



## **1. NAME**

- 1.1 The name of the organisation is The Catalysis Society of South Africa.
- 1.2 The shortened name is CATSA (hereinafter referred to as the "Society").

## **2. FORMATION**

- 2.1 The Society was formed at the AGM held at the Annual Conference held in Gordon's Bay in 1990.

## **3. BODY CORPORATE**

- 3.1 The Society is a common-interest unincorporated association of persons, established under the common law of South Africa as a Voluntary Association, bound together for the common purpose of promoting the interests of the Society and its various activities. This Constitution of the Society incorporates the rules identifying in whom control of the Society and its funds are vested.
- 3.2 The Society shall:
  - 3.2.1 exist in its own right, separately from its members;
  - 3.2.2 continue to exist even when its membership changes and there are different office-bearers;
  - 3.2.3 be able to own property and other possessions;
  - 3.2.4 be able to sue and be sued in its own name.

## **4. ADMINISTRATIVE OFFICE**

- 4.1 The Society's administrative office shall be in the Republic of South Africa, at a place determined from time to time by the Committee.

## **5. OBJECTIVES**

- 5.1 The Society exists to promote the scientific and technological aspects of catalysis in South Africa. The means to achieve this include:
  - 5.1.1 the promotion of interaction and dialogue in all areas of catalysis;

- 5.1.2 promotion and coordination of visits to research groups by overseas guests;
  - 5.1.3 financial support for postgraduate students to present their work at national and international conferences of note; and
  - 5.1.4 creating awareness of current trends and research findings of special local interest.
- 5.2 Most notably, the Society seeks to promote the development of young scientists and engineers by supporting postgraduate students registered for catalysis-related degrees at Higher Education Institutions to present their research at national (through the *CATSA Local Travel Grant*) and international scientific conferences (through the *CATSA International Travel Grant*) of note. Moreover, in this manner, the Society aims to actively promote South African catalysis expertise in the international arena.
- 5.3 These objectives of the Society shall be carried out in order to promote the common interests of the members of the Society.

## 6. POWERS OF THE SOCIETY

- 6.1 The Society shall have all the legal powers and capacity of an individual necessary to achieve its main and supplementary objects:
- 6.1.1 except to the extent necessarily implied by its stated objectives;
  - 6.1.2 except to the extent that a juristic person is incapable of exercising such a power or having such a capacity; and
  - 6.1.3 subject to such restrictive conditions and other limitations or qualifications, as are contained in this constitution.
- 6.2 The powers of the Society may only be executed in accordance with the main objectives of the Society.

## 7. FUNDS

- 7.1 Funds of the Society are to be used solely to achieve the objectives of the Society.
- 7.2 All awards granted by the Society must be *bona fide* and be granted to an individual on the grounds of objective merit or need.
- 7.3 No award granted by the Society may be revocable, other than for reasons of material failure to conform to the designated purposes and conditions of that award;
- 7.4 be subject to conditions which would enable the donor of the funds of the award or any connected person in relation to the donor, to derive some direct benefit from the application of the award.
- 7.5 All decisions regarding the granting of awards must be made by a duly constituted committee consisting of at least three persons who are not connected persons in relation to the person to whom the award is granted.
- 7.6 All awards by the Society in respect of overseas study/research will be subject to an undertaking by the person to whom the award is granted

- 7.6.1 to apply the knowledge obtained from the study/research endeavour immediately after the completion thereof, in the Republic of South Africa for a period of at least the period that the event was funded by the Society;
- 7.6.2 to refund the full amount of the award should he or she decide not to apply the knowledge as contemplated in subparagraph 1) above.

## **8. INCOME AND PROPERTY**

- 8.1 The Society will keep a record of everything it owns.
- 8.2 The Society may not give any of its money or property to its members or office-bearers, except as reasonable compensation for services that a member or office-bearer has performed for the Society. The payment must be a reasonable amount for the work that has been undertaken.
- 8.3 A member of the Society can only be reimbursed by the Society for expenses that she or he has incurred on behalf of the Society.
- 8.4 Members or office-bearers of the Society do not have rights over property or other assets that belong to the Society solely by virtue of their being members or office-bearers.

