

**Review of the Constitution of the
Alumni Association**

of

Nelson Mandela University

Proposed Amendments

Alumni Association AGM

24 August 2021

ARRANGEMENT OF CONSTITUTION

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1. DEFINITIONS

“**Act**” means the Higher Education Act, 1997 (Act 101 of 1997), as amended;

“**certificate**” means, for the purpose of paragraph 5.1.2, a qualification for which the prescribed minimum period of study is at least one (1) academic year;

“**Council**” means the governing body of Nelson Mandela University;

“**electronic communication**” means electronic communication as contemplated in the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002), and when employed at a meeting such communication ordinarily enables all members participating in the meeting to communicate concurrently with each other without an intermediary, and to participate reasonably effectively in the meeting, and for the avoidance of doubt such communication shall include communication by teleconference and e-mail, as contemplated in the Electronic Communications and Transactions Act, 2002 (Act No. 25 of 2002), or any legislation which replaces it;

“**graduate**” means for the purpose of paragraph 8.1, persons to whom a certificate, diploma or degree, including honorary degrees, has been awarded or conferred by the University, the former University of Port Elizabeth or the former Port Elizabeth Technikon, including the former institutions which preceded the establishment of the Port Elizabeth Technikon

“**Extended Management Committee**” means a sub-committee of the Management Committee of the Nelson Mandela University;

“**Institutional Forum**” means the body composed as contemplated in paragraph 33 of the Statute;

“**Management Committee**” means the executive management structure of Nelson Mandela University;

“**Nelson Mandela University Trust**” means the independent trust established for the benefit of Nelson Mandela University;

“**seat of the University**” means Port Elizabeth;

“**Statute**” means the Statute of Nelson Mandela University made by the Council in terms of section 32(1)(a) of the Act;

“**Student Alumni Society**” means the registered student society of Nelson Mandela University responsible for pre-alumni relations;

“**University**” means Nelson Mandela University;

“**Vice-Chancellor**” means the academic head and chief executive and accounting officer of the University.

2. NAME AND STATUS OF ALUMNI ASSOCIATION .

- 2.1 The Alumni Association is known as the Alumni Association of Nelson Mandela University (hereafter referred to as the Association).
- 2.2 The Association is recognised by the Council as a structure of the University in terms of paragraph 3(1) of the Statute.

3. MISSION

The Association supports and enhances the realisation of the University's vision and mission through maintaining and expanding positive relationships with its members and through utilising and maximising their expertise, goodwill and influence in support of the University.

4. GOALS AND FUNCTIONS

- 4.1 The goals of the Association are:
 - 4.1.1 To enhance the image of the Association both inside and outside the University community as –
 - (a) an important stakeholder body in the University; and
 - (b) an asset to the University to support the realisation of the University's vision, mission and goals.
 - 4.1.2 To foster loyalty to and pride in the University among members through effective communication so that they may positively influence others.
 - 4.1.3 To provide and foster the provision of opportunities for members to contribute in financial and other meaningful ways to the advancement of the University.
 - 4.1.4 To promote, protect and maintain the rights of the Association.
 - 4.1.5 To promote the ideals and purpose of the University to constituencies and stakeholders of the University.
- 4.2 The Association must establish an Executive Committee of the Association and may establish such other structures as it deems expedient to achieve the goals of the Association.
- 4.3 The Association may enter into co-operation agreements with the Nelson Mandela University Trust, the Student Alumni Society or other structures in order to achieve any mutual goals and objectives.
- 4.4 The Association elects –
 - 4.4.1 two (2) members to the Council; and
 - 4.4.2 one (1) member to the Institutional Forum in accordance with the provisions of paragraphs 9 and 10, respectively.

- 4.5 The Association may discuss and state its opinion on any matter relating to the University, including matters referred to it by the Council for its input.
- 4.6 The Association must submit a copy of the resolutions of the Association, and a statement of such matters as the Association may determine, to the Chairpersons of the Council and Senate for the information of the Council and Senate.

