

# SOUTH AFRICAN ARCHAEOLOGICAL SOCIETY

## CONSTITUTION

### 1. NAME

- a. The name of the Society is the South African Archaeological Society. The Society is a registered Non-Profit Organisation, number NPO 024-893.
- b. The Society shall be a body corporate existing independently of its members, council and office bearers as a legal persona. As such, the Society is capable *inter alia* of owning property, both movable and immovable, and of suing and being sued in its own name.
- c. The Society's continued existence shall be unaffected by changes of membership and/or office bearers.

### 2. OBJECTS

The objects of the Society are to:

- a. encourage and foster interest in and support for the study of archaeology and archaeological research;
- b. promote adult education by way of lectures, seminars, symposia, educational programmes and excursions;
- c. publish reports and other literature on archaeology and build up and maintain a library for use of members;
- d. promote conservation and create awareness, under professional guidance, of terrestrial and maritime archaeological sites, materials, collections or records;
- e. cooperate with other bodies and individuals in promoting archaeological and multi-disciplinary studies and research; and
- f. raise or borrow funds, acquire or dispose of any property, and do all such other things as may promote the fulfilment of the above objects.

### 3. FINANCIAL YEAR

The Society's financial year shall begin on 1 January of each year.

### 4. MEMBERSHIP

#### a. ***Classes of membership***

The Society shall comprise:

- i. Honorary members elected by Council in terms of Section 5.f.iii for a specified period or for life, in recognition of services rendered to the Society or in furtherance of the Society's objects;
- ii. Life members elected in terms of the provision for life membership in force up to 31 December 1978 only;
- iii. Ordinary members, being individuals;
- iv. Joint/Family members, being a couple, whether married or life-partners, living at the same address, or a family consisting of parent/s and children under the age of 25, who pay one joint subscription;
- v. Institutional members, being universities, museums, libraries and similar cultural institutions;
- vi. Corporate members, being registered companies, financial institutions and similar corporate bodies; and
- vii. Junior members, being individuals under the age of 25 years.

- b. **Membership applications**
- i. Applications for membership shall be submitted on the prescribed form, either by internet or by mail to the Society's head office, or by hand to a branch representative for onward transmission.
  - ii. Membership will commence on payment of the appropriate subscription.
- c. **Annual subscriptions**
- i. Annual subscriptions shall be determined by Council from time to time.
  - ii. At the request of, or on application to, the branch to which they are affiliated, pensioners who have been long-standing members of the Society may be granted a reduced subscription rate after approval by Council.
  - iii. Invoices for annual subscriptions shall be sent by mail or e-mail to all members by not later than 15 January each year.
  - iv. Annual subscriptions shall be payable to the Society on or before 31 January each year.
  - v. Membership will lapse if the subscription is not received by 31 May each year.
  - vi. Annual subscriptions do not apply to Honorary Members.
- d. **Rights and conditions of membership**
- i. Every Honorary, Life, Ordinary, Institutional, Corporate and Junior member shall be entitled to exercise one vote, or two votes in the case of Joint/Family members, on any resolution submitted to members at a meeting of the Society or in a postal or e-mail ballot to the Society's members.
  - ii. Every member (other than Joint/Family members) shall be entitled to receive on publication one free copy of the Society's periodicals (*The South African Archaeological Bulletin*, *The Digging Stick* and the *Goodwin Series*). Joint/Family members shall be entitled to one free copy of each periodical only. All members shall be entitled to purchase additional copies of the Society's periodicals and other publications on such special terms for members as Council may determine.
  - iii. Every member of the Society shall be entitled to participate at his or her own risk in the activities of the Society and any of its Branches, but may not vote at any meeting of a Branch at which he or she does not rank as a member in terms of Section 7.a.iv.
  - iv. Where a member's subscription is four (4) months or more in arrears, his or her rights to participate in the Society's activities, to vote and to receive or purchase periodicals or occasional publications on special terms may be wholly or partly suspended or cancelled at the discretion of Council.
  - v. Membership shall not confer any right, title, interest or claim in or to any of the Society's moneys, property or assets nor impose any liability on members other than of unpaid subscriptions or moneys owed to the Society.
  - vi. Council shall be entitled to refuse or to cancel membership in the interests of the Society. No reason for such an action need be given.

