

PHILATELIC FEDERATION OF SOUTH AFRICA



CONSTITUTION

As adopted by Congress on 23 October 2021

Preamble

The Philatelic Federation of South Africa (PFSA) is a voluntary association organised as a federation of clubs & societies for stamp collectors and philatelists of all ages and all types. The PFSA encourages collectors to form or belong to clubs/societies but also provides for those who prefer not to belong to an organised body; such individuals may benefit from the work and activities of the PFSA as *direct subscribers*. The Constitution regulates the affairs of the PFSA.

ARTICLE 1 – NAME AND STANDING

- 1.1 The name of the association shall be “The Philatelic Federation of South Africa”, hereinafter referred to as “the Federation”.
- 1.2 The association shall be deemed to have perpetual succession.
- 1.3 The association shall have the power to sue and may be sued in its own name.

ARTICLE 2 – OBJECTS

The objects of the Federation shall be:

- 2.1 To promote the hobby of philately and the study of all its facets.
- 2.2 To promote the philatelic interests of its membership.
- 2.3 To act as the representative of its members and of organised philately in South Africa.

ARTICLE 3 – POWERS

To further its objects the Federation shall:

- 3.1 Take steps to foster the hobby.
- 3.2 Register and support the activities of societies which have as their objects the promotion of philately in South Africa and/or the study of the philately of southern Africa as members in terms of Article 5.
- 3.3 Register:
 - (a) Home members of an affiliated society, which on registration and payment of such fees as may be due by the society, as *subscribers* who on such registration shall be entitled to receive the South African Philatelist, to access the members’ area of the Federation’s website, and to submit applications to exhibit at exhibitions sanctioned by the Federation or by bodies to which the Federation is affiliated.
 - (b) Dealer members of an affiliated dealer association, which on registration and payment of such fees as may be due by the dealer association, as *subscriber dealers* who on such registration shall be entitled to receive the South African Philatelist, to access the members’ area of the Federation’s website, and to submit applications to trade at exhibitions sanctioned by the Federation; and
 - (c) Individuals who on application wish to subscribe, as *direct subscribers* who on payment of such fee as may be due, become entitled to receive the South African Philatelist, to access the members area of the

Federation's website, and to submit applications to exhibit at exhibitions sanctioned by the Federation or by bodies to which the Federation is affiliated.

- 3.4 Determine dues and levies payable by members, receive monies, and use funds in support of its objects.
- 3.5 Hold an Annual Congress.
- 3.6 Sanction Philatelic Exhibitions.
- 3.7 Publish the South African Philatelist (a) in such format as Congress may decide and (b) at such intervals as the Management Committee may decide.
- 3.8 Support the publication of philatelic studies.
- 3.9 Keep a Roll of Honour of Distinguished Philatelists of South Africa.
- 3.10 Determine by-laws, rules, and procedures for its functioning.
- 3.11 Liaise with the SAPO on all matters related to the hobby, including new stamp issues; and
- 3.12 Liaise with and, if appropriate, enter into agreements with and/or affiliate to kindred organisations.

ARTICLE 4 – DEFINITIONS AND RELATED MATTERS

- 4.1 'Society' shall include associations, societies, clubs, study circles, research groups, and groups where members are organised by means of a constitution.
- 4.2 "Philatelic society" shall include any society which has as its object the promotion of philately in all or any of its aspects and shall include societies having a general or a specialist area of interest.
- 4.3 "Office bearer" shall mean a persons elected to any office specified in Article 10.
- 4.4 'Officer' shall mean a person appointed by the Management Committee to perform a specified function.
- 4.5 "Member" shall mean:
 - (a) An affiliated society,
 - (b) An affiliated dealers' association,
 - (c) The South Africa Post Office (SAPO),
 - (d) The Philatelic Foundation of South Africa,
 - (e) The Direct Subscribers Society.
- 4.6 "Home Member":
 - (a) A person who belongs to only one affiliated society shall be deemed to be a home member of that society,
 - (b) A person who belongs to more than one affiliated society shall choose which society is to be his or her home society and must inform the affiliated societies to which he she belongs of that choice,
 - (c) Each affiliated society must inform the Federation of the people who are its home members,
 - (d) Each affiliated society shall pay such fees as Congress may determine in respect of home members.
- 4.7 "Dealer subscriber":
 - (a) A dealer belonging to an affiliated dealer association shall be deemed to be a dealer subscriber,
 - (b) Each affiliated dealer association must inform the Federation of the dealers who belong to it.
- 4.8 "Direct subscriber":
 - (a) A person who is not a member of an affiliated society who subscribes as an individual shall be deemed to be a direct subscriber,
 - (b) A direct subscriber shall pay such fees as Congress may determine.
- 4.9 "Written notice" shall mean notice in writing sent:
 - (a) By post to the addressee's last registered postal address; or
 - (b) By email to the addressee's last registered email address,provided that where the number of days' notice is specified, the specified number shall be increased by five days where notice is given by post.

