CONSTITUTION OF THE SOUTHERN AFRICAN LINGUISTICS AND APPLIED LINGUISTICS SOCIETY

1. NAME

1.1 The name of the Society shall be Southern African Linguistics and Applied Linguistics Society (SALALS), hereafter called "the Society".

1.2 The Society shall retain copyright of the trademarks, names and symbols previously associated with LSSA (Linguistics Society of Southern Africa) and SAALA (Southern African Applied Linguistics Association), namely: LSSA (Linguistics Society of Southern Africa), SAALA (Southern African Applied Linguistics Association), SALALS as applied to the journal of the Society (Southern African Linguistics and Applied Language Studies), the "three hands" logo (three hands superimposed over an outline of South Africa with a border), and the "Orange SAALA logo" (an orange rectangle with the name of SAALA superimposed).

2. OBJECTIVES

2.1 The aims of the Society shall be:

2.1.1 The promotion of the research, study and teaching, in Southern Africa, of Linguistics, Applied Linguistics, and Applied Language Studies hereafter called the Society's "field of focus";

2.1.2 Bearing in mind the historical legacies of apartheid and colonialism in Southern Africa, to promote transformation of the Society and its area of focus at least in terms of research, curriculum, practice and range of languages covered, in ways which promote equity of participation and access, strengthen the linguistic disciplines and empower practitioners, researchers, teachers and learners of these disciplines to develop tools to explore the full range of linguistic environments that they find themselves in.

2.2 To provide a forum for the exchange of knowledge and insights in the Society's field of focus;

2.3 To establish contact with other societies which concentrate on language and language study and where possible to arrange joint activities and projects with such societies;

2.4 To facilitate the organisation of regular conferences at which papers concerning the Society's field of focus will be read, symposia held and specialist contact between the conference delegates facilitated;

2.5 To issue a professional journal;

2.6 To compile and update a list of all members actively engaged in the Society's field of focus;

2.7 To remain innovative and vigorous by taking any other initiatives or steps deemed necessary for the promotion of the Society's field of focus.

3. BODY CORPORATE

3.1 The Society is a body corporate and thus has, subject to the terms of the Constitution and any decisions of the Executive, the authority to take any steps to achieve its objectives.

3.2 The Society has its own rights and obligations and can subpoena or be subpoenaed in its own right.

3.3 The members and office-bearers of the Society are not liable for any obligations or responsibilities of the Society solely on account of their function as members or office-bearers.

3.4 Office-bearers of the Society are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing actions for or on behalf of the Society.
3.5 The Society shall have a continued existence notwithstanding changes in the composition of its members or office-bearers. The Society's continued existence is subject to the provisions of "Dissolution" in section 13.

4. MEMBERSHIP

4.1 There are no restrictions of any kind on membership of the Society.
4.2 Ordinary membership shall be obtained by the payment of an annual membership fee determined by the Executive Committee, described in Section 6 below.
    4.2.1 Membership is per calendar year. Membership of the Society lapses at the end of the calendar year for which the subscription fee was paid.
    4.2.2 Members are encouraged to renew early in the year to reap the full benefits.
4.3 Student membership at a reduced annual subscription as determined by the Committee shall be open to bona fide registered students in linguistics. Such members shall have the same rights as ordinary members.
4.4 Emeritus membership at a reduced rate of subscription can be granted by the Committee on application of members who have retired. Such members shall have the same rights as ordinary members.
4.5 The available membership types and annual fees are decided upon by the Executive Committee for each year and may be revised at other times by the Committee as necessary.

5. RIGHTS AND RESPONSIBILITIES OF MEMBERS

5.1 All confirmed members shall:
    5.1.1 be entitled to vote at Member's meetings
    5.1.2 receive hardcopy or electronic copies of the journal of the Society
    5.1.3 have the right to be informed about Society events and initiatives
    5.1.4 have a right to apply for seed funding for scholarly events and similar initiatives to be organised under the auspices of the Society.
5.2 The Society may adopt a Code of Conduct and/or code of professional practice which is consistent with the constitution of the Society and with that of the Republic of South Africa as well as with principles of transparent, good governance. Such a Code shall include an explicit appeals process and shall require a two thirds majority at an AGM in order to be adopted or changed and will be binding on all Society members from the time it comes into force.
5.3 The Code of Conduct and/or code of professional practice shall not be applied retrospectively.
5.4 In the interests of transparency, the Code of Conduct and/or code of professional practice shall be made publicly available through appropriate means (such as on the Society website).
5.5 A member may have their membership annulled if they are found to be in contravention of the Code of Conduct and/or Code of professional practice by a properly constituted Society Hearing Committee in terms of the relevant Society policies and/or protocols.
5.6 A member may appeal to the outcome of the Society Hearing in terms of the procedures laid down in the relevant Society policies and/or protocols.

