



Constitution of the Association for Academic Administrators

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1. Name

The name of the organization is the **Association for Academic Administrators**, hereafter referred to as the Association. The accepted abbreviation for the Association will be “**AAA**”.

2. Glossary of terms and definitions

- 2.1. ‘*Academic administration*’ - Collectively referring to all administrative support services rendered to students and academic staff of an institution throughout the student life cycle, including making enquiries, applications and admissions, registrations, student records, examination administration, up to and including, graduation.
- 2.2 ‘*Administration*’ – Refers to the administrative structure of the AAA as instituted by the Board which is necessary to ensure that the administrative and financial operations of the AAA are performed in an effective and diligent way and in accordance with good corporate governance.
- 2.3 ‘*AGM*’ – The AGM refers to the Annual General Meeting of Members that is the highest decision-making body of the Association.
- 2.4 ‘*Board*’ – The Board of Directors elected by the Annual General Meeting of Members.
- 2.5 ‘*CIPC*’ – Companies and Intellectual Property Commission
- 2.6 ‘*Constitution*’ – Means the Constitution of the Association of Academic Administrators.
- 2.7 ‘*Financial year*’ – The financial year of the Association is from 1 March to 28 February of the following year.
- 2.8 ‘*Higher education institutions*’ - All institutions registered as higher education institutions with the appropriate government structures, including both public and private institutions of higher or post school learning, and more specifically universities and colleges providing vocational education.
- 2.9 ‘*Member in good standing*’ – A current member of the Association who has no outstanding contributions to the membership fee fund, who is in no material breach of the Constitution and the Code of Conduct and who subscribes to the objectives of the Association.
- 2.10 ‘*Membership fund*’ – A fund that mainly derives its income from membership contributions in the format as provided for in this Constitution. Also referred to in this Constitution as the “membership fee fund” or the “Association’s fund”.

2.11 'SAQA' – South African Qualifications Authority

2.12 '*Student administration*' – In the context of this document this term is regarded as synonymous to 'academic administration' as described in par. 2.1 above.

3. Purpose and objectives

The **purpose of** the Association is to collectively address common issues and challenges within a network of colleagues from the academic administration function within higher education institutions. To furthermore define the general best practice for academic administration that will keep up to date with current and future developments in this function.

The specific **objectives of** the Association are to:

- 3.1 Strive for and maintain recognition in the higher education sector as an official representative body for Academic Administrators.
- 3.2 Strive for the professionalization of the academic administrator through registration as a non-statutory professional body with the South African Qualifications Authority (SAQA) in order to obtain recognition in the higher education sector and promoting **continuous professional development** (CPD) opportunities for members of the Association.
- 3.3 Contribute to the skills development of Academic Administrators and their empowerment in decision-making on a strategic and operational level to promote the central role of the Academic Administrator within the institution.
- 3.4 Organise workshops on specific issues aimed at certain groupings within academic administration. Such workshops can coincide with the annual conference of the Association.
- 3.5 Contribute to the **pooling of skills, experience and knowledge** on academic administration, from which all members can draw and learn, which will result in increased service delivery to internal and external customers. This can be obtained with the defining and documentation of '**best practice**' that could be applied in all higher education institutions.
- 3.6 Identify and address changes that take place and common challenges pertaining to the academic administration environment through papers that can be delivered at the annual conferences.
- 3.7 Uphold and enforce a high standard of professional and ethical conduct as formulated in the Ethical Code of Conduct for all classes of members of the Association.
- 3.8 Cooperate and / or establish agreements with related organisations, both nationally and internationally, in the interests of the profession of academic administrators.
- 3.9 Contribute to the development and accreditation of training programmes and/or qualifications in academic administration, including the accreditation of training providers of such programmes and/or qualifications.
- 3.10 Prescribe the academic, training, qualification and experience requirements to be obtained by any person to be admitted to a particular category of membership.

4. Legal status

The Association is a legal persona (registered as a non-profit company) that exists independently from its members without any financial benefit to its members and will be performing such acts as are necessary for, or incidental to, the achievement of its objectives.

The AAA is registered as a Non-Profit Company at the CIPC with the enterprise name as **Association for Academic Administrators NPC**. Registration number: 2019/247186/08.