ARTICLE 5 – SOCIETY AFFILIATION AND MEMBERSHIP

- 5.1 Affiliation by any society shall be on application to the Management Committee. Application shall be open to any body of people having a constitution that has as its objectives the promotion of philately or any branch of philately.

- 5.2 Applications for affiliation and membership by a society shall be dealt with by the Management Committee in terms of the by-laws, provided that the Management Committee shall have the right to refuse an application or to terminate membership.
- 5.3 A society which is registered and granted affiliation as a member shall pay such fees as Congress may determine for societies. The home members of an affiliated society which has paid such fees as are due shall be deemed to be subscribers and entitled to the benefits enjoyed by subscribers including the right to receive the South African Philatelist, to access the members' area of the Federation's website and to submit applications to exhibit at exhibitions sanctioned by the Federation or by bodies to which the Federation is affiliated.
- 5.4 A member (as defined in 4.5) shall annually pay such fees as Congress may determine, but it is recorded that the South Africa Post Office (SAPO), the Philatelic Foundation of South Africa, and the Direct Subscribers Society shall not be liable for any annual membership fees or other membership-related dues.
- 5.5 The Management Committee may:
- (a) Suspend the affiliation of a society for a period not exceeding three months where the society is not in good financial standing with the Federation at the end of the first quarter of the year, to allow it to settle its dues to Federation; or
 - (b) Terminate the membership of an affiliated society:
 - (i) After hearing the society and for good cause shown; or
 - (ii) It fails to pay up during or after a period of suspension in terms of (a).
- 5.6 Any decision by the Management Committee to terminate the membership of an affiliated society shall be provisional until confirmed or set aside at the next Congress of the Federation.
- 5.7 Where a society's affiliation has been provisionally terminated the rights of any such society and its members to receive the South African Philatelist, to access the members area of the Federation's website. and to submit applications to exhibit in Federation-sanctioned exhibitions shall fall away until the termination is confirmed or set aside by Congress.
- 5.8 The Management Committee may on application re-instate the affiliation of a society which has had its affiliation terminated by Congress for good cause, and after any debts to Federation have been paid.
- 5.9 A society may resign its membership of Federation with effect from the end of the calendar year in which it submits its resignation provided that:
- (a) It shall be liable for all fees due to the end of the calendar year: and
 - (b) All amounts due to the Federation at the date of resignation shall remain due and payable to the Federation.
- 5.10 Each Society shall on affiliation by the Management Committee be categorised as
- (a) A local society (headquartered in South Africa).
 - (b) A junior society, being a society for collectors under 21 (twenty-one) years of age.
 - (c) An external society (not headquartered in South Africa).
- 5.11 The liability of an affiliated society shall be limited to the amount of any unpaid membership fees or other debts due to the Federation.

ARTICLE 6 - DEALERS' ASSOCIATIONS

- 6.1 Philatelic dealers are an integral feature of organised philately. The Federation recognises this in providing for affiliation by dealer associations. On affiliation to the Federation such associations become *members* of Federation, and their dealer members become *dealer subscribers* to the Federation.
- 6.2 Affiliation is on application to the Management Committee and shall be open to any body of dealers having a constitution that includes in its objectives the promotion of ethical philatelic dealing.
- 6.3 Applications for affiliation and membership by a dealer association shall be dealt with by the Management Committee in terms of the by-laws, provided that the Management Committee shall have the right to refuse an application or to terminate membership.
- 6.4 A dealer association which is granted affiliation as a member shall pay such fees as Congress may determine for dealer associations. The dealers belonging to an affiliated association which has paid such fees as are due shall be deemed to be *dealer subscribers* and entitled to receive the South African Philatelist on payment of any applicable fee, to access the members' area of the Federation's website, and to submit applications to trade at exhibitions sanctioned by the Federation.

