



**Constitution  
of the  
South African Montessori Association**

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## **Background**

- 1.1. This Association was established by interested persons in response to the need for an independent association to promote and protect the interests of South African Montessori schools, training institutions and all individuals committed to the Montessori approach to education. It has grown out of the original Southern African Montessori Association founded in 2003 and the member body of the South African Montessori Association Trust. This Association will continue to further all the objects, and be informed by all the relevant policy decisions of these two bodies until such time as they are explicitly altered in accordance with this Constitution.
- 1.2. This amended Constitution builds upon the work of the founding members and draws inspiration from the preamble and the original Constitution.

## **Name**

The Association established in terms of this Constitution shall be known as the South African Montessori Association (hereafter referred to as the "Association").

## **Definitions**

In this Constitution, unless otherwise indicated by context, the following words and expressions bear the meanings assigned to them and cognate expressions bear corresponding meanings:

- 3.1. Any reference to "**discretion**" shall mean sole, absolute and unfettered discretion of the person or persons to whom such discretion is granted;
- 3.2. The phrase "**in writing**" shall mean written, printed or digital, or partly one and partly the other, and other modes of representing or reproducing words in a visible form;
- 3.3. "**Montessori**" shall imply the essence of the work and writings of Dr Maria Montessori, authentically implemented so as to uphold the philosophy and directives as given in said work and writings;
- 3.4. "**Montessori educator**" shall mean be any person holding a Montessori qualification or anyone deemed to be so by resolution of a General Meeting of the Association; and

In this Constitution:

- 3.5. Clause headings and the heading of the Constitution are for convenience only and are not to be used in its interpretation;
- 3.6. An expression which denotes:
  - 3.6.1. Any gender includes the other gender;
  - 3.6.2. A natural person includes a juristic person and vice versa;
  - 3.6.3. The singular includes the plural and vice versa;
- 3.7. A Party includes a reference to that Party's successors in title and assigns allowed at law; and
- 3.8. A reference to a consecutive series of two or more clauses is deemed to be inclusive of both the first- and last-mentioned clauses.
- 3.9. Any reference in this Constitution to:
  - 3.9.1. "**business hours**" shall be construed as being the hours between 08h30 and 17h00 on any business day. Any reference to time shall be based upon South African Standard Time.
  - 3.9.2. "**conflict of interest**" shall mean any situation whereby a person has a private interest which influences or appears to influence their decision;
  - 3.9.3. "**days**" shall be construed as calendar days unless qualified by the word "business", in which instance a "business day" will be any day other than a Saturday, Sunday or public holiday as gazetted by the government of South Africa from time to time.
  - 3.9.4. "**laws**" means all constitutions; statutes; regulations; by-laws; codes; ordinances; decrees; rules; judicial, arbitral, administrative, ministerial, departmental or regulatory judgements,

orders, decisions, rulings, or awards; policies; voluntary restraints; guidelines; directives; compliance notices; abatement notices; agreements with, requirements of, or instructions by any Government Body; and the common law, and "**law**" shall have a similar meaning.

- 3.9.5. "**Meeting Chairperson**" shall mean a member of the National Executive Committee who has been elected by the members to chair their meetings for an agreed period of time.
- 3.9.6. "**person**" means any person, company, close corporation, trust, partnership or other legal entity.
- 3.9.7. "**Sensitive Matters**" means any matters to be discussed and/or decided upon during any meetings at the sole and reasonable discretion of the National Executive Committee from time to time.
- 3.10. The words "**include**" and "**including**" mean "include without limitation" and "including without limitation". The use of the words "**include**" and "**including**" followed by a specific example or examples shall not be construed as limiting the meaning of the general wording preceding it.
- 3.11. Any substantive provision, conferring rights or imposing obligations on a person and appearing in any of the definitions in this clause 1 or elsewhere in this Constitution, shall be given effect to as if it were a substantive provision in the body of the Constitution.
- 3.12. Words and expressions defined in any clause shall, unless the application of any such word or expression is specifically limited to that clause, bear the meaning assigned to such word or expression throughout this Constitution.
- 3.13. Unless otherwise provided, defined terms appearing in this Constitution in title case shall be given their meaning as defined, while the same terms appearing in lower case shall be interpreted in accordance with their plain English meaning.
- 3.14. A reference to any statutory enactment shall be construed as a reference to that enactment as at the Signature Date and as amended or substituted from time to time.
- 3.15. Unless specifically otherwise provided, any number of days prescribed shall be determined by excluding the first and including the last day or, where the last day falls on a day that is not a business day, the next succeeding business day.
- 3.16. If the due date for performance of any obligation in terms of this Constitution is a day which is not a business day then (unless otherwise stipulated) the due date for performance of the relevant obligation shall be the immediately preceding business day.
- 3.17. Where figures are referred to in numerals and in words, and there is any conflict between the two, the words shall prevail, unless the context indicates a contrary intention.
- 3.18. Any reference in this Constitution to "**this Constitution**" or any other agreement or document shall be construed as a reference to this Constitution or, as the case may be, such other agreement or document, as amended, varied, novated or supplemented from time to time.
- 3.19. In this Constitution, the words "**clause**" or "**clauses**" and "**annexure**" or "**annexures**" refer to clauses of and annexures to this Constitution.
- 3.20. In the event that an anomaly in cross referencing is identified, the National Executive Committee may, except in instances where such changes will result in substantial difference in meaning or interpretation which would impact the operations of member schools, authorise such amendments be made to the Constitution in their discretion.