The Association may therefore conclude contracts and obtain rights and responsibilities and summon or be summoned in its own name as authorised in terms of its Constitution and the supporting rules and procedures thereunder. [Ref. par.10]

5. Membership

The Association's membership consists of the following four categories:

- Associate members

- Professional members
- Honorary members
- Institutional members

5.1 Associate Membership

- 5.1.1 Any individual person who works on a fixed-term contract of longer than a year or in a permanent appointment at a higher education institution in the function of academic administration or a related function, and who meets the criteria specified in the rules hereto (Rules – point 6.1), is eligible to become an associate member.
- 5.1.2 First time attendance of the Annual General Meeting (AGM) of the Association held during the annual conference and thereby contributing the pre-determined part of the conference registration fee to the Association's fund, automatically makes such an individual an Associate Member, unless such an individual officially informs the administration that s/he declines the automatic membership.
- 5.1.3 On becoming an Associate Member, such a member will be issued with a membership certificate and recorded on the membership register.
- 5.1.4 The membership is not limited to academic administrators of South African institutions only but will be open to academic administrators of any other appropriately registered higher education institution outside the borders of South Africa.
- 5.1.5 Any Associate Member in good standing with the Association will be eligible to be elected to serve in the governance structures of the Association as described in the Constitution.
- 5.1.6 The Board may recommend to the AGM of Members, an individual membership fee over and above, or in replacement of, the pre-determined part of the conference registration fee to the Association's fund.

5.2 Professional Membership

- 5.2.1 Any Associate Member can become a Professional Member of the Association on meeting all the requirements stipulated in the rules hereto (Rules – point 6.2) and according to the registration stipulations of the Association as a professional body, which may include inter alia, certain minimum qualification requirements, years of work experience in academic administration, obtaining and maintaining a prescribed number of Continuous Professional Development (CPD) points, or any other requirements specified for the registration of the Association as a professional body.
- 5.2.2 On meeting the requirements set for Professional Membership, such a member can apply for such membership, and on approval by the relevant structures of the Association, a certificate of Professional Membership will be issued and recorded on the membership register.
- 5.2.3 The Board may recommend to the AGM, a Professional Membership fee over and above, or in replacement of, the pre-determined part of the conference registration fee contributed to the Association's fund.

5.3 Honorary Membership

- 5.3.1 The Annual General Meeting of Members may award honorary membership to a person that made an extraordinary contribution over a period to the promotion of the objectives of the Association, and/or for his/her expertise as a long-standing and prominent academic administrator.
- 5.3.2 The honorary membership can be awarded for a specific period or for life.
- 5.3.3 Any member of the Association may submit a nomination for honorary membership for the consideration at the AGM, whereas such a nomination should provide full details on the nominee and a motivation why the honorary membership should be awarded as specified in the rules to the Constitution.
- 5.3.4 The privileges granted to an honorary member will be determined according to the rules to the Constitution (Rules – point 6.3).

5.4 Institutional Membership

5.4.1 Once any fixed-term contract or permanent employee of a higher education institution becomes an Associate Member, his/her institution automatically becomes an Institutional Member of the Association.

5.4.2 Any member, or members, of the Association that is present at the AGM, will be deemed as representing their employer institution as an Institutional Member, and may therefore vote on behalf of their institution where a matter is taken to Institutional Membership vote.

5.5 Termination of membership

5.5.1 An Associate or Professional Member may terminate his/her membership by written notice to the Association's Administration and the Board, provided that all outstanding financial obligations are settled.

5.5.2 The membership of an Associate or Professional Member who has not attended the annual conference and AGM for five (5) consecutive years and has also not earned any CPD points as per the rules to the Constitution (Rules – point 6.1.8, 6.2.7 & 6.2.8), will automatically be terminated. The Administration will however notify such a member in writing of the pending termination, on which the member may then make submissions on why his/her membership should not be terminated.

5.5.3 If an Associate or Professional Member should resign from his/her position in the academic administration of a higher education institution and does not take up another related position in academic administration at a higher education institution, his/her membership of the Association will automatically terminate, and s/he is not entitled to use the assigned designation of membership category any further.