## 5. CONTROL AND MANAGEMENT BY COUNCIL

- a. **Composition**
- The control and management of the Society's affairs during each year shall be vested in a Council elected from members of the Society in good standing. The Council shall comprise:
- i. a President and Vice-President elected biennially by the Council at its meeting in June;
  - ii. an Honorary Secretary and a Treasurer elected every five (5) years by the Council at its meeting in June;
  - iii. members elected annually by each Branch Committee on the basis of no more than one member of Council for every complete one hundred (100) of its members in good standing who rank as members in terms of Section 7.a.iv. Branches with a membership of less than one hundred (100) shall be entitled to one member of Council. A Branch Committee with members

outside of Cape Town is entitled to appoint a representative with voting rights to attend and act on their behalf at Council meetings.

- iv. one (1) member elected every five (5) years by the Council at its meeting in June to represent the interests of members of the Society who are not members of any Branch;
- v. up to two additional members whom Council shall have the power to co-opt for a specified period of no more than five years for reasons of particular expertise beneficial to the Society;
- vi. one (1) member appointed by Council as Editor of *The Digging Stick* reviewed as and when required; and
- vii. one (1) or two (2) member/s appointed every five (5) years by the Editorial Committee of the *South African Archaeological Bulletin*.

b. ***Vacancies on Council***

Council may fill any vacancy, however arising, from amongst the membership of the Society until the end of the current term of office of the Council.

c. ***Duties***

The duties of the Council shall be to:

- i. further the objects of the Society;
- ii. control and administer the affairs of the Society;
- iii. ensure that complete and true records are maintained of the transactions of the Society and its Branches;
- iv. convene an Annual General Meeting of members each year in terms of Section 8 and any other meetings as prescribed in this Constitution;
- v. appoint an auditor subject to confirmation of such appointment at the next Annual General Meeting, and to cause the books of account and securities to be regularly audited;
- vi. ensure the high standards and regular distribution of the Society's publications; and
- vii. administer those funds donated or bequeathed to the Society for special purposes in such a manner as to benefit the special purposes as defined; hold such funds in accounts separate from the ordinary finances of the Society; retain their capital value; and make provision to enhance this value in consideration of inflation.

d. ***Powers*** Without in any way limiting its general powers of conducting the affairs of the Society and in addition to other powers granted under this Constitution, the Council shall have the power on behalf of and in the name of the Society to:

- i. operate accounts with any bank or any other registered financial institution;
- ii. purchase, acquire, invest, lease, exchange, sell or otherwise dispose of any property, rights or assets, and to borrow against such security;
- iii. appoint by resolution authorised signatories to operate on accounts and deal with assets in the name of and on behalf of the Society;
- iv. appoint by resolution the Honorary Secretary or his or her deputy to institute or defend legal proceedings on behalf of the Society;
- v. appoint, suspend or discharge any employee of the Society, and fix his or her remuneration and duties;
- vi. make, amend and repeal rules for the proper conduct of the Society's affairs and of its members in relation to the Society's activities;
- vii. delegate such of their powers as may be necessary and at any time to cancel such delegated powers in whole or in part;
- viii. delegate editorial duties for the Society's publications and monitor performance; and
- ix. negotiate with appropriate institutions for best practice with regard to distribution of the Society's publications online.

e. ***Chairmanship***

The President shall be empowered to attend and to act as Chairman at any meeting of Council, the Executive or any Council committee. The Vice-President shall be

similarly empowered to act where the President cannot or does not do so. Failing the President and Vice-President, each meeting shall appoint its own chairman. The chairman shall have a casting vote as well as a deliberate vote.