## **Objectives**

- 4.1. The Association is a voluntary, non-profit organisation established for the primary objective of bringing together and uniting those involved in the service, development and promotion of Montessori education in South Africa.

4.2. To this end the Association aims to:

- 4.2.1. promote respect for, and commitment to, the educational philosophy and methods developed by Dr Maria Montessori;
- 4.2.2. recruit to its membership institutions and persons who support the objectives of the Association;
- 4.2.3. promote the growth of Montessori education in South Africa by extending the availability and accessibility of quality Montessori to all children;
- 4.2.4. contribute to the processes of educational change and development in South Africa through the promotion of Montessori education;
- 4.2.5. represent its South African institutional members on any relevant national and provincial structures;
- 4.2.6. encourage and facilitate discussion, dialogue and research into Montessori education;
- 4.2.7. promote and establish standards for quality Montessori education and training in South Africa and assist educational institutions in developing and maintaining these standards;
- 4.2.8. provide opportunities for continued professional development for members, including but not limited to keeping members informed on matters affecting Montessori education, disseminating policies, publishing results of research, and publicising the Association's views on education and related matters;
- 4.2.9. advocate for and negotiate on behalf of its members to safeguard their right to provide authentic, high quality Montessori education;
- 4.2.10. secure, where possible, benefits for members;
  - 4.2.10.1. co-operate and engage with other organisations and stakeholders to advance the object contained herein; and
  - 4.2.10.2. to understand and promote a mutual relationship between our member schools and individuals with Montessori training houses in support of our objectives
- 4.2.11. collect monies and accept contributions in money or otherwise, whether by way of donations, bequests, or otherwise, and to apply these or the income there from for all or any of the objectives set out in this Constitution.

### **Legal Status**

- 5.1. The Association is an incorporated association with its own legal identity which is separate from its individual members. The Association shall continue to exist even if the members change. The Association may own property, enter into contracts, and sue or be sued in its own name.
- 5.2. The income and property of the Association shall be used solely for the promotion of its stated objectives. The members and the office-bearers shall have no rights to the property or other assets of the Association by virtue of their being members or office-bearers. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or National Executive Committee, except as may be determined by the National Executive Committee for:
  - 5.2.1. reasonable compensation for services actually rendered to the Association; and
  - 5.2.2. reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 5.3. Upon the dissolution of the Association, after all debts and commitments have been settled, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the National Executive Committee considers appropriate and which has objectives the same or similar to the objectives of the Association, in compliance with the applicable

legislation and in accordance with the process of dissolution of the Association as set out in clause 15 of this Constitution.

- 5.4. The Association may apply to the Commissioner for the South African Revenue Service for exemption from taxes and duties as a Public Benefit Organization. In such case, compliance with the provisions of the Income Tax Act, 1962 (Act 58 of 1962 as amended), the current provisions of which are set out in [Annexure B](#), shall bind the Association and qualify this Constitution.

### **Powers of the Association**

- 6.1. The Association, acting through its National Executive Committee, or at General Meetings, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the following general investment and administrative powers:
- 6.1.1. employ staff and hire professional and other services;
  - 6.1.2. institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association;
  - 6.1.3. open and operate accounts with registered financial institutions;
  - 6.1.4. make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in [Annexure B](#);
  - 6.1.5. work in collaboration with other organisations and affiliate to organisations with the same or similar objectives; and
  - 6.1.6. accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds.
- 6.2. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature, the Association, acting through its National Executive Committee, or at General Meetings, may:
- 6.2.1. purchase or acquire property and assets;
  - 6.2.2. maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
  - 6.2.3. donate or transfer the property and assets of the Association to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association;
  - 6.2.4. borrow and use the property or assets of the Association as security for borrowing; and
  - 6.2.5. guarantee the performance of contracts or obligations of any person mandated to act on behalf of the Association and who is primarily engaged in activities which further the objectives of the Association.

### **Membership**

- 7.1. Membership shall be open to all institutions and persons who support the objectives of the Association and agree to comply with the Association's conditions of membership in terms of clause 7.2 and [Annexure C](#).
- 7.2. The National Executive Committee may admit members, subject to due compliance with its conditions of membership, including payment of any membership fees, which the National Executive Committee may stipulate, as contained in Annexure C.
- 7.3. The National Executive Committee may, by resolution at a duly convened meeting of the National Executive Committee, at its discretion, refuse admission to any person or institution that has breached the Code of Conduct of the Association or is found to be in contravention of the conditions of membership, and whose membership would, in the opinion of the National Executive Committee, bring the Association into disrepute. Compelling evidence shall be presented and a unanimous vote will be required to reject admission on these grounds.