6. MEMBERS' MEETINGS

6.1 General Meetings of Members will be held at least once per year, either in person during the Society's Conference or online.
6.2 Special Meetings of Members may be called by the Chairperson or Executive Committee with a month's notice of the time, venue and purpose of the meeting.
6.3 Special Meetings of Members may also be called if at least ten (10) members, or one third of the then current membership, address a written request to the Executive Committee in this respect.
6.4 Proper minutes shall be kept of all meetings.
6.5 Ten (10) members form a quorum at all members' meetings or, if that is not possible, one third of the current membership shall form a quorum.
6.6 All decisions, except amendments to the constitution, or unless stipulated otherwise in this constitution, are taken by simple majority vote of those present and the Chairperson of the Executive Committee shall hold a deciding vote.
6.7 The agenda of the General Meeting of Members must include at least the following:
   6.7.1 the minutes of the previous Meeting(s) of Members;
   6.7.2 a report by the Chairperson on the activities of the Executive since the previous General Meeting of Members;
   6.7.3 a financial report by the Treasurer; and
   6.7.4 a report on the journal by the Editor-in-Chief.
6.8 In the event of a properly constituted special or general meeting of the Society not having a quorum either of the following options may be applied at the discretion of the Chairperson:
   (i) the meeting shall be adjourned and the members present at the first subsequent duly called special or general meeting shall constitute a quorum OR
   (ii) the meeting shall continue and the minutes shall be circulated by e-mail to all confirmed members and an online/e-mail vote held to confirm the minutes.

7. EXECUTIVE COMMITTEE

7.1 The members of the Society shall elect a Chairperson of the Society and all portfolio holders and additional members of the Executive Committee triennially during a General Meeting or via online voting. Terms of office, for all portfolios, shall be three years.
7.2 The Executive Committee shall consist of: The Chairperson, The Deputy Chairperson, The Treasurer, The Secretary, The Editor in Chief (EiC) of the Society's journal, SALALS, The Emerging Linguists Representative, and two additional elected members. The Executive Committee can in addition co-opt members if this is necessary.
7.3 Nominations for membership of the Executive Committee for all portfolios with exception of the Editor in Chief (EiC) of the journal, shall be received from any member of the society either verbally at the General Meeting or in writing and shall be seconded by one additional member. Nominees must be paid-up members of the Society in good standing.
7.4 Nominations for the Editor in Chief (EiC) of the journal must be submitted in writing to the Chairperson with all required documents. The chairperson submits all suitable candidates to the Executive Committee for vetting before final approved candidates will be presented to members to vote on during a General Meeting or via online voting.
7.5 Members of the Executive Committee must be paid-up members of the Society throughout their tenure, must make every effort to fulfil their portfolio duties and participate regularly in the Committee's discussions and approvals, and are expected to attend most if not all Executive Committee meetings and the annual conference at least every other year.

7.6 The functions of the Secretary shall include:

7.6.1 the handling of all the Society's correspondence;

7.6.2 the publication of any calls for meetings, and receipt of requests for Special Meetings;

7.6.3 compilation, copying and distribution of any materials needed for Society meetings;

7.6.4 the taking and distribution of minutes of Society meetings;

7.6.5 handling all applications for membership and maintaining an updated membership list;

7.6.6 communicating applications for membership to the Treasurer;

7.6.7 overseeing the dispatch of the Society's journal to members; and

7.6.8 the compilation and updating of a register of persons active in the Society's field of focus.

7.7 The functions of the Treasurer shall include:

7.7.1 to manage the Society's funds;

7.7.2 to manage and maintain one or more banking account(s) in the name of the Society;

7.7.3 to make payments on behalf of the Society after approval by the Executive Committee;

7.7.4 to keep records of the revenue and expenditure of the Society;

7.7.5 to present expense and income reports to the Executive Committee and General Meeting;

7.7.6 to work with accountants or auditors as needed;

7.7.7 with the assistance of the Secretary, to collect membership fees and to update the membership list.

