

CONSTITUTION

for the

AFRICAN CONSORTIUM FOR LAW AND RELIGION STUDIES

A Non-Profit Organisation formed under the Nonprofit Organisations Act, 1997

1. NAME AND ADDRESS.

- 1.1. The organisation hereby constituted will be called the African Consortium for Law and Religion Studies. Its shortened name is its acronym: ACLARS. It is referred to herein either as ACLARS or as the “Organisation”.
- 1.2. The street address of ACLARS is: Office of Legal Counsel, 5A Jubilee Road, Parktown 2193, South Africa. The postal address is Private Bag X3009, Houghton 2041, South Africa.
- 1.3. The email address of the Secretariat of the organization is secretariat@aclars.org.

2. BODY CORPORATE.

- 2.1. The Organisation shall:
 - 2.1.1. exist in its own right, separately from its members;
 - 2.1.2. continue to exist even when its membership changes or there are different office bearers;
 - 2.1.3. be able to own property and other possessions;
 - 2.1.4. be able to sue and be sued in its own name.

3. OBJECTIVES.

- 3.1. ACLARS is formed exclusively for charitable and educational purposes, in compliance with South African laws and regulations governing non-profit organisations, namely to promote the development of studies of law and religion and their interaction in and about Africa.
- 3.2. ACLARS' objectives include but are not limited to:
 - 3.2.1. promoting collaboration between universities and other institutions undertaking research in this field;
 - 3.2.2. soliciting and making available funds and facilities for research to the members of ACLARS, other qualified scholars and experts, and to foster the work of young scholars;

- 3.2.3. promoting meetings and contacts between scholars (including non-members of the Organisation), government officials, and others interested in or affected by the field;
- 3.2.4. facilitating co-operation in the development of research, conferences, publications, and of academic or other expert training in the field;
- 3.2.5. promoting and cooperating with similar academic bodies established at national, regional and international levels.

4. POWERS AND LIMITATIONS OF THE ORGANISATION.

4.1. The Organisation shall have general powers and authority to:

- 4.1.1. raise funds or to invite and receive contributions;
- 4.1.2. buy, hire, rent or exchange for any property or services that it needs to achieve its objectives;
- 4.1.3. make by-laws for proper governance and management of the Organisation;
- 4.1.4. create committees and subcommittees as needed for proper functioning of the Organisation;
- 4.1.5. organize conferences, workshops, lectures, training programs or other educational events and collaborate with other organisations in organizing and carrying out such events;
- 4.1.6. make information about ACLARS events and activities and other matters relevant to the Organisation available on the ACLARS website (www.aclars.org) or through other media; and
- 4.1.7. engage in such other lawful activities as may be reasonably necessary to carry out its objectives, consistent with its status as a nonprofit organisation under South African law.

4.2. Limitations on the Organisation's Powers.

- 4.2.1. No part of the net earnings or property of the Organisation shall inure to the benefit of, or be distributable to, its directors, officers, other office bearers, members, or other private persons or organisations, except that the Organisation shall be authorised and empowered to pay reasonable compensation for services rendered, reimbursement for reasonable expenses incurred, and to make such other payments, all as may be necessary or appropriate in furtherance of the charitable and educational purposes of the Organisation.
- 4.2.2. Members or office-bearers of the Organisation have no rights in the property or other assets of the Organisation solely by virtue of their being members or office-bearers.

- 4.2.3. No substantial part of the activities of the Organisation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Organisation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- 4.2.4. Notwithstanding any provision of this Constitution, the Organisation shall not carry on any activities not permitted to be carried on by a corporation qualified to be registered as a nonprofit organisation under South Africa's Nonprofit Organisation Act, 1997 or other under statutes widely recognized as defining appropriate non-profit behaviour, such as Section 501(c)(3) of the Internal Revenue Code of the United States.

5. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

- 5.1. The office-bearers of the Organisation include its Board of Directors and its officers
 - 5.1.1. President,
 - 5.1.2. Vice President,
 - 5.1.3. Secretary, and
 - 5.1.4. Treasurer. The Secretary and Treasurer may but need not be the same person.
- 5.2. The Office-bearers have responsibility for exercising the powers of the Organisation and seeing to its oversight, management, and overall governance. The Board of Directors has primary responsibility for oversight and governance. The officers have primary executive responsibility for management and operations.
- 5.3. Both the Board of Directors and the Officers shall manage the affairs of the Organisation in accordance with this Constitution and with resolutions and guidance provided at general meetings of the Organisation.
- 5.4. The Board of Directors shall have wide powers both as regards ordinary and extraordinary administrative issues and shall also have broad authority in developing relations with other organisations and in implementing joint projects.
- 5.5. The Board of Directors is responsible for making decisions and acting on such decisions which it believes it needs to make in order to achieve the objectives of the Organisation.
- 5.6. Similarly, the Officers need to implement Board of Directors decisions and policies, and assure effective operation of the Organisation.
- 5.7. The exercise of the powers of the Organisation vested in the Board of Directors and other Office-bearers in the Organisation in their respective positions may not be exercised in ways that are inconsistent with resolutions of the members of the Organisation or in ways that violate the law of the Republic of South Africa.

6. **ELECTION OF OFFICE-BEARERS.**

6.1. **Call for Elections.** At least three months before a Congress of the Organisation at which the terms of existing officers expire, the President or the Board of Directors shall issue an official call for elections by electronic communication to current members of the Organisation.

6.1.1. Individuals interested in being considered as candidates shall submit applications within 21 days from the date of the official call for elections by emailing applications directed to the President of the Organisation at the address indicated in the call for elections.

6.1.2. Applicants must be current with the payment of Organisation membership fees, or become current prior to the date for which elections are officially called.

6.2. **Notice of Candidates.** A list of the candidates for the Presidency and for the Board of Directors shall be published on the Organisation's website and emailed to members of the Organisation at least thirty days prior to the General Assembly meeting at which an election is scheduled.

6.3. **Election Rules.**

6.3.1. The President and members of the Board of Directors shall be elected by secret ballot by the General Assembly of the Organisation's members.

6.3.2. Only Organisation members with a minimum membership of two years shall have the right to be elected as the President or as a member of the Board of Directors.

6.3.3. Each member may be represented by another Organisation member by proxy; but no member can represent more than two other Organisation members. In case of doubt, the existing Board of Directors at the time of the vote shall decide on the validity of proxies.

6.4. **Election of the President.** The election of the President shall be conducted prior to the selection of the remaining members of the Board of Directors. The President shall be elected by an absolute majority of those present and voting. If this majority is not achieved at the first vote, a "run-off" ballot shall be held between the two candidates who have obtained the greatest number of votes.

6.5. **Selection of the Vice President.** The President, after his election, and after election of the Board of Directors, will designate the Vice-President from amongst other members of the Board.

6.6. The Secretary and Treasurer need not be members of the Board of Directors.

6.7. **Board of Directors.**

6.7.1. The Board of Directors shall consist of at most fifteen individuals, including the President, who shall serve as Chairman of the Board. No more than four individuals

can be elected to the Board from any one country, and the Board should include members from at least five countries.

6.7.2. After the President has been elected, those present and voting will be given one vote for each of the positions (slots) to be filled (up to 14).

6.7.2.1. The candidates with the highest total number of votes shall be elected, provided that if more than four candidates from a particular country are among those receiving the highest number of votes, the candidates from that country beyond the top four shall be dropped and the highest-ranking person from a country not otherwise included in the available slots would become a member of the Board.

6.7.2.2. If there are multiple countries with four candidates, the person with the lowest number of votes among the countries with two or more representatives shall be dropped and the candidate with the highest number of votes from a country not yet represented on the Board shall become a Board member. This process shall be continued until at least five countries are selected by this process to the Board.

6.7.2.3. In case of tie votes, the tie shall be resolved by selecting the person who would most add to geographic diversity of the Board. If two or more candidates are tied, and deciding in favor of geographic diversity doesn't break the tie, there shall be a revote in which all members of the General Assembly are given one vote. If that still yields a tie, the person appointed shall be selected by flipping a coin.

6.8. **Secretary and Treasurer.** The Secretary and Treasurer can be the same person, though it would be preferable to have these roles be filled by two separate persons. The Secretary and the Treasurer shall be appointed by the President from among members of the Organisation. They shall be individuals with competence to carry out their tasks. They may but need not be members of the Board of Directors. Because these individuals will be responsible for complying with South African legal requirements, it may be necessary given legal requirements to have individuals from South Africa for these tasks, even if there are already several other Office-bearers from that country. This person or these persons may serve multiple four-year terms.