### **Categories of Membership**

7.4. There shall be three categories of membership:

7.4.1. Individual (Ordinary and Life Members)

7.4.1.1. **An Individual Member** shall be any person, or institution that is not a school or training college, that wishes to promote the objectives of the Association and acknowledges acceptance of the Conditions of Membership by signing the membership application and paying the full application and membership fees as determined by the National Executive Committee. Each individual member shall enjoy full voting rights. Any institution holding individual membership shall nominate one person to vote on behalf of that institution in any instance where an individual person would be entitled to vote. No person shall be entitled to vote in his own right and on behalf of an institution at the same time.

7.4.1.2. **Individual Life Membership** may be obtained by an individual or institution on payment of a fee determined by the National Executive Committee and shall include all the conditions and benefits which are relevant in the case of Individual Membership.

7.4.2. School Members

7.4.2.1. School Membership shall be open to any Montessori school that wishes to associate itself with the objectives of this Association, adhere to its Conditions of Membership (Annexure C), and adopt its Principles of Montessori Practice (Annexure F). Each school member shall be entitled to nominate one person who shall have all rights of individual membership and shall exercise such voting rights on behalf of the school, subject to the provisions of clause 7.5.1.1.

7.4.2.2. Conditions of Membership, Principles of Montessori Practice and the requirements for sub-categories of Membership for Schools may be further defined by the National Executive Committee and presented for ratification at any General Meeting of the Association.

7.4.3. Honorary Members & Patrons

7.4.3.1. Honorary membership may be awarded by the National Executive Committee of the Association to any person who has made an outstanding contribution towards Montessori education.

7.4.3.2. Patrons may be appointed from time to time by the National Executive Committee as partners in furthering the objectives and enhancing the status of the Association.

### **Multiple Campuses**

8.1. Each school member acknowledges that the Association may only represent your school's campus if it is registered as a school member individually despite being associated with the existing school member. Each different address of a campus of a school member should be registered individually for representation.

8.2. The Department of Education of the Republic of South Africa requires that every campus of a school is required to have its own unique Education Management Information System ("**EMIS**") registration number.

### **Review of Membership Categories, Benefits and Conditions**

9.1. The Executive Committee may further review and establish sub-categories of membership to meet the objectives of the Association.

### **Suspension and Termination of Membership**

10.1. The National Executive Committee may suspend or terminate the membership of any member provided that prior to any decision regarding suspension or termination of membership, at least (14) fourteen days prior written notice shall be given to the member concerned, providing reasons for such intention to

suspend or terminate membership, and inviting the member to make written or verbal representations to the Executive Committee.

- 10.2. The National Executive Committee may suspend the Membership of any institution or person who:
  - 10.2.1. breaches the Association's Constitution, Code of Conduct [Annexure G] or Conditions of Membership [Annexure C];
  - 10.2.2. commits any action which brings the Association into disrepute;
  - 10.2.3. is subject to investigation in terms of the Association's Complaints and Grievance Procedure [Annexure H];
  - 10.2.4. provides the Association with false or misleading information; or
  - 10.2.5. is found to have failed to comply with any reasonable and lawful requirement of the relevant legislation, local, provincial or national government departments.
- 10.3. The National Executive Committee shall suspend, and may terminate the membership of any person who:
  - 10.3.1. has been found guilty in a court of law of committing a criminal offence that may bring the Association into disrepute; or
  - 10.3.2. has been charged with an offence under the Children's Act (Act 38 of 2005, as amended) or the Criminal Law (Sexual Offences and Related Matters) Amendment Act (Act 32 of 2007, as amended) or any related or subsequent legislation or regulations.
  - 10.3.3. has been found by resolution at a duly convened meeting of the National Executive Committee, to have breached the Code of Conduct of the Association (Annexure G) and whose membership would, in the opinion of the National Executive Committee, bring the Association into disrepute. Compelling evidence shall be presented and a unanimous vote will be required to terminate membership on these grounds.
- 10.4. The National Executive Committee shall terminate membership of a member who has been found guilty of an offence under the Children's Act (Act 38 of 2005, as amended) or the Criminal Law (Sexual Offences and Related Matters) Amendment Act (Act 32 of 2007, as amended) or any related or subsequent regulations.
- 10.5. Should any staff member, whether or not the staff member is a SAMA member, at a member school, be found in breach of the Constitution, Code of Conduct, or charged in terms of an offence under the Children's Act (Act 38 of 2005, as amended) or the Criminal Law (Sexual Offences and Related Matters) Amendment Act (Act 32 of 2007, as amended) or any related or subsequent regulations, the National Executive Committee may suspend the school until such time as the situation is resolved to the satisfaction of the National Executive Committee, failing which membership may be terminated in terms of clause 7.10.

