

**Irish  
South African  
Association**



# **IRISH SOUTH AFRICAN ASSOCIATION**

## **CONSTITUTION**

## 1. **NAME**

- a) The name of the organization shall be The Irish South African Association herein referred to as the ISAA.
- b) Chapters of the ISAA may be established in various centers in South Africa, the name of the center to be affixed in parentheses to the name of the ISAA, to denote the area and the name of the chapter concerned e.g. ISAA - Gauteng
- c) Each chapter shall have full autonomy and shall operate independently of any other chapter or chapters; provided that such chapter shall at all times be bound by the provisions of this Constitution and its general aims and objectives, and shall use the ISAA website and the ISAA logo depicted therein.
- d) An Executive Committee (Ex Co) comprising of the Chairperson and one other committee member of each chapter, shall be constituted. Only the Ex Co will have the power to finally approve any proposed changes to the Constitution of the ISAA. The Executive Committee shall determine its own procedures in regard to the convening or conduct of meetings or proceedings, whether viva voce, electronically or otherwise.

## 2. **OBJECTIVES**

The objectives of the ISAA are:

- a) To facilitate social contact for people of Irish birth, descent, or people of Irish sympathies, by arranging suitable events and in particular events surrounding the celebration of the National Saint's Day. While the sympathies and symbolism of the Association are rooted firmly in the Green tradition this affiliation is one of affection rather than dogma and in no way precludes Irish people of any tradition or faith from subscribing to the objectives of the Association.
- b) To promote Irish sport and culture in all its forms, including literature, theatre, dance and music.
- c) To act as a forum and contact point for all things Irish.

## 3. **STATUS**

- a) The ISAA shall be an Association, not for profit, with legal personality, capable of suing and being sued in its own name.
- b) None of the members including in their personal capacity shall have any rights, title or interest in the property, funds or assets of the ISAA, which shall vest in and be controlled by the Committee of the ISAA as elected at an Annual General Meeting. The Committee shall have such vesting and control not for profit but for the sole benefit of the members. The Committee shall have the right to acquire, hold, lease and alienate property, both movable and immovable.

#### 4. **POWERS**

- a) The Committee of the ISAA in furtherance of the Objectives of the ISAA shall have the power to:
  - (i) Purchase, take on lease or exchange, hire and otherwise acquire and sell or dispose of movable and immovable property, and any rights and privileges which the ISAA may deem necessary for the promotion of the objectives, subject to such consents as may be required by law.
  - (ii) Publish books, pamphlets, reports, leaflets, films, videos and instructional matter within the bounds of copyright law pertaining.
  - (iii) Establish and assist in establishing branches of the Association wherever deemed necessary.
  - (iv) Receive donations, sponsorship fees, subscriptions and endowments and legacies from persons desiring to promote the objectives of the Association and to hold funds as funds or in trust for nominated projects.
  - (v) Do or perform all such other lawful acts as may be deemed necessary for the attainment of the objectives.

#### 5. **MEMBERSHIP**

- a) All persons interested in supporting the objectives of the Association shall be entitled to membership on approval by the Committee, and upon payment of the Annual Membership fee (as determined by the Committee or the AGM) provided they agree to abide by the terms of this Constitution and any further conditions properly imposed by the Committee.

- b) The Committee may award Honorary Membership to those individuals it deems fit for this privilege and for such time and under such conditions as it may from time to time consider appropriate.
- c) The Committee shall be entitled to terminate membership of any member if there is any money owing by the member to the Association, in respect of membership or other fees or levies after the time lapse specified by the Committee for such payments. The Committee may also terminate the membership of any person, who acts in such a way which in the opinion of the Committee, which is prejudicial to the interest or objectives of the ISAA, or who acts in such a way as to bring the ISAA into disrepute, provided that the individual concerned shall have the right to be heard by the Committee before a determination is made.

