

# **Constitution of the Professional Speakers Association of Southern Africa**



## **Version 9.0 – April 2014**

(Incorporating all legal requirements for SARS & NPO Purposes)

### **1. THE ASSOCIATION AND OBJECTS**

- 1.1 The Professional Speakers Association of Southern Africa ('the Association' or 'the PSASA') is a not-for-profit organisation and the object of the Association is to serve the common needs of its members, by helping its members achieve excellence in their careers as professional speakers whether as trainers, coaches, authors, facilitators, or training programme developers.
- 1.2 The PSASA maintains full association membership status with the Global Speakers Federation (GSF).
- 1.3 The Association shall be an autonomous body having perpetual succession and a legal existence independent of its members.
- 1.4 The Association shall be able to sue and be sued in its own name.
- 1.5 The liability of members shall be limited to the amount of their subscription fees paid at any time.
- 1.6 Substantially the whole of the activities of the Association shall be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group.

### **2. GEOGRAPHICAL BOUNDARIES**

- 2.1 The Association serves speakers in Southern Africa, which is the Southern third of the continent of Africa, comprising Angola, Zambia, Malawi, Mozambique, Namibia, Botswana, Swaziland, Lesotho, Zimbabwe and South Africa, provided that the Association will also accept members from the rest of Africa until they are able to form their own associations.

### **3. ADMINISTRATOR AND OFFICE**

- 3.1 The head office of the Association shall be at a suitable address in South Africa as decided by the Presidents Council.
- 3.2 The Administrator is an employee of the Association, employed by the Presidents Council.

#### **4. POWERS**

- 4.1 The Association shall have all the legal powers and capacity of an individual necessary to achieve its main and supplementary objects:
- 4.1.1 except to the extent necessarily implied by its stated objects;
  - 4.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
  - 4.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 4.2 The powers of the Association may only be executed in accordance with the main object of the Association.

#### **5. MEMBERSHIP**

- 5.1 There are three classes of members, namely **Professional Members, Candidate Members and Honorary Members.**
- 5.2 A person shall be eligible for membership if that person –
- 5.2.1 has a reputation for integrity and sound character;
  - 5.2.2 agrees to abide by the Constitution, by-laws, the Code of Professional Ethics and other rules or regulations adopted from time to time;
  - 5.2.3 meets such other requirements established by the Presidents Council from time to time;
  - 5.2.4 lives within the geographic boundaries of the Association, except in the case of a person living in Africa who is admitted as a Professional or Candidate Member in the circumstances mentioned in 5.8.
- 5.3 An individual shall be eligible as a **Professional Member** if that person earns a major portion of his or her income from at least 25 fee-paid engagements per annum, or a minimum of R250 000 speaking industry related income during the 12 months preceding the application.
- 5.4 An individual shall be eligible as **Candidate Member** if that person earns a portion of his or her income from at least 10 fee-paid engagements per annum, or a minimum of R50 000 speaking industry related income during the 12 months preceding the application.
- 5.5 A Candidate Member shall not have the right to use the Association's logo or serve as a Director or Councillor.
- 5.6 The Presidents Council may bestow **Honorary Membership** for five years upon an individual for a contribution to the

Association or the speaking profession. The Presidents Council in its discretion may renew Honorary Membership.

5.7 An Honorary Member shall have all the rights and obligations of professional membership, but need not pay membership fees and shall have no voting rights nor be eligible for election to any office in the Association, nor use the logo.

5.8 **Persons living in Africa** where there is no professional speaking association, may apply to become Professional or Candidate Members, provided that –

5.8.1 they shall not be members of a Chapter of the PSASA;

5.8.2 they shall not have voting rights at Chapter meetings, but may vote at the National Annual General Meeting and any National Special Meeting;

5.8.3 they may not hold office in the Presidents Council.

