



Constitution of the Higher Education Transformation Network (HETN)

Non-Profit Organization (NPO) Reg No: 116-851

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Background:

The Higher Education Transformation Network (HETN) is an independent non-profit organization.

We collaborate with government, tertiary institutions, private sector and development agencies to improve access to and quality of higher education and the relationship between education, training, skills development and youth employability.

1. Name: The Name of the organisation shall be the Higher Education Transformation Network hereinafter referred to as HETN.

2. Colours and Symbols:

The Colours of the Organisation Shall be black, blue and gold. The Emblem of the Organisation shall be a set of laurels surrounding a black circle with two persons. One person shall be holding a pen in a symbolic manner to indicate empowerment through education.

3. Legal Status:

The HETN shall be a legal persona with perpetual succession and power, apart from its individual members, to acquire, hold and alienate property, enter into agreements, and do all things necessary to carry out its aims and objectives and defend its members, its property and reputation.

The organisation may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.

Members of office bearers do not have rights over things that belong to the organisation.

The HETN shall be a non-profit organization for the following objectives:-

- a. To lobby and provide policy advocacy for the transformation of higher education through the promotion of open learning principles in different educational sectors;
- b. To promote quality research output and learning programmes for the transformation of higher education.
- c. To promote knowledge on transformative and innovative methods of opening learning through research

Organisational control and programmes of the HETN shall rest in the Board of Directors and General Meeting (GM) in accordance with its constitution. The organisation shall operate at national and institutional chapter (branch) level.

4. Principles:

The following shall be the principles of the HETN and shall at all times guide its deliberations including its policies, campaigns and operations and processes.

- a. Democratic cooperation and consultation;
- b. Lifelong learning
- c. An inclusive educational system.
- d. Non Racialism
- e. Non Sexism
- f. Academic research excellence

The HETN envisions a society in which all people value, have access to, and succeed in lifelong education and training of good quality that meets national human resource development needs and skills priorities of the global knowledge economy.

The HETN shall strive to attain its objectives through policy advocacy, research and acting as catalyst and facilitator to facilitate higher education transformation through networks and strategic advice as well as empirical data output.

5. Mission and Objectives

1. The HETN is committed to the process of transformation of education and training to increase equitable and meaningful access to higher education, knowledge, skills and learning to ensure:-
2. An education system that is more accessible especially by the marginalised and the poor.
3. An education system that is underpinned by progressive values of democracy, non-racialism, redress and broad participation.
4. An education system whose value system identifies with the aspirations of the people to embrace the rich diversity of South African society.
5. An education system that narrows the divide between intellectual and manual labour.
6. An education system that serves the present and future social and economic needs of a peaceful stable South African society.
7. The elimination of socio-economic disparities through education

6. Membership

Membership shall be open to all alumni from the various institutions of further and higher education and training, public and privately owned as decided on by the Board of Directors, regardless of nationality, race, sex, creed, sexual orientation, on condition that such shall adhere to the principles, discipline and mode of operation of the network;

Membership shall be confirmed annually upon payment of an annual membership subscription fee. Such affiliation fee shall be payable annually;

HETN members shall be expected to pay the subscription fee as determined by the Board of Directors or its authorised subcommittees.

A. The Board of Directors may admit further members from time to time subject to due compliance with any conditions of membership including payment of membership fees which the Board of Directors may stipulate from time to time; and in accordance with the following criteria:-

1. Is not requesting membership as an elected current serving official member of a political party;
2. Has applied to the Membership & Subscriptions member of the Board or authorized subcommittee for membership.
3. Has complied with all vetting and administrative procedures and requirements applied by the Board from time to time

The categories of membership are: Companies and Individuals.

The Board of Directors may suspend or terminate the membership of any member provided that:-

- a. At least (14) fourteen days prior written notice is given to all members of the Board of Directors of the intention to terminate a membership; and

- b. At least (14) fourteen days prior written notice is given to the member concerned. The notice shall invite the member to make written or verbal representations to the meeting as the member may consider appropriate.
- c. Neither the Board of Directors nor its authorized subcommittees shall be required to give reasons for their decisions with respect to membership.

7. Subscriptions

Every person on becoming a member of the organisation shall pay the subscription fee, as determined by the Board of Directors.

Every member should renew his/her membership every academic year and pay the membership fee.

No person shall occupy any executive position on any structure of the organisation unless she/he paid his or her membership fee,

No person shall be able to represent the organisation or vote on any of its policies unless he/she has paid the subscription fee.

8. General Meeting:

A general meeting (GM) shall be constituted every five years and shall have the following powers and duties:-

- a) Shall be the highest decision making forum of the Higher Education Transformation Network,
- b) Shall receive and consider reports of the Board of Directors, which shall be presented by the Executive Director, Chairperson of the Board
- c) Deliberate on the policies and programs of the organisation,
- d) Shall have the power to elect or appoint any commission or committee and assign specific tasks and duties to such commission, committee or individual(s) as the case may be,
- e) Shall have the power to confer honours, associate membership, decorations and awards on members, organisations or individuals in appreciation or recognition of their role in transforming higher education.

