

CONSTITUTION FOR "THAND'USANA" BABIES SAFE HOME

Name

1. The Organisation hereby constituted will be named **Thand'usana** meaning "love a baby" (hereinafter referred to as the 'Organisation').

Organisation

2. The Organisation falls under the direct responsibility of the Newton Park Methodist Society (hereinafter referred to as the 'Society') The Society is subject to the Laws and Discipline of the Methodist Church of Southern Africa as provided by "The Methodist Church of Southern Africa (Private) Act, 1978 (Act no.111 of 1978) (hereinafter referred to as the 'Church').
3. The Organisation:
 - a. Will subject to the provisions of paragraph 2 -
 - i. be run financially independently;
 - ii. continue to exist even when there are different office bearers;
 - iii. be able to own movable property and other possessions; and
 - iv. be able to institute legal action in its own name and have legal action taken against it.
 - b. Shall be registered in terms of Section 21 of the Companies Act, 61 of 1973 or as a Voluntary Association in terms of NPO Act 71 of 1997.

Objectives

4. The Organisation's main objectives are to:
 - a. provide a temporary safe haven for abandoned/orphaned/abused babies including infected or affected by HIV/AIDS between ages 0-3 years primarily; and
 - b. afford the said babies the opportunity to be adopted into a permanent family or reunited with their biological family. This is the responsibility of the social worker or case worker involved.

- c. ensure the process of admission and departure of babies occur within a reasonable time (within the existing policy guidelines). The Organisation needs to engage with the case worker, Childline, CMR, ACVV and other partnering organisations (as time is of the essence) to achieve the objectives of providing a temporary place of safety.
5. The Organisation's secondary objectives are to raise and manage funds to be used to support the primary objectives.

Membership

6. Members of the organisation shall include the office bearers and any interested people who would like to be a friend of Thand'usana.
7. People can become members by filling in a membership form that would be confirmed at a Management Committee Meeting or at the Annual General Meeting.

Income and property

8. The Organisation must keep an accurate record of all its assets which should be updated at least annually.
9. A staff member or member of the Management Committee of the Organisation can be reimbursed by the Organisation for expenses incurred on behalf of the Organisation. This needs to be authorised by the Management Committee.
10. Members and / or office bearers of the Organisation do not have any right over assets owned by, or under the custodianship of the Organisation.
11. All immovable property, which may at any time be acquired by the Church for the benefit of the Organisation, shall in accordance with the provisions of Section 8 of Act 111 of 1978 be registered in the name of the Presiding Bishop of the Conference for the time being and is subject to the provisions of the Laws and Discipline of the Church.
12. The borrowing and investment of monies by the Organisation is subject to the prescripts of the Laws and Discipline of the Church.

Management

13. The Missions Director shall always be a member of the Management Committee. Refer to the organogram in Addendum 1.
14. The Management Committee will initially be elected through nomination by the Leaders Meeting of the Organisation: Newton Park Methodist Church Executive's Meeting (hereinafter referred to as the NPMC Executive Meeting) held in accordance with the Laws and Discipline of the Church;
15. The Management Committee will be made up of not less than 6 (six) members, namely a Chairperson, Vice-Chairperson, Secretary, Treasurer and at least two additional members. They are the office bearers of the Organisation. The Ministers of the Society are ex officio members of the Management Committee.
16. Office bearers will serve for one year, but they can stand for re-election subsequent to serving a term of office on the Management Committee. No limit is set on the number of terms office bearers may serve the Organisation. However, re-election is dependent upon the provision of services appropriate to the needs of the Organisation and upon the willingness of the said office bearers to provide such services. Refer to paragraph 43 h.
17. If a member of the Management Committee does not attend three consecutive Management Committee meetings, without having applied for and obtaining leave of absence from the Management Committee, then the Management Committee may request that the said member resign from the committee and may forthwith be replaced by a suitable individual. This appointment must be confirmed by the Society Executive Meeting.
18. The Management Committee will meet at least once a month. More than half of the members need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum.
19. Minutes will be taken at every meeting to record the Management Committee's decisions. The minutes of each meeting will be provided to Management Committee members at least two weeks prior to the next meeting. The minutes shall be confirmed as a true record of proceedings, by the next meeting of the Management Committee, and shall thereafter be signed by the chairperson.
20. If the Management Committee deems it necessary, it may establish one or more sub-committees. Such committee shall be established to perform specific tasks pursuant to the rapid achievement of the objectives of the Organisation. A minimum of three people must serve

on a sub-committee in order for it to be considered official. The sub-committee must report back to the Management Committee on its activities on a monthly basis. All relevant recommendations by the sub-committee/s must be brought to the Management Committee for their ratification prior to implementation, unless the Management Committee has already approved such powers.

