



Southern African Association for Institutional Research

Constitution of the Southern African Association for Institutional Research

ARTICLE 1: NAME AND SCOPE OF OPERATIONS

- 1.1 The name of this organisation is the *Southern African Association for Institutional Research* (SAAIR).
- 1.2 The Association is a not for profit organisation operating in the Southern African region; as the Association's office is located in South Africa, the Association is governed by the South African NPO Act No. 71 of 1997. The Association further subscribes to the guidelines for good governance of Non Profit Organisations.
- 1.3 The Southern African region is defined as all countries, which are fully, or partly south of the equator on the African continent or islands near its coast.
- 1.4 The Association has an identity and existence distinct from its members, Executive Committee, Officers or employees. The Association will continue to exist notwithstanding changes in the composition of its membership or office bearers.
- 1.5 Members or office-bearers have no rights to the property or assets of the association solely by virtue of their being members or office bearers.
- 1.6 Members or office-bearers are not liable for any of the obligations and liabilities of the Association solely by virtue of their status as members or office-bearers of the Association.
- 1.7 Office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the Association.
- 1.8 The funds of the Association may be used for acquiring and controlling assets, appointment of staff members, investments, or any other purpose supporting the purpose of the Association.

ARTICLE 2: STATEMENT OF PURPOSE

- 2.1 The major purpose of the Association is to contribute significantly to the understanding, planning and effectiveness of higher education institutions and systems in the Southern African region.

- 2.2 The Association serves its members by providing capacity development and networking opportunities.
- 2.3 In keeping with the dynamic nature of institutions of higher education, the Association exposes its members to diverse thinking and applications of research principles and methodologies beyond the lens of Higher Education practice.
- 2.4 It also looks for opportunities to connect its members and to share their research via various platforms, some of which may be offered by the Association itself.

ARTICLE 3: MEMBERSHIP

3.1 Membership of the Association and election or appointment to any committee is free of any bias including, but not limited to race, ethnicity, gender, age, disability, sexual orientation or religious persuasion.

3.2 Approval, categories and duration of membership

3.2.1 Approval of application for membership is the responsibility of the Executive Committee.

3.2.2 The following categories of SAAIR membership are:

- (a) Ordinary;
- (b) Honorary

3.2.3 The membership year runs from January to December.

3.2.4 Membership fees for each category are determined by the Executive Committee annually and approved at the Annual General Meeting (AGM).

3.3 Ordinary membership

To be eligible for professional membership, a person must be interested or actively engaged in any of the following domains:

Institutional Research (IR), Institutional Effectiveness (IE), Institutional Planning (IP), Management Information (MI), Quality Assurance (QA), Academic Development (AD), Higher Education Analytics (HEA), Higher Education Research (HER), or a related domain, with the aim of improved understanding, planning, operation and monitoring of institutions of higher education or other related organisations, including academics working in any of these fields.

3.4 Honorary membership

3.4.1 Retired members who have been members of SAAIR for five consecutive years and who have distinguished themselves through their contributions to the field of study and practice of Institutional Research, are eligible for honorary membership.

3.4.2 Nominations for honorary membership are submitted to the SAAIR office in writing and are considered by the Executive Committee.

3.4.3 An affirmative vote of two-thirds of the Executive Committee is required for the awarding of honorary membership.

3.4.4 There is no membership fee for this category.

3.7 Eligibility to vote and hold elective office

Members are eligible to vote on SAAIR's business and hold elective office in the Association.

3.8 Termination/discontinuation of membership

3.8.1 The Executive Committee may, by two-thirds majority vote, terminate the membership of any individual who becomes ineligible for membership, either because of changes in the individual's professional activities or interests or by not conforming with conditions of this Constitution.

3.8.2 Members whose dues are not paid within three months of the new membership year shall automatically cease to be members of the Association.

3.8.3 Members whose membership is either terminated or discontinued have the right to appeal to the Executive Committee.

3.9 Membership fee structure

3.9.1 The membership fee structure is reviewed annually by the Executive Committee;

3.9.2 Any proposed change is submitted to the voting members for approval at the Annual General Meeting.

3.9.3 A simple majority vote of the members at the Annual General Meeting is required in order to change the membership fee structure, if and when required.

