



Southern African Freelancers' Association

Constitution of the Southern African Freelancers' Association

**Adopted at the Annual General
Meeting on 21 May 2012**

DEFINITIONS AND GLOSSARY

Association:	The Southern African Freelancers' Association (SAFREA).
Ballots:	Depending on the circumstances of the voting or survey occasion, members can vote by show of hands, secret ballot, an approved email proxy system or an approved online voting mechanism, or any mix of these voting forms.
Decision-making and voting:	By consensus or by show of hands or secret ballot if physically present. Otherwise by emailed votes and proxies, or an approved online voting mechanism.
Freelance:	Descriptive of services provided to multiple clients outside an employer/employee relationship.
Portfolio:	A specified position held by an elected or appointed member on Regco, Exco or the Oversight Committee.
Region:	SAFREA members grouped into a branch in a region designated by Exco.
Southern Africa:	The countries contained within the boundaries of the current SADC region.

1. NAME

- 1.1 The Association shall be known as the Southern African Freelancers' Association (SAFREA).

2. LEGAL PERSONALITY

- 2.1 The Association shall:
- 2.1.1 Be a juristic person that exists in its own right, separately from its members.
 - 2.1.2 Have perpetual succession and will continue to exist even when its membership changes and office bearers are replaced from time to time.
 - 2.1.3 Be able to acquire and dispose of rights (including the right to movable and immovable property).
 - 2.1.4 As a juristic person be able to incur obligations, enter into legal transactions and sue or be sued.
 - 2.1.5 Be an organisation not for gain.

3. AIMS AND OBJECTIVES

- 3.1 The principal objectives of the Association are:
- 3.1.1 To promote the interests of freelance media professionals in the published written, visual, information technology, broadcast and creative media fields of endeavour.
 - 3.1.2 To foster solidarity and excellence among freelancers and to promote cooperation in all matters of common concern.
 - 3.1.3 To stimulate professional standards and ethical conduct in both freelancers and employers.
 - 3.1.4 To provide information that will assist freelancers to negotiate suitable payments and contracts.
 - 3.1.5 To provide a forum for the dissemination of information useful to freelancers and prospective clients.
 - 3.1.6 To serve as the collective voice of freelance media professionals, in the first instance for Southern African region, and for regions and interests that the Association decides to represent.
 - 3.1.7 To form alliances with organisations and agencies that can advance the interests of media professionals.

4. INCOME AND PROPERTY

- 4.1 The Association shall keep a record of everything it owns.
- 4.2 The Association may not award its money or property to its members or office bearers. The only exception is when it pays for work that a member or office bearer has done for the Association. The payment must be a reasonable amount for the work that has been done.

- 4.3 A member of the Association can only claim monies from the Association for expenses that he or she has paid for on behalf of the Association.
- 4.4 Members or office bearers of the Association do not have rights over physical or intellectual property or resources belonging to the Association.

5. MEMBERSHIP

- 5.1 Membership shall be open to any person in Southern Africa, and wherever else Exco shall decide, who is engaged in a media or creative craft or film industry as a freelancer in the gathering, disseminating and creating of news and information. Such a person may work in the print, electronic or digital fields, including newspapers, magazines, newsletters, business reports, corporate communications and governance, radio, television and online media disseminated through the Internet.
- 5.2 The Association shall evaluate all membership applications for compliance with its aims and objectives in line with membership criteria that will be revised from time to time, and shall have the sole right to approve or reject such applications.
- 5.3 **There shall be six categories of members:**
- 5.3.1 **Full Members:** Those who earn more than 60% of their monthly billable income from media freelancing. Such members shall have full election and referendum voting rights and qualify for SAFREA Full Member media cards.
- 5.3.2 **Associate Members:** Those who earn less than 60% of their monthly billable income from freelancing in media crafts. Such members are not eligible to vote, but do qualify for SAFREA Associate Member media cards.
- 5.3.3 **Student Members:** Learners studying media professions. Such members are not eligible to vote, but qualify for SAFREA Student Member media cards. At the conclusion of their academic studies, student members may apply to remain in SAFREA in another membership category.
- 5.3.4 **Provisional Members:** People stating their intent to migrate into freelance media and needing to access technical resources, mentoring or training. Following the anniversary year of each provisional member's joining, SAFREA shall evaluate each individual's performance in terms of training completed and freelance media output. Exco shall decide on whether that person's provisional membership may be extended, upgraded to Full or Associate status, or terminated. Such members are not eligible to vote, nor will they qualify for SAFREA media cards or Members Directory listings.
- 5.3.5 **Affiliate Members:** These are ex-Safreans who have substantially contributed to the Association, or people assessed by Exco as being able to positively contribute to SAFREA's objectives. Such members are not eligible to vote, nor will they qualify for SAFREA media cards or Members Directory listings.