21. All staff members and Management Committee members of the Organisation must abide by the decisions that are taken by the Management Committee.
22. The Management Committee will provide quarterly reports to the NPMC Council Meeting held in accordance with Laws and Discipline of the Church.
23. All staff members and Management Committee members are to act in good faith, and be positive in their support of the goals and purposes of the Organisation.
24. Effort should be made to make decisions by consensus.
25. The Organisation is to abide by the laws of South Africa.
26. A member of the Management Committee who has any pecuniary interest in a proposal being considered by the committee or about to be considered by the committee must, as soon as possible after the member becomes aware of the proposal, but before the proposal is considered, disclose the nature of that interest to the committee. Such a disclosure must be recorded in the minutes of the meeting of the committee. A member that makes a disclosure referred to above must not, unless the committee determines otherwise:
 - a. be present during any deliberations of the Management Committee with respect to that proposal; or
 - b. take part in any decision of the committee with respect to that proposal.
27. If a decision is made regarding a matter in which a committee member has a pecuniary interest, but the member does not disclose such an interest, the resolution regarding the matter must be rescinded.

28. Conflict that may arise in the Management Committee should be resolved by amicable means if possible. All members agree to act in good faith in this regard. The chairperson shall oversee such a process. Should this not be possible or if the chairperson is involved in the conflict, then all members involved in such conflict agree to participate in conflict resolution intervention by a mutually agreed on independent expert(s) in conflict resolution, as set out below. The resolution reached in such intervention will be binding on all involved and members agree to be supportive of the outcomes.
29. In the event of a dispute between any of the members and the member or members cannot settle the dispute through negotiation, then that member or members agree to a dispute resolution procedure which may include:
 - a. Establish a fact-finding committee whose composition and procedure will be agreed to by the members.
 - b. At the request of any party to a dispute, the chairperson of the Management Committee shall convene a fact-finding committee composed of one person nominated by each party in dispute. The members of the fact finding committee shall agree on the appointment of a chairperson, and failing agreement, the chairperson shall be appointed by the chairperson of the Management Committee.
 - c. The parties shall provide the fact-finding committee with such information as it may require.
 - d. The fact finding committee shall adopt its report by a majority vote and submit it to the parties in dispute setting out its findings and the reasons for them and whatever recommendations it considers appropriate for the equitable settlement of the dispute.
 - e. The parties shall consider the recommendations of the fact-finding committee in good faith with a view to reaching agreement on the settlement of the dispute as soon as possible.
 - f. The parties in dispute shall bear the reasonable expenses of the fact-finding committee equally.

Powers of the Organisation

30. The Management Committee:

- a. may assume the powers and authority necessary to achieve the objectives that are stated in paragraph 4 and 5 of this constitution. Such power and authority must not be in contravention of any of the laws of the Republic of South Africa.
- b. has the power and authority to raise funds or to invite and receive contributions.
- c. The Organisation has the power to buy, hire or exchange any movable property required to achieve its objectives.
- d. 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.
- e. has the right to develop and implement the policies and procedures necessary to enable and ensure effective governance and management, including procedures for application, approval and termination of membership of the organisation.
- f. shall not be held liable for any debts reasonably incurred by them on behalf of the Organisation in the course of directing the operations and/or affairs of the Organisation.
- g. must control the affairs of the Organisation including the administration of the movable or immovable property as well as donations to the Organisation.
- h. shall approve income and expenditure.
- i. may seek affiliation of the Organisation to organisations with similar aims and objectives.
- j. must act in favour of the Organisation to the benefit of the Organisation and advance the importance of the Organisation to the community.
- k. may discipline members and exercise measures to ensure that the interests of the Organisation are propagated.
- l. may act as arbitrator in any dispute between members.