## **9. MEMBERSHIP**

- 9.1 Membership shall be open to all suitably interested persons, who will normally become members on payment of a suitable fee, to be determined from time to time by the Committee, or by virtue of attendance of the Annual Conference.
- 9.2 In addition to the other rights granted in this constitution, every member who is not in arrears with his/her membership fees, shall enjoy the right to receive all notices, publications, reports and literature issued by the Society.
- 9.3 Any member failing to pay his/her membership or other fees by due date, shall be deemed to be in arrears. Should the member fail to pay the arrears fees within 1 month after written demand by the Committee, the Society may terminate the membership of the member, subject to the member's right to appeal such termination in terms of 10.2.
- 9.4 The liability of members for debts and engagements of the Society is limited to the amount of any unpaid subscriptions.
- 9.5 Members shall have voting powers at all general meetings of the Society.

## **10. TERMINATION OF MEMBERSHIP**

- 10.1 Membership of the Society shall cease:
- 10.1.1 automatically at the conclusion of the succeeding annual CATSA conference, should the membership be by virtue of attendance of the preceding years' CATSA conference; or
- 10.1.2 upon the member giving written notice of its resignation to the Society, provided that the membership fees of such member are paid in full; or

- 10.1.3 upon the member's membership being terminated in accordance with 10.2.
- 10.2 In addition to the Society's rights in terms of 10.1 the Society shall terminate or suspend summarily or after such period as it shall fix, any member's membership, if in the opinion of the Society such member is guilty of conduct which has brought or is likely to bring the Society or any of its members into disrepute, provided that the member shall be given written reasons by the Society for the termination or suspension. The member shall also be given an opportunity to appeal against such termination or suspension by the Committee in writing of its intention to appeal not more than 14 days after such termination or suspension. After receipt of such written notice of appeal, a general meeting shall be convened by the Committee. Such general meeting shall have the power to uphold or annul the exclusion.
- 10.3 No refund, whether in whole or part, of any membership fees shall be payable to any member upon termination of membership.
- 10.4 Cessation of membership of the Society for whatever reason shall entail forfeiture of all right to participate in the affairs of the Society. Neither during the existence of the Society nor upon its dissolution shall any member have any right, title to, or interest in its funds, property or assets.
- 10.5 Membership shall not be transferable.

## **11. MEETINGS OF MEMBERS**

- 11.1 Annual General Meeting
- 11.1.1 The Annual General Meeting of the Society shall be held once a year during its Annual Conference, upon 14 days written or verbal notice to all members and at such place as the Committee shall determine. At the Annual General Meeting members exercise their rights to determine the policy of the Society. The Society should deal with the following business, amongst others, at its Annual General Meeting:
- 11.1.1.1 Agree to the items to be discussed on the agenda;
- 11.1.1.2 Record who is in attendance and who has sent apologies because they cannot attend;
- 11.1.1.3 Read and confirm the previous meeting's minutes with matters arising;
- 11.1.1.4 Chairperson's report;
- 11.1.1.5 Treasurer's report;
- 11.1.1.6 Changes to the Constitution that members may want to make;
- 11.1.1.7 Elect new office-bearers;
- 11.1.1.8 General;
- 11.1.1.9 Close the meeting.
- 11.2 General Meetings
- 11.2.1 General meetings shall be held as often as necessary.

- 11.2.2 The Committee may at any time convene a general meeting and shall do so upon a request being made in writing to the Chairperson by full members holding in the average of at least 51% of the voting rights, or on recommendation of the Committee.
- 11.2.3 Meetings shall be convened on at least 14 days written or verbal notice to all members.
- 11.2.4 Written notices of meetings shall indicate the main items of the agenda of the meetings.
- 11.3 Quorum and Procedure at Meetings
- 11.3.1 No proceedings shall take place at a general or annual general meeting unless at least 25% of members are represented at these meetings.
- 11.3.2 Unless otherwise provided elsewhere in this constitution, resolutions at general and annual general meetings shall be passed by a majority vote of members present and voting.
- 11.3.3 Meetings and annual general meetings shall be chaired by the Chairperson of the Society or if he/ she is not present within 5 minutes after the time appointed for holding the meeting or if he/ she is unwilling or unable to act as chairperson, another member of the Committee, elected by a simple majority of those full members present for that meeting.
- 11.3.4 The minutes shall be kept of every general and annual general meeting and shall be recorded and shall, after confirmation by members at the next general or annual general meeting, as the case may be, be signed by the chairperson.