5. MEMBERSHIP

- 5.1 The Association consists of –
 - 5.1.1 the Vice-Chancellor and members of the Extended Management Committee;
 - 5.1.2 persons to whom a certificate, diploma or degree, including honorary degrees, has been awarded or conferred by the University, the former University of Port Elizabeth or the former Port Elizabeth Technikon, including the former institutions which preceded the establishment of the Port Elizabeth Technikon;
 - 5.1.3 academic employees **currently** appointed to permanent positions at the University;
 - 5.1.4 professors' emeriti and other retired academic employees of the University and former institutions referred to in subparagraph 5.1.2;
 - 5.1.5 such other employees who were entitled to membership of the Convocations of the former University of Port Elizabeth and former Port Elizabeth Technikon;
 - 5.1.6 **honorary membership can be granted to any person who associates him/herself in a meritorious way with the University and the goals of the Alumni Association**
 - 5.1.6.1 **nominations for honorary membership shall be submitted to the Executive Committee in writing and supported by at least FIVE members of the Association.**
 - 5.1.6.2 **a decision to grant honorary membership shall be taken unanimously by the Executive Committee and**
 - 5.1.7 any person to whom the Executive Committee of the Association, upon invitation to or application by such person, has granted membership of the Association.
- 5.2 The Secretary of the Association contemplated in subparagraph 6.1.4 maintains a database of the different categories **of** members of the Association
- 5.3 It is incumbent upon every member of the Association to notify the Secretary in writing of any change of address or name or any other relevant contact details.
- 5.4 **Only registered members are entitled to vote at a meeting and/or on an online platform of the Association.**
- 5.5 A member may notify the Secretary of the Association in writing that he or she does not wish to continue to be a member of the Association.
- 5.6 **The Executive Committee may terminate membership, after due process, if in its opinion, a member has damaged the reputation of the University and/or Association or no longer acts in the interests of the University and/or Association or contravened the provisions of the Constitution.**

5.7 Membership of the Association is free. however, certain clearly defined benefits may be offered at a fee.

5.8 All members of the Association have a duty to comply with the Constitution of the Association and with all other statutory legislation.

5.9 All elected Executive Committee members must act in good faith and in the interest of the Association with the degree of skill and diligence expected of a person in such a position.

6 OFFICE-BEARERS

6.1 The office-bearers of the Association are –

- 6.1.1 the President;
- 6.1.2 the Vice-President;
- 6.1.3 the Treasurer; and
- 6.1.4 the Secretary.

6.2 The President, Vice-President and Treasurer each holds office for a period of three (3) years; provided that a person may not serve in the same office for more than two (2) consecutive terms.

6.3 The Secretary holds office for the duration of his or her appointment as Head: Alumni Relations. The Secretary acts as secretary of the Association and the Executive Committee referred to in paragraph 13, provided that the Executive Committee of the Association may designate any other person to assist the Secretary in this regard.

6.4 The office-bearers contemplated in subparagraphs 6.1.1 to 6.1.3 are elected by the Association in the manner determined in paragraph 8, provided that a full-time student of the University or any other tertiary institution is not eligible for election as an office-bearer.

6.5 If a vacancy occurs in the office of President during his or her term of office –

6.5.1 the Vice-President becomes President for the period as determined by the Executive Committee of the Association; and

6.5.2 the Executive Committee of the Association elects from among its members a Vice-President for the period contemplated in subparagraph 6.5.1.

6.6 The provisions of subparagraph 6.5.2 apply with the necessary changes in the event of a vacancy in the office of Vice-President during his or her term of office.

6.7 In the event of a vacancy in the office of Treasurer during his or her term of office, the Executive Committee may designate a member to fill such vacancy for the remainder of the period of office concerned.

