

**CONSTITUTION OF THE LABOUR
AND EMPLOYMENT RELATIONS
ASSOCIATION OF SOUTH AFRICA
("LERASA")**



PREAMBLE

Acknowledging and aligning to the main aims of the International Labour Organisation (ILO) which are to promote rights at work, encourage decent employment opportunities, enhance social protection and strengthen dialogue on work-related issues;

As members of the International Labour and Employment Relations Association (ILERA) that promotes the study of labour and employment relations throughout the world, and

Recognising the need for a Labour and Employment Relations Association which would enhance the knowledge, practice and understanding of Labour and Employment relations and related issues in and for South Africa;

And recognising the need to promote basic rights and sound relations between the social partners including the State and to render a sustained, credible and valid service to the Labour and Employment relations community;

And recognising the need for more interaction and networking between individuals involved in Labour and Employment relations, nationally, regionally and internationally;

Now, therefore, the members have decided to commit themselves to, participating in the realisation of the objectives and aims of the association for the promotion of Labour and Employment relations for and among all the people of South Africa and Africa and the creation of just and fair labour and employment relations within the region.

1. NAME

The Name of the association is the **Labour and Employment Relations Association of South Africa ("LERASA")**, hereinafter referred to as the Association.

2. INTERPRETATION OF CONSTITUTION

In the event of any dispute arising about the interpretation of any provision of the Constitution, the interpretation given by the Executive Committee shall prevail.

3. LEGAL PERSONA

3.1 The Association is a juristic entity with perpetual succession, which may sue or be sued in its own name and shall be an association not for gain.

3.2 Office-bearers, contractors and employees of the Association, including persons and structures referred to in clause 7.1 (7.1.1), (7.1.2) and (7.1.3) below, shall not incur liability for actions and decisions, which are both rational and have been taken in good faith.

3.3 All the property and finances of the Association must be used to promote the constitutional objects of the Association. None of the property and finances of the Association may be paid by dividend, bonus, profits or in any other way to any present or past members of the Association, but the Association may remunerate its officers, contractors or employees, in return for services rendered to the Association.

4. OBJECTIVES OF THE ASSOCIATION

4.1 The objectives of the Association are:

4.1.1. To enhance the knowledge, practice and understanding of Labour and Employment Relations and related issues;

4.1.2. To promote basic rights and sound relations between the labour market partners including the state;

4.1.3. To render a sustained, credible and valid service to the Labour and Employment Relations community.

4.1.4. To promote interaction and networking between individuals and institutions involved in Labour and Employment Relations nationally, regionally and internationally, for purposes of sharing of ideas and information, collaboration and partnerships;

4.1.5. To explore, discuss and comment on the impact and consequences of laws and policies that regulate and affect Labour Relations, Employment and Working Conditions, Human Resource Management, Skills Development, Employment Equity, Social Security, Migration, HIV and AIDS and any other issues related to the workplace.

4.1.6. To advance the latest knowledge and research within the Labour and Employment Relations field;

4.1.7. To promote skills transfer and training within the Labour and Employment Relations field;

4.1.8. To represent and articulate the interests of professionals engaged in the field of Labour and Employment Relations;

4.1.9. To promote and facilitate a representative Labour and Employment Relations profession;

4.1.10. To promote ethical, professional standards and integrity in the Labour and Employment Relations profession;

4.1.11. To promote engagement with other relevant organisations within the Labour and Employment Relations field.

4.1.12. To assist other African Countries to establish similar associations.

4.2 To carry out its objectives, the Association aims to:

4.2.1 Provide a forum for the debate and dialogue of Labour and Employment Relations and other areas referred to in clause 4.1.5, including current affairs; Initiate, conduct and support conferences, exhibitions, programmes and other events aimed at improving the understanding and awareness by Government, industry, commerce, labour organisations, educational establishments and the public;

4.2.2 Undertake training, research in and promotion of the field of Labour and Employment Relations and other areas referred to in clause 4.1.5.

