

CONSTITUTION OF THE SOUTHERN AFRICA MATHEMATICAL SCIENCES ASSOCIATION

NAME

- 1.1 This Society shall be known as the "SOUTHERN AFRICA MATHEMATICAL SCIENCES ASSOCIATION (SAMSA)" hereinafter referred to as the "Society".

2.1 **INTERPRETATION**

The following words and expressions shall have the following meanings:

- a) "Society" shall mean SOUTHERN AFRICA MATHEMATICAL SCIENCES ASSOCIATION (SAMSA).
- b) "Executive Committee" shall mean the governing body of this Association appointed in terms of the constitution referred to as a Committee.
- c) Words signifying the singular number shall include plural or vice-versa unless they appear otherwise from the context.
- d) "Country" shall mean any country in the conglomeration called the Southern African Region.
- e) "Region" shall mean the Southern African Region.
- f) "Members" shall mean fully paid up members.
- g) "Committee" shall mean the Executive Committee.

HEADQUARTERS OF THE ASSOCIATION

- 3.1 Its headquarters shall be at "Gaborone, Botswana" or such other address as may subsequently be decided upon by the Committee. The Association shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities, where necessary.

OBJECTIVES

- 4.1 The objectives of the Association are:

- a) To promote cooperation and exchange of ideas in mathematical sciences research and teaching of mathematical sciences and to stimulate communication between mathematical scientists in the region.
- b) To organize research seminars and colloquia in mathematical sciences.
- c) To arrange visits to the region of eminent mathematical scientists and organize inter-departmental visits and exchange visits.
- d) To seek and maintain contacts with other mathematical sciences associations within and outside the region, provided that the objectives and purposes of such other associations are consistent with the objectives and purposes of the association.
- e) To produce a research and information publication and any other publications deemed to be of value in the promotion of the above objectives.
- f) To endow prizes and awards in the mathematical sciences.
- g) To acquire, dispose of and generally deal in property both movable and immovable.
- h) To invest and expend money, lend and borrow money and secure the repayment thereof, where applicable, by mortgage or pledge of any of the assets of the Association, movable or immovable.
- i) To generally carry any, do or transact any act, scheme or enterprise calculated to further the objectives of the Association.

MEMBERSHIP QUALIFICATION AND RIGHTS

- 5.1 Membership is open to both residents and non-residents of the region.
- 5.2 Membership shall be in the following categories:
 - a) Full members who shall normally be residents of member countries and non-residents of the region and actively engaged in the promotion, extension or application of mathematical sciences knowledge. Such members shall be non-students.
 - b) Former presidents of the association who shall be life members.

- c) Associate members who, not being students, and being resident in a member country shall have good interest in mathematical sciences but are not so actively engaged in the promotion or application of mathematical knowledge.
 - d) Student members, who shall be full-time students of universities and other tertiary institutions in member countries, provided that such students shall initially be nominated for membership by a full member.
 - e) Honorary members who shall have distinguished themselves in the promotion, extension or application of mathematical sciences knowledge.
 - f) Institutional members who shall collectively hold, and be eligible for membership on the basis of their collective and individual interests and active participation in the promotion, extension and application of mathematical sciences knowledge in the region.
- 5.3 Any person may upon due application be elected by a general meeting to one and only one category of membership.

APPLICATION FOR MEMBERSHIP

- 6.1 Any person or institution wishing to become a member of the Association shall make application on a form provided by the Secretary and shall be proposed and recommended by not less than one full member. He/she shall also sign and return to the Secretary the following declaration:
- "We/I hereby declare that upon election we/I shall accept the obligations of membership of the Southern Africa Mathematical Sciences Association, to further and foster the aims and objectives of the Association and abide by the Constitution of the Association."
- 6.2 An honorary member shall be elected by a general meeting voting on recommendation of the Executive Committee as specified in section (5.2), subsection (e) of Article 5. Upon admission, an honorary member shall have all the privileges of membership but shall not be obliged to pay a subscription.
- 6.3 A copy of the Constitution shall be furnished to every approved member upon payment of the joining fee.

