



SIZAKUYENZA CONSTITUTION

OCTOBER 2024

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1. NAME

The organisation hereby constituted will be called **SIZAKUYENZA** (the organisation).

2. BODY CORPORATE

The organisation is an association of persons which is a body corporate, and:

- 2.1 exists in its own right, separately from its members;
- 2.2 continues to exist even when its members and/or Office Bearers change;
- 2.3 has the capacity to own property; and
- 2.4 has the capacity to sue and be sued in its own name.

3. OBJECTIVES

The organisation's primary objective is to promote a healthier environment, with a special focus on the poor, the achievement of social justice, gender balance, and community empowerment. The organisation will carry out public benefit activities which may include, but are not limited to, the following:

3.1 Welfare and Humanitarian

- 3.1.1 The care and counselling of, and provision of education programmes relating to, physically or mentally abused and traumatised persons, with a special focus on women and children who have been subjected to rape and domestic violence;
- 3.1.2 The rescue and care of persons in distress, with a special focus on the provision of shelter to abused women;
- 3.1.3 The provision of poverty relief;
- 3.1.4 The promotion and advocacy of human rights and democracy, with a special focus on health, the security of the person and the environment;
- 3.1.5 The provision of legal services for poor and needy persons; and
- 3.1.6 Community development for poor and needy persons and anti-poverty initiatives, including the promotion of community-based projects relating to self-help, empowerment, capacity building, skills development, and the provision of training, support and assistance to such community-based projects.

3.2 Health Care

- 3.2.1 The care and counselling of seriously ill persons and their families;
 - 3.2.2 The prevention of HIV, TB, malaria, and other epidemic diseases and the provision of preventative and educational programmes related to HIV/AIDS, TB and malaria;
 - 3.2.3 The care, counselling, and treatment of persons afflicted with HIV/AIDS, TB, and malaria, including the care and counselling of their dependants;
 - 3.2.4 The provision of primary health care education, sex education, family planning and reproduction health services; and
 - 3.2.5 The provision of primary health care services and improved access to health services, to poor and needy persons.
- 3.3 Land and Housing
- 3.3.1 The facilitation of processes involving building and equipping of shelters, clinics, and other infrastructure for the benefit of the poor and needy.
- 3.4 Conservation and the Environment
- 3.4.1 Engaging in the conversation, rehabilitation, or protection of the natural environment, with a special focus on waste management and clean-ups in informal settlement areas; and
 - 3.4.2 The promotion of, and education and training programmes relating to, environmental awareness, greening, clean-up, or sustainable development projects.
- 3.5 Training
- 3.5.1 The provision of training services on the above-mentioned subjects, especially on: HIV/AIDS prevention and counselling; home based care; savings schemes creation; community-based response to environmental or social emergencies; and advocacy actions.
- 3.6 General
- 3.6.1 The provision of funds, assets, services, or other resources by way of donation or similar means to any other like-minded public benefit organisation or government department;
 - 3.6.2 The provision of support services, and the promotion of the common interests of public benefit organisations; and
 - 3.6.3 Fund raising to implement activities.

- 3.7 The organisation must carry out the activities stated in 3.1 – 3.6 in a nonprofit manner and for altruistic and/or philanthropic purposes.
- 3.8 No activity in 3.1 – 3.6 above may be intended to directly or indirectly promote the economic self interest of any member, Office-Bearer, or employee of the organisation, other than by way of payment of reasonable remuneration for services rendered.
- 3.9 No less than 85% of the organisation's activities in a tax year, measured either by way of cost or time expended, must be carried out for the benefits of the persons in the Republic of South Africa.
- 3.10 The organisation's activities must be carried out in such a way that they are for the benefit of, and are widely assessable to, the general public at large or any sector thereof, which is not a small exclusive group.
- 3.11 The organisation is prohibited from carrying on any business undertaking or trading activity subject to the exceptions provided for the Income Tax Act 58 of 1962.
- 3.12 The organisation is prohibited from accepting any donation which:
 - 3.12.1 is revocable by the donor for reasons other than a material failure to comply with the designated purposes and conditions of the donation; or
 - 3.12.2 has a condition or conditions attached to it which could enable the donor or a person connected to the donor to derive some direct or indirect benefit.

