

CONSTITUTION

DEFINITIONS

- NOTICE PERIOD – The period before the scheduled event – usually 45 days unless otherwise specified.
- VOTE – Each Member Institution has one (1) vote.
- AGENDA ITEMS – Agenda items are to reach the administrator at least 30 days before the commencement of the meeting.

1. NAME

The name of the group is the ITS INTEGRATOR USER GROUP, hereafter referred to as the User Group, or Group.

2. GOAL

The User Group, i.e., the member institutions and staff of member institutions, will behave in a manner which will uphold the good name of the Group at all times.

The specific goals of the User Group are to:

- 2.1 afford the users of the ITS Integrator systems opportunities to discuss matters of common interest and to find solutions to common problems.
- 2.2 effect liaison between different users.
- 2.3 protect the interests of the Members.
- 2.4 effect and promote liaison between User Members and the company Adapt IT.
- 2.5 act collectively in negotiations with the company Adapt IT.
- 2.6 consolidate and integrate locally developed software into the ITS Integrator systems.
- 2.7 play a major role in disseminating its collective knowledge amongst members of the Group.
- 2.8 provide Adapt IT with the user requirements for system enhancements

3. MEMBERSHIP AND REPRESENTATIVES OF MEMBERS

The term 'member' includes, unless specified otherwise, both User Members and the Company Member.

3.1 User Members

- 3.1.1 Membership is open to all organisations/institutions who utilise the ITS Integrator systems either fully or partially.

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3.1.2 Membership may be taken up at any point during a calendar year. Annual renewal of membership will not be required once membership has been granted to an organisation / institution.

3.1.3 Termination of membership:

3.1.3.1 Membership may only be terminated at the end of the calendar year in which it was requested and only if all financial obligations for that calendar year, have been met.

3.1.3.2 Four months' notice of termination will be required.

3.1.3.3 Although membership is not automatically terminated, it could be suspended if a member has not fully complied with all financial obligations by the start of the next User Group Conference.

3.1.4 Re-instatement of Membership

If membership is suspended, to be re-instated as a member, the institution would have to pay 50% of the prior year's membership fee and the current year's fee.

3.2 **Company membership**

The company Adapt IT is a member of the User Group with limited benefits, as stipulated in the different sections.

3.3 **User Group Representative**

Members of the ITS Integrator User Group shall at their own discretion appoint one of their members of staff as a User Group Representative, also referred to as a Representative. The appointment shall be confirmed in writing by the Executive Management of the Institution. The appointed person shall have the necessary authority to represent the members at Annual General Meetings, Special General Meetings as well as on the User Group Committee and to act on behalf of the members. The details of the representative shall be made available to the User Group upon request thereof.

The role and responsibility of the User Group Representative shall include inter alia the following:

3.3.1 to further the aims of the User Group within their respective organisations / institutions.

3.3.2 to represent the members on the User Group Committee, at Annual General Meetings and Special General Meetings.

3.3.3 to act as liaison between the User Group and individual members of staff of the member institution.

3.3.4 appointing members of staff of their respective institution to act and vote during system sessions at conferences and workshops arranged by the User Group.

3.3.5 to timeously attend to payment of Membership & Delegate Fees for the Institution.

3.3.6 to ensure that Institution, Executive and User (including new User) details are regularly maintained on the User Group website - <http://www.itsug.org.za>

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- 3.3.7 to co-ordinate and approve the registration of Delegates for Conferences and Workshops on the User Group website – <http://www.itsug.org.za>
- 3.3.8 to accept that as the institutional representative and an appointed member of the User Group Committee, s/he may be required to stand for election to the User Group Executive Committee (EXCO), should s/he be nominated.

4. ORGANISATIONAL STRUCTURE

The User Group is structured as follows:

- 4.1 a **User Group Committee** and
4.2 an **Executive Committee**.

5. ORGANISATIONAL ACTIVITIES

The following activities are performed by the members:

5.1 Annual General Meeting, consisting of all members of the User Group

5.1.1 Meetings

Members will meet annually after written notice of at least 45 days. Annual General Meetings will be 15 months apart at the most.

Their User Group Representative will officially represent members. No restriction will however be placed on the number of additional members of staff of member institutions attending the Annual General Meeting.

5.1.2 Observers

Observers may attend the Annual General Meeting with the approval of the Chairperson of the User Group. Observers will have no voting rights.

Observers will be restricted to potential clients of Adapt IT and to potential members of the User Group.

5.1.3 Functions of the Annual General Meeting

The Annual General Meeting will inter alia

- deal with all statements and reports reflecting the activities of the User Group.
- direct the User Group Committee in its functioning.

