

Historical Publications Southern Africa
(formerly Van Riebeeck Society)

CONSTITUTION

1. Name and Objectives

- 1.1. The Society hereby constituted will be called **Historical Publications Southern Africa**.
- 1.2. Its shortened name will be **HiPSA** hereinafter referred to as the Society.
- 1.3. The Society shall be a body corporate and will:
 - (a) exist in its own right, separately from its members;
 - (b) continue to exist even when its membership changes and there are different office bearers;
 - (c) be able to own property and other possessions;
 - (d) be capable of suing and being sued in its own name;
 - (e) not operate for commercial gain, and any profit derived from its activities shall be applied to the furtherance of its objectives.
- 1.4. The objectives of the Society shall be:
 - (a) to print, or reprint, for distribution among the members and for sale to the public, rare and valuable books, pamphlets and documents relating the history of southern Africa;
 - (b) to promote research into the history of southern Africa as a whole and to make the results of such research widely available;
 - (c) to promote contact and exchange of knowledge and information with those interested in the past of southern Africa within and without universities, with the purpose of publishing and distributing the results of historical research.
- 1.5. The activities of the Society, funded from its financial resources, shall include:
 - (a) the regular publication of rare and valuable books, pamphlets and documents relating to the history of southern Africa;
 - (b) the periodical publication of a newsletter.

2. Income and Membership

- 2.1. The Society will derive its income from:
 - (a) an annual subscription to be paid by its members and such annual subscription shall be payable on the 1st of January of each year;
 - (b) donations from members, organisations or the general public for the furtherance of its objectives. However, the Society shall not accept any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of the donation, including any misrepresentation with

regard to the tax deductibility thereof in terms of section 18A of the Income Tax Act 58 of 1962, as amended, or any corresponding provision in a statute which replaces such section.

- 2.2. Membership of the Society, by a natural person, organisation or institution, is acquired by application to the Council and after approval thereof, by paying an annual subscription as determined by the Council, hereinafter provided for.
- 2.3. In the case of a member of the Society being an organisation or an institution, hereinafter called an institutional member, it may nominate one natural person to represent it as a member at meetings of the Society.
- 2.4. A member, or the nominee of an institutional member, will be considered to be qualified to vote at any meeting only if the member or the institutional member has paid their subscription for the current calendar year, and will be referred to as a qualified member of the Society hereinafter.
- 2.5. The Council, hereinafter provided for, shall, at its first meeting after the Annual General Meeting, determine the annual subscription for the following calendar year.
- 2.6. The Society shall keep proper records of all the property it owns.
- 2.7. Members, office-bearers or employees of the Society do not have rights over things that belong to the Society.

3. Annual General Meeting

- 3.1. Meetings of the Society, whether a General Meeting or any other meeting, can be held either in person or as a virtual meeting, using appropriate technology.
- 3.2. An Annual General Meeting (AGM) of the members of the Society shall be called by notice by the Council and held at least once in every calendar year towards the end of the Society's financial year, where feasible. Additionally, a Special General Meeting may be called at any time during the year on notice being given by the Council or at the written behest of at least 25 members. Notice of such meetings shall be sent to members at least two weeks before the day of the meeting.
- 3.3. At least twenty-five qualified members of the Society shall form a quorum at an AGM, of which quorum at least six persons present must be members of the Council, hereinafter provided for. Only qualified members, as defined in clause 2.4 will be eligible to vote.
- 3.4. Voting at the meetings will take place by show of hands, unless a vote by closed ballot is requested in advance. The chairperson has the deciding vote. All decisions carried at the

meeting by a simple majority of those present shall be binding on the affairs of the society, with the exception of decisions described in clause 3.7 below.

- 3.5. At the AGM the Society should deal with the following business, amongst others:
- (a) agree to the items to be discussed on the agenda;
 - (b) note who is present and who has sent apologies because they cannot attend;
 - (c) read and approve the previous meeting's minutes with matters arising;
 - (d) read and approve the Chairman's report;
 - (e) read and approve the Treasurer's report;
 - (f) elect members to the Council, hereinafter referred to, if and when such election is due as described in clause 4.1;
 - (g) other matters not on the agenda.
- 3.6. Each qualified member of the Society, having paid the required subscription, shall be entitled to vote at the Annual General Meeting and to receive a copy of every work produced by the Society within the period subscribed for.
- 3.7. This constitution can be amended, only after consideration by Council followed by a resolution agreed upon and passed by no less than two-thirds of the members present and voting on such a motion at an AGM or a Special General Meeting of the Society. A written notice must be sent to members no less than fourteen days before such a meeting is due to take place. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting. The required quorum for members to be present at such a meeting shall be observed.
- 3.8. The Council, hereinafter provided for, shall submit to the Commissioner for the South African Revenue Services as well as the Director: Nonprofit Organisations in the Department of Social Development, a copy of any amendment passed in terms of clause 3.7.
- 3.9. The Society may terminate its existence and be dissolved if at least two-thirds of the members present and voting at an AGM or a Special General meeting convened for the purpose of considering such a matter, are in favour of closing down. In the event of winding up or the dissolution of the Society, and after it has paid off all its debts, any remaining assets may not be paid or given to members or office-bearers of the Society, but will instead be transferred to an institution or organisation registered under Section 30B of the Income Tax Act for use in a manner in keeping with the aims of the Society.
- 3.10. The Society will continue to exist even when its membership has changed and there are different office bearers.