4.3 The Association may, in furthering its aims and objectives:

4.3.1 co-operate with bodies whose purpose is consistent with the objectives of the Association;

4.3.2 establish and maintain relationships with similar bodies in other countries in pursuit of improved performance of the objectives of the Association;

4.3.3 affiliate with and maintain relationships with ILERA or similar international, regional and local bodies;

4.3.4 make representations to appropriate parties and authorities concerning:

4.3.4.1 the content of draft and proposed labour legislation, laws and practices relevant to Labour and Employment Relations and any other areas referred to in clause 4.1.5;

4.3.4.2 Training and skills development of Labour and Employment Relations practitioners;

4.3.5 Take any other action that may be necessary or expedient in support of its objectives.

5. POWERS

To carry out the objectives in this Constitution, the Association has the power: -

5.1 To accept donations;

5.2 To organise meetings, seminars, conferences, displays, exhibitions and allied undertakings;

5.3 To collect funds and raise revenues for the purposes of the Association through membership fees, donations, collections, grants, sponsors and all other lawful means;

5.4 To receive, acquire and hold immovable or other property for the purposes of the Association and to sell, lease or otherwise dispose of or deal with any such property;

5.5 To open, maintain and operate accounts and to invest monies in securities or on fixed deposit in banks, building societies or other financial institutions or in any other such manner that may be determined;

5.6 To lend and borrow money and secure the repayment of that money by mortgage, hypothecation, debentures, debenture bonds or pledge or any of the assets of the Association, whether they are movable or immovable;

5.7 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable or transferable instruments for the purposes of the Association;

5.8 Generally to carry on, do or transact any business, act, scheme or enterprise deemed necessary by the Association for furtherance of any of its objects and which may advantageously be employed in the interest of the Association;

5.9 To do all or any of the above things as principal, agents, contractors, trustees or otherwise, or by and through trustees, agents or otherwise and either alone or in conjunction with others;

5.10 To promote or assist in the promotion of, or to take over the whole of the property

or organisation of any other association, or organisation or company having objects similar to the objects of the Association or which enhance the value of any property or business of the Association and to place or guarantee the placing of, subscribe for or otherwise acquire, all or any part of the shares or securities of any such association, organisation or company; and

5.11 To admit any persons to be members of the Association, subject to clause 6; and

5.12 To make ethical rules and/or codes of professional conduct.

6. MEMBERSHIP

6.1 Membership shall be open to all persons, organisations, associations or other legal persona, both in the formal and informal sectors who subscribe to the objectives of the Association.

6.2 Any person who wishes to become a member of the Association may apply to the Association and at the discretion of the Executive Committee, be enrolled as a member.

6.3 Once enrolled, a member is bound by this Constitution.

6.4 Every member must timeously pay all contributions, fees, levies, or subscriptions for which the member may be liable in accordance with this Constitution and any rules made in terms of this Constitution.

6.5 There shall be the following categories of members:

6.5.1 **Individual members** are persons who are engaged in the broad field of Labour and Employment relations, including in any of the areas referred to in clause 4.1.5;

6.5.2 **Corporate members** are any organisation or part of an organisation in the private or public sector including corporations, trade unions and their federations, employers, employer organisations and their federations, as well as educational and research institutions. A corporate member shall have the following votes according to size of the entity, with reference to employees or members, as the case may be:

6.5.2.1 Small: Up to 5 employees/members: 1 vote

6.5.2.2 Small to medium: 6-25 employees/members: 2 votes

6.5.2.3 Medium: 25-50 employees/members: 3 votes

6.5.2.4 Medium to large: 51 – 100 employees/members: 4 votes

6.5.2.5 Large: more than 100 employees/members: 5 votes

6.5.3 **Student members** are *bona fide* students of tertiary educational institutions or on learnerships; who are not in full-time employment, studying and/or engaged in the field of Labour and Employment Relations, including in any of the areas referred to in clause 4.1.5;

6.5.4 **Trade Union members** of registered trade unions;

6.5.5 **Honorary members are persons** who may be nominated by Executive Committee in recognition for outstanding services to the Association. The appointment of an Honorary member must be ratified by the members at an Annual General Meeting.

6.6 The liability of members is limited to the amount of their unpaid subscriptions, if any, or any amounts specifically provided for in this Constitution. Members are not personally liable for any debts, obligations or liabilities incurred by the Association.

6.7 Membership of the Association is terminated:

6.7.1 When the member dies or, in the event where a corporate member is dissolved;

6.7.2 If the member resigns by giving written notice to the Administrator; and

6.7.3 For failure to pay membership fees by the end of the first quarter of the calendar year. The member will first be given a warning at least one month before the end of March, but if fees are not paid by the end of March membership will automatically be terminated.

