



Constitution

THE AFRICAN LABOUR LAW SOCIETY (ALLS)

1. NAME

The name of the Society is the African Labour Law Society, referred to in this Constitution as 'the Society'.

2. LEGAL PERSONA

The Society is a *universitas personarum* (voluntary association) with perpetual succession, which may sue or be sued in its own name and existing in its own right, separately from its members. It is not a society for gain.

3. Definitions

In this Constitution:-

- 3.1 'Affiliate' means any labour law and social security association or any other legal person which subscribes to the objectives of the Society, and which has been established in an African country, or in an African region which consist of a number of African countries, and which has been accepted as an affiliate of the Society. Each individual member of that affiliate will be encouraged to join the ALLS but it will not be compulsory.
- 3.2 'Country' means a territory which is defined by internationally recognised boundaries, within which a community is permanently established and usually constituting a nation; or which, while lacking one of the mentioned characteristics is governed under one system of law by one supreme authority; or is, by reason of its history and tradition, generally regarded as a separate country.
- 3.3 'Management Committee' means the Management Committee established pursuant to Article 8.3.
- 3.4 'Member' means any natural person who is a member of the Society.
- 3.5 'Representative' means a member of the Representative Council.

- 3.6 'Representative Council' means the Representative Council of the Society established pursuant to Article 8.1.
- 3.7 'Secretariat' means the secretariat appointed by the Management Committee in terms of Article 8.5.

4. OBJECTIVES

- 4.1 The main objectives for the Society are: -
- 4.1.1 to advance and promote labour law and social security law as legal and academic disciplines in Africa;
 - 4.1.2 to advance and promote the practice of labour law and social security law in Africa;
 - 4.1.3 to promote the exchange of ideas and information concerning labour law and social security law in Africa;
 - 4.1.4 to promote collaboration between academics, practitioners and other experts within the fields of labour law and social security law in Africa;
 - 4.1.5 to advance knowledge about, and to promote training in labour law and social security law in Africa; and
 - 4.1.6 to promote ethical stands and integrity in the practice of labour law and social security law in Africa.
- 4.2 In furthering its objectives, the Society is entitled to: –
- 4.2.1 initiate, conduct and support conferences, seminars and training programmes aimed at improving an understanding and awareness of labour law and social security law in Africa;
 - 4.2.2 establish and maintain stakeholder-relations and to co-operate with natural and legal persons whose purpose and objectives are consistent with the objectives of the Society;
 - 4.2.3 affiliate with and maintain relationships with regional and international bodies whose objectives are consistent with those of the Society;
 - 4.2.4 make representations to appropriate stakeholders and authorities concerning the content of proposed labour and social security legislation and policies;
 - 4.2.5 take any other action that may be expedient in support of the furtherance of its objectives; and
 - 4.2.6 establish a Representative Council, elect an Management Committee and to appoint a Secretariat in terms of the Constitution.

4.3 The Society is a non-political organisation and as such shall not entertain any matter which is political in character.

5. MEMBERSHIP AND AFFILIATION

5.1 Membership of the Society is open to all natural persons engaged in the fields of labour law, social security law and human resources management in Africa and who subscribes to the Society's objectives.

5.2 Any natural person who wishes to become a member of the Society may apply to the Secretariat of the Society in writing to be enrolled as a member and this application must be accompanied by payment of the dues for the then current year.

5.3 Once enrolled, a member is bound by this Constitution and any rules made in terms of this Constitution.

5.4 Every member must timeously pay all membership subscriptions for which the member may be liable in accordance with this Constitution and its rules.

5.5 The Management Committee may admit any person as an honorary member if it thinks that it is in the interests of the Society to do so. Honorary members have all the privileges of ordinary membership, but are not required to pay membership subscriptions.

5.6 The liability of any member of the Society is limited to the amount of that member's outstanding membership subscriptions, if any.

5.7 No member shall by reason of membership of the Society be personally liable for any debts, obligations or liabilities incurred by the Society, in the absence of any express promise or agreement in writing accepting such liability.

5.8 Any labour and social security association which subscribes to the objectives of the Society and is established in an African country or in an African region consisting of a number of African countries, may in writing apply to be affiliated with the Society and the application must be accompanied by a copy of its Constitution, the names, addresses, telephone number and e-mail addresses of its president and secretariat.