- 5.3.6 **Corporate Members** : Representatives of media and academic organisations that confirm in writing that their organisations subscribe to SAFREA’s objectives, contractual principles and recommended rates of remuneration for media disciplines. Such members are not eligible to vote, nor will they qualify for SAFREA media cards or Members Directory listings.
- 5.4 Members in the different categories shall pay annual membership fees as determined by the Executive Committee (Exco), which shall annually fall due for renewal in the anniversary month of that member’s joining SAFREA.
- 5.5 If any member fails to pay the appropriate subscription for a period of two months after it has fallen due, his or her membership shall automatically lapse. This shall not prejudice the member’s right to apply for re-admission on payment of the subscription fee.
- 5.6 Any member wanting to resign must provide at least one calendar month’s notice in writing. Membership subscriptions are not refundable.
- 5.7 **DISCIPLINE**
- 5.7.1 A member may be suspended or expelled from SAFREA by Exco or charged by Exco or any other body to which decision-making power has been delegated:
- 5.7.1.1 Any member who fails to comply with any of the terms of the Constitution or any lawful decision of the Regional Committee (Regco) or Exco, or does anything prejudicial to the interests of SAFREA, including but not limited to conduct that undermines SAFREA.
- 5.7.1.2 If wilfully defrauding SAFREA in any way, which shall also mean any act of dishonesty or theft, perpetrated against SAFREA or a SAFREA member.
- 5.7.2 In the first instance Exco or the appointed decision-making body shall agree on an appropriate censure with the member to resolve the dispute. If agreement is not reached, Exco shall appoint a Disciplinary Committee, in terms of SAFREA’s disciplinary procedures.
- 5.7.3 Any member, who believes that another member or an institution of SAFREA has acted contrary to this Constitution and SAFREA’s code of conduct and protocols, and in so doing through action or inaction, has caused harm or has damaged the professional standing of the complainant member and/or SAFREA, may register a grievance with Exco, in terms of SAFREA’s grievance procedure.

6. MANAGEMENT AND STRUCTURE

6.1 Regional Branches

6.1.1 The bedrock organisational unit of SAFREA shall be the Regional Branch, which shall be sized to optimise representation of the spread of all members, but shall not consist of fewer than three members.

6.1.1.1 In urban areas where membership density is relatively high, branches should be sized to facilitate their members being able to meet in person.

6.1.1.2 In rural or widespread areas with relatively low membership densities, branches should be sized to optimise member representation and cooperation, even if this is largely online.

6.1.1.3 Regional Branches shall be governed by Regional Committees (Regcos) that are annually elected by the voting members of each Regional Branch.

6.1.1.4 Regcos shall be elected by the Full Members of each Regional Branch through an online voting process or at Regional Year-End Meetings, at which proxy votes may be submitted. Regco office bearers shall be eligible for re-election, but shall not serve more than two consecutive terms in the same portfolio in the Regco.

6.1.1.5 Within 45 days of the end of SAFREA's financial year-end, each Regional Branch shall hold a Regional Year-End Meeting, which shall preferably be attended by members at a physical venue, or may be conducted through an online process. Such meeting shall consider the reports of the outgoing Chair and Treasurer, welcome the incoming Regco, and discuss matters arising.