6.5 The Management Committee may:

- (a) Suspend the affiliation of a dealer association for a period not exceeding three months where the dealer association is not in good financial standing with the Federation at the end of the first quarter of the year, to allow it to settle its dues to Federation; or
- (b) Terminate the membership of an affiliated dealer association:
 - (i) After hearing the association and for good cause shown; or
 - (ii) It fails to pay up during or after a period of suspension in terms of (a).

6.6 Any decision by the Management Committee to terminate the membership of an affiliated dealer association shall be provisional until confirmed or set aside at the next Congress of the Federation.

6.7 Where a dealer association's affiliation has been provisionally terminated the rights of dealers belonging to that association to receive the South African Philatelist, to access the members area of the Federation's website, and to submit applications to trade at Federation-sanctioned exhibitions shall fall away until the termination is confirmed or set aside by Congress.

6.8 The Management Committee may on application re-instate the affiliation of a dealer association which has had its affiliation terminated by Congress for good cause, and after any debts to Federation have been paid.

6.9 A dealer association may resign its membership of Federation with effect from the end of the calendar year in which it submits its resignation provided that:

- (a) It shall be liable for all fees due to the end of the calendar year: and
- (b) All amounts due to the Federation at the date of resignation shall remain due and payable to the Federation.

6.10 The liability of an affiliated dealer association shall be limited to the amount of any unpaid membership fees or other debts due to the Federation.

ARTICLE 7 – DIRECT SUBSCRIBERS AND THE DIRECT SUBSCRIBERS' SOCIETY

7.1 The Management Committee may on application and after payment of such fees as Congress may determine, register interested people as *direct subscribers*.

7.2 A direct subscriber shall annually pay such fees as Congress may determine.

7.3 The Management Committee may:

- (a) Suspend the registration of a direct subscriber for a period not exceeding three months, to allow him or her to settle his/her dues to Federation; or
- (b) Terminate the registration of a direct subscriber:
 - (i) After hearing the direct subscriber and for good cause shown; or
 - (ii) Who is not in good financial standing with the Federation at the end of the first quarter of the year and fails to pay up after or during a period of suspension.

7.4 Any decision by the Management Committee to terminate the registration of a direct subscriber shall be provisional until confirmed or set aside at the next Congress of the Federation.

7.5 Where a direct subscriber's registration has been provisionally terminated the rights of the individual to receive the South African Philatelist, to access the members area of the Federation's website. and to submit applications to exhibit in Federation-sanctioned exhibitions shall fall away until the termination is lifted by Congress.

7.6 The Management Committee may on application re-instate the registration of a direct subscriber for good cause, and after any debts to Federation have been paid.

7.7 Where the number of direct subscribers is ten or more the direct subscribers shall be deemed to constitute the Direct Subscribers Society. The Society so deemed shall be a virtual society and shall not be liable for such society affiliation fee as Congress may fix for affiliated societies These members may, if they choose, elect one of their number to attend and speak at any Congress but that representative shall not have a vote.

ARTICLE 8: THE ANNUAL GENERAL MEETING OR CONGRESS

8.1 The Management Committee shall take steps to hold an Annual General Meeting of members, hereinafter called Congress, at a date to be determined by it in each calendar year.