JOINING FEES, SUBSCRIPTIONS AND OTHER DUES

- 7.1 Upon admission to membership, except to honorary membership, a member shall pay a joining fee and annually pay a subscription fee, as determined by a general meeting acting on a recommendation of the Executive Committee.
- 7.2 A member of an association with which the Association maintains a reciprocity agreement shall upon application be admitted as and remain a member of the Association at a reduced subscription as agreed between the two associations. Members so admitted shall not have the right to vote but shall enjoy all other privileges of membership.

SUPREME AUTHORITY AND GENERAL MEETINGS

- 8.1 The supreme authority of the Association is vested in a General Meeting of the members.
- 8.2 A Biennial General Meeting shall be held in November or December of a year.
- 8.3 At other times, an Extraordinary General Meeting shall be called by the President upon request in writing by not less than two thirds (2/3) of the total voting membership and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be considered. The Extraordinary General Meeting shall be convened within one (1) month from receiving this request to convene the Extraordinary General Meeting.
- 8.4 If the Committee does not, within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving three (3) weeks' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Association's website or notice board.
- 8.5 At least four (4) weeks' notice shall be given of a Biennial General Meeting and at least three (3) weeks notice of an Extraordinary General Meeting. The Secretary shall send notice of meeting to all voting members stating the date, time and place of meeting. The particulars of the agenda shall be availed to the membership three (3) weeks in advance of the meeting.
- 8.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

8.7 The following points shall be considered at the Biennial General Meeting:

- a) The previous financial year's accounts.
- b) Biennial report of the Committee.
- c) Where applicable, the election of office-bearers for the following term.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he/she gives notice to the Secretary three (3) weeks before the meeting is due to be held.

8.8 At least two thirds (2/3) of the total voting membership present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

8.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for twenty-four (24) hours and should the number then present be insufficient to form a quorum, the meeting shall be adjourned. At adjournment of the meeting, those present will decide on the date of the meeting. In the event the proposed meeting fails to attract the necessary quorum, those present shall be considered a quorum but shall have no power to amend any part of the existing Constitution.

MANAGEMENT COMMITTEE

9.1 The administration of the Society shall be entrusted to a Committee consisting of the following to be elected at a Biennial General Meeting:

- a) The President
- b) The Vice President
- c) The Secretary
- d) The Treasurer
- e) Three Committee Members of whom, one shall be nominated by the President to be the Liaison and Recruitment Office, the other shall be nominated to be the Website Office and the third shall be there to assist the other Executive Members.

Unless with the prior approval in writing to the Registrar of Societies, majority of the Committee Members shall be Citizens of the Southern

- African Region. In addition, the President, Vice President, Secretary and Treasurer shall be Citizens of the Southern African Region or Residents of the Southern African Region. Foreign Diplomats shall not serve as Committee Members.
- 9.2 Names for the above officers shall be proposed and seconded at the Biennial General Meeting and election will follow on a simple majority vote of the members. All office-bearers may be re-elected to the same or related post for a consecutive one (1) term of office and the President shall be eligible for re-election up to a maximum of two terms. The term of office of the Committee shall be two (2) years.
 - 9.3 Election will be either by show of hands or by a secret ballot, subject to the agreement of the majority of the voting members present. In the event of a tie, the Chairperson of the meeting shall have a casting vote.
 - 9.4 A Committee Meeting shall be held at least once every twelve (12) months after giving three (3) weeks' notice to Committee Members. The President may call a Committee Meeting at any time by giving four (4) weeks' notice. At least 50% of the Committee Members must be present for its proceedings to be valid.
 - 9.5 Any member of the Committee absents himself/herself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Biennial General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.
 - 9.6 The duty of the Committee is to organize and supervise the daily activities of the Association. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

DUTIES OF OFFICE-BEARERS

- 10.1 The **President** shall chair all General and Committee meetings. He/she shall also represent the Association in its dealings with outside persons. He/she shall be responsible for the general running of the Association.
- 10.2 The **Vice-President** shall assist the President and deputies for him/her in his/her absence.
- 10.3 The **Secretary** shall keep all records, except financial, of the Association and shall be responsible for their correctness. He/she shall

keep minutes of all General and Committee meetings. He/she shall maintain an up-to-date Register of Members at all times. He/she shall be responsible for all correspondence of the Association and shall issue proper notice of all meetings including the agenda to all members or those concerned.

