the following: If at least 10% of the members present request, the voting shall be by ballot.



- 10.6 Only bona fide members shall be permitted to vote at a general meeting.
- 10.7 Whenever a person is under consideration at a meeting, that person may be requested by the chairman of the meeting to recuse him or herself from it for the duration of the relevant discussion.
- 10.8 The annual general meeting shall be held no later than nine (9) months after the end of the ASSOCIATION's financial year end.
- 10.9 Reports of the various activities of the ASSOCIATION with audited financial statements for the financial year end under consideration shall be distributed to all members either with the notice of the meeting or at the meeting itself.
- 10.10 An auditor, being a registered chartered accountant, shall be appointed at each annual general meeting, and such auditor shall not be a member of the Board.

## **11 SPECIAL MEETING**

- 11.1 A special general meeting may be convened by the Board to deal with the matters arising from this Constitution or any other matter or upon the request of not less than 20% of the members of the ASSOCIATION; provided the request is submitted in writing to the secretary of the Board at least thirty (30) days before the meeting and which clearly states the purpose for which it is desired.
- 11.2 The conduct of a special general meeting shall be the same as that, *mutatis mutandis*, as that of an annual general meeting.

## **12 BOARD**

- 12.1 The Board will consist of up to ten members but not less than three.
- 12.2 Half of the members of the Board present at a meeting shall constitute a quorum.
- 12.3 In the event of a quorum not being present at a Board meeting, the meeting may be stood down to a time and place provided it is within two (2) weeks of the original meeting. Should a quorum not be present at the reconstituted meeting, those Board members present at the reconstituted meeting will constitute a quorum, provided that all members of the Board received notice

of the reconstituted meeting.

- 12.4 The Board will have the power to co-opt a member to the Board for a specific period or purpose.
- 12.5 The chairperson of the Board will be elected by the Board on an annual basis, at the Board's first meeting of the year.
- 12.6 The Board may, when the need arises, elect a secretary and a treasurer, who will hold office until successors in office have been appointed.
- 12.7 The Board that exists at the time of the adoption of the Constitution, shall continue in office and all its acts carried out from the EFFECTIVE DATE are hereby ratified and confirmed.
- 12.8 The composition of the Board will be reviewed annually at the annual general meeting and all the members of the Board may make themselves available for re-election by confirming such availability to the Board at least 3 (three) months before the annual general meeting, should they agree to make themselves available.
- 12.9 A retiring member shall be eligible for re-appointment at the annual general meeting.
- 12.10 If a Board member fails to attend 3 (three) Board meetings in a row without being excused therefrom, such person shall forfeit his position on the Board and the Board will be entitled to elect a new Board member to take his place.
- 12.11 The Board will have power to appoint any sub-committee as it deems necessary and to determine its terms of reference and duties.
- 12.12 The meeting of the Board will be held at such times and places as it, at its last meeting, may determine.
- 12.13 Whenever it becomes necessary the Board shall vote on any issues brought before it and discussed. In the event of the votes being equal on an issue the Chairperson shall have a second and casting vote.
- 12.14 The minutes of the meeting shall be kept properly and up to date by the Secretary of the Board and made available for members to peruse and consult.

- 12.15 The chairperson of the Board for the time being may, at any time, call an extraordinary meeting of the Board for urgent matters, which will be held on a date and at a time and place determined by him.
- 12.16 The chairperson will, at the written request of no less than half the members of the Board, be compelled to call a special meeting of the Board to be held within fourteen (14) days from the date of receipt of such a request, on a date and at a time and place determined by him.
- 12.17 Any meeting of the ASSOCIATION, whether a board meeting or a member's meeting, may be held via an electronic or audio-visual platform. A person shall be deemed to be present at such meeting if he is able to hear and understand all the proceedings at the meeting and be heard and understood by all present or deemed present by way of telephone or other suitable electronic means or audio or audio visual communication and such person indicates his willingness for the meeting to proceed on that basis.

### **13 FINANCIAL YEAR AND FINANCES**

- 13.1 The financial year end of the ASSOCIATION shall be the 31st December of each year.
- 13.2 The ASSOCIATION shall be supported by voluntary giving of donors and its members and all funds, save for petty cash, will be deposited with the ASSOCIATION's bankers.
- 13.3 The treasurer of the Board will be responsible for the collecting, safekeeping and distribution of all monies received, and the keeping of financial records and books, while the secretary of the Board will be responsible for the general administration of the ASSOCIATION. A Board member will be capable of holding more than one office.
- 13.4 The Board will be responsible for maintaining proper books of account, kept in accordance with generally accepted accounting principles.

### **14 FINANCES**

- 14.1 The Treasurer of the ASSOCIATION will be appointed from one of the members

of the Board and will be responsible to control the day to day finances of the ASSOCIATION.

- 14.2 The Treasurer will ensure that all funds of the ASSOCIATION are paid to the credit of its bank account, other than the sums required by the ASSOCIATION for petty cash. The Treasurer will further be responsible for the keeping of proper books of account for the ASSOCIATION.