ARTICLE 4: EXECUTIVE COMMITTEE

4.1 Composition of the Executive Committee

The Executive Committee shall consist of a minimum of seven members:

4.1.1 the President;

4.1.2 the Vice-President;

4.1.3 the Treasurer;

4.1.4 the Secretary;

4.1.5 the Conference Chairperson;

4.1.6 two additional members;

4.1.7 co-opted member(s) as per Executive Committee decision as and when required.

4.1.8 There should be representation from Southern African countries on the Executive Committee as far as is reasonably possible.

4.2 Quorum

A quorum at any meeting of the Executive Committee shall consist of 50% of its elected members.

- 4.3 Responsibilities of the Executive Committee
 - 4.3.1 To act for and on behalf of the Association, except as otherwise specified in the Constitution.
 - 4.3.2 To see that the purpose and aims of the Association are actively pursued.
 - 4.3.3 To ensure responsible governance of the Association.
 - 4.3.4 To keep oversight of the financial accountability and affairs of the Association, including:
 - 4.3.4.1 To be accountable for the keeping of proper books of accounts, and the presentation of independently audited accounts at AGMs.
 - 4.3.4.2 To approve budgets for the respective portfolios for consolidation by the Treasurer and to be approved by the membership of the Annual General Meeting.
 - 4.3.4.3 To amend these budgets based on new priorities or changes to estimates.
 - 4.3.4.4 To approve the budgets for events, including the fees charged for such events.
 - 4.3.5 To determine the fees payable by members.
 - 4.3.6 To execute tasks as mandated at the Annual General Meeting.
 - 4.3.7 To supervise the publishing activities of the Association and for that purpose to appoint the editorial staff.
- 4.4 Chair, Vacancies and Term of Office of the Executive Committee
 - 4.4.1 The President is the Chairperson and the Vice-President the Vice-Chairperson of the Executive Committee.
 - 4.4.2 In the absence of the Chair and Vice-Chairperson, the Executive Committee shall elect an Acting Chairperson with all the powers of the Chairperson.
 - 4.4.3 Vacancies on the Executive Committee shall be filled by co-option by the Executive Committee for the unexpired term.
 - 4.4.4 The term of office of each Executive Committee member, which is two years (unless the Annual General Meeting determines otherwise), shall commence at the end of the Annual General Meeting at which elections take place.
 - 4.4.5 The Executive Committee may terminate the membership of an Executive Committee member under any of the following circumstances:
 - (a) When the member of the Executive Committee is no longer a paid-up member of the Association, and/or
 - (b) When the member has not attended two consecutive Executive Committee meetings within a year without suitable justification and notice and when such member has not performed their allocated duties and at least two-thirds of the Executive Committee approve such termination.
 - 4.4.5.1 A member of the Executive Committee can appeal against his/her termination of membership by providing evidence or documentation that is considered by the Executive Committee.

ARTICLE 5: OFFICERS

- 5.1 The Officers of the Association are the President, the Vice-President, the Treasurer, the Secretary, and the Conference Chairperson.
 - 5.1.1 Multiple roles can be held by any one officer, as determined and approved by the Executive Committee for the relevant period of office of the Executive Committee.
- 5.2 The President
 - 5.2.1 The President has oversight of governance and management of the Association.
 - 5.2.2 The President chairs the Executive Committee and presides at the business meetings of the Association.
 - 5.2.3 The President represents the Association at other professional and educational organisations, foundations, and governmental agencies.
 - 5.2.4 The President is responsible for reporting on the activities of the Association to the members at the AGM and regulatory bodies as may be required.
- 5.3 The Vice-President
 - 5.3.1 The Vice-President serves as Vice-Chairperson of the Executive Committee.
 - 5.3.2 The Vice-President represents the President when the latter is unable to perform the duties specified in 5.2 above.
 - 5.3.3 The Vice-President is President-elect and becomes President at the next scheduled change of Executive Committee taking into account considerations of continuity and capacity development, or due to any unscheduled change in the term of office of the President.
- 5.4 The Treasurer
 - 5.4.1 The Treasurer ensures that all expenditures are within the approved budget and have been properly incurred under the policies of the Association.
 - 5.4.2 The Treasurer is responsible for the management of various accounts in the name of the Association and is required to manage the financial affairs, including income and expenditure, of the Association. This includes the opening and closing of accounts after approval by the Executive Committee.
 - 5.4.3 The Treasurer arranges for an annual audit of the Association's financial records by an independent auditor approved by the Executive Committee and the Audit report serves together with the Treasurer's report at the AGM.
- 5.5 The Secretary
 - 5.5.1 The Secretary is responsible for the efficiency of administrative processes.
 - 5.5.2 The Secretary is responsible for a report on membership that serves at the AGM.
- 5.6.1 The Conference Chairperson

