

The South African Institute of Computer Scientists and Information Technologists

DRAFT CONSTITUTION

Proposed March 2019

1 Interpretation and Definitions

In this constitution, except where the context forbids, words importing males shall include all genders and words implying the singular shall include the plural and vice versa.

- The term “Institute” shall refer to the South African Institute of Computer Scientists and Information Technologists.
- The term “Council” shall mean the Council of the Institute as defined in Chapter 4 of the Constitution.
- “ExCo” shall mean the Executive Committee constituted under section 4.12 of the Constitution.
- The terms “approved”, “recognised” and “acceptable” shall mean approved by, recognised by, and acceptable to the Council unless the context denotes otherwise.
- The term “member” shall mean any person whose name is recorded on the membership register of the Institute.
- The term “active member” is defined in the Bylaws.
- The term “quorum” shall mean that number of members who must be present when any resolution is taken in order that such resolution shall be binding on the Institute.
- The term “secretaries” shall mean the person or persons or organisation appointed as such by the Institute in a general meeting, whereas “Secretary” refers to the Honorary Secretary.
- The term “electronic ballot” shall include by email or online.

In any case of doubt as to the meaning of any portion of the Constitution and Bylaws, the Interpretation of the Council shall be binding upon the members.

2 Name and Attributes

2.1 Name

The name of the Institute shall be: the South African Institute of Computer Scientists and Information Technologists. The abbreviation shall be SAICSIT.

2.2 Mission

The Institute focusses on research and development in South Africa in all sub-disciplines of Computing, including Computer Engineering, Computer Science, Information Systems, Information Technology and Software Engineering.

2.3 Strategic Objectives

The strategic objectives of SAICSIT are to:

- Support education, training and research, particularly through an annual conference;
- Support the dissemination of research through vehicles such as the South African Computer Journal (SACJ) and conference proceedings;

- Enhance the communication amongst members and all interested parties regarding research and development projects by means of services and links with other professional bodies;
- Monitor the availability of human resources for research and development;
- Seek solutions to technical and socio-economic problems in South Africa by means of research and development projects;
- Strive for professionalism and excellence amongst members.

3 Membership

3.1 The Membership

The Institute shall consist of members that meet the criteria as specified by the Bylaws. Members who were originally appointed as Fellows will retain their title as Fellows of SAICSIT. No new Fellows will be elected.

3.2 Membership Register

The Council shall keep a register of all members, together with their dates of joining the Institution, affiliation and email address.

3.3 Letters of Designation

- A Member of the Institute shall be entitled to use the letters MSAICSIT to designate membership of the Institute.
- Members who were originally elected as Fellows of the Institute may continue to use the designation FSAICSIT.
- A member of the Institute may use the description “Member of The South African Institute of Computer Scientists and Information Technologists” to specify association with the Institute.

3.4 Professional Conduct

Each member is required so to order his conduct as to uphold the dignity of the profession of all Computing sub-disciplines. It is recognized that a member will interact with clients, employers, others with whom his work is connected, and his fellow-members. In whatever capacity he may be engaged, he should act in a manner consistent with the mission and objectives of the Institute.

3.5 Termination of Membership

- A member may resign from the Institute by sending his written resignation to the Secretary.
- A person who has so resigned may be re-admitted to membership at the discretion of the Council.
- The Council may, in terms of the Bylaws, terminate the membership of inactive members of the Institute.

3.6 Disciplinary Power

The Council shall have power in terms of the Bylaws to censure, suspend or expel members of SAICSIT.

3.7 Forfeiture of Rights

Cessation of membership of the Institute shall entail forfeiture of all rights, title, and/or interest in funds, property and assets of the Institute, and of rights to participate in the Institute’s affairs.

4 The Council

4.1 Management

Subject to the constitution and in conformity with the Bylaws, management of the affairs of the Institute shall be vested in the Council whose members shall serve on the Council until their successors have been elected and have taken office.

4.2 Composition of the Council

The Council shall consist of:

- The Office Bearers:
 - the President;
 - two (2) Vice-Presidents;
 - the Honorary Secretary;
 - the Immediate Past President;
 - the Honorary Treasurer.
- The SACJ Editor
- a further eight (8) ordinary Council members.

No member of the Institute other than the six (6) designated in this clause nor any paid or honorary employee of the Institute shall be termed an Office Bearer of the Institute.

