



# CONSTITUTION

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# VULAMASANGO

CHILDREN'S DEVELOPMENT PROJECT



(A NON GOVERNMENTAL ORGANISATION)



## 1. Name

1.1 The Non Governmental Organisation (NGO) hereby constituted will be called

### **VULAMASANGO**

(hereafter referred to as "the organisation")

## 1.2 Body corporate

The organisation shall:

- Exist in its own right, separately from its members.
- Continue to exist even when its membership changes and there are different office bearers.
- Be able to own property and other possessions.
- Be able to sue and be sued in its own name.

## 2. Mission, Vision and Objectives

### 2.1 The Mission

"To enhance and promote the physical, social, emotional and intellectual well-being of children and youth aged 0 to 21 years from disadvantaged communities in South Africa."

### 2.2 The Vision

To establish a multi-purpose facility delivering services to children in need by offering various programmes as well as temporary and/or permanent institutionalised care to children of the disadvantaged residential areas of Cape Town. These services will be established in accordance with the immediate and adapted to the changing needs of the community. The services will be delivered based on the child-rearing techniques and philosophical principles set out by Rudolf Steiner (commonly known as Waldorf Education).

### 2.3 The Objectives

#### 2.3.1 The organisation's main objectives are...

- ❖ ...to address the growing issue of children being orphaned, abused or neglected by the spread of crime, alcohol abuse, poverty and HIV/Aids and other illnesses in a holistic and sustainable manner. This will include:
  - Creating a temporary or permanent place of safety for children who cannot be adopted or taken in by foster families. This will include creating living conditions closely resembling those of a family, i.e. small family-units of no more than 10 children living in a house with a set of caregivers (house parents).
  - Establishing a small day-care clinic for the children where they receive specialised medical treatment by a team of dedicated nurses and doctors.

- 3-15
- Establishing extensive food gardens to harvest fresh farm produce for the children and to make a feeding-scheme partly self sustainable. This will help to integrate children into a natural environment where they learn the value of healthy, bio-dynamic farming and a wholesome diet of self-produced vegetables.
  - Establishing an Educare facility for the pre-school children living on the premises according to the principles of Waldorf education.
  - Establishing an After-School care for children and youth aged between 6 and 21 years of age, offering a wide range of structured, professionally supervised schedules of activities to provide children with holistic after school education, skills training and entertainment.

#### 2.3.2 The organisation's secondary objectives are...

- ❖ To expand and build on the facilities and service deliveries to children and youth mentioned above. This will particularly include:
  - offering life-skills training programmes to help the children develop skills necessary for successful integration into the community in adulthood, including enrolment into task-related interest groups, apprenticeships or educational workshops aimed at learning a trade or vocational skill.
  - facilitating voluntary work/interest groups, such as craft workshops and musical, artistic, gardening or sports activities in order to develop their creativity and aid their physical development.
  - offering therapeutic care by a trained social worker to work through issues such as sexual abuse, domestic violence, the loss of family members etc.
  - Developing programmes aimed at prevention. This will include HIV/Aids awareness programmes, cultural and gender identity workshops, life-skills training, fostering awareness on issues such as teenage pregnancy, crime, alcohol abuse etc.

### 3. Income and property

- 3.1 The organisation will keep a record of everything it owns.
- 3.2 The organisation may not give any of its money or property to its members or office-bearers. The only time it can do this is when it pays for work that a member or office-bearer has done for the organisation. The payment must be a reasonable amount for the work that has been done.
- 3.3 A member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation.

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- 3.4 Members or office-bearers of the organisation do not have rights over things that belong to the organisation.

#### 4. Membership and General Meetings

- 4.1 If a person wants to become a member of the organisation, she or he will have to ask the organisation's **Board of Directors**. The Board of Directors has the right to say no.
- 4.2 People who are over eighteen (18) years of age and who want to help the organisation achieve its objectives can join.
- 4.3 The organisation can decide whether to allow other organisations or institutions that are interested in helping it achieve its objectives to become members.
- 4.4 Members of the organisation must attend its annual general meetings (hereafter referred to as AGMs). At the AGM members exercise their right to determine the policy of the organisation.
- 4.5 Every member has one vote.
- 4.6 Each member organisation must appoint someone to represent it. That person will vote on its behalf at meetings of the organisation. It may send someone else, called an alternate, to replace its appointed representative at any meeting if the appointed representative cannot attend. Each member organisation must tell the organisation's secretary who its representative and alternate will be. If the representative or alternate resigns from or leaves the member organisation, he or she cannot carry on as the member organisation's representative.

#### 5. Termination of membership

- 5.1 If a member has not been active in the organisation for six months, or for three consecutive meetings without giving a good reason, the organisation can end that person's/organisation's membership.
- 5.2 If the Board of Directors has good reason to do so, and if more than 50% of the office bearers agree, it can end any individual or member organisation's membership. But the individual, or the appointed representative of the member organisation, has the right to be heard by the Board of Directors. When the hearing takes place, the person or member organisation's representative can bring an outside person along if he/she wants to. The hearing must take place before the organisation makes a final decision.
- 5.3 A member may tell the Board of Directors if he/she wants to resign. But he/she can only do this if there will still be at least three members of the Board of Directors left behind once the member has left.
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- 5.4 A member may resign if he/she can no longer carry on serving properly because of having a mental disorder, illness or if, by being active in the organisation, he/she can no longer properly run his/her own affairs at home or at work.

## 6. Management

A **Board of Directors** made up of not less than three and not more than 7 people will constitute the **Office Bearers** of the organisation. The Board of Directors takes full responsibility for financial and project management decisions.

- 6.1 Positions to be filled on the Board of Directors are:

Chairperson  
Vice-chairperson  
Secretary  
Treasurer

- 6.1.1 Should there be less than 4 people on the Board, one person can fill more than one role, e.g. Chairperson/Treasurer.)

- 6.1.2 Should there be more than 4 people on the board, they will be Ordinary Office Bearers without a designated position.

- 6.2 Office Bearers will serve for two years, but they can stand for re-election for another term in office after that. Depending on what kind of services they give to the organisation, they can stand for re-election into office again and again. This is so long as their services are needed and they are ready to give their services.

- 6.3 If an Office Bearer does not attend three board meetings in a row, without having applied for and obtaining leave of absence from the Board of Directors, then the board will find a new member to take that person's place.

- 6.4 The Board of Directors will hold at least two ordinary meetings a year. More than one third of the Office Bearers need to be at the meeting to make decisions that can be carried forward. This constitutes a "quorum".

- 6.5 Minutes will be taken at every meeting to record the Board of Directors' decisions. The minutes of each meeting will be given to the Office Bearers at least two weeks before the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Board of Directors, and shall thereafter be signed by the chairperson.

- 6.6 The organisation has the right to form sub-committees. The decisions that sub-committees take must be given to the Board of Directors. The Board of Directors must decide whether to agree to them or not at its next meeting. This meeting should take place soon after the sub-committee's meeting. By agreeing to decisions the Board of Directors ratifies them.

- 6.7 All members of the organisation have to abide by decisions that are taken by the Board of Directors.

6.8 Members and office bearers are not 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.

6.9 Office bearers 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 functions for or on behalf of the organisation.

## 7. Duties of Office Bearers

### 7.1 Chairperson

The chairperson, as leader of the organisation, chairs all the organisation's meetings that he/she attends. He/she must:

- see that members stick to the rules and guidelines that are in their constitution;
- chair meetings in such a way as to keep good order;
- sign minutes of meetings after members have agreed that the minutes are accurate;
- check that accounts show correct spending of the organisation's money, and agree to the accounts being paid;
- sign cheques on the organisation's banking accounts or accounts;
- sign all funding agreements;
- generally supervise and keep a check on the organisation's affairs;
- do other duties that the organisation expects of its chairperson;
- make sure that meetings take place regularly, as set down in the constitution;
- use his/her power to ask other officials and members of the organisation and its committees to do certain duties and tasks if needs be;
- work in a team spirit with other members of the organisation;
- serve as ex-officio on sub-committees. Being ex-officio means he/she can attend all of the organisation's meetings and take part in the discussions. But when it comes to voting on issues in the sub-committees, he/she may not vote;
- run the annual general meeting (AGM);
- see that the annual report is written.

### 7.2 Deputy-chairperson

The deputy-chairperson takes over the chairperson's tasks and duties when he/she is not there. The deputy-chairperson should keep in close contact with the chairperson. The deputy-chairperson must:

- take on duties and functions that have been passed on to him/her;
- serve as ex-officio on sub-committees.

If both the chairperson and the deputy-chairperson do not attend a meeting, then the office bearers must elect a chairperson from amongst themselves for that meeting.

### 7.3 Treasurer

The treasurer keeps record of all the money that comes into the organisation. This includes, for example membership fees, donations and money raised from fundraising. The treasurer also keeps a record of all the money that is spent by the organisation. The treasurer must:

- keep proper records of what the organisation receives, and of what it spends;
- keep a proper list of the names of members and donors;
- make sure that receipts are written out and signed for all money that the organisation receives;
- make sure the organisation's accounts are paid;
- make sure that the membership fees from all members are being collected on time;
- make sure, that the organisation does not spend more money than it has;
- prepare the organisation's annual financial statements to present to the AGM.

#### 7.4 Secretary

The secretary is responsible for making sure that the organisation's administration runs smoothly. He/she must work closely with the chairperson and the deputy-chairperson. The secretary must:

- keep proper records and minutes of all meetings;
- deal with letters and other correspondence that the organisation receives and sends;
- prepare and send out notices of all meetings of the organisation;
- do other duties that he/she may be asked to do from time to time;
- prepare the venue for meetings.

### 8. Powers of the organisation

8.1 The **Board of Directors**, as described under 6. Management, will run the organisation and be fully responsible for all major decisions regarding employment, finances, membership, policy, ethics, child-rearing, etc.

8.2 The day-to-day operations will be run by the following three management branches:

**General Management:** Headed by the **Chief Executive Officer (CEO)**

The CEO will be in charge of all daily operations and will oversee the smooth running of the organisation, all staff decisions, management decisions, discipline, public-relations, employment, maintenance, etc.

**Educational Management:** Headed by a **Pedagogical Sub-Committee (PSC)** selected by the Board of Directors.

The PSC will be in charge of all decisions regarding child-rearing, education, therapy, medical treatment decisions, ethics, etc.

**Financial Management:** Headed by the **Chief Financial Officer (CFO)**

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Page 15

The CFO will be in charge of all decisions regarding the finances of the organisation, i.e. accounting, fundraising, financial reports, budgeting, etc

The three management branches report directly to the Board of Directors. The CEO and the CFO can be paid positions, whereas the PSC will be selected by the board from existing office bearers and/or staff members and will not be financially rewarded by the organisation for serving on the PSC. The CEO, the CFO and one selected member of the PSC may sit in on board meetings as Ex-Officio board members.

- 8.3 The Board of Directors may take on the power and authority that it believes it needs to be able to achieve the mission, vision and objectives that are stated in point number 2 of this constitution. Its activities must abide by the law.
- 8.4 The Board of Directors has the power and authority to raise funds or to invite and receive contributions.
- 8.5 The Board of Directors has the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- 8.6 The Board of Directors has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- 8.7 The Board of Directors, the CEO as well as the CFO can attend meetings with other organisations, serve as representatives on joint committees, fill engagements as speakers at public relations events and issue press releases.
- 8.8 The CEO, the CFO and the PSC will keep the Board of Directors informed on all its actions on a regular basis.

## **9. Meetings and procedures of the Board of Directors**

- 9.1 The Board of Directors must hold at least two ordinary meetings each year.
  - 9.2 The chairperson, or two office bearers, can call a special Board of Directors meeting whenever they deem this to be necessary for the transaction of any special business of the organisation. But they must let the other board members know the date of the proposed meeting not less than 14 days before it is due to take place. They must also tell the other members of the board which issues will be discussed at the meeting. If, however, one of the matters to be discussed is to appoint a new board member, then those calling the meeting must give the other members not less than 21 days notice.
  - 9.3 The chairperson shall act as the chairperson of the board meeting. If the chairperson does not attend a meeting, then the deputy-chairperson will chair the meeting or the members of the board who are present choose which one of them will chair that meeting. This must be done before the meeting starts.
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- 9.4 There shall be a quorum (i.e. more than one third of the office bearers) whenever such a meeting is held.
- 9.5 When necessary, the Board of Directors will vote on issues. If the voters are equal on an issue, then the chairperson has either a second or a deciding vote.
- 9.6 Minutes of all meetings must be kept safely and always be on hand for board members to consult.
- 9.7 If the Board of Directors thinks it is necessary, then it can decide to set up one or more sub-committees. It may decide to do this to get some work done quickly. Or it may want a sub-committee to do an inquiry, for example. There must be at least three people on a sub-committee. The sub-committee must report back to the Board of Directors on its activities. It should do this regularly.

#### **10. Annual general meetings (hereinafter referred to as AGM's) and special general meetings**

- 10.1 The AGM must be held once every year, after the end of the organisation's financial year. The organisation should deal with the following business, amongst others, at its AGM:
- Agree to the items to be discussed on the agenda.
  - Write down who is there and who has sent apologies because they cannot attend.
  - Read and confirm the previous meeting's minutes with matters arising.
  - Chairperson's report.
  - Treasurer's report.
  - Changes to the constitution that members may want to make.
  - Elect new office bearers.
  - General.
  - Close the meeting.
- 10.2 All members of the organisation shall be entitled to have posted to them notice of the AGM at least fourteen (14) days before it is due to be held. Such notice shall indicate the business to be dealt with at the meeting.
- 10.3 The quorum for an AGM will be more than one third of the members. In case of there not being a quorum at an AGM, the meeting shall be adjourned for seven (7) days and all members attending such postponed meeting shall constitute a quorum, subject to there being a minimum of three (3) members present. If fewer than three members be present, the meeting shall be adjourned for seven (7) days or until the necessary minimum of three (3) members be present.
- 10.4 Every member has a right to submit motions for putting to the meeting, provided that such a member submits such a motion in writing, duly signed by him/her and by a seconded, to the secretary at least seven (7) days before notice is given of the meeting. All such motions shall be included in the notice convening the meeting.

10.5 A special general meeting shall be convened by the chairman if a written request for the same be submitted to him/her signed by at least three (3) members and setting out the reasons for calling such meeting and the specific business to be put on it. Notice of such meeting shall be posted within seven (7) days of receipt of such written request, for a date not less than fourteen (14) days and not more than twenty eight (28) days after the date of such posting. The only business, which may be discussed at such meeting, is that which is set out in the requisition for, and the notice of such meeting.

## 11. Finance

- 11.1 An accounting officer shall be appointed at the AGM. His/her duty is to audit and check on the finances of the organisation.
- 11.2 The treasurer's job is to control 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 make sure that proper records of all the finances are being kept.
- 11.3 Whenever funds are taken out of the bank account, both the chairperson and one of the two executive directors, or alternatively the two executive directors of the organisation must sign the withdrawal or cheque.
- 11.4 The financial year of the organisation ends on the 28<sup>th</sup> of February of every year (or the 29<sup>th</sup> of February in a leap year).
- 11.5 The organisation's accounting records and reports must be ready and handed to the Director of Non-profit Organisations within six months after the end of the financial year.
- 11.6 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 (Investment of Funds) Act, 1984. Or the organisation can get securities that are listed on a licensed stock exchange as set out in the Stock Exchange Control Act, 1985. The organisation can go to different banks to seek advice on the best way to look after its funds.

## 12. Changes to the constitution

- 12.1 The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the AGM or special general meeting. Members must vote at this meeting to change the constitution.
- 12.2 Two thirds of the members shall be present at a meeting ("the quorum") before a decision to change the constitution is taken. Any AGM may vote upon such a notion, if the details of the changes are set out in the notice referred to in 10.2.

12.3 A written notice must go out not less than fourteen (14) days before 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.

12.4 No amendments may be made which would have the effect of making the organisation cease to exist.

### 13. Dissolution / Winding-up

13.1 The organisation may close down if at least two thirds of the members present and voting at a meeting convened for the purpose of considering such matter are in favour of closing down.

13.2 When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over, it should not be paid or given to 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 general meeting can decide what organisation this should be.

This constitution was approved and accepted by members of VULAMASANGO at a special general meeting held on the 09<sup>th</sup> of September 2008 at 39 Rosmead Avenue, Wynberg 7800, Cape Town.



Chairperson (Board of Directors)



Secretary (Board of Directors)


Signed by:

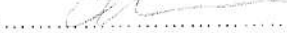
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