7.8 The Deputy Chairperson shall act on behalf of the Chairperson in the absence of the latter and shall be responsible for all such tasks as may from time to time be entrusted to him/her by the Executive Committee.

7.9 The responsibilities of the Executive Committee shall include:

7.9.1 to see that the objectives of the Society are promoted and realized, and to take any steps regarded as being in the interest of the Society and its objectives;

7.9.2 to oversee the finances of the Society and to determine fees for annual memberships;

7.9.3 to lay down the Society's policy on publications and oversee the journal of the Society;

7.9.4 to appoint the host institution for the Society's conferences (see 9.4);

7.9.5 to support the local conference organising committee as needed in line with all relevant agreements in the approved Memorandum of Understanding (MoU) for the particular conference;

7.9.6 to create honorary positions as it sees fit and to nominate persons to fill them;

7.9.7 to decide about the conferment of honorary and emeritus membership;

7.9.8 to determine various policies of the Society and to implement them;

7.9.9 to approve expenditure of the Society's funds;

7.9.10 to create and distribute roles (such as Webmaster, the compilation of the Society newsletter, posting to social media, etc.) to Executive Committee members as they see fit.

7.10 The Executive Committee shall have the right to co-opt members to the Executive Committee. They may also remove appointees from their portfolios.

7.11 If any member should resign from the Executive Committee, the Executive Committee may appoint a replacement for the remainder of his or her term.

7.12 Proper minutes shall be kept of Executive Committee meetings and reports on the activities of the Executive Committee shall be given by the Chairperson during General Meetings of members.

7.13 The Executive Committee shall meet virtually (or in-person during the annual conference) at least three times per calendar year, but the Chairperson may call additional meetings of the Executive Committee at any time that she or he deems necessary.

7.14 The Executive Committee may meet upon instruction from the Chairperson but may also deliberate in other ways provided that, in the latter case, the decisions taken shall be unanimous.

7.15 All decisions, except amendments to the constitution, are taken by simple majority vote of those present and the chair shall hold a deciding vote.

7.16 Any amendment of the Constitution must be unanimously approved by the Executive Committee before being submitted to members for final approval (see 12).

7.17 The presence of five members of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee.

8. REMOVAL FROM OFFICE

8.1 The Chairperson of the Executive Committee can be removed from office by a two-thirds majority of the votes of members in attendance at the Annual Meeting.

8.2 If the Chairperson is removed, a new Chairperson should be elected at the same Annual meeting. If no new Chairperson is elected, then the Deputy Chairperson of the Executive Committee shall take office for the remainder of the term.

8.3 Any member of the Executive Committee, other than the Chairperson, can be removed from office:

- 8.3.1 by a two-thirds majority of the votes of members in attendance at the Annual Meeting or,
- 8.3.2 by the Executive Committee of the Society, with provision of explicit reasons and following the due process for removal encoded in the Code of Conduct and/or professional practice.

8.4 Any office holder or member of the Executive Committee will automatically lose their Society Office on conviction of a criminal offence.

9. CONFERENCES

9.1 Conferences shall be held in person, virtually, hybrid or in any other format deemed appropriate at least every two years at times and places as may be determined by the Executive Committee. The Executive Committee shall also have responsibility for the laying down of guidelines for the organisation of conferences in the form of a Memorandum of Understanding, which must be signed by the Conference Committee Convenor and by a representative of the Society's Executive Committee.

9.2 Papers and symposia may cover any aspect of the focus areas of the Society.

9.3 Conferences of the Society shall be rotated, where possible, among different geographical regions. Any institution which wishes to host such a conference may apply to do so, but on the clear understanding that the Society will not be liable for any of the costs of running the conference.

9.4 A Conference Committee and Conference Committee Convenor shall be appointed by the host Department(s)/Institution of the Conference.

9.5 The Conference Committee Convenor will work with the Executive Committee to ensure alignment with the Society's vision and continuity.

9.6 It is the responsibility of the Conference Committee, in consultation with the Executive, to obtain guarantees for expenses that cannot be recovered from the registration fees of delegates.
9.7 Any profits at the end of a conference shall be split between the host institution(s) and the Society.
9.8 The Conference Committee shall sign a contract with the Society undertaking to implement the Society's Memorandum of Understanding.
9.9 The Executive Committee shall ensure, through appropriate policies and actions, that the Conference becomes increasingly representative of the diversity of languages, inhabitants, and the linguistic disciplines and language practices in Southern Africa in particular. This shall be enacted without discriminating against participants who are not from Southern Africa.