6. Governance structure

The Association is controlled by:

- Annual General Meeting of Members (AGM)
- Board of Directors

6.1 Annual General Meeting of Members (AGM)

6.1.1 Meetings

- i) An annual general meeting will be held during the annual conference.
- ii) Members of the Association will be notified of the AGM in writing at least 30 calendar days before the meeting.
- iii) The general manager should ensure that the agenda for the AGM is made available to all delegates that have registered for the AGM at least 7 calendar days before the date of the AGM.
- iv) The Board may convene a special general meeting of members if deemed necessary and need to issue a notice of such a special general meeting at least 30 calendar days before the meeting, whereas such notice must give the reason/s for the meeting. The stipulations in 6.1.4 for an AGM will apply *mutatis mutandis* to a special general meeting.
- v) The elected Chairperson of the Board of Directors is ex officio the chairperson of the AGM. In his/her absence the Vice-Chairperson of the Board will chair the meeting. If both are absent, any other member of the Board present can be appointed by the AGM to chair the meeting.

6.1.2 Attendance

- i) There will be no restriction on the number of members of staff of an Institutional Member attending the AGM.

- ii) In terms of the automatic membership due to attendance referred to in par. 5.1.2 above, all qualifying associate members in terms of par. 5.1.1, all professional members and all honorary members present at the meeting, form the AGM of Members.
- ii) Observers may attend the AGM with the prior approval of the Executive Committee.

6.1.3 Activities and authority of the AGM of Members

- i) Approval of the Constitution and any amendments thereto.
- ii) Consider the Board of Directors' annual report and the annual financial report of the Association.
- iii) Elect the members of the Board of Directors according to the procedure in par. 6.2.2.
- iv) Consider any other matter referred by the Board to the AGM and vice versa.
- v) Awarding honorary membership of the Association in accordance with par. 5.3 above.
- vi) Appointment of the auditors of the Association.

6.1.4 Meeting procedure

- i) Each member institution that is represented by one or more associate- or professional member/s, will have **one institutional vote**.
- ii) Each member present at the meeting will have **one individual vote**.
- iii) Matters to be voted on by an institutional member vote or by an individual member vote are specified in the rules to the Constitution (Rules – point 8).
- iv) In terms of par. 6.1.1 iv) above, the elected Chairperson of the Board, will chair the meeting.
- v) The Chairperson will finally decide on matters to be put to the vote.
- vi) Members present at the meeting that represent 20 per cent of the total Institutional Members, shall constitute a quorum, if notice has been given in terms of par. 6.1.1. ii). If the meeting is inquorate 10 minutes after the appointed meeting, the meeting will be adjourned and reconvened within 10 minutes, in which case the Institutional Members present will constitute a quorum.
- vii) The normal voting procedure by ballot or by show of hands shall be employed according to the rules to the Constitution (Rules – point 8).
- viii) In the case of voting on a matter per institutional member, a simple majority of the votes presented per Institutional Member at the AGM, will be accepted to adopt a decision. In the case of a tie, the chairperson will have a deciding vote.
- ix) In the case of voting on a matter per individual member, a simple majority of the votes by members present, will be accepted to adopt a decision. In the case of a tie, the chairperson will have a deciding vote.
- x) Any proposal to change this constitution (Ref. par. 11.1) must reach the Administration in writing at least 14 calendar days before the AGM to include it on the agenda.

6.2 Board of Directors

6.2.1 Composition

- i) The AGM of Members shall from its ranks elect the members of the Board of Directors.

- ii) The Board of Directors consists of five (5) elected members, of which 4 members are elected as executive Directors, and the other member is elected as non-executive Director.
- iii) Members of the Board are elected to the following positions with the duties and responsibilities as specified in the rules to the Constitution (Rules – point 9):
 - Chairperson
 - Vice-chairperson
 - Director – with portfolio of Treasurer
 - Director – TVET Colleges' representative (must be a member from a TVET College)
- iv) One (1) member gets elected as non-executive Director. A non-executive director serves as a full Board Member but will not be a registered director with the CIPC.
- v) The Association's General Manager is an ex officio member of the Board without any voting rights.