5.1.4 Meeting procedure

5.1.4.1 Number of votes at the Annual General Meeting

The number of votes at an Annual General Meeting will be determined as follows:

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- 5.1.4.1.1 Each User Member has one general vote.
 - 5.1.4.1.2 The company member has no vote.

5.1.4.2 Right to vote at the Annual General Meeting.

- 5.1.4.2.1 General matters - each institution may exercise their vote in respect of general matters.
- 5.1.4.2.2 The Chairperson of the User Group will finally decide on the nature of matters put to the vote.

5.1.4.3 Quorum

Members present holding 20 per cent of the total number of votes of all members shall constitute a quorum provided that notice has been given in terms of Section 5.1.1.

5.1.4.4 Standing orders

The AGM shall take place according to General Meeting procedure.

5.1.4.5 Voting procedure

The normal voting procedure (show of hands or ballots) shall be employed.

5.1.4.6 Agenda

Subjects for discussion to appear on the agenda must reach the Executive Committee at least 30 days before the Annual General Meeting, or as requested by the Executive Committee.

5.1.4.7 Proxy

All members of the User Group may appoint a proxy to attend, speak and vote on behalf of the member at all Meetings of the Group. The proxy, on the prescribed form, must reach the Administrator of the User Group 5 days prior to the meeting for which the proxy is requested.

5.2 Special General Meeting of members

- 5.2.1 Can be convened by the Executive Committee.
 - 5.2.2 Can be requested by at least 50% of the members by means of a written request addressed to the Administrator.
 - 5.2.3 Shall discuss only the matter for which the meeting was convened.
 - 5.2.4 Shall take place with due notice as detailed in the definitions section.
 - 5.2.5 All regulations pertaining to Annual General Meetings shall ipso facto be applicable to Special General Meetings.
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5.3 User Group Committee

Membership of the User Group Committee consists of the User Group Representative as appointed by the member who will represent member institutions.

5.3.1 **Meetings**

5.3.1.1 Annual Meeting

The User Group Committee shall have an annual meeting within 7 days after each Annual General Meeting of the User Group. (The meeting shall ideally be scheduled so that no additional traveling costs are incurred.) Elections to appoint members of the Executive Committee of the User Group shall be held at the annual meeting of the User Group Committee.

5.3.1.2 Additional Meetings

Additional meetings of the User Group Committee may be convened to discuss urgent matters. The Executive Committee will decide on the scheduling of such meetings. In so doing cognizance shall be taken of the opinion of member institutions.

5.3.2 **Observers**

No observers will be allowed to attend meetings of the User Group Committee.

5.3.3 **Functions of the User Group Committee**

The User Group Committee shall inter alia:

5.3.3.1 have the power to determine policy for the User Group.

5.3.3.2 fix the time and city of Annual General Meetings and Conferences.

5.3.3.3 elect from its members a User Group Executive Committee and delegate its authority to the Executive Committee.

5.3.3.4 determine the annual financial contributions of members

5.3.4 **Meeting procedure of the User Group Committee**

All regulations as detailed in section 5.1.4 shall be applicable to meetings of the User Group Committee.

5.4 Executive Committee of the User Group Committee

Members of the Executive Committee shall be elected by the User Group Committee from its members.

5.4.1 **Composition of the Executive Committee**

The User Group Committee shall elect a Chairperson, Vice Chairperson and two (2) members. The Vice Chairperson will be the Chairperson Elect.

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Of the four (4) elected members, at least one (1) shall be from the TVET College sector and one (1) from the University sector.

The total composition of the Executive Committee including the company members shall be five (5) members.

The company member serves on the Executive Committee without a vote.

Members of the Executive Committee are elected for a period of two (2) years, with the exception of the Vice Chairperson who is automatically elected for a period of four (4) years of which two (2) years will be served as Vice Chairperson and the following two (2) years as Chairperson. The Chairperson will serve one two (2) year term of office and could be eligible to stand for a further two (2) year term as a general member of the Executive Committee.

The election cycle for membership of the Executive Committee may then be repeated for a further two (2) years. Members of the Executive Committee shall stand down for a period of at least one (1) year after completing a second two (2) year term of office.

Should a member of the Executive Committee resign from his/her institution, his/her membership of the Executive Committee is terminated. Such a person may be co-opted by the Executive Committee, to serve on the Executive Committee to perform certain functions, until the next User Group Committee meeting, on the condition that the person is in the employ of a Member Institution of the ITS Integrator User Group.

Should a member institution elect to appoint a new Representative (for whatever reason) whilst the previous Representative is a member of the Executive Committee, the membership of the previous Representative is terminated.