4. GOVERNING STRUCTURE AND MANAGEMENT

- 4.1 The Office Bearers will oversee the organisation. There will be no less than five (5) Office Bearers. They are the **members of the Board of governance** of the organisation.
 - 4.1.1 At least three members of the Board must be unconnected persons, that is persons unrelated to each other by blood, marriage, or adoption.
 - 4.1.2 The Board may employ an executive Director to attend to the day-to-day management of the organisation's affairs. The executive Director will attend Board meetings *ex-officio*, over and above the five (5) Board members, and will not have voting powers.
 - 4.1.3 The Board may employ staff to assist the Director in the day-to-day management of the organisation's affairs.

- 4.1.4 Any person wishing to become a member of the organisation must apply to the Board for admission, by sending an email to the Chairperson. Contact information and a list of members will be published annually on the website and in the Annual Report. All employees and all Board members of the organisation are automatically considered members once their appointment has been confirmed.
- 4.1.5 The decision whether to accept an applicant for membership, accept a member's resignation, or expel a member, shall be in sole discretion of the Board.
- 5.1.6 Staff will elect a staff Board representative to represent their interests and concerns at Board Meetings, who will serve for (1) one year.
- 4.2 Term of office: Members of the Board will be elected by the organisational members at an Annual General Meeting and will serve for a term not exceeding **three (3) years**. They can, however, stand for re-election for another term in office, and another after that, for as long as their services are needed, and they are ready to give their services.
- 4.3 Vacancies: The members of the Board must, as soon as reasonably possible, appoint someone to fill any vacancy that reduces the number of Board members to below five.
- 4.4 Resignation: A member of the Board may resign from office in writing.
- 4.5 Disqualification or Removal:
- 4.5.1 If a member of the Board does not attend three (3) meetings in a row, without having applied for and obtaining leave of absence from the Board, then the Board will be entitled to find a new member to take that person's place.
- 4.5.2 If a member of the Board is found guilty of a criminal conviction, financial misconduct or acting in violation of the organisation's policies then the Board will be entitled to find a new member to take that person's place.. A Board member may be suspended for precautionary reasons, while removal is being considered.
- 4.6 Board Meetings
- 4.6.1 The Board must meet at least once in every quarter of the year. More than half of the Board members (50% + 1) must attend the Board meeting for there to be a quorum.

- 4.6.2 Minutes must be taken at every Board meeting to record the Board's decisions. The minutes of each meeting will be given to the Board members at least two (2) weeks before its next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Board, and shall thereafter be signed by Chairperson. Minutes of all meetings shall be kept safely and always be on hand for members of the organisation to consult.
- 4.6.3 The Chairperson, or any member of the Board, may call a special meeting of the Board. They must let the Board members know the date of the proposed meeting, and the issues which will be discussed at the meeting, not less than seven (7) days before it is due to take place.
- 4.6.4 The Chairperson must chair Board meetings. If the Chairperson does not attend a meeting, the Vice-Chairperson must chair the Board meeting. If both are absent, members of the Board present must choose which of them will chair that meeting. This must be done before the meeting starts.
- 4.6.5 When necessary, the Board will make decision by voting. Decisions of the Board are carried by a simple majority of votes cast (50% + 1). If the votes are equal on an issue, the Chairperson will have the deciding vote.
- 4.6.6 At its first meeting after every AGM, the Board must elect from its members:
- a Chairperson, who will serve for one (1) year;
 - a Vice-Chairperson, who will serve for one (1) year; and
 - a Secretary, who will serve for one (1) year.

