



Constitution of National Association of Social Change Entities in Education in South Africa ("the Association")

Preamble

The Leadership Summit held in March 2016 confirmed the urgency to form a collaborative structure for education non-governmental organisations, namely to: to assist in networking; communication; accessing funders and working with government; and capacity development to build an equitable education system in South Africa.

This is in line with the National Development Plan (NDP), which identifies quality basic education as a key goal, and see partnerships throughout society as an important contributor to achieving its aims. A strong coordinated education non-government sector is vital to support this goal.

The main objective of the Association is to maximise the contribution of education non-profits towards the national development goals specifically related to education by improving education organisations' capacity, effectiveness, level of collaboration and influence. This will give education organisations the support they need to amplify their voices and improve their status and impact.

The Association is founded by the organisations which attended the Founding Meeting of the Association on 28 May 2019 adopting this constitution and electing a Board. The process followed to establish the Association was inclusive, giving opportunities to engage with the content of the constitution, and to nominate persons to the first board.

1. Name and nature of the Association

- 1.1 The name of the Association shall be the **National Association of Social Change Entities in Education** (shortened to **NASCEE**).
- 1.2 The Association commits itself to the **values and principles** underlying the basic human right to lifelong education, such as quality, freedom of choice, democracy, liberty, equality, justice, peace, accountability and mutual respect for people's diverse religions, culture and language traditions.

- 1.3 Members undertake to participate constructively and actively in the affairs of the Association.

2. Legal status

- 2.1 The Association is a voluntary member-based organisation which is an autonomous body having perpetual succession and a legal existence independent of its members. It is capable in its own name of suing and being sued, and of holding, owning and/or disposing of any rights or interests in or over moveable or immovable property. The liability of members shall be limited to the amount of their subscription fees paid at any time.

3. Object

- 3.1 The main object of the Association is **to build a high quality equitable education system for all South Africans**. This object shall be achieved by, *inter alia*:
- 3.1.1 Forging a strong **collaboration** between education non-profit organisations and becoming a strategic partner with its members in achieving their objects;
- 3.1.2 Setting up **networks** between education non-profit organisations, government institutions and the philanthropic community;
- 3.1.3 Strengthening the **capacity** of education non-profit organisations so that they have the capability to render quality services, address the **social issues** which hinder education and engage successfully in the education space;
- 3.1.4 Promoting and raising **awareness** of the work of education non-profit organisations, for proper appreciation of their functions and challenges; and
- 3.1.5 **Advocating** for quality education by harnessing the knowledge and information from the sector to **influence** education policy.
- 3.2 These objects of the Association shall be carried out in a non-profit manner, and with an altruistic or philanthropic intent and the activities of the Association shall be for the benefit of or widely accessible to the general public at large.

4. Functions

- 4.1 The objects of the Association will be achieved by undertaking, *inter alia*, the following activities:
- 4.1.1 Facilitating regular **communication** between members, and their programmes through an e-based platform and face to face programmes;
- 4.1.2 Regularly disseminating **information** to members;
- 4.1.3 Organising workshops, discussions and conferences and creating a **forum** for debate;
- 4.1.4 Identifying educational **opportunities** for members with relevant academic institutions;
- 4.1.5 Nurturing and facilitating capacity-building for and **strengthening** of emerging, rural and start-up members across South Africa;
- 4.1.6 Encouraging and coordinating **collaborative reviews and studies** among members, and with other entities;
- 4.1.7 Providing a **platform for debate and reflection** for members on their work;



- 4.1.8 Providing critical comment on, advocating for or promoting education **policies** and legislation on behalf of members;
- 4.1.9 Identifying opportunities to build **partnerships** with stakeholders in education for members;
- 4.1.10 Applying for **membership** in and cooperating with national and international bodies representing the interests of the members; and
- 4.1.11 Engaging in other activities which enhance the role and functioning of education non-profit organisations.

5. Powers

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

6. Membership

- 6.1 Initial process
 - 6.1.1 The organisations which attended the Founding Meeting selected one representative each to cast their votes for the first Board, and to vote to adopt this constitution. These founding organisations recognise that a formal process for vetting and registration of members and representatives will be followed in the period immediately after the founding meeting; and that they and other applicants will participate in this process, in accordance with the process set out in this constitution and as contained in any detailed rules adopted from time to time by the Board.

6.2 “Ordinary” organisation members:

- 6.2.1 **Any voluntary association, trust or non-profit company which is registered as a non-profit organisation or approved as a tax-exempt organisation and whose primary focus is on education, is eligible for membership.**
- 6.2.2 Ordinary organisation members shall be classified into organisations which fund education (“Funder Organisations”), and those which primarily carry out education projects.