f. **Meetings**

- i. Council shall normally meet quarterly but other meetings of Council may be convened at the request of:
  - (a) the President and/or the Vice-President, or
  - (b) not less than five (5) members of Council, or
  - (c) the Executive.
- ii. Five members shall constitute a quorum.
- iii. Voting shall be by simple majority, except that:
  - (a) the election of Honorary Members or
  - (b) any proposal under Section 4.c.vi (refusal or cancellation of membership) or
  - (c) any proposal to move the location of the Society's headquarters to a new areashall require the personal support of every member of Council to be exercised by vote at a meeting or by a written submission to the Honorary Secretary. The right to vote on these proposals may not be delegated.
- iv. A Council member who is unable to attend any meeting or meetings of Council shall notify the Secretary beforehand of his or her inability to attend, and provide the reason therefor. Except as provided in Section 5.f.iii, he or she may by written proxy lodged with the Secretary prior to any meeting or meetings authorise another member of Council or, in the case of members elected under sub-section 5.a.iii, another member of the Branch Committee to speak and vote for him or her.
- v. At the request of a Branch, and at the discretion of the Society's Treasurer, Council may authorise the payment of travel expenses for a Branch Chairman living outside of Cape Town to attend one Council meeting during his/her term of office.
- vi. At the discretion of the Treasurer, Council members may be remunerated for travel expenses incurred in attending Council meetings, provided that a record of such claims is kept.

**6. EXECUTIVE**

The duties and powers of the Executive shall be determined from time to time by Council. The Executive shall meet as and when deemed necessary by the Honorary Secretary or Treasurer and shall consist of the President, Vice-President, Honorary Secretary and Treasurer.

The Honorary Secretary shall be responsible for the supervision and co-ordination of the Executive's activities.

**7. BRANCHES**

a. **Organisation**

- i. At the discretion of the Council, new Branches comprising not less than twenty (20) members of the Society may be formed within the Society and shall adopt a name and a Constitution approved by the Council.
- ii. Any alteration to the Constitution of a Branch shall require the prior approval of Council.
- iii. Council shall define the area of jurisdiction of each Branch and, after consultation with any Branch concerned, shall decide on any alteration to its name and area of jurisdiction.
- iv. All Honorary, Life, Ordinary, Joint/Family and Junior members of the Society domiciled within the area of jurisdiction of a Branch shall for the purposes of

this Constitution rank as members of such Branch (Joint/Family members being treated as two members). Proper books of account and minutes of all meetings shall be kept by each Branch. Copies of all minutes shall be sent to the Honorary Secretary at the same time as they are issued locally. Copies of annual Branch Treasurers' reports shall be sent to the Council Treasurer after each Branch Annual General Meeting.

- v. A Branch will dissolve automatically if membership drops below 20.

b. **Activities**

In respect of all activities appropriate to a Branch of the Society, each Branch shall be autonomous, but a Branch shall have no power to act or speak in any matter affecting the Society, the Council, the Executive or any other Branch except as directed by Council.

c. **Finance**

- i. Any amounts paid to Branches that are due to the Society shall be remitted to the Treasurer of the Society immediately with such details as he or she may require.
- ii. To assist in financing the activities of a Branch that are in furtherance of the Society's objects, Council is empowered to contribute to a Branch a percentage of that Branch's total subscriptions received by the Treasurer of the Society for that year. The percentage shall be determined and reviewed periodically by Council.
- iii. In addition, a Branch may raise funds by donation, sales, functions or similar means, and by annual and occasional charges levied on its members for participation in its activities. Amounts so raised shall remain the sole property of the Branch.
- iv. The liabilities of a Branch shall devolve on the members of that Branch only and no liability therefor shall devolve on the Society or on other members of the Society as a whole. Branches shall have no right, title, interest or claim in or to any assets of the Society.
- v. If a Branch is dissolved, all the books and records of that Branch shall become the property of the Society. If a Branch has to be dissolved and there is no constitutional provision therefor, Council shall have discretion to arrange for the dissolution and for the disposal of the assets of the Branch.

**8. ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held not later than 30 June each year. The date, time and place shall be determined by Council with a view to rotating the venue as far as practicable round Branches.

a. **Notices**

At least:

- i. three (3) months prior to the meeting members shall be informed by preliminary notice of the date, time and place of the meeting with a request to submit to the Secretary within one (1) month any proposals for inclusion in the agenda;
- ii. two (2) months prior to the meeting, members' proposals must be in the hands of the Honorary Secretary and must state in specific terms the resolution to be put to the meeting and reasons therefor;
- iii. one (1) month prior to the meeting the formal notice and agenda will be dispatched to all Branch secretaries for circulation to members by email.

b. **Chairmanship**

The Chairmanship shall be by order of priority: the President, the Vice-President, a Council member, or a chairman appointed by the Branch committee hosting the meeting.

