

**STATE OWNED ENTITIES COMMUNICATORS ASSOCIATION (SOECA)
CONSTITUTION**

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Appendix 1 (Founding members)

Preamble

In a meeting that was held on 28/08/2013 and hosted by the Land Bank, it was agreed that the process of drafting a constitution for the State Owned Communicators Association (SOECA) should begin. This would be done online and will be one of the items that will be discussed at our next meeting.

Needless to emphasise, the constitutional process took its cue from the founding document called, "Concept Document for the Formation of an Association of the SOE Communicators." The document was presented by Vusi Mona who formed part of the founding members. In a follow-up meeting that was later held at the South African National Roads Agency on 20/09/2013, a draft constitutional committee was established. The committee's main objective was to finalise the draft constitution and make a submission for the adoption at a following meeting. At a meeting hosted by Nuclear Energy Corporation of South Africa on the 31 October 2013, a draft constitution was presented and adopted.

Rule 1 Name

The organisation shall be called the **STATE OWNED ENTITIES COMMUNICATORS ASSOCIATION** and shall hereafter be referred to as ("SOECA")

Rule 2 Aims and Objectives

2.1 The State Owned Entities Communicators Association stands for the development and empowerment of Communicators and Marketing practitioner primarily within state owned entities and the creation of professional networking body among themselves.

2.2 Objectives

2.2.1 Pioneer and share best practices and professional standards in marketing and communications across SOEs and our industry partners.

2.2.2 Facilitate the professional development of SOE communicators and marketers.

2.2.3 Attract and retain creative and committed members.

2.2.4 Share professional resources and expertise among SOE communicators and marketers.



- 2.2.5 Network and maintain contact with one another and with government communicators, especially the Government Communication and Information System.
- 2.2.6 Identify areas where synergies exist and exploit these for the benefit of SOEs.
- 2.2.7 Promote the communications profession within SOEs.
- 2.2.8 Improve communication within the SOE sector and between SOEs and the public.
- 2.2.9 Recognize achievement in improving professionalism among SOE communicators and marketers and in furthering the public's understanding of the SOE sector.

Rule 3 The Legal Persona and Character of the SOECA

3.1 Legal Persona of the SOECA

- 3.1.1 The SOECA shall be a membership-based organisation that has a separate legal persona from its members with perpetual succession and shall be autonomous subject to the provision of this Constitution
- 3.1.2 The SOECA's policies are determined by the members, which once adopted can only be changed in a duly constituted "Annual General Meeting" and its leadership is accountable to the members in terms of the processes and procedures laid down in this Constitution.

3.2 The character of the SOECA

- 3.2.1 The SOECA is voluntary association of all various communicators and marketing practitioners by and within the state owned entities establishment and shall consist of all members listed but not limited as stated in Rule 15 appendix 2.
- 3.2.2 The SOECA comprises of all state owned entities communicators and marketing practitioners and has direct interest in dealing with various institutions that seek to promote the positive role of the SOEs such as State Owned Entities Procurement Forum and such like bodies.

Rule 4 National and Provincial Structures

4.1 National Coordinating Committee, Provincial Coordinating Committee

- 4.1.1 The National Coordinating Committee ("NCC"), as an Executive Committee, is comprised of the founding members as stipulated in the founding documents and shall with the Provincial Coordinating Committee ("PCC") in this case Provincial Committee actively canvass for a participation of membership from SOEs.
- 4.1.2 Provincial Coordinating Committee will be responsible for coordinating provincial chapters through the provincial convener in consultation with the National Convener who is referred to as President of SOECA



4.1.3 The National Coordinating Committee (NCC) and Provincial Coordinating Committee will constitute the National Council which is the highest decision making body in between National Conferences.

Rule 5 Membership Categories

5.1. The Association shall have the following categories of membership: Active, Student, Retired, Honorary and Organisation/Agency as well as an Associate member

5.2 Active

5.2.1 A person currently employed by a State Owned Entity at any of three spheres of government, i.e. (local, provincial and national). Such a person must be serving in a function that is involved with the creation and dissemination of information and messages to either internal or external audiences.

5.3 Student

5.3.1 Anyone who is studying in the field of marketing and communications at post-matric or tertiary level

5.4 Retired

5.4.1 Any retired SOE communicator or marketing practitioner who is no longer working as a contractor, consultant or in any capacity as a professional communicator earning a fee.

5.5 Honorary

5.5.1 Anyone who the majority of the NCC of the Association feels s/he has made a significant contribution to the field of marketing and communication in general or SOE communication in particular

5.6 Associate member

5.6.1 Members who are in professions aligned to communication, marketing or journalism and whose application must be approved by NCC.

5.7 Corporate member

5.7.1 State owned entities across the three spheres of government. These could be enterprises, Chapter 9 institutions, state owned entities and statutory bodies.