- 8.2 Congress shall be the highest decision-making body of the Federation and shall determine fees and dues payable by:
- (a) Members.
 - (b) Home members.
 - (c) Dealer subscribers.
 - (d) Direct subscribers; and
 - (e) Policy.
- 8.3 The Secretary shall send:
- (a) Not less than sixty calendar days written notice of the date and venue of Congress together with the minutes of the previous Congress; and
 - (b) Not less than twenty-one calendar days written notice of the Congress agenda, including Motions, Committee reports, and supporting papers
- to all *office bearers*, all *members* (as defined in 4.5) and all *direct subscribers* at the email address registered by each with Federation.
- 8.4 Motions to be debated at Congress shall be in writing and may be submitted by:
- (a) The Management Committee.
 - (b) Any *member* (as defined in 4.5).
 - (c) The Honorary Life President or an Honorary Life Vice-President.
- 8.5 Motions for Congress shall be received by the Secretary not less than 30 calendar days prior to the date of congress, and, if so submitted, shall be included in the circulated agenda; provided that:
- (a) Any motion held over from the preceding Congress shall be included in the agenda; and
 - (b) Any motion proposing amendments to the Constitution must be received by the Secretary not less than 40 calendar days prior to the date of Congress.
- 8.6 Each Congress, and each Special Congress, shall comprise the following people who shall be entitled to attend, speak, and vote:
- (a) The representative(s) of each local affiliated society it being recorded that a society is entitled to one delegate for every 25 (twenty-five) Home members or part thereof, with a minimum of 1 (one) and a maximum of 4 (four) delegates per society.
 - (b) One representative of each junior affiliated society.
 - (c) One representative of each external affiliated society.
 - (d) One representative of the South African Post Office.
 - (e) The representative(s) of affiliated dealer associations it being recorded that an affiliated dealer association is entitled to one delegate for every 25 (twenty-five) or part thereof signed up dealers with a minimum of 1 (one) delegate and a maximum of 2 (two) delegates.
 - (f) The office bearers as provided for in Article 10.
- The following people shall be entitled to attend and speak, but not vote:
- (a) Conveners of Standing Committees.
 - (b) Guests of Congress, invited by the Management Committee.
 - (c) Any other person whom the Chair of Congress in his or her discretion may admit to Congress.
- 8.7 The President shall preside at Congress and at any Special Congress, failing the President the Chair of the Management Committee shall preside and, failing both, Congress shall choose a Chair from the delegates present at Congress.
- 8.8 A representative of a society shall be a member in good standing of that society. A representative of a dealer association shall be a dealer member of that dealer association in good standing in that association.
- 8.9 An office bearer may not attend Congress as a representative of a society or of an affiliated dealer association but may hold a proxy for a representative of a society as provided for in Article 12.4.
- 8.10 The business of Congress shall be:
- (a) To receive a report from the secretary on the credentials of those present and to confirm each person's credentials and any proxy or proxies held by those present.
 - (b) To consider and approve the minutes of the previous Congress, with or without amendment.
 - (c) To consider any matters arising from these minutes.
 - (d) To receive the President's Report.
 - (e) To consider the report of the Chair of the Management Committee.
 - (f) To receive:

- (i) The Annual Financial Statements of the Federation together with the report of the independent review of these statements as submitted by the Management Committee and, if supported, adopt them; and
 - (ii) An interim statement from the Treasurer of comprehensive income (income and expenditure statement) for the current year.
 - (g) To appoint a person to undertake the independent review for the current year.
 - (h) To receive the reports of standing and ad hoc committees and if supported, adopt them.
 - (i) To determine:
 - (i) The basis for and the fees payable by affiliated societies including the fees payable by such societies for home members.
 - (ii) The basis for and the fees payable by affiliated dealer associations.
 - (iii) The basis for and the fees payable by direct subscribers.
 - (iv) The basis for, the subscription and (where hard copies are distributed) the postage charges for the South African Philatelist.
 - (v) A budget for the Federation for the ensuing year.
- 8.11 To receive the report of the Awards Committee including Awards Committee decisions on awards and to vote by ballot on, any nominations made by the Awards Committee for:
- (a) The award of the Skinner Cup and/or
 - (b) Election to the Roll of Distinguished Philatelists of South Africa.
- 8.12 To consider such motions as may have been submitted, including any recommendations made by the Management Committee, and any other motion allowed by the chair.
- 8.13 To elect the office bearers as defined in Article 10, and to appoint the members of the Management Committee for the ensuing year, to take office at the conclusion of Congress
- 8.14 To elect the convener of each of the following standing committees:
- (a) The Exhibitions Committee.
 - (b) The Expert Committee.
 - (c) The Heritage Committee.
 - (d) The Judging & Ethics Committee.
 - (e) The Publications Committee.
 - (f) The South African Philatelist Editorial Committee.
 - (g) The Awards Committee.
 - (h) The Promotions Committee.
 - (i) The FIP & FIAP Liaison Committee.
- 8.15 To appoint the Awards Custodian. and 8.16 To deal with any other competent business.

