

# SOUTHERN AFRICAN SOCIETY FOR QUATERNARY RESEARCH

## CONSTITUTION

(As revised on 3 July 1970, 12 March 1973, 12 October 1973, 2 June 1975, 12 July 1979, 29 May 1981, 5 March 1982, 18 March 1983, 9 March 2017, 25 June 2022, 2 November 2023)

### 1) NAME

The name of the Society shall be 'Southern African Society for Quaternary Research'.

### 2) OBJECTS

The objects of the Society shall be:

- a) To encourage and advance the study of Quaternary science and related questions in southern Africa.
- b) To recommend from time to time to the National Research Foundation (hereafter, NRF) the names of suitable persons to be appointed to the South African National Committee of INQUA.
- c) To initiate, propose and stimulate Quaternary research projects
- d) To be responsible for the arrangement of periodic meetings.
- e) To stimulate the interest of young scientists in the Quaternary and to encourage the provision of posts that will allow their professional entry into the field.
- f) To impress upon the governing bodies of museums and universities the various needs of Quaternary research in southern Africa.
- g) To make representations to the appropriate authorities for salvage and conservation operations.

### 3) HEADQUARTERS

The Administrative Offices of the Society shall be in such place in Southern Africa, and for such length of time, as Council may, from time to time, decide.

### 4) MEMBERSHIP

- a) The Society shall consist of Honorary, Ordinary and Early Career Members.
- b) Persons who have rendered distinguished service to the study of the Quaternary or to the Society may be elected Honorary Members.
- c) Ordinary Membership shall be open to all who work, or have an interest, in the field of Southern African Quaternary studies.
- d) Early Career Membership shall be open to those who are full-time students at recognised educational institutions or who are within five years of obtaining their terminal degree.
- e) Any person desirous of joining the Society shall apply for admission on a prescribed form.
- f) All Honorary, Ordinary and Early Career Memberships shall be confirmed by Council.
- g) Any Member of the Society shall have the right to submit in writing to Council a nomination for Honorary Membership, provided the proposal is accompanied by a statement of motivation and signed by two Members in good standing.

h) When an applicant for membership is admitted, or transferred from one class to another, his/her name and class membership shall be announced at the next General Meeting of the Society after such transfer shall have been effected by Council.

i) When an Honorary Member has been elected by Council, his/her election shall be announced at the next General Meeting of the Society.

5) **PRIVELEGES OF MEMBERS**

a) Honorary Members and Ordinary Members in good standing shall be eligible for all offices of the Society, shall have the right to vote at all General Meetings of the Society and shall receive all ordinary publications that may be issued by the Society.

b) Early Career Members of the Society shall receive all ordinary publications which may be issued by the Society, and shall be eligible to serve as, and vote for, the Early Career Representative.

c) Members or office bearers of the organisation do not have rights over things that belong to the organisation.

6) **TERMINATION OF MEMBERSHIP**

a) Members may resign at any time by giving written notice to the Secretary.

b) After due enquiry, and after due notice has been sent to the Member concerned, Council shall have the power to strike off the roll of the Society the names of Members whose subscriptions are more than one payment term in arrears.

c) After due enquiry, and after due notice has been sent to the Member concerned, Council shall have the power to remove from the membership roll the name of any Member whose continued membership is found to be inconsistent with the objects and interests of the Society, provided that this decision is confirmed by a majority vote, either at a meeting or by electronic ballot. A quorum of 33% of Members in good standing is required for such a vote.

7) **MANAGEMENT**

a) The management and control of the Society shall be vested in Council, which shall have full power to carry out all or any of the objects of the Society, and shall transact all business on its behalf, subject to the Constitution.

8) **COUNCIL**

The Council shall comprise:

a) President

b) Immediate Past President

c) Vice-President (President Elect)

d) Secretary

e) Treasurer

f) Newsletter Editor

g) Early Career Representative

h) The member of the National Committee for INQUA who is appointed by the NRF to act as the official liaison officer with SASQUA.

9) **ELECTION OF COUNCIL**

a) Nominations for Council shall be sought from the Members of the Society at least three months in advance of the Biennial General Meeting.

b) Councillors shall be nominated on a prescribed form by not fewer than two Members of the Society who are in good standing.

- c) Honorary and Ordinary Members in good standing shall be eligible for nomination as Member of Council.
- d) Nominations and elections will be carried out via an electronic process that enables all Members in good standing to participate.
- e) The election of officers will be carried out prior to the Biennial General Meeting. Results will be announced at the Biennial General Meeting.

