

## **Constitution of the Geo-Information Society of South Africa (GISSA)**

### **1. Name and Definition**

The Society shall be called the Geo-Information Society of South Africa (GISSA) herein after referred to as the "Society"

Geo-Information embodies the science and technology of collection, measuring, processing, analysing, interpreting, disseminating, utilising, evaluating, managing and displaying geographically-related and spatially-referenced information.

GI refers to Geo-Information

GIS refers to geographical information systems

GISc refers to geographical information science

GISt refers to geographical information studies

SIG refers to special interest group

### **2. Mission, Aim & Objectives**

#### **2.1 Mission**

To represent the Geo-Information community in South Africa as the national unified, representative body in order to promote and protect the interests of its members on all forums.

#### **2.2 Aim**

To unify South Africans with an interest in Geo-Information Science and to act as an umbrella body for its members. This aim will be undertaken without regard to factors such as citizenship, religion, creed, political stance, ethnic origin, race, colour, language, age, or sex.

#### **2.3 Objectives**

- 2.3.1 To represent the interests of the GI community on national initiatives and to communicate the workings of these bodies to the GI community.
- 2.3.2 To negotiate with Government and influence their GI practices and policies.
- 2.3.3 To provide a forum for the advancement of GI in general in South Africa.
- 2.3.4 To provide its members with an opportunity to meet and network on GI related topics of interest.
- 2.3.5 To develop and support regional GISSA bodies.
- 2.3.6 To organise a national annual general meeting (AGM) to be scheduled any time during the year following the year under review. The incoming council members will be elected at this AGM and the audited accounts of the Society for the year under review presented and approved.
- 2.3.7 To organise an annual national GI conference. Every alternate year this conference should be held in conjunction with the Society's AGM.
- 2.3.8 To promote the use and understanding of GI technology through education and other means.
- 2.3.9 To promote the formation of Special Interest Groups.
- 2.3.10 To publish an annual GI journal on issues of general GI concern.
- 2.3.11 To provide a directory of GI practitioners.
- 2.3.12 To provide a forum through which communication can be distributed to the GI community.
- 2.3.13 To develop a code of ethics and administer the implications thereof.
- 2.3.14 To represent the South African GI community on relevant international GI organizations and bodies.
- 2.3.15 To maintain a website dedicated to the aims of GISSA.

### **3. Organisation**

The Society shall consist of:

- A national organisation; from which a "National Council" is elected.
- Regional Bodies herein after referred to as "Regions".
- Representation from Special Interest Groups.

- Representatives from affiliated organisations at national and regional levels, herein after referred to as “Affiliates”.

#### **4. Membership**

Membership of the Society will be at Regional levels only and such membership shall be open to any person interested in GI or its related activities. The Society will acknowledge honorary membership which shall be granted at the discretion of the National Council, on recommendations from Regions. Such membership will be granted for exceptional services rendered to the GI community.

##### **4.1 Membership Fees**

Membership fees are payable annually to the Regional Societies. Membership fees will be reviewed annually, discussed and set at the Society’s national AGM.

##### **4.2 Members Voting Rights**

- 4.2.1 Members in good standing may vote for the election of the National GISSA Council at the Annual General Meeting.
- 4.2.2 The Regions will appoint the Regional Members of the GISSA Council.
- 4.2.3 Proxy votes are permitted unless specifically disallowed elsewhere in the Constitution or by the Council.