6.3 “Associate” organisation members

- 6.3.1 These will be other members who do not meet the criteria for admission as ordinary organisation members including:
 - 6.3.1.1 Government and parastatal agencies; and



- 6.3.1.2 Individuals or organisations who support the objectives of the organisation.
- 6.4 Applications for membership will be made in writing to the Board. The Board will establish criteria for membership and decide on the eligibility of each applicant. A list of members will be placed on the Association website. All members will be deemed to have accepted the terms and conditions of this constitution.
- 6.5 Ordinary members will have voting rights, while associate members will have participation privileges, but no voting rights.
- 6.6 Each ordinary member organisation will nominate a representative and an alternative to participate in the meetings of members and to vote on behalf of the ordinary member.
- 6.7 Each associate member which is an organisation will nominate a representative and an alternate to participate in the meetings on behalf of the associate member.

7. Subscriptions

- 7.1 Each member shall be liable to pay an annual subscription on basis determined by the Board. Different levels of subscriptions will be determined by the Board based on criteria including the relative ability of members to pay subscriptions.
- 7.2 The annual subscription is payable in respect of the period 1 January to 31 December of every financial year, and shall be paid to the Association in advance on or before the last day of February of any given financial year.
- 7.3 Where membership is approved during any financial year, the member shall pay a pro rata reduced annual subscription in respect of that year. Subscriptions which are in arrears, and are not paid within 30 (thirty) days after having been called upon by the Board in writing to do so, shall result in that member forfeiting its voting rights in respect of any general meeting of the Association, until such arrear subscriptions have been paid in full.
- 7.4 The Board shall have the power to review the rates and the manner of payment of subscriptions, to grant exemptions in certain cases and to vary these as circumstances may warrant, provided that no changes shall come into operation during the financial year in which the decision as to such rate or manner of payment was made.

8. Termination of membership

- 8.1 Membership of the Association shall cease:
- 8.1.1 Upon the member giving written notice of its resignation to the Association, provided that the membership fees of such member are paid in full;
- 8.1.2 Upon the member ceasing to carry out the objectives of the Association; or
- 8.1.3 Upon the member's membership being terminated in accordance with 8.2.



- 8.2 In addition to the Association's rights in terms of 8.1 the Association shall terminate or suspend summarily or after such period as it shall fix, any member's membership, if in the opinion of the Association such member is guilty of conduct which has brought or is likely to bring the Association or any of its members into disrepute, provided that the member shall be given written reasons by the Association for the termination or suspension. The member shall also be given an opportunity to appeal against such termination or suspension by the Board in writing of its intention to appeal not more than 14 days after such termination or suspension. After receipt of such written notice of appeal, a general meeting shall be convened by the Board. Such general meeting shall have the power to uphold or annul the exclusion.
- 8.3 No refund, whether in whole or part, of any membership fees shall be payable to any member upon termination of membership.
- 8.4 Membership shall not be transferable.

9. Annual General Meetings

- 9.1 A meeting of all members (referred to as a National Conference) shall be held at least once per year at a place and time determined by the Board. The Annual General Meeting (AGM) will form part of the Conference. Notice of the National Conference and AGM will be sent to members electronically at least 21 days before the meeting date.
- 9.2 The AGM is held for:
- 9.2.1 Electing office bearers for the ensuing year;
 - 9.2.2 Considering the Chairperson's report;
 - 9.2.3 Accepting the draft audited financial statements;
 - 9.2.4 Reviewing the budget forecast; and
 - 9.2.5 Transacting any other business necessary at or generally associated with an annual general meeting.

10. Special General Meetings

- 10.1 Special General meetings shall be held as often as necessary.
- 10.2 The Board may at any time convene a special general meeting and shall do so upon a request being made in writing to the secretary by ordinary members holding in the average of at least 25% of the voting rights.
- 10.3 Special general meetings shall be convened on at least 21 days written or verbal notice to all members.
- 10.4 Written notices of special general meetings shall indicate the main items of the agenda of the meetings.

11. Procedure at members meetings

- 11.1 25% of ordinary members (including proxies and electronic participants) will form a quorum.



- 11.2 Only paid up ordinary members shall be allowed to vote, through their designated representative, alternate or proxy. Each ordinary member has only one vote.
- 11.3 Associate members may participate.
- 11.4 The elected Chairperson will chair all meetings. In his/her absence, the Vice Chair will assume this responsibility. In the event that neither is present, the meeting shall elect a member of the Board to chair that meeting only.
- 11.5 Unless otherwise provided elsewhere in this constitution, resolutions at general and annual general meetings shall be passed by a majority vote of members present, participating remotely (as set out in 12.1) or represented by proxy and voting.
- 11.6 A proper record shall be kept of all meetings and be confirmed at the following meeting by the signature of the Chairperson; provided that the meeting may consider such minutes as read if a copy thereof has previously been sent to each member.

12. Voting by members other than at meetings

- 12.1 The Association may conduct a meeting entirely by electronic communication or provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 12.2 The members may consider a matter other than at a meeting, and the ordinary members may, instead of voting to make a decision at a meeting, adopt a decision by written consent of the ordinary members, given in person or by electronic communication, provided that each ordinary member has received notice of the matter to be decided upon. For a resolution to be adopted by written vote of members it must be supported by:
- 12.2.1 more than 50% of the total number of voting members, in the case of an ordinary resolution; or
- 12.2.2 at least 75% of the total number of voting members in the case of a decision to amend the constitution or close down the Association.
- 12.3 A decision so made shall have the same effect as if it had been approved at a meeting. Each decision so made shall be recorded in writing and included in the record of resolutions and minutes.

13. Board

- 13.1 The Association shall appoint a Board which will be responsible for oversight and governance of the Association.
- 13.2 The Board will consist of at least nine and at most 13 delegates of ordinary members elected at the AGM by the ordinary members, provided that at least three of the Board shall be persons who are not 'connected persons' in relation to each other (as defined in the Income Tax Act, 1962, as amended "The Tax



Act)). No single person shall directly or indirectly control the decision-making powers of the Association.

- 13.3 Board members, once elected, shall serve the Association in their personal capacity and shall not serve the interests only of the ordinary member which they were nominated by or which they are an officer of. Board members shall bring an independence of mind to their role on the Board, and shall at all times act in the best interests of the Association.
- 13.4 Board members are elected for a period of two years, and are eligible for re-election subject to a maximum limit of three consecutive terms served, after which the Board member shall be required to take a one-year sabbatical, before being eligible for election again.
- 13.5 Representatives of members who are Funders are eligible for election to the Board, but no more than two Funder member representatives may serve on the Board at any time, and Funder member representatives may not serve as Chair.
- 13.6 The Chair and Vice Chair are elected at the AGM.
- 13.7 The Treasurer, Secretary and other portfolios are appointed by the Board.
- 13.8 Each Board member will be responsible for a portfolio such as, but not limited to, Communications, Capacity Building, Advocacy and Membership.
- 13.9 The Board shall have the power to co-opt two additional members from time to time, as it deems necessary. Co-opted members may be drawn from ordinary or associate members where necessary and shall not have any voting rights.
- 13.10 A Board member shall vacate his/her office as such if:
- 13.10.1 he/she resigns;
 - 13.10.2 he/she is found to be of unsound mind or incapable of managing his/her own affairs;
 - 13.10.3 he/she becomes insolvent whether provisionally or finally, voluntarily or under compulsion, or assigns his/her estate for the benefit of or compounds with his/her creditors;
 - 13.10.4 he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa;
 - 13.10.5 he/she fails to attend three consecutive meetings of the Board without having been excused from attendance by the remaining members; or
 - 13.10.6 he/she is voted out of office by resolution of two thirds of the members.

14. Board meetings and duties

- 14.1 At least 14 days before a meeting the Secretary shall notify each member in writing of the time and place of the meeting.
- 14.2 At least 7 days before a meeting an agenda setting out the business of the meeting shall be circulated.
- 14.3 Board meetings will require quorum of 50%+1.



- 14.4 The Board may conduct a meeting entirely by electronic communication, or provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.
- 14.5 A written resolution, signed by all of the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. These resolutions shall be included in the records and minute book of the Board.
- 14.6 The powers and the duties of the Board will be to:
- 14.6.1 administer the Association on behalf of and in consultation with the members;
 - 14.6.2 formulate plans and strategies for the carrying out of the objects and set short- and long-term goals for the Association;
 - 14.6.3 meet to review the work and progress of the Association;
 - 14.6.4 receive and evaluate reports and financial statements relating to the work of the Association;
 - 14.6.5 set up sub-committees which may be needed and to delegate powers to these committees;
 - 14.6.6 procure that proper books of account are kept and annual accounts prepared, and that proper records of meetings and membership are kept;
 - 14.6.7 institute and defend legal proceedings in the name of the Association; and
 - 14.6.8 do all things necessary or incidental to these specific powers and duties for the more effective carrying out of the objects of the Association.
- 14.7 Board members shall not be remunerated for their services as such, but may be reimbursed for travel and other expenses incurred carrying out their duties, in accordance with the policy and guidelines of the Association set from time to time.
- 14.8 The Board is entitled to appoint staff in accordance with the financial constraints of the Association fees provided that the Association will not pay any remuneration, as defined in the Fourth Schedule of the Tax Act, to any employee, or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and will not economically benefit any person in a manner which is not consistent with its objects.
- 14.9 The Board will appoint a Secretariat for the day-to-day running of the Association. The scope of work, remuneration and duration of office of the Secretariat will be decided by the Board.

15. Regional Boards

- 15.1 The Board may authorise the establishment of Regional Boards, which committees shall function under the auspices of this Constitution and shall each have a regional chairperson.



16. International affiliations

- 16.1 The Association may become a member of any national or international organisation it deems to promote the objectives set out in 3.

17. Use of funds of the Association

- 17.1 The Association shall be entitled to raise funds and to accept donations, provided that the Association may only accept revocable donations where the reason for the revocation is:
- 17.1.1 a material failure to conform to the designated purposes and conditions of such donation; or
- 17.1.2 any misrepresentation with regard to the tax deductibility thereof in terms of section 18A of the Tax Act; and
- a donor (other than a donor which is an approved public benefit organisation or an institution or body which is exempt from tax in terms of section 10(1)(cA)(i) of the Tax Act, which has as its sole or principal object the carrying on of any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- 17.2 The Association shall, subject to the provisions of this Constitution, apply its funds and income exclusively in promoting the objects of the Association or for investment to promote the objects.
- 17.3 The Association shall not distribute any surpluses or gains by way of dividend or otherwise to its members, associates or to any other person other than in the course of undertaking any 'public benefit activity' (as defined in the Act) and no portion of the income or property of the Association shall be paid or transferred, or indirectly by way of dividend, bonus or otherwise howsoever, to the members or employees, provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant or employee of the Association in return for services actually rendered to the Association.
- 17.4 No activity of the Association will directly or indirectly promote the economic self-interest of any office-bearer or member of the Association, otherwise than by reasonable remuneration.
- 17.5 The Association will not knowingly be a party to, or will not knowingly permit, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Tax Act or any other Act administered by the Commissioner for SARS .
- 17.6 The Association shall be prohibited from using its resources directly or indirectly to support, advance or oppose any political party.



18. Financial matters

- 18.1 The financial year of the Association shall commence on 1 January of each year.
- 18.2 The Association shall open a bank account at a registered financial institution, and make use of internet banking for payments and most receipts.
- 18.3 The Board will be required to present a budget forecast at the AGM.
- 18.4 No expenditure shall be incurred by or on behalf of the Association except on authority of the Board or of the person or persons to whom the Board has generally or specifically delegated the power to authorise expenditure. The Board shall each year agree a framework for the delegation of authority, setting out limits for expenditure and abilities to contract on behalf of the Association.
- 18.5 The financial statements of the Association shall be audited by an auditor registered with the Public Accountants and Auditors Board and the report of the auditor shall be presented by the Treasurer with his/her financial report at the annual general meeting.
- 18.6 The Association shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Tax Act.

19. Indemnities and limitation of liability

- 19.1 Every member of the Board, Chairperson, officer and every other person (whether an officer of the Association or not) employed by the Association shall be indemnified out of the funds of the Association against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 19.2 No member, officer or employee of the Association shall be liable for:
- 19.2.1 loss or expense incurred by the company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Association are invested;
- 19.2.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited;
- 19.2.3 any loss or damage occasioned by any error of judgment or oversight on his/her part; or
- 19.2.4 any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto, unless the same happened through his/her own negligence, default, breach of duty or willful misconduct or willful breach of trust.

20. Amendment of Constitution

- 20.1 This Constitution may be amended by a decision of any general meeting of the ordinary members of the Association or by voting in terms of clause 12 provided that:



- 20.1.1 thirty days' notice in writing shall have been given to all members;
 - 20.1.2 full details of the proposed amendment shall have been contained in the notice thus given;
 - 20.1.3 the Board shall have submitted to members prior to or at the meeting or voting concerned, a report on the proposed amendment; and
 - 20.1.4 75% of voting representatives present at the meeting or voting electronically must support the proposed amendment.
- 20.2 Copies of such amendments shall, if the Association is exempted from payment of normal tax or authorised to issue receipts under s18A of the Tax Act, be sent for their records to the Commissioner for the South African Revenue Services or his authorised representative; and
- 20.3 Copies of such amendments shall, if the Association is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisation

21. Dissolution of the Association

- 21.1 The Association may be dissolved in terms of the provisions of the Constitution by a resolution of not less than 75% of the voting members who are present in person at a General Meeting duly convened and constituted for that purpose or who vote on the matter in terms of clause 12.
- 21.2 Members or associate members shall not have any claim in respect of any surplus there may be on winding up of the Association.
- 21.3 Upon its being wound up, any funds or assets of the Association remaining after the payment of the debts and expenses of the Association and the costs of winding up shall be distributed to or amongst such kindred Associations, bodies or institutions with objects like those of the Association which are non-profit and, if the Association is exempt from income tax, donations tax and estate duty, under the relevant laws of the country, are public benefit organisations which have been approved in terms of section 30 of the Tax Act, and are required to use those assets solely for purposes of carrying on one or more public benefit activities.