Contingent upon the timing of the change in Representative and subject to approval of the Member Institution, the Executive Committee may request, that the terminated EXCO member be authorized to continue to serve on EXCO until immediately after the annual Conference, thus ensuring continuity in the event that this situation should arise when preparation and planning for the annual conference is at an advanced and critical stage.

The vacant EXCO position will be filled through normal procedures.

User Group Representatives may make themselves available for nomination *in absentia*, provided there is signed consent from the Member Institution, confirming that their Representative is willing to accept nomination, to stand for election to EXCO.

5.4.2 Functions of the Executive Committee

5.4.2.1 The Executive Committee is responsible to the User Group Committee.

5.4.2.2 The Executive Committee meets to deal with matters referred to it by the User Group Committee.

5.4.2.3 The Executive Committee may constitute sub-committees, consisting of members of the User Group Committee, for example, to investigate specific matters and to form special interest groups.

5.4.2.4 The Executive Committee shall fix the time and place of User Group workshops, SWTs or any other meetings.

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5.4.2.5 The Executive Committee shall appoint a part-time Treasurer to assist in the financial administration of the User Group. The Treasurer is responsible to the Chairperson of the User Group.

5.4.2.6 The Executive Committee shall appoint a part-time Administrator to assist in the administration of the User Group. The Administrator is responsible to the Chairperson of the User Group.

5.4.2.7 The Executive Committee has the right to co-opt members of the User Group Committee to assist in its functioning.

5.4.3 Meeting Procedures

5.4.3.1 Three (3) members of the Executive Committee shall constitute a quorum.

5.4.3.2 Notice of Executive Committee meetings is at least 14 days.

5.4.3.3 If an Executive Committee member fails to attend 2 consecutive meetings without a valid reason, communicated in writing to the Chairperson prior to the meeting, his/her membership of the Executive Committee will automatically be terminated.

5.4.3.4 Each member of the Executive Committee has one vote only at Executive Committee meetings. Abstentions will be recorded as such.

5.4.3.5 The Executive Committee will investigate and recommend, to the User Group Committee, conference venues and fees for the next conference.

6. SYSTEM ENHANCEMENTS

The ITS Integrator system could be enhanced through the following mechanisms (subject to section 6.4):

6.1 Proposals submitted by User Members, Workshops and Specialist Working Teams (SWTs)

Proposals submitted by user members will be made available to all users of the relevant system and must be accepted by the majority of users who elect to give feedback on them. The method of reaching consensus includes system sessions at conferences, workshops, and consultation by circulation, etc.

6.2 New modules (Sub-system)

Additional modules or sub-systems could be suggested by the members collectively, by individual members or by Adapt IT.

6.3 Changes identified by Adapt IT

These changes could, if so, be decided by Adapt IT, be discussed with either all members at conferences and/or workshops or with a selected group of members only.

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- 6.4** In all instances Adapt IT will decide on enhancements to the system in consultation with the User Group. Final decisions will be made on business principles and feedback on changes to be made by Adapt IT will be confirmed in writing.

7. USER GROUP CONFERENCES, WORKSHOPS AND SPECIALIST WORKING TEAMS

The User Group may host conferences, workshops and specialist working teams to further the aims of the User Group. These events, and the nature thereof, will be scheduled to coincide with the release cycle of the ITS Integrator systems.

7.1 Conferences

A conference, with the aim of achieving the goals in paragraph 2, will be held every year. The nature of the conference will be that of a number of system sessions to discuss the different modules of the ITS Integrator system. Conferences should ideally be scheduled to coincide with Annual General Meetings of the User Group.

7.2 Workshops

Workshops may be scheduled by the Executive Committee to evaluate any aspect of proposed or developed systems. Workshops should be requested in writing and directed to the Executive Committee. Requests for workshops should include a detailed motivation as well as an indication of the number of institutions that support the request.

7.3 Ranking of proposals submitted by users

7.3.1 System sessions at conferences scheduled to enhance the system

7.3.1.1 Organisations that have purchased the relevant system may exercise their specific vote.

7.3.1.2 A motion shall be carried by a majority vote of the members present and voting

Subject to section 6.4 Adapt IT will commence with development after their acceptance of selected proposals. (The user community must be advised which proposals will be implemented / not implemented by Adapt IT in their next release.)