6.8.1. **Role of the Secretary.** The Secretary shall be responsible for minutes of the Organisation's meetings, though the task of actually taking minutes for particular meetings can be delegated. The Secretary is also responsible for meeting notices, maintaining membership rolls, giving notice and preparing agendas for meetings, and making sure that appropriate reports and updates are filed with the Directorate for Nonprofit Organisations and other government agencies as required by law (except for financial matters handled by the Treasurer).

6.8.2. **The Secretariat.** The Secretariat consists of individuals appointed and selected by the Secretary to assist with the responsibilities of the Secretary. Members of the Secretariat shall be approved by the Board of Directors, but serve with, at the direction of, and in cooperation with the Secretary. The Secretariat can be reached by email at secretariat@aclars.org.

6.8.3. **Role of the Treasurer.** The Treasurer is responsible for managing the finances of the Organisation and preparing financial reports as required by law and by the Board of Directors.

6.9. **Uncontested Elections.** If there is only one candidate for President, Secretary, or Treasurer, the unopposed candidate is deemed to have been elected to his or her office without a vote. In the event that there are no more candidates than there are open positions on the Board of Directors, and there are a sufficient number of candidate directors so that at least five countries are represented, all candidates shall become members of the Board of Trustees without a vote.

6.10. **Delays in Annual Congresses.** If the next ACLARS Congress is not held by the time the term of any of the Office-bearers expires, they shall stay in office until the next ACLARS congress/conference. If the next annual ACLARS congress/conference is substantially delayed, the Board of Directors may elect to hold an interim election by electronic means, following regulations and procedures recommended by the President and approved by the Board.

6.11. Terms of Office.

6.11.1. The President, Vice President, shall hold office for a period of four years and may stand for two consecutive terms.

6.11.2. The Secretary and Treasurer shall hold office for four years, and may continue in office as long as they are re-elected.

6.11.3. Members of the Board of Directors shall hold office for a period of five years and may stand for two consecutive terms.

6.11.4. In each case, the term shall be extended until the next annual ACLARS congress/conference held after the end of their respective terms.

6.12. **Resignation.** Office-bearers may resign their positions by submitting their resignation in writing to the President, Vice President and/or Secretary.

6.13. **Disqualification or Removal.** If an Office-bearer does not attend three meetings in a row, without having applied for and obtained leave of absence from the Board, or is found by the Board of Directors to be failing to perform his office, either because of inaction or wrongdoing, the Board can by a majority vote remove him or her from office and appoint another person in his or her place.

6.14. **Filling Vacancies.** The Board of Directors by majority vote may fill vacancies that occur because of death, disability, resignation of members of the Board of Directors or other officers, disqualification, removal, or as a result of failure to elect a full complement of members or the Board of Directors (in addition to the President).

6.14.1. In order to continue in office, the individuals thus appointed shall stand for election at the time of the next Congress of the Organisation, in an election called and held in accordance with the procedures set forth above.

6.14.2. The Board of Directors shall fill vacancies with reasonable promptness, and may conduct the necessary business to recommend, approve and appoint successors relying on electronic communications among Board Members.

6.14.3. The Secretary has responsibility to notify the Directorate for Nonprofit Affairs as such changes occur.

6.15. Committees and Sub-committees.

6.15.1. The Board of Directors may delegate any of its duties to committees and subcommittees of the Organisation. Except for standing committees, such delegations should be reflected in the minutes of the meetings in which the committee is created or in terms of reference prepared by the Board of Directors, or by other Office-bearers for approval of the Board.

6.15.1.1. Committees and sub-committees should report regularly to the President and to the Board of Directors.

6.15.1.2. The Board of Directors by a simple majority vote must approve all expenditures made or indebtedness incurred by committees and subcommittees.

6.15.1.3. The Board may revoke delegations or amend the conditions of delegations made to committees and subcommittees.

6.15.1.4. The Board shall appoint members to standing committees of the Organisation and may change the composition and number of standing committees from time to time.

