



ASTEMI

SCIENCE TECHNOLOGY ENGINEERING
MATHEMATICS INNOVATION

OLYMPIADS & COMPETITIONS

Constitution

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1. NAME

- 1.1 The organisation hereby constituted will be called the “*Association of Science Technology Engineering Mathematics and Innovation*”.
- 1.2 Its shortened name will be ASTEMI (Hereinafter referred to as the organisation).

2. LEGAL STATUS

The organisation shall:

- 2.1 Exist in its own right, separately from its members.
- 2.2 Continue to exist even when its membership changes and there are different office bearers.
- 2.3 Be able to own property and other assets.
- 2.4 Be able to take legal action in its own name.
- 2.5 be a corporate body having perpetual succession and is an association not for gain.

3. OBJECTIVES

The organisation's objective is to promote STEMI Olympiads & Competitions for schools.

4. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 4.1 ASTEMI Membership is open to the following organisations that organise STEMI Olympiads and Competitions. There are two (2) categories of membership:

4.1.1 Voting members

Voting members are legally registered organisations – each having one (1) vote. The eligibility criterion for organisational voting members is that their purposes should align with the ASTEMI objectives.

4.1.2 Associate members

Associate members are those that are interested in working with ASTEMI but are not eligible for voting membership as per their requirement described in point 4.1.1.

- 4.2 The office bearers will oversee ASTEMI and will be made up of five duly elected voting members. The five (5) will constitute the board of governance of ASTEMI. They will occupy the following positions: Chairman, Vice-Chairman, Treasurer, Secretary & Administrative Officer.
- 4.3 **Term of office:** Office bearers will serve for a period of two (2) years. They can, however, stand for re-election for additional terms for so long as their services are needed and they are ready to serve.

- 4.4 **Vacancies:** The Office Bearers must, as soon as reasonably possible, appoint someone to fill any vacancy that may arise when one of them vacates for their position for whatever reason.
- 4.5 **Resignation:** An office bearer may resign from office in writing.
- 4.6 **Disqualification or Removal:** If an office bearer does not attend two (2) consecutive board meetings, without a good reason and obtaining leave of absence from the board, then the board will find a new member to take that person's place.

5. POWERS OF THE ORGANISATION

- 5.1 The board shall carry out the powers on behalf of the organisation and manage its affairs in accordance with the resolutions of the members as shall be taken from time to time at general meetings.
- 5.2 The board is responsible for making decisions and acting on them in order to achieve the objectives of the organisation as stated in point number 3 of this constitution. However, such decisions and activities may not be against the resolutions of the members or be against the law of the Republic of South Africa.
- 5.3 The board shall have the general powers and authority to:-
- 5.3.1 Raise funds or to invite and receive contributions.
 - 5.3.2 Buy, hire or exchange for any property that it needs to achieve its objectives.
 - 5.3.3 With approval from the general council, make by-laws for proper governance and management of the organisation.
 - 5.3.4 Form sub-committees as and when it is necessary for proper functioning of the organisation.
- 5.4 The board may delegate any of its powers or functions to a sub-committee provided that:-
- 5.4.1 Such delegation and conditions are reflected in the minutes of a meeting.
 - 5.4.2 At least one (1) office bearer serves in the sub-committee.
 - 5.4.3 There are three (3) or more people on a sub-committee.
 - 5.4.4 The sub-committee must regularly report back to the board on its activities.
- 5.5 The board must in advance approve all expenditure incurred by the sub-committee, and may revoke the delegation or amend its conditions.
- 5.6 The board has the power to co-opt a non-voting member onto a sub-committee.

6. MEETINGS

6.1 Annual General Meeting (AGM)

- 6.1.1 Members of the organisation should attend its annual general meetings.
- 6.1.2 The purpose of an AGM is to:
 - 6.1.2.1 Provide a platform for office bearers to report back to members on the achievements and work of the organization over the year.
 - 6.1.2.2 Make any changes to the constitution, if required.
 - 6.1.2.3 Enable members to decide on the policies of the organisation.
- 6.1.3 The AGM will be held at the end of the organisation's financial year.
- 6.1.4 The organisation should deal with the following business, among others, at its AGM:
 - 6.1.4.1 Agree to the items to be discussed on the agenda.
 - 6.1.4.2 Record attendees and absentees.
 - 6.1.4.3 Read and confirm the previous meeting's minutes with matters arising.
 - 6.1.4.4 Chairperson's report.
 - 6.1.4.5 Treasurer's report.
 - 6.1.4.6 Changes to the constitution that members may want to make.
 - 6.1.4.7 Elect new office bearers.
 - 6.1.4.8 General.
 - 6.1.4.9 Close the meeting.

6.1.5 Procedures for nominations

Nominations for office bearers shall be accepted from the floor and/or in writing. A nomination must be duly proposed and seconded by members and accepted by the nominee. Nominations may also be lodged with the secretary prior the meeting. Such nominations shall bear the signatures of the mover, seconder and the nominee. All nominees must be in good standing.

