



CONSTITUTION
of
KNOWLEDGE MANAGEMENT SOUTH AFRICA
NPC2018/243863/08

1. The association hereby constituted shall be known as the “Knowledge Management South Africa”, using the acronym “KMSA”.

2. BODY CORPORATE

The association shall exist separately from its members and will continue to exist even when its membership changes and there are different office bearers, and shall be able to own property and other possessions and can sue and be sued in its own name.

3. OBJECTIVES

The association represents the interests of Knowledge Management Practitioners and the professionalisation, promotion, study and standardisation of knowledge management practices in South Africa.

4. DEFINITIONS

A Knowledge management practitioner is a person who is predominantly involved in the management of organisational processes and systems for the preservation and dissemination of institutional knowledge.

5. MEMBERSHIP

- a. **The voting membership** of the association consists of knowledge management practitioners who have paid the prescribed individual or group annual membership fees of the association.
- b. The board may create **non-voting** classes of **associate members**, with special fees and terms.

- c. **Professional designations** may be awarded by the board to identified categories of members, and the board may implement such supporting services and rules as appropriate to uphold the professional status of these designations.
- d. **Honorary Membership:** The board may award honorary membership to individuals who have served the knowledge management discipline or the association with distinction. Honorary membership is non-voting and entitles the member to full participation in the association at no charge.
- e. **Cancellation of Membership:** The board may cancel the membership of any person or organisation that causes interpersonal friction in the organisation or bring the organisation or discipline into disrepute. Members may appeal such a cancellation to the annual general meeting of members. Membership lapses if the annual renewal fee is not paid by the end of the fourth month of the new financial year.

6. GOVERNING STRUCTURE AND MECHANISM OF GOVERNANCE

The governing body of the association shall be a board consisting of eight directors appointed by the members in general meeting every third year or by electronic ballot, following an open call for nominations to all members from the secretariat.

- a. **Term of Office:** No chairman or vice chairman shall serve for more than two consecutive terms.
- b. **Vacancies:** The board may fill vacancies on the board, whose appointments shall expire at the next meeting of members.
- a. **Co-opted Board Members:** The board may by consensus co-opt non-voting board members, who need not be members of the association, for a period of up to one year at a time.
- b. **Removal of Directors:** The board may remove and replace directors who do not attend meetings regularly.
- c. **Board Accountability:** The board shall be accountable to the members in general meeting.
- d. **Corporate Secretary** shall be *ex-officio* a member of the board.

7. POWERS OF THE ORGANISATION

The board shall carry out the powers of the association on behalf of the association, as directed by the members from time to time in general meeting.

- a. **Powers of the Board:** The board shall have the general powers to pursue the objectives and purpose of the association, to employ staff and contractors, to contract with third parties, to recover operating costs of the association from members, to form and operate subcommittees, branches and special interest groups of the association.

8. MEETINGS

Meetings of the association may be by video conference or in person or any combination of meeting methods.

- a. **Annual General Meetings** of members must be held no later than six months after the end of the financial year of the association. Each such meeting shall at least approve its agenda, the minuted records of decisions of its previous meeting, most recent funding records of the association, determine or confirm the composition of its board and make changes to the constitution of the association.
- b. **Motions:** Members wanting to table motions at the annual general meeting must submit a notice of such motions at least two weeks before the meeting, in writing to the corporate secretaries. Special general meetings of members may be convened by the board and will have the same standing as an annual general meeting.
- c. **Board Meetings** must be held at least twice a year.
- d. **Chairmanship:** The board will elect, from the directors, every second year, a chairman and vice chairman for the association who will chair all meetings of members and meetings of the board. If at any meeting no chairman or vice chairman is present, the members will elect a member to chair.
- e. **Quorum:** A quorum for any meeting shall be 50% of those eligible to attend, plus one. For a meeting of members, a quorum shall be 20% of the voting members.
- f. **Decisions:** Meetings agree on matters by consensus. If consensus is not reached, a vote by show of hands must be called for by the chair. Voting on offices and office-bearers must in all cases be by electronic or another secret ballot method.
- g. **Notice of Meetings:** At least two weeks' notice must be given by email for any board or members meeting. Meetings of the board are convened by the corporate secretaries or by the chairman, or by any four members of the board. Meetings of members are convened by the board or by any ten members in good standing.
- h. **Deciding Vote:** In any meeting, if there is an equality of votes, the chair shall have a deciding vote.

