

# The Conchological Society of Southern Africa

(or any other operational name or title the Society may from time to time apply)

## CONSTITUTION

### 1. Name and Status

1.1. The name of the Society shall be The Conchological Society of Southern Africa or any other name or names the Society may from time to time agree upon, and specifically including "Shell Collectors SA", or the acronym "SCSA", and hereinafter referred to as "the Society".

1.2. The Society shall operate as a non-profit organisation and Club for the aims and goals as set out hereunder.

### 2. Interpretation of Terminology

2.1. Reference to the Society shall include any reference to the current name of the Society and any operational acronym.

2.2. Words in the singular include the plural, and words in the masculine include the feminine, unless the context provides otherwise. References to the operation of the Annual General Meeting shall apply *mutatis mutandis* to committees appointed by the Annual General Meeting.

### 3. Mission Statement

3.1. The mission of the Society is to provide a Southern African forum for interaction between shell collectors and other organisations, bodies and individuals with similar aims, for the greater enjoyment of their interest and the advancement of knowledge of shells.

### 4. Objectives

4.1. The objectives of the Society shall be:

- 4.1.1. to promote the collection and study of shells;
- 4.1.2. to protect and promote the interests of shell collectors;
- 4.1.3. to encourage the study of conchology and malacology and the development of a body of knowledge on molluscs;
- 4.1.4. to foster conchological practices which do not compromise the natural environment.

## **5. Powers**

- 5.1. To further its objectives the Society:
  - 5.1.1. is authorised and empowered to take all such steps as it may deem necessary to realise its objectives;
  - 5.1.2. shall be entitled to determine dues and levies, receive monies, and use funds for its activities and administration, and to take all steps pursuant thereto, including the operating of a bank account in the name of the Society, and to keep proper books of account;
  - 5.1.3. shall be entitled to hold meetings and shows, exhibits and educational and promotional presentations;
  - 5.1.4. provide an identification service for shells;
  - 5.1.5. publish a journal and/or newsletter;
  - 5.1.6. from time to time, and if deemed appropriate, determine any by-laws, rules, codes and procedures for its functioning;
  - 5.1.7. liaise with and enter into agreements with other organisations.

## **6. Membership**

- 6.1. Membership is open to individuals (hereinafter referred to as “members”) and organisations (hereinafter referred to as “institutional members”) who are invited by the Management Committee to take up membership once the Committee has reviewed their applications.
- 6.2. Applications for membership shall be in writing, according to requirements set by the Management Committee from time to time.
- 6.3. Admission fees and annual membership dues shall be as determined by the

Management Committee from time to time as deemed necessary.

6.4. Any member not in good financial standing with the Society at the end of the first quarter of the Society's financial year may, in the discretion of the Management Committee, forfeit his membership.

6.5. A member whose membership has been discontinued in terms of 6.4 above may re-apply for membership and must submit the dues in terms of 6.3 above with the re-application.

6.6. A member may resign his membership of the Society, but all amounts due to the Society by him at the date of resignation shall remain payable to the Society.

6.7. Any proposal that a member's membership of the Society be terminated other than by financial default, shall be considered by the Management Committee.

6.8. The Society shall maintain certain special membership dispensations and classes of recognition for achievement, including Lifetime Membership and any other special awards, on a case by case basis in the discretion of the Management Committee. Such awards may include the waiving of membership fees in recognition of the award.

## **7. Annual General Meeting**

7.1. The Society shall hold an Annual General Meeting of members and institutional members each year.

7.2. Not less than 42 days' written notice of the Annual General Meeting shall be given. Such notice shall set out the agenda and call for nominations for office-bearers to reach the Secretary not later than 21 days prior to the meeting.

7.3. Members may exercise voting by proxy on behalf of any member who is not present at the Annual General Meeting, or at a Special General Meeting. Signed proxy authorisations must be lodged with the Secretary prior to the meeting.

7.4. Decisions at meetings shall require a simple majority vote. In the event of a tie in voting, the President may exercise a casting vote.

7.5. The members present at any properly constituted Annual General Meeting shall be deemed to constitute a quorum of the meeting.

7.6. The President shall chair the Annual General Meeting, meetings of the

Management Committee, and any other ad hoc committee meetings. In his absence, such meetings shall be chaired by the Vice President. In the absence of the President or Vice President any meeting may appoint its own chairman from those present, but all decisions taken by the meeting shall be conveyed by the Secretary to both the President and Vice President in writing.

7.7. Members and institutional members in good standing shall be entitled to attend, speak and vote at the Annual General Meeting.

7.8. The President of the Society may permit other persons to attend and speak at the Annual General Meeting.

7.9. The Annual General Meeting shall appoint such committees and office bearers as it may deem fit, including:

7.9.1. The President;

7.9.2. The Treasurer;

7.9.3. The Editor;

7.9.4. The Patron;

7.9.5. The Scientific Officer; and

7.9.6. Such other member or members as it sees fit.

7.10. The Annual General Meeting shall also appoint a Management Committee which shall be comprised of the persons referred to in 7.9 above as well as such other Management Committee members as the Annual General Meeting may deem appropriate.