## **6. ASSOCIATES**

6.1 Any individual is eligible as an Associate if that person –

6.1.1.1 is considering a career in professional speaking or works for an employer where professional speaking is, or is likely to become, a major part of his or her role;

6.1.1.2 works in an associated business, such as in a speaker bureau, speaker agency, an events organisation, a publishing company or other similar businesses which have a clear interest in professional speaking; or

6.1.1.3 has any other interest in professional speaking. has a reputation for integrity and sound character; and

6.1.2 agrees to abide by the Constitution, by-laws, the Code of Professional Ethics and other rules or regulations adopted from time to time;

6.1.3 meets such other requirements established by the Presidents Council from time to time; and

6.1.4 lives within the geographic boundaries of the Association.

6.2 Associates are not members of the Association nor may they refer to themselves in any way that implies membership.

6.3 Associates may not use the Association's logo.

## **7. APPROVAL OF MEMBERS**

7.1 Applications for membership are to be made, and approved, in terms of procedures adopted by the Presidents Council.

- 7.2 All applications for membership in any category require sponsorship by one Professional member of the Association who has sustained his or her membership for at least 24 months.

## **8. MEMBERS' RIGHTS AND RESPONSIBILITIES**

- 8.1 Professional and Candidate Members of the Association are eligible to nominate officers and vote in chapter and national elections.
- 8.2 Only Professional Members may serve on the Presidents Council.
- 8.3 Only Professional Members are entitled to use the Association's logo in their marketing, presentation or other material.

## **9. CENSURE, SUSPENSION, AND EXPULSION**

- 9.1 The Presidents Council may upon the recommendation of a disciplinary committee appointed by it, censure a member, suspend or terminate that member's membership.
- 9.2 Sufficient cause for censure, suspension or termination of membership includes a violation of the Constitution, by-laws, the Association's Code of Professional Ethics, or any rule or procedure duly adopted by the Association, or any other conduct prejudicial to the best interests of the Association.
- 9.3 The Presidents Council shall have the authority and power to adopt rules and policies for the procedures at any disciplinary proceeding.

## **10. MEMBERSHIP TERM**

- 10.1 Each Professional Member's term shall expire each year on their membership anniversary date, but he or she may renew it by payment of dues, fees and, after five years, by assessment.
- 10.2 Professional membership is reviewed every 5 years during which period one of the two criteria referred to in section 5.3 should be met in any three calendar years in the five years prior to review.
- 10.3 Candidate Membership is reviewed after three years, after which time he or she must become a Professional member or an Associate or take a resting period of one year.

## **11. RESIGNATION OF MEMBERSHIP**

- 11.1 No member who has resigned, or whom the Presidents Council has dismissed from membership shall be entitled to any refund of dues or fees.
- 11.2 The resigning member remains obliged to pay any outstanding amounts to the Association up to the resignation date.

- 11.3 After resignation, an individual shall have no rights or claim against the Association.

## **12. NON-TRANSFERABILITY OF MEMBERSHIP**

- 12.1 Membership in the Association is non-transferable.

## **13. BOARDS OF DIRECTORS AND PRESIDENTS COUNCIL**

- 13.1 **Chapter Boards of Directors** shall each consist between three to five members (Directors) including the President, the Immediate Past President and a Deputy President. Apart from the Immediate Past President and the President (if automatically ascending from Deputy to full President) each director shall be elected at the Annual General Meeting.

- 13.2 The Presidents of each Chapter will represent their Chapters on the Presidents Council and each must be a Professional Member.

- 13.3 **The Presidents Council** consists of the National President, the Immediate Past National President, the Deputy National President, all Chapter Presidents, the Treasurer and the Representative of the PPAG (Past Presidents Advisory Group).

The President (unless the Deputy is automatically ascending to this post), Deputy National President and the Treasurer shall be elected from a slate of nominees proposed by a Nomination Committee appointed by the outgoing President in accordance with the Policies and Procedures manual.

The Presidents Council shall include at least three persons who are not connected persons in relation to one another, as defined in the Income Tax Act 1962, as amended ("the Act") and no single person shall, directly or indirectly, control the decision-making powers of the Association.

- 13.4 The Administrator shall be present but shall not have a vote on the Presidents Council.

- 13.5 The term of office of Councillors and Directors will be a period of one year, except where –

- 13.5.1 officers progress to another position on Council or Board;  
or

- 13.5.2 the Presidents Council in special circumstances by special resolution and ratified at the Annual General Meeting, extends the term of office of the President or a Councillor by one year.