- 10.4 The **Treasurer** shall keep all funds, collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. All funds accruing to the Association shall be kept in an account to be opened with one of the commercial banks in one of the member countries to be chosen from time to time by the Committee and the Treasurer's signature shall be mandatory in all withdrawals, countersigned by the President, the Secretary, or any other Committee Member.
- 10.5 Additional **Committee Members** shall assist in the general administration of the Association and perform duties assigned by the Committee from time to time. They shall be responsible for the website and for the popularizing and recruitment of new members.
- 10.6 The **Editorial Board** shall be responsible for the Publication of the Association and shall exercise its functions under the supervision of the Executive Committee. The Executive Committee shall appoint an Editor and three other members to the Editorial Board to serve for the life-time of the Committee. The Editor shall be the Chairperson and Secretary of the Editorial Board.

AUDIT AND FINANCIAL YEAR

- 11.1 The Committee shall prepare an audited statement of accounts to be presented at the Biennial General Meeting.
- 11.2 The Committee through the Treasurer:
 - a) Will be required to audit each year's accounts and present a report to the Biennial General Meeting.
 - b) May be required by the President to audit the Association's accounts for any period within their tenure of office at any date and make a report to the membership.
- 11.3 The financial year shall be from 1st January to 31st December.

TRUSTEES

- 12.1 If the Association at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

- 12.2 The trustees of the Association shall:
- a) Not be more than three (3) and not less than two (2) in number.
 - b) Be elected by a General Meeting of members.
 - c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.
- 12.3 The office of the trustee shall be vacated:
- a) If the trustee dies or becomes a lunatic or of unsound mind.
 - b) If he/she is absent from the Southern African Region for a period of more than two (2) years.
 - c) If he/she is guilty of misconduct of such a kind as to render it undesirable that he/she continues as a trustee.
 - d) If he/she submits notice of resignation from his/her trusteeship.
- 12.4 Notice of any proposal to remove a trustee from his/her trusteeship or to appoint a new trustee to a vacancy must be given by publishing in the Association's premises or website at least four (4) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.
- 12.5 The address of each immovable property, name of each trustee and any subsequent change shall be notified to the Registrar of Societies.

PROHIBITIONS

- 13.1 The funds of the Association shall not be used to pay personal fines of members who have been convicted in court of law.
- 13.2 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.
- 13.3 The Association shall not raise funds from the public for whatever purposes without the prior approval in writing from the relevant authorities.

AMENDMENTS TO CONSTITUTION

- 14.1 No alteration or addition/deletion to this Constitution shall be made except at a General Meeting and with the consent of two thirds (2/3) of the voting members present at the General Meeting, and they shall not come into force without the written approval of the Registrar of Societies.

DISCRETIONAL POWERS

- 15.1 In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in this Constitution, the Committee shall have power to use its own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

- 16.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. The decision of the Extraordinary General Meeting shall be deemed final.

NO CONFIDENCE

- 17.1 There shall be a vote of no confidence in the event that the majority of the members are aggrieved or are at variance with the Executive Committee or a member. In that regard, the Executive Committee or the member shall vacate the office in favour of his/her deputy or some other person nominated by the general membership.
- 17.2 Where the out voted member is a Committee member, the following steps shall be taken:
- a) The above member will be expected to hand-in all the properties of the Association to the Executive Committee.
 - b) The Association will therefore at its meeting elect a new member to fill his/her vacancy.

DISSOLUTION

- 18.1 The General Meeting shall decide on the dissolution of the Association's assets. A majority of 75% of the total membership is required to give consent for dissolution of the Association. Upon dissolution, the

certificate of registration shall be returned to the office of the Registrar of Societies for cancellation.

- 18.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds shall be donated to an approved charity or charities registered in the Region.
- 18.3 A Certificate of Dissolution shall be given within seven (7) days of dissolution to the Registrar of Societies.

GENERAL BODY

- 19.1 The general body is empowered to approach the Executive Committee if necessary and ask for general meeting where they are entitled to put their deliberations about their dissatisfaction about the head of the Association/office-bearer/an ordinary member or any other matter affecting the Association. The decision of the majority shall be binding, they may discipline or expel anyone from the Association if they so wish, provided that does not in any way contravene the provision of any law in the Region.

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