Rule 6: Membership Fees

6.1 Individuals and organisations affiliated under SOECA shall pay an annual membership fee to be determined by the National Coordinating Committee.

Rule 7 Approval and Termination of Membership

7.1 Applications for membership of the SOECA shall be considered by the NCC which may from time to time decide upon applications and accept or refuse any application for membership provided such acceptance or refusal is subject to review by the next higher structure of the SOECA and in this case that will be the AGM.

Rule 8 Membership Rights and Voting Rights

8.1 Corporate membership rights

8.1.1 The SOECA will be open to corporate membership that will incorporate the right to participate in and contribute in all meetings through a nominated representative but shall not be entitled to vote.

8.2 Voting rights

8.7.1 Full members as defined in Rule 5, clause 5.2.1 obtain automatic rights on application to the committee and on payment of membership fees and will have full voting rights on all occasion at meetings of the association, as set out hereunder, except where the Constitution determines otherwise.

8.7.2 People wishing to become associate or student members must apply to the committee and such application must be supported by a proposer and seconder, both of whom must be full members of the association.

Rule 9 The Programme of Action

9.1 Among the Association's Annual Programme of Action, the following shall take place:

9.1.1 Annual SOE Communicators Conference: This event will provide SOE communicators with practical educational sessions to help them increase their skills and network with each other.

9.1.2 SOE Communicators Awards: These awards, to be presented in the second year after the inaugural SOE Communicators Conference, will honour those individuals who have brought forth their agencies message with excellence and high standards of professionalism.

9.1.3 Other events and activities that shall form part of the Programme of Action shall be decided upon by the NCC and PCC, depending on whether the event is national or provincial in nature.



Rule 10 Rights and Privileges of Members

10.1 Right to hold office (limited to active members as defined in 5.2.1 above)

10.1.1 Right to vote

10.1.2 Invitation to the Association's events

10.1.3 Discounted prices where relevant

10.1.4 Corporate members will have the right to appoint a representative to attend and speak on its behalf at meetings of the Association. However, they do not have voting rights.

Rule 11 Organisational Structure of the SOECA

11.1 Office Bearers and the duties: The NCC of the SOECA will have the following offices: President, Deputy President, Treasurer, General Secretary, Deputy General Secretary, Convenor: Provincial Chapters, Public Relations Officer, and Three Nominated Members. The National Coordinating Committee may establish subcommittee and nominate people who will serve in these (e.g. marketing and communications sub-committee, finance sub-committee, etc.)

11.1.1 **President:** The President shall preside at all meetings of the Association and of the Executive Committee and will at his/her own discretion attend provincial coordinating Committee meetings. The President shall report on the status of the Association's affairs at its annual general meeting, and is an ex-officio member of all sub-committees of the National Coordinating, including the Provincial Coordinating Committee and its substructure. She/ he shall make pronouncements for and on behalf of the NCC outlining and explaining the policy or attitude of the SOECA on any question.

11.1.2 **Deputy President:** The Deputy President performs all duties of the President in the President's absence and is responsible for other functions such as driving the Association's membership and fundraising.

11.1.3 **Treasurer:** The Treasurer collects and monitors all funds due to the Association, keeps financial records and reports regularly to the Board/Council/Executive Committee on the Association's financial status. He/she will coordinate a finance subcommittee on an advisory level.



11.1.4 **General Secretary:** The General Secretary is the chief administrative officer of the SOECA. She/he: communicates the decisions of the SOECA on behalf of the NCC. He/she is responsible for keeping minutes of all proceedings and meetings of the Association, collecting reports for NCC meetings and assumes other activities assigned to him/her by the President. He/she prepares annual reports on the work of the NCC and act as its spokesperson.

11.1.5 **The Deputy General Secretary:** The Deputy General Secretary assumes the duties of General Secretary in his/her absence. S/he performs such duties assigned to him/her by the General Secretary, keeps records of minutes and ensures that archives are maintained. S/he assist the General Secretary in managing the operations of the Secretariat, ensuring inter-institutional coherence of activities and programmes by SOE and government communicators and support the General Secretary in elevating the profile and leadership of SOECA as a leading nerve centre for SOE communications.

11.1.6 **Convenor: Provincial Chapters:** Establishment and coordination of provincial chapters of the Association. Collection of Provincial Chapters reports. Ensuring liaison between provinces and head office. Chairs the Provincial Council (made up of chairpersons of the provinces)

11.1.7 **Public Relations Officer:** Chairs the marketing and communication sub-committee. Creates and manages the SOECA's communication products and platforms and serves as the media liaison officer of the Association.

11.1.8 **Six Nominated Members:** The NCC may co-opt not more than 6 additional members if it considers it necessary to ensure greater representation related but not limited to gender and geographical location.

11.1.9 **Committees:** Standing Committees responsible to the National Coordinating Committee may be established for functions deemed appropriate by the NCC. Special committees for specific purposes may also be established for short term periods subject to a specific resolution and may be dissolved after serving their purpose.