5.9 The Secretariat may require any additional information necessary regarding any application for membership or affiliation.

5.10 If in the opinion of the Secretariat an applicant is not qualified to be a member or affiliate of the Society, the applicant shall be notified in writing of the decision. The applicant shall be entitled to appeal against the decision within 30 days of the date on which the decision is issued. Any such appeal shall be sent in writing to the Secretariat.

The Management Committee will decide on the appeal within 30 days. The decision of the Management Committee shall be final.

6. TERMINATION AND SUSPENSION OF MEMBERSHIP AND AFFILIATION

- 6.1 Membership or affiliation of the Society is terminated by –
- 6.1.1 the death of the member;
 - 6.1.2 written notice of termination at any time addressed by the member or the affiliate to the Secretariat of the Society;
 - 6.1.3 the member's failure to pay the membership subscription within a period of three (3) months from the date upon which such payment becomes due; or
 - 6.1.4 a resolution of the Management Committee.
- 6.2 Any member or affiliate may be suspended or expelled by the Management Committee, on receipt of a report from the Secretariat, recommending such suspension or expulsion following a complaint against a member or affiliate.
- 6.3 When a complaint against any member or affiliate is received by the Secretariat, the member or affiliate shall be notified by the Secretariat of the complaint and the details thereof. The member or affiliate shall be afforded an opportunity to reply in writing to the Secretariat about the complaint. Such reply must reach the Secretariat within 30 days of the notification of the complaint to the member or affiliate. Upon receipt of the member's response to the complaint, the complainant shall be allowed an opportunity to reply to the response within 30 days from receipt of the response. Should the Secretariat require any additional information or evidence from either the member, the affiliate or complainant, it may solicit it from such party. The submissions and additional information will be furnished to the Management Committee.
- 6.4 Following its consideration of such evidence and the submissions made to it, the Management Committee, shall either dismiss the complaint or make a final decision regarding the expulsion of the member or affiliate within 30 days of receiving all submissions and additional information.

7. REPRESENTATION OF THE SOCIETY

No member or affiliate may organise any conference, seminar or other meeting using the name of the Society or represent the Society or take any other action in the name of the Society, without prior authority of the Management Committee of the Society.

8. GOVERNANCE AND STRUCTURES

8.1 Composition and Meetings of the Representative Council

- 8.1.1 The Representative Council is constituted of a President, a vice-President, a member of the Secretariat and ideally one (1), but not more than three (3) Representatives of each of the different African countries which have members of the Society.
- 8.1.2 Any Representative of the Representative Council may nominate for election a potential member to represent an unrepresented African country. Two thirds of the votes must be in favour of the appointment of the new Representative. The Society will attempt to expand the number of African countries so represented to cover as many African countries as possible.
- 8.1.3 Should the Society not be in a position to secure a Representative for any one or more of the African countries who have members of the Society, this will not place the legitimacy of the Representative Council in jeopardy.
- 8.1.4 The Representative Council must consist of at least the President, the vice-President, a member of the Secretariat and three (3) other Representatives to constitute a quorum of any meeting. If there is no quorum present thirty (30) minutes after the time for which the meeting was called, the meeting must be postponed to a future date. If no quorum is obtained at the reconvened meeting, the Representatives then present constitute a quorum and may proceed to transact the business on the agenda.
- 8.1.5 The Representative Council must meet at least once in three (3) years or as soon as permissible thereafter, but preferably annually on a date and at a place to be determined by the Secretariat.
- 8.1.6 Representatives must be given at least fourteen (14) days' written notice of the holding of a Representative Council meeting, which meeting may be virtual or otherwise. The notice must specify the place if necessary, the day and hour of the meeting and, in the case of special business, the nature of that business.
- 8.1.7 It is not necessary to convene a meeting of the Representative Council, provided voting by electronic means in respect of any matter specified in the notice referred to in 8.1.6 above is provided for and the matter to be so voted on is accompanied by a detailed written motivation and further that no request from at least 25% of the Representative Council had been received no later than 7 days prior to the meeting, to have further deliberations on the matter.
- 8.1.8 Each country represented at the meeting of the Society has one vote. With the exception of the election of a new Representative referred to in Article 8.1.2 and an

amendment to this Constitution, referred to in Articles 13 and 14, decision-making is by simple majority.