6.7.4 By a resolution to that effect adopted by the Executive Committee after following due process on one or more of the following grounds:

6.7.4.1 bringing the Association into disrepute;

6.7.4.2 disrupting or undermining the functioning of the Association;

6.7.4.3 preventing or trying to prevent the Association from furthering its aims and objectives.

6.7.5 A member who is dissatisfied with the resolution of the Executive Committee may lodge an appeal within 14 days from the day on which the resolution was communicated to the member. The Executive Committee shall, within 14 days of receiving the appeal, appoint a panel consisting of at least 3 people, none of whom serve on the Executive Committee, to consider the appeal. The decision of the panel shall be final.

7. OFFICE BEARERS AND GOVERNANCE STRUCTURES OF THE ASSOCIATION

7.1 The Association will be governed and managed by the following structures: -

7.1.1 President and Deputy President;

7.1.2 Executive Committee;

7.1.3 A Secretariat;

7.1.4 The members at an Annual General Meeting or Special General Meeting.

7.2 President and Deputy President of the Association

7.2.1 There shall be a President and Deputy President of LERASA who will hold office for three (3) years each and can be re-appointed for one more term only.

7.2.2 The President and Deputy President shall be elected at an Annual General Meeting (AGM) and are ex officio members of Executive Committee with voting rights. They must both be paid-up members in good standing of the Association.

7.2.3 The President, or in her/his absence, the Deputy President, shall chair Executive Committee meetings and the AGM. Should both the President and Deputy President not be able to attend a meeting, the Executive Committee shall appoint a person to act in her/his place.

7.2.4 The Executive Committee shall determine:

7.2.4.1 its roles and responsibilities in relation the President and Deputy President; and

7.2.4.2 the division of responsibilities between the President and Deputy President.

7.3 Executive Committee ("Committee")

7.3.1 The governance of the Association shall be vested in an Executive Committee consisting of LERASA members in good standing who will hold office for three years and who can be re-appointed. It shall be composed as follows:

7.3.1.1 Four (4) members elected by members at an Annual General Meeting.

7.3.1.2 A Treasurer, with the requisite qualifications and experience, elected by members at an Annual General Meeting.

7.3.1.3 An ILERA representative to serve as an *ex officio* member appointed by Executive Committee.

7.3.1.4 The Administrator who shall serve on the Committee *ex officio* and not have the right to vote.

7.3.1.5 The President and Deputy President of the Association.

7.3.1.6 The Executive Committee may co-opt members onto the Committee in case vacancies should arise on the Committee that are essential to fill before the next Annual General Meeting of LERASA. These co-opted members shall have voting rights. The membership of the co-opted members need to be ratified at the next Annual General Meeting. These co-opted members shall serve for the remaining part of the period for which the member whom they replaced was appointed. Members of the Executive Committee so co-opted can be re-appointed for a period of three years.

7.3.1.7 The Executive Committee may co-opt up to two non-voting members onto the Committee in order to assist it in performing specific tasks/ projects for the duration of the project.

7.3.2 Only paid-up members of the Association in good standing may be elected or appointed as members of Executive Committee.

7.4 Powers and Duties of the Executive Committee:

- 7.4.1 Govern and manage the affairs of the Association and ensure that it achieves its constitutional objectives and operates according to this Constitution;
- 7.4.2 Along with the President oversee and instruct the Administrator, and ensure that day to day administrative functions are carried out;
- 7.4.3 Control income, expenditure and assets of the Association;
- 7.4.4 Convene at least quarterly to receive performance and financial reports and ensure that an Annual General Meeting is held every year and to call any other meetings that may be required;
- 7.4.5 Appoint Committees and Sub-Committees that are required for the effective running and functioning of the Association and draw up and ratify terms of reference for the Committees and Sub-Committees that are compatible with the Constitution of the Association;
- 7.4.6 Determine subscriptions or fees payable by members.
- 7.4.7 Determine policies/ procedures/ conditions for the administration of the organisations, including provincial branches.