4. Management and Council

- 4.1. The management of the affairs of the Society shall be vested in a Council consisting of ten members, viz. a Chairperson, a Vice-chairperson, a Treasurer and seven additional members, to be elected at every third Annual General Meeting, commencing with the Annual General

Meeting for 1992, and the Director of the National Library of South Africa, or his/her nominee, as an ex-officio member. The Council has the right to co-opt at any time, six extra members who are qualified members of the Society.

- 4.2. Every qualified member, including the nominee of a qualified institutional member as per clause 2.3, shall be eligible for election as a member of the Council, provided:
 - (a) he/she has been duly nominated in writing by two other qualified members of the Society, as described in clause 2.4;
 - (b) he/she has accepted such nomination verbally (if present at the meeting in question) or in writing (if not so present).
- 4.3. The Council shall meet when necessary, but at least twice a year, for the dispatch of business and at any such meeting a quorum shall consist of five persons. In the event of a deadlock, the Chairperson of the meeting shall have a casting vote. A Council meeting can be held either in person or as a virtual meeting, using appropriate technology.
- 4.4. Proper minutes of all meetings must be kept and approved at the next meeting and be kept safely and always be on hand for members to consult.
- 4.5. If both the chairperson and the vice-chairperson of the Council do not attend the meeting, then members of the Council present will choose which one of them will chair the meeting. This must be done before the start of the meeting.
- 4.6. The chairperson, or two members of the Council can call a special Council meeting, but they must let the other Council members know the date of the proposed meeting not less than two weeks before it is due to take place. They must also inform the other members of the Council which issues will be discussed at the meeting.
- 4.7. The Council shall have such powers as is necessary to administer the affairs of the Society and they may take on powers and authority that it believes it need to be able to achieve the objectives of the Society and:
 - (a) may invest funds and money and to conduct the financial affairs of the Society by means of opening a bank account in the name of the Society. The financial year of the Society shall end on 31 December of each year;
 - (b) has the power and authority to raise funds or to invite and receive contributions;
 - (c) may take on the power and authority that it believes it needs to achieve the objectives of the Society;
 - (d) may pass decisions on the management of the Society at regular Council meetings where such decisions will be made preferably by means of a consensus but alternatively, in the case of a deadlock the chairperson will have a casting vote;
 - (e) may appoint administrative/secretarial staff hereinafter called employees. Remuneration may be paid as per clause 5.6
 - (f) shall conduct the affairs of the Society in such a manner as to ensure the continued existence of the Society.

- 4.8. If necessary, and in order to act speedily, the Council may decide to set up an Executive Committee and one or more sub-committees. The Executive Committee and any sub-committee must consist of at least three persons. An Executive Committee and any sub-committee must at all times report back to the Council. Minutes of all meetings must be kept safely and always be at hand for members to consult.
- 4.9. A member of the Council shall be automatically disqualified if he/she is absent from more than three meetings without permission of the Council.
- 4.10. Members of the Council and its employees or agents shall be indemnified out of the funds of the Society against any claim made against such person in relation to or arising out of activities legitimately conducted on behalf of the Society.

5. Finance

- 5.1. The financial year of the Society ends on 31 December of each year.
- 5.2. The Annual Financial Statements of the Society should be completed not later than six months after the end of the financial year. An accounting officer may be appointed by the Council, or a sub-committee of the Council, to assist the treasurer in the preparation the annual financial statements for submission to the appointed auditor.
- 5.3. An auditor shall be appointed or reappointed at every Annual General Meeting of the Society and the audited Financial Statements shall be approved at the next Annual General meeting.
- 5.4. The Society's audited financial statements for every year must be approved, and signed by the Chairperson and the Treasurer, at the first Annual General Meeting held after the end of the financial year. A copy thereof should be handed to the Director of Non-profit Organisations within three months after the said Annual General Meeting.
- 5.5. The treasurer's task is to control the day-to-day finances of the Society. He/she shall arrange for all funds to be put into a bank account in the name of the Society and must also keep proper records of all the finances.
- 5.6. The Society shall not pay to its employees, office-bearers, members or other persons remuneration, which is excessive, having regard to what is reasonable in relation to the service rendered to the Society by such person, and shall not economically benefit any person in a manner which is not consistent with its objects, neither shall any member nor office-bearer have any right to the property or assets of the Society.
- 5.7. If the Society has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions

(Investment of Funds) Act, 1984. Or the Society may invest in securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985.

6. Notices

Notices shall be given by email to the last known email address of a member or alternatively by SMS or WhatsApp or where none of the above is available, by telephonic communication.

7. General

Anyone preparing and editing works for the Society shall, if desired, receive gratis six copies of such works, either as hard copies or eBooks, and shall be entitled to purchase at a discount of 40 percent off the recommended South African retail price any further copies of the work required for his or her personal use and not for resale, such copies to be paid for within 30 days of invoice: provided that if two editors are involved the total number of presentation copies shall be ten; if more than two editors, twelve.