7.11. The Annual General Meeting is also authorised to appoint such other *ad hoc* committees as the Meeting may from time to time deem necessary.

7.12. Appointment of office bearers and Committee members shall be for a two-year period.

7.13. The Annual General Meeting shall receive and consider the Management Committee report of activities, as well as the audited financial statements for the previous year, scrutinise interim statements, and confirm the appointment of an auditor.

7.14. The Annual General Meeting shall discuss and consider any relevant matter brought before it, provided such matter has been raised for inclusion on the agenda before the meeting.

## **8. The Management Committee**

8.1. The management and administration of the Society shall be vested in the Management Committee, which shall conduct the day to day affairs of the Society, determine fees, confirm expenditure and deal with matters other than those reserved for the Annual General Meeting.

8.2. The Management Committee shall consist of the persons referred to and elected by the Annual General Meeting.

8.3. The Management Committee is entitled to allocate tasks to its members, to co-opt members but without a vote on the committee, to appoint sub-committees or task teams, including the appointment of chairpersons, and to designate representatives to act on behalf of and for the Society.

8.4. The President and members of the Management Committee are elected by the Annual General Meeting for a period of two years, and the Vice president by the Management Committee, subject to the following:

8.4.1. A member will forfeit his membership of the Management Committee if he ceases to be a member of the Society or fails to attend three consecutive Management Committee meetings; and

8.4.2. The Management Committee is entitled to appoint any member of the Society to fill a vacancy arising from 8.4.1 above, such a member to hold office for the remainder of the term of office of the committee member whom he has replaced.

8.5. The Management Committee shall meet not less than three times a year.

8.6. The Management Committee shall submit a report of activities to the Annual General Meeting.

## **9. Committee Members**

9.1. The President. The President shall at all times be the primary representative of the Society and act on its behalf and its best interests. His duties shall include, but in no way, be limited solely to:

9.1.1. Receiving correspondence from Secretary;

9.1.2. Writing letters and other forms of societal correspondence as required;

9.1.3. Liaising with the public on matters pertaining to the Society;

- 9.1.4. Liaising with Regional Shell Clubs and report back on Group activities;
- 9.1.5. Compiling and presenting the President's Report at the Annual General Meeting;
- 9.1.6. Convening Committee Meetings as and when required; and
- 9.1.7. Performing any other tasks as delegated by the Management Committee.

9.2. The Vice President. A Vice President shall be elected by the Management Committee as and when it may consider appropriate. The Vice President shall always act in consultation with the President, and in the latter's absence act as the representative of the Society and act on its behalf and its best interests. His duties shall include but in no way be limited solely to those functions of the President as set out in 8 above.

9.3. The Secretary. The Secretary shall:

- 9.3.1. Receive and distribute all correspondence for and on behalf of the Society, including all communication with members and all committee members;
- 9.3.2. Forward all important matters for consideration received by him to the President for consideration;
- 9.3.3. Liaise and communicate with the public, in consultation with the President;
- 9.3.4. Maintain the Society database of membership, including names, addresses, email addresses, telephone numbers, birthdays, membership applications and membership fee status;
- 9.3.5. Pass on any monies received to the Treasurer;
- 9.3.6. Distribute and process membership application forms;
- 9.3.7. Draft Agendas and take and compile Minutes of meetings held by the Annual General Meeting or any other committee of the Society; and
- 9.3.8. Hold in safekeeping all publications of the Society as well as all external publications and books and reference library of the Society received for safekeeping and keep and maintain a record of these documents so held in trust.

9.4. The Treasurer. The Treasurer shall:

- 9.4.1. Receive any funds or money-related correspondence from other Committee members;
  - 9.4.2. Receive any monies in any form (cash, cheque, EFT, or other) from Committee members, Society members, other interested parties or the general Public;
  - 9.4.3. Provide receipts for monies received;
  - 9.4.4. Keep and maintain a set of financial books of the Society, including a historical record of the Society's finances;
  - 9.4.5. Compile and present a financial Report at the Annual General Meeting; and
  - 9.4.6. Discuss any expense-related matters with the Committee for approval.
- 9.5. The Editor. The Editor shall:
- 9.5.1. Be responsible for the collation of articles for The Strandloper, the publication of the Society, as well as articles and news snippets for the Societal Newsletter, presently known as Sea Bones;
  - 9.5.2. Proof-read, edit and format articles for publication;
  - 9.5.3. Act as the nodal point for any photography, graphics, scanning, digitisation and any other form of image manipulation for any of the Society's publications;
  - 9.5.4. Be responsible for the formatting and layout of publications and new letters;
  - 9.5.5. Act as nodal point for all printing or other forms of finishing (digital formats); and
  - 9.5.6. Forward new publications or news letters to the Secretary for distribution.
- 9.6. The Scientific Officer. The Scientific Officer shall:
- 9.6.1. Check all conchological and malacological data in Society publications, News Letters, Website, Facebook Page and any other forms of communication, documentation or correspondence;
  - 9.6.2. Check scientific content for articles prepared by the Society;
  - 9.6.3. Prepare and maintain a database of newly-described species;

- 9.6.4. Assist with scientific content in presentations on an *ad hoc* basis;
  - 9.6.5. Interact with other scientific bodies, persons, societies, shell clubs and related parties;
  - 9.6.6. Promote conchology with local scientific organisations and international shell clubs and societies;
  - 9.6.7. Foster awareness of local conchology at schools; and
  - 9.6.8. Assist with shell/species identification.
- 9.7. The Patron. The Patron is appointed as an Honorary member of the Society whose contribution to conchology in South Africa is recognised scientifically, and whose status and recognition make him pre-eminent in the Society. The patron shall represent the Society and its interests in consultation with the President. The Patron as an honorific member shall be exempt from annual dues.
- 9.8. Additional Members. The Society may appoint such other members to any committee as it may from time to time deem appropriate.

## **10. Special General Meetings**

- 10.1. A Special General Meeting may be called by direction of the Management Committee, or by request in writing signed by not less than 10 members.
- 10.2. The Secretary shall, after receipt of a request in 10.1 above, advise all members within 7 days of such request, that a Special General Meeting shall be convened at as specific time and date, not being less than thirty days from the date of the Secretary's advice.
- 10.3. The notice shall address only the special request and no other business shall be transacted.

## **11. Finance**

- 11.1. The financial year of the Society shall be determined by the Management Committee.
- 11.2. Control of all funds of the Society shall vest in the Management Committee.
- 11.3. The Management Committee shall determine and deal with arrangements for the Society's income and expenditure, budgeting and accounting, and shall review and approve interim and year end statements.

## **12. Branches**

12.1. A branch or branches of the Society may be formed under the auspices of, and with the permission of the Society, in any geographical area or region, if members of the Society by voluntary association resolve to run branch meetings and activities.

12.2. A branch so formed with the approval of the Society shall operate at a local level, and be subject to the Constitution and rules of the Society.

12.3. A branch shall elect a local committee with chairperson, deputy and such committee members as the branch may deem appropriate.

12.4. The President shall hold regular meetings (either in person or via electronic mediums) with regional branch chairpersons to ensure regular communication and feedback between the Society and the branches.

## **13. General**

13.1. The Society may undertake any activity aimed at the promotion of its objectives and the furtherance of the interests of its members.

13.2. The headquarters of the Society shall be as determined by the Management Committee from time to time.

13.3. No member or institutional member shall have any rights in any of the assets of the Society. All such assets shall vest in the Society and shall be used solely in furthering the objects of the Society. In this regard the Society is specifically accorded the rights and powers to set up a not-for-profit structure such as a Section 21 Company for the protection of Society assets, which may include magazines and journals, books and technical literature, as well as any collections of shells or related materials.

13.4. The liability of members shall be limited to the amount of any unpaid membership fees or other debts due to the Society.

13.5. The Society shall have the power to sue, and may be sued in its own name.

13.6. The Society's office-bearers, officers and committee members shall not be liable personally for any loss or damage arising out of the execution of duties of their office. The Society shall out of its assets indemnify such a person against any loss which he may incur in good faith in the discharge of his duties.

13.7. The Society shall be deemed to have perpetual succession.

13.8. If the Annual General Meeting or a Special General Meeting decides to wind up the Society, the Society's assets shall accrue to an organisation the objectives of which are deemed compatible to those of the Society, which organisation shall be determined at the said meeting.

**14. By-laws, Rules and Procedures**

14.1. The Management Committee may from time to time, and if deemed appropriate, determine by-laws, rules and procedures, and may determine a Code of Ethics for members, for the functioning of the Society, which by laws shall be ratified by the Annual General Meeting.

**15. Amendments to the Constitution**

15.1. This Constitution may be amended only by a two-thirds vote in favour thereof at an Annual General Meeting or a Special General Meeting.

15.2. Proposed amendments to the Constitution shall be in writing to the Secretary not later than 45 days prior to a Management Committee Meeting, which meeting will consider such amendment(s) for placing on the agenda of the Annual General Meeting or for a Special General Meeting.

**16. Interpretation**

16.1. If any dispute arises as to the meaning of any part of this Constitution, the decision of the Management Committee as to such meaning shall be final.




A.P. Meredith Signed on	President <i>5 June 2018</i>	A. Groenewald Signed on	Secretary <i>5 June 2018</i>
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