ARTICLE 9 – SPECIAL CONGRESSES

- 9.1 The President, or failing the President the Deputy President, or failing both the Chair of the Management Committee shall cause a Special Congress to be convened by the Secretary upon receipt of a written request by:
- (a) Not less than 10 (ten) member societies; or
 - (b) The Management Committee,
- stating the business to be transacted.
- 9.2 The Secretary shall give twenty-one days' written notice of:
- (a) The date, time, venue (or joining instructions where the meeting is to be a virtual one), and
 - (b) The agenda for a Special Congress,
- to all office bearers, all members (as defined in 4.5), and all direct subscribers at the email address registered by each with Federation.
- 9.3 The business of the Special Congress shall be as stated in the agenda and no other business shall be transacted.

ARTICLE 10 – OFFICE BEARERS

- 10.1 The office bearers shall be:
- (a) The Hon Life President if Congress has elected one.
 - (b) The Hon Life Vice-President(s), if Congress has elected a Hon Life President or two Hon Life Vice Presidents.
 - (c) The President.
 - (d) The Deputy President.
 - (e) A Vice-President for each region recognised by Congress.
 - (f) The Chair of the Management Committee,
 - (g) The Treasurer.
- 10.2 The Congress:
- (a) May, where there is a vacancy and on the nomination of the Management Committee, elect a person to be Honorary Life President, provided:
 - (i) That the election shall be by ballot and shall require a vote in favour by at least two thirds of the total number of votes cast, provided further:
 - (ii) that where there is more than one nominee successive ballots shall be taken until there is only one candidate, at which point those voting shall be invited to vote for or against the candidate, an abstention being recorded as a vote against.
 - (b) May, where there is a vacancy and on the nomination of the Management Committee, elect not more than two people to be Honorary Life Vice-Presidents, provided:
 - (i) That a single Congress may only elect one Honorary Life Vice-President even if there are two vacancies,
 - (ii) That the election shall be by ballot and shall require a vote in favour by at least two thirds of the total number of votes cast, provided further:
 - (iii) That where there is more than one nominee, successive ballots shall be taken until there is only one candidate, at which point those voting shall be invited to vote for or against the candidate, an abstention being recorded as a vote against.
 - (c) Shall elect the President to hold office until the end of the next Congress, provided that the incumbent President shall be eligible for election for one further consecutive term (i.e., a maximum of two consecutive terms).
 - (d) Shall elect the Deputy President to hold office until the end of the next Congress, provided that the incumbent Deputy President shall be eligible for election for one further consecutive term (i.e., a maximum of two consecutive terms).
 - (e) Shall elect the regional Vice-Presidents on the nomination of the societies in the region and failing that on the nomination of the Management Committee. Nominees must be members in good standing of at least one society in the region they represent. A regional Vice-President shall be eligible for re-election each year.
 - (f) Shall elect a person to chair the Management Committee.
 - (g) Shall elect a person to be the Treasurer of the Federation.
- 10.3 Should any of the offices in c, d, e, f, or g become vacant between Congresses, the Management Committee may appoint a replacement to hold office until the end of the next Congress.
- 10.4 The Management Committee may terminate the appointment of any officer bearer or officer of the Federation, after hearing the person, for good cause shown.
- 10.5 An Office Bearer shall on election pledge to always uphold the Constitution and Bylaws of the Federation.
- 10.6 No personal liability shall attach to any office bearer or officer for any loss or damage arising out of the good faith execution of the duties of his or her office. The Federation shall out of its assets indemnify all office bearers and officers against any claim for loss or damage which he or she or the Federation may incur in good faith in the discharge of his or her duties.

ARTICLE 11 – MANAGEMENT COMMITTEE

- 11.1 The management and administration of the Federation shall vest in the Management Committee which shall conduct the affairs of the Federation between Congresses, propose fees, confirm expenditure, and deal with matters other than those reserved for Congress.