- m. may call special meetings when necessary.
 - n. shall present the audited financial statements to each annual general meeting.
 - o. shall ensure that the agenda for the annual general meeting is drafted and include the minutes of the previous meeting, annual report and audited financial statements.
31. The Organisation, its members, office bearers and the Management Committee accept that all decisions taken by it at meetings, special meetings and annual general meetings, in respect of the operational requirements, consultation, implementation, discipline and policy considerations which are to be effected; shall be subject to the final approval of the Newton Park Methodist Church Council. The final authority, powers of custodianship and leadership in respect of the Organisation accordingly lies with the Church Council.

Powers and functions of the office bearers

32. The Management Committee shall appoint a Project Coordinator to direct the daily affairs of the Organisation. Refer to the organogram in Addendum 1.

Chairperson

33. The Chairperson shall, subject to the provisions of paragraph 31:
- a. direct the affairs of the Organisation and represent the Organisation in all deliberations with other bodies and/or persons or may delegate the above to a committee member;
 - b. convene all meetings of the Organisation and preside over them;
 - c. conduct all the meetings without prejudice and shall give a ruling that shall be binding on all members at the meetings in cases of dispute – where all avenues and requirements are exhausted;
 - d. be an ex-officio member of all committees and branches;
 - e. together with the Vice Chair person, present an annual report concerning the activities of the Organisation at the annual general meeting; and

- f. in the case of emergency delegate any members of the Management Committee or acknowledged member of the Organisation to attend to urgent matters and report action to the Management Committee on completion of the matters.

Vice Chairperson

34. The Vice Chairperson shall, subject to the provisions of paragraph 31:
 - a. In the absence of the Chairperson, assume the duties of the Chairperson.
 - b. Draft the agenda for meetings of the Organisation, in consultation with the Chairperson;
 - c. Be responsible for the administration of the Organisation;
 - d. Keep all minutes of meetings safe and on hand for members to consult;
 - e. Be responsible for all correspondence;
 - f. Liaise with other organisations and branches.
 - g. Implement decisions of the Management Committee and annual general meetings of the Organisation.

Secretary

35. The Secretary shall take minutes of committee- and annual general meetings.

Treasurer

36. The Treasurer shall:
 - a. keep orderly books regarding all financial transactions of the Organisation;
 - b. present the financial statements and –records of the Organisation to be audited at least once per year before the annual general meeting or as decided by the Management Committee; and
 - c. provide financial statements of the Organisation at monthly meetings of the Management Committee.

Meetings and procedures of the Management Committee

37. The chairperson, or any member of the Management Committee, can call a special meeting via the chairperson at any time if they deem such a meeting to be required. The chairperson must inform all members of the Management Committee of such a meeting no less than 7 days prior to such a meeting taking place. The chairperson must also inform all members of the committee of all issues for discussion at the meeting. If, however, one of the matters to be discussed is the appointment of a new Management Committee member, then those calling the meeting must provide the other committee members with no less than 14 days notice prior to the meeting. The Society Executive Meeting must ratify such appointment.
38. The chair or vice chair shall chair special Management Committee meetings. If both are unable to attend , then the minister should chair the meeting. This must be arranged prior to the commencement of the meeting.
39. More than half of the members of the Management Committee need to be at the meeting to make decisions that are allowed to be carried forward. This constitutes a quorum. There must be a quorum whenever such a special meeting is held. All decisions taken at such meetings are subject to the provisions of paragraph 31
40. If a quorum is not achieved, then a new meeting must be scheduled for the earliest convenient time for the members of the Management Committee within 7 days of the previous non-quorate meeting. Decisions may not be made at non-quorate meetings. Recommendations made at such meetings must be ratified at the next fully quorate meeting.
41. When necessary, the Management Committee will vote on issues. If the votes are equal on an issue, then the chairperson has either a second or deciding vote.
42. Minutes of all meetings must be kept safely and always be on hand for members to consult.

Annual general meetings

43. The annual general meeting must be held annually, following the end of the Organisation's financial year and the completion of the Organisation's year-end audit. The Annual General meeting should be held not later than 15th December every year.
44. The Annual General meeting is open to all involved and interested persons.
45. Notice of the Annual General meeting will be given in Notices of the Society.
46. The Organisation should deal with the following business, amongst others, at its annual general meeting:
 - a. agree to the items to be discussed on the agenda;
 - b. note all present at the meeting and any apologies;
 - c. read and confirm the previous meeting's minutes, including matters arising;
 - d. address any matters arising from the minutes of the previous meeting;
 - e. chairperson's report;
 - f. treasurer's report and audited financial statements;
 - g. changes to the constitution that members may want to make;
 - h. elect new office bearers;
 - i. general;
 - j. close the meeting; and

All decisions taken at such meetings are subject to the provisions of paragraph 31.

