



# Constitution

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## 1. Background

The South African Career Development Association (SACDA) has been established to oversee the association and development of Career Development Practitioners (CDPs) in South Africa.

(hereafter referred to as the "Association").

## 2. Name

The name of the Association is: SOUTH AFRICAN CAREER DEVELOPMENT ASSOCIATION

(hereafter referred to as the "Association")

## 3. Objects

3.1 The Association is a public, non-profit organisation established for the following objectives:

To ensure ethical practice through a code of ethics which respects professional boundaries;

To ensure professional competency of professionals in career development;

To ensure continuous professional development opportunities in order to sustain competency;

To provide a platform for professionals to share their experience and learning;

To provide a platform to share research findings on issues related to career development;

To provide a range of services to support members in their work;

To provide recognition for each member and their stories of commitment;

To provide professional support on ethical issues facing professionals;

To support articulation within and through the field of career development;

To provide opportunities for recognition of prior learning onto the professional register; and

To grow the reputation of the career development profession in South Africa.

## 4. Legal Status

The Association is a body corporate with its own legal identity which is separate from its individual members. The Association shall continue to exist even if the members change. The Association may own property, enter into contracts, and sue or be sued in its own name.

## 5. Non-profit distributing nature

5.1 The income and property of the Association shall be used solely for the promotion of its stated objectives. The members and the office-bearers shall have no rights to the property or other assets of the Association solely by virtue of them being members or office-bearers. No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or Board, except as:

5.1.1 reasonable compensation for services actually rendered to the Association;

- 5.1.2 reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 5.2 Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the Board (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Association.

## 6. Powers

The Association, acting through its Board, or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached Schedule B.

## 7. Members

- 7.1 The Board shall be those persons whose names appear on the attached Schedule C.
- 7.2 The Board may admit further members from time to time:
- 7.2.1 Subject to due compliance with any conditions of membership (including payment of any membership fees) which the Board may stipulate from time to time; and
- 7.2.2 In accordance with the following criteria:
- 7.3 The Board may suspend or terminate the membership of any member provided that:
- 7.4 At least (14) fourteen days prior written notice is given to all members of the Board of the intention to terminate a membership; and
- 7.5 At least (14) fourteen days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.
- 7.6 The decision of the Board to admit an applicant to membership, or to suspend or terminate a membership shall lapse unless confirmed by a resolution of two thirds of the members of the Association present at the next General Meeting.
- 7.7 Neither the Board nor the Association shall be required to give reasons for their decisions with respect to membership.

## 8. Structure of the association

### 8.1 Board Powers

- 8.1.1 The affairs of the Association shall be controlled and managed by the Board. Subject to the terms of this constitution and to the resolutions of members in General Meeting, the Board may exercise all the powers of the Association.
- 8.1.2 By way of resolution, the Board appoints Executive Management and may remove Executive Management for non-performance.
- 8.1.3 In General Meeting, the Association may review, approve or amend any decision taken by the Board but no such resolution of the Association shall invalidate any prior action taken by the Board in accordance with the provisions of this Constitution.

## 8.2 Board Election

8.2.1 The members of the first Board shall be elected at the General Meeting at which this Constitution is adopted, and shall hold office until the first Annual General Meeting after such appointment, when all of them shall resign. At the first Annual General Meeting, a new Board shall be elected. Thereafter, a new Board shall be elected at each biennial Annual General Meeting.

OR

8.2.2 The members of the first Board shall be elected at the General Meeting at which this Constitution is adopted, and shall hold office until the first Annual General Meeting held after their appointment. At such first Annual General Meeting and at biennial Annual General Meetings held thereafter, not less than one half of the Board members shall retire by rotation. The members to retire shall be those who have been in office the longest since their last appointment. As between members of equal seniority, the members to retire, in the absence of agreement between them, shall be determined by ballot.

