

CONSTITUTION FOR THE HIGHER EDUCATION STUDENT FINANCE FORUM – HESFF

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1. Name

The name of the organization as from September 2019 is the HIGHER EDUCATION STUDENT FINANCE FORUM, abbreviated as HESFF and hereafter referred to as HESFF. (Before September 2019 the organisation was named Student Accounts Administrators Forum – SAAF)

2. Goal and objectives

The organisation **is a registered independent Non-Profit Organisation** that seeks to drive a national agenda on matters affecting student finance in higher education institutions. We strive to collectively address common problems and find common solutions within a network of colleagues from the student finance administration function within the higher and further education sector in Southern Africa, in conjunction with the private sector's credit control and financial service providers and collection agencies. To furthermore define general best practice for student accounts and debtors administration that will keep up to date with current and future developments in this function. In addition, we seek to influence the national agenda on matters relating to student indebtedness and debt relief.

The specific objectives of HESFF are to:

- 2.1 Incorporate all stakeholders and communicate with other organisational functions to increase overall efficiency and by implementing defined 'best practice' for student finance administration.
- 2.2 Establish channels such as an annual conference and workshops to effect regular communication between member institutions to identify alternative methods and approaches to student finance administration and to stay abreast of the latest trends and developments.
- 2.3 Pursue affiliation with the national organised profession of credit management, e.g. the Institute of Credit Management.

- 2.4 Initiate fundraising strategies through industry collaboration that seeks to address historic and current student debts.
- 2.5 Create a platform for national government, corporate sector, USAf, NPOs and higher education to discuss financial relief for students.
- 2.6 Strive to obtain recognition from the organised higher education sector both nationally and internationally, in order to make a contribution to national policy on student fees and collection of student accounts.
- 2.7 Promote automated student finance services for efficient utilisation of resources.
- 2.8 Strive to obtain recognition from within the institutions where senior management will make use of the inputs to policy decisions affecting the function of student finance administration
- 2.9 Make proposals towards a national policy regarding credit granting to students and a debt collection norm for the higher and further education sector, in consultation with the government and other roll players in Southern Africa.

3. Legal status

The Forum is a legal persona, registered as a non-profit company under the name of SA Student Finance Forum NPC, registration number 2021/482138/08. The NPC exists independently from its members without any financial benefit to its members, and will be performing such acts as are necessary for, or incidental to, the achievement of its objectives.

The Forum may therefore conclude contracts and obtain rights and responsibilities and summon or be summoned in its own name as authorised in terms of its Constitution and the supporting rules and procedures thereunder. [Ref. par.10]

4. Membership

- 4.1 Membership is open to all higher and further education institutions and organisations including both state funded and private institutions. The membership is not limited to South Africa only.
- 4.2 An educational institution automatically becomes an institutional member if a staff member or members of the institution register for the annual conference and pay the required conference registration fees.
- 4.3 An institutional member is not limited to the number of staff members that are delegated on behalf of the institution to attend the annual conference or workshops conducted by HESFF subject to par. 4.5 hereunder.
- 4.4 Staff members from the Student Finance administration function will be eligible to be elected to the Board of Directors.
- 4.5 Delegates representing an institutional member shall collectively represent the member institution at Annual General Meetings of HESFF and make recommendations on behalf of the institution.
- 4.6 Termination of membership:
 - 4.6.1 A member institution may terminate its membership by written notice to the HESFF Board, provided that all outstanding financial obligations are settled.
 - 4.6.2 Membership of HESFF may be suspended or terminated by the Board if a member institution does not meet outstanding financial obligations.
- 4.7 Forum Coordinator:

The Board of Directors shall appoint a Forum Coordinator to render secretarial, organisational and administrative services to HESFF, whereas the terms and conditions of such an appointment will be agreed upon between the Board and the prospective Forum Coordinator. The Forum Coordinator could be a service-providing company, or an individual person qualified to render such services.
- 4.8 **Associate Membership**

