



**CONSTITUTION
OF THE
SOUTHERN AFRICAN HEADS OF INDEPENDENT SCHOOLS ASSOCIATION**

(As approved in February 1949 and amended in August 1967, October 1968, August 1971, October 1976, September 1978, August 1983, September 1984, August 1985, August 1990, August 1993, September 1995, September 1998, September 1999, September 2005, September 2008, November 2009 and September 2011)

1. Name and Legal Status

- 1.1. The name of the association is the Southern African Heads of Independent Schools Association, formerly known as The Conference of Heads of Independent Schools in South Africa (HMC).
- 1.2. The association is a voluntary association with perpetual succession, which may sue or be sued in its own name.
- 1.3. It is an association not for gain.

2. Definitions

- 2.1. In this constitution:
- 2.2. Clause headings are for purposes of reference only and shall not be used in interpretation.
- 2.3. Unless the context clearly indicates a contrary intention, words connoting:
 - 2.3.1. any gender include the other two genders;
 - 2.3.2. the singular includes the plural and vice versa;

2.3.3. natural persons include artificial persons and vice versa.

2.4. The following expressions shall bear the meanings assigned to them below and cognate expressions shall bear corresponding meanings:

2.4.1. “head” means the headmaster or headmistress of any independent school or the chief executive officer of a group of independent schools;

2.4.2. “independent school” means an educational institution as defined in the constitution of ISASA.

2.4.3. “ISASA” means the Independent Schools Association of Southern Africa;

2.4.4. “member in good standing” means a member whose rights of membership have not been suspended;

2.4.5. “new school” means an independent school which has been in existence for fewer than three years but which has been granted membership of ISASA with introductory or active status;

2.4.6. “SAHISA” means the Southern African Heads of Independent Schools Association;

2.4.7. “school” means an independent school.

3. Vision

SAHISA subscribes to the vision of ISASA of a Southern Africa in which:

- 3.1. quality education is provided to all Southern African learners;
- 3.2. the value of independent education in contributing to this goal is recognised; and
- 3.3. a value-based, public-spirited community of diverse, high quality, independent schools is developed.

4. Mission

- 4.1. SAHISA is an association of heads that promotes the highest standards of professional practice and conduct of its members in

order to ensure quality independent education for learners in their schools.

- 4.2. It strives to foster collegiality and the professional development of heads and their staff, by creating a forum for interaction and mutual support.
- 4.3. It seeks to use its expertise and collective voice to promote the profession and contribute to invigorating education in Southern Africa.

5. Objects

In support of its vision and mission, the objects of SAHISA are:

- 5.1. to provide a collegial forum for the mutual understanding and support of members;
- 5.2. to promote the highest possible ethical and educational standards in schools;
- 5.3. to encourage an environment in which members and their communities are able to nurture their spiritual growth and faith;
- 5.4. to acknowledge the right of different interest groups within SAHISA to associate with one another;
- 5.5. to improve the quality of professional development of heads by:
 - 5.5.1. determining their needs and priorities;
 - 5.5.2. working with providers and other interested organisations to design suitable development programmes and conferences;
 - 5.5.3. ensuring a regular flow of relevant information on research, best practice, innovations, programmes and policy developments that will keep them abreast of significant issues; and
 - 5.5.4. extending accreditation and professional, academic, and community recognition of their development programmes and activities;
- 5.6. to encourage staff development through the interaction and co-operation of schools;

- 5.7. to supply members with ongoing advice and support with regard to their relationships with governing bodies;
- 5.8. to promote a sense of service, partnerships and social responsibility initiatives;
- 5.9. to foster educational and professional links with international associations, institutions and heads; and
- 5.10. to support ISASA's interaction with education authorities and organisations, and its contribution to education debate and policy development in Southern Africa.

6. Membership

- 6.1. It is the head, not the school, who is the member of SAHISA.
- 6.2. The head of any independent school which -
 - 6.2.1. is an active member of ISASA;
 - 6.2.2. and who is a professional educator and subscribes to both A and B sections of the Conditions for Membership of ISASA and the Code of Ethical Conduct of SAHISA.shall be eligible for membership of SAHISA.
- 6.3. If a school has separate heads for its pre-primary, primary and secondary sections, all may apply for membership. Where a group of schools has made provision for a chief executive officer, he or she is also eligible for membership.
- 6.4. The executive director of ISASA will be an ex officio member of SAHISA;
- 6.5. .