- 11.2 The Management Committee shall consist of:
- (a) The office bearers,
 - (b) The convener of each standing committee, other than the Awards Committee,
 - (c) A representative of the Philatelic Foundation,
 - (d) A representative of the South African Post Office,
 - (e) A representative of each affiliated dealers' association, and
 - (f) All officers appointed by the Management Committee,
- 11.3 Every member of the Management Committee who:
- (a) Has a financial interest in any Federation activity shall declare such interest to the Management Committee; and
 - (b) Is an office bearer of a philatelic society or association or federation that is not affiliated to the PFSA, shall declare such relationship to the Management Committee.
- 11.4 The Chair of the Management Committee shall chair all meetings of the Management Committee at which he/she is present; failing him/her the Management Committee shall elect a member to act as Chair of the meeting where the Chair is not present.
- 11.5 The Management Committee shall be assisted in carrying out its function by an Executive Committee. The Executive Committee shall consist of:
- (a) The Chair of the Management Committee, who shall chair all meetings of this Executive Committee.
 - (b) The President or failing the President, the Deputy President.
 - (c) The Treasurer and
 - (d) The officer charged with performing the functions of Secretary.
- provided that the Chair may ask any other member or members of the Management Committee to join the Executive in dealing with a matter requiring its attention.
- 11.5 The Management Committee shall meet at least 2 (two) times per year. Meetings shall be held at a venue to be determined by the Management Committee or on an agreed virtual platform.
- 11.6 Where the Management Committee is to meet:
- (a) At a physical location, the secretary shall give at least thirty calendar days written notice of the date, time, and place of the meeting; or
 - (b) On an agreed virtual platform, the secretary shall give at least fifteen calendar days' written notice of the date and time of the meeting; and
 - (c) The secretary shall circulate the minutes of the previous meeting and the agenda for the meeting to all members of the Management Committee, with joining instructions where the meeting is to be held on a virtual platform, at least ten calendar days prior to the date of the meeting.
- 11.7 The Management Committee shall:
- (a) Manage the affairs of the Federation and in particular its financial affairs with authority to open accounts with one or more financial institutions and to invest the moneys of the Federation in interest bearing instruments.
 - (b) Submit an annual report to Congress on the affairs of the Federation.
 - (c) Submit nominations to Congress for the office bearers for the ensuing year.
 - (d) After having considered proposals from the Awards Committee submit recommendations to Congress for Federation and Congress awards.
 - (e) Put such motions to Congress as it considers in the interests of the Federation and the promotion of the hobby.
 - (f) Cause Annual Financial Statements to be drawn up, approve these, have these submitted for independent review by the person appointed by Congress to undertake this review, and submit these to Congress for adoption by Congress.
 - (g) Submit to Congress an interim statement of comprehensive income (income and expenditure statement) for the current year.
 - (h) Receive and consider reports from the Executive Committee.
 - (i) Deal with applications from societies for affiliation; societies which are in arrears with annual and other dues; and complaints about the activities of societies as contemplated in this constitution.
 - (j) Deal with applications from dealer associations for affiliation; and

- (i) Dealer associations which are in arrears with annual dues, and.
 - (ii) Complaints about the activities of dealer associations (it being understood that the Federation, and hence the Management Committee, does not entertain complaints against dealers who are members of affiliated dealer associations but refers any such complaint to the dealer association concerned).
 - (k) Deal with applications from collectors wishing to be admitted as direct subscribers; and
 - (i) Direct subscribers who are in arrears with annual and other dues; and.
 - (ii) Complaints about the activities of direct subscribers as contemplated in this constitution.
 - (l) Act as publisher of the South African Philatelist, appoint the Editorial Board for it, and approve its annual budget.
 - (m) Appoint a person to represent the Federation on the Council of the Philatelic Foundation of South Africa.
 - (n) Appoint members to the following standing committees on the recommendation of the convener of each and as the bylaws provide:
 - (i) The Expert Committee.
 - (ii) The Exhibitions Committee.
 - (iii) The Heritage Committee.
 - (iv) The Judging & Ethics Committee.
 - (v) The Publications Committee.
 - (vi) The South African Philatelist Editorial Committee.
 - (viii) The Promotions Committee.
 - (ix) The FIP & FIAP Liaison Committee.
 - (o) Note and record the membership of the Awards Committee as provided for in the bylaws.
 - (p) Appoint a person to be responsible for liaison with the South Africa Post Office (SAPO).
 - (q) Appoint a person or a group of people to constitute ad hoc committees with defined tasks for defined periods of office and as when it considers this necessary.
 - (r) Appoint, as an officer of Federation, a person with such title as the Management Committee may decide, to administer the affairs of the Federation, including but not limited to the functions assigned by this Constitution to the Secretary, on such terms and for such renewable period, not exceeding five years, as may be mutually agreed.
 - (s) Appoint such other officer or officers on terms to be mutually agreed to perform such functions in furtherance of the objects of the Federation as the Management Committee may in its discretion decide, provided that the Management Committee may not commit the Federation to any continuing payment to such officer or officers beyond the end of the following calendar year.
- 11.8 The Chair of the Management Committee may, on seven days written notice, call a participatory virtual conference of members of the Management Committee.