6.2.2 Nomination and election

- i) Each Institutional Member has a maximum of four (4) nominations for Directors of the Board, i.e. each member institution will be given the opportunity to submit to the AGM one nomination letter for the vacancies on the Board, in accordance with the rules of the Constitution.
- ii) The TVET College Institutional Members have one additional nomination for their representative as per par. 6.2.1. iii) above, whereas such a member must be from a TVET College.
- iii) An Institutional Member may nominate any member of the Association whether such an Association member is from another Institutional Member or an Association member from its own institution's staff members.
- iv) Only Institutional Members represented at the AGM are allowed to nominate, provided a quorum is present as specified in 6.1.4 vi). There will be no proxy vote available for institutions not represented at an AGM.
- v) The member who receives the most nominations will automatically be elected as Chairperson.
- vi) The member who receives the second most nominations will act as Deputy Chairperson.
- vii) The member who receives the third most nominations will act as the third executive Director with the portfolio of Treasurer. The Exco may decide to assign certain financial responsibilities to other members of the Exco to even out the workload.
- viii) The member from a TVET College member institution will act as Director – TVET Colleges' representative.
- ix) The position of the one non-executive Director will be filled according to the descending number of nominations received.
- x) If, in any nomination, it happens that two or more nominees received the same number of nominations, the position will be decided upon by a closed vote by the show of hands.
- xi) The Board of Directors should be representative of Institutional Members and therefore, if two staff members from the same institution are nominated as members of the Board, the one with the least number of nominations, will have to step down.

- xii) Members of the Board are elected for a period of three (3) years and may be re-elected for a further period of three (3) years where after the member must step down for at least one year.
- xiii) Should a Director on the Board ceases to be a staff member of a member institution, or if his/her membership of the Association is terminated as per par.5.5, his/her membership of the Board is also terminated.
- xiv) The Board may recommend to the AGM that the term of an elected member of the Board should be terminated if such a member is not performing on his/her responsibilities as a Board member.
- xv) A member of the Board may resign as a director by written notification addressed to the Chairperson.
- xvi) Directors nominated and elected by the members, and that then agree to serve on the Board, do so voluntary and are therefore not entitled to any Director's fee or remuneration whatsoever.
- xvii) Any direct costs of travelling and accommodation that a director or his/her institution incur to attend Board meetings will be covered from the membership fee fund in terms of the rules of the Constitution (Rules – point 10).

6.2.3 Activities and authority of the Board

- i) The Board is the first level of fiduciary responsibility of the Association and as such needs to ensure compliance to all laws and statutes that governs the Association as a separate legal entity.
- ii) The Executive members of the Board will act as the Directors and Incorporators of the non-profit company (NPC) that is to be registered with the CIPC which is to be the legal structure of the Association. It is therefore its responsibility to comply with all the relevant stipulations of the Companies Act, 2008 No 71 of 2008, and to comply with, and execute on, the responsibilities of Company Directors as determined in this Act.
- iii) Responsible for the registration of the Association as a professional body at SAQA, and to comply with all the requirements for such registration and the continued compliance to SAQA's requirements to maintain the registration as a professional body.
- iv) Responsible for the upholding of, and adherence to, the Constitution, and for the formulation of the supporting policies, rules and procedures that govern the Association. [Ref. par. 10.3]
- v) Responsible for the formulation of the Association's strategies, incorporating a vision and mission statement and a code of ethics.
- vi) The Board has the ultimate responsibility to ensure that the Association operates in a transparent and sustainable environment and that there is effective and appropriate corporate governance structures in place in respect of the operations, administration, and financial controls.
- vii) The Board is authorised to, on behalf of the Association, close all contracts and to exercise any other legal actions necessary to advance the objectives as set forth in the Constitution.
- viii) The Board receives its mandate from, and reports to, the AGM of Members.
- ix) To interpret any provision of the Constitution in the event of a dispute as to its meaning, such interpretation being binding on all categories of membership, if approved by a majority of the voting members of the Board, provided that the Board shall obtain legal advice before issuing such interpretation, if and when necessary.