7.3.2 Workshops scheduled by the User Group

7.3.2.1 All member institutions will be invited to attend workshops.

7.3.2.2 In the event of a workshop being held on a new (underdeveloped) system, all members shall have one vote.

7.3.2.3 Voting at workshops on current systems shall be handled as in 7.3.1.

7.3.2.4 Minutes of workshops will be forwarded to Adapt IT to finalize specifications. (subject to section 6.4)

7.3.2.5 Specifications (including cost estimates and the estimated delivery date) drawn up by Adapt IT shall be circulated for final comments to all:

7.3.2.5.1 Members who have attended workshops on proposed systems.

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7.3.2.5.2 Members who have purchased current systems

by the Executive Committee, which shall also act as mediator in the event of disagreement.

7.3.2.6 Adapt IT may impose certain requirements before starting with the development of new modules.

7.3.2.7 Adapt IT will commence development after final acceptance of the specifications by member institutions and/or specified requirements have been met (subject to section 6.4).

7.3.2.8 All motions or proposals discussed and ranked at workshops will not be referred to future conferences for further deliberation or acceptance.

7.3.3 Specialist Working Teams (SWTs)

7.3.3.1 The ITS Integrator User Group Specialist Working Teams (SWTs) exist to serve all members of the User Group by providing a culture of learning for research & development of best practices, functional specifications, and implementation plans.

7.3.3.2 The Executive Committee – in collaboration with Adapt IT, will identify, and invite specialists in their field from member institutions, to serve on the SWT.

7.3.3.3 A SWT project team should have no less than three (3) and no more than ten (10) members.

7.3.3.4 No more than one (1) member from any given Institution excluding the SWT Co-ordinator and EXCO member.

7.3.3.5 Approved additional institutional experts will be for the cost of the institution.

7.3.3.6 Must comprise suitable cross-representation from the different types of Institutions and modes of operation.

7.3.3.7 At least one (1) representative from Adapt IT

7.3.3.8 Where appropriate specialist consultants from entities external to the User Group membership might be invited to provide expert advice, as and when required.

7.3.3.9 A fully comprehensive report of the SWT deliberations will be forwarded to Adapt IT to finalize specifications (subject to section 6.4).

7.3.3.10 Functional Specifications (including cost estimates and the estimated delivery date) drawn up by Adapt IT shall be circulated for final comments to all

7.3.3.10.1 Members of the SWT.

7.3.3.10.2 Member Institutions, who have purchased current systems

by the Executive Committee, which shall also act as mediator in the event of disagreement.

7.3.3.11 Adapt IT may impose certain requirements before starting with the development of new modules.

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7.3.3.12 Adapt IT will commence development after final acceptance of the specifications by member institutions and/or specified requirements have been met. (subject to section 6.4)

7.3.3.13 All motions or proposals discussed and ranked at SWT workshops will not be referred to future conferences for further deliberation or acceptance.

8. FINANCES

8.1 Membership fees

Membership fees shall be payable annually before 31 January and collected by means of an invoice.

8.1.1 **User members**

Membership fees shall be determined as a 'flat' fee i.e. all member institutions to pay the same fee, irrespective of the number of students or the number of systems they have.

8.1.2 **Increase in Membership Fees**

Annual Fee increases will be limited to the greater of five percent (5%) or the South African Consumer Price Index (CPI) rate, ruling as of 01 June of each year. The ITS Integrator User Group Executive reserves the right to vary this rate, subsequent to this notification being sent out, should external economic factors warrant this. In the event of this happening, members will be notified in writing as to the reasons for such a variation.

8.1.3 **Company member**

The membership fee for the Company member is equal to the membership fee of an Institution that would operate the full ITS Integrator system.

8.2 Delegate fees

A delegate fee will be raised to cover the cost of hosting conferences, workshops and all other activities involving staff of member institutions. Delegate fees shall be collected by means of an invoice and payable upon request thereof.

8.3 Other financial obligations

Financial obligations other than the above and as determined by the User Group Committee, shall be payable to the User Group upon request thereof.

8.4 Expenditure of funds

8.4.1 The aim is to administer and expend funds in such a way as to comply with the aims set out in Section 2.

8.4.2 The User Group Committee has the right to make such decisions as to fully execute Item 8.4.1.

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8.5 Financial year

The financial year of the User Group will be from the 01 January to the 31 December of each year.

8.6 Financial accountability

8.6.1 An audited Financial Report shall be submitted to each Annual General Meeting.

8.6.2 An account shall be opened in the name of the User Group at a recognized financial institution. All transactions shall be affected through this account.

8.6.3 A withdrawal from the User Group's account shall be authorized by the Treasurer and the Chairperson.

8.6.4 The Treasurer is responsible for maintaining an Asset Register. The Chairperson is responsible for the assets and the insurance thereof.

8.7 Expenditure relating to attendance of User Group Activities

The travel and accommodation costs of representatives of member institutions as well as the staff of member institutions to the Annual General Meeting and to other User Group activities and events shall be at the expense of the member.