At the end of each financial year the Board shall publish audited financial statements of the organization to members. Subsequent five yearly General Meetings shall be held within three (3) months of the end of each financial year.

General Meetings shall be convened by the Board Chairperson on not less than thirty (30) days prior written notice to all members entitled to attend the meeting. This notice shall state the date, time and place of the meeting and in broad terms, the business to be transacted at the meeting.

The business of an General Meeting shall include:-

- ❖ The presentation and adoption of the Progress Report of the Board Chairperson;
- ❖ The consideration of the Financial Statements;
- ❖ The election of members to serve on the Board for the following five years;
- ❖ The appointment of Auditors;
- ❖ Other matters as may be considered appropriate.

8.1 Other General Meetings

Other General Meetings of the Association shall be convened at any time by the Board Chairperson or at the written request of:-

- i. The Board;
- ii. One quarter ($\frac{1}{4}$) of the members of the network.

Any extraordinary General Meeting other than the five-yearly General Meeting shall be convened on not less than 30 days written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.

8.2 Quorum

A quorum constituting a General Meeting of the Association shall be one quarter ($\frac{1}{4}$) of the members.

Should any General Meeting have been properly convened but no quorum be present, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter. The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution. At such reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

8.3 Resolutions and Voting

At all General Meetings, a resolution put to the vote shall be decided by a majority of votes by means of a show of hands or by ballot. A vote by ballot shall be held only if demanded by the Chairperson or not less than one third ($\frac{1}{3}$) of the persons voting in person or by proxy. The result of the vote shall be the resolution of the meeting.

Each member present or represented at such meeting shall be entitled to one (1) vote. Should there be an equality of votes the Board Chairperson shall have a casting or second vote. Each member of the Association shall be entitled to be represented at meetings by virtue of a proxy, a nominated proxy need not be a member of the Association.

The form appointing a proxy shall be in writing and this proxy shall entitle the proxyholder to attend & take part in meetings as well as to vote in the meeting.

8.4 Minutes

Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting. The minutes shall be signed by the chairperson of the meeting, and shall be available for inspection or copying by any member on one (1) weeks notice to the Secretary.

8.5 Powers

A duly convened General Meeting of the organization at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the organization as set out in this Constitution.

8.6 Notices

Notice of all meetings provided for in this Constitution, shall be delivered personally, by fax or email or post, to the last address notified by each person concerned to the organization or

in any other manner as the Board may decide from time to time. The accidental omission to address notice/s to any person shall not invalidate the proceedings of any meeting.

9. Board of Directors:

- a. The Board of Directors shall comprise at least five (5) members. However, the network may co-opt additional members and may change roles as and when needed.
- b. The Board of Directors shall be comprised of the following portfolios that would be filled through direct elections during the general meeting.
 - i. Board Chairperson
 - ii. Deputy- Chairperson
 - iii. Executive Director
 - iv. Director: Memberships & Subscriptions
 - v. Director: Alumni Chapter Support

The General Meeting (GM) or Board of Directors may annually determine whether any of the portfolios shall be designated fulltime officials, incumbent and personnel of the organisation.

Convenors of the various institutional chapters shall be ex officio members of the Board and shall perform any task as mandated by the AGM or Board, where a need arises.

10. Duties and Powers of the Board of Directors:

The affairs of the network shall be controlled and managed by the Board of Directors subject to the terms of this Constitution and to the resolutions of members at the General Meeting. The Board of Directors may exercise all the powers of the organization.

In the General Meeting, the organization may review, approve or amend any decision taken by the Board of Directors but no such resolution of the organization shall invalidate any prior action taken by the Board of Directors in accordance with the provisions of this Constitution.

10.1 Election

The members of the first Board of Directors shall assume their roles in an acting capacity and shall hold office until the first General Meeting to be held five years after their appointment. At such first General Meeting and at every five –yearly General Meeting held thereafter, existing members or other nominated members may be re-elected for positions on the Board of Directors.

Board of Director Management Committee members shall be members of the organisation.

10.2 Board member vacating Office

The office of a Board member shall be vacated if a member:

- i. Resigns; or
- ii. Becomes unfit and/or incapable of acting as such; or
- iii. Is elected as a political office bearer of a political party.
- iv. Becomes disqualified, in terms of any law in force from time to time,
- v. Is removed by the Board of Directors adopted by a resolution of at least half of the Board. The Board shall not be obliged to furnish reasons for its decision/s regarding removal except to the member removed from the Board and to the members of the network at the General Meeting.

- vi. Should a position on the Board fall vacant, the Board can by resolution adopted by at least half ($\frac{1}{2}$) of the Board co-opt a member/s to fill the vacancy/ies. The office of any person so co-opted as member of the Board of Directors shall lapse unless confirmed by resolution of members at the next General Meeting.

10.3 Procedure at Board of Director Meetings

The Board of Directors shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:-

1. The Board Chairperson, the Executive Director, shall chair all meetings of the Board which he or she attends. In the absence of the Board Chairperson and Executive Director, the remaining members of the Board shall elect a chairperson from those attending.
2. The Board Chairperson or Executive Director shall convene a meeting of the Board, monthly or at the reasonable written request of any member of the Board and may convene such a meeting at any other time.
3. The quorum necessary for the transaction of any business by the Board shall be half ($\frac{1}{2}$) of the Board members serving at any given time.
4. At meetings of the Board each member shall have one (1) vote.
5. Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Board Chairperson or in his absence, the Executive Director shall have a casting or second vote.
6. Proper minutes shall be kept of the proceedings of the Board and a record of the persons present at each meeting shall be kept. The minutes shall be signed by the Board member who chairs the meeting, and shall be available at all times for inspection or copying by any member of the Board, and on a week's notice to the Secretary, by any member of the network.
7. A resolution signed by all members of the Board shall be as valid as if passed at a duly convened meeting of the Board.
8. The Board may delegate any of its powers to any of its members, or to a special purpose committee, employee, or agent. The member, committee, employee, or agent to whom such delegation is made shall conform to any regulations and procedures that may be stipulated by the Board from time to time.
9. The Board may appoint an employee as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

11. Financial Matters

11.1 Bank Account

The Board shall open a bank account in the name of the organization with a registered Bank. The Board shall ensure that all monies received by the Board are deposited in the abovementioned bank account as soon as possible after receipt.

11.2 Signatures

All cheques, promissory notes and other documents requiring signature on behalf of the Organization shall be signed by two (2) of the Board members.

11.3 Financial Year End

The network's financial year end shall be end March.

11.4 Financial Records

The Board shall ensure that the network keeps proper records and books of account which fairly reflect the affairs of the organization.

11.5 Annual Narrative Report and Financial Statements

The Board shall ensure that the network prepares an annual narrative report describing the organization's activities and an annual financial statement for each financial year.

The Annual Financial Statements shall conform with generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.

- a) Within two (2) months after drawing up the Annual Financial Statements, the Board shall ensure that:
- b) the organization arranges for an accounting officer to certify that the annual financial statements are consistent with the financial records of the organization and that its accounting policies are appropriate and have been appropriately applied in the preparation of its financial statements.

A copy of the annual financial statements and annual narrative report shall be made available to all members as soon as possible after the close of the financial year.

12. Amendments to the Constitution

The terms of this Constitution may be amended, the name of the organization may be changed and the organization may be dissolved by resolution of sixty six per cent (66%) of the members present at a General Meeting: provided that proper notice of the meeting is given not less than thirty (30) days prior to the date of the Meeting and such notice states the nature of the resolution to be proposed.

13. Indemnity

Subject to the provisions of any relevant statute, members of the Board and other office bearers shall be indemnified by the organisation for all acts done by them in good faith on its behalf. It shall be the duty of the organisation to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the organisation.

Subject to the provisions of any relevant statute, no member of the Board and or other office bearer of the organisation 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 the organisation, which occurs in the execution of the duties of 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.

14. Disputes

In the event of a serious disagreement between the Board members and/or the organisation regarding the interpretation of this constitution then any two (2) Board members or any twenty (20) members of the organisation shall be entitled to declare a dispute.

Such declaration shall be in writing, state the issue in dispute, and be addressed to the Board.

The Board shall consider such declaration within four (4) weeks of receiving it. Should the Board not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred either to a mediator or arbitrator.

Should the dispute be referred to a mediator, the person(s) declaring the dispute and the Board must agree on a suitable mediator and to the costs of such mediation. A mediator may recommend an appropriate resolution of the dispute.

In the absence of agreement regarding a mediator or should mediation not resolve the dispute, the dispute shall be referred to arbitration. The arbitrator shall be such suitably qualified person/s as the person(s) declaring the dispute and the Board may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties; on the basis that a majority decision of the appointed arbitrators shall be final and binding.

The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice. The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

The person(s) declaring the dispute and the Board, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs. The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them.

15. Dissolution Procedure

The organisation may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

15.1 Assets Remaining after Dissolution

When the organization is wound up or dissolved, any assets remaining after its liabilities have been met, must be transferred to another non-profit organization having similar objectives.

When the organization closes down, it has to pay off all its debts.

After debts have been paid and if, if there is property or money left over, such funds should not be paid or given to members of the organisation but will be donated to another nonprofit organisation that has similar objectives.

Upon dissolution, the organisation's general meeting can decide what organisation this should be.