Finance

47. A treasurer shall be appointed at the annual general meeting. His or her duty is to oversee the finances of the Organisation.
48. The Project Coordinator will be appointed to control the day-to-day finances of the Organisation. See Addendum 2 for details. The Project Coordinator and Treasurer shall arrange for all funds to be placed into a bank account in the name of the Organisation. The Treasurer must keep proper records of all the finances.
49. Whenever funds are taken out of the bank account, at least two of the following must sign the withdrawal or cheque, namely the Chairperson, Vice Chairperson, Secretary and/or Treasurer.
50. The financial year of the Organisation ends on the last day of February of each calendar year.
51. External, independent auditors are to be appointed to verify that the finances of the Organisation are a true reflection of its financial position and all funds are accounted for.
52. The Organisation's audited annual financial statements must be ready and handed to the Management Committee within six months after the financial year-end. This must also be forwarded to the Society's Executive Meeting.
53. If the Organisation has surplus funds that can be invested, they may only be invested subject to the approval of two thirds of the whole Management Committee. Such funds may only be invested with registered financial institutions as listed in Section 1 of the Financial Institutions (Investment of Funds) Act, No. 1084 or in such property as deemed appropriate by the Management Committee. They can seek advice from any registered financial institution or professional regarding the best-practice utilization and management of its finances.

Changes to the constitution

54. A written notice to the Church Council of the proposed changes to the constitution must be circulated 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 all the proposed changes to the constitution that will be discussed at the meeting.
55. Two thirds of the members of the Management Committee shall be present at a meeting ("the quorum") before a decision to change the constitution is taken. Any special meeting of the Management Committee may vote upon such a notion. See paragraph 39. All decisions taken at such meetings are subject to the provisions of paragraph 31.
56. The constitution can be amended by a resolution at a special meeting of the Management Committee. The resolution has to be agreed upon and passed by no less than two thirds of the members who are present or submit a written proxy at the annual general meeting or special general meeting.
57. No amendments may be made which would lead to the dissolution of the Organisation.

Discipline

58. The Management Committee has the power to warn any staff member and Management Committee member acting contrary to the goals and purposes of the Organisation and contrary to the responsibility of the members. The aim of such warning would be to encourage cooperation. Should such warning not have the desired effect such a member may be expelled from the Organisation at a meeting of the Management Committee. Such an expulsion will be decided by a simple majority of Management Committee members attending, subject to the provisions of paragraph 31.

Confidentiality

59. A person that receives confidential information in the course of the exchange of information as a consequence of participating in any meeting of the Organisation established under this constitution shall respect the confidentiality of the information received and the conditions under which it was furnished and shall use that information only for the purposes for which it was supplied.

60. Each member shall ensure that any individual representing it or nominated by it for the purpose of any activity undertaken under this constitution shall be bound by the same confidentiality obligations.
61. The Management Committee members shall continue to be bound by the obligations in this clause after the dissolution of the Organisation for as long as the information in question is not in the public domain.

Dissolution/Winding-up

62. 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. Such a decision must be confirmed by the Society Executive Meeting, subject to the provisions of paragraph 31.
63. 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 of the Organisation. Any assets remaining after all liabilities have been met will be given to the Methodist Church of Southern Africa and specifically Newton Park Methodist Church to be transferred to another non-profit organisation having similar objectives.

Adoption of the constitution

64. This constitution was approved by the Management Committee of Thand'usana Babies Safe Home and accepted by the Executive Meeting of Newton Park Methodist Church.

Signed on _____ of March 2009.