7.5 Removal of Executive Committee members

- 7.5.1 The term of an Executive Committee member shall be terminated if he or she is no longer a member or a representative of a member of the Association and/or is no longer a member in good standing with the Association.
- 7.5.2 An Executive Committee member, except an ex officio member, who is absent without apologising for three (3) consecutive scheduled meetings is deemed to have resigned from the Committee. The President must note this and inform the member.

7.5.3 A Committee member, including the President and/or Deputy President, may be removed by a resolution passed by a majority of Executive Committee members after following due process on one or more of the following grounds: incompetence, failing to perform her or his duties, disrupting or undermining the functioning of the Committee; preventing or trying to prevent the Association from furthering its aims and objectives; or bringing the Association into disrepute.

7.6 Secretariat

7.6.1 The Executive Committee shall appoint an Administrator to manage the affairs of the Association under the direction of the President and Executive Committee. The Administrator must help the Executive Committee and President perform their functions in terms of the Constitution of the Association.

7.6.2 The Administrator will report to the President and the Executive Committee and be paid remuneration determined by the Executive Committee.

7.6.3 An employment contract and performance contract shall be drawn up for the Administrator by the Executive Committee and signed before commencement of the appointment.

7.6.4 Any other Administrative support (as and when required for the administration) may be appointed by the Executive Committee.

7.6.5 In the event of an urgent appointment for administrative support, the President or Deputy President of the Association may make a decision on a short term contract, which shall be ratified by the next sitting of the Executive Committee.

7.6.6 The Administrator must submit a quarterly report of activities of the Association to the Executive Committee and an annual report of the activities of the Association to the General Meeting of members.

7.6.7 The Administrator shall maintain minutes of all meetings of the Executive Committee, Annual General Meeting and other Association meetings.

7.6.8 The Administrator or any other staff member may be dismissed by the Executive Committee on grounds of incompetence, dereliction of duties, lack of adequate performance, corruption, or any other legitimate reason for dismissal specified in relevant labour legislation. The Executive Committee must appoint a person or persons to investigate the allegations before a decision of dismissal is taken.

7.7 Powers of the President and Deputy President

The President and Deputy President of the Association shall:

- 7.7.1 chair Executive Committee Meetings, the AGM and Special Meeting;
- 7.7.2 ensure the effective administrative functioning and operation of the Executive Committee;
- 7.7.3 oversee the administration of the Administrator and any other staff members and the Association.
- 7.7.4 Represent the Association.

7.8 Duties of Treasurer

The Treasurer is responsible to ensure:

- 7.8.1 the effective and efficient management and administration of the financial affairs of the Association;
- 7.8.2 the efficient collection of revenues;
- 7.8.3 the preparation of budgets;
- 7.8.4 the prudent expenditure and investment of Association funds, in accordance to investment guidelines stipulated by the Executive Committee; and
- 7.8.5 the financial viability of the Association.

7.8.6 the Treasurer shall submit a full financial report every quarter to the Executive Committee. The report shall among others include the income and expenditure as well as all the bank balances of the Association.

8. QUORUM AND OTHER REQUIREMENTS FOR MEETINGS

8.1 At an Executive Committee meeting, a minimum of 5 members with voting rights shall constitute a quorum.

8.2 At a general meeting of members, a minimum of 25 members shall constitute a quorum.

8.3 In the absence of a quorum for a general meeting the meeting shall be adjourned for at least one hour and if no quorum is then obtained, a meeting shall be reconvened within 7 days, of which such meeting will be deemed to constitute a quorum.

8.4 Twenty eight (28) days written notice of the holding of any general meeting of the Association shall be given. Such notice shall specify the place, the day and hour of the meeting, and in the case of special business, the nature of such business.

8.5 An Annual General Meeting shall be held after the close of the Association's financial year, at a date and place to be determined by the Executive Committee. It may not be held later than the end of November of the same year.

9. ANNUAL GENERAL MEETING

The business of the AGM of the Association shall include:

9.1 receiving and approving the annual report of the Association's affairs;

9.2 receiving and approving the verified financial balance sheet and accounts of the Association;

9.3 the election of office bearers, namely President; Deputy President and Treasurer and other Executive Committee members every three years;

- 9.4 the election of Executive Committee members to fill any vacancies that may have arisen;
- 9.5 the appointment of auditors for verification of financial statements, as per Clause 11.5;
- 9.6 the transaction of any other matters which the Executive Committee may deem necessary or expedient; and
- 9.7 constitutional amendments, if necessary.