#### 10) VACANCIES

- a) Council shall have the power to fill any vacancies on Council that remain after the Biennial General Meeting, or that occur between two successive Biennial Meetings.

#### 11) TERM OF OFFICE

- a) The new Council shall assume office immediately after the Biennial General Meeting and shall remain in office until the close of the following Biennial General Meeting.
- b) Officers shall be elected for the inter-conference period and all but the President and Vice President shall be immediately eligible for re-election.
- c) The retiring President shall not be eligible for re-election as President but shall serve one further term of office as Immediate Past President.
- d) The Vice President shall assume office as President after serving one term as Vice President.
- e) If the Vice President is unable to assume the office of President, a process of nomination and election for the office of President will be held in accord with Council election regulations.
- f) The Treasurer may be re-elected for further terms.
- g) The organisation will continue to exist even when its membership changes and there are different office bearers.

#### 12) MEETINGS OF COUNCIL

- a) Council shall meet at least once a year and shall be presided over by the President or, in his/her absence, by the Vice-President or, in the absence of both of them, by a Chair appointed by the Meeting from its own number.
- b) Ordinary Meetings of Council shall be held during the Biennial General Meeting and, in those years when the Biennial General Meeting is not held, at such time and place as Council may conveniently decide.
- c) Extraordinary Meetings of Council shall be held on the written request of not fewer than four Members of Council, or if the President, after consulting with the Vice-President and the Secretary, thinks fit to call such a Meeting. At all Extraordinary Meetings, only the business for which such Meeting has been called and which has previously been notified to Members of Council, shall be transacted unless by the unanimous consent of the Members of Council present at such meeting.
- d) Due and proper notice of all Council Meetings shall be given to all Members of Council.
- e) At all meetings of Council, four Members shall form a quorum.
- f) At all meetings of Council, all matters that do not require a vote by Ordinary and Early Career Members in good standing, shall be decided by a majority of votes cast. The voting shall ordinarily be decided by a show of hands but a secret ballot may be demanded by any Member, and shall thereupon be taken. The Chair shall have a casting vote where the vote is tied.

#### 13) POWERS AND FUNCTIONS OF COUNCIL

- a) Council shall have power to appoint committees for such purposes and with such powers as Council shall determine.

- b) Subject to the provisions of the Constitution, Council may regulate its own procedure and, for the better functioning of the Society, shall have the power to make bye-laws which shall not be inconsistent with the laws of the Constitution, and to repeal and amend existing bye-laws.
- c) All funds, property and assets of the Society shall be vested in Council, which shall stand possessed thereof in trust for the Society. The funds of the Society shall be used for the promotion of the objects of the Society in such manner as Council may, from time to time, determine. Council shall be the legal trustee of the Society and shall have the direction of all gifts or bequests made to the Society. Council shall have the power to establish an Endowment Fund, subject to such provisions as Council may determine.
- d) Council shall have the power to appoint a secretariat and to remunerate officials thereof. The secretariat shall hold office during the pleasure of Council and shall perform such duties as Council shall set forth.
- e) Council shall cause a complete register of the names, sufficient contact details and class of membership of all Members to be kept.
- f) Council, on behalf of the Society, shall have the power to institute and defend legal proceedings in the name of the Society. Any matter in dispute may be referred by Council to arbitration.
- g) Council shall arrange for the organisation of a Biennial Scientific Conference of Members of the Society, which shall be coupled with a business session, the latter to be known as the Biennial General Meeting.
- h) Council shall cause Minutes to be kept of all meetings. Minutes are to be kept by the Secretary, and forwarded to members in advance of the next Biennial Meeting, where they will be adopted by general vote.
- i) Council shall submit to each Biennial Meeting of the Society a Biennial Report, together with audited financial statements and balance sheets reflecting the finances of the Society at the end of each of the two previous financial years.
- j) The Council may take on the power and authority that it believes it needs to be able to achieve the objectives of the organisation.

#### **14) SUBSCRIPTIONS**

- a) Unless otherwise determined by Council, there shall be no entrance fee.
- b) Ordinary and Early Career Members of the Society shall pay a subscription fee of an amount to be determined by Council. The first subscription shall be due on becoming a Member and subsequent subscriptions shall be payable at or before the Biennial Scientific Conference, except where arrangements have been made to pay at other intervals.
- c) Council in its discretion may waive the payment of the whole or part of the subscription of a Member.