Private companies from the financial services sector, national government represented by DHET, USAf, NPOs, law firms and credit and collection industry, may join HESFF as associate members. The conditions of associate membership are as follow:

- 4.8.1 As in the case of institutional membership the registration of any delegated representative from an organization / company as referred to above, for any annual conference and payment of the conference fee, will automatically allow such an organization / company as an associate member of HESFF.
- 4.8.2 Associate members are not eligible to be nominated for serving on the Board, but the elected Board may, in terms of par. 6.2.1, vii), co-opt an associate member to serve on the Board.
- 4.8.3 Associate members are in terms of the previous par. 4.8.2, not eligible to vote as institutional members at the AGM, but are entitled to all other rights assigned to higher education institutions' members in terms of this constitution.

5. Governance

HESFF is governed by:

- 5.1 An Annual General Meeting of Members (herein after referred to as AGM) [Refer par. 6.1]
- 5.2 A Board of Directors (herein after referred to as the Board) [Refer par. 6.2]

6. Governance structure

6.1 Annual General Meeting of Members

6.1.1 Procedures

- i) An annual general meeting will be held during the Annual Conference.
- ii) Members of HESFF shall receive notice of the AGM in writing at least 30 days before the meeting.

6.1.2 Attendance

- i) There will be no restriction on the number of members of staff of member institutions attending the AGM.
- ii) Delegates from Associate Members of HESFF (Refer par. 4.8)
- iii) Observers may attend the AGM with the permission of the Board.

6.1.3 Duties and powers of the AGM

- i) Approval of the Constitution and any amendments thereto.
- ii) Receive and consider reports of the **Board** which shall be presented by the Chairperson, Secretary and the Treasurer.
- iii) Elect the members of the Board, which shall include the Chairperson, Deputy Chairperson, two members to serve as Secretary and Treasurer (Refer par.6.2.2 iv)), one additional member and the TVET Colleges representative.
- iv) Review, ratify, and amend any decision or recommendation made or taken by the **Board**.

6.1.4 Meeting procedure

- i) Each member institution will have one vote. An institutional member may vote by proxy if it is not presented at the meeting.
- ii) The current elected Chairperson of the Board will chair the meeting.
- iii) For the election of the Board Members, the Forum Coordinator will act as an independent electoral officer.
- iv) The Chairperson will finally decide on matters to be put to the vote.

- v) Members present or by proxy, holding 20 per cent of the total number of votes of all member institutions, shall constitute a quorum provided that notice has been given in terms of par. 6.1.1. If the meeting is inquorate 10 minutes after the appointed meeting were to commence, the meeting will be adjourned and reconvened within 10 minutes, in which case the Institutional Members present will constitute a quorum.
- vi) The voting procedure (show of hands or ballots) shall be employed according to the rules and procedures to this constitution.
- vii) A simple majority of the votes present will be accepted to adopt a resolution.
- viii) Matters for the agenda must reach the Forum Coordinator in writing at least 14 days before the AGM, and the agenda must then be circulated on the same day, i.e. 14 days before the date of the AGM to all members registered for the annual conference and AGM.
- ix) A Special General meeting may be called by a simple majority of institutional members to deal with matters that cannot stand over to the next AGM.

6.2 Board of Directors (herein also referred to as the “Board”)

6.2.1 Composition

- i) The institutional members of HESFF shall elect the Board of Directors at the AGM of Members.
- ii) The Board consists of a Chairperson, Deputy Chairperson, Secretary, Treasurer, and at least one additional member, as well as the elected representative of the TVET College members of HESFF.
- iii) The Forum Coordinator, as appointed in terms of par. 4.7, will be a non-voting, ex-officio member of the Board.
- iv) The representatives at an AGM from TVET Colleges will nominate one member from a TVET College to serve on the Board as a full member. In the case of more than one nomination, the nominee with the most nominations will be elected to serve under the same terms valid for other elected members. The TVET representative elected on the Board may therefore also serve as an office bearer on the Board.
- v) Members of the Board are elected for a period of 3 years and may be re-elected for a further period of 3 years where after the member must step down for at least one year.
- vi) A member of the Board may resign from the Board by giving written notice to the Chairman of the Board.
- vii) The Board may co-opt suitable additional members to the Board, or in the case of a resignation, for the remaining period of office of the resigned member.