7 ROLES AND RESPONSIBILITIES OF OFFICE BEARERS

- 7.1 The President shall be entrusted with the following duties:
- (a) To preside over Executive Committee meetings of the Association and all other meetings of the Association;
 - (b) oversee the running of the affairs of the Executive Committee;
 - (c) represent the interest of the members of the Association and the Executive Committee of the Association, orally or impliedly;
 - (d) perform any other duty as authorised by the constitution or as per directives of the AGM or the Executive Committee meetings.
- 7.2 The Vice-President shall be responsible for the following duties:
- (a) Upon request by the President or the Executive Committee or council, assist the President in carrying out his or her duties;
 - (b) act on behalf of and perform the functions of the President in his or her absence.
- 7.3 The Treasurer shall be responsible for the following:
- (a) Regularly review financial statements of the Association in tandem with the Secretary and report foreseeable financial oversight to the executive committee;
 - (b) keep the Association informed on the financial status of the Association as and when requested.
- 7.4. The Secretary shall be responsible for the following:
- (a) Overseeing the administration of the office of the Association;
 - (b) perform any tasks as delegated by the executive committee;
 - (c) keep and maintain the membership roll of the Association.

8 ELECTION OF PRESIDENT, VICE-PRESIDENT AND TREASURER

- 8.1 When it becomes necessary, the Association elects a President, a Vice-President and a Treasurer from among its members who are graduates of the University.
- 8.2 The Secretary of the Association, by written notice on official digital platforms and by means of electronic mail or any other manner deemed appropriate by the Secretary, invites members of the Association to nominate, in writing, candidates for the office of President or Vice-President or Treasurer.
- 8.3 Candidates available for election as office bearers and Executive Committee members must:
- (a) possess adequate capacity to diligently discharge their duties;
 - (b) be in good public or community standing;
 - (c) possess the knowledge and experience commensurate to carry out the objectives and governance functions of the Association;
 - (d) not be a full-time student.
- 8.4 A nomination, together with an abridged curriculum vitae of the nominee, must be lodged with the Secretary on a date determined by him or her.
- 8.5 Each nomination must be signed by at least three (3) members of the Association and countersigned by the nominee to denote his or her acceptance of the nomination.

- 8.6 If only one (1) candidate is nominated for one of the offices, the Secretary declares such person to be duly elected. If more than one candidate is nominated for one of the offices, an election is held at a meeting of the Association.
- 8.7 The President, Vice-President and Treasurer are elected by closed ballot by a simple majority of the members present at a meeting of the Association, provided that in the event that none of the nominees for a portfolio acquired a simple majority of the vote of the members present, a second round of voting will take place in order to elect the candidate from the two nominees who acquired the highest number of votes in the first round. Furthermore, in the event of a tie of votes, the outcome will be determined by lot at the discretion of the Chairperson.
- 8.8 The Vice-Chancellor or his/her nominee acts for the duration of the election of the President as Chairperson of the meeting.

9 ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE OF THE ASSOCIATION

- 9.1 The provisions of paragraphs 8.1 to 8.7 apply with the necessary changes to the election of four (4) members to the Executive Committee contemplated in subparagraph 14.1.1 (e) for a period of office of three (3) years.
- 9.2 In the event of a vacancy occurring during the term of office of any of the four members, the Executive Committee may designate a member to fill such vacancy for the remainder of the period of office concerned.

10 ELECTION OF MEMBERS TO COUNCIL

- 10.1 The Statute provides for the election of two (2) members of the Association to the Council for a period of office of four (4) years, on the understanding that the Council determines the knowledge and experience required of such members to be elected to the Council.
- 10.2 The provisions of paragraphs 8.1 to 8.7 apply with the necessary changes to the election of a member of the Association to the Council; provided that such member –
- 10.2.1 may not be an employee or student of the University; or
- 10.2.2 may not have a contractual relationship with the University in terms of which he or she receives regular remuneration.

11 ELECTION OF MEMBER TO THE INSTITUTIONAL FORUM

- 11.1 The Statute provides for the election of one (1) member of the Association to the Institutional Forum for a period of office of three (3) years.
- 11.2 The provisions of paragraphs 8.1 to 8.7 apply with the necessary changes to the election of a member of the Association to the Institutional Forum.