### **Rights of Membership**

- 11.1. The rights of a member shall not be transferable.
- 11.2. The rights of membership shall terminate:
  - 11.2.1. on failure to renew membership;
  - 11.2.2. on failure to comply with the conditions of membership as stipulated in Annexure C;
  - 11.2.3. on suspension or termination of membership in terms of clauses 7.8 – 7.12;
  - 11.2.4. on resignation;
  - 11.2.5. in the case of death of an individual member, or
  - 11.2.6. on closure of business in the case of an organization.

### **The National Executive Committee**

- 12.1. Powers of the National Executive Committee



- 12.1.1. The affairs of the Association shall be controlled and managed by the National Executive Committee, which shall exercise all the management and executive powers that are normally vested in the Board of Directors of a Company, subject to the terms of this Constitution and to the resolutions of members in General Meeting.
- 12.1.2. The members of the National Executive Committee shall undergo applicable training in corporate governance and exercise it accordingly in the administration of the affairs of the Association.
- 12.1.3. The National Executive Committee may appoint an Executive Director and other employees as it may consider necessary upon such terms and conditions as it may consider appropriate.
- 12.1.4. The National Executive Committee may investigate any complaint and shall investigate any formal grievance lodged in terms of its policies [Annexure H] and in terms of Constitution.
- 12.2. Election of Members of the National Executive Committee
  - 12.2.1. The members of the National Executive Committee under this Constitution shall be those listed on Annexure E every year.
    - 12.2.1.1. At every Annual General Meeting not less than one third of the National Executive Committee members shall retire by rotation.
    - 12.2.1.2. The members to retire shall be those who have been in office the longest since their last appointment being the member who has held the longest appointment since last voted onto serving on the National Executive Committee. Between members of equal seniority, the members to retire, in the absence of agreement between them, shall be determined by ballot.
    - 12.2.1.3. Should any National Executive Committee members step down during the year, they will automatically be counted as the 'retire by rotation' members.
    - 12.2.1.4. Retired National Executive Committee members shall not be eligible for a minimum period of three (3) years for re-election or co-option.
    - 12.2.1.5. Any change to the members of the National Executive Committee shall be, as soon as reasonably possible, communicated to the members of the Association.
  - 12.2.2. Elections for the National Executive Committee shall take place at the Annual General Meeting of the Association and shall be administered in terms of this Constitution, and the following stipulations:
    - 12.2.2.1. Members of the National Executive Committee who have previously resigned shall not be eligible for a minimum period of three (3) years for re-election or co-option;
    - 12.2.2.2. elections will only take place should more nominations be received than there are positions available on the National Executive Committee;
    - 12.2.2.3. National Executive Committee members shall be members of the Association in good standing;
  - 12.2.3. It is envisaged that the Deputy President shall succeed the President upon the retirement or resignation of the President. Should the Deputy President for any reason not take up the position of the President, the incumbent for the position shall be determined by ballot of members at the Annual General Meeting in accordance with this Constitution. The National Executive Committee shall appoint an Acting President from its members to serve until the next Annual General Meeting. Such Acting President shall stand down as soon as a new President and Deputy President are elected.
- 12.3. Composition of the National Executive Committee
  - 12.3.1. The members of the National Executive Committee shall comprise a diversity of gender, culture, race as well as socio economic standing and representatives of more than two (2) provinces.
  - 12.3.2. The National Executive Committee shall comprise at least five (5) but not more than eight (8) voting members.

- 12.3.2.1. No more than one (1) person from a member school, and/or no more than one (1) person from an organisation or group of schools can serve on the National Executive Committee at the same time.
- 12.3.2.2. At any given time at least 2/3 (two-thirds) of the National Executive Committee shall be Montessori educators.
- 12.3.2.3. The National Executive Committee shall comprise of a President; a Deputy President; a Treasurer; a General Secretary, elected at an Annual General Meeting and at least one (1) but no more than four (4) other persons, who may be allocated portfolios by the National Executive Committee.
- 12.3.2.4. Each member of National Executive Committee shall submit a written declaration of interest that shall be renewed annually for the duration of their appointment to the National Executive Committee.
- 12.3.2.5. A verbal declaration of any reasonably foreseeable conflict of interest in the business under discussion shall be a standing item on the agenda of every meeting of the National Executive Committee, and shall be minuted.
- 12.3.3. Should no-one be elected for any portfolio, the National Executive Committee shall appoint such officers from its own ranks according to their strengths and the Association's needs.
- 12.3.4. The National Executive Committee may co-opt additional non-voting members for such period as the National Executive Committee considers appropriate.
- 12.3.5. Employees of the Association may be co-opted by the National Executive Committee to serve in an ex-officio capacity on the National Executive Committee. The number of ex-officio members shall not exceed two-fifths (2/5) of the total members of the National Executive Committee and shall not have voting rights.
- 12.4. National Executive Committee Members Vacating Office
  - 12.4.1. A member of the National Executive Committee member shall vacate office if he:
    - 12.4.1.1. resigns;
    - 12.4.1.2. becomes unfit and/or incapable of performing the duties associated with the office;
    - 12.4.1.3. would be considered disqualified, in terms of the Companies Act or equivalent legislation in force, from acting as Director of Company;
    - 12.4.1.4. or is removed by the National Executive Committee, by resolution adopted by at least three-quarters (3/4) of its members in office.
  - 12.4.2. Should a position on the National Executive Committee fall vacant during the year, the National Executive Committee may, by resolution, co-opt members of the Association in good standing to fill the vacancy until such time as the next election.
- 12.5. Procedure at National Executive Committee Meetings
  - 12.5.1. The National Executive Committee shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:
    - 12.5.1.1. the National Executive Committee shall elect a Meeting Chairperson for an agreed period of time which shall not be an appointment period longer than twelve (12) months from approval;
      - 12.5.1.1.1. the National Executive Committee may not elect a Meeting Chairperson to a consecutive appointment period. The intention is to cycle the role between members of the National Executive Committee.
      - 12.5.1.1.2. Members who previously held the position may be elected as Meeting Chairperson more than once but not in consecutive appointment periods.

