



# IRISH SOUTH AFRICAN ASSOCIATION

## CONSTITUTION



Government of Ireland  
Emigrant Support Programme



An Roinn Gnóthai Eachtracha agus Trádála  
Department of Foreign Affairs and Trade

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  
i.e .ISAA - CT, ISAA – Gauteng, ISAA- KZN
- 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.
- e) Proposed changes to the Constitution must be first be approved by each chapter at their respective Annual General Meeting before being brought to the Executive Committee for final discussion & implementation.

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 culture in all its forms, including literature, theatre, dance and music.
- c) To act as a forum and contact point for all things Irish.

- d) At the AGM the committee will table the objectives to be achieved the following year as well as a three year plan, including reasons or factors that have impacted on the prior year's plan. This plan will at all times highlight and seek to implement the objectives adopted in the Constitution

### 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**

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 objective.

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 co-ordinated 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 at the following Annual General Meeting (AGM ), provided the accumulative number of years that they have served does not exceed nine (9) years. Committee members who have already served an accumulated 9 year term will only be eligible for re-election to the Committee either as an ordinary members or an office bearer

after a period of three (3) years has lapsed from the completion of their last term of membership on the Committee.

- 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. It is recommended that the position of Chairperson and Treasurer should be held by two distinct Committee members. An office bearer or ordinary committee member, who has served on the Committee for the maximum number of years under the Constitution, is permitted to be co-opted onto the Committee in an advisory capacity only until they are again eligible to serve on the Committee, as an ordinary member or as an office bearer, as per the rules stated in the Constitution.
- 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 and a Vice-Chairperson. 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 once per year 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) Appointment of an Examiner of the Accounts for the ensuing year.
  - (iv) Election of members of the Committee
  - (v) Consideration of proposals for alterations to the Constitution.
  - (vi) 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 meeting of a Committee, 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 and withdrawals will be made only upon the signature of two members of the Committee, of whom shall be an office bearer.
- 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 and the Examinee of the Accounts together with a budget for income and expenditure for the next financial year.
- k) At least once per year the financial statements of the ISAA shall be audited by the Examinee of the Accounts.
- l) Property of the ISAA shall be vested in a Trustee Committee of the ISAA appointed by the Committee for this purpose.
- m) Bi-Annual Financials, in line with the Emigrant Support Programme (ESP) reporting, will be prepared by each chapter and tabled at the respective chapter committee meeting.



- n) The use of a wireless portable bank card device will be used to accept payments. Payments in cash is not recommended and will be phased out.
- o) Two quotations to be obtained for all purchases over R9,000- €500.
- q) All invoices to be authorized by two committee members either physically signed or by reasonable electronic means and retained for audit purposes.

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 and a meeting properly convened under the terms of this Constitution for that purpose.

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 any meeting of the ISAA. 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.

## **Child Protection Policy Statement**

1. The ISAA is committed to providing a safe environment for children and young people who attend any events hosted by the Association.
2. In this regard children's welfare and safety is our top priority.
3. We only permit the membership of children ("minors") to our Association where their parents/guardians are members and have availed of a Family Membership subscription, where available.
4. While we are an Association with an aim to foster and support families of our membership, not all functions are suited by their nature for the attendance of minors. Members will be advised accordingly to suitable exceptions.
5. In the event that the function does permit minors, members will be required to accompany their minor children themselves and shall be at all times responsible for their wellbeing and care.
6. Should it be agreed that there be entertainment laid out for the children then suitable background checks will be undertaken and assurances sought from those providing the entertainment as deemed necessary and appropriate at the time.
7. We are committed to keeping children and young people safe and from harm's way. We are to report any concerns about the children's welfare and to uphold the law as it governs minors in South Africa, in particular but not limited to the provisions of the Child Care Amendment Act 86 of 1991.

## **Declaration of Interests policy**

1. Purpose;  
The purpose of this policy is to assist the Committee of the Irish South African Association ("ISAA") in identifying, recording and managing any conflicts of interests in order to protect the integrity of the ISAA and to

ensure that all persons engaged in the affairs of the ISAA act at all times in the best interests of the Association.

2. Objective;

The objective of this policy is to ensure that the Committee members of the ISAA is aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure that they effectively manage those conflicts of interest as Committee members and or office bearers of the ISAA.

3. Definition of Conflicts of Interest;

A conflict of interest, including a potential conflict of interest, arises in any situation in which an ISAA Committee member's personal interests, including those relating to family/external work etc. could or could be seen to, prevent or impair the ISAA from making a decision in the best interest of the organization. Care must be taken to avoid conflicts of interest and /or the potential for it and in the case of uncertainty, such conflict or potential conflict is to be put to the Committee to decide.

4. Policy;

This policy has been developed because conflict of interests commonly arise and do not need to present a problem if they are openly and effectively managed. It is the policy of the ISAA, as well as the responsibility of its Committee members, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not interfere with the obligations of the ISAA.

The ISAA, to manage conflicts of interest, requires Committee members to:

- Avoid conflicts of interest where possible
- Identify and record any conflict of interest
- Carefully manage any conflicts of interest, and
- Follow this policy and respond to any breaches.

5. Identification, disclosure and action;

Once an actual, potential or perceived conflict of interest is identified, it must be entered into a register of interests as well as being raised with the Committee. The register of interests must be maintained by the Secretary and record all information related to a conflict of interest, including the nature and extent of the conflict of interest and any steps taken to address it.

Once the conflict of interest has been appropriately disclosed, the Committee excluding the disclosing party or impacted person must decide whether or not a conflict arises, debate on the matter and vote on the appropriate action. Taking into consideration the appropriate action, the Committee must decide whether the conflict will realistically impair the

disclosing persons capacity to impartially participate in decision-making, the Associations objectives and resources and the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of the Association.

The approval of any action requires the agreement of the majority of the Committee, (excluding the disclosing or impacted party) who are present and voting at the meeting. All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

If the Committee has a reason to believe that a person, subject to this policy, has failed to comply with the policy, it will investigate the circumstances. If it is found that this person failed knowingly to disclose the conflict of interest, the Committee may take action against the said person, in which sanction may include requesting that the person resign from the Association.

## **Data Protection Policy**

The ISAA recognizes and abides by the data protection policies and requirements as set down in the Protection of Personal Information Act 4 of 2014 (POPI) (SA) and the General Data Protection Regulation (GDPR) (EU) 2016/679. Accordingly, the ISAA will implement the following;

- I. A secure off-site cloud (or hybrid cloud) hosting solution with an external hosting provider in order to secure the data of the Members (“data subjects”) and to provide data security and continuity in the form of regular secure backup of data.
- II. Data policy terms will be agreed with the external provider to ensure the protections as per 6I above.
- III. Data subject personal information, provided knowingly and with consent by the members will be held as long as the members remain members, where after destroyed, and may be updated or amended by the members upon request.
- IV. Members, having opted in to receive notifications from the ISAA will be provided the opportunity to “opt out” such notifications should they so wish.
- V. In accordance with South African law, data subjects will be advised in the event of a data breach and of the steps to take and being taken to protect their data.
- VI. The retention of data will be maintained strictly in accordance with the legal requirements of South Africa which has dedicated retention provisions such as are found in South African fiscal and data legislation.