5. POWERS OF THE ORGANISATION

- 5.1 The Board must carry out the powers on behalf of the organisation and it must manage the affairs of the organisation in accordance with the vision, mission and strategy of the organisation and the resolutions of the members, as taken from time to time at AGMs of the organisation.
- 5.2 The Board is responsible for making decisions, and acting on such decisions, to achieve the objectives of the organisation as stated in clause 3 of this constitution. However, such decisions and their activities may not be against the resolutions of the organisational members, or be against the law of the Republic of South Africa.
- 5.3 The Board has the general powers and authority to:

- 5.3.1 raise funds or to invite and receive financial contributions;
 - 5.3.2 buy, hire, or exchange for any property that it needs to achieve its objectives;
 - 5.3.3 make by-laws for proper governance and management of the organisation; and
 - 5.3.4 form sub-committees with co-opted members, as and when it is necessary for the proper functioning of the organisation.
- 5.4 The Board may delegate any of its powers or functions to a sub-committee provided that:
- 5.4.1 such delegation, and conditions attached to the delegation, are reflected in the minutes of the Board meeting in which the delegation is authorised;
 - 5.4.2 at least one Board member serves in the sub-committee;
 - 5.4.3 there are at least three (3) or more people on a sub-committee; and
 - 5.4.4 the sub-committee must regularly report back to the Board on its activities.
- 5.5 The Board must approve all expenditure incurred by a sub-committee in advance and may revoke the delegation or amend the conditions of the delegation at any time.
- 5.6 The organisation is prohibited from operating on any basis which allows a single person to directly or indirectly control decision making powers in the organisation.
- 5.7 It is acknowledged that the organisation was born from a pilot project within a social movement. The value of links with other NGO's and entities for the accomplishment of the organisation's mission is recognised. The organisation is empowered to establish special relationships with other NGO'S and similar entities in the field, in terms whereof there shall be co-operation with regard to the organisation's annual reports, statements, budgets, work plans, and so on.

6. MEETINGS

- 6.1 Annual General Meetings (AGMs)
- 6.1.1 Members and stakeholders of the organisation must attend its annual general meetings.
 - 6.1.2 The purpose of an AGM is:

- for the Board to the report to members and stakeholders on the achievements and work of the organisation over the preceding year;
 - to make any changes to the constitution; and
 - to enable members to decide on the policies of the organisation.
- 6.1.3 The AGM must be held once every year, towards the end of the organisation's financial year.
- 6.1.4 The organisation must deal with the following business, amongst others, at every AGM:
- Agree on all agenda items and adopt the agenda.
 - Record the names of those who are present, and those who have sent apologies because they are unable to attend.
 - Approve and adopt the minutes of the previous AGM and note any matters arising.
 - Consider the Chairperson's report.
 - Consider the Treasurer's report.
 - Vote on any changes to the constitution that members may want to make.
 - Appoint any advisory panel with whom the Board can consult on specified strategic issues, as required.
 - Appoint an Auditor as its Accounting Officer, who must audit and verify the finances of the organisation.
 - Elect new Board members.
 - Elect one member of the Board as Treasurer. The Treasurer's job is to oversee the control of the day-to-day finances of the organisation. The Treasurer shall arrange for all funds to be put into a bank account in the name of the organisation. The Treasurer must also ensure that the Finance Office keeps proper record of all organisational finances.
 - General matters.
 - Closing.
- 6.2 Special General Meetings (SGMs)
- 6.2.1 An SGM or any other special meeting is held outside of the normal or regular meetings.
- 6.2.2 Special or extraordinary meetings can take the form of an AGM, or any ordinary meeting of the organisational members.