## **15 INDEMNITY**

The members of the Board and any officers of the ASSOCIATION shall be fully indemnified against all actions, costs, charges, losses, damages, and expenses which they may incur in the execution of their duties, save for acts or omissions done as a result of wilful or unlawful conduct or gross negligence. No member of the Board shall have a direct interest in or benefit from any contract which the ASSOCIATION may conclude with any company.

## **16 AMENDMENTS TO THE CONSTITUTION**

- 16.1 This Constitution may be amended, revised, added to or deleted from at an annual or special general meeting duly convened for that purpose, provided at least one (1) months' notice giving details of the suggested revisions has been filed with the secretary of the ASSOCIATION and copies have been sent by hand, email or by a recognised courier service to each member; provided that the lack of receipt of the notice to any member shall not invalidate the said proceedings.
- 16.2 No change or amendment as envisaged in the foregoing subparagraph, shall be effective, unless at least 75% (seventy five per cent) of the members present at a properly constituted meeting, vote in favour of the suggested alteration, deletion, revision or amendment, in either its original form or in such amended form as the meeting itself may decide.
- 16.3 Any vote taken pursuant to the provisions of the foregoing subparagraph shall be by ballot and the Chairman shall further be entitled to allow proxy votes in a manner as he may direct from time to time, either prior to or at a meeting.

## **17 DISSOLUTION**

- 17.1 The ASSOCIATION may at any time at an annual or special general meeting which has been convened in accordance with the provisions of this constitution, be dissolved by resolution of the majority of  $\frac{2}{3}$  (two thirds) of the total members of the ASSOCIATION; provided that one (1) months' notice thereof has been given to the members of the ASSOCIATION.
- 17.2 The ASSOCIATION shall be deemed to have ceased to exist when a resolution to that effect has been validly and properly taken by the members, and all matters relating to the dissolution have been materially completed and the affairs of the ASSOCIATION have been fully wound up by the Board or other body or person designated by the general meeting for that purpose.
- 17.3 In addition, the ASSOCIATION shall also cease to exist when the number of members on the members' list has dropped to below 10 (ten).
- 17.4 On winding up or dissolution of the ASSOCIATION, if there remains after satisfaction of all its debts and liabilities, any EXCESS REVENUE or other property whatsoever, the latter shall not be paid or distributed amongst the members of the ASSOCIATION, but shall be given and transferred to some other institution OR ASSOCIATION, having objects similar to the objects of the ASSOCIATION.

## 18 PUBLIC BENEFIT ASSOCIATION

- 18.1 In order for the ASSOCIATION to comply with the requirements relevant to a Public Benefit Association and for the period while it is so registered, it is expressly agreed that:
- 18.1.1 the sole object of the ASSOCIATION as described in this Constitution shall at all times be to carry on one or more public benefit activities as defined in section 30(1) of the Income Tax Act No.58 of 1962;
- 18.1.2 no activity will directly or indirectly promote the economic self- interest of any fiduciary or employee of the ASSOCIATION otherwise than by way of reasonable remuneration;
- 18.1.3 at least 3 (three) Board members will not be connected persons in relation to each other and no single Board members shall directly or

indirectly control the decision-making powers in the ASSOCIATION;

18.1.4 the ASSOCIATION is 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;

18.1.5 the ASSOCIATION will comply with such reporting requirements as may be determined by the Commissioner of the South African Revenue Services;

18.1.6 no remuneration will be paid to employees, office bearers or other persons which in the opinion of the Board is excessive, having regards to what is reasonable in the sector in relation to the services rendered;

18.1.7 the ASSOCIATION will not economically benefit any person in any manner that is inconsistent with its Objects as described in this Constitution; and

18.1.8 to the extent that the Income Tax Act, No.58 of 1962, is amended so as to delete, change or add any of the above requirements, the provisions of this article 18 shall be deemed to be altered to reflect such deletion, change or addition.

18.2 The income and property of the ASSOCIATION shall be applied towards the promotion of its Objects, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to its Board members and/or incorporators, except-

18.2.1 as reasonable remuneration for goods delivered or services rendered to, or at the discretion of the ASSOCIATION;

18.2.2 as a reasonable payment of, or reimbursement for, expenses incurred to advance a stated Object of the ASSOCIATION;

18.2.3 as a payment of an amount due and payable by the ASSOCIATION in terms of a *bona fide* agreement between the ASSOCIATION and that person or another;

18.2.4 as a payment in respect of any rights of that person, to that

extent that such rights are administered by the ASSOCIATION in order to advance a stated Object of the ASSOCIATION; or

18.2.5 in respect of any legal obligation binding on the ASSOCIATION.

**This Constitution was approved and accepted by members of SAALED at a special general meeting held on the \_\_\_\_<sup>th</sup> day of \_\_\_\_\_ 2020**

.....  
CHAIRMAN

.....  
SECRETARY