6.1.2 Each Regco shall elect within seven days after Regional Year-End Meetings from among its members, a Chairperson, a Vice-chair, a Treasurer, Membership representative and any other portfolio it may deem necessary to fulfil its mandate.

6.2 Executive Committee (Exco):

6.2.1 Exco will be constituted annually within 21 days of all Regional Year-End Meetings having been concluded.

6.2.2 Exco will consist of the Regco Chairpersons and Full Members directly elected to the Exco.

6.2.3 Full Members may be nominated and seconded from any region by any member for direct election to the Exco. Full Members will be entitled to vote during the designated voting period, through a recognised and impartial online mechanism. The number of candidates accepted as directly voted onto Exco will equal the number of recognised SAFREA regions or the number of portfolios that needs to be filled.

6.2.4 Should any Exco member resign or leave SAFREA during the course of the term, then an additional Exco member may be appointed from membership.

- 6.2.5 Exco shall have executive power over SAFREA's affairs, which it will exercise preferably through debate and consensus, or a vote when necessary.
- 6.2.6 Exco shall be the office bearers of the Association and shall not serve more than two consecutive terms in the same portfolio, unless being an appointed Treasurer.
- 6.2.7 Exco shall also elect from among its members a Chairperson, Vice-Chair, a Treasurer and any other portfolio it may deem necessary to fulfil its mandate. The Treasurer may be appointed rather than an elected member of the Exco.

6.3 **Oversight Committee:**

- 6.3.1 In the final month of every financial year, Full Members shall elect at least two members to an Oversight Committee (OS) comprising a minimum of four members of SAFREA.
- 6.3.2 Members of the OS will serve two-year terms and can be nominated from SAFREA members with more than five years' membership, ex-office bearers, or persons with outstanding records in their fields of discipline.
- 6.3.3 The OS will elect a Convenor and Deputy Convenor and shall co-opt, when possible, members with proven financial accounting and related skills. Should such skills not be available within SAFREA, the OS may retain an outside financial professional at the Association's cost.

7. **POWERS OF THE ASSOCIATION**

- 7.1 With a view to achieving the aims and objectives as set out in clause 3 above, **the Association shall be empowered to:**
 - 7.1.1 Set up and maintain a website to advance an online community in which members can network, interact, exchange views and information, link to relevant websites and advertise their skills, products and rates to the world.
 - 7.1.2 Establish and manage a database of members that displays their skills, services and contact details.
 - 7.1.3 Issue membership cards that are annually renewable.
 - 7.1.4 Investigate and recommend guidelines for freelancers with regard to such issues as copyright agreements, contracts and payments.
 - 7.1.5 Draw up, publicise and update scales of typical payment rates for freelancers.
 - 7.1.6 Liaise with professional bodies, locally and internationally, to ensure that appropriate industry standards are set and maintained.
 - 7.1.7 Lobby and communicate on issues that impact on members' interests.
 - 7.1.8 Defend the freedoms and rights of media freelancers in particular, and media professionals in general.
 - 7.1.9 Set and collect membership fees.
 - 7.1.10 Raise funding for the purpose of realising SAFREA's aims and objectives.

- 7.2 **Regional Committees** shall have the following duties and powers:
- 7.2.1 Verify applications for membership to SAFREA.
 - 7.2.2 Appoint sub-committees as it may deem fit to execute functions incumbent to them.
 - 7.2.3 Elect representatives to serve on Exco.
 - 7.2.4 Produce and distribute to the members of Regco an annual report at least 14 days prior to the Regional Year-End Meetings.
 - 7.2.5 Arrange regular meetings of the membership of the branch.
 - 7.2.6 Recruit new members and support the interests of their members.
 - 7.2.7 Conduct disciplinary or grievance procedures and hearings involving members of the branch.
 - 7.2.8 Debate, vote on and forward motions for consideration by Exco.
 - 7.2.9 Do such other lawful things that are in the best interests of SAFREA in the Region and that are consistent with the objectives of this Constitution.

7.3 **The Executive Committee** shall have the following duties and powers:

- 7.3.1 Make executive, policy and administrative decisions on motions placed on its agenda by members and Regcos.
- 7.3.2 Review, confirm or reject applications for membership of SAFREA.
- 7.3.3 Appoint sub-committees as it may deem fit to execute functions incumbent to it.
- 7.3.4 Conduct disciplinary or grievance procedures and hearings.
- 7.3.5 Do such other lawful things that are in the best interests of SAFREA and that are consistent with the objectives of this Constitution.
- 7.3.6 Exco is responsible for granting permission for members of the Association in a defined geographic area to form a Regional Branch of the Association.
- 7.3.7 Taking into account the prevailing finances of SAFREA and prudent budgetary restraint, Exco may contract full- or part-time administrators and specialist skills such as webmasters or accountants/bookkeepers to assist in fulfilling its responsibilities.
- 7.3.8 Produce and distribute to the members annual Chairperson's and Treasurer's reports at least 14 days prior to the Association's AGM.
- 7.3.9 The Chairperson of Exco shall be the primary spokesperson for the Association, unless he or she appoints spokespersons for specific purposes or time periods.

7.4 **The Oversight Committee** is a non-executive and advisory body that shall:

- 7.4.1 Guide and advise Exco in adhering to the constitutional objectives of SAFREA.
- 7.4.2 In the event of any dispute in interpreting the Constitution, the Oversight Committee will act as the final arbiter within the Association of constitutional rulings.
- 7.4.3 Conduct disciplinary or grievance hearings at the request of Regcos or Exco.
- 7.4.4 Consult with and advise Exco on all SAFREA's financial planning and expenditure.
- 7.4.5 Have unrestricted access to SAFREA's financial records and banking operations.
- 7.4.6 Receive from Exco written notification within 24 hours of any SAFREA banking activities.
- 7.4.7 Monitor Exco and Treasurer financial management and issue formal and informal advisories.

- 7.4.8 Decide on remuneration for all office bearers (elected and ex-officio) as well as persons employed by SAFREA in any capacity. These processes shall be minuted and available for scrutiny by all members.
- 7.4.9 Have the right to dispute SAFREA financial issues with Exco, the Treasurer and Regcos. The OS shall first raise issues of concern with Exco, the Treasurer, Regcos, and any other SAFREA appointed bodies. If the concern is not resolved to the OS's satisfaction, it may raise the matter internally with the broader membership.
- 7.4.10 Act as the internal auditor of SAFREA's year-end financial report.
- 7.4.11 Produce and distribute to the members a Convenor's annual report at least 14 days prior to the Association's AGM.
- 7.4.12 Act as the default mediator and/or arbitrator in any disputes that may arise between Exco, Regcos and any other SAFREA appointed bodies or between members and Exco / Regcos and other SAFREA bodies.

7.5 **Ad hoc sub-committees and steering committees**

- 7.5.1 The purpose of a sub-committee is to assist elected SAFREA structures to pursue and fulfil their aims in specifically designated areas.
- 7.5.2 The sub-committee will bring its expertise to bear on its tasked portfolio and gather information to discuss and formulate proposals to be submitted to the elected structures for their consideration and endorsement.
- 7.5.3 The elected structure, at its discretion, may implement the proposals itself or instruct the sub-committee to implement the proposals on its behalf, or the parties may collaborate.
- 7.5.4 Steering committees shall be appointed in areas where Exco decides the potential for SAFREA branches exists.
- 7.5.5 These steering committees may attend Exco meetings as observers to sensitise them to the SAFREA modus operandi and will be tasked with organising existing members, recruiting new members and working towards the inaugural Regional Year-End Meeting of a new Regional Branch, which shall replace the steering committee with an elected Regco.

8. **MEETINGS**

8.1 **Regional Committees**

- 8.1.1 Regcos will meet as often as required, but at least twice a year, to fulfil their constitutional responsibilities and to arrange regional meetings. Where geographically possible, Regcos shall endeavour to conduct meetings where branch members can physically meet, socialise and network.
- 8.1.2 A quarter or more of the voting members in a region need to cast their votes through an online process, or register proxies, or be present at a meeting to form a quorum to carry decisions or motions forward.
- 8.1.3 Minutes of all meetings must be recorded and be a true record of the decisions taken at the meeting. Minutes must be kept safe and on hand for members to consult.