6.2.2 Nomination and election

- i) Each institution has five (5) nominations for members of the Board, whilst the TVET Colleges will have an additional nomination for one representative from a TVET College.
- ii) Nominations are allowed only from staff and/or delegates of member institutions who are represented at the AGM.
- iii) An institution may nominate one of **its own** delegates or staff members.
- iv) The person, who receives the most nominations, will automatically be elected as Chairperson.
- v) The person, who receives the second most nominations, will be the elected Deputy-chairperson. Should the elected Chairperson step down, the elected Deputy-chairperson will automatically be the Chairperson.

- vi) The most nominations received for the third, fourth and fifth positions on the Board respectively, will then serve on the Board, and the elected Board members will then decide amongst themselves to whom the positions and responsibilities of Treasurer, Secretary and Additional member should be assigned.
- vii) The Board has the right to co-opt an additional member to the Board for a specific reason due to required expertise, or to assist the Board with any event or project.
- viii) If in any nomination as specified in points iv) to vi) above, it happens that two or more delegates received the same number of nominations, the position will be decided upon by a show of hands.
- ix) The Board of Directors should be representative of Institutional Members and therefore, if two staff members from the same institution are nominated as members of the Board, the one with the least number of nominations, will have to step down.
- x) Should a Director on the Board ceases to be a staff member of a member institution, his/her membership of the Board is also terminated.
- xi) The Board may recommend to the AGM that the term of an elected member of the Board should be terminated if such a member is not performing on his/her responsibilities as a Board member.
- xii) A member of the Board may resign as a Director by written notification addressed to the Chairperson of the Board.
- xiii) Directors nominated and elected by the members, and that then agree to serve on the Board, do so voluntary and are therefore not entitled to any Director's fee or remuneration whatsoever.
- xiv) Any direct costs of travelling and accommodation that a Director or his/her institution incur to attend Board meetings will be covered from the membership fee fund in terms of the rules of the Constitution.

6.2.3 Duties and Functions of the Board

- i) The Board must deal with matters referred to it by the AGM.
- ii) Ensure the financial sustainability of HESFF through fundraising initiatives and cost savings.
- iii) Implement sound governance processes in terms of financial management.
- iv) The Board shall determine the time and place of the AGM and the annual conference.
- v) The Board shall compile the agenda for the AGM.
- vi) The Board shall determine the topics of the annual conference and workshops and identify guest speakers and / or facilitators.
- vii) Approve new memberships.
- viii) The Board shall determine any possible collaboration with other organizations that serve common strategic objectives.
- ix) The Board is the first level of fiduciary responsibility of HESFF and as such needs to ensure compliance to all laws and statutes that governs the Forum as a separate legal entity.
- x) The Board will act as the Directors and Incorporators of the non-profit company (NPC) that is registered with the CIPC which is to be the legal structure of HESFF. It is therefore its responsibility to comply with all the relevant stipulations of the Companies Act, 2008 No 71 of 2008, and to comply with,

and execute on, the responsibilities of Company Directors as determined in this Act.

- xi) Responsible for the upholding of, and adherence to, the Constitution, and for the formulation of the supporting policies, rules and procedures that govern HESFF. [Ref. par. 10.3]
- xii) The Board has the ultimate responsibility to ensure that HESFF operates in a transparent and sustainable environment and that there is effective and appropriate corporate governance structures in place in respect of the operations, administration and financial controls.
- xiii) The Board is authorised to, on behalf of HESFF, close all contracts and to exercise any other legal actions necessary to advance the objectives as set forth in the Constitution.
- xiv) The Board determines to what extent its authority and responsibilities can be delegated to any of the officials elected on the Board, and therefore oversees the actions and responsibilities of such an official.
- xv) The Board receives its mandate from, and reports to, the AGM of Members.