10. THE JOURNAL OF THE SOCIETY AND OTHER PUBLICATIONS
10.1 As per Section 2 of this constitution, the Society, or its nominee, shall publish a journal in the Society's area of focus.
10.2 The Society shall be the custodian of the journal and the Executive Committee shall act in the best interests of the Society in this regard. The Executive Committee shall:
10.2.1 screen and select suitable candidates for appointment as Editor-in-Chief for a term of three years, and submit approved candidates to be voted on by the Society's members;
10.2.2 in collaboration with the Editor-in-Chief appoint two Deputy Editors for terms of three years;
10.2.3 in collaboration with the Editor-in-Chief appoint sufficient Associate Editors for terms of three years;
10.2.4 in collaboration with the Editor-in-Chief appoint an Editorial Board; and
10.2.5 in collaboration with the Editor-in-Chief and editors determine issues of editorial policy, including turn-around time, review policy etc.

10.3 The Editor-in-Chief shall be accountable to the Executive Committee and his or her role shall include:
10.3.1 to be responsible for the final product;
10.3.2 to run the day-to-day operations of the Journal, including delegation of duties to the Deputy Editors and supervision of the Associate Editors;
10.3.3 implementation of the Society's editorial policy;
10.3.4 to ensure that the journal maintains a high standard of intellectual quality (e.g. through an effective review process, an active editorial board, content that reflects the range and diversity of linguistics in Southern Africa, etc.);
10.3.5 to ensure that the review operates at a high degree of efficiency and professionalism (e.g. through as fast a turn-around time as possible, ensuring reviews and all aspects of the production process are completed timeously and that communication between the journal, authors, reviewers, etc. is professional and timeous);
10.3.6 to submit to the AGM a report on the status of the Journal, including but not limited to:
The number of subscriptions, downloads, impact factor, etc and any changes in these;
The number of submissions and subsequent publications;
Acceptance rate;
Turn-around time;
Proportions of papers from the linguistic sub-disciplines represented in the Society;
Any achievements or issues of concern.

10.4 The role of the publisher, as appointed by the Executive Committee, shall include:
10.4.1 to work with the Editor-in-Chief to ensure good quality production standards, turnaround time and distribution of the resulting journal to members of the Society and the broader public.

10.5 The role of the Deputy Editors is to assist the Editor-in Chief with the smooth running of the editorial process, deputising for him/her where necessary.

11. FINANCES

11.1 The Society shall establish a bank account to meet the expenses of the Society and its branches. Such a fund may also be used for other worthy purposes, as the Executive Committee may decide.

11.2 Responsibility for the Society's finances rests with the Executive Committee. This includes the controlling of a bank account, authorizing expenditure, accounting for income and expenditure and auditing such accounts.

11.2.1 At all times there shall be at least two members of the Executive Committee who are able to access the bank account and have signing powers over it; normally these shall be the Treasurer and the Chairperson.

11.2.2 No persons who are not mandated by the Executive committee in terms of 11.2.1 may have access to or signing power over the bank account.

11.2.3 The Treasurer shall provide relevant details about the bank account to the Chairperson and Secretary for record purposes and to ensure that the accounts can be used in the event that the Treasurer is incapacitated (e.g. account number, bank name, branch code, investment accounts etc.).

11.3 An account of all transactions shall regularly be given by the Treasurer to the Executive Committee and in addition a statement of income and expenditure shall be presented at General Meetings of Members.

11.4 Money that accrues to the Society is used in furthering its objectives.

11.5 The Society may not distribute any of its monies or property to its members or office-bearers, except for as reasonable compensation for services rendered on behalf of the Society.

11.6 Members or office-bearers of the Society have no rights in the property or other assets of the Society.

12. AMENDMENT OF THE CONSTITUTION

12.1 The Constitution or provisions thereof may only be amended via online vote, or at a General or special meeting of members, after notification has been given at least a month in advance of the nature of the amendment(s).

12.2 A two-thirds majority of votes of members is required for any amendment of the Constitution.

13. DISSOLUTION OF THE SOCIETY

13.1 The Society can only be dissolved by decision of members, either online or in attendance, once members have been notified thereof at least a month in advance.

13.2 A two-thirds majority of the votes of members is required for the dissolution of the Society.

13.3. All remaining assets after the liabilities of the Society have been met must be transferred to another non-profit organisation with similar objectives at the discretion of the Executive Committee. No part of the assets may be allocated to any member or office-bearer.