## 12. MANAGEMENT

- 12.1 Management Committee
- 12.1.1 A management committee (hereinafter referred to as the "Committee") will manage the affairs of the Society. The Committee shall comprise a minimum of 3 and a maximum of 10 elected members (hereinafter referred to as "Committee Members") of the Society, elected according to the rules set forth in the Constitution provided that at least 3 of the Committee Members shall be persons who are not connected persons in relation to each other, and further provided that, pending the appointment of any successor or successors to a Committee Member who has ceased to hold office as such, the Committee Member or Committee Members remaining in office shall be empowered to act in the preservation of and to attend to the formal administration of the Society and any decisions of an emergency nature shall be valid as if the stipulated minimum number of committee members were in office.
- 12.1.2 No single person shall directly or indirectly control the decision-making powers of the Society.
- 12.2 Nominations for members for the Committee
- 12.2.1 Candidates for the Committee shall be nominated by Society members who shall each be entitled to nominate candidates for not more than the number of vacancies occurring on the Committee. Committee Members may be

nominated but only if they are due to retire from the Committee (see clause 12.6).

### 12.3 Ballot for membership of the Committee

12.3.1 Should the number of nominations exceed the number of vacancies, a ballot list bearing the names of the candidates will be presented to the membership present at the Annual General Meeting of the Society. Each member shall have the opportunity of casting as many votes as there are vacancies against the ballot list, limited to one vote per candidate. In the event of an equal number of votes being recorded for two or more candidates, all of whom can be elected, the ballot scrutinizers, who will be any or all of the existing Committee shall enter the names of every such candidate on separate pieces of paper and will draw as many papers as there are vacancies, those drawn being duly elected. Nomination or election of Committee Members shall be for a term of 2 years.

### 12.4 Co-opted members of the Committee

12.4.1 The Committee may, to ensure appropriate management of specific events such as the organisation of conferences etc., co-opt not more than five additional Society members to the Committee. The co-opted members will during their term of office, which will be limited to the current year of office of the Committee, have the privileges and responsibilities of elected Committee Members. The names of such co-opted Committee Members shall be brought to the notice of Society members forthwith.

### 12.5 Election of office-bearers

12.5.1 After election of new Committee Members, the Committee will elect the following office-bearers from its members:

- i) The Chairperson;
- ii) The Treasurer;
- iii) The Media Officer;
- iv) The Annual Conference Organiser.

### 12.6 Term of office of office-bearers

12.6.1 The office-bearers shall hold office for a period of one year only, but shall immediately be eligible for re-election to the same or any other office, provided that no member shall be elected to the office of Chairperson for more than two consecutive years.

### 12.7 Committee Meetings and quorum

12.7.1 The Committee will meet at least once per quarter, or more frequently as is necessary.

12.7.2 The Committee shall make all decisions by means of a simple majority vote, except for the decision to terminate the membership of a member, which decision shall require a 75% majority vote.

12.7.3 The Chairperson shall act as the chairperson of the Committee Meeting. If the Chairperson does not attend the meeting, then Committee Members who are present are to select which of them are to chair the meeting. The Chairperson, or two members of the Committee, can call a special meeting if they so require. They must notify all other Committee Members of the date of the proposed meeting not less than 21 days before it is due to take place, and must confirm in writing which issues will be discussed at the

meeting. If, however, one of the matters to be discussed is to appoint a new Management Committee Member, then those calling the meeting must give the other Committee Members not less than 30 days' notice.

12.7.4 Attendance of a meeting of 6 Committee Members shall constitute a quorum, provided that such a meeting has been announced by any suitable means to all Committee Members. Should the number of Committee Members fall below 3, the remaining members may act to increase the size of the Committee, but not for any other purpose.

12.7.5 The Committee may conduct a meeting entirely by electronic communication, or to provide for participation in a meeting by electronic communication so long as the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

12.7.6 A written resolution, signed by sufficient of the Committee Members to constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. These resolutions shall be recorded and ratified at a subsequent meeting of the Committee at which there is a quorum.