The Conference Chairperson is responsible for chairing the annual Conference, for organising the conference, and for supervising the activities of the various committees and subcommittees established to support or develop Conference activities.
- 5.7 Compensation for services rendered

Except for the distribution of information, reports and other similar documents to members and officers, no part of the assets of the Association nor any income or gains to it inures to the benefit of its members or officers. Reasonable and normal compensation for services actually rendered and/or reimbursement of expenses properly incurred may be paid to members or officers upon approval of the Executive Committee.
- 5.8 Association-appointed staff

- 5.8.1 The Executive Committee decides the establishment of Association posts, approved by the Annual General Meeting.
- 5.8.2 Appointments of such staff are executed in a transparent manner.
- 5.8.3 Oversight of such staff is the responsibility of the Executive Committee, with the President responsible for monitoring staff performance.
- 5.8.4 Such staff are not officers of the Association.

ARTICLE 6: NOMINATIONS AND ELECTIONS

- 6.1 The Executive Committee, no later than two months before the AGM at which the new Executive Committee will be elected, identifies an electoral officer who will oversee the election process at the Annual General Meeting.
- 6.2 The Executive Committee, through the Association Administrator, issues a call for nominations to serve on the Executive Committee for which the term of office is scheduled to expire, at least 45 days before the annual conference.
- 6.3 Such nominations must carry the signature of the proposer as well as the signature of the candidate, the latter signature serving as guarantee that the candidate is willing to serve upon election. The candidate as well as the proposer must be members in good standing.
- 6.4 At least a month (30 days) before the annual conference, the Association Administration together with the electoral officer, scrutinises the nominations received, checks compliance with all relevant requirements, and compiles the list of nominees to be included in the AGM agenda.
 - 6.4.1 The electoral officer is an independent person nominated by the Conference Chair and approved by the Executive Committee.
- 6.5 In exceptional cases the AGM may consider additional nominations during the annual conference, before commencement of the AGM.
- 6.6 Voting takes place at the AGM and is overseen by the electoral officer.
- 6.7 The President-elect (the current Vice-President) becomes the President.
 - 6.7.1 In the event that the President-elect is not able to fulfil the role of President, this officer will be elected first by a simple majority.
- 6.8 The Vice-President is elected first by a simple majority. This individual becomes the President-elect.
- 6.9 The five candidates that obtain the highest number of votes serve on the Executive Committee. Individual positions and portfolios are decided upon by the Executive Committee at its first meeting.
- 6.10 In the event that a President or Vice-President is unable to hold office during his/her term, the Executive Committee will appoint such officers until the next Annual General Meeting when an election will be held for these offices.
- 6.11 All members eligible to vote are indicated in clause 3.7.
 - 6.11.1 All such members eligible to vote and who wish to exercise this right must be present at the AGM.

ARTICLE 7: MEETINGS

- 7.1 The Annual General Meeting (AGM) of the Association is held in conjunction with the annual conference.
- 7.2 Proper record should be kept of members present, apologies and decisions taken.
- 7.3 The business to be transacted at the AGM is:
 - 7.3.1 to agree to the items to be discussed on the agenda;
 - 7.3.2 to confirm the minutes of the AGM and of any Special General Meeting (SGM) that may have been held since the preceding AGM;
 - 7.3.3 to receive and consider the audited financial statements for the past financial year(s);
 - 7.3.4 to receive and consider the President's report, the membership report and those of relevant committees/working groups on the affairs of the Association for the preceding year(s);
 - 7.3.5 to consider any resolution of which due notice has been given (provided for in Article 11) and to consider any business or resolutions concerning the affairs, constitution or interests of the Association, which may be brought under consideration; and
 - 7.3.6 to announce and introduce the members of the incoming Executive Committee.
- 7.4 A Special General Meeting (SGM) may be called by the Executive Committee. The Executive Committee is also obliged to call an SGM on receipt of a request signed by 20% of the membership of the Association.
- 7.5 Quorum
 - 7.5.1 A quorum of the AGM constitutes fifty per cent of the members attending the annual conference.
 - 7.5.2 A quorum of an SGM constitutes fifty per cent of the members of the Association.
 - 7.5.3 Voting by proxy or electronic voting is allowed for an SGM decision.
- 7.6 The Secretary is responsible for notifying all members of the date and place of the AGM (or an SGM) at least thirty (30) days prior to the AGM or SGM meeting.