7. Applications for Membership

- 7.1. Written application for membership by any head shall be made to the SAHISA Council.
- 7.2. Applications for membership are to be submitted to the Executive Committee of SAHISA, to be determined by the SAHISA Council.

All members of SAHISA will be informed of the admission of new members.

8. Honorary Membership

All members of SAHISA who, on resignation as head, had enjoyed membership for ten years, or who had been a member for a lesser period but served as chairperson, shall qualify for honorary membership. Honorary members shall be entitled to receive annual reports and to attend SAHISA social functions in their regions but shall not be entitled to attend, speak or vote at meetings.

9. Affiliates

Any properly constituted conference or association, with objects and standards of membership similar to those of SAHISA, on application, may be declared an affiliated association by resolution of the SAHISA Council. The individual members of such an affiliated association will have no membership rights but its representatives may be invited to regional and members' meetings and to consult in matters of mutual interest.

10. Termination of Membership

- 10.1. Membership of SAHISA will terminate upon the death or resignation of a member or upon that member ceasing to be eligible for membership.
- 10.2. The membership of any person who acts in breach of the Conditions for Membership of ISASA or the Code of Ethical Conduct of SAHISA, in any manner which may bring his or her school or SAHISA or ISASA into disrepute, or which is contrary to the vision, mission or objects of SAHISA, may be terminated or suspended in accordance with the following procedure:
 - 10.2.1. If any member believes that any other member has acted in breach of the Conditions for Membership of ISASA or the Code of Ethical Conduct of SAHISA, in a manner likely to bring his or her school or SAHISA or ISASA into disrepute or contrary to the vision, mission and objects of SAHISA, he or she should attempt to resolve the problem by making direct contact with the other member in question.

- 10.2.2. If they are unable to resolve the issue, then the member may submit a complaint to the executive committee. The complaint must be in writing and must be accompanied by written recommendations by two other members that the membership of the member in question should be reviewed.
- 10.2.3. The chairperson must then appoint a disciplinary committee which shall consist of:
 - 10.2.3.1. a member of the executive committee appointed by the chairperson to preside;
 - 10.2.3.2. one other member of the executive committee;
 - 10.2.3.3. the regional chairperson of the region in which the member's school is situated; and
 - 10.2.3.4. the executive director of ISASA.
- 10.2.4. The disciplinary committee will investigate the complaint. During the investigation, the disciplinary committee will give all interested parties a fair opportunity to present their cases and to call witnesses.
- 10.2.5. After investigating the complaint, the disciplinary committee may:
 - 10.2.5.1. Suspend the rights of active membership of the member in question. These include the right to receive information, to attend, speak and vote at meetings, to hold any office or position provided for in this constitution and to participate in any activities of SAHISA. These rights may be suspended either for an indefinite period or for a period of time and on such other conditions as the disciplinary committee may determine.
 - 10.2.5.2. Terminate membership.
- 10.2.6. A member against whom disciplinary action is taken by the disciplinary committee shall have the right to appeal to the chairperson, whose decision shall be final and binding.

11. Members' Meetings

- 11.1. An annual Conference of members of SAHISA shall be held at least once every year. Every member of SAHISA in good standing will be entitled to attend, speak and vote (if called for) at such Conferences.
- 11.2. The purpose of the annual Conference of members shall be to receive and consider the reports of the SAHISA Council, to provide lectures and workshops of professional relevance and to provide a forum for interaction among heads within SAHISA.
- 11.3. At each annual Conference the place and date of the next Conference shall be decided, failing which the SAHISA Council shall determine it.
- 11.4. The SAHISA Council may at any time call a Conference of members on not less than 21 days written notice to members.
- 11.5. The chairperson of SAHISA or, failing him or her, the vice chairperson or, failing him or her, any member present elected by the members present shall preside at Conference.

12. Election of Officers

- 12.1. The elected officers of SAHISA shall be:
 - 12.1.1. the chairperson; and
 - 12.1.2. the vice chairperson.
- 12.2. The chairperson and vice-chairperson of SAHISA shall be elected from amongst the members of SAHISA Council in good standing at the end of the Annual General Meeting and shall hold office until the end of the next Annual General Meeting.

