



ENVIRONMENTAL EDUCATION
ASSOCIATION OF
SOUTHERN AFRICA

CONSTITUTION

22 Sept 1990, amended July 1996, amended September 1999, amended October 2001, amended April 2004

PREAMBLE

EEASA was founded in September 1982 as a result of interaction between educationalists and environmentalists. It is a multidisciplinary Association concerned with the education process, which leads to changes of attitude and behaviour towards the environment.

EEASA has 5 main aims, which are to:

- act as a responsible body for consultation and coordination on matters of public and professional interest concerning environmental education;
- promote interdisciplinary and multidisciplinary studies of the environment;
- promote, organise and sponsor activities and research in environmental education;
- disseminate information regarding environmental education;
- provide opportunities for the exchange of ideas and opinions on environmental education in Southern Africa.

Article 1. NAME

The name of the Association is the 'Environmental Education Association of Southern Africa' (EEASA). It will have a regional administrative office within the Republic of South Africa. It is inclusive of the SADC region*.

Article 2. DEFINITIONS

The following terms are defined as follows within the scope of this Constitution:

- 2.1 The term 'Association' will mean the Environmental Education Association of Southern Africa.
- 2.2 The term 'Council' will mean the managing body of the Association as constituted in Article 8 of this Constitution.

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- ***SADC is understood to be the following countries in the Southern African region - Angola, Botswana, Democratic Republic of Congo, Lesotho, Malawi, Mauritius, Mozambique, Namibia, Seychelles, South Africa, Swaziland, Tanzania, Zambia and Zimbabwe***

- 2.3 The term `Member' will mean any individual, body corporate, which have paid up subscriptions for the current financial year.
- 2.4 The term `Affiliate Member' will mean educational institutions such as colleges, universities, libraries, and research agencies and will also mean networks and non-profit making institutions.
- 2.5 The term `Student Members' will mean an individual who is attending a tertiary institution, full-time or part-time, but not employed.
- 2.6 The term `Honorary' will mean not being paid and not paying in whatsoever manner except reimbursement of expenses incurred for official functions.
- 2.7 The term `Central Office' will mean the registered office of the Association.
- 2.8 The term `Corporate Member' will mean an organisation that has paid the required annual subscription as laid down. Corporate members receive one set of publications, a certificate, and are mentioned in the Association's official publications.
- 2.9 Words in the singular number will include the plural, and words in the plural will include the singular.

Article 3. ASSOCIATION YEAR

- 3.1 a) the financial year of the Association will be from the 1st day of January in each year to the 31st day of December of that year.
- b) The administrative year will be from the first day following on an Annual General Meeting until the Annual General Meeting of the following year.

Article 4. MEMBERSHIP

- 4.1 The membership of the Association will consist of the following categories:
- Individual members
 - Student members
 - Honorary life members
 - Affiliate members (e.g. libraries, colleges)
 - Corporate members
- 4.2 Any member may nominate another member as an Honorary Life Member. Honorary Life Membership will be awarded by a unanimous vote of the Council, provided that the nominee will not be a sitting member of the Council. In deciding the award the Council will take into consideration whether the nominee has made a significant contribution to the promotion of the objects of the Association. The class of Honorary Life Membership will be restricted to individual persons.

- 4.3 Affiliate membership will only be open to groups, institutions, organisations or networks. Affiliate membership will not be extended to individuals within those groups, organisations, institutions or networks.
- 4.4 A Corporate member will mean an organisation that has paid the required annual subscription.
- 4.5 Student members will be restricted to members who attend any tertiary institution, full-time or part-time.
- 4.6 Application for any class of membership other than Honorary Life Membership will be made in writing to the Honorary Secretary of the Association and will be accompanied by the appropriate subscription for that class. An application for membership will be deemed to be an acknowledgement to be bound by this Constitution and all amendments thereto.

Article 5. PRIVILEGES OF MEMBERS

- 5.1 Individual, Affiliate and Corporate members are entitled to vote at all General Meetings of the Association, provided that their subscriptions are fully paid. Individual members are entitled to one vote. Affiliate and Corporate members are entitled to two votes.
- 5.2 Honorary Life Members will be exempted from payment of any subscriptions.
- 5.3 Each member will be entitled to receive, free of charge, one copy of the Association's official publications and affiliate and corporate members will be entitled to two copies.

Article 6. SUBSCRIPTIONS

- 6.1 The subscriptions payable will be determined by the Council from time to time and will apply throughout the financial year to which they relate.
- 6.2 All subscriptions will become due and payable on the first day of January each year.
- 6.3 All subscriptions are payable to EEASA.

Article 7. SUSPENSION OF MEMBERS

- 7.1 Any members who have not paid the annual subscription for the current year within three months of its due date will cease to be a member of the Association, provided that such a person may, at the discretion of the Council, be reinstated as a member on reapplication.
- 7.2 If a member is found guilty of conduct that makes it undesirable for him/her to continue as a member, he/she will be expelled.

- 7.3 Any member of the Council who does not attend at least two-thirds of the annual Council Meetings may, at the discretion of the Council, forfeit his/her membership of the Council.
- 7.4 A member whose name has been removed from the Membership Roll under the provision of Article 7.2 will have the right to appeal to the next Annual General Meeting of the Association against the removal provided that 28 days notice of such appeal is given in writing to the Honorary Secretary. Members present at the Annual General Meeting will decide by secret ballot whether to uphold such an appeal and this decision will be final.

Article 8. COUNCIL OF THE ASSOCIATION

- 8.1 The affairs of the Association will be managed by the Council, which will be made up as follows:
- a. an Honorary President
 - b. an Honorary Secretary
 - c. an Honorary Treasurer
 - d. the appointed Editor
 - e. three other members.
- 8.2 The EEASA Council elects the Honorary President and the Honorary Secretary amongst the members of the Council.
- 8.3 The immediate Past President of the Association will continue to be a Council member in an ex-officio capacity for a one-year period after relinquishing office.
- 8.4 An Administrative Secretary appointed by the Council will maintain the central office of the Association, and perform such other duties as the Council may direct. An honorarium, determined by the Council, will be paid to the Administrative Secretary.
- 8.5 The Council will appoint an Editor to sit in Council as an ex-officio member every three years.
- 8.6 Council Members have no rights to property or other assets of the Association solely by virtue of being members or office bearers.

Article 9. TERM OF OFFICE OF COUNCIL MEMBERS

- 9.1 The Council Members of the Association will be elected by the membership at the Annual General Meeting or a Special General Meeting of the Association.
- 9.2 The terms of office of the Councilors elected will be three years.

- 9.3 No member of the Council who has been a member thereof for two (2) consecutive terms will be eligible for re-election or renomination until a period of one year has elapsed.
- 9.4 Any person will cease to be a Council member:
- a. *he/she ceases to be a member of the Association;*
 - b. *if he/she tenders his/her resignation in writing and such resignation is accepted by the Council;*
 - c. *see Article 8.2;*
 - d. *where he/she has been found guilty at an inquiry.*
- 9.5 The President of EEASA is a Council Member elected by the Council Members for a period of three years, even if he/she only has another one or two years of his/her term as Council Member.

Article 10. ELECTION OF THE COUNCIL

- 10.1 A member of the Council named in Article 8.1 will be elected from amongst the members of the Association at the Annual General Meeting.
- 10.2 The Honorary Secretary will send notice to all members of the Association calling for nominations for office bearers and members of the Council, not less than 60 days before the date of the Annual General Meeting.
- 10.3 Nominations will include the names and signatures of the proposer and the seconder, and the written consent of the nominee, and reach the Honorary Secretary before the date of the Annual General Meeting.
- 10.4 To be nominated to council, the nominee must have been a member of EEASA for two consecutive years from date of subscription, be nominated by a paid-up EEASA member and be seconded by a paid-up EEASA member. The nominee must agree with his/her nomination. The nominee should have special expertise that might help achieve EEASA's objectives.
- 10.5 Profiles of the nominees are to be put on the EEASA board at least a day prior to the AGM.
- 10.6 If more nominations than there are vacancies on the Council are received and accepted by the Honorary Secretary by the specified date, voting papers containing a list of all nominees will be displayed before the Annual General Meeting.

- 10.7 If insufficient nominations are received within the specified time, then nomination of members for election to vacant positions on the Council may be made verbally or in writing prior to the commencement of the Annual General Meeting by any member provided that such nominations will be seconded and accompanied by the written consent of the nominee if he/she is absent or his/her verbal consent if he/she is present.
- 10.8 Elections will be made by secret ballot and postal votes may be accepted provided they are received by the Honorary Secretary at the commencement of the Annual General Meeting.
- 10.9 The Council will consist of those members who receive the highest number of votes until all vacancies are filled. In the event of two or more persons receiving the same number of votes for the last position, the final decision will be taken by a majority vote of those members present at the Annual General Meeting.
- 10.10 The names of the new members of the Council will be announced at the Annual General Meeting.
- 10.11 The incoming Council will assume office immediately upon conclusion of the Annual General Meeting at which it is elected.
- 10.12 The Council will have the power to co-opt any member or members of the Association to fill vacancies occurring on the Council. Any members so co-opted will serve only until the next succeeding Annual General Meeting.

Article 11 POWERS AND DUTIES OF THE COUNCIL

- 11.1 The Council will direct and manage all the affairs of the Association and will, within the constraints of this Constitution, do what it considers conducive to the interests of good management and the furtherance of its objects.
- 11.2 Without in any way being limited by Article 11.1, the Council will have the power:
- a) to convene meetings;
 - b) to acquire, dispose of, hold, and have custody and control of funds and other movable property of the Association;
 - c) to open banking, savings and/or deposit accounts, which will be operated under the joint signatures of any two members of the Council authorized thereto by Council from time to time;
 - d) to appoint committees, to determine their terms of reference, and to dissolve any such committees;
 - e) to make, confirm, vary or terminate agreements with any other person or body or Association of persons for the furtherance of the objects of the Association;

f) to nominate representatives of the Association to other bodies or organisations or committees.

- 11.3 The Council will meet whenever necessary but on no fewer than three occasions during any one calendar year.
- 11.4 Notice of meetings of the Council will be given to all its members by the Honorary Secretary.
- 11.5 The quorum at any meeting of the Council will be half of the elected members thereof.
- 11.6 All meetings of the Council will be presided over by the Honorary President and in his/her absence by the Honorary Secretary. In the absence of both these members, the Council will appoint a Chairperson from amongst those members present.
- 11.7 The Chairperson of any meeting of the Council will have both a deliberate and a casting vote.
- 11.8 The Council may, at its discretion, co-opt any persons to assist it in its work.
- 11.9 All offices on the Council will be in an honorary capacity.
- 11.10 The Council will be responsible for the publication of the official Journal and Newsletter of the Association, and may have published any other literature, which it deems to be in the interests of the objects of the Association.

Article 12 DUTIES OF COUNCIL MEMBERS

- 12.1 Honorary President
 - 12.1.1 The Honorary President of the Association will preside at all meetings of the Council and of the Association at which he/she is present.
 - 12.1.2 The Honorary President will submit a report on the Association's activities over the immediate past year, at the Annual General Meeting.
 - 12.1.3 The Honorary President will affix his/her signature to every approved amendment to this Constitution made to the copy thereof contained in the Association's minute book.
 - 12.1.4 The Honorary President will be a mandatory signatory of Association accounts.
 - 12.1.5 The Honorary President will sign on behalf of the Association, contracts between EEASA and other party or parties.
 - 12.1.6 The Honorary President shall ensure smooth running of all the affairs of the Association in consultation with the Council when necessary.
- 12.2 Honorary Secretary

- 12.2.1 The Honorary Secretary of the Association will be in charge of the Association's official records and minute book.
- 12.2.2 The Honorary Secretary will record in the minute book the minutes of all meetings of the Council and of the Association, and will dispatch to each member a copy of the minutes of every General Meeting.
- 12.2.3 The Honorary Secretary will conduct and record the correspondence of the Association.
- 12.2.4 The Honorary Secretary will be responsible for giving due notice of all meetings of the Council and of the Association.
- 12.3 Honorary Treasurer
- 12.3.1 The Honorary Treasurer will maintain a record of all income and expenditure of the Association received and made during his/her term of office.
- 12.3.2 The Honorary Treasurer will prepare and have audited a statement of income and expenditure for the preceding year for presentation at the Annual General Meeting.
- 12.3.3 The Honorary Treasurer will be a signatory of all Association accounts.

Article 13 GENERAL MEETINGS

- 13.1 The Annual General Meeting of the Association will be held each calendar year at a venue to be decided upon by the Council. Only Council, acting through the Honorary President, can call Annual General Meetings.
- 13.2 Notice of the date, time and place of the Annual General Meeting and the agenda thereof will be despatched to all members at least 60 days before the date of the meeting.
- 13.3 The business of the Annual General Meeting will be:
 - a) to read and confirm the minutes of the last Annual General Meeting;
 - b) to hear the report of the Honorary President of the Association for the year;
 - c) to receive a statement of the financial position of the Association and an audited report of its income and expenditure for the year;
 - d) to consider and vote upon any alteration or addition to the Constitution for which due notice has been given in terms of Article 16;
 - e) to elect the Council for the coming year in terms of Article 10;

- f) to consider and if necessary vote upon any other competent business.
- 13.4 A special General Meeting may be called by the Council whenever it considers it necessary.
- 13.5 The Council will call a special General Meeting within 30 (thirty) days of receipt of a request in writing to do so signed by not less than ten (10) members. Such a request must state the purpose of the special meeting.
- 13.6 A special General Meeting will be competent to deal only with the particular business of which due notice has been given.
- 13.7 Should any General Meeting stand adjourned, the adjourned meeting will be held not more than thirty (30) days after the date of the original General Meeting. Notice of the date, time and place of such adjourned meeting will be dispatched to all members in not more than seven (7) days after the date of the original General Meeting

Article 14 QUORUMS AT GENERAL MEETINGS

- 14.1 The quorum at any General Meeting will be fifty (50) members at such meetings present in person.
- 14.2 In the absence of a quorum within thirty (30) minutes of the scheduled hour fixed for holding the Annual General Meeting, the meeting will stand adjourned until a date and time and at a place to be decided upon by the Council. At such an adjourned meeting those members present will be deemed to form a quorum.
- 14.3 In the absence of a quorum at a special General Meeting, the meeting will be deemed cancelled.

Article 15 VOTING AT GENERAL MEETINGS

- 15.1 All members will be entitled to be represented and if entitled to vote, to vote at any General Meeting by proxy, provided such proxy is a member of the Association.
- 15.2 The instrument appointing a proxy will be in writing signed by the member, and will name the member appointed as proxy, and will refer specifically to the meeting for which the proxy is appointed.
- 15.3 The instrument appointing a proxy will be in the hands of the Honorary Secretary of the Chairperson of the meeting for which the proxy was appointed before that meeting commences.
- 15.4 At any one General Meeting no member may hold more than two proxies.

- 15.5 Except where otherwise specifically laid down in the Constitution, a majority vote of those present and of those who have elected to vote by proxy will be decisive.
- 15.6 Except where otherwise specifically laid down in the Constitution, voting at a General Meeting will be done by a show of hands unless a ballot is demanded by a majority of those present and entitled to vote.
- 15.7 At all General Meetings the Chairperson of the meeting will have both a deliberative and a casting vote.
- 15.8 The declaration by the Chairperson of the result of a vote will be binding unless a recount of votes is immediately requested.

Article 16 AMENDMENTS TO THE CONSTITUTION

- 16.1 No amendments or additions to this Constitution will be made except at a General Meeting, notice of which will have been given in terms of Article 13.2
- 16.2 Any proposal to amend or add to this Constitution will be in writing and will be signed by both the proposer and seconder.
- 16.3 Any such amendment or addition will be passed only if at least two thirds of the members entitled to vote, who are present or represented by proxy at the meeting, vote in favour thereof.

Article 17 INDEMNIFICATION

- 17.1 The members of the Council and the members of the Committees appointed by the Council will be indemnified against any act or omission conducted in the course and scope of their duties within the Association and would therefore attract no personal liability unless such act or omission was negligent, deliberate or ultra vires their powers.

Article 18 EVIDENCE OF MINUTES

- 18.1 Any certified extract of the minutes of a meeting of the Council or a General Meeting of the Association which may be required for any purpose whatever will be certified and signed on behalf of the Association by the Honorary President and by the Honorary Secretary of the Association.

Article 19 LEGAL PROCEEDINGS

- 19.1 The Association may sue or be sued and bring any proceedings in any competent court of Law in the name of the Association.

- 19.2 To acquire or dispose of any property, whether moveable or immoveable, and any rights thereof.
- 19.3 That the Association's income and property are not distributable to its members or office-bearers, except as honoraria for the Administrative Secretary.

Article 20 INTERPRETATION OF THE CONSTITUTION

In the case of doubt as to the meaning or interpretation of this Constitution the Council will be the final arbiter and its decision will be binding upon members until the next Annual General Meeting of the Association when, if so desired, the matter may be referred to the members present for the decision of the majority.

Article 21 DISSOLUTION OF THE ASSOCIATION

- 21.1 The provisions of Article 16 will apply mutatis mutandis to the Dissolution of the Association.
- 21.2 If upon the winding up, liquidation or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same will not be paid to or distributed among the members of the Association but will be given or transferred to some other company, society or Association with objects similar to those of the Association provided that the said institutions are not for profit and are registered.