- 6.2.3 The Board, or not less than one-third of the organisational members, may call an SGM of the organisation.
- 6.2.4 Special meetings may be called when the Board needs the mandate or guidance of the organisational members to take up issues that require urgent attention and cannot wait until the next regular AGM or ordinary meeting.
- 6.3 Board Meetings
 - 6.3.1 Board meetings are conducted to complete a standard order of business in order to oversee business of the organisation. These are held with all Board members, once a quarter including the AGM, and are attended by the staff Board representative.
- 6.4 Notices of Meetings
 - 6.4.1 The Chairperson of the Board shall convene all organisational meetings. The Secretary must let all Board members know the date of the proposed meeting within a reasonable time, but not less than seven (7) days, before it is due to take place.
 - 6.4.2 When convening an AGM, or an SGM, all members of the organisation must be informed of the meeting no less than fourteen (14) days before such a meeting.
 - 6.4.3 Notices for all meetings provided for in this constitution must be given to relevant members in writing, either personally or by electronic communication, or whichever manner is convenient, to the address or other similar contact details provided by the organisational members.
 - 6.4.4 Notices for all meetings must indicate the reasons for the meeting, and the matters that will be discussed in the meeting.
 - 6.4.5 For confirmation of delivery, all notices sent to members at the latest known contact details shall be deemed to have been duly served on members, unless it can be proven otherwise.
 - 6.4.6 All members present in person at any meeting shall be deemed to have received notice of such meeting.
- 6.5 Quorums
 - 6.5.1 Quorums for all meetings of the organisation shall be a simple majority (50% + 1) of relevant members who are expected to attend.

- 6.5.2 However, for the purpose of considering changes to this constitution, or the dissolution of the organisation, two thirds ($\frac{2}{3}$) of the members must be present at a meeting.
- 6.5.3 All meetings of the organisation must reach a quorum before they can start.
- 6.5.4 If a quorum is not present within fifteen minutes of the appointed time of the meeting, the meeting must be adjourned or postponed to another date, within fourteen days thereafter.
- 6.5.5 If no quorum is present at the reconvened meeting within fifteen minutes of the appointed time, the members present shall be regarded to make up a quorum for that meeting and the meeting will continue as if a quorum is present.

6.6 Procedures at Meetings

- 6.6.1 The Board may regulate all meetings and proceedings as it deems fit, subject to the following:
- The Chairperson shall chair all meetings of the organisation, including meetings of the Board and not including staff meetings and sub-committee meetings.
 - If the Chairperson is not present, the Vice-Chairperson shall chair such meeting.
 - In the event both are absent, the Board members present at the meeting shall elect a chair for that meeting.

6.7 Making decisions in meetings

- 6.7.1 Where possible, the decisions of the organisations shall be taken by consensus. However, when there is no consensus, the chair will facilitate discussion and call for a vote.
- 6.7.2 All votes must be counted and the majority votes on an issue shall be regarded as the decision of the meeting.
- 6.7.3 However, if opposing votes are equal on an issue, then the chair of that meeting has either a second or a deciding vote.
- 6.7.4 All members must abide by the majority decision.
- 6.7.5 Decisions concerning changes to this constitution, or of dissolution and closing of the organisation, shall only be dealt with in terms of clauses 6.5.2, 9, and 10 of this constitution.

6.8 Records of meetings

- 6.8.1 Proper minutes and attendance records must be kept for all meetings of the organisation.
- 6.8.2 The minutes shall be confirmed as a true record of proceedings by the next meeting of the Board, or of organisational members as the case may be, and shall thereafter be signed by the Chairperson, or whoever chaired the meeting.
- 6.8.3 Minutes and attendance records must be organised and kept safely by the Secretary, and always be on hand for any organisational members to view and consult.

7. INCOME AND PROPERTY

- 7.1 The organisation must keep record of all its income and property. Records kept in book form must be retained and carefully preserved by the board for a period of four years after the date of the last entry in any book. Records not kept in book form must be retained and carefully preserved by the board for a period of four years after completion of the transactions, acts or operations to which they relate.
- 7.2 The organisation's income and property must not be distributed to its members, Office Bearers, or employees, except as reasonable remuneration for services rendered.
- 7.3 The organisation's income and property must not be distributed to any other person except while carrying out a public benefit activity.
- 7.4 Members and Office Bearers of the organisation shall have no rights in the property or other assets of the organisation solely by virtue of their being members or office-bearers.
- 7.5 The organisation must utilise its funds solely for the objects for which it is established.

8. FINANCE AND REPORTS

- 8.1 **Bank Account:** The Board must open a bank account in the name of the organisation with a registered Bank.
- 8.2 **Signing:** Cheques and other documents requiring signature on behalf of the organisation shall be signed by at least two persons authorised by the Board. In the event that all remaining funds are taken out of the bank account, the Board must agree to the authorisation of the withdrawal as a formal Board resolution.
- 8.3 **Financial year-end:** The financial year end of the Organisation shall be **31 March of each year.**


- 8.4 Financial Report: The Board must ensure that proper records and books of account which reflect the affairs of the organisation are kept, and within six months of its financial year a report is compiled by an independent registered Auditor stating whether or not the financial statements of the organisation are consistent with its accounting policies and practices of the organisation, and sent to the Director of Non Profit Organisations of the Department of Social Development.
- 8.5 The Treasurer is responsible for making sure that the money of the organisation is safe and is accounted for.
- 8.6 The Treasurer must also make regular reports to the Board on the finances of the organisation, which should include all incomes, expenditures and balances that remain according to accounting practices of the organisation.
- 8.7 If the organisation has funds that can be invested, the funds may only be invested with registered financial institutions. These institutions are listed in Section 1 of the Financial Institutions (Protection of Funds) Act 28 of 2001. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985 (as amended). The organisation can go to different banks to seek advice on the best way to look after its funds.
- 8.8 Nothing in 8.7 above prevents the organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity) in the form that it was acquired by way of donation or bequest.

9. CHANGES TO THE CONSTITUTION


- 9.1 The constitution can only be changed by a resolution of the organisation's members. This can only be done at an AGM, or an SGM that is called by the Board for this purpose.
- 9.2 No change to the constitution which may reasonably jeopardise the organisation's status as a non-profit organisation or as a tax exemption organisation or has the effect of making the organisation cease to exist, is permitted.
- 9.3 A written notice must go out to organisational members not less than 14 days before the meeting at which the changes of the constitution are going to be considered. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
- 9.4 The resolution to change the constitution can only be passed by the votes in favour of **not less than two thirds of the organisation's members.**

- 9.5 The organisation, is exempt from the payment of income tax, and must furnish the commissioner for the South African Revenue Services with copies of any amendments to the constitution, as soon as the amendments have been passed.
- 9.6 The Chairperson of the Board must furnish the Director of Non-Profit Organisations of the Department of Social Development with copies of any amendments to this constitution, as soon as the amendments have been passed.
- 10. DISSOLUTION / WINDING UP**
- 10.1 The organisation can only be dissolved or wound up by a resolution of the organisation's members. A Special General Meeting may be called by the Board for this purpose.
- 10.2 A written notice must go out to members not less than 14 days before the meeting at which the dissolution or winding up of the organisation is going to be considered. The notice must indicate that the proposed dissolution or winding up of the organisation will be discussed at the meeting.
- 10.3 The resolution to dissolve or wind up the organisation can only be passed by the votes in favour of not less than two thirds of the organisation's members.
- 10.4 When the organisation is wound-up or dissolved, any assets remaining after all its liabilities have been met must be transferred to another public benefit organisation approved in terms of the Income Tax Act 58 of 1962 (in the event that the organisation is granted tax exemption) alternatively any other organisation with similar objectives.

Thus agreed and resolved by the organisational members at an Annual General Meeting at Cape Town on 9 October 2024.



KATHLEEN DAY
CHAIRPERSON



CHARLTON ZIERVOGEL
SECRETARY



KHASHIFA CHILWAN
TREASURER