8.2.3 Resigning Board members shall be eligible for re-election or co-option.

8.2.4 Board members shall be members of the Association.

## 8.3 Board Composition

8.3.1 The Board shall comprise 12 portfolio positions. The membership of the Board shall comprise the:

- 8.3.1.1 Chairperson;
- 8.3.1.2 Deputy-Chairperson;
- 8.3.1.3 Registrar;
- 8.3.1.4 Chief Executive Officer;
- 8.3.1.5 Treasurer;
- 8.3.1.6 Secretary;
- 8.3.1.7 Membership;
- 8.3.1.8 Continuous Professional Development;
- 8.3.1.9 Differently-abled;
- 8.3.1.10 Africa Partnerships;
- 8.3.1.11 International Partnerships; and
- 8.3.1.12 Students.

## 8.4 Board Member Vacating Office

8.4.1 The office of a Board member shall be vacated if a member:

8.4.1.1 resigns; or

8.4.1.2 becomes unfit and/or incapable of acting as such; or

8.4.1.3 would be disqualified, in terms of the Companies Act or equivalent legislation in force from time to time, from acting as a Director of a Company; or

8.4.1.4 is removed by the Board, by resolution adopted by at least one-half (1/2) of its members in office from time to time, being not less than the required minimum of 5. The Board shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed and to the members of the Association in General Meeting.

8.4.2 Should a position on the Board fall vacant, the Board, by resolution adopted at least two-thirds (2/3) of its members, may (and if the vacancy reduces the number

of members to less than five [5], shall) co-opt a member/s to fill the vacancy/ies. The office of any person so co-opted as member of the Board shall lapse unless confirmed by resolution of members at the next General Meeting.

## 8.5 Procedure at Board Meetings

8.5.1 The Board shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

8.5.1.1 The Chairperson, or in his or her absence, the Deputy-Chairperson, shall chair all meetings of the Board which he or she attends. In the absence of the Chairperson and the Deputy-Chairperson, the remaining members of the Board shall elect a chairperson from those attending.

8.5.1.2 The Chairperson shall convene a meeting of the Board, quarterly and at the written request of any two (2) members of the Board and may convene such a meeting at any other time.

8.5.1.3 The quorum necessary for the transaction of any business by the Board shall be one-half (1/2) of the Board members serving at any given time.

8.5.1.4 At meetings of the Board each member shall have one (1) vote.

8.5.1.5 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

8.5.1.6 Proper minutes shall be kept of the proceedings of the Board, and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the Board, and on two (2) days' notice to the Secretary or his or her deputy, by any member of the Association.

8.5.1.7 A resolution signed by all members of the Board shall be as valid as if passed at a duly convened meeting of the Board.

8.6 The Board may delegate any of its powers to any of its members, or to a special purpose committee. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the Board from time to time.

8.7 The Board may appoint a Chief Executive Officer and other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

## 8.8 Annual General Meeting

8.8.1 An Annual General Meeting of the Association shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held within three (3) months of the end of each financial year.

8.8.2 Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.

8.8.3 The business of an Annual General Meeting shall include:

8.8.3.1 the presentation and adoption of the Annual Report of the Chairperson;

8.8.3.2 the consideration of the Annual Financial Statements;

8.8.3.3 the election of members to serve on the Board for the following year;

8.8.3.4 the appointment of Auditors;

8.8.3.5 other matters as may be considered appropriate.

## 8.9 Other General Meetings

8.9.1 Other General Meetings of the Association shall be convened at any time by the Chairperson or at the written request of:

8.9.1.1 the Board;

8.9.1.2 the lesser of one quarter (1/4) or 3 of the members of the Association.

8.9.2 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

## 8.10 Quorum

8.10.1 A quorum constituting a General Meeting of the Association shall be the lesser of:

8.10.1.1 5 members; or

8.10.1.2 one quarter (1/4) of the members.

8.10.2 Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

## 8.11 Resolutions and Voting

8.11.1 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third (1/3) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.

8.11.2 Each member present or represented at such meeting shall be entitled to one (1) vote.

8.11.3 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

## 8.12 Minutes

Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days notice to the Secretary or his or her deputy.

## 8.13 Powers

Subject to the provisions of Clause 8.1.1.2 above, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

8.14 Notice of all meetings provided for in this Constitution, shall be delivered personally, or sent by prepaid post, to the last address notified by each person

concerned to the Association, or in any other manner as the Board may decide from time to time.

- 8.15 The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.
- 8.16 If posted, notices shall be deemed to have been received seven (7) days after posting.