## **6. THE COMMITTEE**

- a) The affairs and activities of the ISAA shall be controlled by and coordinated by a Committee consisting of members whose duty it shall be to carry out the general policy of the ISAA and provide administrative, management and control functions over the affairs and property of the ISAA.
- b) The Committee shall consist of not less than five members although this number may be added to from time to time by addition of either full Committee Members or Co-opted Members as is deemed necessary by the Committee to cope with the workload.
- c) Committee members shall serve for a period of one year, but shall be eligible for re-election.
- d) Office bearers shall include a Chairperson and a Vice-Chairperson who will be elected by the other Committee members. The Chairperson shall seek nominations for but will ultimately appoint a Secretary, Treasurer and other portfolio holders.
- e) Ordinary Members may be co-opted as Committee Members. They shall have voting rights and will cease to be members of the Committee at the next Annual General Meeting (AGM).
- f) Persons who are not members of the ISAA may be invited by the Committee to serve by virtue of their special expertise. They shall not have voting rights and their membership will cease at the next AGM.
- g) The election of the Members of the Committee shall take place at the AGM of the ISAA. Nominations for service on the Committee shall be forwarded by a nominee in writing, duly signed by the nominee and the

candidate shall be forwarded to the Secretary fourteen calendar days before the AGM takes place. Ballot papers showing the names of the nominees shall be available at the AGM and members of the ISAA attending shall place an 'x' against the name of such persons as they wish to elect. In exceptional circumstances the Chairperson may rule that nominations may be taken from the floor at the AGM.

- h) Following the AGM, (usually at the next duly held committee meeting), the duly elected Committee shall elect from their number a Chairperson, Vice-Chairperson, Secretary and Treasurer. The Vice-Chairperson shall assume the powers and duties of the Chairperson in the absence of the Chairperson or due to his/her incapacity or inability to perform his/her duties for whatever reason. The Vice-Chairperson shall assume such other duties as may be assigned to him/her from time to time by the Chairperson of the Association, or the Committee in his/her absence.
- i) In the event of a vacancy occurring in any of the abovementioned offices at any time, the Committee shall meet to appoint one of their number as a replacement to such vacated office.
- j) The number and frequency of Committee meetings shall be determined by the Committee on appointment but shall not be less than four meetings per year.
- k) Committee members may resign from office by giving not less than 21 days notice in writing to the Secretary. The Committee shall exercise its powers to co-opt members to fill any vacancy which occurs. Such appointees shall serve until the AGM at which time they shall be eligible for election to the Committee.
- l) At Committee meetings matters shall be decided by a simple majority of members present and voting. In the case of a tie the Chairperson shall cast a second or casting vote.
- m) A quorum for the purposes of deciding Committee business shall consist of not less than three members present and voting.
- n) Special Committee meetings may be called at any time by the Chairperson, or by any four members of the Committee by giving notice not less than 7 working days to all the members of the Committee at their recorded physical or email addresses, stating clearly the reasons for such meeting and the matters to be discussed.
- o) The Committee may appoint sub-committees at any time to which it may delegate powers to act in specifically state circumstances. Such

Sub-Committees shall report directly to the Committee, which will exercise control over all actions of such Sub-Committees.

- p) The Secretary will ensure that typed minutes in hard copy are kept on file of the deliberations of all AGM, Committee, and Sub-Committee meetings.

## 7. **ANNUAL AND SPECIAL GENERAL MEETINGS**

- a) The Annual General Meeting shall be held within six months of the financial year end.
- b) At least 14 days notice of such proposed meeting shall be given in writing or by e-mail to all paid-up members.
- c) A quorum shall consist of fifteen paid-up members.
- d) The business of the Annual General Meeting shall consist of the following:
  - (i) Receiving and Approving of Annual Reports
  - (ii) Receiving and Approving of Annual Accounts
  - (iii) Election of members of the Committee
  - (iv) Consideration of proposals for alterations to the Constitution.
  - (v) Considering any other business on the published agenda or any business raised at the meeting
- e) A Special General Meeting (SGM) of the ISAA may be convened at any time by a resolution of the Committee duly recorded or upon a request signed by one third of the paid-up membership stating the purpose of the meeting. Such a meeting certified as properly called by the Secretary shall be called upon the giving by the Secretary of written notice not less than fourteen days in advance of the proposed date of the meeting. A quorum for such a meeting shall consist of not less than 15 % of the paid-up membership present and voting.
- f) The Chairperson of the ISAA shall be Chairman of any AGM or SGM attended by the Chairperson and in such capacity shall have a casting vote.

