

CONSTITUTION GRASSLAND SOCIETY OF SOUTHERN AFRICA

The Constitution of the GRASSLAND SOCIETY OF SOUTHERN AFRICA (as of 3 July 2020).

The various policies and other documents referred to therein may be found on the Society website and/or by contacting the Appointed Administrator.

PREAMBLE

Unless it appears otherwise from the context, words importing any one gender shall include the other two and words importing the singular shall include the plural and vice versa.

NAME AND LEGAL STATUS

1.

(a) The name of the organization is the "GRASSLAND SOCIETY OF SOUTHERN AFRICA" hereinafter referred to as the "Society". The Society has perpetual succession and legal existence independent of its members who shall not be responsible for any liabilities of the Society and who shall have no right to any of the assets of the Society. The Society may sue and be sued in any court of law in its own name and may be represented in any legal proceedings by the members for the time being of the Society or by any other person or persons nominated or delegated for such purpose by the Society.

(b) The Society is registered in terms of the Non-profit Organisations Act of 1997 of the Republic of South Africa and has been granted approval as a Public Benefit Organisation by the Tax Exemption Unit of the South African Revenue Service (NPO-053-937). Requirements to maintain the NPO standing must be met.

OBJECTS

2. The objects of the Society are to:

(a) Promote and advance the study and sustainable management of rangelands and pastures.

(b) Create opportunities for scientists and technologists working in any field relevant to

the management of rangelands and pastures in Africa, as well as promote the exchange of knowledge amongst scientists, technologists and managers of rangelands and pastures;

(c) Collect and disseminate knowledge and information in the field of rangelands and pastures, and associated ecological and agro-ecological scientific disciplines, through the medium of conferences, workshops and publications;

(d) Promote liaison with other societies with similar or common interests both in Africa and abroad;

MEMBERSHIP

3.

(a) The membership of the Society shall consist of Honorary Members, Ordinary Members, Grassland Guru Members, as well as Professional Members and Life Members.

i) An Honorary Member shall be a person whom the Society wishes to honour by reason of meritorious services rendered for the realization of the objects of the Society or by reason of his eminence in science as provided under Paragraph 10(c). Honorary Membership is conferred for life.

ii) Ordinary members are persons who are active in the field of rangeland and/or pasture science and/or management, and the associated natural ecosystems and agroecosystems. Ordinary Members require suitable academic qualifications as recognised by Council, or are admitted to this status by Council on the grounds of knowledge of, interest in, or their contribution to the advancement of these above-mentioned fields.

iii) Any Professional or Ordinary or Associate Member on reaching the age of 65 may elect to become a Grassland Guru Member at a reduced rate.

iv) A Professional Member is an Ordinary Member who was accepted to the Professional Register by the Professional Affairs Committee prior to 2016. Professional Members are entitled to use the letters M.G.S.S.A. (Member of the Grassland Society of Southern Africa) in their signature, letters, and correspondence. Their conduct is governed by PROCEDURE FOR THE FUNCTIONING OF THE PROFESSIONAL REGISTER OF THE GRASSLAND SOCIETY OF SOUTHERN AFRICA. The PROFESSIONAL REGISTER will not accept new applications.

v) Life Members are Ordinary Members who invested a lump sum in the Society in lieu of regular fee payment during a limited offer made by Council in 1990/91. No new Life Membership applications will be accepted.

(b) Candidates for membership:

i) shall make their application on the website of the Society. Full curriculum vitae must be included in the application. The application details will then be forwarded by the Appointed Administrator to the Council.

ii) Acceptance of an application shall be within the absolute discretion of the Council.

iii) On acceptance of his application, every new member shall be duly notified by the Appointed Administrator of his admission to the Society. All Members shall be considered bound by the provisions of the CONSTITUTION and any amendments thereto.

iv) All members duly elected shall be entered according to class of membership on a list of members of the Society which shall be known as the 'Register'.

(c) Any member may resign from the Society by submitting a written resignation to the Appointed Administrator. A list of resigned members will be submitted by the Appointed

Administrator to the Council at its next meeting.

(d) The Council may terminate the membership of any member whose continued membership would, in its opinion, be contrary to the interests of the Society.