- c. **Proxies**  
A member unable to be present may appoint by written proxy another member in person, or failing him or her, the Chairman or Honorary Secretary, to speak and vote on his or her behalf. Proxies must be in the hands of the Honorary Secretary at least forty-eight (48) hours before the meeting.
- d. **Quorum**  
Twenty (20) members shall constitute a quorum. If a quorum is not present, the Chairman shall have discretion to take into account written proxies in order to make up the minimum of twenty (20), or adjourn the meeting until such time and place as Council may determine when those present shall form a quorum.
- e. **Voting**  
Voting shall be by simple majority, except where otherwise required by this Constitution. Voting will be by a show of hands or, at the Chairman's discretion, by ballot.

## 9. SPECIAL GENERAL MEETING

A Special General Meeting may be convened at any time by the Executive with the agreement of the President or Vice-President. A Special General Meeting shall be convened by the Executive on the written request of at least ten (10) members provided that:

- i. the request is signed by all the members supporting it;
- ii. the proposal is set out as a resolution in proper form and in specific terms;
- iii. the reasons for proposals are given;
- iv. compliance with these requirements has been confirmed by Council.

The date, time and place of any Special General Meeting shall be determined by Council. The notice of meeting with the terms of the resolution and reasons therefor shall be issued to members at least two (2) months before the meeting. The quorum at any special meeting shall be twenty (20) members. If a quorum is not present, the meeting shall stand adjourned and be reconvened at such time and place as Council may determine. The procedure for Annual General Meetings under Section 8 regarding chairmanship, proxies and voting shall also apply to Special General Meetings.

## 10. ALTERATIONS TO CONSTITUTION

In this Constitution the masculine shall include the feminine, the singular the plural and vice versa. No alteration to this Constitution, whether by addition, deletion, substitution or other change, shall be valid except on a resolution adopted by at least a three-fifths (60%) majority of members voting either:

- i. in person or by proxy at an Annual General Meeting or a Special General Meeting; or
- ii. at the discretion of Council, by e-mail ballot, subject to a minimum of one (1) calendar month being allowed for the return of votes from the date of posting the notice; and
- iii. the results being checked by two (2) scrutineers;
- iv. provided that the resolution with reasons therefor shall have been set out in full in the notice convening the meeting or calling for email votes; and
- v. provided furthermore that all amendments to the Constitution be submitted to the South African Revenue Services.

## **11. PROFIT OR GAINS**

No profit or gains shall be distributed to any person and all funds of the Society shall be utilised solely for investment or for the objects for which the Society has been established.

## **12. DISSOLUTION OF THE SOCIETY**

The Society shall be dissolved on a resolution adopted by at least three-fifths (60%) majority of members voting together, either:

- i. in person or by proxy at an Annual General Meeting, or at a Special General Meeting called for the purpose; or
- ii. at the discretion of the Council, by postal or e-mail ballot; and
- iii. provided that the resolution with reasons therefor, including the proposed disposal of assets, shall have been set out in full in the notice convening the meeting or calling for postal or email votes, and further that neither the meeting nor the date required for the return of postal or e-mail votes shall be less than thirty (30) days from the date of the posting of the notice.
- iv. A quorum at such a meeting shall be twenty (20) members or their proxies. If a quorum be not present the meeting shall stand adjourned for not less than one week and members attending such meeting shall constitute a quorum.
- v. If upon dissolution of the Society there remain any assets (to include library, collections, books, shelving, computers, furniture, office equipment and such like together with minutes, registers and other records), such assets after discharge of all liabilities shall not be paid or distributed to members but shall be transferred to a society, association, organisation or company with similar objects to those of the Society, which is within the Republic of South Africa and which is itself exempt from estate duty, or failing this to the Iziko South African Museum.

**DATE:** Approved by the membership at a Special General Meeting in Cape Town on 9 September 2014