## 8. **FINANCE**

- a) The Committee shall prepare a budget for the ensuing year and estimate the total amount to cover the budget. The Committee may hold in reserve such amount as deemed necessary to cover

unexpected contingencies or to cover unplanned deficiencies from a previous year.

- b) All the income and property of the ISAA shall be applied solely to further the objectives of the ISAA.
- c) Reasonable and proven out of pocket expenses incurred and proven out of pocket expenses incurred specifically in connection with the objectives of the ISAA shall be refunded to the person incurring such expenses.
- d) A Bank Account will be opened in the name of the ISAA. Transactions on the bank account will be managed by the Treasurer properly appointed in terms of this Constitution.
- e) All proper costs, charges and expenses incidental to the management of the ISAA shall be defrayed from ISAA funds.
- f) The ISAA shall have the power to collect and accept donations or bequests and to issue appeals for donations and bequests or otherwise fund-raise on behalf of the ISAA. Any funds thus raised and received shall be retained by the ISAA and used at the discretion of the Committee for the furtherance solely of the objectives of the ISAA.
- g) The Committee may appoint employees of the ISAA who are not members on such terms and conditions as may be from time to time approved by the Committee.
- h) No Committee member shall be liable for loss caused by or as a result of any act or omission by him/her or any agent employed by him/her on behalf of the ISAA, provided that reasonable care, including Committee decisions duly recorded, was exercised in the selection of such employee or agent, and reasonable supervision was exercised over such persons, and that any error or act of commission or omission, was made in good faith, and not as a consequence of fraudulent, negligent or willful wrongdoing.
- i) The Treasurer shall keep accounts of all monies received and expended by or on behalf of the ISAA and shall prepare and publish accounts to be examined at the AGM. All monetary transactions shall be made through proper accounts in accordance with current and normal accounting practices and in accordance with the directives of the Committee.
- j) The financial year of the ISAA shall end on the last day of June each year. Full accounts for the previous year shall be presented to the

AGM. The Committee shall put before the AGM a proper income statement, and a statement of source and application of funds for the immediately preceding financial year, together with a properly made up balance sheet. This financial statement shall be accompanied by full and proper reports of the Committee together with a budget for income and expenditure for the next financial year.

- k) Property of the ISAA shall be vested in a Trustee Committee of the ISAA appointed by the Committee for this purpose.

## 9. **FURTHER POWERS OF THE COMMITTEE**

- a) All matters not dealt with or provided for in this Constitution and not involving an amendment to this Constitution shall be dealt with by the Committee.
- b) The Committee shall from time to time determine the address constituting domicilium citandi et executandi of the Association.

## 10. **ALTERATIONS TO THE CONSTITUTION**

The provisions of the Constitution may be amended with the consent of not less than two thirds of the fully paid-up membership attending and voting at an AGM or a SGM properly convened under the terms of this Constitution. Proposed changes to the Constitution must first be approved by all chapters before being implemented by the Executive Committee.

## 11. **DISSOLUTION**

The ISAA may at any time be dissolved by a resolution passed by a resolution of three quarters of the paid-up members attending and voting at an AGM or a SGM. At least twenty one days notice shall be given to the membership by the Secretary of the intention to table such a vote. If such a vote is carried, the assets and property of the ISAA shall be disposed of in such a manner as the Committee for the time being appointed shall deem fit.