12 MEETINGS

12.1 Meetings of the Association are held at the seat of the University.

12.2 Notwithstanding the provisions of paragraph 12.1 above, the Executive Committee may convene its meeting(s) or meetings of the Association wholly or partly by means of electronic communication provided that the method of electronic communication that is employed enables all participants in that meeting to communicate concurrently with each other without an intermediary.

12.3 A meeting of the Association or Executive Committee may be held in a manner and at a place agreed upon by the Executive Committee of the Association.

12.4 Where a meeting is held in accordance with the provisions of paragraph 12.2 above, the Secretary of the Association shall establish and subsequently distribute the procedures for the conduct of the meeting, including elective meetings and procedures.

12.5 Any expenses that a person incurs in attending any meeting convened in terms of paragraph 12.1 will be for the cost of the attendee.

12.6 An Annual General Meeting will normally be held in May, but not later than September.

12.7 Notice of such meeting must be advertised at least three (3) weeks or twenty-one (21) week days before the date of the meeting by means of electronic mail to members, on the webpage of the Association and in any other manner deemed appropriate by the Secretary of the Association.

12.8 Before any person may attend or participate in a meeting of the Association that person must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that a participant's right to attend and participate has been reasonably verified.

12.9 A member who wishes to raise a matter at the meeting must submit such matter in writing to the Secretary of the Association at least one (1) week or seven (7) week days before the date of the meeting.

12.10 A special meeting of the Association –

12.10.1 may be convened by the President, after consultation with the Executive Committee of the Association, if and when required;

12.10.2 must be convened by the President, after consultation with the Executive Committee, upon a written request signed by at least twenty-five (25) members, stating the purpose of the meeting in the request;

12.10.3 must be held within thirty (30) days after receiving a written request;

12.10.4 must be advertised to members not less than five (5) business days before the planned meeting; and

12.10.5 may not address any matter other than those for which the meeting is convened.

- 12.11 The President of the Association acts as Chairperson at meetings of the Association. In the absence of the President from any meeting of the Association, the Vice-President presides at such meetings. In the absence of both the President and the Vice President from any meeting, the Secretary of the Association initiates an election for an acting Chairperson for such meetings from among the members present.
- 12.12 Forty (40) members constitute a quorum at any meeting of the Association; provided that if no quorum is present, the meeting is adjourned to a date not more than seven (7) business days later, at which meeting the members present constitute a quorum.

13 MEETING PROCEDURE

- 13.1 After its constitution by reading the notice in terms of which it was convened, an Annual General Meeting commences with the reading and confirmation, by the signature of the Chairperson, of the minutes of the previous Annual General Meeting and of any subsequent special meetings.
- 13.2 Any objection to such minutes must be raised and determined prior to confirmation thereof.
- 13.3 A member may not, without the permission of the Chairperson, speak more than once on a motion or amendment thereof, but the mover of the motion or amendment may reply.
- 13.4 Except where otherwise provided in the Constitution, all matters are decided by a simple majority of the members present at the meeting.
- 13.5 In addition to his or her ordinary vote, the Chairperson has a casting vote in the event of a tie of votes.
- 13.6 If a meeting so resolves, the number of votes in favour of or against a motion must be recorded in the minutes, and, at the request of a member, the Chairperson must further direct that the vote of such member be likewise recorded.
- 13.7 A motion or amendment thereof must be seconded and, if so directed by the Chairperson, must be in writing.
- 13.8 A motion or amendment may not be withdrawn without the permission of the meeting.
- 13.9 The Chairperson may permit the discussion of an urgent and important matter of which notice was not duly given, provided that a motivation is supplied for such a matter to be added to the agenda and such discussion is unopposed .
- 13.10 A point of order may be raised when a member is of the opinion that –
- 13.10.1 there is a deviation from the matter under discussion;
- 13.10.2 a member has used insulting or repulsive language; or
- 13.10.3 discussions are contrary to the procedural rules.

