

CONSTITUTION

Making it Happen Children's Project t/a YENZANI Children's Home

Public Benefit Organisation 020-183 NPO

Association Incorporated Under Section 21 Registration Number: 2002/011257/08

Yenzani
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First drafted: July 2002
Last revised: November 2005

1. NAME

- 1.1. The organisation hereby constituted will be called "Making it Happen Children's Project".
- 1.2. Its shortened and trade name will be "Yenzani" (hereinafter referred to as the "Organisation").
- 1.3. The Organisation shall be a juristic person, i.e. it shall:
 - 1.3.1. exist in its own right, separately from its Members;
 - 1.3.2. continue to exist even when its membership changes and there are different Office Bearers;
 - 1.3.3. be capable of owning property and other possessions;
 - 1.3.4. be capable of suing and being sued in its own name.

2. AREA OF OPERATION

- 2.1. The area in which the Organisation shall operate shall within Gauteng (or the territory, which is, as at date hereof within the area known as Gauteng).

3. OBJECTIVES

- 3.1. The Organisation's main objectives are:
- 3.1.1. to prevent secondary abuse to abused/neglected children
 - 3.1.2. to provide the SAPS FCS units (or its successors-in-title) and Social Workers with an immediate place of safety/children's home for abused/neglected children;
 - 3.1.3. the creation, management and operation of a place of safety/children's home for abused children;
 - 3.1.4. abide by the Child Care Act of the Republic of South Africa;
 - 3.1.5. the promotion of awareness of child abuse in South Africa;
 - 3.1.6. to encourage people to support abused children;
 - 3.1.7. to raise funds to be utilised for the purposes of fulfilling the aforementioned objectives.

4. MEMBERSHIP AND GENERAL MEETINGS

- 4.1. Membership of the Organisation will be divided into the following:
- 4.1.1. Registered Member/s and
 - 4.1.2. Affiliate Members.
- 4.2. Wherever the term "Member" is referred to herein, that term shall include Registered Members and Affiliate Members.
- 4.3. If a person wishes to become a Member of the Organisation, they will have to apply to the Organisation's Committee. The Committee has the right to refuse such application.
- 4.4. Registered Members will be required to pay an annual subscription fee of R100,00 (one hundred rands) and will in turn receive regular information from the Organisation as it may communicate or publish information and/or news from time to time. Affiliate Members do not pay subscription fees and the Organisation will, at its discretion, communicate or circulate information to such Affiliate Members.

- 4.5. Registered Members shall have the right to attend the Organisation's Annual General Meeting. Affiliate Members do not have the right to attend the Organisation's Annual General Meeting though they may in terms of a proxy furnished to them by a Registered Member and/or by invitation of the Committee.
- 4.6. Registered Members of the Organisation must use their best endeavours to attend its Annual General Meetings.
- 4.7. At the Annual General Meeting, Registered Members may exercise their right to determine the policy of the Organisation. In the event that a motion is brought to amend the Constitution of the Organisation, Registered Members will be consulted with by the Office Bearers of the Organisation in order that the best interests of the Organisation are pursued.
- 4.8. FIDELITY. This Constitution is binding on all Members, who are expected to support the Committee and the activities, the objectives and the best interests of the Organisation at all times.
- 4.9. WITHDRAWAL, REMOVAL OR TERMINATION OF MEMBERSHIP. A Member's registration with the Organisation, or form of association or affiliation with the Organisation may be reduced, withdrawn or terminated by the Committee in its sole discretion should their conduct be found to be in conflict with the objectives and image of the Organisation. In exercising its discretion the Committee shall at all times be reasonable.
- 4.10. In the event of a dispute relating to the status, termination, removal or withdrawal of membership arising:
- 4.10.1. The Committee will appoint a Disciplinary Committee and a disciplinary hearing will be held, where the complainant and the Member will each have a chance to state their case.
- 4.10.2. The Disciplinary Committee will consist of one Office Bearer from the Committee, one Registered Member and someone who is not a Member of the Organisation.
- 4.10.3. Records of the hearing must be kept, as well as any statements.

- 4.10.4. The Member or the Organisation may appeal in writing to any decision of the Disciplinary Committee, stating the reasons, to an independent arbitrator (the "Arbitrator") elected by the Chairman of the Law Society of South Africa (or its successor-in-title, rights and assigns) within 15 days of the disciplinary hearing. The Arbitrator will review all the evidence and records of the hearing and may call on witnesses in making a determination. The Arbitrator's decision shall be final. The Arbitrator will also make a finding as to who is responsible for his/her costs.
- 4.11. RESIGNATION. Any Member may resign their membership in writing at any time.
- 4.12. LIMITS OF LIABILITY. Members or Office Bearers will not be liable for any of the obligations and liabilities of the Organisation solely by virtue of their status as Members or Office Bearers of the Organisation.
- 4.13. Should an Office Bearer, employee or Member act in such a manner which is grossly negligent (tantamount to recklessness) and/or fraudulent towards the Organisation such Office Bearer, employee or Member shall be held responsible for their actions.
- 4.14. **ADOPTION AND FOSTERING OF CHILDREN**
- 4.15. Should an Office Bearer, employee or Member of Yenzani wish to adopt or foster a child from Yenzani, they shall apply to the Committee of Yenzani for permission to do so and shall abide by such instructions as the Committee shall require them to abide by, inclusive of the receipt of any training or counselling relating thereto.
- 4.16. Should matters transpire that the action of such Office Bearer, employee or Member of Yenzani in adopting or fostering the child, fail for whatever reason, Yenzani will not be obliged to absorb such child back onto any premises operated by it.
- 4.17. Yenzani, its Members or Office Bearers shall not be liable for any claim or damages resulting from the adoption or fostering of such child by an Office Bearer, employee or Member (other than the adopting/fostering Office Bearer, employee or Member) or the failure of such fostering or adoption.

5. **MANAGEMENT**

- 5.1. THE EXECUTIVE OFFICER. The founding Executive Officer of the Organisation shall retain his/her title until such time as he/she resigns, dies or is otherwise incapacitated or removed in his/her dealings in that capacity. Upon such resignation, removal, death or incapacity, the Committee shall elect a new Executive Officer. The Committee shall

at all times report to the Executive Officer of the Organisation. The Executive Officer shall be deemed to be a Registered Member of the Organisation and shall be the Chairperson of the Committee.

- 5.2. The Executive Officer shall be involved in the Organisation on a full time basis.
- 5.3. COMMITTEE. The affairs of the Organisation shall be managed by the Committee ("Committee") as elected, constituted and operated in accordance with this Constitution and at the Annual General Meeting. The Committee shall be made up of not less than 7 Registered Members and the Executive Officer of the Organisation. They will be the Office Bearers of the Organisation. The Officer Bearers may be allocated different titles and roles to play in the management of the Organisation from time to time, provided that the allocation of titles or roles shall at all times be in accordance with law and shall take into consideration current circumstances and best possible practice. The Committee will collectively decide on the titles and roles of each of the Office Bearers.
- 5.4. The Committee shall appoint a Treasurer and a Secretary out of its Office Bearers.
- 5.5. The Treasurer shall be responsible for funds of the Organisation.
- 5.6. The Secretary shall be in charge of the correspondence and records of the Organisation and shall be responsible for receiving any notices, summons' or official correspondence and for the escalation thereof to the Committee.
- 5.7. Office Bearers will serve for one year, but may stand for re-election for another term in office after that. Depending on what kind of services they provide to the Organisation, they may stand for re-election into office again and again. This shall be for so long as their services are needed and they are ready to provide their services.
- 5.8. The Chairperson shall control proceedings at the meetings of the Committee. Should the Chairperson not be present at a meeting, the Office Bearers present shall elect a chairperson for the purposes of that specific meeting.
- 5.9. If an Office Bearer does not attend three Committee meetings in a row, without having applied for and obtaining leave of absence from the Committee, then the Committee may find a new Office Bearer to take that person's place upon giving reasonable notice of its intention to do so to the defaulting Office Bearer.

- 5.10. The Committee will meet at least once every six weeks. More than half of the Office Bearers need to be at the meeting in order to constitute a quorum for the purposes of making decisions. In the event that there is no quorum the meeting shall stand down until the next week at the same place and at the same time (the "Adjourned Meeting") and those Office Bearers present at the adjourned meeting shall constitute a quorum. Notification of the Adjourned Meeting shall be given to the absent Office Bearers within 48 hours of the meeting by whatever means.
- 5.11. The Chairperson will have a second casting vote in the event of a voting tie.
- 5.12. Minutes will be taken at every meeting to record the Committee's decisions. The minutes of each meeting will be sent to the Office Bearers at least one week before the next meeting by whatever means. The minutes shall be confirmed as a true record of the proceedings at the next meeting and shall be signed by the Chairperson.
- 5.13. All Members of the Organisation shall abide by decisions that are taken by the Committee.
- 5.14. The Committee shall be vested with and shall exercise full powers in the management of the Organisation. It shall have the power to appoint such staff, and to appoint, establish or arrange to be elected, such Sub-Committees and working parties as it deems fit, and to delegate powers to them. It shall establish such activity targets and publish such detailed operating instructions as are necessary for the effective operation of the Organisation.
- 5.15. Any Office Bearer may call a special meeting of the Committee if he/she finds it necessary to do so on no less than 14 days prior notice to the other Office Bearers. Such Office Bearer must inform the other Office Bearer of the issues to be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new Office Bearer, then those calling the meeting must give the other Office Bearers not less than 30 days prior notice.
- 5.16. Notwithstanding the aforesaid, in circumstances of urgency any meeting of the Committee may be held by telephone or by means of a minute tabled and signed by a quorum of Office Bearers on a round robin basis.

- 5.17. The Committee shall have the right to dismiss or to terminate the appointment of any of its Office Bearers or any employee of the Organisation where circumstances permit and after having followed the appropriate procedures.
- 5.18. WITHDRAWAL, TERMINATION OR REMOVAL OF OFFICE BEARERS. An Office Bearer's association or affiliation with the Organisation may be reduced, removed, withdrawn or terminated by the Committee in its sole discretion should such Office Bearer's conduct be found to be in conflict with the objectives and image of the Organisation. In exercising its discretion the Committee shall at all times be reasonable.
- 5.19. In the event of a dispute relating to the termination, removal or withdrawal of an Office Bearer arising:
- 5.19.1. The Committee will appoint a Disciplinary Committee and a disciplinary hearing will be held, where the complainant and the Office Bearer will each have a chance to state their case.
- 5.19.2. The Disciplinary Committee will consist of one Office Bearer from the Committee, one Registered Member and someone who is not a Member of the Organisation.
- 5.19.3. Records of the hearing must be kept, as well as any statements.
- 5.19.4. The effected Office Bearer or the Organisation may appeal in writing to any decision of the Disciplinary Committee, stating the reasons, to an independent arbitrator (the "Arbitrator") elected by the Chairman of the Law Society of South Africa (or its successor-in-title, rights and assigns) within 15 days of the disciplinary hearing. The Arbitrator will review all the evidence and records of the disciplinary hearing and may call on witnesses in making a determination. The Arbitrator's decision shall be final. The Arbitrator will also make a finding as to who is responsible for his/her costs.
- 5.20. SUB-COMMITTEES. The Committee has the right to form sub-committees. The decisions that sub-committees take must be furnished to the Committee. The Committee must agree or not to ratify such decisions at its next meeting. This meeting should take place as soon after the sub-committee's meeting as possible. By agreeing to decisions of the sub-Committee, the Committee ratifies them.

- 5.21. The Committee shall have the power to dissolve any sub-committee or body upon notice to that effect.
- 5.22. WORKING COMMITTEE. The Committee shall be obliged to appoint a sub-committee to control the day-to-day operations of the Organisation ("the Working Committee"). The Working Committee will consist of at least 2 Members and any other person (whether a Member or not) that is deemed necessary to be seconded to the Working Committee in order to assist the Organisation to fulfil its objectives.
- 5.23. The functions of the Working Committee (and for that matter any other sub-committee) will be to implement Committee policy in the control of the day-to-day operations of the Organisation, with particular reference to financial controls.
- 5.24. Unless specifically authorised by the Committee, the Working Committee will not decide Organisation policy.
- 5.25. The Working Committee will meet at least weekly.
- 5.26. The Working Committee will submit to the Committee any reports on any aspect of its activities and functions that may be required by the Committee.
- 5.27. The Working Committee will ensure that a complete and accurate account of the discussions and decisions of the meeting proceedings is taken by a person present at the meeting so as to constitute the official record of the meeting in the form of minutes.
- 5.28. Should it be in the best interests of the Organisation, the Committee may disband the Working Committee and immediately replace it with another Working Committee.
- 5.29. GENERAL. The minutes of any meeting of the Committee and/or the Working Committee will have full legal effect once they have been accepted by the Committee at its following meeting and signed by the Chairperson of the Committee.
- 5.30. Minutes of all meetings must be kept safely and always be on hand for Members to consult.
- 5.31. Should a conflict arise between a decision made by the Committee and the Working Committee, the decision of the Committee shall prevail.

6. **POWERS OF THE COMMITTEE**

- 6.1. The Committee may take on any power and authority that it believes it needs to be able to achieve the objectives that are stated in clause 3 of this Constitution provided that the activities conducted by it must abide by the law.
- 6.2. The Committee has the power and authority to raise funds or to invite and receive contributions.
- 6.3. The Committee has the power to buy, hire or exchange any property that it needs to achieve its objectives.
- 6.4. The Committee has the right to make rules pertaining to the proper execution of and including procedures for application, approval and termination of membership.
- 6.5. The Committee will decide on the powers and functions of the Office Bearers.
- 6.6. The Committee shall in its sole discretion be able to determine the criteria for the admission of any child onto its premises. In setting such criteria, the Committee shall at all times consider the safety, sex, age and relationship of the children to each other.

7. **ANNUAL GENERAL MEETINGS**

- 7.1. The Annual General Meeting of the Organisation must be held once every year, within four months of the Organisation's financial year-end.
- 7.2. The Organisation should deal with, *inter alia*, the following business at its Annual General Meeting:
 - 7.2.1. agree to the items to be discussed on the agenda;
 - 7.2.2. maintain an attendance register of Members and guests and keep details of those who have sent apologies because they are unable to attend;
 - 7.2.3. read and confirm the previous meeting's minutes with matters arising;
 - 7.2.4. Executive Director's report;
 - 7.2.5. Treasurer's and auditors report;
 - 7.2.6. changes to the Constitution that Members may wish to make;
 - 7.2.7. appointment of Office Bearers of the Committee;

- 7.2.8. general;
- 7.2.9. closing of the Annual General Meeting.
- 7.3. In the event that a Registered Member of the Organisation is unable to attend the Annual General Meeting, such Registered Member may give his/her proxy in respect of nomination and the determination of Organisation policy to any Office Bearer of the Organisation and such Office Bearer shall discharge such proxy as instructed by the Registered Member.
- 7.4. Nominations for Office Bearers must be received by the Executive Director or the Secretary at least 28 days prior to the Annual General Meeting and must be signed by a nominee and a seconder.
- 7.5. The Executive Officer of the Organisation will decide, in consultation with the Registered Members present at the Annual General Meeting, whether a person nominated and seconded as an Office Bearer is eligible to become an Office Bearer of the Organisation. In making the decision, the Executive Officer shall consider the standing of the nominated person, the contribution that such person can make to the Organisation and all other factors, provided that the Executive Officer shall at all times exercise reason in coming to such a decision.
- 7.6. An independent accounting officer shall be appointed at the Annual General Meeting.

8. **INCOME AND PROPERTY**

- 8.1. The Organisation will keep a record of its assets and liabilities.
- 8.2. The Organisation may not give any of its money or property to its Members or Office Bearers. The only time it may do so is when it pays for authorised work that a Member or Office Bearer has done for the Organisation. The payment must be reasonable taking into consideration the work that has been done and against proof of such expenditure by such Member or Office Bearer.
- 8.3. A Member or Office Bearer of the Organisation may only be refunded by the Organisation for expenses that they have actually paid for or on behalf of the Organisation.

- 8.4. Members or Office Bearers of the Organisation do not have any right, title or interest over the assets of the Organisation.

9. **FUNDRAISING**

- 9.1. Only the Committee, approved staff and approved fundraisers of the Organisation will be allowed to conduct fundraising and the securing of donations.
- 9.2. The Committee has the right to decline donations or fundraising events that they feel may in any way be harmful to the Organisation.
- 9.3. Plans and budgets of any proposed fundraisers must be submitted to the Committee to determine the feasibility thereof before agreed by the Committee.
- 9.4. The Committee shall procure that fundraisers shall not make any commitments, oral or written, without authorisation by the Committee. Any binding documents must be signed by the Executive Director.
- 9.5. A maximum of 20% commission on any donation of which a fundraiser and/or a Committee members is directly responsible for securing shall be paid to such person, provided that, in the case of a Committee member such commission shall be limited to a maximum amount of R10 000,00 (ten thousand Rand) in any single donation secured and provided that such commission arrangement is recorded in writing.

10. **FINANCE**

- 10.1. The financial year of the Organisation ends on 28 February in each year.
- 10.2. The day to day financial management of the Organisation shall be carried on by the Treasurer.
- 10.3. The Treasurer:
- 10.3.1. shall arrange for all funds to be placed into a bank account in the name of the Organisation;
- 10.3.2. must also keep proper records of all the finances.
- 10.4. Whenever funds are taken out of the bank account, the Treasurer (or the Treasurer's alternate) and at least one other Office Bearer of the Committee of the Organisation

must sign the withdrawal voucher or cheque. To this extent the appropriate authorities to sign must frequently be updated at any financial institution that the Organisation banks at.

- 10.5. The Organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations (or his successor-in-title, rights and assigns) within six months after the financial year-end of the Organisation.
- 10.6. If the Organisation has funds that can be invested, the funds may only be invested by the Committee at institutions that are listed in Section 1 of the Financial Institutions (Investment of Funds) Act, 1984 or any successor thereof.
- 10.7. The Committee of the Organisation may invest in securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 or any successor thereof. A designated Office Bearer of the Committee may approach different banks to seek advice on the best way to look after its funds. The designated Office Bearer shall report back to the Committee with their findings whereupon the Committee shall decide, taking into consideration all possible risks and/or after consultation with any expert, into which investments its funds shall be placed.
- 10.8. The acquiring of assets will be limited as far as possible so as to be enable the Organisation's to attain its primary objectives.
- 10.9. The Committee may, from time to time, also set limitations on expenditure that may be incurred and/or authority of persons, Members and/or Officer Bearers relating to such expenditure.

11. **CHANGES TO THE CONSTITUTION**

- 11.1. The Constitution may only be varied, altered or amended at a special meeting of the Registered Members of the Organisation for that purpose or at the Annual General Meeting.
- 11.2. A written notice to Registered Members must go out no less than fourteen (14) days prior to the meeting at which the changes to the Constitution are going to be proposed. The notice must indicate the proposed changes to the Constitution that will be discussed at the meeting.

- 11.3. In the event that a Registered Member of the Organisation is unable to attend the meeting, such Registered Member may furnish his/her proxy in respect of the nomination and the determination of any change to the Constitution to any Office Bearer of the Organisation and such Office Bearer shall discharge such proxy as instructed by the Registered Member.

In the event that any Registered Member of the Organisation has any recommendations to make relating to any changes to the Constitution, such changes shall be considered by the Committee prior to adoption of any changes.

- 11.4. The Constitution will be changed by means of resolution drafted for that purpose and any amendment to the Constitution shall be registered with the appropriate authorities if required by law, whereafter the Constitution shall be deemed to be amended accordingly. In order to alter the Constitution a proposal must receive support of 75% of the Members present at a properly constituted special meeting of the Registered Members of the Organisation or at a properly constituted Annual General Meeting.

12. **DISSOLUTION/WINDING-UP**

- 12.1. The Organisation may dissolve or wind up if at least 50% of the Registered Members present and voting at a special meeting convened for the purpose of considering such matter are in favour of closing down. All other formal legal routes will have to be followed.
- 12.2. The Organisation shall furnish 30 days notice to its Registered Members in terms whereof they are called to the special meeting and in terms whereof it states its intention to dissolve close down.
- 12.3. In the event that a Registered Member of the Organisation is unable to attend the special meeting, such Registered Member may give his/her proxy in respect of the closing down of the Organisation to any Office Bearer of the Organisation and such Office Bearer shall discharge such proxy as instructed by the Registered Member at the special meeting.
- 12.4. When the Organisation closes down it shall pay all its debts. After doing this, if there is property or money left over it shall not be paid nor given to any Members or Office Bearers of the Organisation. It should be given in some way to another non-profit

Organisation that has similar objectives. The Organisation's Special Meeting may decide what Organisation this should be.

13. **ADOPTION OF THE CONSTITUTION**

- 13.1. This Constitution was approved and accepted by the Members of "Yenzani" at the Annual General Meeting held in 2003.

14. **CONFLICT**

- 14.1. Should a conflict occur between the provisions of this Constitution and the Memorandum of Association of the Organisation, the Memorandum of Association of the Organisation shall take precedence.

Adopted with changes reflected as per special resolution tabled at Annual General Meeting of 5 November 2005.

Signed by the Chairperson