- i. **Members are Bound:** All members present in a meeting are bound by the decisions of the meeting.
- j. **Minutes and Agendas:** All meetings must have a written and pre-circulated agenda. A minuted record of decisions and an attendance register must be published to members within a reasonable time after every meeting. Minuted records of decisions shall be kept for at least five years and be open for inspection by any member providing reasonable notice.

9. FUNDING FINANCES AND REPORTING

The association will recover its operating expenses from its members by levying membership subscription fees, as well direct event and sponsorship charges on an equitable basis.

- a. **Non-Trading Entity:** The association is not a trading entity and any surplus funding recoveries from members must be held over to cover costs of the next financial period, and may not be distributed to members, other than as reasonable compensation for services rendered. Funding and assets left on dissolution of the association must be given to a non-profit institution with similar objectives. Members and office-bearers have no rights in the property or other assets of the association solely by virtue of their being members or office-bearers.
- b. **Corporate Secretaries:** The board shall appoint a suitably qualified professional firm or person, to act as financial treasurer and corporate secretaries of the association, who will operate bank accounts on behalf of the association, maintain its financial and membership records, ensure legal compliance of the association, and act as its statutory offices and public officers. The treasurer and secretaries shall report to the board and to the members on a regular basis.
- c. **Financial Yearend:** The financial yearend of the association shall be the last day of December of every year.
- d. **Financial Reporting and Audit:** A financial report reflecting the expenditure and fund recoveries for the year as well as a budget for the following year shall be approved by the board and by the members. The statement of expenditure and funding must be counter signed by the treasurer and by the auditors of the treasurer. The organisations financial transactions shall be conducted by means of a banking account. When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another nonprofit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

10. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

This constitution may be amended by an annual general meeting or special meeting of members, by a two thirds majority, or by a unanimous electronic ballot, provided that two weeks' notice was given to members of the resolution. The association may be dissolved by a two thirds majority of the members and its assets disposed of as determined in Section 30B of the Tax Act.

11. COMPLIANCE

The following limitations imposed by Section 30B of the Income Tax Act are recorded:

- a. the entity must have a committee, board of management or similar governing body consisting of at least three persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of that entity;
- b. no single person may directly or indirectly control the decision-making powers relating to that entity;
- c. the entity may not directly or indirectly distribute any of its funds or assets to any person other than in the course of furthering its objectives;
- d. the entity is required to utilise substantially the whole of its funds for the sole or principal object for which it has been established;
- e. no member may directly or indirectly have any personal or private interest in that entity;
- f. substantially the whole of the activities of the entity must be directed to the furtherance of its sole or principal object and not for the specific benefit of an individual member or minority group;
- g. the entity may not have a share or other interest in any business, profession or occupation which is carried on by its members;
- h. the entity must not pay to any employee, office bearer, member or other person any remuneration, as defined in the Fourth Schedule, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered;
- i. substantially the whole of the entity's funding must be derived from its annual or other long-term members or from an appropriation by the government of the Republic in the national, provincial or local sphere;
- j. the entity must as part of its dissolution transfer its assets to—
 - another entity approved by the Commissioner in terms of this section;
 - a public benefit organisation approved in terms of section 30;
 - an institution, board or body which is exempt from tax under section 10(1)(cA)(i); or
- k. the government of the Republic in the national, provincial or local sphere;

- l. the persons contemplated in paragraph (b)(i) will submit any amendment of the constitution or written instrument of the entity to the Commissioner within 30 days of its amendment;
- m. the entity will comply with such reporting requirements as may be determined by the Commissioner from time to time; and
- n. the entity is not knowingly and will not knowingly become a party to, and does not knowingly and will not knowingly permit itself to be used as part of an impermissible avoidance arrangement contemplated in Part IIA of Chapter III, or a transaction, operation or scheme contemplated in section 103(5).

12. COMPETITION ACT AND CONFLICTS OF INTEREST

Members of the association will represent diverse interests, some of which may pose legal risks to the association and other members.

- a. **Commercial Competitors:** It is recorded that some members of the association may be commercial competitors and that the activities of the association and its members are subject to the Competition Act. No matter may be discussed at any meeting of the association that is likely to be in breach of this act.
- b. **Conflicts of Interest:** In any meeting of the association, members who are likely to have conflicting interests in matters on the agenda are obliged to alert the chairperson at the beginning of the meeting. Chairpersons should consider recusals where appropriate. Conflicts of interests in an association context may include not only personal interests but also be third party interests that a member may represent.

This constitution was adopted on 13 August 2019 at the Annual General Meeting by the members.



Corporate Secretary on behalf of the Members, 26 August 2021,
as amended by the Annual General Meeting of members.