ARTICLE 12 –MEETING RULES AND PROCEDURES

- 12.1 Chair:
- (a) In the absence of the designated chair and deputy chair, and in the absence of any provision for determining who shall take the chair in their absence, a meeting shall appoint its own chair from those present.
 - (b) The ruling of the chair on any point of procedure will be final unless challenged by a voting member, in which case the ruling shall be put to the meeting for decision without debate and the decision of the meeting will bind the meeting.
- 12.2 Quorums:
- (a) At Congress and at any Special Congress the presence, including valid proxies, of representatives of 30% (thirty per cent) of affiliated societies shall constitute a quorum.
 - (b) At meetings of the Management Committee the presence of 30% (thirty per cent) of the members of the Management Committee shall constitute a quorum.
 - (c) If at Congress or Special Congress a quorum is not present within an hour of the scheduled start of the Congress or Special Congress, the Congress or Special Congress shall stand adjourned, shall be

reconvened by the secretary as a virtual meeting for a date and time not less than seven calendar days later, at which meeting those present shall constitute a quorum.

- (d) If at any meeting of the Management Committee a quorum is not present within half an hour of the scheduled time, the chair shall adjourn for an additional half an hour and the attendees then present shall constitute a quorum. Any decisions taken at such meetings shall be confirmed or set aside at the next Management Committee meeting at which a quorum is present.

12.3 A Motion to amend the Constitution shall require a vote in favour by two-thirds of the votes cast.

12.4 Other Motions shall be carried by simple majority vote in favour save where this constitution or the bylaws specify a different majority for a valid decision.

12.5 Proxies:

- (a) Any voting member of Congress may exercise a proxy vote at Congress or a Special Congress if he/she holds an authorised proxy on behalf of any voting delegate who is not present.

(b) Proxy authorisations must:

- (i) Be lodged in writing with the Secretary prior to the meeting.
(ii) Give the name of the person authorised to exercise the proxy
(iii) Be signed by the secretary or other office bearer of the affiliated society or dealer association granting the proxy, or
(iv) Be signed by the office bearer granting his/her proxy.

provided that a voting member may not hold more than two proxies.

- (c) Voting by proxy shall not be allowed on motions to award the Skinner Cup or elect signatories to the Roll of Honour.

ARTICLE 13 – FINANCE

13.1 The financial year of the Federation shall be from 1 January to 31 December.

13.2 Control of all funds of the Federation and its committees shall vest in the Management Committee.

13.3 Committees of the Federation shall account to the Treasurer on their financial activities. Committees shall transfer funds surplus to their requirements to the Treasurer for deposit to the credit of the Federation.

13.4 Any contract, lease, or other document having a financial consequence for Federation shall not be valid unless signed by both the Chair of the Management Committee and the Treasurer after obtaining written authorisation therefor from the Management Committee or from the Executive Committee on behalf of the Management Committee.

ARTICLE 14 – EXHIBITIONS

14.1 Exhibitions may be physical or virtual. All digital exhibits at virtual exhibitions must comprise images of actual exhibits and the exhibition committee shall have the right to inspect, or arrange an inspection of, the actual exhibit.