4.3 Co-option

- The Council may co-opt members as they feel fit to conduct or be responsible for specific duties.
- Co-opted members hold office for such period determined by the Council or until the next Annual General Meeting, whichever is the shorter period.

4.4 Quorum

Eight (8) council members shall form a quorum at a Council Meeting.

4.5 Right of Attendance

Members of Council have the right to attend any and all meetings and committee meetings of any group or body, associated with, or sponsored by, the Institute.

Fellows have the right to attend all Council meetings, but unless also Council Members, shall not have the right to vote at Council meetings.

4.6 Forfeiture of Council Membership

Should any member of Council be absent from three consecutive Council meetings, without leave of absence having been granted to him by Council, he shall, at the discretion of Council, be deemed to have resigned from the Council.

4.7 Election of Office Bearers

The Office Bearers shall be elected at the Annual General Meeting, in accordance with the Bylaws.

4.8 Terms of Office

A term of office is from Annual General Meeting to Annual General Meeting and shall be:

- For Office Bearers: three years
- For Council Members: four years
- For SACJ Editor: five years

4.9 Vacancies among Office Bearers

The Council shall have the power to fill any vacancy occurring among Office Bearers.

4.10 Eligibility of Council Members

Members of Council shall be active members of the Institute, as defined by the Bylaws.

4.11 Election of Council Members

Members of Council shall be elected at the Annual General Meeting, in accordance with the Bylaws.

4.12 Vacancies among Council Members

The Council shall have the power to fill the vacancy by co-option.

4.13 Executive Committee

- The Executive Committee of the Council shall consist of the Office Bearers together with such additional Council members as may be appointed to the Committee by the Council.
- The quorum at meetings of the Executive Committee shall be four (4) members.
- The Executive Committee shall act on behalf of the Council in cases of emergency and in all matters delegated to it by Council.
- Any action taken by the Executive Committee shall be reported to the next Council meeting.

4.14 Secretariat

The Council shall have the power to appoint a secretary and other officers, and to remunerate them. Such officers shall hold office at the pleasure of the Council and they shall perform such duties as the Council shall require.

The Council shall cause minutes to be kept of the proceedings of all meetings of the Council, the Institute and the various committees.

5 Activities of the Institute

5.1 Conference

The Institute is dedicated to holding an annual research conference.

5.2 Publications

The Council shall have the power to publish journals and other matters as may be determined by Council.

5.3 Examinations

The Council shall have the power to institute and regulate examinations for admission to membership and for such other purposes as may be determined by Council.

5.4 Incorporation of, and Association with, Kindred Institutions

The Council may, upon receipt of a request for incorporation from any organisation with objects kindred to those of the Institute, arrange for the incorporation of such an organisation in the Institute on such terms and conditions as may be agreed upon, provided that any such incorporation shall be subject to sanction by a Special General Meeting of the Institute convened for the purpose.

The Council may decide, with no dissenting vote, to associate the Institute with any institution, provided that such association

- furthers the objectives of the Institute; and
- is not detrimental to the autonomy of the Institute or Council.

The Council may decide to disassociate from any such institution, provided that such disassociation be subject to approval by a Special General Meeting convened for this purpose.

6 Fees and Subscriptions

- The Council shall have the power to levy, fix and amend entrance fees and annual subscriptions.
- Non-members may subscribe to any of the services provided by the Institute at a fee determined by Council.
- The liability of members for the debts and engagements of the Institute is limited to the amount of any unpaid subscriptions.

7 Assets and Accounts

7.1 Assets

- All assets, property and funds of the Institute shall be held and registered in the name of the Institute.
- The Council shall have the power to buy, sell, improve, manage, lease, mortgage or dispose of all or any property, movable or immovable: to raise, borrow and secure payment of money, and to accept donations, in furtherance of the Institute's objects.
- True accounts shall be kept of all monies received and expended by the Institute and of the assets and liabilities of the Institute.

7.2 Accounts

- The Council shall have the power to open such banking accounts as it deems fit for the purposes of the Institute.
- The Honorary Treasurer, or treasurer engaged by the Council, shall administer the funds of the Institute in accordance with the directions of the Council to whom they shall be responsible.
- The funds of the Institute shall be applied solely to the promotion of the objectives of the Institute.

7.3 Signatories

All documents and instruments required to be signed on behalf of the Institute shall be signed by persons duly authorised by a resolution of the Council.