- 8.1.9 A Representative may appoint a proxy to attend any meeting and to vote. The proxy must be authorised, in writing, by the Representative concerned. Representatives present by proxy must be included as members present for the purposes of obtaining any quorum required by this Constitution.
- 8.1.910 The President must chair all meetings of the Society. If the President is unable to chair a meeting, the vice-President or any other Representative present elected for that purpose, may do so.

8.2 Functions of the Representative Council

- 8.2.1 Subject to the provisions of this Constitution, the Society shall be governed by the Representative Council, and shall;
- 8.2.1.1 be responsible for the general supervision and control of the affairs of the Society and accordingly shall, if it deems fit, provide direction to the Management Committee and the Secretariat;
 - 8.2.1.2 oversee the nomination and election of a President, vice-President and the Management Committee members of the Society;
 - 8.2.1.3 establish such committees to assist in the governance of the Society, and dissolve the same, as it may from time to time deem appropriate;
 - 8.2.1.4 receive and consider the annual financial reports of the Society, and from time-to-time, determine the financial year of the Society;
 - 8.2.1.5 approve the appointment of the Secretariat by the Management Committee.
 - 8.2.1.6 decide with which international and national labour and social security law bodies the Society will affiliate with;
 - 8.2.1.7 decide about the location and hosting country for the conference for the year/s ahead;
 - 8.2.1.8 transaction any other business which the Representative Committee may deem necessary.

8.3 Composition of the Management Committee

- 8.3.1 Management Committee members are nominated and elected by the Representative Council and consists of the President, vice-President, at least one (1) more additional Committee member, and one (1) representative of the Secretariat.

- 8.3.2 Management Committee members hold office for a period of two (2) years from the date of their election or appointment or until the first meeting of the Representative Council subsequent to the expiry of the period aforementioned, unless they resign or are removed from office before the expiry of that period. A Committee member who has not been removed from office is eligible for re-election upon the expiry of his or her term of office. A Management Committee member must be a paid-up member of the Society. A Management Committee member may not serve for more than three (3) consecutive terms in the same capacity on the Management Committee.
- 8.3.3 A casual vacancy caused by a member of the Management Committee ceasing to hold office for any reason, may be filled by the Management Committee for the unexpired portion of the period of office of the office bearer or member concerned.

8.4 Functions of the Management Committee

- 8.4.1 The Management Committee has the power and duty to execute and realise all the managerial powers of the Society as set out in this Constitution.
- 8.4.2 The Management Committee has the power to delegate any or all of its powers and functions.
- 8.4.3 In particular, the Management Committee has the following powers and duties:
- 8.4.3.1 The determination of policy regarding the control of the operations of the Society.
 - 8.4.3.2 The suspension or removal of Members of the Society on good cause shown.
 - 8.4.3.3 The appointment of a Secretariat. The Management Committee shall determine the remuneration of the Secretariat.
 - 8.4.3.4 Any function delegated to it by the Representative Council.
 - 8.4.3.5 The convening of meetings of the Management Committee and of the Society.
 - 8.4.3.6 The determination of the subscription fees payable by members.
 - 8.4.3.7 The appointment of a Secretariat and decide where it will be located.
 - 8.4.3.8 The formulation of suggestions for the Representative Council about the location and hosting country for the conference for the year/s ahead. The appointment of accounting officers for each financial year or other period.
 - 8.4.3.9 To direct the opening and maintaining of bank accounts in any country where the Society's Secretariat is situated;

- 8.4.3.10 The acceptance of donations and the investment of moneys of the Society not immediately required for its objects.
- 8.4.3.11 The organisation of meetings, conferences, workshops, lectures, and research projects.
- 8.4.3.12 The awarding, at its discretion, of bursaries and prizes relating to the study of labour law and social security law.

8.5 The Secretariat

8.5.1 The day-to-day administrative functions of the Society are under the control of the Secretariat, which shall act and manage the affairs of the Society in accordance with the objects set out in this Constitution.