## 12.8 Removal of Committee Members

12.8.1 A Committee Member shall vacate his/her office as such if:

12.8.1.1 he/she resigns; or

12.8.1.2 he/she is found to be of unsound mind or a lunatic; or

12.8.1.3 he/she becomes insolvent whether provisionally or finally, voluntarily or under compulsion, or assigns his/her estate for the benefit of or compounds with his/her creditors; or

12.8.1.4 he/she becomes disqualified to act as a director of a company in terms of the laws applicable to companies of the Republic of South Africa; or

12.8.1.5 he/she fails to attend three consecutive meetings of the Committee without having been excused from attendance by the Chairperson; or

12.8.1.6 he/she is voted out of office by resolution of two-thirds of the members.

## 12.9 Committee Meeting minutes

12.9.1 Minutes will be taken at every Committee Meeting to record the Committee's decisions. The minutes of each meeting will be given to Committee Members preferably within two weeks of the meeting but at least two days before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Committee, and shall thereafter be signed by the Chairperson.

## 12.10 Sub-committees

12.10.1 The Committee has the right to form sub-committees. The recommendations of the sub-committees are to be forwarded to the Committee for decision. By agreeing to these recommendations the Committee ratifies them.

### 12.11 Protocols

- 12.11.1 The Committee may issue or nullify protocols which specify details regarding operational aspects of the Committee and the Society including but not limited to membership fees, awarding of travel grants, and conference bidding. These protocols shall be made accessible to the members of the Society.

### 12.12 Decisions

- 12.12.1 All members of the Society have to abide by decisions that are taken by the Committee.

## 13. POWERS OF THE COMMITTEE

- 13.1 The Committee may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in clause 5 of this Constitution. Its activities must abide by the law.
- 13.2 The Committee has the power and authority to raise funds or to invite and receive contributions.
- 13.3 The Committee will procure that proper books of account are kept and annual accounts prepared, and that proper records of meetings and membership are kept.
- 13.4 The Committee has the power to buy, hire or exchange any property that it needs to achieve its objectives.
- 13.5 The Committee has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 13.6 The Committee will decide on the powers and functions of office-bearers.
- 13.7 The Committee has the power to institute and defend legal proceedings in the name of the Society.

## 14. FINANCIALS

### 14.1 Accounting Officer

- 14.1.1 An independent accounting officer will be appointed by the Committee. His or her duty is to compile the annual financial statements of the Society in accordance with Section 17 of the *Nonprofit Organisations Act, No. 71 of 1997*.

### 14.2 Duties of the Treasurer

- 14.2.1 The Treasurer's job is to control the day to day finances of the Society. All funds received by a person or legal entity on behalf of the Society shall immediately be delivered to the Treasurer who shall make a record of the receipt. The Treasurer will arrange for all funds to be put into a bank account in the name of the Society. The Treasurer must also keep proper records of all the finances.

### 14.3 Banking accounts

- 14.3.1 The Committee shall have the power to open and operate such banking accounts as it deems fit for the purpose of the Society. Such accounts may, *inter alia*, include transmission, cheque or investment accounts. Whenever funds are debited from the bank accounts of the Society, at least two signatories to the bank accounts, as decided by the Committee from time to time, must sign the withdrawal or cheque.

### 14.4 Financial year end

- 14.4.1 The financial year of the Society ends on the last day of February of each year.

### 14.5 Submission of financial records

- 14.5.1 The Society's accounting records and reports must be ready and handed to the Director of Nonprofit Organisations within six months after the financial year end.

### 14.6 Investments

- 14.6.1 If the Society has funds that can be invested, the funds may only be invested with registered financial institutions.

### 14.7 Annual reports and accounts

- 14.7.1 The Committee shall submit, at each Annual General Meeting for the members' approval, a report on the affairs of the Society together with a statement of revenue and expenditure and a balance sheet for the year ending at a specified date which shall be the last day of the preceding February.
- 14.7.2 The records and books of account shall be preserved for a period of 5 years from the date of last entry or the date of completion of the transactions to which they relate, whichever is the earlier.

### 14.8 General Provisions

- 14.8.1 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of its main object or invested and no funds will be distributed to any person other than in the course of undertaking its objects provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or servant of the Society, for any services rendered to the Society.
- 14.8.2 No remuneration (as defined in the Fourth Schedule to the Income Tax Act 58 of 1962, as amended ("the Income Tax Act")) shall be paid to any employee, office bearer, member or other person which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered, and no person shall be economically benefitted in any way which is not consistent with the objects of the Society.
- 14.8.3 If the Society is recognised by the Commissioner for the South African Revenue Service as a section 10(1)(d) tax exempt common purposes association, the Society will receive substantially the whole of its funding from annual subscriptions or other membership fees, or from appropriations by government, provincial administration or a municipality.

