



CONSTITUTION

1. NAME

The name of the organisation is the Committee of Higher Education Libraries of South Africa.
The shortened name is CHELSA.

2. STRATEGIC AIM

CHELSA aims to improve library and information services for public higher education and research in South Africa through adopting the following vision and mission:

2.1 Vision

To transform existing library practices in Higher Education to respond to existing and new realities and to lay the foundation for the development of a learning society

2.2 Mission

CHELSA strives through visionary and visible transformational leadership to ensure that the Higher Education sector is provided with optimal access to information for the purpose of learning, teaching, research and community development. CHELSA will support knowledge management practices in academic and research libraries.

3. OBJECTIVES

CHELSA is a non-profit organization established for the following public benefit objectives:

- 3.1. To promote the role of libraries in Higher Education
- 3.2. To foster academic and research librarianship through partnership
- 3.3. To develop information access policies for Higher Education libraries
- 3.4. To enhance the use of technology within the Higher Education library environment
- 3.5. To develop an active quality assistance programme for Higher Education libraries
- 3.6. To establish human resources development programmes

- 3.7. To transform the Higher Education Library and Information Services in terms of their fitness for purpose in a new era
- 3.8. To ensure that all Higher Education libraries participate and contribute to community based services.

4. LEGAL STATUS

CHELSA is a voluntary association which represents the interest of libraries in the public higher education sector; it is a body corporate that exists in its own right separately from its' members, it can enter into contractual and other relationships; it can own and dispose of property and other possessions; it can sue and be sued in its own name; it is an association not for gain. CHELSA will continue to exist even if the members change and /or the officer bearers change.

5. INCOME AND PROPERTY

- 5.1. Members and office-bearers have no rights in the property or other assets of CHELSA solely by virtue of being members or office bearers
- 5.2. The income and property of CHELSA shall be used solely for the promotion of its stated objectives and shall not be paid or distributed directly or indirectly to any person, or to any member of CHELSA or office- bearers, except as reasonable compensation for services actually rendered to CHELSA or reimbursement of actual costs or expenses reasonably incurred on behalf of CHELSA.

6. POWERS OF ASSOCIATION

CHELSA shall have the same powers as that of a company under the Companies ACT, as amended. Such powers include inter alia:

- 6.1. To exercise all the management and executive powers ordinarily vested in the Board of Directors of a company
- 6.2. To carry out all the powers and authority of CHELSA in South Africa and in any other part of the world
- 6.3. To institute or defend any legal or other proceedings and to settle any claims
- 6.4. To prudently invest funds of CHELSA
- 6.5. To buy, attain, maintain, manage, lease, sell or in any way deal with property and assets of CHELSA

6.6. To donate and transfer the property and assets of CHELSA to public benefit organisations with similar objectives.

7. GOVERNANCE

CHELSA will be managed by an Executive Committee.

7.1. Powers

The Executive Committee shall manage the affairs of CHELSA in accordance with resolutions of General Meetings and in accordance with the Powers of CHELSA

7.2 Number and portfolios

A minimum of 6 persons shall serve on the Executive Committee. The following portfolios shall be filled:

- Chairperson
- Chairperson Elect
- Secretary
- Treasurer
- Marketing Officer
- Additional member

7.3 Term of Office

- 7.3.1 Executive Committee portfolio holders shall serve a two year term of office
- 7.3.2 At least one-half of the portfolio holders on the Executive Committee shall retire Bi-Annually
- 7.3.3 However, all retired portfolio holders are eligible for re-election

7.4 Election

- 7.4.1 All portfolio holders on the Executive Committee shall be principal representatives of the members
- 7.4.2 If for any reason the office of Chairperson becomes vacant, the Chairperson Elect automatically becomes Chairperson
- 7.4.3 Portfolios on the Executive Committee shall be filled through election by principle or secondary representatives of the members of CHELSA at every Annual General Meeting
- 7.4.4 A call for nomination for portfolios that become available shall accompany the notice of the AGM.

7.5 Vacancies

The Executive Committee must, as soon as reasonably possible, appoint someone to fill any vacancy that reduced the number of the Executive Committee portfolio holders to less than six. The next General meeting must confirm the office of the Executive Committee portfolio holder so appointed, unless the next General meeting is an Annual General Meeting. At such instance the vacancy will become an available portfolio, and shall be included in the call for nominations as stipulated in 7.4.4.

7.6 Co-option

The Executive Committee may co-opt additional non-voting members as it may consider appropriate.

7.7 Resignation, Disqualification and Removal

An Executive Committee portfolio holder may resign from office in writing. A person can be disqualified from office upon termination of being a principal representative of the member. A person can be removed from office, if deemed incapacitated for any reason, through a two-thirds resolution of the remaining Executive Committee portfolio holders. The next General meeting must confirm the resolution of the Executive Committee as regards the office bearer so removed.