6.15.2. The initial standing committees of the Organisation shall be:

6.15.2.1. Program Committee. The Program Committee shall be responsible for proposing conference venues, conference themes, calls for papers, for reviewing proposals for papers and other presentations for conferences, and for organizing the program of annual ACLARS congresses/conferences and other events carried out by the Organisation. The Program Committee shall also be responsible for collaborating with other co-sponsors of ACLARS events. The Program Committee shall report regularly as requested to the Board of

Directors, which shall have ultimate authority to approve programs and recommendations of the Program Committee.

6.15.2.2. Publications Committee. This committee will be responsible for publishing scholarly papers presented at ACLARS events and shall help identify ways that the publication opportunities and achievements of ACLARS members can be expanded.

6.15.2.3. Communication Committee. This committee will be responsible the creation and maintenance of an ACLARS website, monthly and or annual newsletters, social media connections for members, and other communication possibilities that the Committee identifies and as limited resources allow.

6.15.2.4. Membership Committee. This committee will be responsible for member recruitment, administration of membership applications and records (in conjunction with the Secretariat) and other efforts that can expand membership and networking both among members and with others outside the ACLARS network.

6.16. **Regional Representatives of ACLARS.** The Board of Directors may appoint members of the Organisation who are well-known and have significant networks with other scholars doing work in law and religion fields as Regional Representatives of ACLARS. They can serve as resources for other committees of the Organisation in identifying emerging issues and scholars and other experts who can be drawn into the activities of the Organisation and can make significant contributions to ACLARS and its activities. These individuals are not members of committees per se, though they may well be drawn is as advisors to committees at various points.

7. MEMBERSHIP.

7.1. Membership shall be open to qualified individual scholars, holding the relevant expertise, who undertake teaching or research activities in fields germane to law and religion and to individuals participating in the work of relevant institutions and to other experts interested in the same fields.

7.2. Membership is also available to organisations or institutions interested in supporting or following work in such fields, but they shall not be entitled to serve as Office-bearers in the Organisation.

7.3. Three main membership categories will be available;

7.3.1. “General Membership”,

7.3.2. “Organisational/Institutional Membership” and

7.3.3. “Student Membership”.

7.3.4. This list may be expanded by the Board of Directors.

8. ADMISSION TO MEMBERSHIP.

8.1. General Requirements.

- 8.1.1. An individual or institution seeking membership shall be nominated by a member of the Board of Trustees or shall apply for membership to the Organisation's Secretariat (consisting of the Secretary and staff that the President or Secretary may designate).
- 8.1.2. Applications through the Secretariat should typically include the full name, address, telephone and email address of the candidate, together with an indication of the nominee's institutional affiliation, and a brief statement of the nominee's qualifications and expertise in the field.
- 8.1.3. Within thirty days after receiving this information, the Secretariat shall transmit the name of the individual or institution applying for membership and accompanying information to the Board of Directors. This may be done electronically or by providing the information at a duly noticed meeting of the Board. Membership shall be granted upon the favorable majority vote of the members of the Board of Directors and provided payment of membership fees is made within thirty days.

8.2. **Students Memberships.** Students recommended by members of the Organisation may become associate members upon payment of half of the membership fees of full members to the Secretariat. Associate members do not have the right to vote on Organisation matters and shall be eligible for other benefits accorded general members involving financial outlays by the Organisation only as authorised by the Board of Directors, but may otherwise participate in Organisation activities.

8.3. **Organisational Memberships.** Organisations or institutions may be recommended for membership by members of the Board of Directors or by applying through the Secretariat. The Secretariat shall work with the applying organisation or institution to provide information helpful in enabling the Board of Directors to determine whether the application for membership should be approved. In addition to basic name and identity information, other relevant information to be provided includes the contact person within the organization or institution and how replacement contact persons will be selected. Also important is a brief statement of the nature of the organisation's or institution's contributions to or other relevance to law and religion as an academic field.

8.3.1. Membership shall be granted upon the favorable majority vote of the members of the Board of Directors and provided payment of membership fees, as determined by the Board of Trustees, is made within thirty days. At meetings of members, an organisation that has acquired membership shall be entitled to one vote, just as if it were a single person.

8.3.2. The organisation or institution may identify a different person to represent it different meetings by notifying the Secretary who the individual will be at least ten

days before the relevant meeting. The organisation may send more than one individual to attend meetings, but shall only be entitled to one vote.

8.4. **Qualifications.** The Board of Directors shall have discretion to reject applications for membership if an applicant lacks academic qualifications in subject matters relevant to the fields of law or religion or comparable experience-based expertise.