- 12.5.1.2. meetings of the National Executive Committee shall be held quarterly; or more often, either at the request of the President or at the written request of any two (2) members of the National Executive Committee;
  - 12.5.1.3. a minimum of two meetings per annum shall be face to face meetings;
  - 12.5.1.4. meetings shall be called by 7 (seven) day's notice in writing, and shall include an Agenda, any minutes of previous meetings which are to be adopted, draft financial reports and membership statistics for the preceding quarter, and any reports or correspondence to be tabled;
  - 12.5.1.5. unless otherwise stipulated in this Constitution, the quorum necessary for the transaction of any business by the National Executive Committee shall be two-thirds (2/3) of the voting members of the National Executive Committee;
  - 12.5.1.6. resolutions of the National Executive Committee shall be decided by a majority of votes;
  - 12.5.1.7. should there be an equality of votes the chairperson of the meeting shall have a casting vote.
- 12.5.2. Formal minutes, including the record of attendance and apologies received, shall be kept of the proceedings of meetings of the National Executive Committee. The minutes of a National Executive Committee Meeting shall be adopted at each subsequent meeting and be signed by the Chairperson.
  - 12.5.3. Minutes of National Executive Committee meetings, once formally adopted, shall be available to members of the Association upon written request to the General Secretary.
  - 12.5.4. Resolutions arrived at as the result of an email or telephonic discussion shall be as valid as if passed at a duly convened meeting of the National Executive Committee, provided it is confirmed in writing by all members of the National Executive Committee or ratified at a subsequent meeting of the National Executive Committee.
- 12.6. Delegation of Powers
    - 12.6.1. The National Executive Committee may, by resolution, appoint representatives or delegate any of its powers to any member, employee, task team or special purpose committee. Those so appointed as representatives or to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the National Executive Committee and shall act in the best interests of the Association.

## **General Meetings**

- 13.1. The Annual General Meeting
  - 13.1.1. An Annual General Meeting of the Association shall be held within a period of twelve (12) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held within six (6) months of the end of each financial year, unless an extension of time is adopted unanimously by the National Executive Committee.
  - 13.1.2. Annual General Meetings shall be convened by the President with no less than eight (8) weeks prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and the business to be transacted at the meeting.
  - 13.1.3. The business of an Annual General Meeting shall include:
    - 13.1.3.1. consideration and adoption the Minutes of the previous Annual General Meeting and any General Meeting held in the intervening period;
    - 13.1.3.2. the presentation and adoption of the Annual Report of the President;
    - 13.1.3.3. the consideration of the Annual Financial Statements;
    - 13.1.3.4. the election of members to serve on the National Executive Committee in terms of this Constitution.

13.1.3.5. other matters as may be considered appropriate by the National Executive Committee.

13.1.4. Members shall be entitled to place items on the Agenda provided these are received by the National Executive Committee at least four weeks prior to the Annual General Meeting. Such agenda items should take the form of clear proposals. Any member placing a proposal on the Agenda shall be present at the Annual General Meeting to formally present the item.

13.1.5. The final agenda of the meeting, together with draft Minutes for consideration at the Annual General Meeting, shall be circulated to members not less than one week prior to the Annual General Meeting.

13.2. Special General Meetings

13.2.1. Special General Meetings of the Association may be convened by the National Executive Committee as deemed necessary by resolution; or upon request to the National Executive Committee by at least one quarter (1/4) of the members of the Association.

13.2.2. 9.7 Any General Meeting other than the Annual General Meeting shall be convened on at least fourteen (14) day's written notice to all members. The notice shall state the date, time and place of the meeting and the business to be transacted. The General Meeting shall only deal with those matters for which it has been convened.