13.11 The ruling of the Chairperson on a point of order or order of procedure is binding, unless immediately challenged by a member, in which event such a ruling must be submitted to the members for a vote without any discussions. The decision of the majority of the seating shall be final.

13.12 Anyone participating in a meeting who, after having been requested to refrain from disrespectful or disorderly conduct which may reasonably be interpreted to be disruptive, and continues to disobey a ruling of the chairperson, may be requested to leave the meeting and, if that person does not leave the meeting immediately, such person's participation in the meeting must be terminated.

13.13 Should a member's participation in a meeting be terminated as contemplated in subsection 13.12 the member must submit to such procedures as the Executive Committee may determine in order to be allowed to participate in future meetings or other activities of the Association.

14 MANAGEMENT OF ASSOCIATION

14.1 COMPOSITION, FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE OF ASSOCIATION

14.1.1 The Executive Committee consists of –

- (a) The President, who is the Chairperson;
- (b) The Vice-President;
- (c) The Treasurer;
- (d) The Secretary being the Head: Alumni Relations;
- (e) The four (4) members of the Association elected at a meeting of the Association;
- (f) The two (2) members of the Association elected to the Council;
- (g) The one (1) member of the Association elected to the Institutional Forum
- (h) The Dean of Students;
- (i) The Senior Director: Strategic Resource Mobilisation and Advancement;
- (j) The Senior Director: Communication and Marketing;
- (k) A representative of the Deanery designated by the Deputy Vice-Chancellor: Learning and Teaching;
- (l) The Chairperson of the Student Alumni Society (SAS) or his/her nominee;
- (m) The President of the Students' Representative Council (SRC) or his/her nominee.

14.1.2 The members referred to in subparagraph (h)-(m) above serve in an advisory capacity on the Committee.

14.1.3 Members serving in an advisory capacity do not have any voting rights.

14.1.4 The term of office of -

14.1.4.1 the members contemplated in subparagraph 14.1.1 (a) to (d) runs concurrently with their term of office as office bearers of the Association;

14.1.4.2 the members contemplated in subparagraph 14.1.1 (e) is three (3) years;

- 14.1.4.3 the members contemplated in subparagraph 14.1.1 (f) and (g) runs concurrently with their term of office in their elected capacities;
- 14.1.4.4 the members contemplated in subparagraph 14.1.1 (h) to (j) is equivalent to the duration of their employment in their respective capacities;
- 14.1.4.5 the term of the representative of the Deanery contemplated in subparagraph 14.1.1 (k) is determined by the Deputy Vice-Chancellor: Learning and Teaching;
- 14.1.4.6 the members contemplated in subparagraph 14.1.1 (l) and (m) is equivalent to the term of office of the Student Alumni Society and Students' Representative Council, respectively.
- 14.1.4.7 Elected members of the Association who fails to attend three consecutive meetings without prior written apologies to the Secretary shall have their membership of the Executive Committee terminated.
- 14.1.5 The Executive Committee, bearing responsibility for the management of the Association –
- (a) has full authority over the assets and business of the Association;
 - (b) reports annually to the Association on its activities, plans and finances;
 - (c) may appoint committees, including sub-committees and ad hoc committees, to assist it in the realisation of the goals of the Association;
 - (d) may co-opt additional persons as advisory members without voting rights on the Committee;
 - (e) may approve the establishment of Association chapters in any town in the Republic of South Africa, or in any town or country outside of the Republic of South Africa;
 - (f) may, subject to the approval of the organisational entity or division in which the Alumni Relations Office is located, appoint a member of the Association as a member of an appointments committee for Alumni Relations staff;
 - (g) provides input and support with regard to alumni relations and alumni fund-raising strategies, programmes and funding thereof; and
 - (h) performs such other functions as determined by the Association.
 - (i) determine appropriate procedures to address member, including elected Executive Committee member, disciplinary matters.