9. MEMBERSHIP FEES (DUES).

- 9.1. The Board of Directors shall propose an annual membership fee (dues) for General Members, Student Members, and Organisational/Institutional Members and any other category they may deem necessary at or prior to each annual ACLARS meeting.
- 9.2. If approved by the General Assembly of members, the amounts determined shall become the amounts due for the following calendar year.
- 9.3. The respective member fee amounts for the various categories of members shall remain unchanged thereafter unless changed by a decision of the Board of Directors.
- 9.4. Increases proposed by the Board shall not go into effect unless approved by a majority of those attending a subsequent annual meeting of the Organisation or unless notice of a proposed increase is sent electronically by the Board of Directors to the general membership and not opposed by return vote of 30% of the members within thirty days after the notice is sent.
- 9.5. The membership fee shall be communicated to members of ACLARS by the Secretary on annual bases and shall be due by January 1 of each calendar year.

10. LOSS OF MEMBERSHIP

- 10.1. Each member shall pay an annual enrolment fee (dues) at the time he, she or it becomes a member of the Organisation and subsequently prior to the 1st January of each year.
- 10.2. The amount of the fee shall be fixed by the General Assembly on the proposal of the Board of Directors and may be changed from time to time. Members who fail to pay their membership fees by 1st January of each year shall be suspended from the right to vote and to be elected to offices in the Organisation.
- 10.3. Failure to pay the annual fee and the arrears by the date of the next congress of the Organisation shall automatically entail loss of membership. Former members who have lost their membership as a result of non-payment of dues may be reinstated following payment of arrears. The terms of readmission to membership for former members who have let their membership lapse for three or more years shall be as recommended by the Board of Directors.

11. EXPULSION FROM MEMBERSHIP

A member may be expelled by a vote of two-thirds of the members of the Board of Directors.

12. MEETINGS.

- 12.1. The President shall chair meetings of members and meetings of the Board of Directors. In his absence, meetings shall be chaired by the Vice President. In the absence of both of them, the members of the Board of Directors present at the meeting shall elect an acting chairperson for that meeting. Because of the time and distance involved, any meetings of the Organisation can be held physically, electronically, or a combination of both.
- 12.2. Reasonable efforts shall be made to allow members to have digital access to meetings where this is reasonably possible without undue expense. The availability of communication by telephone, webinar, internet, video links, and various other forms of emerging technology is part of what makes ACLARS possible as a viable organisation, and the Organisation intends to avail itself of such technologies where reasonably feasible.
- 12.3. The Secretary and Treasurer shall have the right to attend any meeting of the Organisation, but shall be entitled to vote only if they would be entitled to vote without reference to this provision (for example, as members at a members meeting, or if they are also members of the Board of Directors, at Board meetings). Past presidents of the Organisation shall have the right to receive notices of meetings and to participate in meetings, but shall not be entitled to vote unless they would be entitled to vote without reference to this provision.
- 12.4. Where possible, decisions of the Organisation shall be taken by consensus. However, when there is no consensus, decisions shall be taken by vote as provided below. Decisions regarding changes to this Constitution, or to dissolution or closing down of the Organisation, shall be taken as more particularly provided in sections 15 and 16 of this Constitution.
- 12.5. **Annual General Meetings.** The General Assembly of ACLARS members shall be convened at the time of each ACLARS congress. The expectation is that these meetings shall be held roughly annually, but because of the distances and expense involved, it may not always be possible to hold a physical meeting. When delays substantially beyond one year are encountered, the Board of Directors shall take steps to notify members of developments and cover such business as can reasonably be covered by way of a meeting web-hosted meeting or by means of email. Special meetings for the general membership may be called at the discretion of the President or, if at least one third of the Board members submit a written or electronic request to the President or the Secretary, by one-third of the Board of Directors.
- 12.6. **Content of Annual General Meetings.** General assembly meetings should be attended by as many stakeholders as possible. Among other things, this meeting allows Office-bearers to report back on the achievements and work of the prior year, to enable members to decide on the policies of the Organisation, and when needed, to make changes in this Constitution. Typical agenda items in such meetings include noting

those in attendance and recognizing apologies of those unable to attend; reading and reviewing minutes; President's report; Treasurer's report; planning for upcoming conferences and annual meetings; approval of new members; election of new Office-bearers; and other general matters of business of the Organisation.