(e) The Appointed Administrator may terminate Membership if fees are not received by the due date as set out under Paragraph 8 (b) or, in the case of new members, within 30 days of notification of acceptance, and a list of these terminations will then be forwarded by the Appointed Administrator to the Council. Any of these members wishing to reinstate their membership will be liable for a re-joining fee.

(f) Cessation of membership of the Society for any reason shall entail forfeiture of all rights to all privileges of membership of the Society.

COUNCIL

4.

(a) The Council shall consist of the following office bearers:

- i. President;
- ii. Vice-President;
- iii. Immediate Past President;
- iv. Honorary Secretary;
- v. Public Relations Officer;
- vi. Honorary Treasurer;
- vii. Appointed Scientific Editor;
- viii. Appointed Publication Editor;
- ix. Appointed Website Editor; and
- x. Up to four additional members.

(b) Subject to Paragraph 7(h), with the exception of the Vice-President, and Appointed Editors, Councillors shall be elected biennially at and by the Annual General Meeting of the Society. Nominations shall be in writing at a time before the Annual General Meeting as stipulated in 4(b) i) and subject to a vetting process by the Council as stipulated in 4(b) ii), properly seconded by a Member in Good Standing and accompanied by a written

statement by the nominee that he is prepared to accept office.

i) Nominations for additional members shall be received by the Honorary Secretary at least 1 hour before the Annual General Meeting, while nominations for the Honorary Secretary, the Public Relations Officer, and the Honorary Treasurer shall be received at least 21 days before the Annual General Meeting.

ii) Nominees for the positions of Honorary Secretary, Public Relations Officer and Honorary Treasurer shall undergo a vetting process by the Council of the Society to ascertain that the nominee possesses the skills and resources necessary, in the opinion of the Council, for the fulfilment of the duties required of that position on Council for which they have been nominated.

(c) The Members of the Council shall continue in office until after the Annual General Meeting and Congress at which their Successors are elected.

(d) The newly elected Council members shall take office immediately after the Annual General Meeting and/or Congress at which they are elected.

(e) The Vice-President shall be elected each year and serve a term of one year. Should a member of the existing Council be elected Vice-President, their replacement will be appointed under Paragraph 4(h). Should the performance of the Vice-President not be satisfactory during his tenure, Council may elect to relieve him of his responsibilities.

(f) All retiring Councillors shall be eligible for re-election, except the retiring President, Vice-President and Immediate Past President, who serve a successive one-year term in each position. The President's office shall be filled by the retiring Vice-President, except where his post has been filled by an appointment as in paragraph 4(h) when the President for the ensuing year shall be elected at the Annual

General Meeting, or where the Vice-President is dismissed by Council

(g) The purpose and duties of the additional members will be stipulated by the Council.

(h) In the event of a vacancy occurring during the year the Council shall have power to appoint a Full Member to fill the vacancy for the remainder of the term. In the case of a vacant Vice-President position, the President and Immediate Past President positions may serve for two years, subject to their acceptance.

(i) Council has the power to co-opt one or more members for specific purposes.

(j) The retiring Council shall appoint the Scientific, Publication and Website Editors at the last meeting of their term.

(k) The Scientific, Publication and Website Editors are empowered to nominate additional Assistant Editorial Committees to be approved by Council.

(l) Only Members in Good Standing are eligible to serve on Council and the Editors' Committees.

(m) Council may approve and appoint a Journal Administrator annually. Remuneration must be presented and approved at the AGM by the Honorary Treasurer.

FUNCTIONS OF THE COUNCIL

5. Subject to the Constitution, the Council shall manage and administer the affairs of the Society under such directions as may be given from time to time by a General Meeting and the Council shall have the following powers and special duties:

(a)
i) The Council shall appoint an Administrator who shall be responsible for the day-to-day management of the administration and

operations of the Society, as well as the co-ordination and planning of the Society activities as approved by Council.

ii) A contract service agreement will be negotiated between Council and the Appointed Administrator detailing duties and remuneration, and it shall be reviewed and renewed on an annual basis.

iii) The Appointed Administrator will be the official representative of the Society on national and international databases as required, as well as the first point of contact for the Society.

(b) The President shall take the Chair at General Meetings, Congresses and meetings of the Council, or in his absence the Vice-President. In the absence of both these officers the meeting shall elect a chairman for the occasion.