6.2.4 Duties and functions of Directors elected on the Board.

- i) The Chairperson shall:
 - Preside over all meetings of the Board
 - Preside over the AGM of Members
 - Present the report on the state of HESFF at the AGM
- ii) The Deputy Chairperson shall:
 - Deputize the Chairperson
 - In the absence of the Chairperson assume the duties and responsibilities of the Chairperson
- iii) The Secretary shall:
 - Supervise the Forum Coordinator
 - Be responsible for minutes of the AGM and the Board meetings
 - Prepare the annual report on the overall activities of HESFF
 - Liaise with other forums within the republic of South Africa
- iv) The Treasurer shall:
 - Be responsible for the Finances of HESFF by fulfilling a governance and oversight role
 - Keep books, accounts and other records necessary to clearly reflect the financial position of HESFF
 - Authorize or verify the payments made to all service providers.
 - Verify and authorize the hours and payment thereof made to the HESFF Coordinator in accordance with the agreed terms and conditions. [Refer par. 4.7]
 - Ensure the presentation of audited Annual Financial statements to the AGM

6.2.5 Meetings

- i) The Board shall meet as and when it is necessary which is to be determined by the Chairperson.
- ii) A meeting of the Board may be held by telephonic or electronic means.
- iii) Each member of the committee has one vote and the chairperson has a casting vote.
- iv) Costs for Directors to attend Board meetings will be funded from the available membership fee fund according to par. 6.2.2. xiv) above.

6.2.6 Indemnities

- i) Every member of the Board and every individual performing any function on behalf of the Forum, shall be indemnified by HESFF against all claims arising from, or losses incurred in, the execution of their duties, except claims, losses or expenses arising from fraud, wilful default on, or transgression of, applicable legislation.
- ii) No person in any category of membership of HESFF shall have any claim against HESFF or against a member of the Board or against any individual performing any function on behalf of HESFF in respect of anything done *bona fide* in the execution of their duties and functions.

6.3 Dissolving of HESFF

- 6.3.1 The decision to dissolve HESFF as an official body should be taken at an AGM in accordance with the stipulations in par. 6.1.
- 6.3.2 In the case where it is not viable anymore to conduct an AGM, the Board must send an official notification to all members to explain the reasons for the intent to dissolve HESFF and members must be given an opportunity to make counter proposals in writing to the Board.
- 6.3.3 If no counter proposals submitted to the Board prove to be viable to continue HESFF in the opinion of the Board, official notice to this effect must be given to members that HESFF is dissolved, and any existing surplus in the HESFF fund should be dealt with as stipulated in par. 8.6.

7. Conferences

- 7.1 The main aim is to present an annual conference for HESFF at a time and venue to be determined by the Board.
- 7.2 The AGM will make recommendations to the Board on where the next year's conference is to be held and at which venue, but the Board will make a final decision based on suitability, affordability and availability of recommended venues.
- 7.3 Staff members of institutional members will be invited to submit proposals on topics to be included for a particular conference.
- 7.4 The Board may decide to postpone the annual conference to the next year if, in their opinion, there are not substantiated content and topics to justify a conference.

8. Finances

- 8.1 It is not the aim of HESFF to levy an annual membership fee for institutional members.
- 8.2 The conference registration fee to be paid by all delegates attending the annual conference will be determined by the Board.
- 8.3 A part of the conference registration fee paid by delegates will be allocated to the Membership Fund, whereas such part is to be determined by the Board.
- 8.4 The HESFF fund will be administered by the Treasurer who must keep a record of the annual income and expenditure. The recording of the financial records will be subject to the internal controls and reporting requirements that meet general accounting standards and is subject to an independent audit in terms of the Companies Act, No 71 of 2008.
- 8.5 The HESFF fund may be used to promote the broader goals of the Forum as set out in par. 2 and to cover costs incurred for the travelling and accommodation of Board members to attend Board meetings (excluding the cost to attend the annual conference) as well as the direct costs of such meetings, including all professional fees, e.g., audit and legal fees. This expenditure is subject to approval of the Board.
- 8.6 In the event of HESFF dissolving as an official body, any accumulated surplus of entry fees will be paid over to a charity that provides financial aid to needy students as determined by the Board after all outstanding commitments have been met.