## 9. Financial Matters

### 9.1 Bank Account

The Board shall open a bank account in the name of the Association with a registered Bank or Building Society. The Board shall ensure that all monies received by the Association are deposited in the abovementioned bank account as soon as possible after receipt.

### 9.2 Signatures

All cheques, promissory notes and other documents requiring signature on behalf of the Association shall be signed by two (2) of the Board members.

### 9.3 Financial Year End

The Association's financial year end shall be: March 31<sup>st</sup> of each year

### 9.4 Financial Records

The Board shall ensure that the Association keeps proper records and books of account which fairly reflect the affairs of the Association.

### 9.5 Annual Narrative Report and Financial Statements

9.5.1 The Board shall ensure that the Association prepares an annual narrative report describing the Association's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.

9.5.2 Within three (3) months after drawing up the Annual Financial Statements, the Board shall ensure that:

the Association arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the Association and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.

OR

the books of account and financial statements are audited and certified in the customary manner by an independent practicing chartered accountant.



- 9.5.3 A copy of the Annual Financial Statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

## 10. Amendments to the constitution and dissolution

The terms of this Constitution may be amended, the name of the Association may be changed and the Association may be dissolved by resolution of sixty-six per cent (66%) of the members present at a General Meeting: provided that proper notice of the meeting is given not less than twenty-eight (28) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

## 11. Indemnity

- 11.1 Subject to the provisions of any relevant statute, members of the Board and other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.
- 11.2 Subject to the provisions of any relevant statute, no member of the Board and or other office bearer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

## 12. Disputes

- 12.1 In the event of a serious disagreement between the members of the Board and/or the Association regarding the interpretation of this constitution then any two (2) Board members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the Board.
- 12.2 The Board shall consider such declaration within two (2) weeks of receiving it. Should the Board not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.
- 12.3 Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Board must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.
- 12.4 In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Board may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.

- 12.5 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.
- 12.6 The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.
- 12.7 The person(s) declaring the dispute and the Board, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.
- 12.8 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

## **Schedule A: Requirements of the commissioner for the South African Revenue Service for exemption from taxes and duties**

As per section 30B of the Income Tax Act:

Subject to subsections (3) and (4), the Commissioner must approve an entity for the purposes of section 10(1)(d)(iii) or (iv) if—

- a) that entity has submitted to the Commissioner a copy of the constitution or written instrument under which it has been established;
- b) the constitution or written instrument contemplated in paragraph (a) provides that—
  - i) the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;
  - ii) no single person may directly or indirectly control the decision- making powers relating to that entity;
  - iii) the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
  - iv) the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
  - v) no member may directly or indirectly have any personal or private interest in that entity;
  - vi) substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
  - vii) the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
  - viii) the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;

ix) substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;

xi) the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;

xii) the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and

xiii) the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

## **Schedule B: General Administrative and Investment Powers**

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
3. To open and operate accounts with registered banks and building societies.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in Schedule A Clause 7 above.
5. To accept donations made to the Association and retain them in the form in which they are received, or sell them and re-invest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
  1. to purchase or acquire property and assets;
  2. to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
  3. to donate and transfer the property and assets of the Association to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
7. To borrow and to use the property or assets of the Association as security for borrowing;
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Association.
9. To execute any act or deed in any deeds registry, mining titles or other public office.
10. To work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
11. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
12. To exercise all the powers and authority of the Association not only in the Republic of South Africa but in any other part of the world.

## Schedule C: Governance Structure

### **BOARD MEMBERS**

Boitumelo Diale (Chairperson)  
Puleng Phala (Deputy-chair)  
Kobus Maree (Registrar)  
Chris Beukes (Chief Executive Officer)  
Vacant (Treasurer)  
Estelle Crafford (Secretary)  
Gillian Donà (CPD)  
Dirusha Ganapathy Juta (Human Capital Advisory - Africa)  
Maximus Sefotho (Differently-abled)  
Avron Herr (Africa Partnerships)  
Paul West (International Partnerships)

### **ADVISORY COMMITTEE**

Professor Maria Eduarda Duarte  
Professor Mark Watson  
Professor Melinde Coetzee  
Professor Jean Guichard  
Dr Kamilla Rawatlal  
Dr Mary McMahan  
Dr Simon Taukeni