12.7. **Special Meetings for the General Membership.** Special meetings may be called from time to time by the President or one third of the Board of Directors outside the scope of typical annual meetings held in conjunction with ACLARS annual congresses/conferences. For example, they might be scheduled in conjunction with the Africa-wide conferences of other organisations. They can be called as physical meetings or as digital meetings that can involve a substantial number of ACLARS members.

12.7.1. Special meetings. may be called when the President or Board needs the mandate or guidance of the general members of the Organisation that cannot wait for the next annual general meeting, or when special opportunities for members to cooperate with other organisations arise.

12.7.2. Special meetings may be called by the Board or by not less than one-third of the members of the Organisation. Notice for Special Meetings shall be at least thirty days, unless urgent circumstances require shorter notice.

12.8. **Board of Director Meetings.** The Board of Directors shall meet at the time of the annual conference and typically would meet about three other times during the year, but additional meetings can be called by the president or one-third of the members of the Board of Directors. Any Board meeting may be held using teleconference, video links, or other internet/digital meeting technologies that are reasonably accessible to most Board members. The President typically calls such meetings, but one-third or more of the Board may also call a Board meeting.

12.8.1. Voting. Decisions shall be taken by an absolute majority of the Board of Directors. When votes are equal, the President's casting vote shall be decisive. Each member of the Board of Directors may be represented by another member by proxy; but no member shall cast more than two votes.

12.9. **Authorising Action by Individual Board Members.** The Board of Directors shall be empowered, if so decided by a simple majority vote of those present, to appoint one or more of its members as representatives for carrying out one or more tasks.

12.10. **Non-Voting Participants in Board Meetings.**

12.10.1. Past Presidents of the Organisation shall have the right to receive notices of Board Meetings, and to attend or participate in such meetings, but shall not have the right to vote.

12.10.2. The lead organizer of each ACLARS congress will be an ex officio member of the Board of Directors without a right to vote during the year prior to the congress that he or she organizes.

12.10.3. The President may from time to time invite non-members to attend or make presentations at Board meetings, but such individuals shall not have a right to vote.

12.11. **Notice Requirements.** Reasonable notice shall be given in advance of all ACLARS meetings. Notices pursuant to this Constitution must be given in writing, and may be delivered either personally, by post or electronic communication, though it is anticipated that email shall be the typical method of giving notices. As a rule, notices shall comply with the time periods specified in the subparagraphs of this section. When exigent circumstances require meetings to be convened on shorter notice, this may be done, but prompt information regarding decisions taken shall be sent by email to those entitled to receive notice of and attend the meeting. If they disagree with such actions, they may take such recourse as is generally available to them given the type of meeting it is, if they object to a decision taken in their absence. All Office-bearers or members present at any meeting shall be deemed to have received notice of such meeting. Notices shall be deemed effective if they have been sent by email to the last email address on file with the Secretary and Secretariat for the person in question. Members are obligated to keep the Secretary and the Secretariat informed of changes of email address.

12.11.1. **Notices for Meetings of Members.** Notice of the agenda of each meeting of a General Assembly of members (whether held in conjunction with a congress or as a special meeting) and of the time and place of such meeting shall be sent to members by electronic means not less than thirty days in advance of the date of the proposed meeting, except when the Board of Directors determines that unusual circumstances require holding of a meeting without such notice. The notice emailed to members shall be posted on the website of the Organisation (www.iclars.org) not less than thirty days prior to the meeting in question.

12.11.2. **Notices for Meetings of the Board of Directors.** Meetings of the Board of Directors shall be convened by the President or by one-third of the members of the Board. The convening authority shall either request the Secretary to give notice, or may email such notice directly to the Office-bearers of the Organisation. Reasonable efforts shall be made to identify a meeting time that makes participation possible for most members. The notice of such meetings shall be sent at least seven (7) days in advance, and shall include the agenda for the meeting, meeting place and time, or instructions for participating in the meeting by internet, video link, telephone conference service, or the like.

12.12. **Sending Notices to ACLARS.** In the event it is necessary to send notices of any kind to ACLARS, notices can be sent to the Secretariat at secretariat@aclars.org.