7.4 Annual Reports and Assessments

- The accounts of the Institute shall be assessed at least once a year by an independent financial reviewer who shall be appointed by the Council for the ensuing year.
- No member or officer of the Institute shall be eligible for the position of independent financial reviewer.
- The Council shall submit at each Annual General Meeting an Annual Report on the financial affairs of the Institute, together with an assessed Statement of Revenue and Expenditure and a Balance Sheet as specified above.

8 Indemnity

Each member of Council shall be accountable only in respect of his own acts and shall not be accountable for any acts done or authorised to which he shall not have expressly assented. No member of the Council shall incur any personal liability in the following respects: loss or damage incurred through any act, matter or thing done, authorised or suffered by him, when done in good faith for the benefit of the Institute, even though in excess of his/her legal power.

9 Bylaws

The Council shall frame Bylaws, which shall be consistent with the provisions of the Constitution, for the conduct of the business and the management of the affairs of the Institute.

9.1 Amendments

Such Bylaws may at any time be added to, repealed or amended by the Council. All members shall be notified of such alterations and additions in a manner to be decided by the Council.

9.2 Ratification

An amendment to the Bylaws concerning the election of Council members and office bearers, or the Bylaws on disciplinary procedures requires ratification by a simple majority of votes cast by either (a) members in an electronic ballot or (b) a general meeting.

9.3 Interpretation

In any case of doubt as to the meaning of any portion of the Constitution and Bylaws, the Interpretation of the Council shall be binding upon the members.

10 Meetings of the Institute

10.1 Ordinary General Meetings

Ordinary General Meetings of the Institute shall be held at such time and place as the Council may decide. Nothing related to the management of the Institute shall be introduced or discussed at Ordinary General Meetings.

10.2 Annual General Meetings

Annual General Meetings of the Institute shall be held on a date in the following year to be decided by the Council each year to

- receive and consider the Annual Report of the Council,
- receive and approve the assessed Revenue and Expenditure Account and Balance Sheet,
- conduct elections for the membership of the Council when applicable, and
- conduct such other business as the Council may decide.

10.3 Special General Meetings

The Council may at any time convene a Special General Meeting. All meetings of the Institute other than those detailed above shall be designated Special General Meetings and only such business as is specified in the notice convening these meetings shall be transacted.

The Council shall convene a Special General Meeting within thirty (30) days of the receipt of a written application from no less than ten (10) active members, provided such application specifies the objects for which the meeting is required.

10.4 Notice of Meetings

Notices convening Annual General and Special General Meetings shall be dispatched to members at their registered email addresses no less than fourteen (14) days prior to the date decided for such meetings.

10.5 Omission of Notice of Meetings

The accidental omission to give notice of any meeting of the Institute to any member shall not invalidate any resolution passed at such meeting.

10.6 Voting

The active members present at a meeting of the Institute shall form a quorum, and only these members are entitled to vote, provided that members may authorise a vote in proxy.

10.7 Amendments to the Constitution

Should the Council consider it expedient to propose any change to the Constitution in the way of addition, alteration or repeal, or should not less than twenty (20) members express in writing a desire for such a change, the same shall:

- Either be considered at the Annual General Meeting or Special General Meeting convened for that purpose, in which case the members present shall be deemed to be those entitled to vote
- Or, if deemed desirable by the Council, be submitted to all active members for decision by electronic ballot; in which case the full member register shall be deemed to be those entitled to vote

For the adoption of a proposed amendment, it shall be necessary that not less than twenty-five per cent of the members entitled to vote cast their votes, and that not less than two-thirds of the votes cast be in favour of the amendment.

11 Liquidation

The Institute may be liquidated and its affairs wound up, or it may be amalgamated with any similar body, by a resolution submitted to and adopted at a Special General Meeting convened for the purpose, at which not less than seventy-five percent (75%) of the votes cast are in favour of the dissolution or amalgamation, subject to confirmation by an electronic ballot, in which not less than twenty-five percent (25%) of members entitled to vote cast their votes, and not less than two-thirds of the votes cast are in favour of dissolution or amalgamation.

In submitting the resolution to members, it shall be necessary to decide the manner in which any surplus assets of the Institute, after satisfaction of its debts, shall be applied, with the proviso that no surplus assets will be distributed among any members of the Institute but will be made over to a society not for gain, such society to have objects that are in accordance with the objects of the Institute.