10. ESTABLISHMENT OF PROVINCIAL BRANCHES

10.1 The Association; or its Executive Committee may establish provincial branches where necessary.

10.2 The provincial branch shall abide by this Constitution.

10.3 Every provincial branch shall be run by a Branch Committee.

10.3.1 Duties and Activities of a Branch Committee are:

10.3.1.1 to carry out activities that further the objectives of the Association in its region;

10.3.1.2 to provide services (which may include inter alia workshops and seminars) for existing Association members and the public, as a service to in order to retain their membership and to attract new members to the Association.

10.3.2 Membership and Composition of Branch Committee

Members of a Branch Committee may either:

10.3.2.1 be elected annually at a meeting of provincial members; or

10.3.2.2 volunteer for the Branch Committee or be requested by Exco to join the Branch Committee in the case of a newly established branch.

A Branch Committee shall consist of:

10.3.2.3 a Chairperson;

10.3.2.4 a Secretary; and

10.3.2.5 up to five additional members.

10.4 Membership of the Branch Committee shall be for three years at a time, but may be renewed for a further one term only.

10.5 The Executive Committee shall at its discretion agree on provincial branches opening and operating bank accounts, after a motivation has been submitted for such.

11. FINANCE

11.1 The financial year of the Association shall be from 1st April to 31st March.

11.2 The Executive Committee shall oversee the proper management of the Association's financial affairs.

11.3 Proper books of account of the Association's affairs shall be kept by the Administrator and reported to the Executive Committee.

11.4 At least once every year the accounts shall be examined and the correctness of the statement of income and expenditure and balance sheet shall be verified by the Association's auditors.

11.5 The appointment of auditors of the Association and their remuneration shall be ratified by the Annual General Meeting.

11.6 The verified financial statements shall be presented to the membership at the Annual General Meeting or, in the case where they are not available at such Annual General Meeting, at a Special General Meeting convened for that purpose.

11.7 The funds of the Association must be used solely for investment or in the service of the objects of the Association.

11.8 All immovable property of the Association, whether purchased or otherwise acquired, must be registered in the name of the Association. No sale, transfer, mortgage, or other alienation of immovable property may take place without the approval of the Executive Committee.

12. BANK ACCOUNTS

The Association must open and operate such bank accounts as are necessary to conduct its business, save that the accounts must be opened only in its own name at a registered commercial bank.

13. AMENDMENTS

13.1 Members of the Association may submit proposals to amend this Constitution provided there is a proposer and seconder of the proposal and the Administrator receives it in time to comply with clause 13.3 of the Constitution. If the amendment of the Constitution is on the agenda of a meeting of the Association, members may also propose amendments from the floor provided there is a proposer and seconder. The Executive Committee, provincial branches and sub-committees of the Association may also propose amendments to the Constitution.

13.2 This Constitution may be amended by resolution passed by not less than two-thirds of members of the Association present at the Annual General Meeting or a special meeting called by the Executive Committee for this purpose.

13.3 Twenty one (21) days written notice shall be given of the meeting referred to in clause 13.2 of this Constitution along with the intended amendments to the Constitution.

13.4 The quorum requirements for a special meeting shall be the same as for an Annual General Meeting as specified in clauses 8.2 and 8.3 of this Constitution.

14. DOMICILIUM

14.1 The offices of the Association will be located at a place determined by the Executive Committee.

15. DISSOLUTION

15.1 The Association may be wound-up or liquidated by a resolution passed by not less than two-thirds of the members of the Association present at a special meeting called for the purpose by notice specifying the resolution proposed to be taken at such meeting.

15.2 The quorum requirements for a special meeting shall be the same as for an Annual General Meeting as specified in clauses 8.2 and 8.3 of this Constitution.

15.3 Twenty one (21) days written notice shall be given of such special meeting.

15.4 If there are any properties or assets which remain after dissolution, they must be given or transferred to another institution or institutions with similar objectives to those of the Association, per resolution of the special meeting referred to in clause 15.1 above.

ADOPTION

This Constitution was adopted aton this.....Day of2018

SIGNED BY:

PRESIDENT:

DEPUTY PRESIDENT: