

# **FEDERATION OF SOUTHERN AFRICAN GEM & MINERALOGICAL SOCIETIES (FOSAGAMS)**

## **CONSTITUTION**

### **1. NAME**

The name of the organisation is:

THE FEDERATION OF SOUTHERN AFRICAN GEM AND MINERALOGICAL SOCIETIES hereafter referred to as the Federation.

### **2. OBJECTIVES**

- 2.1 To bring about close association between the earth science societies of Southern Africa.
- 2.2 To organise, through Members, national events and other activities for the benefit of members and the public.
- 2.3 To co-operate with state departments and other organisations in order to promote interest in the mineral resources of Southern Africa, and related disciplines.
- 2.4 To co-operate, and possibly affiliate, with similar federations in the rest of the world.

### **3. MEMBERSHIP**

- 3.1 Membership of the Federation shall be open to all duly constituted mineralogical, geological and gemmological clubs/societies in Southern Africa, hereinafter referred to as Members.
- 3.2 Membership may be applied for by application to the Secretary of the Federation, stating the name of the society, the name of its chairman and secretary, its number of members and a copy of its constitution. All subsequent changes to constitutions must also be provided, on ratification.
- 3.3 A two-thirds majority of delegates to an Annual General Meeting of the Federation shall approve an application for membership. Approval in principle may, however, be given by the Executive Committee prior to the Annual General Meeting of the Federation.
- 3.4 Membership of the Federation shall require, inter-alia:  
  
Strict adherence by members to the Federation rules of conduct – as contained in the bylaws;  
  
Payment of annual membership dues, as determined at the Annual General Meeting, prior to the following AGM.

Members are encourage subscription by their members to “ *Southern African Gems and Minerals*” (formerly” *South African Lapidary Magazine*”) as far as possible.

- 3.5 A Member wishing to withdraw from the Federation shall inform the Secretary officially in writing.
- 3.6 Members that have left the Federation may re-apply for membership as in 3.2.
- 3.7 Should the attitude or conduct of a Member be considered detrimental to the Federation, such Member may be suspended from the Federation by the Executive committee, pending further investigation and/or representation. Expulsion may only follow after a two-thirds ballot at a duly constituted Annual General Meeting after that Member has been afforded adequate opportunity to present its case, by representation and/or in writing, whichever is its choice. An expelled Member may be re-instated by the same procedure at any following Annual General Meeting. In all cases all Members must be informed in writing at least three months in advance of any intended expulsion or re-instatement. Participation in the proceedings by proxy is inadmissible.
- 3.8 A Member winding up its affairs must fulfil its obligations to the Federation or be absolved from them in writing before disposing of any of its assets.
- 3.9 Every Member must inform the Secretary of the names of its delegate/s (or proxies) before an Annual General Meeting.
- 3.10 No one may represent the Federation or conduct any activity in the name of the Federation without the prior consent of the Annual General Meeting or, if appropriate, the Executive Committee.

#### 4. **OFFICE BEARERS**

- 4.1 The Office Bearers of the Federation shall be a President, Vice-President, Secretary, Treasurer and Immediate Past President (when applicable). It is preferable that office bearers be elected from different clubs in order to effect as wide a geographic distribution as possible. Office bearers are to hold office for one year and may be re-elected, with the exception of the President, who may not hold office for more than five consecutive years.
- 4.2 Chairpersons of sub-committees shall be elected annually, and should preferably not be members of the Executive Committee. Sub-committees shall be formed as necessary by the Annual General Meeting, which shall annually re-assess the need for each sub-committee. Chairpersons of sub-committees shall present a report to the Annual General Meeting. Chairpersons of sub-committees may co-opt as many committee members as they deem necessary.

#### 5. **EXECUTIVE COMMITTEE**

- 5.1 The Executive Committee shall be the Office Bearers of the Federation who shall manage the affairs of the Federation between Annual General Meetings.

- 5.2 The President of the Federation may convene one assembled meeting of the Executive Committee each year if he considers it necessary or if requested to do so by two other members of the Executive Committee; or convene any number of meetings by telephone.

Reasonable costs of these meetings are to be borne by the Federation (see article 13.1).