13.3. Quorum

13.3.1. A quorum constituting a General Meeting of the Association shall be ten (10) percent of the members with voting rights, as defined in Section 7, in good standing, present in person.

13.3.2. Should any General Meeting have been properly convened but with no quorum present, the meeting shall stand adjourned to another date, which shall be within thirty (30) days of the original meeting. This notice shall state the date, time and place of the meeting and the business to be transacted at the meeting. At such reconvened General Meeting, the members then present or represented by proxy shall be deemed to constitute a quorum.

13.3.3. The quorum as indicated in clauses 9.8 and 9.9 above shall not apply to amendments to the Constitution of the Association, which will be conducted in terms of Section 12.

13.4. Proxy Votes

A member of the Association who is unable to be present at a General Meeting may appoint a proxy who shall also be a member of the Association. Such designated proxies shall be considered to be "members present and voting" in the case of all voting during any General Meeting, except where specifically excluded by this Constitution. Such proxies will not be construed as part of the quorum.

13.5. Resolutions and Voting

13.5.1. At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if determined by the President or not less than one third (1/3) of the members present at the meeting.

13.5.2. Each voting member present or represented by proxy at such meeting, shall be entitled to one (1) vote.

13.5.3. The National Executive Committee may at its discretion, provided that it does not conflict with any provision of this Constitution, determine the mechanism by which votes shall be counted, and may, if necessary, appoint from its ranks, or staff of the Association, a Voting Officer to assist the President to ensure that the votes of proxies, and other voting procedures, are correctly followed.

13.5.4. Resolutions shall be decided by a majority of votes. Should there be an equality of votes the President shall have a casting or second vote.

13.6. Minutes

- 13.6.1. Formal Minutes, including a record of attendance, shall be kept of the proceedings of all General Meetings.
- 13.6.2. The National Executive committee may, at its discretion, make an audio recording of the proceedings of any meeting of the association to support the taking of minutes.
- 13.6.3. Upon adoption, the Minutes shall be signed by the President, and shall be made available to all members.

13.7. Notices

- 13.7.1. Notice of all meetings provided for in this Constitution, shall be delivered by email to the most recent address provided by members to the Association, or in any other manner as the National Executive Committee may determine.
- 13.7.2. The Association shall not be liable, nor will proceedings of any meeting be invalidated, should members not receive notices either because they have not kept the Association informed of updated contact details, or because of any other circumstance beyond the control of the Association.

13.8. Nomination and Voting Procedures for National Executive Committee

- 13.8.1. Election of Members of the National Executive Committee shall be held in terms of this Constitution.
- 13.8.2. Nomination and voting procedures shall ensure that all members of the Association shall be able to participate equally and fully in the election of members of the National Executive Committee, whether or not they are able to attend the Annual General Meeting, and shall be managed by the General Secretary or any person to whom this task is delegated by the National Executive Committee.
- 13.8.3. Nominations shall be managed as follows:
  - 13.8.3.1. nominations shall be called for in respect of each position vacant on the National Executive Committee;
  - 13.8.3.2. any member of the Association who is in good standing on the date that the nominations close shall be entitled to nominate and to vote;
  - 13.8.3.3. a call for nominations for each position being vacated on the National Executive Committee shall be sent to all members of the Association at least eight (8) weeks prior to the date set for the Annual General Meeting;
  - 13.8.3.4. a separate nomination form shall be submitted for each person being nominated;
  - 13.8.3.5. all nominations shall include a brief curriculum vitae of the nominee, together with a motivation from the nominator or nominee stating the reason for the nomination
  - 13.8.3.6. nominations shall clearly state the proposer, seconder and acceptance by the nominee; or the nomination shall clearly state the proposer and acceptance by the nominee as the same person.
  - 13.8.3.7. nominations shall reach the SAMA Office, in writing, no less than six weeks prior to the Annual General Meeting. Such nominations must be acknowledged in writing within three business days of receipt.
- 13.8.4. Voting shall be managed as follows:
  - 13.8.4.1. five weeks prior to the AGM, details of all nominees, including their brief curriculum vitae and the motivation provided by the nominators will be sent to all members, together with a ballot paper;
  - 13.8.4.2. each member of the Association shall be entitled to one ballot which will allow her to vote for all available positions;
  - 13.8.4.3. membership numbers and names shall appear on the ballot paper in order to verify that only members in good standing take part in the ballot;

- 13.8.4.4. each member shall complete his own ballot paper;
- 13.8.4.5. no proxy votes will be used in the election for the National Executive Committee.
- 13.8.5. To ensure that all members are able to vote – all votes shall be taken electronically.
  - 13.8.5.1. In limited instances, the National Executive Committee may, at its discretion, incorporate an postal vote system provided it is satisfied that such system sufficiently safeguards member rights as envisaged by this clause.
- 13.8.6. Ballots shall be received and counted as follows:
  - 13.8.6.1. Ballots shall be placed in the ballot box provided at the Annual General Meeting no later than two hours prior to the start of the Annual General Meeting. All postal votes shall be added to the ballot box prior to the ballots being counted;
  - 13.8.6.2. votes shall be counted before the commencement of the Annual General Meeting by two persons nominated by the National Executive Committee, provided that such persons are not themselves candidates;
  - 13.8.6.3. the candidate who receives the maximum number of votes in each category shall be declared the duly elected member of the National Executive Committee for that category;
  - 13.8.6.4. the results shall be verified by a scrutineer, who is not a candidate, appointed by the National Executive Committee, at its sole discretion, prior to the Annual General Meeting;
  - 13.8.6.5. the results will be announced at the Annual General Meeting by the scrutineer.