14.2 MEETINGS AND MEETING PROCEDURE OF EXECUTIVE COMMITTEE

14.2.1 At least four (4) ordinary meetings of the Executive Committee are held during an academic year. Notice of such meetings must be given by the Secretary at least two (2) business weeks before the date of the meeting by means of electronic mail.

14.2.2 Where a meeting is held in accordance with provisions of paragraph 14.2.1, elected members shall carry travelling costs and incidental expenses related to the attendance of the meeting/s;

14.2.3 A special meeting of the Executive Committee may be convened by the Chairperson if and when deemed necessary, provided that -

- (a) the meeting be convened by him or her upon a written request signed by at least one-third ($\frac{1}{3}$) of the members of the Executive Committee;
- (b) the purpose of the meeting is stated in the request; and
- (c) such meeting be held within thirty (30) days and at least seven (7) business days' notice thereof be given to members.

14.2.4 Where a matter is of such urgency or nature that it is either advisable or expedient to obtain a decision from the Executive Committee prior to the next meeting, but without calling a special meeting, the Chairperson may request member feedback via email or electronic communication with standard resolution rules applying.

14.2.5 When a majority of the members of the Executive Committee reaches agreement on a matter referred to them by the Chairperson, by letter or electronic means, without convening a meeting, and conveys such resolution by letter or electronic means, such resolution is equivalent to a resolution of the Executive Committee and must be recorded in the minutes of the next succeeding ordinary meeting.

14.2.6 In the event of the absence of the President or the President and Vice-President from a meeting of the Executive Committee, the provisions of paragraph 12.11 apply with the necessary changes.

14.2.7 Fifty percent plus one (1) of the voting members contemplated in paragraph 14.1.1 (a)-(g) constitutes a quorum for any meeting of the Executive Committee; provided that if no quorum is present, the meeting is adjourned to a date not more than seven (7) business days later, at which meeting the members present constitute a quorum.

14.2.8 Any member of the Association may submit matters, with motivations, to be considered for deliberation by the Executive Committee to the Secretary of the Association.

14.2.9 The member submitting a matter may need to:

- (a) Be available to attend an Executive Committee meeting;
- (b) Answer questions from the Executive Committee on the item;
- (c) Be prepared to substantiate on the item if required by the Executive Committee.

14.2.10 Unless determined otherwise by the Executive Committee, the meeting procedure of the Association contemplated in paragraph 13 applies with the necessary changes to the meetings of the Executive Committee.

14.3 ROLE OF THE ALUMNI RELATIONS OFFICE

14.3.1 The Alumni Relations Office –

- (a) develops strategic and operational plans for the Alumni Relations Office in consultation with the Executive Committee;
- (b) reports to the Executive Committee on its operations at meetings of the Executive Committee;
- (c) provides administrative and operational support to the Association and its Executive Committee for purposes of furthering the mission and goals of the Association;
- (d) executes resolutions of the Association and its Executive Committee, where applicable;
- (e) reports annually on its activities in the above regard at the Annual General Meeting of the Association.

15 DISSOLUTION OF THE ASSOCIATION

15.1 This Association may be dissolved provided that -

- 15.1.1 at least two-thirds ($\frac{2}{3}$) of the members present at an Annual General meeting of the Association vote in favour of such dissolution; and
- 15.1.2 the Council approves the dissolution of the Association in which case the date of the Council decision shall be regarded as the date of dissolution of the Association.

15.2 If the Association is dissolved, all of its assets and property become the property of the University.

16 INDEMNIFICATION

The office-bearers and the members of the Executive Committee of the Association shall be indemnified by the Association against all proceedings, costs and expenses incurred by reason of any omission, negligence and other act done in good faith in the performance of their duties for and on behalf of the Association and they shall not be personally liable for any liabilities of the Association.

17 APPROVAL AND AMENDMENTS TO THE CONSTITUTION OF THE ASSOCIATION

The Constitution of the Association and any amendments thereto must be adopted by two-thirds ($\frac{2}{3}$) of the members present at a meeting of the Association contemplated in paragraph 12 and approved by Council upon recommendation by the Association.