- 5.3 The Editor of the “ *Southern African Gems and Minerals*” (formerly “*South African Lapidary Magazine*”) magazine shall be entitled to attend all meetings of the Executive Committee, but shall not have a vote. Should the Editor choose not to attend a meeting he/she will nevertheless be provided with the minutes – or otherwise be kept fully informed on the proceedings.

- 5.4 A simple majority of the Executive Committee shall constitute a quorum. The President has the casting vote.

## **6. POWERS OF THE EXECUTIVE COMMITTEE**

- 6.1 To manage the affairs of the Federation between Annual General Meetings.
- 6.2 To promote co-operation and communication between Members and to co-ordinate the activities of Members wherever the interests of the Federation are at stake.
- 6.3 To appoint sub-committee Chairpersons until the following Annual General Meeting if the need arises.
- 6.4 To fill vacancies on the Executive Committee that may occur between Annual General Meetings.

## **7. ANNUAL GENERAL MEETINGS**

- 7.1 The Annual General Meeting manages the affairs of the Federation, appoints sub-committees and performs any other functions as requested by Members.
- 7.2 The Annual General Meeting shall consist of the Office Bearers as well as one delegate from each Member – or two delegates in cases where the member club/society has more than fifty members. Voting powers are limited to the delegates (i.e. excluding the Office Bearers – unless they are acting as proxy), who shall cast one vote per member. In the event of a deadlock, the President shall have the casting vote.
- 7.3 Only official delegates and/or office bearers may act as proxies and may accept only one proxy each. Absent members must arrange their proxy themselves and inform the Secretary of the name of their proxy delegate before the meeting. This should preferably be done in writing, using the prescribed form (Annexure A). A Member failing to arrange a proxy shall have no vote.
- 7.4 Anyone in good standing in a member society/club may attend an Annual General Meeting as an observer, and may participate in the debate but may not vote.

Chairpersons of sub-committees should likewise attend Annual General Meetings, participate in debate but not vote – unless they are also official delegates.

7.5 The President and Treasurer of the Federation, as well as sub-committee chairpersons, must submit written reports to the Annual General Meeting for inclusion in the minutes of the meeting.

7.6 The Annual General Meeting of the Federation shall be held each year during the Easter weekend at the Gemboree.

The Executive Committee may, however, change the date and venue for any one year if it is satisfied there is a valid reason and if sufficient Members would be able to attend to form a quorum.

7.7 A simple majority of Members shall constitute a quorum – be they present in person or by proxy.

7.8 Written notice of an Annual General Meeting shall be given not less than six weeks in advance.

7.9 The Annual General Meeting shall approve the appointment of an auditor, if deemed necessary by the Executive Committee. The Federation shall bear the cost, if any, of such audit.

## 8. **AMENDMENTS TO THE CONSTITUTION**

8.1 Amendments to the Constitution may be proposed by any Member in good standing and must be submitted to the Executive Committee.

8.2 The Executive Committee shall notify Members in writing of all proposed amendments at least three months before the following Annual General Meeting. The Constitution may be amended by a two-thirds majority of delegates assembled or in proxy at an Annual General meeting.

## 9. **DUES**

9.1 Dues by members to the Federation shall be calculated according to their membership as at 31 December each year and are payable before the following Annual General Meeting, failing which the member shall forfeit the right to vote at the meeting.

9.2 The amount payable shall be calculated by taking the number of **single** members in each club/society and/or the number of **households** in each club or society and multiplying these by the applicable rates, which will be determined by the Annual General Meeting from time to time. For this purpose, a “household” shall be defined as any family consisting of two or more members, resident under the same roof.

9.3 Member more than twelve months in arrears shall be suspended indefinitely from the Federation, until such time that they apply for reinstatement.

## 10. QUALIFICATIONS OF OFFICE BEARERS AND DELEGATES

- 10.1 All office bearers and delegates must be members in good standing with a member club/society.
- 10.2 Before being seated at an Annual General Meeting, delegates must have authorisation filed with the Secretary. Authorisation is to be signed by the Chairman of each member club/ society concerned, or his/her appointed representative.
- 10.3 Delegates who are members of more than one club/society may only represent one club/society.