(c) The Council shall cause minutes to be kept of all meetings of the Society, the Council, Committees and Congresses.

(d) All funds, assets and property, fixed or otherwise, of the Society, and the acquisition, administration or disposal thereof shall be vested in the Council.

(e) The Council may authorise by resolution, on such conditions as it may prescribe, such of its members as it may from time to time deem necessary, to sign any contract, agreement or other document which shall be binding on the Society. Council may appoint a minimum of two and a maximum of four signatories.

(f) i) All electronic financial transactions of the Society shall be conducted through a bank account, controlled and administered by the Honorary Treasurer and the Appointed Administrator under the direction of the Council.

ii) True accounts shall be kept of all moneys received and expended and of the assets and liabilities of the Society.

iii) All legal requirements as specified by the Companies Act and financial norms must be met and documentation submitted as required.

(g) No member of the Society shall be appointed to any salaried office of, or as a service provider to, the Society. No remuneration or other benefit shall be paid or given by the Society to any member of the Society, unless otherwise agreed to by a majority of the Executive Committee of the Council, and limited to the following cases:

i) Out-of-pocket expenses incurred by members while conducting work for the benefit of the Society and at the request of the Council; and

ii) The Scientific Editor who is entitled to receive an Honorarium, subject to approval by Council. The receipt of which shall be based on quarterly and annual reports approved by Council and an annual agreement.

(h) The Council shall make arrangements for the editing and publishing of Proceedings and Papers of the Society and shall decide what matter shall be included therein.

(i) The Council may recommend the establishment of branches of the Society in such places as it may please. The constitution of such a branch of the Society shall not come into force or effect until such time as it is sanctioned by a General Meeting. The Executive Committee of Council will be ex officio members of all branches and the Local Organising Committee for Congress.

(j) The Council may appoint committees for such purposes as it may deem fit. The President, Honorary Secretary, Honorary Treasurer and Public Relations Officer of the Council shall be ex officio members of all committees. In addition, the Council may appoint one or more members to outside committees or organisations to represent the Society.

(k) The council may by Resolution make Rules not inconsistent with the Constitution for the proper conduct of the business and affairs of the Society. These will be made available electronically to members.

(l) The Council shall submit to each Annual General Meeting a report on the activities of the Society and an audited statement of accounts for the preceding year. The Council shall appoint the auditor.

(m) The Full Council shall meet as often as it may deem necessary but not less than once per annum. At all meetings of Council four members shall constitute a quorum.

(n) Subject to paragraphs 7(h) and 10(c), matters brought before Council shall be decided by a majority vote and in the event of an equality of votes the Chairman shall have a casting vote in addition to a deliberative vote.

EXECUTIVE COMMITTEE

6.

(a) The Executive Committee shall consist of the President, Vice-President, Immediate Past President, Honorary Secretary, and Honorary Treasurer.

(b) This Committee shall possess all the powers and exercise all the functions delegated to it by the Council.

(c) The Executive Committee shall normally meet at least once every quarter and three members shall constitute a quorum.

GENERAL MEETINGS AND CONGRESSES

7.

(a) With the exception of General meetings, all business meetings may be conducted using digital platforms approved by Council.

(b) The Annual General Meeting and the Congress of the Society shall be held annually at such a place as the Annual meeting may determine. Under *force majeure*, a virtual

AGM may substitute for a physical AGM as an exception to Para 7(a).

(c) A Special General Meeting of members may be called at any time by the Council or a quorum of members (20%) if deemed necessary.

(d) The notice convening a General Meeting, together with the agenda, shall be dispatched to all members at least twenty-one days before the date of the meeting. The non-receipt of such notice by a member shall not invalidate the proceedings of such a meeting.

(e) At General Meetings and Congresses, 10% (ten percent) of the total number of members in good standing of the Society shall form a quorum. The total number of members in good standing will be provided to the President of the Council by the Administrator three hours before the Annual General Meeting is scheduled to begin.

(f) At General Meetings and Congresses, every Member in Good Standing who is present or has appointed a signed proxy in writing shall have the right to vote. Other parties present may take part in the discussions but shall not be entitled to vote. In the event of the votes at a General Meeting being equal, the Chairman shall have a casting in addition to a deliberative vote.