#### **Financial matters**

- 14.1. The National Executive Committee shall establish appropriate financial controls and procedures to safeguard the finance and assets of the Association.
- 14.2. Bank Account
  - 14.2.1. The National Executive Committee shall open and maintain a bank account in the name of the Association with a registered financial institution.
  - 14.2.2. The National Executive Committee shall ensure that all monies received by the Association are deposited in the abovementioned bank account as soon as possible after receipt.
  - 14.2.3. A minimum of three signatories is required to establish and maintain the Association's bank account, one of which shall be the Treasurer, the second the President and the third shall be a senior representative of the Association, as determined by resolution of the National Executive Committee. Any two of these signatures shall be required.
  - 14.2.4. All cheques, promissory notes and other documents requiring signature on behalf of the Association shall be signed by two (2) of the National Executive Committee members, appointed by resolution of the National Executive Committee to do so.
  - 14.2.5. All payments (including those made by EFT) must be supported by source documents and include authorization in compliance with sound accounting practices and conform to such limits as may be stipulated annually by resolution of the National Executive Committee.
  - 14.2.6. The limits envisaged in clause 10.6 shall stipulate the maximum amount that can be paid by the Treasurer at his discretion; amounts which shall require authorization by both the Treasurer and the President and amounts which shall require a resolution of the National Executive Committee.
  - 14.2.7. Regular operating expenses, or payments in terms of a budget previously approved by the National Executive Committee, shall be cross-referenced to the minutes where such expenditure was approved, and signed by the Treasurer.
- 14.3. Financial Records

- 14.3.1. The Association's financial year-end shall be 31 December.
- 14.3.2. 10.10 The National Executive Committee shall keep, or cause to be kept, books of account concerning all transactions and affairs entered into by them in connection with the Association, including but not limited to:
  - 14.3.2.1. records showing the assets and liabilities of the Association;
  - 14.3.2.2. a register of fixed assets showing the respective dates of acquisition and the cost thereof, if any, the respective dates of any disposals and the considerations received in respect thereof;
  - 14.3.2.3. full accounting records updated at least monthly.
- 14.3.3. A bank statement, trial balance and draft income statement shall be tabled at every meeting of the National Executive Committee, and in months when no meeting of the National Executive Committee is held, the aforementioned statements for the month shall be circulated to the National Executive Committee before the 15th of the next month.
- 14.3.4. The Association shall not be required, unless so decided by the National Executive Committee, to have the accounts of the Association audited regularly or at all, but should it become a legal requirement for the Association to be audited, the National Executive Committee shall in its discretion appoint an auditor.
- 14.3.5. In the event that an auditor is not appointed, the Annual Financial Statements of the organisation shall be reviewed by a registered Accountant.

#### 14.4. Budget

- 14.4.1. 10.14 An annual budget shall be drawn up by the Treasurer and submitted to the National Executive Committee for approval before the end of November of each year.

### **Annual Narrative Report and Financial Statements**

- 15.1. The National Executive Committee shall ensure that the Association prepares an annual narrative report covering the activities of the Association, and an Annual Financial Statement, for each financial year. The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 15.2. Within three (3) months of the end of the financial year, the National Executive Committee shall ensure that:
  - 15.2.1. the financial statements are submitted to a registered Accountant to examine and certify that the annual financial statements are consistent with the financial records of the Association; and
  - 15.2.2. that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.
- 15.3. 11.3 The Annual Narrative Report shall be tabled by the President, and the Annual Financial Statements shall be tabled by the Treasurer, at the next Annual General Meeting.

### **Amendments to the Constitution**

- 16.1. Should the National Executive Committee propose an amendment, or receive a proposal to amend this Constitution which does not deal with Sensitive Matters on which the entire membership should be consulted, such a proposal may be put to the vote at an Annual General Meeting or a Special General Meeting convened in terms of Section 9, and on condition that:
  - 16.1.1. any resolution affecting such amendment is clearly motivated and reaches the General Secretary at least six weeks prior to an Annual General Meeting or Special General Meeting;
  - 16.1.2. all members are notified of the wording of the proposed amendment at least four weeks prior to the Annual General Meeting or Special General Meeting at which it is to be considered; and
  - 16.1.3. such amendments are approved by at least two-thirds of the members who are present, in person or by proxy, at the meeting.