8.5.2 The Secretariat has the following functions:

- 8.5.2.1 To collect funds and raise revenues for the purposes of the Society through membership fees, donations, sponsorship, collections, grants and all other lawful means.
- 8.5.2.2 To open and operate such bank accounts as are necessary to conduct its business. The bank account of a national or international affiliate may be used, as long as separate book keeping records are kept;
- 8.5.2.3 To pay, at its discretion, all costs and charges incidental to the promotion, formation and establishment of the Society, and to pay or refund all costs and expenditure incurred for the benefit of the Society.
- 8.5.2.4 To carry out and further all or any of the objects of the Society set out in this Constitution.
- 8.5.2.5 To source new members, market the Society, manage the website, report as required, arrange meetings, take minutes and distribute same, maintain the database, source new products or benefits, email news and judgments to members, source new sponsors, manage sponsors and assist with the arrangement of conferences.

9. FINANCIAL MATTERS

9.1 The financial year of the Society shall be from 1 March of each year.

9.2 The funds of the Society must be used solely for investment or in the service of the objects of the Society. Surplus profits or gains may not be distributed to members, employees or any other person.

- 9.3 At least once every year, the accounts must be examined, and the correctness of the statement of income and expenditure and balance sheet must be ascertained by the Society's appointed accountants of the Society.
- 9.4 The Society's financial statements shall be presented to the meetings of the Representative Council.

10. AFFILIATES: NATIONAL AND REGIONAL ASSOCIATIONS

- 10.1 Any one or more countries in Africa may elect to establish a national or regional association, which broadly supports the goals of the Society, and to affiliate with the Society.
- 10.2 The Management Committee is authorised to receive and approve applications of affiliation from any national or regional associations and may nominate a delegate from the affiliate to be elected by the Representative Council of the Society. Such a delegate who makes a nomination must also be a member of the Society.
- 10.3 Any Affiliate is authorised to collect subscription fees for the Society and to pay such funds to the Secretariat in a lump sum payment.

11. DOMICILIUM

The offices of the Society will be located at a place determined by the Management Committee.

12. TRANSITIONAL PROVISIONS

- 12.1 Notwithstanding the provisions of Article 8.1, the Representative Council comprising of the members in the attached Annexure "A1" shall be deemed to have been elected under this Constitution and shall constitute the first Representative Council of the Society, and its term of office and that of the President and vice-President shall be deemed to have begun from the date of 9 September 2017.
- 12.2 Notwithstanding the provisions of Article 8.3, the Management Committee comprising of the members in the attached Annexure "A2" shall be deemed to have been elected in terms of this Constitution, and shall constitute the first Management Committee of the Society, and its term of office shall be deemed to have begun from the date of 9 September 2017.

13. AMENDMENTS

This Constitution may be amended by a resolution passed by not less than two-thirds of the members present at a meeting of the Representative Council meeting, by written notice, specifying the amendment proposed to be effected or the resolution to be taken.

14. DISSOLUTION

14.1 The Society may be wound up or liquidated by a resolution passed by not less than a majority of the members of the Society present at a Representative Council meeting called for that purpose, by written notice, specifying the resolution proposed to be taken at the meeting.

14.2 If upon winding up or dissolution of the Society there remains, after the satisfaction of its debts and liabilities, any property or assets, they must not be paid to or distributed among the members of the Society. Any remaining amount may be given or transferred to any other institution having objects similar to those of the Society as may be determined by the Society at or before the time of dissolution.

15. ADOPTION OF THE CONSTITUTION

This Constitution was approved and accepted by the Representative Council of the Society at a meeting held on 6 September 2018.

The Constitution was updated in July 2020.

SIGNED:

C M Fincham
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P Barnu
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Stefan van Eck
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A1

To be updated

A2

President

Dr Pamhidzai Bamu, *Zimbabwe & US*

Vice President

Mr Moemedi Tafa, *Armstrongs, Botswana*

Secretariat

Clare Fincham, *South Africa*

Committee

Ruben Philander
Namibia

Rutendo Mudarikwa
Zimbabwe

Keshni Naicker
Bowmans
South Africa

Georgina Ogalo
Airtel Africa
Kenya

Rethabile Sakoane
Tharollo Agency
Lesotho

Shrivan Dabee
ENSafrica
Mauritius