13. SAHISA Council

- 13.1. The SAHISA Council shall determine from time to time the general policy of SAHISA, subject to the direction or ratification of members' meetings, and shall have the directions and control of its affairs, which shall relate to all the objectives of SAHISA and the professional issues of headship.
- 13.2. The SAHISA Council shall comprise:

- 13.2.1. The chairperson, vice chairperson and immediate past chairperson;
 - 13.2.2. Three delegates from each region of ISASA;
 - 13.2.3. The chairpersons of the sectors for high schools, primary schools, early childhood development schools and schools for learners with special educational needs;
 - 13.2.4. The Executive Director and Directors of ISASA;
 - 13.2.5. The SAHISA Co-ordinator.
- 13.3. Each region shall be represented by its chairperson and two other delegates. The region shall ensure as far as it can that its representatives embrace the diversity of the region concerned (for example, as to population groups served by ISASA member schools in the region and as to the different types and nature of those schools).
- 13.4. Meetings of SAHISA Council shall be called on not less than fourteen days written notice to its members, sent to the address of each member as recorded by SAHISA. Apart from the SAHISA Council's Annual General Meeting, held once each year within nine months of each financial year of ISASA, SAHISA Council's general meeting may be requisitioned by the chairperson (or in his or her absence the vice chairperson), or by any two regional chairs, or by any six members of SAHISA Council, in terms of a written request signed by each requisitioner. The executive committee shall arrange or the chairperson shall requisition at least three council's general meetings between each SAHISA Council's Annual General Meeting.
- 13.5 The SAHISA Council shall meet for its annual general meeting at least once in each year within not more than nine months after the end of each financial year of ISASA and within not more than 15 months after the date of its last preceding annual general meeting. The time, date and place of such meeting shall be determined by the chairperson in consultation with the Executive Committee. The business of the SAHISA Council's annual general meeting shall include:
- 13.5.1 the consideration of the annual report of SAHISA's affairs;
 - 13.5.2 the discussion of any matter referred to in or arising out of the report;

- 13.5.3 the discussion of any matter of which notice shall have been given to the chairperson at least 28 days before the date of the annual general meeting;
- 13.5.4 the transaction of such other business as may be transacted at an annual general meeting of an association;
- 13.5.5 the transaction of such other business as is required to be transacted by the SAHISA Council under this constitution;
- 13.6 A quorum of members shall be 50% + 1 of the members of Council at the time personally present, unless and until otherwise determined by Council
- 13.7 Any SAHISA member in good standing will be entitled to attend the SAHISA Council AGM as an observer.

14. Executive Committee

- 14.1. The implementation of the policy and directives determined by the SAHISA Council from time to time, between meetings of Council, and the direction and control of SAHISA's affairs in terms of such policy and directives shall be the responsibility of the executive committee. The executive committee shall report to each meeting of Council in this regard.
- 14.2. The executive committee shall consist of:
 - 14.2.1. the chairperson;
 - 14.2.2. the vice chairperson;
 - 14.2.3. the immediate past chairperson;
 - 14.2.4. the Regional SAHISA Chairpersons of each Region of ISASA
 - 14.2.5. the Executive Director of ISASA (or his/her appointed representative); and
 - 14.2.6. the SAHISA Co-ordinator (who shall be entitled to speak, but not to vote).
- 14.3. Three members of the executive committee, one of whom shall be the chairperson or, failing him or her, the vice chairperson, personally present, shall form a quorum.

- 14.4. The chairperson or, failing him or her, the vice chairperson, shall preside at meetings of the executive committee and he or she shall have both a deliberative and a casting vote.

15. Powers and Responsibilities of the Executive Committee

- 15.1. Subject to the general policy of SAHISA, the executive committee shall have power:
- 15.1.1. to carry on the business and exercise all the powers of SAHISA between SAHISA Council meetings, subject always to its acts not being inconsistent with any resolutions passed by any Council meeting;
 - 15.1.2. to appoint and remove a SAHISA Co-ordinator to fulfil organisational and administrative functions, on the following basis:
 - 15.1.2.1. the job description and core competencies shall be determined from time to time by a selection panel established on each occasion to interview applicants and make the appointment, comprised of three members nominated by the executive committee and two members nominated by ISASA;
 - 15.1.2.2. the Co-ordinator's employment shall be by ISASA, with functional responsibility to the chairperson of SAHISA and the balance of employment responsibility to the Executive Director of ISASA, with performance appraisals in each sphere of responsibility to be undertaken by SAHISA and ISASA respectively; and
 - 15.1.2.3. termination may be at the instance of either SAHISA or ISASA, but only to be made with the consent of the other, such consent not to be unreasonably withheld or delayed.

16. Source and Application of Funds

- 16.1. As a constituent member of ISASA, SAHISA may not raise or seek to raise funds or collect membership subscriptions without the prior written consent of the executive committee of ISASA (Exco). Such

consent may be granted on such terms as the Exco may determine and may be withdrawn at any time.