- 14.8.4 The Society may not have a share or other interest in any business, profession or occupation carried on by any of its members.
- 14.8.5 The Society shall comply with such reporting requirements as may be determined by the Commissioner for the South African Revenue Service from time to time under section 30(3)(e) of the Income Tax Act, as amended.
- 14.8.6 A member shall be entitled to contract with the Society and/or with any other company, close corporation, business or professional practice in which the members or any beneficiary of this Society may be interested provided that he/she may not vote on such contract or on any other matter in which he/she is interested, directly or indirectly. Nothing herein contained shall limit the right of a member himself/herself to participate in any training programme or other service provided by the Society.
- 14.8.7 The Committee Members shall be entitled to be reimbursed out of the income of the Society for all expenses incurred in and about the execution of their duties.

## **15. INDEMNITY**

- 15.1 Every Committee Member, Chairperson, officer and every other person (whether an officer of the Society or not) employed by the Society shall be indemnified out of the funds of the Society against all liability incurred by them in such capacities, in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted.
- 15.2 No member, officer or employee of the Society shall be liable for
- 15.2.1 loss or expense incurred by the Society through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested; or
- 15.2.2 any loss or damage arising from the bankruptcy, insolvency or delictual acts of any persons with whom monies, securities or effects shall be deposited; or
- 15.2.3 any loss or damage occasioned by any error of judgment or oversight on his/her part; or
- 15.2.4 any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office, or in relation thereto,

unless the same happened through his/her own negligence, default, breach of duty or wilful misconduct or wilful breach of trust.

## **16. AMENDMENTS TO THE CONSTITUTION**

- 16.1 Quorum
- 16.1.1 Should the Committee consider it necessary or desirable to effect any change(s) to the Constitution, such change(s) shall be considered at a Special General Meeting of the Society. Such change(s) shall be effected only if 50% plus 1 of all members entitled to vote cast votes either at a Special General Meeting, or via a postal or electronic ballot, and that two-thirds of the votes shall be in favour of the change(s).

**16.2 Notice period**

- 16.2.1 A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution that will be discussed at the meeting.

**16.3 Notification**

- 16.3.1 Copies of such amendments shall , if the Society is recognised by the Commissioner for the South African Revenue Service under section 10(1)(d) of the Income Tax Act as a tax exempt common purpose Society, be sent for their records to the Commissioner for the South African Revenue Services or his/her authorised representative;
- 16.3.2 Copies of such amendments shall, if the Society is registered as a non-profit organisation, be sent to the Directorate of Non-Profit Organisations.

**17. DISSOLUTION / WINDING UP OF THE SOCIETY**

- 17.1 The Society may be dissolved upon a vote where 50% plus 1 of full members are present at the AGM or a meeting called for the purpose, and of which written notice shall have been given, detailing reasons for the meeting, and where two thirds of the votes are in favour of dissolution.
- 17.2 A resolution for the dissolution of the Society shall provide that after payment is made of the liabilities of the Society, the whole of the remaining capital shall be paid to an institution or institutions nominated by the members in the Republic of South Africa which are:
- 17.2.1 non-profit;
- 17.2.2 which have as their principal object an object similar to that of the Society;
- 17.2.3 which, if the Society is exempt from income tax, donations tax and estate duty, under the relevant laws of the country is/are:
- 17.2.3.1 another entity approved by the Commissioner in terms of section 10(1)(d); or
- 17.2.3.2 any similar public benefit organisation, which has been approved in terms of section 30 of the Income Tax Act; or
- 17.2.3.3 any institution, board or body which is exempt from income tax in terms of section 10(1)(cA)(i) of the Income Tax Act, which has its sole or principal object the carrying on of any public benefit activity; or
- 17.2.3.4 any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) of the Income Tax Act; and
- 17.2.4 if the Society is registered as a NonProfit Organisation, which are themselves registered as NonProfit Organisations.
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This Constitution was approved and accepted by members of The Catalysis Society of South Africa at a special (general) meeting held on

06/11/2016

Day/Month/Year



Chairperson



Treasurer