- 16.2. Notwithstanding the provisions in other sections and if in the opinion of the National Executive Committee, a proposal to amend this Constitution is put forward which deals with contentious matters and is signed by at least 25 members in good standing, the National Executive Committee, may conduct a postal vote among membership entitled to vote. Two polling officers and a scrutineer shall then be appointed by the National Executive Committee to open and count the votes. In the event of at least two-thirds of the membership voting in favour of the proposal, the constitution shall be so amended and the membership informed thereof.
- 16.3. Any proposals affecting such amendment shall be clearly motivated and voting papers drawn up in such a way that it is quite clear to any voter that:
- 16.3.1. the member votes for or against the proposed amendment; and
- 16.3.2. the voting paper shall be returned to the polling officers on or before a specific date; and in the event of these conditions not being complied with, the voting paper shall be deemed invalid.

### **Indemnity**

- 17.1. Subject to the provisions of relevant statutes, members of the National Executive Committee and other officers of the Association shall be indemnified by the Association for all acts done by them on its behalf, in good faith and in accordance with the Association's policies and procedures. In such cases the Association shall pay costs and expenses incurred, or for which it becomes liable as a result of any contract entered into, or act done, by its office bearers and officials in the discharge of their duties on behalf of the Association.
- 17.2. Subject to the provisions of any relevant statutes, no member of the National Executive Committee and or other officers of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of her office, unless it arises as a result of her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

### **Dispute Resolution**

- 18.1. In the event of a serious disagreement between the members of the National Executive Committee and/or the Association regarding the interpretation of this Constitution, any two (2) National Executive Committee members or any ten (10) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, shall state the issue in dispute, and be addressed to the National Executive Committee.
- 18.2. The National Executive Committee shall consider such declaration within two (2) weeks of receiving it. Should the National Executive Committee not be able to resolve the dispute to the satisfaction of the persons declaring it, the dispute may be referred first for mediation and if not resolved, for arbitration.
- 18.3. Mediation
- Should the dispute be referred to a mediator, the persons declaring the dispute and the National Executive Committee are required to agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 18.4. Arbitration
- 18.4.1. In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute may be referred for arbitration. The arbitrator shall be such suitably qualified person as the persons declaring the dispute and the National Executive Committee may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.
- 18.4.2. The arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice. The arbitrator may base his decision not only upon the applicable law but also upon the principles of equity and fairness. The persons declaring the dispute shall be liable for the costs of the arbitration unless the arbitrator decides which party shall be liable for the costs or apportions the costs.



18.4.3. The decision of the arbitrator shall be final and binding upon all parties.

### **Dissolution of the Association**

- 19.1. Should the need arise to consider dissolution of the Association, a special meeting of the National Executive Committee shall be called. Notification of the venue and date thereof shall be sent to every member of the National Executive Committee not less than thirty days before such a special meeting.
- 19.2. Notwithstanding any other stipulation in this Constitution, the National Executive Committee members present at such a special meeting shall constitute a quorum. If this meeting is conducted by post, the number of voting papers returned by National Executive Committee members before or on the thirtieth (30th) day after mailing the voting papers to them, shall constitute a quorum. A resolution to proceed with the dissolution of the Association shall be valid if passed by not less than two-thirds of such a quorum.
- 19.3. Notification of such a decision to proceed with the dissolution of the Association shall be sent to every member in good standing not later than fourteen days after the decision of the National Executive Committee has been taken. This notification shall contain:
  - 19.3.1. the exact wording of the decision taken by the National Executive Committee;
  - 19.3.2. a summary of the reasons for the decision taken by the National Executive Committee;
  - 19.3.3. a statement explaining the debts and liabilities of the Association as well as the assets and the value thereof;
  - 19.3.4. alternative suggestions on how any assets which might remain after payment of all debts and liabilities shall be disposed of;
  - 19.3.5. a voting paper drawn up in such a way that it is quite clear that the voter:
    - 19.3.6. may vote for or against the dissolution of the Association;
    - 19.3.7. may vote for or against the suggestions on how any remaining assets may be disposed of, subject to clause 8 of this Constitution and any applicable legislation;
  - 19.3.8. must return the voting paper no later than thirty days (30) after the date on which the notification of the decision taken by the National Executive Committee was posted to each member in good standing.
  - 19.3.9. Any voting paper will be declared invalid in the event of any of the above stipulations not being complied with.
- 19.4. Notwithstanding any other stipulation in this Constitution, the number of voting papers returned before or on the date specified shall be considered to represent a quorum of the voters and a resolution to dissolve the Association shall be valid only if passed by not less than two-thirds (2/3) of the votes received. Any remaining assets of the Association shall be disposed of in such a manner as may be determined by a majority of the votes received.

**This Constitution was adopted by a General Meeting of the members of the South African Montessori Association at Johannesburg on : [13 October 2012].**

**Signed: [13 October 2012]**

**President: [Charl du Toit]**