7.8 Delegation of power

The Executive Committee may delegate any of its power or functions to a sub-committee(s) or task team of CHELSA provided that:

- 7.8.1 such delegation and conditions are reflected in the minutes for that meeting
- 7.8.2 at least one Board member serve on the sub-committee or task team
- 7.8.3 the Executive Committee in advance approves all expenditure incurred by the sub-committee or task team
- 7.8.4 the Executive Committee may appoint a convener for a sub-committee or task team or may defer that decision to the members of such sub-committee or task team to decide among themselves.

7.9 Procedures at meeting

The Executive Committee may regulate its meetings and proceedings as it finds fit, subject to the following:

- 7.9.1 The Chairperson shall chair all meetings of the Executive Committee

- 7.9.2 Meetings of the Executive Committee may be conducted face-to-face or electronically which would allow the Executive Committee members to be present and participate through electronic means
- 7.9.3 If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Chairperson Elect shall chair such meeting. In both their absence, the Executive Committee portfolio holders present at the meeting shall elect a chairperson for that meeting
- 7.9.4 The Chairperson shall convene a meeting of the Executive Committee at least bi-monthly or at written request of any two members of the Executive Committee
- 7.9.5 The quorum for meetings of the Executive Committee shall be two thirds of the serving Executive Committee
- 7.9.6 If no quorum is present, the Executive Committee may make no decision, except to preserve the assets CHELSA and to call a General Meeting of the members
- 7.9.7 Each Executive Committee member present shall have one(1) vote
- 7.9.8 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote
- 7.9.9 Proper minutes and attendance records must be kept of all meetings of the Executive Committee. The chairperson for the meeting shall sign the minutes which shall be available at all times for inspection or copying by any member of CHELSA on five days' notice to the Secretary or Chairperson
- 7.9.10 A resolution signed by all portfolio holders of the Executive Committee shall be as valid as if passed at a duly convened meeting of the Executive Committee
- 7.9.11 The Executive Committee may appoint employees upon such unlawful terms and conditions as it may deem necessary.

7.10 Conflicting Interests

Any actual, potential or perceived conflict of interest on the part of any portfolio holder of the Executive Committee, on a matter pertaining to CHELSA, must be disclosed in writing to the Executive Committee which shall record such conflict of interest in the minutes of the Executive Committee meeting. Such portfolio holder may be requested by the Executive Committee to state his/her position in the matter or to respond to pertinent questions, but shall not vote or use his/her influence on the matter and shall not be counted for purposes of determining a quorum for the meeting where the voting takes place.

7.11 Confidentiality

All matters pertaining to litigation, security measures, contractual negotiations, employment matters and any other matters deemed confidential by the Executive Committee must be treated as confidential and only the actual decisions may be disclosed to the general public.

8. MEMBERSHIP

8.1. Eligibility for membership

Membership shall be open to the libraries of all South African public Higher Education Institutions and Research Councils, and the National Library of South Africa. Only one library and/or information service (generally the main library) shall qualify for membership.

8.2. Members Representatives

Members shall each nominate two persons to represent them in all general meetings and matters pertaining to CHELSA. This nomination shall be in writing addressed to the Chairperson of CHELSA.

8.2.1. The Principal Representative shall be the head of the Institution's Library and/or Information Service

8.2.2. The Secondary Representative shall be any other person that the Library deems fit to represent the Principal Representative in his/her absence

8.2.3. No other person/s may represent the member in any general meetings of CHELSA or general CHELSA business, except in the case of sub-committees or work groups where CHELSA has called for participants

8.2.4. Members shall have the right to give written notice to CHELSA to change either one or both of their representatives, subject to the approval of the Executive Committee, which permission shall not unreasonably be withheld.

8.3. Register of Members

The Executive Committee shall keep a register of all the members of CHELSA. The details in the register must include the name and address and other contact details of the Institution, the names of the Principal and Secondary Representatives and their email addresses and fixed and mobile telephone numbers.

8.4. Transfer of Membership

Membership shall not be transferable.

8.5. Termination of Membership

Membership may be terminated in several ways:

- 8.5.1. Automatic termination of membership: Membership automatically terminates upon the receipt by CHELSA of a notification of the dissolution of a member's institution
- 8.5.2. Written resignation: Membership terminates upon the resignation of a member given in writing by the Principal Representative of that member and/or by any official at the member's institution whose office is higher than that of the head of the institution's library and/or information centre
- 8.5.3. Termination by the Executive Committee: Membership terminates if a member is removed by a resolution of the Executive Committee, provided that the said member has been given fair opportunity to make written and or verbal representations. Such decision must be confirmed by resolution of two-thirds of the members present at the next general meeting, failing which the resolution of the Executive Committee will lapse

9. MEETINGS OF MEMBERSHIP

9.1. Annual General Meetings: The Annual General Meeting (the AGM) must be held within six (6) months of CHELSA's financial year end. At least thirty (30) days notice shall be given to all members stating the date, time, place and business of the AGM, which business shall include:

- 9.1.1. The Chairperson's Report
- 9.1.2. The presentation of CHELSA's audited Annual Financial Statements
- 9.1.3. The appointment of auditors
- 9.1.4. Other appropriate business
- 9.1.5. Every AGM shall include an election for portfolios on the Executive Committee that have become available.