(g) Notices of Motion on constitutional changes to be placed before a General Meeting must reach the Honorary Secretary, in writing, at least 40 days before the date of the meeting.

(h) Only the business for which a Special General Meeting is called shall be dealt with by the meeting.

(i) Subject to Clauses 7(f) and 9 of the Constitution, a majority of votes shall decide any business before a general meeting or Congress. Voting shall be by a show of hands, except in the case of the election of office bearers under Paragraph 4(b) and 4(e) which

will be by secret ballot of the Full Members present.

SUBSCRIPTION FEES

8.

(a) All Members of the Society, with the exception of Honorary Members, shall be required to pay subscription fees. Annual subscription fees shall be decided by the Council and presented to the AGM by the Honorary Treasurer for approval.

(b) Annual subscriptions become due and payable to the Society on 1 October of the previous year and must be paid on or before 31 January of the current year. As per Paragraph 3(e), membership will be terminated after this date, and any members wishing to reinstate their membership will be liable for a re-joining fee.

(c) When a Member joins at any stage of the financial year he shall be liable for the full subscription of that year, except when he is accepted during the last three months of the year, in which case he shall be required to pay the full subscription for the succeeding year only.

(d) Members who are bona fide students are eligible to pay a reduced fee for a maximum of three years. Thereafter, only full-time students may apply for this reduction. Proof of registration will be required.

(e) Certificates of membership shall be issued for all Members in Good Standing on request.

AMENDMENT TO CONSTITUTION

9. This Constitution may be amended or amplified at a General Meeting, whether Annual or Special, called for that purpose provided that no amendment or amplification shall be made unless due notice of the amendment has been given to the members as provided in Clause 7(d) and the votes of two thirds of the Members in Good Standing who are present or have appointed a signed proxy

in writing and are entitled to vote at such meetings are recorded in favour of such amendment or amplification.

GENERAL

10. Awards

(a) Council may, at its annual Congresses, award prizes to members of the Society for meritorious achievement. Adjudication will be by a panel selected by the Executive Committee.

(b) Subject to 10(c) Council may honour any person whom it deems to have made an outstanding contribution to the realisation of the objectives of the Society. Such awards are described in the CRITERIA FOR GRASSLAND SOCIETY OF SOUTHERN AFRICA AWARDS. Properly motivated recommendations supported by at least two Members in Good Standing, may be forwarded to the Appointed Administrator, in writing, for submission to the Council at its next meeting.

(c) Honorary Membership together with the non-Congress Awards as described in CRITERIA FOR GRASSLAND SOCIETY OF SOUTHERN AFRICA AWARDS will be conferred only by secret ballot of members present at a Council meeting, notice having been given at the previous meeting of the proposal to bestow such awards. Not more than one dissenting vote is permitted for the award to be conferred.

(d) The conferring of Society Honours shall be announced only on the occasion of the Annual General Meeting or Congress.

11. The financial year of the Society shall extend from the 1st day of October to the 30th day of September of the following year.

12. The retiring President shall be required to deliver his presidential address during the Annual Congress.

13. In the event of the Society having to control any trust moneys, wholly or in part, and the


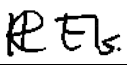
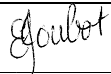
constitution of such funds stipulate that they be controlled by Trustees, such funds and persons shall be appointed and governed by the GRASSLAND SOCIETY OF SOUTHERN AFRICA TRUST DEED (Reference number: IT 2136/1994/PMB).

14. Each member of the Council shall be accountable only in respect of his own acts, and shall not be accountable for any acts done or authorized to which he shall not have expressly assented, and no member of the Council shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorized or suffered by him, done in good faith for the benefit of the Society, although in excess of his legal powers.

15. In case of any doubt as to the meaning or import of any portion of the Constitution, the interpretation of the Council shall be final and binding.

16. Should any emergency arise necessitating the Council, in the interest of the Society, taking action not covered by the Constitution, the Council shall have the power to take such action as may be necessary and it shall report the nature of such action to the members as soon as possible.

17. Should the Society be dissolved for any reason whatsoever, its assets, fixed or otherwise, shall be donated to a similar society or institution which has been exempted from income and donation taxes.

Signed by:
President: Debbie Jewitt

Honorary Secretary: Helena C Els

Administrator: Erica Joubert

Date: 3 July 2020