6.1.6 Voting Procedures

If there are more nominations than vacancies, there will be an election by secret ballot. Names of the candidates will be written on a ballot sheet. Each member is entitled to as many votes as there are vacancies. In case of a tie a new vote shall be taken, between the candidates that tied, to resolve the tie in the same way.

6.2 Special General Meetings

- 6.2.1 The Special General Meeting (SGM) can be constituted through a request of a simple majority of members.
- 6.2.2 Special meetings may be called when the board needs the mandate or guidance of the general members of the organisation to take up issues that require urgent attention and cannot wait until the next AGM.

6.3 Notices of Meetings

- 6.3.1 The chairperson of the board shall convene meetings. The secretary must let all board members know the date of the proposed meeting within a reasonable time, but not less than fourteen (14) calendar days before it is due to take place.
- 6.3.2 However, when convening an AGM, or a Special General Meeting, all members of the organisation must be informed of the meeting no less than thirty (30) calendar days before such a meeting via e-mail and registered post.
- 6.3.3 Notices and agendas for all meetings provided for in this constitution must be given to relevant members in writing, either personally, by registered post or electronic communication or whichever manner it is convenient, to the address or other similar particulars provided by the members.
- 6.3.4 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.

6.5 Quorums

- 6.5.1 Quorums for all meetings, excluding the AGM, shall be a simple majority (**50% + 1**) of voting members who are expected to attend.
- 6.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of ASTEMI, then two thirds ($\frac{2}{3}$) of all voting members shall approve any such changes at the meeting or by proxy.
- 6.5.3 All meetings of the organisation must reach a quorum before they can start.
- 6.5.4 If, however, a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.
- 6.5.5 If no quorum is present at the reconvened meeting within fifteen (15) minutes of the appointed time, the members present shall be regarded to make up a quorum and the meeting will continue.

6.6 Procedures at Meetings

6.6.1 The board may regulate its meetings and proceedings as it deems fit, subject to the following:

6.6.1.1 That the chairperson shall chair all meetings of the organisation, including that of the board.

6.6.1.2 That if the chairperson is not present, the vice-chairperson shall chair such meeting. In the event both are absent, the board members present at the meeting shall elect a chairperson for that meeting.

6.7 Making decisions in meetings

6.7.1 Where possible, the decisions at meetings shall be by consensus. However, when there is no consensus, then members will discuss options for a while and then call for a vote.

6.7.2 However, if opposing votes are equal on an issue, then the chairperson in that meeting has either a second or a deciding vote.

6.7.3 All members must abide by the majority decision.

6.8 Records of meetings

6.8.1 Proper minutes and attendance records must be kept for all meetings.

6.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the board, or of general members as the case may be, and shall thereafter be signed by the chairperson.

6.8.3 Minutes shall thereafter be kept safely and always be on hand for members to consult.

7. INCOME AND PROPERTY

7.1 The organisation will keep a record of everything it owns.

7.2 The organisation may not give any of its money or property to its members or the board.

The only time it can do this is when it pays for work that an office bearer or member has done for the organisation. The payment must be a reasonable amount for the work that has been done.

7.3 A member of the organisation can be refunded by the organisation for expenses that she or he has paid for or on behalf of the organisation, and for which authorisation has been granted.

7.4 The board or members of the organisation do not have rights over things that belong to the organisation.

8. FINANCES AND REPORTS

- 8.1 **Bank Account:** The Board must open a bank account in the name of the organisation with a registered bank.
- 8.2 **Signing:** Any documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the board. Whenever funds are taken out of the bank account, any two of the three signatories of the organisation must approve the withdrawal.
- 8.3 **Financial year-end:** The financial year end of the organisation shall be end of December of each year.
- 8.4 **Financial Report:** The board must ensure that proper records and books of account that reflect the affairs of the organisation are kept. In addition, it must ensure that within three (3) months of financial year end a report is compiled by an independent registered accounting officer stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices.
- 8.5 The treasurer is responsible for making sure that the money of the organisation is safe and is accounted for.
- 8.6 The treasurer must also submit regular reports to the board on the finances of the organisation. The report must include all income, expenditure and balances that remain according to accounting practices.
- 8.7 If the organisation has funds that can be invested, the funds may only be invested with registered financial institution.
- 8.8 **Membership Fees:** The board may propose membership fees from time to time. These should be approved at the AGM.

9. AMENDMENTS TO THE CONSTITUTION

- 9.1 The constitution can only be amended by a resolution. The resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) of the total voting members.
- 9.2 Any AGM may vote upon such a motion if the details of the changes are set out in the notice referred to in clause 6 of this constitution.
- 9.3 As provided for in clause 6, written notices must go out not less than thirty (30) calendar days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.

10. DISSOLUTION/CLOSING DOWN

- 10.1 The organisation may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter are in favour of closing down.
- 10.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

This constitution was approved and accepted by members of ASTEMI.

At a special (general) meeting held on **26 November 2015**.

Chairperson

Secretary