The President, with the concurrence of the NCC shall be responsible for all appointing all committee chairpersons.



Rule 12 Meetings

12.1 The Committee must hold regular monthly meetings of which proper minutes must be kept and may adjourn and conduct its affairs as it sees fit. At these meetings, the NCC shall report urgent matters handled since the last committee meeting. Neither the committee nor any sub-committee will attend to business unless a quorum is present. The quorum at the committees is one third of the serving members and the quorum of sub-committee must be determined at the appointment.

Rule 13 Compensation and Reimbursement

13.1 There shall be no salaries for elected officials but a clear policy on what shall be reimbursed in the event of expenses incurred while doing the Association's business's shall be developed.

Rule 14 Limitations of Rights and Liabilities

14.1 The NCC may enter into contractual arrangements with professional and management and promotion to act or serve on behalf of the Association. Such shall be called the Official Contract Representative and will be approved by the NCC. In some instances, the NCC may elect to directly contract. Whichever way, all contracts shall be aimed at furthering the purposes and objectives of the NCC.

14.2 Membership of the SOECA or any committee of the SOECA neither gives the member any proprietary right, title or claim to any interest in the property or assets of the SOECA nor do members by virtue of such representation incur any liability in respect to any claim made or action brought against the SOECA.

14.3 No person may be enriched by any income or property of the SOECA except by way of payment in good faith of reasonable remuneration or honoraria to employees or volunteers for services rendered to the SOECA.

Rule 15 Indemnity

15.1 Each members of the NCC duly authorised to perform any particular function is indemnified in respect of all acts done by her/him in good faith on behalf of the SOECA and it shall be the duty of SOECA to pay all costs and expenses that any such person may have incurred or for which it may become liable for, by reason of any contract entered into, or any act or deed done by her/him, in the capacity aforesaid and in the bona fide discharge of her/ his duties on behalf of the SOECA.



15.2 The NCC and PCC shall not be liable for the acts, omissions, neglects or defaults of any members or for any loss or expense suffered by the SOECA through the insufficient or deficiency of any security in or upon which the monies of the SOECA shall be invested, or for any loss or damage arising from the insolvency or deliberate act of any person with whom any monies, securities or effects shall be deposited, which shall occur in the execution of the duties of her/his office or in relation thereto, provided it arises in consequences of her/his dishonesty or wilful or deliberate act or omission.

Rule 16 Elections

- 16.1 The NCC will appoint a conference preparatory committee that will circulate conference information in advance, determine the precise procedure for selection of delegates and indicate how membership can advance any through the agenda
- 16.2 The Conference shall determine its own procedures in according with democratic principles. The proposal on the Conference procedures will circulate in advance.
- 16.3 Voting on key issues, as determined by the Conference, shall be by show of hands unless at least one third of the delegates at the National Conference demand voting.
- 16.4 The National Conference (elective) will be at least once every 5 [five) years with a maximum of 2 (two) terms].
- 16.5 The quorum of the National Conference will be 50% (fifty per cent) plus 1 (one) of all the voting delegates.
- 16.6 A Special National Conference may be called by the NCC at any given time and shall be called by the NCC at the written request of at least two thirds of the provinces.
- 16.7 At least 21 (twenty one) days' notice of such a Special National Conference and Annual General Meeting (AGM) shall be given to members. Such notice shall state the business for which the meeting is called and no other business shall be dealt thereat.

Rule 17 Finance

- 17.1 The financial year of SOECA is the 1st March to end of February the following year.
- 17.2 Funding for SOECA shall be raised through, but not limited to, membership fees, and sponsorships.
- 17.3 The Treasurer of SOECA shall draw up or cause to be drawn annual financial statements that are audited by an independent and duly qualified auditor appointed by the NCC.



Rule 18 Amendment of the Constitution

- 18.1 The constitution may only be repealed or amended by resolution passed by a vote of two-thirds majority of the voting power of members present at National Conference or Special National Conference of the SOECA, provided that at least 21 (twenty one) days written notice of any proposed repeal or amendment has been given to the members.
- 18.2 Any proposed resolution to repeal or amend the Constitution from the floor will be entertained if supported by a two-thirds majority of members present as such National Conference or Special National Conference

Rule 19 Dissolution of SOECA

- 19.1 The SOECA can only be dissolved at a National Conference or a Special National Conference of members specifically called for that purpose and provided that notice to dissolve the SOECA has been given in writing at least 3 (three) months prior the meeting at which its dissolution is to be discussed.
- 19.2 A resolution to dissolve the SOECA must be passed by a majority of two-thirds of the votes of members present in person at a meeting duly convened for the purpose.
- 19.3 If a motion to dissolve the SOECA is passed, it only become effective after a period of 6 (six) months from the date of the decision

Rule 20 Domicilium

The office of the SOECA and its National Headquarters will be located at a place determined by the NCC.