ARTICLE 8: COMMITTEES AND WORKING GROUPS

- 8.1 The Executive Committee recommends to the membership the establishment or disbanding of Standing Committees/Working Groups of the Association.
- 8.2 Standing Committees/Working groups operate under Terms of Reference which are approved by the Executive Committee. These Terms of Reference include:
 - 8.2.1 the terms of reference of the Standing Committee/Working group;
 - 8.2.2 the number or range of numbers (i.e. minimum/maximum) of members;
 - 8.2.3 the criteria/method of selection and terms of office of members; and
 - 8.2.4 any other substantive guidelines for the operation of the committee/working group.
- 8.3 The Executive Committee establishes such ad hoc committees as deemed necessary.

ARTICLE 9: NATIONAL AND INTERNATIONAL COOPERATION

- 9.1 In pursuing its purpose, the Association fosters opportunities that help build a synergistic network of higher education institutional research (IR) professionals and practitioners in Southern Africa and beyond, facilitating and encouraging collaborative conversations and ventures as relevant to its activities.
- 9.2 The Executive Committee, when it deems it appropriate, may enter into Memoranda of Understanding or Agreement with other national or international IR or HER associations.
 - 9.2.1 Such memoranda may formalise cooperation as well as offer mutual access to association activities and capacity development and/or skills transfer.

ARTICLE 10: FINANCES AND ASSETS

- 10.1 Bank Account: The Executive Committee must open a bank account in the name of the Association with a registered Bank.
- 10.2 Signing: Authorisation of payments and other documents requiring signature on behalf of the Association shall be signed by at least two persons authorised by the Executive Committee.
- 10.3 The assets of the Association may not be encumbered and no loans, guarantees or sureties may be sanctioned by the Executive Committee.
- 10.4 Any grants obtained must be kept in the bank accounts referred to in 11.1 and accounted for and audited in the annual accounts.
- 10.5 Procedures that govern the financial processes are approved by the Executive Committee.

ARTICLE 11: FINANCIAL YEAR AND AUDIT PROCESS

- 11.1 Financial year-end: The financial year end of the Association shall be end of August.
- 11.2 Financial Report: The Executive Committee must ensure that proper records and books of account which fairly reflect the affairs of the Association are kept, and within two months of its financial year a report is compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of the Association are consistent with its accounting records, the accounting policies and/or procedures are appropriate and have been appropriately applied.
- 11.3 The financial report, the audited financial statements and the Treasurer's Report serve at the Annual General Meeting for approval.

ARTICLE 12: AMENDMENTS TO THE CONSTITUTION

- 12.1 Amendments to the Constitution may be initiated by any of the following means:
 - 12.1.1 through action originating in the Executive Committee and approved by a majority vote of the Committee; or
 - 12.1.2 through a duly proposed and seconded petition submitted by any voting members of the Association.
- 12.2 The Executive Committee is responsible for printing the proposed amendment, if duly and properly initiated, and submitting it to the voting members (in accordance with procedures provided for in Article 7), for vote.
- 12.3 Any amendment(s) to the Constitution must be approved by a two-thirds majority of the voting members present.

ARTICLE 13: DISSOLUTION

- 13.1 Although it is intended that the term for which it is to exist is perpetual, in the event of dissolution, all assets of the Association shall be distributed only to an organisation or organisations with the same or similar purposes.
 - 13.2 The Association may be dissolved if at least two-thirds of the members present and voting at a special meeting convened for the purpose of considering such matter are in favour of closing down.
 - 13.3 When the Association is dissolved it must pay off all its debts depending on available funds. After paying all debts, if there is property or money left over this should be transferred to another not for profit organisation that has similar objectives. The Association's members present at the special meeting decide which organisation it should be.
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