8.2 **Executive Committee**

- 8.2.1 Exco shall meet as often as required, but at least once a quarter, to manage the affairs of the Association.
- 8.2.2 Such meetings may be conducted by accepted means, including the use of telephonic, video or computer conferencing, so long as meetings are duly recorded and the minutes are kept safe and on hand for members to consult.
- 8.2.3 A quarter or more of the members need to be present, in person or through an online process or proxies, to form a quorum to carry decisions or motions forward.
- 8.2.4 If a member of the Exco does not attend three consecutive committee meetings, without having applied for leave of absence, then the Exco will appoint a new member to take that person's place.
- 8.2.5 Day to day management of SAFREA's affairs will be vested in a standing Secretariat sub-committee of Exco consisting of at least the Chairperson, Vice-Chair, Treasurer and any contracted administrator(s).
- 8.2.6 Financial management of SAFREA's budget will be vested in the Secretariat, with the constitutionally defined support of the Oversight Committee.

8.3 **The Oversight Committee**

- 8.3.1 The Oversight Committee shall meet whenever it deems necessary, but at least once a quarter, to consider Exco's adherence to constitutional and financial management requirements. Such meetings may be conducted by any recognised means, including the use of telephonic, video or computer conferencing, so long as these are duly recorded and the minutes are kept safe and on hand for members to consult.

8.4 **Members' and Special Congresses**

- 8.4.1 From time to time Exco shall convene a Members' Congress for the purpose of building unity, facilitating wide-scale professional networking, generating publicity and learning from a range of speakers and delegates, yet also to decide on major policy or constitutional shifts, or to resolve urgent challenges.
- 8.4.2 At least three months before a Members' Congress is to be held, the Secretariat shall communicate to the members, notice of the date, time, venue and a provisional agenda.
- 8.4.3 Delegates to Members' Congress shall include:
 - 8.4.3.1 Paid-up members of SAFREA in good standing.
 - 8.4.3.2 Contracted SAFREA officials and administrators.
 - 8.4.3.3 Persons and groupings invited by the Exco.
- 8.4.4 The functions and duties of the Members' Congress shall primarily be:
 - 8.4.4.1 To consider and debate presentations and reports from office-bearers, members and invited speakers.
 - 8.4.4.2 To consider, debate and vote on motions submitted by Regcos' and Exco.

- 8.4.4.3 To repeal, amend or add any of the provisions of this Constitution upon a recommendation by Exco, provided that at least 14 days' notice of the proposed change(s) shall first have been distributed to the members.
- 8.4.4.4 A simple majority of Full Members in good standing that vote is required for the Exco's proposal(s) to be tabled at that Members' Congress.
- 8.4.4.5 Only Full Members may vote at the Congress or through an online voting or proxy process.
- 8.4.4.6 In the event of a voting tied result, the Chairperson will have a casting vote.
- 8.4.4.7 The Chairperson or, in his or her absence, the Deputy Chairperson or, in his or her absence, a person selected by Exco, shall preside over Congress proceedings.
- 8.4.4.8 Non-constitutional resolutions of the Members' Congress shall be adopted by a simple majority of voting Full Members.

- 8.4.5 A Special Congress shall be convened by the Chairperson should a two-thirds majority vote in Exco request it, or should two-thirds of the Regcos in writing motivate a request for a Special Congress.

- 8.4.6 The Chairperson may authorise the calling of a Special Congress at short notice, but not less than 14 days from the date of receipt of the request. Members shall be informed by the Secretariat of the time, date, place and agenda of a Special Congress within seven days of its announcement.

- 8.4.7 The agenda will be limited to the issues for which the Special Congress was called and the voting procedures shall be the same as for Members' Congresses.

- 8.4.8 At any congress no delegate – unless an authorised presenter or speaker – shall be allowed to speak for longer than five minutes on any specific matter.

8.5 **Annual General Meeting**

- 8.5.1 An Annual General Meeting (AGM) shall be held by the Association within 31 days after its financial year-end. All members in good standing shall be invited to attend. The Exco will decide if the AGM will be a physical gathering of members at a stipulated venue, or conducted through an online process. In the event of an online process being adopted, the meeting period may be up to 72 hours.

- 8.5.2 Members shall be given at least 21 days' written notice of an AGM. Notice shall be deemed to have been sufficiently dispatched to a member if sent to the last email, fax or postal address provided by such member to the Secretariat. Posted notices shall be deemed to have reached members five days after the date of a posting.

8.5.3 The business of the Annual General Meeting shall be as follows:

8.5.3.1 To receive and approve the annual reports of Exco and Regcos.

8.5.3.2 To approve and adopt SAFREA's financial statements.

8.5.3.3 To elect or confirm office bearers for the following year.

8.5.3.4 To deal with any other relevant business.

8.6 **Special General Meetings**

8.6.1 Special General Meetings (SGM) of the Association or Regcos may be convened in the event that the Chairperson of the Association or of a Regco is requested by not less than 25% of the members of the Association or Regional Branch to convene such a meeting, or should the Association or a Regco decide that such a meeting is desired.

8.6.2 In this event, the Chairperson shall convene a Special General Meeting by giving members not less than 14 days' notice in writing of the meeting, and the business to be dealt with at the meeting.

8.7 **Quorum and Voting**

8.7.1 The quorum for an Annual General Meeting or a Special General Meeting shall be half of the Full Members of the Association or Regional Branch, as the case may be. Full members may attend in person, through an online process, or bestow their proxies upon other members. All members of SAFREA are eligible to attend and address such meetings, though only Full Members will have votes.

8.7.2 If no quorum is available at such a meeting, the Chairperson may re-convene the meeting upon another date, and the re-convened meeting, if it so decides, may proceed to transact business as if the requisite quorum is present.

8.7.3 Members shall endeavour to reach decisions by consensus, but if this is not possible decisions shall be taken to the vote. In that case, the following shall apply:

8.7.3.1 All paid-up Full Members of the Association shall be entitled to vote.

8.7.3.2 At physical gatherings, voting shall take place by a show of hands, unless a Full Member in good standing requests a secret ballot, in which case the Chairperson shall order a poll by secret ballot.

8.7.3.3 The reasonableness of such a request shall be established by the Chairperson.

8.7.3.4 At physical gatherings, online/proxy votes shall be added to the votes made by the Full Members present.

8.7.3.5 Each Full Member shall have one vote. Decisions, other than as otherwise provided for in this Constitution, shall be taken by way of simple majority.

9. FINANCE

- 9.1 The Treasurer shall act as the accounting officer of SAFREA.
- 9.2 The financial year of the Association ends on 31 March.
- 9.3 Annual submission of the Association's accounting records and reports must be submitted to the Director of Non-Profit Organisations (NPOs) within six months after the financial year end.
- 9.4 Funds may only be invested with registered financial institutions.
- 9.5 SAFREA's funds shall be applied to:
- 9.5.1 The payment of authorised expenses in line with budget allocations,
- 9.5.2 Pursuing SAFREA's aims and objectives, and
- 9.5.3 Such other lawful purposes as may be decided upon by Exco in line with the principles of the Public Finance Management Act (PFMA).
- 9.6 Funds received for SAFREA by any person authorised for that purpose shall be deposited within seven (7) days of receipt into a bank account decided upon from time to time by Exco, other than Regional Branch funds used as petty cash.
- 9.7 An Annual Budget of expected Income and Expenditure shall be approved by Exco and the Oversight Committee.
- 9.8 Before payments are made, these are to be properly documented in line with General Accepted Accounting Principles (GAAP) and approved by the Chairperson, Treasurer, with any duly authorised person as stipulated.
- 9.9 All Association payments shall be made by approved and registered electronic means, or by cheque signed by two signatories duly authorised by Exco. The Chairperson shall authorise the Treasurer by email to make payments. Copies of such correspondence shall be kept on record by the Secretariat.
- 9.10 A joint sitting of the EXCO and the OS shall from time to time decide on limits for Discretionary Fund and Petty Cash Fund payments. These decisions shall be minuted and proper records of all transactions kept in terms of SAFREA's financial protocols. Discretionary payments may be authorised by the Secretariat, provided that financial protocols are followed, and these are recorded in EXCO minutes.
- 9.11 Regcos shall manage the funds allocated to them, or raised through their own efforts, in accordance with generally accepted accounting standards. At the end of each financial year, or upon demand by the Exco or OS, the Regcos shall produce Reconciliation Statements of the funds under their management.