- 8.7 The conference registration fee, travel and accommodation costs of all delegates attending the conference shall be at the expense of their institution.
- 8.8 A bank account(s) will be opened in the name of the Forum with any registered bank or financial institution according to the rules of the Constitution.
- 8.9 The rules to the Constitution describe the authority by which persons may sign contracts, negotiable documents, powers of attorney, and other legal documents.
- 8.10 HESFF as a registered Non-Profit Company, shall not make any distribution of surpluses, profits, dividends, or the like in any manner to any member of HESFF.

9. Role of the forum coordinator

With reference to par. 4.7 the role and responsibilities of the Forum Coordinator are in general specified as follows, but should be specified in further detail in the terms and conditions of the appointment as agreed between the Board and the Forum Coordinator:

- 9.1 The Forum Coordinator shall be responsible for the compilation and distribution of notice of meetings, agendas and minutes of the AGM and the Board under the authority of the Secretary. (Refer par. 6.2.4. iii)).
- 9.2 The Forum Coordinator shall in consultation with the Board be responsible for the organisation of the Annual Conference and the workshops that coincide with the conference. This organisation includes:
 - 9.2.1 The marketing of the conference to existing and potential members
 - 9.2.2 Invitation to members to submit topics and co-ordination of the conference agenda.
 - 9.2.3 To organise the booking of venues, catering, social events and conference infrastructure.
 - 9.2.4 To negotiate competitive accommodation rates with hotels and / or guesthouses.
 - 9.2.5 The identification of and arrangements with guest-speakers and / or workshop facilitators.
 - 9.2.6 The compilation and printing of conference and workshop material.
 - 9.2.7 Registration of delegates and collection and recording of conference fees.
 - 9.2.8 Facilitation of general conference sessions and / or workshops.
 - 9.2.9 Compilation and distribution of the post conference report if applicable, as well as the presentations that were presented by PowerPoint or otherwise during the event.
- 9.3 The Forum Coordinator shall be responsible for the administration of HESFF membership records and the HESFF fund.
- 9.4 The Forum Coordinator shall act as an independent electoral officer for the election of Board members.
- 9.5 The Forum Coordinator shall under the authority of the Treasurer be responsible to keep accounting records of all income and expenditure of the HESFF fund. (Ref. par. 6.2.4. iv) and par. 8.4).
- 9.6 The Forum Coordinator shall be responsible for the set-up and updating of the website of HESFF.
- 9.7 The Forum Coordinator will be remunerated for all services rendered as specified in the agreement referred to in par. 4.7, through the surplus generated from the annual conference's registration fees income (after the membership contribution portion is allocated to the Fund), minus all conference expenditure, as agreed with the Board and according to the rules to the Constitution.

10. Rules and procedures

- 10.1 The rules and procedures to this Constitution are compiled in order to specify on the execution of the stipulations of the Constitution. The rules and procedures will be made available to any member of HESFF.
- 10.2 The rules and procedures should not contradict the Constitution. Where a conflict arises between the Constitution and the rules and procedures, the Constitution will override the rules and procedures.
- 10.3 In terms of par. 6.2.3 xi), the responsibilities and authority for the compilation of the rules and procedures falls under the Board of Directors. The Board is therefore delegated by the AGM to change the rules and procedures in accordance with the operational needs and management of HESFF's affairs.
- 10.4 The rules and procedures are, insofar as they are not contradicting the Constitution, binding on all governance structures, officials and members of HESFF.

11. Amendments to the constitution

Members of HESFF may amend this constitution under the following conditions:

- 9.1 Notice of a proposed amendment must be circulated to all member institutions with the agenda of the AGM.
- 9.2 A simple majority of member institutions present at an AGM constituted in terms of par. 6.1.4, can then amend this constitution.