6.2.4 Meetings

- i) The Board shall meet as and when it is necessary, as may be determined by the Chairperson, provided that the Board must meet at least once a year.
- ii) A meeting of the Board may be held by telephonic or electronic means.
- iii) Costs for Directors to attend Board meetings will be funded from the available membership fee fund according to par. 6.2.2. xviii above.
- iv) Each member of the Board has one vote.
- v) The Chairperson will decide on matters to be put to a vote.

6.2.5 Indemnities

- i) Every member of the Board and every individual performing any function on behalf of the Association, shall be indemnified by the Association against all claims arising from, or losses incurred in, the execution of their duties, except claims, losses or expenses arising from fraud, wilful default on, or transgression of, applicable legislation.
- ii) No person in any category of membership of the Association shall have any claim against the Association or against a member of the Board or against any individual performing any function on behalf of the Association in respect of anything done *bona fide* in the execution of their duties and functions.

6.2.6 In addition to the activities and authority as specified in par. 6.2.3 above the Board will also have the following responsibilities:

- i) Deal with matters referred to it by the AGM.
- ii) Execute on the strategies formulated by the Board [Ref. par. 6.2.3 v) above]
- iii) Determine the dates and venue of the AGM and the annual conference.
- iv) Oversee the secretarial function of the Association that includes the compilation and distribution of the agenda for, and the minutes of, the AGM in accordance with the rules of the Constitution (Rules – point 11).
- v) The Board shall determine the topics of the annual conference and workshops and identify guest speakers and / or facilitators.
- vi) Responsible for the compilation and approval of the annual budget of the Association, and to exercise the necessary budgetary controls during the financial year.
- vii) Determine annually what part of the conference fee income should be allocated to the membership fee fund.
- viii) Recommend to the AGM, any individual membership contribution to the membership fee fund if any. Ref. par. 5.1.6 and 5.2.3 above.
- ix) Approve all expenses that are to be covered by the membership fee fund.
- x) Open and operate any necessary bank accounts in the name of the Association with any registered bank or financial institution.
- xi) Oversee the audit to be performed by the appointed auditing firm in accordance with their brief.
- xii) Compilation of the annual financial report according to GAAP and IFRS, to be tabled at the AGM.
- xiii) Specify the services to be rendered and responsibilities of the General Manager in consultation with him/her and agree with him/her on the way in which s/he will be remunerated for such contracted services. These services are specified in detail in par. 9 below.
- xiv) Determine the registration fee for the annual conference.

7. Conferences

- 7.1 The aim is to present an annual conference for the Association at a time and venue to be determined by the Executive Committee.
- 7.2 The conference should have a minimum duration of two days, depending on the topics and the workshops that are on the agenda, whereas the Board could decide for a shorter or longer duration based on the agenda.
- 7.3 The AGM will make recommendations to the Board on where the next year's conference is to be held and at which venue, but the Board will make a final decision based on suitability, affordability and availability of recommended venues.
- 7.4 Staff members of member institutions will be invited to submit proposals on topics or to deliver a paper to be included on the program for a particular conference. A member who delivers an approved paper at the annual conference will earn a pre-determined number of continuous professional development (CPD) points in terms of the rules of the Constitution (Rules – point 7.4).
- 7.5 The format of the conferences must be workshop based with the objective to update and develop members in the various functions of academic administration and management. The use of facilitators to conduct the workshops will be the format, as well as engaging guest speakers on specialist topics.
- 7.6 Due to the developmental objective of the annual conference, members will earn a pre-determined number of continuous professional development (CPD) points for registering and attending the annual conference in terms of the rules of the Constitution (Rules – point 7.4).