14.2 Any International, National, Special National, Regional or Junior philatelic exhibition organised by an affiliated society or affiliated dealer association shall require the prior approval of the Federation through the Management Committee.

14.3 Any affiliated society or group of societies or any dealer association may host a Regional or Mini philatelic exhibition but shall inform the Management Committee in advance of the holding of such exhibition.

14.4 The organisers of any philatelic exhibition held under the auspices of the Federation must comply with its bylaws.

ARTICLE 15 – ROLL OF HONOUR

15.1 The Federation shall keep a Roll of Honour of Distinguished Philatelists of Southern Africa.

15.2 To qualify for election to the Roll a person shall have achieved distinction through philatelic research or philatelic writings and publications and/or by his service to the Federation and/or have made an outstanding contribution to philately and/or philatelic societies.

15.3 The procedure for election by Congress to become a signatory to the Roll shall be as determined in the bylaws. Nominations will be invited by and considered by the Awards Committee which may submit one or

more nominations for election to Congress, together with a draft citation for each nominee. The election by Congress shall be by ballot and for a nomination to succeed shall require a vote in favour of the nominee by at least three quarters (or 75%) of the votes cast.

ARTICLE 16 – THE SKINNER CUP

- 16.1 Congress may award the Skinner Cup on the nomination of the Awards Committee to a person who shall be considered to have done outstanding meritorious work for philately in South Africa, being in respect of work on a wider than regional level.
- 16.2 The Cup shall be awarded to any person only once.
- 16.3 The procedure for deciding on the award of the Cup shall be as determined in the bylaws.

ARTICLE 17 – AWARDS

- 17.1 The Federation may make special or regular awards as determined in the bylaws. These include, but are not limited to, the WE Lea Cup, the Manfred Weinstein Memorial Medallion, the J H Harvey Pirie Award, Hagger Trophy, Federation Plaques, and Certificates.
- 17.2 The Federation shall act as custodian for awards donated and intended for presentation at National and International Exhibitions.

ARTICLE 18 – GENERAL AND DISSOLUTION

- 18.1 The headquarters of the Federation shall be as determined by its Management Committee from time to time.
- 18.2 No society or society member, office bearer, or officer shall have any rights to any of the assets of the Federation.
- 18.3 All such assets shall vest in the Federation as an entity separate from its constituent bodies and all such assets shall be used solely in furthering the objectives of the Federation.
- 18.4 If Congress decides to wind up the Federation, or if the Federation is wound up, upon dissolution, assets remaining after satisfying all-debts and liabilities shall be given to the Philatelic Foundation of Southern Africa NPO (Registration Number 1975/004328/08) and failing it to one or more beneficiaries having similar objects to those of the Federation as may be decided at the Congress or Special Congress and which has/have been approved by the Commissioner in terms of section 30A(2)(iii) of the Income Tax Act No 58 of 1962, as amended.

ARTICLE 19 – BYLAWS

- 19.1 The Management Committee shall determine bylaws for the functioning of the Federation, which shall become effective four (4) weeks after written notification to members (as defined in 4.5) office bearers, and direct subscribers.
- 19.2 Should any bylaw conflict with the Constitution, the latter shall prevail.

ARTICLE 20 – INTERPRETATION

- 20.1 If any dispute arises as to the meaning of any part of this Constitution, the decision by the Management Committee as to such meaning shall be final.
- 20.2 In the event of any discrepancy in the text arising from translation, the English text shall prevail if the Constitution is to be in more than one language.

ARTICLE 21 – DISPUTE RESOLUTION

21.1 In the event of deadlock arising in a dispute between the Management Committee and any affiliated Society or Societies or between two or more of the affiliated Societies, the parties must appoint an adjudicator from within the Federation to resolve the dispute and should they fail to reach agreement on an adjudicator, the immediate Past-President of the Federation, or in the event of the Past-President being unavailable, the President of Federation shall appoint an adjudicator.

21.2 The decision of the Adjudicator shall be final and binding on all parties in the dispute.

Proposed by the Management Committee on 30 August 2021 for consideration by Congress on 23 October 2021

Adopted at Congress on 23 October 2021, Kopano Nokeng, Bloemfontein.