8.8 Cost relating to Executive Committee Activities

8.8.1 All reasonable expenditure relating to activities of the Executive Committee, the Treasurer and Administrator - including traveling and accommodation costs of its members will be funded by the User Group.

8.8.2 In addition to the re-imbursing expenses referred to in clause 8.8.1, Executive Committee members may claim a *per diem* or Incidental Allowance for each day that s/he spends away from home on User Group business. The rate will be a fixed rate, adjusted annually in line with the South African Receiver of Revenue (SARS) directive, ruling as of 01 June of each year.

9. LANGUAGE MEDIUM

Any member has the right to choose the language he shall use at meetings and discussions. Notwithstanding the above, all correspondence must be in English.

10. AMENDMENTS

Any amendments to this Constitution can be affected only if two thirds of the total votes of all members at an Annual General Meeting or Special General Meeting scheduled for this purpose are in favour of such amendment(s). Written notice of the proposed amendment must be distributed to all members at least 15 days before such a meeting.

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11. SECRETARIAL SERVICE

The Administrative Officer of the ITS Integrator User Group will provide secretarial services during all User Group activities.

12. DISSOLUTION

On dissolution of the User Group the User Group Committee shall distribute all funds among the members on a basis determined by the Committee.

13. CONTRACTUAL OBLIGATIONS

Membership of the User Group would in no way alter the contractual obligations between the individual Users of the ITS Integrator systems and Adapt IT. Adapt IT and the ITS Integrator User Group have no contractual obligations between them.

14. FINANCIAL ADMINISTRATION

The User Group will maintain a financial administration office which will function on a part-time basis. The function of this office will be to administer the finances of the User Group. The incumbent will be paid an amount as laid down by the Executive Committee. Payment will take place on the basis of a monthly honorarium for services rendered.

15. ADMINISTRATIVE ASSISTANCE

The User Group will maintain an administrative office which will function on a part-time basis. The function of this office will be to assist the Executive in executing their tasks. The incumbent will be paid an amount as laid down by the Executive Committee. Payment will take place on the basis of a monthly honorarium for services rendered.

16. CHAPTERS OF THE USER GROUP

The User Group recognizes the formation of International Chapters of the ITS Integrator User Group which may be constituted to achieve the goals of the User Group in terms of section 2.

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Amendments to this Constitution:

- Approved by the ITS User Group at the Annual General Meeting held at The Ritz Inn, Cape Town on Monday, 1st September 1997
- Amended by the ITS User Group at the Annual General Meeting held at the Cape Sun Inter-Continental, Cape Town on Monday, 12 March 2001
- Amendments approved by the ITS User Group at the Annual General Meeting held at the Holiday Inn, Durban in May 2003.
- Amendments approved by the ITS User Group at the Annual General Meeting held at the Feather Market Conference Centre on Monday, 10 March 2008
- Amendments approved by the ITS User Group at the Annual General Meeting held at the Emperors Palace Convention Centre on Monday, 09 March 2009.
- Amendments approved by the ITS Integrator User Group, at the Annual General Meeting held at the Emperors Palace Convention Centre on Monday, 10th March 2014.
- Amendments approved by the ITS Integrator User Group, at the Annual General Meeting held at the Cape Sun Convention Centre on Monday, 16th March 2015.
- Amendments to the change in the Financial Year to "01 January to the 31 December of each year" were approved by the ITS Integrator User Group Committee at the Annual General Meeting held at Emperors Palace Convention Centre on Tuesday, 17th March 2016.
- Amendments provisionally proposed and approved by the ITS Integrator User Group Committee, at the meeting held at the Emperors Palace Convention Centre on Tuesday, 7th March 2017 were ratified by the Annual General Meeting held at Emperors Palace on Monday, 5th March 2018.
- Amendments provisionally proposed and approved by the ITS Integrator User Group Committee, at the meeting held at the Emperors Palace Convention Centre on Tuesday, 6th March 2018 were ratified by the Annual General Meeting held at Century City Conference Centre on Monday, 11th March 2019.
- Amendments provisionally proposed and approved by the ITS Integrator User Group Committee, at the meeting held at the Emperors Palace Convention Centre on Monday, 9th March 2020, were ratified by the Annual General Meeting held at Emperors Palace Convention Centre on Tuesday, 10th March 2020.

Signed at the Annual General Meeting of the ITS Integrator User Group, held at Emperors Palace, Johannesburg, South Africa on Tuesday, 10th March 2020.

SIGNATURE

Juanita Elenore Frans
Chairperson: ITS Integrator User Group

DATE

Tuesday, 10th March 2020