- 13.6 In the normal course, the Deputy President of the Council, or the Board, as the case may be, shall automatically ascend to

the office of President of the National Council or the Chapter, as the case may be.

- 13.7 Save for the Immediate Past President and the President (if ascending automatically from Deputy President), all other members of the Council or Board shall be elected or approved (in the case of the Treasurer) at the Annual General Meeting of the Chapter or Association as the case may be.

#### **14. RESIGNATION OR REMOVAL**

- 14.1 Any Director or Councillor may resign at any time by giving notice to the President, or in the event of the President not being available, to the Deputy President, the Presidents Council or to the relevant Board of Directors.
- 14.2 Such resignation shall take effect at the time specified in the notice, or if no time is specified, at the time of acceptance thereof as determined by the Chapter President, the Presidents Council or by the relevant Chapter Board.
- 14.3 Any Councillor or Director unable to participate in a meeting shall advise the relevant President as to the reason for the absence.
- 14.4 A Councillor or Director may be removed from office by a two-thirds (2/3) affirmative vote of the Councillors or Directors present and voting at any regular or Special meeting at which a quorum is present, providing at least seven days' notice of such intended removal was given to the person concerned.

#### **15. VACANCIES**

- 15.1 A vacancy in the office of a voting Director may be filled for the balance of the remaining term by majority vote at a special meeting of the members of that Chapter.
- 15.2 The provision of 15.1, read with the changes required by the context, applies to the Presidents Council, provided that the election is to be conducted within the Presidents Council and requires a two-thirds majority of the total Council membership.
- 15.3 The nominated person must be duly qualified and willing to hold such office.

#### **16. RESPONSIBILITIES AND TRANSFER OF AUTHORITY**

- 16.1 The outgoing Board of Directors shall transfer its responsibilities to the newly elected Board of Directors at the conclusion of the Annual General Meeting.
- 16.2 The provision of 16.1, read with the changes required by the context, applies to the Presidents Council.

- 16.3 The responsibilities of the Presidents Council and the Chapter Boards will include, but shall not be limited to, the following disciplines and functions:
- 16.3.1 membership retention and growth;
  - 16.3.2 marketing, public relations and communication of the PSASA and its Chapters;
  - 16.3.3 education and member development;
  - 16.3.4 any further functions approved by the Presidents Council from time to time to enable the Boards or Council to achieve the Association's objectives.
- 16.4 The President's Council shall have the sole responsibility for –
- 16.4.1 the Academy of Professional Speakers (APS);
  - 16.4.2 the National Annual Convention of the PSASA, provided that it may delegate the organisation of the event to a committee formed by the local Chapter in whose area the Convention will take place; and
  - 16.4.3 devising and implementing the principles governing the content and control of the Association's Web site and the conferring of the two national awards, namely- the Stef Du Plessis Founders Award and the Southern African Speaker's Hall of Fame Award.

## **17. POWERS OF CHAPTER BOARDS OF DIRECTORS AND THE PRESIDENTS COUNCIL**

- 17.1 The **Chapter Boards of Directors** shall have responsibility for the governance of their Chapters.
- 17.2 The **Presidents Council** shall have supervision, control and direction of the affairs of the Association as a whole, shall determine its policies within the limits of this Constitution and by-laws, including education programs, awards (namely- the Stef Du Plessis Founders Award and the Southern African Speaker's Hall of Fame Award) and designations, shall actively execute its purposes and shall have discretion in the application of the funds of the Association.
- 17.3 The **Presidents Council** may adopt such rules and regulations for the conduct of the Association's activities as shall be deemed advisable, and may, in the execution of its responsibilities, appoint such agents as it may deem necessary, provided that they may not effect changes to this Constitution save by authority of the members in general meeting and on proper notice.

## **18. CONDUCT OF MEETINGS**

- 18.1 Meetings at both National and Chapter level shall be conducted in a formal manner subject to SA parliamentary procedure as reflected in Roberts Rules of Procedure.
- 18.2 Prior notice shall be given to all potential attendees of the agenda of any meeting and no material changes may be made to such agenda in terms of meaningful resolutions sought to be concluded save where adequate notice had been given to all.
- 18.3 Records and minutes are to be retained reflecting the material proceedings and resolutions concluded at all formal meetings.