#### **5. National Council**

##### **5.1 Structure**

The Council shall consist of 10 elected members fulfilling the portfolios of:

- Chairperson
- Annual Conference; not including any regional conference
- Professional Qualifications
- Professional Registration
- Publications
- Marketing
- Ethics and Constitution
- National GIS initiatives/Liaison with Government
- Treasurer
- Education

The council shall further consist of:

- One representative of every Regional GISSA body
- One representative from every registered Special Interest Group (SIG)
- A fulltime (paid) secretary

- 5.1.1 The Secretary of the committee shall ask for nominations from GISSA members for the above mentioned portfolios at least one month prior to the AGM. Each nomination must be signed by the proposer, seconder, and nominee and should include a statement from the nominee outlining his/her credentials for the portfolio the nominee is seeking election. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for chairperson, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices.
- 5.1.2 The above mentioned elected members will serve for two years. Prior to the AGM each year, at least 4, but not more than 6, of the members will stand down, but may offer themselves for re-election at the AGM.
- 5.1.3 The Vice-chairperson shall be elected by the committee from the Council. Such appointments will be done with a majority vote of the Council.
- 5.1.4 The Council shall have the right to co-opt other members as deemed necessary to carry out the functions of the Council. Such appointments will be done with a majority vote of the Council.
- 5.1.5 No more than 67% of the Council may be elected or co-opted to the Council from any one region during any period of office, unless it is to carry out a short-term aim of the Society.

- 5.1.6 Council members who are unable to fulfill their obligations shall either resign or be removed from office as deemed necessary by the Council.
- 5.1.7 The Chairperson shall not have a deliberate vote but shall have a casting vote in the event of equality among the voting members.
- 5.1.8 The Chairperson and Vice chairperson shall hold office for two years but are eligible for election of a further term of not exceeding another two years.
- 5.1.9 Regional and Affiliate representatives shall be nominated by the region or the Affiliate.
- 5.1.10 Where no Regional Body exists, Regional representatives may be co-opted onto the Council to further the aims of GISSA.
- 5.1.11 Meetings of the Council shall be held at least twice per year or as deemed necessary by the Chairperson. The Chairperson shall determine the date and place of meeting. The agenda must be circulated two weeks prior to the meeting taking place.
- 5.1.11 Voting at Council Meetings: A majority of the elected members of Council shall constitute a quorum at a meeting provided that at least two voting members of Regions are also present.
- 5.1.12 The Council may form sub-committees and assign to them such powers as it may deem fit, but Council shall not be divested of any power which it has so assigned to a Committee and may review, amend or withdraw any decision of such Committee.
- 5.1.13 The Council may make decisions or take such action as deemed necessary in accordance with the aims and objectives of the Society.
- 5.1.14 The Council may, if deemed necessary, pass By-laws for the effective management of the Society.

## **5.2 Regions**

- 5.2.1 The Regions shall also adopt the constitution of GISSA National, but may draw up their own by-laws, a copy of which must be submitted to Council once the Region has approved it. Assistance from GISSA National to draw up the by-laws may be provided upon request by a Region.
- 5.2.2 Each Region shall elect a committee in accordance with the by-laws of that Region.
- 5.2.3 Each Region will elect a National Council representative, not necessarily the Chairperson of that committee. Regional representatives on the Council are responsible for informing their Regions of Council decisions and activities, and for representing their Regional interests at National level.
- 5.2.4 A Regional committee may make decisions and take such action as deemed fit, provided that such decision or action is not in conflict with the constitution of the Society.

## **5.3 Affiliate Members**

- 5.3.1 The Society, through its regional committees, may establish special interest groups consisting of individual members, to carry out the aims and objectives of the Society.
- 5.3.2 The Society's Council shall have the power to accept or reject applications from a new Region or a SIG for membership, according to the set framework.
- 5.3.3 Societies and organisations with a common interest may be invited to become affiliated members of GISSA in order to carry out the aims and objectives of the Society.

## **6. Finance**

- 6.1 The amount of the financial contribution from the Regions to the National Council shall be determined annually by the members during the AGM.
- 6.2 The Council shall be responsible for the allocation of funds of the Society and shall in general use the funds for:
  - Administration costs of the officers and cost of meetings.
  - The cost of the GI journal and other publications published by the Council.
  - The cost of promotional materials as authorised by the Council.