12.13. **Quorum Rules.** Because of the expense and distances involved in holding various ACLARS meetings, quorum rules typical for other organisations are not workable. For this reason, it will be necessary to rely heavily on electronic means of communication including conference calls, electronically linked meetings, webinar

connections, email, and other forms of electronic communication. Effort will be made to allow those entitled to attend meetings to connect electronically, but because of technical challenges in Africa, even this is not always feasible. With this in mind, the following rules shall govern various ACLARS meetings.

12.13.1. Quorum Requirements for General Member Meetings. No minimum quorum of members is required for the General Assembly to meet, conduct business, and take action. Decisions of meetings of members, whether at annual meetings held in conjunction with annual ACLARS congresses/conferences, or otherwise, shall be taken by majority of the members present and voting. However, to assure maximum input from members, the minutes of any such duly noticed general meeting of members shall be sent to members by electronic means within thirty days following the General Assembly meeting at which the decisions were taken. If within thirty days after transmission of the minutes more than twenty percent (20%) of the members send an email response to the president or the secretary/secretariat stating their opposition, the matter shall be reconsidered. When such reconsideration is called for, or other urgent decisions are to be taken, the President, or in the event he is not available, the Vice President, and if neither of them is available, one-third of the Board of Directors shall send a proposal regarding the issue in question via email to the last known email address on record with the Secretariat of all ACLARS members asking them to vote on the proposal by email within fifteen days. Decisions shall be taken by a majority of the ACLARS members whose votes are received by the Secretariat within the fifteen-day period after the proposal has been sent to the members.

12.13.2. Quorum Requirements for Board Meetings. Provided that the President, Vice President or one third of the members of the Board of Directors are present for a duly noticed Board meeting (whether present in person or electronically), the Board may meet and conduct business. However, in the event a particular measure proposed at the meeting or on the call is not supported at that time by an absolute majority of the Board of Directors, decisions recommended by those participating may only be acted upon if the proposals are subsequently submitted electronically to all Board members and approved by email or in writing sent to the President and the Secretary by a sufficient number of additional members of the Board so that the measure in question has the support of an absolute majority of the members of the Board.

12.14. Minutes of Meetings.

12.14.1. Minutes and attendance records of all meetings of the Organisation shall be kept. They shall be taken by the Secretary, by a member of the Secretariat, by another individual designated by the Secretary in advance, or if none of the foregoing are available, by the person so designated by the person chairing the meeting as the first item of business in the meeting.

12.14.2. Minutes of meetings shall be circulated to the President, the Secretary (if he or she was not actually taking the minutes), the Board of Directors, and any others entitled to receive notice of the meeting within fifteen (15) days after the meeting.

12.14.3. The minutes shall be confirmed as a true and accurate record of proceedings by the next meeting of the body involved (e.g., the General Assembly of members or the Board of Directors).

12.14.4. The Secretary may post general reports of meetings and other ACLARS activities on the ACLARS website. Minutes shall be kept safely so that they are on hand for members to consult. They shall be kept in hard copy form by the Secretary, but should also be posted on the ACLARS website, except that the President or Secretary may determine that certain portions of the minutes should be treated confidentially and should be maintained only in the hardcopy minute book.

13. INCOME AND PROPERTY

13.1. The Treasurer should keep a record of everything owned by the Organisation.

13.2. The Organisation may not give any of its money or property to its members or the Board, except when it pays for work that an Office-bearer or member has done for the Organisation or when it reimburses costs incurred by them. Any such payments must be reasonable in amount given the nature of the work that has been done or the costs that have been incurred and shall be disclosed to and approved by a simple majority of the full Board of Directors.

13.3. The Office-bearers and members do not have any personal rights over things that belong to the Organisation.

14. FINANCES AND REPORTS

14.1. **Bank Account.** The Office-bearers shall open a bank account in the name of the Organisation with a registered Bank. The Bank shall be recommended by the President and approved by the Board. The Bank shall be capable of providing services that will allow the President, Secretary and/or Treasurer and others designated by the Board of Directors to approve transactions using secure electronic technology from remote locations. All monies received for the account of the organization shall as far as possible be deposited with such bank as soon as possible.

14.2. **Signing.**

14.2.1. Cheques and other 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 or otherwise transferred from the bank account, the President or the Treasurer and at least one other members of the Organisation approved by the Board of Directors must sign (physically or digitally) the withdrawal or cheque or other authorisation of transfer.

14.2.2. Arrangements shall be made with the bank to give prompt electronic notice of all transfers made from the Organisation's bank account.

14.3. **Financial Year-End.** The financial year end of the Organisation shall be December 31 of each year.

14.4. **Financial Report.** The Board must ensure that proper records and books of account which reflect the affairs of the Organisation are kept, and within six months of its financial year a report is compiled by an independent registered accounting officer stating whether the financial statements of the Organisation are consistent with its accounting policies and practices of the Organisation.

14.5. **Treasurer's Responsibilities.** The Treasurer is responsible for making sure that the money of the Organisation is safe and is accounted for. The Treasurer must also make regular reports to the Board on the finances of the Organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the Organisation. The Treasurer shall file such other tax and financial documents and reports with the Directorate of Nonprofit Organisations and/or other South African governmental institutions as may be required by law.

14.6. **Investments.** If the Organisation 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, as it currently exists or as it may be amended. Alternatively, the Organisation may invest in securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985, as it currently exists or as it may be amended. The Organisation can consult with and follow the advice of different banks to seek advice on the best way to invest and safeguard its funds. All such investments shall be made only with the approval of a majority of the full Board of Directors.

15. AMENDMENTS TO THIS CONSTITUTION

15.1. Amendments to this Constitution can only be adopted pursuant to a resolution passed at a special meeting of members that is specially noticed as part of a general meeting of members held in conjunction with an annual ACLARS congress/conference or specially convened for the purpose of amending this Constitution by the vote of at least two-thirds of the Board of Directors. Notice for the special meeting shall be issued at least thirty days in advance and shall be given by sending an email indicating the time and place and agenda of the meeting, and providing a copy of the proposed amendment(s) to the Constitution.

15.2. The proposed amendments shall be discussed at the meeting, and further revisions to the proposed amendments can be made at the meeting held to consider the amendments.

15.3. In order to amend the constitution, a resolution proposing the amendment must be passed by at least two-thirds of those present and voting (counting both those who are

physically present and those who have proxies authorising them to cast votes on behalf of others. Those present at the meeting may cast their own vote and no more than three proxy votes, provided that the Board of Directors confirms the validity of proxy authorisation.

15.4. The change thus proposed by resolution shall be sent within ten days to all members of the Organisation at the last email address on record for them with the Secretary. The proposed amendment shall go into effect unless one-third of the members on record submit written objections to the amendment by email within thirty (30) days of the time the notice of proposed amendment is emailed to them.

15.5. No amendments may be made which would cause the Organisation to close down or to stop functioning or to become inoperative.

16. DISSOLUTION/CLOSING DOWN

16.1. The Organisation may dissolve or close down if at least two-thirds of the members present and voting at a meeting of members specifically convened for the purpose and duly noticed as provided in Section 12.11.1 vote in favor of a resolution authorising dissolution of the Organisation. This resolution shall go into effect unless one-third of the members on record with the Secretary submit written objections to the amendment by email within thirty (30) days of the time the proposed dissolution resolution is emailed to them.

16.2. Once a determination that the Organisation is to be dissolved has been made, either by the voluntary process described in the preceding paragraph, or as a result of other legal proceedings (e.g., bankruptcy), the debts of the Organisation and other obligations must first be paid.

16.3. If there is property or money left over, these may not be paid or otherwise distributed to any Office-bearer or member of the Organisation, except as authorised in Section 4.2.1.

16.4. Upon the dissolution of the Corporation, remaining assets shall be distributed for one or more charitable or educational purposes permitted by the Nonprofit Organisations Act, 1997, or other legislation designed to assure that non-profit resources remain devoted to uses widely recognized as nonprofit in nature, such as Section 501(c)(3) of the Internal Revenue Code of the United States. Such remaining assets shall be distributed by the Board of Directors (or any other legal body standing in the position of the Board of Directors) to another non-profit organisation with similar objectives. The Organisation may decide at the meeting considering dissolution what organisation should receive such remaining assets, and this recommendation shall be followed unless more than one-third of the members receiving the dissolution resolution object by email within thirty (30) days of the time the dissolution resolution is emailed to them.

This Constitution was approved and accepted by members of the African Consortium for Law and Religion Studies at a special meeting held as part of a general meeting of members on May 16, 2017.

President

Secretary