9.2. Ordinary General Meetings: CHELSA shall have at least two Ordinary General Meetings per year. At least twenty-one (21) days' notice shall be given to all members stating the date, time, place and business of the meeting, together with an Agenda.

9.3. Special General Meetings: The Executive Committee or not less than one-third of the members may call a Special General Meeting of CHELSA. At least twenty-one (21) days' notice shall be given to all members stating the date, time, place and business of the Special General Meeting. Should the Executive Committee fail to give notice of the Special General Meeting within seven (7) days of the request of one-third of the members, such members shall themselves be entitled to give notice of and convene such meeting.

9.4. Powers of all General Meetings:

CHELSA may regulate its meetings and proceedings as it finds fit, subject to the following:

- 9.4.1. The Chairperson shall chair all General Meetings of members. If the Chairperson is unable to fulfill this obligation, s/he shall have given advance notification for the Chairperson Elect to chair the meeting
- 9.4.2. Meetings of CHELSA may be conducted face-to-face or through electronic means, or using any acceptable telecommunication method, which would allow members to participate without travelling to a single venue
- 9.4.3. If the Chairperson is not present within fifteen minutes of the appointed time of the meeting, the Chairperson Elect shall chair such meeting. In both their absence, the members representatives present at the meeting shall elect a chairperson for that meeting
- 9.4.4. The quorum for the meetings of CHELSA shall be ten (10) of the members representatives of CHELSA
 - 9.4.4.1. If no quorum is present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned for thirty minutes
 - 9.4.4.2. If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present, shall deem to constitute a quorum for that meeting
- 9.4.5. A resolution put to the vote shall be decided by means of a show of hands or by ballot. A vote by ballot can be demanded by not less than one third the members present.
- 9.4.6. Each member present shall be entitled to one (1) vote
- 9.4.7. Except where this constitution requires a higher threshold, questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote
- 9.4.8. Proper minutes and attendance records must be kept of all General meetings. The Chairperson must sign the minutes once approved. The minutes will be available at all times for inspection or copying by any member of CHELSA on five days written notice to the Secretary.

10. NOTICES

- 10.1. All notices in terms of this constitution must be given to members in writing through electronic communication to the address provided by the members

- 10.2. The accidental omission to address notices to any member shall not nullify the proceedings of any meeting
- 10.3. A member present in person at any meeting shall be deemed to have received notice of such meeting. All notices shall be deemed to have been received three (3) days after electronic submission.

11. FINANCES AND REPORTS

- 11.1. **Bank Account:** The Executive Committee must open a bank account in the name of CHELSA with a registered Bank
- 11.2. **Signatories:** Financial Transactions and other documents requiring signature on behalf of CHELSA shall be signed by at least two persons authorized by the Executive Committee
- 11.3. **Financial year-end:** The financial year end of CHELSA shall be end of December
- 11.4. **Financial Report:** The Executive Committee must ensure that proper records and books of account which fairly reflect the affairs of CHELSA are kept. Within six months of CHELSA's financial year-end a report must be compiled by an independent practicing auditor registered in terms of the Auditing Profession Act stating whether or not the financial statements of CHELSA are consistent with its accounting records, whether the accounting policies are appropriate and have been appropriately applied with in the preparation of the financial statements and if CHELSA has complied with financial provisions of this Constitution.

12. INDEMNITY

- 12.1. Subject to the provisions of any relevant law, members, office-bearers or appointed delegates of CHELSA shall be indemnified by CHELSA for all acts done by them in good faith on its behalf
- 12.2. Subject to the provisions of any relevant law, no member of CHELSA or appointed delegates shall be liable for the acts, receipts, neglects or defaults of any other member or office-bearer, or for any loss damage or expense suffered by CHELSA, which occurs in the execution of the duties if his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

13. AMENDMENTS AND DISSOLUTION

- 13.1.** This Constitution may be amended, the name of CHELSA may be changed and CHELSA may be dissolved by resolution of two-thirds of the members present at a General Meeting
- 13.2.** At least twenty-one (21) days' notice of the meeting stating the nature of the resolution to be proposed must be given to all the members of CHELSA
- 13.3.** Upon the dissolution of CHELSA after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non profit organization which the Executive Committee (and failing which the members in General meeting) considers appropriate and which has objectives the same or similar to the objectives of CHELSA. Should CHELSA be exempt from the payment of any taxes and duties, the beneficiary/ies on dissolution must be:
- 13.3.1. Any similar public benefit organization which has been approved in terms of Section 30 of the Income Tax Act,
- 13.3.2. Any institution, board or body which is exempt from tax under the provisions 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,
- 13.3.3. Any department of state or administration in the national or provincial or local sphere of government of the Republic.

Adoption and amendments:

1. Constitution adopted on 30 June 2014
2. Amendment to 8.1 adopted by the CHELSA AGM held on 24 June 2019.