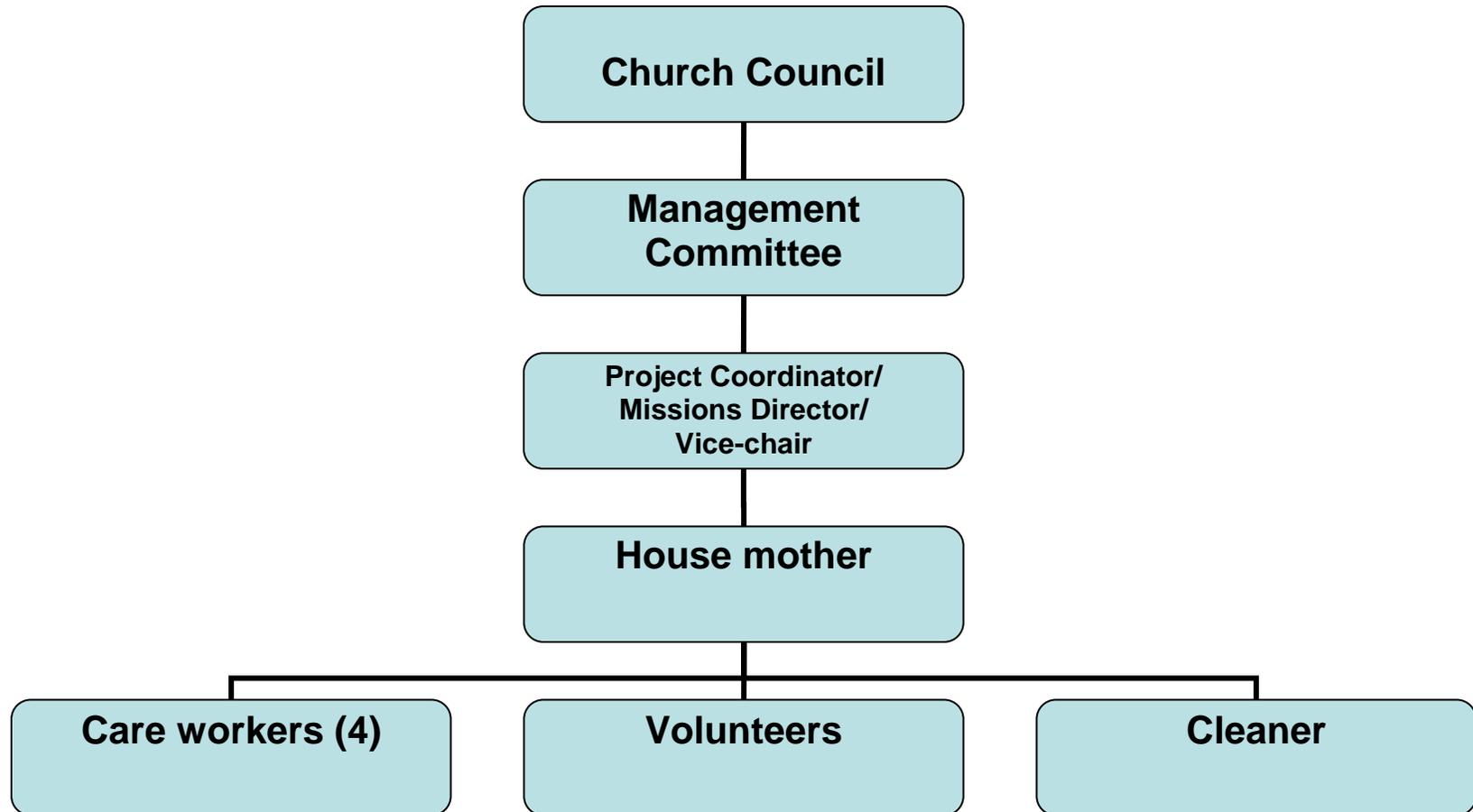
Glenda Boyes
Chairperson

Audrey van Wyk
Vice Chair/Project Coordinator

Ronwynne Fourie
Secretary

Addendum 1

Organogram



Addendum 2

Controlling of day to day finances of Thand'usana

The Project Coordinator will be responsible to control the day-to-day finances of the Organisation. This includes:

- Being responsible for collecting and depositing all monies received in a timeous manner;
- Recording such collections in the cashbook;
- Issuing of receipts for monies collected;
- Controlling the petty cash expenditure and recording each expense in the petty cash book;
- Reconciling the petty cash book to the physical cash on hand on a weekly basis;
- Transferring money into petty cash as required;
- Collecting all invoices and bills payable by the Organisation, and checking them for validity and accuracy; and
- Being responsible for ensuring the timeous settlement of creditor's accounts.