16.2. The funds required by SAHISA for the achievement of its aims and objectives shall be obtained from:

16.2.1. ISASA, pursuant to an income and expenditure budget submitted annually by SAHISA to the Exco and approved by the Exco. Such income and expenditure account, together with a detailed report on the financial affairs of SAHISA for the previous year, shall be submitted by SAHISA to the Honorary Treasurer of ISASA, at such time and in such form as may be required by the Honorary Treasurer to enable him or her to incorporate the SAHISA budget into the budget for ISASA for the following year;

16.2.2. Any other means of raising funds as may be approved by the Exco from time to time.

16.3. The assets and funds collected and raised by SAHISA shall be the property of ISASA and where so approved by the Exco of ISASA, shall be held by SAHISA, but will in any event be subject to an annual audit.

17. Register of Members

The SAHISA Co-ordinator shall keep a register of members containing such particulars as may be laid down by the executive committee. .

18. Reports of Meetings

The person presiding at any general meeting and the SAHISA Co-ordinator shall be responsible for the preparation of the report of the proceedings at any general meeting.

19. Regional Committees

19.1. A regional committee of members shall be established in each region defined as such by ISASA.

19.2. The function of a regional committee shall be to promote the vision, mission and object of SAHISA amongst members in that region by fostering collegiality and co-ordinating the activities of SAHISA in that region. A regional committee will at all times act subject to the policy of SAHISA as determined at general meetings from time to time and to the authority of the executive committee.

- 19.3. The regional committee shall consist of a regional chairperson, regional vice chairperson and such further number of members as may be determined by the executive committee, each of whom shall be elected by the members in that region at each regional annual general meeting. They shall hold office from the conclusion of the annual general meeting at which they are elected to the end of the next annual general meeting.
- 19.4. The regional chairperson, or failing her or him, the regional vice chairperson, shall preside at all meetings of members of the region and at meetings of the regional committee. The person presiding shall have both a deliberative and a casting vote. The quorum of any regional general meeting shall be one half of the members in that region, one of whom shall be the regional chairperson or the regional vice chairperson. The quorum at any meeting of the regional committee shall be one half of its members, one of whom shall be the regional chairperson or the regional vice chairperson.
- 19.5. Each region shall hold an annual general meeting of the members of the region at least once every year.

20. Terms of Office

- 20.1. Any person elected to hold any position or office under this constitution shall be eligible for re-election for a maximum of two consecutive terms of office. The fact that such person has served two consecutive terms shall not preclude him or her from holding any other position or office in SAHISA nor shall it preclude him or her from holding that office again after the expiry of the term of office of his or her successor.
- 20.2. Members of the SAHISA regional committee elected under 19.3 and regional delegates to the SAHISA Council elected under 13.2.2 shall hold office from the conclusion of the annual general meeting of the region at which they were elected until the conclusion of the third annual general meeting of the region thereafter (namely, approximately three years) when they shall retire. Upon retirement, they shall be eligible for re-election at that third annual general meeting for a second successive term of approximately three years, until the conclusion of the sixth annual general meeting of the region after the first aforementioned one, when they shall retire. The periods of the first or second terms (or both), as the case may be, shall be extended by any period or periods during which a member serves as an office bearer of SAHISA. However, after the second successive term, a retired

member shall not be eligible for re-election, until the next annual general meeting of the region thereafter or later, when he or she will become eligible again for election in the ordinary course.

20.3. Any person who attends a meeting in more than one capacity shall be entitled to exercise one vote only.

21. Notices

21.1. Not less than 21 days written notice of any members' meeting shall be given to all members, but the executive committee may call a special members' meeting on shorter notice if it considers it essential to do so. Any notice of meeting shall set out the general nature of the business to be transacted.

21.2. Notice of a members' meeting sent by facsimile or by email, shall be deemed to have been received on the next school day following successful transmission.

22. Amendment

This constitution may only be amended by a resolution of not less than two thirds of the members present in person at a general meeting of which not less than 21 days notice setting out the proposed amendment shall have been given to all members.

23. Interpretation

Should there be any doubt as to the meaning of any part of this constitution, the interpretation thereof by the executive committee shall be final unless and until a general meeting decides otherwise.

24. Dissolution

SAHISA may be dissolved by a resolution of not less than two-thirds of the members present in person at a special members' meeting called for that purpose, of which not less than 21 days notice shall have been given to all members. The quorum for such meeting shall not be less than one half of the members in good standing