- Subvention for members to attend international meetings.
  - The cost of organising conferences, meetings and symposia.
  - The travelling and accommodation costs of overseas specialists invited by the Council to conduct educational and training programmes.
  - Dues payable for membership to international societies.
- 6.3** The Council has the power to open a bank account.
- 6.4** The Treasurer shall deposit all funds of the Society in some registered bank to be named by the Council.
- 6.5** All accounts and claims shall be paid electronically by the Treasurer. Payments within a limit as set by Council may be authorised for payment by the Treasurer upon receipt of a completed claim form and supporting documentation. Claim amounts beyond the set limit will be authorised by the full Council.
- 6.6** A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Society's financial transactions. This audited Financial Report of the Society will be tabled at the Society's AGM each year.
- 6.7** The financial report of each Region must be lodged with National Council at least three months from the end of the Financial Year so that it can be consolidated and audited with National's accounts.
- 6.8** The financial year of the Society shall extend from 1 January to 31 December.
- 6.9** At the beginning of each financial year the Council shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Council, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board. The budget will be tabled at the AGM for approval.
- 6.10** Guidelines for Payment Procedure:
- 6.10.1 All claims will be submitted to the Treasurer by completing a GISSA Claim Form, together with supporting invoices and/or receipts.
- 6.10.2 Payments within a set limit agreed upon by Council will be authorized by the Treasurer and beyond that by the full council.
- 6.10.3 Once approved, the claim will be processed by the Secretary through an electronic payment facility.
- 6.10.4 The bank's electronic payment facility will be set-up so that each payment will generate a "proof of payment" that will be automatically mailed to the Treasurer, Secretary, and the Chair.
- 6.10.5 The Treasurer will maintain an up-to-date record of all financial transactions.

## **7. Voting at General Meetings**

- 7.1** 10% of all Society members in good standing will constitute a quorum at any general meeting.
- 7.2** Voting shall normally be by show of hands unless the majority of voting members requests a ballot.
- 7.3** A general vote shall be by a simple majority of those present and voting. In the event of a tie the vote of the Chairperson shall decide.
- 7.4** A vote for amendment to the constitution shall require a two-thirds majority of the voting members of GISSA.

## **8. Amendments to the Constitution**

- 8.1** Any Region may submit proposals for amendments to the Constitution or By-Laws to the Council at least three months before the annual meeting of the Council.
- 8.2** Amendments to the Society's Constitution or By-Laws can be tabled for discussion at a Special General Meeting.
- 8.3** If the proposed amendments are accepted by the meeting, the new Constitution or By-Laws, with amendments, must be ratified at the next AGM of the Society.
- 8.4** Amendments to the Constitution and By-Laws will come into operation at the conclusion of the AGM at which they were adopted.

**9. Dissolution**

- 9.1 Any Region or SIG that withdraws from the Society shall have no claim to any of the Society's assets.
- 9.2 The Society may be dissolved provided the dissolution is approved by a two-thirds majority of registered members voting at a special meeting of the Region convened for that purpose.
- 9.3 In the event of the dissolution of the Society, any funds remaining after settlement of liabilities of the Society, will be transferred to the Regions in proportion to the last annual per capita assessment. The seed capital provided by the founder Regions must be repaid before the per capita assessment is paid.

**10. Legal Personality**

- 10.1 The Society has been constituted as a non-profit making Section 21 company and a juristic person with specific rights and objectives.
- 10.2 There is no contractual or legally binding relationship between GISSA and its members, beyond that of a member's commitment to pay their membership fees.
- 10.3 The Society shall not be liable for any debts occurred by a Region.

**11. Special General Meeting Procedure**

- 11.1 A Special General Meeting of Council can only be called for the purpose of amending the Constitution, disbandment or any other issue of an onerous nature.
- 11.2 A Special General Meeting can be called by 10% of the Society's paid up members.
- 11.3 The Society must hold the special Council meeting within three months of written request.

**End of Constitution**