## **19. MEETINGS**

- 19.1 The **Chapter Boards** of Directors must meet at least once a quarter at a time and place appointed by the President on 7 days notice for the purpose of Chapter governance and in addition, once a year preceding the Chapter Annual General Meeting.
- 19.2 Special Meetings of Chapter Boards shall be held upon call of the respective Chapter Presidents, and shall be called by such Presidents upon the written request of a majority of the voting members of the Boards of Directors, at such time and place as the Chapter Presidents may designate.
- 19.3 Chapter Boards may transact business by mail, electronically or telephonically.
- 19.4 Notice of all meetings of the **Presidents Council** shall be sent to each member of the Council at the last recorded address of such Councillors on the records of the Association at least 14 days prior to the time appointed for the meeting.
- 19.5 The Presidents Council may transact business by mail, electronically or telephonically.
- 19.6 The Presidents Council must convene at appropriate intervals to ensure good governance at national level.
- 19.7 The Presidents Council must meet at least once a year preceding, and again following, the annual general meeting of Association members.
- 19.8 In addition, special meetings of the Presidents Council shall be held upon call of the National President, and in addition shall be called by the National President upon the written request of a majority of the voting members of the Presidents Council or at the request of 20 professional members, at such time and place as the National President may designate.
- 19.9 Decisions of the Council or Board, as the case may be, shall be taken by majority vote. Each Councillor and Director is



authorised to exercise one vote on any particular issue. In the event of a tied vote the National President or Chapter President, as the case may be, will have an additional casting vote.

## **20. QUORUM**

- 20.1 A majority of the voting Directors (but not less than three members) of the respective Chapter Boards shall constitute a quorum at any meeting of the Chapter Boards and any business transacted when a quorum is present shall be valid if it is adopted by a majority of those present, and on proper notice.
- 20.2 If a quorum is not present, a majority of those voting Directors present may adjourn the meeting upon further notice, until a quorum is present.
- 20.3 The provisions of 20.1 and 20.2, read with the changes required by the context, apply to the Presidents Council,
- 20.4 A quorum of the Presidents Council will be no less than four members of the Council present in person.
- 20.5 A quorum the members at a Chapter or National Annual General Meeting or Special General Meeting will consists of no less than 30% of the number of fully paid up members of the chapter or the Association as the case may be save that there must be at least 10 members present at a Chapter and 30 members at a National meeting, with at least 3 from each chapter, to form a quorum. These members may be present in person and or by proxy.

## **21. VOTING**

- 21.1 Voting rights of a Director may be conferred in a written proxy to the relevant President five (5) days before a meeting and presented at a designated meeting by such President provided a quorum is present.
- 21.2 The provisions of 21.1, with the changes required by the context, shall apply to the Presidents Council.

## **22. PLANNING**

- 22.1 The Presidents Council shall meet annually (shortly after the Annual General Meeting) to review and update the Association's strategic plan.

## **23. POLICIES AND BUDGETS**

- 23.1 The Presidents Council shall be responsible for the creation of policies and the development and implementation of financial budgets.

## **24. ANNUAL DUES**

- 24.1 The Presidents Council shall determine the amount of annual dues, fees and assessments, if any, and their payment date.
- 24.2 Unless otherwise specified by the Council, all membership dues are payable in advance.
- 24.3 Members who fail to pay their dues, fees or assessments when due shall be notified by an officer designated by the Presidents Council.
- 24.4 If payment is not made within the following thirty (30) days, that member may be dropped without further notice from membership and will forfeit all rights and privileges of membership.
- 24.5 The Presidents Council may prescribe procedures for extending the time of payment of dues, fees or assessments and the continuation of membership privileges.

## **25. CONTRIBUTIONS TO THE ASSOCIATION**

- 25.1 At any time, the Association may accept and use contributions or gifts made to it by any person, firm or corporation for any lawful purpose in the furtherance of its objectives.

## **26. BANKING, TRANSFERS AND DISTRIBUTIONS**

- 26.1 The banking, transfer or distribution of all Association funds shall be made according to decisions, policies and rules adopted by the Presidents Council.
- 26.2 All monies received and paid by the Association are to be deposited into, or paid from, the Association's bank account, which is to be operated on the authority of the Presidents Council.
- 26.3 The Association's accounts are to be audited annually.
- 26.4 The National President has the ultimate authority and responsibility for all the funds of the PSASA.
- 26.5 All funds received by the Association shall be used solely for the objects for which the Association is established, or for investment for furtherance of these objects, no funds will be distributed to any person other than in the course of furthering its objects and no portion of the income or property of the Association shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Association in return for services actually rendered to the Association.

- 26.6 The Association will not pay any remuneration, as defined in the Fourth Schedule of the Act, to any employee, office bearer or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects
- 26.7 No member may directly or indirectly have any personal or private interest in the Association and the Association may not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 26.8 Substantially the whole of the Association's funding shall be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere.
- 26.9 The Association shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Act.
- 26.10 The Association will not knowingly become a party to and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5) of the Act.

## **27. FISCAL YEAR**

- 27.1 The fiscal year of the Association shall end on 28/29 February annually, unless the Presidents Council shall decide otherwise.

## **28. ANNUAL REPORTS**

- 28.1 The Association shall publish an annual Treasurer's Report to the members at the Annual General Meeting. Such report must include the Association's audited financial statements.
- 28.2 The National President shall also present an annual report to the members at the Annual General Meeting.

## **29. COMPENSATION**

- 29.1 No Officers (i.e. Councillors and Directors), shall receive any compensation for their services as Directors, but the Presidents Council or Boards of Directors may, by resolution, authorise reimbursement of expenses incurred in the performance of their duties.
- 29.2 At all times, the financial stability and viability of the Association and its Chapters must be upheld as the priority.

### **30. POLICY AND PROCEDURES MANUAL**

- 30.1 The Presidents Council shall establish a "Policy and Procedures Manual"; it shall contain any and all of the information, procedures, policies or elaboration upon this constitution, adopted and agreed by the Presidents Council and made available to the Chapter Boards and members.
- 30.2 This Policy and Procedures Manual may be revised and updated from time to time by the Presidents Council, provided those changes are ratified at the National Annual General Meeting.

### **31. INDEMNITY OF OFFICERS**

- 31.1 Subject to the approval of the Council, the Association shall indemnify every director, officer and other member of the Council or Chapter Boards against all liability for any obligation undertaken or imposed in the bona fide conduct of his or her duties, save where such liability results from gross negligence or criminal behaviour.

### **32. AMENDING OF THIS CONSTITUTION**

- 32.1 This Constitution may not be added to, altered, or amended in any way save through a Special Resolution passed by a majority of those present in person or by proxy at a General Meeting of Professional and Candidate members and attended, in person or by proxy, by no less than forty per cent of the entire Professional and Candidate membership of the Association. copies of such amendments shall:
- 32.1.1 if the Association is exempted from payment of normal tax under the Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative within 30 days of amendment; and
- 32.1.2 if the Association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations

### **33. DISSOLUTION**

- 33.1 The Association may be dissolved upon a vote of 75% of full members present at the AGM or a meeting called for the purpose and of which written notice shall have been given, detailing reasons for the meeting.
- 33.2 A resolution for the dissolution of the Association shall provide that after payment is made of the liabilities of the Association, the whole of the remaining capital shall be paid to an institution or institutions nominated by the members in the Republic of Southern Africa which are:

- 33.2.1 non-profit;
- 33.2.2 which have as their principal object an object similar to that of the Association;
- 33.2.3 which, if the Association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
  - 33.2.3.1 another entity approved by the Commissioner in terms of this section;
  - 33.2.3.2 a public benefit organisation, which has been approved in terms of section 30 of the Act;
  - 33.2.3.3 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Act; or
  - 33.2.3.4 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Act; and
- 33.2.4 if the Association is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.

Constitution ends here