

# SOUTH AFRICAN REWARD ASSOCIATION

## CONSTITUTION

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- 1. Name**
- a) The association hereby constituted shall be called the South African Reward Association (hereinafter referred to as the association).
  - b) Its name shall be abbreviated as **SARA**.
- 2. Body Corporate**
- The association shall –
- a) exist in its own right, separately from its members;
  - b) continue to exist even when its membership changes and there are different office-bearers;
  - c) be able to own property and other possessions;
  - d) be able to sue and be sued in its own name; and
- the liability of any member for any obligation of the association shall be limited to the membership fees payable by the member in a single year.
- 3. Objectives**
- The main objective of the association shall be to promote the reward management profession, which it shall seek to achieve by –
- a) providing reward management knowledge, networking opportunities and resources to members;
  - b) supporting the efforts of other associations with compatible goals.
- 4. Limitations on the Distribution of Income**
- The income and property of the association must be used solely for the promotion of its objectives. No portion thereof may be paid, or directly or indirectly transferred by any means, to its members, provided that the foregoing shall not prevent the payment in good faith of reasonable remuneration to any officer, servant or member

of the association in return for services actually rendered to the association.

## **5. Membership**

The members of the association shall be organisations known as corporate members.

- a) Each corporate member shall nominate in writing a person known as the corporate member representative.
- b) The corporate member representative shall represent that corporate member at meetings of the association and may vote on behalf of the corporate member.
- c) The management committee may from time to time create other non-voting membership classes.
- d) The management committee shall determine the criteria and application procedures for members to join or leave the association.
- e) The management committee may recover the operating costs of the association by charging members an annual membership fee.
- f) Notices to members shall be conveyed by email.

## **6. Management Committee**

The association shall be managed by a management committee.

- a) The management committee shall consist of nine members and the chairpersons of any branches of the association, who shall be the office-bearers of the association.
- b) The management committee shall meet at least once every six months.
- c) The quorum for management committee meetings shall be five.
- d) Minutes shall be taken at every meeting to record the management committee's decisions. The minutes of each meeting shall be given to management committee members at least two weeks before the next meeting.
- e) The minutes shall be confirmed as a true record of proceedings by the next meeting of the management committee and shall

thereafter be signed by the chairperson and pasted into a minutes book.

- f) The management committee shall have the right to form subcommittees, branch steering committees and special interest group committees. Resolutions of these committees must be ratified by the management committee.
- g) All members of the association shall abide by decisions taken by the management committee.
- h) The president, the secretary or any two members of the management committee may call a meeting of the management committee, provided that members are given 14 days' notice of the meeting and an agenda is provided.
- i) The president shall act as the chairperson of the management committee. If the president does not attend a meeting, the committee members present shall elect one of their number to chair that meeting. This shall be done before the meeting starts.
- j) When necessary, the management committee shall vote on issues. If the votes are equal on an issue, the chairperson shall have a casting vote.
- k) The management committee may assume any powers and authority it believes necessary to enable it to achieve the association's objectives as stated in this constitution.
- l) The management committee may delegate to any member or office-bearer its authority to sign agreements with third parties, open bank accounts, pay debtors or bind the association in agreement.

## **7. Office-Bearers**

The office-bearers shall be a president, three vice-presidents, four additional committee members and a secretary.

- a) Office-bearers shall serve for two years, but may stand for re-election.
- b) The day-to-day management of the association shall be

- undertaken by an administrator, who may be a person or a body corporate and shall be known as the secretary of the association.
- c) The secretary shall be appointed by the management committee.
  - d) The secretary shall be an ex-officio member of the management committee.
  - e) Any corporate member representative may nominate any other corporate members representative as an office-bearer by submitting a written nomination to the secretary no less than fourteen days prior to the AGM. The nominee must countersign the nomination.
  - f) If the secretary receives more than eight nominations for office-bearers, or if more than one nomination is received for the same office, the AGM shall determine the composition of the management committee by secret ballot.
  - g) The nomination forms and ballot forms shall provide for the nomination of and voting for a president, three vice-presidents and four ordinary committee members.
  - h) Counting of votes shall be in two rounds, the first to determine the composition of the management committee on the aggregate of votes and the second to determine the specific offices with reference to the votes cast for specific offices.
  - i) If a member of the management committee does not attend three consecutive management committee meetings, the management committee may replace that member with another member.
  - j) Office-bearers shall not become liable for any of the obligations or liabilities of the association solely by virtue of their status as office-bearers of the association.
  - k) Office-bearers shall not be personally liable for any loss suffered by any person or organisation as a result of an act or omission

that occurs in good faith while the office-bearer is performing functions for or on behalf of the association.

## **8. Branches**

The management committee may establish branches of the association.

- a) The objectives of a branch shall be the same as the objectives of the association.
- b) Each branch shall have a steering committee consisting of corporate representative members and co-opted volunteers.
- c) The chairperson of the branch steering committee shall be an ex-officio member of the management committee of the association.
- d) Branch office-bearers shall include at least a branch chairperson, a branch secretary and a branch treasurer.
- e) Branch office-bearers shall be elected at a branch meeting, for a two-year term. Retiring members may stand for re-election.
- f) Branch steering committee minutes shall be tabled and ratified by the management committee of the association.
- g) Branch meetings must be held at least once a year.
- h) No person may serve as the chairperson of a branch for more than two successive terms.
- i) Only corporate representative members may vote at branch meetings and branch steering committee meetings.

## **9. Annual General Meeting**

An annual general meeting of the association shall be held each year. Members shall receive notice of and the agenda for the AGM at least 14 days before the date of an AGM.

The annual general meeting shall –

- a) approve the agenda;
- b) keep a register of attendance;
- c) read and confirm the previous meeting's minutes;
- d) consider matters arising from the minutes of the previous

- meeting;
- e) hear the president's report;
- f) hear the secretary's report;
- g) appoint an auditor;
- h) vote on changes to the constitution;
- i) elect new office-bearers.

## **10. Financial Management**

The management committee is responsible for the management of the association's finances.

- a) The management committee shall ensure that appropriate accounting records are kept and that statutory returns and taxes are submitted on time.
- b) The management committee shall ensure that an annual budget is produced and approved and that expenditure is kept within the limits of the approved budget.
- c) The financial year of the association ends on 31 December of each year.
- d) If the association has funds that can be invested, the funds may be invested only with registered financial institutions. These institutions are listed in section 1 of the Financial Institutions (Investment of Funds) Act, 1984. Alternatively, the association may invest in securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.

## **11. Changes to the Constitution**

The constitution may be changed by the members at an annual general meeting, at a general meeting or in a fax or mail ballot, provided that –

- a) two-thirds of the members who vote support the changes;
- b) members received at least 14 days' notice of the proposed changes;
- c) the ballot is a secret ballot.

**12. Dissolution**

Upon dissolution, any surplus of assets over liabilities shall be given or transferred to some other non-profit association having objectives similar to the main objective of the association. The association may be dissolved if 75% of the members in good standing, by secret or postal or fax vote, agree to such dissolution.

**This constitution was approved and accepted by the members**

on 21 October 2004

A handwritten signature in black ink, appearing to be 'M. J. A.', written over a horizontal line.

Chairperson / Secretary