## 11. ELECTION OF OFFICE BEARERS

- 11.1 Office Bearers will be elected by a simple majority (by ballot if requested) at the Annual General Meeting and will hold office for one year until the following Annual General Meeting. Any vacancies which may arise, may be filled by suitable people co-opted by the Executive Committee.
- 11.2 The position of the Immediate Past President shall not be elected, but is automatically filled by the outgoing President for at least one year, after which the position will lapse at the request of either the incumbent or the Executive Committee.

## 12. DUTIES OF OFFICE BEARERS

- 12.1 **The President** shall preside over the Annual General and Executive Committee meetings and act in conformity with all legal requirements.
- 12.2 **The Vice-President** shall function as President in the absence of the President, and in the event of the office of President becoming vacant, until the next Annual General Meeting.
- 12.3 **The Secretary** shall perform all the recognised function of a secretary.
- 12.4 **The Treasurer** shall carry out the recognised functions of such office and have absolute account of income and expenditure. The Treasurer shall also function as treasurer of sub-committees unless the Annual General Meeting decides otherwise. The treasurer will be responsible for the posting of reminders to all Members, when annual dues become payable.
- 12.5 **The Immediate Past President** shall make himself available as an advisor to the President and shall function as Acting President until the following Annual General Meeting should the office of both President and Vice-President become vacant.

## 13. TRAVELLING EXPENSES

- 13.1 Travelling expenses to the Annual General Meeting – when held at the Gemboree – will **not** be paid for by the Federation, on the basis that any person who accepts nomination and subsequent election as an office bearer does so on the understanding that this includes attendance at the Annual General Meeting at his/her own expense.

- 13.2 Travelling costs i.e. petrol only or the equivalent value of petrol costs (in the case of airfare) to and from Executive Committee Meetings by office bearers of the Federation shall be borne by the Federation. These claims must be submitted to the Treasurer in writing and supported by appropriate receipts.
- 13.3 All reasonable travelling costs incurred by the President (including airfare within Southern Africa) in the performance of his official duties will be met by the Federation if funds are available. The expenditure must be approved by the Executive Committee beforehand and must be justified to the following Annual General Meeting. In the event of a Member inviting the President to attend an event, the member will normally be liable for one third of the cost. The Executive Committee may, however, approve such expenditure in full if the Member is unable to pay and provided there are sufficient Federation funds available.
- 13.4 The President shall be permitted to apply in advance for a travel float to cover his expenses if necessary. However, full details must be kept of all expenses incurred, and receipts submitted to the treasurer within one month of his return.
- 13.5 Expenditure for overseas travel on Federation business by the President may be approved by an Annual General Meeting in certain circumstances, in which case special conditions would normally be set.
- 13.6 Travel expenses of other office bearers may be reimbursed on approval of the Executive Committee – provided these are supported by adequate documentation – and provided such travel has the prior approval of the Committee.

#### **14. WINDING UP OF THE FEDERATION**

- 14.1 In the event of the winding up of the Federation, all monies and the realised value of all assets belonging to the Federation and the “Southern African Gems and Minerals” (formerly “South African Lapidary Magazine”) magazine shall be divided between all the Members of the Federation. The division shall be based on a pro rata proportion in percentage terms of the Member’s most recent dues.
- 14.2 Any amounts due by the Federation to any of its Members and outstanding accounts/ claims must be paid before the division of assets is undertaken.
- 14.3 Only Members in good standing with the Federation at the time of winding up shall benefit from the division of assets.

#### **15. INDEMNITY**

- 15.1 The Federation shall be a non-profit organisation, and no office-bearer/s (present of past) will be held responsible in their private capacity for any loss (financial or otherwise) that might occur in the running of the Federation.

FORM OF PROXY

We of the ..... Club/Society being a Member in good standing of the Federation of Southern African Gem and Mineralogical Societies and therefore entitled to vote at the Annual General Meeting to be held on ..... Do hereby authorise ..... to act as proxy for us and to vote on our behalf at this meeting or at any adjournment thereof.

We hereby request that our proxy delegate votes as indicated for the following resolutions to be put to the meeting:

<b>Resolution</b>	<b>Vote</b>
1. ....	.....
2. ....	.....
3. ....	.....
4. ....	.....
5. ....	.....

Signed: .....	.....
<b>Secretary</b>	<b>Chairman</b>

Date: .....