8. Finances

- 8.1 In terms of par. 5 of the Constitution on membership, members will contribute a portion of their registration fee for the annual conference to the membership fund or alternatively allocate the surplus from the conference and operational activities of the Association to the membership fund. The purpose of this fund is to promote the objectives of the Association and to provide funding for the operational costs of the management and administration of the Association.
- 8.2 The recording of all financial transactions of the membership fee fund will be subject to the internal controls and reporting requirements that meet general accounting standards and is subject to an independent review in terms of the Companies Act, No 71 of 2008.
- 8.3 The membership fee fund will be used to cover the travelling and accommodation cost of Board members to attend meetings (excluding the cost to attend the annual conference) as well as the direct costs of such meetings, then all professional fees .e.g. audit and legal fees, and the balance may be used to promote the broader goals of the Association as set out in Par. 3 of the Constitution, and according to the rules of the Constitution. (Rules – point 12.1)
- 8.4 In the event of the Association dissolving as an official body, any accumulated surplus in the membership fee fund will be paid over to a registered charity for student financial aid which is to be determined by the Board, after all outstanding commitments have been met.
- 8.5 The conference registration fee and travel and accommodation costs of all delegates attending the annual conference shall be at the expense of their institution unless otherwise specified in the rules of the Constitution (Rules – point 12.3.10).
- 8.6 The rules to the Constitution (Rules – point 5.4) describe the authority by which persons may sign contracts, negotiable documents, powers of attorney, and other legal documents.
- 8.7 A bank account/s will be opened in the name of the Association with any registered bank or financial institution according to the rules of the Constitution. (Rules – point 12.4)
- 8.8 The Association as a registered Non-Profit Company, shall not make any distribution of surpluses, profits, dividends or the like in any manner to any member of the Association.

9. Role of the General Manager

With reference to par. 5.6 and par. 6.3.2 xiii), the role and responsibilities of the General Manager are specified by the Board as follows, but are not limited to:

- 9.1 Day-to-day administration and administrative support for the AAA including the provision of the necessary infrastructure to render such services.
- 9.2 Perform all the secretarial work, i.e., the compilation and distribution of notice of meetings, agendas, and minutes, for the AGM and the Board of Directors.
- 9.3 In cooperation with the Board, be responsible for the organisation of the Annual Conference and the workshops that coincide with the conference. This organisation, tasks and responsibilities are specified by the Board in the rules and procedures to the Constitution (Rules – point 13.1).
- 9.4 The General Manager shall be responsible for the set-up and updating of the website of the Association.
- 9.5 The general marketing and promotion of the AAA according to a marketing plan as agreed with the Board.
- 9.6 The administration of the Association's membership records and the issue of membership certificates.
- 9.7 Responsible for the submissions of membership statistics as required by SAQA for the maintenance of the registration of the Association as a professional body.
- 9.8 The General Manager shall, as an independent person, administer the nomination process for the election of the Board members as specified in par. 6.2.2.
- 9.9 Under the oversight of the Association's Treasurer, the General Manager shall be responsible to keep accounting records of all income and expenditure on the membership fee fund and to compile the annual financial report of the Association to be submitted to the AGM for approval.
- 9.10 The recording of the financial records and the compilation of the annual financial report that will be subject to an independent review by the Association's appointed auditors in terms of par. 6.2.3 xi).
- 9.11 Organising and arranging of all Board meetings in cooperation with the Chairperson, including the booking of the travelling and accommodation required for members, as well as arranging a suitable meeting venue.
- 9.12 The General Manager will be remunerated for all services rendered as specified above, through the surplus generated from the annual conference's registration fees income, minus all conference expenditure, as agreed with Exco and according to the rules to the Constitution (Rules – point 12.3.1 to 12.3.4).

10. Rules and procedures

- 10.1 The rules and procedures to this Constitution are compiled to specify on the execution of the stipulations of the Constitution. The rules and procedures will be made available to any member of the Association.
- 10.2 The rules and procedures should not contradict the Constitution. Where a conflict arises between the Constitution and the rules and procedures, the Constitution will override the rules and procedures.
- 10.3 In terms of par. 6.2.3 iv), the responsibilities and authority for the compilation of the rules and procedures falls under the Board of Directors. The Board is therefore delegated by the AGM to change the policies, rules and procedures in accordance with the operational needs and management of the Association's affairs.
- 10.4 The rules and procedures should inter alia include the Association's vision and mission statements, as well as the Code of Conduct.
- 10.5 The rules and procedures are, insofar as they are not contradicting the Constitution, binding on all governance structures, officials and members of the Association.

11. Amendments to the Constitution

Members of the Association may amend this Constitution under the following conditions:

- 11.1 Notice of a proposed amendment must be circulated to all members with the agenda of the AGM of Members in terms of par.6.1.4 x).

- 11.2 A simple majority of members present at an AGM of Members or Special General Meeting constituted in terms of par. 6.1.4.vi), can then amend this Constitution.