#### **15) FINANCE**

- a) The financial year shall end on 31 December.
- b) All cheques shall be signed by the Honorary Treasurer and by one other person authorised by Council.
- c) All sums received for life subscriptions shall be invested in the names of at least two Trustees appointed by Council. The fund so formed shall be called the Endowment Fund, and only interest arising therefrom shall be applied to the uses of the Society, except by resolution of the Council and a majority of SASQUA members.

- d) Whenever the balance in the hands of the Treasurer shall exceed the sum requisite for the probable or current expenses of the Society, Council may invest the excess as it sees fit.
- e) The Treasurer shall submit to Council for approval an annual account prepared by an independent firm of accountants summarising the financial affairs of the Society for the previous financial year. Thereafter, the approved account shall be presented at the Biennial General Meeting.
- f) The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it occasionally pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- g) The organisation's financial transactions shall be conducted by means of a banking account.

**16) TRUSTEES**

- a) Council shall have the power to appoint any person or persons to accept or hold in trust for the Society any money or property belonging to the Society, and to execute all such deeds and to do all such things as may be requisite in relation to any such trust.
- b) Council shall have the power from time to time to fill any vacancy, provided always that the appointment of any trustee or trustees shall be subject to confirmation at the next Biennial General Meeting.
- c) Upon recommendation and due notice of three months having been given, Council may, if such course be deemed expedient, cancel the appointment of any trustee or trustees.

**17) LITIGATION**

- a) The Society shall sue or be sued in the name of the Society, and service of process shall be made at the headquarters of the Society.
- b) Council may appoint one or more of its Members to take charge of any contemplated or pending litigation, and may empower them to do all such things and sign all documents as may be necessary to safe-guard the rights and interests of the Society.
- c) The organisation shall exist in its own right, separately from its members.
- d) Be able to own property and other possessions.
- e) Be able to sue and be sued in its own name.

**18) LIMITED LIABILITY OF MEMBERS**

- a) Any financial claims against Members of the Society shall not exceed the subscription due by them to the Society in the current year.

**19) MEETINGS OF THE SOCIETY**

- a) A Scientific Conference and a Biennial General Meeting of the Society shall be held at such time and place as may be determined each biennium by Council.
- b) The period between Scientific Conferences and General Meetings may be extended beyond two years if there are extenuating circumstances.
- c) Council shall have the power at any time to convene a Special General Meeting of Members to consider and deal with any matter of importance to the Society, provided that notice of such meeting shall be given to the Members at least one two months prior to the holding thereof, and provided that the matter to be considered shall be set out in such notice.
- d) Council shall summon a Special General Meeting of Members upon receipt of a written requisition signed by not fewer than ten Members of the Society, specifying the matter or matters to be considered at the Meeting.
- e) The quorum at the General Meeting shall be 33% of current Members.

- f) The business of any Special General Meeting shall be confined to the matters set out in the notice or in the requisition, unless by unanimous resolution of those present at such Meeting. Members unable to attend any Special General Meeting may record their votes in writing, prior to the holding of such Meeting.
- g) The President shall preside at all General Meetings of the Society, or in his/her absence, the Vice-President, or in the absence of both of them, a Chair appointed by the Meeting.
- h) Any business at a General Meeting shall be decided by a majority of votes cast by those Members entitled to vote who are present, or who have cast postal or electronic votes.
- i) For matters arising at the General Meeting that require a vote by all members in good standing, a ballot shall be prepared and distributed to all Members entitled to vote at least two months prior to the General Meeting.
- j) For matters that do not require a vote by all members in good standing, voting may be decided by a show of hands of the Members who are entitled to vote.
- k) Two scrutineers appointed by and from the Members present shall conduct the ballot.
- l) Each member in good standing shall be entitled to one vote.

**20) AMENDMENTS TO THE CONSTITUTION**

- a) Alterations or additions to the Constitution must be made by a resolution. This resolution shall be made by a vote by Members of the Society. Votes must be cast electronically.
- b) Amendments shall be accepted if seventy-five per cent or more of the votes cast by Members in good standing are in favour. A quorum of 33% of Members in good standing is required.
- c) A written notice, or electronic communication must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed, or the date of the electronic voting process. The notice must indicate the proposed changes to the constitution that will be voted upon.

**21) PROCEDURE BY WHICH THE ORGANISATION MAY BE WOUND UP OR DISSOLVED**

- a) The organisation may close down if at least two-thirds of the members present and voting at a special general meeting convened for the purpose of considering such matter, are in favour of closing it down.
- b) When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another nonprofit organisation that has similar objectives. The organisation's BGM or special general meeting can decide what organisation this should be.