- 9.12 Should the designated number of signatories fall below three, replacement signatories must be authorised by Exco and recorded in minutes. The Chairperson will advise the Treasurer of this decision via email or written letter.
- 9.13 Regcos, sub-committees and authorised SAFREA bodies may from time to time apply to Exco, through the Treasurer, for funding for specific projects or responsibilities. This funding may be awarded, subject to the Exco and the Oversight Committee agreeing to the motivation, budget and financial controls pertaining to this funding.
- 9.14 Regcos, sub-committees and authorised SAFREA bodies may from time to time apply to the Exco, through the Treasurer, for permission to raise their own funding for specific projects or responsibilities. This permission may be awarded, subject to suitable financial controls being in place and the Exco and the Oversight Committee deciding that this own funding will not negatively impact existing SAFREA fundraising programmes.
- 9.15 Should any SAFREA body or person incur expenditure on behalf of SAFREA, except as provided for in this Constitution and/or budgeted for, the members present at the meeting at which such expenditure was agreed to, shall be jointly and severally liable for refunding the amount in question. No liability shall rest on the members who specifically requested their opposition to the incurring of such expenditure be recorded in the minutes of the relevant meeting.
- 9.16 Statements of Income and Expenditure reflecting SAFREA's financial position of the Association shall be prepared by the Treasurer and submitted monthly and simultaneously to Exco and the OS. The Chairperson, Treasurer and Convenor of the OS shall sign off financial statements provided to a Members' of Special Congress. The Oversight Committee shall receive copies of all issued Statements of Income and Expenditure at the same time as Exco.
- 9.17 The Treasurer shall submit Statements of Income and Expenditure and a Balance Sheet signed off by the Association's appointed Auditor to Regional Year-End Meetings within a month of the end of each financial year.
- 9.18 No Regco may contract goods or services in the name of SAFREA without seeking and obtaining express written approval from Exco. This written approval must be included in the relevant contract as a required addendum.

10. AMENDMENTS TO THE CONSTITUTION

- 10.1 Any clause of the Constitution may be altered by a resolution passed by a two-thirds majority of voting members present at an Annual or Special General Meeting, a Members' or Special Congress, or in responding to an internet or proxy ballot, provided that at least 21 days' notice specifying the proposed constitutional changes is distributed to all members.
- 10.2 In addition, a joint resolution of Exco and the OS shall be entitled to effect alterations to the Constitution to comply with any current or incoming laws. In the event that an alteration is proposed by Exco and Oversight Committee, such alteration shall be deemed to have been ratified unless opposed by a two-thirds majority of Full Members within 21 days of notification to all members of the change in question.
- 10.3 No amendments may be made which have the effect of making the Association cease to exist.

11. DISSOLUTION

- 11.1 The Association may be dissolved by a resolution of two-thirds of voting members at an Annual General Meeting or Special General Meeting of the Association, or in responding to an online or proxy ballot, provided that notice of the proposed resolution is given to all members not less than 21 days before the date of the meetings.
- 11.2 If a resolution is duly passed for the dissolution of the Association, or if for any reason the Association ceases to exist, its assets, after payments of its debts, shall devolve upon such institution decided upon by a joint sitting of the Exco and OS, provided that such institution shall be actively promoting and/or organising the interests of freelance media professionals as stated in the objectives of this constitution.